

Joint Special Executive Committee Meeting Minutes

Thursday, July 25, 2024

5:30 pm

Attendees:

CVFiber Voting Executive Committee Members: John Reid, Siobhan Perricone, Alan Gilbert, Chuck Burt, David Mannix, Tom Fisher, and Jeremy Matt

CVFiber Non-Voting Executive Committee Members: Laurie Beth (Treasurer)

CVFiber Staff: Jennille Smith

NEK Broadband Voting Executive Committee Members: Nick Anzalone, Mary Metcalf, Ray Lanier, Mike Strait, Brian Machesney, Paul Fixx, Jonathan Baker and Sally Vallat;

NEK Broadband Non-Voting Executive Committee Members: Denise Sullivan (Treasurer); Christa Shute (Executive Director); Kitty Ufford-Chase (Clerk)

Additional NEK Broadband Staff: Danielle Sukkaew and Tonya Ozone

Additional NEK Broadband Board Members: Rudy Chase

Additional NEK Broadband Contractors: Deb Shannon

5:37 pm Meeting started with quorum.

Agenda Review and Approval of Minutes

EC Meeting Agenda was approved with no objections.

Opportunity for Public Comment - no one had a public comment to make.

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| Motioned: Jeremy Matt Seconded: Tom Fisher | Passed with no objections Passed with objections Failed |
| Motion: to approve the July 2, 2024 Meeting minutes as drafted. | Passed with no objections |

Paul Fixx arrived 5:38 pm.

Framing for Joint EC Meetings Going Forward

Discussion Summary: Christa went over slides that covered the Framing for Joint EC Meetings going forward. The joint Executive Committees will meet on the 1st and 3rd Thursdays at 5:30pm. The 1st Thursday's meeting of the month will focus on Cash (including Grants and Partnerships), and the 3rd Thursday's meeting of the month will focus on Construction and Customers. The Finance Committee will meet the 3rd Thursday of each month at 4:30pm.

Financial Quarterly reports will occur on the 1st Thursday of August, November, February, and May commencing after the merger.

For next month, the next meeting of the Finance Committee will be Aug. 22 since the third Thursday of the month is August 15 which is the date of the final merger vote. That meeting will be the combined Finance Committee of 5 members.

At next week's joint EC meeting, there will be a discussion about partnerships, grant updates (especially BEAD, ReConnect 4 and ReConnect 5) and a financial report if appropriate. The third Thursday of the month, the joint ECs will talk about construction and customers and will include staff reports. We will need to address the fact that the Governing Board meeting for the final vote on Aug. 15 is also a 3rd Thursday of the month, a regular meeting time of the EC.

New Accounting Software Approval

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| Motioned: Paul Fixx Seconded: Mike Strait | Passed with no objections Passed with objections Failed |
| Motion: to accept the recommendation to purchase and implement Innovative Solutions Accounting software. | Passed with no objections |

Discussion Summary: Denise talked about the process that was used to investigate new accounting software systems. She said that Quickbooks, our current system, is not robust enough to grow with us as we take on additional grants, each with its own accounting and control requirements. The proposal is to go with Innovative Solutions, reported to be the second most used accounting software in the industry. Innovative Solutions will be able to import all financial data, from both merging entities and staff will be trained in our own data. Going forward it will be able to automatically scan our invoices. They have given us a "go live" date of Nov. 1. Implementation will cost \$55,000 and ongoing hosting and services will be \$4,800 a month (hosting and software). Roughly estimated 12 month savings at current labor rates exceeds initial implementation cost. Other CUDs, if they are BEAD recipients, might want to use the software as well so there could be cost-sharing in the future with no additional cost to us. We do have positive support for this recommendation from the Finance Committee and JSI. Additional questions to use in the final negotiations were brought up, as well as a plan to get references.

Deb Shannon arrived 5:51pm

Changes to Benefit Policy Discussion

Discussion Summary: Christa went over the proposed changes to the Benefits Policies. Family/Medical Leave is in the process of being addressed and both Employee handbooks are in the process of being combined. These changes are budget neutral.

Jonathan Baker entered 6:10pm

NEKCV Bylaws Discussion related to the future EC

Discussion Summary: Christa went over the proposed transition into a new joint EC. The Bylaws that are up for adoption as part of the final Merger Plan on Aug.15 outline a transition to an EC with between 7-11 members by Nov 13 which will be the first organizational

meeting of the Governing Board of the merged CUD to vote on EC members and officers. They also stipulate that on the new EC, there would be a chair and vice-chair, one from each current CUD, as well as the chair of the Finance Committee. There would also be a representative from each county with more than two towns. The remaining members of the new EC would be at-large members. Members of towns inside each county would select the person they wanted to represent them and that nomination would be put on the slate at the first organizational meeting in November and then at the subsequent Annual May meetings for approval. Everyone can run for the EC positions whether they are on a current EC or not.

Brian Machesney left at 6:31pm. David Mannix left at 6:36pm.

Brand & Name Timing Discussion

Discussion Summary: Tonya went over the slides about Branding and Name Timing. The Branding working group is recommending that we delay the branding until after BEAD, and that the placeholder organization would be NEKCV with the logos of both organizations on the VCBB website. The working group is also working on a summary paragraph about the merged, unified entity using NEK + CV as a placeholder. This is in addition to the development of a merged logo. This will be voted on as part of the Final Merger on Aug. 15.

Sally entered at 6:40pm

Proposed Pricing Changes

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| <p>Motioned: Jeremy Matt Seconded: Tom Fisher</p> | <p>Passed with no objections Passed with objections Failed</p> |
| <p>Motion: Moved that holding a discussion of pricing changes as related to the potential merger with NEK Broadband would put CVFiber at substantial competitive disadvantage in accordance with 1 VSA §313A.</p> | <p>Passed with no objections</p> |

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| <p>Motioned: Jeremy Matt Seconded: Chuck Burt</p> | <p>Passed with no objections Passed with objections Failed</p> |
| <p>Motion: Whereas the Executive Committee has found that a discussion of pricing changes as related to the potential merger with NEK Broadband in open session would put CVFiber at potential competitive disadvantage, we move that we enter executive session to discuss these topics, and that CVFiber Board members, alternates, staff, and</p> | <p>Passed with no objections</p> |

consultants, members of the NEK Governing Board, NEK staff and consultants are invited into the executive session as they have information that is needed in accordance with 1 VSA §313B.

NEK Broadband EC Members also voted to go into executive session. Executive session was entered at 6:43 pm and ended at 7:03 pm. No action was taken.

Jonathan Baker left at 7:11pm

Operational Updates

Discussion Summary: No one had any questions regarding the updates that were provided by CVFiber and NEK Broadband.

CVFiber Construction Update:

Discussion Summary: Christa described the process of making construction happen in a particular area. She stated that once the merger is in place, they would issue an opportunity for our existing contractors to provide construction services in these areas under our current contracts with them. Makeready is done in these areas, parts are available and crews are available. We would begin construction by October at the latest, but it will depend on construction crews.

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| <p>Motioned: Jeremy Matt Seconded: Tom Fisher</p> | <p>Passed with no objections Passed with objections Failed</p> |
| <p>Motion: Moved that we find that holding a discussion of potential CVFiber build details following the potential merger with NEK Broadband would put CVFiber at substantial competitive disadvantage in accordance with 1 VSA §313A.</p> | <p>Passed with no objections</p> |

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| <p>Motioned: Jeremy Matt Seconded: Chuck Burt</p> | <p>Passed with no objections Passed with objections Failed</p> |
| <p>Motion: Whereas the Executive Committee has found that a discussion of preliminary CVFiber build details following the potential merger with NEK Broadband in open session would put CVFiber at potential competitive disadvantage, move that we enter executive session to discuss these topics, and that CVFiber Board members, alternates, staff, and</p> | <p>Passed with no objections</p> |

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| consultants, members of the NEK Governing Board, NEK staff and consultants are invited into the executive session as they have information that is needed in accordance with 1 VSA §313B. | |
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NEK Broadband EC also voted to go into executive session. Executive session was entered at 7:12pm and ended at 7:36pm. No action was taken. During executive session, Denise Sullivan left at 7:20pm.

Adjourn

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| Motioned: Siobhan Perricone Seconded: Jeremy Matt | Passed with no objections Passed with objections Failed |
| Motion: To adjourn at 7:37pm. | Passed with no objections |

Drafted by Kitty Ufford-Chase, Clerk