



Governing Board Annual Meeting Minutes - DRAFT

May 13, 2025

Zoom or telephone was made available.

In-Person Location: NEKCV Brighton warehouse, 306 Meadow St, Brighton - no one attended in person

Attendees: See attached list.

5:34 pm - Meeting was called to order with quorum.

Governing Board Members present: 47. Voting Members 42 (quorum is 36).

Guests: 2

Agenda Review

Consent Agenda

Motioned: RD Eno Seconded: Jeremy Matt	For	Against	Abstain
Motion: To approve the Consent Agenda, including the Minutes of the March 13, 2025 Meeting	Passed with no objections		

Public Comments: None

Executive Committee Action Report

Motioned: Morgan Wade Seconded: Sally Vallat	For	Against	Abstain
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Motion: To affirm the receipt and confirmation with no proposed revisions or alterations to the Executive Committee Action Report.	Passed with no objections		David Healy
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Governing Board By-laws

Motioned: Bill Davis Seconded: Jeremy Matt	For	Against	Abstain
Motion: To approve the NEKCV Governing Board By-laws	Voice Vote unanimous		

Discussion Summary: Nick said that the organization would like to get a “fresh” joint ratification of the joint by-laws and operating principles that we voted on separately as part of the 2024 merger. This puts staff in a better position when writing grants, responding to inquiries, etc. He said that Christa also did a “clean up” (red-lined) version of the by-laws (with no major modifications) that he brought to GB Members’ attention. The “cleaned up” version of the by-laws will be up for discussion and approval at the next GB meeting.

Operating Principles

Motioned: Morgan Wade Seconded: Dave Ghelli	For	Against	Abstain
Motion: To approve the NEKCV Operating Principles.	Voice Vote unanimous		

Governing Board Responsibilities

Motioned: Siobhan Perricone Seconded: Morgan Wade	For	Against	Abstain
Motion: To approve the Governing Board Responsibilities Document.	Voice Vote unanimous		

Discussion Summary: Nick reminded GB Members that we did have a conversation last fall at a GB meeting about what they, as GB Members, wanted to hold themselves accountable to.

Selection of Finance & Executive Committee Members, Officers, VCUDA Designee

Motioned: Siobhan Perricone	For	Against	Abstain
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Seconded: Chuck Burt			
Motion: To approve the proposed slate of Finance Committee members to serve out their respective terms as follows: Ted Barnett - term expires May 2028 Marty Feltus - term expires May 2027 Michael Strait - term expires May 2026 Mike Barrett - term expires May 2028 John Burke - term expires May 2027	Voice Vote unanimous		

Motioned: Peggy Stevens Seconded: Jeremy Matt	For	Against	Abstain
Motion: To approve Mike Strait as chair of the Finance Committee.	Voice vote unanimous		

Motioned: Henry Amistadi Seconded: Morgan Wade	For	Against	Abstain
Motion: to approve Paul Fixx as County Representative for Caledonia County, Sally Vallat as County Representative for Essex County, Siobhan Perricone as County Representative for Orange County, Brian Machesney as County Representative for Orleans County, Chuck Burt as County Representative for Washington County, Mike Strait as Chair of the Finance Committee, and Nick Anzalone, Tom Fisher, Ray Lanier, Jeremy Matt, and Mary Metcalf as Members-at-Large, all to serve out their respective terms as follows: Chuck Burt - term expires May 2028 Paul Fixx - term expires May 2027 Brian Machesney - term expires May 2026 Siobhan Perricone - term expires May 2028 Sally Vallat - term expires May 2027	Unanimous voice vote		

Nicholas Anzalone - term expires May 2026 Tom Fisher - term expires May 2028 Ray Lanier - term expires May 2027 Jeremy Matt - term expires May 2026 Mary Metcalf - term expires May 2028 Mike Strait - term expires May 2026			
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Discussion Summary: Nick clarified that the County Representatives are seats on the Executive Committee that are for the GB members who have been nominated by the GB Members of their respective counties. The At-Large Members of the Executive Committee, to a larger degree, are serving at the pleasure of the entire Governing Board.

Motioned: Henry Amistadi Seconded: Michael Strait	For	Against	Abstain
Motion: to nominate and approve as Officers of the organization, Nicolas Anzalone as Chair, Siobhan Perricone as Vice-Chair, Jeremy Matt as Clerk, and Christopher Fortuna as Treasurer to serve until the May 2026 NEKCV Annual Meeting.	Unanimous voice vote		

Motioned: Siobhan Perricone Seconded: Jeremy Matt	For	Against	Abstain
Motion: To appoint Christa Shute as primary voting member of the VCUDA and Chris Fortuna as alternate.	Voice vote unanimous		

Grant Status Update

Discussion Summary: Christa announced that we do have the Community Connect \$2.7 million grant documents in hand. It has a 15% match that we are supplying by using a portion of the just over \$16 million that has been assigned to NEKCV and provided by the State Legislature to match federal grants. She just signed the Statement of Work today and construction will be moving forward imminently in the Groton area of the grant.

Our 214 application was granted for acquisition of certain assets of CCI by us from the Rural Digital Opportunity Fund support along with the build out and service obligations that are connected to those assets. We have performed the closing in accordance with the requirements under this docket which has been submitted to the FCC. In March we were granted the status of ETC (Eligible Telecommunications Carrier) that is required in order to be an RDOF award winner.

In order to do both of these things we have to have a letter of credit for 30% which is approximately \$1.4 million dollars. The funds we are receiving from CCI are what they have received to date, approximately 1.5 million. A little over \$1 million dollars of those funds are being used to secure the letter of credit. The other money that's being used to secure the line of credit is a \$400,000 grant to leverage financing which we applied for on behalf of CVFiber before the merger.

The letter of credit will have to stay in place until we reduce it (as we meet milestone requirements over time) and will stay in place until we have gotten service to all the addresses in the RDOF areas. We expect to hold this letter until 2030 to complete the addresses.

Ratification of Community Bank Loan Letter of Credit Documents

Motioned: Siobahan Perricone Seconded: Seth O'Brien	For	Against	Abstain
To ratify the Community National Bank loan documents for the purpose of securing the letter of credit necessary for the transfer of the Rural Digital Opportunity Fund grant funding and obligation from CCI to NEKCV, documents to include the original Commitment Letter, the Business Loan Agreement, the Promissory Note, the disbursement request and authorization and the VT assignment of deposit account to a CD.	Voice Vote Unanimous		

Community Connect Grant Authorization

Motioned: Chuck Burt Seconded: Mike Strait	For	Against	Abstain
Motion: We, the NEKCV Governing Board, as Members of the NEK Community Broadband dba NEKCV, Communications Union District (hereinafter the "CUD") on May 13th, 2025, do hereby authorize the following, and certify that said authorizations are in accordance with the operating agreement of the CUD: that the executed copies of the Community-Oriented Connectivity Broadband Grant Agreement are true and exact copies of the form thereof authorized and approved by the Members and that none of the following authorizations have been rescinded or modified:	Voice vote Unanimous		

<p style="text-align: center;"><u>AUTHORIZATIONS</u></p> <p>1. THAT the CUD accept from the United States of America (the "Government"), acting through the Rural Utilities Service ("RUS"), a grant in the amount of \$2,847,276 (the "Grant"), to be used for such purposes as approved by RUS in accordance with the Community-Oriented Connectivity Broadband Grant Agreement (the "Grant Agreement"); and</p> <p>2. THAT the Executive Director is authorized on behalf of the CUD to execute and deliver under its corporate seal, if any, as many counterparts, respectively, as shall be deemed advisable of the Grant Agreement, as required by RUS.</p> <p>3. THAT the Executive Director is authorized in the name and on behalf of the CUD, to execute all such instruments and do all such other acts as in the opinion of the Executive Director may be necessary or appropriate in order to carry out the purposes and intent of the foregoing authorizations.</p> <p>WE FURTHER CERTIFY THAT the NEKCV Governing Board, has approved the aforementioned authorizations, and that such authorizations are in compliance with the operating agreement of the CUD.</p> <p>WE FURTHER CERTIFY THAT the date of actual execution of the Grant Agreement is May 13, 2025.</p>			
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Rob Dewees left at 6:19 pm.

Recommendation that Governing Board Members hold an additional meeting on Thursday, August 14, 2025

Discussion Summary: After an extensive discussion, it was agreed that instead of instituting an additional meeting of the Governing Board, it would be noted in the minutes that there may need to be an additional meeting on the second Thursday in August and Governing Board members should reserve this time slot in their calendars.

Grant Strategy

Motioned: Jeremy Matt Seconded: Sally Vallat	Passed with no objections Passed with objections Failed
Motion: Enter into executive session for the purposes of discussing grant strategy that would put the organization at a substantial disadvantage if shared in public session under the provisions of Title 1 VSA 313(a)(1)(A) of the Vermont Statutes.	Passed with no objections

Executive session was entered at 6:31 pm and ended at 7:09pm. No action was taken.
Dana Caspersen left at 7:01pm.

Tour of New NEKCV Website

Discussion Summary: Tonya showed a new NEKCV website that we have created, nekcvt.org. We will keep the cvfiber.net website and the nekbroadband.org website in place. She said it was important to have an nekcvt.org website because our construction trucks will have “nekcvt” branding this summer and many of our email addresses have “nekcvt” as well. The nekcvt.org website will direct people to their appropriate brand website depending on where they live. In addition, the new website will allow folks to check service availability and has an “About” page, a “Public Documents” page, and a “Careers” page. Christa suggested that this website be thought of as the “Governance/Corporate” website, and said that we won’t be addressing the brand issue until we have finished with the ARPA funds that we have in late 2026.

Adjourn: the meeting was adjourned without quorum at 7:14pm.

Attendance Summary

Voting Members: (quorum is 36): 42

Other board members present as alternates for their town: David Healy, John Kellogg, Brian Machesney, John Stone and Laura Emery.

Staff: Christa Shute, Chris Fortuna, Tonya Ozone, and Kitty Ufford-Chase

Guests: Jose Aguayo (VCBB) and Francis DiMora from Calais

Attendance Details

Name	Member Town	Type			
				Voting	42
Rob Dewees	Albany	Primary	v	Present	5
Neil Glassman	Barnet	Primary		Staff	4

David Furlong	Barton	Primary	v	Guest	2
Michael Strait	Brighton	Primary	v		
James Ozone	Brighton	Alternate		quorum is 36	
William Davis	Brownington	Primary	v		
David Caron	Brunswick	Primary			
Theresa Caron	Brunswick	Alternate	v		
Patricia Vanderhoop	Burke	Primary			
R.D. Eno	Cabot	Primary	v		
Jared Thomas	Calais	Primary	v		
David Healy	Calais	Alternate	p		
Ann Morgan Wade	Canaan	Primary	v		
John Kellogg	Charleston	Alternate	p		
Peggy Stevens	Charleston	Primary	v		
Bill Humphrey	Concord	Primary			
Charles Conn	Coventry	Primary	v		
Phil Marquette	Coventry	Alternate			
Rudy Chase	Craftsbury	Primary	v		
Brian Machesney	Craftsbury	Alternate	p		
Kim Prior	Danville	Primary	v		
Lindsay Brainard	Derby	Alternate			
David Barlow	Derby	Primary			
Henry Amistadi	Duxbury	Primary	v		
Tom Fisher	East Monpelier	Primary	v		
Noah Armstrong	Glover	Primary	v		
Hadley Piper	Glover	Alternate			
Mark Fulton	Granby	Primary	v		
Sonia Peters	Granby	Alternate			
Mary Metcalf	Greensboro	Primary	v		
John Stone	Greensboro	Alternate	p		
Mike Gaiss	Groton	Primary	v		
Martin Klein	Groton	Alternate			
John Orłowski	Guildhall	Alternate			
Richard Schiller	Guildhall	Primary	v		
Paul Fixx	Hardwick	Primary			
Ed Brady	Holland	Primary	v		
Sonya Curtis	Irasburg	Primary	v		

Lynnette Deaette	Jay	Primary			
Le-Ann Tetrault	Jay	Alternate			
Tara Morse	Jay	Alternate			
Dana Caspersen	Kirby	Primary	v		
Malcolm Doak	Kirby	Alternate			
William Gilbert	Lemington	Primary	v		
Beth Ellingwood	Lemington	Alternate			
Marjorie Kramer	Lowell	Primary	v		
Faye Starr	Lowell	Alternate			
Harry Williams	Lunenburg	Primary			
Gary Briggs	Lunenburg	Alternate			
Marty Feltus	Lyndon	Primary	v		
John Morris	Marshfield	Primary	v		
David Lawrence	Middlesex	Primary			
Bruce Stevenson	Middlesex	Alternate			
Eric Pope	Morgan	Primary	v		
Larry Labor	Morgan	Alternate			
Chuck Burt	Moretown	Primary	v		
Sybil Schlesinger	Moretown	Alternate			
Ben Tilford	Newark	Primary			
Mark Whitworth	Newark	Alternate			
Woodman Page	Newport City	Primary			
David Ghelli	Newport Town	Alternate	v		
Wendy Matthews	Newport Town	Primary			
Thomas Davis	Northfield	Primary			
Sally Vallat	Norton	Primary	v		
Siobhan Perricone	Orange	Primary	v		
Jock Gill	Peacham	Primary	v		
Karen Lewis	Peacham	Alternate			
Jeremy Matt	Plainfield	Primary	v		
Jon Hosford	Plainfield	Alternate			
Tim Sullivan	Roxbury	Primary			
Shawn Burroughs	Ryegate	Primary	v		
Tyler Pokines	Ryegate	Alternate			
Nicolas Anzalone	St Johnsbury	Primary	v		
Colleen Morris	St Johnsbury	Alternate			
Steve Pikard	Stannard	Primary			

Johanna Polsenberg	Stannard	Alternate			
Evan Carlson	Sutton	Primary			
Robert Simms	Sutton	Alternate			
Gaston Bathalon	Troy	Primary			
Anthony Soldo	UTGs	Alternate			
David Conley	UTGs	Primary	v		
Seth O'Brien	Walden	Primary	v		
Christopher Shenk	Waterbury	Primary	v		
Bill Piper	Waterford	Alternate			
Mike Barrett	Waterford	Primary			
Carrie Glessner	Westfield	Primary	v		
Laura Emery	Westfield	Alternate	p		
Ray Lanier	Westmore	Alternate			
Donna Dzugas	Westmore	Primary	v		
Linda Michniewicz	Westmore	Alternate			
Eileen Boland	Wheelock	Primary	v		
David Stahler Jr.	Wheelock	Alternate			
Ted Barnett	Williamstown	Primary			
Bruce Wheeler	Wolcott	Primary			
John Reid	Woodbury	Primary	v		
Michael Gray	Woodbury	Alternate			
Christa Shute	NEKCV		s		
Kitty Ufford-Chase	NEKCV		s		
Tonya Ozone	NEKCV		s		
Chris Fortuna	NEKCV		s		
Members of Public					
Francis DiMora	of Calais		g		
Jose Aguayo	VCBB		g		