

Date Sent: Tuesday, January 27, 2009 9:59 AM  
From: "Jonathan P.A. Leopold, Jr." <JLeopold@ci.Burlington.vt.us>  
To: <athibeault@burlingtontelecom.com>,  
"William F. Ellis" <wellis@mcneilvt.com>  
Cc: Chris Burns <cburns@burlingtontelecom.com>,  
Mike Flora <mflora@burlingtontelecom.com>  
Subject: RE: BT counter offer to DPS

Bill

I think it looks fine if the folks at BT like it.

One change I would suggest is in the discussion about the audit & engineering firm, I would include language to the effect that in an effort to save money, BT intends to hire staff to perform the work in house which precludes doubling up on the days required and also extends the timeline modestly by holidays, vacation, sick time etc.

>>> "William F. Ellis" <wellis@mcneilvt.com> 1/26/2009 4:37 PM >>>  
Jonathan and Amber,

Here is what I came up with based upon our meeting last Friday. Let me know your thoughts ASAP as we have another report deadline with the Board this Friday, and should get this to the DPS as much in advance as possible.

William F. Ellis, Esq.  
McNeil, Leddy & Sheahan  
271 South Union Street  
Burlington, VT 05401

Telephone: (802) 863-4531  
Fax: (802) 863-1743  
E-mail: [wellis@mcneilvt.com](mailto:wellis@mcneilvt.com)

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Date Sent: Tuesday, January 27, 2009 10:01 AM

From: "Thibeault, Amber" <athibeault@burlingtontelecom.com>

To: "William F. Ellis" <wellis@mcneilvt.com>,  
"Leopold, Jonathan" <jleopold@ci.burlington.vt.us>

Cc: "Burns, Christopher" <cburns@burlingtontelecom.com>,  
"Flora, Mike" <mflora@burlingtontelecom.com>

Subject: RE: BT counter offer to DPS

Attachment(s): MOU Revised 1-27-09 ALT.doc

Bill,

I have made some revisions to the MOU. Pursuant to our conversation I have included in the paragraph regarding our proposed build out schedule, a paragraph stating that if the Board issues a CPG to another cable operator within the State with more favorable conditions we will take the more favorable conditions into consideration when proposing our estimated time of completion.

If the State issues a more favorable CPG, BT would petition the Board for an amendment to our CPG.

Thanks,

Amber Thibeault

Contract and Governmental Affairs Specialist  
Burlington Telecom  
200 Church Street, Suite 101  
Burlington, VT 05401  
Office: (802) 846-5031  
Mobile: (802) 233-5386  
Fax: (802) 652-4220

-----Original Message-----

From: William F. Ellis [mailto:[wellis@mcneilvt.com](mailto:wellis@mcneilvt.com)] Sent: Monday, January 26, 2009 4:37 PM

To: Thibeault, Amber; Leopold, Jonathan

Cc: Burns, Christopher; Flora, Mike

Subject: BT counter offer to DPS

Jonathan and Amber,

Here is what I came up with based upon our meeting last Friday. Let me know your thoughts ASAP as we have another report deadline with the Board this Friday, and should get this to the DPS as much in advance as possible.

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Date Sent: Wednesday, January 28, 2009 8:46 AM

From: "Jonathan P.A. Leopold, Jr." <JLeopold@ci.Burlington.vt.us>

To: "William F. Ellis" <wellis@mcneilvt.com>

Subject: RE: Burlington Telecom Petition to Amend CPG Condition No. 17

good

>>> "William F. Ellis" <wellis@mcneilvt.com> 1/27/2009 4:26 PM >>>  
Sarah,

Attached is a revised proposed MOU for your consideration. I have added comments explaining BT's position on the various provisions and the Department's comments on the previous draft. If you have any questions after reviewing the attached, please give me a call so we can walk through the proposal.

I look forward to hearing from you.

Regards,

Bill.

William F. Ellis, Esq.  
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271 South Union Street  
Burlington, VT 05401

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Date Sent: Friday, January 30, 2009 10:43 AM

From: "Thibeault, Amber" <athibeault@burlingtontelecom.com>

To: <wellis@mcneilvt.com>

Subject: RE: FWD: RE: Burlington Telecom Petition to Amend CPG Condition

As expected.

----- Original Message -----

From: William F. Ellis <wellis@mcneilvt.com>

To: Thibeault, Amber

Sent: Fri Jan 30 10:42:25 2009

Subject: FWD: RE: Burlington Telecom Petition to Amend CPG Condition No. 17

FYI

===== Original Message from "Hofmann, Sarah" <Sarah.Hofmann@state.vt.us> at 1/30/2009 10:38 am

>Original Recipient(s):

>To: "William F. Ellis" <wellis@mcneilvt.com>

>Cc: "Campbell, Chris" <Chris.Campbell@state.vt.us>

> "Martin, Susan" <Susan.Martin@state.vt.us>

>

>Hi Bill, we have reviewed your revised proposal. We just are not making enough progress so we will turn to a litigation schedule. That doesn't mean we still can't settle somewhere down the road but we really aren't that close now and it will be quicker to litigate it. Accordingly, I will be filing a letter with the Board today saying we are turning to litigation. I will send around a proposed schedule for the parties to review and comment upon.

>

>Sarah Hofmann

>Director for Public Advocacy

>Vermont Department of Public Service

>112 State Street

>Montpelier, VT 05620-2601

>Phone: 802-828-3088

>Fax: 802-828-2342

><http://publicservice.vermont.gov/>

>

>-----Original Message-----

>From: William F. Ellis [<mailto:wellis@mcneilvt.com>]

>Sent: Tuesday, January 27, 2009 4:26 PM

>To: Hofmann, Sarah

>Cc: [athibeault@burlingtontelecom.com](mailto:athibeault@burlingtontelecom.com); Leopold, Jonathan

>Subject: Burlington Telecom Petition to Amend CPG Condition No. 17

>

>Sarah,

>

>Attached is a revised proposed MOU for your consideration. I have added  
>comments explaining BT's position on the various provisions and the  
>Department's comments on the previous draft. If you have any questions after  
>reviewing the attached, please give me a call so we can walk through the  
>proposal.

>

>I look forward to hearing from you.

>

>Regards,

>

>Bill.

>

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>McNeil, Leddy & Sheahan  
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>Burlington, VT 05401  
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