



South Hadley Electric Light Department
Municipal Light Board
Executive Session of February 22, 2018

Board Members Present: Greg Dubreuil, Vernon Blodgett, Kurt Schenker, John Hine, Anne Awad
Staff: Sean Fitzgerald

The Meeting convened following an Open Session motion to enter Executive Session and not return to Open Session, after Chairman Dubreuil made a declaration that an open session would have a detrimental effect on the Municipal Light Board. A roll call vote on the motion was unanimous; Dubreuil-aye, Blodgett-aye, Hine-aye, Schenker-aye, Awad-aye. The Executive session convened at 7:15 PM.

The need for an Executive Session was to protect the Board and SHELD because open discussion of the issue could have a detrimental effect on the litigating position of the Municipal Light Board. Public knowledge of the need to end a business relationship could attract vendors and competitors in the fiber optics field to SHELD as a business opportunity. The General Manager is exploring alliances and opportunities that, at this time, must remain confidential. In addition, discussion on the litigation action is confidential and privileged and discussing these actions could have a negative impact on SHELD's litigation activities.


A number of years ago, the previous General Manager, with Board approval, signed a Letter of Intent with Axia. The Letter specified several things that Axia and SHELD would do, two of which have not been done (i.e., security cameras in places around the community and fiber to the premise). One thing partially accomplished was for Axia to provide data services for the Village Commons to do a beta site for fiber to homes and offices. It appears that some equipment was installed but is not being utilized or optimized by Axia. After installation, it is believed that Axia began to have business difficulties, resulting in a bankruptcy filing. Several years ago, Anne Awad, then Chair of the Board, wrote to Axia and asked to terminate the agreement but, because of the bankruptcy filing, a simple withdrawal has not been possible. SHELD's legal counsel has advised that we must file a withdrawal in court and make a motion to release SHELD from continuing obligations of the Letter.

John Hine moved and Vernon Blodgett seconded the following motion: To approve and direct the General Manager, Sean Fitzgerald, to execute any and all tasks to cancel or rescind SHELD's letter of intent (LOI), License Agreements and obligations with Axia NGN Networks USA Ind., Axia Connect LTD, and KCST USA.

By roll call vote: Hine-aye, Awad-aye, Dubreuil-aye, Schenker-aye, Blodgett-aye. The motion passed by unanimous vote.

Anne Awad moved to adjourn the Executive Session; John Hine seconded. By roll call vote: Awad-aye, Dubreuil-aye, Blodgett-aye, Schenker-aye, Hine-aye. The motion was approved unanimously.

Adjournment was at 7:43 PM.



A handwritten signature in blue ink, appearing to read 'Anne Awad', is written over a horizontal line. The signature is fluid and cursive, extending to the right of the line.

Anne Awad, Clerk

Approved: March 22, 2018