

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

From: **Eric M. Page** <epage@eckertseamans.com>
Date: Wed, Mar 6, 2024 at 2:27 PM
Subject: RE: [External] Re: [EXTERNAL] ZiTEL, LLC
To: Alan Parry <kap@parryfirm.com>
Cc: Jennifer L. Rawson <JRawson@eckertseamans.com>, Cody Murphey <cmurphey@eckertseamans.com>, Neil Riemann <nar@parryfirm.com>, Jonah Garson <jag@parryfirm.com>

Alan – thank you for letting us know about NCDIT’s decision. It is unfortunate, because the agency’s decision results in the need for ZiTEL to withdraw from the GREAT Projects in the eight counties set forth in Mr. Collier’s letter of February 22, 2024.

Our client intends to terminate the Agreements by mutual consent pursuant to Section 7.3 of the Agreements, but I am reaching out in order to ensure an appropriate and timely withdrawal. We are, of course, willing to waive the sixty-day notice provision in order to allow NCDIT to move forward quickly to find alternative grantees. If you indicate that NCDIT agrees to the mutual consent provision, we will comply with the formal notice provisions of Section 8.13.

Please let us know if NCDIT has any objections to this course or if you have any questions or other suggestions. I look forward to hearing from you, and best wishes.

Eric



Eric M. Page

Member

Eckert Seamans Cherin & Mellott, LLC
919 East Main Street, Suite 1300 ↓ Richmond, VA 23219

☎ 804-788-7771 ↓ 📠 804-698-2950 ↓ 📱 804-647-7933

✉ epage@eckertseamans.com

BIO: 👤 VCARD: 📄 ↓ 🌐 [in](#) [tw](#)

[This email message and any files transmitted with it may be subject to attorney-client privilege and contain confidential information intended only for the person\(s\) to whom this email message is addressed. If you have received this email message in error, please notify the sender immediately by telephone or email and destroy the original message without making a copy. Any use, copying, disclosure, and/or distribution of this email message and/or any files transmitted with it by someone other than the intended recipient\(s\) is prohibited. Thank you.](#)

[Neither this information block, the typed name of the sender, nor anything else in this email message is intended to constitute an electronic signature and/or create an enforceable contract unless a specific statement to the contrary is included in this email message.](#)

From: Alan Parry <kap@parryfirm.com>

Sent: Wednesday, March 6, 2024 9:49 AM

To: Eric M. Page <epage@eckertseamans.com>

Cc: Jennifer L. Rawson <JRawson@eckertseamans.com>; Cody Murphey <cmurphey@eckertseamans.com>;

Neil Riemann <nar@parryfirm.com>; Jonah Garson <jag@parryfirm.com>

Subject: Re: [External] Re: [EXTERNAL] ZiTEL, LLC

Eric:

Following up on our call on Monday, we have talked with NCDIT re: your suggestion that ZiTEL would withdraw the pending reimbursement requests and start over with a new, non-affiliated contractor, and your further suggestion that doing so would eliminate the need for ZiTEL to provide information in response to the first three categories of follow-up requests in the February 22, 2024 letter from NCDIT to Mr. Camden. With regard to the February 22 letter, NCDIT does not agree that withdrawing the reimbursement requests would obviate the need for responses to any of the issues raised in that correspondence. As you know, NCDIT has broad rights to seek information from grantees in connection with its fiscal monitoring responsibilities with regard to these projects, and the information sought in the February 22 letter remains relevant even if ZiTEL withdraws the pending requests. As stated previously, the requested information should all be readily available to ZiTEL, and the Agency looks forward to receiving all information requested on the extended dates previously discussed (March 7 for the fourth category, and March 14 for the first, second, and third categories).

Thanks,

Alan

On Fri, Mar 1, 2024 at 7:56 PM Eric M. Page <epage@eckertseamans.com> wrote:

Alan – thanks for your response. I have meetings at 11 a.m. and 1 p.m. on Monday. I will send an announcement for 10:30, hoping that is late enough for you and your team. Looking forward to our meeting, and have a good weekend.

Eric



Eric M. Page

Member

Eckert Seamans Cherin & Mellott, LLC

919 East Main Street, Suite 1300 | Richmond, VA 23219

☎ 804-788-7771 | 📠 804-698-2950 | 📱 804-647-7933

✉ epage@eckertseamans.com

BIO: 👤 VCARD: 📄 ↓ 🌐 🌐 🌐

This email message and any files transmitted with it may be subject to attorney-client privilege and contain confidential information intended only for the person(s) to whom this email message is addressed. If you have received this email message in error, please notify the sender immediately by telephone or email and destroy the original message without making a copy. Any use, copying, disclosure, and/or distribution of this email message and/or any files transmitted with it by someone other than the intended recipient(s) is prohibited. Thank you.

Neither this information block, the typed name of the sender, nor anything else in this email message is intended to constitute an electronic signature and/or create an enforceable contract unless a specific statement to the contrary is included in this email message.

From: Alan Parry <kap@parryfirm.com>

Sent: Friday, March 1, 2024 6:42 PM

To: Eric M. Page <epage@eckertseamans.com>

Cc: Jennifer L. Rawson <JRawson@eckertseamans.com>; Cody Murphey <cmurphey@eckertseamans.com>;

Neil Riemann <nar@parryfirm.com>; Jonah Garson <jag@parryfirm.com>

Subject: [External] Re: [EXTERNAL] ZITEL, LLC

We're generally available in the late morning on Monday

On Fri, Mar 1, 2024 at 5:09 PM Eric M. Page <epage@eckertseamans.com> wrote:

Alan – thanks for reaching out and for the extensions.

Can you please let me know when you are available for a Teams conference on Monday? I have some questions before we respond to the NCDIT inquiries, and I believe this can best be handled by a conversation. I will circulate meeting information to everyone on this email when we decide on a time.

We appreciate your willingness to communicate and hope you have a good weekend. Best wishes.

Eric



Eric M. Page

Member

Eckert Seamans Cherin & Mellott, LLC

919 East Main Street, Suite 1300 | Richmond, VA 23219

☎ 804-788-7771 | 📠 804-698-2950 | 📠 804-647-7933

✉ epage@eckertseamans.com

BIO: 👤 VCARD: 📄 | 🌐 🌐 [in](#) [tw](#)

This email message and any files transmitted with it may be subject to attorney-client privilege and contain confidential information intended only for the person(s) to whom this email message is addressed. If you have received this email message in error, please notify the sender immediately by telephone or email and destroy the original message without making a copy. Any use, copying, disclosure, and/or distribution of this email message and/or any files transmitted with it by someone other than the intended recipient(s) is prohibited. Thank you.

Neither this information block, the typed name of the sender, nor anything else in this email message is intended to constitute an electronic signature and/or create an enforceable contract unless a specific statement to the contrary is included in this email message.

From: Alan Parry <kap@parryfirm.com>

Sent: Friday, March 1, 2024 4:33 PM

To: Eric M. Page <epage@eckertseamans.com>

Cc: Jennifer L. Rawson <JRawson@eckertseamans.com>; Cody Murphey <cmurphey@eckertseamans.com>; Neil Riemann <nar@parryfirm.com>; Jonah Garson <jag@parryfirm.com>

Subject: [EXTERNAL] ZiTEL, LLC

Eric:

This firm represents NCDIT, and this email is in reference to your communication yesterday to George Collier on behalf of your client ZiTEL, LLC, requesting additional time for ZiTEL to respond to NCDIT's letter of February 22. Please direct any further communications regarding this matter to our attention.

In short, while NCDIT is willing to provide ZiTEL with some additional time, it is not willing to agree to another three weeks. The information requested in NCDIT's February 22 letter should be readily available to ZiTEL, and it is not clear to the agency why so much time would be necessary to gather it. While your email indicates that ZiTEL has a "relatively small staff" and that Mr. Camden is very busy, ZiTEL has accepted and taken on contracts for eight significant projects in the State of North Carolina, involving millions of dollars in grant funds. If ZiTEL is capable of completing projects on that scale, it should be no problem to quickly respond to basic requests for information. Furthermore, and contrary to the statement in your email, the fact is that any delay prejudices both NCDIT and the citizens of the impacted counties. The agency is focused on moving forward as quickly as reasonably possible to provide broadband access in unserved and

underserved areas, and it takes the deadlines in its agreements very seriously. Accordingly, NCDIT will agree to a one-week extension of the deadlines in its February 22 letter - through and including March 7 for the information in the paragraph beginning "Fourth" and through and including March 14 for the other requested information - but the agency does not anticipate additional extensions.

With regard to the information in the paragraph beginning "Fourth," relating to the cash match requirements, the agency is additionally concerned about Mr. Camden's concession, in a separate email yesterday to Mr. Collier, that ZiTEL is apparently not in compliance with contractual requirements that "[a]t all times during the term of this Agreement, Grantee is required to deposit and maintain its portion of the Cash Match, minus any authorized expenditures for progress made on the Project, in a separate and distinct financial account that cannot be utilized for any other purposes, including other GREAT projects awarded to the Grantee." It is not sufficient, as Mr. Camden suggests ZiTEL is doing, to simply maintain a line of credit, which could be used for any of the eight GREAT projects or for any other purpose. To the contrary, in accordance with the agreement, ZiTEL must provide documentation "verifying account and fund segregation" for each of the projects at issue.

We trust this additional extension and clarification regarding the cash match requirements is helpful, and we hope that ZiTEL will take seriously the agency's very legitimate concerns. We look forward to hearing from ZiTEL with the information requested.

Thanks,

Alan

--

K. Alan Parry

Parry Law, PLLC

100 Europa Drive

Suite 351

Chapel Hill, NC 27517

T - 919.913.3320

F - 919.869.2600

kap@parryfirm.com

www.parryfirm.com

NCDRC Certified Superior Court Mediator

[View Mediation Calendar](#)

==

[K. Alan Parry](#)

[Parry Law, PLLC](#)

[100 Europa Drive](#)

[Suite 351](#)

[Chapel Hill, NC 27517](#)

[T - 919.913.3320](#)

[F - 919.869.2600](#)

kap@parryfirm.com

www.parryfirm.com

[NCDRC Certified Superior Court Mediator](#)

[View Mediation Calendar](#)

==

[K. Alan Parry](#)

[Parry Law, PLLC](#)

[100 Europa Drive](#)

[Suite 351](#)

[Chapel Hill, NC 27517](#)

[T - 919.913.3320](#)

[F - 919.869.2600](#)

kap@parryfirm.com

www.parryfirm.com

[NCDRC Certified Superior Court Mediator](#)

[View Mediation Calendar](#)

==

[K. Alan Parry](#)

Parry Law, PLLC

100 Europa Drive

Suite 351

Chapel Hill, NC 27517

T - 919.913.3320

F - 919.869.2600

kap@parryfirm.com

www.parryfirm.com

NCDRC Certified Superior Court Mediator

[View Mediation Calendar](#)

[Email correspondence to and from this address may be subject to the North Carolina Public Records Law and may be disclosed to third parties by an authorized state official.](#)

--

K. Alan Parry

Parry Law, PLLC

100 Europa Drive

Suite 351

Chapel Hill, NC 27517

T - 919.913.3320

F - 919.869.2600

kap@parryfirm.com

www.parryfirm.com

NCDRC Certified Superior Court Mediator

[View Mediation Calendar](#)

--

K. Alan Parry

Parry Law, PLLC

100 Europa Drive

[Suite 351](#)

[Chapel Hill, NC 27517](#)

[T - 919.913.3320](#)

[F - 919.869.2600](#)

kap@parryfirm.com

www.parryfirm.com

[NCDRC Certified Superior Court Mediator](#)

[View Mediation Calendar](#)

--

[K. Alan Parry](#)

[Parry Law, PLLC](#)

[100 Europa Drive](#)

[Suite 351](#)

[Chapel Hill, NC 27517](#)

[T - 919.913.3320](#)

[F - 919.869.2600](#)

kap@parryfirm.com

www.parryfirm.com

[NCDRC Certified Superior Court Mediator](#)

[View Mediation Calendar](#)

--

[K. Alan Parry](#)

[Parry Law, PLLC](#)

[100 Europa Drive](#)

[Suite 351](#)

[Chapel Hill, NC 27517](#)

[T - 919.913.3320](#)

[F - 919.869.2600](#)

kap@parryfirm.com

www.parryfirm.com

[NCDRC Certified Superior Court Mediator](#)

[View Mediation Calendar](#)

--

K. Alan Parry
Parry Law, PLLC
100 Europa Drive
Suite 351
Chapel Hill, NC 27517

T - 919.913.3320

F - 919.869.2600

kap@parryfirm.com

www.parryfirm.com

NCDRC Certified Superior Court Mediator

[View Mediation Calendar](#)

--



K. Alan Parry
Parry Law, PLLC
100 Europa Drive
Suite 351
Chapel Hill, NC 27517

T - 919.913.3320

F - 919.869.2600

kap@parryfirm.com

www.parryfirm.com

NCDRC Certified Superior Court Mediator

[View Mediation Calendar](#)

--



K. Alan Parry
Parry Law, PLLC
100 Europa Drive
Suite 351
Chapel Hill, NC 27517

T - 919.913.3320

F - 919.869.2600

kap@parryfirm.com

www.parryfirm.com

NCDRC Certified Superior Court Mediator

[View Mediation Calendar](#)