

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF VERMONT

BIDDEFORD INTERNET CORPORATION  
D/B/A GREAT WORKS INTERNET  
and GWI VERMONT, LLC,

*Plaintiffs,*

v.

F.X. FLINN,

*Defendant.*

Docket No. 25-cv-00354

**PLAINTIFFS' EXPEDITED MOTION FOR LEAVE TO SERVE THIRD-  
PARTY SUBPOENAS DUCES TECUM**

NOW COME Plaintiffs Biddeford Internet Corporation d/b/a Great Works Internet and GWI Vermont, LLC (“GWI”), by and through their undersigned attorneys, and move pursuant to Fed. R. Civ. P. 26(d)(1) for leave of Court to serve third-party subpoenas *duces tecum* on (1) Vermont ISP Operating Company (“VISPO”) and (2) East Central Vermont Telecommunications District (“ECFiber”). Plaintiffs’ proposed subpoenas, attached hereto as Exs. 1 and 2, seek targeted and highly relevant material with respect to Defendant F.X. Flinn’s fast-moving and real-time scheme to terminate Plaintiffs and replace them with a company that he controls so that he can engage in egregious self-dealing and personally profit from his scheme. For the following reasons, GWI submits that this Motion should be GRANTED.

**ARGUMENT**

**A. Factual Background**

The scheme alleged in GWI’s Complaint is unfolding quickly, which is the reason for this Motion. The defendant, F.X. Flinn,<sup>1</sup> is the Chair of the Governing Board of ECFiber, a

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<sup>1</sup> This case was filed on March 26, 2025. Mr. Flinn was served on March 27, 2025. ECF 7.

communications union district (CUD)<sup>2</sup> composed of 31 member municipalities. ECF 1, ¶ 2.

GWI has been the contracted network operator for ECFiber since January 1, 2023 pursuant to an Operating Agreement with ECFiber that by its terms automatically renews as of December 31, 2025 unless a timely notice of non-renewal is provided. *Id.* ¶¶ 6–11. Since approximately October 2024, F.X. Flinn has fabricated a pretext for ECFiber to serve a notice of non-renewal and replace GWI with his own private management company, VISPO. He apparently plans to then retain a new operating company to supplant GWI, poach its employees, and compensate himself personally out of the funds previously paid by ECFiber to GWI. *Id.* ¶¶ 12–23.

According to the Secretary of State’s records, VISPO was incorporated on March 17, 2025 with Mr. Flinn serving as an initial director, despite simultaneously serving as the unpaid chair of ECFiber’s Governing Board. *See id.* ¶ 22; *Exhibit 3* (articles of incorporation for VISPO identifying Mr. Flinn as an initial director). Mr. Flinn apparently plans to submit a proposed contract between ECFiber and VISPO for approval at the April meeting of ECFiber’s Governing Board. ECF 1, ¶ 23.

The April meeting of ECFiber’s Governing Board takes place on Tuesday, April 8, 2025 at 7:00p. *See* <https://ecvtd.gov/meetings/> (last accessed Apr. 7, 2025). Given Mr. Flinn’s public statements, it is GWI’s expectation that ECFiber’s Governing Board will vote on an MOU between ECFiber and VISPO, with Mr. Flinn sitting on both sides of the transaction. To the best of GWI’s knowledge, Mr. Flinn has not recused himself from ECFiber’s activities regarding the formation of VISPO and ECFiber’s contractual relationship with VISPO. Plaintiffs seek

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<sup>2</sup> *See* 30 V.S.A. § 3051(a) (authorizing “two or more towns and cities . . . to form a communications union district for the delivery of communications services and the operation of a communications plant, which district shall be a body politic and corporate”).

expedited targeted discovery of both VISPO and ECFiber in order to ascertain the scope of Mr. Flinn's self-dealing so as to limit the damage.

**B. Legal Standard**

Rule 26(d)(1) provides that “[a] party may not seek discovery from any source before the parties have conferred as required by Rule 26(f), except in a proceeding exempted from initial disclosure under Rule 26(a)(1)(B), or when authorized by these rules, by stipulation, or by court order.” To obtain a court order for discovery prior to a discovery conference under Rule 26(d)(1), GWI must satisfy a “flexible standard of reasonableness and good cause.” *Ayash v. Bank Al-Madina*, 233 F.R.D. 325, 326–27 (S.D.N.Y. 2005); *see also* 8A Fed. Prac. & Proc. Civ. § 2046.1 (3d ed.) (stating an order granting permission to commence discovery “is a much less aggressive order than a preliminary injunction”). That standard is met here.

**C. GWI Has Good Cause to Serve Subpoenas on ECFiber and VISPO**

Despite the filing and service of the Complaint in this Court, F.X. Flinn has persisted in his tortious interference and ongoing scheme to harm GWI. GWI is requesting targeted material that will enable GWI to gain information about VISPO's operations and actions over the past several weeks, the role that Mr. Flinn and ECFiber played in its formation, and the flow or planned flow of monies from ECFiber to VISPO. Such discovery will assist GWI in determining whether injunctive relief and/or amendment of the Complaint is warranted. In the ordinary course, GWI would need to wait weeks or months to seek this relevant third-party discovery going to the heart of this case.

Plaintiffs are seeking to shine a light on Mr. Flinn's self-dealing that he has been at pains to conceal. For example, Mr. Flinn's “consultants” said the following to ECFiber's executive committee on February 24, 2025:

## RECOMMENDATIONS

1. **Establish a Non-Profit Management Entity:** Create a separate, independent 501(c)(3) non-profit corporation ("ECFiber Management Services" or similar) with a small, expert board. This entity's primary purpose will be to provide strategic guidance, oversee network operations (regardless of the operator), develop in-house expertise, and ensure alignment with ECFiber's mission. *Crucially, this entity must be structured to minimize the applicability of Vermont's Open Meeting Law.* Legal counsel should be sought to validate whether the proposed structure of the Non-Profit Management Corporation (NPMC) effectively limits its classification as an "instrumentality" of the District.
2. **Hire an Executive Director and Core Staff for the District:** Hire a full-time Executive

GWl's request to seek such discovery now is reasonable because the material should already be part of the public record pursuant to the Public Records Act and Open Meetings Law were it not for the fact that Mr. Flinn and ECFiber have conducted business regarding VISPO in Executive Session, out of public view.<sup>3</sup> Were it otherwise, such information would be readily available because as a CUD, ECFiber has an independent obligation to maintain and produce such records irrespective of this litigation. 1 V.S.A. §§ 310–15. Therefore, issuance of the subpoena should create no additional burden on ECFiber than it already should have under state law.

A third-party subpoena issued by this Court is GWl's only recourse to discover Mr. Flinn's behind-the-scenes machinations in Executive Session at GWl and within VISPO, in apparent circumvention of the Open Meeting Law.

Finally, the requested discovery is narrow and targeted. Each subpoena contains a small number of document requests. VISPO has only existed for three weeks. It is highly unlikely to have substantial paperwork that is irrelevant and unrelated to this dispute. As for ECFiber, the

<sup>3</sup> The video recording of the February 24, 2025 executive committee meeting can be accessed at <https://ecvtd.gov/meetings/>. The video file is accessible at [https://drive.google.com/file/d/17TZtygWIIvmVdU\\_Oq-ciENxq3HXLlUp/view](https://drive.google.com/file/d/17TZtygWIIvmVdU_Oq-ciENxq3HXLlUp/view), and the above-referenced slide appears at approximately the 29:55 mark of the video (highlighting supplied).

time period of the document requests are from October 1, 2024 to present, barely six months. GWI is not taking a “kitchen sink” approach, which should not be unduly burdensome for either respondent. ECFiber and VISPO share the same registered address, the same law firm, and the same figurehead, F.X. Flinn.

### **CERTIFICATION**

Pursuant to Local Rule 7(a)(7), undersigned counsel certifies he made a good-faith effort to obtain agreement to the requested relief prior to filing this Motion. Specifically, undersigned counsel (Evan O’Brien) called F.X. Flinn’s counsel, Att. Evan Foxx on April 7, 2025 at 11:12 a.m. ET and engaged in a telephonic discussion regarding the issues raised in this Motion, and exchanged follow-up emails that included the draft document requests for Att. Foxx’s review. Att. Foxx declined to provide his assent.

### **CONCLUSION**

WHEREFORE, for the foregoing reasons, GWI respectfully requests that this Motion be GRANTED and that the Court enter an Order authorizing GWI to serve subpoenas *duces tecum* on ECFiber and VISPO, substantially in the form of Exhibit 1 and Exhibit 2 hereto.

Respectfully submitted,

QUINN EMANUEL URQUHART  
& SULLIVAN, LLP

/s/ Harvey J. Wolkoff  
Harvey J. Wolkoff  
111 Huntington Ave, Suite 520  
Boston, MA 02199  
(617) 712-7100  
harveywolkoff@quinnemanuel.com

DOWNS RACHLIN MARTIN PLLC

/s/ Evan J. O'Brien  
Evan J. O'Brien  
199 Main Street  
P.O. Box 190  
Burlington, VT 05402-190  
Tel: (802) 863-2375  
eobrien@drm.com

*Attorneys for Plaintiffs Biddeford Internet  
Corporation d/b/a Great Works Internet and  
GWI Vermont, LLC*

Dated: April 7, 2025

# Exhibit 1

AO 88B (Rev. 02/14) Subpoena to Produce Documents, Information, or Objects or to Permit Inspection of Premises in a Civil Action

## UNITED STATES DISTRICT COURT

for the  
District of Vermont

BIDDEFORD INTERNET CORPORATION et al.

*Plaintiff*

v.

F.X. FLINN

*Defendant*

Civil Action No. 2:25-CV-00354

SUBPOENA TO PRODUCE DOCUMENTS, INFORMATION, OR OBJECTS  
OR TO PERMIT INSPECTION OF PREMISES IN A CIVIL ACTIONTo: Vermont ISP Operating Company  
415 Waterman Road, South Royalton, VT, 05068

(Name of person to whom this subpoena is directed)

☒ **Production:** **YOU ARE COMMANDED** to produce at the time, date, and place set forth below the following documents, electronically stored information, or objects, and to permit inspection, copying, testing, or sampling of the material: See attached Exhibit A.

Place: Downs Rachlin Martin  
199 Main Street, PO Box 190  
Burlington, VT 05402-0190

Date and Time:

04/25/2025 10:00 am

☐ **Inspection of Premises:** **YOU ARE COMMANDED** to permit entry onto the designated premises, land, or other property possessed or controlled by you at the time, date, and location set forth below, so that the requesting party may inspect, measure, survey, photograph, test, or sample the property or any designated object or operation on it.

Place:

Date and Time:

The following provisions of Fed. R. Civ. P. 45 are attached – Rule 45(c), relating to the place of compliance; Rule 45(d), relating to your protection as a person subject to a subpoena; and Rule 45(e) and (g), relating to your duty to respond to this subpoena and the potential consequences of not doing so.

Date: 04/07/2025

CLERK OF COURT

OR

Signature of Clerk or Deputy Clerk

Attorney's signature

The name, address, e-mail address, and telephone number of the attorney representing (name of party) Biddeford Internet Corporation d/b/a Great Works Internet and GWI Vermont, LLC, who issues or requests this subpoena, are: Evan O'Brien, Downs Rachlin Martin, 199 Main Street, Burlington, VT 05402; eobrien@drm.com; (802) 863-2375

**Notice to the person who issues or requests this subpoena**

If this subpoena commands the production of documents, electronically stored information, or tangible things or the inspection of premises before trial, a notice and a copy of the subpoena must be served on each party in this case before it is served on the person to whom it is directed. Fed. R. Civ. P. 45(a)(4).

Civil Action No. 2:25-CV-00354

**PROOF OF SERVICE***(This section should not be filed with the court unless required by Fed. R. Civ. P. 45.)*

I received this subpoena for *(name of individual and title, if any)* \_\_\_\_\_  
 on *(date)* \_\_\_\_\_.

☐ I served the subpoena by delivering a copy to the named person as follows: \_\_\_\_\_

\_\_\_\_\_ on *(date)* \_\_\_\_\_; or

☐ I returned the subpoena unexecuted because: \_\_\_\_\_

Unless the subpoena was issued on behalf of the United States, or one of its officers or agents, I have also  
 tendered to the witness the fees for one day's attendance, and the mileage allowed by law, in the amount of  
 \$ \_\_\_\_\_.

My fees are \$ \_\_\_\_\_ for travel and \$ \_\_\_\_\_ for services, for a total of \$ 0.00.

I declare under penalty of perjury that this information is true.

Date: \_\_\_\_\_  
 \_\_\_\_\_  
*Server's signature*

\_\_\_\_\_  
*Printed name and title*

\_\_\_\_\_  
*Server's address*

Additional information regarding attempted service, etc.:

**Federal Rule of Civil Procedure 45 (c), (d), (e), and (g) (Effective 12/1/13)****(c) Place of Compliance.**

**(1) For a Trial, Hearing, or Deposition.** A subpoena may command a person to attend a trial, hearing, or deposition only as follows:

- (A) within 100 miles of where the person resides, is employed, or regularly transacts business in person; or
- (B) within the state where the person resides, is employed, or regularly transacts business in person, if the person
  - (i) is a party or a party's officer; or
  - (ii) is commanded to attend a trial and would not incur substantial expense.

**(2) For Other Discovery.** A subpoena may command:

- (A) production of documents, electronically stored information, or tangible things at a place within 100 miles of where the person resides, is employed, or regularly transacts business in person; and
- (B) inspection of premises at the premises to be inspected.

**(d) Protecting a Person Subject to a Subpoena; Enforcement.**

**(1) Avoiding Undue Burden or Expense; Sanctions.** A party or attorney responsible for issuing and serving a subpoena must take reasonable steps to avoid imposing undue burden or expense on a person subject to the subpoena. The court for the district where compliance is required must enforce this duty and impose an appropriate sanction—which may include lost earnings and reasonable attorney's fees—on a party or attorney who fails to comply.

**(2) Command to Produce Materials or Permit Inspection.**

**(A) Appearance Not Required.** A person commanded to produce documents, electronically stored information, or tangible things, or to permit the inspection of premises, need not appear in person at the place of production or inspection unless also commanded to appear for a deposition, hearing, or trial.

**(B) Objections.** A person commanded to produce documents or tangible things or to permit inspection may serve on the party or attorney designated in the subpoena a written objection to inspecting, copying, testing, or sampling any or all of the materials or to inspecting the premises—or to producing electronically stored information in the form or forms requested. The objection must be served before the earlier of the time specified for compliance or 14 days after the subpoena is served. If an objection is made, the following rules apply:

- (i) At any time, on notice to the commanded person, the serving party may move the court for the district where compliance is required for an order compelling production or inspection.
- (ii) These acts may be required only as directed in the order, and the order must protect a person who is neither a party nor a party's officer from significant expense resulting from compliance.

**(3) Quashing or Modifying a Subpoena.**

**(A) When Required.** On timely motion, the court for the district where compliance is required must quash or modify a subpoena that:

- (i) fails to allow a reasonable time to comply;
- (ii) requires a person to comply beyond the geographical limits specified in Rule 45(c);
- (iii) requires disclosure of privileged or other protected matter, if no exception or waiver applies; or
- (iv) subjects a person to undue burden.

**(B) When Permitted.** To protect a person subject to or affected by a subpoena, the court for the district where compliance is required may, on motion, quash or modify the subpoena if it requires:

- (i) disclosing a trade secret or other confidential research, development, or commercial information; or

(ii) disclosing an unretained expert's opinion or information that does not describe specific occurrences in dispute and results from the expert's study that was not requested by a party.

**(C) Specifying Conditions as an Alternative.** In the circumstances described in Rule 45(d)(3)(B), the court may, instead of quashing or modifying a subpoena, order appearance or production under specified conditions if the serving party:

- (i) shows a substantial need for the testimony or material that cannot be otherwise met without undue hardship; and
- (ii) ensures that the subpoenaed person will be reasonably compensated.

**(e) Duties in Responding to a Subpoena.**

**(1) Producing Documents or Electronically Stored Information.** These procedures apply to producing documents or electronically stored information:

**(A) Documents.** A person responding to a subpoena to produce documents must produce them as they are kept in the ordinary course of business or must organize and label them to correspond to the categories in the demand.

**(B) Form for Producing Electronically Stored Information Not Specified.** If a subpoena does not specify a form for producing electronically stored information, the person responding must produce it in a form or forms in which it is ordinarily maintained or in a reasonably usable form or forms.

**(C) Electronically Stored Information Produced in Only One Form.** The person responding need not produce the same electronically stored information in more than one form.

**(D) Inaccessible Electronically Stored Information.** The person responding need not provide discovery of electronically stored information from sources that the person identifies as not reasonably accessible because of undue burden or cost. On motion to compel discovery or for a protective order, the person responding must show that the information is not reasonably accessible because of undue burden or cost. If that showing is made, the court may nonetheless order discovery from such sources if the requesting party shows good cause, considering the limitations of Rule 26(b)(2)(C). The court may specify conditions for the discovery.

**(2) Claiming Privilege or Protection.**

**(A) Information Withheld.** A person withholding subpoenaed information under a claim that it is privileged or subject to protection as trial-preparation material must:

- (i) expressly make the claim; and
- (ii) describe the nature of the withheld documents, communications, or tangible things in a manner that, without revealing information itself privileged or protected, will enable the parties to assess the claim.

**(B) Information Produced.** If information produced in response to a subpoena is subject to a claim of privilege or of protection as trial-preparation material, the person making the claim may notify any party that received the information of the claim and the basis for it. After being notified, a party must promptly return, sequester, or destroy the specified information and any copies it has; must not use or disclose the information until the claim is resolved; must take reasonable steps to retrieve the information if the party disclosed it before being notified; and may promptly present the information under seal to the court for the district where compliance is required for a determination of the claim. The person who produced the information must preserve the information until the claim is resolved.

**(g) Contempt.**

The court for the district where compliance is required—and also, after a motion is transferred, the issuing court—may hold in contempt a person who, having been served, fails without adequate excuse to obey the subpoena or an order related to it.

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF VERMONT

BIDDEFORD INTERNET CORPORATION  
D/B/A GREAT WORKS INTERNET  
and GWI VERMONT, LLC,

*Plaintiffs,*

v.

F.X. FLINN,

*Defendant.*

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Docket No. 25-cv-00354

**EXHIBIT A**

You, Vermont ISP Operating Company, a nonprofit corporation with a registered office located at East Central Vermont Telecommunications District, 415 Waterman Road, South Royalton, VT, 05068, USA (hereinafter “you,” “your,” or “VISPO”), are directed to produce:

1. All documents and communications relating to the formation of VISPO and the purpose or purpose for which it was formed.
2. All documents reflecting or relating to the role or prospective role of F.X. Flinn (“Flinn”) with respect to VISPO.
3. The agenda and minutes of the meetings of your Board of Directors, including but not limited to your organization meeting.
4. All documents and communications relating to compensation paid (or to be paid) to Flinn and documents reflecting the source(s) of any funding or prospective funding for payment to Flinn and/or VISPO.
5. All communications between you and East Central Vermont Telecommunications District, including but not limited to any reference to Flinn, to GWI Vermont, LLC or Biddeford

Internet Corp. d/b/a Great Works Internet (“GWI”), to this lawsuit, or to any Request for Proposal.

6. All documents and communications relating to services rendered (or to be rendered) by VISPO to East Central Vermont Telecommunications District.

7. All documents and communications relating to the retention or formation or prospective formation of an operating company to operate the East Central Vermont Telecommunications District network.

8. All documents and communications relating to the recruiting, soliciting and/or hiring employees of GWI to work for VISPO or another operating company.

9. All documents relating to the replacement or prospective replacement of GWI as operating company of the East Central Vermont Telecommunications District network.

Respectfully submitted,

QUINN EMANUEL URQUHART  
& SULLIVAN, LLP

/s/ Harvey J. Wolkoff  
Harvey J. Wolkoff  
111 Huntington Ave, Suite 520  
Boston, MA 02199  
(617) 712-7100  
harveywolkoff@quinnemanuel.com

DOWNS RACHLIN MARTIN PLLC

/s/ Evan J. O'Brien  
Evan J. O'Brien  
199 Main Street  
P.O. Box 190  
Burlington, VT 05402-190  
Tel: (802) 863-2375  
eobrien@drm.com

*Attorneys for Plaintiffs Biddeford Internet  
Corporation d/b/a Great Works Internet and  
GWI Vermont, LLC*

Dated: XXX, 2025

# Exhibit 2

## UNITED STATES DISTRICT COURT

for the

District of Vermont

BIDDEFORD INTERNET CORPORATION et al.

*Plaintiff*

v.

F.X. FLINN

*Defendant*

Civil Action No. 2:25-CV-00354

SUBPOENA TO PRODUCE DOCUMENTS, INFORMATION, OR OBJECTS  
OR TO PERMIT INSPECTION OF PREMISES IN A CIVIL ACTION

To:

East Central Vermont Telecommunications District  
415 Waterman Road Unit 2, South Royalton, VT, 05068 - 0506

(Name of person to whom this subpoena is directed)

☒ **Production:** **YOU ARE COMMANDED** to produce at the time, date, and place set forth below the following documents, electronically stored information, or objects, and to permit inspection, copying, testing, or sampling of the material: See attached Exhibit A.

Place: Downs Rachlin Martin  
199 Main Street, PO Box 190  
Burlington, VT 05402-0190

Date and Time:

04/25/2025 10:00 am

☐ **Inspection of Premises:** **YOU ARE COMMANDED** to permit entry onto the designated premises, land, or other property possessed or controlled by you at the time, date, and location set forth below, so that the requesting party may inspect, measure, survey, photograph, test, or sample the property or any designated object or operation on it.

Place:

Date and Time:

The following provisions of Fed. R. Civ. P. 45 are attached – Rule 45(c), relating to the place of compliance; Rule 45(d), relating to your protection as a person subject to a subpoena; and Rule 45(e) and (g), relating to your duty to respond to this subpoena and the potential consequences of not doing so.

Date: 04/07/2025

CLERK OF COURT

OR

Signature of Clerk or Deputy Clerk

Attorney's signature

The name, address, e-mail address, and telephone number of the attorney representing (name of party) Biddeford Internet Corporation d/b/a Great Works Internet and GWI Vermont, LLC, who issues or requests this subpoena, are: Evan O'Brien, Downs Rachlin Martin, 199 Main Street, Burlington, VT 05402; eobrien@drm.com; (802) 863-2375

**Notice to the person who issues or requests this subpoena**

If this subpoena commands the production of documents, electronically stored information, or tangible things or the inspection of premises before trial, a notice and a copy of the subpoena must be served on each party in this case before it is served on the person to whom it is directed. Fed. R. Civ. P. 45(a)(4).

Civil Action No. 2:25-CV-00354

**PROOF OF SERVICE***(This section should not be filed with the court unless required by Fed. R. Civ. P. 45.)*

I received this subpoena for *(name of individual and title, if any)* \_\_\_\_\_  
 on *(date)* \_\_\_\_\_.

☐ I served the subpoena by delivering a copy to the named person as follows: \_\_\_\_\_  
 \_\_\_\_\_ on *(date)* \_\_\_\_\_; or

☐ I returned the subpoena unexecuted because: \_\_\_\_\_  
 \_\_\_\_\_.

Unless the subpoena was issued on behalf of the United States, or one of its officers or agents, I have also  
 tendered to the witness the fees for one day's attendance, and the mileage allowed by law, in the amount of  
 \$ \_\_\_\_\_.

My fees are \$ \_\_\_\_\_ for travel and \$ \_\_\_\_\_ for services, for a total of \$ 0.00 .

I declare under penalty of perjury that this information is true.

Date: \_\_\_\_\_  
 \_\_\_\_\_  
*Server's signature*

\_\_\_\_\_  
*Printed name and title*

\_\_\_\_\_  
*Server's address*

Additional information regarding attempted service, etc.:

**Federal Rule of Civil Procedure 45 (c), (d), (e), and (g) (Effective 12/1/13)****(c) Place of Compliance.**

**(1) For a Trial, Hearing, or Deposition.** A subpoena may command a person to attend a trial, hearing, or deposition only as follows:

- (A) within 100 miles of where the person resides, is employed, or regularly transacts business in person; or
- (B) within the state where the person resides, is employed, or regularly transacts business in person, if the person
  - (i) is a party or a party's officer; or
  - (ii) is commanded to attend a trial and would not incur substantial expense.

**(2) For Other Discovery.** A subpoena may command:

- (A) production of documents, electronically stored information, or tangible things at a place within 100 miles of where the person resides, is employed, or regularly transacts business in person; and
- (B) inspection of premises at the premises to be inspected.

**(d) Protecting a Person Subject to a Subpoena; Enforcement.**

**(1) Avoiding Undue Burden or Expense; Sanctions.** A party or attorney responsible for issuing and serving a subpoena must take reasonable steps to avoid imposing undue burden or expense on a person subject to the subpoena. The court for the district where compliance is required must enforce this duty and impose an appropriate sanction—which may include lost earnings and reasonable attorney's fees—on a party or attorney who fails to comply.

**(2) Command to Produce Materials or Permit Inspection.**

(A) *Appearance Not Required.* A person commanded to produce documents, electronically stored information, or tangible things, or to permit the inspection of premises, need not appear in person at the place of production or inspection unless also commanded to appear for a deposition, hearing, or trial.

(B) *Objections.* A person commanded to produce documents or tangible things or to permit inspection may serve on the party or attorney designated in the subpoena a written objection to inspecting, copying, testing, or sampling any or all of the materials or to inspecting the premises—or to producing electronically stored information in the form or forms requested. The objection must be served before the earlier of the time specified for compliance or 14 days after the subpoena is served. If an objection is made, the following rules apply:

- (i) At any time, on notice to the commanded person, the serving party may move the court for the district where compliance is required for an order compelling production or inspection.
- (ii) These acts may be required only as directed in the order, and the order must protect a person who is neither a party nor a party's officer from significant expense resulting from compliance.

**(3) Quashing or Modifying a Subpoena.**

(A) *When Required.* On timely motion, the court for the district where compliance is required must quash or modify a subpoena that:

- (i) fails to allow a reasonable time to comply;
- (ii) requires a person to comply beyond the geographical limits specified in Rule 45(c);
- (iii) requires disclosure of privileged or other protected matter, if no exception or waiver applies; or
- (iv) subjects a person to undue burden.

(B) *When Permitted.* To protect a person subject to or affected by a subpoena, the court for the district where compliance is required may, on motion, quash or modify the subpoena if it requires:

- (i) disclosing a trade secret or other confidential research, development, or commercial information; or

(ii) disclosing an unretained expert's opinion or information that does not describe specific occurrences in dispute and results from the expert's study that was not requested by a party.

(C) *Specifying Conditions as an Alternative.* In the circumstances described in Rule 45(d)(3)(B), the court may, instead of quashing or modifying a subpoena, order appearance or production under specified conditions if the serving party:

- (i) shows a substantial need for the testimony or material that cannot be otherwise met without undue hardship; and
- (ii) ensures that the subpoenaed person will be reasonably compensated.

**(e) Duties in Responding to a Subpoena.**

**(1) Producing Documents or Electronically Stored Information.** These procedures apply to producing documents or electronically stored information:

(A) *Documents.* A person responding to a subpoena to produce documents must produce them as they are kept in the ordinary course of business or must organize and label them to correspond to the categories in the demand.

(B) *Form for Producing Electronically Stored Information Not Specified.* If a subpoena does not specify a form for producing electronically stored information, the person responding must produce it in a form or forms in which it is ordinarily maintained or in a reasonably usable form or forms.

(C) *Electronically Stored Information Produced in Only One Form.* The person responding need not produce the same electronically stored information in more than one form.

(D) *Inaccessible Electronically Stored Information.* The person responding need not provide discovery of electronically stored information from sources that the person identifies as not reasonably accessible because of undue burden or cost. On motion to compel discovery or for a protective order, the person responding must show that the information is not reasonably accessible because of undue burden or cost. If that showing is made, the court may nonetheless order discovery from such sources if the requesting party shows good cause, considering the limitations of Rule 26(b)(2)(C). The court may specify conditions for the discovery.

**(2) Claiming Privilege or Protection.**

(A) *Information Withheld.* A person withholding subpoenaed information under a claim that it is privileged or subject to protection as trial-preparation material must:

- (i) expressly make the claim; and
- (ii) describe the nature of the withheld documents, communications, or tangible things in a manner that, without revealing information itself privileged or protected, will enable the parties to assess the claim.

(B) *Information Produced.* If information produced in response to a subpoena is subject to a claim of privilege or of protection as trial-preparation material, the person making the claim may notify any party that received the information of the claim and the basis for it. After being notified, a party must promptly return, sequester, or destroy the specified information and any copies it has; must not use or disclose the information until the claim is resolved; must take reasonable steps to retrieve the information if the party disclosed it before being notified; and may promptly present the information under seal to the court for the district where compliance is required for a determination of the claim. The person who produced the information must preserve the information until the claim is resolved.

**(g) Contempt.**

The court for the district where compliance is required—and also, after a motion is transferred, the issuing court—may hold in contempt a person who, having been served, fails without adequate excuse to obey the subpoena or an order related to it.

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF VERMONT

BIDDEFORD INTERNET CORPORATION  
D/B/A GREAT WORKS INTERNET  
and GWI VERMONT, LLC,

*Plaintiffs,*

v.

F.X. FLINN,

*Defendant.*

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Docket No. 25-cv-00354

**EXHIBIT A**

You, East Central Vermont Telecommunications District, a corporation with a registered office located at 415 Waterman Road, South Royalton, VT, 05068, USA (hereinafter “you,” “your,” or “ECFiber”), are directed to produce, from the time period of October 1, 2024 to present:

1. All documents and communications relating to the formation of VISPO and the purpose or purpose for which it was formed.
2. All documents reflecting or relating to the role or prospective role of F.X. Flinn (“Flinn”) with respect to VISPO.
3. All documents and communications relating to ECFiber’s engagement with Roger Glovsky and Carl Logan.
4. All documents, communications, notes, meeting minutes, and/or audio or video of the Executive Session of ECFiber’s Governing Board meetings, Governance & Legal Committee meetings, and Executive Committee meetings.

5. All documents and communications relating to compensation paid (or to be paid) to Flinn and documents reflecting the source(s) of any funding or prospective funding for payment to Flinn and/or VISPO.

6. All communications between you and VISPO, including but not limited to any reference to Flinn, to GWI Vermont, LLC or Biddeford Internet Corp. d/b/a Great Works Internet (“GWI”), to this lawsuit, or to any Request for Proposal.

7. All documents and communications relating to services rendered (or to be rendered) by VISPO to East Central Vermont Telecommunications District.

8. All documents and communications relating to the retention or formation or prospective formation of an operating company to operate the East Central Vermont Telecommunications District network.

9. All documents and communications relating to the recruiting, soliciting and/or hiring employees of GWI to work for VISPO or another operating company.

10. All documents relating to the replacement or prospective replacement of GWI as operating company of the East Central Vermont Telecommunications District network.

Respectfully submitted,

QUINN EMANUEL URQUHART  
& SULLIVAN, LLP

/s/ Harvey J. Wolkoff  
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DOWNS RACHLIN MARTIN PLLC

/s/ Evan J. O'Brien

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P.O. Box 190

Burlington, VT 05402-190

Tel: (802) 863-2375

eobrien@drm.com

*Attorneys for Plaintiffs Biddeford Internet  
Corporation d/b/a Great Works Internet and  
GWI Vermont, LLC*

Dated: XXX, 2025

# Exhibit 3



## ARTICLES OF INCORPORATION

Article I. Business Name.

The name of the corporation is **Vermont ISP Operating Company**

Article II. Business Type.

The corporation is a nonprofit corporation incorporated under Title 11B of the Vermont Statutes Annotated.

**This corporation is a public benefit corporation.**

**The corporation will not have members.**

Article III. Purpose.

The corporation is incorporated for the purpose of engaging in:

**921190-Other General Government Support**

Article IV. Registered Office & Agent for Service of Process

Registered Office:

Street Address: **East Central Vermont Telecommunications District, 415  
Waterman Road, South Royalton, VT, 05068, USA**

Mailing Address: **East Central Vermont Telecommunications District, 415  
Waterman Road, South Royalton, VT, 05068, USA**

Registered Agent at the Registered Office:

Name: **Jeff Brand**

Email Address: **secretary@ecfiber.net**

Article V. Principal Office.

Street Address: **415 Waterman Rd, South Royalton, VT, 05068, USA**

Mailing Address: **415 Waterman Rd, South Royalton, VT, 05068, USA**

Email Address: **eemerson@primmer.com**

Article VI. Incorporator.

The following person hereby act as the incorporator of the corporation:

**Peter Dysart 30 Main Street, Suite 500, Burlington, VT, 05401, USA**



Article VII. Principals.

The following persons are the initial principals of the corporation:

Name: **Daniel Leavitt**  
Address: **415 Waterman Rd, South Royalton, VT, 05068, USA**  
Capacity: **Director**  
Name: **F.X. Flinn**  
Address: **415 Waterman Rd, South Royalton, VT, 05068, USA**  
Capacity: **Director**  
Name: **Alessandro Iuppa**  
Address: **415 Waterman Rd, South Royalton, VT, 05068, USA**  
Capacity: **Director**

Article VIII. Dissolution Provisions

Upon dissolution of the Corporation and after the payment of, or provision for, all liabilities, obligations, and expenses of the Corporation, the net assets of the Corporation shall be distributed only to States, political subdivisions of States, or entities that exclude their income, or that are qualified to exclude their income, by reason of Section 115 of the Internal Revenue Code of 1986, as amended, in accordance with a plan determined by the Board of Directors. No Director, Officer, other private individual or entity that is not a State, political subdivision of a State, or one that excludes its income, or that is qualified to exclude its income, by reason of Section 115 is entitled to share in any distribution of the Corporation's assets, whether upon its dissolution or otherwise.

Article IX. Additional Provisions.

These articles include the following attachments:

**VISPO Articles of Incorporation.pdf**

Article X. Effective Date.

These articles will be effective on **03/17/2025**.

Article XI. Execution of Articles.

I certify under the pains and penalties of perjury, 13 V.S.A. Ch. 65, that all information provided in this filing is true.

**Peter Dysart, Incorporator**



**ARTICLES OF INCORPORATION**  
**OF**  
**VERMONT ISP OPERATING COMPANY**

**ARTICLE 1**  
**Name**

The name of the Corporation shall be Vermont ISP Operating Company (the “Corporation”).

**ARTICLE II**  
**Designation**

The Corporation is a public benefit corporation organized in accordance with Title 11B of the Vermont Statutes Annotated.

**ARTICLE III**  
**Initial Registered Office and Agent**

The address of the initial registered office of the Corporation is 415 Waterman Road, South Royalton, Vermont 05068, and the name of its initial registered agent at that office is Jeff Brand, Secretary, East Central Vermont Telecommunications District.

**ARTICLE IV**  
**Operating Period**

The operating year of the Corporation shall be the fiscal year ending December 31.

**ARTICLE V**  
**Period of Duration**

The period of duration of the Corporation shall be perpetual.

**ARTICLE VII**  
**Purposes**

The Corporation is organized for the purposes of providing an essential governmental function, including but not limited to the provision of internet infrastructure and services to States, political subdivisions of States, or entities that exclude their income, or that are qualified to exclude their income, by reason of Section 115 of the Internal Revenue Code of 1986, as amended, including but not limited to the towns, municipalities, and villages making up the East Central Vermont Telecommunications District, and all activities necessary and incidental thereto. The Corporation



shall have, in furtherance of its corporate purposes, all of the powers conferred upon mutual benefit corporations organized under the Vermont Nonprofit Corporation Act.

**ARTICLE VIII**  
**Members**

The Corporation shall not have members.

**ARTICLE IX**  
**Directors**

The Board of Directors of the Corporation shall consist of at least three (3) members and no more than nine (9) members whose eligibility, qualification, election and terms of office shall be as set forth in the By-Laws of the Corporation. The Board of Directors shall serve until their successors are elected in the manner set forth in the Bylaws, as from time to time amended. The initial Directors of the Corporation shall be: Daniel Leavitt, F.X. Flinn, and Alessandro Iuppa.

**ARTICLE X**  
**Disposition of Assets upon Dissolution**

Upon dissolution of the Corporation and after the payment of, or provision for, all liabilities, obligations, and expenses of the Corporation, the net assets of the Corporation shall be distributed only to States, political subdivisions of States, or entities that exclude their income, or that are qualified to exclude their income, by reason of Section 115 of the Internal Revenue Code of 1986, as amended, in accordance with a plan determined by the Board of Directors. No Director, Officer, other private individual or entity that is not a State, political subdivision of a State, or one that excludes its income, or that is qualified to exclude its income, by reason of Section 115 is entitled to share in any distribution of the Corporation's assets, whether upon its dissolution or otherwise.

**ARTICLE XI**  
**Amendment of Articles and By-Laws**

These Articles of Incorporation of the Corporation and the By-Laws of the Corporation may be amended in the manner set forth in the By-Laws of the Corporation.

\* \* \* \* \*