



Date Approved: February 25, 2021

**Addison County Communications Union District dba Maple Broadband**

**Executive Committee Meeting Minutes**

**February 18, 2021**

**4:00 PM - 5:30 PM**

**VIA ZOOM**

1. Call to order

Steve Huffaker, the Chair of the Addison County Communications Union District (“ACCUD”) dba Maple Broadband, welcomed the representatives of the Executive Committee to the meeting, called the meeting to order at 4:02 pm.

Steve Huffaker, Chair, Ferrisburgh;  
Nancy Cornell, Vice Chair, Starksboro;  
Billy Sneed, at large representative from Ripton;  
Dan Sonneborn, at large representative from Bristol  
Magna Dodge, at large representative from Cornwall  
Arabella Holzapfel, Treasurer, ex-officio, Ferrisburgh  
Adam Lougee, Clerk, (ACRPC)  
Robyn King, Minute Taker

2. Approve the Agenda

**Magna Dodge made a motion and Nancy Cornell seconded to accept the meeting agenda; all members present consented to the agenda.**

3. Previous meeting minutes approval

Magna Dodge noted that the Executive Committee should take some time to review the backlog of minutes so that they can be discussed and approved at an upcoming meeting. She clarified that Draft Minutes are initially posted on the website and once minutes are approved, the Draft minutes are replaced with the Approved minutes. Steve Huffaker confirmed that the Executive Committee would defer minutes approval and that he would take on the task of getting the collected minutes to the Executive Committee ahead of the next meeting so that they could be reviewed and discussed.

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Maple Broadband Member Towns

Bristol  
Lincoln  
Orwell  
Shoreham  
Whiting

Cornwall  
Middlebury  
Panton  
Starksboro

Ferrisburgh  
Monkton  
Ripton  
Waltham

Leicester  
New Haven  
Salisbury  
Weybridge

#### 4. Operator interview next steps

Steve Huffaker explained the Executive Committee had done its due diligence in interviewing potential operators and builders. There had been a narrowing to several operators including ValleyNet and WCVT, as per the feasibility study recommendation. He noted that he anticipated the next step would be to provide a Memorandum of Understanding (MOU) to a potential operating partner and to start negotiations.

Nancy Cornell inquired as to whether NRTC would be interested in the build-out or financing. Steve Huffaker explained that NRTC's role regarding financing would be limited to introductions only. Nancy Cornell noted that she thought that the negotiations with WCVT would help clarify which entity might take on the build.

**Steve Huffaker made a motion that they proceed with a Memorandum of Understanding. The Memorandum of Understanding would be set aside to discuss with attorney Eli Emerson. If the meeting did not yield areas of concern, the Memorandum of Understanding would be presented to WCVT and work on non-disclosure agreements would commence. The motion which was seconded by Magna Dodge and all members present consented to the motion.**

#### 5. Executive session

**Steve Huffaker moved that he found that premature general public knowledge of Maple Broadband's discussions with potential operators would clearly place Maple Broadband at a substantial disadvantage because it risks disclosure of Maple Broadband's negotiations if it were to be communicated to the public, the motion was seconded by Magna Dodge and all members present consented to the motion.**

Steve Huffaker moved to enter into Executive Session for a discussion about a potential partner under Title 1, Section 312, Subsection A of the Vermont Statutes which was seconded by Magna Dodge and all members present consented to the motion.

Steve Huffaker moved that the Executive Committee move out of Executive Session. The motion seconded by Magna Dodge and all members present consented to the motion.

#### 6. Executive Committee Changes

Billy Sneed formally noted his resignation from the Executive Committee but would continue to be a representative from Ripton on the Full Board. Fellow Board Members expressed their gratitude to Billy for all his work. It was noted that Mark Boltz-Robinson might be a good fit to fill the vacancy on the Executive Committee. Steve Huffaker will be reaching out to the Full Board for interest. There was discussion that



the experience that could be most helpful to the Executive Committee would be business skills, marketing, or finance.

## 7. Secretary position

Steve Huffaker explained that they could elect to proceed with a Secretary position which could cover some of the items in the Operations area of the agenda including volunteers, help requests, pre-subscriptions, email responses, the phone lines, and posting materials. Dan Sonneborn noted he liked the idea given that a lot of time has been dedicated by the Executive Committee Members and it might be good to offload some tasks.

There was discussion of the ACRPC's Americorps service member helping with the office manager role. Steve Huffaker noted that he thought this might be a good fit and committed to providing Adam Lougee with a scope of work and discussing what was reasonable to ask.

## 8. Operations

Steve Huffaker noted that thanks to Billy Sneed's work, the personally identifiable information on the Outreach tool hosted by RISI was in transition back to Maple Broadband. Steve Huffaker noted that he and Dan Sonneborn attended a Wordpress class which was recorded and could be shared to others who might be interested.

## 9. Marketing report

Steve Huffaker noted he had done two presentations earlier in the day and had another the week of February 22 with the Bristol Planning Commission. Steve Huffaker noted that our website has no tie-in with Facebook and this would need to happen via the Marketing Committee. He also noted that there may need to be a restructuring and he would not move forward with the committee's issues and separate tasks until they figure out how Operations is to be structured.

Magna Dodge noted that she was on the VCUDA call and Jeff Such noted he was focusing on the technology issues and security that would be available to all the CUDs so that each CUD is not re-inventing the wheel. Magna Dodge suggested reviewing the slide deck from the meeting as there were best practices shared on cyber security which could be helpful.

## 10. Financial report

Nancy Cornell noted that she expected good news on the \$800,000 unspent CARES funding and that there may be other funding sources becoming available soon, such as the infrastructure bill at the federal level. Nancy Cornell noted that she had been

pursuing smaller grants as well. Nancy Cornell noted that meetings are set up with the USDA (Will Anderson) and Fred Kenney on the RBDG grants, as these grants can be complicated and there had been a commitment on Fred’s part to help. Adam Lougee asked Nancy Cornell to inquire about other potential grant programs. There was discussion of Vtel’s impact in terms of geographic restrictions on the availability of funding and grants.

Magna Dodge noted that there was work being done in raising non-traditional funds, possibly through a consortium of banks. Magna Dodge noted Jim Anderson of Municipal Capital Markets discussed zero-coupon debt that might be helpful in the early days of operations in terms of debt servicing. She also noted that there are co-op banks being explored that have broadband exposure and experience.

Dan Sonneborn asked about the Bristol Loan Fund and the Middlebury Presentation, and there was agreement that these parties would be approached once there was a business plan.

**11. New town(s): Whiting, Bridport**

Steve Huffaker noted that Whiting was on-board, but he was not aware of a delegate being assigned. Adam Lougee committed to sending along the information he had been sent by the Whiting Town Clerk. Adam Lougee explained that the Clerk in Bridport had notified him that Bridport had officially joined, but he had not received the paperwork. Adam will follow-up and report back.

Magna Dodge asked if there was background on Addison; and Adam Lougee noted that a solid contact had not yet been made. Magna Dodge explained that at the ACEDC presentation Fred Kenney had indicated that there were individuals in the audience who had the potential to be helpful in Addison. Steve Huffaker noted that he thought it would be a good idea to invite Addison to participate if interested.

**12. Other business**

Nancy Cornell explained that ECFiber had made mention of setting up a 501(C)(3) to promote and accept funds for subsidies for low-income customers. F.X. Flinn, chair of ECFiber, has confirmed that Equal Access to Broadband has been set up. Nancy Cornell has been asked to join the Board. Nancy noted that this could be a great networking opportunity, given the experience of the members currently on the Board. Nancy Cornell explained that she felt confident about the Board’s fundraising strategy as well as their customer access strategy. Nancy Cornell asked if she could represent Maple Broadband on that Board and noted that she would ask the Full Board at the March 3 meeting if the Executive Committee supported this proposal.



It was agreed by consensus that the Executive Committee supported Nancy Cornell in representing Maple Broadband on the Board of Equal Access to Broadband and this would be brought to the Full Maple Broadband Board for approval.

13. Future meeting: February 25

14. Adjourn

Magna Dodge made a motion to adjourn the meeting at 5:19 pm, and all members present consented to the motion.

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Maple Broadband Member Towns

Bristol  
Lincoln  
Orwell  
Shoreham  
Whiting

Cornwall  
Middlebury  
Panton  
Starksboro

Ferrisburgh  
Monkton  
Ripton  
Waltham

Leicester  
New Haven  
Salisbury  
Weybridge