



Date Approved: April 22, 2021

Addison County Communications Union District dba Maple Broadband

Executive Committee Meeting Minutes

April 15th, 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 4:01 pm.

Steve Huffaker, Chair, Ferrisburgh;
Nancy Cornell, Vice Chair, Starksboro;
Ellie Hagopian, at large representative from New Haven;
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 - April 1, April 8

Steve Huffaker explained there were two sets of minutes, one from the April 1 meeting and the other for the April 8 meeting. There being no questions or edits requested, **Magna Dodge made a motion and Nancy Cornell seconded to approve the meeting minutes for the April 1 and 8 meetings, and the motion passed unanimously.**

4. Operations Report

Maple Broadband Member Towns

Addison
Ferrisburgh
Monkton
Ripton
Vergennes

Bridport
Leicester
New Haven
Salisbury
Waltham

Bristol
Lincoln
Orwell
Shoreham
Weybridge

Cornwall
Middlebury
Panton
Starksboro
Whiting

Ellie Hagopian noted that there was no activity in Operations in the last week, but there was an Operations subcommittee meeting on Tuesday and there was a review by Jancy Butterworth of the activity in the last month, which was very low. Ellie Hagopian noted that the subcommittee was laying groundwork and process so they could be prepared during busier times. This included a skills assessment of the four attendees, a standard operating procedure, and escalation tree for questions. Ellie Hagopian noted that three attendees, all whom had lots of skills to bring from their professional experiences, were going to look at professional ticketing systems for tracking requests that could be free or low-cost and integrate with an operating partner’s systems.

5. Marketing Report

Steve Huffaker explained that he had done presentations to Orwell, Panton, and Vergennes, and that Addison and Vergennes were now official members of Maple Broadband. Arabella Holzapfel asked what the reception of the Selectboards were like, and Steve Huffaker noted that reactions were varied and that some Selectboards were focused on the cost to them, while others were very enthusiastic and excited. Steve Huffaker explained that the meeting in Vergennes went particularly well, and Vergennes shared Maple Broadband’s vision. Steve Huffaker noted that he is adapting to different platforms and meeting protocols of various towns.

Steve Huffaker noted that he thought that he was aware that Adam had been working on Vergennes, and early on there was an inquiry from a resident which may have spurred action. Nancy Cornell asked about the response for the request for ARPA monies, and Steve Huffaker explained that he had learned about how to explain this in presentations and based the specific monetary contribution suggestion on information provided by Magna which was right-sized for each town.

Magna Dodge asked about the participation and follow-up by delegates, and Steve Huffaker explained that this varied, and some helped during the presentations given their involvement on respective Selectboards. Adam Lougee explained that he thought the presentation in Vergennes went well.

Ellie Hagopian noted that she had omitted in her Operations report that they had used Teams for the meeting, and it worked well.

6. Financial Report

a. Grants

Maple Broadband Member Towns

Addison
 Ferrisburgh
 Monkton
 Ripton
 Vergennes

Bridport
 Leicester
 New Haven
 Salisbury
 Waltham

Bristol
 Lincoln
 Orwell
 Shoreham
 Weybridge

Cornwall
 Middlebury
 Panton
 Starksboro
 Whiting



Nancy Cornell explained that Magna Dodge secured a grant writing team from Middlebury College, which is a four-person team and they intended to be working on the Northern Borders Regional Planning Commission Grant. Nancy Cornell continued to note that the Northern Borders Regional Planning Commission had reached out to let them know they were not being considered for the grant, after Fred Kenney had submitted a letter of interest and that this grant was for \$1 MM.

Nancy Cornell explained they were continuing to look for additional grants, and that they had not been successful with a separate USDA grant recommended by Jancy., That grant had pertained to connections to telemedicine and educational sites. Nancy Cornell noted they were waiting to hear back on two USDA grants, one for \$30,000 and another for \$150,000 and a \$50,000 Hannaford grant, and there was going to be submittal of a \$5,000 Cerf grant. Nancy Cornell noted that it was challenging to find private funder opportunities given the understanding that there was about to be significant money coming in.

Magna Dodge added that they were waiting on clarity around the Northern Borders Regional Planning Commission grant that was to be funneled through the Department of Public Service, and this would be for \$1.2 MM. Nancy Cornell noted that they would be better positioned to be competitive for this grant if there could be a description of a small pilot project between Maple Broadband and an operator to deploy broadband which would indicate a working partnership.

Magna Dodge asked how this may impact the longer-term strategy on comprehensiveness of the build. Nancy Cornell clarified that the \$1.2 MM would be a bigger pool of money for a greater project, with a carve-out for a smaller initiative Magna Dodge noted that if this were to go forward, they would need to take on the design and build.

Nancy Cornell asked about the state legislation H315 and H360, and asked if the difference was that one was about state money and the other was about ARPA money. Adam Lougee explained it was his impression there may be different pools of money, and Magna Dodge noted she thought H315 was older money that had been leftover and H360 was ARPA money. After discussion, Nancy Cornell remarked that H315 was on the Governor's desk for signature,

Maple Broadband Member Towns

Addison
Ferrisburgh
Monkton
Ripton
Vergennes

Bridport
Leicester
New Haven
Salisbury
Waltham

Bristol
Lincoln
Orwell
Shoreham
Weybridge

Cornwall
Middlebury
Panton
Starksboro
Whiting



and Steve Huffaker noted that the H315 moneys could pay for the high-level design.

Nancy Cornell noted that the H360 moneys is being discussed at the Senate Finance Committee and there has been communication with the Committee explaining nuances around timing of that money to be defined and disbursed, stressing the importance of allowing CUDs access quickly. Magna Dodge explained that the conversations at VCUDA have been positive, and she has a good outlook on the opportunity with H360.

Arabella Holzapfel asked if, in relation to the grant demonstrating the partnership with a potential operating partner if the NDA could be shown, or if it needed to be physical. Nancy Cornell noted that the operating agreement has been moving forward which the Department is aware of, but that a specific tangible project that could be deployed by 2023 would be seen positively. Steve Huffaker noted that the grant had not been created yet, and discussions have been hypothetical and that thresholds of what a public-private partnership is have not yet been defined.

Nancy Cornell noted that in relation to H315, at VCUDA there was optimism as it is on the Governor's desk and although there may be clarifying questions, this is \$1.6 MM for all of the CUDs. Nancy Cornell explained that Rob Fish at the Department has the Request for Proposal form ready, and as soon as the bill has been signed, he would issue the Request for Proposals and accept applications every two weeks with emphasis on quick turnaround and prioritizing needs. Magna Dodge confirmed that Rob Fish is very aware of Maple Broadband's needs and progress.

Arabella Holzapfel asked if the creation of the broadband authority was in H315, and Steve Huffaker noted this was in H360, and he anticipated that this would be helpful for the future. Nancy Cornell explained that that was a statewide service, and other CUDs may have a bigger need. Steve Huffaker noted that Maple Broadband was advanced as a new CUD, and Carole Monroe had asked for the Request for Proposal for the High-Level Design, which is a good indicator.

Nancy Cornell explained that Fred Kenney did an excellent job with the USDA grants and worked extra hours and that his Board had allowed the extra time to

Maple Broadband Member Towns

Addison
Ferrisburgh
Monkton
Ripton
Vergennes

Bridport
Leicester
New Haven
Salisbury
Waltham

Bristol
Lincoln
Orwell
Shoreham
Weybridge

Cornwall
Middlebury
Panton
Starksboro
Whiting

count as in-kind. Nancy Cornell went on to note that Fred Kenney was interested in volunteering as an in-kind contribution, which he was also going to bring to his Board for consideration. Adam Lougee explained he was aware of the overage approval but was unsure of the volunteer item. Nancy Cornell explained that it was a great partnership with Fred Kenny, and she looked forward to working with him again if possible.

b. Other

Magna Dodge noted that she had not yet connected with the intern coordinator at Middlebury College, but explained she could position this as a means to allow an intern to learn more about a start-up operation. Magna Dodge explained she would want the intern to come to Executive Committee and Subcommittee meetings so they could learn more about the operations of the volunteer group. Magna Dodge noted there were opportunities for social media management, GIS, and other items, but there needs to be someone who would be a primary contact for the intern. Magna Dodge explained she would serve this role, but she would like to know if others would be interested.

Steve Huffaker noted that while Middlebury College may be interested in supporting Maple Broadband, he was curious if the intern could be exposed to some of Magna's other work through the Town. Nancy Cornell noted that she has learned that Middlebury College has offered their faculty the choice to work remotely, and there is more inclination to write letters of support due to the importance of broadband access for remote workers in the area.

Magna Dodge asked if meeting attendance was agreeable to all, and Nancy Cornell noted she would be worried if there's enough for an intern to do, given current Board responsibilities. Steve Huffaker explained that he thought it would be important to have a scope, which he had not given thought to yet. Magna Dodge noted there were a lot of details to be filled in such as the time period, and general expectations. Adam Lougee explained that he would be interested in sharing an intern, and there is ACRPC staff who could take on responsibility for the intern.

Nancy Cornell explained that it may be fun for an intern to take on some GIS work or review what has already been done. Magna Dodge noted there could be a Board education component and Adam Lougee explained that Middlebury

College has a great GIS program and ACPRC has had good experience with these students.

Steve Huffaker explained that our potential partner uses a GPS-based system, and it has become clear with the conversations around high-level design that that work needs to be able to integrate into the operator's systems. Steve Huffaker explained this is a work in progress, and he assumed GIS would have been part of their systems, but was unsure of this.

Ellie Hagopian suggested that everyone put together a list of tasks that the intern would be responsible for so that they have a comprehensive listing. Ellie Hagopian explained that there could be more detailed planning that could use GIS, such as number of households and expected connections and that there could be a brainstorm of what could happen in this area. Ellie Hagopian continued and explained that an intern could take on the task of identifying small businesses and doing outreach tasks.

Steve Huffaker was supportive, and noted that the last task may be something that ACRPC could do. Adam Lougee noted that ACRPC has purchased these lists in the past, and that there may be upwards of 1,000 small businesses in Addison County, which Ellie Hagopian noted left a lot of outreach that could be done.

Magna Dodge noted she had tried to arrange the high-level meeting at Middlebury College with the CEO and other officials and that it seemed that this would be scheduled the week after May 7th.

c. Treasurer

Arabella Holzapfel noted that there was a \$17 check that was being processed, but that all else stayed the same. Steve Huffaker noted that ACPRC is not charging for their services currently, with upcoming funding in mind, and that he was thankful for this.

Steve Huffaker noted that Cy Tall had offered to cover the subscription for a Quick Books account for a year and she was agreeable to coordinating with the bookkeeper at ACRPC. Steve Huffaker explained it was his impression that they were not going to engage with Quick Books as they were engaging with ACRPC. Nancy Cornell noted that grant funding would need to be accounted for



separately and setting up Quick Books may be an effective way to do this. Adam Lougee explained that ACRPC staff had set everything up in Quick Books so the accounting systems could communicate in the future. Steve Huffaker confirmed that ACRPC staff managing Quick Books were also knowledgeable in grant administration, which Adam Lougee affirmed.

Steve Huffaker asked if an independent Quick Books account was needed at this point, and Nancy Cornell noted she appreciated the offer, but it may not be necessary at the moment. Steve Huffaker explained that he saw a need for a more permanent bookkeeper position in the future when there were grants to manage. Magna Dodge asked if Adam Lougee was aware of charges that they were absorbing for Quick Books and noted confusion over a separate account. Adam Lougee explained they were not being charged any extra for Quick Books administration, but the systems had the capacity to be synced if that was desired. It was agreed that there would be outreach to Cy Tall by Magna Dodge to clarify the intent.

7. High-Level Design RFP status

Steve Huffaker explained an email had been sent to Committee Members with an update, and that they had received responses from a number of bidders and needed to narrow the choices. Steve Huffaker explained that he and Ellie Hagopian would want to keep everyone up to date, but also to narrow the selection to two strong choices. Steve Huffaker explained the narrowing would be done in rounds and their target is to have conversations with those who made the first round to narrow the choice further.

Ellie Hagopian asked if there were any questions and noted that she had reviewed the responses in detail and produced a summary sheet. Ellie Hagopian noted she thought there was a high-level of quality in responses, and early eliminations were based on high cost per mile, responsiveness to the request, and poor quality of the proposal. Ellie Hagopian went on to clarify that the cost associated with one of the bidders put the services at \$355,000 and another bidder had too much boilerplate and was not customized. Ellie Hagopian noted that of the remaining bidders, there were some that were high quality and low cost, and others had a more technical response and had a presence in some local meetings. Ellie Hagopian explained that there was one bidder who was a local company, and another bidder had a strong outlook and there was an interest in learning how they may tailor their services to Maple Broadband's needs.

Maple Broadband Member Towns

Addison
Ferrisburgh
Monkton
Ripton
Vergennes

Bridport
Leicester
New Haven
Salisbury
Waltham

Bristol
Lincoln
Orwell
Shoreham
Weybridge

Cornwall
Middlebury
Panton
Starksboro
Whiting



Ellie Hagopian noted that they would be conducting interviews with these bidders to review questions on proposals and get a sense of the process and partnership from their perspective. Ellie Hagopian explained that they would be keeping an eye on the stages of high-level design, pole surveys, low-level design, and the build and it would be good to be mindful of field services and other work that could be done by a chosen bidder throughout the various stages. Ellie Hagopian stressed the importance of learning more about how the bidder and Maple Broadband might work together and have vision alignment and that those who are not chosen may be a good fit for other services.

Nancy Cornell asked about the role that the potential partner would have in the high-level design. Steve Huffaker noted that the partner would be included in key points of the process. Steve Huffaker explained there may be 1-2 clarifying meetings with the designer going to work on the high-level design and there may not be opportunities for ongoing engagement, but the final product would be acceptable to both parties.

Nancy Cornell asked about the confidence level of a bidder moving forward, given understood competition and funding constraints. Ellie Hagopian noted this was not a concern given the size of the firms responding but it would be important to know who at the firms would be assigned to the project. Ellie Hagopian noted that some of the respondents gave timelines, and they would be valuing quality in their selection. Steve Huffaker noted that he estimated that a high-level design would not be too lengthy, and Ellie Hagopian explained that most of the effort would likely be in data collection, with the actual design component likely not taking that long with the size of the design.

Steve Huffaker noted that prices ranged from \$37,000 to \$355,000. Steve Huffaker stressed the importance of the interviews to understand more about the bidders and their pricing as some of the numbers may represent different pricing. Ellie Hagopian explained that one of the bidders priced the design both with a high-level and low-level combination.

Ellie Hagopian explained that a preference may be to choose the same bidder for high-level design, low-level design, and construction services so it is important to carefully choose a firm.

Maple Broadband Member Towns

Addison
Ferrisburgh
Monkton
Ripton
Vergennes

Bridport
Leicester
New Haven
Salisbury
Waltham

Bristol
Lincoln
Orwell
Shoreham
Weybridge

Cornwall
Middlebury
Panton
Starksboro
Whiting



Adam Lougee noted that the scoring matrix was great, and there was mention of 444 miles and 576 miles and asked if the bids were based on the 444-mile figure but there would be mention about 576 during the interviews.

Steve Huffaker noted Arabella Holzapfel had volunteered to review and compile RFI responses, which he was appreciative of.

8. Operating Agreement Update

Steve Huffaker noted that progress was being made in discussions with a potential operating partner. Magna Dodge noted that there were attempts to home in on specifics during conversations and there was an understanding of basic principles. Magna Dodge explained that there was an expression of a mutual desire to keep things simple. Magna Dodge noted that there have been no roadblocks and there have been decisions made on a tentative basis that were on face value agreeable to both parties.

Steve Huffaker noted that they were looking to find a two-hour block in the next week or so to include all parties to close on several key items that would be helpful. Magna Dodge explained that while the capital structure was an unknown, which made the pricing of the network unknown, she would like to close off other variables to run scenarios to see if they are acceptable. Magna Dodge noted that Stan's projections in his models were for 542 miles and it would be important to clarify this. Nancy Cornell noted that she would be happy to facilitate any meetings if needed.

9. Future Meeting: April 22

10. Adjourn

Magna Dodge made a motion to adjourn the meeting, and the Executive Committee adjourned the meeting at 5:04 pm by consensus.