

Addison County Communications Union District dba Maple Broadband**Executive Committee Meeting Minutes****March 25, 2021****4:00 PM - 5:00 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;
Dan Sonneborn, at large representative from Bristol
Magna Dodge, at large representative from Cornwall
Arabella Holzapfel, Treasurer, ex-officio, Ferrisburgh
Ellie Hagopian, non-voting participant
Jancy Butterworth, non-voting participant
Robyn King, Minute Taker

2. Approve the Agenda

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

3. Previous meeting minutes approval - March 18, March 11

Nancy Cornell made a motion to approve the meeting minutes from the March 11 and March 18 meetings, which was seconded by Magna Dodge. Arabella Holzapfel noted that in one set of the minutes, there was a repeating paragraph, which Steve Huffaker noted he could look into and modify.

There being no further points for modification, all members present consented to the approval of the modified March 11 and March 18th meeting minutes.

Maple Broadband Member Towns

Bristol
Lincoln
Orwell
Shoreham
Whiting

Cornwall
Middlebury
Panton
Starksboro

Ferrisburgh
Monkton
Ripton
Waltham

Leicester
New Haven
Salisbury
Weybridge



4. Operations

a) Inquiry

Steve Huffaker noted he had a conversation with Jancy Butterworth who is responding to inquiries and had noted that they had received a query about H310, and Jancy clarified that it had been a Bridport resident who wanted to know if Maple Broadband would be taking advantage of available funding, which Jancy wanted to bring to the Board's attention. Steve Huffaker explained he would like to bring the topic to the Full Board so that they may talk it through and provide a thorough response.

Magna Dodge noted that while Maple Broadband was interested in taking advantage of resources available through H360 and H310, there may be additional details that come out of the legislative process that would have an impact on Maple Broadband's capacity to move forward. Jancy Butterworth explained that the person who reached out was interested in H360 as well, and Magna Dodge clarified that there were likely going to be specifics that will be more apparent in the coming weeks. Magna Dodge suggested that the response should be reassurance that Maple Broadband is pursuing all available opportunities, but that the legislation had not yet been clarified. There was discussion of including some details from the feasibility study in the response, and it was agreed that it was best to point to Maple Broadband's pursuit of funding. Steve Huffaker noted the American Rescue Plan could also provide additional funding opportunities for Maple Broadband, and that he was presenting to member towns over the coming months to share their progress and plans.

5. Financial Report

Nancy Cornell explained that there was submittal of a letter of intent for a \$1 MM Northern Borders Regional Commission grant, the deadline for application is in May. Nancy Cornell went on to explain that a \$150,000 USDA grant called the Community Facilities Technical Assistance and Training grant would be submitted by Monday, and that they had gotten great feedback from the USDA representative in Montpelier. Nancy Cornell noted that they have a Rural Business Development grant for \$30,000, also due next week. Nancy Cornell explained that they were awaiting additional information on a grant from the DPS that would be designated for one CUD and would be applying this spring which would be for \$1 MM or \$1.6 MM.

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Magna Dodge noted she had meetings set up with senior level staff from the National Bank of Middlebury to ensure that when there is an agreement with WCVT, there is nothing in the agreement that would preclude Maple Broadband from financing. A similar meeting is set up with Jim Anderson at Municipal Capital Markets. Magna Dodge noted that there was an agreement that a few hours of RISI and ValleyNet's Vermont Community Foundation funded time could be used to explore for senior level discussion with Middlebury College.

Arabella Holzapfel asked why the Department of Public Service chose to fund one CUD, and Nancy Cornell explained that they had gotten a grant from the Northern Borders Regional Commission, which is supposed to support 1 CUD that has a partnership with an existing provider.

6. 501(c)(3)

Steve Huffaker explained that they had explored this idea and there was still a need for some due diligence. Steve Huffaker noted that the idea for a 501(c)(3) was spurred by the understanding that they could get a much more favorable rate under Office 365 under a non-profit status. Steve Huffaker explained that they had consulted with Maple Broadband's attorney, Eli Emerson, who noted that they should explore the motivation behind the status change, but that they could pursue this if they are interested. Steve Huffaker noted that he thought it would be advantageous to have the new bookkeeper involved in these conversations, and that weighing the attorney time against the Office 365 expenses still provided a benefit in pursuing 501(c)(3) status.

Magna Dodge noted that Maple Broadband's attorney explained that donations could be tax deductible regardless of 501(c)(3) status, given that Maple Broadband is a municipal entity, and that specific language could be provided to enable this. Magna Dodge explained that a 501(c)(3) may need to be a separate entity from Maple Broadband, according to the attorney, partially due to the dichotomy between a charitable donation organization and one which is primarily set up as a business.

Steve Huffaker noted that Office 365 is pretty explicit and asks the question outright about 501(c)(3) status, which makes it simple. Nancy Cornell noted that for grant applications, there was an attorney letter regarding tax exempt status, and she suggested asking if not-for-profit municipal entities may qualify, which Steve Huffaker explained would not be eligible.

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Steve Huffaker asked Dan Sonneborn about the prospect of lowering rates regardless by reducing services, and Dan Sonneborn explained that once their year-long subscription expired, they could opt to not receive certain services which could reduce their rates. Steve Huffaker noted that it may be advantageous to wait until the annual expiration date to discuss the 501(c)(3) status, given that the Microsoft 365 subscription may be a small fraction of the overall budget coming up. Dan Sonneborn noted that the reduction in services that would reduce the rates would be best visited in November when their subscription was expiring.

There was consensus that this item could be revisited closer to the Microsoft Office 365 subscription expiring.

7. Operations

a. Info @

Jancy Butterworth noted that she felt her set-up and the processes in place in addition to process documents that she was working on with Ellie Hagopian were setting her up well to respond to incoming inquiries. Nancy Cornell offered to share the grant writing document as it gives a good overall picture of operations, which Jancy noted she would be interested in having.

b. Dan report

Dan Sonneborn explained that he set up a method for people to submit email addresses and express interest in receiving newsletters or other social media updates and he had gotten 2 responses in the past week, indicating that people were able to access the FAQs.

Dan Sonneborn noted that there was one person who submitted via the pre-subscription form, and no people who expressed interest in volunteering. Steve Huffaker noted that he had asked Dan Sonneborn to move the email news subscription sign-up to its original location on the website, and it seemed like this was feasible.

8. Marketing Report

Steve Huffaker explained that Dan Sonneborn noted that he would take on the Marketing Committee, which he greatly appreciated. Steve Huffaker went onto note that it seemed as if broadband was top-of-mind in a number of circles, including in Montpelier, and it seemed that this might be a good time to share information with the community on Maple Broadband's progress and capacity to move forward with the

support advancing from multiple resources. Steve Huffaker explained that there was a 6-month Front Porch Forum subscription that had been purchased and it was his opinion that this may be advantageous when they are in a position to post about pre-subscriptions, but that Dan Sonneborn could use this as he sees fit.

Magna Dodge noted that a work-around could be to ask local members to post consistent language in their Towns' Front Porch Forums as to not trigger the 6-month timeframe. Steve Huffaker explained that this had been suggested as well.

9. High-Level Design RFP status

Steve Huffaker explained that the timeline has been stretched given the anticipation of funding and other tasks that would need to take place such as review. Steve Huffaker noted that they had received an intent to bid from one of the thirteen bidders and that questions were due by close-of-business on March 25th and one question had already been submitted.

Steve Huffaker noted that he was working with Ellie Hagopian on this effort, and they would be working together to capture questions and generate answers.

10. At-large position: Ellie Hagopian

Steve Huffaker made a motion to recommend that the Full Board vote for including Ellie Hagopian in their Executive Committee as an at-large member, which was seconded by Dan Sonneborn.

Nancy Cornell confirmed that the by-laws had been checked, and Steve Huffaker noted they had and there was nothing precluding Ellie Hagopian from being in this role. Steve Huffaker explained that he thought Ellie Hagopian had provided great value in her role already and was meaningfully contributing in a number of ways.

There being no further discussion, all members presented consented to the approval of the motion.

11. Other Business

Steve Huffaker explained that there was interest from Nancy Cornell to create a means for the Full Board to approve all grants that could be submitted, and Nancy Cornell committed to creating a motion that stated as such in preparation for the Full Board meeting in two weeks.

Steve Huffaker explained that he and Ellie Hagopian had an exchange surrounding her experience in working in times of scarce resources. Ellie Hagopian shared that in her experiences in South Africa, there was a big rush to deploy fiber as quickly as stakeholders could acquire capital, and this led to a scarcity of contractors and a collapse of the system years later. Ellie Hagopian noted that she wanted to avoid the situation that occurred in South Africa, and to be mindful of the capacity to oversee the work that would need to happen in order to ensure that quality systems were deployed.

Ellie Hagopian shared that a colleague of hers noted that they had done field checks of splicing and she anticipated a need for there to be a third-party QA/QC inspector during the install and that this individual should be prepared to appear unnoticed and at random. Ellie Hagopian noted that these were some initial findings, and she would be happy to share more once she learns more.

Steve Huffaker explained that it was his understanding that the quality degradation in South Africa was due to the limited resources in comparison to the amount of work. Ellie Hagopian noted that a lot of the fiber deployed in South Africa was subterranean due to regulations, and she explained that the rush paired with the lack of monitoring and inspection could be pointed to.

12. Update on WCVT

Steve Huffaker explained there were several activities pending, and that he and Magna Dodge had a conversation with Roger Nishi related to the challenges of installing infrastructure in WCVT territory with Maple Broadband and there was a greater understanding from the exchange that has helped to clarify thinking. Steve Huffaker noted that RISI and ValleyNet had shared a sample term sheet and a spreadsheet that explored lease rates associated with infrastructure, which would be key to revenue flows and they would be sharing this with WCVT.

Steve Huffaker concluded that they had not had any significant exchange with WCVT but that they would be having a meeting with WCVT, ValleyNet and RISI in one week, so there should be more to report afterwards. Magna Dodge noted that she felt the exchange with WCVT was positive and they were on the path to building a solid relationship.

Nancy Cornell asked if part of what needed to be worked out was the funders' interest in ownership of the equipment for collateral, which could be something that would

need navigation. Nancy Cornell noted that on a VCUDA call, there was a proposal for one entity to own the sheath of the fiber, with another entity owning the equipment that goes through the sheath, and that this seems to be something that would need to be worked on. Magna Dodge explained that Roger Nishi pointed to the idea that WCVT would do all its own funding, so this issue would not be a concern.

Steve Huffaker noted that he was hopeful that there would be more clarity on the agreement between WCVT and Maple broadband by the next Executive Committee Meeting, and that he understood both parties to have an interest in funding their operations. Nancy Cornell noted that part of her interest was understanding how the underserved populations would be served as quickly as possible. Steve Huffaker explained that there should be an acknowledgement that this work may take a significant amount of time and the buildout may take years.

Arabella Holzapfel asked if WCVT might be able to serve as a third party inspector for the build, per Ellie Hagopian's perspective. Steve Huffaker noted that part of what RISI/ValleyNet had proposed was a WCVT Project Manager, and some consideration had to be given to this, but it seemed like it could be appropriate, given their vested interest.

13. Future Meeting: April 1

Steve Huffaker noted that they would have a meeting on April 1st, and the Full Board meeting would be in two weeks.

14. Adjourn

Magna Dodge made a motion to adjourn the meeting, and the Executive Committee adjourned the meeting at 4:54 pm by consensus.