

Addison County Communications Union District
DbA Maple Broadband

Monthly Meeting Minutes

April 7, 2021

5:00 p.m. – 6:30p.m.

VIA ZOOM

Join Zoom Meeting

<https://us02web.zoom.us/j/87256123650?pwd=U05Pd3F2d2pDSWhGelNRM28xakg4Zz09>

Meeting ID: 872 5612 3650

Passcode: 102881

Join by phone: +1 646 558 8656

Steve Huffaker, Chair of the Addison County Communications Union District (“ACCUD”) confirmed a quorum was present, welcomed the representatives of the member towns, and called the meeting to order at 5:05 p.m.

1. Welcome/Introductions/Roll Call

The following people were present:

Carl Siebecker, Delegate Shoreham;
Nancy Cornell, Delegate Starksboro;
Ross Conrad, Delegate Middlebury;
Steve Huffaker, Delegate Ferrisburgh;
Hugh McLaughlin, Alternate Middlebury;
Howard Hall, Delegate Panton;
Paul Vaczy, Alternate Salisbury;
Magna Dodge, Delegate Cornwall;
Arabella Holzapfel, Treasurer, Ferrisburgh;
Jancy Butterworth, Alternate Lincoln;
Spencer Putnam, Delegate Weybridge;
Mark Gibson, Alternate Bristol;
Ellie Hagopian, Alternate New Haven;
Paul Forlenza, Delegate Lincoln;
Rick Scott, Delegate Bridport;
Bill Johnson, Alternate Cornwall;
Billy Sneed, Delegate Ripton;
Sandy Korda, Delegate Orwell;
Mark Boltz-Robinson, Delegate Monkton;
Jim Walsh, Delegate New Haven;
Ellen Kurrelmeyer, Delegate Whiting.

Adam Lougee, Clerk, non-member representing Addison County Regional Planning Commission (“ACRPC”).

2. **Agenda Approval.** Steve asked for additions or changes to the agenda. He noted he wanted to include one item on electing a new at large member of the Executive Board. Hearing no other suggestions, **Magna Dodge moved the agenda as amended by Steve. Nancy Cornell seconded the motion, which passed without dissent.**
3. **Adoption of March Meeting minutes:** The minutes were posted to the website and distributed prior to the meeting. After noting one non-substantive alteration to the minutes, **Spence Putnam moved to adopt the minutes as amended. Nancy Cornell seconded the motion, which passed unanimously by a voice vote/show of hands.**
4. **Appointment of new at large Executive Committee member:** Steve noted that Billy Sneed needed to step down from the Executive Board and that Ellie Hagopian, a member from New Haven, had volunteered to serve on the Executive Committee. Steve noted that Ellie has very relevant and extensive experience in building broadband. **Steve moved to add Ellie to the Executive Committee. Magna seconded the motion, which the group approved unanimously by a voice vote/show of hands.**
5. **High-level network design RFP status report:** Steve noted that MB had issued an RFP for a high-level design last month. We received 6 - 7 responses back yesterday. The Executive Committee will be reviewing the responses over the course of the month. **The Executive Committee expects to bring back its recommendation for a winning bidder to the Full Board for approval at its next meeting.**
6. **Maple Broadband Operator/partner update:** Steve handed the floor to Magna Dodge, the chair of the Finance Committee to provide a high-level overview of the conversations Maple Broadband is having with WCVT. Magna noted that we are under a Non-Disclosure Agreement (NDA) with WCVT, so she will be careful as she speaks tonight. The broad structure of the terms of the deal we are currently discussing involves the following:

- Maple Broadband owns all equipment outside the house,
- WCVT operates and maintains the network, and owns the equipment in the house.

Maple Broadband proposed this structure to preserve its tax-exempt status. Contracts will be limited in time 10 - 20 years and Maple Broadband will need to continue to exercise significant control over the business as a public entity to preserve its access to the municipal bond market so we can access the least expensive debt service possible. Maple Broadband is currently assuming an all-debt capital structure. We hope we can replace those with grants, but cannot count on that at this time. Maple Broadband will continue to speak with WCVT regularly, but this will not be a quick process. Another concern in the negotiations reflects WCVT concerns about its ILAC

territory. We still have not addressed that. The Executive Committee is focused on establishing trust, and on the financial details and making them work.

Significant discussion ensued regarding Maple Broadband's fit with WCVT and the packages they can offer, including TV. Steve noted that we will look at the financials and make those decisions when we have better information.

Steve noted that he testified before Senate Finance Committee today, noting our pre-construction costs were about \$5 million dollars and that will be our hardest money to raise. He is hopeful the Governor and legislature will decide to provide CUDs with grant money for the pre-construction work and that it will serve as a good base of capital as we pursue buildout.

7. **Financial/Grant report:** Nancy noted that she is still busy working on the following grants:
USDA \$30,000
USDA \$150,000
Hannaford \$50,000
NBRC \$1.2M for PPP

She noted that to help her committee create and submit grants in a timely manner it would be helpful to have resolutions authorizing the committee to pursue grant applications and authorizing Steve to sign them as Chair.

Steve Huffaker conveyed the Finance Committee's request to authorize the Maple Broadband Executive Committee to:

- Apply for grants and accept grant awards on behalf of Maple Broadband CUD, and to
- Include in-kind funds and services in grant application budgets, as appropriate.

Ross Conrad seconded the motion, which passed unanimously by a voice vote/show of hands.

Steve also conveyed the Finance Committee's request to authorize Steve Huffaker, Maple Broadband Board Chair, to sign grant applications and other grant materials on behalf of Maple Broadband CUD.

Paul Forlenza 2nded the motion, which passed unanimously by a voice vote/show of hands.

8. **Recruitment of new members: Addison, Vergennes.** Steve reported that ACCUD membership remains at 18. Bridport and Whiting have joined. Steve and Adam will continue to reach out to Addison and Vergennes. Steve will present to the Vergennes City Council shortly and asked for help reaching out to the Town of Addison.
9. **Treasurer's Report:** Arabella noted Maple Broadband still had a fund balance of \$26,662, or about the same as we had last month. We are currently incurring no significant costs beyond minute taking for the Executive Committee. Arabella noted we are drawing down some of our legal and other retainers and may need to replenish those funds.
10. **Clerk's Report:** None.
11. **Other Business:** Ross Conrad asked about the results of surveys he has seen. Nancy Cornell

noted that we are hoping to take advantage of two surveys that DPS has posted on its website. **She has created language for each delegate to put on their Front Porch Forum and requested that each delegate do the posting now and again in about a month, so people contact DPS and let them know of their interest in Broadband.**

Ellen asked about the structure of our agreement with WCVT. Steve noted that the agreement will reflect the costs incurred by each party. MB will build and own the infrastructure. WCVT will take care of hookups and customer equipment.

Ellen also asked about who was doing the grant writing. Nancy noted it was the finance committee, overseen by Magna and Nancy. **Steve will forward Ellen's contact information to Nancy for the Finance Committee.**

12. **Future Meeting:** Our next meeting will be on **May 5, 2021.**

13. **Adjourn:** Magna Dodge moved to adjourn and the members voted unanimously to adjourn at 6:00 p.m.

Respectfully Submitted,

Adam Lougee, Clerk