



Date Approved: June 22, 2021

## Addison County Communications Union District dba Maple Broadband

### Executive Committee Meeting Minutes

June 8, 2021

1:00 PM - 2:45 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, and called the meeting to order at 1:01 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 representative from Ferrisburgh;  
Adam Lougee, Clerk, ACRPC;  
Cy Tall, Bookkeeper;  
Fyn Fernandez, Intern;  
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 - June 1

Steve Huffaker asked for a review of the June 1 meeting minutes, and there being no additional questions or edits requested, Magna Dodge made a motion and Nancy Cornell seconded to approve the meeting minutes for the June 1 meeting, and the motion passed unanimously.

#### 4. Operations Report

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Ellie Hagopian noted the Operations subcommittee were having their monthly meeting during the evening hours that day. Ellie Hagopian noted that there were two more people who filled out the broadband survey, one being in Ripton and the other in Shoreham.

5. Marketing Report

Fyn Fernandez explained that he and Dan Sonneborn had met with Ed Harris for two hours and they discussed the marketing strategy given Fyn’s time with the organization for the summer. Fyn Fernandez noted that he had set up the social media platforms for use but there was not yet a strategy behind it. Fyn Fernandez went on to explain that there was a visioning exercise of the potential audiences and there was a realization that there needed to be a short term identification of how Maple Broadband presents itself on platforms like Front Porch Forum and there was an interest in interviewing individuals for testimonials on their internet journey to show the value of pursuing expansion of broadband in the County. Magna Dodge gave some background on Ed Harris, including that he is the founder of Blue Hills Digital.

6. Financial Report

a. Grants Management

Steve Huffaker noted that they had not seen anything from DPS on the first round of funding, but there was confirmation that they had been successful with the grant for the amount of \$17,200. Steve Huffaker noted that there had been the submission of an application for Round 2 funding to complete the pre-construction tasks of high-level design, pole survey, and detailed design and there was feedback that there was a little over \$300,000 in funds remaining in H315. Steve Huffaker explained that Maple Broadband’s request exceeded this funding level, which was intentional, and that the high-level design would be funded through this source.

Steve Huffaker went on to note that once H360 was signed, they could use elements of the original grant application to submit an application almost immediately given the comprehensiveness of the original grant application, but there should be consideration of what else could be funded such as ACRPC’s services or attorney’s fees. Magna Dodge noted that there should be money set aside for a financial audit as they did not have one last year, but she imagined that they would be required to have a yearly audit moving forward. Nancy Cornell noted that with roughly \$26,000 left, almost all of it is Vermont Community Foundation moneys and there should be a focus on spending that

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money down by the fourth quarter as the Vermont Community Foundation would want a debrief by end of year on impact. Nancy Cornell noted that with new moneys coming in, the Vermont Community Foundation moneys should likely be spent first.

Steve Huffaker explained that there should likely be recording of these items, so that the H360 application can be comprehensive. Nancy Cornell mentioned that some of the recurring subscriptions would expire in the Fall, so it would be good to keep on top of those expiration dates. Steve Huffaker asked Arabella Holzapfel for confirmation, and Arabella Holzapfel noted she would look into this.

Nancy Cornell noted that their SAM code needed to be updated annually, and Steve Huffaker explained an interest in setting up a system for tracking these requirements that may come up on a recurring basis. Nancy Cornell brought up the CAGE number in relation to the SAM code, and Steve Huffaker confirmed that they had received a SAM number on December 21 and it was his recollection that CAGE and SAM were the same.

Steve Huffaker reiterated the need to keep track of these kinds of items such as the audit, and possibly tax returns if applicable. Adam Lougee noted that as a municipal entity, he was unsure of whether or not they would need to file taxes but it would be good to check with an attorney. There was further discussion of SAM and CAGE numbers, with Cy Tall agreeing to send along information she found on the matter.

Steve Huffaker asked if anyone might keep track of these pieces for the H360 grant application, and Arabella Holzapfel volunteered. It was reiterated that the additional costs would be attorney fees, compensation to ACRPC, an audit, and subscriptions that would expire in the Fall for which they would need a tracking system. Nancy Cornell noted that she understood that these subscriptions would expire in November and this was reviewed during a grant application where they reviewed an annual budget.

Steve Huffaker noted that the budget came up during a recent Governing Board meeting, and that while they were on a schedule to have an Annual Meeting in April, asked if Maple Broadband would stick to the current budgeting cycle. It was noted that the budget is currently on a calendar year basis, and it was

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agreed that there would be a calendar-year based budget moving forward that could be presented in April during the Annual Meeting. Magna Dodge explained that the budget would be reviewed over several meetings in the Fall.

b. Treasurer Report

Arabella Holzapfel noted that once a check cleared for minute taking services, there would be \$26,455.61 in the account.

c. Other

Nancy Cornell noted that they were supposed to hear on the Rural Business Development grant in May, and they have not yet heard back yet and she emailed the USDA and hopes to hear back soon.

Adam Lougee noted that Maple Broadband should be getting a check for \$17,250 and a contract soon from DPS, and Steve Huffaker noted it was his understanding that they would be receiving something from DPS in the next few days. Nancy Cornell asked for documentation from the grant as provided by the DPS.

Steve Huffaker noted there was a positive discussion with the DPS on their progress as an organization, and DPS sent along a document that they would need to fill out and submit with future grant applications. Steve Huffaker explained that some of this document pertained to bookkeeping practices, and subcontractors and he would be circulating this document prior to submittal.

Nancy Cornell asked if there would be separate accounting for each funding source, which was confirmed. Magna Dodge explained that she, Arabella and Cy Tall were meeting on Friday to discuss accounting and grant tracking needs and would pull in ACRPC and Nancy Cornell after their preliminary discussion.

Nancy Cornell noted there had been correspondence from the Vermont League of Cities and Towns regarding municipal advice on broadband entities, and read aloud a note from VCUDA indicating there was guidance for municipalities to wait on delivering ARP funding to broadband entities to see if there could be leveraged against state funding sources. Magna Dodge noted that she felt this guidance was not helpful, given how many delays in funding there can be and the limited application of the ARP funds by municipalities. Adam Lougee noted that he thought it would be advantageous to continue to approach towns and

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ask for high-level commitments, such as what happened in Cornwall. Steve Huffaker explained he did not feel a need to heed that communication given their success in approaching member towns.

Magna Dodge explained that Cornwall was interested in having news coverage on their support of Maple Broadband, which would also be advantageous coverage for Maple Broadband. Nancy Cornell mentioned a news article on how municipalities were deciding to spend their funding, which mentioned Maple Broadband.

## 7. Other Business

Steve Huffaker explained that he had received communication from a potential bidder noting that they had read the minutes of the Governing Board meeting and understood that Maple Broadband had made an award to Vantage Point Solutions and noted the importance of public record. Steve Huffaker went on to note that after the RFP was issued, they had done interviews with all of the bidders, and during the first meeting with Vantage Point, the CEO was on the call and contributed to the discussion positively and made mention of the benefit of pre-buying fiber. Steve Huffaker explained that at the Governing Board meeting, it was noted that there was a desire to negotiate with Vantage Point. Steve Huffaker continued that there was a follow-up call with Vantage Point where the President was on the call, and there was a response to all concerns and an understanding that all but one of the services asked for in the RFP could be delivered. Steve Huffaker noted there was a good alignment of expectations between the two organizations.

Ellie Hagopian noted the call with Vantage Point was very productive and she felt like there was a lot of competence and confidence. Ellie Hagopian noted that they had asked for customers from Vantage Point which included WCVT and some folks from New York.

Ellie Hagopian explained that she had connected with State Telephone and GTEL, and she spoke to State Telephone's Head of Outside Plant, who only had positive things to note about their experience with Vantage Point and remarked on their professionalism, dedication, and help with an audit that they had. Ellie Hagopian noted that both contacts offered ongoing communication if desired. Ellie Hagopian noted that the State Telephone individual had noted that not all folks across the state



were as satisfied with Vantage Point, but his opinion was that those companies were not as well organized or may not have been as comprehensive in their oversight.

Ellie Hagopian explained that the point of contact with GTEL noted that their build took roughly 2.5 times longer than they had wanted to, and that some of this was a result of Vantage Point, but also a result of GTEL. Ellie Hagopian noted that the contact at GTEL explained that their build was in 2016, and that Vantage Point had just started their broadband consulting and perhaps had grown too large in operations too quickly and gave some examples. Ellie Hagopian explained that this contact noted that they had a largely positive experience with the Vantage Point team, and continue to work with Vantage Point and that she had gotten the impression that this contact found the relationship with Vantage Point to be an important one.

Ellie Hagopian explained that her takeaway was that the feedback was indicative of a company that had newly expanded their business offering, needed oversight at the time, and also was at a certain point of their growth curve. Ellie Hagopian explained that with the expansion of broadband in Vermont, this was something that Maple Broadband should continue to be aware of, and there would need to be sound management, oversight, and a solid contracting process. Ellie Hagopian concluded that with the call with Vantage Point and these conversations she felt that partnering with Vantage Point was a good decision and they could work through any issues experienced as they would be easy to work with.

Ellie Hagopian noted that both of the companies she spoke with had a similar scope to Maple Broadband, including high-level design, pole surveys, and detailed design with one working with Vantage Point on construction management. Ellie Hagopian concluded that one of the companies built 300 miles and the other 600 miles.

Steve Huffaker noted that Ellie Hagopian's notes indicated that one of the references was very positive about the team they worked with, which was encouraging. Steve Huffaker explained that engaging with Vantage Point would be easy to do, and they have agreed to progress payments, and they have prepared legal counsel to be ready to review a contract. Steve Huffaker went on to explain that high-level design would take roughly 12 weeks, so this would land in Q3 and there was a question raised by Ellie Hagopian on beginning the high-level design and also selecting towns or regions to focus on and to begin pole surveys in. Steve Huffaker explained that there had been discussion of which towns to begin with tangentially, and that there would be some constraints to keep in mind such as interconnectivity with the Operating Partner.

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Steve Huffaker asked broadly about the issuance of a pre-subscription survey fairly quickly, noting the limitations of not fully understanding what services may be offered or what they may cost. Steve Huffaker continued to note that once the services were settled on, they may be able to then issue a survey which would indicate level of adoption of service and this could be tied into a GIS system. Steve Huffaker explained that he had illustrated a number of criteria for selecting which towns would be served first including engineering, monetary resources, geography, and where the served and underserved are located so there would be a number of factors at play. Steve Huffaker emphasized the need to think deeply on this topic now so that there could be direction given during the high-level design and pole survey work.

Ellie Hagopian noted that there were no dependencies in the high-level design but that it would be good to get an understanding of where to start with the pole survey and as Maple Broadband had not yet designated a critical path or workplan, that a decision on where to start would be desired at the conclusion of the high-level design. Steve Huffaker explained there was no necessity to wait on DPS funding for this work, given that there were still reserves in the bank account.

Arabella Holzapfel asked about the recommendation of the pre-purchase of fiber and how that might work. Steve Huffaker noted that the lead time on fiber is currently 8 months and there would be a need to get fiber soon in order to start building next year. Steve Huffaker explained that there may need to be a deliberate examination of what items have long lead times and there would be costs associated with these items, and storage would need to be a consideration given the size of some of these items. Steve Huffaker noted that once there is an agreement with the Operating Partner, they may be able to order materials concurrently which may save on costs, or the Operating Partner could order materials for them and cashflow would be an important consideration. Steve Huffaker explained that a conversation with ValleyNet also illustrated the value of keeping an eye on materials with long lead times so that contractors could stay busy during the construction phase and not experience delays.

Nancy Cornell explained that grant applications often ask about certain geographic information, like Census Blocks and asked if the high-level design and geographic information system work may use these geographies or if the pre-subscription surveys may tie into this. Steve Huffaker explained that the Census Blocks came into discussions recently, and there was an acknowledgement that geographic information would need to be defined. Steve Huffaker noted that the Operating Partner expressed

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an interest in Maple Broadband providing address-level premise information as well as other geographic location information, which could be captured in high-level design and integrated into a geographic information system.

Nancy Cornell explained that the NTIA grant may be interested in knowing which Census Blocks will be served. Ellie Hagopian explained that a Census block would be an attribute of an address, so this seemed reasonable. Fyn Fernandez provided background on Census Blocks, and explained that the data is refreshed every ten years, but there was a 2020 update.

Ellie Hagopian explained that Maple Broadband had the ability to choose the build-out plan, and that while there are some constraints, it may be helpful to think of logical service areas instead of a town-by-town or Census block approach. Steve Huffaker explained that one of the bidders explained an approach of selecting electrical substations to prioritize, which may not be viable, but they could select territories not bound by town lines.

Nancy Cornell asked about RDOF limits, and Steve Huffaker noted that RDOF touched parts of Ripton and could be disregarded as it may not materialize for ten years. Adam Lougee explained that it was his understanding that they could still build in RDOF territory, and Steve Huffaker explained that Maple Broadband did have an opportunity to serve RDOF territories especially if they could serve less dense areas more quickly. Nancy Cornell asked about mixing funding sources, especially federal monies in RDOF areas, and Steve Huffaker explained that the majority of funding would come from the state.

## 8. Executive Session

Steve Huffaker moved that he found that premature general public knowledge of Maple Broadband’s discussions about the operating agreement and RFP status report would clearly place Maple Broadband at a substantial disadvantage because it risks disclosure of Maple Broadband’s negotiations strategy if it were to be communicated to the public, the motion was seconded by Nancy Cornell and all members present consented to the motion.

Steve Huffaker moved to enter into Executive Session for a discussion regarding the operating agreement and RFP status and other confidential matters under Title 1, Section 313, Subsection A of the Vermont Statutes which was seconded by Magna Dodge and all members present consented to the motion.

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## 9. NTIA Grant Update

Steve Huffaker explained that an earlier conversation with the Operating Partner indicated that it may not be feasible to approach this opportunity together, but that the available funding is substantial. Nancy Cornell explained that the grant was due on August 17th and there is a team working on exploring the feasibility of applying and there is an upcoming webinar that she would be attending. Nancy Cornell went on to note that while it is complex, it could be of interest and they would need to connect with a state point of contact in order to apply. Nancy Cornell explained that the grant is for partnerships between municipal entities and existing operators, and for areas with less than 50,000 inhabitants so it is a good fit. Nancy Cornell explained that this would be for building, and it is earmarked to be awarded and for awardees to start using the funding in November of 2021 and the spend horizon is for one year. Nancy Cornell explained a question was whether or not this could be used for Maple Broadband's build and the partner's build as well. Steve Huffaker noted that this would be of interest to their delegates as well. Steve Huffaker explained that the Operating Partner remarked that the territory has a number of gaps in terms of Census Blocks, which is challenging.

Nancy Cornell asked Adam Lougee about Fred Kenney's capacity, and Adam Lougee explained that Fred may be helpful. Adam Lougee explained that he thought this funding source could be seen favorably by the delegates, given the partnership aspect and that this was being pursued alongside other funding. Magna Dodge and Nancy Cornell explained they would check-in with the team to see what their thoughts were.

## 10. Future Meeting: June 24th

Steve Huffaker explained that given the upcoming schedule, the normal meeting would be on the 24th and his suggestion would be to earmark this date, but to be open if there was a need in scheduling something sooner. Nancy Cornell noted she thought this was fair, and Magna Dodge noted they could earmark 1 pm on the 15th or 22nd in the event there was a need, which was agreeable. There was discussion of coordination with the Governing Board and reporting back.

## 11. Adjourn

Magna Dodge made a motion to adjourn the meeting, and the Executive Committee adjourned the meeting at 2:48 pm by consensus.