

Maple Broadband
Addison County Communications Union District

Monthly Meeting Minutes

June 2, 2021

5:00 p.m. – 6:30p.m.

VIA ZOOM

Join Zoom Meeting

<https://us02web.zoom.us/j/86372684374?pwd=RmJUaWxYZC92Y21JTDJTOG9GWHhldz09>

Meeting ID: 863 7268 4374

Passcode: 427908

Join by phone: +1 646 558 8656

Steve Huffaker, Chair of Maple Broadband 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;
Steve Huffaker, Delegate Ferrisburgh;
Howard Hall, Delegate Panton;
Arabella Holzapfel, Treasurer, Ferrisburgh;
Spencer Putnam, Delegate Weybridge;
Mark Gibson, Alternate Bristol;
Ellie Hagopian, Alternate New Haven;
Paul Forlenza, Delegate Lincoln;
Rick Scott, Delegate Bridport;
Andrew Martin, Delegate Waltham;
Shannon Haggett, Delegate Vergennes;
Jessica James, Alternate Ferrisburgh;
Hugh McLaughlin, Alternate Middlebury;
Magna Dodge, Delegate Cornwall;
Dan Sonneborn, Delegate Bristol;
Sandy Korda, Delegate Orwell;
Paul Vaczy, Delegate Salisbury;

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

Fyn Fernandez, Intern

- 2. Agenda Approval.** Steve asked for additions or changes to the agenda. **Magna Dodge moved approval of the agenda. Paul Forlenza seconded the motion, which passed by a voice**

vote/show of hands.

3. **Adoption of May Meeting minutes:** The minutes were posted to the website and distributed prior to the meeting. **Magna Dodge moved to adopt the minutes. Shannon Haggett seconded the motion, which passed unanimously by a voice vote/show of hands.**

4. **Bylaws Discussion:** Steve asked Adam to explain this provision. Adam noted that we had recently found an error in our bylaws concerning regular meetings. State Statute requires that communication union districts (“CUDs”) shall hold their organizational meetings annually on the second Tuesday of May. 30 V.S.A. 3060. Maple Broadbands bylaws state that the annual shall be on the second Tuesday in May. However, they go on to state that “the founding organizational meeting shall be the annual meeting for the first year of the organization.” Maple Broadband held its organizational meeting in September, 2020. Unfortunately, we did not anticipate another annual meeting until that time. We were in error and should change the bylaws to delete the second sentence noted above and hold our annual organizational meetings on May 2nd as dictated by statute. **Adam warned the group that he will put this bylaw change on the agenda for the July 7th meeting and request that the vote to change it at that time.**

Adam also noted that because of the error in the bylaws, we did not conduct our annual meeting in May and did not elect new officers. He asked the group how they would like to remedy that situation. He suggested a vote at the meeting next month or a vote to wait and elect officers at the annual meeting next May, effectively keeping the same officers until that time. Shannon Haggett suggested that the current officers should retain their offices until the next annual meeting on May second since they had served less than a year in office. The delegation concurred. **Steve Huffaker proposed to make it official and moved to extend the term of the current slate of officers until the annual meeting, May 2, 2022. The slate included:**

Steve Huffaker, Chair
Nancy Cornell, Vice Chair
Arabella Holzapfel, Treasurer
Adam Lougee, Clerk

Carl Seibecker seconded the motion, which passed unanimously by a show of hands and voice vote.

Steve thanked all for the vote. He also took this opportunity to introduce Fyn Fernandez, a Middlebury College student that will serve as Maple Broadband’s intern this summer.

5. **Financial/Grant report:** Magna Dodge gave the financial report. She noted that last month Nancy noted that she was working on the following grants:
USDA \$30,000
USDA \$150,000
Hannaford \$50,000
NBRC \$1.2M for PPP

Walter Cerf \$5,000

Magna noted that we had not received the Hannaford grant and had not heard back from the other funding sources.

Lastly, Magna reported the good news that Maple Broadband had received a pledge from the Town of Cornwall to use \$150,000 of their ARPA funding for broadband development. She noted that Maple Broadband will work with Cornwall to publicize the decision and hope that other towns will follow suit. Spence Putman noted he thought Weybridge may also make a donation and he will follow up with them. Steve noted he had already visited with 16 selectboards to talk about maple Broadband and that he hoped others would follow.

Magna noted she would forward a presentation to the delegates regarding funding.

6. **Treasurer's Report:** Arabella noted Maple Broadband still had a fund balance of a little over \$26,000, or about the same as we had last month. We are currently incurring no significant costs beyond minute taking for Executive Committee meetings.
7. **Clerk's Report:** Adam noted Maple Broadband had applied for and been awarded a grant of \$17,500 to cover administrative expenses from DPS in Round 1 of this year's grant awards.
8. **Conflict of Interest Question:** Last month Paul Forlenza asked if Maple Broadband had any conflict of interest provisions. Paul noted that since he was a Selectboard member from Lincoln and also a delegate he wondered whether it would be prudent for him to recuse himself if Lincoln decides to vote on whether to send any ARPA money to Maple Broadband. Steve noted that the Lincoln Town Attorney had advised Paul to avoid any potential conflict by recusing himself from the vote.
9. **Other Business:** None.
10. **Executive Session:** Steve moved to find that premature general public knowledge regarding Maple Broadband's operating agreement discussions and RFP status report would clearly place Maple Broadband at a substantial disadvantage, because it risks disclosure of Maple Broadband's negotiation strategy if it were to be communicated to the public. Paul Forlenza seconded this motion, which passed unanimously.

Steve then moved to enter into Executive session to discuss operating agreement discussions and RFP status under Title 1, Section 313 subsection (a) of the Vermont Statutes. Magna Dodge seconded the motion, which also passed unanimously and the Board entered executive session.

The Board left the executive session at 6:31.

Steve Huffaker moved that Maple Broadband proceed to pursue an operating agreement

with its preferred partner. Carl Siebecker seconded the motion, which passed by a show of hands.

Steve Huffaker then moved that Maple Broadband select Vantage Point as its preferred contractor for its pre-engineering work and pursue a contract with Vantage Point to engage in that work as soon as it works out its funding sources. Paul Vaczy seconded the motion, which passed unanimously by a show of hands.

Steve thanked the Board for its votes. He invited any delegate to call him personally to discuss any aspect of the operating agreement or the buildout.

11. **Future Meeting:** Our next meeting will be on **June 17, 2021**.
12. **Adjourn:** Magna Dodge moved to adjourn, Rick Scott seconded the motion and the members voted unanimously to adjourn at 6:37 p.m.

Respectfully Submitted,

Adam Lougee, Clerk