



Date Approved: July 8, 2021

**Addison County Communications Union District dba Maple Broadband**

**Executive Committee Meeting Minutes**

**July 1, 2021**

**3:30 PM - 5:00 PM**

**Location: 14 Seminary Street, Middlebury, VT  
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 3:33 pm.

Steve Huffaker, Chair, Ferrisburgh;  
Ellie Hagopian, at large representative from New Haven;  
Dan Sonneborn, at large representative from Bristol;  
Magna Dodge, at large representative from Cornwall;  
Arabella Holzapfel, Treasurer, ex-officio representative from Ferrisburgh;  
Adam Lougee, Clerk, ACRPC;  
Andrew L’Roe, ACRPC;  
Cy Tall, Bookkeeper;  
Fyn Fernandez, Intern;  
Robyn King, Minute Taker.

**2. Approve the Agenda**

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

**3. Previous meeting minutes approval - June 22**

Steve Huffaker asked for a review of the June 22 meeting minutes, and given the density of information in the minutes and the absence of some Members of the Executive Committee, it was agreed that minutes approval would be deferred till the next meeting.

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**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

#### 4. Financial Report

##### a. Grants

*i. CARES grant close-out*

Steve Huffaker noted that he closed out the CARES Grant by submitting thorough paperwork to the DPS. Steve Huffaker noted that it would be good to convene with Nancy Cornell to organize all paperwork associated with the grant and other grants so that it's easy to access in the future.

*ii. DPS Grants pending*

Steve Huffaker explained that they had gotten the Round 1 grant approved for \$17,250 for legal services, Microsoft Office licenses, support from ACRPC, minute-taking services, and a contingency. Steve Huffaker noted that Round 2 is for the high-level design and is in the amount of \$45,000. Steve Huffaker explained that some of the paperwork for this grant would be forthcoming.

Arabella Holzapfel asked if the funds would be auto-deposited, and Adam Lougee noted he remembered this to be auto-deposited in the past. Steve Huffaker explained that they may receive these funds in phases, but there wasn't clarity on how these funds would be disbursed. Steve Huffaker noted he anticipated there would be a contract or document to apply for the grant, and there may be an approval with associated paperwork and he would be notifying the Executive Committee of any developments.

*iii. Act 154 Good Standing Certification*

Steve Huffaker explained this was a document requested from DPS that confirmed that they were in good standing with various state agencies and in relation to orders of consent, and this had been completed and sent in.

*iv. Grant reporting planning*

Steve Huffaker noted that this would be deferred until Nancy Cornell joined the meeting next week.

##### b. Treasurer

Arabella Holzapfel explained that the current balance was roughly \$26,400.

c. Accounting changes update

Magna Dodge noted that she, Arabella Holzpfel, and Cy Tall had been coordinating and Cy Tall had created financial policies and procedures that are still being worked through. Magna Dodge noted she anticipated a final version to be sent around in the coming weeks, and they were working out the various needs including reporting. Magna Dodge explained they were continuing to vet accounting firms, including Compucount in Randolph who helps with Town Hall Theater activity, and another firm in Orwell. Magna Dodge explained that if neither firm were interested, they would engage in broader outreach and touch base with other CUDs to see what they had in place, and possibly issue an RFP.

Steve Huffaker noted that he had a desire for resilience so there was room for Cy Tall to take breaks, and it was good to be mindful of moving this forward even if there was not an immediate need. Steve Huffaker mentioned there was an awareness of the need for an annual audit and was curious about timing. Magna Dodge explained that an audit would be done on year-end financials instead of mid-stream and there should be an awareness of resources and availability. Magna Dodge explained an RFP might be appropriate in this case, so that there's an understanding of costs. Adam Lougee explained he has an RFP for auditing services that is a template from ACRPC, and Steve Huffaker noted that Ellie Hagopian may be taking the lead on this item.

Steve Huffaker noted that there was a question of whether the RFP should be just for auditing or for broader services. Arabella Holzpfel explained it would not be appropriate to have one firm for all services, and it was her understanding the audit would be in January-February timeframe. Magna Dodge noted that they may want to have firms lined up now for this future work in case there was scarcity in this market. Magna Dodge offered to connect with the Town of Cornwall to see who they use. It was concluded that there were two needs, one for an auditor and the other for an accounting firm and they may want to issue an RFP in the Fall for winter services. Ellie Hagopian noted she had consulted a friend on this item, and would connect with others who have RFP templates. Steve Huffaker noted that Carol from ValleyNet had passed along an audit that had been done with EC Fiber, and this adds to the list of candidates for this service.

d. Procurement Policy



Steve Huffaker noted it was his understanding that this was in progress. Cy Tall explained she had read the procurement document from the Vermont League of Cities and Towns and it was her understanding that this would provide Maple Broadband with what they needed if tailored to their specifics. Steve Huffaker noted that it seems that a number of selectboards have used this document, and it should be sufficient to modify this document to their needs.

## 5. Operations Report

### a. Ellie Report

Ellie Hagopian noted that this was a slow week, with one new person sign-up on the ability to contact them via email, there were two new info@ email sign-ups, one in Vergennes and the other in Middlebury, and three sign-ups for people being interested in broadband one in New Haven, Panton, and Starksboro.

### b. GMP NJUNS (National Joint Utilities Notifications Systems Filing)

Steve Huffaker noted that there was a need to make a filing to the PUC for pole attachments to Green Mountain Power under NJUNS. Steve Huffaker explained that Green Mountain Power wanted an affidavit filed with the PUC including contact information and representation to abide by a rule that governs pole attachments. Steve Huffaker noted this goes back to the Certificate of Public Good item, and he had checked in with the PUC Clerk who gave concrete directions on how to file with ePUC, which is an online tool and Ellie Hagopian agreed to take this on.

## 6. Marketing Report

### a. Bristol Presentation: June 28, Starksboro Presentation: July 6

Steve Huffaker explained these were the final two presentations to member Towns on updates and that he had presented to Bristol on June 28th and would be presenting to Starksboro on July 6th. Steve Huffaker noted that when he met with the Bristol Selectboard, there was an explanation that they could not make a decision to spend ARPA funds independently and they would need to ensure there were public hearings and other ways for the community to give feedback. The Bristol Selectboard had asked for a proposal, and it was noted that July 15th was the deadline for requesting ARPA fund, which made this time-sensitive. Steve Huffaker noted that the Town of Ferrisburgh Selectboard Agenda had an item on voting on the funding.

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Monkton  
Ripton  
Vergennes

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Leicester  
New Haven  
Salisbury  
Waltham

Bristol  
Lincoln  
Orwell  
Shoreham  
Weybridge

Cornwall  
Middlebury  
Panton  
Starksboro  
Whiting

Adam Lougee noted that the Towns needed to make a request by July 15th, and the first funding disbursement would come 30 days after the request and the second half would come a year after that, and there is a three year spending horizon. Steve Huffaker noted that in terms of the tranches, there were a number of unknowns. Magna Dodge suggested an email be drafted to the chair of each of the selectboards reminding them of funding shares by town and the overall request so this would be top of mind. Steve Huffaker asked if towns would be requesting a total amount with half to be disbursed in the immediate future, with the second half next year. Adam Lougee explained some of the specifics of the process, and confirmed it was his understanding that towns would be requesting one lump sum that would be disbursed in two tranches. Steve Huffaker noted he would draft a simple email to be sent around to chairs of town selectboards, and Magna Dodge noted the importance of emphasizing pre-construction costs.

b. Dan Report

Dan Sonneborn noted that there has not been much marketing progress. Dan Sonneborn explained that there may be a need to outsource marketing services given potential future need and internal capacity to carry out marketing needs. Steve Huffaker noted that there was an understanding that the operating partner could take on a significant role as it relates to marketing, and there could be future needs so this request is not unreasonable. Magna Dodge noted that a first step before an RFP would be to connect with the potential operating partner and identify what services they would be requesting. Magna Dodge expressed an understanding that there may need to be outsourcing of certain tasks and there was not an expectation that internal resources would be spearheading marketing activities. Dan Sonneborn noted an agreement with Magna's comment and there was not a need to be broad in terms of marketing services, and there should be an understanding with the potential operating partner.

7. Executive Session

Steve Huffaker moved that he found that premature general public knowledge of Maple Broadband's discussions about the operating agreement discussions 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 Magna Dodge and all members present consented to the motion.



Steve Huffaker moved to enter into Executive Session for a discussion regarding the operating agreement 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.

8. Future Meeting: July 8

9. Adjourn

Magna Dodge made a motion to adjourn the meeting, and the Executive Committee adjourned the meeting at 4:56 pm by consensus.

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Maple Broadband Member Towns

Addison  
Ferrisburgh  
Monkton  
Ripton  
Vergennes

Bridport  
Leicester  
New Haven  
Salisbury  
Waltham

Bristol  
Lincoln  
Orwell  
Shoreham  
Weybridge

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Starksboro  
Whiting