



Date Approved: July 29, 2021

Addison County Communications Union District dba Maple Broadband

Executive Committee Meeting Minutes

July 22, 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;
Nancy Cornell, Vice Chair, Starksboro;
Magna Dodge, at large representative from Cornwall;
Ellie Hagopian, at large representative from New Haven;
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

Nancy Cornell moved to approve the agenda with Ellie Hagopian seconding the motion and the motion passed unanimously.

3. Previous meeting minutes approval - July 8a, July 8b, July 15

The minutes approval was deferred until the Executive Committee Meeting on July 29.

4. Financial Report

a. Grants

i. *DPS Grants update*

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

It was discussed that Steve Huffaker and Nancy Cornell were working through the requirements of the H315 grants covering operational services and high-level design, and there was coordination with Middlebury College. It was discussed that items that needed attention are grant auditing and financial controls, and it was noted there are certain criteria for auditing that would need to be prepared for.

ii. Grant reporting planning

Steve Huffaker suggested that ACRPC could help support grant administration if there are needs beyond Maple Broadband’s capacity. Steve Huffaker suggested that there would be a service-level agreement with ACRPC that would provide scope regarding at-will services and any other requirements that the parties agree on and there was general consensus that this was a sound approach.

Nancy Cornell explained the potential operating partner was pursuing the NTIA grant through Maple Broadband and there was forward movement.

- b. Accounting changes update, Accounting Policy, and Procurement Policy
There was discussion of finalizing the Accounting Policy, and Nancy Cornell explained that the next step would be to obtain ACRPC guidance on some items in the draft Policy as well as finalizing the grant section. It was suggested that this document be named the Accounting and Audit policy, given the scope, which Cy Tall agreed to change.

It was noted that there would need to be an examination of thresholds in the Procurement Policy to ensure they align with federal standards. It was discussed that anything over \$10,000 and below \$250,000 would need to go out to bid, and this was confirmed through Executive Committee consensus.

- c. Auditor RFP

There were no updates on this item.

- d. Treasurer

Arabella Holzapfel explained the current balance was \$26,405.61. There was consensus that an invoice that had been received could either be paid with grant funds or with the existing balance, depending on when costs were incurred. There was discussion of the process to fill the position of Treasurer,

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given Arabella Holzapfel’s departure, and it was agreed that Steve Huffaker would provide a starting description to Arabella Holzapfel to tailor based on current tasks that would be circulated for review after drafting.

5. Operations Report

a. High-Level Design Update

Steve Huffaker explained that things were going well with the engineering firm, that they were interested in data regarding dark fiber, and there was sufficient data being provided.

b. Public Relations Policy

There was discussion of progress with the draft Public Relations Policy document, with Ellie Hagopian noting that she would be providing feedback as the Operations Committee Chair.

c. Ellie Report

Ellie Hagopian noted there was no activity on the forms, and one person had sent an email to info@. Adam Lougee noted there was a volunteer that came through ACPRC that he would refer to Ellie Hagopian.

6. Marketing Report

Fyn Fernandez explained they were focused on content creation in the past week.

It was noted that with an upcoming agreement with an operating partner, it would be good to prepare a frequently asked questions document that could answer most questions from the public. Steve Huffaker asked Executive Committee members to think of questions for this document. Steve Huffaker explained there may be a need or desire for a press release with developments with the NTIA grant and it would be productive to start work on this. Steve Huffaker explained deadlines for these materials may be mid-August and it would be good to be prepared ahead of time.

There was a discussion of tactics that could help raise awareness of Maple Broadband including word of mouth, social media, and linking to information on CUDs in the press. It was agreed that a key tactic would be distributing information via Front Porch Forum, which Fyn Fernandez and Dan Sonneborn were working on.

7. Other Business

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 Vergennes

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 Leicester
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There was discussion of conversations at VCUDA regarding Open Meetings Law. Adam Lougee suggested Maple Broadband follow Open Meetings Law, and that if Maple Broadband decides not to have a physical presence, ACRPC would follow that decision and still offer support. Steve Huffaker explained that VCUDA will be hosting physical meetings on a rotating basis and a physical presence for Maple Broadband can be the Town of Ferrisburgh Offices through to 2023, and ACRPC offices could be available as well. There was discussion of operational specifics of Open Meetings Law, with an understanding that the Executive Committee may need to prepare for physical meetings moving forward.

8. Executive Session

Steve Huffaker moved that he found that premature general public knowledge of Maple Broadband’s discussions about the operating agreement 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.

9. Future Meeting: July 29

10. Adjourn

The remaining Executive Committee members adjourned the meeting at 5:42 pm by consensus.