

Maple Broadband
Addison County Communications Union District

Monthly Meeting Minutes

July 7, 2021

5:00 p.m. – 6:30p.m.

VIA ZOOM with a physical presence at ACRPC's offices at 14 Seminary Street in Middlebury

Join Zoom Meeting

<https://us02web.zoom.us/j/83772930057?pwd=TLZZVlFoYkp6YVY4WVRXVU9BS3hWZz09>

Meeting ID: 837 7293 0057

Passcode: 481337

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 5:06 p.m.

1. Welcome/Introductions/Roll Call

The following people were present:

Steve Huffaker, Delegate Ferrisburgh;
Arabella Holzapfel, Treasurer, Ferrisburgh;
Ellie Hagopian, Alternate New Haven;
Shannon Haggett, Delegate Vergennes;
Magna Dodge, Delegate Cornwall;
Paul Vaczy, Delegate Salisbury;
Mark Sheets, Alternate Bridport;
Nancy Cornell, Delegate Starksboro;
Paul Nikolich, Alternate Addison;
Ross Conrad, Delegate Middlebury;
Rich Warren, Alternate Starksboro;
Carl Siebecker, Delegate Shoreham
Mark Gibson, Alternate Bristol;
Mark Boltz-Robinson, Delegate Monkton;

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. **Paul Nikolich moved approval of the agenda. Magna Dodge seconded the motion, which passed by a voice vote/show of hands.**

3. Approve meeting minutes June 2, June 17. Magna Dodge moved to approve both sets of meeting minutes. Ross Conrad seconded the motion. After some discussion regarding the minutes of June 17th, both sets of minutes passed by voice vote/show of hands.
4. Bylaws change: SECTION 3 – REGULAR MEETINGS. Steve explained that at the June 2, 2021 meeting he noted that our bylaws failed to follow the Vermont Statutes, which require that our annual meeting be held on the second Tuesday of May of each year. At that meeting Steve proposed that we would revise the bylaws to match the statute by removing the third sentence in Section 3. He also noted that we would vote on that change at the next regular meeting of the board to provide for the required notice period before the Board may vote on changes to the bylaws. **Steve Huffaker then moved to revise Section 3 of the Bylaws, entitled “Regular Meetings” to delete the third sentence, which states, “The founding organizational meeting shall be the annual meeting for the first year of the organization.” Carl Seibecker seconded the motion, which passed unanimously by a show of hands/voice vote.**
5. Operating agreement update. Steve Huffaker reported that overall our negotiations with our potential operating partner are progressing well. Steve and Magna have conducted numerous meetings with the operating partner. Steve noted we are exchanging drafts of the operating agreement and reviewing it with our respective legal counsel and are hopeful to have an agreement to bring to the Board for its approval shortly.

A number of members of the full board asked questions about affordability and the payment structures. The Executive Board understands the market and other providers' price structure. The Executive Board is also taking advantage of our Consultant, Valley.net, the operating arm of ECFiber, to understand what we need to do to get to acceptable prices and to preserve our ability to get to the municipal bond market. Maple Broadband must preserve its ability to get to the municipal bond market in order to borrow money at favorable rates to build our fiber. So, while Steve stated he understood the Board's interest, he could not provide hard numbers at this time because the cost will be so directly tied to the capital we must still raise. Steve also reminded the Board that they will ultimately vote on whether to accept the operating agreement the Executive Board negotiates, so they will see all the details at that time.

6. Grant Report. Steve noted we had received two relatively small grants from DPS to support our current legal work (\$17,500) and to support our high level network design (\$45,000). As soon as we can secure other grant funding, we will engage with VantagePoint, the engineering firm approved at the last full board meeting, for all of our pre-construction needs.

Magna noted that prior to the county money being pulled back, Cornwall had allocated \$150,000 to Maple Broadband. With the county money pull-back, Cornwall revoted to allocate \$50,000 to Maple Broadband. Magna noted she hoped other towns would follow Cornwall's example and use their funding to support broadband. It will make a huge difference for Maple Broadbands costs.

Nancy also noted that we are still waiting on two USDA grants, one for \$50,000 and one for \$150,000, a Walter Cerf grant for \$5,000 and we are still waiting on all the money from S. 360, which allocates \$150,000,000 for broadband.

7. Accounting changes. Steve noted that to date ACRPC has supported Maple Broadband by providing accounting services. Things have gone well to date. When we start getting big grants for building fiber, Maple Broadband will want to control its own finances in house. Maple Broadband is slowly transitioning to take over its own accounting. Cy Tall, a recently appointed alternate from Cornwall, is setting up book-keeping activities.
8. Auditor RFP. Maple Broadband is required to audit our books by the end of the calendar year. Ellie Hagopian is working on an RFP to identify an auditor for Maple Broadband's books.
9. High-level network design update. Steve noted we are working on high-level design currently. We are currently collecting information regarding dark fiber available for lease in the region. It is potentially less expensive than pulling fiber ourselves. **Paul Nikolich volunteered to review the draft high-level design when it is available.**
10. Treasurer's Report. Arabella Holzapfel, Maple Broadband's Treasurer, reported that our bank balance remains at over \$26,000 and has stayed largely the same over the past several months. Arabella thanked Adam and ACRPC for finding other funding resources to fund their work.
11. Clerk's Report. None.
12. Other Business. No other business.
13. Executive Session: None held.
14. Future Meeting: Our next meeting will be on August 4, 2021.
15. Adjourn: **Magna moved to adjourn, and the members voted unanimously to adjourn at 6:02 p.m.**

Respectfully Submitted,

Adam Lougee, Clerk