

Approved November 17, 2022

Addison County Communications Union District (dba) Maple Broadband

Executive Committee Meeting Minutes

October 27, 2022

3:30 pm - 5:00 pm

Location: 14 Seminary Street, Middlebury, VT

VIA ZOOM

Recording announced.

1. Call to Order

The meeting was called to order at 3:32 pm by the Chair.

PRESENT

Steve Huffaker (Ferrisburgh) - Chair

Carl Siebecker (Shoreham) - Vice-Chair

Nancy Cornell (Starksboro) - At large

Dan Sonneborn (Bristol) - At large

Shannon Haggett (Vergennes) - At large

Ellie de Villiers – Executive Director (ex officio)

Magna Dodge - Chief Financial Officer (ex officio)

Cy Tall – Treasurer (ex officio)

Adam Lougee - Clerk (ex officio)

2. Approve the Agenda - MOTION to approve the agenda as modified, with addition of 2023 Strategic Planning in Financial, was APPROVED by show of hands/voice vote.

3. Approve Minutes - October 13 - MOTION to approve the minutes as posted, was APPROVED by show of hands/voice vote.

4. Public Comments - none

5. Chair Report -

- Planned construction in the Town of Ripton has been moved from a later phase to the beginning of Phase 2.
- A presentation from Equal Access to Broadband (EAB) is scheduled at the end of the November 10 meeting. Committee members should send their question and comments regarding EAB to Magna D, who is compiling them.

6. Financial

- a. Matching grant program - Ellie dV. discussed considerations, potential uses of town ARPA funds, and fundraising strategy/timeline for raising ARPA funds from towns.
 - Considerations: ARPA funds from towns must be obligated by the end of 2024 and spent by the end of 2025. Ellie dV. explained that while town ARPA funds are unrestricted, the matching funds from Vermont Community Broadband Board (VCCB) must be used in compliance with Act 71.
 - Potential uses of unrestricted town ARPA funds: construction of routes excluded to be built with grant funds, building out small spurs inefficient to exclude under grant funded rules, capex for drops to served addresses in excess of 20% allowed, capex for long drops, reserve for affordable access, reserve for matching funds (Nancy C. pointed out that this last potential use may not be advisable).
 - Fundraising strategy/timeline: finalize template this week, finalize customized strategies for each town by early November, press engagement by mid-November, direct town engagement on ongoing basis.
 - Next step: gather information to discern which potential use options are most effective.
- b. Otter Creek Communication Union District (OCCUD) Report - Ellie dV. reported that she looked into the request from OCCUD regarding Castleton and three other towns in the OCCUD district. The ball is now in OCCUD's court to socialize Maple Broadband's fees, which are higher than would be the case if OCCUD partners with an existing operator to do line extensions in those towns. So the CUD and towns need to decide if paying higher fees in the short term, and having public ownership and accountability, is acceptable to them. Pending this

answer, any further work on the side of Maple Broadband to consider this option is halted.

- c. Seek additional pre-construction funds from VCBB? Ellie dV. said she has been working on budgeting for pre-construction expenses beyond 2023. She reported that approximately \$500,000 is what is remaining when we reserve the \$700,000 Waitsfield and Champlain Valley Telecom have asked for out of pre-construction funds.
- d. 2023 Strategic Planning -
 - Ellie dV. reviewed current grant status, assured grant funding from VCBB, and grant funding opportunities. She advised that the general principle is that Maple Broadband should build as fast as possible, given the availability of grant funding.
 - Planning - 2023 budget is for 200 miles of network build. The construction contractor Syracuse has said they have the capacity to build as many miles as Maple Broadband directs them to build. Ellie dV. advised that one phase does not need to be completed before the next phase begins.
 - Ellie's Recommendations - order the maximum amount of long lead time materials as soon as possible and clarify realistic expectations of funding.

7. Operations

- a. Fiber cable RFQ report - three bids were received and some leveling was done, based on lead time and cost. One bid is not being considered further, because of cost. To complete the leveling process, more information is needed from the other two bidders. In the meantime, it was agreed by consensus to ask the Governing Board on November 2, to authorize the purchase of cable, within a high/low range.
- b. Executive Director engagement update - good progress, nearing completion
- c. Construction update - Vantage Point Solutions is overseeing Syracuse on the ground. Overall satisfaction with Syracuse is high.

8. Executive Session

MOTION was made to find that premature general public knowledge of Maple Broadband's business strategy would clearly place Maple Broadband at substantial disadvantage and risk disclosure of Maple Broadband's pending activities, if they were to be communicated to the public. Motion APPROVED by show of hands/voice vote.

MOTION was made to enter into executive session to discuss Maple Broadband's business strategy related to Maple Broadband's progress under Title 1, Section 313, Subsection A of Vermont's Statutes. Motion APPROVED by show of hands/voice vote.

The Committee went into Executive Session at 4:36 pm and came out at 5:03 pm.

Operations continued

d. Hubs update - Steve H. reported that there have been some challenges with construction of the hub in Cornwall and another contractor is being engaged.

e. Generator task group update - Elle dV. said that the plan is for the group to have its first meeting the second week of November.

f. Right of Way (ROW) facilitator - Karen Koteki is an experienced ROW facilitator who has been working with other CUDs in Vermont. Legal review of a draft agreement of the scope of work for her hourly services has been done. Budget includes a line item for professional services such as she provides. Agreement has yet to be signed. Her services are expected to increase efficiency and improve outcomes. Ms. Koteki will provide direction to VPS on what needs to be done in each town to secure right of way agreements prior to construction.

9. Marketing

a. Website refresh update - mock ups in process have been viewed by Ellie dV. and Dan S. Marketing calendar is expected at the next meeting with Pivot. All agreed with Adam L.'s suggestion that a longer report on marketing would be appreciated and a separate meeting on November 3 was scheduled to focus on marketing.

b. CrowdFiber - will be integrated along with the website refresh.

c. Other - Feature article about Maple Broadband, published today in the Addison Independent, included information about the partnership with Waitsfield and Champlain Valley Telecom, a quote from Christine Hallquist, and an outstanding photo of Ellie dV.

10. Governing board meeting planning - further planning not needed

11. Other Business

11. Future Meetings: November 3, 4-5 pm; November 10, 3:30-5 pm

12. Adjournment -

MOTION to adjourn the meeting was APPROVED by show of hands/voice vote.

The meeting was adjourned at 5:20 pm.

Submitted by Sharon Tierra, Minute-taker