

Approved December 22, 2022

Addison County Communications Union District (dba) Maple Broadband

Executive Committee Meeting Minutes

December 1, 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 3:34 pm by the Executive Director.

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 by striking 6c (Town ARPA match status) and adding in the Governance section a discussion about policies, was APPROVED by show of hands/ voice vote.

3. Approve Minutes - November 17, 2022 - MOTION to approve the most recent version of the minutes as posted, was APPROVED by show of hands/voice vote.

4. Public Comments - none

5. Chair Report - Steve Huffaker

a. Steve H. explained that the first Phase II hub site being considered in or near Vergennes is no longer viable, because the planned future highway bypass is likely to be routed through that site. All agreed with Steve that he should look elsewhere for a more suitable site.

b. Bid opening - 3 bids were received for the RFP for Phase II splitter cabinets and splitters.

- Walker - \$52,492.85

- Power & Tel - \$50,212.56

- Graybar - \$42,495.46

No bid leveling was needed. MOTION to approve the purchase from the lowest bidder, was APPROVED by show of hands/voice vote.

Next step is to formulate an action plan with timeline.

6. VCBB status updates

a. Data & overbuild policy status - draft document with proposed policy changes that Maple Broadband is looking for, has been presented to the Vermont Community Broadband Board (VCBB) but they have not yet voted on it. The matter is scheduled to be on the agenda of the next meeting of VCBB. Ellie dV. said there is wide support for the proposed policy changes.

b. Material purchase status - a policy change related to material purchases with pre-construction funds is also part of the matter on the agenda at the next meeting of the VCBB. The committee discussed the pros and cons of purchasing materials with pre-construction funds in accordance with current VCBB policies.

c. Other - Vermont Department of Public Service (DPS) and the Federal Communications Commission (FCC) have each recently issued mapping data, upon which eligibility for some federal funding to

Vermont is dependent. As some discrepancies have been identified with the data, the VCBB intends to respond with bulk challenges and to notify households about the right to make individual challenges.

7. Operations

- a. Construction update - Cornwall hub pad has been poured. Fiber is being spliced. Cabinet and materials for this hub have arrived in Waitsfield and are due to be transported to Cornwall on December 7. Waitsfield and Champlain Valley Telecom (WCVT) informed Maple Broadband they will be ready to connect by the end of December.
- b. Cow Hill Road - Due to an error by Vantage Point Solutions (VPS), Syracuse buried line that did not need to be buried, incurring extra costs, which Maple Broadband wants VPS to cover. Procedures have been updated, so that this type of error does not occur again.
- c. Service launch update - end of December/first part of January
- d. Splice case design - WCVT has proposed a splice case design change that has significant financial implications for Maple Broadband. Meeting scheduled with WCVT and VPS to discuss options on December 7. Imperative to achieve closure on high level design at that meeting and move on to getting a contractor booked.
- e. Generator task group update - Ellie dV. met with the group earlier today. Good progress is being made in gathering information.
- f. Resourcing - This is a new standing item on the agenda having to do with managing volunteers. Ellie would like to find volunteers with leadership and organizing skills, who would lead and coordinate task groups of volunteers. She would support and manage these leaders who would then work directly with their task group.

8. Marketing update- Dan S. reported that Pivot has been putting together language for business packages.

9. Financial

- a. Business plan update - Ellie dV.'s main focus at this time is finishing the update of the business plan.
- b. Dashboard update - Cy T. presented the financial dashboard, a one page dynamic document for monthly review. The dashboard is designed to clearly show where finances stand now and where they are expected to be one year from now. All agreed this is an excellent format. Cy asked the committee to look over the dashboard again, before it is presented to the Governing Board.
- c. Bookkeeper search update - Cy T. spoke with the candidate, and will follow up on her references. MOTION to approve Cy T., Ellie dV. and Magna D. proceeding with the hiring process of the selected candidate, contingent on her references being acceptable and her rates confirmed to be within the budget, was APPROVED by show of hands/voice vote.
- d. Affordability / EAB next steps discussion - Ellie dV. said that a recent call with Holly G was productive.

10. Governance

a. Executive director authorizations -

- After discussion, MOTION to authorize the Executive Director to sign contracts that are non-financial, was APPROVED by show of hands/voice vote.
 - After discussion, MOTION that the Executive Director have authority to spend up to \$1,500 for Maple Broadband matters without getting permission from the Executive Committee, was APPROVED by show of hands/voice vote.
- e. Settlement authorizations - Began discussions on this important matter. All agreed that discussions should continue and that written policies and procedures having to do with authorizations are clear and transparent. The goal is to finalize authorization policies in January.

11. Executive Session - not needed

12. Other Business -

a. Magna D. said that the National Bank of Middlebury will extend the line of credit, if Middlebury College continues to guarantee it, so that materials can be pre-purchased with this line of credit, if needed.

b. In response to request by Cy T., MOTION to add Ellie dV. as signatory on the checking account, was APPROVED by show of hands/voice vote.

c. Ellie dV. advised that all policies are in need of review, with the financial and purchasing policies as priority.

13. Future Meeting: Thursday, December 8, 3:30 pm - 5:00 pm

14. Adjournment -

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

The meeting was adjourned at 5:16 pm.

Submitted by Sharon Tierra, Minute-taker