

Approved March 21, 2024

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

**Executive Committee Meeting Minutes**

**March 7, 2024**

**3:30 pm - 4:30 pm**

**Location: 14 Seminary Street, Middlebury, VT**

**VIA ZOOM**

**PRESENT**

Steve Huffaker (Ferrisburgh) - Chair

Nancy Cornell (Starksboro) - At-large

Shannon Haggett (Vergennes) - At-large

Jeff Glassberg (Waltham) - At-large

Ellie de Villiers – Executive Director (ex officio)

Cy Tall - Treasurer (ex officio)

Adam Lougee - Clerk (ex officio)

Mollie Read - Lerman Senter

1. Call to order / agenda approval

Recording announced. The meeting was called to order at 3:31 pm by the Executive Director. MOTION to approve the agenda as amended with the addition of “7c. Treasurer” was APPROVED unanimously by show of hands/voice vote.

2. Previous meeting minutes approval: February 29, 2024

MOTION to approve the minutes as presented was APPROVED by show of hands/voice vote, with 4 in favor, 0 opposed.

3. Public comments - none

4. Executive Director Report - Ellie dV.

Ellie's recent focus has included:

- reviewing the RFP responses;
- working with Cy T. on matters related to the audit;
- preparing to review and revise the business plan (this is done twice annually, once before the budget is prepared and once before the annual meeting). Ellie added that potential financiers will want to see an up-to-date business plan.

5. Chair Report - Steve H. - none tonight.

6. BEAD RFP bid summary

a. Accounting - one bid was received.

BerryDunn - Project Principal rate of \$315.00 / hour.

b. Legal - four bids were received.

- ArentFox Schiff - Project Principal discounted rate of \$750.00/hour
- Lerman Senter - Project Principal rate of \$705.00/hour
- Montroll, Oettinger & Barquist - Project Principal rate of \$250.00/hour
- Primmer, Piper, Eggleston & Cramer - Project Principal rate of \$335.00/hour

Ensuing discussion included Maple Broadband's needs regarding a high level of expertise with the BEAD process on the legal side, the amount of the grant from VCBB earmarked for legal and accounting services (some portion of which should be allocated for WCVT legal review), and timing considerations.

Jeff G. recommended that the engagement letters contain "not to exceed" authorizations so the firms would need to come back to bill above the amount specified.

Ellie and Adam advised that two legal firms, ArentFox Schiff and Lerman Senter have the high level of expertise with BEAD that is needed. Next steps would be to set up exploratory calls with these two firms, as well as with BerryDunn on the accounting side.

MOTION to proceed with next steps as proposed by Ellie was APPROVED unanimously by show of hands/voice vote.

#### 7. Calls for decision / key discussion topics

a. Cornwall hub lease - the owner of the land with the long-term lease for the Cornwall hub has requested an increase to the speed of the free internet service the household receives as part of the lease agreement. The current speed of 100/100 is not sufficient for the needs of everyone in the household. The current lease agreement reflects a product that does not exist and is therefore unclear (“business-class service”), and does not reflect the verbal understanding of the parties when first negotiated. Ellie has drafted an amendment to the lease agreement that clarifies that Maple Broadband will provide “one residential internet service line up to the highest residential service speed.”

MOTION to proceed with the lease amendment as presented was APPROVED unanimously by show of hands/voice vote. Ellie will execute the document, send to the property owner, and increase the internet speed according to the amendment.

b. March governing board - the committee discussed whether or not to propose a by-law change at this meeting and how to best show to each town representative the status of network development in their town. It was agreed not to propose a by-law change, unless the legislature makes relevant changes regarding CUDs before the governing board meeting.

It was agreed to use a simple table to show the status of progress in each member town, including those towns that are in WCVT territory, and to discuss with WCVT if this is feasible to present this at the April governing board meeting. Ellie will put this in the parking lot and will reach out to WCVT.

- c. Treasurer - Cy T. reported on steps so far towards finding a new Treasurer.
- Step 1 - tidying up the financial policies is done.
  - Step 2 - Cy has drafted a document describing what the Treasurer is going to be doing, to be used for recruitment.
  - Step 3 - a full job description, is in progress.

It was noted that the Treasurer will be very busy in 2024 and 2025 and probably less busy in later years. Jeff suggested that “capable of being bonded” be added to the description.

#### 8. Other Business

a. Phase 2 launch timeline - Ellie reported that she heard today in the weekly construction meeting that service may be able to be launched in the Phase 2 area as early as this month.

b. Steve asked about the damage done in the Phase 1 area that was noted in a previous meeting. Ellie said that she is discussing the issue with Roger at WCVT before contacting the insurance company.

#### 9. Future meetings/ adjourn

Governing board meeting: March 12, 2024

Next full meeting: March 21, 2024

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

The meeting was adjourned at 4:28 pm.

Submitted by Sharon Tierra, Minute-taker