

Approved June 6, 2024

Addison County Communications Union District (dba) Maple Broadband

Executive Committee Meeting Minutes

May 23, 2024

3:30 pm - 5:00 pm

Location: 14 Seminary Street, Middlebury, VT

VIA TEAMS

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)

1. Call to order / agenda approval

Recording announced. The meeting was called to order at 3:33 pm by the Executive Director. MOTION to approve the agenda as presented was APPROVED unanimously by show of hands/voice vote.

2. Previous meeting minutes approval: May 9, 2024

MOTION to approve the minutes as presented was APPROVED unanimously by show of hands/voice vote.

3. Public comments - none

4. Executive Director Report - Ellie dV.

Ellie reported that her recent focus has been working on the marketing RFP, on BEAD matters and on asset capitalization, including reviewing service vendor payments. Best practices call for capitalizing an asset at

the point of active service, and a service that is related to construction of a network counts as part of a capital asset. Cy added that, moving forward, as invoices come in, they can be tracked as to which service area the expense belongs to and therefore tracked as to when they are part of a capital asset. BEAD matters that Ellie worked on include GIS analysis, accounting, and financial modeling.

5. Chair Report - Steve H.

Steve reported that Maple Broadband has 263 subscribers as of May 20. Two more service areas have been added and are ready to go live in a couple of days after splicing is complete - Vergennes 1 (where the hub is) and another in Orwell.

Steve also mentioned that Ellie has been working with ArentFox Schiff on Maple Broadband's network management agreement with WCVT. Ellie added that the goal is to have the correct language that protects both parties and includes the aspects required under BEAD.

6. Calls for decision / key discussion topics

a. WCVT operations - customer communications, surveys, pipeline update - Pivot has sent drafts of customer emails to go out at different milestones. WCVT has shared their 6 question survey that they send to their existing customers after they convert to fiber. Ellie plans to review this to ensure it is asking the most relevant question for Maple Broadband and then have WCVT send out this survey to Maple Broadband customers. She has consulted Pivot on what should be asked in this type of customer survey. Ellie is waiting for updates to the pipeline report from WCVT. She will discuss this with Roger next week.

b. Bylaws revisions - elections policy and other edits - the committee discussed some clarifying language and some Open Meeting Law requirements. Adam said that there will be a presentation on Vermont's Open Meeting Law, at the Addison County Regional Planning Commission meeting on June 12 at 7. Shannon presented elections policy language. MOTION to instruct Shannon to integrate the elections policy language into the bylaws and distribute to the committee for review, was APPROVED unanimously by show of hands/voice vote.

c. Q1 financials - the committee reviewed and discussed the Statement of Cash Flows January - March 2024 and the Statement of Revenue and Expenses January - March 2024. Discussion included differentiating between capital income and expenses and operating income and expenses.

d. BEAD update - debt, legal accounting - Ellie reported that she signed the engagement letter with Berry Dunn. She said she is waiting to receive the preliminary final set of BEAD addresses before engaging the 2 engineering firms. Ellie said that she will be discussing BEAD strategies in more detail with the committee once she gets the addresses and does an analysis. To participate in BEAD requires a 25% match, so private money is needed. Strategies need to be used in order not to take on too much debt. Ellie discussed the key reasons to participate in BEAD with the committee.

e. Marketing RFP - Steve and Ellie said that Phil Summers from the Addison County Chamber of Commerce strongly advised Maple Broadband to add a budget in the marketing RFP and to have the finalists present a pitch. Ellie said she has 13 firms so far on her list and wants to add local freelancers.

d. Parking lot - issues discussed today:

- ACORD tracking - nearly done by Ellie
- Breakeven subscriber count - Ellie calculates that the breakeven point is 650-700 subscribers. She is projecting 612 customers with active service by the end of the year.

7. Updates

a. Construction status - a number of serving areas are scheduled to come up by the end of the year. Pilot conduit program is underway.

b. Financial - Cy is waiting for asset capitalization work to be done by Ellie.

c. Marketing - Ellie is working on wrapping up deliverables from Pivot, including the customer welcome kit.

d. VCBB and VCUDA - Phase 1 grant close-out with VCBB is in process. VCBB wants estimates going forward to be added to reporting. Ellie is already doing this for the governing board, so it will be easy to add on the report to the VCBB.

e. Affordability - VCUDA is trying to work with VCBB to put together recommendations around affordability to present to the legislature.

f. CCI docket - VCUDA and others submitted pre-filed testimony last week.

8. Other Business

a. Steve advised that Treasurer search be added as a standing agenda item.

b. Steve presented information about a quote for Calix hardware. After discussion, MOTION to purchase Calix hardware in the amount of \$3,192.00 to operate the Leicester shelter was APPROVED unanimously by show of hands/voice vote.

c. Ellie said that her intern starts June 3 and she is going to have them look into the reasons why some people cancelled their order for a subscription and how long it takes people to get installed, once they have signed up and their area goes live.

9. Future meetings/ adjourn

Next meeting: June 6, 2024

MOTION to adjourn was APPROVED unanimously by show of hands/voice vote. The meeting was adjourned at 5:17 pm.

Submitted by Sharon Tierra, Minute-taker