



MINUTES

WiredWest Board of Directors Meeting
Saturday, February 6, 2016, 9:30 am
1 Russell Stage Rd,
Blandford, MA 01008

Welcome and Introductions- Noting a quorum present, Monica Webb called the meeting to order at 9:34 am. She welcomed our delegates, alternates and guests and thanked our Blandford hosts.

Approval of minutes

January 9, 2016 meeting – MaryEllen Kennedy moved; Tim Newman seconded; Discussion ensued with 3 corrections to the minutes; All in favor with 4 abstentions (Craig Martin, Lark Thwing, Bob Armstrong and Ken McInerny).

Report from the Chair - Monica reminded delegate they must take the state ethics test and be familiar with Open Meeting Law. She mentioned the “pause” on which the Governor’s office has put the last mile project and shared the press release crafted by members of the Outreach Committee. She reinforced if anyone wishes to contact the governor or legislators, it is up to the individuals, but that WW is not necessarily encouraging that. Those that do should focus on the important aspects of the solution such as affordable, robust (fiber), ubiquitous coverage that will meet the needs of the towns and its citizens for years to come.

Motion on participation in non-public meetings by non-WiredWest delegates – Jim moved that “Members of a town’s Select Board and/or MLP board be allowed to sign a Confidentiality Agreement and participate in WiredWest non public sessions”. Tim Newman seconded. Discussion ensued; Approved unanimously.

Outreach Committee Report - Bob Labrie asked the members of the outreach committee to stand up and he invited delegates to contact any member of the team with input or concerns. Bob mentioned that the team put up a facebook post as soon as they learned of the state’s “pause”. He let people know that Outreach Committee meetings, agendas and minutes are being posted on the WiredWest website. He asked for each committee to provide an update to the Outreach Committee. They also would like delegates to send clippings in if they see any news items related to broadband so they can be posted on the website. Three of the committee are also looking at the website for updates, etc. so that it will be more valuable to the delegates and the public.

Negotiations Team Report - Kimberly Longey updated the delegates on the activities of the Negotiation Team. They have met in retreat to strategize 5 times among themselves as well as 2 meetings with MBI and MTC, primarily around two main issues: Capitalization of the WW Business and Control of the Assets. The team’s last meeting with MBI was on January 22 just prior to the

“pause”, which is hoped will not be lengthy. The NT has reviewed the materials presented at the MBI board meeting on Jan 26. The NT is not on pause, and continues to work on the significant issues that still need to be resolved. She thanked the members of the team.

Risk Analysis & Financial Report -Bob Labrie mentioned that the agendas and minutes are on the web site and overviewed the progress of the committee. Jim added that they are looking for any possible scenario wherein the WW network would fail. Monica added we need to be clear about what is defined as failure. Even the earliest, most problem-laden municipal networks are still providing service.

Jim shared that the finance leg of the negotiating team has met with MBI and MTC staff and consultants 3 times to date. Michael Morganstern’s WiPro report has been reviewed and it was determined that some of his assumptions were incorrect. There was also disagreement about take rates for various tiers and services. They are actively working to achieve consensus on the model.

Discussion on 40% take rate policy

Motion: Move to extend the deadline for 40% take rate to 6/30/17. Jean moved, Tim seconded. Lark Thwing called to move the question. Jim seconded. Majority in favor of calling the question with David Kulp and Al Woodhull opposed. Majority in favor of extending the deadline with David Kulp and MaryEllen Kennedy abstaining.

Other Director Input – Craig Martin presented an analysis of the WiredWest vs. Leverett model that he had previously prepared for the Broadband Committee of the town of Shutesbury. Bob LaBrie asked about the status on the RFP; it is currently on “pause”. Glenn Cardinal – Comcast cable towns met with MBI and reviewed the proposed line extensions which is much better (96% or better), but still does not provide 100% coverage.

Confirm and Schedule next BoD meetings – February 27th in Plainfield.

Other business which could not be reasonably foreseen within 48 hours of meeting

Jim moved we recess for non public meeting as per MA Gen Laws, Chapter 164, Section 47 C, item k, for the specific purposes of discussing competitively sensitive information. All in favor.

BoD meeting Recessed at 11:37 am for the purposes of conducting a non public session to discuss competitively sensitive information. Reconvened at 1:43 p.m.

Board Meeting adjourned at 1:44 pm