

**Minutes**

WiredWest Board of Directors Meeting

Cummington Community House, 33 Main St.

Cummington, MA

Saturday, September 10, 9:30 am

Meeting called to order at 9:37 am. A quorum was reached soon after. 18 towns attended.

**Welcome and Introductions**

**Report from the Chair**

* Jim Drawe – we’ve put out an RFI, responses coming in, hoping to put out a full solution by end November.
* WiredWest is meeting with equipment vendors. Graybar/Corning connectorized network requires pre-measured cables – Graybar will warehouse. They do design. Fiber is more expensive, but eliminates need for field splicing and lowers optical end-to-end loss. Towns potentially could save on design costs.
* Graybar bringing Fujitsu – they want to be Network Operator. We’ll be meeting Sep 22 6pm Old Courthouse. Matrix is coming Wed, Sep 14. They plan to build network on construction money only. Possibly could combine with G/C/F.
* Bob Handsaker is talking to ‘new Axia’ – they have new management & plans – announced they want to go to small towns, rural areas, looking for areas with 20-30,000 population, then would assess demand. They'd like help with demand aggregation. They would own the network. Bob was asked to set up a meeting with Axia
* Worthington is doing a survey to determine what people are willing to pay for service. Charley Rose brought copies of the survey for other towns information. They will have a public meeting September 20. Leslie Rule noted folks don’t realize how much they are spending on telecommunications today. Survey first tries to identify what people are spending now. WiredWest has some grant money which could be used to survey 1 or 2 towns with different demographics. Worthington used MBI planning grant money.
* WiredWest is no longer involved in construction, but planning a solution for operations for towns. We are advising people not to ask for a refund yet. WiredWest is talking to providers (RFI issued), working on the business plan and will be presenting to towns late fall.
* MBI has stated that each town should have a technical person to work on the design. WiredWest will issue an RFP for an engineer to represent the towns, so we can share the cost of an advisor. This would support acting as a member of a regional cooperative. We need to be cognizant of our plan to operate through a coop in our working as individual towns on the construction. WiredWest will be sharing more information on the website.
* Financing – towns should not have to issue bonds, new legislation now allows 1 year notes for 10 years, then do a 10 year State House note. 1 year notes have much lower interest. There’s a comparison on the website. Limited money available via current USDA RUS program, Community Facilities program has more, some towns working with legislators to make it available for broadband.

**Election of Officers**

* New EC members proposed by Jim Drawe
  + Jeremy Dunn (Vice-Treasurer)
  + David Dvore (Town Liaison, web development)
  + Both elected unanimously
* Executive Committee Officers proposed by Jim Drawe
  + Jim Drawe – Chair – unanimous
  + Charley Rose Vice-Chair – unanimous
  + Jeremy Dunn – Vice-Treasurer - unanimous

**Proposed Bylaw change**

* Steve Nelson read proposal to change minimum number of EC members from 6 to 5. It will be voted on at next Board of Directors meeting
* Steve Nelson will draft a proposal for dealing with member towns who consistently do not have delegates attending board meetings.

**MBI Readiness Process**

* David Dvore describes the MBI process. Rowe has DLS approval. Sustainability worksheet “towns doing due diligence regarding sustainability after build”. We want to determine what costs will be if going with WiredWest. Opinion is that MBI isn’t examining the worksheets closely. David is posting Rowe documents on the website. Rowe checked “F” (Other) – designating MLP coop and approval was stalled – the MBI folks did not know what to do. Option D, stand-alone with option to join a group is recommended. MOA is the initial contract with MBI, David Dvore asked them to include that MBI will not be evaluating sustainability after signing. He also had them put in a clause into Submission form that town reserves right to change the model they are going to use. It would help for several towns to post their documents.
* Plainfield would like help with utility for pole attachment agreements. Jim recommends that MLP manager sign the pole attachment agreements. Verizon requires a bond with the contract, MIIA won’t accept the contract – MBI is working. Not clear if agreements must be signed for pole survey work but they must be in place before makeready. Steve Nelson – MBI wants 30% for makeready, but the contract will be between utilities & town. 20-year timeframe starts when the first loan is used.
* Dave Dvore – towns should push back on payment schedule with Bill Ennen. The contract requires payment much sooner than expected, perhaps all in FY17. MBI will have all the towns money (which we’re paying interest on) and at the end of the project, MBI will “true up” and bill towns for overruns (which would be money we have not voted for). Typically, the money is borrowed as project progresses, not a lot up front. Ask MBI to provide a schedule of costs, for towns & for MBI. Kent Lew reports there is a 6-week lead time to get a note. Jim Drawe had proposed schedule in quarterly increments. There should be a high-level design/estimate before makeready – some utilities require details on what cables will be installed, so a payment schedule should be possible.
* Pole surveys by MBI don’t expire, it’s the utilities’ pole surveys that have 90-day lifetime. MBI has estimates for pole surveys, extra cost to complete application. We can go ahead with pole surveys without deciding the who’s doing the construction. Corning representative said MBI can do pole surveys more cheaply than they. Need agreement with MBI that towns will own pole survey data.
* Design work is the major part of $18M Professional Services budget, so if we went to a company which included design for free, would not be losing much. Towns should have a common equipment design. Peter Larkin said towns could petition for Professional Services money even if doing construction independently. Leverett got all their construction money and ¾ of prof services. If a number of towns petitioned for design services funds to use themselves, they might be successful.

**Reports from Committees**

* Finance – Bob Labrie will be doing regular updates on budget. He’s also like to do regular accounting on escrow account. We have info on web site on how to request a refund. Currently over $300k in escrow account, enough to cover the refunds. Under Plan A2 subscribers would pay WiredWest and get service from WiredWest, so deposits would be honored. Al Woodhull - Leyden Broadband chair suggested getting all the subscribers to request refunds in one letter. That will not meet legal requirement.

**Voting on new committee assignments**

* The Board of Directors created Outreach & Risk Analysis Committees and Negotiating Team. We propose disbanding the 3 committees. Jim Drawe moved, Art Schwenger seconded. Passed unanimously.
* A new Outreach Committee will be created by Executive Committee; that way non delegates can be members

**Other Director Input**

* Art Schwenger feels townspeople are not aware of what is going on with WiredWest. He suggests a press release to inform widely. We’ll also update the website and email subscribers. Heath got the message that they should not mention WiredWest in MBI Last Mile documents. Jim D – WiredWest can help to procure an engineer to monitor design and construction. The towns will own the network, once it was built, MBI should have no say in operations.
* Leslie Rule suggests a meeting with Adam Hinds (& Ben Downing) would be a good opportunity for publicity. Steve Nelson has approached Adam him informally and is willing to brief him. Glenn Cardinal also met Adam Hinds and thinks he will support us.
* Deb Burke heard about towns forming their own group (including Windsor). Leslie Rule reported Plainfield met with several towns, but each town has to go through readiness by themselves. She’s not aware of anything formal.
* David Dvore – small towns will have trouble with sustainability worksheet, WiredWest can help with providing numbers for regional operation.
* Glenn Cardinal’s update on cable towns – grant disbursement agreement signed Aug 17. In 15 months 50% of planned expansion, 24 months 96% coverage will be achieved. Out of $5M, $1M spent on admin. Towns should request monthly document where the money is going. Steve Nelson – MBI took 10% of original [$50M] grant “off the top”, then another $1M. Comcast is getting 80% of cost of project, towns only getting 1/3. Bob Handsaker- it’s unclear how much Comcast is actually spending. Compare cost/home paid to Comcast ($3600/home) vs cost per home for the fiber build (more like $1500). Jim Drawe – WiredWest can point out waste and inefficiency.
* Craig Martin - MBI may be reluctant to allow an engineer to oversee the work, so we’d need to get that included in the contract. Charley Rose, this is standard for other construction contracts. We’ll need to share notes on contract negotiations.
* Jeremy Dunn talked to member of Otis construction group and thinks there may be ways we can cooperate in the future.
* Bob Labrie will share his notes on the Submission documents and will date to reflect updates.
* Al Woodhull needs input to town newsletter for next week. We’ll be working on more frequent updates.
* Hinsdale will vote to withdraw next week.
* 1Berkshire nominated WiredWest for economic development award.

**Confirm and Schedule next BoD meetings**

October 1 Goshen – public meeting, so BB, Finance Committees, etc., can attend

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

**Meeting Adjourned at** 12:45 pm