



MINUTES

WiredWest Board of Directors Meeting
Saturday, November 21, 9:30am, 2015
206 West Granville Road, Tolland, MA 01034

Welcome and Introductions - Monica Webb called the meeting to order at 9:34 am. She thanked our hosts for the wonderful smorgasbord provided. Attendees introduced themselves.

Approval of minutes October 17, 2015 meeting – Jim Drawe moved; Jonathan Taylor seconded; discussion ensued – amended minutes approved: all in favor with the following abstentions: Jean Atwater-Williams, Bob Armstrong.

Report from the Chair – Monica stated that the operating agreement has been the primary focus over the last month; reviewed the OA Agreement Workshops. She re-addressed the issue of town ownership. Monica reported that individual town ownership was not put forth by the legislature. Steve reiterated that ownership through the cooperative is being resolved at MBI. A delegate raised the issue of Otis. Monica responded that Otis does not actually have a plan. Another delegate raised that we need “ammunition” to combat non-factual assertions about WiredWest.

Steve Nelson moved that we recess into a non public meeting and return to the balance of the public meeting afterward; Lark Thwing seconded; All in favor. Meeting recessed at 9:53; Meeting reconvened at 12:32.

Steve moved to to issue a revised draft of the Operating Agreement. Brian Hawthorne seconded. All in favor (unanimous). Timeline discussed. Comments from select boards and town counsel will need to be submitted by December 11th.

Fiber Town Campaign: Ongoing Efforts & Next Steps – Steve indicated that postcards should be printed and distributed next week. Some lists still need to be “massaged”.

MBI Update – Monica recapped the meeting with Senator Downing re our progress with MBI. Our “ASKs” were for genuine progress and engagement with MBI, in particular with regard to the engineering specifications; transparency around the spending of the \$5,000,000 by MBI; and to be sure any excess monies come back to participating towns; the 2 “buckets” of funding – one for regional network; one for all towns. Steve and Jim talked about the most recent meeting. Topics covered were cost accounting and proportional investment by towns; RFQ has been closed for 1 month; 5 qualified respondents; pole surveys have not yet been started. May wait for design engineers to be brought on board. Overlash policy still has not been finalized. MBI/WW contract will be forthcoming. Vetting is supposedly being done by

Cartesian. Jim has not yet seen the results and would like to before it is released publicly. MBI also is vetting our operating agreement. They have not yet raised any particular objections and the OA will be considered as part of the overall vetting process.

CTC Report – Monica reviewed CTC’s national reputation. They recently said that a muni network plan for Seattle was not sustainable; they have reviewed ours and indicated that it is sustainable. Final version should be released this coming week. Monica had to leave and handed over the meeting to Jim. He will be making some changes to our financial model based on CTC’s recommendations and reviewed some of the specifics he is re-addressing and their impact on the model. Steve wanted to stress this we are doing this not primarily to justify our model, but more to be certain our model is viable, including our TV assumptions. Bottom line is that our plan is strong, well-designed and sustainable.

Committee Reports

- Cable Towns – no information has been forthcoming from MBI
- Marketing – see Fiber Town Campaign above
- Governance / Legal / Town Paperwork – Jean and Steve mentioned we need certified copies of warrant articles for borrowing authorization and debt exclusion to be sent to Northampton.
- Finance – Jim spoke about some of the accounting requirements.
- Town Liaison – Becky had to leave, but please provide her with any email addresses for selectboards, town admins, and fincoms.
- Technology – Jim talked with Dave Charbonneau. RFP for design engineering is “stuck” at 85% because they don’t know how many towns will be part of this. In the meantime, Chabonneau’s team is “doing their homework” looking at vendors, etc. Tech committee has been meeting to explore “what can go wrong”. Holleran urges WW to “assert our technology preferenced” with MBI. Next Tech Committee meeting Nov 30 in NoHo.

Confirm and Schedule next BoD meetings:

December 12th location TBD (perhaps Charlemont or Northampton)
January 9th in Cummington

Meeting adjourned at 1:31 pm