



MINUES

WiredWest Board of Directors Meeting
Saturday, December 19, 2015
Hawlemont School 10 School Street Charlemont, MA

Welcome and Introductions - Monica Webb called the meeting to order at 9:34 am. She welcomed the delegates, alternates and guests and thanked our hosts. Trevor Mackie gave some housekeeping details. A sign in sheet was provided.

Approval of minutes

November 21, 2015 meeting – approved as submitted

December 5, 2015 meeting – approved as submitted with one abstention (Lark Thwing)

Report from the Chair – Monica reviewed some recent events, but stressed that MBI has agreed to work with us going forward. Monica stated we need to focus on the bottom line of coming to agreement to the benefit of all stakeholders. She asked for a motion for Other Director input be moved ahead in the agenda. Jean moved; Tim Newman seconded. All approved

MBI Update – there have been several meetings. MBI board met and directed MBI staff to work productively with WiredWest to resolve differences. There was also a meeting with MBI where Steve, Jim, Kevin Donovan attended and Monica participated by phone. MBI suggested that we meet further to discuss 2 specific areas: the Operating Agreement and the Business plan. Monica is concerned there is no plan for technology discussions. David Kulp gave an overview of the MBI board meeting, hastily called presumably due to public outcry. Michael Morgenstern and Greg Sandomersky presented. Atty Sandomersky presented and concluded that the WW OA was in conflict with MBI's last mile policy. Morganstern presented his highly critical review of the WW business plan and financials. The MBI board opened their meeting up to public comment which mostly focused on the WW / MBI process has not been collaborative. Kevin Donovan chimed in and quoted Katie Stebbins (chair of the meeting) where she encouraged sharing of information and genuine collaboration. Steve mentioned that Linda Dunleavy also expressed her support of WiredWest having the opportunity to be fully included in the process. Jim Drawe followed up and let the board know that MBI has reached out and suggested individual meetings to look at the OA and the Financials. Jim also asked for involvement from board members. **Lark Thwing made a motion that a team be formed to work with the MBI in negotiating the following areas: Governance, Finance and Technology and that at least 2-3 members be appointed by the board in each area. The team will coordinate closely with the EC and report to the board. Tim Newman seconded. Discussion ensued. All in favor.** The negotiating team will be dealing with competitively sensitive information and will adhere to the requirements of and exceptions to the Open Meeting Law.

Lark nominated Holleran Greenberger, Jim Drawe and Steve Nelson to be appointed to the negotiating team. Tom Wyatt seconded. Nominees accepted. All in favor.

Nominations from the floor include David Kulp, Kimberly Longey, Kevin Donovan, Craig Martin (declined), Marilyn Wilson, Glenn Cardinal, Bob Handsaker, Jeremy Dunn (declined), Tom Wyatt, Monica Webb

Slate:

David Kulp - technology
Kimberly Longey – governance and finance
Kevin Donovan – governance and finance
Marilyn Wilson – governance and finance
Glenn Cardinal – All
Bob Handsaker - technology
Tom Wyatt – governance and finance
Monica Webb - All

Peter Langmore moved that the slate be elected as presented. Lark Thwing seconded. All in favor. The negotiating team will meet and organize themselves.

Lark Thwing moved that we establish an outreach committee to improve communications primarily with delegates and alternates, but as well with town leaders, media and other stakeholders as needed. Doug McNally seconded. Discussion ensued. Kevin Donovan called the question, Leslie Rule seconded. All in favor of calling the question. **All in favor of the original motion.**

Directors discussed the pros and cons of keeping the meetings currently scheduled with MBI for next week. **David Kulp moved that the negotiating team meet and work out its organization and establish its plan and that we do not meet with MBI until that plan is set. Doug McNally proposed a friendly amendment that the negotiating team make every effort to meet on Monday evening Dec 21st to see if they can be prepared enough to keep to the schedule already established.** Tom Wyatt seconded. Motion carried by majority with the following opposed: Becky Torres, Paul Sieloff, Al Canali, David Dvore and Robert Heller.

It was suggested that we put out press releases regarding the progress being made. The following nominations were made from the floor for members of the **Outreach Committee: Leslie Rule, Kimberly Longey, Monica Webb, Becky Torres, Gail Huntress, Tim Newman, Steve Nelson, Bob Labrie.** Outreach slate approved as listed above.

Jim Drawe suggests we form a **Risk Analysis committee to examine the business plan and asked for at least 5 members: Jim Drawe, Lark Thwing, Larry Klein, Jeremy Dunn, Bob Labrie, Doug Tanner volunteered.** Approved unanimously by the board.

Other Director Input - Jeremy Dunn brought up issues surrounding the crowd fiber statistics for towns and the requirement for 40% sign ups. Jeremy will request this be put on the next board agenda. Bob Labrie suggested folks plan to disseminate information in town tax bills. Robbie Heller suggested a leasing scheme for WiredWest to operate but another entity own the assets.

WiredWest Operating Agreement – Steve Nelson reviewed the progress that has been made with the operating agreement, outlining the issues brought up by Kopelman and Paige. One question was raised regarding the number of towns signing at which the Agreement goes into effect. **Doug McNally moved that we set that number at 13.** Becky seconded. Discussion ensued. **All in favor.** Steve Nelson reviewed other language issue regarding MBI policy. Regarding withdrawal, we had allowed a 3 year payout. K&P asked for 1 year. **Doug McNally moved we change it to a 2 year payout.** Becky Torres seconded. **All in favor with 1 abstention** (Bob LaBrie). K&P wanted to indemnify the towns against any OML violation liability on the part of WiredWest. K&P asked for an audit to be at least once every 5 years. Also, any compensation would be subject to state ethics and conflict of interest. Jeremy Dunn asked some additional questions regarding LLC corporate structure and through him, **Jeff Piedmont has asked for an expert opinion re: bonding and tax exempt status of towns bonds.** Steve Sautman asked some questions from his finance committee about language to be included. **Bob Handsaker moved that we establish a formal and transparent comment process and review period such that the town leadership will have the opportunity to have appropriate review and input on the Operating Agreement.** **Jim Drawe moved to add a 30 day review period after WW Board accepts the final draft version of the operating agreement. Amendment approved. All approved Bob’s original motion as amended.** Bob also raised other concerns regarding town withdrawal and compensation and he will send a draft in writing to Steve Nelson. Wendell also raised issues regarding the concern of the possibility of borrowing against the asset and liens being placed on the network assets as well as the withdrawal process. They also raised the possibility of “mini regional networks”

WiredWest Response to MBI - tabled

MBI Commitment Letters - Steve Nelson passed out a draft letter for towns to use to indicated they are ready to move forward with the regional network build and clear the way for pole surveys to begin.

Town Selectboard Resolution - tabled

Committee Reports – relevant communications will be made by email

- Cable Towns
- Marketing
- Governance / Legal / Town Paperwork
- Finance
- Town Liaison
- Technology

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

Confirm and Schedule next BoD meetings – January 9th in Cummington 9:30 am

Meeting adjourned at 1:45 pm.