

**Minutes**

WiredWest Board Directors Meeting

Windsor Town Hall, 1890 Route 9

Windsor, MA 01270

Saturday, April 15, 2017, 9:30 am

Called to order at: 9:32

**Welcome and Introductions** 5 minutes

EC debated operating vendor choice, developed task plan for EC (and volunteers). 2 people will be proposed for EC – Leslie Rule & Craig Martin. The EC will vote to add them at the April 19 meeting.

**Approval of Minutes** 5 minutes

 March 18, 2016 – approved unanimously, Mark Klitzke abstained

**Report from the Chair**  5 minutes

Several towns met with Charter, Crocker, Comcast (vendors responding to the MBI Private Partner RFP). We continue to make the case for WiredWest.

EOHED grant progam was announced for towns who wish to build their own network. Several towns have not yet requested forms. . New Ashford is facing a school budget increase by $100k (of a $700k budget), may have to put Broadband on back burner. Peru, Middlefield, Goshen, Worthington (and New Marlborough. ) have not requested grant applications.

Plainfield – reorganizing, changed MLP manager, SB wanted an official advisory to MLP manager (BB committee wasn’t that). The plan is to make the MLP a department of the town and have (unpaid) MLP employees of the town. They decided to make the Broadband committee the MLP employees. The Selectboard is still the MLP manager. Kathy Soule-Regine said the MLP Board can be more focused on Broadband; the Selectboard has many other concerns.

**Regional Broadband Solution** 30 minutes

* **Vote for Choice of Operator**

**Proposed:**

“That WiredWest enter negotiations with Westfield Gas & Electric for network and ISP operational services”

Moved by: Doug McNally

Seconded by: Ken McInerney (New Ashford)

Carried unanimously

Kent Lew– suggested we distribute the explanation of attributes of chosen operator – Outreach will do this. Jeremy Dunn commented that both of these vendors are qualified, chosen from 13 respondents to our RFI. Kathy Soule-Reginenoted that Bill Ennen rated WGE highly. Phone Service is included in their proposal.

* **Project plan hand out –** the task list developed by Executive and Outreach Committees (with help from additional attending delegates) was distributed to the group. Please read. **If you want to help, notify Jim. If you see missing tasks, reply to Jim.**

**EOHED** **grants**  10 minutes

Leslie Rule – Plainfield submitted their grant application after discussion with Bill Ennen. She will send information to be posted on the website. We want to track towns’ progress. Charley compiling results from towns to delegate survey, still following up with towns.

Doug McNally – there’s a 2-week turnaround from submitting to response. Bill Ennen said the January 28 meeting at JFK school “changed the game.” The WiredWest message was positive and the way to move forward was clear.

Jim Drawe discussed the funding plan – the draw schedule will be state money first. Once the town’s application is approved, a standard state contract to be signed by Selectboard. Then the town will get a check for the full Professional Services funds. Leslie Rule & David Kulp are working on a contract with WG&E for design and engineering. It has been sent to KPLaw for approval. Goal is to have the contract ready before checks are received. Kathy Soule-Regine said it’s important to work with your town Treasurer and Administrator to decide how to handle the money. Jim Drawe stated there are 3 choices: a separate set of books (recommended), mix with general funds rest of town accounts, or use Enterprise funds – not recommended unless town is already using them. David Kulp also had Leverett counsel (Donna MicNichol) review. Contract structure is phased – first to identify cost, then for succeeding stages. Towns will not have to borrow money until construction costs are known.

Bill Ennen has stated that towns are guaranteed the funds, if D/E/C costs are less, will not need to refund, it will just reduce the towns’ cost. Jay Ash & Carolyn Kirk are the approvers, reviewers have only an advisory role. Funds go directly to towns (not MLP) – Leslie will share the details from Bill Ennen. It goes to each town as they submit their applications. Bob Handsaker notes it is key to fill in the section 2 questions and answer each question directly. Doug McNally reports that overly aggressive timelines are returned. Aaron Bean from WG&E will supply timelines if asked.

EC has decided we don’t have a role in coordinating the D/E/C among the towns. Each town must work with WG&E independently for this. Kent – is there a need for an Owner’s Project Manager (OPM)? Jim Drawe has found in school construction projects that OPM is important at end of the design phase to review plans for cost savings and construction estimates before going to construction to identify any efficiencies. This is basically a simple project – “running wires down poles”. Kathy Soule-Regine reported that Aaron Bean was interested in input from towns with knowledge of local conditions. Chris Murphy was asked and replied that Matrix does OPM work. His company can do some D/E work at lower cost (than WG&E). He’s seen 6-7 months for makeready. He will provide price list for engineering (& OPM) for distribution.

Jim Drawe recommends that the EC can help with edge cases, where homes currently are not reachable through their town’s infrastructure. 3 optiions – give customers to neighbor town, lease fiber from neighbor, run your own fiber to those places. If choosing first option, cover the construction cost for neighbor, so taxes paid to town who did construction, operations revenue to town which is providing service. We’ll look at legal documents for first 2 cases. Surcharges should go to town of residence, excess revenue to operating town.

**MBI Update** 10 minutes

Carolyn Kirk’s presentation to MBI Board is online at WiredWest website & FB page. Chris Murphy – she acknowledged project has funding gap ($10M+), but we expect it will be covered. Steve Kulik asking for full accounting. Bob Handsaker – MTC Board asked Carolyn Kirk how much was spent of $50M – it was $22M. Carolyn Kirk – no immediate shortfall, expects funding towns over 2-3 years, there is $7M excess capacity for FY17. There was acknowledgement that estimated costs are higher than when grants were set.

Steve Nelson- for Eversource towns – cost of pole applications depends on getting sufficient information from the pole surveys. Kent Lew was told there was additional work Osmose has not completed (photogrammetry) – part of initial contract, but not sure if they will complete. David D – Aaron Bean said they may be able to get the software and do the photogrammetry. Chris Murphy – Verizon has stopped pole maintenance in many locations. They charged $1500 for pole replacement, National Grid is now doing it, cost is more like $4000/pole.

Bidder’s conference for operator of MB123 – 13 vendors attended. WG&E only interested in doing it on a cost-plus bases. Unknown how Axia bankruptcy will play out. Unlikely that MBI could give away sections to the towns; a limitation based on the BTOP grant from federal government. David Dvore – WG&E may be better to negotiate with MTC/MBI over use, but we are no longer subject to the MBI Policy requiring the use of the middle mile network. We may still use the MBI123 in places, e.g. to connect New Ashford. We expect to use dark fiber – but that is a capital expense, so we need to see if it makes financial sense.

Todd Corcoran of MBI has been working with MIIA – they have now found an underwriter for the fiber, and will be supplying prices soon. Each town will have their own bonds and insurance. Towns will need to cover for the first year, once we have revenue, the coop will cover. Startup fees for the network can be included in borrowing, until network is operational.

**Vote to remove non-participating towns** 10 minutes

Chester and Tolland have not been attending and did not respond to notice last November that they would be removed.

Moved by: Leslie Rule

Seconded by: Ken McInerney

Carried unanimously

**Reports from Committees** 10 minutes

Finance – vote to approve FY18 budget will be done at our annual meeting.

Bob Labrie presented income statement for last 9 months.

Bob Handsaker thought George Propane ISP service should provide some profit. Jim D – we own the fiber connecting to them (~ 12 strands, ¾ mile, $18,000 construction cost) – possibly can be used by Goshen.

Bob Labrie sent requests to all towns from $1,000 for FY18, will send to Heath & New Ashford who have not seen it.

We do need to make up shortfall in escrow account. ~$7,000

Budget plan presented. Once budget is approved, Bob will send info to towns, explaining budget plans and asking for $1,000 for FY18.

Outreach –

We have sent emails to delegates re Carolyn Kirk and 1-page WiredWest update – it is on website and can be printed for distribution at ATM. Delegates can tailor.

Recent update sent to subscribers. Plan to send targeted mailings to subscribers in towns with cable offers explaining advantages of owning network and regional operations. Gayle & Craig have developed comparison information – will send to delegates and they can tailor to the town – we will email to town subscribers for them.

**Other Director Input** 10 minutes

Jim Drawe has started working operations contract for WGE – should be ready in about 1 month – he will contact Aaron to start negotiations. He found some good information in Axia contract.

David Dvore – we are looking for volunteers for working on privacy and net neutrality policies. Leslie Rule is willing to contribute, with help from Kimberley Longey. We will cooperate with WG&E on this, since they will be implementing the policies.

Bob Labrie – informational meetings coming up. Jeremy – Becket will have presentation by Charter on April 18 at 5:30pm. Goshen April 29 – 9am-12 – Selectboard introduction, presentations by Comcast, WiredWest, Bill Ennen, WGE, then Q&A from town.

Al Woodhull – would like to have more sharing on obstacles towns are seeing and how they are handling. Concern that pole conditions from surveys are not known by the utilities. Jim, there is negotiation to be done. Outreach Committee will work on this.

R Heller – could WiredWest have a municipal account? So multiple town buildings could be served as a unit, on a separate network. TBD, since our focus has been on residential accounts.

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

**Next meeting**

May 13 – New Ashford

June 10 - Washington

**Adjourn Jeremy moved unanimous**