

**Minutes**

WiredWest Board Directors Meeting

Hampshire Council of Governments, 99 Main Street
Northampton, MA 01060

Wednesday, September 13, 2017, 7:00 pm

**Welcome and Introductions:** Meeting called to order 7:02 pm

**Approval of Minutes:** June 24, 2017 moved by Bob Labrie,- 2nd by Charley Rose. Approved, with Trevor Mackie, David Kulp, Kimberly Longey, Art Schwenger, and Mark Klitzke abstaining.

**Report from the Chair:** Proposed contract with WG+E sent mid-August, we are waiting for a reply – they are expediting their review. We expect 2 go arounds before approval.

Heath MLP workshop – Sep 22. The accountant for MLP is recommended by Diedre Lawrence, the WiredWest counsel, she will attend.

**Executive Committee Election:** (deferred) – we are still researching whose term is up, will have that finalized by next meeting. Leslie Rule has resigned; anyone interested in joining EC should let us know at next BoD.

**Regional Broadband Solution**

 Policy for towns with Hybrid Fiber-Wireless networks – sent by David Dvore to delegates previously. Jim read the text to the group. We included commercial customers as an option in the contract; a town’s wireless operator would be the commercial customer.

Doug is concerned that this will give towns the impression that this is a viable solution; towns should be warned to consider the whole lifecycle cost of wireless vs. FTTP. Steve Nelson thinks it is premature to adopt this, bylaws do not cover “participating members”. The wireless customers would have dedicated bandwidth, so would enable us to purchase more bandwidth at lower rate. Mark Klitzke concerned about WW reputation. Jim Drawe responded they will be customers of the town or wireless company, who will be the customer contacts, not WiredWest. David K suggested they be treated as any commercial customers.

 MOU approval vote – we’d like input on what is missing from the MOU which should be in the final contract. We’re moving the deadline for signing to Dec 15. Jim Drawe read the proposed changes. Some concern that we won’t reach 5,000 by December 15, so far only small towns have signed. Ashfield advisory board does not want to be constrained, would rather wait until construction is further along. Doug McNally – towns are being told there’s no pressure to identify an operator or ISP (by Bill Ennen, and WG+E says it’s not important to sign yet). He suggests a straw poll asking simply if towns want to move forward. Art Schwenger stated the Heath Selectboard chair concerned is about the Nov 15 date, in light of the DLS letter. Diedre Lawrence (counsel) has stated the [paper’s] writers don’t make policy, only the courts. Kathy Soule-Regine – ours town needs a regional solution, otherwise it’s not affordable. We can’t commit to build unless we know there’s a regional solution available. Al Woodhull notes Leyden’s survey had a high number of bad poles, not sure if they can afford to build on the money which has been allocated, may have to delay construction until they can find more money. Craig Martin – if town decides it won’t build, then MOU is null. Doug McNally feels the state does not want WiredWest between towns & WG+E. Trevor Mackie – Charlemont wants to keep options open until they are ready to build (after design). David Kulp – town might want to partner with a 3rd party if design is too costly. Steve Nelson – WW is the only provider which would give money back to the towns, currently we are not asking to sign a contract, but basically to state that WW is the preferred solution for operation. Kathy Soule-Regine – do we need to take the exclusivity clause out for towns to sign? Craig Martin - towns can cancel MOU if they choose another solution and withdraw from WW. Shutesbury is early, they will need a service provider when construction completes – need to know there are a number of towns who will participate or will choose another provider. The WG+E contract assumes that towns will come on line serially. Doug McNally – WG+E says early towns will depend on Middle Mile for backhaul initially before our ring is constructed. Jim – after letters from Chesterfield criticizing WW/WG+E relationship, Aaron Bean of WG+E replied he is supportive of WW. Kathy Soule-Regine – WW should send reminder of benefits of regional solution, in concert with updated MOU. Jim Drawe is willing to remove exclusivity; towns attending BoD meetings show interest. Craig Martin – towns holding back may end up dissolving WW, so will have no solution. Other providers have quoted lower figures than low volume charges from WG+E, so if WW does not have sufficient town commitment, price may be higher – his town would choose the lower cost one.

**Motion:** Dave Kulp – Move we modify the MOU by striking the word Exclusivity from bullet 1 topic, and remove “exclusively and” in the 5th line, Jeremy Dunn 2nd. Motion carries.

**Motion:** David K moved, Doug McNally 2nd to accept all other changes in the MOU. – Approved.

Becket proposes a wording change in section 6 – 50% of the adjusted premises (seasonal count as a lower %age of premises).

Kimberly – the MOU is lacking a discussion of how losses would be handled (not just revenue sharing).

Ray DiDonato – section 5 rate is not guaranteed for a specific time period. It should mention that rates don’t include the town’s MLP fee. Jim Drawe – proposed contract with WG+E is for 5 years, not sure if the board will want to change once there’s experience with operation. We’ll need some flexibility.

Delegates requested to send any additional input on the MOU to the Executive Committee.

 Bylaw changes - proposed date change to Dec 15:

**2.8** In order for a town to maintain voting status, it must either have its network managed under contract with WiredWest or prior to completion of network construction, have signed a Memorandum of Understanding (MOU) by ~~November 1~~ December 15, 2017, stating the member’s intention to have WiredWest manage its network.

 Jeremy – suggests we refer to the date in the MOU. The group agrees to change to “date stipulated in MOU.”

**Town updates**  - all have signed EOHED contract, except Worthington.

* Chesterfield – kickoff meeting with WG+E being scheduled.
* Plainfield – working on pole survey and audit, design going in tandem. Negotiated changes to Verizon pole agreement.
* Blandford – EOHED contract signed last week. Documents (WG+E contract) being reviewed by Locke & Lord. Jim Drawe – Ashfield/Plainfield have already had it reviewed by 2 different law firms. WiredWest funded the review, hoping to cover all our towns.
* New Salem – WG+E walkout next week. Next will send applications to utilities.
* Leyden – signed with WG+E, MLP board working with them.
* Charlemont – initial meeting with WG+E, pole surveys started, but capturing minimal data acceptable by National Grid [who charges more for acquiring the rest of the data].
* Ashfield – Precision Valley Communications (PVC) finished additional surveying, settled on hub location (existing building), will be submitting pole applications within the month.
* Becket – kickoff with WG+E/PVC on 26th, they will start collecting data early. Bill Ennen asked Town Administrator to request 1st payment, since it’s taking a while to get the money. Eversource is replacing poles in the town.
* Shutesbury – submitted pole apps early August – should have MR estimate by end of month. RFI responses not yet public.
* Cummington – Walkout happened last Monday.
* Worthington – close to scheduling Special Town Meeting to vote on 2 options – either EOHED grant or Matrix. Met with state legislators, Ed Donnelly & Peter Larkin to request that EOHED money be used for Matrix build, if town would vote to borrow the money to build.
* Goshen – waiting to sign contract with Bill Ennen.
* Heath – signed contract with WG+E, walkout meeting November. They’ve been preparing for the MLP workshop. Al Canali is moving to FL, so will resign as delegate
* Rowe – walkout with WG+E/PVC. Initial mapping completed, moving forward with network design. Got estimated price for 27 poles, 25 anchors - 1.3 miles to reach isolated area ($43,100). Plan to place poles on opposite sides of road, minimizes need to trim trees. Charlemont offered dark fiber to reach that place, as a fallback. Talking to Lightower to use them for backhaul. For a single town, it is cheaper to use the Middle Mile, but if several towns join together, it could be less. 35 foot poles, town will own. Rowe specified 12 extra pairs at town borders.
* Washington – signed MOU, EOHED & WG+E contract. Walkout in November. They have not gotten their money from EOHED, the 30 day time frame about to expire. Pole survey
* Windsor – signed MOU, EOHED & WG+E contracts.
* Wendell – signed EOHED & WG+E contracts – no money yet. Walkout Sep 24.

**Reports from Committees**

2018 Budget approval – Bob distributed Income Statement & FY18 budget. Expecting to receive funds from MBI grant request submitted. Cash position as of today – checking $28,000 with $12,000 outstanding. Bob will have more accurate escrow figures, balance today is $300,001.80. We are seeking legal guidance on how to handle towns which have withdrawn – since in escrow, we can’t just give it back, people must request. David Kulp – initial signup had clause stating that money will be returned if town withdraws. FY18 Budget was proposed in April, but not approved. The budget will show end of year cash position, anticipated income & expenses.

Jeremy Dunn moved, Craig Martin 2nd – to accept budget as amended – passed unanimously.

Invoices for FY18 will be sent by end of month.

Bob & his daughter have been auditing the escrow account to find exact amount needed to make whole, including interest. This should be included in the budget.

**Other Director Input**

Trevor – Berkshire Eagle seminar on fiber in Pittsfield tomorrow.

**Confirm and Schedule next BoD meetings**

Next meeting – Wed Oct 18 – at the Courthouse 7:00 pm

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

**Adjourn**

MEK moved Russ Jolly 2nd – adjourned at 9:46 pm.