

**Minutes**

WiredWest Board of Directors Meeting

Cummington Community House

33 Main Street, Cummington MA 01026

Wednesday, October 18, 2017, 7:00 pm

Meeting called to order at 7:00 pm, quorum achieved at 7:10 pm.

**Welcome and Introductions**

**Approval of Minutes**

 September 13, 2017 Doug McNally moved, Bob Labrie seconded. Carried unanimously.

**Report from the Chair** We sent a letter to DLS (DoR), also copied to delegates and town officials – Jim is interested in town officials’ reaction. DoR must decide whether Ch. 164 applies to the towns or not. We are pushing for them to decide with advocacy for our members. Doug McNally stated the Windsor town accountant thinks books should be separate. Jim replied that books should be separate, but do not need to follow the Enterprise fund method; the funds should not be subject to town meeting appropriation. The letter to DLS has been delivered and Jeremy Dunn forwarded via e-mail to the commissioner.

Jim will meet with Westfield Gas and Electric (WG+E) on Friday to discuss KPI (Key Performance Indicators) for our contracts. They have taken on at least 13 towns on so far. Doug McNally noted that Bill Ennen has regular meetings with WG+E, perhaps they will include WW.

**Executive Committee Election**

Members up for re-election (expiring terms of those they replaced):

Jim Drawe - Chair

David Dvore – Town Liaison

MaryEllen Kennedy – Clerk

Kathy Soule-Regine nominated the existing people to be re-elected as EC members, Doug McNally6 seconded. All were elected unanimously, and terms will expire at the annual meeting in 2020.

There are no bylaws governing how the officers within the Executive Committee are chosen.

**Regional Broadband Solution**

***Revenue sharing*** – The original 50% threshold for revenue sharing was not indicative of whether town is profitable, so we need new formula. Towns which are not profitable should not share in excess revenue (they are being subsidized by the other towns). Steve Nelson is concerned that all members should share in profits of the coop. Jim discussed the spreadsheet sent to delegates earlier this week. Some expense data came from Shutesbury’s RFI for an operator. OTT offered a flat rate for yearly maintenance ($1,040/mi). He discusses the cost savings for town vs. standalone for maintenance, legal, accounting. Backhaul – assumes 1Gb for <500 people, 2GB if more. We have 2 scenarios for determining town expenses: 1) Accounting, Legal, Maintenance & Backhaul covered by WW; 2) Accounting, Legal & Backhaul – maintenance is town-specific. We show towns’ anticipated revenue for both scenarios. At the prices we are using, many towns would lose money operating standalone.

Main question – how to deal with maintenance – per town or shared? Jim does not feel the flat rate quoted by OTT is economical. All operating costs will be paid before revenue sharing. Craig wants to see a way to incentivize towns to do maintenance, e.g. tree trimming, to help avoid repair costs. WW will have to track incidents, for insurance purposes. Kimberley suggests building a maintenance reserve before sharing revenue. Jim – activation fee will be used to build a cash reserve to cover insurance deductibles, will replenish this before revenue sharing is calculated – we can hold back some percentage of revenue for the reserve. Kent Lew – many coops build a large reserve instead of profit sharing, especially early on. The coop will pay the maintenance expenses; cost will be deducted from town’s revenue share. Bob explained the formulas and suggests changing the parameters on the summary sheet, which will flow to the details sheet. Bob will send an updated version of the spreadsheet, including Jim’s explanation, to delegates. We expect WG+E will do much of the marketing. Jim will write up language for MOU for Case 1 & 3, for vote at next Board of Directors meeting.

 MOU approval vote – the change to be voted on –residential customers can suspend and resume Internet service at no additional charge. They will be billed for a minimum one month increment if service used at all during that month. Phone – there will be a small charge for maintaining a phone number. Motion is tabled until Jim confirms that WG+E is able to support this customer self-provisioning on the web site.

***Bylaw change vote*** – changing the Nov 1 date in paragraph 2.8 to ‘date stipulated in the MOU’

Doug McNally moved, Steve Nelson seconded. Carried unanimously – we’ll post the bylaws on website

**MLP Support**

**Town updates**

* Windsor – pole survey starting, they are concerned that make ready may be too expensive. They want to cover all homes, looking for strategies to cover the extra expenses. WG+E recommended home runs – Jim is in favor of home runs for our sparsely populated towns.
* Washington – looking for most economical solution, thinks that is splitters in the field. Route mapping is in progress. They received their EOHED grant money. Considering using conduit to reach one edge case area.
* Shutesbury – plans to ask for pricing for both home runs & splits in the field. They think home runs require more splicing for maintenance. Jim heard WG+E is recommending 8x12’ concrete hut for $50,000, seems too large for many small towns.
* Charlemont – WG+E doing pole surveys, they have an issue with National Grid charges for pole examination. They also are looking at overlashing MBI cables, mentioned this to Lt Governor Polito. They have their strand map from WG+E, hoping that utilities will change policy of length of time between pole survey & make ready payments. Fiber miles are 10% more than the road miles (including connects to customers).
* Middlefield – ‘nothing to report’
* Blandford – green light letter from Bill Ennen last Thursday, meeting with WG+E next week.
* Cummington – Precision Valley Communications (PVC) doing pole mapping, identified some issues. They are aware of edge issues, no decisions yet. Doug McNally – WG+E recommends renting fiber to bring all town residents together. Jim is asking our counsel to write Intergovernmental Agreement for 2 cases: 1) to rent fiber from another town, 2) give customer to other town.
* Leyden – Lt. Governor came there, too. WG+E says they could be lit by next summer. Still working issue on inaccurate pole count, asking for additional funds to remedy (at least 6 poles are part of the MB123).
* Plainfield – pole audit complete, working with WG+E on fiber service area concept – starting with most concentrated population area. Waiting to submit pole applications until outcome of requests to Verizon to lengthen the waiting period. WG+E & PVC have been good to work with. They are starting to meet with neighbors on edge cases. She’s been sharing documents with David Dvore. Verizon accepted their changes to the contract, allowing both town and MLP to be named. Kathy – Joe Pardo is negotiating with utilities regarding cases like New Salem’s 12 poles in Wendell. Craig – they submitted application for poles in Amherst on a separate application (each application should only include a single town).
* New Salem – PVC completed pole mapping, no feedback yet. Town will have to do pole hearings if we add poles. We’ve gotten feedback from our Conservation Commission and other town experts on the geography of town, which can help decide if gaps should be filled by conduit or poles.
* Wendell – WG+E walkout Oct 24, contract signed.
* Goshen – the EOHED grant was awarded, signed IGA w/ WG+E.
* Chesterfield – Mark Klitzke resigned as MLP manager; he may resign from WW too.
* New Marlborough – Broadband Committee will have informational meeting, waiting on term sheet with Frontier, then will present Frontier, town/WW, possibly Matrix, & FiberConnect (Adam Chait) options. He believes Sandisfield & Tolland are all in for Frontier. SB plans to have STM with up/down vote on Frontier option.
* Worthington - Part of the 10-town group for which MBI is still seeking solution (MBI has released a new solicitation – Flexible Grant proposals for towns which have no current solution, possibly willing to allow less than 96% coverage). They have been asking about Matrix, told they should apply, but it’s supposed to be for providers, not towns. They expect Charter to also propose.
* Shutesbury – pole applications completed September 1, waiting for make ready costs. Design kickoff Dec 1.

Driveway policies? WG+E standard is 150’, WW had used 300’. Several towns are waiting until pole information comes back.

**Reports from Committees**

***Finance*** Bob Labrie stated refund requests are coming in slowly. We will be refunding to withdrawn towns without requiring individual requests. He will produce a new presentation on budget with requested changes from the floor. Bob is writing a final report to receive remaining MBI funds.

Jim would like to prune older articles on the website.

**Other Director Input**

**Confirm and Schedule next BoD meetings** Nov 15, 7pm in Cummington Community House. (main issue likely WGE contract). Dec 13 for next meeting.

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

**Adjourn** Craig Martin moved, Bob Labrie seconded. Meeting adjourned at 9:55 pm.