

**Minutes**

WiredWest Board of Directors Meeting

Cummington Community House

33 Main Street, Cummington MA 01026

Wednesday, November 15, 2017, 7:00 pm

Called to order at 7:03pm when quorum achieved.

**Welcome and Introductions**

**Approval of Minutes**

 September 13, 2017: Craig Martin moved, Kathy Soule-Regine seconded. Minutes approved

**Report from the Chair**

At MLP meeting in Goshen, Tom Scanlon (auditor) recommended Enterprise accounting, expecting towns would be collecting fees from subscribers. Jim explained how billing by WG+E would work and explained why to use Ch 164 accounting. Tom S. & Jim will work on the chart of accounts for an MLP, and procedure to set up a separate set of books. Sean Cronin responded to our DLS letter and said ‘we won’t penalize towns for doing what’s required’, but the debt must be on the towns’ books. Kimberly says Bill Ennen encouraged folks to meet with local DLS in Springfield. Jim will contact them.

**Regional Broadband Solution**

Philosophically, maintenance should be shared, but this puts more burden on the large towns. Steve Nelson thinks this should be decided by towns which have signed the MOU, once critical mass is reached. Kathy Soule-Regine – towns are waiting to know whether WW will have sufficient members, putting off decision makes it more difficult. Jim – MOU is now separate from term sheet – all the MOU says is that towns agree to negotiate in good faith. Term sheet is a vehicle to speed up negotiations between towns and WW, basis for the contract. Doug McNally thinks that town officials and citizens don’t understand what the towns’ gain by joining WW. Jim – at the rates we’ve set, half the towns would not cover expenses operating standalone, but will in WW. Doug McNally – there are other advantages during operation that we should publicize. E.g., work required by town people that WW will cover. Jim Drawe offered to visit any town to explain the spreadsheet. Kent Lew suggested looking at town’s original MBI readiness assessment – needed rates were much higher. Kimberly thinks rewrite of values, etc. is important; spreadsheet can’t determine what will happen when we go live – complicated spreadsheets with many changes add uncertainty. Jim asked the Outreach Committee to create a new 1-pager discussing WW advantages. Peter Langmore asked if towns would see the same benefit of scale with WG+E. Craig Martin – towns going alone will be running a business. Shutesbury is willing to subsidize smaller towns if economies of scale make this work, won’t if it would cost them too much. WW should work to include other towns e.g. Leverett, Otis. Kent Lew - the goal should be that the network is sustainable, not expecting it to be profitable. David Dvore – WG+E will consolidate services but not costs such as insurance, pole licenses. If you let WG+E choose prices, you give up flexibility. Shutesbury’s criteria for joining – revenue sharing & what towns are in. Jim Drawe – the MOU will identify towns which want to play. Next step is contract negotiations, to set terms that are attractive to the most towns. Robert Heller – if largest towns are removed, remaining towns would be profitable, the key is total number of subscribers. Kent Lew – we should concentrate on getting the MOU signed first, then towns which are in should work on the terms for the contract. We have Dec 15 deadline for signing the MOU.

 Revenue sharing - deferred

 MOU approval vote – deferred (any towns which have signed earlier versions will get the benefit of later changes to the MOU.

WG+E contract

 Several members of the EC visited WG+E on October 20 and worked on the contract. Jim received a marked-up version from WG+E. Jim feels their changes were trivial. Changes to payment process – they deposit money daily, then bill monthly. They agreed to KPIs (Key Performance Indicators). Jim has added the changes, will send back to WG+E. They will then refer to legal. Jim expects we may have the contract by December 15. We will send out the redline version which Jim sent to WG+E. WG+E suggested a monitoring committee (2 from WG+E & 2 from WW). They agreed to creating a fiber management plan and an end of life plan. The contract’s initial term is 3 years, with automatic renewal for 2 more 3-year terms, with price negotiation at end of each term. The contract will be reviewed by our lawyer, any delegates who have comments should send them back by early next week.

Charley – legislature voting on $45M for broadband - $17M plus is new money for towns whose costs are much over the MBI estimate ($12M – contingency needs based) and for the towns which have no solution and may agree to less than 96% coverage ($5M). Towns will need to account for construction costs. Jim - Middlefield & Hawley really need extra money to be able to build, can’t pass debt authorization without it, but Commonwealth wants to see original grant and town bond spent before town asking for additional funds.

Tim – looks like the Frontier deal will not work. At New Marlborough SB/BB meeting, asked MBI folks if the $1M for Frontier could be given to the towns, seemed like there was a possibility.

Doug thinks showing the contract to town officials will highlight the difficulties of operating standalone, and shows all the costs the town will have to manage.

Kimberly – Verizon update – Paul Mark, Adam Hinds & Steve Kulik met with Verizon (& Eversource). Verizon is hiring linemen. Our legislators said they will take legislative action if things don’t improve.

**Town updates**

*Shutesbury* – still only 1 pole application page back from Verizon (of 6), cost lower than average – but it’s an easy one, make ready there could be done in January.

Worthington – BB/SB/MLPB meeting with other potential vendors. They heard from WiValley – hybrid fiber/wireless. Crocker has been approved by MBI ($40-50/premise/30 years) – requires home rule & permanent increase in levy rate. Planning to decide at Special Town Meeting in January.

*Blandford* – met with WG+E, they have signed agreement with WG+E. Initial grant application to EOHED, returned for more info, sent it back.

*Chesterfield* – Mark Klitzke to meet with Justin West – new MLP manager. Signed with WG+E, they have started survey.

*Washington* – expects strand map by Dec 1. Next step planning package, with pole information needed to submit pole applications. Looks like they will be reaching some homes via new conduit, installed by town, rather than going through Becket.

*Middlefield* – no news.

*Cummington* – need to decide the hub location. Working on master agreements with Verizon and EverSource.

*Plainfield* – pole license agreements set, they have a portal with Verizon. Fiber service area concept

Executed amendments to WG+E IGA (Intergovernmental Agreement) to proceed past phase 1, have asked them to quote pole installations, which should start within a few weeks. They agreed to group process for towns which want to purchase huts (Plainfield 9x16 – United Concrete - $44k w/o crane – they are doing site prep themselves).

Kimberly modified agreements, we didn’t distribute w/o legal reviews. Kimberly has updated the Plainfield financial spreadsheet which she has shared.

*Rowe* - David Dvore – contract with Verizon includes both town and MLP. Make sure that the pole surety bond includes “Town of x/x MLP” exactly. One road needs poles (1.5 miles) – scenic road, so planning board, Conservation Committee involved. Expects pole hearing to pass. Due to ledge and runoff, recommended against conduit. He found duplicate poles in Osmose data. License agreements signed, applications for surety bond. Princeton is selling 3 huts, WG+E hasn’t seen them but will check – may be useful.

*New Marlborough* – SB favors the Frontier deal, which may not happen – now handing the issue back to the BB committee. WW, Matrix, FiberConnect have or will present and committee has been asked to contact Charter. Main issue with Frontier was whether the town would guarantee payments (town thought the MLP could sign).

*Wendell* – WG+E almost done with route map work. About to send in agreements to Verizon, NG.

*Windsor* – WG+E survey almost done. Huts – if we do bulk buying of huts, could cooperate on crane costs to save. SB is supportive of WW.

*Leyden* – would like Jim to meet with SB/BB – he will attend.

*New Salem* – WG+E Pole Survey complete, almost ready to send in master agreements to utilities.

MIIA update – they have underwriter for bonding, but not for fiber (but yes for other equipment) – they hope to have something by January.

Kathy Soule-Regine –What are other towns doing about an MLP Board? Blandford, Worthington all have elected boards, Cummington, Shutesbury authorized, waiting for elections. Rowe, Plainfield, Windsor using SB now. Rowe planning to have TM approve SB as MLP board. Wendell – SB does not want to be MLP board due to time/effort needed. Cummington SB member attends the MLP board.

Jim – Brian Hawthorne question about VoIP and E911 when service suspended. Jim checked with WG+E – phone will not work when service suspended.

Jim Drawe asked if towns decided on policies like driveway length. Kimberly – expects to work this after going out to bid. WG+E says they will give some estimates based on different length policies. Kathy Soule-Regine thinks it would be helpful to have a repository for sharing planning info. D McNally would like to see an approximate timeline, to identify what steps are next. Kimberly – WG+E’s smartsheet is the best project management tool for tracking issues, etc. Jim – we can set up a google drive for sharing. Plainfield has google drive for MLP docs – public + exempt areas.

Chris Lynch – attended the MTC meeting. Carolyn Kirk presented. They had $3M loss last FY, felt mostly due to legal costs. The 9C cuts across the board will have an effect. They said the Frontier deal is non-severable, Peter Larkin said there’s difficulty holding it together. Ed Donnelly – CAF II is a problem for them. The only entities who could have access were Frontier & Cox. Jim – towns will be eligible for CAF II after 3 years of operation.

**Reports from Committees**

**Other Director Input**

**Confirm and Schedule next BoD meetings**

Wednesday, Dec 13, 2017 7:00pm Cummington Community House

Wednesday, Jan 10, 2017 7:00pm Cummington Community House

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

**Adjourn** 9:17pm