

**Minutes**

WiredWest Board of Directors Meeting

Cummington Community House

33 Main Street, Cummington MA 01026

Wednesday, January 10, 2018, 7:00 pm

**Welcome and Introductions** Meeting called to order at 7:00pm

**Approval of Minutes:**  December 13, 2017 - Craig Martin moved, Doug McNally seconded. Approved unanimously with Steve Nelson and Bob Labrie abstaining.

**Report from the Chair:** 15 towns have signed the MOU and have voting rights: Becket, Blandford, Chesterfield, Cummington, Goshen, Heath, Middlefield, New Ashford, New Salem, Plainfield, Rowe, Shutesbury, Washington, Wendell, and Windsor.

Jim edited the IGA documents for edge cases from WG+E to simplify and will have counsel review. Towns will lease or do an IRU for # of strands within a bundle, would not have to own poles, etc. Windsor planning to create a full bundle; that may require separate attachments. Jeremy – Becket is looking for a way to connect through Chester (non-WW) to Blandford. MLPs are permitted to build/own outside of the town to deliver services. The non-WW town would not need to be involved, just the utilities (but Chester has its own electric company). Joe Parda stated that National Grid will allow including a few non-town poles, he will be contacting Verizon to see if they agree. Craig – Verizon requires separate apps for poles owned by National Grid and Eversource (Shutesbury has both electric companies).

Contract – Jim met with Rich Carnall (WG+E), they agreed on all but 1 issue (billing for partial month of new subscribers). Jim will send out v13 (redlined) to everyone for review. WG+E will be sending to their lawyers, when they respond, we will send to Diedre (our counsel) for review.

Jim modified the non-compete clause – only applies to towns who have signed a contract, not the MOU. Shutesbury issued an RFI, with WG+E & OTT responding – they will not change, so towns can refer to them; the responses will be published on the WW website. Towns should understand they will need someone to manage the network, and its hard to find resources.

Budget advice? Jim feels that we only need to budget for depreciation reserve and loan payment in FY19. WW should have funds for the other expenses before towns are online. MGL Ch 164 – 57A gives town ability to allocate money for the MLP and then the MLP repays the town. Kimberly – we should seed our budgets to pay expenses in case, rather than come back for incremental.

Peter Langmore asked about the value of coop for operations. It will handle all administrative tasks, and allows for shared risk of break/fix events. Craig Martin – also has value of larger scale if choosing different provider in the future. Robert Heller – pooling of expenses – e.g. backhaul.

**Regional Broadband Solution**

 **Revenue sharing:** compromise proposals – take all operating expenses, deduct from revenue, distribute to towns based on road fiber miles (not service drops). Jim will modify this in term sheet and the group will vote at the next meeting.

 **MOU:** 15 towns have signed. There is a map on FaceBook. Steve Nelson would like us to do more publicity to raise awareness that the coop is still very active.

 **Insurance update:** Gayle Huntress will be taking over from David Dvore (who’ll be gone for 2 months), MIIA should have pricing information soon – this is insurance for the fiber.

 Edge cases:

 Budgeting: letter from Jim – Doug McNally suggests sharing with Selectboards.

WG+E contract / terms – Vote to approve: Jim asked WG+E to include net neutrality statement referencing FCC regulation passed in 2015 – they agreed. Currently undergoing legal review, so no vote at this meeting.

**Town updates**

Windsor – Strand map finished, design starting on FSA01, doing paperwork for pole applications.

Becket – waiting for initial route map, most surveying complete.

Blandford – WG+E initial meeting, waiting for EOHED grant to be signed.

Washington – Selectboard has been supportive; still in design phase. PVC data was not correct (including houses in another town, e.g.). Finishing proofing of data and working on fiber counts. [Doug McNally said it may be simpler to figure total drops for the full length, not identifying specific poles. Jim – this is complicated if using connectorized cable, since connectors are pre-installed at specific lengths.]

Chesterfield – PVC is mapping.

Plainfield – FSA01 reviews, tree trimming, model form of easement document. Planning to clear land for hut, they have volunteers. Got unit pricing from WGE, planning for non-standard installations. Kimberly has been sharing information with many other towns. Set up a ledger system for accounting & reporting to EOHED. They have a performance bond with WGE.

Ashfield – 90 days behind – discrepancy in pole survey done by state – OSMOS returned to complete. Design phase progressing, pole applications submitted today (or soon).

Rowe -master list of poles & route map complete. Should be submitted within a week. David has had to submit some corrections several times – showed Joe how to use the online viewer adding markup and then send a link to WGE. Using Google Earth Pro & MA GIS Oliver – can download shape files & upload to Google Earth. Towns can get the pole data collected by OSMOSE from MBI. [Jeremy – ask WG+E for KMZ files from the AutoCad files – they will do this one time, since they must do an export].

Cummington – finished map review,

Heath – waiting for PVC data.

Wendell – no update.

Leyden – Special Town Meeting Jan 22 to create Enterprise Fund; Selectboard planning to create a Telecommunications Dept. Jim will attend the meeting.

New Salem – WG+E & Broadband Committee marked locations for new poles to be installed (50). Working on growth planning for FSA01.

Shutesbury - most of pole applications from Verizon have been returned (~$300 average make ready cost/pole). Verizon is working in the town. No response from either electrical company yet. Construction bid process can start once design is complete – WGE will help.

Goshen – received grant money. Field survey complete, working on maps

Worthington – no update

Jeremy would like to start pole applications and make ready, even if design is not complete. Plainfield decided to register all poles. Shutesbury was able to pull some poles not needed before make ready. Jim was told that one electric company wanted to know the size of the cable in the pole application; this is dependent on design.

Jim – WW owns some poles for George Propane. Should they be transferred to town of Goshen? Sense of the group is that it should go to Goshen.

Overlashing Middle Mile – has not been allowed, but new vendor may permit.

**Reports from Committees**

**Finance:**

Escrow account: Bob Labrie has been going through all the signup cards, plans to return escrow money to the towns which have withdrawn. Seen about 2/3 so far, has about 300 ‘not found’ (checks which don’t match with any subscriber entry). He’d like to have a volunteer event to finish reconciliation. When complete, Bob will move money into escrow account to cover credit card fees.

MBI grant: Bob to send final report letter to receive the remaining $11,000.

Invoices for dues – Bob will send out electronically. Steve – we need to approve dues for FY19.

Put vote on the dues on agenda for next meeting.

Kimberley asked for FY18 budget update – Bob will produce.

**Other Director Input**

Shutesbury Lightower meeting – there are connection points in Shutesbury & Rowe. They are willing to do dark fiber, IRUs, lit fiber. They connect to Springfield & Albany. Will be providing prices. Lightower is now part of Crown Fiber, who built many cell towers on spec. They now have purchased many Verizon towers.

Jim also considering purchasing fiber from Charter in Berkshires for redundancy. WG+E has redundant connections to the Internet.

Kimberley – WW is at a change phase, should we be contemplating changes to bylaws? EC seems large since voting members now smaller. Jim thinks EC is not too big. Jeremy – EC meetings are open and visitors can comment.

There is interest in starting a Governance committee, Kimberly offered to join & host daytime meetings at her office. EC will appoint members by next meeting.

Jim will want people to help work on the contract between WW & towns. Contact him if interested.

**Confirm and Schedule next BoD meetings**

Feb 7

March 7

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

**Adjourn** 9:10pm