

**Minutes**

WiredWest Board of Directors Meeting

Cummington Community House

33 Main Street, Cummington MA 01026

Saturday, March17, 2018, 9:30 am

Called to order at 9:37 – quorum achieved at 10:35 am

**Welcome and Introductions** 5 minutes

**Approval of Minutes** January 10, 2018

 Moved: Doug McNally; Seconded: Brian Hawthorne

 Passed unanimously

 Abstaining: Craig Martin

**Report from the Chair**  20 minutes

WW insurance policy up for renewal, we will be to adding officer coverage. Towns in northwestern Connecticut now looking at MLP options – but the state requires that the MLP be delivering electricity/gas before telecom – they want to change the low. There is a group in MA Connecticut Valley also looking at fiber, Jim is speaking to a conference at UMass tomorrow.

Jim produced a budget for startup – distributed to the group. He is using the schedule(s) from WG+E dashboard. We should push Rich Carnall to update the Gantt charts, they can be more refined and detailed. Towns should be able to start service as soon as one FSA is complete. Assumptions – subscribers pay in advance. New Ashford is first to come up. Assumes each town connected to MB123 and pays $1200/month for backhaul. We’ll email the spreadsheet to delegates. Date can be changed on the tab showing dates, towns can be set in or out. Price assumptions: $79 – 1Gb, $59 - 25Mb, $19.99 - phone.

WW will need to accumulate cash to buy IRUs to replace the monthly backhaul fees. We don’t want to guarantee that excess income will go back to towns until expenses are known.

WiredWest will offer 2 tiers of service initially; towns agreed to this at last BoD. Towns can do add-ons, but subscriber fees from WiredWest will be the same.

IGA is agreement between governmental agencies, IRU is a rent(lease) of a facility. Windsor needs to run cable through Cummington & Plainfield – asking them to perform construction and overlash the cable. Plainfield & Windsor want to do an IGA up front, rather than the IRU (funding – state would cover the construction cost but not the rental part, which is operation). Jim D thinks the costs can be identified as construction vs. operations for reimbursement.

Jim asked Diedre about serving customers in other towns – she replied that’s not necessarily allowed – suggested IGAs between the 2 MLPs. Shutesbury has 2 premises in Pelham, but it doesn’t have an MLP. Jeremy – his issue is that construction is too expensive to outliers, who pays for the construction and who gets the revenue. Jim has forwarded these additional questions to Diedre.

**Bylaw change** 10 minutes

“A quorum at any meeting shall be a majority of the Members, not including Members who are suspended or otherwise ineligible to vote.”

Moved: Brian Hawthorne; Seconded: Jeremy D

Discussion: Charley – Worthington still wants to participate and agreed to pay dues, feels like they deserve a voice in the organization. Jeremy – we have some member towns which don’t participate much, hard to achieve a quorum. Worthington doesn’t feel they could sign the MOU since they have not yet decided to build a network. Jim – voting is not everything, Charley’s voice is still heard.

Result: 1 opposed (Charley Rose), 1 abstained (Carol Rhine). 9 in favor. Motion passed (more than 2/3 of those present in favor). Worthington has not signed the WW MOU, Mr. Rose’s vote cannot be counted.

**Regional Broadband Solution** 30 minutes

 *Revenue sharing:* EC decided that all short aerial drops will be considered as 150 feet, since they all will

 cost the same to install.

 *Insurance update:*

 *Budgeting:* – covered in Report from chair

 *Tiered pricing structure:* this has been agreed – WG+E Drop Forum meeting – March 28 with .

WG+E contract / terms – Vote to approve 5 minutes

Contract with WG+E’s lawyers now. They removed the requirement not to charge less than WCF.

IRU 10 minutes

How are towns financing their part of the build? 10 minutes

**Jim assumes town will do short term borrowing from banks, most agree. Then will roll into long-term borrowing. How will towns repay? JD – some believe maintenance cost to customers, construction to taxpayers. Some towns hoping to move more to customers. Brian H – Plainfield planning to defer dep. reserves for a few years. Craig – concern that some towns might reduce their take rate by putting too much cost on customers, and requiring subsidies by the coop.**

**Town updates**  20 minutes

*New Salem:*  FSA01 design complete, small number of pole applications submitted to Verizon (hoping to compare costs between 2 alternative routes), received easement document template from KPLaw, discussion with Shutesbury and Wendell on distributed GPON option and creating a ring linking the towns.

*Shutesbury:*  hoping design will be complete by end of this month. They did pole agreements, make ready in progress by Verizon, National Grid, EverSource (small amount). National Grid replied with the total amounts, no details per pole, much larger than original estimates. They are expecting the state to cover the additional costs. Kent reminds us that state will only cover poles ‘on the public way.’ Shutesbury did not include (private) service poles in applications. Suggestion to at least put public/private in separate applications. Utilities contract – if we put equipment on poles not registered, they can remove equipment from all poles we have licensed, so service poles must be registered before construction. Craig – utilities helped with removing private poles from applications.

*Becket:*  planning to apply for all poles – public and privateways, and driveways. Their estimate from Westfield is low based on poles & road miles, also feel it’s missing some things. Plainfield has asked WG+E for an updated cost estimate, including all equipment, that is not included in the original estimate. Brian will send the list of missing items to Charley for sharing with the towns. Becket planning to ask state about the discrepancy between original estimate of poles/miles and their actual – to confirm they will be covered.

*Washington:*  pole apps starting 3/28, expecting FSA01 design 3/29. Distribution networks included network extensions, so Kent went through the whole network classifying distances on road, on driveways, aerial & underground, etc. Plainfield asked WG+E to do this. We need this information for construction, to identify costs for towns vs. customers. It seems the WG+E is understaffed.

*Goshen:*  Goshen has appointed an MLP manager, E.J. Brennan, former Selectboard member. Bob will be working with him. Bob Labrie will resign as moderator, changes in town government may mean less WW support. Brian Hawthorne – MLP manager can appoint folks as special employees of the MLP (their meeting are not public – deliberations & setting policy are done by Selectboard). Putting elected MLP board on ATM warrant could generate discussion about broadband for the town.

*Chesterfield:*  Kirk Henshaw owns a hut formerly used by Verizon – town has asked him to give it to the town for their hub.

*Wendell:* Has given WG+E the greenlight for pole applications, waiting for submissions. Attended the 3 town meeting about connecting to Shutesbury and New Salem, the ring will be added to design. Looking at more splits in the field. Some folks in town wanting to revote on the borrowing, since conditions have changed (based on $49/month and covering construction) – may be a vote to reconfirm. Bill Ennen stated that if it’s doubtful that town will move forward, he will shut off the funds. Use of Enterprise fund (more oversight by the town) *suggested* – WW doesn’t care how towns do accounting. Jim may escalate objections to DoR advisory letter which recommended using Enterprise Funds – since we’re told it’s illegal for MLP based on Ch 164.

*Plainfield:*  All 6 pole apps submitted to Verizon, waiting to submit to EverSource – hope to submit by 3/28. All pole data has gone to PVC, who will send Plainfield a flash drive with all information. Waiting for phase 3 IGA – construction. WG+E promised to update planning spreadsheet yesterday – expected soon. Expecting high-level cost estimate prior to 3/28 or will postpone meeting. Pushing them on missed items which had been promised. BH keeping a todo spreadsheet to remind WG+E – sharing the sheet with WG+E. Now they are meeting more deadlines. There should be an agenda & published minutes of our status meetings. Brian was using the Smartsheet to make requests, but gave up since items were not addressed by WG+E. Jim Drawe will call Aaron to escalate their apparent need for more resources.

*Windsor:*  about to submit pole applications, FSA01 design complete 6 weeks ago, no corrections made, pushing for completion of at least 2 more (4 total) before town Broadband update meeting at end of April. Contract for huts moving forward. Their biggest issue is with underground drops which are direct buried. They are still planning to buy a spool and allow homeowners to buy and install - from local tractor owners, etc. Talking to Verizon about following their lines (but a distance away). Considering buying a ditch witch as town resource (~$3k). After drop forum, will be discussing with the town how much it will cover for driveways.

*Worthington:* ATM May 5 – voting first on town building the network, if that fails, on Matrix, possible Comcast option. Broadband meeting on April 28, will have multiple providers presenting. They have a note from MBI that they would reimburse for the make ready if going with Matrix (subject to a few conditions). For Matrix, town would have to do short term borrowing and get reimbursed afterward. There is a buyout option, starting at 3 years.

*Cummington:* Hut will be in local school office. Working on bonding and master agreements with utilities. Expect to start pole applications in the next few weeks.

Hut quotes have not included many required – crane access, pad, conduit, generator. Hut costs were not included in original WG+E estimates. Otis built one hut – lean to – 20x12 for ~$25k. Plainfield asked Caitrin to include hut costs in the budget.

Jim – need to discuss Right of Entry form with WG+E. They build it into the homeowner’s contract – Jim says this should be done beforehand. There should also be permission to trim trees to maintain. Rich Carnall should be working on this. May need to include network extensions, sometimes needing multiple signatures. Utilities transfer any right of ways they have to attachers, though they may not always have a right of way. You can look at all the pole licenses in your town.

**Reports from Committees** 10 minutes

Review FY 19 budget

Handouts from Bob: Income statement + FY 19 Budget

Vote to approve next month - send feedback to Bob

Suggestion that we increase legal budget to $18,000 (for this year)

 – FY 19 contract between towns & WW, not many other items anticipated.

**Other Director Input** 10 minutes

**Confirm and Schedule next BoD meetings** 5 minutes

Apr 4, May 2

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

**Adjourn** 12:36 pm