

WiredWest Executive Committee Meeting MInutes

Date / time: Wednesday, December 5, 2018 6:00 PM

Location / address: Hampshire Council of Governments, 99 Main Street, Northampton, MA

Members present: Jim Drawe, Doug McNally, Bob Labrie, David Dvore, MaryEllen Kennedy, Craig Martin

Guests: Kent Lew, Jim Goulet and associate (I did not get her name)

Meeting called to order at 6:08

1. Approve minutes of previous meetings –*November 14*

David moved, Bob 2nd, approved unanimously

1. MLP Auditing (Jim Goulet)

Jim Drawe asked for recommendations of an accounting firm (JG – only knows Tom Scanlon in this area, not sure if he does accounting – he will check). Kent – auditing must be done for each town. Jim Goulet suggests using QuickBooks, which will make it easy to keep track for each town.

After DLS presentations of standard & Enterprise accounting, we would like similar info on using MLP accounting. David – we need to know what reporting the town MLP would need to do. Jim G thinks financial activity is at the coop level, not the MLP. MLP needs to handle depreciation, debt repayment, network expansion. Jim D – receipts from WW, MLP fee (passthrough). Jim G – Ch164 allows MLP to specify funds for depreciation. MLP does not have any cash; it’s held by town treasurer, a separate account is optional but depreciation reserve is required. The MLP account is an Enterprise fund, but under separate governance, by the ML Board, not Town Meeting.

KL – we need to understand how to handle excess funds transferred to towns, or if town supplies funds to the MLP. Town of Leverett paid for network, then voted to transfer to MLP. MLP can’t borrow money, borrowing must be voted by the town. Jim G would rather see the debt on the MLP books, not the towns.

WW plan - excess fund passed to towns 1/year, MLP fee monthly.

Department of Revenue requires 3 years of funds transferred to town, if consistent, can be put on recap (not free cash). Deidre says MLP can choose our fiscal year dates.

JG thinks it’s premature to sign a contract but is willing to answer questions and consult on an hourly basis. He will draft a letter explaining MLP accounting.

1. Onboarding: Jim distributed a list of things WGE will need to know to prepare for onboarding of town subscribers (first towns now expected in May). David suggests we add phone only option (based on CAF II discussion with Westfield on Dec 4), may need to wait until WGE decides how to handle it. Some discussion on seasonal, whether and what to charge when unconnected, also alarm system companies must be notified. Bob read WCF policy on seasonal connections from their website. Send Jim any additional items for the list.
2. Agenda for December 19 BoD meeting:

*Bylaws* – Deidre reviewed. The directors must be elected by the members. She removed other items. Jim will send updated version for distribution to delegates.

*Agreement* – Deidre reviewed this too – minor changes. David sent comments from Rowe Town Counsel to EC and will discuss with Rowe SB soon. Kent sent to his SB, saying he would like approval in January. Jim will send an updated version to be forwarded to members.

*CAF II* – need to emphasize the timing – we won’t see that until 2020 or 2021, so towns should not depend on it to pay for construction.

*Rates* – still need to decide rate for phone only; Internet only (at discount); business rates (best effort); commercial rates (SLA). David – we should wait until WGE decides on phone only rate. Jim suggests commercial rate may not be standard, negotiated with each customer.

[Kent – Middlefield Comcast decision was challenged, will have a town meeting Dec 20 to decide again whether to build a town-owned network]

1. Escrow Account

Bob has reconciled all the deposits for payment by check, working on the credit card payments. Melissa is leaving at end of year; Jim will ask her to write up any instructions we need for work she does for us.

1. Committee Updates

Outreach: Committee hasn’t met recently. Last members: David Dvore, Bob Labrie, Gayle Huntress, Tim Newman

1. Review other ongoing work, including meetings, conference calls

Jim attended Charlemont open meeting with Comcast & Peter Larkin. He feels attendees favored building their own network. Town Meeting on Dec 6 will decide.

1. Other business which could not be reasonably foreseen within 48 hours of meeting
2. Set next EC meeting – Wed, January 2 6:00pm, snow date Jan 9

Adjourn 7:46 pm