

**Minutes**

WiredWest Board of Directors and Executive Committee Meeting

Online

Wednesday, June 17, 2020, 7:00 pm

**Attendees:** David Dvore, Steve Nelson, Bob Labrie, Jeremy Dunn, Art Schwenger, Doug McNally, Jeff Piemont, Kent Lew, Jim Drawe, Kathy Soule-Regine

**Guests:** None

**Called to order at:** 7:10 pm

**Welcome and Introductions**

**Approval of Minutes -** *May 20*

Moved by Kathy Soule-Regine; Seconded by Jeff P

Approved unanimously with 1 minor change from David Dvore

**Report from the Executive Director**

Jim sent out a DropBox invitation to delegates. This was proposed by Bob Labrie for financial reports but can be used to store other historical documents. Everyone can add/edit documents.

We had a Google docs share, Doug McNally pointed out that members from former towns may still have access. We will look at them and see what will still be useful to move (David Dvore, MaryEllen Kennedy, Jim Drawe)

WW has joined NJNS, and application where utilities report notices on required pole work. Jim will monitor and notify WCF if there’s work to be done in member towns.

Dig Safe – Jim received shape file from WCF for as-built underground sections. Jim adjusted coordinates to send to Dig Safe, so we will only be notified of work near the underground areas (not the whole town). Jim will contact WCF, who will send their walkout contractor and bill us. Drops are included (including all they know about even if not installed). Jim recommends QGIS (open source) to read/edit the shapefile. This will be a town-specific expense. First uploaded file is free, changes may incur a fairly large cost, so better to wait until late in the build to be sure information is correct and complete.

Message sent out with Jessica’s question on the latest bill from WCF. They will correct on the next bill. She is monitoring all WW accounts to confirm correct billing.

Ooma tax rates change every few months – Jim is trying to find out why and get a rebate. Jeremy notes taxes on his Verizon phone bills vary. David thought the rate may have changed at new year and some taxes may be based on total bills.

We processed 40 refunds this week. 3272 refunds have been issued, 1382 customer credits have been moved from savings to checking, 21 donations received, and 3000 have yet to be refunded. Of the 3000 left, 565 have been sent an email and not yet responded.

Jim sent out the WW budget and town budgets. He omitted PURMA dues. Electricity from Rowe has been constant, may be higher in summer. Towns may be able to claim utility bonds as part of the LMCF grant from EOHED. We asked Jim to see about PURMA membership refund for New Salem. Rowe is still with PURMA this year. Credit card & ACH fees are based on the Internet & phone revenue. Jim is assuming 35% ACH, 65% CC. Expects to do an audit in the next fiscal year. Reduced legal fee to $1,000. Reduced maintenance considerably based on experience over a few years, including Leverett.

Expects emergency to be about $10,600/year <check figure>

Marketing was reduced, since we have not used much. Jeremy asked whether we should increase marketing in the towns with lower take rate. Doug thinks it’s because work has not started yet. Washington thinks the cost of drops is lowering the take rate.

ISP & network operations – John Leary estimates, there will be more than 5,000 subscribers line around next March, so our cost should be lower. Jim put the cost decline on April 1 into budget.

Telephone charges are fixed at $12.03, phone only at $17.03.

Jim expects there will be $17,000 to be dispersed. He will base it on cash on hand on June 30. Doug if it’s to be used to offset debt, it will wait until free cash is certified; won’t be available in FY22. Jim – DoR said that after a 3 year history of regular payments it will no longer have to wait for certification.

Jim pulled muni buildings from Internet income, but not expense. Rowe will get a separate check for muni payments.

Activation fees are not part of the distributable earnings, the fees + 10% of earnings will be used to build up cash reserve. WW should have >$100,000 by the end of the calendar year. He recommends moving some of the reserve from the non-interest bearing account. Recommends Bob work with Doug and Jeff to choose an interest-bearing option for the cash. Doug – CDs right now have almost no interest, doesn’t think we should tie up the cash at this early stage. Bob will talk to TD Bank to see if they have any recommendations.

Jim also created budgets for Rowe & New Salem based on the Chart of Accounts for MLPs. He will also do one for Washington (other towns are not far enough along). For depreciation, 10 years for electronics (in hut + ONTs), he doesn’t think optical parts need to be replaced.

If town pays a stipend to MLP Manager, need to deduct for taxes, FUTA, SSI…

Vote on amending by-laws to allow non-member serve as Treasurer

David moved, MaryEllen seconded

Approved unanimously

Doug moved that Bob Labrie by appointed as treasurer, Art seconded

Approved unanimously

Policy on credits after service restoration

David had a customer who suspended service, then restarted. There was a dispute on the starting date, when it was turned on, but he returned later and then wanted a refund. Jim feels that if customer asks for refund on a certain date, the work is done on that date they should pay for when the service started. David – if WCF charges WW for starting on a certain date, then we should charge them for that time. The group agrees. Jim will send a note to WCF stating this is our policy.

Accepting credit cards for WiredWest-billed installation costs 15 minutes

Drop billing process – Kent has no update. Kent is finding it difficult to identify the estimated and actual drop costs. Kent can get reports on interior installation, the main question is costs for UG work, the crews are not good on updating the information. He has multiple reports, e.g. cold drops which include the NID (during time of no interior), then finished drop which also included the NID. WW can bill customers if they have the name, address and total drop cost. WW can only accept checks right now, Kent thinks it would be good to allow credit cards. Jim said WW will get a credit card account, so folks can spread out their costs. Kathy noted that we won’t be accepting many payments after the towns have completed initial build. Doug has reported that Berkshire Bank is willing to give home equity loans to people at a lower rate. Kent is looking into this and has the name of a contact there.

**Finance Report** 10 minutes

See

Bob is working on moving funds from escrow to the bank account, for Becket and Heath and to cover the refunds. He has found the TD Bank online only shows activity from last 30 days. He is working to create a database with all the banking history

**Town updates** 15 minutes

Windsor pre-construction meeting next week. Expect TriWire to start 2 weeks after. Estimating first customers in October.

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

Emergency Response

WCF proposing all non-Westfield towns to share emergency crews. This should be more cost-effective than having a dedicated crew. If we have a multi-town event, there will be 2-3 crews available to respond. Jim would like to see the contract and will continue discussing with WCF. He’d like the contract to include a clause to allow WW to have a dedicated crew. Jeremy thinks it’s important to have the appropriate number of crews, having too many just in case of the 20 year storm may be too expensive. Jim is going to research other fiber networks to see how they handle this.

Doug moved that we amend the contract and join the other towns in an emergency response contract.

MEK seconded

Jim would like an answer on how they prioritize towns for restoration. The addendum is for 1 year as is the TriWire contract, but it really locks us in for the remainder of our contract. Jeff is concerned that the rate is not transparent, not sure how the cost changes if additional towns come on. Jim – they are prorating charges depending on when towns come on. Our current contract would allow us to hire a dedicated crew, but then we won’t be in a pool with potentially more resources.

We will ask our ED to clarify the details.

Approved unanimously

Kent hasn’t seen Jim on the list for outage notifications. Was he notified about the outage expected tomorrow AM. John Leary was supposed to have added him. Jim will follow up. Doug will back him up if needed.

Jeremy asked about the WW distribution formula published by Jim. He thinks we did not decide on the 10% holdback. Asks it be put on the agenda. Jim says it’s in the agreement. The board must approve the distribution. David - some data in the formula Jim requested is hard to acquire, e.g. length of MST tails. Jim wants that so maintenance expenses must be apportioned correctly. David – question is whether repair costs are allocated to each town, or are general expenses. Doug thinks the repair costs would come out of total WW revenue, not considered per town – shared risk. Jim says that’s true, even with the arcane formula – change would require amendment to the town contracts. Jim will send a draft revision. To change the formula, the MLP manager would sign the new addendum. Jim wants folks to check his calculations, we will vote for approval at the next meeting.

**Adjourn** 9:05 PM

**Confirm and Schedule next BoD meetings**

July 15

Future - every 3rd Wednesday

**Post-meeting update**

The warrant presented at the meeting was approved unanimously by the Executive Committee, voting via email on Friday, June 19th.