

**Minutes**

WiredWest Board of Directors and Executive Committee Meeting

Online

Wednesday, August 19, 2020, 7:00 pm

**Attending:** Doug McNally, Bob Gross, David Dvore, Jeremy Dunn, Kent Lew, Steve Nelson, Jim Drawe, MaryEllen Kennedy, Kathy Soule-Regine, Art Schwenger

**Guests:** Don Hall

**Called to order at:** 7:02 pm

**Approval of the warrant by Executive Committee**

Moved: MaryEllen

 Seconded: Kent

 Result: Approved unanimously

**Approval of Minutes** *July 15* 5 minutes

 Moved: MaryEllen

 Seconded: Steve

 Result: Bob Gross abstained, approved unanimously

**Report from the Executive Director**  15 minutes

Lawn signs have been supplied to Windsor.

Jim sent a signup summary – we are over 70% for all WW towns who are in operation/installing (Washington 69%) – which is above what is needed for profitability. He also sent out the pro forma, added a column at the right to confirm numbers in his calculations.

New Salem, Washington, Becket, and Rowe have sent in signed copies of the amendments. When the other towns sign, we will be able to send checks based on the new formula.

Emergency response to last week’s storm – WGE did an outstanding job, Jim has said that to John Leary. We have not seen bills for the repair yet. Kathy lost electric for 3 days, but never lost connectivity. Rowe had fiber on ground on the street with cars running over – WCF sent someone overnight, cable was still good. There was a very large tree which cut through all lines (elec, fiber, phone) and took several days to repair. Drop cables not as strong, they are more easily damaged. He lost power for 2 days, but not Internet. Kathy noted we’ve been recommending that people get a UPS but found they will not charge if on generator power (without an inverter).

What’s needed for insurance during construction? New Salem (White Mountain Cable) was told that we are responsible for any FSA that’s been released; Washington (Sertex) was told the construction firm was responsible until the whole network is complete.

Jim sent everyone a contract that WCF has with TriWire for emergency crews. He is pushing back with John Leary to include Westfield in the count of town mileage, since there’s a single contract for all towns which may lower cost. There’s a $1k/day charge for non-response, Jim will see if this would be shared with the towns. Send Jim any questions/comments on this. Jeremy noted that Crocker is listed as emergency contact – likely a typo.

Vote on Webmaster compensation of $100/month

 Discussion: Doug feels that we can support this additional cost.

 Doug moved that we compensate the webmaster at rate of $100/month, Bob Gross seconded

 Result: Approved unanimously, with David abstaining

Vote on webmaster appointment:

 Doug moved to appoint David Dvore as webmaster, Art seconded

 The vote was approved unanimously, with David abstaining`

Vote to perform an audit – vote not taken 15 minutes

Jim sent out 2 versions of the bylaws – not sure why we removed the clause with a minimum income for auditing. The current version does specify an annual audit with no minimum amount. Jessica is prepared to provide the information. An audit will cost about $15,000, which seems a lot given our current income and status. Kathy – it might be necessary if town Finance Commmittee questions the finances.

Steve suggest asking Deidre, Jim will check with her and report at next meeting.

We could initiate a change to the bylaws, vote to approve at next meeting.

Steve – we could alter the due date. Art – we could also vote to defer audit until end of FY21 to include FY20. Jim states he can’t issue the checks until we have audited numbers.

First reading of change to bylaw (reverting to clause 8.4). The following is proposed to be added to the bylaws:

“8.4 At the end of any fiscal year in which the Cooperative has gross receipts of more than $200,000, the Board of Directors shall cause the books, accounts and records of the Cooperative to be reviewed by an independent, certified public accountant in a manner consistent with the provisions of the second paragraph of M.G.L. Chapter 12, Section 8F;”

Environmental Monitoring/Emergency Restoration 20 minutes

Discuss plans for environmental monitoring of huts and emergency restoration

and take any necessary action or votes.

Jim communicated our concerns to Deidre; he thinks the hut and equipment are part of the network. She agreed. Jim forwarded the response to John Leary who is contacting WGE’s lawyer.

WGE was proposing $60/month/town, which is quite a lot of money. Equipment and installation labor cost $1100, though it’s not clear who owns the equipment. If towns will own the equipment, the one-time payment seems okay. Standard huts may include the necessary sensors. Doug reports that MIAA is installing some monitoring equipment in his town hall, may be a lower cost option. David – WCF, our network operator, is contracting someone to do the 7x24 monitoring which integrates with their dispatch. Doug thinks it would be preferable to have someone local to be notified. Jim will request the monitoring contract from John Leary. Jim notes an advantage of 3rd party monitoring: no worries about contacts being on vacation. They will also triage alarms and dispatch accordingly.

Charging non-profits 10 minutes

Do we need a policy or should it be up to towns on what to charge?

New Salem has non-profits which are very small and several are closed at this time.

Jeremy – Becket has non-profits of different sizes, some with very large budgets. He recommends not to set a blanket policy. Doug agrees that this should be left to the towns. Kathy recommends the towns be consistent in their pricing policy to avoid future conflicts. Steve – in the long run, they are all WiredWest customers and we should develop a policy in the future when we have more experience. Jeremy – would could ask the non-profits to see their revenue – those below a certain threshold could be offered the low residential rates. Kent – they probably do not get a special rate from electric or phone companies.

Ooma overseas and other options deferred to next meeting 15 minutes

**Finance Report** 10 minutes

**Town updates** 15 minutes

MBI connection – Windsor asked whether to choose a 3 year or 5 year contract. All WW towns so far have chosen 3 years.

Kathy asked about how town departments are paying for their WW bills – town accountant is reluctant to pay online. Kent – accountants may be reluctant to use town account for auto payment. Kathy heard (from accountant) that Tom Scanlon says there a way. It does need to go through the warrant process. Our town credit cards are backed with personal SSNs, reluctant to use.

Jim – options: pay a year in advance – KSR the phone bills vary slightly. Or separate checking account just for paying these bills. Jim – the treasurer would notice if there’s excess activity, credit card company is bonded. Kent – the Verizon portal did not retain payment information, which is why his accountant was willing to do online payment for the pole bills. Jim – ask treasurer to put her concerns in writing before escalating. Windsor’s new treasurer is moving bills to EFT to improve tracking.

There is a house in Becket whose access goes through Otis & Tyringham. Otis was going to take them, but now not willing to pay for the construction. David was told taxpayer money could not be spent on a home in Heath, but taxpayer did have small property in Rowe, so they could build. Becket may have customer pay, run them as a customer from Otis’ switch (Otis agrees).

Concern about not requiring customers to sign an agreement on installation – allow access in future for maintenance. Jim thinks utilities with installed equipment do have access by right.

What about UG drops if customer not happy with the work? KSR – that’s between contractor & homeowner. Kent – WCF does have contract language regarding restoration with TriWire.

Jeremy – 1st UG road work – planned to be plowed, but forced to use backhoe. KSR – this is why Shutesbury added 25% to estimates for UG work. Kent – TriWire has been successfully plowing most UG drops. Minimum depth for drops is 12”.

Becket – 22 month build timeline (once MR completes), some folks are looking at Starlink. Today, Starlink not available below 44degrees latitude. Testing shows max of 60Mb down, 20-80msec. latency.

Doug – some folks have UG from poles across the street with direct buried utilities – how to install these? Kent – one house was connected by plowing through road, only 10” deep. He is working on a solution. May be good to contact them in advance. Setting a pole on premise side would be less expensive than most options. It would be cheaper to do horizontal drilling if they can do it at that depth. Considering not charging the customer, because it affects long-term maintenance. Windsor is planning to cover the pole costs if necessary. It’s better to do all the poles at one time, saves costs.

David – WCF is testing Nokia routers, which should be more powerful and are meshable. He’s seen performance degrade a lot when away from a router. Jim – can just use an inexpensive booster.

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

**Adjourn**

Moved: Art

Seconded: Steve

Result: adjourn at 9:04 pm

**Confirm and Schedule next BoD meetings**

September 16

Future - every 3rd Wednesday