

**Minutes**

WiredWest Board of Directors and Executive Committee Meeting

Online

Wednesday, September 16, 2020, 7:00 pm

Attendees: Doug McNally, Steve Nelson, Kent Lew, Jeff Piemont, Jim Drawe, MaryEllen Kennedy, David Dvore, Bob Labrie, Art Schwenger

**Approval of the warrant by Executive Committee**

Moved: David, Seconded: Kent

Result of roll call vote: Approved unanimously

**Approval of Minutes** *August 19*

Moved: David, Seconded: Jeff

Result: approved unanimously

**Report from the Executive Director**  15 minutes

He will discuss under the various agenda items.

**Vote on bylaw change to restore audit language from earlier version of 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;”

Jeff notes it states “reviewed” not “audited” and the cited paragraph seems to apply to non-profits.

Jim suggests accepting the language here and then do a first reading of an amended version. This will allow us to skip an audit for FY20 before distributing funds. Doug – Windsor has been doing audits every year, Tom Scanlon recommended they move to alternate years.

Moved: MaryEllen, Seconded: David

Result of roll call vote: David-y, Steve-y, Art-y, Jeff-abstain, Doug-y, MaryEllen – y

Motion Passes

**Added: First reading of amendment to 8.4** (which will be 8.3 due to previous changes to bylaws):

“8.3 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 or* audited 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;”

The change is adding “reviewed or”

Jim 8.1 of current bylaws – distributing of funds

Jim – first reading – remove “audited.”

Add vote by members on the distribution to October agenda

**Vote on whether to perform an audit for FY2020**

Steve- moved to table, Jeff seconded

Result: approved unanimously, the discussion/vote is tabled until bylaw changes are completed at next meeting.

**Environmental Monitoring**

Discuss plans for environmental monitoring of huts and take any necessary action or votes.

Jim recommends we wait until Deidre talks to WG+E lawyer. David reminded us of Doug’s comment that MIIA is doing monitoring for town buildings; we could look into hiring someone ourselves. Most of the group thinks we should go with Westfield’s offering rather than another service. Jeff asked about generator monitoring – offered by their vendor Generac, Jim had asked but got no followup. Jim thinks the towns should have their own contracts for monitoring generator and HVAC and submit bills to WW. The towns own this equipment, WW pays for repairs, but the town would pay for replacements.

**Emergency Restoration**

Current status of emergency management agreement, and take any necessary action or votes.

Jim sent out the amendment to our contract proposed by Rich Carnall, including the mileage from the TriWire contract. WGE is contracting for 3 line crews + 3 splice crews for $3x,xxx. The document included mileage for each town and Jim calculated the cost at $27/mile, but WGE wanted to charge $75. He thinks price should be lower and per mile calculated periodically to include new towns.

Jim is still waiting for a response.

Motion to authorize Jim to negotiate and sign contract amendments with WGE on env monitoring & emerg restoration.

Moved: David, Seconded: Art

Result: approved unanimously

**Cold Drop Fees**

Heath expects requests for cold drops, especially in seasonal area. There’s no income for cold drops, concerned that they may be damaged and town would have to repair with no income. WGE says there’s been little maintenance on cold drops so far.

Jim had feedback that cold drop damage wouldn’t be detected, so one option would be to have customer pay for repairs. Kent – people wouldn’t know who to call for the damage, and repair wouldn’t be urgent. Customer would need to repair damage before connection. Jeff – same for seasonal. Jim – it might not be detected. Kent – there is some revenue from cold drops, we should cover repairs, but not until they are turning on service. Cold drops are not subscribers, so wouldn’t be counted as subscribers. Windsor reached 70% subscribers, so didn’t do cold drops (State reimbursement up to 70% of premises connected). Rowe offered cold drops since they had funds and it lowers the cost for a future customer.

**Seasonal Service Suspensions**

Kent – customers may be planning to suspend service soon. Is WGE ready to receive that information and handle it? Do we have information for our customers? Some have done this in Rowe, CS asks how long they will be gone and recommended stopping service if > 180 days. Jessica will be able to track the suspensions – they will be done on a full month boundary.

Jeff heard that WCF is now offering suspension of service for other towns, with the same parameters.

**Ooma overseas and other options**

Jeff reports that Ooma has international plans. Can we offer these additional services without sending folks direct to Ooma? Kent – if they want to go direct with Ooma, they will have to return the current device. Jim – the contract is between WCF & Ooma, he would like to see them include the additional services. David- Ooma’s customer service is not very good, WCF does better in working with Ooma. You can call internationally for free over the Internet; Ooma has an app you can download to a cell phone to make calls from your Ooma number.

**Ooma service install after Town installations are complete**

WCF has asked if we’d prefer to send the Ooma device and help customer self-install or send a tech to install. Should customer or town pay? Kent plans to keep a couple of devices and manage the installation himself. There’s not a lot to do the installation – need customer’s account number and the address. Porting is a bit trickier.

Doug thinks customers should pay for the phone (shipping/tech) after construction period ends. David agrees – customer can choose shipping/tech and they will pay. David expects people will be dropping service (wifi calling for cell phones, other Internet options). Kent notes wifi calling is not available for all calls/carriers.

**Finance Report** 10 minutes

Jim sent P&Ls both cash and accrual basis. WW now has a Paypal account, used for collecting excess installation costs. The funds collected will be sent to the town for payment to WCF.

Jessica will be doing 2 warrants per month – 1st & 3rd Wednesdays. EC can approve the first one by email to the Clerk.

**Town updates** 15 minutes

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

**Confirm and Schedule next BoD meetings**

October 21

Future - every 3rd Wednesday

**Adjourn 8:32pm**