

**Minutes**

WiredWest Board of Directors and Executive Committee Meeting

Online

Wednesday,October 21, 2020, 7:00 pm

Join Zoom Meeting on your computer

https://us02web.zoom.us/j/6216016888?pwd=aTRMRHJlMHZmdXFrYWxtZTZmUlZYQT09

Meeting ID: 621 601 6888 Password: 1S1Z9i

Or Dial in telephone: +1 929 205 6099 US (New York)

Meeting ID: 621 601 6888 Password: 894680

Attending: Doug McNally, David Dvore, Steve N, Kent Lew, Jeff Piemont, Art Schwenger, Kathy Soule-Regine, Don Hall, Bob Labrie

Called to order at: 7:00pm

**Approval of the warrant by Executive Committee**

Moved by MaryEllen, Seconded by Kent

Votes: Doug Y, David Y, Kent Y, MaryEllen Y

Result: Approved unanimously

**Approval of Minutes** *September 16*

Moved by David, Seconded by Doug

Approved unanimously

**Report from the Executive Director**

 Environmental monitoring: Jim sent a note from our counsel a few weeks ago. She spoke with WCF counsel on Monday, no agreement. John Leary unwilling to do anything different for WW towns. He’s adding $25/month/town to the cost to them for monitoring. Jim sent the Plainfield IGA for this service. Can specify who to call first and second, typically has WCF dispatch as second contact. We could negotiate a contract directly with the vendor and save the $25.

Kathy reports Shutesbury purchased an appliance for $400 plus $25/month for monitoring their hut (Simplisafe).

Kent would like to see a comparison of our alternatives, with capabilities and price.

Doug asks that we table the discussion, requesting the Executive Director to assemble the data and give a recommendation.

Emergency crews: Jim continuing discussions with Rich Carnall. The TriWire contract includes Westfield mileage. Jim is expecting a contract by end of week. We feel that WCF did not respond well to the last storm and want them to describe how the process should work.

**Vote on change to distribution clause**

 To remove the word “audited” in the following paragraph:

“8.1. **Periodic Distributions of Available Funds** Upon the Vote of a majority of the Voting Member’s Delegates or Alternates representing Members who have signed the Network Operations and Services Agreement, provided that the Cooperative has achieved at least break even operating status as indicated by the Cooperative’s *audited* financial statements for the previous fiscal year, all cash that is available for distribution by the Cooperative after paying all operating expenses, including without limitation, the Cooperative’s annual Payment in Lieu of Taxes (PILOT) payment and establishing such reserves required by law or as the Voting Member’s Delegates or Alternates representing Members who have signed the Network Operations and Services Agreement shall determine by majority Vote, shall be distributed to the Members who have signed the Network Operations and Services Agreement and whose networks have been operational for at least one (1) month in the prior fiscal year, proportionately in accordance with the formula in Appendix A of the Network Operations and Services Agreement”

Moved: Doug moved to vote on change proposed above, David Seconded

Discussion: Jeff feels that the WW contract with the towns also mandates audits.

Votes: Doug Y, Steve Y, Art Y, Jeff N, David Y, MaryEllen Y

Result: Motion passes

**Vote on bylaw change to restore audit language**

 To add the words “or audited.” The motion restores the original language of this paragraph.

“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;”

Moved by Doug; Seconded by Steve

Votes: Doug Y, Steve Y, Art Y, Jeff Y, David Y, MaryEllen Y

Result: Motion passes unanimously

To Jeff’s question about auditing in the contract

Contract 3.2.8 – Jim says it commits WW to contract with an auditing firm but does not require an annual audit. 3.2.5 refers to a certified financial statement, which implies it would be audited. Becket feels audits should be done, doing it in the early years allows any policy issues to be ironed out. Kent reminds that we really intended to skip audit to save money this year when most towns did not contribute.

Vote on whether to perform an audit for FY2020 5 minutes

Doug moved that we perform an audit. Jeff seconded.

This will not affect distributions, since they are already on today’s warrant. Kathy reported Leverett has been using Goulet for auditing (was $4k, then raised price), now using Scanlon for a lower cost. Jim will check.

Votes: Doug Y, Steve Y, Art Y, Jeff Y, David abstained, MaryEllen Y

Result: Motion passes, 1 abstention

**Town storage of drop components**

Jim discussed with Rich about sending Telos. If town has them, call will go to town. If not, customer can choose having one mailed or a service call. We can store some in our huts. Kathy stated we probably should not do more than drop off, we don’t have insurance, etc. She says WCF tech support would like to see some routers in the huts. (David reports there’s a new router they are testing – Nokia Beacon 3, which is meshable. It may only be offered to large premises.)

**Finance Report**

Bob transferred funds yesterday.

State of MA requires that we reports funds which are dormant after 3 years. He spoke to person @DOR who said funds become dormant when the towns sent notice of withdrawal. Due to $49 fee, we are not required to send 1st class mail notice. We will identify when towns withdrew, priority on withdrawals before 2017. Filing is due Nov 1, we can get a 60 day extension. We’ll need to complete an EFT agreement yearly, then send funds via EFT.

We must buy software to do the EFT ($295/year), unless the volume is less than 200(?)

Refund status (from Executive Director email to delegates 10/19/20)

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| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| emails sent | email sent no reply | emails to be sent |   |   |   |   |   |   |   |
| 2352 | 1693 | 787 |   |   |   |   |   |   |   |
|   |   |   |   |   |   |   |   |   |   |
|   |   |   |   |   |   |   |   |   |   |
|   |   | total | Rowe | New Salem | Washington | Windsor | Heath | Becket | rest |
| owed | 0 | 2534 | 6 | 23 | 25 | 0 | 0 | 0 | 2480 |
| refunded | 1 | 3724 | 5 | 6 | 3 | 11 | 11 | 32 | 3656 |
| donations | 2 | 46 | 1 | 0 | 0 | 0 | 0 | 0 | 45 |
| credits | 3 | 1333 | 95 | 200 | 93 | 178 | 155 | 612 | 0 |
| voided checks | 4 | 177 |   |   |   |   |   |   |   |
|   |   |   | 107 | 229 | 121 | 189 | 166 | 644 | 6181 |
| toal non void |   | 7637 |   |   |   |   |   |   |   |
| total records |   | 7814 |   |   |   |   |   |   |   |

Bob is getting the checking account statements, but savings accounts are going to Steve Nelson. Steve and Jim will get that changed (need to go the bank in Northampton).

Doug moved we allow Bob to sign up for online banking ($10/month), Art Seconded – approved unanimously

MaryEllen moved , Art seconded to change meeting time to 6:30 – passed unanimously

**Town updates** 15 minutes

* Becket starting construction Nov 11, completion planned for 2024. Expects 1 FSA by end 2021. Prioritizing FSAs with no DSL or cell service.
* Windsor 384 signups - 77%.
* Heath construction began a couple of weeks ago. 175 signups so far ~30% take rate. Asking about charging municipal departments – it is optional for Internet, but not for phone or $99.

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

**Confirm and Schedule next BoD meetings**

November 18 – 6:30pm

Future - every 3rd Wednesday at 6:30pm

**Adjourn** 8:43pm