

**Minutes**

WiredWest Board of Directors and Executive Committee Meeting

Online

Wednesday, April 20, 2022, 6:30 pm

Attending: Doug McNally, Kent Lew, Jim Drawe, David Dvore, Robert Gross, Sheila Litchfield, Jeff Piemont, Don Hall, MaryEllen Kennedy

Guests:

Called to order at: 6:32pm

**Approval of the warrant by Executive Committee**

Moved: Kent – motion to approve updated warrant sent at 1:00pm today

Seconded: David

Discussion: none

Vote: approved unanimously

|  |  |
| --- | --- |
| **Name** | **Vote** |
| Doug | Y |
| David | Y |
| Kent | Y |
| MaryEllen | Y |

**Approval of Minutes**

March 16, 2022

Moved: Doug

Seconded: Kent

Discussion:

Result: Approved unanimously

**Report from the Executive Director**

See Jim’s notes. Rowe will combine the fiber damage repair with the update of the power supply batteries.

The Northern group decided on a cost sharing formula for backhaul based on bandwidth, not subscribers. Sheila informed Bill Ennen that the towns are applying for Community Compact grants for the RRR work, Bill may be able to help with approval. Kent notes that the grant is limited to a fiscal year.

Jim did not update revenue in his notes, but the account balances are current.

Joe Parda helped David get the generator and the UPS connected to the Internet.

Jim confirmed that WCF has a separate retainage contract, so won’t be shared with the Hilltowns.

Contract in progress – WCF has raised repair rates, but they are still less than competitors.

Chris L says that the attachment database has been updated. Rowe and New Salem’s should be available soon at the ftp site. WCF will also maintain the DigSafe information and reporting.

Kent – sometimes when doing underground, the wire will get stuck in the microduct. If the fiber is stuck, sometimes it is cut to fix the problem, but the toning wire on the microduct is not spliced again, but should be.

Asplundh should be coming next week to work on trees in Rowe and Heath.

**Review and approve of draft audit report**

Moved: Sheila

Seconded: Jeff

Discussion: Jeff – note 2 says “members will pay a $99 activation fee” – should be subscribers. And there’s another line where members should be subscribers.

Result: approved unanimously

**Maintenance vs. Capital**

There’s some ambiguity about what is maintenance and what is a capital expense for equipment. Jeff – capital is an asset that lasts > 1 year. Maintenance is what is used to keep the equipment in good condition.

Doug – towns joined WW so that recurring expected costs are taken from our revenues and don’t have to go through the town process for payment.

David and Kent both stated agreement that this type of charge (battery replacement in UPS) should be paid by WW but charged to the individual towns before distribution.

Moved: Sheila – Recurring costs that all towns have should be considered maintenance costs charged to each town’s revenue, not a shared WW cost.

Seconded: Kent

Discussion: Jeff would other towns share the cost if a town does not have sufficient revenue to cover? Yes.

Vote:

|  |  |
| --- | --- |
| **Member Town** | **Vote** |
| Becket | N |
| Heath | Y |
| New Salem | Y |
| Rowe | Y |
| Washington | Y |
| Windsor | Y |

**RRR Update**

Covered earlier.

**Hut Security Update**

Covered earlier.

**WCF contract update**

Jim sent a copy of the contract and asks if there are any issues to report. Jeff agreed with Jim that the term is too long. Jeff also thinks the contract should not include member towns at all.

**Finance Report**

Jim showed the P&L and updated budget. Bottom line still looks good.

Update on options for investing some of our funds. The investment committee met to discuss how to operate. They decided to assume we will not incur losses, since we don’t have a large reserve. Bob to study investment templates that would be appropriate and bring to group for approval. Bob will then approach possible places to invest based on the approval.

**Town updates**

Sheila has gotten feedback from small business customers. They had found there’s no difference between the small business and the residential customer and are moving to residential. Doug – we anticipated there would be more traffic from business customers and that is why the charge is higher.WCF told Sheila they do have multi-tier business offerings with additional services available and WiredWest should consider using them.

Jeff reports that the larger Becket businesses currently have business service and are expecting similar type of SLAs that they have had previously.

Jim mentioned that if home business are signed up in the business name, the ISP expense can be claimed as a business expense. WCF will work with us on setting SLAs. He believes that when the RRR equipment is rolled out we will have more control over network speeds and capacity.

Becket has asked WCF for monthly reports of the top 25 users, they have received one report. Sheila has asked but has not received any. Jim will add this report to the contract.

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

**First reading of investment committee section to the Bylaws**

Jim read the new section. We will vote on these changes at the May Board meeting. One point – it requires a vote of the members to make an investment, but only the Investment Committee to divest. Jeff – 4.3.1 should exempt Treasurer from the term since the Treasurer must be a member.

The paragraph about removing a committee member was updated with input from the members. Jim pointed out it was copied from the Executive Committee paragraph. That is updated to match the Investment Committee.

**Confirm next BoD meetings**

May 18, 2022, 6:30pm

June 15, 2022, 6:30pm

Future - every 3rd Wednesday at 6:30pm

**Adjourn** Jeff moved, adjourned at 8:21pm

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| **Member Town** | **Vote** |
| Becket |  |
| Heath |  |
| New Salem |  |
| Rowe |  |
| Washington |  |
| Windsor |  |