

**Minutes**

WiredWest Board of Directors Meeting

Online

Wednesday, April 19, 2022, 6:30 pm

Attending: Sheila Litchfield, Don Hall, Jim Drawe, MaryEllen Kennedy, Jeff Piemont, Kent Lew, Bob Labrie, Doug McNally, David Dvore, Kathy Soule-Regine, Art Schwenger, Brooke Shulda

Guests: John Jones (Windsor MLB), Jeremy Dunn (Becket), David Gordon (Heath MLB)

Called to order at: 6:30 pm

**Approval of Warrant #19 by Executive Committee**

Moved: Kent

Seconded: David

Discussion: David stated the revised version does not have the correction for Crown Castle.

Crown Castle told him the late fees are eliminated and the final amount owed was $2,260.04. Kent reports the total should be $151,803.19.

Vote:

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

Result: passed

**Approval of Minutes**

March 15, 2023

Moved: Sheila

Seconded: Doug

Discussion: Jeff asked what WCF will do with the 7210s they are willing to take back – Nokia will buy them back and give us some credit for them.

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

Result: passed

**Executive Director’s Report**

Sent to all delegates. Kent asks if we have been billed for removal of Goshen fiber – Jim, not yet but he expects the cost won’t change from the quote.

**Discuss RFP responses**

Comments were requested.

* David Dvore is concerned that WCF has lost technical people who have not been replaced. He’d like to wait until some of the RRR migration has been completed. It’s not clear how switching ISPs would impact RRR. SHELD has an agreement with HG&E which has heavy technical staff. Concerned that they lost the person who managed the fiber maps, management restructuring seems to have hired folks who don’t get things done.
* Kathy feels customer service is a big issue, saw concerns when Shutesbury migrated and doesn’t think we should wait to decide. WCF’s previous 10-year contract price was less than SHELD. Suggests we have “pre-nup” before signing for some changes we’d like.
* Kent notes that the comparison is not large once cost of migration is removed from consideration, he’d like to negotiate with WCF and wait until personnel changes and ITG change go through. Kent agrees repair pricing from SHELD was not competitive. We should discuss with WCF: 10% markup on everything, we are using their routers, which helped our construction costs, but does make it hard to leave, possibly we could buy routers and have WCF support.
* Jeremy Dunn if we’re serious about being able to choose a vendor, we should work on things that keep us captive, e.g. routers owned by WCF.
* David Gordon asked about their wholesale subscriber price – was that for a single year contract? We expected a scaled table based on contract length – this would be an important point to discuss.
* Doug thinks any contract is negotiable and we now have a window to negotiate. They did respond to our pushback when creating the last contract. He feels SHELD is an aggregator, not a service provider. WCF has signed long term contracts with Nokia (and others?) for technical support. He feels we should decide sooner because WCF is waiting for our decision.
* Jeff – SHELD’s prices for repairs, etc. were mostly more expensive and they are farther from most WW towns.
* Don agrees we should wait a bit, CAF II still not passed.
* Doug suggests we vote to enter into negotiations with WCF on a contract, rather than accepting the RFP. Everyone should send any concerns to Jim for negotiation. We should vote to form a subcommittee to negotiate a new contract with WCF.
* Jim sees consensus that WCF is the number one choice. We should let them know this and that we will choose them unless contract negotiations break down. We should identify important changes: e.g. a plan to buy the routers (they may not want to). He asks everyone to look at the proposed contract he shared and send any changes back to him. Doug asked Jim to distribute the draft contract again and delegates should think of who should be on the subcommittee. Kathy thinks Doug and Kent made a good team with Jim in the last round. Jim is okay with everyone contributing. Doug asks for feedback to Jim in the next 2 weeks.

Motion: Doug moves that Jim notify WCF that they are our first choice and are ready to enter into negotiation.

Second: Sheila

Discussion: Jeff asks why we should hurry to respond to WCF. Doug feels they are anxious about our decision and will respond positively to a request to negotiate. Kent suggests we just tell them they are first choice but not mention entering into negotiation, saying we need more time to assemble points that we need to satisfy before signing. Jim thinks we should take our time to respond.

Amended motion: Kent proposed we authorize Jim to let WCF know that, after the first pass, they look like the preferred candidate, and we will take some time to put together a list of points to be addressed and satisfied before we are ready to sign.

Second: Doug

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

Result: passes

**Allocating Backhaul and Maintenance costs**

Jeff said his original point was not about maintenance. Each town decides on how much backhaul they want, and have engaged other providers as part of RRR, so he feels that it should be a town expense. David states that this was a compromise that was worked out initially. If RRR is successful, Rowe will be able to share the expense and have an affordable backhaul solution. David is willing to change this when RRR is done. Doug reminds us that the original plan was for WW to own a backbone, so towns would have been sharing backhaul. Jeff was told last year that we needed to change this on a fiscal year boundary, so he wanted us to decide before the end of this one. Jim says it doesn’t need to be on FY boundary but it’s cleaner. If we vote for the change at the May board meeting, it can take effect for FY24.

**RRR update**

Central is the next group up, expected by end of June. Still considering providers, Verizon hookup is very expensive, and new MBI charges are very attractive. Kent asked if they got a date for Low Level Design? That must be approved before they configure the routers. Doug replied they are still waiting. Eastern cluster second meeting first week of May.

**Finance Report**

See financial report in Dropbox. Jim showed tracking of ISP and VoIP users. Customers are starting to return from seasonal disconnects. Becket is contacting folks who have not signed up. Jim found a bug in the income/expense sheet, see the sheet for current numbers. Still no pole license bills from National Grid. Jim has asked Deidre to check on this.

Bob checked into Greenfield Savings Bank insurance – each depositor is insured to at least $250k to FDIC, amounts over that are insured by DIF (see GSB website). This includes corporate as well as individuals. Our GSB CD made $980 in the month of March.

Doug suggests we could create a stabilization fund to accumulate money which could be used for purchase of routers or other needs.

**Town updates**

ITG has been prohibited from working in MA for a year. WCF engaged Sertex to pick up the contract at the same rates.

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

**Confirm next BoD meetings**

May 17 6:30pm

June 21 6:30pm

Future - every 3rd Wednesday at 6:30pm

**Adjourn** Kent moved, Art seconded, approved by voice vote 8:06pm