

**Minutes**

 WiredWest Board of Directors Meeting

Online

Wednesday, October 18, 2023, 6:30 pm

**Attending:** Doug McNally, David Dvore, Kent Lew, MaryEllen Kennedy, Jeremy Dunn, Jim Drawe, Bob Gross, David Gordon, Bob Labrie, Simon Zelazo, Kathy Soule-Regine, Don Hall

**Guests:**

**Called to order at:** 6:30pm

**Approval of Warrant #8**

Moved: Kent move to approve Warrant #8 version 2 in the amount of $139,729.94

Seconded: David

Discussion:

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

Result: approved unanimously

We ask that Jessica use the delegates mailing list for warrants in the future to make sure all delegates and alternates receive them.

**Approval of Minutes**

October 4, 2023

Moved: MaryEllen

Seconded: Kent

Discussion:

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

Result: approved unanimously

**Executive Director’s Report**

Notes were sent to delegates. Jim’s understanding was that only the Internet fees should be waived for municipal accounts; not phone, static IPs, etc. Kent has a method to pay for the town’s static IP. Doug does not have a method to pay since the MLP has no budget (town uses general accounting). The town feels it shouldn’t pay for something it owns.

Audit in progress. Jim has been sending them all requested information. Jeremy asked for the cost of the audit - $15,000/year (3-year contract), he feels it’s expensive compared to a town audit. This was the only auditor that we found who would do the work.

WCF said that asking the MLP manager to approve the installation may create delays. Rowe is still covering the full amount, so they want to approve. Jim replied to Alina that our MLP managers want to approve.

Jim is renewing insurance with PURMA.

WCF explained the USIC calls – we can’t control their work. Kent – one objection is when WCF calls in a check for an underground installation – there would not be any of our fiber in the way.

WCF speed test displays a download speed which is too low, better to use OOKLA speed test. Jeremy – Netflix has a free speed test at fast.com. Speed testing can impact the network adversely if many people are performing them.

Jim felt the RRR user acceptance testing for Southern cluster was insufficient. Northern cluster found that the testing engineer was not aware of the 2 circuits between Rowe & Charlemont. Replacing the 7250 seemed to improve the stability. Jeremy felt they should not be reluctant to test (e.g. unplug a circuit) if they are confident in their design. John Leary agreed to do the real testing after Central cluster is up. Kent wants an announced maintenance window for the testing. Tagging of VoIP traffic requires that the Telos are plugged into the right port of the routers. The port would have a data limit to prevent it being used by a server.

Other towns have spare fiber. WCF says there is demand for fiber.

**Resume Executive Session**

To discuss contract negotiations

Moved: Kent moved to resume the executive session

Seconded: Bob G.

Discussion:

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

Result: the Board entered executive session.

**Shared Maintenance Costs**

Bob G. reports that Becket doing due diligence on their costs. Backhaul is now per-town. Maintenance contract costs should be shared. He feels repairs can be allocated per town, so should be per-town. Jim replied that a main reason was in case of disaster in one town, sharing the cost for a big expense. Jeremy is concerned about discretionary spending, e.g. for tree trimming. Jim – tree trimming was charged to maintenance as a WiredWest expense. Jim thinks that discretionary spending could be charged per town. Kent would like to see some modeling before deciding. He feels making maintenance discretionary a town expense may cause towns to put off preventive maintenance, leading to more damage charged to WW. Doug does not want to abandon the shared risk/shared expense – it was a big draw for joining WW. He proposes that we bring any plans for preventative maintenance to the Board for approval. If not approved, it will be charged to the town. David G. suggested it might take a lot of time for approvals. Jim replied that we have only had a couple of instances so far. Bob G. feels that it is impractical to get a firm quote for the work beforehand for approval by the board. We had decided to use local firms – Kent reminds us work may be subject to prevailing wage.

**Excess Revenue Distribution**

There’s no clause in the contract about how excess revenue is handled if a town leaves WiredWest. There is no language about a town withdrawing or non-renewing with WiredWest. Jim will craft some language. Kent states it should discuss the finance – e.g. pro-rating payments. Jeremy – it should also discuss WW assets.

**Working Capital**

Jeremy would prefer to table this item.

**Should WCF decide when to bill customers for repairs?**

Kent – we should have a policy about when a customer should be charged for repairs. David D saw a recent note on a repair ‘fiber was pulled from the building’ – a tree fell on the wire – town was charged. Kent – some examples: digging up UG fiber, delivery truck pulls down wire. Could be tricky if it’s a contractor hired by a customer. Kent would like folks to submit examples to him. Jeremy – customer had wires disconnected before tree work, then re-connected – WCF said they were doing preventative maintenance for the town! Jim – this may just be the cost of doing business.

Jim asked if we want to be notified when a truck is being sent. Kent – this would be great if we can opt-in to automated notifications of certain types of activity. Their new OSS may support this.

**RRR update**

**Finance Report**

Jim discussed the figures included in his notes to delegates. Net income for FY24 was $266,000.

Bob completed the escheat. Discovered that escheat money must be sent to the owner’s state of residence, so Bob had sent small amounts to several states this time. He is willing to correct our previous submissions.

Jessica continues to work on billing errors.

Jim discussed the signup spreadsheet, available in Dropbox. Jeremy – there is a tag for Seasonal customers in the CRM.

**Town updates**

Bob G. asked about WiredWest contract renewal – will it be the same? We’ll discuss next week.

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

**Confirm next BoD meetings**

October 18 6:30pm

November 1 6:30pm

November 15 6:30pm

Future – every 1st & 3rd Wednesday at 6:30pm

**Adjourn** David moved, Kent seconded 8:43pm