

**Minutes**

 WiredWest Board of Directors Meeting

Online

Wednesday, November 1, 2023, 6:30 pm

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

**Guests:**

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

**Approval of Warrant #9**  5 minutes

Moved: Kent amount $2,830.98

Seconded: Sheila

Discussion: Jeremy doesn’t understand why the bill from Eversource for Becket had a forward balance and is not being paid in full. Jessica thinks that they had not received the payment for the previous bill.

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

Result: passed unanimously

**Approval of Minutes** 5 minutes

October 18, 2023

Moved: Kent

Seconded: Sheila

Discussion:

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

Result: passed unanimously

**Municipal charges** 15 minutes

Vote on whether billing may be waived to the towns at the discretion of the MLP Manager for charges in addition to basic Internet. E.g., static IPs, phone charges.

Moved: Jeremy moved that any town related Internet expense may be charged to the town or not at the MLP Manager’s discretion.

David D. modified to: All Internet related charges, including phone & static IPs that are charged to a municipal account can be waived at the discretion of the MLP Manager. Should the manager choose to charge their town, the revenue will pass through to the town’s MLP directly.

Seconded: Doug

Discussion: David does not want to have to change his charges but is okay if they are discretionary. Doug reports Windsor does not have a budget for these charges, so he wants the freedom not to charge. Jeremy is okay with some money coming from the town to the MLP for these charges but agrees it can be optional. David – Rowe has very few customers and needs the income from the town (whose RE tax income is largely from utilities). Kent sees a stronger argument for not charging the MLP for a static IP needed for monitoring. He feels that the town has saved money on voice and data by moving to our service so is okay with these costs. Kathy thinks making it discretionary should work for all. Sheila – we have different policies and making it discretionary can accommodate future new members.

Further discussion – municipal payments for Rowe go directly to the MLP, since not all towns are charging these fees.

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

Result: approved unanimously

**Sharing of preventive maintenance charges** 15 minutes

Possible vote on whether the cost for tree clearing and other discretionary preventive maintenance work should be charged to the towns or shared by the cooperative.

Discussion: Jim’s proposal to be added to service contract.

“Discretionary Spending is any expense incurred by a Member that is not a repair and/or replace expense or recurring maintenance contract expense for network related equipment.

 “Any Discretionary Spending desired by a member in excess of $10,000 per fiscal year must be approved by a unanimous vote of all members for the discretionary spending to be considered as a shared maintenance expense to be paid by WW. All discretionary spending by a member in excess of $10,000 in a fiscal not approved by the unanimous vote of all members will be paid by WiredWest and billed to the member.”

David thinks the definition is unclear, could cover any kind of purchase, not just maintenance. Kent asks whether requesting WCF to do a rideout and then do work that they feel is needed would be included to reduce risk. Jim thinks the ride out should be included. Kent is concerned that towns might avoid expensive needed repairs, balancing that against paying down broadband debt. Jeremy reminds us that all expenses must be approved and we are limited to specific categories of expenses, so discretionary spending is limited to those accounts. David G. asks about purchases, but they are capital and always billed to the town. Kent wants to clarify if WW would account the cost to the town or send a bill to the town to repay WiredWest. Jim – if it’s not approved and WW paid for it, it reduces the total town revenue. Kent felt it would increase the percentage of other towns’ share in the excess, so it doesn’t affect the towns’ revenue very much. Doug – if the town was billed, Windsor does not have a way to pay it. Jim would set up accounts for non-approved discretionary spending. It is simpler to pay it and reduce the town’s income rather than ask for reimbursement. Jim is okay with accounting it to the town (not billing). Kathy – New Salem has a tree committee who is doing some maintenance. She suggests we can cooperate with other groups in town, e.g. the DPW who may be doing tree work. Doug reports the Windsor town protocol- they contact Eversource first, then the tree warden before they call in a tree service. David G. suggests the town ask for approval in advance of doing the work.

Doug moved that we defer the vote on this item.

Jeremy seconded the motion.

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

Result: The group agrees to defer a vote. Jim will update the proposal and definition and was asked to show where it will appear in the service agreement.

**Resume Executive Session**  5 minutes

To discuss contract negotiations

Moved: Doug

Seconded: Kent

Discussion:

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

Result: entered exec session at 7:33pm

Regular Session resumed.

**Service Agreement Renewal**

Jim sent proposed wording about withdrawals:

4.5.2 All MLPs that are members on the last day of a fiscal year are eligible to receive a distribution of cash and cash equivalents as calculated by the formula in Appendix A unless they have terminated this agreement earlier during the fiscal year and received a distribution under section 4.5.1

He clarified that all towns renew membership every year. He will include it in the renewed contract for approval by the board. Kent says it doesn’t address the $99 payments – our capital. Jeremy thinks that 4.5.1 doesn’t allow for distribution if the town gives a notice of non-renewal. Jim asks everyone to review our current agreement and let Jim know of anything to be fixed in the next few weeks.

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

Jim reports there is a question about billing for truck rolls when the customer is not present at the appointed time. He believes WFC bills the customer directly. Jim thinks that this penalizes the customer, who may have had a legitimate reason for missing the appointment. Kent reminds us that WCF can’t bill a customer directly – all payments go to us. They are now planning to charge the towns $150 and it will be up to us to bill the customer. One option is to bill the customer and refund if they protest. There should be a way to handle repeat offenders. Jeremy reports that WCF said they will charge the customer, notify us and we have the option to credit them if we think that’s fair. Kent is skeptical that they’ll notify us in time. He is unsure whether this should be a town expense if we don’t charge the customer. We’ll need a way to account for this. Jim – and we need a way to let the customer know. We should have a no show policy and a dispute resolution mechanism. Sheila – each MLP should cover this.

Sheila asked if WCF is interested in taking our fiber? Jim is checking.

Sheila reports that Ashfield, Plainfield and maybe some others are thinking of forming a group to share expenses and management. Should we publicize WW more? David G. hopes that WW is open to new members.

Jim wanted to discuss how to handle faults caused by customer – we’ll discuss next time.

**Confirm next BoD meetings**

November 1 6:30pm

November 15 6:30pm

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

**Adjourn** Sheila moved, Kent seconded – approved by voice vote.