

**Minutes**

 WiredWest Board of Directors Meeting

Online

Wednesday, November 15, 2023, 6:30 pm

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

**Guests:**

**Called to order at:** 6:31pm

**Approval of Warrant #10**

Moved: Kent moved to approve Warrant #10 for $156,598.81

Seconded: Jeremy

Discussion: Jeremy asked about the hut electronic repair costs. Kent replied they are the Lightspeed maintenance support yearly fees. 3 charges: OLT, routers and ONTs. Kent asked that the router charges be checked, some have different devices and he thinks the Southern RRR paid 3 years in advance. He asked for a breakdown. Jim has asked WCF for details. Bob and Jeremy asked about the drop fees – he doesn’t see any details so can’t tie the document to the amount in the warrant. Jeremy asked about the government fees – they are itemized in the spreadsheet from WCF. Plumes are used for extending Wi-Fi in customer’s home. The customer is charged for them – we will eventually share in that revenue.

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

Result:

**Approval of Minutes**

November 1, 2023

Moved: Sheila

Seconded: Bob Gross

Discussion: Some typos were noted and were corrected by the clerk.

Kent moved to approve the amended minutes.

Sheila seconded.

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

Result: approved unanimously

**Executive Director’s Report**

Jim shared the notes he sent to delegates. He is negotiating with WCF to take back the fiber left in the towns. Doug suggests we should ask for the cost to transport them back to WCF. Sheila thinks WCF should pick them up. Kent recalled that WCF rented trucks to distribute the fiber to the towns; possibly we could rent one ourselves if WCF cost is too high. Jim will ask for the cost including WCF transporting the fiber. Jeremy reports there are 8 fairly full spools in Becket. Let Jim know if we want to keep any reels under 500 ft.

Jim will sign the management letter for the audit.

Jim has been asking for details on the speed tests for CAF II.

David reports John Leary felt the successful failover for Crown Castle maintenance completed the acceptance test for the Northern Cluster. Jim confirmed Northern and Southern clusters have paid for 3-year maintenance contracts on the new equipment. Central cluster implementation is planned to complete on December 15. Kimberly volunteered to write the sharing agreement for the Central Cluster. Doug feels confident it will be agreeable; the main question is whether the proportions are calculated once or twice a year. East cluster is still behind – Doug reminds us that there can be a long lead time for some circuits. Jeremy – there are a variety of ways to share cost, it can take a while to decide how to share. Southern cluster is not using WCF to apportion the cost. Northern – WW is billing for Crown Castle.

Our current bank balance is far above the $250,000 FDIC insurance limit. Jeremy reports that many towns have higher balances. Kent – there is some additional state security for deposits. Doug suggests the Investment Committee look into diversifying funds.

Jim and Bob will apply for a $1,000,000 line of credit from Greenfield Savings Bank, for emergency finance coverage.

WCF is now negotiating to reduce USIC charges.

Major pole replacements done in Washington and Becket, have not yet shown up in NJUNS. Doug spoke to Eversource, who moved fiber for Windsor. Kent – this work involves changing locations, re-tensioning, etc. He thinks this will be a big job which WCF may not be able to handle – we may need to hire a contractor.

**Resume Executive Session**

To discuss contract negotiations

Moved: Doug moves we go into executive session.

Seconded: Bob Gross

Discussion:

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

Result: entered Executive Session at 7:23PM

**Board meeting resumed at 7:41pm**

**Sharing of preventive maintenance charges**

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.

Jim sent the proposed wording to the delegates:

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

Any Discretionary Maintenance 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 year not approved by the unanimous vote of all members will be paid by WW and booked to the member’s expense account. All Discretionary Spending $10,000 or less in a fiscal year will be paid by WW and booked as a WW maintenance expense.

Any MLP that is a member on the last day of a fiscal year is eligible to receive a distribution of cash and cash equivalents as calculated by the formula in Appendix A.

Jim has added these paragraphs to the new service contract, which we will vote on the first meeting in January.

Rideouts by WCF to identify needed maintenance is part of maintenance spending and is discretionary. Sheila is waiting for a quote for a rideout.

**Missed appointment and Customer damage policy**

Vote on addition to our Customer Terms and Conditions, sent by Jim to delegates.

Kent – we need to decide what appears on our T&Cs and also who will decide when they apply. His ML Board thinks it’s important that the customer knows they must be present and will be charged if they are not there. It’s not really a T&C but something the customer must be informed about in advance. If there are extenuating circumstances, the customer could be credited and the MLP eat the charge. There will need to be a dispute resolution process for the customer to protest the charge to the MLP. If we forgive the charge, the customer will be credited.

Moved: Jeremy moved to approve condition #1

Seconded: Sheila

Discussion: David asked how we would communicate to the customer. Jim – we will update the terms & conditions. We will ask WCF to notify the customer when making the appointment. Bob G. would like WCF to send an email to all customers. Doug thinks it will confuse folks and the best solution is to tell them when the appointment is made.

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

Result: approved unanimously

**Handling faults caused by customers**

Kent wants to know who decides whether it’s the customer’s fault. Jeremy – Jamie Cincotta (WCF) agreed to supply more information about repairs. WCF wants the MLP to determine who caused the problem. Kent notes that the customer may be billed, but the repair bill may go to WW, not the town. David notes that we are not informed about repairs, necessary to make sure repairs happen swiftly. Doug feels the technician should inform the customer that they may be charged, Jeremy thinks it is not their place to discuss costs.

Kent – customer called WCF about moving fiber before construction, they were quoted a price which caused the customer’s electrician to do the move, and then a repair was required. Doug asks Jim and Kent to look at some scenarios and to work with WCF to come up with a proposal.

Moved: Kent moved to accept #2.

Seconded: Bob G

Discussion:

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

Result: Jim will update the T&Cs

**Finance Report**

We are seeing customer numbers drop as people head south. The auditor charges were done via ACH so didn’t show up on the warrant; Jessica will include in the future. Some repair charges from FY23 appeared this year. Jeremy asked about differences in ACH fees, which are over the original estimate. Credit card fees were underestimated – Jim will investigate those differences. We are slightly over budget on income.

**Town updates**

Bob G. – Becket is trying to do a budget for reserves needed. Wondered if someone has done work on this. Jim has a spreadsheet which he will share. They wondered about budgeting for ONTs – Kent included in his depreciation calculations - $100 with useful life of 10 years. Jeremy - are towns also budgeting for labor required for replacing equipment? Jim recommends 7-year depreciation, not 10.

David Gordon asked if anyone has heard about payment for the Nokia routers returned after RRR transition. Waiting until end of year to check with John Leary on that, expecting he’ll wait until he has most of the removed routers.

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

**Confirm next BoD meetings**

December 6, 6:30pm

December 20, 6:30pm

January 3 2024, 6:30pm

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

**Adjourn** Kent moved, Sheila seconded 8:52pm