

Shutesbury Select Board Meeting Minutes
November 10, 2015 Shutesbury Town Hall

Select Board members present: April Stein/Chair and Michael DeChiara
Select Board member remote participation due to geographical distance: Mike Vinskey
Staff present: Becky Torres/Town Administrator; Linda Avis Scott/Administrative Secretary

Guests: Police Chief Tom Harding, Police Department Interviewee David Shoemaker; Graham Sephton, Frank Citino, Steve Schmidt, Eric Stocker, Gayle Huntress, Craig Martin/Broadband Committee members.

Meeting called to order at 6:41pm by Stein/Chair.

Agenda Review: DeChiara suggests executive session be held at the end of the meeting.

Public Comment Period: no one attends

Police Chief Harding/Interview with David Shoemaker: Harding: Shoemaker is the Police Chief in Warwick, works part-time in New Salem, and has responded to mutual aid calls in Shutesbury so has some familiarity with the town. Stein: why do you want to add to your workload? Shoemaker: hill town folk look out for each other, enjoys helping people, and has been doing police work since 2002; his other work is part-time, this position would round out his schedule. Vinskey: will it be a problem to be a regular officer while having chief responsibilities in Warwick? Shoemaker: no. DeChiara: what do you enjoy about police work? Shoemaker: getting to know the folks in town; the anonymity of a large town/city does not appeal to him; he is a people person and appreciates the opportunity to learn about a person; as a police officer, you often see people on their bad days. Stein: what is the most challenging skill, what do you find the most difficult? Shoemaker: sometimes compassion/empathy can interfere or make the job more difficult, i.e. taking someone into custody. Stein: how do you feel about dogs? Shoemaker: currently, he has 6 dogs. Stein: how do feel about handling neighbor and dog issues. Shoemaker: it is great to be of assistance; sometimes as a police officer, we don't always have an answer, situation may be a civil matter; you walk in with your best foot forward. Vinskey: you and Stewart are from Warwick, if there is a major catastrophe affecting both areas and you are both needed in Warwick, will Shutesbury be short of help? Shoemaker: experienced such a situation during the ice storm when he worked in both New Salem and Warwick; jurisdictional issues are set-aside during a crisis. Harding: with something on a large scale, Shoemaker's first responsibility would be in Warwick; if there were a crisis, staffing would be an Emergency Management matter. Torres: according to the union contract, part-timers cannot be ordered in. Stein, to Shoemaker: it sounds like your strengths are working with people and using compassion, any questions for us? Shoemaker: no particular questions. All Select Board members thank Shoemaker for coming in. Chief Harding and Shoemaker leave the meeting at 6:56pm.

Broadband Committee/WiredWest Operating Agreement:

Stein acknowledges the Broadband Committee's mutual support and sharing of ideas noting that we are in the midst of something huge. Huntress: she and Asha Strazzero-Wild did an information session last night in Montgomery; their financing vote lost by 128-103; appreciates the Shutesbury Select Board for running meetings that maintain civil discourse.

"10.21.15 Draft Operating Agreement of WiredWest Municipal Light Plant Cooperative LLC." Huntress, referring to comments in the body of the document: Vinskey's questions were answered to the best of the Committee's knowledge and from information gained at the last Friday's WiredWest workshop; we will go through points and concerns with the goal of sending suggested revisions. Torres: Town Counsel Donna MacNicol has given feedback; Koppelman and Paige will be doing another review. Huntress: as the Municipal Light Plant (MLP), the Select Board will have to be comfortable enough with the document in order to sign it. Martin: the goal is to address sticking points to send back to WiredWest.

Martin: we will invest and own cooperatively; his biggest worry is that after WiredWest is up and running, the private companies will come in and cherry-pick off the most efficient/money making towns. Huntress: if a town pulls out, its residents will still have service from the ongoing WiredWest cooperative. Martin: if we stay with WiredWest throughout, we will own the infrastructure and will have been reimbursed. Stein: we are WiredWest. DeChiara: in terms of residents continuing to be served, WiredWest will not turn customers away? Martin: if it is not cost effective, the rest of the towns in the coop could decide not to serve a "dropped out" town. Schmidt: Verizon has to allow other companies to hang wire. Torres: research shows that universal access wires have a high rate of failure; when you own the wires, you have control over who has access; at this point, we are not universal access. Schmidt: based on our discussions and review of the data, ownership by cooperative is a good plan; with the cooperative, there are more options. Martin: because Shutesbury has only 850 homes, owning the fiber is not an incredible asset; the issue is what owning the cable can get you. Vinskey: Shutesbury will put in \$1.7 million into the network, if we stay with WiredWest and it doesn't work out, what will we be left with? Martin: like Leverett, we may go to Crocker; Crocker is double selling their Internet which helps them to be more competitive with their bids; if this changes, their efficiency may drop; very hesitant about relying on a private company— that is where we are now with Verizon. Stein: there is an economy of scale, i.e. Leverett \$3.6 million versus our \$1.7 million. Vinskey states that he wants to be clear what the outcome will be if something happens. Huntress: do you mean something like bankruptcy? Vinskey: yes, something like that or if the service is inadequate. Torres: if service is inadequate across the network, the Board will take action; each town will have a Board vote; the one single commonality for WiredWest towns is attaining Internet service - not like the situations we experience with Verizon. Vinskey: how will this be guaranteed? Stocker: what would Leverett do? In our case, with WiredWest, we would have a better chance at solving the problem. DeChiara: WiredWest is designed to be responsive to the towns; we have a seat at the table and we have a voice. Vinskey: hears that we will not lose our money. Martin: every choice has a risk; depending on the privates is high risk. Stein: it is a rollout. Torres: there are built in mechanisms for solving problems; the initial capital costs will be returned to the towns; WiredWest is the

only Internet option that offers to repay this money; there are conditions and timing for pulling out and refunds. Vinskey states that he is reassured by this explanation. Torres: the ten-year period is to ensure that WiredWest is profitable, so is able to make distributions. Vinskey states that he is much clearer about ownership and ready to move on to additional agenda items. Schmidt states he is concerned about the language in the dissolution section. Torres: more language will be added to this section. Vinskey is allowed time to see the "Governance Structure Chart" however is unable to do so remotely; states that he is okay with waiting to see the document. Schmidt tells Vinskey that there is an email from Steve Nelson explaining the board/member structure. At 7:34pm, Stocker leaves the meeting. Huntress explains the chart. Torres: the Executive Committee will be in charge for the first year until the CEO and employees are hired. Huntress: all of the Executive Committee members come from the Board. Huntress regarding Vinskey's observation that Shutesbury's excess subscription dollars should stay in Shutesbury: there is an 8% cap on profits; the first payments go to payoff the debt; there will be a provision that towns will be repaid based on their capital input. Vinskey: according to Nakajima/MBI, the breakeven subscriber rate for the whole cooperative is 40%, has this changed and is there a different method for paying those with a higher percentage of subscribers? Huntress: the new number is 48% across the network; this means that if the network reaches 48%, all the towns will get their debt service paid off completely; if WiredWest has a 50% subscriber rate, everybody is paid back and WiredWest generates revenue; the percentage of ownership will be taken into consideration for profit sharing. Vinskey: at what point would pay back start happening? Torres: after all subscribers are online, debt service will start to be repaid. Martin: a 48% subscriber rate allows for debt repayment. Torres: debt repayment is built into WiredWest as a liability. DeChiara: is there a formula for payback? Torres: each town will pay only interest for the first five years before bond payments start; if there are enough subscribers, we may not have to make bond payments; there are cash flow charts in the vetted business plan. Vinskey: revenue is generated via subscriptions. Sephton and Martin: there could be some side income sources. Torres: the cost accounting will not be town by town; the revenue Shutesbury gets back will be based on the performance of all the towns together. Vinskey confirms that there is no reduction in debt service until a 48% average subscriber rate is reached. Torres: yes. Vinskey states that he is okay with this. DeChiara: this is an opportunity for the towns to generate revenue. Torres: with the privates, you do not have control over costs and what the subscribers are charged. Vinskey asks about how interest is calculated. Huntress: the interest question cannot be answered until we know how many and what towns actually sign on. Torres: some of the towns that are dropping out have a high number of road miles and a low number of subscribers; WiredWest is still viable with the current towns. Huntress: the interest percentage is based on capital contributions. Torres: we currently don't know the total capital contributions. Huntress notes that Vinskey called out a number of subjective terms in the document that are not defined and suggests that MacNicol/Town Counsel could be asked if these terms need to be more defined. Martin: doesn't think we need to include definitions – every body wants reliable, affordable high-speed service. DeChiara notes the need to have values in the document to serve as guideposts. Schmidt: metrics could be set up to evaluate down time; these metrics could then be compared to private providers. Huntress asks Vinskey if he needs further legal input on the document. Vinskey states

that he did not know that MacNicol and other attorneys were reviewing the document; doesn't feel the need to go item by item through his comments; regarding the terms, he prefers definitions, however is okay if the lawyers approve use of the terms. Stein: MacNicol made some good clarifications in her comments. Torres: MacNicol's comments were just received this afternoon and are meant to bring the document into compliance with State law.

DeChiara: since Vinskey doesn't need a line-by-line review, is there anything else the Broadband Committee needs? Huntress: the next draft will incorporate changes and will need to be reviewed by the Select Board. Torres: January 9th is the signing date in Worthington. Stein: Elizabeth Copeland/MBI said there still needs to be a dialogue about what the towns will own. Huntress: Shutesbury is at 53% sign-up rate. At 8:28pm, Broadband Committee members leave the meeting.

Discussion Topics:

1. WiredWest Operating Agreement: (see above)
2. Fire Station Upcoming Injection Round and Temporary Solution: Torres: the date for the next injection round is 11.17.15; in order to answer Vinskey's question, Jim Okun/OTO will create a spreadsheet to show the differences between the quotes.
3. December 5th Four Town Meeting: Event will be held in the Regional Middle School Library. Stein: she and Hirshfield will do the opening, Arvanitis and Torres will present, and Hatch/DESE will be available for consultation.
4. Plan Narcan Approach: Torres explains that she touched base with the fire and police departments; the Police Union impacts the decision. Torres: in the past, we have gotten departments together to figure out what we should do in a particular situation and then decided how to implement the plan rather than doing a top-down approach. DeChiara: can the fire and police chiefs and Board of Health (BOH) figure out how to implement use of Narcan if we decide to go forward? Torres: it would be better for the departments to come together and figure out whether or not we need a plan; during a prior meeting, there wasn't enough time to fully discuss the matter. DeChiara: this is important enough to plan for implementation. Torres: Stein asked for a discussion with the departments and the BOH. Stein: let's invite the fire and police chiefs and the BOH to have the discussion. DeChiara: there was antipathy for going forward. Stein: let's have all the people involved talk about the issue. DeChiara: wants those present to be willing to engage. Stein: we need to respect what the department heads have to say. Torres: department heads have been researching the topic. Vinskey: what will be the objective of the meeting? Stein: we will bring the involved parties to the table to develop a comprehensive plan for implementing Narcan use or understand why we would not implement a plan. DeChiara: when Narcan is a nationwide priority, why not in Shutesbury and if we are going to do it, how? Plan is for a 12.1.15 meeting with Fire Chief Tibbetts, Police Chief Harding, and the BOH.
5. Town Administrator's Report: Gabe Voelker/Treasurer will be out on FMLA (Family/Medical Leave) for about a month; the plan is to be in touch with her on Thursday. The software reconstruction is going well; will be looking for direction

from Voelker. Gail Weiss/Accountant is working to stay on track with bills and necessary report documents. At the recent STAM (Small Town Administrators) meeting, Torres was given a contact for the National Guard cyber crime resource for municipalities; we have a \$1,000 insurance deductible. The \$500 donation from Commander Softpants was received. The insurance repayment for lightning strike repairs at the school was received. The Town Hall elevator was inspected today; no problem. WiredWest seminars will held on Friday. She has been focused on preparation for tonight's executive session. DeChiara asks for materials needed to prepare for the re-classification hearing. Torres: Ken Holmberg/Administrative Assessor will be putting together preparatory documents.

Administrative Actions:

1. Motion is made and seconded to approve the Select Board 10.13.15 meeting minutes with clarifying edits: Stein aye, DeChiara aye, and Vinskey aye.
2. Vendor warrants totaling \$585,175.15 are signed.
3. Payroll warrants totaling \$88,072.31 are signed.
4. Police Dept. Personnel Action Form (PAF): DeChiara: because Chief Harding brought David Shoemaker forward, this presumes his recommendation? Torres: yes, unless there is more than one candidate. Motion is made and seconded to approve and sign the PAF for David Shoemaker as a part-time police officer. No further discussion. Torres: part-time positions are renewed annually. Stein: aye DeChiara: aye Vinskey: aye.

At 9:11pm, motion is made by Stein and seconded by DeChiara to go into Executive Session for reason #3: Stein: aye, Vinskey: aye, and DeChiara: aye.

List of Documents and Other Items Used During the Meeting:

1. List of interview questions for police department staff
2. 11.2.15 PAF for David Shoemaker/Patrol Officer
3. 10.21.15 Draft Operating Agreement of WiredWest Municipal Light Plant Cooperative LLC
4. WiredWest Governance Structure Chart
5. 11.10.15 email from Donna MacNicol's/Town Counsel: "Suggested Changes to the WiredWest Operating Agreement"
6. 10.13.15 Select Board meeting minutes

Future Select Board Meetings:

December 1, 2015 Tuesday 6:30pm Shutesbury Town Hall

December 15, 2015 Tuesday 6:30pm Shutesbury Town Hall

Meeting adjourned at 9:11pm

Respectfully submitted,

Linda Avis Scott

Administrative Secretary