

**Shutesbury Board of Selectmen Meeting Minutes**  
**August 4, 2015**  
**Shutesbury Town Hall**

Members present: April Stein/Chair, Mike Vinskey, and Michael DeChiara  
Staff present: Becky Torres/Town Administrator; L. A. Scott/Administrative Secretary

At 6:30 pm, Stein/Chair calls the meeting to order.

Guests: see attached list; Leslie Bracebridge/resident

Agenda Review: DeChiara suggests that, during his appointment this evening, the Board check in with Chief Harding about having an opioid discussion at a future meeting; recommends, if indicated, moving the MBI grant up on the agenda. Vinskey has some recommendations for the Select Board web page update and some administrative action questions for this or a future meeting.

Open Public Comment: Chair recognizes this portion of the meeting; there is no participation.

Discussion Topics:

1. Police Chief Harding: Torres: Chief is not present this evening, Sergeant Masiuk has returned to work, Officer Sawicki leaves next week for the Police Academy, and the estimate for the new front/back door locks/keys is in process. Stein suggests having a conversation with Chief Harding during the 8.25.15 meeting about whether meeting with the full Board or with individual Board members is a better use of his time. DeChiara suggests listing what the Police topics will be for a particular meeting. Stein: this assumes the Chief will talk about Police matters; he speaks about what is current. DeChiara: it is helpful to know if there is something specific.
2. WiredWest/MBI Update: At 6:45pm, Stein opens discussion. Eric Nakajima/MBI Executive Director introduces his colleagues: Sean Cunningham/Project Director and Elizabeth Copeland/Chief of Staff and General Counsel; they are visiting communities to introduce themselves and kickoff a multiyear relationship with WiredWest towns – towns that have committed to the last mile. Nakajima notes the robust pre-subscription activity; the Legislature has authorized funds and the Governor has committed \$19 million in the FY16 capital budget; he hopes the Governor will publish a multiyear capital budget for MBI; we really have a live project -commitments are in place and MBI will work with towns to move forward. Nakajima: sounds like the Select Board will sign the planning grant commitment; towns are making use of grant dollars to take care of organizational needs; MBI is organizing to provide other technical assistance including supporting WiredWest with direct financial expenses. Nakajima: MBI is trying to better understand the municipal borrowing needs of towns; Shutesbury is ahead of the game as some towns have little borrowing history; MBI has a team that will provide towns with a variety of technical assistance. Nakajima: the next major

steps are pole surveys, design/engineering work, submission of license applications and assistance with streamlining the process for make-ready work, i.e. getting the poles ready for fiber mounting. Nakajima: MBI will work on contract arrangements between the Municipal Light Plants (MLPs); this will be a large, complicated construction and an expensive infrastructure process; MBI, as a state agency, will do due diligence with WiredWest towns. Nakajima: MBI will be engaging with individual towns and WiredWest on a number of touch points; your needs and desires will be paramount; MBI's goal is to execute a project that towns want and will enjoy. DeChiara: in April, MBI said they would be here to help; now, after town meeting season has passed, how is MBI supporting WiredWest towns and other interested towns, in moving forward. Nakajima: nearly a 2/3rds majority of WiredWest towns are moving forward; it is MBI's responsibility to help towns moving forward whether they are fully signed up or are looking at other options; there is a lot of work that can be done to get substantial momentum across the towns. Nakajima: WiredWest is an organized effort; towns going a different route could receive support from MBI; MBI is passionate about WiredWest and is interested in whether other towns' plans will be sustainable; MBI wants to build an infrastructure that is sustainable. DeChiara asks if the telecoms are more willing to play. Nakajima: MBI has been trying to engage with the telecoms; their answers do not always evidence maximum flexibility; we are tending to the elevation of our organization via a direct structural connection to the State; the State's funding commitment raises the project's visibility; we need to raise the importance of the dialogue with the utilities; this is an order of magnitude project. Vinskey: as keepers of fifty million dollars, what is the role of MBI with the towns that want to go it alone and will these towns get a portion of the money? Nakajima: Leverett had a group of folks who substantially educated themselves on how to establish their MLP; MBI cannot supplant the effort non-WiredWest towns need to take; MBI will provide substantial support for any town that wants to achieve the last mile, for example, Royalston received seed money for a demonstration project; for other non-WiredWest towns, MBI will provide full support for design and engineering; if towns come forward and want to test the market place, MBI may offer seed money to determine what makes a network sustainable. Nakajima: MBI will hire private firms to do pole surveys, will work closely with towns involved in their build to understand pole links and related issues; MBI must be driven by towns and their interests. Stein: what is MBI's relationship with WiredWest? Nakajima: WiredWest is a co-op of MLPs; MBI engages with WiredWest; WiredWest is the member towns' agent; WiredWest is not a separate entity, it is a duly recognized representative for the towns. DeChiara suggests a uniform approach; regardless of the mechanism, the regional needs must be met. Nakajima: MBI's charge is to help underserved towns achieve Broadband; they are to serve the public; there is some diversity of opinion whether towns that don't belong to WiredWest now, may be able to join in the future; MBI's challenge is to be as helpful to towns as they can be. Vinskey: Shutesbury passed our override and we have our dollars lined up, what are we looking at for the next year or so regarding Broadband? Nakajima: in the next 8-9 weeks, MBI will be lining up the towns that are ready

to go, some towns are still in dialog; for those that are ready in a pragmatic way, clusters will be lined up, allowing them to string fiber and do construction in a logical way; the plan is to move forward this fall with pole surveys and design; in the spring, do make-ready work then construction. Huntress/Broadband Committee: our towns' people are very well educated regarding Broadband; the Committee is looking at WiredWest to be sure it is the best option for our town; the Broadband Committee has concerns about the relationship between MBI and WiredWest; they heard that the WiredWest design currently bypasses the middle mile network and wonders if this will be allowed. Nakajima: bypassing the middle mile will not be allowed. Jim Drawe/WiredWest: this will be negotiated. Vinskey asks for an explanation. Huntress: the middle mile provides Broadband to anchor institutions, i.e. schools, libraries, town halls; it is the main artery and fiber to the home goes out from there; the initial WiredWest design does not use the main artery; the time and resources put into the middle mile will become useless with WiredWest model. Drawe: from an engineering perspective, when we are connecting every home, the fiber will be on the same poles as the middle mile fiber; since we will be stringing all the fibers, the middle mile fibers will be connected; there will be redundancy because WiredWest will have to go down every road and we need to connect to Springfield or Albany; it will cost almost one million dollars for WiredWest to connect via MBI to Springfield. Nakajima, to Drawe, we should be able to negotiate a different rate. Drawe: WiredWest understood that there would be no special deals. Vinskey: do we need to pay for both MBI and WiredWest cable? Drawe: given the current price structure to connect each town, two circuits at \$2,400/month for 32 towns is about one million dollars/year; because WiredWest is going through several towns, we can connect 3-4 towns and save costs; there are many variations on how this will be constructed; WiredWest needs to talk with MBI on this. DeChiara: it is a win-win if we have the capacity to build off of the middle mile infrastructure; if we can get a good price, it makes sense. Nakajima: substantial effort went into getting the middle mile built; in principle, it is a significant asset and it may be possible to design it to get a better connection. Drawe: there are not enough fibers in the middle mile cable to run down every street. Nakajima: for appropriate redundancy, use the middle mile; MBI will not support projects that do not use the middle mile infrastructure; MBI does not want to let the middle mile be bypassed to any great extent; the technical question is, are there ways that efficiencies need to be built without the middle mile. Stein: the middle mile is for the town (town hall, library, school), not for WiredWest. Nakajima: it is not a problem to be solved; Leverett is using the middle mile. Stein: cost? Nakajima: there will still be back haul transit costs to the towns. Stein: could WiredWest negotiate a better price for the connection? Huntress refers to cost contingencies, not originally built in by MBI, and asks, if the middle mile poles are used, are they considered in the make-ready? Huntress: a little more than 10% of Shutesbury is middle mile. Elizabeth Copeland/MBI: the utilities will require make-ready on all their poles; new attachments will need to be put on; as of yet, there is no policy decision on over lashing. Drawe: there has to be one owner when you over lash. Copeland states that she believes there is potential for

negotiation. Nakajima: the Commonwealth via MBI owns the middle mile network; over lashing increases the risk for MBI; it would save a substantial amount of money if ownership could be assigned. Drawe: the pole rental and line maintenance fees could be split with Axia; from the utility point of view, the rules say there has to be a single owner. Huntress asks if the State could be the owner and then lease to WiredWest. Schmidt/Broadband Committee cites the example of the telephone lines. Huntress asks about the WiredWest business plan being vetted by a private company. Nakajima: yes, the consulting firm has yet to be confirmed. Huntress appreciates that vetting is being done and asks how the results/feedback will be shared. Nakajima: MBI needs WiredWest to succeed; the evaluation is being done because we want to be sure that if we do it, we do it well; MBI would like a credible third party to do the evaluation which will need to be released publicly; MBI will need to sit down with WiredWest for a professional presentation of the findings; if there are things to improve, recommendations will be made. Drawe: WiredWest has both a business model and financial plan model. Huntress asks how the town can help move the project forward noting that Shutesbury has folks who are enthusiastic and ready to help. Nakajima notes the pre-subscription work done in Shutesbury and the need to have a diversity of voices as this will not work across all towns if participation is delegated to the WiredWest Executive Committee; there will continue to be town specific issues that the towns will need to deal with: homes on town borders, permitting, historic or environmental matters; these town issues will need citizen activist and municipal support. Drawe: towns cannot get to every premise on the current poles as some poles may be in another town; Select Boards will need to hold pole hearings. Chris Lynch/Matrix Design Group: the Shutesbury Broadband Committee used application software developed by Huntress that facilitated pole mapping of Shutesbury and other towns. Huntress: we have our pole survey data including GPS points and photos. DeChiara: MBI is a state agency; who is the local contact? Drawe: the Select Board for poles on the right of way; Conservation Commission for wetland issues. Nakajima: when we are working with towns collectively, we need to find out who the point of contact is for particular matters; we need to have the right contact for the question. Huntress: the Broadband Committee can assist with this. Nakajima: when we get closer to construction, there will need to be a particular contact in town hall. Copeland: the MBI planning grant can be used for legal expenses, marketing and consulting, and also, to assist towns in getting to the decision. Drawe: twenty-three towns have taken both votes. Torres: actually, twenty-two. Stein: viability? Drawe: it depends on the configuration of towns; with the current towns, we are viable. Vinskey: is Shutesbury where we need to be? Stein: Shutesbury has a 55% pre-subscription rate. Drawe, who is from Cummington: we need to think as a region because costs and income are regional; the question is, how many of the 20,000 people in the twenty-three towns are subscribing; some towns will be less or more expensive to build in; those with more people will subsidize those with less. Drawe, referring to "potential subscriber" documents: a 50% take rate covers all expenses; there is a lot of profit with a 75% take rate; there are fixed expenses. Nakajima: this is the part of the WiredWest model that needs to be analyzed. Vinskey: the bottom-line

is, a 100% subscriber rate will not directly benefit Shutesbury. Drawe: as a region, we will need to see a 75% take rate; we will not have competition and across the country, take rates go up once service is turned on. Vinskey: Shutesbury's subscriptions will help those towns with fewer subscriptions. Stein: a regional economy of scale is a benefit to all of us. Vinskey states that he is concerned about folks not being able to afford the fees and dropping out. Stein: these risks exist and there will be unknowns no matter the approach; the regional approach is a benefit. DeChiara: we have more buying power as a region. Stocker/Broadband Committee: who would MBI negotiate rates with? Nakajima: Axia; they have a large pool of customers. DeChiara: the State wants WiredWest to succeed. Nakajima: it is worth seeing if there is any bulk buying power that will bring the back hall cost down to market rate and apply positive pressure to the utility; MBI is looking to see what sustainability looks like and what the demands are for certain services; we are noticing how Leverett is operating. Drawe: how profit is managed is up to the WiredWest Board – they could reduce fees and/or return money to the towns; the Board has the flexibility to lower rates. Stein: we are WiredWest. Drawe: there are 6,945, almost 7,000 pre-subscribers; Ashfield will vote in September; other towns have later dates. Nakajima: there is a limit on the bonds invested in the project; there needs to be a time limit on town decisions - by the next annual town meeting season, next May/June could be a soft deadline if the town's intention is to shortly have a vote, then we will need to close. Drawe notes the need to incentivize towns to get folks to sign up. Nakajima: what will a sustainable network with this mix of towns look like, are there more conservative assumptions? Nakajima: we need to understand what the take rates and pricing need to be; if by next spring, there are perceived risks, we need to take the best analysis and see if there is a sustainable way forward. Copeland, referring to "Issuance by Cities and Towns of Tax Exempt Debt for Broadband Systems," advises towns read this educational memo on bonding and pose questions to their bond counsel or town counsel. Vinskey: this is information for the Select Board; Gabe Voelker/Town Treasurer is educated on this. Nakajima, referring to the memo, if you are looking to engage in a public/private partnership there may be legal hurdles to be handled; the goal is to assist towns in making educated decisions. Copeland advises towns seek guidance from their own town's counsel. Torres: preliminary premise counts have been sent to MBI. Nakajima: inputting of data is being done along with quality controlling to ensure the coding is appropriate; Shutesbury's data is almost complete; MBI will be revising the desk top model of construction costs and share the revised count with the town; they are reviewing revised maps which towns will also receive. Drawe: some town counts will go up and some will go down; will take rates go up/down? Nakajima: MBI would like for all 44 towns to participate then allocations may not need to be used over all 44 towns; through this exercise, if a town comes in with fewer premises or road miles or more, MBI will prefer to hold the town harmless and use available funds to assist. Drawe: will the left over money be shared among the participating towns? Nakajima: MBI wants to encourage all towns to participate; some towns chose not to participate, some towns are struggling with the decision. Vinskey: there are 23 towns in the cooperative, where is WiredWest at regarding

- rules? Drawe: twenty towns participated at a meeting three weeks ago; why not change the rules and ask towns not currently participating to leave after being with WiredWest for ~ 4years? Drawe: it is the consensus of the Board to change the bylaw so that only participating towns can vote; this question has been put to counsel; draft bylaws are in process and the first reading will be in September with final passage in October. Drawe cites an example of what might be included: the date by which towns need to put money in the pot or are out; the contracts between towns and WiredWest and WiredWest and MBI around fund management need to include expected costs for FY16 and the start of FY17 and what will be covered by state funds; towns can expect to make their first interest payment in FY18. Nakajima: knowing that contracts are in place will be beneficial; there is no commitment of funds now, this needs to get spelled out once contracts are in place. Vinskey: who will work on the contract on behalf of the town? Drawe: the town treasurer fills out the bond agreement. Torres: the contract will be between WiredWest and the MLP Directors. Nakajima: is there a vote to commit funds? Torres: funds have been committed for this purpose; the treasurer does fund management. Drawe: the contract between WiredWest and the MLP arranges for fund management. Torres: the contract signed by the MLP is given to Gabe Voelker/Town Treasurer who manages the funds. Vinskey notes the need to have Voelker informed. Torres: Voelker has been attending meetings on the topic and is well informed. Drawe recommends having town counsel review the contract. Stein: certainly, we want to do things right. Stein acknowledges all in attendance, the opportunity to ask questions, and appreciates the Broadband Committee for all of their work. At 8:30pm, all guests leave.
3. MBI Consent to Grant Application: A motion is moved and seconded for Shutesbury to participate in the MBI Planning Assistance Grant. Vinskey asks for clarity on the amount of the grant. Torres: \$5,000 per town; the current total amount of the WiredWest grant application is \$80,000; this amount may increase and some categories of the services offered may be adjusted upward. Torres: network design and construction plans could impact costs; WiredWest rents space from the Hampshire Council of Governments who also assists Wired West with financial services. All members of the Select Board vote in favor of signing “Attachment B-3 – Confirmation of Consent to Grant Application by Delegated MLP Cooperative”.
  4. Forest Cutting Plan Walk Through: Stein asks if there is any discussion after the walk through. DeChiara: the experience was educational. Stein appreciated Fletcher Clark’s/DCR Service Forester willingness to answer questions. DeChiara notes that not everyone was aware of the Shutesbury Wetland Bylaw and that awareness is a benefit.
  5. House Bill #3665 Response Letter: The Board reviews and considers DeChiara’s draft letter regarding consideration of House Bill #3665. Vinskey: the letter is well done and balanced and he appreciates the addition of a suggestion to solve the problem. Motion is moved and seconded to accept and sign the letter to Senator Rosenberg and Representative Kulik as drafted by DeChiara. All members of the Board agree.

6. Select Board Committee Assignments: Stein is a member of the Personnel Board, the Lake Wyola Advisory Committee (LWAC), the Water Resources Committee (WRC); the Select Board also has a School Committee liaison. Torres: assignments could be managed differently. Stein: WRC does not need to have a Select Board member. Torres: Vinskey is the Select Board representative to the Community Preservation Committee. DeChiara suggests the Select Board have representation on the Web Committee. Torres: Susie Mosher/Town Clerk will be attending Web Committee meetings. DeChiara: statutorily, the Select Board needs to be on some committees and states his interest in representing the Select Board to the School Committee in order to maintain communication and awareness. Torres: the goal of Select Board representation is to keep the Board informed of issues at hand. Stein: the Select Board has not had someone going to FinCom meetings; they usually come to the Board. Stein: the Select Board are members of the Emergency Management Team; she does not attend due to other committee commitments. Stein would like to reconfigure her commitments and take a break from the LWAC. Stein notes the need for more Personnel Board members and appreciates the work of the LWAC particularly the importance of the data they collect; their meetings are one Saturday/month. Torres: she may occasionally be able to attend LWAC meetings. Vinskey: will stay with CPC and attend Emergency Management Team (EMT) meetings. Vinskey advises DeChiara to attend EMT meetings and take the necessary online training. Stein: the LWAC is an important committee to have a relationship with and they often a break in the winter. Vinskey agrees to attend the next few LWAC meetings. Stein will keep Personnel and attend EMT on occasion. DeChiara will attend School Committee, Web and EMT meetings. Torres: Chief Harding also attends EMT meetings. Torres: the financial department is very attentive to All Boards meetings and meeting with the FinCom; the Select Board schedules All Boards meetings.

#### Future Business:

1. Stein suggests removing the Select Board policy manual discussion from the list, for now, and look at it in about six months; she does not want to have this topic as a discussion at this point. Vinskey states that he is starting to work on a draft policy manual and does not want to postpone the topic for six months. Stein suggests bringing the topic back to the agenda in October. Vinskey agrees with this suggestion. DeChiara suggests putting the topic on the agenda to provide an opportunity to share what Vinskey has developed. Stein: the topic has been put off.
2. Stein notes the need to support our Town Administrator; the current changes have put a lot of extra work on Torres. Stein: the Board needs to demonstrate a sense of confidence in her competence that has been demonstrated over many years; notes the number of changes that DeChiara has sought to initiate in a short period of time. DeChiara recognizes that changing norms is difficult. Stein: we all need to work together. DeChiara states that he is bringing things to the table that he has experience with and agrees to back off on some things, though needs to have materials in advance in order to have time to be prepared; we need to shift the norm to have the agenda and materials ready for the Friday before a Tuesday

- meeting. Vinskey states that he would like to see a little more structure, noting that it is troublesome not to have materials to read in advance and supports closing the agenda at a specific time. Vinskey: we are all trying to work together; try not to look at things as criticism, if the new format doesn't work, we can go back. Stein: we need to go with the premise that we are doing the best we can. Vinskey: there is a minimum standard; we need to have documents by Friday afternoon and recognizing that this may cause Torres to be straight out offers to be available to help. Torres notes that she is not in for several hours on Friday due to WiredWest commitments, so agenda/materials have to be ready on Thursday and if things come in over the weekend or on Monday from department heads, if we are inflexible, this may cause issues. DeChiara: wants to be a thoughtful not an inflexible board. Torres states that she is following through with requested changes although the changes happened before the meeting they were going to be talked about; will do what she can to accommodate the Board. Torres will let the Board know when she has Friday WiredWest meetings and will need all items by Thursday. DeChiara and Vinskey agree for Torres to tell them when she needs agenda items and materials and they will provide them. Stein states that she is willing to be more flexible.
3. All agree to talk with Chief Harding during the 8.18.15 meeting about having the opioid discussion.
  4. DeChiara asks if the Board needs to have Town Counsel present for the PILOT discussion. Stein: Holmberg/Administrative Assessor is educated on the subject. Torres: she and Holmberg have attended educational sessions; she will provide materials, although, there is no need to do so in the near future. DeChiara: how will the Planning Board know if the solar project is a net benefit to the town? Torres: the benefit is more than finances. DeChiara: it seems like we need to start the process. Torres: Lake Street Development Partners, LLC have already proposed a baseline figure for the PILOT. DeChiara: do we want to do a PILOT? Torres: there are factors that go into the agreement; Holmberg has requested LSD's capital numbers; the Board could learn about different models. Stein suggests asking Holmberg to come to a meeting sometime in September. DeChiara: can someone who is leasing have real property to be taxed? Torres: the tax is on the infrastructure.

Other issues not reasonable anticipated by the Chair of the Committee:

- Vinskey asks about the status of Shutesbury Highway Department hires. Torres: Hunting is still working on hiring staff.
- Vinskey: appreciates that the old police car is gone and wondered about the boat so spoke with Tibbetts/Fire Chief as to the boat's value to town and Tibbetts suggested letting it go. Torres suggests both the Police and Fire Chiefs have input as to whether the boat is of value to the town.
- Vinskey notes that the Board will have to eventually write the Select Board annual report. Stein: we will receive a letter when it is time. Vinskey notes the need to review meeting minutes to write the report and has spoken with Bracebridge about missing minutes, which Torres has done as well; will work to assist Bracebridge and is willing to draft the annual report.

- Vinskey: went to a class on salting versus sanding roads and suggests inviting expert Mike Smith to a future meeting.
- DeChiara: will make changes to the Select Board web contact page proposed by Vinskey - Stein will be noted as Chair; to increase accessibility, all agree to include their phone numbers.

Administrative Actions:

1. All agree to postpone approval of the 7.14.15 Select Board meeting minutes to the next meeting.
2. Sign Vendor and Payroll Warrants: this is an off-week for warrants; they will be signed next week.
3. Appointment to the Shutesbury Regional Assessment Summer Study Committee: Torres: Paul Goodhind has asked to be a member of the Committee; he has children in the elementary school and is a school principal. Motion is made, seconded, and all members of the Board agree to appoint Paul Goodhind to the Shutesbury Regional Assessment Summer Study Committee.

List of Documents and other Items used in the Meeting:

1. Drawe: 50% take rate for 20,000 potential subscribers
2. Drawe: 75% take rate for 20,000 potential subscribers
3. 7.6.15 Mintz Levin Memorandum: Issuance by Cities and Towns of Tax Exempt Debt for Broadband Systems
4. MBI Broadband Planning Assistance Grant Solicitation
5. Select Board web page updates
6. 7.30.15 Town of Shutesbury Expense Report for 7.1.14 to 6.30.15

Next meeting: August 18, 2015 at 6:30pm.

Meeting adjourned at 9:20pm.

Respectfully submitted,

Linda Avis Scott

Administrative Secretary