

Minutes
Unanimously
Approved,
FHMS Four-Towns
Committee,
March 21, 2019

Town of Florida, MA

Town Hall

379 Mohawk Trail, Drury, MA 01343

FHMS Four Towns Broadband Network Meeting

A meeting of the FHMS Four Towns Broadband Committee at the Florida Town Hall on Thursday, March 7th, 2019 at 4:30 pm.

MINUTES

- **In Attendance:**

Florida:	Christine Dobbert*, Cindy Bosley
Hawley:	Lark Thwing*, Chair, Rick Kean
Savoy:	John Tynan*
WiValley:	Brian Foucher
DesignNine:	Jack Maytum (via Phone)
Interisle:	Steve Harris
Middlefield:	Gita Jozef

- **Not in Attendance:**

Monroe:	David Gagne*
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*Voting member

- **Call to Order:**

Chairman Lark Thwing declared a quorum of the Four-Towns group and called the meeting to order at 4:30 pm.

- **Minutes:** The group reviewed and approved the minutes of the December 10, 2018 Four-Towns meeting with no changes.
- **Update of last 2 months:** Lark gave the group the following account of occurrences during the two months since the last Four Towns meeting:

1. Acting as fiscal agent for the Four-Towns group, the Town of Hawley has received a check for \$116,000 for the professional services part of the overall MBI grant. Lark reported that the group can finally pay some outstanding bills, including lawyers' fees (Ferriter & Ferriter) of \$17,847.50 and an initial payment of \$15,416.66 for consulting to DesignNine.
2. A great deal of time has been spent in drafting, then modifying, the various agreements that go into creating the legal environment that propels the project forward.
3. Lark said the agreement drafting and signing phase of the project is just about done. Two Agreements, a Network Services Agreement between the Four Towns, WiValley and OTELCO, and a Collateral Agreement in Respect of Contract, are scheduled to be reviewed and signed by the Four Towns and WiValley at this (March 7) meeting.
4. In addition, the "Master Plan" is ready to be executed by WiValley, MBI, et. al., in the following few days. Then it will be time for the construction to begin.

- **Review and sign Network Services Agreement**

Having reviewed its provisions prior to this meeting, the group then spent about 45 minutes discussing various aspects of the Network Services Agreement.

The following clauses -- 3.1, 4.1b, 5.6, 7.3, 9.1 and 9.3 -- were discussed in detail. In all cases, these items were explained to the satisfaction of the Four-Towns representatives present. All members voted to sign the document as written, and affixed their signatures as directed by Chairman Thwing.

In response to a specific, written email request by Michael Baldino, Acting Director and General Counsel of the Massachusetts Broadband Institute and Director of Board Relations of the Massachusetts Technology Collaborative, the voting members of the Four-Towns group took the following actions:

- a. By unanimous vote of the members present, they approved a request to execute a grant agreement with WiValley that is consistent with the Action Plan and substantially in the form of the Grant Agreement appended to the Action Plan. John Tynan made the motion and Christine Dobbert seconded it.; and,
- b. Also by unanimous vote of the members present, they confirmed that they want the Massachusetts Technology Collaborative (MassTech) to issue to WiValley a notice to proceed with Phases 1 and 1A of the wireless broadband project defined in the Action Plan at a not-to-exceed cost of \$541,461. John Tynan made the motion and Christine Dobbert seconded it.; and,
- c. They also passed a motion specifically stating and affirmatively acknowledging that they understand that they are assuming the risk for “. . . material changes to the Project [which] may be necessary if WiValley is unable to obtain a permit to install a 70 foot wooden pole in the Legate Hill Road area of Charlemont.”

In response to this last request, Chairman Thwing called for a motion that the Four-Towns group formally make the affirmative acknowledgement described in item c., just above. The motion was made by Christine Dobbert and seconded by John Tynan, and was carried unanimously by vote of the three Four-Towns group members present.

On the morning of March 8, Chairman Thwing met separately with Four-Towns voting member and Monroe Selectman David Gagne. In that meeting, Mr. Thwing secured Mr. Gagne's signature to the Network Services Agreement and his assent to Mr. Baldino's requests.

- **Review collateral agreement**

Some meeting participants had reviewed this document prior to the meeting, and there were only a few questions about it. Its provisions are aimed at insuring continuity of network services (as defined in the Network Services Agreement) by OTELCO, should WiValley not be able to provide them. All meeting participants agreed to its provisions and the document was properly signed.

On the morning of March 8, Chairman Lark Thwing met with Four-Towns voting member and Monroe Selectman David Gagne and secured his signature to the Collateral Agreement.

- **Reports:**

- ◆ **Brian Foucher:** WiValley President Brian Foucher began his report by stating that the equipment hut and monopole (if needed) on Borden Mountain would be owned by the Commonwealth of Massachusetts, while the hut at Chapel Road in Savoy would be owned (and insured) by the Town of Savoy.

Brian then showed the group a photograph of the Fiberglas monopole that has already been delivered to the Chapel site, and discussed a number of construction details relative to raising, anchoring, electrifying and adding telecommunications instrumentation to that structure. He said that once the pole is up and running, it would be a matter of only a few days before some Savoy users could be online.

Brian also stated that the work on the Borden Mountain site could “take a while,” as an engineering study is involved, delaying the lead-time for ordering a new pole, if needed, and as several sign-offs will be required.

- ◆ **Jack Maytum:** DesignNine’s Jack Maytum began his report by requesting a weekly progress report from WiValley as construction of the Four Towns network moves forward. Brian said that that would be fine, and that Friday reports are a customary part of his company’s style of work.

Jack then stated that a lot of his firm's work during the next few months would be on network performance, as well as working with MBI to operationalize some of their oversight requirements.

To that end, he stated that DesignNine will be acquiring a "coverage account" for modeling software that will independently validate network coverage.

Jack concluded his report by stating that DesignNine staff would be making a field visit to some of the WiValley construction sites on Thursday, March 21.

- **Tentative Next Meeting Date:** Based on the DesignNine plan to be in the area on that date, Four Towns Chairman Lark Thwing tentatively set the time for the next meeting for 4:30 pm Thursday, March 21, at the Florida Town Hall.
- **Any unplanned new business:** During the course of the meeting, the request was made in more than once instance that the group produce, or cause to be produced, a single document summarizing the basic contents of all of the agreements that have been signed in the course of bringing the Four-Towns group to the point where funding of the wireless network is imminent.

The purpose of this document would be to clarify the understandings created between the four towns, the funding agencies and the vendors contained in those various contracts and agreements.

It was the consensus of the voting members of the Four-Towns group present that such a document should be created.

- **Adjournment:** The FHMS Four Towns Broadband Network Meeting was adjourned at 6:06 pm.

Respectfully submitted,

Rick Kean
3/21/19