

The Board of Selectmen met on Tuesday, October 13, 2015 in the Main Meeting Room of the Town Hall beginning at 7:00pm. The following members were present.

Clifton Snuffer, Chairman
James Stanton, V. Chairman
David Salvatore, Clerk
Mark Gallivan
Eric Kraus

Also present:
James Johnson, Town Administrator
Cindy Berube, Executive Assistant
Jim Dattilio
Michael power
Nancy O'Neil
Rick Brown
Mike Lawson

UGT Amended agreement

Mr. Johnson informed the members there is a major change instead of credits provide us with money at the end of the month. The utility can change it over to cash. We are protected, will not have to pay anything back. UGT we will make an additional 1million over the life of this contract. That is major change

MOTION moved by Mr. Kraus to Review and approve the agreement pending Town Meeting, seconded by Mr. Stanton

Mr. Snuffer questioned how much does this have to do with the federal government considering changing the amount. None of our other partners are asking to do this.

VOTED 4-0-0 (Mr. Salvatore not present)

WCTV DISCUSSION

Mr. Gallivan spoke to lets focus on what we have to have. Understands we are creating an issue. We are proposing to fund a full fiscal year. Hope to get them in the future onto the town's fiscal year.

Mr. Dattilio stated they broke into two groups and came up with plans. Plans for the studio itself and exiting the East St facility. Started working on things to bring this

together. Plan for that came together quickly. We still had the other location and employees. We wanted to get some new content up there. Major improvement but no way near were want to be. New shows in the pipeline. Get our transmission capabilities back. Work with Televue and came up with new plans, designed new plans operating out of the single facility. Came up with transmission network. Did not have to involve the IT people. Passing thru two networks. We had 90days to get this up and running. By the end of May had the full plan and hope to have it built by the start of school. There is a new server room. The power was run for everything.

Mr. Gallivan noted it is a total revamp of the class. Moving it to the high school has been a huge win for education.

Mr. Dattilio before the groups came together we brought in Sandy Batchelder who is an expert in not for profit corporations and bylaws . Hired executive director Jeff fountain. Having a set of bylaws that are transparent is important.

Mr. Gallivan noted your board has done something that is very hard. Your part-time volunteer board has been running the WCTV. Hiring a professional is a huge breakthrough for you. You should be setting direction.

Nancy O'Neil It was a priority to make sure we didn't bring someone who was just a videographer. More contemporary. Write a job description, hands on with digital skill, experienced administrator. Outstanding communicator. The more I work with him the happier I am. Explained the process. Jeff wants to meet as many people as possible. He did this in Seekonk, he rebuilt the studio, dealt with personnel problems. Increased the quality of programming. Gave a brief overview of his resume.

Mr. Gallivan noted that being current with cable is great for the students. Ms. O'Neil noted, we have increased our intern program. Already reaping the benefits. Mr. Kraus , the thing I liked about Jeff is working with the public. One concern that may exist is that Education that would take a more prevalent role and it will not happen with this guy. It will be 30/30/30.

Mr. Kraus wants to insure other than BOS and S. Com would get on air. It would be beneficial to have other committees and Boards on. Mr. Snuffer noted the PEG on the "G" side we are going to be talking about future investment. Seeing the " G" side has it's fair share.

Mr. Snuffer, the capital equipment referred to as archaic. You may be able to retire that. Mr. Power we did , we sold it to a place in Connecticut.

Operating Financials

Talked about spreadsheet talked about 12 month budget this year December to November. We reorganized this, less than \$300,000 is personnel. It is a people business. Few items, legal was a very small number. You are likely to have some legal issues, more paperwork. Training. He is not sure if the numbers are right. He wants to be sure that collectively the bottom line is enough. Mr. Power He talked to the account today and that should get them thru one year. Capital is separate, you are running a business. When you need money to keep current operations going it should be in your basic budget.

Mike Lawson is the board going to be interested in looking over our shoulder. The next budget cycle. Not interested in looking over your shoulder. Mr. Snuffer, the state will be looking over your shoulder. They will look to see how they are working. They are looking for taxation. Selectmen want you to be successful. Mr. Snuffer wants everyone to know how much we get. Mr. Kraus noted they have to look for ways as in the future there may not be that many subscribers. Mr. Snuffer agreed this is a starting point. Mr. Kraus noted the \$400,000 it is a constant, years from now we may not be getting that from subscribers, there has to be an eye as to how to raise other revenue.

Cash balances: Mr. Gallivan reviewed the Cash worksheet and spoke of the CD. Mr. Snuffer to make sure your CD stays whole and does not get hit with a penalty. We are recommending where \$ 200,000 will be held in reserve.

Mr. Gallivan we will fund the \$370,000 for this and are holding about 1million dollar balance

New Capital money:

Mr. Gallivan noted they have come up with ideas. A \$100,000 of new funding. Here are some ideas. Let Jeff take a look at it and provide feedback. Room 112 is the second most used room in town hall. If you have another video flyback you could film the S&W meetings. Mr. Snuffer, we are recommending this as a go forward plan.

Summary of Expenses:

Invoices already paid or will pay. Wanted to share that information

Bylaws

Mr. Kraus we want bylaws to work for everyone. Mr. Salvatore past out changes. We can article by article if you like and make changes that you want.

Ms. O'Neil talked about Sandy Batchelder he told us when you have the final draft he has reviewed it, when we were going thru it he would come up with thing we did not think about. She would want him to take a look at this.

Cant be Walpole Media Corporation until it is voted on, need to change that to Walpole Cable Television until the vote is taken.

Mr. Salvatore, Article III, Notice of meetings ten days' notice recommend changing to 14 days. What tried to do here, when there is a meeting, there should be notice prior to the election give at least 21 days.

Mr. Kraus, once we get thru this we will send to Bill Hewig and Sandy.

Article IV: Makeup of the Board of Directors.

Rick asked about Tenure. Mr. Kraus these will be adopted by that Board and up for discussion.

(11) compensation, Mr. Salvatore, it can be difficult to say no, so that is why he wrote it this way. Rick- suggested it read immediate family as you may have a cousin etc.

Article VI

Mr. Salvatore recommended to bring it down to 21 days. Mr. Dattilio would rather keep the 14 days. Mr. Salvatore so you can change Article III to 28 days and this one back to 14.

Rick- when a person puts in their nomination papers, they do not have to prove they are a cable subscriber. Mr. Dattilio talked about creating a nominating committee. Mr. Kraus will put in the bylaw that you have to be a subscriber.

VII (3) The Clerk has to be a resident of Mass. They have to reside in Mass but have a business in Town.

VIII Last paragraph (should it be report to Board of Directors) Mr. Lawson it should stay as is. Mr. Gallivan the Executive Director takes direction from one person. It is hard to do his job, but his number one boss is the Chair.

Ms. O'Neil when we hired as an employee at will, we have a 27 page employee manual. The first task will be to bring that to the Board. M. Lawson suggested it should be president of Board of Directors. Not corporation.

X-Indemnification- OK

XII Talked about giving the director the ability to write a check without authorizing signatures.

Contracts:

The contracts have been amended. Want the budget to be an agreed upon budget. Talking about Section 8 (2).

Mr. Stanton talked about striking the entire (2) out. Mr. Kraus agreed to Cliff's point we need to have an annual workshop. Mr. Snuffer would like what is the sense of this Board of the favorability of the budget we discussed. He does not want the Boards position that someone from WCTV here is my budget give me a check.

***Upon execution of the Agreement is suggested instead of prior to and signature and approval.....

Mark's Timeline: He reviewed the timeline with those present. Next week should try to finalize this.

MOTION moved by Mr. Kraus to adjourn at 9:15pm, seconded by Mr. Salvatore
VOTED 4-0-0