

PRESENT: Selectmen Michelle R. Gallagher and Stephen C. Themelis; John F. Moak, Town Administrator; Peggy Mazzola, Administrative Assistant

The meeting was called to order at 4:37 PM. Ms. Gallagher chaired in the meeting in the absence of Mr. Green.

8/14/2014 - Minutes

## 1. Action Items

### 1.1. 4:30 PM Transfer Hearing

The hearing was declared opened at 4:37 PM. Mr. Themelis read the notice of public hearing. Ms. Gallagher announced the meeting was being broadcast live and recorded for rebroadcast.

Ms. Gallagher, Clerk of the Town of Pepperell Board of Selectmen, made the following statement: We will now open the Town's public hearing on the June 17, 2014 cable television license transfer application of Charter Communications and Comcast Corporation.

The purpose of this hearing is to hear from Charter, Comcast and the public about the proposed transfer of the Pepperell cable license from Charter to Comcast. Before getting started, I would like to welcome all those in attendance and welcome both Charter and Comcast.

Under applicable law and the current license, the license cannot be transferred without the consent of the license Issuing Authority, which is the Board of Selectmen. Pursuant to applicable law, this hearing shall include consideration of the qualifications of the proposed transferee, Comcast, including whether Comcast has the technical, legal, financial and management ability to assume the obligations of the proposed transferor--Charter.

In addition, we would like to confirm for the public and for the record that state law and the transfer application provide that Comcast must assume and comply with all of the terms of the existing Pepperell Charter license, which is due to expire in October of 2021. We also want to hear generally about Comcast's commitment to community programming and public, educational and governmental access, and to maintaining adequate support for community programming and cable-related needs. We want Comcast, as a possible provider in Pepperell to be aware of and attentive to the importance of Pepperell Community Media, our local community television station, and its role at the forefront of meeting many public, town and school cable needs.

The Agenda for this hearing will be as follows:

First, we invite opening statements from Charter and Comcast. We respectfully request that Comcast address its management, technical, financial and legal ability to assume the obligations of Charter under the current license; its overall commitment to local programming and public, educational and government access and how operations will continue as they now are or change.

Finally, questions or comments from the Issuing Authority and the general public will be accepted.

Before proceeding with testimony from Comcast and Charter, I note that we have entered the following documents into the hearing record:

License Transfer Application of Charter and Comcast, FCC Form 394 and Comcast cover letter dated June 17, 2014; and the newspaper notices published twice and in advance of tonight's hearing as required by Massachusetts regulations.

Any questions or comments for Charter and Comcast should be directed through me and I will rule whether

they are in order.

We will now commence testimony on Comcast's license transfer application in Pepperell.

Tom Cohan, Director of Governmental Relations for Charter Communications, stated he participated in the negotiations of the current license with the Town of Pepperell. Charter services approximately 4½ million customers, with New England being the smallest area they serve, with 52 cities and towns. Comcast is better prepared to compete in New England as they serve a larger area. Comcast will better serve businesses in the area. Charter is trading 1 ½ million customers and receiving the same in the Midwest from the Comcast purchase of Time Warner. Charter Communications is confident Comcast meets all the criteria required by the town.

Timothy G. Murnane, Vice President, External Affairs Greater Boston Region for Comcast Cable, stated Comcast services 230 communities in Massachusetts. Mr. Murnane described the products and services to be offered to the Town, including on-demand, streaming on-line, X-1 platform, and Comcast's cloud network investment. Comcast offers over 50 live networks on mobile devices. Mr. Murnane stated Comcast must invest in its network to compete. Comcast also invests in communities, offering multiple programs including scholarships, Comcast Cares day of volunteerism in communities, and supports the United Way and Boys/Girls Clubs. Comcast offers Internet Essentials, a discount to free/reduced lunch participants, at \$9.99 per month and subsidizes the purchase of computers. Comcast is a hyper-local company who wants to be a part of the community.

A lengthy question and answer session followed, with questions from the Board, members of the Cable TV Advisory Committee and Richard Potts of the Pepperell Public Access Corporation.

On a motion by Mr. Themelis and seconded by Ms. Gallagher, it was unanimously voted to close the hearing at 5:12 PM.

On a motion by Mr. Themelis and seconded by Ms. Gallagher, the following decision was voted:

The Board of Selectmen of the Town of Pepperell, Massachusetts (the Town), acting in its capacity as statutory cable license Franchising Authority under Mass. General Laws c.166A, s.1, hereby approves the Charter Communications (Charter) and Comcast Corporation (Comcast) transaction and cable license transfer as more particularly described in the Charter/Comcast "FCC 394 Application for Franchise Authority Consent to Assignment or Transfer of Control of Cable Television Franchise" as filed with the Town on or about June 17, 2014; and state the following as reasons therefore:

Comcast has stipulated that it will assume and be bound by all of the license obligations in the existing cable license issued by the Town to Charter through the term of said license, which expires on October 23, 2021.

Comcast has reasonably demonstrated management, technical, financial and legal qualifications to operate the Pepperell cable system, including but not limited to demonstrating a commitment to continuing to reasonably support local PEG Access community television facilities and related facilities showing relevant management qualifications necessary for operating the Pepperell cable system.

Notwithstanding the foregoing, this approval is subject to the transfer not being effective until Comcast satisfies legally required preconditions to the transfer, if any, including closure of the Comcast Time Warner Cable acquisition and receipt of necessary federal government approvals, if any, if and to the extent such preconditions are legally necessary for the Comcast Charter transaction to close.

Based on the foregoing and in reliance on any material representations, the Board of Selectmen as Franchising Authority grants consent to the license transfer from Charter to Comcast.

The Board thanked Mr. Cohan and Mr. Murnane for attending the meeting.

2. ~~Unfinished Business~~

There was no other business before the Board.

ADJOURNMENT: On a motion by Mr. Themelis and seconded by Ms. Gallagher, it was unanimously voted to adjourn the meeting at 5:15 PM.

Respectfully submitted,

Peggy Mazzola, Administrative Assistant

APPROVED:

absent

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Michael L. Green, Chairman

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Michelle R. Gallagher, Clerk

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Stephen C. Themelis