

## **Wareham Cable Advisory Committee (CAC) Minutes**

Thursday, October 6, 2022

Hybrid In-person Town Hall Rm 24 and Virtual Meeting via ZOOM

Meeting called to order at 6:04pm

### **I. Call to Order/Roll Call**

- a. Matt Underhill            present
- b. Dan Butler                present
- c. Dave Rogers              present

All members were present. A quorum was established.

### **II. Public Participation**

- a. A representative of WCTV (Christian Fernandes) joined the meeting remotely at 7pm. There were no other members of the public present. There were no public comments offered.

### **III. Approval of Minutes. Mr. Butler moved that minutes for the CAC meeting held on August 25, 2022, be approved. Mr. Rogers seconded the motion. Vote:**

- a. Chairman Underhill            Aye
- b. Mr. Butler                        Aye
- c. Mr. Rogers                        Aye

Motion Passed 3-0-0

### **IV. Negotiations with Verizon**

- a. Attorney Paul Trane, representing Verizon, and Attorney Bill Solomon, representing Wareham, were present remotely. Following introductions, Mr. Trane acknowledged receipt and review of an initial draft license agreement offered by Mr. Solomon.
- b. Speaking generally, Mr. Trane advised the CAC that his client would want to see parity of terms vis-à-vis a Verizon licensing agreement with Wareham and a Comcast licensing agreement with Wareham. Specifically, he cited provisions in the draft agreement to renew Verizon's license such as a \$50,000 performance bond and liquidated damages assessments (for example, \$250/day for each day Verizon failed to offer cable service) as provisions his client would like to see removed from the proposed draft since those provisions were not required in the Town's most recent agreement with Comcast. He likewise advised that a franchise fee for PEG (public, educational, and governmental) Access Support of 5% (under the current Verizon license) should not be more burdensome than any future PEG Access Support fee agreed to between Comcast and Wareham.
- c. Attorney Solomon counseled the CAC that parity of terms between the two licensing agreements with Verizon and Comcast was appropriate and advisable. He indicated, if there was no objection from the CAC, he would remove the provisions regarding a

performance bond and liquidated damage assessments from the next draft of the proposed Verizon licensing agreement. There were no objections from the CAC.

- d. Mr. Trane advised the CAC his timeline for response to any new draft proposal would require review at his law firm and iterative review and discussion with his client, Verizon, likely requiring a couple of weeks, or more. CAC members acknowledged this general timeline and Mr. Solomon reiterated a collective desire to achieve steady progress in the negotiations. Mr. Underhill thanked Mr. Trane for his participation and stated he looked forward to subsequent discussions. Mr. Trane departed the meeting.
- e. Fees. Mr. Solomon reviewed capital and operating support fees and payment schedules he proposed including in the next draft proposal submitted to Verizon. Following a discussion of the proposed fees, the CAC, without objection, agreed to consider Mr. Solomon's proposal. Mr. Solomon agreed to forward a copy of his "PEG Capital Analysis" document to Mr. Underhill for dissemination to other CAC members for review prior to the next CAC meeting.
- f. Network buildout. Mr. Underhill asked Mr. Solomon if the Town has leverage to require Verizon to abide by the current, and any future, licensing agreement to build out the Verizon network to all households in Wareham.
  - i. Following discussion of anecdotal accounts of Verizon's failure to serve all communities in Wareham, Mr. Solomon counseled using current and future provisions of a licensing agreement to compel Verizon to justify before the CAC, or Wareham Cable Commissioners (Board of Selectmen), and the public, any failure or reluctance to comply with the network buildout requirement.
  - ii. CAC members discussed the need for accurate "strand maps" delineating Verizon's use of Wareham public ways to build out (or not) the Verizon network to all households in Wareham, as agreed to in Verizon's current license from the Town. Mr. Underhill stated his first two formal requests of Verizon for their up-to-date strand maps had been ignored. He suggested giving Verizon one more chance to comply with his request, stating he would contact his Verizon rep/contact a third time requesting Verizon maps showing where in Wareham the company has built out their network, and where the company has not built out their network infrastructure. He stated that if Verizon ignored this third request for compliance, the CAC should discuss next steps at a subsequent meeting. CAC members agreed without objection to this proposed course of action.
- g. Right of First Refusal. Mr. Butler observed that the most recent draft licensing agreement provided to Verizon for negotiation did not include the "right of first refusal" provision discussed and agreed to at the CAC's August 25, 2022, meeting and September 8, 2022, meeting. During discussion, Mr. Underhill forward to Mr. Solomon an email from Mr. Solomon dated August 26<sup>th</sup>, 2022, that included proposed, draft "right of first refusal" language authored by Mr. Solomon for CAC consideration.

A copy of that email correspondence is attached. Mr. Solomon acknowledged he did not include the proposed provision in the most recent draft agreement provided to Mr. Trane/Verizon, and he would make sure it was included in his next draft being forwarded to Mr. Trane/Verizon.

- h. Mr. Solomon agreed to provide his next draft, Verizon licensing agreement to Mr. Underhill to share with other CAC members for read-ahead/review prior to the next CAC meeting.

V. Survey and other updates. Further discussion of the online ascertainment survey was deferred to the next meeting. Mr. Underhill updated the CAC on a change (channel removal) notification from Verizon. There were no other updates from members.

VI. Business unknown until the previous 48 hours. NTR.

VII. Adjournment. Mr. Butler moved to adjourn the meeting, seconded by Mr. Rogers. Vote:

- |                       |                              |
|-----------------------|------------------------------|
| i. Chairman Underhill | Aye                          |
| ii. Mr. Butler        | Aye                          |
| iii. Mr. Rogers       | Aye                          |
| Motion Passed 3-0-0   | Meeting adjourned at 7:59pm. |

Submitted: Daniel S. Butler

