



# Mt. Hood Cable Regulatory Commission

Serving Multnomah County and the Cities of Fairview, Gresham, Portland, Troutdale & Wood Village

## MT. HOOD CABLE REGULATORY COMMISSION

Hybrid – Zoom and Open Signal, Portland, Oregon

January 27, 2025 Meeting Minutes --FINAL

### SUMMARY MINUTES

#### Call to Order 6:30 PM

#### Roll Call:

*Present:* Chair DeGraw; Vice Chair Harden; Commissioner Dennerline; Commissioner Thomas; Commissioner Wagner; Commissioner Goodlow

*Absent:* Commissioner Moyer (excused)

*Staff:* Seema Kumar, BPS Chief of Community Technology; Andrew Speer, Utility Manager; Rana DeBey, MHCRC Grants Manager; Laura Dyer, MHCRC Compliance Analyst; Douglas Imaralu, MHCRC Financial Analyst; Kevin Block, Policy Coordinator; Kathleen Lefebvre, MHCRC Administrative Specialist

- Chair DeGraw welcomes Meghan Moyer, Multnomah County MHCRC representative to the Commission and shares Commissioner Moyers' background that is also shared on the MHCRC website. Chair DeGraw looks forward to introducing her in the coming meetings.
- Agenda Review: Chair DeGraw made adjustments to the agenda on R7 and R8 given the dynamic communication with Zply. Chair DeGraw said the Commission would not go into Executive Session as planned and that Agenda Item R7 will be information only. Chair DeGraw acknowledged Mark Wolf, MHCRC contracted legal counsel, was in attendance.
- Disclosures: none.
- Public Comment (non-agenda items): Chair DeGraw invited public comment on agenda items and non-agenda items from members of the public.
  - Public Comment – Summarized:  
NAME - AFFILIATION:  
*Julie Omelchuck – MetroEast Community Media Board President:*
    - Julie Omelchuck notes this comment addresses Agenda Item R1. Comcast Franchise Renewal. Julie reiterates the following points were raised in prior testimony: The Community Media Centers remain opposed to four proposed franchise sections (5.2b, 5.4a, 5.10, and 5.11) that continue to shift cost burdens from the Cable company to the jurisdictions. Julie said the Community Media Centers believe the current cost proposal will most likely reduce franchise fees to jurisdictions, operations funding for MetroEast and oreliminate community media obligations due to lack of funding. Julie said the Community Media Centers believe section 5.2b and 5.4a are of particular concern and request to restore language from a prior October 2024 draft that clarifies that Comcast may recoup and calculate costs for transport and interconnects only, if specifically authorized by applicable federal law. Julie said the Community Media Centers are





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curious why this language does not appear in a recently-signed franchise agreement between Comcast and Clark County. Julie said the Community Media Centers believe sections 5.10 and 5.11 shift cost to the jurisdictions. Julie said the Community Media Centers are concerned that the reduction in CMC funding is unknown and therefore particularly concerning. Julie said the Community Media Centers are requesting an amendment to the current R1 draft franchise presented today to the four sections she notes in her testimony and the letter submitted jointly by MetroEast and Open Signal (attached).

- Community Media Center Updates

- John Lugton shared the following updates for MetroEast: Municipal live production upgrades have been going well and the MetroEast crew will start at the Multnomah County building at the beginning of February and once that work is completed crews will move on to the City of Gresham chambers. MetroEast has successfully integrated the storage area network – this upgrade is available to members of the public, staff and improves playback operations. John also noted that MetroEast added more laptops to their inventory for public and education use.

Production updates were as followed: MetroEast has continued work with the Gresham Area Chamber as part of their Leadership Academy, including a 1-day workshop focused on stress management when facing the press or during an interview, enrollment was at 13. John also shared that last week MetroEast aired three episodes of Food Foray, filmed at Tomorrow Theatre, to a sold-out audience. John shares that MetroEast was awarded Best Documentary Series Episode Award for Episode 3 of the Food Foray series at the Oregon Documentary Film Festival. MetroEast has been working closely with Loco Por La Aventura on launching their MHCRC Community Technology Grant project. MetroEast is in process of creating a dedicated space in studio A for Vodcasts, primarily using the cohort model to get folks involved. MetroEast has been working with Underscore News, a Native news organization and a MHCRC Community Technology Grant recipient. Another close partnership for MetroEast is with Alma Landon, a local doula who is creating a vodcast with the goal to increase awareness and advocate for racially, linguistically, and socioeconomically diverse doulas.

- Courtney Rae, Open Signal Director of Growth, shares programming updates, including Production Services is currently building out the new technology necessary to support the 12 member Portland City Council taking office in January 2025. This work has required Open Signal to increase their On-Call Staff. The on-call team offers flexible schedules and an opportunity for those new to media production to gain experience in a professional production department that handles a wide variety of projects including live broadcast, events, conferences, and concerts. Open Signal welcomed Macy Lewis to the team for the first year of the program as the primary Youth Media Instructor. Macy previously worked with youth and adults at Outside the Lens in San Diego. The first year of this program will engage in a program centered on Production Basics, Media Arts and Well Being, Digital Safety and Media Literacy. Christine Jervis, Director of Administrative





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Services, shares programming updates including Signal Share, a repeating series of fundamental media education classes, which includes video production education. Open Signal is accepting applications for the Spring 2025 cohort through January 27th. Christine said that project screening from the Fall 2024 Production Cohort was held on Saturday January 25th. Christine outlines Budget and Fiscal updates, including newly awarded grants and Board-approved amendments to the operating and capital budgets for FY ending June 30, 2025. Amendments were based on Q1 budget and financial statuses. These new budget documents were shared with MHCRC staff last week.

- Franchisee Activity Report
  - Zply- not present
  - Comcast –Tim Goodman shared that Comcast staff are working with MHCRC staff to pursue community partner Lift Zones as proposed under the I-Net End Fund Administrative Agreement.

## **\*CONSENT AGENDA – NO DISCUSSION**

All items listed below may be enacted by one motion and approved as consent agenda items. Any item may be removed from the consent agenda and considered separately if a member of the Commission so requests.

- C1. December 16, 2024 Retreat Meeting Minutes
- C2. December 17, 2024 Meeting Minutes

**MOTION:** Commissioner Goodlow moved to approve the consent agenda. Chair DeGraw seconded.  
**VOTE: 5-0 passed**

## **[Vice Chair Harden Joins the Meeting]**

## **REGULAR AGENDA**

\*R1. Comcast Franchise Renewal: Resolution 2025-01: Recommending and transmitting to the Jurisdictions a cable franchise renewal agreement with Comcast of Oregon II, Inc. for a 10-year term.

Chair DeGraw requests Andrew Speer presents this agenda item. Speer gives a timeline overview of this agenda item. Speer explained that in October, staff brought forward a draft agreement for review and input from the Commission. In November, staff hosted a 3 hour meeting with the CMCs to discuss their proposed edits. Speer worked with Seema Kumar, Chair DeGraw and legal counsel to identify the changes to bring forward to Comcast. Those changes involved edits to Section 5 of the agreement. Speer met with Comcast in mid-November to negotiate those changes. In December, there was a section of the Commission's mini-retreat dedicated to addressing any remaining questions about the agreement. Speer stated that staff have worked to address the concerns of the CMCs while balancing the realities of the cable market and subscribership. He explained that the written comments provided by the CMCs were all sections that were raised by staff to Comcast during the November negotiations. All edits were reviewed by legal counsel and input from legal counsel was incorporated into the proposed edits negotiated with Comcast. Andrew concluded by stating that he believes the agreement presented today was a fair agreement that address many, but not all, of the substantive concerns raised by the CMCs.





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**DISCUSSION:** Vice Chair Harden asked if all the Community Media Centers (CMCs) Section 5 requested changes could be incorporated into the agreement that Commissioners will vote on this evening and in turn, if passed, could then be presented to their jurisdictions for approval. Chair DeGraw highlights for Commissioners that Speer negotiated with Comcast the requested CMC edits and the agreement today is a result of those negotiations. Chair DeGraw then asks Speer to confirm that the Section 5 requested changes from the CMCs were bargained with Comcast, acknowledging that ultimately not all were arranged into the Agreement. Speer confirms. Vice Chair Harden then asks if the Commission could recommend a different version of the agreement than the one staff has presented because he believes the Commission could say the language requested by the CMCs needs to be added before the agreement can be recommended by the Commission. Chair DeGraw states that she believes that the risk benefit analysis is getting harder to justify at this point. Vice Chair Harden asks what risk there would be besides Comcast going formal and also what would the Commission do if one of the jurisdictions decides not to vote in favor of the recommended agreement. Chair DeGraw states that the jurisdiction question is outside the Commissions control. Vice Chair Harden disagrees and says that their jurisdictions might move in the direction that the Commissioner advises them to. Chair DeGraw clarifies if the Commission votes to recommend the agreement, then that is what they would be advising the jurisdictions. Chair DeGraw then invites other Commissioners to weigh in on the proposed agreement. Commissioner Thomas is fairly pleased with the current agreement and that if we continue to negotiate, the jurisdictions could end up with less, and notes that each jurisdiction can approve or not approve, and our role at MHCRC is to recommend the agreement to the jurisdictions. Vice Chair Harden interjects that each Commissioner represents their city and can advise that city whether it is in their best interest to sign the agreement and Commissioner Thomas agrees. Commissioner Goodlow believes that the current agreement is in the Commission's best interest to move forward to the jurisdictions for approval and could create a situation where the ultimate deal worsens. Chair DeGraw states that she is in a similar position to Commissioners Thomas and Goodlow in wanting to hold onto the gains in the current agreement. Commissioner Wagner expresses concern for going back to the bargaining table considering the economic climate and the declining cable customers, while also stating concern about the complexities of impacts and tracking that. Chair DeGraw seconded recognizing that the agreement does not get everything the Commission and CMCs would like to have. Commissioner Dennerline states that he agrees with Vice Chair Harden and that this is not a matter of asking for more from Comcast but rather asking to keep the status quo. Chair DeGraw expressed that she has deep concerns about continuing to try to make further changes to this agreement, and it's not just about going formal but also about potentially losing ground on what has been gained. She stated her goal is always to have consensus but recognizes that given the current discussion, there may not be full consensus and asks whether they should continue the discussion or make a motion. Commissioner Thomas notes that at this point a Motion may be in order.

**MOTION:** Commissioner Thomas moved to recommend and transmit the Comcast Franchise Agreement with Comcast of Oregon II, Inc. for a 10-year term forward to the cities/jurisdictions for their approval. Commissioner Goodlow seconded.

**VOTE: 4-2 passed [Dennerline and Harden voted no]**

Chair DeGraw expresses gratitude to the Commission for their work on this Agreement.



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## R2. Preliminary Funding Decisions: 2025 Community Technology Grants

Rana DeBey presents to Commissioners the 2025 Community Technology Grants (CTG) preliminary review, sharing that there are 27 applications with a budget of \$1 million and confirmed that no contingency funds are available. DeBey shares her screen with the scoring and suite selection summary, a document structured to help Commissioners decide on grantee awards. DeBey quickly notes that Friends of Saturday Academy scored a 4 but given their budget it could be moved forward in this preliminary review stage and MHCRC CTG will still remain on budget. DeBey outlines that some applicants may have items in their budget proposals that do not meet our funding criteria and will likely be amended. Any amendments would result in reducing the \$ amounts on the scoring summary as we approach the final application stage. Staff is seeking guidance on how to proceed if we have pre-applicants withdraw from the process, which does typically occur. This would result in giving opportunity to those applicants who scored 4s, and DeBey provides the following options to navigate this potential scenario: place specific pre-applicants on a waitlist, move applicants off the waitlist who have specific numeric score(s), allow staff to approve at their discretion, or run waitlisted applicants through the Equity committee.

Discussion: Vice Chair Harden requests that if there are funds available DeBey bring the preliminary review back to the Commission for a full suite applicant review. Additionally he seeks clarification on Off-Cycle budget allocations. DeBey confirms there are no requests, nor community interest, for Off-Cycle grants applications and suggests using the full \$1 million budget for this pool of applicants who meet the criteria. Commissioner Thomas inquires on reducing the budget to \$963,000 and include Friends of Saturday Academy in the preliminary approval and subsequently follow the scoring numeric sequence as funds become available. Chair DeGraw agrees with Commissioner Thomas' suggestion. Commissioner Dennerline requested if any remaining funds are available to bring pending applications to the Commission or run those through the Equity Committee for approval. Vice Chair Harden is agreeable to the Equity Committee reviewing and approving pending applications as decisions will be based on available funds. Commissioner Goodlow agrees and would like the Equity Committee to prioritize new grantees.

**MOTION:** Commissioner Thomas moves to send all of the grantees who scored 5s and 6s forward in the approval process, which include the Portland Art Museum; Self Enhancement Inc (SEI); Ethos Music Center; Project Ledo; African Youth and Community Organization; Gresham Barlow School District; Portland State University: Sub-Basement Studios; JUNTOS pdx; Desert Island Studios (PAM CUT); Portland Community College; Southern Ocean Studios; Rohingya Youth Association of Portland; Sabin CDC; Stomping Grounds Arthouse, for a total of \$963,651.02, plus the grantee Friends of Saturday Academy for an additional \$8,811.95 forward in the application process. Commissioner Dennerline seconds.

**VOTE: 6-0 passed**

## R3. MHCRC Strategic Planning: NEX Strategies Presentation (information only)

Autumn Carter presented to Commissioners a general proposal for how to approach the next phase of the MHCRC strategic planning, outlining take-aways from the joint work sessions as well as follow-ups





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from the December mini retreat and conclusions for this stage of the process. Autumn highlighted themes that emerged at the end of last year but there was not a full consensus on MHCRC's future. However, there was consensus that funding CMCs is a priority for the MHCRC and Autumn highlighted emerging themes as we move forward in strategic planning. Autumn outlined next steps for MHCRC as NEX Strategies envisions them ensuring to deliver deliverable and actionable recommendations that reflect jurisdictional needs and priorities given funding models.

\*R4. NEX Strategies Contract Amendment: Modified scope of work, increased compensation, and extended term

**MOTION:** Vice Chair Harden recommends that we amend the Contract with NEX Strategies, as noted in Amendment No. 1 to NEX Strategies Contract, including Attachment A: revised scope of work, an increase to compensation by \$105,000 not to exceed \$220,000, and extending the term to 12/31/2025. Commissioner Wagner seconds.

**Vote: 6-0 passed**

\*R5. MHCRC Strategic Planning: Procure Direct Legal Services from Bradley Werner, LLC

Chair DeGraw noted that Bradley Werner has reached their \$10,000 limit and Staff is seeking to continue working with Bradley Werner, LLC as part of the strategic planning process and work plan. Staff is seeking an increase in budget to not exceed a total \$25,000 in FY 24-25.

**MOTION:** Commissioner Wagner moves to increase the budget for Bradley Werner, LLC expenses not to exceed \$25,000 in FY 24-25. Commissioner Thomas seconded.

**Vote: 6-0 passed**

\*R6. BBK Special Legal Counsel Contract Amendment: Increase the amount of compensation payable to Special Counsel in FY2024-25.

Chair DeGraw outlines that the request is an approval for an additional \$12,000 in our budget for a total not to exceed \$42,000 in FY 24-25 for BBK legal counsel and to change the Program Manager contract contact to Andrew Speer.

Vice Chair Harden requests more information, and Speer highlights that we had unexpected engagement with BBK through the Comcast Franchise renewal and the Zply termination. Commissioner Wagner wants assurance that this increase request is adequate. Speer notes that at this point this is adequate and Seema Kumar notes that this process is part of the due diligence of tracking real time spending and why we initially set the \$30,000 limit. During this era of negotiations, it required more legal resources beyond that initial limit. Staff will work more closely with BBK on invoice tracking in the future.

**MOTION:** Commissioner Thomas moves to approve an increase in the BBK FY 24-25 Special Legal Contract not to exceed \$42,000 as outlined in BBK Amendment 1 included in the packet materials. Vice Chair Harden seconds.





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**Vote: 6-0 passed**

R7. Ziplly Franchise Termination/Compliance (information only)

Andrew Speer outlines an update on the termination path and compliance status, including highlighting the email update sent on December 20, 2024 to all Commissioners. Speer noted that part of Ziplly's agreed-upon proposal for the termination agreement provides MetroEast with internet service through March 31, 2026. Next steps are to have the negotiated provisions codified with a written agreement, however, Ziplly returned material red-lines on 1/27/25 that resulted in a need for Staff to refine the edits before presenting for approval to Commissioners.

Chair DeGraw would like to call a special meeting towards the end of February to continue Ziplly discussion and to finalize. All Commissioners are agreeable.

## **Staff Activity**

- FY25-26 Budget Process Update – Douglas Imaralu updates the Commission on the FY25-26 Budget Process, including a request to call the Finance Committee in early March to discuss concerns going into FY 26 budget development. Finance Committee is agreeable.
- Consumer Protection Report – Laura Dyer shares the Cable Complaint Summary, also including in the packet materials.

**New Business; Commissioner Open Comment** –none.

## **Committee Reports**

- Finance Committee – none.
- Equity Committee – none.
- Policy Committee – none.
- City of Portland Charter Reform Liaison – none.
- Open Signal Board Appointee – none.
- MetroEast Board Appointee – none.

Public Comment (non-agenda items): none.

Next MHCRC Meetings:

- March 17, 2025 - MetroEast/Hybrid
- May 19, 2025 - Open Signal/Hybrid
- June 16, 2025 - MetroEast/Hybrid

**Adjourned: 8:37 PM**

Respectfully submitted,  
Kathleen Lefebvre

