



# Mt. Hood Cable Regulatory Commission

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

## MEETING AGENDA

January 27, 2025

6:30 p.m.

**In-Person: Open Signal, 2766 NE Martin Luther King Jr. Blvd, Portland OR 97212**

- Or -

### **Virtually: Join Zoom Meeting**

<https://us06web.zoom.us/j/85645718376?pwd=cRL6vcTw4esW5qA7u4aOzhwv4Yj9Ua.1>

Meeting ID: 856 4571 8376

Passcode: 083391

One tap mobile

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- Roll Call
- Welcome Meghan Moyer, Multnomah County MHCRC representative
- Agenda Review
- Disclosures
- Public Comment (non-agenda items)
- Community Media Center Updates
  - MetroEast
  - Open Signal
- Franchisee Activity Report
  - Zply
  - Comcast

### **\*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 Meeting Minutes
- C2. December 17, 2024 Retreat Minutes

### **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. 20 min



**MHCRC** 1810 SW 5<sup>th</sup> Ave. Suite 710 Portland, Oregon 97201  
503.823.5385 info@mhcr.org www.mhcr.org

- \*R2. Preliminary Funding Decisions: 2025 Community Technology Grants 45 min
- R3. MHCRC Strategic Planning: NEX Strategies Presentation (information only) 30 min
- \*R4. NEX Strategies Contract Amendment: Modified scope of work, increased compensation, and extended term 10 min
- \*R5. MHCRC Strategic Planning: Procure Direct Legal Services from Bradley Werner, LLC 5 min
- \*R6. BBK Special Legal Counsel Contract Amendment: Increase the amount of compensation payable to Special Counsel in FY2024-25 10 min
- R7. Ziplly Franchise Termination/Compliance (information only) 5 min

- Executive Session - start time ~8:50 pm  
 The MHCRC will hold an executive session during the January 27th Regular Meeting for approximately 35 minutes regarding the MHCRC’s legal rights and duties related to *Ziplly Franchise Termination/Compliance*, pursuant to ORS 192.660(2)(f), which allows the governing body to convene an executive session to consider information or records that are exempt by law from public inspection, including written legal advice. Representatives of the news media and designated staff shall be allowed to attend. All other members of the audience are asked to leave the room. Representatives of the news media are specifically directed not to report on any of the deliberations during the executive session, except to state the general subject of the session as previously announced. No recording of the executive session is allowed without express permission from the Commission. No final decision may be made in executive session.

- Regular Agenda - reconvene at ~9:25 pm

- \*R8. Action, if any, resulting from Executive Session on Ziplly Franchise Termination/Compliance

Staff Activity

- FY25-26 Budget Process Update
- Consumer Protection Report
- Committee Reports
  - Finance Committee
  - Equity Committee
  - Policy Committee
  - City of Portland Charter Reform Liaison
  - Open Signal Board Appointee
  - MetroEast Board Appointee
- New Business; Commissioner Open Comment
- Meeting Schedule:
  - February – recess
  - MHCRC Regular Meeting – Monday, March 17, 6:30pm, MetroEast/Hybrid



- April – recess
- MHCRC Regular Meeting – Monday, May 19, 6:30pm, Open Signal/Hybrid
- MHCRC Regular Meeting – Monday, June 16, 6:30pm, MetroEast/Hybrid
  
- Public Comment
  
- Adjourn

\*Denotes possible action item

*Please notify the MHCRC no less than five (5) business days prior to our event for ADA accommodations at 503-823-5385, by the City of Portland's TTY at 503-823-6868, or by the Oregon Relay Service at 1-800-735-2900.*

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## MT. HOOD CABLE REGULATORY COMMISSION

Hybrid – Zoom and MetroEast, Gresham, Oregon

December 16, 2024 Meeting Minutes -- **DRAFT**

### SUMMARY MINUTES

#### Call to Order 6:32 PM

#### Roll Call:

*Present:* Chair DeGraw; Commissioner Dennerline; Commissioner Thomas; Commissioner Wagner

*Absent:* Commissioner Goodlow (excused); Vice Chair Harden (excused)

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

- Agenda Review: Chair DeGraw welcomes Mark Wolf, MHCRC contracted legal counsel, to the meeting. Mark is with the law firm Local Government Law Group.
- Disclosures: none.
- Public Comment (non-agenda items): none.
- Community Media Center Updates
  - John Lugton shares an update for MetroEast, noting multiple educational programming engagements and a brief update on the roof project. Production team is also working with Arts for Learning Northwest/Young Audiences on teacher modules for the Oregon Department of Education. John provided other MetroEast programmatic updates.
  - 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. The Fall 2024 Production Cohort are near completing their projects and the screening is scheduled for Saturday January 25th. Courtney shares updates on Open Playground, Signal Share, Budget Amendments and Capital Campaign planning which included information on the planning of a capital campaign to fund the total renovation of the Open Signal facility starting around 2030. Courtney shares Operations updates including that Open Signal recently welcomed Brit Pioquinto into the revived position of Media Education Assistant. Courtney notes Open Signal received a sizable donation of field production editing gear equipment from Wild Diversity as they recently and unexpectedly had to discontinue their programming. Finally, Courtney notes that Open Signal recently submitted the grant titled Community Centered Impact Initiative which focuses on data,





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data processes and tools and assessing community impact which will inform Open Signal strategic planning beginning in 2026.

- Franchisee Activity Report
  - Zply- not present
  - Comcast – David Harden is present on behalf of Tim Goodman. David is available during the meeting in case there are questions but did not present any materials.

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

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- C1. October 21, 2024 Meeting Minutes
- C2. November 18, 2024 Meeting Minutes
- C3. December 3, 2024 Strategic Planning Work Session Minutes

**MOTION:** Commissioner Dennerline moved to approve the consent agenda. Commissioner Thomas seconded.

**VOTE: 4-0 passed**

## **REGULAR AGENDA**

- \*R1. MHCRC FY23-24 Fund Audit

Chair DeGraw invites Commissioner Thomas as Chair of the Finance Committee to introduce this agenda item. Commissioner Thomas expresses appreciation for MHCRC Staff, including MHCRC Finance Manager Douglas Imaralu for the excellent work on the budget. Douglas welcomes Keith Simovic from Moss Adams to present. Keith Simovic, a partner with Moss Adams, a CPA Firm, begins by sharing his screen to detail the Audit results. Keith reviewed Moss Adams' Engagement Team, the full staff who worked on the MHCRC Audit. As Keith began his presentation, he noted there were no delays or issues with the process and therefore that reflects a good indication of the results. This is an independent review of the MHCRC's reported financial statements in accordance with government auditing standards. Moss Adams met with the MHCRC Finance Committee prior to finalizing the audit report and it was noted that MHCRC staff and City of Portland accounting staff were all responsive and all document requests were met without delay. Moss Adams reports there were no material weaknesses nor significant deficiencies in our internal control processes, and ultimately issued MHCRC a clean audit for FY 23-24. Keith acknowledges Douglas Imaralu (MHCRC Finance Manager), Jared Longoria (City of Portland Budget and Finance) and Minh Dan Vuong (City of Portland Auditors Office) for excellent facilitation of the MHCRC audit process.

**DISCUSSION:** Commissioner Dennerline inquires on the Grant Expenditures accounting, and Keith notes that it was a spreadsheet correction and recommended a revised reconciliation process, which Staff





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acknowledged and revised. Commissioner Thomas and Chair DeGraw expressed appreciation for the excellent work of the MHCRC Staff, especially Douglas Imaralu on the FY 23-24 Audit process.

**MOTION:** Commissioner Thomas moved to acknowledge receipt of the MHCRC FY23-24 Fund Audit prepared by Moss Adams and directed MHCRC staff to submit the Audit to the Oregon Secretary of State by December 31, 2024. Commissioner Dennerline seconded.

**VOTE: 4-0 passed**

## R2. Public Comment – Comcast Franchise Renewal

Andrew Speer gave an update and overview on the Comcast Franchise Renewal which included a timeline of events up to present. Speer highlights that Section 5 changes are reflected in the packet materials which have all been reviewed by MHCRC legal counsel.

Discussion: Commissioners had an opportunity to ask questions of Staff, there were no questions.

Public Comment: Chair DeGraw invited public comment from members of the public.

Public Comment – Summarized:

*NAME - AFFILIATION:*

*Courtney Rae – Open Signal:*

Courtney Rae notes written substantive comment on the financial issues will be submitted ahead of the January 27<sup>th</sup> MHCRC Meeting. Upon the first reading of the edits, Courtney appreciates there is some expanded and improved access and availability of Open Signal channels across all service tiers. Courtney shares concerns for financial implications for the jurisdictions and the PEG centers that were not in the 2012 contract. Courtney expresses appreciation for the opportunity to meet with Andrew Speer and Laura Dyer to discuss that channels are accessible in an equitable way and feels those concerns have been addressed.

Chair DeGraw confirms with Staff that there were no written comments submitted via email since the November 18<sup>th</sup> Special Regular Meeting, however Chair DeGraw encourages written public comment be submitted as soon as possible to have time to review and discuss as a Commission before the January 27<sup>th</sup> Regular Meeting. Commissioner Thomas suggests the deadline for written public comment be extended to Friday, January 10<sup>th</sup> from the prior December 9<sup>th</sup> deadline.

**MOTION:** Commissioner Thomas moves to extend written comment on the Comcast Franchise Renewal open until January 10, 2025; Commissioner Dennerline seconds.

**VOTE: 4-0 passed**

## R3. Ziplly Franchise

Chair DeGraw invites Andrew Speer to present. Speer notes that Staff have met with Ziplly to discuss and follow up on compliance issues and the termination agreement. Formal updates to the Commission will follow. Laura Dyer gave a Ziplly compliance event timeline and noted that Ziplly has requested a





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hearing. Dyer noted that under the Franchise Agreement there is some interpretation in how the fees for violation are calculated. Dyer noted that written correspondence is in the packet materials for the Commission's review.

## Staff Activity

- Legislative Advocacy Report- Kevin Block gave a report to the Commission, which is included in the packet materials. Block expanded on how the new federal administration will potentially impact MHCRC over the coming year, including new FCC leadership. Block reviews MHCRC's submission of comments to FCC based on a notice of inquiry about the state of customer service and the telecommunication industry. Full text of the comments is in the packet materials.
- FY25-26 Budget Process Update – Douglas Imaralu noted that Staff are working to develop the preliminary budget FY25-26 Budget and outlines the calendar schedule and an overview of budget projections. Imaralu noted the Finance Committee met on November 15<sup>th</sup> and during that meeting it was discussed that Imaralu recommends MHCRC participate in the city's mid-year adjustment process. Also, as part of the Finance Committee Imaralu recommended MHCRC formalize the process to track grants and advances and estimate resources that cross over fiscal years.
- Consumer Protection Report – Laura Dyer shares the MHCRC Compliance Report which is included in the packet materials.
- Community Technology Grant Process Update – Rana DeBey shares process and calendar reminders on grant reviews. DeBey notes the Commission received 31 pre-applications and the community response implicates that the grant need and community desire is strong.
- Peer Learning Event – Rana DeBey shares with Commissioners that the 2<sup>nd</sup> Annual Grantee Peer Learning Event took place on Tuesday, October 29<sup>th</sup> from 8:00 am – 12:00 pm at The Laurelhurst Club was a success. Attendees included 64 grantees from 46 organizations. Chair DeGraw and Commissioner Dennerline were in attendance and DeBey expresses appreciation for their engagement. Chair DeGraw and Commissioner Dennerline expressed appreciation for the opportunity to engage with grantees. Chair DeGraw shared that this type of engagement and event was one of the reasons why she was drawn to be a part of the Commission.

**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.







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### Next MHCRC Meetings:

- December 17<sup>th</sup> Mini Retreat - The Portland Building/Hybrid 4:30 pm – 8:30 pm
- January 27, 2025 – Open Signal/Hybrid
- March 17, 2025 - MetroEast/Hybrid
- May 19, 2025 - Open Signal/Hybrid
- June 16, 2025 - MetroEast/Hybrid

### **Adjourned: 8:17 PM**

Respectfully submitted,  
Kathleen Lefebvre





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MT. HOOD CABLE REGULATORY COMMISSION  
Hybrid – The Portland Building – Portland, OR  
December 17, 2024 Retreat Minutes -- **Draft**

## SUMMARY MINUTES

Call to Order: 4:30 PM

Commissioners Present: Julia DeGraw, Scott Harden, Leslie Goodlow, Norm Thomas, Cherri Wagner, and Jeff Dennerline

Staff Present: Seema Kumar, Rebecca Gibbons, Andrew Speer, Laura Dyer, Douglas Imaralu, Rana DeBey, Kevin Block, Eric Engstrom, and Kathleen Lefebvre

Facilitator: Reed Wagner

Legal Counsel: Nancy Werner

Members of the Public: Julie Omelchuck, John Lugton, Tim Goodman

### Strategic Planning

Reed Wagner led the Commission through a review of the public benefits/public interests of MHCRC, in the hopes to narrow the scenarios and draw themes of the December 3<sup>rd</sup> Jurisdiction Work Session:

Below are highlights of MHCRC's Public Interest benefits as discussed by Staff and Commissioners:

- Supporting the Technical and Capital Expenses of CMCs
- Supporting the broadcasting of Jurisdictional Council and Committee meetings to the public who are not able to be in-person, on behalf of local governments resulting in an informed public. (e.g. grant funding to the City of Portland for Council chambers)
- Supporting CMCs broadcast to the internet, internet has a wider audience than cable.
- Stand up for customer to help resolve complaints.
- In many ways, MHCRC supports directly and indirectly broadcasting the public's message out to the public.
- Representing the jurisdictions at the federal level through advocacy.
- Protect against societal misinformation.
- Monitor public right of way and open access.
- The critical function of encouraging civic discourse locally.
- Local journalistic voices in an age of large media networks.
- Protection against misinformation.





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- Use of communications technology - which is more than just video consumption - by marginalized communities.

Reed led Staff and Commissioners through a brainstorming session on outcomes if MHCRC dissolves (Scenario #3 in the packet):

- Likely CMCs would provide services on a fee basis, all jurisdictions would need to separately contract with Community Media Centers.
- No replacement for MHCRC. In this scenario, the Commission would no longer exist, and all jurisdictions would negotiate and enforce their own cable franchises.
- Jurisdictional-dependent for support: under a dissolved MHCRC, jurisdictions would need to prioritize the revenue flow/financial resources with competing programming, resulting in various levels of CMC support.
- Community Grant Program was discussed and risk of reduced/non-existent grant funding under Scenario #3.
- Civic Discourse would remain local and no multi-jurisdictional representation at the federal level.
- The Commission discussed if an IGA covers all the public interests (scenario #3 would require an IGA for certain services).

Reed led the group through a discussion of themes that surfaced from the December 3<sup>rd</sup> Work Session, summarizing that Jurisdictions desire the following going forward:

- Efficiencies: review of MHCRC's workflow for efficiencies
- Review of the number of MHCRC Meeting per year, perhaps reduced from current cadence.
- Clearly communicate the role of the Commission
- Desire to maintain the expertise of MHCRC Staff
- Jurisdictional leadership confirmed an inability to allocate FTE funding for MHCRC Staff to maintain Commission's work and therefore dissolving may not be acceptable.

Nancy Werner led the group through the three offered scenarios and emphasized that these scenarios were created by her without outside influence.

### Discussion

There was a suggestion to look at the decision tree base on "what are we solving for?" with an emphasis on future proofing MHCRC's financial structure as cable revenue declines.

Chair DeGraw stated dissolving the Commission will not fully manage the public benefit resources and assets, and Commissioner Dennerline concurs. There was consensus that creating fiscal efficiencies for sustainability will be necessary. Reed polls Commissioners who are in favor of eliminating Option 3 (dissolving the MHCRC) and all Commissioners agree to eliminate that option. Reed requests Commissioners reach out to their respective jurisdictions





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to inform of that decision. Seema, Reed, and Chair DeGraw will coordinate to reach out Multnomah County as we are currently recruiting for MHCRC's Multnomah County representative. Strategic Planning will be on the January 27th MHCRC Agenda.

## **FY25 Community Technology Grants Process**

Rana DeBey leads the Commission through an update on this year's grantmaking process and shares there is a robust applicant pool. DeBey screenshares the criteria sheet in WebGrant and highlights Staff Notes/Staff Comments and other components of the application process.

## Discussion

Commissioner Goodlow requests more information on grant criteria and equity indicators and DeBey noted the application scoring will monitor and prioritize the following: racial equity, new applicants, and grass roots organizations. DeBey further ensured by noting that all grant award recipients are required to submit final reports that Staff reconcile those reports to the application goals. Further, the Community Technology Grants program is reviewed by an outside evaluator. Chair DeGraw notes that racial equity is already built into the application criteria.

## **PEG Fee Allocation Methodologies**

Staff led the Commission through PEG fee allocation methodologies as outlined in the packet materials. Douglas Imaralu shares present cable franchise fee projection trend, 5 years prior and 10 years forward highlighting declining funds by 2035 for grants and CMCs. Program staff show unallocated balance of approximately \$6 million at end of FY 24-25 and used this amount in the shared scenarios. Staff have asked financial staff to verify this amount. Commissioners directed program staff to work with the MHCRC Equity Committee to begin to identify possible pathways forward for spending down the remaining fund balance and how to thoughtfully close out the competitive grantmaking program.

## **Cable Franchise Compliance Program**

Andrew Speer and Laura Dyer provided background and program overview and shared regulation priorities with the Commission.

## **Adjourn to enter into Executive Session: 7:30 pm-8:25 pm**

The MHCRC entered into executive session to consult with the Commission's legal counsel regarding the MHCRC's legal rights and duties regarding franchise renewal, as provided under ORS 192.660(2)(f).

Reconvene: 8:26 pm

Adjourn: 8:30 pm





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Respectfully submitted,  
Kathleen Lefebvre



**MHCRC** 1810 SW 5<sup>th</sup> Ave. Suite 710 Portland, Oregon 97201  
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## **REGULAR AGENDA**



# Mt. Hood Cable Regulatory Commission

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## **COVER SHEET – AGENDA ITEM #R1**

For Commission Meeting:

“Comcast Franchise Renewal”

### **Recommendation**

Staff recommends that the MHCRC approve Resolution 2025-01: Recommend MHCRC Comcast Jurisdictions approve the renewal of the franchise agreement with Comcast of Oregon II, Inc with all Exhibits.

### **Background**

Current staff took over the negotiations with Comcast in late spring/early summer of 2023. Since that time, Staff have met many times with Tim Goodman at Comcast to discuss and negotiate specific sections of the agreement. Staff evaluated the already agreed upon language to-date prior to joining the work as the ‘starting’ point for where to pick-up discussions in summer of 2023.

Staff held meetings with the Commission in December of 2023 and April of 2024 to provide status updates and inform on specific policy topics as it related to specific sections of the agreement and negotiations. In practice, the agreement shows the specific grantee (Comcast) needs to both operate in the right-of-way, pay fees, provide notice to cities/county, specific technical programming requirements, and operational engagements for PEG channel programming. Staff also provided additional updates to the Commission via email. In August 2024, Staff presented the latest version of the franchise renewal agreement draft to the Community Media Centers (CMCs) and solicited their feedback.

Staff brought forward a resolution (Res. 2024-01) to the Commission in October of 2024 that included negotiated redlines to the franchise agreement. However, this reflected a misunderstanding on Staff’s part regarding whether the Commission would be voting on the draft at the October meeting and therefore the Commission declined to vote on the resolution. After discussion and follow-up meetings, the Commission directed Staff to meet with the Community Media Centers (CMC) to better understand their concerns and suggested edits. Staff met with the CMCs on November 12, 2024, to review their edits. Staff then took those proposed changes and worked to re-negotiate the Section 5 edits with Comcast. Those edits are included in Exhibit B to Resolution 2025-01.

### **Attachments**

- 1) Draft Resolution 2025-01:** Resolution to Recommend Adoption of the Comcast Franchise agreement Renewal
- 2) Exhibit A:** Comcast Franchise agreement Redline
- 3) Exhibit B:** MHCRC Staff Recommended Comcast Franchise Agreement

Prepared By: Andrew Speer

January 21, 2025



**MHCRC** 1810 SW 5<sup>th</sup> Ave. Suite 710 Portland, Oregon 97201  
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**Before the  
Mt. Hood Cable Regulatory Commission  
1810 SW 5<sup>th</sup> Ave.  
Portland, OR 97201**

Recommend MHCRC Jurisdictions )	Resolution No. 2025-01
To Adopt the Franchise Agreement )	Adopted by the Commission
Renewal with Comcast of Oregon II, Inc )	

Section 1. Findings.

1.1 Authority. The Mt. Hood Cable Regulatory Commission ("MHCRC" or "Commission") was created by Intergovernmental Agreement (dated December 24, 1998 ("IGA")) to carry out cable regulation and administration on behalf of Multnomah County and the cities of Gresham, Fairview, Portland, Troutdale, and Wood Village ("the Jurisdictions"). Under the Section 3 of the IGA, the Commission is vested with all the powers, rights, and duties necessary to carry out the purposes vested by law in each Jurisdiction as well as to enforce franchise agreements. This includes the authority to enter into contracts, award grants, and take such other action as it deems necessary and appropriate to accomplish the general purposes of the IGA.

1.2 Multnomah County and the cities of Gresham, Troutdale, Fairview, and Wood Village each granted Comcast of Oregon II, Inc ("Comcast") a cable services franchise. The City of Portland also granted Comcast of Oregon II, Inc. ("Comcast") a cable services franchise. (Collectively, the "Franchises" or "Agreement"). The Agreement with Comcast became effective January 1, 2012 for a term of 10-years and expired on December 31, 2021. Since the expiration of the agreement, Comcast has been operating on an extension to the franchise per Section 19.4 of the Agreement which gives the Jurisdictions the ability to extend a grantee's franchise.

1.3 In total, Comcast and MHCRC staff have been negotiating the agreement for over three years now. Current MHCRC staff have been actively involved with Comcast since mid-2023 to negotiate the remaining operational and policy topics of the agreement.

1.4 Staff have consulted with legal counsel to review the proposed agreement included as Exhibit B of the Resolution to ensure that all aspects of the agreement comply with federal law governing cable franchising and cable service.

1.5 Exhibit B is the current proposed franchise renewal. This is an agreement that both MHCRC staff and Comcast agree upon in principle and reflects work authorized by the Commission and effectuated with input from stakeholders, such as the Community Media Centers and the public..

1.6 MHCRC staff are recommending the Commission adopt the Resolution and recommend that the Jurisdictions approve the recommended franchise agreement renewal with Comcast as set forth in Exhibit B.

Now, therefore, the Commission resolves:



Section 2.

2.1 The Commission recommends that the Jurisdictions consent by ordinance or resolution, as applicable, to adopt the Comcast franchise agreement as reflected in Exhibit B.

2.2 In furtherance of this recommendation, the Commission recommends that the Jurisdictions approve an ordinance or resolution, as applicable, substantially similar to that attached hereto as Exhibit B.

2.3 MHCRC directs its staff to cooperate with staff and/or legal counsel for the Jurisdictions to effectuate such changes in Exhibit B as may be necessary for consideration and final action by the individual Jurisdictions on a timely basis.

ADOPTED BY THE COMMISSION on January 27, 2025.

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Julia DeGraw, Chair

Reviewed by:

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Attachments:

Exhibit A: Comcast Franchise Agreement Redline

Exhibit B: MHCRC Staff Recommended Comcast Franchise Agreement