

Present: Heldt, Kelly, McAlear, McLain - Birmingham  
Heyman, Schneider, Verdi-Hus – Beverly Hills  
Ettenson – Bingham Farms  
Stakhiv – Franklin

Absent: Borgon– Beverly Hills

Also Present: White - Executive Director  
Currier - Attorney for Cable Board  
Rota - Bloomfield Community Television  
Amanda Thomas – Birmingham staff  
Fred Eaton – Comcast representative  
Celeste Oberhausen & Ken Parson - WOW representatives

McLain called the meeting to order at 7:47 a.m. in the Village of Beverly Hills municipal building at 18500 W. Thirteen Mile Road.

**APPROVE MINUTES OF CABLE BOARD MEETING HELD SEPTEMBER 17, 2014**

Motion by Heldt, second by Schneider, that the minutes of a regular Cable Board meeting held on September 17, 2014 be approved as submitted.

Motion passed.

**PUBLIC COMMENTS**

None

**ADOPTION OF RESOLUTION AUTHORIZING TRANSFER OF CONTROL FROM COMCAST TO NEWLY FORMED COMPANY**

Fred Eaton representing Comcast stated that the Attorney for the Cable Board has been provided with additional information regarding the particulars of the 394 transfer process and the new organization. Comcast systems in Michigan are going to come under the ownership of a new company, temporarily named Midwest Cable. This change is coming about as a result of Comcast's pending acquisition of Time Warner Cable. Eaton said that nothing has been changed from previously distributed information, but the material provides more detail that was not available when the FCC Form 394 Application was sent out in June. In the following weeks, a great deal of activity has taken place in terms of establishing how relationships would operate with the new company during the transition from Comcast.

Comcast will likely receive federal approval of the larger Time-Warner deal in January. Midwest Cable is the working name of the new company; GreatLand Connections will be the name of the post-transaction company in March or April. Eaton explained that, initially, the company will be owned by two-thirds Comcast shareholders and one-third by Charter Communications. Comcast Corporation going forward will have no management, ownership, or control over the new company.

Cable Board Attorney Tim Currier questioned the status of the 30-day extension of the Transfer Agreement Resolution requested by the Cable Board at its September meeting. Eaton responded that he has received notification that the extension will be approved but did not have written documentation of that approval.

Currier outlined the background and current status of the Transfer of Control process from the perspective of the Birmingham Area Cable Board. On June 18, 2014, the Cable Board received FCC Form 394, which is the Application for a Franchise Authority Consent Transfer of Control of the Cable Television Franchise. Written inquiries on behalf of the Cable Board were sent to Comcast on July 11; a response from Comcast was received on July 24 providing more detail on the transaction. Fred Eaton from Comcast has had communication by phone with Tim Currier regarding the transaction.

Prior to Cable Board action on the Resolution Granting Consent to the Transfer Control of the Cable Television System at its September 15, 2014 meeting, Leslie Brogan from Comcast sent a proposed red-lined resolution to Currier, which was a counter proposal to the Resolution prepared by the Board's legal counsel. Brogan attended the September 17 Cable Board meeting at which time she and the Board agreed to a 30-day extension to November 17 for the BACB to act on the 394 Application. The Cable Board, through its attorney, responded to Ms. Brogan's proposed resolution with a revised resolution.

On October 6, Currier contacted Ms. Brogan and Mr. Eaton regarding media reports of a change in the transaction details and requested a further extension at that time. On October 9, Currier had a telephone conference with Mr. Eaton and was informed that a supplemental filing of the transaction (Form S-1) would be made with the Securities and Exchange Commission (SEC) on October 31, 2014. At that time, Currier made a request on behalf of the Cable Board for an additional month in order to allow the Board and the local communities it represents to review the final executed agreements as well as the SEC Form S-1 filing. On October 13, Mr. Eaton provided Currier with supplemental information that was provided to Meridian Township in response to their inquiries.

Currier discussed timing. A franchise authority has 120 days in which to act on the receipt of a Form 394 transaction unless there is an extension. Possible actions include consent of the Transfer; disapprove the Application; and consent subject to reasonable conditions. If a municipality fails to take action, the Transfer of Control is automatically approved. As it stands now, the Board does not have the SEC S-1 Filing in hand to determine the exact terms of the transaction; the document will be filed at the end of the month. The next BACB meeting is November 19, two days after the expiration of the current deadline. Following its recommendation regarding the Transfer Resolution to its member communities, the Cable Board must transmit that recommendation to the municipalities and request action at their next Commission or Council meetings. It would be mid-December before the member communities could act on the Transfer of Control resolution. This is the reason for the Board requesting an additional extension.

It was Currier's recommendation that the Board set a special meeting for Wednesday, October 29 to consider the Transfer of Control resolution. That meeting could be canceled if the BACB received a formal extension of the deadline for action on the final executed agreements and the SEC Form S-1 filing.

Motion by Heldt, second by Ettenson, that the Birmingham Area Cable Board postpone action on the Resolution Authorizing Transfer of Control from Comcast to a newly formed company and schedule a special meeting for Wednesday, October 29, depending on whether a formal extension period is granted. Further, the chairperson is authorized to adjust the special meeting date and time based on the availability of Board members or to cancel the meeting if necessary.

Questions and comments from Board members were addressed by Tim Currier.

Roll Call Vote:

Motion passed (9 – 0).

## **COMMITTEE REPORTS**

### **Cable Action Committee**

White reported that committee members present at the last meeting reviewed the website and noted areas that needed updating or adjustments. There was also discussion of whether members' personal email addresses should be posted on the BACB website. McLain clarified that messages sent to the current email address posted on the website are answered by Executive Director Cathy White ([info@birminghamareacableboard.org](mailto:info@birminghamareacableboard.org)). There were members who did not want their personal or business email addresses posted on the BACB website. The concern was that complaints may go to Board members rather than be routed to the Executive Director, who responds to problems and escalates them to the appropriate cable company personnel. There was agreement that an effort should be made to change the Board's contact email address from 'info' to 'executivedirector'.

The next meeting of the Cable Action Committee will be Thursday, November 6 at 5:30 p.m. at the Baldwin Library.

### **PEG COMMITTEE**

Heldt reported that the high school athletic broadcasts authorized by the Board are continuing. The PEG Committee will meet following today's Board meeting.

### **Treasurer's Report**

Heldt discussed the MBS brokerage account statement distributed to Board members. The funds as of August 31, 2014 total \$832,154.41.

## **EXECUTIVE DIRECTOR'S REPORT**

Executive Director White's report outlined several complaints from last month that were resolved. She will follow up on one billing issue. Five new complaints were received since September with resolution pending on two issues. All matters relating to outages have been addressed.

Financial information including budget to actual figures as well as account balances for MBS, BBCU and Beverly Hills accounts were provided in this month's material. Checks were written for grants approved by the Board and for sports programming taped by BCTV. White requested Board authorization to pay a bill from Stream Dynamics for work performed for BCTV.

Motion by Heldt, second by Ettenson, that the Birmingham Area Cable Board authorize payment to Stream Dynamics in the amount of \$370.00 for work performed for BCTV based on an invoice dated October 3, 2014.

Roll Call Vote:

Motion passed (9 – 0).

Updated rosters have been provided in this month's meeting materials. Lists of BACB meeting dates and Cable Action Committee meeting dates for 2015 have been provided to the Board.

## **PROVIDER RELATED TOPICS**

### **Comcast**

Fred Eaton mentioned that Comcast has partnered with an organization called the TDF Foundation whose purpose is to help with the digital divide. Comcast is hosting a program in Ypsilanti Township this evening whereby 25 computers will be provided to Internet Essentials families in the area who cannot afford computers.

Eaton talked about Infinity Home, a home security and home management system offered by Comcast.

### **AT&T**

There was no representative in attendance.

### **WOW**

Celeste Oberhausen from WOW announced a rate increase on November 1 of this year. She introduced the new customer advocate for WOW, Ken Parson.

## **BAPA/BAMA REPORT**

Steve Rota highlighted programming outlined in the written report from Bloomfield Community Television on programming taped for Municipal Channel 15 (BAMA), PA Channel 18 (BAPA), and programming from BACB area organizations during the last month (information included in BCTV monthly report for September 18, 2014 through October 15, 2014).

The next camera workshop is scheduled for Tuesday, October 22 from 10 am to noon or 6:30 pm to 8:30 pm. Call 248-433-7790 to sign up.

McLain heard from a subscriber who said that sound adjustments vary with the program when listening to BAPA/BAMA channels on U-verse or AT&T. Rota responded that BCTV staff will work on adjusting this on their end.

## **OLD BUSINESS**

McLain said that she hand delivered a Certificate of Appreciation from the Cable Board to former member Dorothy Pfeifer.

## **NEW BUSINESS**

None

## **PUBLIC COMMENTS**

None

## **BOARD COMMENTS**

McLain mentioned that David Lurie resigned from the Board last month; he will receive a Certificate of Appreciation signed by Board members.

The meeting was adjourned at 8:48 a.m.