



#### Committee Members

Jeffrey Levering, Chair  
Sergio Bacelis  
Phillip Lwasa  
John Keough  
Stephen Quist  
William Nay

#### Contacting the Committee

Cable Services  
**Address:** 455 Main Street, Room B-1,  
Worcester, MA 01608 (by appointment)  
**Email:** CableServices@worcesterma.gov  
**Website:**  
WWW.WorcesterMA.gov/cable-services

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#### Translations:

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*Avisanos por*  
cableservices@worcesterma.gov

# CITY OF WORCESTER

## Meeting Minutes

### Cable Television Advisory Committee

### Approved January 10, 2024

Wednesday, November 8, 2023 @ 6:00PM

Location: Meeting Room A, DPW&P Building,  
50 Manny Familia Way

*This meeting will be held in-person  
with an option to also join remotely. See **end of agenda** for  
log in information*

#### Call To Order

##### 1. Roll Call

Present: Stephen Quist, John Keough, Phillip Lwasa, Sergio Bacelis, Jeffrey Levering; Judith Warren (Director, Cable Services)

##### 2. Approval of Minutes – September 19, 2023

**Moved: Levering; Seconded: Bacelis; Roll Call (5 Yes, 0 No)**

##### 3. Elect Chairman and/or Vice-Chair

Levering: Thanked board and Cable Services staff for contributions and announced that he is stepping down as Chairperson

Keough: Offered to become Chair

Lwasa: Expressed support of Keough becoming Chair

Quist: Expressed support of Keough becoming Chair

**Motion by Quist to nominate John Keough as Chair; Seconded by Levering; Roll Call (5 Yes, 0 No)**

##### 4. Ascertainment Consultant Update (Buske)

Buske: Explained that she has been working with Warren, City Solicitor Michael Traynor, and negotiation attorney Gerard Leder, to prepare for negotiations.

Keough: Requested that CTAC members individually meet with Leder to discuss negotiations

Warren: Offered to check on procedural requirements for this to occur.

Keough: Emphasized that he would especially like Quist to meet with Leder to discuss compliance concerns, and that in-depth discussion of ascertainment report can occur

##### 5. Discuss CTAC Ascertainment Report creation with Executive Summary and recommendations

Levering: Expressed opinion that CTAC has responsibility for submitting the Ascertainment Report, which is to include reporting from Buske, survey, and community feedback. Stated that CTAC recommendations based on the community should take priority over all else.

Keough: Requested board input on what should be included in Executive Summary, in order to synthesize a cohesive statement. Explained that these statements may be submitted individually to Warren.

Warren: Recommended setting a deadline for submissions, in recognition of upcoming holidays.

Keough: Reminded board that initial timeline recommended completion of Ascertainment Report prior to Christmas.

Suggested November 29 as

deadline for individual board

member's contributions.

**6. PEG Channel Expenses Review (Quist)**

No update

**7. Outside Counsel Information (Attachments A and B)**

Keough: Expressed concern about board members being able to communicate with the attorney, in order to avoid miscommunication/misinterpretation of board's recommendations.

Quist: Discussed interest in being able to communicate with attorney, as well as keep information private from Spectrum prior to negotiation.

Keough: Requested information from Warren regarding access to attorney.

**Motion by Quist requesting attorney attend the next meeting to discuss Ascertainment Report; Seconded by Keough; Roll Call (4 Yes, 0 No, 1 Abstain)**

**8. Franchise Agreement Extension with Charter**

Warren: Provided update on agreement to extend current contract for 12 months.

Quist: Requested clarification regarding timing of payment of franchise fees. Also requested that CTAC advise City Manager to request an audit of payment from Charter-Spectrum.

Keough: Expressed agreement that this information should be discussed moving forward, and used in negotiation process.

Keough: Informed board that there has been an agreement between Disney and Charter-Spectrum that should increase cable revenues. Inquired if this will be accounted for in franchise agreement. Inquired if payment estimate has been received yet

Warren: Stated that estimate is forthcoming and will be provided at the next meeting

**9. Adjournment**

Board members expressed gratitude for Levering's contributions over the years as Chair

**Moved: Levering; Seconded: Quist; Roll Call (5 Yes, 0 No)**

**2023 Upcoming Meetings**

*Wednesday, December 6, 2023 (Location TBD)*

## Attachment A

**From:** Warren, Judith A. <[WarrenJ@worcesterma.gov](mailto:WarrenJ@worcesterma.gov)>  
**Sent:** Wednesday, August 2, 2023 12:41 PM  
**To:** Gerard Lederer <[Gerard.Lederer@bbklaw.com](mailto:Gerard.Lederer@bbklaw.com)>  
**Subject:** Seeking anticipated fees for cable renewal

Mr. Lederer,

The City of Worcester is seeking an attorney experienced in representing local governments in the negotiation phase of the cable franchise renewal process. Worcester is the second largest City in New England second only to Boston. Charter serves 27,407 subscribers in the City of Worcester.

Charter holds a franchise agreement with the City of Worcester (see attached) which is due to expire in October 2023. A needs assessment process and compliance review have been undertaken by The Buske Group and a statistically-valid survey was undertaken by ETC. The needs assessment (which incorporates the findings of the survey) and the compliance review will be completed in two weeks.

The negotiating team for the renewal process will be led by the selected attorney and Sue Buske in coordination with City Solicitor Michael Traynor. Other members of the negotiating team will include Judy Warren (Director of Cable Services) and Jeff Levering (Chairperson Cable TV Advisory Committee).

The City would like to bring an attorney on board as soon as possible. If you are interested in providing assistance to the City please respond with references which reflect your experience in the cable franchise renewal process, your hourly billing rate, and an estimate of the range of your anticipated fees to assist the City as described above. Please note Ms. Buske will be serving as your primary collaborator in the negotiations and should provide considerable assistance.

For REFERENCE ONLY I have attached a retainer template that the City will be using, along with a copy of the current Franchise License agreement with Charter.

Thank you for your time and attention.

Judy

Judith A. Warren  
Director of Cable Services  
City of Worcester  
Worcester, MA 01608  
[warrenj@worcesterma.gov](mailto:warrenj@worcesterma.gov)  
508-799-1385

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## Attachment B

**From:** Gerard Lederer <[Gerard.Lederer@bbklaw.com](mailto:Gerard.Lederer@bbklaw.com)>  
**Sent:** Wednesday, August 2, 2023 3:51 PM  
**To:** Warren, Judith A. <[WarrenJ@worcesterma.gov](mailto:WarrenJ@worcesterma.gov)>  
**Subject:** RE: Seeking anticipated fees for cable renewal

Judy:

I would be honored to assist the elected leadership of the City of Worcester, City Solicitor Traynor and Sue Buske in negotiations with Charter to ensure the cable related needs and interests of the residents of Worcester are met.

Per your request:

### EXPERIENCE

- My individual experience in the cable franchise (license) renewal process is probably second to none in the Country, and as a Firm, Best, Best & Krieger has done more renewals than any other Firm in the nation.
  - While there may be counsel with more experience in doing cable licenses in Massachusetts, my Commonwealth experience is rather substantial. In fact, I think that I have even overcome the practice of calling the agreement a franchise rather than a license as established in Ch. 166A .
    - I have assisted the City of Boston with 5 license renewal negotiations (2 with Comcast, 2 with RCN and the expansion of the Verizon license) as well as three franchise transfer agreements.
    - I have recently completed negotiations for the City of Cambridge with Comcast that will result in the City obtaining 7 PEG channels with a number converting to HD, a large PEG award and PEG grant.
  - My experience dealing with Charter/Time Warner/Bright House is not as deep as my experience is with Comcast. I think this is primarily because most of the communities that I, or my Firm, served as cable counsel were located in states such as Texas and California that passed State franchise laws.
    - We are currently negotiating three Charter renewals around the country, but none in the Commonwealth. I

anticipate the Charter will seek to make conversion to HD difficult by demanding an annual maintenance fee for management of the HD backhaul lines. This is less of a problem in Massachusetts because franchise fees are used to support PEG and therefore do not have the limitation of capital vs. operating challenges that many other communities must address.

## RATES

- My hourly billing rate is set to rise to \$410 an hour in September, but I am permitted to honor my current rate of \$395 per hour through 12/31/24 if we sign an engagement letter before September 1, 2023. I would also have associates available to assist with this project at \$280 per hour.

## BUDGET

- As for an estimate of the range of anticipated fees, I cannot provide such an estimate as the City and Charter control the work flow. I would hope that the City and Charter would agree to meet by zoom on an every other week basis for 60 to 90 minutes until the negotiations are resolved. We would need to budget sometime in the intervening weeks for the City to fashion responses to the issues raised in the previous Charter-City call. I would think that no less than \$10,000 should be budgeted.

I apologize for the informality of this response, but it was my understanding that time was of the essence.



**BBK**  
BEST BEST & KRIEGER LLP  
ATTORNEYS AT LAW

**Gerard Lavery Lederer**

Partner

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