

(Appendix B)

**Scope of Services
Comcast Cable Franchise Renewal
For
Martha's Vineyard Towns
of
Aquinnah, Chilmark, Edgartown, Oak Bluffs, Tisbury and West Tisbury
by
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- Cable franchise compliance review under current license, including a general review of payments (financial payment/revenue documents/information to be provided by Towns or obtained from Comcast.)
- Analysis of recent Comcast franchise renewal approaches and results with respect to financial and legal issues, and both general and specific recommendation to the Towns in light thereof, taking into consideration Martha Vineyard factors, including numbers and trends.
- Review of current and future cable-related needs, including materials and input of the PEG Access Provider.
 - PEG Access operations, programming, and funding needs for both operations and capital (equipment and facilities).
 - Assist the Town develop strategic approaches and plans for the PEG Access operations and programming, including, but not limited to:
 - Future PEG Access Operations and Programming;
 - Capital Requirements for PEG Access Moving Forward (10-year period);
 - PEG Access Video Return needs assessment and approach/plan;
 - PEG Access Channels and Programming: (a) High Definition; (b) Electronic Program Guide; and (c) Video-on-Demand; and
 - Cable Service to Public (Town and School) Buildings.
 - Navigating the new FCC Order regarding “In-Kind” Consideration and the application of costs therefrom to the franchise fee.
- Discuss the timing of a public hearing for ascertainment and strategic purposes and/or for compliance with any applicable law and/or regulation. A public hearing may be also held at the end of the license renewal process at the time of the Renewal approval and execution.
- Preparation for negotiations with Comcast regarding the financial terms and major issues.
- Negotiations with Comcast regarding financial terms and major issues.
- If the above referenced negotiations with Comcast do not lead to an agreement on the financial and other major terms of the renewal agreement no later than approximately ten (10) months before license expiration, the next phase of the license renewal process would be to proceed

ahead with and complete the formal ascertainment process. At this time, I anticipate that there is a reasonable likelihood that an agreement as to the basic terms of the Renewal agreement and the Renewal document, will be completed prior to that time period, thereby making this next stage of the process unnecessary. (The possible exception to this conclusion is a dispute regarding the extension of the cable system to existing homes that do not have cable service available.) A Request for Response to Ascertainment (generally referred to as a Request for Proposal), which includes a compilation of the Town's Ascertainment record, would be forwarded to Comcast no later than five (5) months prior to the expiration of the current cable franchise agreement, unless otherwise agreed to by the parties.

- Preliminary Denial of Renewal – If required to provide additional time to complete the cable franchise renewal process and a Renewal Agreement after the expiration date of the current franchise, these include, if necessary, the issue a “friendly” “preliminary denial” of Comcast’s license renewal to provide the parties additional time to complete the cable license renewal. I do not anticipate Comcast or the Town would choose to pursue a formal hearing and appeal(s) process after the issuance of a preliminary denial. This Scope of Services does not cover or include legal services for that process, however, does include further negotiations by and between the Town and Comcast and the completion of a Renewal Franchise Agreement pursuant thereto.