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CITY OF BOSTON HEARING FOR THE RENEWAL
OF THE OPEN VIDEO SYSTEMS OF RCN TELECOM
SERVICES OF MASS. LLC

AND THE LICENSE TRANSFER APPLICATION
FOR STONEPEAK INFRASTRUCTURE PARTNERS

HELD ON WEDNESDAY, MARCH 17, 2021
(Via Webex, Boston.gov and Boston City TV)

RCN OPEN VIDEO LICENSE TRANSFER AND RENEWAL HEARING
Hosted by Michael Lynch

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1 Verizon FiOS Channel 962. It's also live streamed at
2 boston.gov/cable.
3 Prior to starting today's meeting, I would
4 like to acknowledge as we are I guess on the one year
5 anniversary now of the Covid 19 pandemic that Boston's
6 cable providers have been very helpful to the city of
7 Boston over the last year.
8 They have maintained the FCC's Keep America
9 Connected pledge of broadband and wireless providers.
10 All three have offered versions of affordable broadband
11 to City residents. RCN and Comcast both offer senior
12 discount programs for cable TV and all three providers
13 contribute to a robust City network (Pronet), which we
14 use for city services, public safety, schools, libraries
15 and more.
16 This is at this point the start of the city of
17 Boston hearing for renewal and license transfer for RCN.
18 And the transfer request is being made by Stonepeak
19 Infrastructure Partners.
20 Lastly, among the participants today is
21 general manager Glenn William from Boston Neighborhood
22 Network Media. Some of you may know BNN Media as the
23 Boston Community Access and Programming Foundation.
24 Welcome, Glenn.

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PROCEEDINGS

MR. LYNCH: Good morning. My name is Mike
Lynch. I'm from the Broadband and Cable Office in the
city of Boston's Department of Innovation and
Technology. Joining me here today on behalf of the
Issuing Authority is the City's outside counsel for
telecommunications Gerard Lederer of the law firm BBK.

This is the city of Boston hearing for the
open video system license transfer application of RCN
Telecom Services of Mass. and the license renewal for
the same.

Representing RCN Telecom Services of
Massachusetts are:
Jeff Carlson, Vice President and General Manager of RCN
Boston; Thomas Steel, Jr., Vice President and Regulatory
Counsel of RCN Massachusetts; and Michael Nilsson,
Counsel to Stonespeak Infrastructure Partners of the
firm Harris, Wiltshire & Grannis.

Under Massachusetts updated open meeting law
guidance, we are required to post this notice for the
Covid pandemic public meeting rules. Please be aware
that there's an audio and visual recording of this
meeting being made and broadcast on Boston City TV,
which is on Comcast Xfinity 24, RCN Channel 13 and

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MR. WILLIAMS: Thank you, Michael.
MR. LYNCH: Today's hearing has been duly
advertised in the Boston Herald on March 3 and 10 as you
can see on the clipping on the right. It has also been
posted to the City website Boston City Record, Boston
City Record, Boston City Clerk's Public Notices, and has
been duly advertised on Boston's PEG TV channels, that
is BNN community and news and information channels, as
well as Boston City TV.
I should clarify today that RCN in Boston is
an open video system, an OVS if you will, not an actual
cable license. However, we get substantively the same
benefits from it. And the ten year cable television
license protects residents, customer service and cable
TV operations, preserves the fiber within our city
network, supports and broadcasts BNN media channels.
Collectively, all three provide \$10 million
annually to the City for fees and for PEG support, and
it provides residential access to cable broadband
service, something that is not inside the license but
rather sits outside the license.
On the right, please note a link to the
transfer request by Stonepeak on that cable page,
Broadband and Cable Competition Boston. Thank you.

1 For those of you who may ask, this is sort of
 2 an illustration, if you will, of the area of the cities
 3 of Boston that are covered by RCN service. This is just
 4 a brief timeline touching on the history of RCN in
 5 Boston.
 6 RCN first entered the market about 22 years
 7 ago. It had a cable license in Boston with its partner
 8 at the time, Boston Edison. A few years later, things
 9 got challenging and RCN sought license relief and became
 10 an open video system in Boston.
 11 And then approximately ten years ago, RCN's
 12 ownership was transferred to ABRY Partners, a Boston
 13 based firm, and Yankee Cable. Five years after that,
 14 RCN's ownership was transferred again to Radiate
 15 Holdings, which is a subsidiary of TPG Capital.
 16 Patriot Media Group, the senior management
 17 team which had previously been managing RCN, continued
 18 in the transfer to manage RCN. And just in December,
 19 Stonepeak Infrastructure filed the transfer attempt for
 20 the RCN telecom services. And within their filing,
 21 which is called a 394, Patriot Media Group will continue
 22 to manage the Boston system.
 23 Under license transfer rules in this state and
 24 in this country, there are four factors coming from both

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1 state and federal rules, as well as the City license
 2 that are considered in determining a request for
 3 transfer of ownership. They are quite similarly as
 4 delineated here:
 5 *the managerial experience
 6 *the technical expertise
 7 *the financial capability
 8 *and the legal ability to operate the system.
 9 Today, the presenters for RCN and Stonepeak
 10 will address how the system might change, who is
 11 Stonepeak Infrastructure, how the transaction is being
 12 financed, who will manage and run the system. I believe
 13 that is Patriot Media Group. And what are the benefits
 14 of the transaction. By the benefits, I mean to the City
 15 and to its residents.
 16 With that, I would like to hand this over to
 17 Jeff Carlson, GM for RCN; Tom Steel, vice president for
 18 law; and Michael Nilsson of BKK on behalf of Stonepeak
 19 Infrastructure Partners.
 20 MR. CARLSON: Jim is unable to join us
 21 since technical issues prevented it. I'm happy to be
 22 here primarily to get to the task to introduce Mike
 23 Nilsson who is the representative for Stonepeak.
 24 I'll just say that I'm happy to be here again.

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1 This will be the third time. We have another investment
 2 company coming in and are looking to gain control of our
 3 company. It's an indirect transfer. Mike will explain
 4 in some detail.
 5 I'm anxious to talk more about the renewal as
 6 we proceed through the hearing and combined hearing for
 7 the transfer and the renewal. For now I'll turn it over
 8 to Mike Nilsson to discuss the transfer.
 9 MR. NILSSON: Thanks so much. I'm Mike
 10 Nilsson. I'm at a little law firm here in Washington,
 11 D.C., and I represent Stonepeak, which is the transferee
 12 here.
 13 And by the way, I'm wearing a tie only because
 14 it's St. Patty's Day.
 15 We have submitted a bunch of materials and
 16 rather than go through those materials at length, I
 17 think what I would like to do is maybe briefly in two or
 18 three minutes describe what I think this transaction is
 19 all about.
 20 MR. LYNCH: Let me interrupt. Can
 21 everyone who is not talking go on mute because we are
 22 not hearing him clearly.
 23 MR. NILSSON: Again, I'm just going to
 24 offer a fairly quick and high level summary and talk

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1 about what this means for Boston. Let's move to the
 2 next slide.
 3 Let's start by what this means with the city
 4 of Boston. Again, this really doesn't mean anything at
 5 all because it is an indirect transfer of the ultimate
 6 owner of RCN. And what I mean by that is that RCN is
 7 going to remain. RCN is going to remain the franchisee.
 8 RCN itself is going to retain responsibility for
 9 compliance.
 10 And so RCN itself isn't going anywhere, it's
 11 just going to be owned by somebody different. And what
 12 I think that means is in terms of the legal ability to
 13 operate a cable system -- and RCN itself has its own
 14 financial records that demonstrate RCN is capable of
 15 operating a cable system.
 16 I should just add here as we've discussed that
 17 this transaction will not add any additional debt to
 18 RCN. Again, I think we can rely on RCN's financials.
 19 Move one more slide.
 20 What does this mean for Boston subscribers in
 21 the short-term? Again, nothing at all. There are some
 22 times when private equity investor firms go out looking
 23 for shorter distressed investments that they think they
 24 need to change a great deal in order to make things

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1 work.

2 This is not the case. Stonepeak chose this

3 investment in part because it thinks that RCN is a very

4 well run system. It thinks its operations are excellent

5 and thinks its management is excellent. There are no

6 plans to change the operations materially or to change

7 the management, including Tom Steele.

8 And so again, legally what this means is that

9 we can rely on the existing management in terms of the

10 media, in terms of the management qualifications within

11 our cable system and the technical qualifications for

12 our cable system. Because the same folks are going to

13 be there tomorrow that are there today.

14 One more in, please. Look, in the longer

15 term, however, I think there are significant public

16 interest benefits here. Because Stonepeak, again unlike

17 some other private equity firms, has a demonstrated

18 history of holding onto its assets a little longer and

19 providing them with resources.

20 And that's how it gets its portfolio of

21 companies to grow and that's how Stonepeak kind of is

22 able to do good by its investors. So I think the plan

23 and the ultimate goal here is to make additional

24 resources available to RCN to improve it.

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1 That's my little presentation. I think I made

2 it under five minutes, but I'm delighted to answer any

3 questions anyone has or in any order the City would like

4 to proceed.

5 MR. LEDERER: If I could, Mike, I would

6 like to clarify one point that you made. Everything you

7 said is absolutely true. I just want to make clear that

8 the audit was not conducted by Stonepeak or by RCN. It

9 was conducted by an independent auditor that the city of

10 Boston engaged.

11 We actually engaged this auditor with the

12 three other major metropolitan areas that are going

13 through the same transaction. So we joined with the

14 city of Seattle, Washington, Washington D.C., and

15 Montgomery County, Maryland, which is a large urban

16 county just outside of D.C., to have a forensic auditor

17 go through all the paperwork, all the corporate

18 transactions.

19 It's not something that Michael Lynch or I

20 really have an expertise in. In fact, that came back

21 with a clean report. Our auditor suggested that there

22 were a couple of safeguards that we might want to put in

23 place. And Stonepeak has agreed to those, as Michael

24 mentioned.

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1 I'm not here today to say exactly where those

2 resources might be directed, nor am I here to tell you

3 exactly sort of how much those resources are going to

4 be. Part of that depends on the co-invest process and a

5 lot of different things that have yet to occur.

6 I think the basic idea is that if you have

7 more resources, you can do things like improve your

8 network, you can improve your customer service and

9 improve your overall operations. The point of this

10 transaction is to have an even better, even more

11 reliable RCN that is already again very good.

12 That's the hope and the hope is that Boston

13 subscribers will find themselves with an even better

14 alternative to Comcast and the other incumbents.

15 One more slide. Just to let folks know, RCN

16 participated in an audit. RCN and Stonepeak have

17 agreed in principle with Attorney Lederer on some

18 safeguards with respect to the on-going capitalization

19 of the company.

20 We still have not crossed the T's and dotted

21 the I's, but I think we are certainly there. I think

22 Mr. Lederer would agree. We have agreed to pay for the

23 City's expenses up to \$10,000 in conducting this review

24 and Mr. Lederer's very reasonable attorney fees.

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1 Have we signed the document, no. But you will

2 see the document as part of the final transfer agreement

3 which we are committed to putting on the Boston web

4 page. That was my only clarification.

5 I wanted to make clear that this was not a

6 self audit by Stonepeak. This was an external audit

7 that was done by the city of Boston in cooperation with

8 some of our sister communities that are going through

9 the same transaction.

10 MR. LYNCH: Thanks, Gerry. Much

11 appreciated. Michael Nilsson, thank you very much for

12 that presentation. I need to introduce at this time

13 Glenn Williams from Boston Neighborhood Network Media.

14 Glenn is the general manager. We had hoped that Justin

15 Petty would be able to join us this morning as well, the

16 board president, but there were technical difficulties

17 for him as well. I think Glenn can well handle comments

18 from the Boston Neighborhood Network.

19 MR. WILLIAMS: Good morning. My name is

20 Glenn Williams. I am general manager of Boston

21 Neighborhood Network the city of Boston's nonprofit

22 charitable tax exempt public access production and

23 training center. I am here today testifying on behalf

24 of BNN for this important community meeting on community

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1 cable and technology needs in the city of Boston.
 2 First I would like to thank Mike Lynch and the
 3 city of Boston and the Department of Innovation and
 4 Technology for the opportunity to share some of the
 5 things BNN has been doing during these challenging
 6 times.
 7 BNN also thanks RCN for its cable television
 8 commitment. It is their recognition and support to our
 9 mission that makes PEG's (Public Educational and
 10 Government) access the meaningful partner we have become
 11 to many throughout our communities.
 12 BNN wishes to emphasize the great benefits to
 13 the general public and to the city of Boston from
 14 continuing strong licensing support for PEG Access and
 15 Boston Neighborhood Networks.
 16 In Boston we are fortunate to have Boston
 17 Neighborhood Network (BNN) which has provided community
 18 access to the cable channels for thousands of Bostonians
 19 for nearly 40 years. Continued and level funded support
 20 for BNN is crucial to continue our strong track record
 21 in providing training, production and media access
 22 services.
 23 BNN has shown great strength as a center for
 24 the production of top quality and informational local

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1 students. This past year we help students
 2 live on television preparing for entrance
 3 level exams in math and English Language
 4 Learners accomplish their goals.
 5 *Though our studios have been closed, we
 6 continue to provide our members with Zoom
 7 classes to continue providing their vital link
 8 to their communities. We also carry many of
 9 our nonprofit webinars and programming.
 10 *BBB collaborates with the city of Boston to
 11 produce "viral" programming for the city as
 12 well as other community events and political
 13 forums.
 14 BNN also provides production resources for
 15 Boston residents to produce their own programming. An
 16 important aspect of our mission is to provide the
 17 citizens of Boston a platform to express themselves
 18 freely.
 19 This is why the free Zoom classes are made so
 20 readily available. Nowhere else but on public access
 21 cable television can Boston's residents see such a broad
 22 and high quality range of Boston specific community
 23 programming.
 24 BNN's studios and community access channels

1 programming about city of Boston public affairs,
 2 community and public events.
 3 *During this pandemic, Boston Neighborhood
 4 Network developed a partnership with the
 5 Boston Public Schools to provide their
 6 teachers with a tool to engage remote learning
 7 students with curricular based programming to
 8 enhance their learning. We dedicated 9 a.m.
 9 to noon and 2 p.m. to 4 p.m. five days a week
 10 to this necessity.
 11 The only way we have to judge the success of this
 12 partnership is through the reaction from the teachers
 13 and video on demand. And what we have discovered is
 14 there's thousand of BOD students to the pages in the
 15 programing. It's been very, very successful.
 16 *From 7 p.m. to 8 p.m. five days a week, we
 17 recruited various high profiled individuals to
 18 read bedtime stories to our younger viewers.
 19 Mayor Marty Walsh and the Patriots Julian
 20 Edelman come to mind as favorites.
 21 *One of our proudest programming
 22 accomplishments is the extension of our weekly
 23 program Extra Help, a homework help hotline
 24 call-in program for Boston public school

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1 are a priceless First Amendment outlet. They are what
 2 Congress has called the "electronic soapbox" providing a
 3 unique outlet for public access and the exercise of
 4 First Amendment rights.
 5 In addition to a strong production center,
 6 prior to the pandemic we have shown a great range of
 7 classes in television production as well as special
 8 programs for youth and seniors and customized training
 9 workshops for non-profits. We also provide valuable job
 10 training opportunities for interns from many of the area
 11 colleges.
 12 As a closing comment, BNN would like to
 13 request that RCN display our programming in high
 14 definition. It is at times difficult to promote
 15 ourselves as a quality 21st century media production
 16 facility if the production outlet to the viewers' homes
 17 is only available in standard definition.
 18 In conclusion, we emphasize that it is BNN's
 19 view that a city with a rich history of voices raised to
 20 create democracy and a long history of leadership in
 21 community media and access should continue its
 22 leadership in the provision of community media.
 23 Without the support of the city of Boston and
 24 cable licensees, we would not have been able to serve so

1 many Boston residents over these many years. This
 2 support should continue on a level funded basis to
 3 ensure a level playing field is maintained going
 4 forward. For allowing me to spend a couple of minutes
 5 with you. I appreciate it. Thank you very much for
 6 your patience and attention.
 7 MR. LYNCH: Thank you. We appreciate that
 8 contribution. At this time I would like to prepare and
 9 check with the City if there are any public comments
 10 that need to be made. I believe everyone knows from the
 11 notices there is an opportunity for written public
 12 comment.
 13 MR. LEDERER: I want to clarify for
 14 everyone listening as well as the representatives of RCN
 15 and Stonepeak that the request from BNN for our
 16 programing to be delivered in HD TV is a request that is
 17 being made in the renewal process. It's not part of the
 18 transfer process.
 19 We are doing them together, but it's one of
 20 these silly things where just for legal purposes we need
 21 to make clear what's going on. Were the city to deny
 22 the transfer, we would not want anyone to claim that the
 23 denial was based upon an RCN refusal to provide HD TV.
 24 The HD TV request is being pursued on behalf

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1 offering better cost to that client.
 2 RCN has also provided fiber to the City's
 3 network to approximately ten city facilities, and it has
 4 built a video return for the Boston City Council's cable
 5 cast facilities and has offered Channel 82 as a fifth
 6 access programing channel for government use by the City
 7 Council.
 8 As you just heard from Glenn and some
 9 clarification from Gerry, at this point the City is
 10 asking, as Boston Neighborhood has suggested, the
 11 availability of high definition (HD) television channel
 12 access for community access television know for the two
 13 channels, community and news information.
 14 We recognize that RCN has expanded in
 15 Dorchester with capital investment utilizing existing
 16 stranded plant over the last I believe eight years. And
 17 RCN has offered two fiber strands between Bedford Street
 18 at Eversource and at 43 Hawkins to interact different
 19 fiber networks available conduct to the City.
 20 Tom, I was just going to acknowledge that if
 21 we understand these correctly and that these are
 22 elements of the renewed license that will continue for
 23 the benefit of the City of Boston?
 24 MR. STEEL: Yes. You said that well. We

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1 of BNN and the residents of Boston, but it is being
 2 pursued as part of the renewal process, not the transfer
 3 process. And we expect to hear good news on both
 4 fronts, but I need to make that clear for the record.
 5 MR. LYNCH: Thanks, Gerry, much
 6 appreciated. Actually, we have a series of questions,
 7 Tom and Michael, that we would like to ask Patriot Media
 8 Group, RCN and probably the petitioning ownership group
 9 regarding the renewal.
 10 There are a series of commitments RCN has made
 11 over the years to Boston, and we would like to clarify
 12 them now. As mentioned at the front end of the hearing,
 13 RCN serves about ten to 20,000 customers in eight of
 14 Boston's neighborhoods under this comprehensive open
 15 video system agreement with the City.
 16 RCN's presence here in Boston offers not only
 17 cable TV but also high speed internet and phone
 18 services, and it has been able to provide residents with
 19 some limited competitive choice of cable, internet and
 20 phone service in these areas.
 21 Under existing Boston terms, RCN has sustained
 22 a \$10 a month basic rate for seniors and an overall
 23 basic rate of 17.50. In addition to that, RCN has
 24 partnered with the Mayor's Wicked Free Wifi Initiative

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1 definitely agree.
 2 MR. LYNCH: Very good. Gerry, I know we
 3 have a series of questions and the reporter is prepared.
 4 Are any questions at this time that you would like to
 5 ask?
 6 MR. LEDERER: No. I'm very satisfied with
 7 both the presentations and with the clarification. At
 8 the risk of being a bad negotiator, I would like to
 9 publicly thank Tom.
 10 What we just asked for are significant
 11 benefits and you're them. Those are significant
 12 commitments on behalf of the city of Boston.
 13 MR. STEEL: In response to Glenn's
 14 request, we would be willing and happy to provide two HD
 15 channels for BNN for the city as part of the renewal.
 16 MR. LEDERER: As a representative of the
 17 end users, Tom, I can't tell you how much I appreciate
 18 that. We have got response from people who have said
 19 things like, It would be nice if I could see that
 20 performance or see the kids' artwork that's being
 21 displayed at some galleries and stuff in better
 22 definition.
 23 This is a large step forward, and we are
 24 grateful and very appreciative of that.

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1 MR. LYNCH: I think we have one question
 2 from a citizen, Michael Bennett. We will have to reach
 3 out to Mr. Bennett to answer the question in writing.
 4 We have left the record open until March 19. We will
 10:32:45AM 5 conclude at that time.
 6 At this point, unless someone has closing
 7 comments, I believe we will close this video portion of
 8 the hearing leaving the record open until the close of
 9 business on Friday.
 10:32:58AM 10 Tom, anything in closing?
 11 MR. LEDERER: Boston has a limited amount
 12 of time, exactly 120 days, to either approve or
 13 disapprove the transfer. If we do nothing, then the
 14 transfer is deemed granted by the federal government.
 10:33:28AM 15 Mr. Nilsson and Mr. Steel both outlined a
 16 number of improvements or safeguards their company has
 17 committed to in exchange for this transfer agreement.
 18 If we do not process this transfer within that
 19 120 days, the transfer goes through and we lose those
 10:33:52AM 20 safeguards, improvements. If you're looking at the
 21 calendar and you're wondering why is this done so
 22 quickly during the pandemic, it's because we are acting
 23 within the time frame that the federal government
 24 provided to us.

22

1 If you do have questions to raise, please,
 2 please note the importance of your opportunity to speak
 3 is before March 19. It's not that we are trying to cut
 4 off any question, we are simply working within the time
 10:34:25AM 5 frame that federal law permits.
 6 If you're wondering where that 120 days went,
 7 most of it was eaten up by the auditor needing to go
 8 through all the books of the various entities that were
 9 in the process and the negotiating process to put in
 10:34:45AM 10 place the safeguards.
 11 I just want to explain that because I didn't
 12 want anybody to think this is being rushed. It's being
 13 moved expeditiously because federal law requires us to
 14 do that or we lose the opportunity to impose the
 10:35:03AM 15 safeguards that we have already put in to achieve.
 16 MR. LYNCH: Thank you for the
 17 clarification. I believe something similar happened
 18 five years ago when the closing was around the Christmas
 19 and New Year's holidays. Good point to make. Thank
 10:35:22AM 20 you.
 21 Mr. Nilsson, thank you for your presentation.
 22 Glenn Williams, thanks for yours. And RCN, we
 23 appreciate your continued support for Boston during the
 24 RCN operations.

23

1 With that, I would like to close the video
 2 section of the public hearing leaving the record open
 3 until Friday. And after the close of business Friday,
 4 we will be posting new materials on the City's website
 10:35:48AM 5 on the link you see on your screen. Thank you all.
 6 (Whereupon the hearing was concluded at
 7 10:35 a.m.)
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1 CERTIFICATE
 2 COMMONWEALTH OF MASSACHUSETTS)
 PLYMOUTH COUNTY, ss.)
 3
 4 I, PATRICIA M. HAYNES, a Certified Shorthand
 Reporter and Notary Public within the Commonwealth of
 Massachusetts, do hereby certify:
 5
 6 That the foregoing proceedings were taken down
 by me stenographically and thereafter transcribed under
 my direction and supervision, and that the within
 transcript is a true record of such proceedings.
 7
 8 I further certify that I am not related to any
 of the parties to this action by blood or marriage, and
 that I am in no way interested in the cause or outcome
 of this action.
 9
 10 IN WITNESS WHEREOF, I have hereunto set my
 hand this day of March, 2021.
 11
 12
 13 _____
 PATRICIA M. HAYNES
 14
 15 My Commission Expires: July 5, 2024
 16
 17
 18
 19 THE FOREGOING CERTIFICATION OF THIS TRANSCRIPT DOES NOT
 APPLY TO ANY REPRODUCTION OF THE SAME BY ANY MEANS
 UNLESS UNDER THE DIRECT CONTROL AND/OR DIRECTION OF THE
 20 CERTIFYING REPORTER.
 21
 22
 23
 24

\$	ABRY [1] - 5:12	area [2] - 5:2, 16:10	BOSTON [1] - 1:9	10:18
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