

**PEMBROKE PUBLIC LIBRARY  
142 CENTER STREET, PEMBROKE  
MINUTES OF THE SELECTMEN'S MEETING  
JUNE 13, 2012**

**PRESENT:** Gregory M. Hanley (Chairman), Lewis W. Stone (Vice Chairman), Willard J. Boulter, Jr. (Clerk), Arthur P. Boyle, Jr. (Selectman), Daniel W. Trabucco (Selectman), Julie Thompson (PMB, Inc), Gary Gumpwright (PMB, Inc), Kevin Carlton (PMB, Inc), Nancy Richard (PACTV), Donna Rodriguez (PACTV), Dan Rodriguez (PACTV), Donal Anderson, Robert DeMarzo, Matt Dovell, Margaret Jones, John Mattinson, Andy Pongrantz, Mike Virta, Deborah Wall, Cathie Briggette, Paul Briggette, Timothy Cahill, Ginger Comeau, Art Egerton, Jim Hayden, Richard Iacobucci, Brian Jones, Tim Lewis, Dottie MacInnes, Scott MacInnes, Ethan McCue, John McCue, Dan Nelson, Susan Nelson, Kevin O'Keefe, Matt Rindini, Ann Ryerson, Robert Ryerson, Daniel Vasconcellos, Elaine Whistle (Halifax Resident), Sabrina Chilcott (Executive Assistant), David Antoine (PACTV), Mike Melanson (Pembroke Mariner Express) and others.

**PUBLIC HEARING: Presentation from PACTV Regarding PMB Directors, Inc. Merger Decision**

Mr. Hanley announced the format for the evening; there will be a presentation by PMB, Inc. Board of Directors and PACTV, the Board of Selectmen will ask the questions that have been submitted to them by members of the public, the floor will then be open to discussion by the Selectmen and then there will be an opportunity for audience members to ask questions.

Julie Thompson, PMB, Inc. president, introduced fellow directors Gary Gumpwright, Kevin Carlton, Bill Boulter and stated Richard Spencer was unable to attend. Ms. Thompson stated PMB, Inc was established as a nonprofit business on December 10, 2008. She stated that this volunteer board of directors assumed all operational and fiduciary responsibilities of the Comcast studio in January of 2009. The directors all have diversified backgrounds and at all times, at the suggestion of the Board of Selectmen, there has always been a Selectmen on the Board of Directors to act as a liaison. PMB is a business and has no affiliation with any board, committee or department within the Town of Pembroke. Ms. Thompson stated that PMB, Inc. has been an established board for three and a half years, available to anyone and they have not been contacted. In an effort to establish formalized business practices, they researched a number of options regarding the future of PMB. They consulted their employees, members of the community, others in neighboring communities; the research on the path forward was conducted in a prudent manner. Services provided are intended to benefit all residents in Pembroke as most of PMB's operational monies are paid from the funds received from the apportionment of cable customer subscriber fees which is on a declining scale for the term of the ten year contract, coupled with grants received, sponsorships, and service and membership fees. Ms. Thompson stated there has been no membership fees collected. She also stated that the Board of Directors is not only responsible for serving all residents equally, but for serving and budgeting all three entities equally and effectively; Public Access, Education and Government. Ms. Thompson stated that it had been brought to the board's attention in the fall of 2011 that the 990 forms for 2008 through 2010 forward had not been filed; she stated the board took immediate action to resolve the matter. Ms. Thompson reported that, as of this date PMB, Inc. has filed all of the required 990 forms and their non profit status is not in jeopardy. She stated that a tax professional that the board has consulted has advised them that, should a penalty be assessed for late filing, there is a high probability that the fee would be waived as all tax issues have been resolved. Ms. Thompson reiterated that the Attorney Generals office is in receipt of all required tax documents for PMB, Inc. Additionally, Ms. Thompson stated when discussion began regarding partnering with PACTV, the Boards immediate concern was for the two current employees and their future employment. The two employees were included in the partnering plans with PACTV until the employees themselves told the board that they would not be interested in pursuing employment with PACTV. Ms. Thompson then introduced Mr. Gary Gumpwright to outline how the partnership with PACTV will expand the capabilities of the budget and the services that the Town can provide.

Mr. Gumpwright explained that PMB operational revenues come from various sources, most funding received is from the apportionment of cable customer subscriber fees which is on a declining scale for the term of the ten year contract. He stated there have been minimal additional monies received in sponsorships, grants, and service and membership fees which are not the norm for a nonprofit business. He stated that PMB's available funding is primarily available through the boards exercising their due diligence of fiduciary responsibility and putting a hold on spending until they were in a firm financial position; now they are in a position to partner with PACTV. The Pembroke school system and the Pembroke Public Library and all residents will reap the benefits. Fifty percent of PMB's expenses go to payroll; \$7,000 goes to rent, including utilities, which is a fraction of actual retail commercial leasing costs. Regardless of whether or not PMB will be subject to relocation at a future date, this partnership is at no additional cost to the town. A major benefit that will be immediately realized is a formally staffed and supported program at Pembroke High School with a fully equipped studio. PACTV has a full time staff in place and the infrastructure to ensure that the services that we were bound to provide would be sustained. They would assign a full time government program coordinator who will provide live coverage of up to four programs per week which will include programs associated with the Council on Aging. They have a full time community outreach coordinator to deal with quality control issues and full time staff engineer to handle technical issues. They have an advanced web page that allows for on demand viewing of government programming by all residents for the towns that they serve. The ability for Pembroke residents to produce access programs to be created, edited, and transferred for broadcast remotely. The results of the needs assessment is that all Pembroke residents will benefit from the opportunities available from partnering with PACTV. Mr. Gumpwright introduced Mr. Bill Boulter. Mr. Boulter stated that the Board was responsible for looking into what is in the best interests of the entire town, not just the interests of just a few. The directors began a process of fact finding and searching for the information by talking with a number of people and businesses. The Board of Directors received information from the Executive Director of PMB regarding merging with another company; he was looking at a possible merger with the Town Halifax media studio. Mr. Boulter stated he began looking into other cable companies and studios; he found there were a number of cable companies and studios that were far superior to ours. Many were very computer friendly and a pleasure to watch. Mr. Boulter visited PAC in Plymouth and was amazed by how professional they were and their equipment and knowledge far surpassed ours in Pembroke. Mr. Boulter then met with the residents in Duxbury and Kingston; he received positive feedback from the residents about their viewing experience. Mr. Boulter met with Pembroke residents and the concern that was raised was traveling to the Plymouth office; that concern was addressed. After the benefits and concerns were raised, the decision was easily made that this partnership was in the best interests of the town. Public, Education and Government should be equally considered. Mr. Boulter stated he supported it then and he supports it now. Mr. Boulter introduced Nancy Richards, the Executive Director of PACTV. Ms. Richards stated that she started PACTV in 1997; the public access channel serves the three, soon to be four towns or 35,000 households with 35 hours of first run programming that repeats three times weekly with 49 regularly scheduled shows weekly. The Community Event Bulletin Board processed 800 messages for local non profits and community service organizations last year. The Government Channel includes 11 meetings per week with 11 informational talk shows; 52 talk shows with government officials were taped last year by PACTV staff and volunteers. They have 18 different workshop offerings and taught 59 different workshops attended by 366 people last year. They have 6 full time staff and 5 part time staff with 90 years of service in the Access industry, seven of them having worked for PACTV for 7-15 years. Present this evening is outreach coordinator Donna Rodriguez, director of operations Dan Rodriguez, government access coordinator Dave Antoine and several volunteers. Ms. Richard introduced Dan Rodriguez. Mr. Rodriguez stated that their role is to empower members by training them to use the equipment and assist in production, they do not control programming. They teach with updated equipment. Mr. Rodriguez stated that if editing suites are full, training labs are available and can be used to edit. Mr. Rodriguez discussed types of equipment at the facility that is available and the studios that are available, from the control rooms to the editing suites. Mr. Rodriguez stated 60% of activity takes place in Control Room A; it is a big space. Expansion resulted in Studio B; it is equipped with robotic camera system capable of doing kitchen shows and smaller, one off shows. Mr. Rodriguez described portable

field equipment, HD Canon Cameras that are disk based; everything has digital acquisition. Mr. Rodriguez was explaining that many of these pieces of equipment can transmit over the internet anywhere there is a high quality internet feed.

Donna Rodriguez, Outreach Coordinator, stated she works as a trainer and specializes in working with council on aging groups. Ms. Rodriguez began by discussing Public Access, explaining that it is about empowering individuals and communities. She stated it will not be necessary to be a member to have desired programming included on channel 13; the release form at the library needs to be included with desired offering in the drop box at the library or at the studio. Ms. Rodriguez stated that first choice of time slots goes to the home communities first. Ms. Rodriguez described several of the classes being offered; classes are free to members. Membership will be free to Pembroke residents until July 2013 and then only \$30 per year. Additionally, if you cannot afford the \$30 per year, volunteer opportunities exist to have that fee waived. That fee has never been raised in fourteen years. Additionally, there is a mentoring program after classes are finished for complete education. Ms. Rodriguez stated there will be equipment that can be checked out from the Pembroke Public Library for people who have been trained. Ms. Rodriguez stated that Educational Access requires an immediate needs assessment. She has already had an initial meeting and the needs assessment will occur over the summer. The plan is to have an employee at the high school 20hr/wk to conduct educational programming; additionally cover School Committee meetings and continue existing programming. Ms. Rodriguez stated there will be additional purchasing of equipment with capital funds. Ms. Rodriguez explained under Government Access, PACTV will cover up to four meetings per week. Additionally, in addition to Town Meeting, there will be a Town Meeting preview so residents can have an idea of the issues facing the town leading up to Town Meeting. Ms. Rodriguez explained there is also a Candidate Spotlight segment leading up to elections for residents. Ms. Rodriguez explained Government Fridays; shows with government officials that are informational talk shows. Finally, Ms. Rodriguez discussed the Community Bulletin Board. There is a board that runs on the government channel that updates on town events, but there is a Community Bulletin Board that runs 24hrs in between programming on Channel 13 on Public Access or about 8.5hrs/day and it's free to nonprofits. There is a quarterly Public Service Announcement Day as well; 30 second PSAs that are free to nonprofits and community service groups free of charge; they are produced in studio and then given to the nonprofit to be used to promote the nonprofit. Nancy Richard discussed financial details; handout was provided of PowerPoint. PMB's assets will provide \$30,000 in school equipment, \$20,000 in government equipment and infrastructure, and \$200,000 over 6.5 years for school programming. All money is staying in the Town of Pembroke. Ms. Richard provided an overview of last FY budget; 12% went to budget, accounting and admin, 6% to insurance, or \$6400, 3% to production or \$3200 and \$86,600 went to staffing. This year projected will be 5% admin or \$10,000, 5% insurance or \$10,000, 19% for production which includes programming, maintenance and depreciation and 41% for staffing or \$78,000. She explained the shift occurs when you move to an organization that already exists with staffing, utilizing an economy of skill that doesn't exist in an organization that operates on a limited budget. Ms. Richard explained that the current equipment at Town Hall remains there; ninety-eight percent of the equipment at the studio will go to the high school or the public library for Pembroke residents; two percent of it is old, defective, and nonfunctional or the one editing system earmarked to go to PACTV for Pembroke residents use so residents won't have to learn the new system. Ms. Richard turned presentation back to Ms. Rodriguez for conclusion; Ms. Rodriguez stated that Friday, June 15 the signal for channel 13 will switch to PACTV. The drop box will be installed and content may be added by anyone as of that date with a signed form available tonight in the back of the room. Channel 15 will not change yet until the configuration changes. The Education channel will still originate from the high school; meetings will occur all summer during needs assessment and the content will remain the same with additional programming from the Department of Education; Ms. Rodriguez stated PACTV would like feedback on this programming. The field equipment and editing suite will be at the library by July 1<sup>st</sup> and the Mac based editing system with Final Cut Pro setup at the studio by July 1<sup>st</sup>. Additionally, there will be a one hour informational session on June 28 at 7:00 pm at the Public Library to do a quick orientation with anyone who is already working with PMB and would like to get their PACTV cards and check out equipment at the library and come in to PACTV and use the studio, receive one on one support

or take classes. There is also an Open House for Pembroke residents June 21 from 3:00 pm to 8:00 pm. The PACTV hours are Monday, Wednesday through Friday 10:00 am to 10:00 pm, Tuesday 10:00 am to 6:00 pm and Saturday 10:00 am to 2:00 pm.

Mr. Hanley stated that many of the submitted questions by residents had already been answered in the presentation; the first question was is Mr. Boulter a PMB Director and is he paid for this role. Ms. Thompson stated he is a Director and no, he receives no compensation for his service. Mr. Hanley read the next question as “why is Pembroke giving its money to PACTV”. Mr. Gumpwright explained Comcast subscriber fees are being spent to improve services for the residents; money isn’t being given to PACTV. Mr. Hanley read the next question as “did you sell all of PMBs equipment”. Ms. Thompson reiterated that the equipment is staying in Pembroke, it is not leaving Pembroke. Mr. Hanley read the next question “will existing employees have a job”. Mr. Gumpwright answered that the employees declined. Mr. Hanley asked Ms. Ann Ryerson for comment. Ms. Ryerson stated she was not offered employment; she stated that the PMB Board decided in a March lunch meeting that the employees did not want jobs and therefore they were not offered jobs prior to the decision being reached. Mr. Gumpwright stated that there were discussions with the two employees prior to the decision being reached and both employees stated to the board that they had no interest in working with PAC and they had other opportunities that they could take advantage of immediately. Mr. John Mattinson then volunteered that the comments that he made about not going to PAC were about the Town not going, not himself and there was never a formal offer made of employment, just an informal conversation between Ms. Nancy Richard and him about 1099 work and they could talk more about it at a later date. They have not discussed it further. Ms. Thompson reminded Mr. Mattinson about a lunch where he discussed an opportunity at Comcast Sports Net and Mr. Mattinson would have been the driving force or the leader of the partnership. Mr. Mattinson stated he recalled. Ms. Thompson stated she had asked Mr. Mattinson to speak with Ms. Richard; discussion ensued regarding whether the conversation would have been about the partnership of an offer of employment. Mr. Hanley asked Mr. Mattinson if he declined any offer of employment. Mr. Mattinson stated there was nothing was specifically offered, things were too general. Ms. Richard then explained that when Mr. Mattinson arrived, she asked him if this acquisition occurs between Pembroke and PACTV, would he interested in working for Ms. Richards. Mr. Mattinson said no, he had plenty of other opportunities. Ms. Richards told him that he respected that and did not incorporate him into the organizational chart. When Mr. Mattinson approached him last week, she stated that she had contract work available. Mr. Mattinson stated this might have been different if he had received a written offer. Mr. Mattinson stated he sent an email requesting a written offer; Ms. Thompson stated she received that email but the email was sent requesting this after Mr. Mattinson and Ms. Ryerson had received their separation letters and it said “what is the offer on the table”. Mr. Hanley read the next question; “are all Pembroke shows cancelled unless people travel to the Plymouth studios to produce them”. Ms. Rodriguez reiterated that three options remain to work locally through the library, school or town hall; produce independent programming and submit through the drop box at the Pembroke library, or come to Plymouth. More repeated discussion on membership fee as discussed earlier. Mr. Mattinson stated that the music room at the high school was not suitable; Mr. Rodriguez stated the room adjacent is a better fit and could accommodate a hot set, or a permanent fixture. Mr. Mattinson stated the \$60,000 worth of equipment would be overkill for the space. Mr. Rodriguez stated the advantage would be programming for the curriculum option and the intent to produce their own content at the high school. Mr. Hanley read the next question: will Pembroke channels show Plymouth, Kingston and Duxbury shows? Ms. Rodriguez explained only Channel 13, Public Access is shared. Government and Education is dedicated. On the Public Access channel, Pembroke gets equal access; in area producers get to choose a single primetime and three replay slots. Mr. Hanley asked if there would be any sports programming. Mr. Rodriguez stated yes. Mr. Hanley asked how much studio time is available for Pembroke residents. Ms. Rodriguez replied that PACTV studios are open 52 hours per week; hours are available on a first come, first serve basis for all of their members. The trend is toward field production and eleven shows are actively taping each week in studio; there are two studios with the limitation that only one studio can go live at a time. Mr. Hanley asked if PACTV offers an internship program. Ms. Richard explained that PACTV offers an internship program for high school students and a more robust program for college students. In the fall, there will be

a news program that will create more internship opportunities for high school students offering community service hours. This will be produced in the field in Pembroke and submitted over the internet. Mr. Stone asked Ms. Richards if the two open seats on the PACTV board for Pembroke would be former PMB Directors; Mr. Richards stated that, for the purposes of maintaining institutional memory, at least one of them would be. The other seat would be open to a Pembroke resident; interested parties should send a letter of interest to the PACTV Board of Directors and they will conduct interviews and make a selection. Mr. Trabucco stated that the Board of Selectmen relinquished control of decision making to the PMB, Inc Board of Directors a year ago, but checks are still made payable to the Town of Pembroke. Mr. Jim Hayden asked why the Board of Selectmen why this decision was made; Mr. Trabucco reminded Mr. Hayden that Comcast refused to continue to maintain a local studio and instead issued payments at regular intervals to compensate; PMB, Inc was a “quasi private” entity that the Board of Selectmen designated to act on the Towns behalf in day to day matters. Mr. Hanley announced the order of speakers; Mr. Mattinson appeared to state that he believes that the Board of Selectmen has control over the agreement as they have control over the funds. Mr. Mattinson stated the presentation was terrific and PACTV does a good job and they do a fine job for Plymouth, Kingston and Duxbury but Pembroke doesn’t need them. Mr. Mattinson stated he believes PMB Board has been mismanaged. He stated they have failed their fiduciary responsibility because he believes there will be \$12,000 in fines incurred due to failure to file 990 forms, state PCs and state corporation forms. He also stated that the PMB Board of Directors failed to comply with the Cable Advisory Board on April 23, 2012 for inspection of their federal 990 filings and, as a result, the failure to comply will result in a \$50 per day beyond the thirty days compliance deadline. Mr. Mattinson believes that the PMB Board failed to properly inform the Board of Selectmen of the scope and the effect they were requesting of the changes in the bylaws in the vote taken by the Pembroke Board of Selectmen on May 9, 2011. This resulted in the removal of verbiage in the PMB Bylaws that gave the Board of Selectmen final approval over any agreements that PMB wanted to make with other municipalities. Mr. Mattinson stated that revenues paid by Pembroke residents will support a business in Plymouth. Mr. Mattinson asked the PMB Board what the status of the 990 filings is now. Mr. Gumpwright stated that all 990s have been filed. Mr. Mattinson asked about the fines levied; Mr. Gumpwright stated there have been no fines and typically, once all filings are up to date on a nonprofit, fines are not assessed. Mr. Mattinson asked Mr. Carlton how many times he had been to the PMB studio; Mr. Carlton stated he had never been to the studio at the Community Center. Mr. Carlton stated he is a teacher at Pembroke High School and his focus was on bringing programming to the High School. Mr. Mattinson mentioned messages left for Mr. Carlton; Mr. Carlton stated his desire for daytime classes and programming; not afterschool opportunities. Mr. Carlton agreed he did not return Mr. Mattinson’s message. Mr. Mattinson asked Mr. Rodriguez what editing system they use at PACTV; Mr. Rodriguez stated they use Adobe Suite products. Mr. Mattinson asked what the industry standard is; Rodriguez stated that it is Avid, Final Cut and Adobe in that order. Mr. Mattinson stated PMB uses Final Cut. Mr. Mattinson stated that PMB has had three years to develop their plan and PACTV has had fourteen years to develop theirs; he stated it is a progressive plan. Mr. Mattinson disagreed with the plan for the high school; Mr. Carlton stated the plan is to teach classes during the day at the high school for curriculum offerings for students. Mr. Mattinson is present at the high school evenings for recreational events that are broadcast on the education channel regularly; Mr. Carlton would like to see daytime offerings for students. Discussion ensued repeating prior information on equipment stored and distributed at library; Ms. Rodriguez stated the plan for now is to leave it at the library through December 1<sup>st</sup> but it will be longer if deemed necessary. Mr. Mattinson asked Mr. Trabucco if, when contemplating the bylaw changes of PMB, why none of the Board of Selectmen asked him what he thought as Executive Director. Mr. Trabucco pointed out to Mr. Mattinson that he was present at every meeting as they were open Board of Selectmen’s meetings and only Mr. Mattinson would know if he had something to say. Mr. Mattinson stated that the PMB Board spoke to him negatively and accused him of sabotaging the vote. Discussion ensued regarding the right of PMB to complete the agreement; Mr. Boulter stated that the original bylaws allowed for the right to merge. Mr. Mattinson disagreed, stating that he received a legal opinion that under the revised bylaws in “additional municipalities”, PMB has the right to receive money and assets from another municipality but not give to another municipality. In the revised bylaw, the last line was omitted.

Mr. Hanley stated he would like a copy of this legal opinion. Mr. Mattinson stated he cannot afford to take this court. Mr. Mattinson as hoping that the Board of Selectmen would reconsider and rescind their vote of May 9, 2011 tonight allowing the PMB bylaw changes, remove PMB as the Towns designee for cable access operations, request that PMB board of directors return the money and equipment entrusted to them by the Town to the Town, that an interim cable access corporation be named as designee for the Town, giving the Town time to study the proper resolution to this issue and that a committee be formed to draft an access corporation agreement to be executed between the Town and a new Access Corporation. Mr. Art Egerton appeared to offer a plea to retain the local studio. Mr. Paul Briggette wanted the residents of the Town to make the decision. Further discussion ensued about the revenue stream. Mr. Briggette asked why the decision to fund a nonprofit with town funds did not require a vote at Town Meeting. Mr. Thorne stated that the Cable Advisory Committee was negotiating a contract with Comcast; Comcast had no interest in being in the cable studio business and offered to give the Town 4.75% of the revenues, 4.4% in the second and third year and then 3.25% for the life of the contract, which is ten years. Mr. Thorne stated is approximately \$200,000/year or \$50,000 per quarter. As part of the arrangement the Town, or the Board of Selectmen, had a series of meetings with the Cable Advisory Committee during the fall of 2008 and received from Town Counsel as well as sample bylaws. There was a series of Selectmen's meetings which included at the time a discussion of going to PACTV; instead, there was a lot of interest in maintaining a local studio and a local Board, a nonprofit Board. Mr. Thorne also stated it did not necessitate a vote at Town Meeting. Ms. Cathie Briggette stated she has been to the Attorney Generals office and it was "unethical and illegal practice for use in the gaining the authority for the PMB Board member of the Board of Directors to changing the bylaws in May of 2011". She stated if Mr. Boulter had refused to vote then there would have been no conflict of interest. Mr. Boyle stated that unless he receives remuneration, the conflict is not of a legal nature. As Mr. Boyle pointed out, Mr. Boulter does not receive money for his volunteerism as a Director for PMB. Ms. Briggette stated she disagreed and stated she has filed a complaint with the State Board of Ethics. Additionally, Ms. Briggette stated she seeks the financial statements for PMB, Inc; she asked if the Board of Selectmen has seen them. Mr. Hanley asked Mr. Gumpwright to provide them. Mr. Gumpwright agreed. Dr. Margaret Jones asked if PMB, Inc. has control of the bank accounts. Ms. Richard stated that she, as Executive Director of PACTV and the person responsible for balancing out the accounts, has been added to the existing Mutual Bank account. Dr. Jones yielded her time to John McCue. Mr. McCue stated this decision is the wrong one for the Town and gives away our children's asset.

Mr. Hanley called for a recess at 9:35 pm.

Mr. McCue stated that the local studio could have worked with the public schools and the money should have been kept locally. Mr. McCue felt the Selectmen are responsible; he stated Mr. Boulter convinced the other Selectmen. Mr. McCue stated that Mr. Hanley used his authority to give away the Towns money; therefore, Mr. McCue stated he is circulating a recall petition and he handed it to Mr. Hanley. Mr. Ethan McCue appeared to offer a plea to retain the local studio. Mr. Brian Jones stated that the funds dispersed by Comcast each quarter are payable to the Town of Pembroke, Chairman of the Board of Selectmen, which is currently Mr. Hanley. Since the Board of Selectmen selected PMB, Inc. last year, Mr. Jones stated he feels they should select someone else now as this selection process was done in private. Mr. Jones directed specific questions to Mr. Gumpwright regarding specific pieces of equipment. Mr. Jones read from Mr. Mattinson's 2011 PMBtv annual business report where he stated PMB's goal of implementing a program at the high school. Mr. Jones stated he is a member of both PMB and PACTV. Ms. Wall asked Mr. Jones why he needed to join PACTV if his needs were filled at PMB. Mr. Jones stated he is an independent filmmaker and he preferred their large studio and he has used their equipment; he also has put his shows on PACTV channels. Another resident stated that you cannot make private films at PMB but you can at PACTV. Mr. Jones stated he has made some films at PMB; he reiterated that the Board of Selectmen named the designee originally so they can name a new designee. Mr. Tim Lewis, a twenty year old student at Emerson College, majors in film production and minors in science. Mr. Lewis stated that his brother, Andrew, in Los Angeles works in the film and television industry and the two of them expressed gratitude for the support of PMB for their instruction and support in their various projects. His brother requested Mr. Lewis additionally express his "deep dissatisfaction" with the decision

of the PMB Board; he stated that he has learned that PACTV teaches software classes without one on one help. Mr. Lewis stated that learning video editing in a classroom setting is highly inefficient. Mr. Lewis additionally stated that PMB uses Final Cut Studio Pro on Macintosh computers, versus PACTV's Adobe Premier on PCs running Windows; Mr. Lewis stated that the industry standard for many post production companies in Los Angeles is Final Cut Studio Cut. Mr. Lewis cited several films edited with this software, include two Academy Award winning films. Mr. Lewis stated his belief that the Town would be better served with PMB. Mr. Jim Hayden, former Chairman of the Cable Advisory Committee, explained how the Comcast contract was negotiated in December of 2008. Mr. Hayden stated Comcast agreed to pay the Town \$200,000 up front in addition to their monthly fees to help fund the local studio, as Comcast did not want to deal with the local studio any longer. Mr. Hayden claimed there were four alternatives presented to the Board; keep the studio as it was but fix it up, keep the studio but expand it in its current location, keep the studio but move it to a new location elsewhere in Pembroke or switch to PACTV. Additionally, Mr. Hayden explained to the Board that the Committees research showed that Towns often create a separate entity, a nonprofit entity to transfer the money to, and allow them to run the studio. Mr. Hayden stated that the Board of Selectmen stated a preference for keeping control of the money; Mr. Hayden claimed he wrote the bylaws for the Pembroke Media Broadcast with the language included to keep the money in the Towns control. In this new corporation, the sitting BOS become the first Board of Directors; their job was to find competent people to take their places on the new board of the nonprofit organization. Mr. Hayden stated this was changed; the bylaws were amended. Mr. Hayden stated that this presentation is too late; the agreement is in place. Mr. Donal Anderson asked why the Board of Selectmen does not enter an agreement with PACTV directly; additionally he asked Ms. Richards about the PACTV Board seats designated for Pembroke residents. Ms. Richards reiterated that one seat will be occupied by PMB Director to start with and second seat will be held by a resident; once the PMB Directors term is up, another resident may apply for the seat. Mr. Anderson asked what the function of PMB is now; Ms. Richard stated it is dissolved. Mr. Anderson asked if the Board of Selectmen has the right to hold a public hearing on a transfer of funds from the dissolved PMB to PACTV and then have the Board of Selectmen vote. Mr. Anderson agreed PMB should not have held public meetings as they are a private business, but the Board of Selectmen should make the decision to go to PACTV or not to go. Mr. Hanley stated that the change of bylaw review and vote last year was a six to seven week public process in open Selectmen's meetings; there was no public participation. Ms. Brigitte asked if PMB, Inc ever told the Board of Selectmen during the bylaw change review and vote process last year that their plan was to sell the company. Mr. Hanley stated that no, that was not known; however, the language states that they have the right to do so. A resident asked when the first conversation took place about this topic. Ms. Thompson said the first conversation was in November of 2011; Mr. Mattinson had mentioned to her in the summer of 2011 PMBs need to expand. In November he sent her an email stating there was an opportunity to increase PMB's funds; he stated that Halifax was in the process of regionalizing and Comcast was going to close their studio. In his email to Ms. Thompson, Mr. Mattinson suggested regionalizing with Halifax and bringing them into the Pembroke studio. Ms. Thompson stated that the studio needed work as it was; to bring in another Town and provided services to it was not a realistic concept. Ms. Thompson stated it did get the Board thinking about regionalization; after that point, the directors began contacting surrounding towns and asking fact finding questions. The Directors realized a need for long term fiscal planning; the meetings with the high school to construct a studio in the school did not result in available space; the rent on the Community Center averages \$700 per month including utilities when market rate is closer to \$3500-5000 plus per month. Ms. Thompson stated that the directors felt that the money required to sustain let alone expand Public, Educational and Government Access over the next few years needed a full review. Ms. Thompson stated that she had discussed with Mr. Mattinson the real possibility that subscriber fees may well drop significantly in the future as technology changes and people leave Comcast. Ms. Thompson stated the research led the directors to PACTV. Ms. Susan Nelson asked if the PMB Directors considered having open meetings or forums prior to making the decision to inform the public. Ms. Thompson agreed it would have been a good idea. Mr. Robert DeMarzo agreed communication through the process could have been better but he believes the PMB directors were doing what they believed was best for the town. Mr. Richard Iacobucci explained to

the residents that, having read the contract as provided by Ms. Thompson, the contract does not go into effect until Friday, or June 15<sup>th</sup>, the closing date. Additionally Mr. Iacobucci states that the Town of Pembroke is a third party beneficiary to the agreement, therefore the Board of Selectmen are not disconnected from the agreement. Mr. Iacobucci also stated that the contract stipulates “that the buyer (PACTV) and the Town may at any time mutually agree in writing upon changes to (this) commitment”. Finally, Mr. Iacobucci pointed out that there is a right to amend or revoke; prior to the closing, the agreement may be altered, amended or terminated by mutual agreement in writing. Mr. Iacobucci requested that this agreement be terminated to come up with a better agreement that suits the needs of the town. Mr. DeMarzo pointed out the language states “mutually agreed upon” between the two parties. Mr. Iacobucci stated the Selectmen have a position in this contract. Mr. Kevin O’Keefe appeared to offer a plea to retain the local studio. Mr. Timothy Cahill stated that Mr. Carlton does not accurately represent the students. Ms. Ginger Comeau read a letter from New England Village resident Peta Burbank; she requested that the studio remain open. Mr. Daniel Vasconcellos thanked the Board of Selectmen and the PMB directors for the process, stating a lot of information was made available this evening. Additionally, Mr. Vasconcellos thanked the town’s volunteers and praised civil discourse. A resident stated had there been more transparency, residents would not feel left out of the process. He asked Ms. Richard how many Board members are from which towns; Ms. Richard stated three are from Plymouth, two are from Duxbury, two are from Kingston and two would be from Pembroke. Mr. Hanley asked how often the Cable Advisory Committee meets; Mr. Mattinson stated since February or March there have been meetings weekly; prior to that they hadn’t met since contract negotiations in 2008. Mr. Andy Pongrantz asked why PMB, Inc meetings weren’t public meetings; Ms. Thompson stated for many years the meetings were posted and open and no one came. Ms. Thompson pointed out that, as a private nonprofit corporation, meetings are not required to be posted or public. Mr. Scott MacInnes, speaking on behalf of Dottie MacInnes, requested that the Board of Selectmen dissolve the agreement with PACTV prior to June 15 in writing. Ms. Elaine Whistle of the Cable Committee in Halifax, C1 Martin Lane in Halifax concurred with Mr. MacInnes and Mrs. MacInnes. Mr. Hanley concluded the hearing and thanked all participants.

Mr. Stone made the motion to adjourn; Mr. Boyle seconded the motion; the vote was unanimously in favor.

The meeting was adjourned at 11:20 pm