

**SUPERVISORS OF FAIRVIEW TOWNSHIP**

7471 McCray Road  
Fairview, PA 16415

Regular Meeting  
November 20, 2014  
7:00 P.M.

The regular meeting of the Supervisors of Fairview Township was called to order at 7:00 P.M. on November 20, 2014 by Chairman Peter D. Kraus, followed with the Pledge of Allegiance.

Present: Supervisors Ralph Heidler, Peter Kraus and Mark Gennuso;  
Secretary Pamela Rhoades; Zoning Administrator James Cardman;  
Solicitor Paul Burroughs

Visitors: Jim Carstater; Rev. Fred Ayers; Caleb Lancaster; Amanda Davey

**CITIZENS CONCERNS/INQUIRIES:**

Rev. Fred Ayers and Caleb Lancaster from Walnut Creek Baptist Church would like preliminary approval for a 5K / 15K Relay Race on May 25, 2015. The race will begin at the Church - 6015 West Ridge Road – and loop through Fairview Township, ending back at the Church. It will begin at 8 AM and end approximately 10:30 AM. The Supervisors gave unanimous preliminary approval on motion by Mr. Heidler, seconded by Mr. Gennuso. This will be on the December 4, 2014 agenda for final approval.

**PUBLIC HEARING TO DISCUSS THE CABLE FRANCHISE RENEWAL, TO REVIEW THE PAST PERFORMANCE OF THE CABLE OPERATOR, TO IDENTIFY THE FUTURE CABLE-RELATED COMMUNITY NEEDS OF THE TOWNSHIP, AND TO ADDRESS TRANSFERS OF CABLE OPERATIONS - RESOLUTION 19-2014 & RESOLUTION 20-2014**

The regular meeting was closed and the hearing for the Ordinance opened at 7:24 P.M. on motion by Mr. Heidler, seconded by Mr. Gennuso. Unanimous.

The Stenographer took minutes of the hearing. The hearing was closed and the regular meeting was opened at 7:36 P.M. on motion by Mr. Heidler, seconded by Mr. Gennuso. Unanimous.

The Supervisors unanimously approved the adoption of Resolution No 19-2014 on motion by Mr. Heidler, seconded by Mr. Gennuso.

**FAIRVIEW TOWNSHIP**

**RESOLUTION NO. 19-2014**

**RESOLUTION OF THE TOWNSHIP OF FAIRVIEW CONSENTING TO  
TRANSFER OF CONTROL OF THE CABLE FRANCHISE**

**WHEREAS**, Time Warner Cable Inc. (“TWC”), through a wholly-owned subsidiary (the “Franchisee”), owns, operates, and maintains a cable system in the Township of Fairview pursuant to a cable franchise granted by the Township by means of a Cable Franchise Agreement (the “Franchise”); and

**WHEREAS**, pursuant to Agreement and Plan of Merger dated February 12, 2014 among TWC, Comcast Corporation (“Comcast”) and Tango Acquisition Sub, Inc. (“Tango”) (hereinafter referred to as the “Transaction”), TWC will merge with and into Tango, a wholly-owned subsidiary of Comcast, with TWC as the surviving company; and

**WHEREAS**, following the Transaction, TWC will be a wholly-owned subsidiary of Comcast with the Franchisee remaining as the Franchise holder responsible for performance of all obligations pursuant to the Franchise now under the ultimate ownership of Comcast; and

**WHEREAS**, TWC and Comcast have requested consent to the transfer of control by the Township and have filed an FCC Form 394 Application (“Application”) with the Township requesting such consent; and

**WHEREAS**, the Township has reviewed the Application, examined the legal, financial, and technical qualifications of Comcast to be the ultimate parent entity over the Franchisee, and has followed all required procedures in order to consider and act upon the Application.

**NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:**

**SECTION 1.** The Township hereby consents to the transfer of control of the Franchisee arising from the Transaction effective as of the closing date of the Transaction, and to the corporate reorganization described in the Application in accordance with the terms of the Franchise and applicable law and regulations.

**SECTION 2.** The Township hereby confirms that the Franchise is valid and in full force and effect and that there have been no amendments or modifications to the Franchise, except as set forth herein.

**SECTION 3.** The Franchisee shall continue to be bound by all responsibilities, obligations, liabilities, and rights contained in the Franchise after the closing of the Transaction, including any and all pre-closing non-compliance issues identified after the closing of the Transaction, until the Franchise is either renewed, not renewed, or terminated by the Township pursuant to federal law and regulations.

**SECTION 4.** Comcast agrees that the Franchise shall be deemed amended to incorporate the following provisions:

(i) The Franchisee shall, within ninety (90) days following the closing of the Transaction, pay franchise fees to the Township on a quarterly basis, accompanied by a detailed report showing the basis for such franchise fees paid, and in accordance with the definition of Gross Revenues set forth in Exhibit A attached hereto; and

(ii) Comcast shall, within sixty (60) days of passing this Resolution, reimburse a portion of the Township’s attorneys’ fees in the amount of \$3,463 related to the Township’s consideration for reviewing all documents related to the Transaction.

**SECTION 5.** This Resolution does not relieve the Franchisee of responsibilities, obligations, liabilities, and rights, whether known or unknown, contained in the Franchise prior to the closing of the Transaction pursuant to federal law and regulations.

**SECTION 6.** The Township does not, as a result of the transfer of control, or by virtue of this Resolution, waive, release or otherwise limit its rights with respect to any failure by the Franchisee to comply with any and all of the terms and conditions of the Franchise prior to the closing of the Transaction.

**SECTION 7.** The Township’s consent to the transfer of control arising from the Transaction is contingent upon the parties to the Transaction obtaining all other necessary and applicable federal governmental approvals, permits, and authorizations, and is further contingent upon Comcast signing a Certificate of Acceptance of this Resolution.

**SECTION 8.** This Resolution shall take effect immediately.

**APPROVED AND ADOPTED** this 20<sup>th</sup> day of November, 2014.

**Exhibit A**

Gross Revenues - All revenue received by the Franchisee or its Affiliated Entities arising from, attributable to, or in any way derived from the operation of its Cable System in the Township to provide Cable Services. Gross Revenues shall include, but are not limited to, the following:

- (1) Basic Service fees;
- (2) fees charged to Subscribers for any Cable Service tier other than Basic Service;
- (3) fees charged for premium Cable Services;
- (4) fees for all digital video tiers;
- (5) fees for video-on-demand;
- (6) fees charged to Subscribers for any optional, per-channel or per-program Cable Services;
- (7) revenue from the provision of any other Cable Services;
- (8) charges for installation, additional outlets, relocation, disconnection, reconnection and change-in-service fees for Cable Service;
- (9) fees for changing any level of Cable Service programming;
- (10) fees for service calls on Cable Services;
- (11) inside wire maintenance fees for Cable Services;
- (12) service plan protection fees on Cable Services;
- (13) convenience fees;
- (14) early termination fees on Cable Services;
- (15) fees for leased access Channels;
- (16) charges based on the sale or lease of any portion of the Cable System for Cable Service;
- (17) rental or sales of any and all equipment, including converters and remote control devices;
- (18) any and all locally-derived advertising revenues for advertising delivered by Cable Services;
- (19) revenues or commissions from locally-derived home shopping channels;
- (20) revenue from interactive Cable Services;
- (21) broadcast retransmission fees;
- (22) late payment fees on Cable Services;
- (23) billing and collection fees on Cable Services;
- (24) NSF check charges; and
- (25) Franchise Fees.

Gross Revenues shall not include bad debts, program launch fees, investment income, refunded deposits, or any taxes on services furnished by Comcast and imposed directly upon any Subscriber or user by the Township, state, federal or other governmental unit. In the event of any dispute over the classification of revenue, the Township and Comcast agree that reference should be made to generally accepted accounting principles ("GAAP") as promulgated and defined by the Financial Accounting Standards Board ("FASB").

The Supervisors unanimously approved the adoption of Resolution No 20-2014 on motion by Mr. Heidler, seconded by Mr. Gennuso.

**FAIRVIEW TOWNSHIP**

**RESOLUTION NO. 20-2014**

**RESOLUTION OF THE TOWNSHIP OF FAIRVIEW CONSENTING TO  
TRANSFER OF CONTROL OF THE CABLE FRANCHISE**

**WHEREAS**, Time Warner Cable Inc. ("TWC"), through a wholly-owned subsidiary (the "Franchisee"), owns, operates, and maintains a cable system in the Township of Fairview pursuant to a cable franchise granted by the Township by means of a Cable Franchise Agreement (the "Franchise"); and

**WHEREAS**, pursuant to Agreement and Plan of Merger dated February 12, 2014 among TWC, Comcast Corporation ("Comcast") and Tango Acquisition Sub, Inc. ("Tango") ("Transaction I"), TWC will merge with and into Tango, a wholly-owned subsidiary of Comcast, with TWC as the surviving company; and

**WHEREAS**, on April 25, 2014, Charter Communications, Inc. ("Charter") and Comcast entered into a Comcast/Charter Transactions Agreement, and contingent upon Comcast's consummation of its acquisition of TWC, pursuant to which the Franchisee, through a restructuring under Comcast's ownership, will become CTW Sales, LLC, a Delaware Limited Liability Company ("New Franchisee") and immediately thereafter will become a wholly-owned subsidiary of Charter (the "Transaction II"); and

**WHEREAS**, following Transaction I, TWC will be a wholly-owned subsidiary of Comcast with the Franchisee remaining as the Franchise holder for performance of all obligations pursuant to the Franchise now under the ultimate ownership of Comcast; and

**WHEREAS**, TWC and Comcast and Charter have filed FCC Form 394 Applications ("Applications") with the Township; and

**WHEREAS**, the Township has reviewed the Applications, examined the legal, financial, and technical qualifications of Charter to be the ultimate parent entity over the Franchisee, has followed all required procedures in order to consider and act upon the Applications, and approves the transfer of the Franchisee to Charter.

**NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:**

**SECTION 1.** The Township hereby consents to the transfer of control of the Franchise arising from the Transactions effective as of the closing date of the Transactions, and to the corporate reorganization described in the Applications in accordance with the terms of the Franchise and applicable law and regulations.

**SECTION 2.** The Township hereby confirms that the Franchise is valid and in full force and effect and that there have been no amendments or modifications to the Franchise, except as set forth herein.

**SECTION 3.** The Franchisee shall continue to be bound by all responsibilities, obligations, liabilities, and rights contained in the Franchise after the closing of the Transactions, including any and all pre-closing non-compliance issues identified after the closing of the Transactions, until the Franchise is either renewed, not renewed, or terminated by the Township pursuant to federal law and regulations.

**SECTION 4.** Charter agrees that the Franchise shall be deemed amended to incorporate the following. The Franchisee shall, within ninety (90) days following the closing of the Transactions, pay franchise fees to the Township on a quarterly basis, accompanied by a detailed report showing the basis for such franchise fees paid, and in accordance with the definition of Gross Revenues set forth in Exhibit A attached hereto.

**SECTION 5.** This Resolution does not relieve the Franchisee of responsibilities, obligations, liabilities, and rights contained in the Franchise prior to the closing of the Transactions pursuant to federal law and regulations.

**SECTION 6.** The Township does not, as a result of the transfer of control, or by virtue of this Resolution, waive, release or otherwise limit its rights with respect to any failure by the Franchisee to comply with any and all of the terms and conditions of the Franchise prior to the closing of the Transactions.

**SECTION 7.** The Township's consent to the transfer of control arising from the Transactions is contingent upon the parties to the Transactions obtaining all other necessary and applicable federal governmental approvals, permits, and authorizations, and is further contingent upon Comcast signing a Certificate of Acceptance of this - or comparable - Resolution.

**SECTION 8.** This Resolution shall be take effect immediately.

**APPROVED AND ADOPTED** this 20<sup>th</sup> day of November, 2014.

**Exhibit A**

Gross Revenues - All revenue received by the Franchisee or its Affiliated Entities arising from, attributable to, or in any way derived from the operation of its Cable System in the Township to provide Cable Services. Gross Revenues shall include, but are not limited to, the following:

- (1) Basic Service fees;
- (2) fees charged to Subscribers for any Cable Service tier other than Basic Service;
- (3) fees charged for premium Cable Services;
- (4) fees for all digital video tiers;
- (5) fees for video-on-demand;
- (6) fees charged to Subscribers for any optional, per-channel or per- program Cable Services;
- (7) revenue from the provision of any other Cable Services;
- (8) charges for installation, additional outlets, relocation, disconnection, reconnection and change-in-service fees for Cable Service;
- (9) fees for changing any level of Cable Service programming;
- (10) fees for service calls on Cable Services;
- (11) inside wire maintenance fees for Cable Services;
- (12) service plan protection fees on Cable Services;
- (13) convenience fees;
- (14) early termination fees on Cable Services;
- (15) fees for leased access Channels;
- (16) charges based on the sale or lease of any portion of the Cable System for Cable Service;
- (17) rental or sales of any and all equipment, including converters and remote control devices;
- (18) any and all locally-derived advertising revenues for advertising delivered by Cable Services;
- (19) revenues or commissions from locally-derived home shopping channels;
- (20) revenue from interactive Cable Services;
- (21) broadcast retransmission fees;
- (22) late payment fees on Cable Services;
- (23) billing and collection fees on Cable Services;
- (24) NSF check charges; and
- (25) franchise fees.

Gross Revenues shall not include bad debts, program launch fees, revenue derived from the supply of internet access or data services, investment income, refunded deposits, or any taxes on services furnished by Comcast and imposed directly upon any Subscriber or user by the Township, state, federal or other governmental unit. In the event of any dispute over the classification of revenue, the Township and Comcast agree that reference should be made to generally accepted accounting principles ("GAAP") as promulgated and defined by the Financial Accounting Standards Board ("FASB").

The Supervisors unanimously approved Mr. Gennuso handling all future clerical issues that may arise concerning the cable franchise renewal on motion by Mr. Heidler, seconded by Mr. Kraus.

**MINUTES:** Minutes of the November 6, 2014 regular meeting were approved on motion by Mr. Heidler seconded by Mr. Gennuso. Unanimous.

**PAYMENT OF BILLS:** Unanimous approval was given for the payment of bills, per the list attached to the agenda, on motion by Mr. Heidler, seconded by Mr. Gennuso.

General Fund: \$ 7,922.12 Payroll 11/13/14 Checks #46546-46563  
4,124.70 Payables 11/13/14 Checks # 12495-12496  
12,386.45 Payroll 11/20/14 Checks # 46564-46583  
44,048.17 TBP 11/20/14 Checks # 12497-12529

Street Light Fund: \$ 1,064.56  
Fuel Surcharge Fund: \$ 169.85

**TREASURER'S REPORT:** Approved, as presented on motion by Heidler, seconded by Mr. Gennuso. Unanimous

**SOLICITOR:**

The Scobey Estate will hold an auction on Sunday, November 23, 2014.

**PLANNING & ZONING:**

The Supervisors unanimously approved Evergreen Farms Phase 4 Subdivision on motion by Mr. Heidler, seconded by Mr. Gennuso.

**SECRETARY:** None

**UNFINISHED BUSINESS:** Nonve

**NEW BUSINESS:**

The Supervisors unanimously approved hiring Amanda Davey as a full-time Assistant Zoning Officer at the hourly rate of \$14.00, on motion by Mr. Gennuso, seconded by Mr. Heidler.

The Supervisors unanimously approved hiring David Evanoff and Daniel Utstein as part-time snow plow drivers at the hourly rate of \$25.00, on motion by Mr. Gennuso, seconded by Mr. Heidler.

The Supervisors unanimously approved purchasing a 2015 Dodge 1 Ton Dump Truck at the cost of \$70,758.00 on motion by Mr. Heidler, seconded by Mr. Gennuso.

The Supervisors gave preliminary approval for the Erie Spring Training Series for USA Cycling Permit on motion by Mr. Heidler, seconded by Mr. Gennuso. The dates for the races are March 29<sup>th</sup>, April 12<sup>th</sup>, 19<sup>th</sup>, 26<sup>th</sup> and May 17, 2015.

**SUPERVISORS' REPORT:**

Mr. Heidler reported that snow removal has begun and we ask that residents do not park on the roads. Due to issues with cars, the Supervisors have ask Atty Burroughs to look into a Winder Maintenance Ordinance to prohibit cars parked on the roads when plowing is necessary.

Mr. Gennuso reported that the Township calendar has gone to print and should be mailed out in early December.

Mr. Kraus reported that the Avonia Beach Handicapped Bathroom Remodeling project bids will be opened Tuesday, November 25, 2014 at 2:00 P.M.

Mr Kraus reported that the appointed Accounting Firm – BKD has contacted us and said that they can no longer do the Township audit. We will immediate send out RFP's to some Accounting Firms in hopes to find someone who can step in and do the 2014 audit.

Mr. Kraus reported that the Fairview Water Authority would like Fairview Township to adopt a resolution stating that we have exclusive rights to transport and sell water within the boundries of Fairview Township. Atty Dan Miller and Atty Paul Burroughs will communicate and draft the resolution.

**PUBLIC COMMENT:**

Jim Carstater gave the EMA report.

The meeting was adjourned at 8:10 P.M. Motion by Mr. Heidler, seconded by Mr. Gennuso.

Respectfully submitted,

Pamela S. Rhoades  
Secretary