



**Portsmouth
Cable Commission Meeting
3:30 p.m. – August 20, 2009
City Hall/City Manager’s Conference Room**

The Portsmouth Cable Commission met on Thursday, August 20, 2009 at 3:30 p.m.

- I.** Call to Order. The following were present:
- John Gregg, Chairman
 - Kathy Pearce, Commissioner
 - Brian Gregg, Commissioner\
 - Nancy Beach, Commissioner
 - Bill Southworth, Commissioner

Also present were Suzanne Woodland, Assistant City Attorney; Alan Brady, Communication Supervisor; Nancy Carmer, Economic Development Manager; guest Attorney Bill Scott; and members of the public Bill Rogers, Glen Gardner and Melissa Paley.

Chairman John Gregg called the meeting to order at approximately 3:30 p.m.

- II.** Public Access Television. The Chair stated that the primary agenda item for the day was to discuss how to set up a nonprofit organization for Public Access.

Attorney Scott explained that the initial step would be to file with the NH Secretary of State. The filing is rather straight forward, cost \$25 as a filing fee, and that he would be willing to do this for the Commission on a pro bono basis. It would be necessary for the Commission to determine if the nonprofit will be a member organization, who will elect the board of directors, and what the terms of office would be. The nonprofit organization becomes an entity at the time of filing. Five “incorporators” are required to sign and file the paperwork with the Secretary of State. A name will need to be selected for the organization and this will need to be screened to assure it is not already being used by someone else.

Suzanne Woodland announced that the City Legal Department would recommend that the nonprofit board of directors not be commission members and that she would review the subject of commission members serving as the 5 initial “incorporators.”

The next step would be to file paperwork with the IRS in order to become tax exempt. This step is arduous i.e. requires filling out a 29 page document in a careful, thoughtful manner. When complete, it takes about 4 months to gain provisional approval and as long as a couple years for final approval. It was pointed out since the City Council has agreed to establish a Public Access Charitable Trust under the auspices of the Trustees of the Trust Fund, the Public Access organization may have the ability that in the interim to accept monies from individuals and organizations on a tax exempt basis.

The Committee thanked Attorney Scott for his assistance.

Suzanne Woodland then reported on her interview of a local CPA who was familiar with filing paperwork with the IRS. The CPA stressed the importance of clearly stating the mission of the organization and how its work would be compatible with tax exempt guidelines. The CPA would be willing to review documents prepared and might be able to do so with only a couple hours of work.

Nancy Carmer, Economic Development Manager, then reviewed the process Art-Speak used in becoming a nonprofit organization and how they developed a board of directors. Their approach was to outline the qualities desired in board members and then advertise to the public to make application. Selection was done by holding several meetings of prospective board members and observing them in a group setting. She felt the process worked well.

The Committee thanked Nancy Carmer.

Suzanne Woodland suggested that this Committee may want to identify a proposed slate of candidates for board that would be approved by the City Council when gaining their final permission to establish a nonprofit organization. She also suggested developing proposed set of by-laws so the board and by-laws could be approved simultaneously. Once the entity is in place, the by-laws will govern their conduct and fiduciary responsibilities.

The Chair then announced that the September commission meeting be devoted largely to agreeing on the specific next steps, practical methods, responsibilities and timeline in getting the Public Access nonprofit up and running. It was agreed to get the City Manager's comments on this subject prior to the next meeting.

- III. Approval of Minutes – June 11, 2009. MOTION made by Nancy Beach to approve the June 11, 2009 minutes with the figure \$360 changed to \$360,000. Seconded by Bill Southworth. Motion passed.
- IV. Comcast. Suzanne Woodland will send the commission recent correspondence regarding Comcast performance and issues for the next meeting.
- V. Public Comment. Glenn Gardner, a resident of Portsmouth, asked for clarification about the timing of the nonprofit organization becoming tax exempt and the role of the Trust. Suzanne Woodland answered his question.

Bill Rogers then informed the commission about his nonprofit organization which is focused on accomplishing some of the same objectives as the Public Access organization being established. His effort utilizes the internet rather than television medium. He suggested there may be an opportunity to work together for the benefit of each other.

Melissa Paley, President of that organization, stated she would like to be involved in providing service and consultation as well.

VI. Adjournment