

The regular meeting of the Glasgow Electric Plant Board Cable Television Programming Committee was held at 6:00 p.m., November 18, 2014, at 100 Mallory Drive, Glasgow, Kentucky.

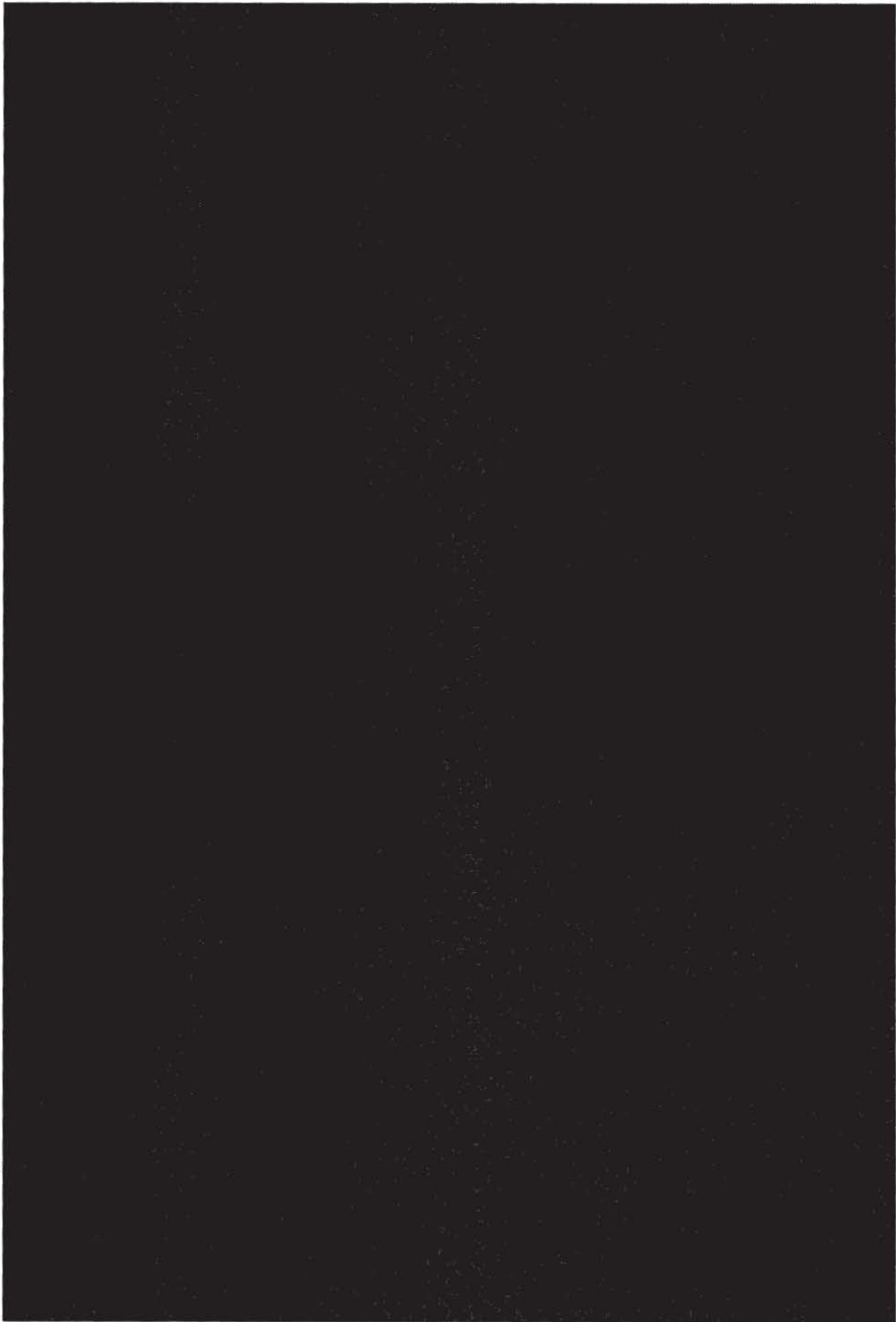
The meeting was called to order by Chairperson William Ray presiding and the meeting was recorded by Secretary Mary Burchett-Bower.

Present were William Ray, Petie McLean, Mary Burchett-Bower, Beverly Vance, Karl Napier, and Jodi Crane, said persons being all the members of the Committee except Joe Trigg. Also present were Cable Operations Manager, Eddie Russell and Marketing Manager, Shelia Hogue.

The Chairperson declared the first item of business would be the reading of the minutes of the last regular meeting. A motion was made by Petie McLean to dispense with the reading of the minutes of the previous meeting and accept the minutes as submitted electronically. The motion was seconded by Jodi Crane and unanimously voted in the affirmative.

At the call of the Chairperson for the next item of business, a motion was made by Beverly Vance to ratify the action of the Glasgow EPB Board of Directors passed at their meeting held on October 28 to drop G4 from the EPB channel lineup as of November 30. This motion was seconded by Karl Napier and unanimously voted in the affirmative.

The Chairperson then stated that the next item of business would be a report on the current status of the retransmission consent negotiations at which time Eddie Russell presented the various broadcast demands as follows::





Various options were then presented to the Committee for consideration as outlined below:

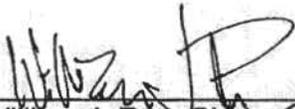




At the call of the Chairperson for the next item of business, the Chairperson conducted a review of recent financial performance metrics of the EPB cable television product. The Chairperson's report was accepted as information.

There being no further business to come before the meeting, a motion was made by Beverly Vance that this meeting adjourn to meet again in due

course. This motion was seconded by Mary Burchett-Bower and unanimously voted in the affirmative.



William J. Ray, Chairperson



Mary Burchett-Bower, Secretary

Exhibit 7



Bringing Glasgow the Future... *Faster!*

100 Mallery Dr. - P.O. Box 1809 - Glasgow, KY 42142-1809
(270) 651-8341 - Fax (270) 651-7572 - epb@glasgow-ky.com

November 26, 2014

Mr. Jeff Cash
President/General Manager
WNKY
325 Emmitt Avenue
Bowling Green, KY 42101

Via Hand Delivery - 11/26/14

Re: Retransmission Consent

Dear Mr. Cash:

Please accept this formal notice that the Glasgow EPB is rejecting the offer of WNKY for retransmission consent. Effective January 1, 2015, WNKY NBC 40 and WNKY CBS 40 will no longer be carried on the Glasgow EPB cable service.

Respectfully,

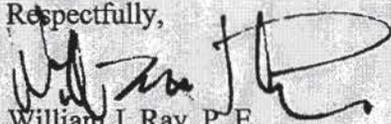

William J. Ray, P. E.
General Manager

Exhibit 8

Billy Ray

From: Billy Ray <wray@glasgow-ky.com>
Sent: Wednesday, November 26, 2014 3:34 PM
To: 'jeff.cash@wnky.net'
Cc: 'eddie@glasgow-ky.com'; 'shogue@glasgow-ky.com'
Subject: Glasgow EPB - WNKY Retransmission Relationship
Attachments: WNKY NOTIFICATION20141126153319.pdf

Jeff,

An attempt to hand deliver the attached letter failed today as your offices were locked and dark. We have now put the original in the mail as a Certified Letter. However, please see the scanned version of the letter attached to this email for Glasgow EPB's decision relative to your proposed retransmission terms.

Respectfully,

William J. Ray, P.E.
Superintendent
Glasgow EPB
270-659-3507 voice
read my blog at <http://rbg.glasgow-ky.com>
follow me on twitter http://twitter.com/wjray_epb
follow EPB on twitter <http://twitter.com/GlasgowEPB>
follow EPB on Facebook www.facebook.com/glasgowepb



Bringing Glasgow the Future... Faster!

100 Mallory Dr. - P.O. Box 1809 - Glasgow, KY 42142-1809
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November 26, 2014

Certified Mail - 7000 0600 0029 4130 9368

Mr. Jeff Cash
President/General Manager
WNKY
325 Emmitt Avenue
Bowling Green, KY 42101

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Respectfully,

A handwritten signature in black ink, appearing to read "William J. Ray", is written over the typed name.

William J. Ray, P. E.
General Manager

Exhibit 9

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete Item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Mr. Jeff Cash
President / General Manager
XXXX
325 Emmitt Ave.
Borating Green, KY
42101

2. Article Number

(Transfer from service label)

7000 0600 0029 4130 9368

COMPLETE THIS SECTION ON DELIVERY

A. Signature

[Handwritten Signature]

- Agent
- Addressee

B. Received by (Printed Name)

Wanda Brown

C. Date of Delivery

12-2-11

D. Is delivery address different from item 1? Yes

If YES, enter delivery address below: No

3. Service Type

- Certified Mail Express Mail
- Registered Return Receipt for Merchandise
- Insured Mail C.O.D.

4. Restricted Delivery? (Extra Fee)

Yes



Bringing Glasgow the Future... *Faster!*

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November 26, 2014

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A handwritten signature in black ink, appearing to read "William J. Ray", is written over the typed name.

William J. Ray, P. E.
General Manager

Exhibit 10

Letter to the Community

We recently learned, through a story in the December 1 edition of the Bowling Green Daily News, that the Glasgow Electric Plant Board plans to drop WNKY from its cable television system. We'd like a chance to set the record straight on several of the points in that story.

While it's true that federal law requires television stations and cable operators to negotiate the terms of their relationship every three years, it's not fair to imply that WNKY is asking for unreasonable pricing. Because of the history of how broadcast television and cable evolved, using percentages to compare the past to the future is just misleading. For many years, cable carried broadcast stations without paying them anything. Only recently have cable operators like the Plant Board been paying for network programming, and the amounts started very low, far below the rates cable has agreed to pay for other programming.

But the networks and TV stations that supply the most watched programming on television don't get those shows for free. They pay a lot of money for the rights to carry shows like *The Big Bang Theory*, *NCIS*, *NCIS LA*, and *The Voice*. Likewise, the networks pay substantial rights fees for live sports programming, including NFL Football, The Olympics, and March Madness. For a long while, networks and television stations covered the cost of this programming by selling advertising, and cable covered the cost of its programming by charging subscribers monthly fees. But as anybody who watches cable can tell you, the cable systems are now running commercials too, taking a portion of the revenue that used to go exclusively to broadcast television. So it was only reasonable that the networks and television stations would need to find a way to generate additional revenue, to offset the advertising being diverted to cable, so they can afford to continue to provide compelling programming for viewers.

The solution is to negotiate fee agreements, to charge cable operators like the Plant Board the same kinds of fees that they pay to ESPN, Bravo, USA, HGTV, the Food Network, and other cable networks. Cable has always paid for that programming. But even that history understates the case. Not only are the prices that cable has been paying for these specialty channels higher than the rates they have paid local television stations like WNKY in the past, they are higher than the rates we have proposed for a new three-year contract.

We know this because we hired a nationally recognized consulting firm to handle these negotiations and help WNKY come up with a proposal that is fair for both our station and the Plant Board. Our consultant has represented hundreds of television stations nationwide and negotiated thousands of retransmission agreements over the past several years. As a local television station, we don't have the experience and knowledge to negotiate fair and reasonable agreements during this period of transition, so we decided to incur the expense to hire an expert to guide us. The proposal we provided to the Plant Board last month was developed by that consultant, based upon their knowledge of the television market.

That proposal was delivered to the Plant Board on November 18. And we didn't hear anything from them until December 1, when we saw the story in the Bowling Green Daily News. In response to that story, our consultant reached out to the Plant Board and was told that they were not going to negotiate with us. They announced plans to drop WNKY and carry stations from Nashville and Louisville instead. And while the Daily News article implies that this decision was based upon economics, we don't believe that's true. First of all, stations from Nashville and Louisville also charge for programming. They have to pay their networks too. We don't know how much those stations are asking, but because the Plant Board isn't willing to even talk to us, they don't know how much we would charge either. We have told the Plant Board that we are willing to talk. We want to negotiate a new arrangement with them. We are a local, Bowling Green television station, and it's in our best interest to negotiate mutually acceptable agreements with local cable operators.

Economics aside, we believe that being an active, supportive member of the community matters too. WNKY is local in all the usual ways. Our employees live, shop, attend church, and send their kids to school in South Central Kentucky. Their spouses - and in some cases their parents and siblings - work, shop, and live in South Central Kentucky. Most of our advertisers are local businesses whose owners and employees also live and work in our community. But beyond that WNKY is active in supporting community events, such as the South Central Kentucky Walk to End Alzheimer's, Junior Achievement of South Central Kentucky's Golf Classic, the South Central Kentucky Heart Walk, benefiting the American Heart Association, and the upcoming Fur Ball, benefiting the BGWC Humane Society, just to name a few. Overall, WNKY is involved in over 40 local events each year that support the South Central Kentucky community. (A list of the local events WNKY participated in over the past year appears below this letter.)

But our involvement in the community extends beyond supporting good causes. Because we live in an area where the weather can turn dangerous very quickly, we have invested in the latest computer systems to alert us to severe weather situations and we have trained meteorologists on staff to monitor the weather and report to our viewers. Knowing the weather in Nashville or Louisville isn't good enough. We believe it's important to stay on top of situations, like severe weather, that impact the lives of the people of South Central Kentucky. And we believe the people of our community appreciate and value our contributions to Bowling Green and surrounding counties.

Our Weather Dog, Radar, has been voted the top local television news personality the last seven years in a row. Radar has been a visible and energetic participant at local schools for Career Days, Fall Festivals, and Weather Team appearances. Radar participates in many other community events, like the Bowling Green Hot Rods Bark at the Park, the Humane Society Puppy Paddle, the Junior Achievement Penguin Plunge, the Toys for Tots Distribution Day, and the 2014 Reach Out for Kosair Kids, hosted by Willie B4.1 and the Glasgow Shrine Club. Radar is also about to be certified as a Therapy Dog so he can visit patients at area hospitals, including T.J. Samson Community Hospital in Glasgow.

The offer we delivered to the Plant Board on November 18 was a serious, thoughtful proposal, developed by an experienced national consultant, reflecting the reality of the current television environment, both nationally and in our community. Their "response" - which consisted of a news story on December 1 and a Facebook posting dated November 28 that we recently discovered - was not. It also wasn't legal. Under federal law, television stations and cable operators are required to negotiate in good faith. The exact legal definition of good faith is complicated, but the Plant Board's failure to respond to our proposal and refusal to negotiate are unambiguous violations of the FCC requirement that we and they negotiate in good faith. Despite all of that, we continue to believe that working together to negotiate a reasonable deal is in the best interest of the Plant Board and subscribers to their cable system, as well as the best interests of WNKY and South Central Kentucky.

Glasgow, we want to continue being your hometown NBC and CBS. So if you want to help, please contact Billy Ray at the Electric Plant Board at 270-651-8341 and let him know you want to keep your LOCAL NBC and CBS stations.

January NCAA Vignettes The More You Know CBS Cares Green Your Routine PrimeTime Sponsors	February The Fur Ball [2/1] Black History Month Hospice of SCKY Chocolate Festival [2/23] March Road to First Four Vignettes Penguin Plunge [3/1] Bourbon & Basketball [3/20]	April Chaney's Easter Egg Hunt [4/12] The Great Teddy Bear Run [4/5] Community Action's Big Shot [4/11] Second Saturdays [4/13] 25th Boys & Girls Club Charity Golf Classic [4/27] Chaney's Death at the Doo Wop [4/18] March of Dimes - March for Babies [4/20]	May Motorcycle Safety (month-long) Downtown Merchants Square Festival [5/16] Georgia Pacific Dog Show [5/10] Second Saturdays [5/16] SB&T All-American Soap Box Derby [5/16-5/17] Community Action's 7th Annual Golf Classic [5/21]	June Chaney's Ice Cream and a Movie Second Saturday [6/4] Garden Tea & Tour [6/29]
July Chaney's Ice Cream and a Movie Thunderfest [7/3] Second Saturdays [7/12] 5th Annual Kenny Perry Boys & Girls Club Charity Golf Classic [7/17] SCKY Fair [7/20-7/23]	August Chaney's Ice Cream and a Movie Second Saturdays [8/9]	September Run for Sight [9/1] Second Saturdays [9/15] American Heart Assoc. Walk [9/13] Alzheimer's Memory Walk [9/20] JA Golf Classic [9/22-9/23] BG International Fest [9/27] JDRF at The Bowling Green Ball Park [9/27]	October Coats 4 Kids [10/1-12/1] Second Saturdays [10/1] Toys for Tots [10/28-12/1] November BG26.2 & Half Marathon [11/2]	December Festival of Trains [12/7-12/8] Bowling Green Woman's Club Home Tour [12/4] Project Roadblock [12/26-12/28] Jambodian [12/27-12/28]



Exhibit 11



Subject WNKY and Glasgow EPB @ 12-12-14
Sender Nick Arnold <nick.arnold@atvbroadcast.tv>
Recipient Eddie Russell <eddie@glasgow-ky.com>
Date Dec 12, 2014

Hello Eddie,

I appreciate your comments from previous e-mails and I understand the position you and GEPB are in regarding the need to make difficult decisions that ultimately affect your customers' bills. I spent over 30 years on the cable side of the business so I understand the difficulty when trying to explain (or justify) any rate increase to a customer regardless of the reason. I also know how difficult it is talking to customers about the loss of programming they routinely watch thus making an already difficult situation even more challenging.

I can imagine the surprise (to say the least) you must have felt when you first saw the new proposal. I can also understand that by receiving this information later than in previous cycles (mid-November) this would only raise suspicions and question motives.

A lot has changed since the current Agreement was negotiated three years ago. In particular, additional requirements and new fees being imposed on local stations were added very late in process thus causing delays in information and/or Agreements becoming available.

Although I am disappointed in your current decision to drop WNKY, I remain optimistic that we can still try to work on a solution that would benefit both sides and more importantly continue to provide the quality programs that your customers have become accustomed to watching on WNKY.

I welcome the opportunity to discuss this further and I would be happy to consider a counter offer.

Please let me know your thoughts and how you would like to proceed.

Thank you for your consideration.

Respectfully yours,

Nick

Exhibit 12

Shelia Hogue

From: David Wilhelm [REDACTED]
Sent: Tuesday, December 23, 2014 3:03 PM
To: [REDACTED]

Cc: John A Trinder; Nick Arnold; Michael Ruggiero; Jeff Cash; Julie Milam; 'Brad Deutsch'
Subject: [epbprog] WNKY / GEPB Retranmission Negotiations
Attachments: GEPB Board Letter, 2014-12-23.pdf

Ladies and Gentlemen,

I have attached a letter regarding the cable retransmission negotiations between GEPB and WNKY.

David Wilhelm

David J. Wilhelm
Chief Financial Officer
Max Media
[REDACTED]



December 23, 2014

Via E-Mail

Members of the Board of Directors
And Programming Committee
Glasgow Electric Plant Board

Regarding: Retransmission Negotiations between WNKY and GEPB

Ladies and Gentlemen:

I am sorry to have to bother you before the holidays like this, but I'm afraid negotiations between our television station, WNKY, and the Plant Board have turned more acrimonious than I hope either of us would like and with the end of the year approaching quickly I felt it important that I reach out directly to you in the hopes of preventing further deterioration.

I have enclosed, for your review, an open letter to the community that we ran in the Bowling Green Daily News and the Glasgow Daily Times last week, an e-mail our consultant received from Mr. Ray on December 22, and the registered letter referred to in Mr. Ray's e-mail. These documents speak for themselves, so I won't waste your time rehashing any of the contents of them, but I will clarify a couple of points raised in them.

First, while someone at our station did sign for the registered letter, none of our management team was aware of it until we received Mr. Ray's e-mail yesterday. The letter was addressed to our general manager, Jeff Cash, who had surgery recently. Jeff has made every effort to continue with his responsibilities during his recovery, but has not been able to. So this letter was missed. I apologize for this oversight, but I also want to point out that GEPB had more direct and efficient means of communicating with us. Our consultant has been in contact, via telephone and e-mail, with Mr. Russell on several occasions. He is our authorized representative, and even in the case where notices are sent to formally comply with the existing agreement between us, as a matter of courtesy, we request that he be included.

Second, Mr. Ray's e-mail implies that this decision was motivated, in part, by the timing of our proposal. While we understand and are sympathetic to the need to notify your subscribers in a timely manner, we don't believe GEPB's response is justified or appropriate. Cable systems all across the country have developed procedures for keeping subscribers informed while these negotiations are occurring, and we have on several occasions agreed to extensions of existing agreements to avoid disruptions during the negotiations. If GEPB had asked, we would have certainly agreed to an extension in this case too. Moreover, based upon Mr. Ray's October 29 posting on the Glasgow EPB Blog (<http://rgb.glasgow-ky.com/>), a copy of which is also enclosed for your review, it appears this decision was made before we even delivered our proposal to GEPB.

Regardless of any history between WNKY and GEPB and the individuals involved, I want you, as members of the Board and Programming Committee to know that we want to reach an agreement with

Members of the Board of Directors
and Programming Committee,
Glasgow Electric Plant Board

December 23, 2014
Page 2

you that keeps WNKY on GEPB. We believe it is in the best interests of our station, as well as the best interests of GEPB and our community. Indeed it is almost shameful the way we have communicated to your management directly and in our open letter to the community how much it means to us to stay on GEPB and how willing we are to negotiate a mutually acceptable agreement. If I were more cynical, I would believe that our eagerness to negotiate have been interpreted as weakness. I hope that's not the case.

In the interest of attempting to come to an amicable solution, I am going to assume it is not and make another proposal. We are willing to extend the current agreement through January 31, 2015 to keep WNKY on GEPB while we continue to negotiate. If we reach a new agreement, the new rate would be retroactive to January 1, but we understand that the current rate would continue to apply through January 31, 2015 if we are unable to reach a new agreement. We would also like to have the opportunity to have representatives attend the January meetings of the Programming Committee or the full board or both and present our side of the story.

Your already know much of it. WNKY is your local station. Out of market stations have to pay NBC and CBS for programming too, so they have to charge GEPB too. And percentage increases are meaningless. What matters most is what programming costs, in dollars and cents. And we believe it is in all of our best interest for WNKY to remain on GEPB.

WNKY is running announcements now to alert the community and ask for their support. We have no choice but to continue those announcements. We are considering additional open letters in the newspaper, and in fact, we may publish this letter in the newspaper. And, our legal counsel is drafting a complaint that GEPB has not negotiated in good faith. Section 325(b)(3)(C) of the Communications Act of 1934 and Section 76.65 of the Federal Communications Commission's regulations both require cable operators to engage in good faith retransmission consent negotiations with broadcasters. Specifically, refusal by a cable operator to negotiate with a broadcaster is in direct violation of Section 76.65(b)(1)(i) of the FCC's regulations. However, in the spirit of reaching an agreement and developing a better relationship going forward, I have directed them to hold off on filing that complaint until December 31.

It is my hope that you will respond to this letter and agree to engage in good faith negotiations and extend the current agreement while we work toward a resolution. I have included my contact information below. Please feel free to reach out to me at any point. So as to avoid confusion, I also ask that our cable consultant be included on any communications. I have also included his contact information below.

With warm regards and hopes for a positive relationship going forward, I remain

Sincerely yours,
/s/ John A. Trinder
President and Chief Operating Officer

Enclosures
c: Brad Deutsch, Garvey Shubert Barer (via e-mail)

Members of the Board of Directors
and Programming Committee,
Glasgow Electric Plant Board

December 23, 2014
Page 3

Contact Information

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Facsimile: (317) 576-8515
E-Mail: nick.arnold@atvbroadcast.tv

Exhibit 13