



TOWN OF STOUGHTON

SELECT BOARD

10 Pearl Street – Stoughton, MA 02072 (781) 341-1300 Fax (781) 297-2879

October 1, 2024

BY CERTIFIED MAIL RETURN RECEIPT REQUESTED AND FIRST-CLASS MAIL

President Mullen and Board of Directors
Stoughton Media Access Corporation
421 Page St., Suite 2
Stoughton, MA 02072

Re: August 9, 2023 Access Corporation Agreement – ARTICLE VIII NOTICE

To President Mullen and the Board of Directors:

Reference is made to the August 9, 2023 Access Corporation Agreement (the “Agreement”) between the Stoughton Media Access Corporation (“SMAC”) and the Town of Stoughton. A copy of the Agreement is enclosed for your reference. It has come to the Select Board’s attention that SMAC has neglected several material requirements of the Agreement. This notice is being provided to you pursuant to Article VIII – Breach and Sanctions.

More specifically:

Under Article XI, Section 4, the Agreement requires SMAC to, within forty-five (45) days of the full execution of the Agreement, i.e. by September 23, 2023, update and amend its Bylaws as may be necessary or advisable to be consistent with this Agreement. The Select Board has no evidence SMAC has complied with Article XI, Section 4 despite the passage of over a year since the Agreement was executed.

Under Article V, Section 5, the Agreement requires that the president of the S.M.A.C. Board of Directors or his or her designee shall provide the Select Board with a quarterly update on the status of operations and capital planning. No such update has ever been provided despite the passage of over a year since the Agreement was executed.

Under Article V, Section 9 of the Agreement, “[r]eviews, reports or audits of its finances and operations shall be conducted and provided annually by S.M.A.C....to the Issuing Authority and MUNICIPALITY...within ninety (90) days after the close of S.M.A.C.’s fiscal year or within sixty (60) days after the filing of its state and federal tax returns...” The Select Board has no evidence

SMAC has complied with Article V, Section 9 despite the passage of over a year since the Agreement was executed.

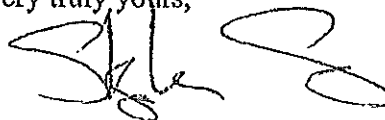
Article V, Section 11 of the Agreement requires that, at the time of filing the Annual Review, Report and/or Audit, SMAC shall provide an inventory of its equipment and facilities together with a statement of its condition and corrective action, if any needed, taken or recommended to be taken to maintain all items in satisfactory condition. The Select Board has no evidence SMAC has complied with Article V, Section 11 despite the passage of over a year since the Agreement was executed.

Article V, Section 11 of the Agreement requires that SMAC shall prepare and approve annually a revolving three-year capital budget which shall be included in the President's quarterly update to the Select Board. The Select Board has no evidence SMAC has complied with Article V, Section 11 despite the passage of over a year since the Agreement was executed.

The Select Board now intends to conduct a Performance Review of SMAC in accordance with Article V, Section 9. This, however, cannot occur as SMAC has not yet met its obligations under the Agreement. In accordance with Article VIII of the Agreement, we therefore invite you now to address the above matters within the time period provided under Article VIII, i.e. within sixty (60) days of this notice, and to request an appearance on the Select Board's agenda so that the Select Board may receive the required quarterly update on the status of operations and capital planning, which we assume will be cumulative of the time since August 9, 2023 when the Agreement was executed.

We thank you for your anticipated cooperation and look forward to hearing from you. Should you have any questions regarding this matter, please feel free to contact the Town Manager, Thomas Calter, at (781) 341-1300, ext. 9211.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Stephen Cavey', written over a horizontal line.

Hon. Stephen Cavey
Stoughton Select Board, Chair

Enc.

cc: Town Manager
Town Counsel