



Broadcasting Notice of Consultation CRTC 2021-281

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Ottawa, 12 August 2021

Public record: 1011-NOC2021-0281

Notice of hearing - 22 November 2021 - Gatineau, Quebec

Deadline for submission of interventions/comments/answers: 13 September 2021

[\[Submit an intervention/comment/answer or view related documents\]](#)

The Commission will hold a hearing commencing on **22 November 2021** at which it intends to consider an application by Rogers Communications Inc. (Rogers), on behalf of Shaw Communications Inc. (Shaw), for Rogers to acquire all of the issued and outstanding shares of Shaw and the authority for Rogers to operate various licensed broadcasting distribution undertakings (BDUs) currently owned by Shaw in British Columbia, Alberta, Saskatchewan and Manitoba, the national direct-to-home (DTH) satellite distribution undertaking Shaw Direct, the national satellite relay distribution undertaking (SRDU) Shaw Broadcast Services, and the DTH programming service known as Shaw Pay-Per-View.

Given the evolving situation surrounding the COVID-19 pandemic, in light of public health concerns, and to assure prospective parties to the proceeding that they do not need to travel in order to participate, the Commission intends to hold a hybrid public hearing. Specifically, the Commission intends to hold an in-person hearing in the National Capital Region, at the **Conference Centre, Phase IV, 140 Promenade du Portage, Gatineau, Quebec**, while making it possible for parties to participate remotely. In addition, given the importance of Shaw and its operations for Western Canada, and given that Shaw's headquarters is located in Calgary, Alberta, a satellite appearing location in Calgary may be made available to facilitate remote participation for parties in that location. Parties interested in appearing remotely, including from the possible satellite appearing location in Calgary, should indicate their preference when filing their interventions.

In recognition of the time difference between the National Capital Region and Western Canada, the hearing will begin at **9 a.m. MST (11 a.m. EST)**, with the agenda for the hearing to be scheduled entirely according to MST.

An audio and video feed of the hearing will also be made available from the Commission's website (www.crtc.gc.ca) for the duration of the hearing.

[Attend the hearing or listen to it online.](#)

Applicant/Licensee and Locality

1. Shaw Communications Inc.

Various locations across Canada
Application 2021-0228-4

Rogers Communications Inc. (Rogers), on behalf of Shaw Communications Inc. (Shaw), filed an application pursuant to paragraph 4(4)(a) of the *Broadcasting Distribution Regulations* for approval to effect a change of ownership and effective control, from Shaw or its subsidiaries to Rogers or its subsidiaries, of the following licensed undertakings:

- 16 terrestrial broadcasting distribution undertakings (BDUs) in British Columbia, Alberta, Saskatchewan and Manitoba, which are currently operated by Shaw Cablesystems Limited;¹
- the national direct-to-home (DTH) BDU Shaw Direct; and
- the national satellite relay distribution undertaking (SRDU) Shaw Broadcast Services.

In addition, pursuant to paragraph 10(4)(a) of the *Discretionary Services Regulations*, Rogers, on behalf of Shaw, requests approval to acquire from Shaw Cablesystems Limited, a subsidiary of Shaw:

- Shaw Cablesystems Limited's 25.17% interest in Cable Public Affairs Channel Inc. (CPAC Inc.), the operator of the two national, English- and French-language discretionary services known as CPAC, which, as set out in *Distribution of the programming services of Cable Public Affairs Channel Inc. (CPAC Inc.) known as Cable Public Affairs Channel and of the exempt services operated by CPAC Inc. by licensed broadcasting distribution undertakings*, Broadcasting Order CRTC 2018-330, 29 August 2018 (Broadcasting Order 2018-330), benefit from mandatory distribution on the basic service, pursuant to section 9(1)(h) of the *Broadcasting Act*; and
- all the issued and outstanding shares of Shaw Pay-Per-View Ltd.

The proposed change in ownership and control of the licensees is part of a plan of arrangement (the Plan) whereby Rogers would purchase all of the issued and outstanding shares of Shaw and its subsidiaries.

Pursuant to the Plan, the transaction also involves Shaw's wireline telecommunications services (including home telephone and Internet), wireless telecommunications services (including wireless telephony operating under the brands Freedom Mobile and Shaw Mobile), and business automation and security. The present application does not include these services since the change in ownership of these elements does not require prior approval from the Commission. However,

¹ The 16 licensed BDU locations currently operated by Shaw Cablesystems Limited are set out in the appendix to this notice of consultation.

these elements will be subject to review by the Competition Bureau and Innovation, Science and Economic Development Canada.

Rogers would also acquire Shaw's exempt BDUs' serving locations in British Columbia, Alberta, Saskatchewan, Manitoba and Ontario. Prior approval from the Commission is not required for that portion of the transaction since these services operate under an exemption order.

Rogers is a publicly traded company, ultimately owned and controlled by the Rogers Control Trust.

Rogers Communications Canada Inc. (Rogers Communications) is a wholly owned subsidiary of Rogers and is ultimately controlled by the Rogers Control Trust.

Shaw and its wholly owned subsidiaries 7538375 Canada Inc., Shaw Cablesystems Limited and Shaw Pay-Per-View Ltd. are ultimately controlled by the board of directors of SFLTCO, acting as trustee of the Shaw Family Living Trust, pursuant to the terms of the Unanimous Shareholders Agreement dated 31 July 2015, amended and restated on 30 October 2020.

Shaw Satellite Services Inc., licensee of the SRDU Shaw Broadcast Services, is a wholly owned subsidiary of 7538375 Canada Inc.

Star Choice Television Network Incorporated, licensee of the DTH BDU Shaw Direct, is a wholly owned subsidiary of Shaw Satellite Services Inc.

The steps of the proposed transaction affecting the licensed broadcasting undertakings would be as follows:

- **Step one:** Shaw would be continued into British Columbia.
- **Step two:** Members of the Shaw family will have the option to incorporate up to 10 new entities no later than 15 days prior to closing (each a Qualifying Holdco, new entities solely for the purposes of the transaction). If so elected, Shaw family members would transfer their Shaw shares to a Qualifying Holdco and Rogers would acquire the shares of the Qualifying Holdcos on closing. Shaw would be amalgamated with each Qualifying Holdco to form one entity, to be named Shaw Communications Inc. (Shaw Amalco).
- **Step three:** Rogers and Shaw Amalco would amalgamate, and the two companies would continue as Rogers Communications Inc.
- **Step four:** Shaw Cablesystems Limited and Shaw Pay-Per-View Ltd. would be continued into the federal jurisdiction of Canada.
- **Step five:** Shortly thereafter, Rogers's wholly owned subsidiary company Rogers Communications would amalgamate horizontally with Shaw Cablesystems Limited and Shaw Pay-Per-View Ltd., and those three companies would continue as Rogers Communications. As a result of this amalgamation and continuance, Rogers

Communications would become the licensee of all of Shaw's licensed terrestrial BDUs, as well as the DTH pay-per-view service, and Shaw's current ownership interest in CPAC Inc. would be held by Rogers Communications. In addition, Shaw Satellite Services Inc. and its direct subsidiary Star Choice Television Network Incorporated would become indirect subsidiaries of Rogers.

Immediately before the close of the transaction, Shaw Pay-Per-View Ltd. and Shaw Cablesystems Limited would surrender the licences for the on-demand services Shaw Pay-Per-View and Shaw On Demand, respectively, since Rogers is already licensed nationally to offer these services.

Considering the size and scope of the proposed transaction, the Commission intends to consider whether the proposed transaction is in the public interest. Since the Commission does not solicit competitive applications for changes in effective control of broadcasting undertakings, the onus is on the applicant to demonstrate that approval of the proposed transaction is in the public interest, that the tangible and intangible benefits of the transaction are commensurate with the size and nature of the transaction, and that the application represents the best possible proposal in the circumstances.

Impact on the competitive landscape

Shaw is the second largest national BDU and the third largest broadcasting and telecommunications company in Canada, with broadcasting assets in distribution and television services.

- Shaw Cablesystems Limited, the terrestrial BDU licensee, reported \$1.051 billion in revenues with 1.428 million subscribers in the 2019-2020 broadcast year. It operates licensed and exempt BDUs in the provinces of British Columbia, Alberta, Saskatchewan, Manitoba and Ontario.
- Shaw Direct, Shaw's DTH BDU, reported \$670 million in revenues with 687,000 subscribers in the 2019-2020 broadcast year. Shaw Direct operates nationally.
- Collectively, Shaw's licensed terrestrial and DTH BDUs represent 21.3% of national BDU revenues and 20.7% of subscribers.

Rogers is the third largest national BDU and second largest broadcasting and telecommunications company in Canada, with broadcasting assets in distribution, television and radio services.

- Rogers Communications Canada Inc., the terrestrial BDU licensee, reported \$1.306 billion in revenues with 1.509 million subscribers in the 2019-2020 broadcast year. It operates licensed and exempt BDUs in the provinces of Ontario, Quebec, New Brunswick, and Newfoundland and Labrador.
- Rogers's licensed terrestrial BDU operations represent 16.1% of national BDU revenues and 14.8% of subscribers. Should the Commission approve the present application, with

Rogers's acquisition of Shaw, these shares would increase to 37.4% of national BDU revenues and 35.5% of subscribers.

- Rogers operates 12 over-the-air (OTA) television stations, including the Citytv and OMNI networks. These services accounted for 12.9% of OTA television revenues nationally in the 2019-2020 broadcast year.
- Excluding its service OMNI Regional, which is granted mandatory distribution under paragraph 9(1)(h) of the *Broadcasting Act*, Rogers operates a number of other licensed discretionary television services, including several sports-related services. These services accounted for 16.7% of discretionary service revenues nationally in the 2019-2020 broadcast year.
- Rogers operates 57 radio stations across Canada. These services accounted for 13.8% of private commercial radio revenues nationally in the 2019-2020 broadcast year.

Impact on consumers

In the event the current transaction is approved, the Commission may wish to consider how the proposed transaction will affect current customers, and in particular, the migration of Shaw customers to Rogers. The Commission may wish to consider, among other things, the transition of services and contracts, service calls, billing practices, consumer recourse for complaints, consumer choice, and the consumer awareness of the availability of services. Further, the Commission may wish to consider how the proposed transaction will enhance the accessibility of services and remove barriers for consumers with disabilities.

Since 2016, the Commission has implemented measures to ensure the affordability of television services and to protect consumers by ensuring clarity in offers and promotions.

Specifically, pursuant to the *Broadcasting Distribution Regulations*, BDU licensees must offer, as an option to consumers, a basic service priced at no more than \$25/month (excluding equipment),² as well as all discretionary services both individually and in packages of up to 10 services.

BDU licensees must also adhere to the Television Service Provider Code, set out in the appendix to *The Television Service Provider Code*, Broadcasting Regulatory Policy CRTC 2016-1, 7 January 2016. This is a mandatory code that makes it easier for Canadians to understand their television service agreements and empowers customers in their relationships with BDUs.

In addition, in *Licence renewal of broadcasting distribution undertakings – Review of practices relating to the small basic service and flexible packaging options and imposition of various requirements*, Broadcasting Decision CRTC 2016-458, 21 November 2016, the Commission

² Some services must be included in the package, such as local and regional stations, services designated by the Commission under paragraph 9(1)(h) of the Act, educational services and, if offered, the community channel and the proceedings of the provincial legislature. Others are optional, such as stations affiliated with the four U.S. commercial networks (ABC, CBS, FOX, NBC) and PBS, local AM and FM radio stations, and other Canadian over-the-air stations.

described a list of best practices that would allow Canadians to form their own value proposition for television services, regardless of what services or products they choose.

In the event that the present transaction is approved, the Commission may wish to consider Rogers's strategy for migrating Shaw customers to Rogers, including customers who have disabilities who may have specific arrangements in place to enhance their access and experience, and how the proposed transaction could affect current Shaw and Rogers customers in the short and medium terms. The Commission may also wish to consider whether the transition would be consistent with the best practices referred to above.

Diversity of voices

BDUs play an important role in ensuring a diversity of voices in the broadcasting system by offering programming services in ways that meet the needs of consumers and serve the objectives of the *Broadcasting Act*. BDUs that offer a community channel also contribute to the plurality of editorial voices in local markets.

In *Regulatory policy – Diversity of Voices*, Broadcasting Public Notice CRTC 2008-4, 15 January 2008 (the Diversity of Voices Policy), the Commission noted that, as a general rule, it would not approve applications for a change in the effective control of BDUs where this would result in one person being in a position to effectively control the delivery of programming services in any given market. Furthermore, in analyzing any such transactions, the Commission is primarily concerned with preserving the diversity of programming voices in a market and will give due consideration to factors such as the following:

- the regulatory framework for BDUs;
- the market share of other BDU services;
- the impact of unregulated distribution services;
- the extent to which a transaction could change the respective negotiating power of the BDU(s) and programming service providers;
- the impact on community channels or community programming undertakings;
- the size of the market; and
- the majority language of the market.

The Commission notes that since the mid-1990s, it has had a competitive and open-entry approach to licensing BDUs, thereby allowing more than one BDU to operate in a licensed service area.³ Rogers submits that it currently does not operate a BDU in a market currently

³ Further, in *Revised exemption order for terrestrial broadcasting distribution undertakings serving fewer than 20,000 subscribers*, Broadcasting Regulatory Policy CRTC 2015-543 and Broadcasting Order CRTC 2015-544, 9 December 2015, the Commission broadened the exemption order for terrestrial BDUs to allow BDUs with fewer

licensed to Shaw and that approval of its application would therefore not contravene the Diversity of Voices Policy. Furthermore, Rogers notes that the DTH BDU known as Bell Satellite TV is available as a competitor across all markets.

Local and community programming

The Diversity of Voices Policy aims to, among other things, further the objectives of the *Broadcasting Act* by ensuring that consumers have access to a diversity of programming that is of high standard, as well as to a plurality of editorial voices in local markets.

In the event that the current transaction is approved, the Commission may wish to consider the applicant's proposals and commitments regarding local and community programming. More specifically, the Commission may wish to consider the manner in which the proposed transaction may affect the level of locally reflective and locally relevant content that would be provided to Canadians under Rogers's current proposals. In addition, the Commission may wish to consider how this transaction could improve access to and the representation of underrepresented communities⁴ in the Canadian broadcasting system.

Local programming

In *Policy framework for local and community television*, Broadcasting Regulatory Policy CRTC 2016-224, 15 June 2016 (the Local and Community Television Policy), the Commission permitted the leveraging of resources of vertically integrated groups to support local news by allowing a certain amount of funding flexibility. To that end, BDUs benefit from certain flexibilities that include:

- (a) the ability to transfer a portion of their required local expression contribution to local television stations to fund local news programming; or
- (b) the ability to transfer certain local expression contributions from one community channel to another.

Local news and information

Rogers operates a network of English-language television stations operating under the Citytv brand in markets that include originating stations in Vancouver, British Columbia; Calgary and Edmonton, Alberta; Portage La Prairie/Winnipeg, Manitoba; Toronto, Ontario; and Montréal, Quebec. Additionally, it operates a number of multilingual and multi-ethnic television stations under the OMNI brand, with originating stations in Vancouver, Calgary, Edmonton and Toronto. Corus Entertainment Inc. (Corus) currently operates a network of English-language television stations, operating under the Global brand, with originating stations in 16 markets in British

than 20,000 subscribers to enter and compete in larger markets with licensed BDUs without first having to get a licence, thereby providing Canadians with a greater choice of TV service providers.

⁴ Underrepresented communities would include for example official language minority communities, Canadians from racialized communities and Canadians with diverse ethno-cultural backgrounds, socio-economic statuses, abilities and disabilities, sexual orientations, gender identities and expressions, and ages.

Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec, New Brunswick and Nova Scotia.⁵

Sections 34 and 35 of the *Broadcasting Distribution Regulations* provide for the funding of local expression by BDUs. In light of the flexibility offered by the Local and Community Television Policy, according to the aggregate annual returns filed by Rogers for the 2019-2020 broadcast year, Rogers directed \$7.2 million to the production of local news on its Citytv stations. In its aggregate annual return, Shaw reported that it devoted \$12.94 million to Corus for the purpose of creating and broadcasting locally reflective news.

In the event that the current transaction is approved, the Commission may want to consider the possible impact on the funding of locally reflective news, as well as on the delivery of such programming to Canadians, to better understand the impact on the diversity of voices, including regional voices, reflected in the Canadian broadcasting system.

Community programming

BDUs that offer a community channel contribute to the plurality of editorial voices in local markets. Licensed BDUs that distribute a linear community channel must ensure that they are doing so in accordance with the applicable sections of the *Broadcasting Distribution Regulations* relating to this type of programming and to contributions to local expression, Canadian programming and community television.⁶

In its application, Rogers, on behalf of Shaw, stated that Rogers's prospective stewardship of Shaw's community channels, which serve various communities throughout Western Canada, constitutes an important intangible benefit of the transaction. The application indicated that Rogers intends to adopt the same model for community programming in communities outside of the metropolitan markets it currently serves and Rogers committed to supporting and strengthening the role of community television within the broadcasting system.

Therefore, the Commission may wish to consider Rogers's community programming strategy for Shaw's community channels and whether there would be any impact on those community channels should the transaction be approved.

⁵ It also operates the English-language education television service "City Saskatchewan." This service, which is licensed as a television station but operates without an over-the-air transmitter, offers commercial-free educational programming for no less than 50% of the broadcast week, as well as Citytv programming for the remainder of the broadcast week.

⁶ The conditions relating to the community channel that are applicable to exempt BDUs are set out in *Revised exemption order for terrestrial broadcasting distribution undertakings serving fewer than 20,000 subscribers*, Broadcasting Regulatory Policy CRTC 2017-319 and Broadcasting Order CRTC 2017-320, 31 August 2017. For BDUs distributing a community programming service on an on-demand basis, the requirements are imposed as conditions of licence on their related on-demand services and set out in the appendix to *Standard requirements for on-demand services*, Broadcasting Regulatory Policy CRTC 2017-138, 10 May 2017.

Certified independent production funds

BDUs are required to make contributions to Canadian programming. At their discretion, BDUs may provide funding to one or more certified independent production funds. A number of these funds are certified by the Commission further to *Policy framework for Certified Independent Production Funds*, Broadcasting Regulatory Policy CRTC 2016-343, 25 August 2016. Certified independent production funds (CIPF), which are governed independently from those entities that provide funding, are nevertheless often branded in a way that reflects where the majority of their funding is derived.

Rogers currently provides funding to the Rogers Documentary Fund and the Rogers Cable Network Fund. In the 2019-2020 broadcast year, Rogers contributed \$7.36 million to CIPFs. Shaw, for its part, provides funding to the Shaw Rocket Fund. According to the Shaw Rocket Fund's 2020 Annual Report, the majority of the contributions that fund the Shaw Rocket Fund came from Shaw Communications Inc. and Shaw Direct. The Commission notes that in the 2019-2020 broadcast year, Shaw made a contribution of \$5.694 million to CIPFs.

Should the transaction be approved, the Commission may wish to consider the impact of the contributions currently made by Shaw to the Shaw Rocket Fund, as well as those contributions made by Rogers to CIPFs. The Commission may also wish to discuss the impact of Rogers's proposal that the contributions it would continue to make to the Shaw Rocket Fund, on the one hand, and to the Rogers funds, on the other, would be combined, with the amount of the contributions being split evenly between the two sets of funds, which would include support for Canadian programming directed at children and youth.

Satellite relay distribution undertakings

SRDUs are licensed undertakings that transport broadcasting services and make those services available to BDUs, which then offer them to their subscribers. SRDU licences encompass the reception of OTA television stations and of some non-Canadian programming services, as well as their delivery to terrestrial BDUs, but not the transport of Canadian discretionary services.

Similarly, terrestrial relay distribution undertakings (TRDU) receive the programming services of programming undertakings, Canadian or non-Canadian, and distribute these programming services to BDUs. However, TRDUs are exempt from licensing.

There are currently only two licensed SRDUs in Canada, those of Shaw Satellite Services Inc., which is part of the proposed transaction, and Bell ExpressVu Inc. (the general partner), and Bell Canada (the limited partner), carrying on business as Bell ExpressVu Limited Partnership.

Given the importance of Shaw's SRDU in the signal transport sector, and in consideration of Rogers's exempt TRDU, the Commission may wish to consider the impact of the proposed acquisition on the delivery of signals to distribution undertakings.

Impact on non-affiliated programming services

If the Commission approves the transaction, the resulting entity would have approximately 3.624 million wireline subscribers in addition to a national reach through Shaw's existing DTH service.

Furthermore, the Commission notes that since the creation of Corus in 1999, Shaw Communications and Corus were effectively controlled by the late JR Shaw pursuant to the Shaw Family Living Trust agreement and have been considered as a vertically integrated entity under the Diversity of Voices Policy. The Commission may pose questions to better understand how this proposed transaction will impact non-affiliated programming services, which conduct business with both Rogers and Shaw, such as Corus.

Therefore, programming services would be required to negotiate affiliation agreements with one larger BDU rather than with two BDUs operating principally in distinct regions of the country.

Additionally, the number of unaffiliated programming services could grow given the proposed structural separation between Rogers and Corus.

The Commission may wish to consider the possible impact of the transaction on the relationship between Rogers and its non-affiliated programming services,⁷ including the impact on current affiliation agreements, longer-term effects on independent programming services, and whether current safeguards remain appropriate.

Additionally, Corus operates various English- and French-language licensed television stations, as well as 29 discretionary services (26 English-language and 3 French-language).

Corus is also considered a related programming undertaking (i.e., a programming undertaking affiliated with Shaw's BDUs) for the purpose of subsection 19(3) of the *Broadcasting Distribution Regulations*, which requires vertically integrated BDUs to provide at least one independent programming service in the same language, where available, for each related programming undertaking that it distributes in the licensed area (also known as the 1:1 ratio).

In its application, Rogers noted that members of the board of directors of the controlling entity of Corus would also be members of the board of directors of Rogers. It confirmed that, following completion of the transaction, the Corus programming services would be considered independent programming undertakings since Corus's current affiliation with Shaw's BDUs would terminate. It also confirmed that the programming services operated by Corus would not be related programming undertakings in relation to the combined company.

Therefore, the Commission may wish to consider how this change in Corus's status from a related undertaking to an independent undertaking could impact the support to existing independent services, as well as the negotiations between Rogers and Corus.

⁷ As defined in section 1 of the *Broadcasting Distribution Regulations* (related programming undertaking and unrelated programming undertaking).

Safeguards and remedies

The Commission may wish to consider the applicant's proposals regarding additional safeguards and current regulatory safeguards that restrict potential anti-competitive behaviour, including, but not limited to:

- (a) adherence to the Code of conduct for commercial arrangements and interactions,⁸ the expansion of the prohibition on tied selling, and the availability of programming rights for competing distributors;
- (b) adherence to the provisions of the Wholesale Code, set out in the appendix to *The Wholesale Code*, Broadcasting Regulatory Policy CRTC 2015-438, 24 September 2015, which is a requirement limited to licensed programming and distribution undertakings, and serves as a guideline for undertakings operating under an exemption order, and
- (c) undue preference or disadvantage clauses contained in various Commission broadcasting regulations and policies.

The Commission may also wish to explore possible remedial actions that could be taken in case of non-compliance with existing safeguards and whether there is a need for imposing new safeguards, should the proposed transaction be approved.

Value of the transaction

The Commission may wish to consider the value of the transaction, the valuation methodology applied to the value of the transaction, and how the value has been allocated between the various broadcasting undertakings.

Rogers submitted that the total value of the transaction is approximately \$26 billion, which includes an equity value of approximately \$20 billion and approximately \$6 billion in assumed debt (\$4.55 billion) and assumed leases (\$704 million). As it relates to the services subject to the Commission's review and approval, Rogers is proposing a value of the transaction of \$57,459,991, representing 0.226% of the total acquisition cost (\$25,447,200,722), which was calculated using the revenue allocation method.

Tangible benefits

In *Simplified approach to tangible benefits and determining the value of the transaction*, Broadcasting Regulatory Policy CRTC 2014-459, 5 September 2014 (the Tangible Benefits Policy), the Commission stated that its practice is to require tangible benefits for ownership transactions involving all broadcasting undertakings except for BDUs. Under the Tangible Benefits Policy, applicants are required to propose tangible benefits amounting to a minimum of 10% of the value of the transaction for all conventional and specialty television assets involved

⁸ Set out in Appendix 1 to *Regulatory framework relating to vertical integration*, Broadcasting Regulatory Policy CRTC 2011-601, 21 September 2011, as corrected by *Regulatory framework relating to vertical integration - Correction*, Broadcasting Regulatory Policy CRTC 2011-601-1, 14 October 2011

in the transaction. In regard to Shaw's licensed DTH pay-per-view operations and the change in control of CPAC Inc., these portions of the transaction would be subject to tangible benefits.

Rogers is proposing a tangible benefits package totalling \$5,746,000, which is equivalent to 10% of the proposed applicable value of the transaction, consistent with the Tangible Benefits Policy.

Rogers is requesting the flexibility to contribute the discretionary portion of the tangible benefits package over a shorter period of time than the standard seven years set out in the Tangible Benefits Policy, in order to support recipients who may be in need of an infusion of new funding to help them recover from the COVID-19 pandemic.

Rogers confirmed that it would ensure that all tangible benefits contributions would be expended within the seven-year timeframe.

The Commission may wish to consider the proposed benefits package in terms of how it serves the public interest more broadly and compliance with the Tangible Benefits Policy, as well as alternative proposals with respect to the benefits.

CPAC Inc.

CPAC Inc. is a federally incorporated, not-for-profit company that is owned by companies that own and control BDUs. Through its licensed and exempt programming services, it is unique in its focus of providing coverage of the proceedings of the House of Commons and of the committees of the House and the Senate, as well as in-depth public affairs content in both official languages. Since CPAC Inc. operates on a not-for-profit basis, all revenue generated is used to fund the services' programming to Canadians. As mentioned above, pursuant to Broadcasting Order 2018-330, the CPAC services were granted mandatory distribution on the basic service until 31 August 2023.

Pursuant to the Plan, the proposed transaction includes the transfer of the ownership of 25.17% of the shares currently held by Shaw Cablesystems Limited to Rogers Communications, which already owns 41.58% of the shares. This would make Rogers the majority shareholder, with a cumulative 66.75% ownership of the shares of CPAC Inc.

The Commission may wish to consider the safeguards proposed by Rogers to ensure that the governance of CPAC Inc. at the level of its board of directors, and the programming offered by the service and editorial voice, are not unduly affected in the event that the proposed transaction is approved.

Additional information may be placed on the public record as it becomes available. The Commission encourages interested persons and parties to monitor the record of the proceeding, available on the Commission's website, for additional information that they may find useful when preparing their submissions.

Applicant's address

Address: 333 Bloor Street East, 10th Floor

Toronto, Ontario M4W 1G9

Email: Cable.regulatory@rci.rogers.com

Email to request electronic version of application: Cable.regulatory@rci.rogers.com

Procedure

Deadline for interventions, comments or answers

13 September 2021

The *Canadian Radio-television and Telecommunications Commission Rules of Practice and Procedure* (the Rules of Procedure) apply to the present proceeding. The Rules of Procedure set out, among other things, the rules for content, format, filing and service of interventions, answer, replies and requests for information; the procedure for filing confidential information and requesting its disclosure; and the conduct of public hearings. Accordingly, the procedure set out below must be read in conjunction with the Rules of Procedure and related documents, which can be found on the Commission's website under "Statutes and Regulations." *Guidelines on the CRTC Rules of Practice and Procedure*, Broadcasting and Telecom Information Bulletin CRTC 2010-959, 23 December 2010, provides information to help interested persons and parties understand the Rules of Procedure so that they can more effectively participate in Commission proceedings.

An intervention or an answer from a respondent must be filed with the Commission and served on the applicant on or before the above-mentioned date. An answer from a respondent must also be served on any other respondent.

Interventions and answers must clearly identify the application referred to and indicate whether parties support or oppose the application, or, if they propose changes to it, include the facts and grounds for their proposal.

The intervention or answer must include one of the following statements in either the first or the last paragraph:

1. I request to appear at the public hearing.
2. I do not want to appear at the public hearing.

If parties wish to appear, they must provide reasons why their written interventions or answers are not sufficient and why an appearance is necessary. Parties requiring communications support must state their request on the first page of their intervention. Only those parties whose requests to appear have been granted will be contacted by the Commission and invited to appear at the public hearing.

As noted above, the Commission intends to hold a hybrid hearing. Specifically, the Commission intends to hold an in-person hearing in the National Capital Region while making it possible for parties to participate remotely. In addition, given the importance of Shaw and its operations for Western Canada, and given that Shaw's headquarters is located in Calgary, Alberta, a satellite appearing location in Calgary may be made available to facilitate remote participation for parties in that location. Parties interested in appearing remotely, including from the possible satellite appearing location in Calgary, should indicate their preference when filing their interventions.

Parties are permitted to coordinate, organize, and file, in a single submission, interventions by other interested persons who share their position but do not wish to appear at the hearing. Information on how to file this type of submission, known as a joint supporting intervention, as well as a template for the covering letter to be filed by the parties, can be found in *Changes to certain practices for filing interventions – Expansion of filing practices to include the filing of joint supporting comments for broadcasting policy proceedings*, Broadcasting Information Bulletin CRTC 2010-28-1, 10 December 2010.

Additional information may be placed on the public record as it becomes available. The Commission encourages interested persons and parties to monitor the record of the proceeding, available on the Commission's website, for additional information that they may find useful when preparing their submissions.

Submissions longer than five pages should include a summary. Each paragraph of all submissions should be numbered, and the line *****End of document***** should follow the last paragraph. This will help the Commission verify that the document has not been damaged during electronic transmission.

Pursuant to *Filing submissions for Commission proceedings in accessible formats*, Broadcasting and Telecom Information Bulletin CRTC 2015-242, 8 June 2015, the Commission expects incorporated entities and associations, and encourages all Canadians, to file submissions for Commission proceedings in accessible formats (for example, text-based file formats that allow text to be enlarged or modified, or read by screen readers). To provide assistance in this regard, the Commission has posted on its website [guidelines](#) for preparing documents in accessible formats.

Submissions must be filed by sending them to the Secretary General of the Commission using **only one** of the following means:

by completing the
[\[Intervention/comment/answer form\]](#)

or

by mail to
CRTC, Ottawa, Ontario K1A 0N2

or

by fax at
819-994-0218

A true copy of each intervention or answer from a respondent must be sent to the applicant and, in the case of a respondent to an application, to any other respondent.

Parties who send documents electronically must ensure that they will be able to prove, upon Commission request, that filing, or where required, service of a particular document was

completed. Accordingly, parties must keep proof of the sending and receipt of each document for 180 days after the date on which the document is filed or served. The Commission advises parties who file or serve documents by electronic means to exercise caution when using email for the service of documents, as it may be difficult to establish that service has occurred.

In accordance with the Rules of Procedure, a document must be received by the Commission and all relevant parties by 5 p.m. Vancouver time (8 p.m. Ottawa time) on the date it is due. Parties are responsible for ensuring the timely delivery of their submissions and will not be notified if their submissions are received after the deadline. Late submissions, including those due to postal delays, will not be considered by the Commission and will not be made part of the public record.

The Commission will not formally acknowledge submissions. It will, however, fully consider all submissions, which will form part of the public record of the proceeding, provided that the procedure for filing set out above has been followed.

Parties requiring communications support such as assistance listening devices and sign language interpretation are requested to inform the Commission at least twenty (20) days before the commencement of the public hearing so that the necessary arrangements can be made.

Important notice

All information that parties provide as part of this public process, except information designated confidential, whether sent by postal mail, fax, email or through the Commission's website at www.crtc.gc.ca, becomes part of a publicly accessible file and will be posted on the Commission's website. This information includes personal information, such as full names, email addresses, postal/street addresses, telephone and fax numbers, etc.

The personal information that parties provide will be used and may be disclosed for the purpose for which the information was obtained or compiled by the Commission, or for a use consistent with that purpose.

Documents received electronically or otherwise will be put on the Commission's website in their entirety exactly as received, including any personal information contained therein, in the official language and format in which they are received. Documents not received electronically will be available in PDF format.

The information that parties provide to the Commission as part of this public process is entered into an unsearchable database dedicated to this specific public process. This database is accessible only from the web page of this particular public process. As a result, a general search of the Commission's website with the help of either its own search engine or a third-party search engine will not provide access to the information that was provided as part of this public process.

Availability of documents

An electronic version of the application is available on the Commission's website at www.crtc.gc.ca by selecting the application number within this notice. It are also available from

the applicant, either on its website or upon request by contacting the applicant at its email address, provided above.

Electronic versions of the interventions and answers, as well as of other documents referred to in this notice, are available on the Commission's website at www.crtc.gc.ca by visiting the "Consultations and hearings – Have your say!" section, then selecting "our applications and processes that are open for comment". Documents can then be accessed by clicking on the links in the "Subject" and "Related Documents" columns associated with this particular notice.

Documents are also available at the following address, upon request, during normal business hours.

Les Terrasses de la Chaudière
Central Building
1 Promenade du Portage
Gatineau, Quebec
J8X 4B1
Tel.: 819-997-2429
Fax: 819-994-0218

Toll-free telephone: 1-877-249-2782
Toll-free TTY: 1-877-909-2782

Secretary General

Appendix to Broadcasting Notice of Consultation CRTC 2021-281

Licensed terrestrial broadcasting distribution undertakings operated by Shaw Cablesystems Limited

Province	Location
British Columbia	Coquitlam, Kelowna, Langford, Nanaimo, New Westminister, Vancouver (2 undertakings), Victoria and White Rock
Alberta	Calgary, Edmonton (2 undertakings) and Red Deer
Saskatchewan	Saskatoon
Manitoba	Winnipeg (2 undertakings)