

# **New Jersey Public Broadcasting Authority Meeting of the Members of the Board**

August 2, 2017 at 11:00 a.m.

Department of the Treasury  
Conference Room and by Conference Call  
225 W. State Street, 4th Floor  
Trenton, NJ 08608

## **MINUTES**

Ford M. Scudder, Chair, Presiding

Minutes of the meeting of the New Jersey Public Broadcasting Authority (“NJPBA” or “Authority”) held at the Conference Room of the Department of the Treasury, 225 W. State Street, 4th Floor, Trenton, NJ 08608, and by Conference Call on August 2, 2017 at 11:01 a.m.

### **1. CALL TO ORDER, OPEN PUBLIC MEETINGS ACT STATEMENT AND ROLL CALL**

Chair Ford Scudder called the meeting to order. Chair Scudder read the Open Public Meetings Act statement as follows: In accordance with the provisions of the Open Public Meetings Act of the State of New Jersey, notice of this meeting has been filed with the Office of the Secretary of State, has been posted on the appropriate bulletin boards maintained for such purposes by the Authority, and distributed by press release to two daily newspapers in New Jersey. Notice was made in advance of this meeting.

Chair Scudder then requested a roll call. NJPBA Members present and participating at the meeting were Ford Scudder; John Inglesino (*via phone*); and Anthony Della Pelle (*via phone*). Also present and participating were Kavin Mistry, Assistant Attorney General; John Blair, NJPBA Executive Director; Steven Petrecca, Associate Deputy State Treasurer; Nicholas Kant, Governor’s Authorities Unit; Charles Datz, NJPBA Assistant Director of Engineering; and Nichol R. Gee, NJPBA Assistant Chief of Office Services (*taking minutes*).

### **2. RESOLUTION APPROVING THE MINUTES OF THE AUGUST 10, 2016 MEETING**

Chair Scudder asked for a motion to approve a Resolution Approving the Minutes of the August 10, 2016 Meeting. Mr. Della Pelle made a motion to approve the resolution. Mr. Inglesino seconded the motion. Chair Scudder asked for a voice vote. The motion to approve the Resolution Approving the Minutes of the August 10, 2016 Meeting was voted upon and approved unanimously.

**3. RESOLUTION APPROVING THE EXECUTIVE SESSION MINUTES OF THE AUGUST 10, 2016 MEETING**

Chair Scudder asked for a motion to approve a Resolution Approving the Executive Session Minutes of the August 10, 2016 Meeting. Mr. Inglesino made a motion to approve the resolution. Mr. Della Pelle seconded the motion. Chair Scudder asked for a voice vote. The motion to approve the Resolution Approving the Executive Session Minutes of the August 10, 2016 Meeting was voted upon and approved unanimously.

**4. RESOLUTION APPROVING THE EXECUTIVE SESSION MINUTES OF THE NOVEMBER 9, 2015 MEETING**

Chair Scudder asked for a motion to approve a Resolution Approving the Executive Session Minutes of the November 9, 2015 Meeting. Mr. Della Pelle made a motion to approve the resolution. Mr. Inglesino seconded the motion. Chair Scudder asked for a voice vote. The motion to approve the Resolution Approving the Executive Session Minutes of the November 9, 2015 Meeting was voted upon and approved unanimously.

**5. REPORT FROM THE AUDIT COMMITTEE**

Chair Scudder asked Mr. Della Pelle, Chair of the Audit Committee (the “Committee”), to report on the Fiscal Year 2016 and 2017 audits. Mr. Della Pelle stated that the Committee convened to review and approve the Fiscal Year 2016 Audit Report prepared by Mercadien, P.C. (“Mercadien”) and recommended the Board accept the Fiscal Year 2016 Audit Report at this meeting. Mr. Della Pelle said the Committee also recommended that the Board engage Mercadien for the Fiscal Year 2017 audit. He stated that the Authority was only able to issue an RFP for a single year under the State contract, and Mercadien was the only firm to reply. Mr. Della Pelle said the State was seeking a new, multi-year contract, and that the Authority would then be able to engage in a more robust RFP and screening process to select an appropriate audit firm for the next several years after Fiscal Year 2017.

**6. REPORT FROM THE EXECUTIVE DIRECTOR**

Chair Scudder asked Executive Director John Blair to report to the Board. Mr. Blair stated that the Federal Communications Commission (“FCC”) Spectrum Auction was completed in April, and the NJPBA received \$332 million for relinquishing excess bandwidth and would continue broadcasting with no loss of service. The funds were initially deposited in the NJPBA Trust Fund where \$10 million would remain for the capital needs of the NJPBA. The balance would be transferred to the State’s General Fund through a language provision in the Fiscal Year 2018 appropriations act. Mr. Blair stated that the television licenses associated with the released bandwidth will share the broadcast bandwidth of the remaining television licenses in New Brunswick and Camden, and the Camden station would be undergoing a channel change.

Mr. Blair stated that work continued on the preservation of the NJN Archives. The current phase of work was made possible by a grant to Public Media NJ, Inc. (“PMNJ”) from the Robert Wood Johnson Foundation, with matching funds provided by the NJPBA. Staff was preparing to ship approximately 5,000 tapes to a digitization contractor, and an additional 5,000 tapes would follow next year through an extension to the project previously approved by the Board and budgeted for in the capital budget. A partnership with the Eagleton Institute on the American Governor was in development so they could make many hours of NJN’s political coverage available to the public through their web site.

Mr. Blair stated that the work on capital projects to maintain and improve the facilities and infrastructure of the NJPBA was ongoing. Due to some substantial changes in the anticipated available funding for these projects, as well as an emergency condition at the Lawrenceville Tower, a resolution will be presented to the Board later in during the meeting to amend and correct the current capital budget, and approve a multi-year capital plan that has been reprioritized to expected funding levels.

Mr. Blair reported that he was closely monitoring the situation regarding cutting or eliminating federal funding for the Corporation for Public Broadcasting (“CPB”). He said NJPBA receives approximately \$1.2 million annually from CPB as a Community Service Grant, and those funds were passed through to PMNJ. The loss of those funds would have a significant impact on PMNJ.

Mr. Blair reported that PMNJ entered into an agreement with Japan’s national television distributor NHK in which PMNJ will broadcast a second programming stream for the purpose of distributing NJK’s English language channel in New Jersey. Mr. Blair said public broadcasters could not enter into such an arrangement for straight compensation, but it was permissible to recover some expenses related to broadcasting and distribution. He said staff reviewed the program stream and had no objections.

Mr. Blair indicated that the next board meeting may be at PMNJ in Newark so that the Members could meet face-to-face and receive a report from PMNJ. Mr. Blair asked if there were any questions. There were none. Mr. Della Pelle stated that he would like to meet in Newark and hear from PMNJ, and the Members concurred.

## **7. ELECTION OF CHAIR**

Chair Scudder requested nominations for Chair of the New Jersey Public Broadcasting Authority. Mr. Della Pelle made a motion to appoint Ford Scudder as Chair of the New Jersey Public Broadcasting Authority. Mr. Inglesino seconded the motion. Chair Scudder asked for a voice vote. The motion to appoint Ford Scudder as Chair of the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

## **8. ELECTION OF VICE CHAIR**

Chair Scudder requested nominations for Vice Chair of the New Jersey Public Broadcasting Authority. Mr. Della Pelle made a motion to appoint John Inglesino as Vice

Chair of the New Jersey Public Broadcasting Authority. Chair Scudder seconded the motion. Chair Scudder asked for a voice vote. The motion to appoint John Inglesino as Vice Chair of the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

## **9. ELECTION OF SECRETARY**

Chair Scudder made a motion to appoint John Blair as Secretary of the New Jersey Public Broadcasting Authority. Mr. Inglesino seconded the motion. Chair Scudder asked for a voice vote. The motion to appoint John Blair as Secretary of the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

## **10. ELECTION OF TREASURER**

Chair Scudder requested nominations for Treasurer of the New Jersey Public Broadcasting Authority. Mr. Inglesino made a motion to appoint Anthony Della Pelle as Treasurer of the New Jersey Public Broadcasting Authority. Chair Scudder seconded the motion. Chair Scudder asked for a voice vote. The motion to appoint Anthony Della Pelle as Treasurer of the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

## **11. RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY ACCEPTING THE FISCAL YEAR 2016 AUDIT REPORT**

### **RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY ACCEPTING THE FISCAL YEAR 2016 AUDIT REPORT**

**WHEREAS**, the New Jersey Public Broadcasting Authority (the “Authority”) was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the “Original Act”), including by the New Jersey Public Broadcasting System Transfer Act, L. 2010, c. 104 (the “Transfer Act,” and together with the Original Act, the “Act”); and

**WHEREAS**, the Audit Committee established pursuant to Article IX, Section 1 of the By-Laws and in accordance with the requirements of Executive Order No. 122 (McGreevey 2004) (“EO 122”) has reviewed the Independent Auditor Report from the firm of Mercadien, P.C., the Independent Auditor to the Authority, for Fiscal Year 2016 (“Fiscal Year 2016 Audit Report”); and

**WHEREAS**, the Audit Committee recommends acceptance of the Fiscal Year 2016 Audit Report by the Authority; and

**WHEREAS**, the Authority desires to accept the Fiscal Year 2016 Audit Report.

**NOW, THEREFORE, BE IT RESOLVED BY THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:**

1. The Authority hereby accepts the Fiscal Year 2016 Audit Report from the firm of Mercadien, P.C., the Independent Auditor to the Authority.
2. This resolution shall take effect immediately in accordance with the Act.

Chair Scudder asked for a motion to approve the Resolution of the New Jersey Public Broadcasting Authority Accepting the Fiscal Year 2016 Audit Report. Mr. Inglesino made the motion to approve the resolution. Mr. Della Pelle seconded the motion. Chair Scudder asked for a voice vote. The motion to approve the Resolution of the New Jersey Public Broadcasting Authority Accepting the Fiscal Year 2016 Audit Report was voted upon and approved unanimously.

## **12. RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING THE ENGAGEMENT OF AN INDEPENDENT AUDITOR**

### **RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING THE ENGAGEMENT OF AN INDEPENDENT AUDITOR**

**WHEREAS**, the New Jersey Public Broadcasting Authority (the “Authority”) was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the “Original Act”), including by the New Jersey Public Broadcasting System Transfer Act, L. 2010, c. 104 (the “Transfer Act,” and together with the Original Act, the “Act”); and

**WHEREAS**, the Authority is constituted as an instrumentality of the State exercising public and essential governmental functions; and

**WHEREAS**, the Authority needs to engage the services of an independent auditor to provide independent audit services for the fiscal year ending June 30, 2017, under the terms and conditions as set forth in the Request for Quote for Independent Audit Services issued by the Authority on May 2, 2017 (the “RFP”); and

**WHEREAS**, the policies and procedures of the State with regard to the selection of an independent auditor is governed by Executive Order No. 122 (McGreevey 2004) (the “Executive Order”); and

**WHEREAS**, Section 6 of the Executive Order provides that a competitive selection process conducted by the evaluation committee be utilized in selecting an independent auditor; and

**WHEREAS**, the RFP was distributed to twelve (12) accounting firms with responses due on May 16, 2017; and

**WHEREAS**, in response to the RFP, the Authority received one (1) proposal from the firm seeking to serve as the Authority’s independent auditor and the proposal was evaluated by the evaluation committee established pursuant to Section 6 of the Executive Order; and

**WHEREAS**, the proposal of Mercadien, P.C. conforms to the requirements of the RFP; and

**WHEREAS**, the evaluation committee has reviewed the responses to the RFP and has reported to the Audit Committee of the Authority concerning its evaluation of the responses to the RFP; and

**WHEREAS**, the Audit Committee of the Authority has reviewed the report of the evaluation committee and recommends to the Members of the Authority the selection of Mercadien, P.C. to serve as independent auditor in accordance with the terms and conditions of the RFP; and

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:**

1. The Authority hereby approves the selection of Mercadien, P.C. to serve as independent auditor for a one (1) year term in connection with the annual audit of the Authority for the fiscal year ending June 30, 2017.
2. The Authority hereby authorizes its Executive Director to do all such acts and things as may be necessary or desirable in connection with engaging Mercadien, P.C. to serve as independent auditor to the Authority.
3. This Resolution shall take effect upon adoption in accordance with the Act.

Chair Scudder asked for a motion to approve the Resolution of the New Jersey Public Broadcasting Authority Approving the Engagement of an Independent Auditor. Mr. Della Pelle made the motion to approve the resolution. Mr. Inglesino seconded the motion. Chair Scudder asked for a voice vote. The motion to approve the Resolution of the New Jersey Public Broadcasting Authority Approving the Engagement of an Independent Auditor was voted upon and approved unanimously.

**13. RESOLUTION APPROVING THE FISCAL YEAR 2018 BUDGET FOR THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY**

**RESOLUTION APPROVING THE FISCAL YEAR 2018 BUDGET FOR THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY**

**WHEREAS**, the New Jersey Public Broadcasting Authority (the “Authority”) was

created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the “Original Act”), including by the New Jersey Public Broadcasting System Transfer Act, L. 2010, c. 104 (the “Transfer Act,” and together with the Original Act, the “Act”); and

**WHEREAS**, the Members of the Authority are required to approve a budget for the Authority; and

**WHEREAS**, the staff of the Authority recommends approval of the budget for the time period beginning on July 1, 2017 through and including June 30, 2018 of the Authority (the “Fiscal Year 2018 Budget”) attached hereto as Exhibit A, authorizing a total expenditure of \$2,175,000 by the Authority during the course of Fiscal Year 2018.

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:**

1. The Members of the Authority hereby approve the Fiscal Year 2018 Budget of the Authority, as set forth in Exhibit A attached hereto and hereby authorize the Executive Director of the Authority to take all actions necessary to implement the Fiscal Year 2018 Budget, including the payment of legal fees for FCC special counsel and any costs to effectuate the Transfer Act.

2. In the event the amount eventually appropriated to the Authority as set forth in the Fiscal Year 2018 Appropriations Act differs from the amount set forth in the Fiscal Year 2018 Budget, the Executive Director is directed to prepare an amended Fiscal Year 2018 Budget taking into account such differences for consideration and approval by the Members of the Authority.

3. This resolution shall take effect immediately in accordance with the Act.

Chair Scudder asked for a motion to approve the Resolution Approving the Fiscal Year 2017 Budget for the New Jersey Public Broadcasting Authority. Mr. Inglesino made the motion to approve the resolution. Mr. Della Pelle seconded the motion. Chair Scudder asked for a roll call vote. The motion to approve the Resolution Approving the Fiscal Year 2018 Budget for the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

**14. RESOLUTION APPROVING A 2016-2017 CAPITAL BUDGET FOR THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY**

**RESOLUTION APPROVING AN AMENDED AND RESTATED  
2016-2017 CAPITAL BUDGET  
FOR THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY**

**WHEREAS**, the New Jersey Public Broadcasting Authority (the “Authority”) was

created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the “Original Act”), including by the New Jersey Public Broadcasting System Transfer Act, L. 2010, c. 104 (the “Transfer Act,” and together with the Original Act, the “Act”); and

**WHEREAS**, under the Programming and Services Agreement dated as of July 1, 2011 (the “Programming and Services Agreement”) by and between the New Jersey Public Broadcasting Authority (“NJPBA”) and Public Media NJ, Inc. (“PMNJ”), PMNJ has agreed to provide programming, including New Jersey-centric news, public affairs and information programming (the “Programming”), on the stations (WNJT(TV) Trenton, WNJB(TV) New Brunswick, WNJN(TV) Montclair, WNJS(TV) Camden, W35DK-D Sussex, W49BE-D Hackettstown, and W43CH-D Belvidere)(collectively, the “Stations”) in the State’s public broadcasting system; and

**WHEREAS**, the Authority is responsible for keeping in good working order and repair the transmission equipment and facilities, including, but not limited to, the Authority’s microwave hub site at Lawrenceville, N.J., transmitters and transmission lines, all necessary auxiliary facilities, and all electrical and utility services (collectively, the “Transmission Facilities”) serving the Stations in the State’s public broadcasting system; and

**WHEREAS**, the Authority adopted a capital budget on November 9, 2015, authorizing a total expenditure of \$2,800,000 by the Authority in 2016-2017 to undertake certain capital projects; and

**WHEREAS**, the Authority-approved projects and the amounts budgeted need to be revised based on changes in funding and updated costs for the Authority-approved capital projects; and

**WHEREAS**, the Authority adopted a 2017-2018 capital budget on August 10, 2016, authorizing \$100,000 for the Digital Conversation of Television Translators which was completed in 2017; and

**WHEREAS**, the Authority wishes to rescind the 2017-2018 Capital Budget and consolidate all capital funds expended through Fiscal Year 2017 under the 2016-2017 Capital Budget; and

**WHEREAS**, Authority staff recommends approval of an amended and restated 2016-2017 capital budget (the “Amended and Restated 2016-2017 Capital Budget”) attached hereto as Exhibit A, authorizing a total expenditure of \$2,140,000 by the Authority on the approved capital projects as described in the Amended and Restated 2016-2017 Capital Budget.

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:**

1. The Members of the Authority hereby approve the Amended and Restated 2016-2017 Capital Budget of the Authority, as set forth in Exhibit A attached hereto and hereby authorize the Executive Director of the Authority to take all actions necessary to implement the Amended and Restated 2016-2017 Capital Budget.

2. The Members of the Authority hereby rescind the 2017-2018 Capital Budget approved by the Members on August 10, 2016.

3. This resolution shall take effect immediately in accordance with the Act.

Chair Scudder asked for a motion to approve the Resolution Approving an Amended and Restated 2016-2017 Capital Budget for the New Jersey Public Broadcasting Authority. Mr. Della Pelle made the motion to approve the resolution. Mr. Inglesino seconded the motion. Chair Scudder asked for a voice vote. The motion to approve the Resolution Approving an Amended and Restated 2016-2017 Capital Budget for the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

**15. RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY TO PROVIDE FUNDS TO PUBLIC MEDIA NJ, INC. TO BE USED IN SUPPORT OF THE NJN ARCHIVES PROJECT**

**RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY TO PROVIDE FUNDS TO PUBLIC MEDIA NJ, INC. TO BE USED IN SUPPORT OF CONTINUED DEVELOPMENT OF THE NJN ARCHIVES PROJECT**

**WHEREAS**, the New Jersey Public Broadcasting Authority (the “Authority”) was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the “Original Act”), including by the New Jersey Public Broadcasting System Transfer Act, L. 2010, c. 104 (the “Transfer Act,” and together with the Original Act, the “Act”); and

**WHEREAS**, pursuant to the Transfer Act, the Authority entered into a Programming and Services Agreement (the “PMNJ Agreement”) dated as of July 1, 2012, with Public Media NJ, Inc. (“PMNJ”), whereby PMNJ has agreed to provide programming, including New Jersey-centric news, public affairs and information programming (the “Programming”) on the stations (WNJT(TV) Trenton, WNJB(TV) New Brunswick, WNJN(TV) Montclair, WNJS(TV) Camden, W35DK-D Sussex, W49BE-D Hackettstown, and W43CH-D Belvidere)(collectively, the “Stations”) in the State of New Jersey’s (the “State”) public broadcasting system;

**WHEREAS**, PMNJ is a New Jersey not-for-profit corporation, with WNET.ORG (“WNET”) as its sole member;

**WHEREAS**, PMNJ wishes to continue to collaborate and cooperate with the Authority in the advancement of the NJN Archives Project; and

**WHEREAS**, Section 22 of the Transfer Act established in the Department of the Treasury the Trust Fund for Support of Public Broadcasting (the “Trust Fund”) as a restricted, nonlapsing, revolving fund to be managed and invested by the State Treasurer; and

**WHEREAS**, all moneys appropriated to the Trust Fund, all interest accumulated on balances in the Trust Fund and all cash received for the Trust Fund from any other source are dedicated solely for the support of a public broadcasting system serving the State and all moneys in the Trust Fund are appropriated in such amounts determined by the State Treasurer to the entity or entities selected to operate a public broadcasting system pursuant to the Transfer Act; and

**WHEREAS**, PMNJ is willing to be the project manager for funding from any available sources that may be available to further the NJN Archives Project; and

**WHEREAS**, the State Treasurer intends to allocate \$400,000 from the Trust Fund (the “Trust Fund Allocation”) to the Authority for transfer to PMNJ for the purpose of being used and expended for the purposes of furthering the NJN Archives Project; and

**WHEREAS**, the Authority will enter into an memorandum of understanding with PMNJ concerning the next phase of the NJN Archives Project (the “MOU”) to ensure that the Trust Fund Allocation is used to further the Project; and

**WHEREAS**, the Authority wishes to authorize entering into the MOU and to authorize the transfer of the Trust Fund Allocation to PMNJ for the NJN Archives Project to be administered by PMNJ.

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:**

1. The Authority hereby authorizes the entry into the MOU and authorizes the Executive Director to execute and deliver the MOU.
2. The Authority hereby authorizes the Executive Director to take any and all action necessary to effectuate and implement the MOU, including, but not limited to, execution and delivery of documents in connection therewith.
3. The Authority hereby authorizes the Executive Director to take any and all action necessary to effectuate and implement the transfer of the Trust Fund Allocation to PMNJ for the purposes described in this resolution.
4. This resolution shall take effect immediately in accordance with the Act.

Chair Scudder asked for a motion to approve the Resolution of the New Jersey Public Broadcasting Authority to Provide Funds to Public Media NJ, Inc. to Be Used in Support of the NJN Archives Project. Mr. Inglesino made the motion to approve the resolution. Mr. Della Pelle seconded the motion. Chair Scudder asked for a roll call vote. The motion to approve the Resolution of the New Jersey Public Broadcasting Authority to Provide Funds to Public Media NJ, Inc. to Be Used in Support of the NJN Archives Project was voted upon and approved unanimously.

**16. RESOLUTION APPROVING A 2018-2020 CAPITAL BUDGET FOR THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY**

**RESOLUTION APPROVING A 2018-2020 CAPITAL BUDGET FOR THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY**

**WHEREAS**, the New Jersey Public Broadcasting Authority (the “Authority”) was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the “Original Act”), including by the New Jersey Public Broadcasting System Transfer Act, L. 2010, c. 104 (the “Transfer Act,” and together with the Original Act, the “Act”); and

**WHEREAS**, under the Programming and Services Agreement dated as of July 1, 2011 (the “Programming and Services Agreement”) by and between the New Jersey Public Broadcasting Authority (“NJPBA”) and Public Media NJ, Inc. (“PMNJ”), PMNJ has agreed to provide programming, including New Jersey-centric news, public affairs and information programming (the “Programming”), on the stations (WNJT(TV) Trenton, WNJB(TV) New Brunswick, WNJN(TV) Montclair, WNJS(TV) Camden, W35DK-D Sussex, W49BE-D Hackettstown, and W43CH-D Belvidere)(collectively, the “Stations”) in the State’s public broadcasting system; and

**WHEREAS**, the Authority is responsible for keeping in good working order and repair the transmission equipment and facilities, including, but not limited to, the Authority’s microwave hub site at Lawrenceville, N.J., transmitters and transmission lines, all necessary auxiliary facilities, and all electrical and utility services (collectively, the “Transmission Facilities”) serving the Stations in the State’s public broadcasting system; and

**WHEREAS**, the Authority will undertake certain capital projects with respect to the Transmission Facilities as more fully described in the capital budget for 2018 through 2020 (the “2018-2020 Capital Budget”) attached hereto as Exhibit A; and

**WHEREAS**, the staff of the Authority recommends approval of the 2018-2020 Capital Budget attached hereto as Exhibit A, authorizing a total expenditure of \$3,147,000.00 by the Authority during the course of the 2018-2020 Capital Budget; and

**WHEREAS**, the Treasurer of the State intends to appropriate \$3,147,000.00 to the

Authority from the Trust Fund for New Jersey Public Broadcasting for the purpose of undertaking the capital projects as set forth in the 2018-2020 Capital Budget, subject to the availability of funds; and

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:**

1. The Members of the Authority hereby approve the 2018-2020 Capital Budget of the Authority, as set forth in Exhibit A attached hereto and hereby authorize the Executive Director of the Authority to take all actions necessary to implement the 2018-2020 Capital Budget.

2. This resolution shall take effect immediately in accordance with the Act.

Chair Scudder asked for a motion to approve the Resolution Approving a 2018-2020 Capital Budget for the New Jersey Public Broadcasting Authority. Mr. Della Pelle made the motion to approve the resolution. Mr. Inglesino seconded the motion. Chair Scudder asked for a voice vote. The motion to approve the Resolution Approving a 2018-2020 Capital Budget for the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

**17. RESOLUTION APPROVING AN AMENDMENT TO THE TOWER ACCESS AND LICENSE AGREEMENT BETWEEN BUDD LAKE TOWER, INC. AND THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY**

**RESOLUTION APPROVING A TOWER ACCESS AND LICENSE AGREEMENT BETWEEN BUDD LAKE TOWER INC. AND THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY**

**WHEREAS**, the New Jersey Public Broadcasting Authority (the “Authority”) was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the “Original Act”), including by the New Jersey Public Broadcasting System Transfer Act, L. 2010, c. 104 (the “Transfer Act,” and together with the Original Act, the “Act”); and

**WHEREAS**, the Authority wishes to enter into a Tower Access and License Agreement (the “Agreement”) with Budd Lake Tower Inc. (“Budd Lake”) for the purpose of receiving access and a license to place wireless telecommunications equipment on the Budd Lake Tower Inc. broadcasting tower located at Thomas Drive & Chery Dr., Oak Hill Manor, Hackettstown, New Jersey (the “Tower”); and

**WHEREAS**, the term of the Agreement will be for five (5) years with three, five (5) year renewal options, and the Authority will pay Budd Lake an initial rental fee of \$11,432.18 per year for location of the wireless telecommunications equipment being

installed pursuant to the Agreement. Upon each anniversary of the Agreement, the License Fee shall increase three percent (3%) over the previous year License Fee; and

**WHEREAS**, the Authority wishes to approve the entry into the Agreement with Budd Lake;

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:**

1. The Members of the Authority hereby approve the Agreement attached hereto as Exhibit A, in substantially the form presented to at this meeting and authorize the Executive Director to execute and deliver the Agreement, with such changes, revisions and omissions in consultation with the Office of the Attorney General.

2. The Members of the Authority hereby approve the execution and delivery of any documents necessary to effectuate and implement the Agreement, and authorize the Executive Director to take any and all action necessary to effectuate and implement the Agreement, including, but not limited to, execution and delivery of documents in connection therewith.

3. This resolution shall take effect immediately in accordance with the Act.

Chair Scudder asked for a motion to approve the Resolution Approving an Amendment to the Tower Access and License Agreement Between Budd Lake Tower, Inc. and the New Jersey Public Broadcasting Authority. Mr. Inglesino made the motion to approve the resolution. Mr. Della Pelle seconded the motion. Chair Scudder asked for a roll call vote. The motion to approve the Resolution Approving an Amendment to the Tower Access and License Agreement Between Budd Lake Tower, Inc. and the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

**18. RESOLUTION APPROVING A BASIC ORDERING AGREEMENT BETWEEN THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AND FBI**

**RESOLUTION APPROVING A BASIC ORDERING AGREEMENT BETWEEN THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AND FBI**

**WHEREAS**, the New Jersey Public Broadcasting Authority (the “Authority”) was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the “Original Act”), including by the New Jersey Public Broadcasting System Transfer Act, L. 2010, c. 104 (the “Transfer Act,” and together with the Original Act, the “Act”); and

**WHEREAS**, the Authority on October 1, 2006, enter into agreements (the “Former Agreements”) with the Federal Bureau of Investigation (the “FBI”) for the purpose of providing access and a license to place wireless telecommunications equipment on the

Authority's broadcasting tower located at 7 Geiger Lane, Warren, N.J. (the "Tower"); and

**WHEREAS**, the Authority wishes to enter into a Tower Access and License Agreement (the "Agreement") with the FBI for the purpose of providing access and a license to place wireless telecommunications equipment on the Authority's broadcasting tower located at 7 Geiger Lane, Warren, New Jersey (the "Tower"); and

**WHEREAS**, the term of the Agreement will be for one (1) year with up to nine (9) additional one-year option periods with an initial license fee of \$676.44 per year with a three percent per year license fee escalator; and

**WHEREAS**, FBI is only authorized to install equipment which has been approved by the Authority's engineering department and is consistent with current standards and policies; and

**WHEREAS**, the Authority wishes to approve the entry into the Agreement with FBI;

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:**

1. The Members of the Authority hereby approve the Agreement attached hereto as Exhibit A, in substantially the form presented to at this meeting and authorize the Executive Director to execute and deliver the Agreement, with such changes, revisions and omissions in consultation with the Office of the Attorney General.

2. The Members of the Authority hereby approve the execution and delivery of any documents necessary to effectuate and implement the Agreement, and authorize the Executive Director to take any and all action necessary to effectuate and implement the Agreement, including, but not limited to, execution and delivery of documents in connection therewith.

3. This resolution shall take effect immediately in accordance with the Act.

Chair Scudder asked for a motion to approve the Resolution Approving a Basic Ordering Agreement Between the New Jersey Public Broadcasting Authority and FBI. Mr. Della Pelle made the motion to approve the resolution. Mr. Inglesino seconded the motion. Chair Scudder asked for a roll call vote. The motion to approve the Resolution Approving a Basic Ordering Agreement Between the New Jersey Public Broadcasting Authority and FBI was voted upon and approved unanimously.

**19. RESOLUTION APPROVING AN AMENDMENT TO THE TOWER ACCESS AND LICENSE AGREEMENT BETWEEN THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AND DECAMP BUS LINES, INC.**

**RESOLUTION APPROVING AN AMENDMENT OF THE TOWER ACCESS**

**AND LICENSE AGREEMENT BETWEEN THE NEW JERSEY PUBLIC  
BROADCASTING AUTHORITY AND DECAMP BUS LINES, INC.**

**WHEREAS**, the New Jersey Public Broadcasting Authority (the “Authority”) was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the “Original Act”), including by the New Jersey Public Broadcasting System Transfer Act, L. 2010, c. 104 (the “Transfer Act,” and together with the Original Act, the “Act”); and

**WHEREAS**, the Authority on August 1, 2002, entered into a Lease Agreement (the “Former Agreement”) with the Decamp Bus Lines, Inc. for the purpose of providing access and a license to place wireless telecommunications equipment on the Authority’s broadcasting tower located at 42 Clove Road, Little Falls, New Jersey (the “Tower”); and

**WHEREAS**, the Authority wishes to enter into a First Amendment to Lease Agreement (the “Amendment”) with the Decamp Bus Lines, Inc. for the purpose of providing access and a license to place wireless telecommunications equipment on the Authority’s broadcasting tower located at 42 Clove Road, Little Falls, New Jersey (the “Tower”); and

**WHEREAS**, in order to make it economically feasible to retain Decamp Bus Lines, Inc. as a client on the Tower, Authority staff recommends to amending the rent escalator from ten percent (10%) to three percent (3%) in rent over the previous year rent beginning each August 1st, retroactive and effective beginning on August 1, 2016, with the rent fee of \$787.93 per month with a three percent (3%) per year rent fee escalator upon each two year automatic renewal period; and

**WHEREAS**, Decamp Bus Lines, Inc. is only authorized to install equipment which has been approved by the Authority’s engineering department and is consistent with current standards and policies; and

**WHEREAS**, the Authority wishes to approve the entry into the Amendment with Decamp Bus Lines, Inc.

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE  
NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:**

1. The Members of the Authority hereby approve the Amendment attached hereto as Exhibit A, in substantially the form presented to at this meeting and authorize the Executive Director to execute and deliver the Agreement, with such changes, revisions and omissions in consultation with the Office of the Attorney General.

2. The Members of the Authority hereby approve the execution and delivery of any documents necessary to effectuate and implement the Amendment, and authorize the Executive Director to take any and all action necessary to effectuate and implement the Amendment, including, but not limited to, execution and delivery of documents in connection therewith.

3. This resolution shall take effect immediately in accordance with the Act.

Chair Scudder asked for a motion to approve the Resolution Approving an Amendment to the Tower Access and License Agreement Between the New Jersey Public Broadcasting Authority and Decamp Bus Lines, Inc. Mr. Inglesino made the motion to approve the resolution. Mr. Della Pelle seconded the motion. Chair Scudder asked for a roll call vote. The motion to approve the Resolution Approving an Amendment to the Tower Access and License Agreement Between the New Jersey Public Broadcasting Authority and Decamp Bus Lines, Inc. was voted upon and approved unanimously.

**20. RESOLUTION APPROVING A TOWER ACCESS AND LICENSE AGREEMENT BETWEEN SUBCARRIER COMMUNICATIONS AND THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY**

**RESOLUTION APPROVING A TOWER ACCESS AND LICENSE AGREEMENT BETWEEN SUBCARRIER COMMUNICATIONS AND THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY**

**WHEREAS**, the New Jersey Public Broadcasting Authority (the “Authority”) was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the “Original Act”), including by the New Jersey Public Broadcasting System Transfer Act, L. 2010, c. 104 (the “Transfer Act,” and together with the Original Act, the “Act”); and

**WHEREAS**, the Authority wishes to enter into a Tower Access and License Agreement (the “Agreement”) with Subcarrier Communications (“Subcarrier”) for the purpose of providing access and a license to place wireless telecommunications equipment on the Authority’s broadcasting tower located at 42 Clove Road, Little Falls, New Jersey (the “Tower”); and

**WHEREAS**, the term of the Agreement will be for five (5) years with four five (5) year renewal options with an initial rental fee of \$30,024.00 per year and \$1,860.00 for land use for location of the wireless telecommunications equipment being installed pursuant to the Agreement. Upon each second anniversary of the Agreement, the License Fee shall increase five percent (5%) over the previous two year’s License Fee; and

**WHEREAS**, Subcarrier is only authorized to install equipment on the Tower which has been approved by the Authority’s engineering department and is consistent with current Authority standards and policies; and

**WHEREAS**, the Authority wishes to approve the entry into the Agreement with Subcarrier;

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:**

1. The Members of the Authority hereby approve the Agreement attached hereto as Exhibit A, in substantially the form presented to at this meeting and authorize the Executive Director to execute and deliver the Agreement, with such changes, revisions and omissions in consultation with the Office of the Attorney General.

2. The Members of the Authority hereby approve the execution and delivery of any documents necessary to effectuate and implement the Agreement, and authorize the Executive Director to take any and all action necessary to effectuate and implement the Agreement, including, but not limited to, execution and delivery of documents in connection therewith.

3. This resolution shall take effect immediately in accordance with the Act.

Chair Scudder asked for a motion to approve the Resolution Approving a Tower Access and License Agreement Between Subcarrier Communications and the New Jersey Public Broadcasting Authority. Mr. Della Pelle made the motion to approve the resolution. Mr. Inglesino seconded the motion. Chair Scudder asked for a roll call vote. The motion to approve the Resolution Approving a Tower Access and License Agreement Between Subcarrier Communications and the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

**21. RESOLUTION APPROVING A TOWER ACCESS AND LICENSE AGREEMENT BETWEEN SUBCARRIER COMMUNICATIONS AND THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY**

**RESOLUTION APPROVING A TOWER ACCESS AND LICENSE AGREEMENT BETWEEN SUBCARRIER COMMUNICATIONS AND THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY**

**WHEREAS**, the New Jersey Public Broadcasting Authority (the “Authority”) was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the “Original Act”), including by the New Jersey Public Broadcasting System Transfer Act, L. 2010, c. 104 (the “Transfer Act,” and together with the Original Act, the “Act”); and

**WHEREAS**, the Authority and Subcarrier Communications (“Subcarrier”) wish to terminate the existing Lease Agreement dated as of January 23, 1998, between the Authority and Subcarrier (the “Prior Agreement”), whereby Subcarrier licensed certain space on the Authority’s broadcasting tower located at 7 Geiger Lane located in the municipality of Warren in the County of Somerset, State of New Jersey (the “Tower”); and

**WHEREAS**, the Authority and Subcarrier wish to terminate the Prior Agreement by means of an Agreement to Terminate Lease Agreement (SUBCAR04-199801) (the “Termination Agreement”); and

**WHEREAS**, the Authority wishes to enter into a new Tower Access and License Agreement (the “Agreement”) with Subcarrier for the purpose of providing access and a license to place wireless telecommunications equipment on the Tower; and

**WHEREAS**, the term of the Agreement will be for five (5) years with four five (5) year renewal options with an initial rental fee of \$54,642.00 per year and \$2,875.89 for land use for location of the wireless telecommunications equipment being installed pursuant to the Agreement. Upon each anniversary of the Agreement, the License Fee shall increase five percent (5%) over the previous year’s License Fee; and

**WHEREAS**, Subcarrier is only authorized to install equipment on the Tower which has been approved by the Authority’s engineering department and is consistent with current Authority standards and policies; and

**WHEREAS**, the Authority wishes to approve the entry into the Agreement and the Termination Agreement, respectively, with Subcarrier;

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:**

1. The Members of the Authority hereby approve the Agreement and the Termination Agreement (each as attached hereto as Exhibit A), in substantially the forms presented to at this meeting and authorize the Executive Director to execute and deliver the Agreement and the Termination Agreement, respectively, with such changes, revisions and omissions in consultation with the Office of the Attorney General.

2. The Members of the Authority hereby approve the execution and delivery of any documents necessary to effectuate and implement the Agreement and the Termination Agreement, respectively, and authorize the Executive Director to take any and all action necessary to effectuate and implement the Agreement and the Termination Agreement, respectively, including, but not limited to, execution and delivery of documents in connection therewith.

3. This resolution shall take effect immediately in accordance with the Act.

Chair Scudder asked for a motion to approve the Resolution Approving a Tower Access and License Agreement Between Subcarrier Communications and the New Jersey Public Broadcasting Authority. Mr. Inglesino made the motion to approve the resolution. Mr. Della Pelle seconded the motion. Chair Scudder asked for a roll call vote. The motion to approve the Resolution Approving a Tower Access and License Agreement Between Subcarrier Communications and the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

**22. RESOLUTION APPROVING A TOWER ACCESS AND LICENSE AGREEMENT BETWEEN NEW LINE NETWORKS, LLC. AND THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY**

**RESOLUTION APPROVING A TOWER ACCESS AND LICENSE AGREEMENT BETWEEN NEW LINE NETWORKS, LLC. AND THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY**

**WHEREAS**, the New Jersey Public Broadcasting Authority (the “Authority”) was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the “Original Act”), including by the New Jersey Public Broadcasting System Transfer Act, L. 2010, c. 104 (the “Transfer Act,” and together with the Original Act, the “Act”); and

**WHEREAS**, the Authority wishes to enter into a Tower Access and License Agreement (the “Agreement”) with NEW LINE NETWORKS, LLC. for the purpose of providing access and a license to place wireless telecommunications equipment on the Authority’s broadcasting tower located at 7 Geiger Lane, located in the Municipality of Warren, in the County of Somerset, State of New Jersey (the “Tower”); and

**WHEREAS**, the term of the Agreement will be for five (5) years with three (3) five (5) year renewal options with an initial rental fee of \$38,258.39 per year and \$1,863.72 for land use for location of the wireless telecommunications equipment being installed pursuant to the Agreement. Upon each second anniversary of the Agreement, the License Fee shall increase three percent (3%) over the previous year’s License Fee; and

**WHEREAS**, NEW LINE NETWORKS, LLC. is only authorized to install equipment on the Tower which has been approved by the Authority’s engineering department and is consistent with current Authority standards and policies; and

**WHEREAS**, the Authority wishes to approve the entry into the Agreement with NEW LINE NETWORKS, LLC.;

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:**

1. The Members of the Authority hereby approve the Agreement attached hereto as Exhibit A, in substantially the form presented to at this meeting and authorize the Executive Director to execute and deliver the Agreement, with such changes, revisions and omissions in consultation with the Office of the Attorney General.

2. The Members of the Authority hereby approve the execution and delivery of any documents necessary to effectuate and implement the Agreement, and authorize the Executive Director to take any and all action necessary to effectuate and implement the Agreement, including, but not limited to, execution and delivery of documents in connection therewith.

3. This resolution shall take effect immediately in accordance with the Act.

Chair Scudder asked for a motion to approve the Resolution Approving a Tower Access and License Agreement Between New Line Networks, LLC. and the New Jersey Public Broadcasting Authority. Mr. Della Pelle made the motion to approve the resolution. Mr. Inglesino seconded the motion. Chair Scudder asked for a roll call vote. The motion to approve the Resolution Approving a Tower Access and License Agreement Between New Line Networks, LLC. and the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

**23. RESOLUTION APPROVING A TOWER ACCESS AND LICENSE AGREEMENT BETWEEN VIGILANT GLOBAL AND THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY**

**RESOLUTION APPROVING A TOWER ACCESS AND LICENSE AGREEMENT BETWEEN VIGILANT GLOBAL AND THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY**

**WHEREAS**, the New Jersey Public Broadcasting Authority (the “Authority”) was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the “Original Act”), including by the New Jersey Public Broadcasting System Transfer Act, L. 2010, c. 104 (the “Transfer Act,” and together with the Original Act, the “Act”); and

**WHEREAS**, the Authority wishes to enter into a Tower Access and License Agreement (the “Agreement”) with Vigilant Global for the purpose of providing access and a license to place wireless telecommunications equipment on the Authority’s broadcasting tower located at 7 Geiger Lane, located in the Municipality of Warren, in the County of Somerset, State of New Jersey (the “Tower”); and

**WHEREAS**, the term of the Agreement will be for five (5) years with three (3) five (5) year renewal options with an initial rental fee of \$37,976.14 per year and \$1,862.81 for land use for location of the wireless telecommunications equipment being installed pursuant to the Agreement. Upon each second anniversary of the Agreement, the License Fee shall increase three percent (3%) over the previous year’s License Fee; and

**WHEREAS**, Vigilant Global is only authorized to install equipment on the Tower which has been approved by the Authority’s engineering department and is consistent with current Authority standards and policies; and

**WHEREAS**, the Authority wishes to approve the entry into the Agreement with Vigilant Global;

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:**

1. The Members of the Authority hereby approve the Agreement attached hereto as Exhibit A, in substantially the form presented to at this meeting and authorize the Executive Director to execute and deliver the Agreement, with such changes, revisions and omissions in consultation with the Office of the Attorney General.

2. The Members of the Authority hereby approve the execution and delivery of any documents necessary to effectuate and implement the Agreement, and authorize the Executive Director to take any and all action necessary to effectuate and implement the Agreement, including, but not limited to, execution and delivery of documents in connection therewith.

3. This resolution shall take effect immediately in accordance with the Act.

Chair Scudder asked for a motion to approve the Resolution Approving a Tower Access and License Agreement Between Vigilant Global and the New Jersey Public Broadcasting Authority. Mr. Inglesino made the motion to approve the resolution. Mr. Della Pelle seconded the motion. Chair Scudder asked for a roll call vote. The motion to approve the Resolution Approving a Tower Access and License Agreement Between Vigilant Global and the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

**24. RESOLUTION APPROVING A TOWER ACCESS AND LICENSE AGREEMENT BETWEEN VIRTU FINANCIAL OPERATING LLC AND THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY**

**RESOLUTION APPROVING A TOWER ACCESS AND LICENSE AGREEMENT BETWEEN VIRTU FINANCIAL OPERATING LLC AND THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY**

**WHEREAS**, the New Jersey Public Broadcasting Authority (the “Authority”) was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the “Original Act”), including by the New Jersey Public Broadcasting System Transfer Act, L. 2010, c. 104 (the “Transfer Act,” and together with the Original Act, the “Act”); and

**WHEREAS**, the Authority wishes to enter into a Tower Access and License Agreement (the “Agreement”) with Virtu Financial Operating LLC for the purpose of providing access and a license to place wireless telecommunications equipment on the Authority’s broadcasting tower located at 7 Geiger Lane, located in the Municipality of Warren, in the County of Somerset, State of New Jersey (the “Tower”); and

**WHEREAS**, the term of the Agreement will be for five (5) years with three (3) five (5) year renewal options with an initial rental fee of \$21,083.78 per year and \$1,013.77 for land use for location of the wireless telecommunications equipment being installed pursuant to the Agreement. Upon each second anniversary of the Agreement, the License

Fee shall increase three percent (3%) over the previous year's License Fee; and

**WHEREAS**, Virtu Financial Operating LLC is only authorized to install equipment on the Tower which has been approved by the Authority's engineering department and is consistent with current Authority standards and policies; and

**WHEREAS**, the Authority wishes to approve the entry into the Agreement with Virtu Financial Operating LLC;

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:**

1. The Members of the Authority hereby approve the Agreement attached hereto as Exhibit A, in substantially the form presented to at this meeting and authorize the Executive Director to execute and deliver the Agreement, with such changes, revisions and omissions in consultation with the Office of the Attorney General.

2. The Members of the Authority hereby approve the execution and delivery of any documents necessary to effectuate and implement the Agreement, and authorize the Executive Director to take any and all action necessary to effectuate and implement the Agreement, including, but not limited to, execution and delivery of documents in connection therewith.

3. This resolution shall take effect immediately in accordance with the Act.

Chair Scudder asked for a motion to approve the Resolution Approving a Tower Access and License Agreement Between Virtu Financial Operating LLC and the New Jersey Public Broadcasting Authority. Mr. Della Pelle made the motion to approve the resolution. Mr. Inglesino seconded the motion. Chair Scudder asked for a roll call vote. The motion to approve the Resolution Approving a Tower Access and License Agreement Between Virtu Financial Operating LLC and the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

**25. RESOLUTION APPROVING A BASIC ORDERING AGREEMENT BETWEEN THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AND FBI**

**RESOLUTION APPROVING A BASIC ORDERING AGREEMENT BETWEEN THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AND FBI**

**WHEREAS**, the New Jersey Public Broadcasting Authority (the "Authority") was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the "Original Act"), including by the New Jersey Public Broadcasting System Transfer Act, L. 2010, c. 104 (the "Transfer Act," and together with the Original Act, the "Act"); and

**WHEREAS**, the Authority wishes to enter into a Basic Ordering Agreement (the “Agreement”) with the FBI for the purpose of providing access and a license to place wireless telecommunications equipment on the Authority’s broadcasting tower located at 1647 Arrow Head Drive, Waterford, New Jersey (the “Tower”); and

**WHEREAS**, the term of the Agreement will be for one (1) year with up to nine (9) additional one-year option periods with an initial license fee of \$1,593.00 per year with a three percent per year license fee escalator; and

**WHEREAS**, FBI is only authorized to install equipment which has been approved by the Authority’s engineering department and is consistent with current standards and policies; and

**WHEREAS**, the Authority wishes to approve the entry into the Agreement with FBI;

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:**

1. The Members of the Authority hereby approve the Agreement attached hereto as Exhibit A, in substantially the form presented to at this meeting and authorize the Executive Director to execute and deliver the Agreement, with such changes, revisions and omissions in consultation with the Office of the Attorney General.

2. The Members of the Authority hereby approve the execution and delivery of any documents necessary to effectuate and implement the Agreement, and authorize the Executive Director to take any and all action necessary to effectuate and implement the Agreement, including, but not limited to, execution and delivery of documents in connection therewith.

3. This resolution shall take effect immediately in accordance with the Act.

Chair Scudder asked for a motion to approve the Resolution Approving a Basic Ordering Agreement Between the New Jersey Public Broadcasting Authority and FBI. Mr. Inglesino made the motion to approve the resolution. Mr. Della Pelle seconded the motion. Chair Scudder asked for a roll call vote. The motion to approve the Resolution Approving a Basic Ordering Agreement Between the New Jersey Public Broadcasting Authority and FBI was voted upon and approved unanimously.

**26. EXECUTIVE SESSION (*if necessary*)**

Chair Scudder asked if there was a need to enter into Executive Session. The Members demurred. No Executive Session was held.

**27. OTHER BUSINESS (*if any*)**

Chair Scudder asked if there was any other business to discuss. No further discussion occurred.

**28. PUBLIC COMMENTS**

Chair Scudder asked if any members of the public wanted to make a comment. No members of the public were present at the meeting.

**29. ADJOURNMENT**

Chair Scudder asked for a motion to adjourn the meeting. Mr. Della Pelle made a motion to adjourn the meeting. Mr. Inglesino seconded the motion. The motion was voted upon and approved unanimously. The meeting was adjourned at 11:22 a.m.