

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

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

NJTV Conference Room  
2 Gateway Center  
Newark, NJ 07102

## **MINUTES**

Ford M. Scudder, Chair, Presiding

Minutes of the meeting of the New Jersey Public Broadcasting Authority (“NJPBA” or “Authority”) held at the NJTV Conference Room, 2 Gateway Center, Newark, New Jersey, 07102, on November 2, 2017 at 11:00 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; Michael DeCheser; and John Inglesino. Also present and participating were John Blair, Executive Director, NJPBA; Rick Williams, Deputy Director/Director of Engineering, NJPBA; Charles Datz, Assistant Director of Engineering, NJPBA; John Servidio, General Manager, Public Media NJ, Inc. (“PMNJ”); Debra Falk, Director of Communications, PMNJ; Robert Feinberg, Vice President, General Counsel, and Secretary, WNET; Patricia Northrop, General Counsel, PMNJ; Steve Priolo, Director of New Jersey Partnerships, PMNJ; Kavin Mistry, Assistant Attorney General; Craig Ambrose, Assistant Counsel, Governor’s Authorities Unit; and Nichol R. Gee, Assistant Chief of Office Services, NJPBA (*taking minutes*). Also present were Lynn Pennell, Finance Manager, NJPBA; Dhara Trivedi, Audit Accountant Trainee, NJPBA; Gary Pinar, Manager, New Jersey Department of the Treasury; and one member of the public.

Chair Scudder welcomed Mr. DeCheser to the Board.

**2. RESOLUTION OF APPRECIATION FOR ANTHONY F. DELLA PELLE FOR DEDICATED SERVICE TO THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY**

**RESOLUTION OF APPRECIATION FOR ANTHONY F. DELLA PELLE FOR DEDICATED SERVICE TO 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**, Mr. Della Pelle was appointed to the Board of the New Jersey Public Broadcasting Authority (“NJPBA”) in January 2011 and was an active participant during an important period of transition and providing leadership and guidance as the organization transitioned to a new operating model; and

**WHEREAS**, Mr. Della Pelle served as Treasurer of the Board and was a regular and thoughtful participant in Board meetings; and

**WHEREAS**, Mr. Della Pelle also served as Chair of the Audit Committee and Chair of the EO 122 Evaluation Committee and provided significant leadership and oversight to the NJPBA in the conduct of the Annual Audit and the preparation of Special Financial Reports required by the Corporation for Public Broadcasting; and

**WHEREAS**, Mr. Della Pelle completed his term and a successor has been named.

**WE, THEREFORE, RESOLVE, on this second day of November, two thousand seventeen, to commend Anthony F. Della Pelle for his outstanding leadership and dedicated service to the New Jersey Public Broadcasting Authority.**

Chair Scudder asked for a motion to approve a Resolution of Appreciation for Anthony F. Della Pelle for Dedicated Service to the New Jersey Public Broadcasting Authority. Mr. Inglesino made a motion to approve the resolution. Mr. DeCheser seconded the motion. Chair Scudder asked for a voice vote. The motion to approve the Resolution of Appreciation for Anthony F. Della Pelle for Dedicated Service to the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

**3. ELECTION OF TREASURER**

Chair Scudder nominated Mr. DeCheser to serve as Treasurer of the New Jersey Public Broadcasting Authority. Mr. Inglesino made a motion to appoint Michael DeCheser 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 Michael DeCheser as

Treasurer of the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

Chair Scudder appointed Mr. DeCheser to serve as Chair of the Authority's Audit Committee and Chair of the EO 122 Evaluation Committee.

**4. RESOLUTION APPROVING THE MINUTES OF THE AUGUST 2, 2017 MEETING**

Chair Scudder asked for a motion to approve a Resolution Approving the Minutes of the August 2, 2017 Meeting. Mr. Inglesino made a motion to approve the resolution. Mr. DeCheser seconded the motion. Chair Scudder asked for a voice vote. The motion to approve the Resolution Approving the Minutes of the August 2, 2017 Meeting was voted upon and approved unanimously.

**5. RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING A TRANSFER OF A TRUST FUND ALLOCATION AND ENTRY INTO A TRUST FUND ALLOCATION AGREEMENT WITH PUBLIC MEDIA NJ, INC. IN SUPPORT OF PROGRAMMING ON THE STATIONS**

**RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING A TRANSFER OF A TRUST FUND ALLOCATION AND ENTRY INTO A TRUST FUND ALLOCATION AGREEMENT WITH PUBLIC MEDIA NJ, INC. IN SUPPORT OF PROGRAMMING ON THE STATIONS**

**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 enhance the Programming provided on the Stations and in order to do so requires certain capital upgrades (the “Capital Upgrades”), as more fully described on Exhibit A; 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 operates the public broadcasting system to the extent that it provides Programming and other services to the Authority pursuant to the PMNJ Agreement;

**WHEREAS**, the Capital Upgrades as would be used to enhance the reliability of the delivery of the Programming, and improve the ability to succeed in the digital arena which is essential to modern broadcast operations, and improve the availability of the New Jersey-centric news and public affairs program currently produced by PMNJ and broadcast on the Stations;

**WHEREAS**, the State Treasurer intends to allocate \$5,600,000 from the Trust Fund (the “Trust Fund Allocation”) to the Authority for transfer to PMNJ for the purpose of funding the Capital Upgrades;

**WHEREAS**, the Authority will enter into a Trust Fund Allocation Agreement with PMNJ concerning the Capital Upgrades to ensure that the Trust Fund Allocation is used to purchase Capital Upgrades for enhancing and improving the New Jersey-centric news and public affairs program currently produced by PMNJ and broadcasted on the Stations; and

**WHEREAS**, the Authority wishes to authorize entering into Trust Fund Allocation Agreement and to authorize the transfer of the Trust Fund Allocation for the purchase of the Capital Upgrades 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 Trust Fund Allocation Agreement, authorizes the Executive Director to execute and deliver the Trust Fund Allocation Agreement, and authorizes the transfer of the Trust Fund Allocation.

2. The Authority hereby authorizes the Executive Director to take any and all action necessary to effectuate and implement the Trust Fund Allocation Agreement, 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 purchase of the Capital Upgrades.

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

Chair Scudder asked for a motion to approve a Resolution of the New Jersey Public Broadcasting Authority Approving a Transfer of a Trust Fund Allocation and Entry into a Trust Fund Allocation Agreement with Public Media NJ, Inc. in Support of Programming on the Stations. Mr. DeCheser made a motion to approve the resolution. Mr. Inglesino seconded the motion. Chair Scudder asked for a roll call vote. The motion to approve the Resolution of the New Jersey Public Broadcasting Authority Approving a Transfer of a Trust Fund Allocation and Entry into a Trust Fund Allocation Agreement with Public Media NJ, Inc. in Support of Programming on the Stations was voted upon and approved unanimously.

**6. RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING A TRANSFER OF A TRUST FUND ALLOCATION AND ENTRY INTO A TRUST FUND ALLOCATION AGREEMENT WITH NEW YORK PUBLIC RADIO IN SUPPORT OF PUBLIC MEDIA IN NEW JERSEY**

**RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING A TRANSFER OF A TRUST FUND ALLOCATION AND ENTRY INTO A TRUST FUND ALLOCATION AGREEMENT WITH NEW YORK PUBLIC RADIO IN SUPPORT OF PUBLIC MEDIA IN NEW JERSEY**

**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, New York Public Radio (“NYPR”) purchased the Federal Communications Commission (“FCC”) licenses for the following stations: WNJT-FM Trenton, WNJY-FM Netcong, WNJP-FM Sussex and WNJO-FM Toms River (collectively, the “Stations”), along with related equipment and intangible assets, from the Authority in order to provide public media programming and services to the people of New Jersey; and

**WHEREAS**, NYPR wishes to enhance the public media services provided on the Stations and in order to do so requires certain capital upgrades (the “Capital Upgrades”), as more fully described on Exhibit A; 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**, NYPR operates a public broadcasting system to the extent that it provides public media programming broadcasted on the Stations; and

**WHEREAS**, the Capital Upgrades would primarily be used for enhancing and improving the public media programming currently produced by NYPR and broadcasted on the Stations;

**WHEREAS**, the State Treasurer intends to allocate \$1,300,000 from the Trust Fund (the “Trust Fund Allocation”) to the Authority for transfer to NYPR for the purpose of funding the Capital Upgrades;

**WHEREAS**, the Authority will enter into a Trust Fund Allocation Agreement with NYPR concerning the Capital Upgrades to ensure that the Trust Fund Allocation is used to purchase Capital Upgrades for enhancing and improving the public media programming currently produced by NYPR and broadcasted on the Stations; and

**WHEREAS**, the Authority wishes to authorize entering into Trust Fund Allocation Agreement and to authorize the transfer of the Trust Fund Allocation for the purchase of the Capital Upgrades by NYPR.

**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 Trust Fund Allocation Agreement, authorizes the Executive Director to execute and deliver the Trust Fund Allocation Agreement, and authorizes the transfer of the Trust Fund Allocation.
2. The Authority hereby authorizes the Executive Director to take any and all action necessary to effectuate and implement the Trust Fund Allocation Agreement,

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 NYPR for the purchase of the Capital Upgrades.

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

Chair Scudder asked for a motion to approve a Resolution of the New Jersey Public Broadcasting Authority Approving a Transfer of a Trust Fund Allocation and Entry into a Trust Fund Allocation Agreement with New York Public Radio in Support of Public Media in New Jersey. Mr. Inglesino made a motion to approve the resolution. Mr. DeCheser seconded the motion. Chair Scudder asked for a roll call vote. The motion to approve the Resolution of the New Jersey Public Broadcasting Authority Approving a Transfer of a Trust Fund Allocation and Entry into a Trust Fund Allocation Agreement with New York Public Radio in Support of Public Media in New Jersey was voted upon and approved unanimously.

**7. RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING A TRANSFER OF A TRUST FUND ALLOCATION AND ENTRY INTO A TRUST FUND ALLOCATION AGREEMENT WITH WHYY, INC. IN SUPPORT OF PUBLIC MEDIA IN NEW JERSEY**

**RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING A TRANSFER OF A TRUST FUND ALLOCATION AND ENTRY INTO A TRUST FUND ALLOCATION AGREEMENT WITH WHYY, INC. IN SUPPORT OF PUBLIC MEDIA IN NEW JERSEY**

**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, WHYY, Inc. (“WHYY”) purchased the Federal Communications Commission (“FCC”) licenses for the following stations: WNJM-FM Manahawkin, WNJN-FM Atlantic City, WNJZ-FM Cape May Courthouse, WNJS-FM Berlin and WNJB-FM Bridgeton (collectively, the “Stations”), along with related equipment and intangible assets, from the Authority in order to provide public media programming and services to the people of New Jersey; and

**WHEREAS**, WHYY wishes to enhance the public media services provided on the Stations and in order to do so requires certain capital upgrades (the “Capital Upgrades”), as more fully described on Exhibit A; 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**, WHYY operates a public broadcasting system to the extent that it provides public media programming broadcasted on the Stations in New Jersey; and

**WHEREAS**, the Capital Upgrades would primarily be used for enhancing and improving the delivery of public media programming currently produced by WHYY and broadcast on the Stations in New Jersey;

**WHEREAS**, the State Treasurer intends to allocate \$335,000 from the Trust Fund (the “Trust Fund Allocation”) to the Authority for transfer to WHYY for the purpose of funding the Capital Upgrades;

**WHEREAS**, the Authority will enter into a Trust Fund Allocation Agreement with WHYY concerning the Capital Upgrades to ensure that the Trust Fund Allocation is used to purchase Capital Upgrades for enhancing and improving the delivery of public media programming currently produced by WHYY and broadcast on the Stations; and

**WHEREAS**, the Authority wishes to authorize entering into Trust Fund Allocation Agreement and to authorize the transfer of the Trust Fund Allocation for the purchase of the Capital Upgrades by WHYY.

**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 Trust Fund Allocation Agreement, authorizes the Executive Director to execute and deliver the Trust Fund Allocation Agreement, and authorizes the transfer of the Trust Fund Allocation.
2. The Authority hereby authorizes the Executive Director to take any and all action necessary to effectuate and implement the Trust Fund Allocation Agreement, 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 WHYY for the purchase of the Capital Upgrades.



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

Chair Scudder asked for a motion to approve a Resolution of the New Jersey Public Broadcasting Authority Approving a Transfer of a Trust Fund Allocation and Entry into a Trust Fund Allocation Agreement with WHYY, Inc. in Support of Public Media in New Jersey. Mr. Inglesino made a motion to approve the resolution. Mr. DeCheser seconded the motion. Chair Scudder asked for a roll call vote. The motion to approve the Resolution of the New Jersey Public Broadcasting Authority Approving a Transfer of a Trust Fund Allocation and Entry into a Trust Fund Allocation Agreement with WHYY, Inc. in Support of Public Media in New Jersey was voted upon and approved unanimously.

**8. RESOLUTION RESCINDING APPROVAL OF A TOWER ACCESS AND LICENSE AGREEMENT BETWEEN SUBCARRIER COMMUNICATIONS AND THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY**

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

**WHEREAS**, the New Jersey Public Broadcasting Authority (“NJPBA” or 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 approved entrance 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”) on August 2, 2017; and

**WHEREAS**, the Authority’s management has determined that it is not in the best interest of the NJPBA to enter into this agreement at this time; and

**WHEREAS**, the Authority wishes to rescind approval of 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 rescind approval of the Agreement.
2. This resolution shall take effect immediately in accordance with the Act.

Chair Scudder asked for a motion to approve the Resolution Rescinding Approval of 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. DeCheser seconded the motion. Chair Scudder asked for a roll call vote. The motion to approve the Resolution Rescinding Approval of a Tower Access and License Agreement Between Subcarrier Communications and the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

**9. 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 three 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 anniversary of the Agreement, the License Fee shall increase three percent (3%) 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 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. Inglesino made the motion to approve the resolution. Mr. DeCheser 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.

**10. RESOLUTION RESCINDING APPROVAL OF A TOWER ACCESS AND LICENSE AGREEMENT BETWEEN VIRTU FINANCIAL OPERATING LLC AND THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY**

**RESOLUTION RESCINDING APPROVAL OF 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 (“NJPBA” or 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 approved entrance 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”) on August 2, 2017; and

**WHEREAS**, the Authority’s management has determined that it is not in the best interest of the NJPBA to enter into this agreement at this time; and

**WHEREAS**, the Authority wishes to rescind approval of 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 rescind approval of the Agreement.
2. This resolution shall take effect immediately in accordance with the Act.

Chair Scudder asked for a motion to approve the Resolution Rescinding Approval of a Tower Access and License Agreement Between Virtu Financial Operating LLC and the New Jersey Public Broadcasting Authority. Mr. DeCheser 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 Rescinding Approval of a Tower Access and License Agreement Between Virtu Financial Operating LLC and the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

**11. RESOLUTION APPROVING A TOWER ACCESS AND LICENSE AGREEMENT BETWEEN NEW JERSEY MSA LLC AND THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY**

**RESOLUTION APPROVING A TOWER ACCESS AND LICENSE AGREEMENT BETWEEN NEW JERSEY MSA 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 Jersey MSA LLC a Delaware limited liability company 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 \$20,632.32 per year and \$991.20 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 Jersey MSA 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 Jersey MSA 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 Jersey MSA LLC and the New Jersey Public Broadcasting Authority. Mr. Inglesino made the motion to approve the resolution. Mr. DeCheser 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 Jersey MSA LLC and the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

**12. REPORT FROM THE EXECUTIVE DIRECTOR**

Chair Scudder asked Executive Director John Blair to report to the Board. Mr. Blair thanked PMNJ for hosting the meeting and introduced the staff of the NJPBA. Mr. Blair congratulated the Members of the Board on their appointments to the Board. He noted that two Board seats were vacant, and 100% participation was required from the current Members to achieve a quorum. Mr. Blair stated he was retiring at the end of the year. He provided a brief summary of his career and thanked the Board, the New Jersey Department of the Treasury, and the Governor's Office for his tenure with NJPBA. Mr. Blair stated that the Authority's succession plan designated Mr. Williams to take his place as Executive Director, and a recruiting process would occur to fill the position of Deputy Director/Director of Engineering.

Mr. Blair said that work to digitize and preserve the New Jersey Network program library was ongoing. He anticipated digitizing approximately 10,000 more video assets with the current funding in place. Mr. Blair noted that the digitization vendor that was selected had unexpectedly announced that they were closing by year end. He said NJPBA was working in partnership with WNET and PMNJ to facilitate the return of items that had been sent to the vendor and to select another bidder. Mr. Blair said this would delay the project and require a grant extension from the external funder. He said with the new timeline, the project would extend through 2018 and possibly into 2019, and about half of the finished

programs from the library would be digitized. Approximately \$1 million more would be required to digitize the remaining finished programs.

### **13. REPORT FROM PUBLIC MEDIA NJ, INC.**

Chair Scudder asked Mr. Robert Feinberg to present PMNJ's report to the Board. Mr. Feinberg welcomed the Board and staff of the NJPBA and introduced the staff of PMNJ. He referenced a slide presentation throughout the report.

Mr. Feinberg explained the differences between commercial and public broadcasting and reviewed the contractual arrangement PMNJ had with the Authority to provide programming and services under the name of NJTV for the television licenses owned by the NJPBA. He stated that NJTV is a member of the Public Broadcasting System ("PBS"). Mr. Feinberg explained the different types of PBS memberships and stated that NJTV was a Program Differentiation Plan ("PDP") member, which provided a modified National Programming Schedule with reduced membership dues. As a PDP member, PBS provided 196 hours of programming annually with flexible scheduling to accommodate PMNJ's mandate to provide New Jersey-centric programming.

Mr. Feinberg reviewed the funding sources for PMNJ. A graphic slide showed 14% of funding came from the Corporation for Public Broadcasting, 22% from corporations, 33% from the NJPBA, and 31% from individuals, foundations, special events, and other miscellaneous sources. Mr. Feinberg said PMNJ operated at a break even rate.

Mr. Feinberg reviewed the process by which PMNJ entered into a Programming and Services Agreement (the "Agreement") with the NJPBA. He explained that PMNJ operated as a subsidiary of WNET. He said PMNJ employed 30 people whose work was focused on on-air programming, and PMNJ received back office support from WNET's 400 employees.

Mr. Feinberg introduced Mr. John Servidio, General Manager of PMNJ. Mr. Servidio reviewed the history of NJTV, from its start-up in the WNET studios in 2011 to the move to its current facilities in Newark with the Agnes Varis studio. Mr. Servidio reviewed the New Jersey-centric programming produced or acquired by PMNJ and broadcast on NJTV. He highlighted *NJTV News with Mary Alice Williams*, Hurricane Sandy coverage, and coverage of various political events such as State of the State addresses, budget addresses, campaigns, and elections.

Mr. Servidio stated that PMNJ was developing a multi-platform network with exponential growth online. He introduced Ms. Debra Falk, Director of Communications for PMNJ. Ms. Falk reviewed PMNJ's online presence and community engagement efforts with the "NJTV in Your Neighborhood" initiative, which highlighted local communities and created forums that brought together stakeholders to discuss community issues with content distributed both on-air and online.

Ms. Falk detailed PMNJ's work to address New Jersey's drug addiction crisis. She said the initiative included town hall meetings in multiple locations, community outreach, and the development of a resource website. She noted the awards the initiative received.

Ms. Falk reviewed other ways PMNJ was engaging with the community through the use of its community room, presence at film festivals, and other grassroots efforts. She said the addition of NHK programming engaged a new Asian audience, which brought a lot of positive feedback from the community. Ms. Falk said PMNJ was engaging teachers through PBS Learning Media with resources for both professional development and use in the classroom.

Mr. Servidio presented use statistics for NJTV as follows:

- 1.7 million average monthly cume viewers
- 30,000 average daily viewers of NJTV News
- 4.9 million YouTube video plays since February 2012
- 3.5 million lifetime unique visitors to NJTVonline.org
- 1.2 million lifetime unique visitors to NJTV News website
- 29,000 Twitter followers
- 21,000 Facebook likes

Mr. Servidio said broadcast viewing for television stations across the country was declining, but NJTV's online presence was growing. Ms. Falk detailed a story about hospice for pets that went viral. Mr. DeCheser asked if PMNJ was on Instagram. Ms. Falk affirmed that Instagram posts were cross posted with Facebook. Mr. DeCheser asked if it was possible to monetize something that went viral. Mr. Priolo stated that ability was evolving with online ads and pre-rolls to content from *NJTV News* and the archives.

Mr. Servidio, Ms. Northrup, Mr. Priolo, and Ms. Falk briefly discussed the program scheduling on NJTV based on its contracts with PBS as a PDP station and the requirements of the Agreement with the Authority to provide a minimum of 20 hours per week of New Jersey-centric programming. Mr. Servidio stated that NJTV aired roughly 30 hours per week of New Jersey-centric programming, though the specific amount varied week to week. He also discussed live broadcasting on Facebook. Mr. Priolo reviewed relationships PMNJ had developed with other producers for New Jersey-centric content. Mr. DeCheser asked if PMNJ was working with organizations such as the New Jersey Film Commission or Asbury Park Film Festival. Ms. Falk discussed partnerships PMNJ had developed and said they were open to other ideas. Ms. Falk said funding was often the roadblock to the development of projects with partners.

#### **14. 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.

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

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

**16. PUBLIC COMMENTS**

Chair Scudder asked if any members of the public wanted to make a comment. Mr. David Tallacksen of WBGO introduced himself. He stated that WBGO had been broadcasting in Newark, New Jersey, since 1979 and had partnered with PMNJ on certain projects. Ms. Falk noted that WBGO was a trade partner of PMNJ.

**17. ADJOURNMENT**

Chair Scudder asked for a motion to adjourn the meeting. Mr. Inglesino made a motion to adjourn the meeting. Mr. DeCheser seconded the motion. The motion was voted upon and approved unanimously. The meeting was adjourned at 12:08 p.m.