

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

October 23, 2018 at 2:00 p.m.

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

MINUTES

Elizabeth Maher Muoio, 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 October 23, 2018, at 2:03 p.m.

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

Ms. Elizabeth Maher Muoio called the meeting to order. Ms. Muoio 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.

Ms. Muoio then requested a roll call. NJPBA Members present and participating at the meeting were Elizabeth Maher Muoio; Michael DeCheser (*via phone*); Douglas Eakeley (*via phone*); and Ford Scudder (*via phone*). Also present and participating were Catherine Brennan, Deputy State Treasurer; Kavin Mistry, Deputy Director, Division of Law; Melissa Bayly, Deputy Attorney General; Craig Ambrose, Assistant Counsel, Governor’s Authorities Unit; Richard Williams, Acting Executive Director, NJPBA; Lynn Pennell, Finance Manager, NJPBA (*via phone*); and Nichol R. Gee, Assistant Chief of Office Services, NJPBA (*taking minutes*). One member of the public was also present.

At 2:05 p.m. Ms. Muoio asked for a motion to recess for a fire alarm. Mr. Scudder moved to recess. Ms. Muoio seconded. The members discussed the motion and agreed to return at 2:15 p.m. The meeting was recessed.

At 2:15 p.m., Ms. Muoio called the meeting back to order.

2. RESOLUTION APPROVING THE MINUTES OF THE NOVEMBER 2, 2017 MEETING

**RESOLUTION APPROVING THE MINUTES
OF THE NOVEMBER 2, 2017 MEETING**

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 desire to approve the minutes of the November 2, 2017 meeting of the Authority, attached hereto as Exhibit A.

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 minutes of the November 2, 2017 meeting of the Authority.
2. This resolution shall take effect immediately in accordance with the Act.

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

3. REPORT FROM THE AUDIT COMMITTEE

Ms. Muoio asked Mr. DeCheser, Chair of the Audit Committee, to report on the work of the Audit Committee. Mr. DeCheser stated that in February 2018, the Audit Committee met to review the Independent Audit Report from Mercadien, P.C. for Fiscal Year 2017. He provided a summary of the report, stating that it was an unmodified, clean opinion with no significant or unusual transactions, difficulties, material weaknesses, or control deficiencies. Mr. DeCheser said the Audit Committee unanimously recommended acceptance of the Fiscal Year 2017 Audit Report by the Members of the Board.

Mr. DeCheser stated that the contract for an auditor had expired, and the EO 122 Evaluation Committee had met in May 2018 to approve a request for proposal to receive bids for a

new contract. Bid proposals were requested from 13 firms under State contract to provide these services. Two bid proposals were received and reviewed by Treasury staff, the EO 122 Evaluation Committee, and the Audit Committee. Both Committees recommended that Mercadien, P.C. be engaged by the Authority to provide independent auditor services to the Authority.

4. REPORT FROM THE EXECUTIVE DIRECTOR

Ms. Muoio asked Acting Executive Director Richard Williams to report to the Board. Mr. Williams welcomed the new and returning Members of the Board. He thanked Deputy Director Mistry and the rest of the staff for their assistance with the change of leadership at the NJPBA. Mr. Williams asked Ms. Nichol R. Gee to report on the New Jersey Network (“NJN”) Archives project.

Ms. Gee described the first phase of the project and stated that approximately 3,300 assets were digitized and preserved by the Corporation for Public Broadcasting for inclusion in the American Archive for Public Broadcasting, which was part of the Library of Congress and curated by WGBH. The representation agreement with WGBH that was on the meeting’s agenda would enable the NJPBA to disseminate and monetize those assets.

Ms. Gee stated that in 2016, NJPBA partnered with Public Media NJ, Inc. (“PMNJ”) for phase two of the Archives project, which was funded by the Robert Wood Johnson Foundation with matching funds from the Trust Fund for Public Broadcasting. She explained the goals of this phase and that the project was delayed when the original vendor selected for digitization closed operations. In 2018, work began with a new contractor. The overall project would run into 2019, at which time nearly half of the NJN program masters and other important historical and educational materials would be digitized and preserved. It would take approximately \$1 million more to complete the digitization of all of the finished programs from the Archives. Ms. Gee described the work NJPBA was doing to enhance the physical storage of the Archives. The NJPBA had begun file sharing with the Eagleton Institute of Politics, and historical footage was beginning to roll out on their website on New Jersey governors. Transfers of footage to other partners should begin in 2019.

Mr. Williams reported that the operating budget for the NJPBA had remained flat for over six years as a result of the investments the Authority had made in capital infrastructure. Mr. Williams updated the Board on capital projects that were undertaken or planned for Fiscal Years 2018 through 2020. Due to the Federal Communications Commission’s (“FCC”) channel repack requirements, the Authority needed to construct a new, full-power transmitter in Camden County by July 2019. Procurement of the necessary equipment was delayed, so the NJPBA was moving forward with an alternative plan to construct an interim, low-power facility that would be compliant with the FCC’s guidelines and schedule while continuing to work with the Department of Purchase and Property for the construction of the full-power facility.

Mr. Williams referenced the resolutions on the meeting's agenda for new and amended leases for tower space. He said new tenants at the Warren facility were funding a major tower consolidation project that would create over 200 feet of rentable space on that tower. The Public Broadcasting Service ("PBS") Sub-grant Agreement on the agenda would provide a 100% matching grant for the purchase and installation of low-power translators at NJPBA's Brass Castle and Hackettstown facilities. NJPBA planned to apply for an additional grant for a Sussex translator under the same terms.

Mr. Williams stated that the Members would soon receive information on ethics training required annually by the State. The Members must complete the training by November 19, 2018.

Mr. Williams asked if there were any questions. Mr. Eakeley asked for an explanation of the term "translator." Mr. Williams explained that it was a low-power transmitter that repeated the broadcast signal to fill in areas where the signal may break up due to the terrain.

5. ELECTION OF CHAIR

Ms. Muoio requested nominations for Chair of the New Jersey Public Broadcasting Authority. Mr. Eakeley made a motion to appoint Michael DeCheser as Chair of the New Jersey Public Broadcasting Authority. Mr. DeCheser made a motion to appoint Elizabeth Maher Muoio as Chair of the New Jersey Public Broadcasting Authority. Mr. Scudder seconded the motion to appointment Elizabeth Maher Muoio as Chair of the New Jersey Public Broadcasting Authority. Mr. Eakeley withdrew his nomination of Mr. DeCheser. Ms. Muoio asked for a voice vote. The motion to appoint Elizabeth Maher Muoio as Chair of the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

6. ELECTION OF VICE CHAIR

Chair Muoio made a motion to appoint Douglas Eakeley for Vice Chair of the New Jersey Public Broadcasting Authority. Mr. DeCheser seconded the motion. Chair Muoio asked for a voice vote. The motion to appoint Douglas Eakeley as Vice Chair of the New Jersey Public Broadcasting Authority was voted upon and approved with three votes in the affirmative and no votes in the negative. Mr. Eakeley abstained.

7. ELECTION OF SECRETARY

Chair Muoio made a motion to appoint Richard Williams as Secretary of the New Jersey Public Broadcasting Authority. Mr. DeCheser seconded the motion. Chair Muoio asked for a voice vote. The motion to appoint Richard Williams as Secretary of the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

8. ELECTION OF TREASURER

Chair Muoio requested nominations for Treasurer of the New Jersey Public Broadcasting Authority. Mr. Eakeley made a motion to appoint Michael DeCheser as Treasurer of the New Jersey Public Broadcasting Authority. Mr. Scudder seconded the motion. Chair Muoio 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.

9. RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY ACCEPTING THE FISCAL YEAR 2017 AUDIT REPORT

RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY ACCEPTING THE FISCAL YEAR 2017 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 2017 (“Fiscal Year 2017 Audit Report”); and

WHEREAS, the Audit Committee recommends acceptance of the Fiscal Year 2017 Audit Report by the Authority; and

WHEREAS, the Authority desires to accept the Fiscal Year 2017 Audit Report.

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

1. The Authority hereby accepts the Fiscal Year 2017 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 Muoio asked for a motion to approve the Resolution of the New Jersey Public Broadcasting Authority Accepting the Fiscal Year 2017 Audit Report. Mr. Scudder made the motion to approve the resolution. Mr. DeCheser seconded the motion. Chair Muoio

asked for a voice vote. The motion to approve the Resolution of the New Jersey Public Broadcasting Authority Accepting the Fiscal Year 2017 Audit Report was voted upon and approved unanimously.

10. 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 a three (3) year term in connection with the annual audit of the Authority for the fiscal years ending June 30, 2018, June 30, 2019 and June 30, 2020, with two options to extend the engagement at the sole determination of the Authority for one (1) additional year each in connection with the annual audit of the Authority for the fiscal years ending June 30, 2021 and June 30, 2022 under the same terms and conditions as set forth in the Request for Quote for Independent Audit Services issued by the Authority on May 7, 2018 (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 thirteen (13) accounting firms with responses due on May 25, 2018; and

WHEREAS, in response to the RFP, the Authority received two (2) proposals from firms seeking to serve as the Authority’s independent auditor and each 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 three (3) year term in connection with the annual audit of the Authority for the fiscal years ending June 30, 2018, June 30, 2019 and June 30, 2020, with two options to extend the engagement at the sole determination of the Authority for one (1) additional year each in connection with the annual audit of the Authority for the fiscal years ending June 30, 2021 and June 30, 2022.
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 Muoio asked for a motion to approve the Resolution of the New Jersey Public Broadcasting Authority Approving the Engagement of an Independent Auditor. Mr. DeCheser made the motion to approve the resolution. Mr. Scudder seconded the motion. Mr. Eakeley asked how long Mercadien, P.C., had been the auditor for the NJPBA. Mr. Williams stated this was Mercadien's second contract. Mr. DeCheser said he believed another firm conducted the audit prior to Mercadien's last contract. Ms. Gee stated Mercadien was the auditor since the operational transition in 2011. Deputy Director Mistry said Mercadien audited the NJPBA for at least eight years. Chair Muoio asked for a roll call 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.

11. RESOLUTION APPROVING THE FISCAL YEAR 2019 BUDGET FOR THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY

RESOLUTION APPROVING THE FISCAL YEAR 2019 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, 2018 through and including June 30, 2019 of the Authority (the “Fiscal Year 2019 Budget”) attached hereto as Exhibit A, authorizing a total expenditure of \$2,175,000 by the Authority during the course of Fiscal Year 2019.

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 2019 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 2019 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 2019 Appropriations Act differs from the amount set forth in the Fiscal Year 2019 Budget, the Executive Director is directed to prepare an amended Fiscal Year 2019 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 Muoio asked for a motion to approve the Resolution Approving the Fiscal Year 2019 Budget for the New Jersey Public Broadcasting Authority. Mr. Eakeley made the motion to approve the resolution. Mr. DeCheser seconded the motion. Chair Muoio asked for a voice vote. The motion to approve the Resolution Approving the Fiscal Year 2019 Budget for the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

12. RESOLUTION APPROVING AN AMENDED AND RESTATED 2018-2020 CAPITAL BUDGET FOR THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY

**RESOLUTION APPROVING AN AMENDED AND RESTATED
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 adopted a capital budget for 2018 through 2020 (the “2018-2020 Capital Budget”) on August 2, 2017, authorizing a total expenditure of \$3,147,000 by the Authority in 2018-2020 to undertake certain capital projects; and

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

WHEREAS, due to the discovery of corroded guy wires at the Lawrenceville tower site, Authority staff undertook temporary repairs on an emergent basis prior to having an opportunity to present an amended capital budget to the Authority for approval (the “Emergency Repair”); and

WHEREAS, the Authority will undertake certain additional capital projects with respect to the Transmission Facilities as more fully described in an amended and restated 2018-2020 capital budget (the “Amended and Restated 2018-2020 Capital Budget”)

attached hereto as Exhibit A; and

WHEREAS, Authority staff recommends approval of the Amended and Restated 2018-2020 Capital Budget, attached hereto as Exhibit A, authorizing a total expenditure of \$3,397,168 by the Authority on the capital projects as described in the Amended and Restated 2018-2020 Capital Budget and the ratification of Authority staff actions with respect to the Emergency Repair.

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 2018-2020 Capital Budget of the Authority, as set forth in Exhibit A attached hereto and ratify the actions of Authority staff with respect to the Emergency Repair and hereby authorize the Executive Director of the Authority to take all actions necessary to implement the Amended and Restated 2018-2020 Capital Budget, subject to the availability of funds.

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

Chair Muoio asked for a motion to approve a Resolution Approving an Amended and Restated 2018-2020 Capital Budget for the New Jersey Public Broadcasting Authority. Mr. Scudder made the motion to approve the resolution. Mr. Eakeley seconded the motion. Chair Muoio requested the resolution be amended to include language indicating the capital expenditures were contingent upon available funds. Deputy Director Mistry said the resolution could be amended to include the clause, "subject to the availability of funds," at the end of item one (1) in the final section of the resolution. Chair Muoio asked for a voice vote to approve the Resolution Approving an Amended and Restated 2018-2020 Capital Budget for the New Jersey Public Broadcasting Authority, as amended. The motion to approve the Resolution Approving an Amended and Restated 2018-2020 Capital Budget for the New Jersey Public Broadcasting Authority, as amended, was voted upon and approved unanimously.

13. RESOLUTION APPROVING A TRANSLATOR RELOCATION SUB-GRANT AGREEMENT BETWEEN THE PUBLIC BROADCASTING SERVICE AND THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY

RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING A PUBLIC BROADCASTING SERVICE TRANSLATOR RELOCATION PROGRAM SUB-GRANT AGREEMENT AND AMENDMENT TO THE SUB-GRANT AGREEMENT FOR STATE AND UNIVERSITY LICENSEES

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”) on the State of New Jersey’s (the “State”) 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, in accordance with the Middle Class Tax Relief and Job Creation Act of 2012, Pub. L. No. 112-96, §§ 6402, 6403, the Federal Communications Commission (“FCC”) conducted a broadcast spectrum incentive auction (the “Auction”); and

WHEREAS, as a result of the Auction, the W49BE-D Hackettstown and W43CH-D Belvidere translators need to relocate to bandwidth within the new core TV spectrum, (TV Channels 2-36); and

WHEREAS, the Authority applied for funding under the Public Broadcasting Service (“PBS”) TV Translator Relocation Grant Program to provide funds for all reasonable costs associated with channel relocation within the new core TV spectrum; and

WHEREAS, PBS awarded funding to the Authority in the amount of \$185,904.00 to the Authority under the PBS TV Translator Relocation Grant Program; and

WHEREAS, it is the Authority’s best interests to enter into the PBS Translator Relocation Program Sub-grant Agreement (the “Agreement”) together with the Amendment to the Sub-grant Agreement for State and University Licensees (the “Amendment”), attached hereto as Exhibit A, to receive the funding awarded by PBS; and

WHEREAS, the Authority wishes to authorize entry into the Agreement and the Amendment.

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 Amendment, attached hereto as Exhibit A, in substantially the forms presented at this meeting and authorize the Executive Director to execute and deliver the Agreement and the Amendment, 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 Amendment, and authorize the Executive Director to take any and all action necessary to effectuate and implement the Agreement and 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 Muoio asked for a motion to approve the Resolution Approving a Translator Relocation Sub-grant Agreement Between the Public Broadcasting Service and the New Jersey Public Broadcasting Authority. Mr. DeCheser made the motion to approve the resolution. Mr. Eakeley seconded the motion. Chair Muoio asked for a roll call vote. The motion to approve the Resolution Approving a Translator Relocation Sub-grant Agreement Between the Public Broadcasting Service and the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

14. RESOLUTION APPROVING A FOOTAGE REPRESENTATION AGREEMENT BETWEEN THE WGBH EDUCATIONAL FOUNDATION AND THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY

RESOLUTION APPROVING ENTRY INTO A FOOTAGE REPRESENTATION AGREEMENT WITH WGBH EDUCATIONAL FOUNDATION

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 in possession of program archives of the former New Jersey Network, which includes, but is not limited to, NJN News, Reporters Roundtable, other news, public affairs, documentaries and general interest programming (the “NJNI Archives”), generated during the course of its history; and

WHEREAS, it is in the best interest of the State of New Jersey and of the Authority

to preserve the NJN Archives in a manner which will ensure the future of the NJN Archives and which will make the NJN Archives accessible to public; and

WHEREAS, the Corporation for Public Broadcasting (“CPB”) has established an “American Archive,” housed at the Library of Congress, the purpose of which is to preserve public media programs and other content of historical or other significance; and

WHEREAS, CPB funded the costs of digitizing approximately three thousand, one hundred ten (3,110) video segments and programs from the NJN Archives in exchange for the Authority agreeing to license the digitized programming for the purpose of placing a copy of the digitized programming in CPB’s American Archive; and

WHEREAS, WGBH Educational Foundation (“WGBH”) is managing the American Archive in collaboration with the Library of Congress; and

WHEREAS, WGBH desires to license clips from the NJN Archives which are included in the American Archive stored and maintained by WGBH to third party distributors and producers; and

WHEREAS, WGBH shall pay the Authority fifty percent (50%) of WGBH’s net income from all “stock footage licenses,” as such term is defined in the WGBH Footage Representation Agreement (the “Agreement”) attached hereto as Exhibit A; and

WHEREAS, the distribution and licensing of digitized programs is well aligned with the Authority’s aims to make such content available to the public and media producers; and

WHEREAS, the Members of the Authority wish to authorize the Executive Director to take the necessary actions in furthering the goal of the Authority of preserving the NJN Archives and making the NJN Archives accessible to the public.

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 at this 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 and authorize 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 or media in connection therewith.

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

Chair Muoio asked for a motion to approve the Resolution Approving a Footage Representation Agreement Between the WGBH Educational Foundation and the New Jersey Public Broadcasting Authority. Mr. DeCheser made the motion to approve the resolution. Mr. Scudder seconded the motion. Mr. Eakeley asked for an explanation of the footage representation agreement. Mr. Williams explained that WGBH maintained footage from the NJN Archives, and that some of that footage was requested for a documentary. NJPBA did not have a process in place to license and distribute footage. The footage representation agreement would allow WGBH to license and distribute that footage for a fee. Deputy Director Mistry stated that the footage covered in this contract was housed at the American Archive for Public Broadcasting at the Library of Congress, which WGBH administered. The representation agreement would make that footage available for commercial use, and NJPBA would receive revenue from it. Chair Muoio asked for a roll call vote. The motion to approve the Resolution Approving a Footage Representation Agreement Between the WGBH Educational Foundation and the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

15. RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING A CHANNEL CARRIAGE AGREEMENT WITH TELEVISION FOOD NETWORK, G.P. AND A WAIVER OF MUST CARRY RIGHTS AND OBLIGATIONS WITH RESPECT TO WNJN(TV), MONTCLAIR ON SPECTRUM CABLE SYSTEMS IN NEW YORK

RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING A CHANNEL CARRIAGE AGREEMENT WITH TELEVISION FOOD NETWORK, G.P. AND A WAIVER OF MUST CARRY RIGHTS AND OBLIGATIONS WITH RESPECT TO WNJN(TV), MONTCLAIR ON SPECTRUM CABLE SYSTEMS IN NEW YORK

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”) on the State of New Jersey’s (the “State”) public broadcasting system; and

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

WHEREAS, pursuant to Section 1.3(b) of the PMNJ Agreement, PMNJ is responsible for administering the Stations', including WNJN(TV), relationships with cable systems, and PMNJ shall retain all revenues that result from all such relationships and arrangements for use in the development, production and distribution of Programming (as such term is defined in the PMNJ Agreement) and the performance of Services (as such term is defined in the PMNJ Agreement) as provided in the PMNJ Agreement; and

WHEREAS, since 1995, the Authority has been a party to an agreement with Television Food Network, G.P. ("TV Food"), whereby the Authority agreed to waive its must carry rights and Time Warner Cable, Inc.'s ("Time Warner") must carry obligations with respect to the broadcast signals of WNJN(TV) Montclair on the Time Warner Cable of New York City systems (the "Previous Waivers") and in consideration of such Previous Waivers, TV Food agreed to pay certain compensation to the Authority for each year of the agreement; and

WHEREAS, pursuant to Section 1.3(b) of the PMNJ Agreement, PMNJ has negotiated a new Channel Carriage Agreement (the "Agreement") with TV Food and a new waiver of must carry rights of the Authority and must carry obligations of Spectrum Management Holding Company LLC as successor in interest to Time Warner ("Spectrum") with respect to the broadcast signals of WNJN(TV) Montclair on the Spectrum cable systems in New York City for a four year period beginning January 1, 2018 and ending December 31, 2021 (the "New Waiver"); and

WHEREAS, the term of the Agreement is for a four year period beginning January 1, 2018 and ending December 31, 2021, with TV Food having the right to request one (1) renewal term of the Agreement to cover the period beginning January 1, 2022 and ending December 31, 2026, provided the Authority is able to deliver a waiver covering the renewal term; and

WHEREAS, once the Agreement is executed and the New Waiver is delivered, the Authority would receive and pass through to PMNJ the revenue received from TV Food in accordance with Section 1.3(b) of the PMNJ Agreement; and

WHEREAS, once the Agreement is executed and the New Waiver is delivered, the Authority expects to receive \$200,000 for calendar year 2018, \$200,000 for calendar year 2019, \$200,000 for calendar year 2020, and \$200,000 for calendar year 2021; and

WHEREAS, if the renewal term is exercised, the amount of the annual compensation to the Authority during the Renewal Term and the deadline for payment of such compensation shall be negotiated in good faith between TV Food and the Authority; provided, however, that the amount of such compensation shall not exceed \$200,000 per calendar year during the Renewal Term; and

WHEREAS, it is the Authority's best interests to enter into the Agreement and deliver the New Waiver; and

WHEREAS, the Authority wishes to authorize entry into the Agreement and delivery of the New Waiver.

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 New Waiver, each attached hereto as Exhibit A, in substantially the forms presented at this meeting and authorize the Executive Director to execute and deliver the Agreement and the New Waiver, 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 New Waiver, and authorize the Executive Director to take any and all action necessary to effectuate and implement the Agreement and the New Waiver, 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 Muoio asked for a motion to approve the Resolution of the New Jersey Public Broadcasting Authority Approving a Channel Carriage Agreement with Television Food Network, G.P. and a Waiver of Must Carry Rights and Obligations with Respect to WNJN(TV), Montclair on Spectrum Cable Systems in New York. Mr. Eakeley made the motion to approve the resolution. Mr. DeCheser seconded the motion. Chair Muoio asked for a roll call vote. The motion to approve the Resolution of the New Jersey Public Broadcasting Authority Approving a Channel Carriage Agreement with Television Food Network, G.P. and a Waiver of Must Carry Rights and Obligations with Respect to WNJN(TV), Montclair on Spectrum Cable Systems in New York was voted upon and approved unanimously.

16. 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 COMMUNICATION 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 Subcarrier Communications Inc. for the purpose of providing access and a license to place wireless telecommunications equipment on the Authority’s broadcasting tower located at Hamburg Mountain off of Sand Pond Road, located in the Municipality of Hardyston Twp., in the County of Sussex, 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 \$27,894.89 per year and \$1,468.15 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 Communications Inc. 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 Communications 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 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 Muoio 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. DeCheser made the motion to approve the resolution. Mr. Eakeley seconded the motion. Chair Muoio 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.

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

RESOLUTION APPROVING AN AMENDMENT OF A TOWER ACCESS AND LICENSE AGREEMENT BETWEEN SUBCARRIER COMMUNICATIONS, 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 entered into a lease agreement with Subcarrier Communications Inc. (“Subcarrier”) dated as of October 7, 2008 (the “Original Agreement”), for the purpose of installing radio frequency equipment at the Authority’s broadcasting tower located at 42 Clove Road, located in the municipality of Little Falls in the County of Passaic, State of New Jersey (the “WNJN Tower”); and

WHEREAS, Licensee desires to add equipment to the Original Agreement as specified in the First Amendment to Tower Access and License Agreement between the Authority and Subcarrier (the “First Amendment”) attached hereto as Exhibit A; and

WHEREAS, Subcarrier is authorized to install such electrical equipment as approved by the Authority’s engineering department and consistent with current standards, codes, and policies; and

WHEREAS, the Authority wishes to approve the First Amendment.

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 First 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 First Amendment, 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 First Amendment, and authorize the Executive Director to take any and all action necessary to effectuate and implement the First 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 Muoio 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. Scudder made the motion to approve the resolution. Mr. Eakeley seconded the motion. Chair Muoio 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.

18. RESOLUTION APPROVING AN AMENDMENT OF THE TOWER ACCESS AND LICENSE AGREEMENT BETWEEN VIGILANT GLOBAL LLC AND THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY

RESOLUTION APPROVING AN AMENDMENT OF TOWER ACCESS AND LICENSE AGREEMENT BETWEEN VIGILANT GLOBAL 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 entered into a lease agreement with Vigilant Global LLC dated August 29, 2018 (the “Original Agreement”) (attached hereto as Exhibit B), for the purpose of installing radio frequency equipment at 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 “WNJB Tower”); and

WHEREAS, Vigilant Global LLC (the “Licensee”) desires to revise the Original Agreement as specified in Amendment (“First Amendment”) attached hereto as Exhibit A; and

WHEREAS, the Authority is amenable to revising the Original Agreement as specified in the First Amendment; and

WHEREAS, the Authority wishes to approve the First Amendment.

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 First 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 First Amendment, 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 First Amendment, and authorize the Executive Director to take any and all action necessary to effectuate and implement the First 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 Muoio asked for a motion to approve the Resolution Approving an Amendment of the Tower Access and License Agreement Between Vigilant Global LLC and the New Jersey Public Broadcasting Authority. Mr. DeCheser made the motion to approve the resolution. Mr. Scudder seconded the motion. Chair Muoio asked for a roll call vote. The motion to approve the Resolution Approving an Amendment of the Tower Access and License Agreement Between Vigilant Global LLC and the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

19. RESOLUTION APPROVING AN AMENDMENT OF THE TOWER ACCESS AND LICENSE AGREEMENT BETWEEN NEW JERSEY MSA LLC AND THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY

RESOLUTION APPROVING AN AMENDMENT OF 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 entered into a lease agreement with New Jersey MSA LLC dated August 29, 2018 (the “Original Agreement”) (attached hereto as Exhibit B), for the purpose of installing radio frequency equipment at 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 “WNJB Tower”); and

WHEREAS, New Jersey MSA LLC (the “Licensee”) desires to revise the Original Agreement as specified in Amendment (“First Amendment”) attached hereto as Exhibit A; and

WHEREAS, the Authority is amenable to revising the Original Agreement as specified in the First Amendment; and

WHEREAS, the Authority wishes to approve the First Amendment.

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 First 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 First Amendment, 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 First Amendment, and authorize the Executive Director to take any and all action necessary to effectuate and implement the First 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 Muoio asked for a motion to approve the Resolution Approving an Amendment of the Tower Access and License Agreement Between New Jersey MSA LLC and the New Jersey Public Broadcasting Authority. Mr. Scudder made the motion to approve the resolution. Mr. Eakeley seconded the motion. Chair Muoio asked for a roll call vote. The motion to approve the Resolution Approving an Amendment of the Tower Access and License Agreement Between New Jersey MSA LLC and the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

20. RESOLUTION APPROVING AN AMENDMENT OF THE TOWER ACCESS AND LICENSE AGREEMENT BETWEEN NEW LINE NETWORKS, LLC AND THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY

RESOLUTION APPROVING AN AMENDMENT OF 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 entered into a lease agreement with New Line Networks, LLC dated August 29, 2018 (the “Original Agreement”) (attached hereto as Exhibit B), for the purpose of installing radio frequency equipment at 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 “WNJB Tower”); and

WHEREAS, New Line Networks, LLC (the “Licensee”) desires to revise the Original Agreement as specified in Amendment (“First Amendment”) attached hereto as Exhibit A; and

WHEREAS, the Authority is amenable to revising the Original Agreement as specified in the First Amendment; and

WHEREAS, the Authority wishes to approve the First Amendment.

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 First 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 First Amendment, 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 First Amendment, and authorize the Executive Director to take any and all action necessary to effectuate and implement the First 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 Muoio asked for a motion to approve the Resolution Approving an Amendment of the Tower Access and License Agreement Between New Line Networks, LLC and the New Jersey Public Broadcasting Authority. Mr. Eakeley made the motion to approve the resolution. Mr. DeCheser seconded the motion. Chair Muoio asked for a roll call vote. The motion to approve the Resolution Approving an Amendment of the Tower Access and License Agreement Between New Line Networks, LLC and the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

21. RESOLUTION APPROVING AN AMENDMENT OF THE TOWER ACCESS AND LICENSE AGREEMENT BETWEEN WHY, INC. AND THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY

RESOLUTION APPROVING AN AMENDMENT OF A TOWER ACCESS AND LICENSE AGREEMENT BETWEEN WHY 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 (“Licensor”) entered into a tower access and license agreement with WHYY Inc. (“Licensee”) dated February 28, 2012 (the “Original Agreement”), for the purpose of installing radio frequency equipment at the Authority’s broadcasting tower located at 1647 Arrowhead Drive located in the municipality of Waterford Township in the County of Camden, State of New Jersey (the “WNJS Tower”); and

WHEREAS, Licensee desires to amend the Agreement, to permit the Licensee to connect to, and use, the on-site uninterruptible power supply (“UPS”) generating capacity, to which Licensor is amenable; and

WHEREAS, Licensee agrees to reimburse Licensor for \$120.00 for the annual maintenance cost of the UPS, to be billed to Licensee on July 1st of each year and prorated for the year in which this Amendment is executed; and

WHEREAS, Licensee is only authorized to install equipment 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 First Amendment to Agreement with Licensee.

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 First 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 First Amendment, 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 Muoio asked for a motion to approve the Resolution Approving an Amendment of the Tower Access and License Agreement Between WHYY, Inc. and the New Jersey Public Broadcasting Authority. Mr. Scudder made the motion to approve the resolution. Mr. Eakeley seconded the motion. Chair Muoio asked for a roll call vote. The motion to approve the Resolution Approving an Amendment of the Tower Access and License

Agreement Between WHYI, Inc. and the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

22. RESOLUTION APPROVING A RENEWAL OF A TOWER ACCESS AND LICENSE AGREEMENT BETWEEN TOWNSQUARE MEDIA TRENTON, LLC AND THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY

RESOLUTION APPROVING A RENEWAL OF A TOWER ACCESS AND LICENSE AGREEMENT BETWEEN TOWNSQUARE MEDIA TRENTON, 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 entered into a lease agreement with Fidelity Communications Corp. (the successor of which is Townsquare Media Trenton, LLC (the “Licensee”), dated October 1, 1980 (the “Original Agreement”) for the purpose of leasing access to the Licensee to place radio broadcasting equipment at the Authority’s broadcasting tower located at 301 Grovers Mill Road, Lawrence Township, Mercer County, New Jersey (the “WNJT Tower”); and

WHEREAS, in accordance with the terms of the Original Agreement, the Authority and the Licensee wish to renew the Original Agreement on the same terms as specifically set forth in the lease renewal letter between the Authority and the Licensee (the “Renewal Letter”), whereby the Original Agreement will be renewed for a five (5) year term beginning on January 1, 2019, for monthly rental charges as set forth in the Renewal Letter attached hereto as Exhibit A; and

WHEREAS, the Authority wishes to approve entry into the Renewal Letter with the Licensee.

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 Renewal Letter attached hereto as Exhibit A, in substantially the form presented at this meeting and authorize the Executive Director to execute and deliver the Renewal Letter, 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 Renewal Letter, and authorize the Executive Director to take any and all action necessary to effectuate and implement the

Renewal Letter, 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 Muoio asked for a motion to approve the Resolution Approving a Renewal of a Tower Access and License Agreement Between Townsquare Media Trenton, LLC and the New Jersey Public Broadcasting Authority. Mr. DeCheser made the motion to approve the resolution. Mr. Eakeley seconded the motion. Chair Muoio asked for a roll call vote. The motion to approve the Resolution Approving a Renewal of a Tower Access and License Agreement Between Townsquare Media Trenton, LLC and the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

23. RESOLUTION APPROVING AN AMENDMENT OF THE TOWER ACCESS AND LICENSE AGREEMENT BETWEEN WPSJ-CD STATION, LLC AND THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY

RESOLUTION APPROVING AN AMENDMENT OF A TOWER ACCESS AND LICENSE AGREEMENT BETWEEN WPSJ-CD STATION, 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 entered into a lease agreement with WPSJ-CD Station, LLC dated as of April 24, 2003 (the “Original Agreement”) (attached hereto as Exhibit B), for the purpose of installing radio frequency equipment at the Authority’s broadcasting tower located at 1647 Arrow Head Drive located in the municipality of Waterford Township in County of Camden, State of New Jersey (the “WNJS Tower”); and

WHEREAS, Licensee desires to amend the Original Agreement as specified in the First Amendment to Tower Access and License Agreement between the Authority and WPSJ-CD (the “First Amendment”) attached hereto as Exhibit A; and

WHEREAS, the Authority wishes to approve the First Amendment.

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 First 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 First Amendment, 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 First Amendment, and authorize the Executive Director to take any and all action necessary to effectuate and implement the First 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 Muoio asked for a motion to approve the Resolution Approving an Amendment of the Tower Access and License Agreement Between WPSJ-CD Station, LLC and the New Jersey Public Broadcasting Authority. Mr. Eakeley made the motion to approve the resolution. Mr. Scudder seconded the motion. Chair Muoio asked for a roll call vote. The motion to approve the Resolution Approving an Amendment of the Tower Access and License Agreement Between WPSJ-CD Station, LLC and the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

24. RESOLUTION APPROVING AN ESTOPPEL AGREEMENT BETWEEN WPSJ-CD STATION, LLC AND THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY

RESOLUTION APPROVING AN ESTOPPEL, CONSENT TO AMENDMENT OF A TOWER ACCESS AND LICENSE AGREEMENT BETWEEN WPSJ-CD STATION, LLC, HC2 STATION GROUP, 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 entered into a tower access and license agreement with Engle Broadcasting dated as of April 24, 2003 (the “Original Agreement”), for the purpose of installing radio frequency equipment at the Authority’s broadcasting tower located at 1647 Arrowhead Drive located in the municipality of Waterford Township in County of Camden, State of New Jersey (the “WNJS Tower”); and

WHEREAS, Engle Broadcasting assigned its interest in the License to WPSJ-CD Station, LLC and the Authority consented to the assignment pursuant to an Estoppel, Consent to Assignment, and Assumption of Tower Access and License Agreement dated as of December 19, 2012 (the “2012 Assignment”); and

WHEREAS, WPSJ-CD Station, LLC (the “Current Licensee”) now wishes to assign the License to HC2 Station Group, Inc. (the “New Licensee”) and obtain the Authority’s consent to the assignment of the Licensee; and

WHEREAS, the Current Licensee and the New Licensee will effectuate the assignment by means of an Estoppel, Consent to Assignment, and Assumption of Tower Access and License Agreement (the “2018 Assignment”); and

WHEREAS, the Authority is willing to consent to the 2018 Assignment upon the terms contained in the 2018 Assignment.

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 Assignment attached hereto as Exhibit A, in substantially the form presented at this meeting and authorize the Executive Director to execute and deliver the 2018 Assignment, 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 2018 Assignment, and authorize the Executive Director to take any and all action necessary to effectuate and implement the 2018 Assignment, 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 Muoio asked for a motion to approve the Resolution Approving an Estoppel Agreement Between WPSJ-CD Station, LLC and the New Jersey Public Broadcasting Authority. Mr. DeCheser made the motion to approve the resolution. Mr. Scudder seconded the motion. Chair Muoio asked for a roll call vote. The motion to approve the Resolution Approving an Estoppel Agreement Between WPSJ-CD Station, LLC and the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

25. RESOLUTION APPROVING A TOWER ACCESS AND LICENSE AGREEMENT BETWEEN UNIVISION OF NEW JERSEY, INC. AND THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY

RESOLUTION APPROVING A TOWER ACCESS AND LICENSE AGREEMENT BETWEEN UNIVISION OF NEW JERSEY, 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 Univision of New Jersey, 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 located in the municipality of Little Falls in the County of Passaic, New Jersey (the “Tower”); and

WHEREAS, the term of the Agreement will be for five (5) years with four (4) five (5) year renewal options with an initial rental fee of \$10,376.11 per year and \$2023.37 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, Univision of New Jersey, 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 Agreement with Univision of New Jersey, 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 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 Muoio asked for a motion to approve the Resolution Approving a Tower Access and License Agreement Between Univision of New Jersey, Inc. and the New Jersey Public Broadcasting Authority. Mr. Eakeley made the motion to approve the resolution. Mr. DeCheser seconded the motion. Chair Muoio asked for a roll call vote. The motion to approve the Resolution Approving a Tower Access and License Agreement Between

Univision of New Jersey, Inc. and the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

26. RESOLUTION OF APPRECIATION FOR JOHN INGLESINO FOR DEDICATED SERVICE TO THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY

**RESOLUTION OF APPRECIATION FOR JOHN INGLESINO
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, John Inglesino was appointed to the Board of the New Jersey Public Broadcasting Authority (“NJPBA”) in January 2011; and

WHEREAS, Mr. Inglesino was an active participant during an important period of transition and provided leadership and guidance as the organization transitioned to a new operating model; and

WHEREAS, Mr. Inglesino served as Vice-Chair of the Board and was a regular and thoughtful participant in Board meetings; and

WHEREAS, Mr. Inglesino resigned his membership after seven years of service.

WE, THEREFORE, RESOLVE, on this twenty-third day of October, two thousand eighteen, to commend John Inglesino for his outstanding leadership and dedicated service to the New Jersey Public Broadcasting Authority.

Chair Muoio asked for a motion to approve the Resolution of Appreciation for John Inglesino for Dedicated Service to the New Jersey Public Broadcasting Authority. Mr. Eakeley made the motion to approve the resolution. Mr. DeCheser seconded the motion. Mr. Eakeley requested a vote by acclamation to express the Board’s appreciation to Mr. Inglesino. Chair Muoio concurred and asked for a voice vote. The motion to approve the Resolution of Appreciation for John Inglesino for Dedicated Service to the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

27. EXECUTIVE SESSION (*if necessary*)

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

28. OTHER BUSINESS (*if any*)

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

29. PUBLIC COMMENTS

Chair Muoio asked if any members of the public wanted to make a comment. No members of the public spoke before the Board.

30. ADJOURNMENT

Chair Muoio thanked everyone for their participation and apologized for the delay. Chair Muoio asked for a motion to adjourn the meeting. Mr. DeCheser made a motion to adjourn the meeting. Mr. Eakeley seconded the motion. Chair Muoio asked for a voice vote. The motion was voted upon and approved unanimously. The meeting was adjourned at 2:47 p.m.