

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

November 13, 2020 at 3:00 p.m.

New Jersey Public Broadcasting Authority
Conference Room and by Conference Call
25 S. Stockton Street
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 New Jersey Public Broadcasting Authority Conference Room, 25 S. Stockton Street, Trenton, NJ 08608, and by Conference Call on November 13, 2020, at 3:02 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 (*via phone*); Douglas S. Eakeley (*via phone*); and Ford Scudder (*via phone*). Also present and participating were Robert Feinberg, Vice President and General Counsel, WNET (*via phone*); Patricia Northrop, General Counsel, PMNJ (*via phone*); Catherine Brennan, Deputy State Treasurer (*via phone*); Kavin Mistry, Deputy Director, Division of Law (*via phone*); George Loeser, Deputy Attorney General (*via phone*); Rudy Rodas, Assistant Counsel, Governor’s Authorities Unit (*via phone*); Richard Williams, Acting Executive Director, NJPBA (*via phone*); and Nichol R. Gee, Assistant Chief, NJPBA (*taking minutes*). One member of the public was also present.

2. RESOLUTION APPROVING THE MINUTES OF THE FEBRUARY 3, 2020 MEETING

This agenda item was inadvertently skipped over. No discussion or action occurred.

3. REPORT FROM PUBLIC MEDIA NJ, INC.

Ms. Muoio asked Mr. Robert Feinberg to present a report from Public Media NJ, Inc. (“PMNJ”). Mr. Feinberg referenced a station report that had been circulated to the members prior to the meeting. He spoke of the impact COVID-19 had across the State and on PMNJ specifically, with an increased workload in response to the pandemic, and he discussed related production changes and programming. Mr. Feinberg said the renovation of PMNJ’s Gateway studio funded by a grant from the Authority with proceeds from the Federal Communications Commission Spectrum Auction was ahead of schedule and should be ready to use after the pandemic. He highlighted NJTV’s election coverage and NJTV Learning Live, which was a partnership with the New Jersey Department of Education (“DOE”) to provide four hours of instructional television five days a week from April 2020 through June 2020. Mr. Feinberg mentioned that DOE was unable to provide the funding to NJTV to continue this initiative during the Fall of 2020.

Mr. Feinberg stated that PMNJ was operating on budget in a breakeven position. Digital content had expanded online since their acquisition of NJ Spotlight in March 2019. PMNJ measured increased engagement on that platform and in on-air viewership as well. Mr. Feinberg said they were proud of the work they were doing and were grateful for the support of the Authority.

Chair Muoio thanked Mr. Feinberg for his presentation and expressed gratitude for the service PMNJ provided to the State.

4. REPORT FROM THE AUDIT COMMITTEE

Chair Muoio asked Mr. Douglas Eakeley, Chair of the Audit Committee, to present a report on the work of the Audit Committee. Mr. Eakeley stated that the Audit Committee met with auditors from Mercadien PC on October 7, 2020, to begin the Fiscal Year 2020 Audit in accordance with a multiyear contract previously approved by the Board. Due to COVID-19, the audit was primarily being performed remotely, with the NJPBA Finance Manager scanning and submitting the requested files via secured software. The audit would be completed in time for the required Corporation for Public Broadcasting Community Service Grant filing in February.

5. REPORT FROM THE EXECUTIVE DIRECTOR

Ms. Muoio asked Acting Executive Director Richard Williams to report to the board. Mr. Williams stated that staff had completed several major initiatives with long-range benefits for the Authority, such as upgrades to the Camden transmission system and an expanded partnership with WGBH and the Library of Congress to preserve NJN programming.

Mr. Williams said the operating budget resolution before the board would hold the line on spending, and the capital budget presented to the Board was committed to infrastructure

and technological improvements. COVID-19 had a minimal financial impact on the Authority, and staff anticipated revenue increases next calendar year based on the inquiries they had fielded for tower space.

Mr. Williams asked Ms. Nichol Gee to report on the NJN Archives. Ms. Gee stated that the Authority was working with PMNJ and WNET on the digitization and preservation of media assets from the NJN Archives. 10,000 assets were finished last winter and another 6,000 were completed in 2020. Packing and shipping of an additional 4,000 assets was delayed due the COVID-19 pandemic, but that work was underway and should be completed by spring. At that point, virtually all of the NJN programs and documentaries will have been digitized and preserved. Ms. Gee said the agreements before the board today with the WGBH Educational Foundation and the Library of Congress would provide a small revenue stream to the Authority for commercial use of the materials and ensure their public access and preservation for generations.

Mr. Williams said the NJN Archives project was the culmination of a 9-year effort started by this board and led by his predecessor, Mr. John Blair, and Ms. Gee, and he thanked them for their efforts to preserve the NJN Archives in perpetuity.

6. RESOLUTION APPROVING THE FISCAL YEAR 2021 BUDGET FOR THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY

RESOLUTION APPROVING THE FISCAL YEAR 2021 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, 2020 through and including June 30, 2021 of the Authority (the “Fiscal Year 2021 Budget”) attached hereto as Exhibit A, authorizing a total expenditure of \$2,175,000 by the Authority during the course of Fiscal Year 2021.

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 2021 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 2021 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 2021 Appropriations Act differs from the amount set forth in the Fiscal Year 2021 Budget, the Executive Director is directed to prepare an amended Fiscal Year 2021 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 2021 Budget for 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 voice vote. The motion to approve the Resolution Approving the Fiscal Year 2021 Budget for the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

7. 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 April 4, 2019, authorizing a total expenditure of \$3,897,168 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, the Authority has completed certain 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 reduced total expenditure of \$1,826,424 by the Authority to account for all capital funds expended through the Authority’s Fiscal Year 2020 on the capital projects as described in the Amended and Restated 2018-2020 Capital Budget.

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

1. The Members of the Authority hereby approve the Amended and Restated 2018-2020 Capital Budget of the Authority, as set forth in Exhibit A attached hereto and hereby ratify all actions taken by the Authority in implementing the Amended and Restated 2018-2020 Capital Budget.

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

Chair Muoio asked for a motion to approve the Resolution Approving an Amended and Restated 2018-2020 Capital Budget for 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 voice vote. The motion to approve the Resolution Approving an Amended and Restated 2018-2020 Capital Budget for the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

8. RESOLUTION APPROVING A 2021-2023 CAPITAL BUDGET FOR THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY

**RESOLUTION APPROVING A 2021-2023 CAPITAL BUDGET
FOR THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY**

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

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

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

WHEREAS, the Authority will undertake certain capital projects with respect to the Transmission Facilities as more fully described in the capital budget for 2021 through 2023 (the “2021-2023 Capital Budget”) attached hereto as Exhibit A; and

WHEREAS, the staff of the Authority recommends approval of the 2021-2023 Capital Budget attached hereto as Exhibit A, authorizing a total expenditure of \$2,600,000.00 by the Authority during the course of the 2021-2023 Capital Budget; and

WHEREAS, the Treasurer of the State intends to appropriate \$2,600,000.00 to the Authority from the Trust Fund for New Jersey Public Broadcasting for the purpose of undertaking the capital projects as set forth in the 2021-2023 Capital Budget, subject to the availability of funds;

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 2021-2023 Capital Budget of the Authority, as set forth in Exhibit A attached hereto and hereby authorize the Executive Director of the Authority to take all actions necessary to implement the 2021-2023 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 a 2021-2023 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 asked for a roll call vote. The motion to approve the Resolution Approving a 2021-2023 Capital Budget for the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

9. RESOLUTION APPROVING AN AGREEMENT WITH THE WGBH EDUCATIONAL FOUNDATION AND THE LIBRARY OF CONGRESS WITH RESPECT TO THE AMERICAN ARCHIVE OF PUBLIC BROADCASTING

RESOLUTION APPROVING AN AGREEMENT WITH THE WGBH EDUCATIONAL FOUNDATION AND THE LIBRARY OF CONGRESS WITH RESPECT TO THE AMERICAN ARCHIVE OF PUBLIC BROADCASTING

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 the American Archive of Public Broadcasting (“AAPB”) in the Library of Congress, the purpose of which is to preserve public media programs and other content of historical or other significance; and

WHEREAS, on July 10, 2013, the NJPBA entered into a Preservation and Archive License Agreement with CPB through which 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 the AAPB; and

WHEREAS, the Authority has continued to digitize and preserve assets from the NJN Archives with intention to license all digitized programming for the purpose of placing a copy of the digitized programming in the AAPB through an Agreement with the WGBH Educational Foundation and the Library of Congress (the “Agreement”) attached hereto as Exhibit A; and

WHEREAS, the preservation and access to the digitized assets provided by the AAPB is well aligned with the Authority’s aims to preserve and make such content available to the public; and

WHEREAS, the Members of the Authority wish to authorize the Executive Director to take the necessary actions in furthering the goals 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 or materials 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 an Agreement with the WGBH Educational Foundation and the Library of Congress with Respect to the American Archive of Public Broadcasting. Mr. Eakeley made the motion to approve the resolution. Mr. Scudder seconded the motion. Chair Muoio asked if there was any discussion. Mr. Eakeley stated that as a former member of the NJN Foundation Board, he appreciated the effort that was made to preserve the NJN Archives and was delighted to see the investment in this work. Chair Muoio concurred and asked for a roll call vote. The motion to approve the Resolution Approving an Agreement with the WGBH Educational Foundation and the Library of Congress with Respect to the American Archive of Public Broadcasting was voted upon and approved unanimously.

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

RESOLUTION APPROVING ENTRY INTO A FOOTAGE REPRESENTATION AGREEMENT WITH THE 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 “NJV 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 media producers; and

WHEREAS, the Authority issued a Request for Proposal for a Revenue Sharing Representation Agreement (the “RFP”) on June 5, 2020; and

WHEREAS, the Authority received responses from three (3) bidders to provide services as described in the RFP; and

WHEREAS, the NJPBA Evaluation Committee reviewed the RFP responses and recommends that the Authority enter into an agreement with the WGBH Educational Foundation (“GBH”); and

WHEREAS, the Corporation for Public Broadcasting (“CPB”) has established the American Archive of Public Broadcasting (“AAPB”) in 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 the AAPB; and

WHEREAS, the Authority has continued to digitize and preserve assets from the NJN Archives with intention to license all digitized programming for the purpose of placing a copy of the digitized programming in the AAPB; and

WHEREAS, GBH is managing the AAPB in collaboration with the Library of Congress; and

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

WHEREAS, GBH shall pay the Authority fifty percent (50%) of GBH's net income from all "stock footage licenses," as such term is defined in the WGBH Footage Representation Agreement (the "Representation 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, including entering into the Representation Agreement, 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 Representation 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 Representation Agreement, with such changes, revisions and omissions in consultation with the Office of the Attorney General.

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

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

Chair Muoio asked for a motion to approve the Resolution Approving Entry into a Footage Representation Agreement with the WGBH Educational Foundation. 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 Entry into a Footage Representation Agreement with the WGBH Educational Foundation was voted upon and approved unanimously.

11. RESOLUTION APPROVING AN AMENDMENT OF A TOWER ACCESS AND LICENSE AGREEMENT BETWEEN HOMAN COMMUNICATIONS AND THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY

RESOLUTION APPROVING AN AMENDMENT OF A TOWER ACCESS AND LICENSE AGREEMENT BETWEEN HOMAN 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 entered into a lease agreement with Homan Communications (“Homan”) dated as of June 9, 2015 (the “Original Agreement”), for the purpose of installing and operating wireless telecommunications equipment at the Authority’s broadcasting tower located 301 Grover’s Mill Road, located in the Municipality of Lawrence Township, Mercer County, State of New Jersey (the “WNJT Tower”); and

WHEREAS, the Governor of the State of New Jersey declared a public health emergency and a state of emergency due to the COVID-19 Pandemic and through a “stay-at-home” executive order placed restrictions on schools and businesses throughout the State; and

WHEREAS, the shutdown of in-person schools directly impacted the ability of Homan to conduct its business of providing support services for school busing and collect revenue; and

WHEREAS, it was and is necessary for Homan to continue maintaining the technical infrastructure required to provide support services for school busing during the pendency of the “stay-at-home” order and when schools began to reopen on hybrid schedule bases after the restrictions of the “stay-at-home” order was lifted; and

WHEREAS, Homan has been a tenant in good standing on two towers operated by the Authority since 1989; and

WHEREAS, in order to make it economically feasible to retain Homan as a client on the Tower, Authority staff recommends reducing license fees to \$750 per month for the months of April 2020 through September 2020, representing a 50% decrease for a total cost reduction of \$4527.00; and

WHEREAS, the Authority wishes to enter into an amendment to the Original Agreement to memorialize this reduction in license fee for the period of April 2020 through September 2020 (the “Amendment”); and

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

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

Chair Muoio asked for a motion to approve the Resolution Approving an Amendment of a Tower Access and License Agreement Between Homan Communications 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 a Tower Access and License Agreement Between Homan Communications and the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

12. RESOLUTION APPROVING AN AMENDMENT OF A TOWER ACCESS AND LICENSE AGREEMENT BETWEEN HOMAN COMMUNICATIONS AND THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY

RESOLUTION APPROVING AN AMENDMENT OF A TOWER ACCESS AND LICENSE AGREEMENT BETWEEN HOMAN 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 entered into a lease agreement with Homan Communications (“Homan”) dated as of June 9, 2015 (the “Original Agreement”), for the purpose of installing and operating wireless telecommunications equipment at the

Authority's broadcasting tower located 1647 Arrow Head Drive located in the municipality of Waterford Township in the County of Camden, State of New Jersey (the "WNJS Tower"); and

WHEREAS, the Governor of the State of New Jersey declared a public health emergency and a state of emergency due to the COVID-19 Pandemic and through a "stay-at-home" executive order placed restrictions on schools and businesses throughout the State; and

WHEREAS, the shutdown of in-person schools directly impacted the ability of Homan to conduct its business of providing support services for school busing and collect revenue; and

WHEREAS, it was and is necessary for Homan to continue maintaining the technical infrastructure required to provide support services for school busing during the pendency of the "stay-at-home" order and when schools began to reopen on hybrid schedule bases after the restrictions of the "stay-at-home" order was lifted; and

WHEREAS, Homan has been a tenant in good standing on two towers operated by the Authority since 1989; and

WHEREAS, in order to make it economically feasible to retain Homan as a client on the Tower, Authority staff recommends reducing license fees to \$3,250.00 a month for the months of April 2020 through September 2020, representing a 48% decrease for a total cost reduction of \$18,334.32; and

WHEREAS, the Authority wishes to enter into an amendment to the Original Agreement to memorialize this reduction in license fee for the period of April 2020 through September 2020 (the "Amendment"); and

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

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

Chair Muoio asked for a motion to approve the Resolution Approving an Amendment of a Tower Access and License Agreement Between Homan Communications 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 a Tower Access and License Agreement Between Homan Communications and the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

13. 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 42 Clove Road located in the municipality of Little Falls in the County of Passaic, State of New Jersey (the “Tower”); and

WHEREAS, the term of the Agreement will be for five (5) years with three (3) five (5) year renewal options with an initial rental fee of \$38,928.00 per year and \$2,724.96 per year 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, 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 Muoio 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. 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 a Tower Access and License Agreement Between New Jersey MSA LLC and the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

14. 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.

15. OTHER BUSINESS *(if any)*

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

16. 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.

17. ADJOURNMENT

Chair Muoio thanked everyone for their participation and asked for a motion to adjourn the meeting. Mr. Scudder 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 3:25 p.m.