

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

November 17, 2021 at 4:00 p.m.  
via Conference Call

## **MINUTES**

Elizabeth Maher Muoio, Chair, Presiding

Minutes of the meeting of the New Jersey Public Broadcasting Authority (“NJPBA” or “Authority”) held by Conference Call on November 17, 2021 at 4:03 p.m.

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

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

Chair 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 Kavin Mistry, Deputy Director, Division of Law (*via phone*); Susan Wilkerson, Deputy Attorney General (*via phone*); Janice Venables, Assistant Counsel, Governor’s Authorities Unit (*via phone*); Richard Williams, 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 JUNE 14, 2021 MEETING**

#### **RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING THE MINUTES OF THE JUNE 14, 2021 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 June 14, 2021 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 June 14, 2021 meeting of 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 Approving the Minutes of the June 14, 2021 Meeting. 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 of the New Jersey Public Broadcasting Authority Approving the Minutes of the June 14, 2021 Meeting for the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

**3. 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 had met with the auditors from Mercadien, PC on October 14, 2021, to review the process for the Fiscal Year 2021 audit. The audit began the week of October 25, 2021, and the final fieldwork was scheduled for November 22, 2021. The auditors were prepared to conduct the audit remotely, if necessary due to COVID restrictions, but that had not been required.

**4. REPORT FROM THE EXECUTIVE DIRECTOR**

Ms. Muoio asked Executive Director Richard Williams to report to the Board. Mr. Williams stated that COVID restrictions for remote work had been lifted, and the staff had returned to normal reporting duties. Revenue was increasing and expenses were under control. All planned capital projects remained on-track despite challenges in acquiring materials and equipment. Mr. Williams reviewed the capital projects that were completed or underway at the transmitter sites.

Mr. Williams asked Assistant Chief Nichol R. Gee to report on the NJN Archives project. Ms. Gee stated that digitization and quality control was nearing completion for the 20,000 assets in the current phase of work on the project. File sharing with Public Media NJ, Inc. (“PMNJ”) and the Eagleton Institute of Politics at Rutgers (“Eagleton”) was complete. The agreements in place with GBH and the Library of Congress had generated \$4,700.00 in revenue for Fiscal Year 2022 to date. Ms. Gee said that after digitization was complete, the focus would be on reorganizing the physical storage of the remaining assets to improve access and climate control.

Mr. Williams reviewed the contracts on the meeting’s agenda. He said the Food Network must-carry waiver was a four-year renewal of a 25-year agreement between the NJPBA and Time-Warner, and the DIRECTV carriage agreement, which was negotiated by Public Broadcasting Service (“PBS”) for all member stations, would allow for NJPBA’s local signal to be carried on DIRECTV’s new streaming platform. Mr. Williams said that as interest in streaming continued to grow among viewers, he expected there to be more streaming agreements in the future.

Mr. Williams stated that the NJPBA received over \$600,000 in COVID stabilization funds from the federal government in response to the fiscal impact of the pandemic. The resolution before the Board would transfer of a portion of those funds to PMNJ under an agreement with provisions similar to previous grant programs administered by the Authority. He noted that there were also two tower contracts on the agenda which resulted from professional engineering analysis which identified available capacity for additional tenants on the Lawrenceville tower.

Mr. Williams said the Authority was working with the Department of Property Management and Construction (“DPMC”) to transform the Trenton operations center into a mixed-use facility with an emphasis on technology and emergency services. NJPBA proposed a shared services memorandum of understanding be developed for tenants to highlight the unique characteristics of the building and offset costs associated with these distinct building operations.

Chair Muoio thanked Mr. Williams, Ms. Gee, and the entire staff for all of their hard work during the COVID pandemic.

**5. RESOLUTION APPROVING AN AMENDED AND RESTATED 2021-2023 CAPITAL BUDGET FOR THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY**

**RESOLUTION APPROVING AN AMENDED AND RESTATED  
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 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, New Jersey, 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 fiscal years 2021 through 2023 (the “2021-2023 Capital Budget”) on June 14, 2021, authorizing a total expenditure of \$2,600,000 by the Authority in fiscal years 2021 through 2023 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**, Authority staff recommends approval of the Amended and Restated 2021-2023 Capital Budget, attached hereto as Exhibit A, authorizing a total expenditure of \$2,450,000 by the Authority on the capital projects as described in the Amended and Restated 2021-2023 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 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 Amended and Restated 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 the Resolution Approving an Amended and Restated 2021-2023 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 roll call vote. The motion to approve the Resolution Approving an Amended and Restated 2021-2023 Capital Budget for the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

**6. 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, 2011, 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 negotiated a Channel Carriage Agreement (the “Agreement”) with TV Food and a 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; and

**WHEREAS**, pursuant to Section 4 of the Agreement, TV Food provided the Authority written request to exercise its right to one (1) renewal term of the Agreement to cover the period beginning January 1, 2022 and ending December 31, 2026 (“Renewal Term Agreement”), provided the Authority is able to deliver a waiver covering the renewal term (“New Waiver”); and

**WHEREAS**, once the Renewal Term 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 Renewal Term Agreement is executed and the New Waiver is delivered, the Authority expects to receive \$200,000 for calendar year 2022, \$200,000 for calendar year 2023, \$200,000 for calendar year 2024, \$200,000 for calendar year 2025, and \$200,000 for calendar year 2026; and

**WHEREAS**, the amount of the annual compensation to the Authority pursuant to the Renewal Term Agreement and the deadline for payment of such compensation were negotiated in good faith between TV Food and the Authority, and do not exceed \$200,000 per calendar year during the Renewal Term; and

**WHEREAS**, it is the Authority’s best interests to approve the Renewal Term Agreement and deliver the New Waiver; and

**WHEREAS**, the Authority wishes to authorize the approval of the Renewal Term 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 Renewal Term 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 Renewal Term 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 Renewal Term Agreement and the New Waiver, and authorize the Executive Director to take any and all action necessary to effectuate and implement the Renewal Term 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 a 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. 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 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.

**7. RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING AN ALLOCATION AND TRANSFER OF CORPORATION FOR PUBLIC BROADCASTING GRANT FUNDS RECEIVED UNDER THE AMERICAN RESCUE PLAN ACT OF 2021, AND ENTRY INTO AN ALLOCATION AGREEMENT WITH PUBLIC MEDIA NJ, INC. IN SUPPORT OF PROGRAMMING ON THE STATIONS**

**RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING AN ALLOCATION AND TRANSFER OF CORPORATION FOR PUBLIC BROADCASTING GRANT FUNDS RECEIVED UNDER THE AMERICAN RESCUE PLAN ACT OF 2021, AND ENTRY INTO AN ALLOCATION AGREEMENT WITH PUBLIC MEDIA NJ, INC. IN SUPPORT OF PROGRAMMING ON THE STATIONS**

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

**WHEREAS**, pursuant to the Transfer Act, the Authority entered into a Programming and Services Agreement (the “PMNJ Agreement”) dated as of July 1, 2011, with Public Media NJ, Inc. (“PMNJ”); and

**WHEREAS**, pursuant to the PMNJ Agreement, PMNJ has agreed to provide programming, including New Jersey-centric news, public affairs and information programming (the “Programming”) on the stations (WNJT(TV) Trenton, WNJB(TV) New Brunswick, WNJN(TV) Montclair, WNJS(TV) Camden, W35DK-D Sussex, W49BE-D

Hackettstown, and W43CH-D Belvidere)(collectively, the “Stations”) in the State of New Jersey’s (the “State”) public broadcasting system; and

**WHEREAS**, the Authority received a Corporation for Public Broadcasting (“CPB”) stabilization grant of \$467,553 under the American Rescue Plan Act of 2021(“ARP Act”) in response to the fiscal impact caused by the COVID-19 pandemic (the “Stabilization Grant Funds”); and

**WHEREAS**, pursuant to the ARP Act, the Stabilization Grant Funds must be used to maintain public broadcasting programming and services which have been fiscally impacted by the COVID-19 pandemic; and

**WHEREAS**, PMNJ has been fiscally impacted by the COVID-19 pandemic; and

**WHEREAS**, the Authority wishes to allocate and transfer \$333,776.50 of the Stabilization Grant Funds received to PMNJ, for the use and benefit of the Stations, as contemplated in Section 3.1 of the PMNJ Agreement and the ARP Act; and

**WHEREAS**, the Authority will enter into a Stabilization Grant Funds Allocation Agreement with PMNJ concerning the use of the Stabilization Grant Funds to ensure that the Stabilization Grant Funds are transferred pursuant to the PMNJ Agreement, and subject to the restrictions on use of CPB stabilization grants received pursuant to the ARP Act; and

**WHEREAS**, the Authority wishes to authorize entering into a Stabilization Grant Funds Allocation Agreement and to authorize the transfer of the Stabilization Grant Funds, pursuant to Section 3.1 of the PMNJ Agreement, for the maintenance of public broadcasting programming and services which have been fiscally impacted by the COVID-19 pandemic.

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

1. The Authority hereby authorizes the entry into the Stabilization Grant Funds Allocation Agreement, authorizes the Executive Director to execute and deliver the Stabilization Grant Fund Allocation Agreement, and the allocation and transfer of Stabilization Grant Funds in the sum of \$333,776.50 to PMNJ, pursuant to the PMNJ Agreement.

2. The Authority hereby authorizes the Executive Director to take any and all action necessary to effectuate and implement the Stabilization Grant Funds Allocation Agreement, including, but not limited to, execution and delivery of documents in connection therewith.

3. The Authority hereby authorizes the Executive Director to take any and all action necessary to effectuate and implement the transfer of the Stabilization Grant Funds



Allocation to PMNJ for the maintenance of public broadcasting programming and services which have been fiscally impacted by the COVID-19 pandemic.

4. 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 an Allocation and Transfer of Corporation for Public Broadcasting Grant Funds Received Under the American Rescue Plan Act of 2021, and Entry into an Allocation Agreement with Public Media NJ, Inc. in Support of Programming on the Stations. 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 of the New Jersey Public Broadcasting Authority Approving an Allocation and Transfer of Corporation for Public Broadcasting Grant Funds Received Under the American Rescue Plan Act of 2021, and Entry into an Allocation Agreement with Public Media NJ, Inc. in Support of Programming on the Stations was voted upon and approved unanimously.

**8. RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING A CHANNEL CARRIAGE AGREEMENT WITH DIRECTV STREAM**

**RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING A CHANNEL CARRIAGE AGREEMENT WITH DIRECTV STREAM**

**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, 2011, with Public Media NJ, Inc. (“PMNJ”), a New Jersey not-for-profit corporation; and

**WHEREAS**, pursuant to the PMNJ Agreement, 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**, pursuant to Section 1.3(b) of the PMNJ Agreement, PMNJ shall administer the Stations’ relationships and agreements with any multichannel video

programming distributors, including but not limited to cable systems, SMATV, open video systems and DBS systems (collectively, “MVPDs”), and shall retain any revenues that result from all such relationships and arrangements for use in the development, production, and distribution of the Programming and the performance of the Services (as defined in Article III of the PMNJ Agreement), as provided in the PMNJ Agreement, and notwithstanding anything to the contrary, NJPBA shall take all steps necessary to timely inform all MVPDs that the Stations intend to exercise their mandatory carriage rights for their primary digital channels, and shall cooperate with PMNJ with respect to requests for carriage of the Stations’ multicast channels on MVPD platforms or otherwise; and

**WHEREAS**, the Stations are operated as full power, non-commercial member stations of the Public Broadcasting Service (“PBS”); and

**WHEREAS**, PBS has negotiated with DIRECTV on behalf of all member stations for carriage of the primary signal of all member stations on DIRECTV Stream OTT; and

**WHEREAS**, the Stations must opt-in for carriage on DIRECTV Stream OTT under the Broadcaster Agreement for Governmental Entities (the “DIRECTV Agreement”) attached as Exhibit A; and

**WHEREAS**, PMNJ has requested that NJPBA opt-in for carriage of the Stations on DIRECTV Stream OTT; and

**WHEREAS**, it is in the Authority’s best interests to enter into the DIRECTV Agreement; and

**WHEREAS**, the Authority wishes to enter into the DIRECTV Agreement.

**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 DIRECTV Agreement, attached hereto as Exhibit A, in substantially the forms presented at this meeting and authorize the Executive Director to execute and deliver the DIRECTV 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 DIRECTV Agreement, and authorize the Executive Director to take any and all action necessary to effectuate and implement the DIRECTV 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 of the New Jersey Public Broadcasting Authority Approving a Channel Carriage Agreement with DIRECTV Stream. 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 of the New Jersey Public Broadcasting Authority Approving a Channel Carriage Agreement with DIRECTV Stream was voted upon and approved unanimously.

**9. RESOLUTION APPROVING AN AMENDMENT OF A TOWER ACCESS AND LICENSE AGREEMENT BETWEEN T-MOBILE NORTHEAST LLC AND THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY**

**RESOLUTION APPROVING AN AMENDMENT OF A TOWER ACCESS AND LICENSE AGREEMENT BETWEEN T-MOBILE NORTHEAST 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 Metro PCS Pennsylvania LLC, a Delaware limited liability company dated October 23, 2008 (the “Original Agreement”) for the purpose of installing radio frequency equipment at the Authority’s broadcasting tower located at 301 Grover’s Mill Road, located in the Municipality of Lawrence Township, in the County of Mercer, State of New Jersey (the “WNJT Tower”); and

**WHEREAS**, Metro PCS Wireless, Inc. the parent company of Metro PCS Pennsylvania LLC, merged into T-Mobile USA, Inc. in 2013, and T-Mobile USA, Inc. assumed all of the obligations of Metro PCS Wireless, Inc., including those of Metro PCS Pennsylvania LLC; and

**WHEREAS**, T-Mobile Northeast LLC, a Delaware limited liability company, is a T-Mobile USA, Inc. subsidiary and is the successor to Metro PCS Pennsylvania LLC as Licensee under the Original Agreement; and

**WHEREAS**, Licensee desires to add equipment to the Original Agreement as specified in Amendment (“First Amendment”) attached hereto as Exhibit A; and

**WHEREAS**, Licensee 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 Licensee Fee is also being amended to reflect the additional

equipment being installed; 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 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 a Tower Access and License Agreement Between T-Mobile Northeast 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 a Tower Access and License Agreement Between T-Mobile Northeast LLC and the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

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

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

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

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

301 Grover’s Mill Road, located in the Municipality of Lawrence Township, Mercer County, State of New Jersey (the “Tower”); and

**WHEREAS**, the term of the Agreement will be for one (1) year with up to nine (9) additional one-year option periods with an initial license fee of \$1,768.43 per year with a two percent (2%) per year license fee escalator; and

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

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

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

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

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

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

Chair Muoio asked for a motion to approve the Resolution Approving a Basic Ordering Agreement Between the New Jersey Public Broadcasting Authority and FBI. 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 Basic Ordering Agreement Between the New Jersey Public Broadcasting Authority and FBI was voted upon and approved unanimously.

**11. RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY REGARDING THE APPROVAL TO ENTER INTO EXECUTIVE SESSION TO DISCUSS CONTRACTUAL MATTERS AND RECEIVE LEGAL ADVICE RELATING TO THE EDUCATIONAL BROADBAND SERVICE SPECTRUM LICENSES**

**RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY REGARDING THE APPROVAL TO ENTER INTO EXECUTIVE**

**SESSION TO DISCUSS CONTRACTUAL MATTERS AND RECEIVE LEGAL  
ADVICE RELATING TO THE EDUCATIONAL BROADBAND SERVICE  
SPECTRUM LICENSES**

**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 Open Public Meetings Act, P.L. 1975, c. 231, as amended, N.J.S.A. 10:4-6 et seq. (the “OPMA”), members of the public are permitted to be excluded from a meeting of the Authority to discuss certain matters as set forth in Section 7 of the OPMA (N.J.S.A. 10:4-12) in an executive session; and

**WHEREAS**, the Members of the Authority wish to enter into executive session to discuss contractual matters and receive legal advice relating to its Educational Broadband Spectrum licenses and is authorized to discuss such matter in executive session under Section 7(b)(7) of the OPMA (N.J.S.A. 10:4-12(b)(7)); and

**WHEREAS**, in order to enter executive session, the Authority is required to adopt a resolution in compliance with the requirements of the provisions of Section 8 of the OPMA (N.J.S.A. 10:4-13); and

**WHEREAS**, the minutes of the executive session shall be released to the public after the need for confidentiality no longer exists.

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

1. The Members of the Authority hereby authorize the entry into executive session pursuant to the provisions of Section 7(b)(7) of the OPMA (N.J.S.A. 10:4-12(b)(7)) and Section 8 of the OPMA (N.J.S.A. 10:4-13) to discuss contractual matters and receive legal advice relating to its Educational Broadband Spectrum licenses.

2. The minutes of the executive session shall be released to the public after the need for confidentiality no longer exists.

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 Regarding the Approval to Enter into Executive Session to Discuss Contractual Matters and Receive Legal Advice Relating to the Educational Broadband Service Spectrum Licenses. 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 of the New Jersey Public Broadcasting Authority Regarding the

Approval to Enter into Executive Session to Discuss Contractual Matters and Receive Legal Advice Relating to the Educational Broadband Service Spectrum Licenses was voted upon and approved unanimously. The Members entered into executive session at 4:17 p.m.

The Members re-entered public session at 4:35 p.m.

## **12. OTHER BUSINESS (*if any*)**

Chair Muoio asked if there was any other business to discuss. Mr. Eakeley suggested that the NJPBA celebrate the completion of the work done on the NJN Archives with Eagleton. Chair Muoio agreed and asked Mr. Williams, Ms. Gee, and Mr. Eakeley to work together with Eagleton and Treasury Communications to celebrate this great accomplishment and promote awareness of this historic asset.

## **13. 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.

## **14. ADJOURNMENT**

Chair Muoio thanked everyone for their participation and asked for a motion to adjourn the meeting. Mr. Eakeley made a motion to adjourn the meeting. Mr. Scudder seconded the motion. Chair Muoio asked for a voice vote. The motion was voted upon and approved unanimously. The meeting was adjourned at 4:38 p.m.