

CHANNEL SHARING RESOLUTION

The Board of Directors of **South Florida PBS, Inc.** adopts this Resolution to establish policy for its two television stations (WXEL, West Palm Beach and WPBT, Miami, Florida) in connection with the upcoming television broadcast incentive auction to be conducted by the Federal Communications Commission (“FCC”) and for channel-sharing between its stations. The staff of South Florida PBS, Inc. is authorized to take all necessary and appropriate steps to implement these decisions without having to seek further Board authorization.

1. After careful and thorough consideration, the Board determines: (a) that the long-term interests of South Florida PBS, Inc. and the public it serves would be served by participation in the upcoming incentive auction, and (b) that the most effective option for the South Florida PBS stations would be for them to share one channel and offer to relinquish the remaining channel in the incentive auction. This Resolution shall be deemed to be an Auction Participation Agreement as contemplated under FCC rules and regulations.
2. Based on the Board’s assessment of opening bids under the formula proposed by the FCC, it has determined that South Florida PBS, Inc. will tender the channel licensed to WXEL in the incentive auction, and the stations will then share the facilities now used by WPBT.
3. For avoidance of doubt, South Florida PBS, Inc. intends to operate two separate stations sharing one channel and further, to maintain the status of both stations as non-commercial educational stations within the meaning of FCC rules as well as each station’s separate participation in programs administered by the Corporation for Public Broadcasting and the Public Broadcasting Service.
4. South Florida PBS, Inc. will comply with FCC rules concerning “Consumer Education for Transitioning Stations” and “Notice to MVPDs.”
5. South Florida PBS, Inc. staff is directed to file this Resolution with the FCC by the deadline for filing channel sharing agreements, and also to submit any needed applications or filings with the FCC including requests to change the community of license for WXEL to Boynton Beach, Florida, which is a community within the West Palm Beach-Ft. Pierce Designated Market Area.
6. **Operation of shared channel.** WPBT and WXEL shall share equally the shared 6 MHz channel, permitting transmission of 19.39 megabits per second as allocated under the current FCC-authorized digital television transmission system. The stations will use dynamic allocation of the bitstream to best accommodate the programming on each station, *provided that*, each station will be allocated sufficient spectrum at all times to allow it to broadcast at least one Standard Definition program stream. Further, each station will be allocated sufficient spectrum to insure that all FCC rules and requirements, whether current or adopted in the future, regarding station operations can be satisfied. If a new standard of modulation is adopted by the FCC and South Florida PBS’s facilities

are modified to use such new standard, these principles of spectrum allocation will be used in the operation under such new standard to the effect that each station will have an equal right to the shared spectrum.

7. For further avoidance of doubt, relevant personnel assigned to either WPBT or WXEL shall have all needed access to the shared transmission facilities.
8. Dolores Sukhdeo, Bernard Henneberg and Gene Talley are designated to act as authorized bidders for South Florida PBS in the incentive auction.
9. All net revenues derived from the incentive auction shall be paid to the South Florida PBS Foundation.