

FCC Form 314
Merger of Vermont Public Radio and
Vermont ETV, Inc. into Vermont Public Co.

EXHIBIT 11

Noncommercial Educational Licensee
Qualifications

Vermont Public Radio (“VPR”) has been found qualified by the Federal Communications Commission (“FCC”) as a noncommercial educational entity with a qualifying education program. As such VPR, is the FCC licensee and operator of several noncommercial educational radio stations (the “VPR Stations”) dedicated to providing distinctive music, news, and information programming that reflects the values and cultural diversity of its listeners.

Likewise, Vermont ETV, Inc., (“Vermont PBS”) has been found qualified by the FCC as a noncommercial educational entity with a qualifying education program. As such, Vermont PBS is the licensee and operator of several noncommercial educational television stations (the “Vermont PBS Stations”) dedicated to broadcasting programming that informs, educates, and inspires its viewers. Vermont PBS is a member station in the Public Broadcasting Service (PBS) network.

Vermont Public Co. (“Vermont Public”) was formed for the purpose of continuing as the surviving corporation of a merger transaction contemplated by and among Vermont Public, VPR, and Vermont PBS. Vermont Public is a Vermont nonprofit public benefit corporation that intends to apply to be recognized as a corporation exempt from federal income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code. Vermont Public certifies that it is a non-profit entity, that its governing documents permit its advancement of an educational program, and that there is no provision in any of those documents that would restrict Vermont Public from advancing an educational program or complying with any FCC rule, policy, or provision of the Communications Act of 1934, as amended.

The subject application seeks Commission approval for a Plan and Agreement of Merger by and among Vermont Public, VPR, and Vermont PBS (the “Merger Agreement”) pursuant to which VPR and Vermont PBS will merge with and into Vermont Public (the “Merger”) and thereafter Vermont Public will, as the surviving corporation of the Merger and subject to Commission consent, become the FCC licensee of both the VPR Stations and the Vermont PBS Stations. Vermont Public will program all of the stations consistent with the activities previously conducted by VPR and Vermont PBS, consistent with sections 73.503 and 73.621 of the Commission’s rules, 47 C.F.R. §§ 73.503 and 73.621.

VPR and Vermont PBS wish to combine their operations by merging with and into Vermont Public on the terms and conditions set forth in the Merger Agreement in order to create a vibrant public media organization, which VPR and Vermont PBS believe will be able to more effectively enable them to achieve their nonprofit purposes. Through the Merger, the organizations believe that they will be better positioned to ensure that the Vermont community, in its entirety, and surrounding regions, are served into the future by a robust public media organization that provides (i) an essential source of trusted information on matters of public interest, (ii) educational

resources that benefit the community at large especially including children, (iii) access to the arts and cultural activities for community enrichment and benefit, and (iv) public opportunities and resources for discussion and problem-solving of critical local, state, and national issues. The communities that VPR and Vermont PBS serve substantially overlap. Vermont Public will program the stations to meet the public media needs of these communities and will expand to include content forms and distribution models to reach and serve new and existing audiences.

NOTE: The failure to include an explanatory exhibit providing full particulars in connection with a "No" response may result in dismissal of the application. See Instructions, paragraph L for additional information regarding completion of explanatory exhibits.

Section II - Legal and Financial

1. **Certification.** Applicant certifies that it has answered each question in this application based on its review of the application instructions and worksheets. Applicant further certifies that where it has made an affirmative certification below, this certification constitutes its representation that the application satisfies each of the pertinent standards and criteria set forth in the application instructions and worksheets. Yes No

2. **Eligibility.** Each applicant must answer "Yes" to one and "No" to two of the three following certifications. An applicant should not submit an explanatory exhibit in connection with these Question 2 "No" responses.

The applicant certifies that it is:

- a. a nonprofit educational institution; or Yes No
 - b. a governmental entity other than a school; or Yes No
 - c. a nonprofit educational organization, other than described in a. or b. Yes No
3. For applicants checking "Yes" to question 2(c) and applying for a new noncommercial educational television station only, the applicant certifies that the applicant's officers, directors and members of its governing board are broadly representative of the educational, cultural, and civic segments of the principal community to be served. Yes No N/A

4. a. The applicant certifies that the Commission has previously granted a broadcast application identified here by file number that found this applicant qualified as a noncommercial educational entity with a qualifying educational program, and that the applicant will use the proposed station to advance a program similar to that the Commission has found qualifying in applicant's previous application. Yes _____
FCC File Number No

b. Applicants who answered "No" to Question 4(a), must include an exhibit that describes the applicant's educational objective and how the proposed station will be used to advance an educational program that will further that objective according to 47 C.F.R. Section 73.503 (for radio applicants) or 47 C.F.R. Section 73.621 (for television applicants).

Exhibit No.
See Exhibit 11

5. The applicant certifies that its governing documents (e.g., articles of incorporation, by-laws, charter, enabling statute, and/or other pertinent organizational document) permit the applicant to advance an educational program and that there is no provision in any of those documents that would restrict the applicant from advancing an educational program or complying with any Commission rule, policy, or provision of the Communications Act of 1934, as amended. Yes No

6. a. **Parties to the Application.** List separately each party to the application including, as applicable, the applicant, its officers, directors, five percent or greater stockholders, non-insulated partners, members, and all other persons and entities with attributable interests. If another entity holds an attributable interest in the applicant, list separately, as applicable, its officers, directors, five percent or greater stockholders, non-insulated partners, and board members. Create a separate row for each individual or entity. Attach additional pages if necessary.

| Name and Residence/Headquarters Address(es) (a) | Citizenship (b) | Positional Interest: Officer, director, investor/creditor attributable under the Commission's equity/debt plus standard, etc. (c) | Director or Member of Governing Board | | % of: Ownership (O) or Voting Stock (VS) or Membership (M) (e) | % of: of Total Assets (equity plus debt) (f) |
|--|------------------------|--|---------------------------------------|----|---|---|
| | | | Yes | No | | |
| | | | (d) | | | |
| See FCC Form 314, Exhibit 14 | | | | | | |

- b. Applicant certifies that any equity and financial interests not set forth above are non-attributable pursuant to 47 C.F.R. Section 73.3555 and that there are no agreements or understandings with any non-party that would give influence over the applicant's programming, personnel, or finances to that non-party.

Yes No

See Explanation in Exhibit No.

7. **Other Authorizations.** List call signs, locations, and facility identifiers of all other broadcast stations in which applicant or any party to the application has an attributable interest pursuant to the notes to 47 C.F.R. Section 73.3555. Exhibit No.
See Exhibit 16 N/A
8. **Character Issues.** Applicant certifies that neither applicant nor any party to the application has or has had any interest in, or connection with: Yes No See Explanation
in Exhibit No.
- a. any broadcast application in any proceeding where character issues were left unresolved or were resolved adversely against the applicant or party to the application; or
- b. any pending broadcast application in which character issues have been raised.
9. **Adverse Findings.** Applicant certifies that, with respect to the applicant, any party to the application, and any non-party equity owner in the applicant, no adverse finding has been made, nor has an adverse final action been taken by any court or administrative body in a civil or criminal proceeding brought under the provisions of any law related to the following: any felony; mass media-related antitrust or unfair competition; fraudulent statements to another governmental unit; or discrimination. Yes No See Explanation
in Exhibit No.
- If the answer is "No," attach as an Exhibit a full disclosure concerning the persons and matters involved, including an identification of the court or administrative body and the proceeding (by dates and file numbers), and a description of the disposition of the matter. Where the requisite information has been earlier disclosed in connection with another application _____ or _____ as identification of that previous submission by reference to the file number in the case of an application, the call letters of the station regarding which the application or Section 1.65 information was filed, and the date of filing; and (ii) the disposition of the previously reported matter.
10. **Alien Ownership and Control.** Applicant certifies that it complies with the provisions of Section 310 of the Communications Act of 1934, as amended, relating to interests of aliens and foreign governments. Yes No See Explanation
in Exhibit No.
11. **Program Service Certification.** Applicant certifies that it is cognizant of and will comply with its obligations as a Commission licensee to present a program service responsive to the issues of public concern facing the station's community of license and service area. Yes No
12. **Local Public Notice.** Applicant certifies compliance with the public notice requirements of 47 C.F.R. Section 73.3580. Yes No
13. **Anti-Drug Abuse Act Certification.** Applicant certifies that neither applicant nor any party to the application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862. Yes No
14. **Equal Employment Opportunity (EEO).** If the applicant proposes to employ five or more full-time employees, applicant certifies that it is filing simultaneously with this application a Model EEO Program Report on FCC Form 396-A. Yes No N/A

QUESTIONS 15,16 AND 17 APPLY ONLY TO APPLICATIONS FOR NEW STATIONS. OTHER APPLICANTS CAN PROCEED TO QUESTION 18.

15. **Financial.** The applicant certifies that sufficient net liquid assets are on hand or that sufficient funds are available from committed sources to construct and operate the requested facilities for three months without revenue. Yes No See Explanation
in Exhibit No.

If "No" to 15., answer questions 16. and 17.

16. Is this application contingent upon receipt of a grant from the National Telecommunications and Information Administration? Yes No
17. Is this application contingent upon receipt of a grant from a charitable organization, the approval of the budget of a school or university, or an appropriation from a state, county, municipality or other political subdivision? Yes No

NOTE: If Yes to 16. or 17., the application cannot be granted unconditionally until all of the necessary funds are committed or appropriated. In the case of grants from the National Telecommunications and Information Administration, no further action on the applicant's part is required. If the applicant relies on funds from a source specified in Question 17., **the applicant must advise the Commission when the funds are committed or appropriated.** This should be accomplished by letter amendment to the application. Applicants should take note that the Commission's construction period is not considered "tolled" by funding difficulties and that any permit granted conditionally on funding will expire if the station is not constructed for any reason, including lack of funding.

QUESTIONS 18 AND 19 DO NOT APPLY TO APPLICATIONS FOR NEW STATIONS. APPLICANTS FOR NEW FM STATIONS CAN PROCEED TO SECTION 111. APPLICANTS FOR NEW TV STATIONS CAN PROCEED TO SECTION IV.

Holding Period.

18. Applicant certifies that this application does not propose a modification to an authorization that was awarded on the basis of a preference for fair distribution of service pursuant to 47 U.S.C. Section 307(b). Yes No

If "No," answer a. and b. below. If applicant answers "No" to 18. above and cannot answer "Yes" to either a. or b. below, the application is unacceptable.

- a. Applicant certifies that the proposed modification will not downgrade service to the area on which the Section 307(b) preference was based. Yes No
- b. Applicant certifies that although it proposes to downgrade service to the area on which the Yes No
Section 307(b)
for a period of four years of on-air operations.

19. Applicant certifies that this application does not propose a modification to an authorized station that received a credit for superior technical parameters under the point system selection method in 47 C.F.R. Section 73.7003. Yes No

If "No," applicant must be able to answer "Yes" to a. below or provide an exhibit that makes a compelling showing that the downgrade would be in the public interest.

- a. Applicant certifies that the population and area within the proposed service contour (60 dBu (FM) or Grade B (TV)) are greater than or equivalent to those authorized. Yes No

Section III -- Fair Distribution of Service Pursuant to 47 U.S.C. Section 307(b) (New and Major Changes to FM Radio Only)
(Other

1. Applicant certifies that it provides a first aural (reception) service. Applicants answering "Yes" must provide an Exhibit. Yes No
2. Applicant certifies that (1) it is a Tribal Applicant, as defined in 47 C.F.R. Section 73.7000; (2) the facilities proposed in this Application will provide Tribal Coverage, as defined in 47 C.F.R. Section 73.7000, of Tribal Lands occupied by the applicant Tribe(s); (3) the proposed community of license is located on Tribal Lands, as defined in 47 C.F.R. Section 73.7000; and (4) the proposed facility would be the first local tribal-owned noncommercial educational transmission service at the proposed community of license. Applicants answering "Yes" must provide an Exhibit. Yes No