

AGREEMENT

This is an agreement made on ^{October} ~~September~~ 3, 2014 between Dutchess Community College (DCC) and WMHT Educational Telecommunications (WMHT) for the transfer of the assets and assignment of the Federal Communications Commission (FCC) license associated with TV translator Station W42AE, Poughkeepsie, New York (FCC Facility ID #17770) and related auxiliary broadcast Station WHG373 (the "Stations") from DCC to WMHT. The assignment is in consideration of the assistance previously provided by WMHT to DCC in accordance with the letter agreement of October 1, 2003 which provided a new transmitter for Station W42AE.

DCC represents and warrants that it holds good and marketable title to the Stations' equipment free and clear of any liens, liabilities, or other encumbrances, that it holds the FCC licenses for the Stations, and that the licenses have been renewed through June 1, 2015. WMHT represents and warrants that it is qualified to hold the Stations' licenses.

Both parties represent and warrant that this Agreement and the proposed transaction have been approved as necessary by their management and governing bodies.

The transfer of the Stations and assignment of the stations' licenses are subject to the prior approval of the FCC, and the parties shall within ten days of execution of this application file an application with the FCC for consent to the assignment of the stations' licenses.

This is the complete agreement with respect to this matter and may be executed in counterparts. Each party shall bear its own expenses in connection with this Agreement and the transfer of the station. When FCC consent is granted, we will close the transfer within five business days by executing the attached Bill of Sale and Assignment of Authorization.

Agreed:

Dutchess Community College

By: Janet R. Edgington

Title: President

Date: 10.3.14

WMHT Educational Telecommunications

By: [Signature]

Title: President or CEO

Date: 10-03-2014



TV • RADIO • RISE • WEB

October 1, 2003

Mr. W. John Dunn
Dean of Administration
Dutchess Community College
53 Pendell Road
Poughkeepsie, NY 12601

Dear John:

I am writing to respond to your letter of August 3, 2003 regarding the request of your institution for assistance in purchasing a new transmitter for the college's television station. The amount you requested is \$60,000. WMHT would be willing to provide that amount if the following conditions can be met:

1. WMHT will retain a 10-year interest in the transmitter. This means that if for any reason the college ceases to operate the transmitter during that period, WMHT would recover the transmitter.
2. The college will cooperate with the WMHT programming department when the broadcast schedule is set each semester. WMHT is especially interested in having access to the evening schedule starting at 6:30 PM.
3. If Dutchess Community College decides to cease operation of its television station, the college will grant right of first refusal to WMHT.
4. The college will grant WMHT access to its production studio on an "as-needed" basis.
5. The college must assume the full cost of converting the transmitter to digital when the need arises.
6. The college must provide adequate insurance on the transmitter.

John, please let me know as soon as possible if these conditions are acceptable to the college. If so, we are ready to move forward with the "grant".

Yours sincerely,

Deborah Onslow
President and General Manager

WMHT-TV, Inc. is a not-for-profit corporation. WMHT-TV, Inc. is a 501(c)(3) organization.
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