

Supporting documentation pursuant to negotiations as prescribed by
the New Jersey Public Broadcasting System Transfer Act

FCC counsel special designation



State of New Jersey
OFFICE OF THE ATTORNEY GENERAL
DEPARTMENT OF LAW AND PUBLIC SAFETY
PO Box 080
TRENTON NJ 08625-0080

CHRIS CHRISTIE
Governor

KIM GUADAGNO
Lt. Governor

PAULA T. DOW
Attorney General

SPECIAL COUNSEL DESIGNATION

Pursuant to N.J.S.A. 52:17A-13, Dow Lohnes PLLC, 1200 New Hampshire Avenue, NW, Suite 800, Washington, DC 20036-6802 is hereby appointed as Special Counsel to the State Treasurer and the New Jersey Public Broadcasting Authority in matters involving the Federal Communications Commission (FCC) matters and other applicable federal law.

Compensation for these services will be paid out of funds made available to the State of New Jersey.

Paula T. Dow
Attorney General

The foregoing appointment as Special Counsel is hereby approved.

Chris Christie
Governor of the State of New Jersey





State of New Jersey

OFFICE OF THE ATTORNEY GENERAL
DEPARTMENT OF LAW AND PUBLIC SAFETY
DIVISION OF LAW
25 MARKET STREET
PO Box 112
TRENTON, NJ 08625-0112

CHRIS CHRISTIE
Governor

KIM GUADAGNO
Lt. Governor

PAULA T. DOW
Attorney General

ROBERT M. HANNA
Director

February 8, 2011

Todd D. Gray, Esq.
Dow Lohnes, PLLC
1200 New Hampshire Avenue, NW
Suite 800
Washington, DC 20036-6802

Re: **Special Counsel Designation
State of New Jersey
Federal Communications Commission (FCC) Matters
State Treasurer and NJ Public Broadcasting Authority
DOL# 11-60163**

Dear Mr. Gray:

This letter is to confirm our retention of your firm to represent the State Treasurer and the New Jersey Public Broadcasting Authority (the "Authority") in matters involving the Federal Communications Commission and other applicable federal law as may be determined in connection with implementing the provisions of the New Jersey Public Broadcasting Act, L. 2010, c.104. As you may know, the intended plan is to obtain one or more private operators for the television and/or radio stations, or to sell the radio stations. The proposed date to finalize these transactions is June 30, 2011. Your firm will provide federal law advice to the State Treasurer and the Authority in connection with effectuating these transactions.

This letter will also confirm that you will bill us for your services at a blended hourly rate of \$415 per hour. Your firm may only charge the blended hourly rate proposed in your response to the request for proposal for FCC counsel.

As part of this retention, you and your firm agree to abide by the Department of Law and Public Safety Office of Attorney General Outside Counsel Guidelines, February 1, 2011, available at: <http://www.nj.gov/oag/law/rfqs.htm> (Guidelines), and incorporated into this letter. These Guidelines address conflicts of interest, your responsibilities as counsel, confidentiality, case



management, reporting and budgeting, settlement and use of alternative dispute resolution, staffing and billing policies, and media policies.

Regarding conflicts of interest or the appearance of impropriety, your firm should be guided by the standards set forth in Guidelines, pages 2-3, regarding the ethical obligations of special counsel retained by State agencies and employees. If you have any questions about whether a proposed representation by your firm of another client would be in violation of the Rules of Professional Conduct or the Guidelines, we encourage you to notify us in writing in advance so that we can discuss the issue.

As noted in the Guidelines, your primary contact will be with the Division of Law's Designated Attorney, who for this matter will be the undersigned. If this changes, you will be promptly notified. We understand that you will be the primary contact on this matter. If this changes, please promptly notify the Division's Designated Attorney.

This letter also confirms our right to terminate your retention as counsel at any time by simply advising you either orally or in writing that your services are no longer needed. You further agree that once you receive our notice to terminate, all services that arise from your retention shall be immediately terminated and the State and our office is not responsible for the payment for any services provided by you beyond the date of termination.

New Jersey Law contains additional requirements applicable to this retention agreement. Those requirements are set forth in detail in Exhibit A, Additional Requirements for Office of Attorney General, Division of Law Retention Agreements, and are incorporated into this Retention Agreement. Please note that several require additional information be submitted on the forms indicated prior to this Retention Agreement being executed. Please complete the forms referred to in Exhibit A, and return all documents as soon as possible to me at P.O. Box 112, Trenton, N.J. 08625. Please note that you cannot be officially retained or be paid for any services rendered until all of the required forms have been completed. Official retention will be signified by the receipt of a copy of this letter with my additional counter-signature.

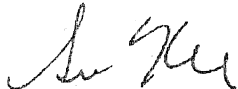
If the terms and conditions set forth in this letter are acceptable to you, please acknowledge your acceptance of them by executing the enclosed copy and returning it to me.

February 8, 2011
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If you have any problems or questions regarding the terms and conditions of your firm's retention, please call me at your earliest convenience to discuss them.

Very truly yours,

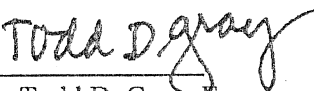
PAULA T. DOW
ATTORNEY GENERAL OF NEW JERSEY

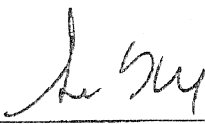
By: 
Susan K. Fischer
Assistant Attorney General

Enc.

cc: Robert M. Hanna, Director
Kavin Mistry, DAG

I hereby acknowledge and accept
the terms set forth herein this
18th day of March, 2011.

By: 
Todd D. Gray, Esq.
Dow Lohnes, PLLC

By: 
(counter-signature)
Susan K. Fischer, AAG

Dated: 3/25/11



State of New Jersey
OFFICE OF THE ATTORNEY GENERAL
DEPARTMENT OF LAW AND PUBLIC SAFETY
PO Box 080
TRENTON NJ 08625-0080

CHRIS CHRISTIE
Governor

KIM GUADAGNO
Lt. Governor

PAULA T. DOW
Attorney General

January 6, 2011

Honorable Chris Christie
Governor, State of New Jersey
PO Box 001
Trenton, NJ 08625-0001

Re: **Special Counsel Designation**
Federal Communications Commission (FCC) Matters

Dear Governor Christie:

Enclosed for your consideration and signature is a Special Counsel Designation appointing the law firm of Dow Lohnes PLLC to serve as special counsel to the State Treasurer and the New Jersey Public Broadcasting Authority in matters involving the Federal Communications Commission and other applicable federal law as may be determined from time-to-time by me or my designee.

This assignment requires expertise in federal law matters beyond that of my own staff. Should you approve the designation, attorneys from Dow Lohnes PLLC will be billed at a blended hourly rate of \$415. Fees and disbursements will be billed in accordance with the Outside Counsel Guidelines promulgated by this office.

If you approve the designation, please sign same and have it returned to this office.

Thank you very much for your attention to this matter.

Sincerely,

PAULA T. DOW
ATTORNEY GENERAL

Enclosures

c: Jeff Chiesa, Chief Counsel
Kevin O'Dowd, Deputy Chief Counsel
Robert Hanna, AAG, Director, Division of Law

