

**Minutes of the Special Meeting of the Board of Trustees  
San Mateo County Community College District  
September 6, 2017, San Mateo, CA**

**The meeting was called to order at 5:00 p.m.**

**Board Members Present:** President Thomas Mohr, Vice President Richard Holober (via telephone), Trustee Maurice Goodman, Trustee Dave Mandelkern, Trustee Karen Schwarz

**ANNOUNCEMENT OF CLOSED SESSION ITEMS FOR DISCUSSION**

President Mohr said that during closed session, the Board will hold a conference with legal counsel regarding two cases of existing litigation as listed on the printed agenda. The Board will also consider employee discipline, dismissal, release.

**STATEMENTS FROM THE PUBLIC ON CLOSED SESSION ITEMS ONLY**

None

**RECESS TO CLOSED SESSION**

The Board recessed to Closed Session at 5:01 p.m.

**RECONVENE TO OPEN SESSION**

The Board reconvened to Open Session at 5:42 p.m.

**Board Members Present:** President Thomas Mohr, Vice President Richard Holober (participated by telephone in a non-voting capacity), Trustee Maurice Goodman, Trustee Karen Schwarz  
Chancellor Ron Galatolo was also present.

**PLEDGE OF ALLEGIENCE**

**NEW BUSINESS**

**APPROVAL OF THE SALE OF KCSM-TV (17-9-100B)**

It was moved by Trustee Goodman and seconded by Trustee Schwarz to authorize the Chancellor to enter into an agreement consistent with the material terms that will be presented and to authorize the Board President to enter into an escrow agreement and any other ancillary agreements that are necessary to effectuate the sale of KCSM.

Eugene Whitlock, Vice Chancellor of Human Resources/General Counsel, stated the material terms that are under consideration, as follows:

With regard to station assets, assets that would be transferred include:

- FCC licenses
- Transmitter site equipment and master control equipment, to be sold “as is”
- Lease for Sutro Tower which would be fully transferred to the buyer
- All files and records of the Station required to be kept by the FCC, and all repacking records

The purchase price would be \$12 million cash at closing. Of that \$12 million, \$960,000 would be paid as a deposit at the time of the execution of the agreement, to be deposited with an agreed escrow agent subject to a separate escrow agreement.

Additional consideration, to be provided by the buyer, includes:

- Television and radio underwriting announcements of up to 30 seconds once each month, for five years after closing
- Three student internships per semester, for three years after closing
- Carriage of KCSM(FM), for five years after closing
- Carriage of 30 minutes of District-produced programming once each month, for five years after closing

Closing is scheduled to take place within 10 days after FCC consent is final.

With regard to repacking, the District is obliged to continue repacking efforts as required by the FCC. At closing, the buyer promises to reimburse any unreimbursed costs the District has incurred in connection with repacking.

There are standard terms and conditions around termination. For example, if the deal does not close within 12 months from the date of the agreement, either party may terminate the agreement.

Austin Walsh, with the *San Mateo Journal*, asked who the buyer is. President Mohr said the proposed buyer is KRCB, a public broadcaster based in Santa Rosa. He said the District issued an RFP and the proposal from KRCB was the most advantageous to the District.

Vice Chancellor Whitlock said that if the Board approves the motion, the District will work with KRCB to finalize the agreement and then bring it back to the Board for ratification.

After this discussion, the motion carried, with all members in attendance voting Aye.

#### **ADJOURNMENT**

The meeting was adjourned by consensus at 5:53 p.m.

Submitted by

Ron Galatolo, Secretary

Approved and entered into the proceedings of the September 13, 2017 meeting.

Richard Holober  
Vice President-Clerk