

**STATEMENT OF
COMMISSIONER ANNA M. GOMEZ**

Re: *Applications for Consent to the Transfer of Control of TEGNA Inc. to Nexstar Media Inc,*
MB Docket No. 25-331, LMS File Nos. 0000280940 et al

Late on March 19, 2026, the FCC's Media Bureau chose bureaucratic cover rather than an open and transparent process, approving behind closed doors the transfer of control of TEGNA Inc. to Nexstar Media Group. The order is wrong on the law, wrong on the policy, and the process by which it was issued is indefensible. I will address each in turn. Because there are multiple threshold questions of lawfulness, I will address those before I discuss whether this decision is good public policy.

First, the Media Bureau does not have the authority to act on issues that the Commission has not previously decided; its authority is limited to actions that are not new or novel.¹ The Commission has not previously determined whether the 39 percent national audience reach limitation set by Congress can or should be raised or waived and, accordingly, these are new and novel questions that should be decided by the Commission in the first instance.

Second, the Commission does not have the authority to raise or waive the 39 percent national audience reach limitation. Simply put, the national audience reach limitation is a statutory requirement and only Congress has the authority to raise it. The Consolidated Appropriations Act of 2004 (2004 CAA) directed the Commission to set the national audience reach limitation at 39 percent, removed this limitation from the congressionally created review process, established an ongoing divestiture requirement for any entity that exceeds the 39 percent limitation, and not only failed to provide the Commission with authority to modify, waive, or raise the limitation, it affirmatively stated that the Commission was prohibited from forbearing from enforcing the statutory provision.²

There are few, if any, issues with more history at the Federal Communications Commission than broadcast ownership limitations. The Commission has regulated broadcast ownership since 1941 to promote localism and competition, preserve diverse viewpoints, and avoid “concentration of control.”³ At the outset, ownership was limited to one television station within a given area and three “scattered” stations. The Commission later raised the ownership limitation to five stations in 1944 and seven in 1954. In 1984, the Commission increased the limitation to twelve stations and proposed phasing it out, but Congress quickly intervened to block the phase-out.⁴ After Congress stepped in and directed the Commission to reconsider its action, the Commission proceeded more cautiously by maintaining the

¹ 47 C.F.R. § 0.283(c).

² Consolidated Appropriations Act, 2004, Pub. L. No. 108-199, §629, 118 Stat. 3 (2004).

³ Kannon Shanmugam and William Marks, The FCC Lacks Statutory Authority to Revise the Telecommunications Act’s 39% National Ownership Cap for Television at 3 (2025), https://americantelevisionalliance.org/wp-content/uploads/2025/12/NationalOwnershipCapWhitePaper_12-15-25.pdf (quoting *Broadcast Services Other Than Standard Broadcast*, 6 Fed. Reg. 2282, 2282 (Apr. 30, 1941)).

⁴ See Second Supplemental Appropriations Act, Pub. L. No. 98-396, § 304, 98 Stat. 1369, 1423 (1984).

twelve-station limitation, and, for the first time, also adopted a percentage-based limitation.⁵ This limitation prohibited any single entity from acquiring ownership interests in stations reaching more than 25 percent of the national audience. These actions ultimately set the stage for Congress to revisit the Commission's ownership limitations in the Telecommunications Act of 1996 (1996 Act).

In the 1996 Act, Congress again asserted its authority over broadcast ownership limits when it created an initial national audience reach limitation of 35 percent and simultaneously created a biennial review process that required the Commission to consider whether this congressionally created limitation, along with additional rules adopted pursuant to the 1996 Act and all of the Commission's other existing ownership rules, continued to be in the public interest.⁶ In 2003, the Commission raised the national audience reach limitation to 45% as part of such required review. In *direct response to this Commission action*, Congress stepped in yet again and in the 2004 CAA modified the relevant sections of the 1996 Act of 1996 in several critical respects.

Specifically, Congress directed the Commission to set the national audience reach limitation to 39 percent in the Commission's rules by modifying the language in section 202(c)(1)(B) of the 1996 Act. It also changed the review process it had created by explicitly removing review of "the 39 percent national audience reach limitation in subsection (c)(1)(B)"⁷ from the required, now quadrennial, review of the Commission's rules that were "*adopted pursuant to this section* and all of its ownership rules."⁸ The 39 percent national audience reach limitation in subsection (c)(1)(B) is a rule that was "adopted pursuant to this section"

The changes to the text of the 1996 Act also prohibited the Commission from forbearing from the national audience reach limitation.⁹ The forbearance prohibition language makes clear that Congress intended the other two actions, lowering the national audience reach limitation and the removal of the national audience reach limitation that was set in the 1996 Act from the congressionally established review process, to prohibit the Commission from modifying or otherwise relaxing the 39 percent audience reach limitation. Congress then created a stand-alone ongoing divestiture obligation that made it crystal clear that the directed rule change removed the Commission's authority to change it.¹⁰ Specifically, Congress established a statutory two-year timeline for entities that exceeded the limitation to come into compliance that was independent of the effective date of the 2004 CAA. The divestiture requirement is that any entity "that exceeds *the 39% national audience reach limitation . . .* through grant, transfer, or assignment of an additional license for commercial broadcast television station shall have not more than two years after exceeding such limitation to come into compliance with such limitation."¹¹ Notably, this provision, along with the exclusion of the limitation from quadrennial review and the prohibition against forbearance, does not refer to the national audience reach limitation "in the Commission's rules," Instead in each instance the statutory language states explicitly "the 39 percent national audience reach

⁵ In the Matter of Amendment of Section 73.3555 [formerly Sections 73.35, 73.240 and 73.636] of the Commission's Rules Relating to Multiple Ownership of AM, FM and Television Broadcast Stations, 100 F.C.C.2d 74 (1984).

⁶ Telecommunications Act of 1996, Pub. L. No. 104-104, 110 Stat. 56 (1996).

⁷ Consolidated Appropriations Act, 2004, Pub. L. No. 108-199, §629, 118 Stat. 3 (2004).

⁸ Telecommunications Act of 1996, Pub. L. No. 104-104, 110 Stat. 56 (1996).

⁹ Consolidated Appropriations Act, 2004, Pub. L. No. 108-199, §629, 118 Stat. 3 (2004).

¹⁰ *Id.*

¹¹ Consolidated Appropriations Act, 2004, Pub. L. No. 108-199, §629, 118 Stat. 3 (2004) (emphasis added).

limitation,” demonstrating that Congress intended this specific limitation to be set absent further action by Congress. And, by preemptively creating a remedy for a future Commission going astray of its direction, Congress ensured that Nexstar will have only two years from the date it exceeded the 39 percent national audience reach limitation to come back into compliance as required by the statute.

The Media Bureau’s decision to waive the 39 percent audience reach limitation ignores or summarily dismisses inconvenient facts from its description of the relevant history. In short, the Media Bureau concludes that Congress’s statutory change to the language in the 1996 Act directing the Commission to set the limitation at 39 percent was a mere temporary action in response to the Commission raising it too quickly and this conclusion can be implied from the language it did not change in the 1996 Act. Specifically, the Media Bureau hangs its entire analysis on the fact that the 2004 CAA did not change the language in the 1996 Act that directed the Commission to “modify its rules.” Because it left the word “modify” untouched, the Media Bureau concludes that this Congressional action only created a rule for a single point in time and, once implemented, did not in any way alter the Commission’s prior authority to change its self-generated rules through a rulemaking process. Notably, the 39 percent national audience reach limitation is not a self-generated rule. Nonetheless, the Media Bureau concludes, without substantial analysis, that the decision to not change the word “modify” in the 1996 Act made the intent of Congress clear and outweighed the four separate references in the statute to “the 39 percent national audience reach limitation” in which Congress (1) directed the Commission’s rules be changed to reflect the 39 percent national audience reach limitation, (2) directed the removal of the 39 percent national audience reach limitation from the review process for congressionally established broadcast ownership rules that Congress had newly created by statute in 1996, (3) directed that the 39 percent national audience reach limitation should not be forborne from, and (4) established an ongoing two year period for which any broadcasters that exceeded the 39 percent national audience reach limitation had to divest stations to meet such limitation should it be exceeded in any manner other than audience growth. The Media Bureau is turning a willfully blind eye to the clear intent of Congress.

National television broadcast ownership limitations is a major issue on which Congress has legislated three separate times over the course of 20 years in 1984, 1996 and 2004. What is clear is that Congress has kept the Commission on a very short leash with regard to these limitations. Not only does the Commission not have the authority to raise the national audience reach limitation set by statute, the questions raised in this order are new and novel and the Media Bureau exceeded its delegated authority in issuing this order.

Separately, and importantly, granting a waiver to allow Nexstar to exceed the 39 percent national audience reach limitation is not in the public interest. Nexstar and others advocating for lifting the national audience reach limitation for television stations have long asserted it is necessary to preserve local broadcasting from the dominance of national networks. That these words can be said together in a sentence with a straight face astounds me.

The Media Bureau’s decision ignores the harms to the media ecosystem that will likely arise as a consequence of raising the national audience reach limitation. These harms include the negative impact on local journalism, consumers paying higher fees to their cable and satellite providers, known as Multichannel Video Program Distributors (MVPDs), and the MVPDs’ loss of customers as increased costs result in more consumers cutting the cord.

Notably, despite posturing by the FCC about the importance of local journalism in other proceedings,¹² broadcasters seeking approval of transactions that this action would allow do not even feel the need to pretend that consolidation is going to benefit local journalism. Despite hundreds of billions in free cash flow, Nexstar recently made numerous cuts to its newsrooms nationwide.¹³ The minimal commitments Nexstar made as a basis to assert this transaction is in the public interest are mere window dressing to cover over the long-term consequences of this transaction.

I am cognizant of the economic challenges facing broadcasters today and I remain open to discussing solutions that address these challenges. Local journalists do great work and local broadcasters are provided with valuable rights precisely because the public values local journalism. However, the Commission is not doing its job when it modifies our rules to protect the profit margins of corporate behemoths without ensuring that they will continue to provide claimed public interest benefits to consumers.

The Media Bureau concludes that consolidation will allow economies of scale to support more local news and that the relevant market is the entire media ecosystem. The claim that media consolidation will lead to more local news is belied by history as submitted by DirectTV in the record of this proceeding.¹⁴ In short, history shows that media consolidation leads to commonly owned stations sharing “common news website[s] and content, common news leadership, and common news talent.”¹⁵ Further, the assertion that the relevant market is the entire media ecosystem because local broadcasters compete with national digital media platforms for advertisers and audience share is an oversimplification that ignores both the public interest and the complexity of the broadcast ecosystem. The complex and longstanding regulatory structure underlying broadcasting is designed, on the one hand, to ensure a diversity of viewpoints are represented by precluding one entity from dominating the voices available in a community and, on the other hand, to support a balance of negotiating power between large broadcasting networks that produce news and entertainment content targeting a national audience and locally licensed broadcasting stations that produce news and entertainment content that is targeted locally.

The structure is further complicated by the impact of consolidation on broadcasters’ negotiations with MVPDs for retransmission consent payments for the distribution of the broadcasters’ content. These payments are an additional important source of support for free over the air programming. The MVPD community asserts that increasing or waiving the national audience reach limitation to allow consolidation into larger broadcast ownership groups will result in increased retransmission consent fees that will be paid by consumers. This assertion is supported by the public statements of Nexstar, which asserts it will achieve hundreds of millions of dollars in “economic synergies,” which translates in large part to increased

¹² *Media Bureau Seeks Comments on Sports Broadcasting Practices and Marketplace Developments*, MB Docket No. 26-45, Public Notice, DA 26-188 (2026); *Empowering Local Broadcast TV Stations to Meet Their Public Interest Obligations: Exploring Market Dynamics Between National Programmers and Their Affiliates*, MB Docket No. 25-322, Public Notice, DA 25-961 (2025).

¹³ Stephen Battaglio, *Nexstar lays off local TV journalists including KTLA’s Glen Walker and Lu Parker* (Feb. 25, 2026), <https://www.latimes.com/entertainment-arts/business/story/2026-02-25/nexstar-lays-off-ktla-anchors-glen-walker-lu-parker>.

¹⁴ See DIRECTTV Reply to Opposition in MB Docket No. 25-331, at p. 21-27, filed January 26, 2026.

¹⁵ *Id.*

retransmission consent fees.¹⁶ To be absolutely clear, this is an admission that the expected outcome of consolidation is the collection of hundreds of millions of dollars from consumers in increased fees as a result of the increased negotiating leverage that the consolidation gives them. While Nexstar's commitment to extend its existing retransmission consent rates for the short period between the closing of this transaction and November 30 of this year may protect some consumers from experiencing blackouts and seeing increased fees until after the 2026 midterm elections, it will not come close to offsetting the expected increases to retransmission consent fees over the long term that will result from this transaction. The Media Bureau again turns a willfully blind eye, this time to serious potential harms that are likely to arise from this transaction and dismisses them as inappropriate for consideration simply because the Commission has addressed retransmission consent in prior rulemakings. That is not a legal shield. That is an abdication.¹⁷

The Media Bureau has ignored the law, disregarded the public interest, and bypassed the full Commission on one of the most consequential broadcast transactions in recent memory. The emperor has no clothes, and this order cannot hide it.

¹⁶ Press Release, Nexstar Media Group, Inc., Nexstar Media Group, Inc. Enters into Definitive Agreement To Acquire TEGNA Inc. for \$6.2 Billion in Accretive Transaction (Aug. 19, 2025), <https://www.nexstar.tv/nexstar-media-group-inc-enters-into-definitive-agreement-to-acquire-tegna-inc-for-6-2-billion-in-accretive-transaction/>.

¹⁷ In the Matter of Applications for Consent to the Transfer of Control of TEGNA Inc. to Nexstar Media Inc., at para. 80, MB Docket No. 25-331, LMS File Nos. 0000280940 DA 26-27 (released March 20, 2026).