

New Jersey Public Broadcasting Authority Meeting of the Members of the Board

February 2, 2022 at 10:30 a.m.
via Conference Call

MINUTES

Elizabeth Maher Muoio, Chair, Presiding

Minutes of the meeting of the New Jersey Public Broadcasting Authority (“NJPBA” or “Authority”) held by Conference Call on February 1, 2022, at 10:32 a.m.

1. CALL TO ORDER, OPEN PUBLIC MEETINGS ACT STATEMENT AND ROLL CALL

Chair Elizabeth Maher Muoio called the meeting to order. Chair Muoio read the Open Public Meetings Act statement as follows:

In accordance with the provisions of the Open Public Meetings Act of the State of New Jersey, notice of this meeting has been filed with the Office of the Secretary of State, has been posted on the appropriate bulletin boards maintained for such purposes by the Authority, and distributed by press release to two daily newspapers in New Jersey. Notice was made in advance of this meeting.

Chair Muoio then requested a roll call. NJPBA Members present and participating at the meeting were Elizabeth Maher Muoio (*via phone*); Douglas S. Eakeley (*via phone*); and Ford Scudder (*via phone*). Also present and participating were Aaron Binder, Deputy State Treasurer (*via phone*); Susan Wilkerson, Deputy Attorney General, Division of Law (*via phone*); Janice Venables, Associate Counsel, Governor’s Authorities Unit (*via phone*); Joseph Lee, Vice President and General Manager, Public Media NJ, Inc. (*via phone*); Noelle Deihl-Harteveld, Director of Development, Public Media NJ, Inc. (*via phone*); Richard Williams, Executive Director, NJPBA (*via phone*); and Nichol R. Gee, Assistant Chief, NJPBA (*via phone, taking minutes*).

2. RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING THE MINUTES OF THE NOVEMBER 17, 2021 MEETING

RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING THE MINUTES OF THE NOVEMBER 17, 2021 MEETING

WHEREAS, the New Jersey Public Broadcasting Authority (the “Authority”) was

created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the “Original Act”), including by the New Jersey Public Broadcasting System Transfer Act, L. 2010, c. 104 (the “Transfer Act,” and together with the Original Act, the “Act”); and

WHEREAS, the Members of the Authority desire to approve the minutes of the November 17, 2021 meeting of the Authority, attached hereto as Exhibit A.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:

1. The Members of the Authority hereby approve the minutes of the November 17, 2021 meeting of the Authority.
2. This resolution shall take effect immediately in accordance with the Act.

Chair Muoio asked for a motion to approve a Resolution of the New Jersey Public Broadcasting Authority Approving the Minutes of the November 17, 2021 Meeting. Mr. Eakeley made a motion to approve the resolution. Mr. Scudder seconded the motion. Chair Muoio asked for a voice vote. The motion to approve the Resolution of the New Jersey Public Broadcasting Authority Approving the Minutes of the November 17, 2021 Meeting was voted upon and approved unanimously.

3. REPORT FROM PUBLIC MEDIA NJ, INC.

Ms. Muoio asked Mr. Joseph Lee, Vice President and General Manager of Public Media NJ, Inc. (“PMNJ”), to present a report on NJ PBS. Mr. Lee thanked the Board for the opportunity to speak with them. He introduced himself and then expressed gratitude for former PMNJ General Manager John Servidio, noting that Mr. Servidio was still assisting with special projects in his retirement.

Mr. Lee reviewed the new branding initiatives of PMNJ, shifting from NJTV to NJ PBS and *NJTV News* to *NJ Spotlight News*. He said this was effective for consumers to identify and engage with content across all platforms. Mr. Lee reviewed specific initiatives of *NJ Spotlight News* including newsletters, livestreams of Gov. Murphy’s press conferences, New Jersey election coverage, and virtual roundtables, which have had greater participation and attendance than those previously held in person.

Mr. Lee announced that NJ PBS was accepted into the 2022 Report for America Project which would provide two new, multi-media journalists for two years to cover under-reported issues affecting New Jersey, such as social justice and mental health reporting with a focus on rural communities, particularly in South Jersey.

Mr. Lee reviewed the New Jersey-centric programming planned for NJ PBS, including new programs and popular favorites. He also discussed plans for new podcasts.

Mr. Lee thanked the NJPBA for a previous grant of \$5.6 million for renovation of the NJ PBS studio in Newark, New Jersey. He said the work was complete and positioned PMNJ for growth. Mr. Lee reviewed tactics PMNJ took over the last two years to invest in staff and infrastructure to increase fundraising for continued expansion of programming and services in New Jersey. He concluded by thanking the Board.

Chair Muoio thanked Mr. Lee and asked if the Members had any questions. Mr. Eakeley commented that he enjoyed the coverage of social justice issues on *NJ Spotlight* and was happy to learn that there would be a journalist devoted to these issues. Mr. Lee said PMNJ created a team of three journalists to cover these issues in both broadcasting and digitally.

4. REPORT FROM THE AUDIT COMMITTEE

Chair Muoio asked Mr. Douglas S. Eakeley, Chair of the Audit Committee (the “Committee”), to present a report from the Committee. Mr. Eakeley stated that the Committee met with the auditors from Mercadien, P.C. to review the Fiscal Year 2021 Audit Report on January 14, 2022. He said the auditors presented an unmodified, clean opinion. NJPBA followed generally accepted accounting principles and selected preferable accounting practices in all areas. There were no significant or unusual transactions, difficulties, material weaknesses, or control deficiencies, and the Audit Committee unanimously recommended acceptance of the Fiscal Year 2021 Audit Report by the Board.

5. REPORT FROM THE EXECUTIVE DIRECTOR

Chair Muoio asked Executive Director Richard Williams to report to the Board. Mr. Williams stated that the Authority continued to receive inquiries regarding tower leasing, and one contract was on the agenda for this meeting. Capital projects underway were in the procurement phase due to the winter weather. Some materials were delayed due to nationwide supply chain issues, but this had not impacted project schedules.

Mr. Williams said the Board would be voting on an allocation agreement between NJPBA and PMNJ as a result of a the successful petition of the State by PMNJ for a direct appropriation from the Fiscal Year 2022 State Budget. He then thanked Chair Muoio for acting in her role as State Treasurer to appoint Deputy State Treasurer Aaron Binder to assist the NJPBA with operations. Chair Muoio echoed her appreciation for Mr. Binder’s assistance.

6. RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY ACCEPTING THE FISCAL YEAR 2021 AUDIT REPORT

**RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING
AUTHORITY ACCEPTING THE FISCAL YEAR 2021 AUDIT REPORT**

WHEREAS, the New Jersey Public Broadcasting Authority (the “Authority”) was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the “Original Act”), including by the New Jersey Public Broadcasting System Transfer Act, L. 2010, c. 104 (the “Transfer Act,” and together with the Original Act, the “Act”); and

WHEREAS, the Audit Committee established pursuant to Article IX, Section 1 of the By-Laws and in accordance with the requirements of Executive Order No. 122 (McGreevey 2004) (“EO 122”) has reviewed the Independent Auditor Report from the firm of Mercadien, P.C., the Independent Auditor to the Authority, for Fiscal Year 2021 (“Fiscal Year 2021 Audit Report”); and

WHEREAS, the Audit Committee recommends acceptance of the Fiscal Year 2021 Audit Report by the Authority; and

WHEREAS, the Authority desires to accept the Fiscal Year 2021 Audit Report.

**NOW, THEREFORE, BE IT RESOLVED BY THE NEW JERSEY PUBLIC
BROADCASTING AUTHORITY AS FOLLOWS:**

1. The Authority hereby accepts the Fiscal Year 2021 Audit Report from the firm of Mercadien, P.C., the Independent Auditor to the Authority.
2. This resolution shall take effect immediately in accordance with the Act.

Chair Muoio asked for a motion to approve the Resolution of the New Jersey Public Broadcasting Authority Accepting the Fiscal Year 2021 Audit Report. Mr. Eakeley made the motion to approve the resolution. Mr. Scudder seconded the motion. Chair Muoio asked for a roll call vote. The motion to approve the Resolution of the New Jersey Public Broadcasting Authority Accepting the Fiscal Year 2021 Audit Report was voted upon and approved unanimously.

**7. RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING
AUTHORITY AUTHORIZING A SPECIAL PURPOSE ALLOCATION
AGREEMENT BETWEEN PUBLIC MEDIA, NJ INC. AND THE NEW
JERSEY PUBLIC BROADCASTING AUTHORITY**

**RESOLUTION OF THE NEW JERSEY
PUBLIC BROADCASTING AUTHORITY AUTHORIZING
A SPECIAL PURPOSE ALLOCATION AGREEMENT
BETWEEN PUBLIC MEDIA NJ, INC.
AND THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY**

WHEREAS, the New Jersey Public Broadcasting Authority (the “Authority”) was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the “Original Act”), including by the New Jersey Public Broadcasting System Transfer Act, L. 2010, c. 104 (the “Transfer Act,” and together with the Original Act, the “Act”); and

WHEREAS, pursuant to the Transfer Act, the Authority entered into a Programming and Services Agreement (the “PMNJ Agreement”) dated as of July 1, 2011, with Public Media NJ, Inc. (“PMNJ”); and

WHEREAS, pursuant to the PMNJ Agreement, PMNJ has agreed to provide programming, including New Jersey-centric news, public affairs and information programming (the “Programming”) on the stations (WNJT(TV) Trenton, WNJB(TV) New Brunswick, WNJN(TV) Montclair, WNJS(TV) Camden, W35DK-D Sussex, W49BE-D Hackettstown, and W43CH-D Belvidere)(collectively, the “Stations”) in the State of New Jersey’s (the “State”) public broadcasting system; and

WHEREAS, P.L. 2021, c. 133 (the “Appropriations Act”) appropriates one million dollars (\$1,000,000.00) (the “Appropriated Funds”) through special purpose funding to the New Jersey Public Broadcasting Authority; and

WHEREAS, it is this intention that the Appropriated Funds are to be used to support the operating expenditures associated with providing quality public television programs and resources statewide; and

WHEREAS, the Authority must convey the Appropriated Funds to PMNJ in order to effectuate the intended purpose of the Appropriated Funds; and

WHEREAS, in order to effectuate the provisions of the Appropriations Act and facilitate the operations of PMNJ, it is necessary for the Authority and PMNJ to enter into a Special Purpose Allocation Agreement (the “Allocation Agreement”) attached as Exhibit A.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:

1. The Authority hereby authorizes the entry into the Allocation Agreement, authorizes the Executive Director to execute and deliver the Allocation Agreement, and authorizes the allocation and transfer of the Appropriated Funds in the sum of one million dollars (\$1,000,000.00) to PMNJ.

2. The Authority hereby authorizes the Executive Director to take any and all action necessary to effectuate and implement the Allocation Agreement, including, but not

limited to, execution and delivery of documents in connection therewith.

3. The Authority hereby authorizes the Executive Director to take any and all action necessary to effectuate and implement the transfer of the Appropriated Funds to PMNJ.

4. This resolution shall take effect immediately in accordance with the Act.

Chair Muoio asked for a motion to approve the Resolution of the New Jersey Public Broadcasting Authority Authorizing a Special Purpose Allocation Agreement Between Public Media, NJ, Inc. and the New Jersey Public Broadcasting Authority. Mr. Scudder made the motion to approve the resolution. Mr. Eakeley seconded the motion. Chair Muoio asked if there was any discussion on the resolution. Mr. Eakeley said this was a wonderful development. Chair Muoio asked for a roll call vote. The motion to approve the Resolution of the New Jersey Public Broadcasting Authority Authorizing a Special Purpose Allocation Agreement Between Public Media, NJ, Inc. and the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

8. RESOLUTION APPROVING A TOWER ACCESS AND LICENSE AGREEMENT BETWEEN T-MOBILE NORTHEAST, LLC AND THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY

RESOLUTION APPROVING A TOWER ACCESS AND LICENSE AGREEMENT BETWEEN T-MOBILE NORTHEAST, LLC AND THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY

WHEREAS, the New Jersey Public Broadcasting Authority (the “Authority”) was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the “Original Act”), including by the New Jersey Public Broadcasting System Transfer Act, L. 2010, c. 104 (the “Transfer Act,” and together with the Original Act, the “Act”); and

WHEREAS, the Authority wishes to enter into a new Tower Access and License Agreement (the “Agreement”) with T-Mobile, for the purpose of providing access and a license to place wireless telecommunications equipment on the Authority’s broadcasting tower located at 1647 Arrow Head Drive, located in the municipality of Waterford Township in the County of Camden, State of New Jersey (the “Tower”); and

WHEREAS, the term of the Agreement will be for five (5) years with three (3) five (5) year renewal options with an initial rental fee of \$62,124.36 per year and \$3,269.70 per year for land use for location of the wireless telecommunications equipment being installed pursuant to the Agreement. Upon each anniversary of the Agreement, the License Fee shall increase three percent (3%) over the previous year’s License Fee; and

WHEREAS, T-Mobile is only authorized to install equipment on the Tower which has been approved by the Authority's engineering department and is consistent with current Authority standards and policies; and

WHEREAS, commencement of the Agreement automatically terminates a previous agreement between the Authority and Sprint Spectrum L.P. for access to the same Tower; and

WHEREAS, the Authority wishes to approve the entry into the Agreement with T-Mobile;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:

1. The Members of the Authority hereby approve the Agreement attached hereto as Exhibit A, in substantially the form presented to at this meeting and authorize the Executive Director to execute and deliver the Agreement, with such changes, revisions and omissions in consultation with the Office of the Attorney General.

2. The Members of the Authority hereby approve the execution and delivery of any documents necessary to effectuate and implement the Agreement, and authorize the Executive Director to take any and all action necessary to effectuate and implement the Agreement, including, but not limited to, execution and delivery of documents in connection therewith.

3. This resolution shall take effect immediately in accordance with the Act.

Chair Muoio asked for a motion to approve the Resolution Approving a Tower Access and License Agreement Between T-Mobile Northeast, LLC and the New Jersey Public Broadcasting Authority. Mr. Eakeley made the motion to approve the resolution. Mr. Scudder seconded the motion. Chair Muoio asked for a roll call vote. The motion to approve the Resolution Approving a Tower Access and License Agreement Between T-Mobile Northeast, LLC and the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

9. EXECUTIVE SESSION *(if necessary)*

Chair Muoio asked if there was a need to enter into Executive Session. The Members demurred. Deputy Attorney General Susan Wilkerson confirmed that an executive session was not needed.

10. OTHER BUSINESS (*if any*)

Chair Muoio asked if there was any other business to discuss. No further discussion occurred.

11. PUBLIC COMMENTS

Chair Muoio asked if any members of the public wanted to make a comment. No members of the public spoke before the Board.

12. ADJOURNMENT

Chair Muoio thanked everyone for their participation and asked for a motion to adjourn the meeting. Mr. Scudder made a motion to adjourn the meeting. Mr. Eakeley seconded the motion. Chair Muoio asked for a voice vote. The motion was voted upon and approved unanimously. The meeting was adjourned at 10:52 a.m.