

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

November 17, 2022 at 2:00 p.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 November 17, 2022, at 2:02 p.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 Kavin Mistry, Deputy Director, Division of Law (*via phone*); Allyson Cofran, Deputy Attorney General, Division of Law (*via phone*); Richard Williams, Executive Director, NJPBA (*via phone*); and Nichol R. Gee, Assistant Chief, NJPBA (*via phone, taking minutes*). Two members of the public were also present on the call.

2. RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING THE MINUTES OF THE JULY 27, 2022 MEETING

RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING THE MINUTES OF THE JULY 27, 2022 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 July 27, 2022 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 July 27, 2022 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 July 27, 2022 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 July 27, 2022 Meeting was voted upon and approved unanimously.

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

Chair Muoio asked for a motion to approve a Resolution Authorizing a Special Purpose Allocation Agreement Between Public Media NJ, Inc. and the New Jersey Public Broadcasting Authority.

Mr. Eakeley made a motion to amend the Resolution Authorizing a Special Purpose Allocation Agreement Between Public Media NJ, Inc. and the New Jersey Public Broadcasting Authority. He proposed that this language, in both the Resolution and Exhibit A, should be amended as follows in red:

WHEREAS, P.L. 2022, c. 49 (the “Appropriation Act”) appropriates \$1 million dollars (“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 NJPBA must convey the Appropriated Funds to the Public Media NJ, a nonprofit subsidiary of WNET, in order to effectuate the intended purpose of the ~~Appropriations Act and the~~ Appropriated Funds; and

Mr. Eakeley also proposed that this language in Exhibit A should be amended as follows in red:

This Agreement (“Agreement”) made as of the ___ day of November 2022, by and between the New Jersey Public Broadcasting Authority (the “NJPBA”) and Public Media NJ, Inc. (“Public Media NJ”) as Grantee (the “Grantee”), will confirm the mutual understanding and intention of the parties hereto as to the following:

Chair Muoio asked if the proposed language required an attorney review. Mr. Kavin Mistry, Deputy Director, Division of Law, stated that Mr. Eakeley had forwarded the amended language to the NJPBA ahead of the meeting, and the Attorney General’s Office (“AGO”) had reviewed the proposed language at that time. He confirmed that the Board could vote on the proposed amendment, and if approved, the AGO would make the changes and circulate a final version. Chair Muoio asked if the amended version would appear in the minutes. Mr. Mistry confirmed that it would.

Mr. Scudder seconded the motion to amend the Resolution Authorizing a Special Purpose Allocation Agreement Between Public Media NJ, Inc. and the New Jersey Public Broadcasting Authority. Chair Muoio asked for a roll call vote. The motion to amend the Resolution Authorizing a Special Purpose Allocation Agreement Between Public Media NJ, Inc. and the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

**RESOLUTION 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, W23EX-D Sussex, W29EV-D Hackettstown, and W27EC-D Belvidere)(collectively, the “Stations”) in the State of New Jersey’s (the “State”) public broadcasting system; and

WHEREAS, P.L. 2022, c. 49 (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 to support the operating expenditures associated with providing quality public television programs and resources statewide; and

WHEREAS, the New Jersey Public Broadcasting Authority must convey the Appropriated Funds to PMNJ in order to effectuate the intended purpose of the Appropriations Act and 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 NJPBA 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 a Resolution Authorizing a Special Purpose Allocation Agreement Between Public Media NJ, Inc. and the New Jersey Public Broadcasting Authority as Amended. 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 Authorizing a Special Purpose Allocation Agreement Between Public Media NJ, Inc. and the New Jersey Public Broadcasting Authority as Amended was voted upon and approved unanimously.

4. RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AUTHORIZING THE TRANSFER OF A LEASE AGREEMENT WITH CUMBERLAND COUNTY TO WHY, INC.

**RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING
AUTHORITY AUTHORIZING THE TRANSFER OF A LEASE AGREEMENT
WITH CUMBERLAND COUNTY TO WHY Y, INC.**

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 Transfer Act authorized the State Treasurer to transfer operations of the public broadcasting system and/or transfer of all or part of the assets of the Authority, including, but not limited to, the radio operating licenses; and

WHEREAS, pursuant to the Transfer Act, the State Treasurer issued a Request for Proposals for Sale of the New Jersey Network (NJN) Radio Broadcast Network on February 7, 2011 (the “RFP”); and

WHEREAS, as a result of the RFP process, WHY Y, Inc. purchased the Federal Communications Commission (“FCC”) license for the WNJB-FM Bridgeton station, along with related equipment and intangible assets; and

WHEREAS, since purchasing the station, WHY Y, Inc. leased space from the Authority to operate WNJB-FM on a tower in Bridgeton, New Jersey (the “Tower”); and

WHEREAS, the Tower is owned by Cumberland County and is leased to the Authority through an agreement (the “Lease Agreement”) between the two parties; and

WHEREAS, the Authority has vacated the Tower and wishes to transfer the Lease Agreement to WHY Y, Inc.; and

WHEREAS, WHY Y, Inc. desires to assume the Lease Agreement.

**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 transfer of the Lease Agreement to WHY Y, Inc., and authorize the Executive Director to take any and all action necessary to effectuate and implement the transfer of the Lease Agreement, including, but not limited to, execution and delivery of documents in connection therewith.

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 Authorizing the Transfer of a Lease Agreement with Cumberland County to WHYY, Inc. Mr. Eakeley made a 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 Authorizing the Transfer of a Lease Agreement with Cumberland County to WHYY, Inc., was voted upon and approved unanimously.

5. OTHER BUSINESS (*IF ANY*)

Chair Muoio asked if there was any other business to discuss. The members demurred.

6. PUBLIC COMMENTS

Chair Muoio asked if there were any members of the public who wanted to make a comment.

Mr. Richard Schwartz asked the Board if the transfer of the Cumberland County lease to WHYY, Inc., was a straightforward transfer without financial changes, or if there was a financial arrangement that was made between Cumberland County and the NJPBA. Mr. Williams stated that the transfer of the lease represented a transfer of operations at the Bridgeton, New Jersey, site from the Authority to WHYY, Inc., and there was no monetary exchange involved.

Chair Muoio asked if anyone else wished to comment. Mr. Eakeley clarified that the amendments he proposed earlier in the meeting were intended to be reflected in both the resolution and the Special Purpose Allocation Agreement. Chair Muoio confirmed that both the resolution and the agreement would be amended.

7. ADJOURNMENT

Chair Muoio thanked everyone for their participation and asked for a motion to adjourn the meeting. Mr. Eakeley made a motion to adjourn the meeting. Mr. Scudder seconded the motion. Chair Muoio asked for a voice vote. The motion was voted upon and approved unanimously. The meeting adjourned at 2:16 p.m.