

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

January 30, 2023 at 11:00 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 January 30, 2023, at 11:01 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 Kavin Mistry, Deputy Director, Division of Law (*via phone*); Allyson Cofran, 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*); Richard Williams, Executive Director, NJPBA (*via phone*); and Nichol R. Gee, Assistant Chief, NJPBA (*via phone, taking minutes*). One member of the public was also in attendance.

2. RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING THE MINUTES OF THE NOVEMBER 17, 2022 MEETING

RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING THE MINUTES OF THE NOVEMBER 17, 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 November 17, 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 November 17, 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 November 17, 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 November 17, 2022 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 greeted the Board and discussed the work of the NJ PBS news team. He reviewed the numerous programs and podcasts they produced along with political debates and elections. He said the NJ PBS newsletter kept people informed on critical issues effecting the state, and he discussed their reports on the war in Ukraine and the volunteer efforts taken by Ukrainians in New Jersey to supply humanitarian aid to war torn parts of the country. Mr. Lee highlighted an upcoming special on the Delaware watershed area and discussed PMNJ’s partnerships with hyper local and other public media entities, such as WHYY and WNYC. He reviewed recent awards PMNJ received for the Hazard New Jersey podcast and six other awards from the New Jersey Society of Professional Journalists for news coverage.

Mr. Lee discussed other New Jersey-centric programs in production at PMNJ and then reviewed viewership. NJ PBS attracted over 9.5 million total viewers, averaging over 1.1 million unique viewers per month, with *NJ Spotlight News* averaging 165,000 unique viewers per month. Online NJ PBS averaged 36,000 cross-platform, digital media views per month, and *NJ Spotlight News* averaged 230,000 visitors to its website.

Chair Muoio asked if the Members had any questions. There were none. She congratulated Mr. Lee on the awards PMNJ received, and noted that NJ PBS continued to do excellent work and was a resource for both New Jersey and the entire region. Chair Muoio thanked Mr. Lee for his report.

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 2022 Audit Report on January 19, 2023. 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 2022 Audit Report by the Board. Chair Muoio recognized the Committee and NJPBA staff for their great work managing the Authority's fiscal operations.

5. REPORT FROM THE EXECUTIVE DIRECTOR

Chair Muoio asked Executive Director Richard Williams to report to the Board. Mr. Williams thanked Mr. Lee and his team for the PMNJ report and wished them continued success. Mr. Williams said in 2022 the Authority completed approximately \$518,000 in board-approved infrastructure and program archiving projects, including the replacement of tower guy wires and the Federal Communications Commission's spectrum repack.

Mr. Williams reported that in Fiscal Year 2021, the Authority received \$467,553 in American Rescue Plan ("ARP") funding from the Corporation for Public Broadcasting, of which \$333,777 was remitted to PMNJ in 2022. The remaining ARP funds were used on infrastructure repairs and equipment replacement. Mr. Williams said revenues increased this past year by \$702,000, mainly due to increases in tower rentals, direct New Jersey State support, program royalties, and grants. Expenses had increased by \$533,000 due to increased broadcasting and general administrative costs.

Mr. Williams said that in Fiscal Year 2023 the Authority would continue to address infrastructure improvements and reviewed projects planned in the upcoming months. He said the NJPBA issued a request for proposal for a computerized maintenance management system to assist the Authority in managing statewide systems, including automated maintenance scheduling, parts inventory tracking, and issuing work orders. Mr. Williams reported that a \$1.2 million emergency generator replacement project was under consideration by the Capital Planning Commission, as the existing generators had reached their 20-year operating lifespan and were out of regulatory and operational compliance. The Authority also developed a 10-year capital plan which prioritized safety, obsolescence, and regulatory changes. The plan included over \$9 million in capital projects required by

the Authority to maintain its 50-year-old infrastructure. Mr. Williams also said the NJPBA continued to work with Treasury Administration on the use of their Trenton office building by other state agencies.

6. RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY ACCEPTING THE FISCAL YEAR 2022 AUDIT REPORT

RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY ACCEPTING THE FISCAL YEAR 2022 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 Mercadieu, P.C., the Independent Auditor to the Authority, for Fiscal Year 2022 (“Fiscal Year 2022 Audit Report”); and

WHEREAS, the Audit Committee recommends acceptance of the Fiscal Year 2022 Audit Report by the Authority; and

WHEREAS, the Authority desires to accept the Fiscal Year 2022 Audit Report.

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

1. The Authority hereby accepts the Fiscal Year 2022 Audit Report from the firm of Mercadieu, 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 2022 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 2022 Audit Report was voted upon and approved unanimously.

7. RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AUTHORIZING A LICENSE CANCELLATION AND TERMINATION AGREEMENT WITH MOUNTAIN BROADCASTING CORPORATION

RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AUTHORIZING A LICENSE CANCELLATION AND TERMINATION AGREEMENT WITH MOUNTAIN BROADCASTING CORPORATION

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 entered into a Tower Access and License Agreement with Mountain Broadcasting Corporation (“WMBC”) dated May 10, 2018 (the “Agreement”) to license certain space at the Authority’s broadcasting tower located at 42 Clove Road, located in the Municipality of Little Falls, in the County of Passaic, State of New Jersey (the “Tower”); and

WHEREAS, the parties entered into the Agreement on May 10, 2018 for a five-year term, which will expire on May 9, 2023; and

WHEREAS, neither party is aware of any breach of the Agreement and the parties wish to end said Agreement; and

WHEREAS, WMBC has provided proper notice of termination to the Authority and wishes to remove its equipment from the tower in accordance with the terms of the Agreement; and

WHEREAS, the removal of the WMBC equipment cannot be accomplished within the term of the Agreement without impeding the operations of the Authority on the Tower; and

WHEREAS, it is in the best interest of the Authority to delay and manage the removal of the WMBC equipment in order to ensure that the operation of the Tower is not impeded; and

WHEREAS, WMBC has agreed to pay the Authority \$247,281.00 for the removal of the WMBC equipment and termination of the 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 entry into a License Cancellation and Termination Agreement (“Termination Agreement”) with WMBC, and authorize the Executive Director to take any and all action necessary to effectuate and implement a Termination 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 the Resolution of the New Jersey Public Broadcasting Authority Authorizing a License Cancellation and Termination Agreement with Mountain Broadcasting Corporation. Mr. Scudder made the motion to approve the resolution. Mr. Eakeley 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 a License Cancellation and Termination Agreement with Mountain Broadcasting Corporation was voted upon and approved unanimously.

8. EXECUTIVE SESSION (*if necessary*)

Chair Muoio asked if there was a need to enter into Executive Session. The members demurred.

9. OTHER BUSINESS (*if any*)

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

10. 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.

11. 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 was adjourned at 11:21 a.m.