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

July 27, 2022 at 10:00 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 July 27, 2022 at 10:03 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); Jeffry Nielsen, Associate Counsel, Governor's Authorities Unit (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 FEBRUARY 2, 2022 MEETING

RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING THE MINUTES OF THE FEBRUARY 2, 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 February 2, 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 February 2, 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 February 2, 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 February 2, 2022 Meeting was voted upon and approved unanimously.

3. RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING THE EXECUTIVE SESSION MINUTES OF THE JUNE 14, 2021 MEETING

RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING THE EXECUTIVE SESSION MINUTES OF THE JUNE 14, 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 Executive Session minutes of the June 14, 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 Executive Session minutes of the June 14, 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 Executive Session Minutes of the June 14, 2021 Meeting. Mr. Scudder made a motion to approve the resolution. Mr. Eakeley 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 Executive Session Minutes of the June 14, 2021 Meeting was voted upon and approved unanimously.

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

RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING THE EXECUTIVE SESSION 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 Executive Session 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 Executive Session 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 Executive Session 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 Executive Session Minutes of the November 17, 2021 Meeting was voted upon and approved unanimously.

5. REPORT FROM THE AUDIT COMMITTEE

Chair Muoio asked Mr. Douglas Eakeley, Chair of the Audit Committee (the "Committee"), to present a report from the Committee. Mr. Eakeley stated that the Board contracted Mercadien, P.C. in 2018 to perform the NJPBA audits for three years, with two options to extend the contract for one additional year each. Last year, the Board voted to authorize the first extension for the Fiscal Year 2021 audit. He said the Committee met on July 13, 2022, to review Mercadien, P.C.'s fee quote for the Fiscal Year 2022 audit, and upon review, the Committee recommended that the Board authorize the second extension of the contract. Mr. Eakeley said that next spring, the EO 122 Evaluation Committee would begin the Request for Proposal process to enter into a new auditing contract.

6. REPORT FROM THE EXECUTIVE DIRECTOR

Chair Muoio asked Executive Director Richard Williams to present his report to the Board. Mr. Williams greeted the Board and discussed the work undertaken to secure new licenses for clients on the NJPBA towers. He said both tower and grant revenues were stable. Labor and supply costs had increased which would be offset by an increase of \$205,000 in the NJPBA Fiscal Year 2023 operating budget. This was the first budget increase since 2011.

Mr. Williams reported that the Federal Communications Commission repack reimbursement funds were received into the Trust Fund for Public Broadcasting, and the capital budget amendment before the Board would address the rebalancing of the fund and capital spending priorities. Mr. Williams reviewed the status of capital projects underway.

Mr. Williams informed the Board that there was an incident at the Lawrenceville tower in April during which a contractor performing work on the tower was injured, rescued from the tower, and brought to the local hospital. The Occupational Safety and Health Administration ("OSHA") and the New Jersey Department of Risk Management were notified, and the NJPBA shut down all tower maintenance activities around the State while the incident was reviewed. OSHA and Risk Management closed their reviews of the incident, and no further action was necessary. The NJPBA and the tower company both updated their safety and communication protocols. Mr. Williams said certain changes in the capital budget would be directed to safety-related improvements.

Mr. Williams reviewed other projects about to begin at the Trenton headquarters. The Authority completed negotiations with the Department of Property Management for the replacement of a critical power conditioning system, and with the Board's approval, would be implementing a shared services Memorandum of Understanding with the State Parole Board which would assure each party that the installation and operation of communications equipment at the Trenton headquarters would be free from interference.

Mr. Williams asked Ms. Nichol R. Gee, NJPBA Assistant Chief, to report on the New Jersey Network ("NJN") Archives. Ms. Gee stated that digitization of 20,000 assets from the NJN Archives was nearly complete, and once final deliverables were received, another

10,000 assets would be sent to the Library of Congress American Archive of Public Broadcasting ("AAPB"). She said the agreement in place with GBH to license the 13,000 materials that were already in the AAPB had generated over \$11,000 revenue for Fiscal Year 2022.

Ms. Gee stated that GBH, the AAPB, and the Eagleton Institute of Politics at Rutgers were still ingesting the NJN archival materials they had received from the NJPBA. Once enough materials were online, there was interest in planning a public celebration of the work that was done to draw attention to the collection on these platforms.

Ms. Gee said the remaining assets in the collection were being reorganized in condition-controlled spaces with improved access. She believed there was another three to six months of work for the part-time archivist to finish out this phase, and management was beginning discussions to develop the next phase.

Mr. Williams thanked Ms. Gee and the rest of the NJPBA staff for all of their hard work and achievements. Chair Muoio concurred.

7. ELECTION OF CHAIR

Chair Muoio requested nominations for Chair of the New Jersey Public Broadcasting Authority. Mr. Eakeley made a motion to appoint Elizabeth Maher Muoio as Chair of the New Jersey Public Broadcasting Authority. Mr. Scudder seconded the motion. Chair Muoio asked for a voice vote. The motion to appoint Elizabeth Maher Muoio as Chair of the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

8. ELECTION OF VICE CHAIR

Chair Muoio requested nominations for Vice Chair of the New Jersey Public Broadcasting Authority. Mr. Eakeley made a motion to appoint Ford Scudder for Vice Chair of the New Jersey Public Broadcasting Authority. Mr. Scudder seconded the motion. Chair Muoio asked for a voice vote. The motion to appoint Ford Scudder as Vice Chair of the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

9. ELECTION OF SECRETARY

Chair Muoio made a motion to appoint Richard Williams as Secretary of the New Jersey Public Broadcasting Authority. Mr. Eakeley seconded the motion. Chair Muoio asked for a voice vote. The motion to appoint Richard Williams as Secretary of the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

10. ELECTION OF TREASURER

Chair Muoio requested nominations for Treasurer of the New Jersey Public Broadcasting Authority, Chair of the Authority's Audit Committee, and Chair of the Authority's EO 122 Evaluation Committee. Mr. Scudder made a motion to appoint Douglas Eakeley as Treasurer of the New Jersey Public Broadcasting Authority, Chair of the Audit Committee, and Chair of the EO 122 Evaluation Committee. Mr. Eakeley seconded the motion. Chair Muoio asked for a voice vote. The motion to appoint Douglas Eakeley as Treasurer of the New Jersey Public Broadcasting Authority, Chair of the Audit Committee, and Chair of the EO 122 Evaluation Committee was voted upon and approved unanimously.

11. RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPOINTING CLYDE MINGO TO THE AUDIT COMMITTEE AND THE EO 122 EVALUATION COMMITTEE

RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPOINTING CLYDE MINGO TO THE AUDIT COMMITTEE AND THE EO 122 EVALUATION COMMITTEE

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 Article IX of the By-Laws of the Authority, the Authority must appoint members to serve on the Audit Committee and the Executive Order No. 122 ("EO 122") Evaluation Committee; and

WHEREAS, in the event the Authority does not have sufficient members qualified or available to serve on the Audit Committee and the EO 122 Evaluation Committee, respectively, the Authority, pursuant to Executive Order No. 122 (McGreevey 2004), may request that the State Treasurer recommend one or more qualified individuals to serve on the Audit Committee and the EO 122 Evaluation Committee; and

WHEREAS, the Authority has requested that the State Treasurer recommend a person to serve on both of the Audit Committee and the EO 122 Evaluation Committee and the State Treasurer recommends Clyde Mingo, Division of Administration, Department of the Treasury to serve on both of the Audit Committee and the EO 122 Evaluation Committee; and

WHEREAS, the Authority wishes to appoint Clyde Mingo, Division of Administration, Department of the Treasury to serve on both of the Audit Committee and the EO 122 Evaluation Committee.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE

NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:

- 1. The Members of the Authority hereby appoint Clyde Mingo, Division of Administration, Department of the Treasury to serve on both of the Audit Committee and the EO 122 Evaluation Committee.
 - 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 Appointing Clyde Mingo to the Audit Committee and the EO 122 Evaluation Committee. 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 Appointing Clyde Mingo to the Audit Committee and the EO 122 Evaluation Committee was voted upon and approved unanimously.

12. RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING THE FISCAL YEAR 2023 BUDGET

RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING THE FISCAL YEAR 2023 BUDGET

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 are required to approve a budget for the Authority; and

WHEREAS, the staff of the Authority recommends approval of the budget for the time period beginning on July 1, 2022 through and including June 30, 2023 of the Authority (the "Fiscal Year 2023 Budget") attached hereto as <u>Exhibit A</u>, authorizing a total expenditure of \$2,380,000 by the Authority during the course of Fiscal Year 2023.

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 Fiscal Year 2023 Budget of the Authority, as set forth in Exhibit A attached hereto and hereby authorize the Executive Director of the Authority to take all actions necessary to implement the Fiscal Year 2023 Budget, including the payment of legal fees for Federal Communication Commission special counsel and any costs to effectuate the Transfer Act.
 - 2. In the event the amount eventually appropriated to the Authority as set forth

in the Fiscal Year 2023 Appropriations Act differs from the amount set forth in the Fiscal Year 2023 Budget, the Executive Director is directed to prepare an amended Fiscal Year 2023 Budget taking into account such differences for consideration and approval by the Members of the Authority.

3. 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 Fiscal Year 2023 Budget. Mr. Scudder made a 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 Approving the Fiscal Year 2023 Budget was voted upon and approved unanimously.

13. RESOLUTION APPROVING AN AMENDED AND RESTATED 2021-2023 CAPITAL BUDGET FOR THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY

RESOLUTION APPROVING AN AMENDED AND RESTATED 2021-2023 CAPITAL BUDGET FOR 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, under the Programming and Services Agreement dated as of July 1, 2011 (the "Programming and Services Agreement") by and between the New Jersey Public Broadcasting Authority ("NJPBA") and Public Media NJ, Inc. ("PMNJ"), 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, the Authority is responsible for keeping in good working order and repair the transmission equipment and facilities, including, but not limited to, the Authority's microwave hub site at Lawrenceville, New Jersey, transmitters and transmission lines, all necessary auxiliary facilities, and all electrical and utility services (collectively, the "Transmission Facilities") serving the Stations in the State's public broadcasting system; and

WHEREAS, the Authority adopted a capital budget for fiscal years 2021 through 2023 (the "2021-2023 Capital Budget") on November 17, 2022, authorizing a total

expenditure of \$2,450,000 by the Authority in fiscal years 2021 through 2023 to undertake certain capital projects; and

WHEREAS, the Authority-approved projects and the amounts budgeted need to be revised based on changes in priorities, funding, and updated costs for the Authority-approved capital projects; and

WHEREAS, Authority staff recommends approval of the Amended and Restated 2021-2023 Capital Budget, attached hereto as <u>Exhibit A</u>, authorizing a total expenditure of \$3,703,942 by the Authority on the capital projects as described in the Amended and Restated 2021-2023 Capital Budget.

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 Amended and Restated 2021-2023 Capital Budget of the Authority, as set forth in Exhibit A attached hereto and hereby authorize the Executive Director of the Authority to take all actions necessary to implement the Amended and Restated 2021-2023 Capital Budget, subject to the availability of funds.
 - 2. This resolution shall take effect immediately in accordance with the Act.

Chair Muoio asked for a motion to approve a Resolution Approving an Amended and Restated 2021-2023 Capital Budget for the New Jersey Public Broadcasting Authority. 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 Approving an Amended and Restated 2021-2023 Capital Budget for the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

14. RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING THE INDEPENDENT AUDITOR FISCAL YEAR 2022 FEE QUOTE

RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING THE INDEPENDENT AUDITOR FISCAL YEAR 2022 FEE QUOTE

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 is constituted as an instrumentality of the State of New Jersey exercising public and essential governmental functions; and

WHEREAS, on October 23, 2018, upon the recommendation of the Audit Committee, the Authority approved the engagement of Mercadien, P.C. (the "Auditor") to serve as the independent auditor to the Authority for a three-year term in connection with the annual audit of the Authority for the fiscal years ending June 30, 2018, June 30, 2019, and June 30, 2020, with two options to extend the engagement at the sole determination of the Authority for one (1) additional year each in connection with the annual audit of the Authority for the fiscal years ending June 30, 2021 and June 30, 2022 under the same terms and conditions as set forth in the Request for Quote for Independent Audit Services issued by the Authority on May 17, 2018 (the "RFP"); and

WHEREAS, pursuant to the RFP, the Auditor submitted a response to the RFP (the "RFP Response") providing its approved hourly rates for conducting the audit of the Authority during the term set forth in the RFP; and

WHEREAS, the Auditor has submitted its not to exceed fee quote of \$25,033.00 for the audit of the Authority for the fiscal year ended June 30, 2022 ("Fiscal Year 2022 Audit") in accordance with the Auditor's approved hourly rates in the RFP; and

WHEREAS, the Authority's Audit Committee has reviewed the fee quote of the Auditor for the Fiscal Year 2022 Audit;

WHEREAS, the Audit Committee recommends that the Members of the Authority approve the Auditor's fee quote for the Fiscal Year 2022 Audit; and

WHEREAS, the Members of the Authority wish to approve the fee quote of the Auditor for the Fiscal Year 2022 Audit.

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 fee quote of the Auditor of \$25,033.00 for the Fiscal Year 2022 Audit.
- 2. The Members of the Authority hereby authorize the Chair of the Audit Committee and the Executive Director to take any and all action necessary to effectuate the fee quote of the Auditor with respect to the Fiscal Year 2022 Audit including, but not limited to, execution and delivery of any documents in connection therewith.
- 3. This Resolution shall take effect upon adoption in accordance with the Act.

Chair Muoio asked for a motion to approve a Resolution of the New Jersey Public Broadcasting Authority Approving the Independent Auditor Fiscal Year 2022 Fee Quote. 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 Approving the Independent Auditor Fiscal Year 2022 Fee Quote was voted upon and approved unanimously.

15. RESOLUTION TO AMEND THE BY-LAWS OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY

RESOLUTION TO AMEND THE BY-LAWS OF 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, on June 29, 2011, the Authority adopted the current By-Laws of the Authority which includes, under Article X, specific, enumerated actions are delegated to the Chair or to such personnel of the Authority as delegated by resolution of the Authority; and

WHEREAS, by resolution adopted by the Authority on December 15, 2011, the Authority delegated to the Executive Director, those specific actions enumerated under Article X of the By-Laws of the Authority; and

WHEREAS, the Authority wishes to amend Article X of the By-Laws to update the delegations set forth in Article X of the By-Laws to provide for the more efficient conduct of the day-to-day business of the Authority and to add the Executive Director as having the specific delegated authority to exercise the actions listed in Article X (the "Amendments"); and

WHEREAS, amending Article X of the By-Laws as described above will provide for the more efficient conduct of the day-to-day business of the Authority; and

WHEREAS, pursuant to Article VIII, Section 1 of the By-Laws, the Authority may, by resolution, amend the By-Laws, provided that: notice of the proposed action to amend the By-Laws (including a copy of such amendment) are inserted in the meeting notice given to each Board Member, which notice shall be given at least five (5) calendar days in advance of the meeting at which the motion on adoption on the resolution to amend the By-Laws is to be made; and

WHEREAS, pursuant to Article VIII, Section 1 of the By-Laws, the Board Members were provided notice of this resolution to amend the By-Laws (including a copy of the proposed amendment to the By-Laws, attached hereto as <u>Exhibit A</u>) at least five days in advance of today's meeting; and

WHEREAS, the Authority wishes to amend Article X of the By-Laws as stated herein and as provided in <u>Exhibit A</u> attached hereto.

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 amendments to Article X of the By-Laws of the Authority, attached hereto as Exhibit A.
- 2. The Members of the Authority hereby rescind the Resolution Delegating Certain Authority to the Executive Director Pursuant to the By-Laws of the New Jersey Public Broadcasting Authority, adopted by the Members of the Authority on December 15, 2011.
 - 3. This resolution shall take effect immediately in accordance with the Act.

Chair Muoio asked for a motion to approve a Resolution to Amend the By-laws of the New Jersey Public Broadcasting Authority. Mr. Scudder made a motion to approve the resolution. Mr. Eakeley seconded the motion. Chair Muoio asked for a roll call vote. The motion to approve the Resolution to Amend the By-laws of the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

16. RESOLUTION APPROVING A MEMORANDUM OF UNDERSTANDING BETWEEN THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AND THE NEW JERSEY STATE PAROLE BOARD

RESOLUTION APPROVING A MEMORANDUM OF UNDERSTANDING BETWEEN THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AND THE NEW JERSEY STATE PAROLE BOARD

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 and the New Jersey State Parole Board (the "NJSPB") both have offices at 25 S. Stockton Street, Trenton, NJ 08608 ("TOC"); and

WHEREAS, the NJSPB has certain radio frequency antenna equipment ("Equipment") that must be installed on the roof of TOC; and

WHEREAS, the Authority has a transmission tower (the "Tower") on the roof of TOC designed for such Equipment; and

WHEREAS, pursuant to N.J.S.A. 52:14-4, two departments are authorized to unite in cooperative work in lines germane to the duties of said departments through an intergovernmental agreement such as a memorandum of understanding; and

WHEREAS, it is in the best interest of the Authority to enter into a Memorandum of Understanding ("MOU") with the NJSPB regarding the installation and use of the Equipment to be installed on the Tower; and

WHEREAS, the Authority wishes to approve entry into the MOU between the Authority and the NJSPB attached hereto as Exhibit A to memorialize the understanding and intentions of the Authority and the NJSPB regarding the installation and use of the Equipment on the Tower.

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 MOU attached hereto as Exhibit A, in substantially the form presented at this meeting and authorize the Executive Director to execute and deliver the MOU, 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 MOU, and authorize the Executive Director to take any and all action necessary to effectuate and implement the MOU, 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 a Resolution Approving a Memorandum of Understanding Between the New Jersey Public Broadcasting Authority and the New Jersey State Parole Board. Mr. Scudder made a motion to approve the resolution. Mr. Eakeley seconded the motion. Chair Muoio asked for a roll call vote. The motion to approve the Resolution Approving a Memorandum of Understanding Between the New Jersey Public Broadcasting Authority and the New Jersey State Parole Board was voted upon and approved unanimously.

17. RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING A MATERIALS LIMITED PERMISSION AND LICENSE FOR THE NEW JERSEY ADMINISTRATIVE OFFICE OF THE COURTS

RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING A MATERIALS LIMITED PERMISSION

AND LICENSE FOR THE NEW JERSEY ADMINISTRATIVE OFFICE OF THE COURTS

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 is in possession of program archives of the former New Jersey Network ("NJN"), which includes, but is not limited to: *NJN News*, *Reporters Roundtable*, other news, public affairs, documentaries and general interest programming (the "NJN Archives"), generated during the course of NJN's history; and

WHEREAS, it is in the best interest of the State of New Jersey and of the Authority to preserve the NJN Archives in a manner which will ensure the future of the NJN Archives and which will make the NJN Archives accessible to public and media producers; and

WHEREAS, the New Jersey Administrative Office of the Courts ("NJAOC") owns and maintains the New Jersey Supreme Court Virtual Museum (the "Museum") website; and

WHEREAS, the NJAOC wishes to display programs and clips from the NJN Archives in the Museum; and

WHEREAS, the distribution and licensing of digitized programs and clips from the NJN Archive for the Museum is consistent with the Authority's interest to make such content accessible to the public; and

WHEREAS, the Members of the Authority wish to authorize the Executive Director to take the necessary actions, including approving a Materials Limited Permission and License ("License"), in furthering the Authority's interest to preserve the NJN Archives and make the NJN Archives accessible to the public.

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 License attached hereto as Exhibit A, in substantially the form presented at this this meeting and authorize the Executive Director to execute and deliver the License with such changes, revisions and omissions in consultation with the Office of the Attorney General.
- 3. The Members of the Authority hereby approve and authorize the execution and delivery of any documents or materials necessary to effectuate and implement the License and authorize the Executive Director to take any and all action necessary to

effectuate and implement the License, including, but not limited to, execution and delivery of documents or media in connection therewith.

4. 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 a Materials Limited Permission and License for the New Jersey Administrative Office of the Courts. 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 Approving a Materials Limited Permission and License for the New Jersey Administrative Office of the Courts was voted upon and approved unanimously.

18. EXECUTIVE SESSION (IF ANY)

Chair Muoio asked Mr. Williams if there was any need for executive session. Mr. Williams said there was none.

19. OTHER BUSINESS (IF ANY)

Chair Muoio asked if there was any other business to discuss. Mr. Eakeley inquired about the health of the tower contractor who had been injured. Mr. Williams said he was doing well and had returned to working on towers.

20. PUBLIC COMMENTS

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

21. 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 10:23 a.m.