

New Jersey Public Broadcasting Authority

Meeting of the Audit Committee

January 22, 2020 at 9:00 a.m.

New Jersey Public Broadcasting Authority
Conference Room and by Conference Call
25 S. Stockton Street
Trenton, NJ 08608

MINUTES

Douglas S. Eakeley, Chair, Presiding

Minutes of the meeting of the New Jersey Public Broadcasting Authority (“NJPBA” or “Authority”) Audit Committee (the “Committee”) held at the New Jersey Public Broadcasting Authority Conference Room, 25 S. Stockton Street, Trenton, New Jersey 08608, and by Conference Call on Friday, January 25, 2019, at 9:00 a.m.

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

Chair of the NJPBA Audit Committee, Mr. Douglas S. Eakeley, called the meeting to order. Chair Eakeley 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 Eakeley then requested a roll call. NJPBA Audit Committee Members present and participating at the meeting were Douglas S. Eakeley, Chair (*via phone*); Matthew Hoban (*via phone*); and Christopher Mathews (*via phone*). Also present and participating were Warren Broudy, Mercadien, P.C. (*via phone*); Stephen Noon, Mercadien, P.C. (*via phone*); Susan Wilkerson, Deputy Attorney General; Craig Ambrose, Governor’s Authorities Unit (*via phone*); and Nichol R. Gee, Assistant Chief, NJPBA (*taking minutes*).

2. RESOLUTION APPROVING THE MINUTES OF THE AUGUST 15, 2019 AUDIT COMMITTEE MEETING

**RESOLUTION APPROVING THE MINUTES
OF THE AUGUST 15, 2019 AUDIT COMMITTEE 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 Audit Committee established pursuant to Article IX, Section 2 of the By-Laws of the Authority desire to approve the minutes of the August 15, 2019 meeting of the Audit Committee, attached hereto as Exhibit A.

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

1. The Members of the Audit Committee hereby approve the minutes of the August 15, 2019 meeting of the Audit Committee.
2. This resolution shall take effect immediately in accordance with the Act.

Chair Eakeley asked for a motion to approve a Resolution Approving the Minutes of the August 15, 2019 Audit Committee Meeting. Mr. Mathews made a motion to approve the resolution. Mr. Hoban seconded the motion. Chair Eakeley asked if there were any changes to the minutes. No changes were indicated. Chair Eakeley asked for a voice vote to approve the Resolution Approving the Minutes of the August 15, 2019 Audit Committee Meeting. The motion was voted upon and approved unanimously.

3. DISCUSSION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY FISCAL YEAR 2019 AUDIT REPORT

Chair Eakeley asked the Committee members if they had reviewed the audit from Mercadien, P.C. The members confirmed they had. Chair Eakeley asked Mr. Warren Broudy and Mr. Stephen Noon to present an overview of the NJPBA Fiscal Year 2019 (“FY19”) Audit Report. Mr. Broudy thanked the Committee and directed their attention to the Post-Audit Presentation that had been forwarded to them. He asked Mr. Noon to review the audit.

Mr. Steven Noon reviewed the content in the Post-Audit Presentation. The audit was complete, and Mercadien, P.C. issued an unmodified, clean opinion without any significant issues for the fiscal year ending on June 30, 2019. Mr. Noon reviewed the audit emphasis and said they found no issues with management’s accounting processes or procedures. There were no changes in the inherent accounting estimates. NJPBA recorded all recommended audit adjustments. There were no uncorrected misstatements.

Mr. Noon reviewed the Statement of Net Position and the Statement of Revenues, Expenses and Changes in Net Position. There were no major changes. Mr. Noon referenced Mercadien, P.C.'s core values and contact information, and reviewed the required communications, which indicated that management followed generally accepted accounting principles ("GAAP") and selected preferable accounting practices. There were no changes in policies or practices. There were no significant or unusual transactions, difficulties, material weaknesses, or control deficiencies. There were no disagreements, significant issues, or difficulties with management. Mr. Noon said NJPBA Accountant Dhara Trivedi was great to work with and provided quick responses to their requests.

Mr. Noon asked if there were any questions. There were none. Chair Eakeley commended Ms. Trivedi on behalf of the Committee for her work on the audit.

4. RESOLUTION OF THE AUDIT COMMITTEE OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY RECOMMENDING ACCEPTANCE OF THE FISCAL YEAR 2019 AUDIT REPORT

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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");

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 2019 ("Fiscal Year 2019 Audit Report"); and

WHEREAS, the Audit Committee recommends acceptance of the Fiscal Year 2019 Audit Report by the Members of the Authority.

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

1. The Audit Committee hereby recommends that the Members of the Authority accept the Fiscal Year 2019 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 Eakeley asked for a motion to approve a Resolution of the Audit Committee of the New Jersey Public Broadcasting Authority Recommending Acceptance of the Fiscal Year 2019 Audit Report. Mr. Mathews made a motion to approve the resolution. Mr. Hoban seconded the motion. Chair Eakeley asked for a voice vote to approve the Resolution of the Audit Committee of the New Jersey Public Broadcasting Authority Recommending Acceptance of the Fiscal Year 2019 Audit Report. The motion was voted upon and approved unanimously.

5. OTHER BUSINESS

Chair Eakeley asked if there was any other business the Committee needed to discuss. The members demurred.

6. ADJOURNMENT

Chair Eakeley thanked everyone for their participation and asked for a motion to adjourn. Mr. Mathews made a motion to adjourn the meeting. Mr. Hoban seconded the motion. The motion was voted upon and approved unanimously. The meeting was adjourned at 9:16 a.m.