

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

January 29, 2024 at 10:00 AM  
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 29, 2024, at 10:00 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; Douglas S. Eakeley; and Phyllis Salowe-Kaye. Also present and participating were Allyson Cofran, Deputy Attorney General, Division of Law; Sam Kovach-Orr, Associate Counsel, Governor’s Authorities Unit; Richard Williams, Executive Director, NJPBA; and Nichol R. Gee, Deputy Executive Director, NJPBA (*taking minutes*).

Chair Muoio welcomed Ms. Phyllis Salowe-Kaye to the NJPBA Board and noted that she took the seat of Mr. Ford Scudder, whose eight-year service to the Board would be recognized in the next meeting. Mr. Eakeley and Chair Muoio thanked Ms. Salowe-Kaye for serving on this Board.

### **2. RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING THE MINUTES OF THE DECEMBER 7, 2023 MEETING**

#### **RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING THE MINUTES OF THE DECEMBER 7, 2023 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 December 7, 2023 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 December 7, 2023 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 December 7, 2023 Meeting. Mr. Eakeley made a motion to approve the resolution. Ms. Salowe-Kaye 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 December 7, 2023 Meeting was voted upon and approved unanimously.

**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 auditors from Mercadien, P.C. to review the Fiscal Year 2023 Audit Report on January 22, 2024. He said the auditors presented a clean, unmodified 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 2023 Audit Report by the Board.

**5. RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY ACCEPTING THE FISCAL YEAR 2023 AUDIT REPORT**

**RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY ACCEPTING THE FISCAL YEAR 2023 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 2023 (“Fiscal Year 2023 Audit Report”); and

**WHEREAS**, the Audit Committee recommends acceptance of the Fiscal Year 2023 Audit Report by the Authority; and

**WHEREAS**, the Authority desires to accept the Fiscal Year 2023 Audit Report.

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

1. The Authority hereby accepts the Fiscal Year 2023 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 2023 Audit Report. Mr. Eakeley made the motion to approve the resolution. Ms. Salowe-Kaye 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 2023 Audit Report was voted upon and approved unanimously.

## **6. REPORT FROM THE EXECUTIVE DIRECTOR**

Chair Muoio asked Executive Director Richard Williams to report to the Board. Mr. Williams said there were four tower agreements executed since the last meeting encompassing lease amendments and extensions. He said five state-wide infrastructure projects were in planning for work to be completed over the next 12 to 18 months and that discussions were underway with the Department of Property Management and Construction (“DPMC”) regarding the renovation and repurposing of former NJN studios in the Trenton headquarters which could require the NJPBA to make an unanticipated capital investment for a new storage area to house a portion of the NJN Archives.

Mr. Williams stated that the NJPBA, as part of its work on the State Emergency Communications Committee (“SECC”), was working in cooperation with the New Jersey

Office of Emergency Management to revise the State Emergency Communications Plan. This plan, which encompassed New Jersey's Emergency Alert System for disseminating public information during emergency events, would be reviewed and approved by the Federal Communications Commission when complete. He expected the new plan would be approved in July.

Chair Muoio thanked the staff and the Audit Committee for their work on behalf of the Authority.

## **7. OTHER BUSINESS (*if any*)**

Chair Muoio asked if there was any other business to discuss. Mr. Eakeley asked why the Authority could incur a capital expense resulting from the DPMC renovation project. Mr. Williams explained that a large subset of materials from the NJN Archives was currently stored in that area. It was moved there after the Unclaimed Property Department assumed use of another storage area. He said there was only so much room left in the building with room for the assets, and one area under consideration might require some renovation and air conditioning to properly store the materials long-term.

## **8. 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.

## **9. 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. Ms. Salowe-Kaye seconded the motion, then asked for the date of the next scheduled meeting. Mr. Williams said that meetings tended to follow the budget cycle, and the NJPBA website documented the months when meetings were normally held. Ms. Gee said there were no meetings scheduled at this time, but that the members would be contacted for their availability when a meeting was required. Chair Muoio asked for a voice vote. The motion to adjourn was voted upon and approved unanimously. The meeting was adjourned at 10:12 a.m.