

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

January 22, 2025 at 2:00 PM
Department of the Treasury
Conference Room and by Conference Call
125 W. State Street, 1st Floor
Trenton, NJ 08608

MINUTES

Elizabeth Maher Muoio, Chair, Presiding

Minutes of the meeting of the New Jersey Public Broadcasting Authority (“NJPBA” or “Authority”) held at the Conference Room of the Department of the Treasury at the New Jersey Statehouse, 125 W. State Street, Trenton, New Jersey, 08608, and by conference call on January 22, 2025, at 2:13 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; Erica Oliver; 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 (*via phone*); Gary Pinar, Chair of the NJPBA Audit Committee; Joseph Lee, General Manager, Public Media NJ, Inc.; Debra Falk, Director of Communications, Public Media NJ, Inc.; Digesh Patel, Managing Director & Principal, Mercadien, P.C. (*via phone*); Richard Williams, Executive Director, NJPBA; and Nichol R. Gee, Deputy Executive Director, NJPBA (*taking minutes*).

2. RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING THE MINUTES OF THE JANUARY 29, 2024 MEETING

**RESOLUTION APPROVING THE MINUTES
OF THE JANUARY 29, 2024 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 January 29, 2024 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 January 29, 2024 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 January 29, 2024 Meeting. Ms. Salowe-Kaye made a motion to approve the resolution. Ms. Oliver 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 January 29, 2024 Meeting was voted upon and approved unanimously.

3. REPORT FROM THE EXECUTIVE DIRECTOR

Chair Muoio asked Executive Director Richard Williams to report to the Board. Mr. Williams welcomed the new board members and expressed his commitment to improving communications with the members between meetings. He reviewed contract changes for clients on the Authority’s transmitter towers, noting details were provided in a handout to the members. There was a 22% reduction in tower revenue which Mr. Williams attributed to changing technologies that utilize the internet for communications and data transmission.

Mr. Williams reported that there were three contracts being rebid for award within the next six months: a programming and services agreement, a facility management contract supporting NJPBA’s operations at transmission sites across the state, and a multi-agency, statewide communications tower contract which Mr. Williams was managing on behalf of all the using agencies. He said NJPBA was also working with the Division of Property Management and Construction to accommodate other State agencies at the Authority’s Trenton facility which included the relocation of thousands of New Jersey Network (“NJN”) videotape archives.

Deputy Executive Director Nichol R. Gee reported on licensing and use of the NJN Archives. She detailed royalty-free use of materials by the New Jersey Judiciary for their 75th anniversary exhibits, for programming funded by the New Jersey State Council on the Arts, and by Public Media NJ, Inc. (“PMNJ”) under the current programming and services agreement. Ms. Gee also reported \$13,099 revenue received in 2024 as a result of the Authority’s representation agreement with WGBH and direct renewal of a footage license with the BBC.

Mr. Williams provided an overview of the resolutions presented to the members that day. The operating budget was close to the previous year with small increases for professional fees and project labor and materials. The new capital budget focused on signal delivery and monitoring, power generation, and vehicle replacement, funded in part by grants from the New Jersey Capital Improvement Program. Acceptance of the audit report would support compliance requirements for receiving funds from the Corporation for Public Broadcasting. The proposed changes to the Authority’s by-laws would realign contract delegations with the Delegated Purchasing Authority of State agencies to improve operational efficiency.

Mr. Williams reviewed his activities regarding emergency communications and public safety throughout New Jersey. As co-chair of the New Jersey State Emergency Communications Committee, he worked with the New Jersey Office of Emergency Management and broadcasters statewide to enhance the State’s Emergency Communications Plan to facilitate distribution of emergency messages to the public. Mr. Williams also participated in the Public Broadcasting System’s National Public Safety Survey, which demonstrated the role public broadcasters play in emergency messaging and highlighted areas for improvement nationwide. The NJPBA was also developing an initiative to collaborate with the New Jersey State Forest Service to ensure that transmission sites located in State forests were managed according to the New Jersey State Forest Action Plan.

In closing, Mr. Williams thanked PMNJ for their tributes honoring the life of long-time Chief Political Correspondent Michael Aron. He said Mr. Aron was known for his integrity, dedication, fairness, and objectivity. He served as a mentor to many and had made significant contributions to the political discourse in New Jersey. Mr. Williams said Mr. Aron’s influence would continue to inspire future journalists. Mr. Williams also thanked the NJPBA Board members for their time and support.

4. REPORT FROM THE AUDIT COMMITTEE

Chair Muoio asked Mr. Gary Pinar, Chair of the NJPBA Audit Committee (the “Committee”) to report to the Board. Mr. Pinar explained the normal process undertaken to engage an auditor for the Authority. Typically, a Request for Quote (“RFQ”) would be issued based on an existing State contract for independent auditors. The Committee would review the quotes and recommend a firm to the Board to be engaged for the length of the State contract. Once a firm was engaged, the Committee would review the audit plan, the audit would be conducted, and the firm would report their findings to the Committee.

In 2023, the NJPBA Board engaged Mercadien, P.C. to conduct the Fiscal Year 2023 audit, with two options to extend the contract for one additional year each. The Audit Committee met on April 24, 2024, to review the fee quote from Mercadien, P.C. for Fiscal Year 2024 (“FY24”). The Committee accepted the quote and recommended authorization of the first contract extension. Since the Board was unable to make quorum, Mercadien was engaged for the FY24 audit upon the recommendation of the Audit Committee, until such time as the Members of the Authority could achieve a quorum to authorize this engagement.

The Committee met with the auditors on October 10, 2024, to review the scope and schedule for the FY24 audit. The audit was conducted through the fall, and the Committee met with the auditors again on January 15, 2025, to review the audit. The auditors presented a clean, unmodified opinion, providing the highest level of assurance you can have on a financial statement. There were no findings related to internal controls or noncompliance with laws, regulations, contracts, or agreements. The auditors’ recommendations to management last year regarding review by Treasury staff of certain end-of-year accounting work and journal entries were followed. Moving forward, the auditors recommended there also be a review by Treasury of the reconciliation of capital assets and State appropriations. The Audit Committee unanimously recommended acceptance of the FY24 Audit Report by the Board.

Chair Muoio asked if there were any questions. The members demurred. Chair Muoio commented that the audit report included a good history of the Authority’s mission, changes over the years, and pertinent contracts, which provided good perspective for the members.

5. REPORT FROM PUBLIC MEDIA NJ, INC.

Chair Muoio asked Mr. Joseph Lee, General Manager for Public Media NJ, Inc. (“PMNJ”), to report to the Board regarding NJ PBS. Mr. Lee thanked the Board and played a sizzle reel highlighting New Jersey-centric programming found on NJ PBS. Mr. Lee said *NJ Spotlight News* informed residents of activities throughout New Jersey. He said PMNJ received a two-year grant to increase State House reporting and create a platform to aggregate their work so that information could be easily found by the public. PMNJ was also applying for a grant from Press Forward to build capacity, including a center for cooperative media partnerships and collaboration to create and share local news information.

Mr. Lee detailed a variety of New Jersey-centric programming across multiple platforms PMNJ offered in 2024. He discussed New Jersey election coverage on television and in podcasts, YouTube programs called “Gotta Know Jersey” and “Party Games” aimed at youth voters, and the New Jersey Governor’s addresses to the State. Mr. Lee highlighted topics covered in the news and special programming, such as issues related to farmland, agriculture, and shellfish industries, social and economic challenges, and climate change. PMNJ produced podcasts such as *Hazard NJ*, which covered topics including superfund sites and forever chemicals, and *Off Exit*, which focused on people around New Jersey. He

reviewed the coverage PMNJ is planning for the 2025 governor's race, including taping at the New Jersey League of Municipalities and a pre-primary forum to be held in partnership with Rutgers University. He mentioned other partnerships PMNJ developed to share information and provide translations of their programming in other languages.

Mr. Lee discussed programming focused on other State interests, such as the New Jersey Botanical Gardens and Morristown's Jockey Hollow, and he detailed initiatives to engage with African American and Indian and Asian communities with *Vegan Pop Eats* and *Destination Oak Tree Road* respectively.

Ms. Salowe-Kaye asked if the NJPBA Board members could be notified of special events and premiers hosted by PMNJ. Ms. Debra Falk, PMNJ Director of Communications, said she could add the members to her distribution lists if they provided her with their email addresses. Chair Muoio confirmed that Ms. Salowe-Kaye was requesting notification of upcoming events. Ms. Salowe-Kaye confirmed.

Mr. Lee continued discussing PMNJ's outreach initiatives to diverse communities with programs like *Table for All*, which explores local cultures through food, and *The Price of Silence* on the history of slavery. Mr. Lee said PMNJ hosted discussions in Princeton on State history and in Red Bank regarding the arts in New Jersey. These events included pointed discussions about topics PMNJ is known for and talkbacks with filmmakers.

Mr. Lee recounted the various film festivals that PMNJ participated in and reviewed a long list of accolades and awards they received for multiple programs, including 21 New York Emmy Award nominations and New Jersey Excellence in Journalism awards from the New Jersey Society of Professional Journalists. He then reviewed station engagement statistics. In 2024, PMNJ added 3,500 new members. There were 26.8 million unique television viewers and 1.2 million stream views. *NJ Spotlight News* had 11,000 new viewers on YouTube, and 577,500 learners had accessed content on their educational website.

Mr. Lee referenced an onscreen list of PMNJ's Board of Trustees and the Community Advisory Board. He expressed gratitude for their leadership regarding goals and services.

Mr. Williams asked if any funds from the State House reporting grant that PMNJ received would be used to enhance the New Jersey State House studio that was previously constructed with funding from the Authority. Mr. Lee believed the grant budget included technology upgrades and improved internet connectivity for that studio.

Mr. Williams said he was a fan of NJ PBS programming and was proud of PMNJ's work. He asked if Mr. Lee could share information related to fundraising and revenue. Mr. Lee said both membership donations and corporate support were in decline. While membership revenue for Fiscal Year 2025 was ahead of where they were at that time in the previous year, it was not enough to offset the decline in corporate support as companies were moving their funds toward digital platforms. PMNJ was working to grow both the membership base and corporate support and hired an integrated marketing staff member to focus on both digital and broadcasting support.

Ms. Salowe-Kaye asked about the retention of members and if the number of new members indicated an overall growth in membership. Ms. Falk said the number of members were up 11% year over year, but their contributions were down 15%, indicating that more people were engaged, but they were making smaller contributions. She said planned giving had increased 51%. Chair Muoio clarified that the conversation was focused on members as opposed to viewers. Mr. Lee confirmed that they were discussing contributing members. He said, historically, new members would be added around pledge programming, but PMNJ was moving toward a more sustainable model of members contributing monthly support, and there was an expected drop-off during this transition. Chair Muoio asked about the effect of streaming on membership. Mr. Lee said there were efforts to monetize YouTube, and they were also cultivating more patron, major, and planned giving with donations of \$1,000 or more.

Ms. Salowe-Kaye asked if there were efforts to reach viewers on the lower end of the economic scale. Mr. Lee said there was growth in sustainer giving. Ms. Falk said sustainer givers contributed \$60 annually, and that provided access for them to Passport, PBS's streaming service. Ms. Salowe-Kaye clarified that she was asking how they attract lower economic viewers. Mr. Lee and Ms. Falk discussed how programs such as *Vegan Eats* and *Soundcheck* engaged younger audiences from different demographics with production techniques reflective of multiple social media platforms. Ms. Oliver asked how more of those ideas could be incorporated. Mr. Lee said they used those techniques in other programs where it made sense, such as arts and culture programming. Ms. Falk said their work and collaborations were increasingly data driven as analysis of benchmarks, viewership, and clicks informed their programming. Mr. Lee referenced the upcoming annual "Shore Week" in April that would pull together programs on arts, culture, lifestyle and environmental issues.

Mr. Williams said he would follow-up with Mr. Lee after the meeting regarding technical issues with the signal delivery. He said these issues had caused the NJPBA to incur costs when their Federal Communications Commission attorneys had to intervene. Mr. Lee said he would engage Senior Director of Engineering Frank Graybill to assist, and Mr. Williams confirmed that Mr. Graybill was involved in addressing the issues.

6. RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING THE FISCAL YEAR 2025 BUDGET

RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING THE FISCAL YEAR 2025 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, 2024 through and including June 30, 2025 of the Authority (the “Fiscal Year 2025 Budget”) attached hereto as Exhibit A, authorizing a total expenditure of \$2,397,000 by the Authority during the course of Fiscal Year 2025; and

WHEREAS, in order to meet the minimum requirements to satisfy its FCC license obligations, the Executive Director and staff took the necessary actions to comply with the Authority’s FCC license obligations; and

WHEREAS, the Executive Director directed the staff of the Authority to continue operations under this budget, with the prior assent of the Chair and the State Treasurer, until such time as the Members of the Authority could achieve a quorum to approve the Fiscal Year 2025 Budget for the Authority; and

WHEREAS, the Members of the Authority wish to approve the Fiscal Year 2025 Budget and ratify the actions of the Executive Director in continuing the operations of the Authority in Fiscal Year 2025;

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 2025 Budget of the Authority, as set forth in Exhibit A attached hereto and hereby ratify all previous actions of and authorize the Executive Director of the Authority to take all actions necessary to implement the Fiscal Year 2025 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 2025 Appropriations Act differs from the amount set forth in the Fiscal Year 2025 Budget, the Executive Director is directed to prepare an amended Fiscal Year 2025 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 2025 Budget. Ms. Oliver made a motion to approve the resolution. Chair Muoio 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 2025 Budget was voted upon and approved unanimously.

7. 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 July 24, 2023, authorizing a total expenditure of \$3,717,896 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 Exhibit A, authorizing a total expenditure of \$3,664,798 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. Ms. Salowe-Kaye made a motion to approve the resolution. Ms. Oliver 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.

8. RESOLUTION APPROVING A 2025-2028 CAPITAL BUDGET FOR THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY

RESOLUTION APPROVING A 2025-2028 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’s 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, N.J., 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 will undertake certain capital projects with respect to the Transmission Facilities as more fully described in the capital budget for 2025 through

2028 (the “2025-2028 Capital Budget”) attached hereto as Exhibit A; and

WHEREAS, the staff of the Authority recommends approval of the 2025-2028 Capital Budget attached hereto as Exhibit A, authorizing a total expenditure of \$1,547,000.00 by the Authority during the course of the 2025-2028 Capital Budget; and

WHEREAS, the Treasurer of the State intends to appropriate \$171,000.00 to the Authority from the Trust Fund for New Jersey Public Broadcasting for the purpose of undertaking the capital projects as set forth in the 2025-2028 Capital Budget, subject to the availability of funds; and

WHEREAS, the Authority has identified additional funding from revenue sources and through Capital Improvement grants from the New Jersey Capital Improvement Program for certain capital projects; and

WHEREAS, the Members of the Authority wish to approve the 2025-2028 Capital Budget and ratify the actions of the Executive Director in continuing the operations of the Authority;

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 2025-2028 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 2025-2028 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 a 2025-2028 Capital Budget for the New Jersey Public Broadcasting Authority. Ms. Oliver made a 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 Approving a 2025-2028 Capital Budget for the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

9. RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING THE INDEPENDENT AUDITOR FISCAL YEAR 2024 FEE QUOTE AND RATIFYING THE ENGAGEMENT OF MERCADIEN, P.C.

RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING THE INDEPENDENT AUDITOR FISCAL YEAR 2024 FEE QUOTE AND RATIFYING THE ENGAGEMENT OF MERCADIEN, P.C.

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 July 24, 2023, 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 one-year term in connection with the annual audit of the Authority for the fiscal year ending June 30, 2023, 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, 2024 and June 30, 2025 under the same terms and conditions as set forth in the Request for Quote for Independent Audit Services issued by the Authority on May 2, 2023 (the “RFP”); and

WHEREAS, pursuant to the RFP, the Auditor submitted a response to the RFP (the “RFP Response”) providing its approved hourly rates under the State of New Jersey Auditing Service Contract T-2458 (“T-2458”) for conducting the audit of the Authority during the term set forth in the RFP; and

WHEREAS, the Auditor has submitted a not to exceed fee quote of \$32,022.00 for the audit of the Authority for the fiscal year ended June 30, 2024 (“Fiscal Year 2024 Audit”) in accordance with the Auditor’s approved hourly rates under T-2458 as set forth in the RFP; and

WHEREAS, the Authority’s Audit Committee has reviewed the fee quote of the Auditor for the Fiscal Year 2024 Audit and recommended that the Members of the Authority approve the Auditor’s fee quote for the Fiscal Year 2024 Audit; and

WHEREAS, in order to meet the minimum requirements to satisfy its federal grant obligations, the Chair of the Audit Committee, the Executive Director, and staff took the necessary actions to comply with the Authority’s federal grant obligations; and

WHEREAS, the Chair of the Audit Committee and the Executive Director extended the optional engagement of the Auditor for one (1) additional year in connection with the annual audit of the Authority for the fiscal years ending June 30, 2024, upon the recommendation of the Audit Committee, until such time as the Members of the Authority could achieve a quorum to approve the engagement of the Auditor; and

WHEREAS, the Members of the Authority wish to approve the fee quote of the Auditor for the Fiscal Year 2024 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 \$32,022.00 for the Fiscal Year 2024 Audit.

2. The Members of the Authority hereby ratify all previous actions of the Chair of the Audit Committee and the Executive Director and authorize the Chair of the Audit Committee and the Executive Director to take any and all actions necessary to effectuate the fee quote of the Auditor with respect to the Fiscal Year 2024 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 2024 Fee Quote and Ratifying the Engagement of Mercadien, P.C. Ms. Salowe-Kaye made a motion to approve the resolution. Ms. Oliver 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 2024 Fee Quote and Ratifying the Engagement of Mercadien, P.C. was voted upon and approved unanimously.

10. RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY ACCEPTING THE FISCAL YEAR 2024 AUDIT REPORT

RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY ACCEPTING THE FISCAL YEAR 2024 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 2024 (“Fiscal Year 2024 Audit Report”); and

WHEREAS, the Audit Committee recommends acceptance of the Fiscal Year 2024 Audit Report by the Authority; and

WHEREAS, the Authority desires to accept the Fiscal Year 2024 Audit Report.

NOW, THEREFORE, BE IT RESOLVED BY THE NEW JERSEY PUBLIC

BROADCASTING AUTHORITY AS FOLLOWS:

1. The Authority hereby accepts the Fiscal Year 2024 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 a Resolution of the New Jersey Public Broadcasting Authority Accepting the Fiscal Year 2024 Audit Report. Ms. Oliver made a 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 2024 Audit Report was voted upon and approved unanimously.

11. RESOLUTION RATIFYING ENTRY INTO A SPECIAL PURPOSE ALLOCATION AGREEMENT BETWEEN THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AND PUBLIC MEDIA NJ, INC.

RESOLUTION RATIFYING ENTRY INTO 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” or “NJPBA”) 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. 2023, c. 74 (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; and

WHEREAS, the Chair of the NJPBA, acting in accordance with the Appropriations Act, entered into an “Allocation Agreement” with PMNJ on November 14, 2024; and

WHEREAS, the Members of the Authority wish to ratify the actions of the Chair of the NJPBA;

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

1. The Authority hereby ratifies and authorizes the entry into the Allocation Agreement by the Chair of the NJPBA, and ratifies all previous actions of the Chair and Executive Director and authorizes the Chair and Executive Director to deliver the Allocation Agreement and 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 ratifies all previous actions of the Executive Director and 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 and the transfer of the Appropriated Funds to PMNJ.

3. The Authority hereby ratifies all prior actions taken by the Chair of the NJPBA and the Executive Director in connection with the Allocation Agreement and transfer of Appropriated Funds.

4. This resolution shall take effect immediately in accordance with the Act.

Chair Muoio asked for a motion to approve a Resolution Ratifying Entry into a Special Purpose Allocation Agreement Between the New Jersey Public Broadcasting Authority and Public Media NJ, Inc. Ms. Salowe-Kaye made a motion to approve the resolution. Ms. Oliver seconded the motion. Chair Muoio asked for a roll call vote. The motion to approve the Resolution Ratifying Entry into a Special Purpose Allocation Agreement Between the New Jersey Public Broadcasting Authority and Public Media NJ, Inc. was voted upon and approved unanimously.

12. 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 July 27, 2022, the Authority adopted the current By-Laws of the Authority, as amended, which includes, under Article X, specific, enumerated actions delegated to the Chair, the Executive Director, or to such personnel of the Authority as delegated by resolution 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 increase the value of certain contracts and agreements the Chair, the Executive Director, or to such personnel of the Authority as delegated by resolution of the Authority have the specific delegated authority to enter into as listed in Article X (the “Amendments”); and

WHEREAS, the value in the Amendments was previously based on the Delegated Purchasing Authority (“DPA”) permitted for all State agencies, and the DPA value has significantly increased since the Article X delegations were adopted; and

WHEREAS, amending Article X of the By-Laws to align with the DPA 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 Exhibit A) 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 Exhibit A 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. 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. Ms. Salowe-Kaye made a motion to approve the resolution. Ms. Oliver 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.

13. RESOLUTION OF APPRECIATION FOR FORD SCUDDER FOR DEDICATED SERVICE TO THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY

**RESOLUTION OF APPRECIATION FOR FORD SCUDDER
FOR DEDICATED SERVICE
TO 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, Ford Scudder was appointed to the Board of the New Jersey Public Broadcasting Authority (“NJPBA”) in January 2016; and

WHEREAS, Mr. Scudder served as both Chair and Vice-Chair of the Board at alternate times during his eight years of service; and

WHEREAS, Mr. Scudder provided leadership and guidance to the organization as a dedicated and thoughtful participant in Board meetings;

WE, THEREFORE, RESOLVE, on this twenty-second day of January, two thousand and twenty-five, to commend Ford Scudder for his outstanding leadership and dedicated service to the New Jersey Public Broadcasting Authority.

Chair Muoio asked for a motion to approve a Resolution of Appreciation for Ford Scudder for Dedicated Service to the New Jersey Public Broadcasting Authority. Ms. Oliver 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 Appreciation for Ford Scudder for Dedicated Service to the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

14. RESOLUTION OF APPRECIATION FOR DOUGLAS S. EAKELEY FOR DEDICATED SERVICE TO THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY

**RESOLUTION OF APPRECIATION FOR DOUGLAS S. EAKELEY
FOR DEDICATED SERVICE
TO 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, Douglas S. Eakeley was appointed to the Board of the New Jersey Public Broadcasting Authority (“NJPBA”) in August 2018; and

WHEREAS, Mr. Eakeley served as Treasurer of the Board and Chair of both the Audit Committee and the EO 122 Evaluation Committee; and

WHEREAS, Mr. Eakeley provided leadership and guidance to the organization as a dedicated and thoughtful participant in Board meetings; and

WHEREAS, Mr. Eakeley concluded his membership after six years of service;

WE, THEREFORE, RESOLVE, on this twenty-second day of January, two thousand and twenty-five, to commend Douglas S. Eakeley for his outstanding leadership and dedicated service to the New Jersey Public Broadcasting Authority.

Chair Muoio asked for a motion to approve a Resolution of Appreciation for Douglas S. Eakeley for Dedicated Service to the New Jersey Public Broadcasting Authority. Ms. Salowe-Kaye made a motion to approve the resolution. Ms. Oliver seconded the motion. Chair Muoio asked for a voice vote. The motion to approve the Resolution of Appreciation for Douglas S. Eakeley for Dedicated Service to the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

15. EXECUTIVE SESSION (*if any*)

Chair Muoio asked if there was any need to enter into Executive Session. The Members demurred. No Executive Session was held.

16. OTHER BUSINESS (*if any*)

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

17. 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.

18. ADJOURNMENT

Chair Muoio thanked everyone for their participation and asked for a motion to adjourn the meeting. Ms. Salowe-Kaye made a motion to adjourn. Ms. Oliver seconded the motion. Chair Muoio asked for a voice vote. The motion was voted upon and approved unanimously. The meeting was adjourned at 3:24 p.m.