

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

September 25, 2025 at 10:00 AM
via Zoom Conference

MINUTES

Elizabeth Maher Muoio, Chair, Presiding

Minutes of the meeting of the New Jersey Public Broadcasting Authority (“NJPBA” or “Authority”) held by Zoom Conference on September 25, 2025 at 10:06 AM.

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, Chair; Erica Oliver, Vice Chair; Megan Kushpa, Treasurer; and Andrea Spalla. Also present and participating were Kavin Mistry, Deputy Director, Division of Law; Allyson Cofran, Deputy Attorney General, Division of Law; Aaron Creuz, Director, Governor’s Authorities Unit; Richard Williams, Executive Director, NJPBA; and Nichol R. Gee, Deputy Executive Director, NJPBA (*taking minutes*). Eight members of the public were also in attendance.

2. RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING THE MINUTES OF THE JULY 29, 2025 MEETING

RESOLUTION APPROVING THE MINUTES OF THE JULY 29, 2025 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 July 29, 2025 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 July 29, 2025 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 July 29, 2025 Meeting. Ms. Oliver made a motion to approve the resolution. Ms. Kushpa 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 July 29, 2025 Meeting was voted upon and approved with three yes votes (Megan Kushpa, Andrea Spalla, Elizabeth Maher Muoio). Ms. Spalla was present but did not vote due to technical difficulties.

3. REPORT FROM THE AUDIT COMMITTEE

Chair Muoio asked Ms. Kushpa, Chair of the EO 122 Evaluation Committee and the Audit Committee, to present her report. Ms. Kushpa stated that in August, the EO 122 Evaluation Committee approved a new RFP for an independent auditor. The RFP was distributed to the two accounting firms under State contract for these services. The NJPBA received one bid proposal, which was from Mercadien, P.C. The EO 122 Evaluation Committee and the Audit Committee had reviewed the bid and recommended that Mercadien, P.C. be engaged as auditor for the Authority. Megan Kushpa said a resolution to engage Mercadien, P.C. for the Fiscal Year 2025 and 2026 audits, with two options to extend the engagement for Fiscal Years 2027 and 2028, was on the agenda for this meeting.

4. 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 said his report would be brief due to the short period since the last meeting.

Mr. Williams reported that negotiations for a new programming and services agreement had concluded, and he read a statement from the Department of the Treasury Office of Communications which explained that in July 2011, the Authority had entered into an agreement with Public Media New Jersey, Inc. ("PMNJ") to provide public television programming and services on the Authority's television network. That contract was due to expire on June 30, 2026. In February 2025, the State Treasurer had issued a request for

proposals for a new PSA effective July 1, 2026. PMNJ was the sole bidder, and negotiations had started in May. On September 23, 2025, NJPBA was informed that PMNJ was withdrawing from the negotiations. Mr. Williams said the NJPBA was working on contingency plans to continue operations after the current agreement with PMNJ terminated on June 30, 2026, and that the NJPBA would engage with the next gubernatorial administration on the issue.

Mr. Williams, who also served as co-chair of the New Jersey State Emergency Communications Committee, updated the members on the State Emergency Communications Plan progress. He said the NJPBA and the Office of Emergency Management had completed the design phase for a backup distribution system for the State's Emergency Alert System and were planning to test the new backup system before the end of the year. Mr. Williams thanked the members for their time and leadership.

5. RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING THE ENGAGEMENT OF AN INDEPENDENT AUDITOR

RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING THE ENGAGEMENT OF AN INDEPENDENT AUDITOR

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 exercising public and essential governmental functions; and

WHEREAS, the Authority needs to engage the services of an independent auditor to provide independent audit services in connection with the annual audit of the Authority for the fiscal years ending June 30, 2025, and June 30, 2026, 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, 2027, and June 30, 2028, under the same terms and conditions as set forth in the Request for Quote for Independent Audit Services issued by the Authority on August 21, 2025 (the "RFP"); and

WHEREAS, the policies and procedures of the State with regard to the selection of an independent auditor is governed by Executive Order No. 122 (McGreevey 2004) (the "Executive Order"); and

WHEREAS, Section 6 of the Executive Order provides that a competitive selection process conducted by the evaluation committee be utilized in selecting an independent auditor; and

WHEREAS, the RFP was distributed to the two (2) accounting firms included in the State of New Jersey Auditing Service contract T-2458, with responses due on September 12, 2025; and

WHEREAS, in response to the RFP, the Authority received one (1) proposal from a firm seeking to serve as the Authority's independent auditor and that proposal was evaluated by the evaluation committee established pursuant to Section 6 of the Executive Order; and

WHEREAS, the proposal of Mercadien, P.C. conforms to the requirements of the RFP; and

WHEREAS, the evaluation committee has reviewed the response to the RFP and has reported to the Audit Committee of the Authority concerning its evaluation of the responses to the RFP; and

WHEREAS, the Audit Committee of the Authority has reviewed the report of the evaluation committee and recommends to the Members of the Authority the selection of Mercadien, P.C. to serve as independent auditor in accordance with the terms and conditions of the RFP;

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

1. The Authority hereby approves the selection of Mercadien, P.C. to serve as independent auditor for a two (2) year term in connection with the annual audit of the Authority for the fiscal year ending June 30, 2025, and June 30, 2026, 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, 2027, and June 30, 2028.
2. The Authority hereby authorizes its Executive Director to do all such acts and things as may be necessary or desirable in connection with engaging Mercadien, P.C. to serve as independent auditor to the Authority.
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 Engagement of an Independent Auditor. Megan Kushpa 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 Engagement of an Independent Auditor was voted upon and approved unanimously.

6. 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.

7. ADJOURNMENT

Chair Muoio thanked everyone for their participation and asked for a motion to adjourn the meeting. Ms. Spalla made a motion to adjourn the meeting. 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 10:15 AM.