

**PACIFICA FOUNDATION RADIO**  
**PACIFICA NATIONAL BOARD SPECIAL MEETING**  
From Various Locations via Telephone Conference  
**APPROVED MINUTES - Special Open Meeting**  
Thursday, September 15, 2016 - 8:30PM ET

I. **Call to Order**

Chair Tony Norman calls the meeting to order at 9:00 PM ET

[Audio archives of the meeting can be found here:

Part 1 <https://kpftx.org/archives/pnb/pnb160915/pnb160915a.mp3>

Part 2 <https://kpftx.org/archives/pnb/pnb160915/pnb160915b.mp3>]

A. Roll call and establishment of quorum

Roll call taken by PNB Secretary Janet Kobren

P Grace Aaron, KPFK

P Johnathan Alexander, KPFK

P Wesley Bethune, KPFT

P Jim Brown, WPFW

P Adriana Casenave, KPFT

P Bill Crosier, KPFT

A Jose Luis Fuentes-Roman, KPFA

P Jan Goodman, KPFK

P Janet Kobren, KPFA

P Tony Norman, WPFW

P Michael Novick, KPFK

A Efia Nwangaza, WMXP Affiliate

P Vinisha Patel-Adams, KPFT

P Ron Pinchback, WPFW

P Cerene Roberts, WBAI

P Nancy Sorden, WPFW

PL Themba Tshibanda, Uhuru Radio Affiliate

PL Margy Wilkinson, KPFA

[Note that Brian Edwards-Tiekert resigned from the KPFA LSB, the PNB and the NFC effective September 10, 2016, and apparently there were technical problems connecting Jose Luis Fuentes to the call]

Staff:

P Lydia Brazon, iED

Legend: P = Present at roll call, PL = Late, A = Absent, EA = Excused absence

Quorum is 10. At roll call, quorum established by 14 directors present (see P's above).

I. Call to Order (Cont.)

- B. Identify Timekeepers - one for speakers (90 seconds) and one for agenda items

Crosier volunteers to be the timekeeper for speakers

Casenave volunteers to be the timekeeper for agenda items

- C. Excused absences

None

- D. Agenda Approval (30 min.)

Casenave moves to approve the agenda

Roberts moves to amend the agenda by adding a 10-minute item from her noticed motion, one that was approved at the last PNB Programming Committee meeting regarding a series of WBAI-related programming changes.

The Chair rules this motion out of order for this Special meeting, citing Article 6, Section 4 of the bylaws.

Roberts challenges the Chair's ruling

**==> Vote on Robert's challenge to the ruling of the Chair**

**Vote Tally:**

YES (5): Alexander, Bethune, Crosier, Norman, Sorden

NO (7): Brown, Casenave, Goodman, Patel-Adams, Pinchback, Roberts, Tshibanda

ABSTAIN (2): Kobren, Novick

PRESENT NOT VOTING (0)

**Vote Count: 5Y/7N/2A/0PNV**

**Chair's ruling NOT SUSTAINED**

**###**

I. Call to Order (Cont.)

D. Agenda Approval (cont.)

Goodman moves to close debate

**==> Chair asks if there are any objections to Goodman's motion to close debate**

**HNO**

**Motion to close debate APPROVED**

**###**

**==> Vote on Robert's motion to amend the agenda by adding a 10-minute item from her noticed motion, one that was approved at the last PNB Programming Committee meeting regarding a series of WBAI-related programming changes**

**Vote Tally:**

YES (6): Brown, Casenave, Goodman, Pinchback, Roberts, Tshibanda

NO (7): Aaron, Alexander, Crosier, Kobren, Novick, Norman, Sorden

ABSTAIN (2): Bethune, Patel-Adams

PRESENT NOT VOTING (0)

**Vote Count: 6Y/7N/2A/0PNV**

**Motion to amend the agenda by adding a 10-minute item from her noticed motion, one that was approved at the last PNB Programming Committee meeting regarding a series of WBAI-related programming changes FAILS**

**###**

Roberts moves to amend the agenda by adding a 10-minute item regarding changing the time and/or date of the Special September 22nd PNB meeting on WBAI.

I. Call to Order (Cont.)

D. Agenda Approval (cont.)

**==> Vote on Robert's motion to amend the agenda by adding a 10-minute item regarding changing the time and/or date of the Special September 22nd PNB meeting on WBAI**

**Vote Tally:**

YES (10): Bethune, Brown, Casenave, Kobren, Novick, Patel-Adams, Pinchback, Roberts, Tshibanda, Wilkinson

NO (4): Aaron, Alexander, Crosier, Sorden

ABSTAIN (1): Goodman

PRESENT NOT VOTING (1): Norman

**Vote Count: 10Y/4N/1A/1PNV**

**Motion to amend the agenda by adding a 10-minute item regarding changing the time and/or date of the Special September 22nd PNB meeting on WBAI APPROVED**

**###**

Kobren moves to extend the agenda approval item by adding 5-minutes

**==> Vote on extend the agenda approval item by adding 5-minutes**

**HNO**

**Motion extend the agenda item by adding 5-minutes APPROVED**

**###**

I. Call to Order (Cont.)

D. Agenda Approval (cont.)

Kobren moves to amend the agenda by adding at the beginning of the agenda two 5-minute items for two time-sensitive financial signatories motions she noticed earlier in the day, as follows:

Resolution#1

Effective immediately (September 15, 2016), Tamika Miller and Jennifer Kiser who are no longer employed at Pacifica shall be removed as authorized signatories from any and all financial banking institutions for Pacifica Foundation. Furthermore, if it is discovered that Tamika Miller and/or Jennifer Kiser had been authorized operators for any and all other financial institutions, but not limited to, investment, stock, securities and vendor accounts for Pacifica Foundation that they shall be removed as operators from any and all other financial institutions, but not limited to, investment, stock, securities and vendor accounts for Pacifica Foundation, effective September 15, 2016.

Resolution#2

Effective September 16, 2016, Pacifica Chief Financial Officer, Shailendra S. Agarwal (Sam Agarwal) is to be removed as an authorized signatory and operator from any and all financial institutions, including but not limited to, banking, investment, stock, securities and vendor accounts for Pacifica Foundation.

I. Call to Order (Cont.)

D. Agenda Approval (cont.)

**==> Vote on Kobren's motion to amend the agenda by adding at the beginning of the agenda two 5-minute items for two time-sensitive financial signatories motions she noticed earlier in the day**

**Vote Tally:**

YES (12): Alexander, Bethune, Brown, Casenave, Goodman, Kobren, Norman, Novick, Patel-Adams, Pinchback, Roberts, Tshibanda

NO (2): Aaron, Crosier

ABSTAIN (2): Sorden, Wilkinson

PRESENT NOT VOTING (0)

**Vote Count: 12Y/2N/2A/0PNV**

**Motion to amend the agenda by adding at the beginning of the agenda two 5-minute items for two time-sensitive financial signatories motions she noticed earlier in the day **APPROVED****

**###**

**==> Vote on motion to approve the agenda as amended**

**HNO**

**Motion to approve the agenda as amended **APPROVED****

**###**

**II. Immediate financial issues aside from the Recovery Plan the PNB must deal with in the short term (30 days) (15 min.)**

Kobren moves that the chair cancel both open and closed PNB meetings on the Pacifica calendar for September 22nd and that a Special PNB open meeting on WBAI issues be noticed for September 22nd starting at 8:30PM ET with the same conditions for WBAI LSB members to be guests as the motion approved by the PNB on September 1 (see below).

PNB motion approved as amended on September 1, 2016 is as follows:

That the PNB hold a Special OPEN PNB meeting on WBAI on September 22, beginning at 10:00pm ET and that the PNB invite any interested members of the WBAI LSB to be guests on the special meeting call except for those who have disrupted previous PNB calls.

Goodman moves to amend to add that there be a time certain Closed session to start at 9:17pm ET.

Kobren moves to close debate

**==> Chair asks if there are any objections to Kobren's motion to close debate**

**HNO**

**Motion to close debate APPROVED**

**###**

**==> Vote on Goodman's amendment to add that there be a time certain Closed session to start at 9:17pm ET**

**Vote Tally:**

YES (3): Alexander, Crosier, Goodman

NO (10): Bethune, Casenave, Kobren, Norman, Novick, Patel-Adams, Pinchback, Roberts, Sorden, Tshibanda

ABSTAIN (2): Aaron, Wilkinson

PRESENT NOT VOTING (0)

**Vote Count: 3Y/10N/2A/0PNV**

**Amendment to add that there be a time certain Closed session to start at 9:17pm ET FAILS**

**###**

II. Immediate financial issues aside from the Recovery Plan the PNB must deal with in the short term (30 days) (cont.)

**==> Vote on Kobren's motion that the chair cancel both open and closed PNB meetings on the Pacifica calendar for September 22nd and that a Special PNB open meeting on WBAI issues be noticed for September 22nd starting at 8:30PM ET with the same conditions for WBAI LSB members to be guests as the motion approved by the PNB on September 1**

**Vote Tally:**

YES (7): Bethune, Casenave, Kobren, Norman, Novick, Patel-Adams, Pinchback

NO (4): Crosier, Goodman, Roberts, Tshibanda

ABSTAIN (4): Aaron, Wilkinson

PRESENT NOT VOTING (0)

**Vote Count: 7Y/4N/4A/0PNV**

**Motion that the chair cancel both open and closed PNB meetings on the Pacifica calendar for September 22nd and that a Special PNB open meeting on WBAI issues be noticed for September 22nd starting at 8:30PM ET with the same conditions for WBAI LSB members to be guests as the motion approved by the PNB on September 1 **APPROVED****

**###**



II. Immediate financial issues aside from the Recovery Plan the PNB must deal with in the short term (30 days) (cont.)

Kobren moves the two time-sensitive financial signatories motions as follows:

Resolution#1

Effective immediately (September 15, 2016), Tamika Miller and Jennifer Kiser who are no longer employed at Pacifica shall be removed as authorized signatories from any and all financial banking institutions for Pacifica Foundation. Furthermore, if it is discovered that Tamika Miller and/or Jennifer Kiser had been authorized operators for any and all other financial institutions, but not limited to, investment, stock, securities and vendor accounts for Pacifica Foundation that they shall be removed as operators from any and all other financial institutions, but not limited to, investment, stock, securities and vendor accounts for Pacifica Foundation, effective September 15, 2016.

Resolution#2

Effective September 16, 2016, Pacifica Chief Financial Officer, Shailendra S. Agarwal (Sam Agarwal) is to be removed as an authorized signatory and operator from any and all financial institutions, including but not limited to, banking, investment, stock, securities and vendor accounts for Pacifica Foundation.

Novick moves to amend resolution #2 by adding “at close of business on” after “Effective”.

**==> Chair asks of there are any objections to Novick’s amendment to resolution #2 to add “at close of business on” after “Effective”**

**HNO**

**Amendment to resolution #2 to add “at close of business on” after “Effective” APPROVED**

**###**

II. Immediate financial issues aside from the Recovery Plan the PNB must deal with in the short term (30 days) (cont.)

**==> Chair asks of there are any objections to Kobren's motion on resolution #2 as amended**

**HNO**

**Motion on resolution #2 as amended APPROVED as follows:**

Effective at close of business on September 16, 2016, Pacifica Chief Financial Officer, Shailendra S. Agarwal (Sam Agarwal) is to be removed as an authorized signatory and operator from any and all financial institutions, including but not limited to, banking, investment, stock, securities and vendor accounts for Pacifica Foundation.

**###**

**==> Chair asks of there are any objections to Kobren's motion on resolution #1**

**HNO**

**Motion on resolution #1 APPROVED as follows:**

Effective immediately (September 15, 2016), Tamika Miller and Jennifer Kiser who are no longer employed at Pacifica shall be removed as authorized signatories from any and all financial banking institutions for Pacifica Foundation. Furthermore, if it is discovered that Tamika Miller and/or Jennifer Kiser had been authorized operators for any and all other financial institutions, but not limited to, investment, stock, securities and vendor accounts for Pacifica Foundation that they shall be removed as operators from any and all other financial institutions, but not limited to, investment, stock, securities and vendor accounts for Pacifica Foundation, effective September 15, 2016.

**###**

II. Immediate financial issues aside from the Recovery Plan the PNB must deal with in the short term (30 days) (cont.)

Kobren moves to extend the meeting by one hour

**==> Chair asks of there are any objections to Kobren's motion to extend the meeting by one hour**

**HNO**

**Motion to extend the meeting by one hour APPROVED**

**###**

III. Review Recovery Plans for the Foundation

A. iED's Recovery Plan (30 min.)

(see APPENDIX A below)

iED Lydia Brazon speaks to the Recovery Plan she submitted to the PNB on September 15, 2016

Crosier moves to extend the agenda item by 10 minutes but only for action items

Kobren moves to amend Crosier's motion to instead extend the agenda item by 15 minutes with no conditions

**==> Chair asks of there are any objections to Kobren's amendment to extend the agenda item by 15 minutes with no conditions**

**HNO**

**Amendment to extend the agenda item by 15 minutes with no conditions APPROVED**

**###**

### III. Review Recovery Plans for the Foundation (cont.)

#### A. iED's Recovery Plan (cont.)

Casenave moves to approve the iED Recovery Plan as a consent calendar.

Crosier makes a substitute motion regarding the iED Recovery Plan as follows:

**Whereas**, the "Recovery Plans" document sent to the PNB by Lydia Brazon today is inadequate to show how Pacifica will be able to have funds for critical urgent expenses like payroll, insurance, audit, elections, legal settlements, and regular expenses for all units, and

**Whereas**, the "Recovery Plans" does not address the critical lack of Central Services funding needed to keep the National Office and PRA alive, and

**Whereas**, the "Recovery Plans" do not show how we can pay for a new CFO, nor a Business Manager for KPFK, nor whatever payments to KPFK employees may be needed from the arbitrator's final report which we still have not seen, nor utilities and other expenses for stations like WBAI, nor payroll and insurance at any unit, nor how WPFW can make its Central Services payments, and

**Whereas**, the lack of such plans is likely to lead to critical failures in the next few weeks, including the possibilities of missing payroll checks and cancellation of insurance,

**Be it Resolved**, that the PNB requires the interim Executive Director to prepare a real Recovery Plan by no later than Sep. 20, that will show what actions, by whom and under what schedule, will be taken to effectively address our urgent critical needs.

**==> Vote on Crosier's substitute motion regarding approving a Recovery Plan is as follows:**

**Vote Tally:**

YES (5): Aaron, Alexander, Crosier, Goodman, Wilkinson

NO (8): Bethune, Brown, Casenave, Kobren, Novick, Pinchback, Roberts, Tshibanda

ABSTAIN (0)

PRESENT NOT VOTING (1): Norman

**Vote Count: 5Y/8N/0A/1PNV**

**Substitute motion regarding approving a Recovery Plan FAILS**

**###**

### III. Review Recovery Plans for the Foundation (cont.)

#### A. iED's Recovery Plan (cont.)

**==> Vote on Casenave's motion to approve the iED Recovery Plan as a consent calendar**

**Vote Tally:**

YES (10): Bethune, Brown, Casenave,, Kobren, Norman, Novick, Patel-Adams, Pinchback, Roberts, Tshibanda

NO (2): Alexander, Crosier

ABSTAIN (2): Goodman, Wilkinson

PRESENT NOT VOTING (0)

**Vote Count: 10Y/2N/2A/0PNV**

**###**

**Motion to approve the iED Recovery Plan as a consent calendar  
APPROVED as follows:**

The current financial situation is unprecedented in the many years since I've been in Pacifica.

Contributing factors include a combination of inherited, unsustainable, massive debt, dwindling membership and listeners, and last but certainly not least, the absence of CPB funding that basically brings us to this grave financial state.

In order to properly effectuate this plan, the PNB needs to approve it in whole or in part. Some, is simply reporting on something previously discussed and ongoing and I don't believe requires a PNB vote, such as the appeal letter. However, I am numbering seven recommendations so that the plan can either be passed in its entirety as a consent calendar, or numerically divided to be voted on individually. Some measures need to be enacted simultaneously and others sequentially. Either way, it needs to be approved by the PNB to be considered by the auditor. Those items which constitute an expense, would be contingent on our affordability at the time.

Many of the expense reducing measures have already taken place and were necessary regardless of our current state, but others will cost us in the ability to grow our membership and listeners. Some measures are relative to what can be done depending on the confines of our union contracts at four of our stations. A recovery plan must both reduce our expenses and grow our listeners to be effective.

Currently at the PNO, \$100,000 per year savings are being realized from the absence of a salaried E.D. and a reduction of two, soon to be three, staff in PRA. Depending on how long it takes to replace our CFO who has resigned effective September 16, the reduction of a monthly salary based on \$120,000 per year will be a factor in the short term. Additional reductions regarding the departure of other employees in this and other units will be addressed in executive session.

### III. Review Recovery Plans for the Foundation (cont.)

#### A. iED's Recovery Plan (cont.)

##### **Motion to approve the iED Recovery Plan as a consent calendar APPROVED as follows (cont.):**

I have received a \$2,000 loan offer from one director so far toward the mailing cost of the PNO appeal. And, although we have about 1/3 available on the credit card, we need to raise more for this mailing. The returns from the appeal letter to PBS and NPR subscribers will be reported to the PNB so as to gauge the effectiveness and adjust the next wave of appeals accordingly. For example, and this was suggested by Jan Goodman, to offer a thank you gift as we do for our on air drives and which may be a consideration for the subsequent mailing.

Union negotiations continue at three stations over accommodating our situation at KPFA, WPFW and KPFK including staff reductions.

1. Restoring our CPB grants eligibility needs to be the first order of business. Therefore, I think we first need to make sure that the business managers are current with their reconciliations and schedules for 2015. The prompt completion of 2015 will reduce the cost of the auditors which for 2013 and 2014 was significantly higher than expected. I recommend weekly updates from all business managers and where the PNO is functioning in that capacity for certain units, the same is expected of them. The updates should be in writing and chronicle their progress every single week.

2. Although the former E.D. and by extension, yours truly, were tasked with exploring mortgages, it's clear that in addition to the audit report, and financial statements, the value of Pacifica's assets must be presented to make a credible case. The audit report reflects our assets, post-depreciation. To obtain either a mortgage or a credit line, a true market value picture of our assets must be presented. I have therefore contacted an appraiser who's a Pacifica supporter and who will appraise the KPFK property in October and he has also made referrals for a business appraiser for PRA and property appraisers in Berkeley and Houston for our real estate properties there as well. We can later obtain appraisals for our licenses. The point is, we must know the true value of our assets. Certainly NOT in order to sell them but rather to leverage them for credit lines, a mortgage or in the case of the PNO, to lease. In other words, in order to make an informed decision, we need to have this basic information. This information coupled with the audit report, and current financial statements are elements needed for consideration by financial institutions as well as applying for grants. For example, we intend to apply for grants for the renovation of the PNO plus adjacent, which are in dire need of repair and renovation for our employees in the PNO and to maximize the value of that property for lease or mortgage.

3. We are in need of a webmaster or webmaster service provider who can develop and maintain services for pacifica.org and also for other units in need of these services. Some of our sites are not user friendly and are not sufficiently interactive to be useful to listener growth and donations through the sites.

4. I've consulted John Crigler about the feasibility of an internet station to start with, in Chicago so as to introduce a new listener, member and revenue stream in a city with activism and vibrancy that wholly compliments our mission. My

### III. Review Recovery Plans for the Foundation (cont.)

#### A. iED's Recovery Plan (cont.)

##### **Motion to approve the iED Recovery Plan as a consent calendar APPROVED as follows (cont.):**

understanding is that because most of the licenses are based on audience and since we wouldn't have much to begin with, the cost per license is only in the hundreds. We would initially fill the station's airwaves with existing programming from our stations, until we introduce locally produced community programming.

5. In 2014, the PNB in essence tabled consideration of a Lease Management Agreement (LMA) or Public Service Operating Agreement (PSOA) for WBAI and so it's the PNB who would need to take it off the table for reconsideration or for me to solicit updated proposals. The process, if the PNB were to choose to engage with any entity is a lengthy one. If the PNB even wants me to solicit more information or updated proposals or to even see if any of the 2014 applicants are currently interested, I just need a motion to allow that. This does not need to be a motion to approve a given proposal or even to enter into a LMA at this juncture.

6. The station and unit managers are in the process of producing their cash flow plans but I believe the more credible projections are for three months. Without the expectation of guaranteed funds from CPB for example, they can basically only factor in their expected reductions and fund drive numbers based on recent past performances, some major donor and some events. Beyond that, it gets very speculative. What I've asked for are specifics per pay period for payroll and health care and central services. I believe these specific plans should be provided quarterly.

7. Regarding a related bylaws amendment recommendation, I think it would be most beneficial for membership to be afforded to all who donate \$25 or more to any of our units not just the stations units. It would serve as a beneficial incentive to enable all of our units to offer membership.

###

Novick moves moves to extend the agenda item by 5 minutes

**==> Vote on Novick's motion to extend the agenda item by 5 minutes**

##### **Vote Tally:**

YES (10): Bethune, Brown, Casenave, Kobren, Norman, Novick, Patel-Adams, Pinchback, Roberts, Tshibanda

NO (3): Alexander, Crosier, Goodman

ABSTAIN (1): Wilkinson

PRESENT NOT VOTING (0)

**Vote Count: 10Y/3N/1A/10NV**

**Motion to extend the agenda item by 5 minutes APPROVED**

###

### III. Review Recovery Plans for the Foundation (cont.)

#### A. iED's Recovery Plan (cont.)

Novick moves supplementary actions items to fulfill Recovery Plans as follows:

1. resolved that the PNB direct the iED to begin the national fundraising mailings with available funds within the month to test its efficacy in order to seek additional funding to finance a fuller mailing subsequently.
2. resolved that all stations must prioritize payroll, insurance and central service payments over all other payables.

**==> Chair asks if there are any objections to voting on Novick's amendment to extend the agenda item by 15 minutes with no conditions**

**HNO**

**Amendment to extend the agenda item by 15 minutes with no conditions**

**APPROVED**

**###**

**==> Vote on Novick's supplementary actions items to fulfill Recovery Plans, as follows:**

**HNO**

**Motion to include the action items to supplement the current Recovery Plan **APPROVED** as follows:**

1. resolved that the PNB direct the iED to begin the national fundraising mailings with available funds within the month to test its efficacy in order to seek additional funding to finance a fuller mailing subsequently.
2. resolved that all stations must prioritize payroll, insurance and central service payments over all other payables.

**###**



Meeting adjourns at 11:09 PM ET

Respectfully submitted by Janet Kobren, PNB Secretary

Minutes Approved: September 22, 2016

Witness of Approval: Janet Kobren, PNB Secretary

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**Agenda items and motions not reached during the meeting prior to adjournment:**

**IV. CFO Report (15 min.)**

**V. Adjourn (by 10:00 PM ET)**

## APPENDIX A:

### iED's Recovery Plan

[Lydia Brazon, submitted to PNB 9/14/16]

#### Recovery Plan for September 15, 2016 PNB Meeting by the IED, Lydia Brazon

The current financial situation is unprecedented in the many years since I've been in Pacifica.

Contributing factors include a combination of inherited, unsustainable, massive debt, dwindling membership and listeners, and last but certainly not least, the absence of CPB funding that basically brings us to this grave financial state.

In order to properly effectuate this plan, the PNB needs to approve it in whole or in part. Some, is simply reporting on something previously discussed and ongoing and I don't believe requires a PNB vote, such as the appeal letter. However, I am numbering seven recommendations so that the plan can either be passed in its entirety as a consent calendar, or numerically divided to be voted on individually. Some measures need to be enacted simultaneously and others sequentially. Either way, it needs to be approved by the PNB to be considered by the auditor. Those items which constitute an expense, would be contingent on our affordability at the time.

Many of the expense reducing measures have already taken place and were necessary regardless of our current state, but others will cost us in the ability to grow our membership and listeners. Some measures are relative to what can be done depending on the confines of our union contracts at four of our stations. A recovery plan must both reduce our expenses and grow our listeners to be effective.

Currently at the PNO, \$100,000 per year savings are being realized from the absence of a salaried E.D. and a reduction of two, soon to be three, staff in PRA. Depending on how long it takes to replace our CFO who has resigned effective September 16, the reduction of a monthly salary based on \$120,000 per year will be a factor in the short term. Additional reductions regarding the departure of other employees in this and other units will be addressed in executive session.

I have received a \$2,000 loan offer from one director so far toward the mailing cost of the PNO appeal. And, although we have about 1/3 available on the credit card, we need to raise more for this mailing. The returns from the appeal letter to PBS and NPR subscribers will be reported to the PNB so as to gauge the effectiveness and adjust the next wave of appeals accordingly. For example, and this was suggested by Jan Goodman, to offer a thank you gift as we do for our on air drives and which may be a consideration for the subsequent mailing.

Union negotiations continue at three stations over accommodating our situation at KPFA, WPFW and KPFK including staff reductions.

1. Restoring our CPB grants eligibility needs to be the first order of business. Therefore, I think we first need to make sure that the business managers are current with their reconciliations and schedules for 2015. The prompt completion of 2015 will reduce the cost of the auditors which for 2013 and 2014 was significantly higher than expected. I recommend weekly updates from all business managers and where the PNO is functioning in that capacity for certain units, the same is expected of them. The updates should be in writing and chronicle their progress every single week.

2. Although the former E.D. and by extension, yours truly, were tasked with exploring mortgages, it's clear that in addition to the audit report, and financial statements, the value of Pacifica's assets must be presented to make a credible case. The audit report reflects our assets, post-depreciation. To obtain either a mortgage or a credit line, a true market value picture of our assets must be presented. I have therefore contacted an appraiser who's a Pacifica supporter and who will appraise the KPFK property in October and he has also made referrals for a business appraiser for PRA and property appraisers in Berkeley and Houston for our real estate properties there as well. We can later obtain appraisals for our licenses. The point is, we must know the true value of our assets. Certainly NOT in order to sell them but rather to leverage them for credit lines, a mortgage or in the case of the PNO, to lease. In other words, in order to make an informed decision, we need to have this basic information. This information coupled with the audit report, and current financial statements are elements needed for consideration by financial institutions as well as applying for grants. For example, we intend to apply for grants for the renovation of the PNO plus adjacent, which are in dire need of repair and renovation for our employees in the PNO and to maximize the value of that property for lease or mortgage.

3. We are in need of a webmaster or webmaster service provider who can develop and maintain services for pacifica.org and also for other units in need of these services. Some of our sites are not user friendly and are not sufficiently interactive to be useful to listener growth and donations through the sites.

## **APPENDIX A (cont):**

### **iED's Recovery Plan (cont.)**

4. I've consulted John Crigler about the feasibility of an internet station to start with, in Chicago so as to introduce a new listener, member and revenue stream in a city with activism and vibrancy that wholly compliments our mission. My understanding is that because most of the licenses are based on audience and since we wouldn't have much to begin with, the cost per license is only in the hundreds. We would initially fill the station's airwaves with existing programming from our stations, until we introduce locally produced community programming.
5. In 2014, the PNB in essence tabled consideration of a Lease Management Agreement (LMA) or Public Service Operating Agreement (PSOA) for WBAI and so it's the PNB who would need to take it off the table for reconsideration or for me to solicit updated proposals. The process, if the PNB were to choose to engage with any entity is a lengthy one. If the PNB even wants me to solicit more information or updated proposals or to even see if any of the 2014 applicants are currently interested, I just need a motion to allow that. This does not need to be a motion to approve a given proposal or even to enter into a LMA at this juncture.
6. The station and unit managers are in the process of producing their cash flow plans but I believe the more credible projections are for three months. Without the expectation of guaranteed funds from CPB for example, they can basically only factor in their expected reductions and fund drive numbers based on recent past performances, some major donor and some events. Beyond that, it gets very speculative. What I've asked for are specifics per pay period for payroll and health care and central services. I believe these specific plans should be provided quarterly.
7. Regarding a related bylaws amendment recommendation, I think it would be most beneficial for membership to be afforded to all who donate \$25 or more to any of our units not just the stations units. It would serve as a beneficial incentive to enable all of our units to offer membership.