

**Agenda**  
**Special PNB Meeting, Public/Open Session**  
Teleconference Meeting  
**Thursday, December 20, 2018**

**Directors:**

Grace Aaron, KPFK, Listener  
Jonathan Alexander, KPFK, Staff  
Adriana Casenave, KPFT, Listener  
Chris Cory, KPFA, Listener  
Bill Crosier, KPFT, Listener  
Joseph Davis, KPFT, Staff  
Kathryn Davis, WBAI, Staff  
Benito Diaz, WPFW, Listener  
Jan Goodman, KPFK, Listener  
William Heerwagen, WBAI, Listener  
Sabrina Jacobs, KPFA, Staff

DeWayne Lark, KPFT, Listener  
Ken Laufer, WBAI, Listener  
Tony Leon, WPFW, Staff  
Efia Nwangaza, WMXP, Affiliate  
Alex Randall, WUVI, Affiliate  
Mansoor Sabbagh, KPFK, Listener  
Nancy Sorden, WPFW, Listener  
Alex Steinberg, WBAI, Listener  
Carole Travis, KPFA, Listener  
Tom Voorhees, KPFA, Listener  
Maskeelah Washington, WPFW, Listener

**Others:**

Maxie Jackson III, Executive Director  
Otis Maclay, Webmaster, web streamer

\_\_\_\_\_, Secretary  
John Tatum, Parliamentarian

<b>Item #</b>	<b>Description</b>	<b>Time</b>
<b>1</b>	<b>Preliminary items</b>	10 min.
	A. Call to Order	
	B. Roll Call	
	C. Excused Absences	
	D. Identify Timekeepers	
<b>2</b>	<b>Elect Pro Tem Secretary</b>	5 min
<b>3</b>	<b>FJC Loan</b>	90 min
	Information on the state of the FJC Loan and the repayment plans. Waivers. Q &A	
<b>4</b>	<b>WBAI Motions from Director Heerwagen (3 motions below in red ink)</b>	60 min
	Motion 1: Motion re Foundation's Loans (revised).	
	Motion 2: WBAI LSB meetings.	
	Motion 3: Motion on Agenda-Setting.	
<b>5</b>	<b>Adjourn to Executive Session</b>	<b>time certain 11:30 pm</b>

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Director Heerwagen motions:

Motion 1:  
**WBAI's Motion on Foundation Loans approved by the WBAI LSB at their May 9, 2018 meeting was included on the approved June 7, 2018 Open PNB meeting agenda as item #8.C (times revised).**

**MOTION re FDN LOANS**

Whereas, in March 2018, loans in the amounts of \$500,000 and \$3.7 million were taken by the Pacifica Foundation in order to settle, at \$3.4 million, the lawsuit brought against Pacifica for WBAI transmitter rents, license fees, and related costs, and to pay and/or escrow other Pacifica expenses,

Be it hereby resolved that the WBAI Local Station Board (LSB) requests that the Pacifica National Board (PNB) direct the Executive Director (ED) to

prepare and distribute by December 27, 2018, to each Pacifica LSB, with identification of any material that requires confidential treatment:

- The terms and conditions of the loans including collateral, interest, fees, payment dates and amounts
- An itemization of the use of all funds including escrowed amounts
- The lease or terms for 4 Times Square including escalation clauses and fees

As much as possible, we request that signed documents, rather than or in addition to summaries, be provided.

The PNB is further encouraged to have the ED prepare a similar but non-confidential version of the report that can be posted on Foundation sites.

Motion 2:

#### MOTION: NEXT WBAI LSB MEETING

Whereas, the WBAI Local Station Board (LSB) has set its regular monthly meeting for second Wednesdays, and

Whereas, the LSB has not met since June 13, 2018, with:

- no meeting noticed and no explanation given for July 11
- no quorum achieved in August 8
- no meeting noticed for and no explanation given September 12
- the Chair's resignation letter was sent at the time the mandated CPB public meeting notice was required for the regular October 10 meeting
- no meeting noticed and no explanation given for November 14
- the Vice Chair's resignation letter was sent 2 days before the mandated CPB public meeting notice was required for the regular December 12

meeting  
and

Whereas, neither of the remaining 2018 board officers has communicated with the board, be it hereby resolved that

The Pacifica National Board authorizes the maker of this motion to arrange and post a meeting of the WBAI LSB on Wednesday, January 9, 2019, the second Wednesday of the month, at which elections will be held for 2019 LSB officers.

Motion 3:

#### MOTION ON AGENDA-SETTING

For all regular meetings of the Pacifica National Board, there shall be a call for agenda items at least 10 days before each meeting and items submitted by 7 days before the meeting shall appear on the draft agenda which must be provided no fewer than 3 days before the meeting.

This rule shall also apply to each PNB Committee, Working Group or Taskforce, except that Local Station Boards with an established process at the time of the passage of this motion may continue to use their process, subject to review by the PNB upon the request of 4 LSB members. The policy applied by an LSB shall cover its committees, working groups and taskforces.