

**Draft Agenda
PNB Special Call-in Meeting
Open/Public session
December 14, 2017 8:30 pm ET**

Item #	Item	Time
1	Call to Order Roll Call Identify Timekeepers Excused absences	10 min
2	AG Report	15 min
3	Agenda Approval	10 min
4	Minutes Approval 12-07-17	5 min
5	Motion to Prepare for Bankruptcy	15 min
6	Bylaws Amendments: Discussion & Voting	(90 min)
	1. Add voting by 'electronic ballot by email'	5 min
	2. Clarify 'Assembly of Delegates	5 min
	3. Clarify Delegates disqualifications	10 min
	Reduce number of Nomination Signatures	
	4. Reduce the size of LSB from 24 to 16	15 min
	5. Vacancies: process for reducing from 24 to 16	10 min
	6. Vacancies: minimum number of votes	5 min
	7. Reduce the size of PNB from 22 to 17	15 min
	8. Clarify Directors disqualifications	5 min
	9. Reduce Directors' term of service from 4 to 3	5 min
	10. Reduce the size of PNB Committees from 15+ to 10	5 min
	11. Reduce the PNB Audit Committee to Directors	5 min
	12. Clarify Miscellaneous Minor Texts	5 min
8	Motion: ED Hiring Authorization	15 min
9	2016 Delegate Elections Recount	10 min
10	2018 PNB Affiliate Directors Interview Process	10 min
11	Discussion of mechanisms to allow the Board timely access to information for decision-making regarding short- and long-term recovery planning including: - Empire State Realty Trust solutions - real estate appraisals - broadcast license valuations	30 min

	- payroll and pension plan obligations - 2016 audit - other Pacifica debts and obligations	
12	Adjourn	

KPFA: Sabrina Jacobs TM Scruggs Aki Tanaka Andrea Turner KPFK: Grace Aaron Jonathan Alexander Jan Goodman Mansoor Sabbagh	KPFT: Adriana Casenave Bill Crosier Rhonda Garner Robert Mark WBAI: Kathryn Davis Ken Laufer Cerene Roberts Alex Steinberg	WPFW: Jim Brown Benito Diaz Nancy Sorden Maskeelah Washington Affiliates: David Beaton Themba Tshibanda
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Motion to Prepare for Bankruptcy by Sabrina Jacobs and Bill Crosier

Whereas, the posting of the judge's decision in the Empire State Realty Trust lawsuit means that Pacifica ("we") has limited time before ESRT will commence execution of its judgment by levying against Pacifica bank accounts and real property, and

Whereas, on Dec. 14, 2017, ESRT filed a Notice of Entry of Judgment for \$1,839,586 in California, which means that after 30 days from then, the court may order that a writ of execution or other enforcement may issue, and Pacifica's money and property in California could then be taken from us without further notice from the court, and

Whereas, similar action may be taken in New York, the District of Columbia, and Texas without the 30-day waiting period required in California, and

Whereas, we already owe several hundred thousand dollars more to ESRT for attorney's fees and additional unpaid tower lease fees since May, with the amount increasing each month, and

Whereas, we do not have adequate funds for other critical near-term obligations, including employee pensions from the last few years (estimated at \$750K to \$1 million), ESB tower lease payments from now until June 2020 (approx. \$2 million), and

Whereas, we owe an additional \$3-5 million to other creditors, and

Whereas, we do not have adequate cash flow to pay for more than a small amount of the above, and

Whereas, we had hoped to get a forbearance agreement with ESRT, to give us time before they move to seize assets to satisfy the judgment, but we still have no such agreement, and

Whereas, efforts have been made and are still being made to secure a loan to allow payment of the judgement and other near-term financial obligations, for which Pacifica does not have adequate cash flow to pay them, but we have no such loan yet and do not know if or when we might be able to get one and do not know if the loan terms would be acceptable, and

Whereas, it will take significant time to finish the advance preparations needed in case we have to file for chapter 11 bankruptcy to stop collection activities by ESRT, and

Whereas, the December holidays mean that Pacifica staff will not be as readily available to work on this and their regular duties later this month, while further delays in preparing for chapter 11 filing may mean

that we might not be ready in time to prevent seizure of assets in some of our areas, therefore be it

Resolved, that the Pacifica National Board (PNB) authorizes IED Bill Crosier and CFO Sam Agarwal to complete advance preparations for filing for Ch. 11 bankruptcy and reorganization, including advance preparations for 7 and 14 day reporting requirements that are due after the actual filing, and be it further

Resolved, that the PNB further authorizes IED Bill Crosier and CFO Sam Agarwal to file for Ch. 11 bankruptcy and reorganization, if seizure of assets appears imminent and there is not enough time to have a PNB meeting to authorize such filing.

Bylaws Amendment Discussion and Voting:

Motion passed at the 9-28-17 meeting: The PNB recommends that the PNB vote date to be Thursday, November 30, 2017.

If the voting could not be completed during this meeting, it will be continued through the following meeting(s).

	Article	Sec	Summary	Effect	Page
1	Three	8	Added voting by 'electronic ballot by email'	Small	1
2	Four	1	Clarified that Directors are elected by 'Assembly of Delegates'	Small	2
3	Four	2	Delegates disqualification includes 'advisory political position' Reduce Number of Nomination Signatures for Delegates Election	Small Med	3,4
4	Four	3	Reduce size of LSB from 24 to 16	Large	5,6
5	Four	10	Vacancies: Process for reducing from 24 to 16, for above item	Med	7,8
6	Four	10	Vacancies: Candidate needs minimum number of votes	Med	9
7	Five	1	Reduce the size of PNB from 22 to 17	Large	10-12
8	Five	1	Directors disqualification includes 'advisory political position'	Small	13
9	Five	2	Reduce Director term of service from Five to Four	Small	14
10	Eight	2	Reduce PNB Committees size from 15+ to 10	Med	15,16
11	Eight	3	Reduce Audit Committee to One Director from each station	Med	17
12	Misc.		Miscellaneous Minor Clarifications in text	Small	18

Motion: ED Hiring Authorization by Alex Steinberg

Be it resolved that PNB authorizes the hiring of an iED and or ED []. The PNB will make the final decision on the hiring of an iED or ED based on recommendations from the Personnel Committee and after having the opportunity to interview the candidate recommended by the Personnel Committee.

Motion re. 2016 Delegate Election Recount by Cerene Roberts

The Pacifica National Board directs the Interim Executive Director to have the Recounted Results of the 2016 Delegates Elections that were submitted to the Board and IED by Terry Goodman on July 22, 2017 permanently posted on the foundation's election website. The flawed results should be so labeled and archived elsewhere on the page.

Motion re. 2018 Affiliate Director Interviews & Election by Cerene Roberts

Moved that on Thursday, December 21, 2017, beginning at 8:45pm ET, the PNB will conduct 13-minute interviews with the five (5) candidates for its two (2) 2018 Affiliate Director seats.

Considering that candidates may have holiday-related or other plans, by Saturday, December 9, 2017, the PNB Secretary shall notify all candidates of the date and interview time range of 8:45 to roughly 10pm and offer the candidates a choice of time with preference first to those in the Eastern Timezone and then in order of nomination received.

Candidates shall also be notified that they are to be seated by teleconference along with other 2018 Directors on Thursday, January 25, 2018, at 8:30pm.

A Director from the board majority and one from the board minority are asked to volunteer immediately after this motion to jointly prepare 10 questions of which 2 shall be asked of each candidate at the meeting. Those volunteer Directors will also serve as the questioners at the interview meeting on Dec. 21, 2017.

The Secretary shall distribute ballots by 11:45pm ET on Dec. 28 to be completed and returned to teller and 2nd ballot recipient, Terry Goodman and Joseph Davis, respectively, by 11:45 pm ET on Jan. 4, 2017.

Ballot-opening can be witnessed at KPFT on Sat. Jan. 6, 2017 at a time to be announced.

Cerene Roberts sent out a notice on 12/13/17 that she will be introducing a motion to rescind the KPFT LSB Motion that the PNB approved at its meeting on 12/07/17.