

Minutes of the KPFK Local Station Board Meeting of November 6, 2022

Open Session

A special meeting of the KPFK Local Station Board was held in various locations via the Zoom social media application on Sunday, November 6, 2022 at 11:07 AM, the Chair (Ziri Rideaux) being in the chair and the Secretary (John P. Garry III) being present. The Board held an executive session via the same method.

Twenty-two members were present, constituting a quorum: Grace Aaron (Treasurer), Christina Avalos, Jose Benavides, Fred Blair, Sandy Childs, Marisol Cruz (Vice-Chair), Bella De Soto, George Funmaker, Eric C. Jacobson, Rob Macon, Barbara Marbach, Oye Oyeyipo, Myla Reson, Lawrence Reyes, Ziri Rideaux (Chair), Paul Roberson, Ruth H. Strauss, Oscar Ulloa, Polina Vasiliev, Elizabeth von Gunten, Harvey Wasserman, Carlos Zavala.

One member was excused Evelia Jones.

Two members were absent: Ali Lexa, Rob Macon.

Also present: Michael Novick (KPFK Interim General Manager, Ex Officio Member of the Board), Stephanie Wells (Pacifica Executive Director), Jeanine Rohn (LSB Fundraising Committee Chair) and members of the public.

Authority and Notice: This meeting was authorized by the Chair. The date and location was posted on KPFTX.org on October 30, 2022 by the iGM.

Audio Recording: <https://kpftx.org/archive.php>

Part 1 <https://kpftx.org/archives/pnb/kpfk/221106/kpfk221106a.mp3>

Part 2 <https://kpftx.org/archives/pnb/kpfk/221106/kpfk221106b.mp3>

I. OPENING BUSINESS (11:07) [Audio Part 1 0:00:00]

The meeting was called to order by the Chair at 11:07 AM. An initial quorum of twenty was established.

b. Appoint Time Keepers / establish time limits for speakers. (11:11)
[Audio Part 1 00:03:42]

Reyes volunteered to serve as timekeeper.

c. Agenda Approval (11:11) [Audio Part 1 00:04:00]

De Soto **moved to amend:** Include a reading of the Pacifica Mission Statement.

Passed without objection. The Statement was then read by De Soto. The amended agenda was **approved** without objection.

d. Excused Absence Requests (11:14) [Audio Part 1 00:07:04]

The excused absence request of Lexa was **rejected** by a roll call vote:

Yes—9, No—10. Abstain—1.

Yes—Avalos, Blair, Childs, Marbach, Oyeyipo, Reson, Strauss, Wasserman, Zavala.

No—Benavides, Cruz, De Soto, Funmaker, Jacobson, Reyes, Rideaux, Ulloa, Vasiliev, von Gunten.

Abstain—Aaron.

The excused absence request of Roberson was **approved** without objection.

The excused absence request of Jones was **approved** by a roll call vote:

Yes—9, No—3, Abstain—8.

Yes—Avalos, Blair, Childs, Marbach, Oyeyipo, Reson, Strauss, Wasserman, Zavala.

No—Benavides, Cruz, De Soto.

Abstain—Aaron, Funmaker, Jacobson, Reyes, Rideaux, Ulloa, Vasiliev, von Gunten.

e. Set Time For Adjournment (11:28) [Audio Part 1 00:20:05]

An adjournment time of 1:00 PM was established with a single objection.

II PNB DIRECTORS REPORT-OUT (11:28) [Audio Part 1 00:20:57]

From the Pacific National Board:

"The Board Chair, Executive Director and General Counsel are authorized to take all steps necessary to the most advantageous sale of the building currently housing the KPFK station and Pacifica National Office at 3729 Cahuenga Blvd., Los Angeles, California and relocation of all activities currently housed at 3729 Cahuenga and bring these transactions to the Board for approval."

III. STATE OF THE BUILDING REPORT by KPFK iGM (11:30)

[Audio Part 1 00:22:00]

Novick (iGM) reported. The building houses radio station KPFK 90.7 FM, the Pacifica National Office and the Pacifica Archives. Novick described the various departments and facilities of the building.

IV. BOARD DISCUSSION (11:37) [Audio Part 1 00:29:20]

Responding to a **point of order** from Reson, the Chair reprimanded De Soto for calling out two LSB members by name. The Executive Director contributed to the discussion, reporting on network finances (\$107,000 in the bank account and \$3.1 million in payables), assets and goals for the Foundation. Responding to questions from von Gunten, the ED reported that per a PNB motion, the ED talked to commercial brokers to get valuations of the KPFA and KPFK buildings. A broker's preliminary evaluation of

the KPFK building was \$6-8 million. Evaluation reports on the KPFK and WBAI signals (the highest value signals) have been made, summaries of which have been delivered to the PNB. The KPFK signal was valued at \$20-35 million. The WBAI signal was valued at \$25-65 million. No decision on signal sales or swaps, nor building sales have been made.

V. PUBLIC COMMENT 1 (12:13) [Audio Part 1 01:06:02]

Public comment, interspersed with responses from the ED, was heard for twenty-four minutes. The Board ended the Zoom session and the audio stream at 12:35 PM and moved to closed session. The open session resumed at 01:56 PM.

VI. REPORT-OUT ON EXECUTIVE SESSION (01:57) [Audio Part 2 00:01:02]

The Chair read a motion passed in the closed session:

Motion strongly opposing sale of The KPFK Property (Building and Parking Lot) to pay down Pacifica Debt.

Whereas initial steps to sell the KPFK station building, 3729 Cahuenga Blvd. West, North Hollywood, CA, have been approved by the PNB to pay down the overall debt of Pacifica as a whole; and

Whereas sound business principles strongly advise against cashing out any major capital asset to pay down excess ongoing operational expenses with no business plan in place to reverse longstanding losses; and

Whereas Pacifica has proposed no such business plan, or any business plan; and

Whereas KPFK itself bears only limited responsibility for generating Pacifica's overall debt; and

Whereas KPFK has in recent years been chronically deprived of Management adequate to the task of reversing its own fortunes; and

Whereas KPFK houses and operates the single strongest FM signal west of the Mississippi; and

Whereas adequate broadcast facilities are necessary and valuable to the ongoing operation of KPFK and its ability to fulfill Pacifica's Mission; and

Whereas the building was originally acquired to provide for precisely that need, and acquisition of comparable facilities would be difficult and is in no way guaranteed; and

Whereas the KPFK building houses not only KPFK but also the Pacifica Radio Archive and the Pacifica National Office, three of Pacifica's eight business units, all of which

require adequate facilities to continue operations, all of which would lose their current facilities and have to be relocated were the building to be sold; and this would have the consequence of a major increase in the operating expenses of all three units which do not currently pay rent; and

Whereas sale of the KPFK station building, Pacifica's single most valuable material asset, would be an irreversible loss to KPFK and Pacifica as a whole; and

Therefore be it resolved that the KPFK Local Station Board opposes sale of the KPFK station building to pay down Pacifica debt, particularly with no plan in place to assure responsible disposition of any proceeds to put Pacifica and KPFK back on a path toward solvency, and no guarantee of being made whole again itself.

Be it further resolved that the KPFK Local Station Board urges Pacifica Management and the PNB to come to grips with Pacifica's chronic failure to generate adequate revenue, its habitual deficit spending, and the resulting debt; and to do so by more appropriate means than selling off major capital assets, including but not limited to serious consideration of all options to refinance, consolidate, and pay down existing debt.

VII. BOARD MOTIONS & DISCUSSION

Omitted. A motion was discussed and approved in the executive session (see text above).

VIII. PUBLIC COMMENT 2—DISCUSSION OF MOTIONS (02:03) [Audio Part 2 00:07:19]

Public comment, interspersed with responses from the Board and Board discussion, was heard for forty minutes. The ED responded to a comment from chat: Employee reductions have been made, but SAG-AFTRA rules must be followed when doing so. Foundation salaries are approximately \$350,000 per month.

There was a discussion of whether or not the sale of the KPFK building would require a vote of the membership. The Chair quoted Member Aaron and Pacifica Counsel Arthur Schwartz, who had said no, and quoted Pacifica Bylaws Article Three Section 5 on the sale of assets. A member of the public who had been involved in the writing of the bylaws stated that the bylaws were meant to be interpreted in a way that the public would have to agree to any sale of buildings.

The Chair **moved** a 10-minute time extension. De Soto seconded. **Passed** without objection. Public comment continued (2:33). [Audio Part 2 00:37:11]

IX. FINAL VOTE(S) ON MOTION(S) Omitted.

X. ADJOURNMENT (2:45) [Audio Part 2 00:49:10]

The meeting was adjourned without objection due to the expiration of time at 2:45 PM.

Respectfully submitted by the Secretary, John P. Garry III
(these minutes were approved on November 20, 2022)