

APPENDIX D



Mayor of Providence

Brett P. Smiley

February 21, 2024

Rhode Island Office of the Attorney General
Consumer and Economic Justice Unit
Re: RIPBS/TPR Merger
150 South Main Street
Providence, RI 02903

Dear Attorney General Neronha:

This letter is to voice my strong support for the merger of the Rhode Island PBS Foundation and The Public's Radio.

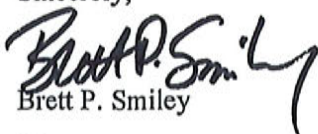
As a sustaining member of The Public's Radio and devoted viewer of Rhode Island PBS' Masterpiece program, I believe that this merger will help advance the depth and reach of public media throughout our state.

Core institutions of Rhode Island's media landscape, The Public's Radio and Rhode Island PBS are nonprofit organizations that are committed to exceptional public-interest reporting. From "Political Roundtable" to "Rhode Island PBS Weekly," these pillars of public media have — and will always — play a vital role in delivering the stories that matter.

These institutions help Rhode Islanders not only be informed voters but informed citizens. Driven by missions to educate and inspire, they help distribute content that is for, by, and about all Rhode Islanders. Offering award winning programming free of charge, their merger would help bring an even more dynamic public media voice to Providence residents and community members across our state. Together, they could enhance their ability to bring fresh content to listeners and viewers while further engaging new audiences.

I am excited by what their proposed merger could bring for Providence residents and passionately recommend its approval.

Sincerely,


Brett P. Smiley

Mayor

INTERNATIONAL BROTHERHOOD OF ELECTRICAL WORKERS LOCAL 1228

February 23, 2024

Peter F. Neronha
Rhode Island Attorney General
Consumer and Economic Justice Unit
150 South Main Street
Providence, RI 02903

Re: RIPBS/TPR Merger

Dear Attorney General Neronha:

I serve as the Business Manager/Financial Secretary of International Brotherhood of Electrical Workers, Local 1228, AFL-CIO ("Local 1228"). Our Local represents employees at television and radio stations throughout New England. Our members operate studio and field cameras, serve as studio maintenance technicians and video editors. They are the essential components of the local programming offered on RIPBS. We have maintained collective bargaining agreements with the station for over 4 decades. For the last 10 years, President David Piccerelli has disturbed what had been a collaborative relationship with RIPBS. Rather than work with us and his employees, he has promoted a hostile relationship with the Union employees that has kept them underpaid and worried about their future with the station.

In 2017 while we were trying to negotiate a successor collective bargaining agreement, he served us with notice that we no longer represented the employees within our jurisdiction. He refused to negotiate with us. We filed an unfair labor practice charge that resulted in a trial and eventually a decision by the National Labor Relations Board. The NLRB found that Mr. Piccerelli had violated multiple provisions of the labor laws. RIPBS was ordered to refrain from various violations and to recognize and negotiate a collective bargaining agreement with us. A copy of that decision, *Rhode Island PBS Foundation and International Brotherhood of Electrical Works, Local 1228*, 368 NLRB No. 29 (2019) is attached.

The list of perfidies engaged in by RIPBS under Mr. Piccerelli's oversight and, for the most part, with his direct participation includes:

- (a) Coercively interrogating employees about their union sympathies, including whether they want the International Brotherhood of Electrical Workers, Local 1228 (Union) to continue as their collective-bargaining representative.
- (b) Refusing to bargain collectively with the Union by failing and refusing to meet with the Union to negotiate a collective-bargaining agreement.
- (c) Withdrawing recognition from the Union and failing and refusing to bargain with the Union as the exclusive collective-bargaining representative of the unit employees.

(d) Refusing to bargain collectively with the Union by failing and refusing to furnish it with requested information that is relevant and necessary to the Union's performance of its functions as the collective-bargaining representative of the unit employees.

(e) Changing the terms and conditions of employment of unit employees by granting wage increases without first notifying the Union and giving it an opportunity to bargain.

With the aid of the NLRB decision, we successfully negotiated a contract with RI PBS Foundation that was effective on April 1, 2021 through June 30, 2023. We have been at the Bargaining table with the Station since May 2023 trying to reach agreement on a successor contract but have been stalled in quite a few economic areas. He had been paying the Master Control technicians (who monitor and keep the station on the air) \$12 per hour. That's less than people make in fast food stores. He only raised it recently because of Rhode Island's minimum wage law.

We brought our concerns directly to the RI PBS Foundation Board members in their September meeting and they were surprised to see how low their union employees' wages were. They decided that it was necessary to do a wage study by an independent firm and bring those results to the bargaining process. It took until December 2023 to get those results and we have expressed concerns with the methodology and comparisons they cited as comparables for workers we represent at the station. We are resuming bargaining on February 29.

We have no issue about merging the two entities of RI Public Radio and RI Public television. In fact, we have been the Union Representatives of Connecticut Public (radio & television) and Vermont Public (radio & television) for many, many years. But due to his track record with RIPBS professional technicians over the last decade, Mr. Piccerelli should not be the successful leader of the surviving entity. His callous treatment of Union Employees and the lengths to which he went to get rid of their legal representation should be a fair warning to any radio employees or their Board of Directors that he will not have their best interests in mind.

While we understand that that decision concerning leadership of the new company is not yours to make, we felt it important that you should know the environment that he has created at one to the merger.

We are willing to answer any question you may have in person.

Sincerely,



Fletcher Fischer
Business Manager/Financial Secretary
IBEW Local 1228
PO Box 275
Simsbury, CT 06070
860-281-4185
fletcher@ibew1228.org

William C. Stone

Via email and US Mail

February 26, 2024

Rhode Island Office of the Attorney General
Consumer and Economic Justice Unit
150 South Main Street
Providence, RI 02903



Re: RIPBS/TPR Merger

Dear Honorable Attorney General and Staff:

I write in support of the proposed merger between RI PBS and Rhode Island Public Radio (dba, The Public's Radio).

I've been an avid listener of Rhode Island Public Radio since moving to Rhode Island in 2001. I also have had the honor of serving on the Board of Directors of The Public's Radio from 2012 – 2018, including three years as the Vice President and two as President of the Board. As such, I am intimately familiar with the operations and finances of The Public's Radio.

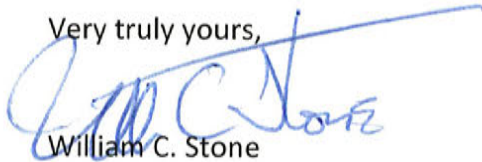
The Public's Radio serves an important role in providing free access to top quality journalism and local information for the state of Rhode Island and South Coast of Massachusetts. In recent years, The Public's Radio award winning stories have shone a spotlight on problems with our 911 emergency calling system, illegal hiring and abuse of minors in factories, the challenges and triumphs of the immigrant experience in Rhode Island, as well as routine coverage of the local arts, culture and political scene. Given the de-investment in journalism we've seen at The Providence Journal in recent years (effectively, the demise of a critical public source of news and engagement), institutions like The Public's Radio serve an essential role in informing and engaging Rhode Islanders on a statewide basis.

Consummation of the proposed merger of RI PBS and The Public's Radio is essential for the preservation and growth of the good work of the radio station. Media companies all over the country have been battling – and often losing – against changing trends in how people receive and consume their news, as well as how advertisers spend money in support of local media. Unfortunately, the Public's Radio is no exception: costs of running the station and creating compelling content keep rising, while getting dollars in the door to fund those costs – through donations, listener support and underwriting – gets harder. The future of media will depend on collaboration among media outlets, as well as finding ways to share costs across multiple channels.

By combining The Public's Radio with RI PBS, two important channels of education, entertainment, news and information, the boards of those two institutions are following best practices in public media today. Together, the two organizations will more efficiently handle common operations and expenses, including studio space, financial management, HR, digital platform, underwriting sales and others. In addition, the newsroom will be leveraged across media channels, where deep reporting can be distributed through radio stories, podcasts, digital news updates on web and email, and on television programming. The two organizations together have the opportunity to substantially expand the amount of local programming that gets produced and distributed to our local community. On their own, the impact of these two organizations will be substantially less compelling.

I applaud the leadership of both organizations who did the hard work of forging a path forward, together. This merger is important and exciting for the media landscape in Rhode Island. And strong, independent, local media is essential for the functioning full flowering of our local democracy.

Very truly yours,



William C. Stone

From: P Rodriguez <prodriguez@women-care.com>
Sent: Wednesday, February 21, 2024 10:00 AM
To: Consumers
Subject: RIPBS/TPR Merger comments

Follow Up Flag: Follow up
Flag Status: Flagged

[External email: Use caution with links and attachments]

Rhode Island Office of the Attorney General
Consumer and Economic Justice Unit
Re: RIPBS/TPR Merger
150 South Main Street
Providence, RI 02903

To whom it may concern:

This is a letter of support for the above-mentioned merger between RIPBS and TPR. My name is Pablo Rodriguez, and I am a viewer, listener, member, donor to both stations, board member of RIPBS, and former board member of TPR. I also happen to be founder and former Chair of Latino Public Radio. For over 35 years I have been a supporter of public media in RI and was even part of the discussions during the creation of what was then RI Public Radio. Latino Public Radio was also a collaborator and a lessee of their frequency 1290AM WRNI. One of the reasons Latino Public Radio ceased operations as an over the air station was the difficulty in maintaining a healthy financial situation, something that is affecting all media outlets today. It has become increasingly difficult to support and maintain an infrastructure of journalists, development specialists, content, and administrative support, at a time when competition from online sources and others has become fierce. There is a clear economic case for this merger, given these challenges.

I remember when the law that governs these mergers was created to prevent the takeover of public media by for-profit entities with disparate missions. In this case, we have 2 public media companies with nearly identical missions, dedicated to deliver news and stories that matter. At a time when even local for-profit media seems to be divesting in resources and people, this merger provides an opportunity for the creation of a multi-platform, integrated organization, that will be able to compete successfully for ad dollars, as well as develop new online opportunities for their combined local, national and international content. At a time when misinformation is rampant, the need for this merger and the creation of a strong, financially viable and credible resource is greater than ever. We are better together. Thank you for the opportunity to share my support. I have no doubt our state will be better as a result.

Sincerely,



THE WARREN ALPERT
Medical School



Pablo Rodriguez, MD (He/him/his)

Associate Professor Emeritus
Warren Alpert Medical School

Mobile [REDACTED]

Email prodriguez@women-care.com
860 H Curtis Corner Rd, Wakefield, RI
02879



From: Christopher Vincent <crvincent444@yahoo.com>

Sent: Tuesday, February 20, 2024 8:37 AM

To: Consumers <Consumers@riag.ri.gov>

Subject: RIPBS/TPR Merger

[External email: Use caution with links and attachments]

Consumer and Economic Justice Unit

Re: RIPBS/TPR Merger

150 South Main Street

Providence, RI 02903

Mr. Peter F. Neronha:

My name is Christopher Vincent and I am currently employed by Rhode Island PBS and have been for 15 years. I am writing this letter today to express concerns regarding the planned merger between The Public's Radio and Rhode Island PBS.

I found this via the link provided in the press release from the Attorney General's Office.

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Section 4.18 Employment Matters

"(i) RIPBS is not a party to, bound by, or negotiating any collective bargaining agreement or other Contract with a union, works council or labor organization, and (ii) there has never been, nor has there been any threat of, any strike, slowdown, work stoppage, lockout, concerted refusal to work overtime or other similar labor disruption or dispute affecting RIPBS or any of its employees."

Myself, a Broadcast Engineer, along with the other Engineers and Television Technicians employed by RIPBS, are represented by IBEW #1228 and are currently in contract negotiations with RIPBS management. This may be an oversight but I feel that this application for merger should be rejected until the language is corrected to represent the relationship between RIPBS and it's employees represented by IBEW 1228.

Other concerns I have is that:

There are similar engineering and technician positions in TPR that should be represented by IBEW 1228 when the New Company is formed.

There will be redundant positions when the new company is formed, ie Human Resources, Office Manager... And other's. I don't want to see anyone lose their job because of the merger.

Thank you for your time.

Please confirm receipt of this email.

Sincerely,

Christopher Vincent



From: Dante Bellini <dante@hooliganfilmproductions.com>
Sent: Tuesday, February 20, 2024 11:28 AM
To: Consumers
Subject: RIPBS/TPR Merger

Follow Up Flag: Follow up
Flag Status: Flagged

[External email: Use caution with links and attachments]

Good morning;

I am presently a board member of RI PBS and as such I am writing in full support of this merger. Rhode Island PBS and The Public's Radio are both trusted and respected institutions that have long traditions of telling stories that matter. By bringing together these mission-aligned nonprofits we create a strong media landscape in Rhode Island.

- They can build a multi-platform, integrated organization that meets people where they are to deliver news and stories that matter.
- They can accelerate their capacity to seamlessly create and distribute fresh, relevant content to existing supporters like me, and to the many new and diverse audiences they hope to engage.
- They can add new opportunities to connect, engage, and empower listeners and viewers.
- Together they can offer more relevant, local content in support of our community.

It's time that these two media entities join forces and, agnostically, change the way news, information and entertainment is delivered in our community.

Dante

Dante Bellini, Jr | 401.965.4672
Executive Producer | Director | Chief Hooligan
dante@hooliganfilmproductions.com
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APPENDIX E

VIA HAND DELIVERY

March 21, 2024

Stephen N. Provazza, Esq.
Consumer and Economic Justice Unit
Public Protection Bureau, Civil Division
State of Rhode Island
Office of the Attorney General
150 South Main Street
Providence, RI 02903

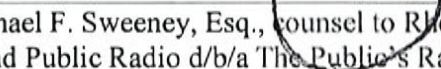
Re: TPR-RIPBS Public Radio Conversions Act Application – Response to Public Comments

Dear Attorney Provazza:


Please find enclosed the joint response of Rhode Island Public Radio d/b/a The Public's Radio ("TPR") and Rhode Island PBS Foundation ("RIPBS") to the public comments made regarding the parties' Public Radio Conversions Act application by (i) Reynaldo Almonte, in person at the public meeting held on February 20, 2024, and (ii) by Fletcher Fischer, via letter dated February 23, 2024.

Please contact us with any questions or if you require any additional information.

Very truly yours,



Michael F. Sweeney, Esq., counsel to Rhode
Island Public Radio d/b/a The Public's Radio



Margaret D. Farrell, Esq., counsel to Rhode
Island PBS Foundation

cc: Elizabeth Delude-Dix, Chairperson of the Board of Directors, Rhode Island Public Radio d/b/a The
Public's Radio
Dave Laverty, Chairman of the Board of Directors of Rhode Island PBS Foundation
Meaghan L. Krupa, Esq., counsel to Rhode Island PBS Foundation

Introduction

We are in receipt of the public comment letter dated February 23, 2024 from Fletcher Fischer relating to the International Brotherhood of Electrical Workers, Local 1228, AFL-CIO (the “Union”) alleged concerns with Rhode Island PBS Foundation’s (“RIPBS”) labor practices.

We note that Mr. Fischer has not voiced any concern with the proposed merger of Rhode Island Public Radio d/b/a The Public’s Radio (“TPR”) with and into RIPBS. In fact, his letter states: “We have no issue about merging the two entities of RI Public Radio and RI Public television.”

Adherence to the NLRB Decision

We note that much of Mr. Fischer’s criticism relates to, and was the subject of, a Decision and Order of the National Labor Relations Board (“NLRB”) dated August 5, 2019 (the “NLRB Decision”), which addressed claims relating to events arising in and before 2017.

RIPBS has fully complied with the NLRB Decision, including through its entry into a collective bargaining agreement with the Union that was effective through September 30, 2023. RIPBS and the Union are currently in negotiations regarding entry into a new collective bargaining agreement.

Changes to Policies and Procedures

Since the Union filed an unfair labor practice charge in late 2017 and following the NLRB Decision, RIPBS has made numerous improvements to its policies and procedures to ensure protections for employees’ rights to engage in union activity.

More specifically, following the unfair labor practice charge to the NLRB in August 2017, RIPBS instituted a more robust personnel policy manual on September 1, 2017 (the “2017 Version”) that added anti-discrimination, anti-retaliation and anti-harassment provisions. The 2017 Version also included – for the first time – references to the National Labor Relations Act (the “NLRA”) and its protection for employees’ rights to engage in concerted activity. For example, a relevant section of its social media policy reads as follows:

*An employee MAY NOT post on any social media site any material or information that:
... 3. Violates the privacy rights of another Foundation employee or customer. This includes, but is not limited to, posting pictures, videos or audio recordings of customers, of employees while on working time, or of work areas. An exception to the rule would be to engage in activity protected by the National Labor Relations Act, such as taking pictures of health, safety and/or working condition concerns or of strike, protest or work-related issues, or other protected concerted activities. (emphasis added)*

While the matter before the NLRB was still pending, on February 5, 2018, RIPBS issued a new version of its personnel policy manual that included a whistleblower protection policy.

Following the NLRB Decision, in February 2020, RIPBS implemented another version of its personnel policy manual (the “February 2020 Version”) that added the following language to its “Employment at Will” section:

... Nothing in this statement is intended to interfere with, restrain, or prevent concerted activity as protected by the National Labor Relations Act. Such activity includes employee communications regarding wages, hours, or other terms or conditions of employment. Rhode Island PBS Foundation employees have the right to engage in or refrain from such activities.

The February 2020 Version also made RIPBS’s anti-harassment, anti-discrimination and anti-retaliation policies more robust by, among other things, providing more detail about what kinds of conduct is prohibited, where to make complaints, and information about how RIPBS would strive to protect employees’ confidentiality interests.

Two subsequent versions of RIPBS’s personnel policy manual have been implemented since the February 2020 Version, both of which contain improvements. For example, the social media policy section of the June 2020 version makes express reference to employees’ rights to engage in protected concerted activity under the NLRA as follows:

Note: Nothing in this policy is meant to, nor should it be interpreted to, in any way limit your rights under any applicable federal, state, or local laws, including (but not limited to) your rights under the National Labor Relations Act to engage in protected concerted activity regarding the terms and conditions of your employment.

HR Professional is Hired

RIPBS has also made strides to professionalize its human resources functions. In 2023, RIPBS hired its first Human Resources Director. That employee has since departed the organization, and RIPBS is now contracting those functions out to an experienced human resources professional.

No Subsequent Claims of Unfair Labor Practices

From the time that the unfair labor practice charge described in the NLRB Decision was filed until negotiations regarding a new collective bargaining agreement began in May 2023, there have been (i) no claims of unfair labor practices filed by the Union against RIPBS and (ii) only one grievance filed by the Union relating to an intern performing an assignment without authorization from the Union. This grievance was promptly addressed by RIPBS, and the Union has never indicated that the concerns expressed therein were not sufficiently addressed. The Union has filed a handful of grievances since bargaining began last spring (including some that postdated the expiration of the collective bargaining agreement and its grievance/arbitration language), to which RIPBS has substantively responded.

Conclusion

In connection with the merger transaction process, RIPBS made TPR aware of the NLRB Decision and ongoing union negotiations. TPR diligently evaluated these events and determined they were not adversely material to its decision to pursue the contemplated merger transaction. Among other things, the NLRB Decision addressed claims relating to events arising in and before 2017. TPR believes that post-Merger its employees will benefit from RIPBS’ robust HR systems and support.

Public Radio Conversions Act
TPR & RIPBS Response to Public Meeting Comment
March 21, 2024

We appreciate the comments made by a representative of Latino Public Radio at the public meeting held on February 20, 2024. In particular, we appreciate Latino Public Radio's expressed support of the Merger.