

**COPY**

**COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE  
BEFORE THE SECRETARY OF THE COMMONWEALTH**

PROHIBITIVE  
2019 OCT -8 PM 3:09  
Department of State

**Commonwealth of Pennsylvania,** :  
**Bureau of Corporations and** :  
**Charitable Organizations** :  
 :  
v. :  
 :  
**WGBH Educational Foundation** :  
**Respondent** :

**File No.: 18-98-11306**

**CONSENT AGREEMENT AND ORDER**

The Commonwealth of Pennsylvania, Bureau of Corporations and Charitable Organizations ("Bureau"), by and through its undersigned prosecuting attorney, Michael J. Gennett and WGBH Educational Foundation ("Respondent"), stipulate as follows in settlement of the above-captioned matter:

**JURISDICTION**

1. This matter is before the Acting Secretary of the Commonwealth ("Secretary") pursuant to the Solicitation of Funds for Charitable Purposes Act, Act of December 19, 1990, P.L. 1200, No. 202, *as amended* ("Act"), 10 P.S. §§ 162.1 *et. seq.*

2. At all relevant and material times, Respondent acted as a professional fundraising counsel ("PFC") as defined by the Act.

**STIPULATED FACTS**

3. Respondent's last known address on file with the Bureau is One Guest Street, Boston, MA 02135.

4. Respondent is registered as a professional fundraising counsel (PFC) in Pennsylvania and holds certification no.: 112295

5. Respondent performed professional fundraising counsel services on behalf of charitable organizations soliciting contributions in Pennsylvania before the submission of contracts and obtaining BCCO approval at least ten (10) working days prior to commencing PFC services on behalf of the charitable organizations. An Order to Show Cause was entered in this matter on or about March 26, 2019, and the deadlines to respond were promptly extended by mutual agreement while this consent agreement was negotiated.

6. Respondent is a Massachusetts not-for-profit corporation who generally provides public broadcasting services and content services to public broadcasting stations in the public interest.

7. Starting in approximately 2015, and continuing through November 30, 2018, Respondent also provided some other services to other public broadcasting stations across the nation, including, starting in approximately June 2015, to stations in Pennsylvania.

8. Respondent terminated the provision of such services to other stations as of December 1, 2018, and such services are now provided by a public benefit corporation dedicated and specializing in such services.

9. From approximately June 2, 2015, until approximately April 2, 2018, Respondent performed professional fundraising counsel services on behalf of charitable organizations in Pennsylvania without submitting the contracts between the charitable organizations and the Respondent to the Bureau for approval in advance of performing such services as otherwise required by the Act.

10. After an internal investigation, Respondent self-identified itself as being in potential non-compliance with provisions of the Act, communicated with Bureau staff, and submitted those contracts which may have not been disclosed to the Bureau for registration.

### **AGREED VIOLATIONS**

11. Respondent agrees that by engaging in the aforementioned activities, it failed to adhere to the following provisions of the Act as follows:

a. Section 162.15(a)(1), by and through Section 162.8(d), Written contract, in that Respondent performed professional fundraising counsel services on behalf of charitable organizations soliciting contributions in Pennsylvania before the submission of contracts and obtaining BCCO approval at least ten (10) working days prior to commencing PFC services on behalf of the charitable organizations.

### **PROPOSED ORDER**

12. The participants, intending to be legally bound, consent to issuance of the following Order in settlement of this matter:

a. Respondent failed to adhere to Section 162.15(a)(1), by and through Section 162.8(d), Written contract, in that Respondent performed professional fundraising counsel services on behalf of charitable organizations soliciting contributions in Pennsylvania before the submission of contracts and obtaining BCCO approval at least ten (10) working days prior to commencing PFC services on behalf of the charitable organizations.

### **ADMINISTRATIVE PENALTIES**

13. An **ADMINISTRATIVE FINE** of **Three Thousand Dollars (\$3,000.00)** is levied upon Respondent. Respondent shall tender the full sum of **Three Thousand Dollars (\$3,000.00)**, with this executed Consent Agreement by October 15, 2019.

a. Payment shall be by certified check, cashier's check, attorney's check, or U.S. Postal money order.

b. The instrument of payment shall be made payable to the "Commonwealth of Pennsylvania," and shall be valid for a period of at least one hundred eighty (180) days.

c. Respondent agrees that payment will be made by one of the methods indicated in subparagraph (a) above and that payment by uncertified personal check, corporate check or cash will not be accepted.

#### **CASE SETTLED AND DISCONTINUED**

14. This case shall be deemed settled and discontinued upon the Secretary issuing an Order adopting this Consent Agreement and the Respondent's successful completion of the requirements of this Order. However, nothing in this Consent Agreement and Order shall preclude the Prosecuting Attorney for the Bureau from filing charges or the Secretary from imposing disciplinary or corrective measures for violations or facts not contained in this Consent Agreement and Order.

#### **ACKNOWLEDGEMENT OF NOTICE AND WAIVER OF HEARING**

15. Respondent waives the filing of an Order to Show Cause in this matter. Respondent knowingly and voluntarily waives the right to an administrative hearing in this matter, and to the following rights related to the hearing: to be represented by counsel at the hearing; to present witnesses and testimony in defense or in mitigation of any sanction that may be imposed for a violation; to cross-examine witnesses and to challenge evidence presented by the Bureau; to present legal arguments by means of a brief; and to take an appeal from any final adverse decision.

**AGREEMENT NOT BINDING ON OTHER PARTIES**

16. This Consent Agreement is between the Bureau and Respondent only. It does not bind any other administrative or governmental entity of the Commonwealth of Pennsylvania, including any other bureau within the Department of State. Except as otherwise noted, this Agreement is to have no legal effect if (a) the Office of General Counsel expresses an objection to the Agreement's form or legality and/or (b) unless and until the Secretary issues the stipulated Order.

**EFFECT OF SECRETARY'S REJECTION**

13. Should the Secretary not approve this Consent Agreement, presentation to and consideration of this Consent Agreement and other documents and matters by the Secretary shall not prejudice the Secretary from further participation in the adjudication of this matter. This paragraph is binding on the participants even if the Secretary does not approve this Consent Agreement.

**ENTIRE AGREEMENT**

14. This Agreement contains the whole agreement between the parties; provided, however, that the captions printed in the various provisions of this agreement are for ease of reading only and are not to be interpreted as forming any part of this agreement. There are no other terms, obligations, covenants, representations, statements or conditions, or otherwise, of any kind whatsoever, concerning this Agreement.


**AGREEMENT DOES NOT PREVENT REFERRAL TO OTHER AGENCIES**

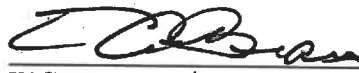
15. The parties acknowledge that other federal, state, and/or local agencies may have jurisdiction over the activities of, or representations made by, Respondent and its officers, directors, agents, employees or independent contractors. Nothing in this Consent Agreement or

the Order based upon this Consent Agreement shall preclude representatives of the Bureau from referring any information or data produced as a result of this matter to any federal, state, or local agency or governmental unit having jurisdiction over the activities of Respondent or any officer, director, agent, employee or independent contractor of the Respondent.

**VERIFICATION OF FACTS AND STATEMENTS**

16. Respondent verifies that the facts and statements set forth in this Agreement are true and correct to the best of Respondent's knowledge, information and belief. Respondent understands that statements in this Agreement are made subject to the criminal penalties of 18 Pa.C.S. § 4904 relating to unsworn falsification to authorities.

  
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Michael J. Gennett  
Prosecuting Attorney  
Commonwealth of Pennsylvania  
Department of State

  
\_\_\_\_\_  
WGBH Educational Foundation  
Respondent  
By: Eric A Brass  
Title: Clerk

DATED: 7 Oct 2019

DATED: October 2, 2019



**IN THE MATTER OF**  
**WGBH Educational Foundation**

**File No.: 18-98-11306**

**ORDER**

AND NOW, this 8<sup>th</sup> day of October, 2019, the foregoing Consent Agreement is hereby approved and the terms set forth therein are hereby adopted and incorporated herein as the Order of the Secretary of the Commonwealth, now issued in resolution of this matter.

**THIS ORDER** shall take effect immediately.

**BY ORDER:**

A handwritten signature in cursive script that reads "Kathy Bookvar".

**Kathy Bookvar**  
**Acting Secretary of the Commonwealth**

For the Commonwealth:

Michael J. Gennett, Esquire  
306 North Office Building  
401 North Street  
Harrisburg, PA 17120

Attorney for Respondent:

Greenberg Traurig  
1717 Arch Street, Suite 400  
Philadelphia, PA 19103