



Broadcasting Decision CRTC 2025-163

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Reference: 2025-18

Gatineau, 30 June 2025

Torres Media Ottawa Inc.
Ottawa, Ontario

Public record: 2024-0601-6
Public hearing in the National Capital Region
27 March 2025

CITM-FM (Previously CJWL-FM) Ottawa – Change in ownership and effective control

Summary

The Commission approves an application by Torres Media Ottawa Inc. (Torres), on behalf of Ottawa Media Inc. (OMI), for authority to change the ownership and effective control of the English-language commercial radio programming undertaking operating the station CITM-FM¹ Ottawa, Ontario. Through this transaction, Torres will acquire from OMI the assets related to the operation of CITM-FM (previously CJWL-FM).

The Commission also approves Torres's request for a new broadcasting licence to continue the operation of the station.

The Commission finds that approving this transaction is in the public interest, as it will help ensure that the station continues to serve the community of Ottawa, by providing local programming to the community.

Application

1. On 21 October 2024, the Commission received an application from Torres Media Ottawa Inc. (Torres), on behalf of Ottawa Media Inc. (OMI), for authority to change the ownership and effective control of the English-language commercial radio programming undertaking CITM-FM Ottawa, Ontario (the station operated under the call sign CJWL-FM prior to 1 November 2024). Through this transaction, Torres will acquire from OMI the assets related to the operation of CITM-FM.
2. Torres also requested a new broadcasting licence to continue the operation of the station under the same terms and conditions as those currently in effect.

¹ The station operated under the call sign CJWL-FM prior to 1 November 2024.

3. Torres is a corporation owned by Todd Bernard (12%), Ed Torres Family Trust (44%), and Frank Torres Family Trust (44%). It is effectively controlled by its board of directors.
4. OMI is a subsidiary of Evanov Communications Inc. (Evanov). OMI is also owned by Carmela Laurignano and Kymberly Joseph, who each hold 10% of the shares. The effective control of OMI is exercised by Paul Evanov.
5. On 21 October 2024, Torres entered into an agreement with OMI to acquire the assets of CITM-FM. Torres also sought Commission approval for a temporary change in effective control of CJWL-FM via a temporary management agreement until the Commission could render a decision on the acquisition of assets.² Under this temporary management agreement, Torres changed the call-sign of the station from CJWL-FM to CITM-FM.
6. Torres proposed a value of the transaction of \$1,200,000, which includes the purchase price. There are no liabilities being assumed nor working capital transferred at closing. Torres also proposed a tangible benefits package of \$72,000 which represents 6% of the proposed value of the transaction.

Interventions

7. The Commission did not receive any interventions in regard to this application.

Regulatory framework

8. The review of ownership transactions is an essential element of the Commission's regulatory and supervisory mandate under the *Broadcasting Act* (the Act). Obtaining a licence to operate a broadcasting undertaking (in this case, a radio station) is a regulatory privilege granted by the Commission. A licensee does not have the authority to transfer a licence to a new operator as they see fit.
9. For this reason, licensees must obtain the Commission's approval before entering into any action, agreement, or transaction that changes, directly or indirectly, the effective control of the radio station. This requirement is set out in subsection 11(4) of the *Radio Regulations, 1986* (the Regulations).
10. When seeking the Commission's approval, the applicant must demonstrate that the benefits of the transaction are commensurate with the size and nature of the transaction and that the application represents the best possible proposal under the circumstances. The Commission will consider the application on its merits and will approve the transaction if the change in ownership and effective control is in the public interest. The

² The temporary management agreement application can be found in the Broadcasting Applications Report database accessible from the "Today's Releases" section of the Commission's website, under "Broadcasting—Administrative Applications (Decided)". Broadcasting Administrative Decision Letter L2024-0049, which approved the temporary management agreement, can be found in the public record of the proceeding, initiated by Broadcasting Notice of Consultation 2025-18.

public interest is reflected in the Canadian broadcasting and regulatory policy set out in subsections 3(1) and 5(2) of the Act.

11. Under subsection 18(1) of the Act, the Commission must conduct a public hearing for the issuance of a broadcasting licence. Broadcasting Information Bulletins 2011-222 and 2008-8-2 outline that the Commission generally reviews applications related to the acquisition of assets through public hearings, either appearing or non-appearing. Applications are non-appearing where the Commission is satisfied that the applicant and interested parties had an opportunity to present their views and that the written record is sufficient and further discussion is not necessary.

Issues

12. After examining the record for this application in light of applicable regulations and policies, the Commission considers that it must address the following issues:
 - whether the applicant's ownership structure satisfies the requirements for Canadian ownership and control;
 - whether the proposed transaction is in the public interest;
 - the value of the transaction and tangible benefits;
 - the allocation of tangible benefits; and
 - whether the proposed transaction fulfills the regulatory requirements.

Canadian ownership and control

13. Pursuant to paragraph 3(1)(a) of the Act, the Canadian broadcasting system shall be effectively owned and controlled by Canadians. As required by the *Direction to the CRTC (Ineligibility of Non-Canadians)*³ (the Direction), no broadcasting licence can be issued to a non-Canadian.
14. Torres is jointly owned by Todd Bernard, Ed Torres Family Trust, and Frank Torres Family Trust. It is effectively controlled by its board of directors, all of whom are Canadians residing in Canada. The Chief Executive Officer is also a Canadian. As such, the proposed transaction satisfies the eligibility criteria set out in the Direction.

Public interest of the proposed transaction

15. When the Commission evaluates whether a transaction is in the public interest, it examines the extent to which the transaction improves the Canadian broadcasting system and contributes to meeting the policy objectives of the Act. Section 3 of that Act describes a broadcasting system that contributes to the creation and presentation of Canadian programming, and through its programming reflects the multicultural and

³ SOR/97-192, 8 April 1997.

multiracial nature of Canadian society. Furthermore, the programming that the system provides should be drawn from local and regional sources and should ensure that a diversity of news voices is offered to the public.

16. In its application, Torres expressed its view that the transaction will benefit Canadian radio listeners, and maintain a vital, vibrant part of the community.
17. Torres stated that the potential loss of CITM-FM would reduce the diversity of voices and the availability of local content in Ottawa. It noted that CITM-FM plays an essential role as a platform for Canadian content, cultural representation, and local engagement, and that the station's closure would undermine the public interest that Canadian broadcasting policies aim to protect.
18. Torres also noted that the proximity of CITM-FM to CIDG-FM, its current station in Ottawa, would create operational synergies, such as shared management and marketing resources and would enhance its ability to deliver high-quality local programming.
19. The Commission acknowledges that Torres is an established broadcaster and is well-positioned to integrate the operation of CITM-FM into its existing infrastructure. It also acknowledges that Torres can provide the resources to support its financial stability and programming investments.
20. While Torres's acquisition of CITM-FM does not add new ownership to the Ottawa radio market, the Commission considers that the transaction would allow the market to maintain its diversity of programming.
21. The Commission also notes that, as a condition of service, the station devotes 40% of its musical selections in each broadcast week to Canadian selections, which is 5% above the standard 35% imposed on all stations under the Regulations.
22. Finally, the transaction would generate tangible benefits (discussed further in the sections below). As a result, different funds, programs, and various initiatives will receive funding, which would benefit Canadian artists, the radio sector, and the broadcasting system.
23. In light of the above, the Commission finds that approval of this transaction is in the public interest.

Value of the transaction and tangible benefits

24. The Commission's approach is that the public interest is served by requiring that the person or the qualified corporation acquiring the assets and effective control make financial contributions to Canadian content development (CCD) that are proportionate to the size and nature of the transaction. These contributions are known as "tangible benefits." The Commission's policy on tangible benefits is set out in the Tangible Benefits Policy.⁴ Tangible benefits serve the public interest because they increase the quantity and quality of Canadian programming and support the creation, distribution and

⁴ Broadcasting Regulatory Policy 2014-459.

promotion of such programming. Since the Commission does not solicit competing applications for changes to the ownership or effective control of broadcasting undertakings, the Commission requires that applicants propose tangible benefits when they seek the Commission's approval to change the effective control of radio and television programming services.

25. The amount of tangible benefits payable depends on the value of the transaction. In the case of radio stations, tangible benefits represent at a minimum 6% of the value of the transaction. The Commission looks at the value of the transaction as a whole, including the value of gross debt, working capital to be transferred at the close of the transaction, ancillary agreements, and any leases assumed by the purchaser for real property (buildings, studios and offices) and transmission facilities. The value of leases is calculated over a period of five years. These elements, if applicable, are added to the purchase price.
26. Torres proposed a value of the transaction of \$1,200,000. No working capital would be transferred at closing, and Torres confirmed that it would not assume any debt or liabilities.
27. On that basis, Torres proposed a tangible benefit package of \$72,000, which represents the minimum 6% of the initially proposed value of the transaction.
28. Torres initially did not include an amount for the lease of a tower or transmission facility. It indicated that, should the transaction be approved, it would move the CITM-FM transmitter to the location of its existing station, CIDG-FM.
29. Torres indicated that, as an established broadcaster in the market, it already possesses the necessary infrastructure to efficiently integrate the operations of both stations, should the Commission approve the application.
30. Torres noted that the value of the existing transmitter lease between OMI and ATC Canada for five years is \$420,430. However, given that it does not intend to continue with this lease, Torres stated that this should not be added to the value of the transaction.
31. The Tangible Benefits Policy prescribes that the amount of the assumed leases for transmission facilities for a period of 60 months must be included in the value of the transaction, for the reasons set out in that Policy.
32. The Commission acknowledges that Torres proposed to relocate the transmitter following the closing of this transaction. However, Torres also stated that it must first make arrangements with the current lessor. As such, the lease for the current transmitter site remains essential to continue the operation of CITM-FM. Further, the Commission notes that its general practice is to include leases in such cases as there is no guarantee that a relocation would take place, and that it would be subject to regulatory approvals.
33. As such, the Commission finds that the existing lease for the transmitter site should be included in the value of the transaction.

34. The Commission notes that no debt or leases for other facilities, such as studio and office spaces, are being assumed.

35. In light of the above, the Commission finds that the value of the transaction is \$1,620,430, itemized as follows:

Purchase Price	\$1,200,000
Debt	\$0
Value for the assumed leases over five years	\$420,430
Working capital	\$0
Value of the transaction	\$1,620,430

Allocation of tangible benefits

36. As per the Revised Commercial Radio Policy⁵, tangible benefits amounts are to be paid over seven consecutive broadcasting years and be allocated as follows:

- 3% to the Canadian Starmaker Fund and Fonds RadioStar;
 - 60% to Canadian Starmaker Fund and 40% to Fonds RadioStar
- 1.5% to FACTOR and Musicaction;
 - 60% to FACTOR and 40% to Musicaction
- 1% to any eligible CCD initiative at the discretion of the purchaser; and
- 0.5% to the Community Radio Fund of Canada.

37. Torres agreed to allocate the funds as per the Tangible Benefits Policy, including the revised allocation in the Revised Commercial Radio Policy.

38. Torres confirmed that if the Commission determines a value of the transaction different from the one proposed in the application, it would make contributions to tangible benefits based on the revised value of the transaction.

39. In light of the above, the Commission finds that, based on the revised value of the transaction, Torres should be required to allocate \$97,255 in tangible benefits, which is consistent with the Tangible Benefits Policy and Revised Commercial Radio Policy.

40. The modernized Act now includes express provisions relating to the imposition of expenditure requirements. As a result, tangible benefits are imposed by order made

⁵ Broadcasting Regulatory Policy 2022-332.

pursuant to subsection 11.1(2) of the Act. Accordingly, the Commission considers it appropriate to **order** Torres to allocate \$97,225 in tangible benefits, to be paid in equal instalments over seven consecutive broadcast years, consistent with the Tangible Benefits Policy and Revised Commercial Radio Policy.

41. Further, the Commission considers it appropriate to **order** Torres to report, as part of its Annual Return required under section 9(2) of the Regulations, on its progress in making these payments.

Regulatory requirements

Licence term and non-compliance

42. When approving ownership transactions, the Commission's general practice is to maintain the term of the licence in effect. However, the current licence term for CITM-FM will expire on 31 August 2027, which would require Torres to file an application for the renewal of its licence by August 2026, only just over a year after assuming operation of the station.
43. Under paragraph 9(1)(b) of the Act, the Commission has the authority to issue a licence and determine its term. Given that the Commission identified no instances of regulatory non-compliance by the station, the Commission considers it would be appropriate to grant the applicant a seven-year licence term. This would allow Torres to operate the station for a longer period of time before having to file a licence renewal application.
44. In light of the above, the Commission determines that the new licence term for CITM-FM will expire on 31 August 2031.

Conclusion

45. In light of all of the above, the Commission approves the application by Torres Media Ottawa Inc. (Torres), on behalf of Ottawa Media Inc. (OMI), for authority to change the ownership and effective control of the English-language commercial radio programming undertaking CITM-FM Ottawa, Ontario. The Commission will issue a new broadcasting licence to Torres to continue the operation of CITM-FM.
46. Upon surrender of the licence currently held by OMI, the Commission will issue a new broadcasting licence to Torres, which will expire on 31 August 2031. This licensee will be subject to the terms and **conditions of service** set out in the appendix to this decision.
47. The Commission **directs** Torres Media Ottawa Inc. to submit the final agreement(s) related to the transaction, including all annexes, schedules, and associated documentation, to the Commission within 30 days of the closing date of the transaction.

Conditions of service

48. Given that the applicant proposed to operate CITM-FM under the same terms and conditions as those in effect under the current licence, the Commission makes the

following orders consistent with the existing conditions of service as amended by this decision.

49. The Commission notes that it updated the standard conditions of service for commercial FM radio stations in Broadcasting Regulatory Policy 2022-334. As a result, the Commission considers it appropriate to require Torres to adhere to these updated standard conditions so that CITM-FM's are consistent with the conditions of service for other FM stations.
50. Further, pursuant to subsection 49(2) of the *Online Streaming Act*, any regulation made under paragraphs 10(1)(a) or 10(1)(i) of the old *Broadcasting Act* is deemed to be an order made under section 9.1 of the new *Broadcasting Act*. As a result, the Commission considers it appropriate to require that the licensee adhere to these requirements as conditions of service.
51. Accordingly, pursuant to subsection 9.1(1) of the Act, the Commission **orders** Torres Media Ottawa Inc. to adhere to the standard conditions of service for commercial FM radio stations set out in the appendix to Broadcasting Regulatory Policy 2022-334, as well as to all applicable requirements set out in the Regulations, that were made under paragraphs 10(1)(a) or 10(1)(i) of the old Act.
52. Further, pursuant to subsection 11.1(2) of the Act, the Commission **orders** Torres Media Ottawa Inc. to pay tangible benefits in the amount of \$97,225, to be paid in equal instalments over seven consecutive broadcast years and allocated in a manner consistent with the Tangible Benefits Policy and the Revised Commercial Radio Policy. In addition, pursuant to subsection 9.1(1) of the Act, the Commission **orders** Torres Media Ottawa Inc. to file all proof of payment and eligibility regarding these contributions each year in a form deemed acceptable by the Commission consistent with subsection 9(2) of the Regulations.
53. Consistent with the existing conditions of service, and pursuant to subsection 9.1(1) of the Act, the Commission **orders** Torres Media Ottawa Inc. to continue to devote at least 40% of its musical selections from content category 2 (Popular Music) in each broadcast week to Canadian selections broadcast in their entirety.
54. Finally, pursuant to subsection 9.1(1) of the Act, the Commission **orders** Torres Media Ottawa Inc. to comply with the requirements related to the implementation of the National Public Alerting System, as set out in subsection 16(2) of the Regulations, and in Broadcasting Regulatory Policy 2014-444 and Broadcasting Orders 2014-445, 2014-446, 2014-447 and 2014-448.
55. The specifics of these orders will be reflected in the conditions of service for the undertaking.
56. The Commission notes that the formal broadcasting licence document issued to a licensee may set out additional requirements for the undertaking, relating to, for example, technical parameters or prohibition on transfer. The licensee shall, therefore, also adhere to any such requirements set out in the broadcasting licence for the undertakings.

57. The terms as well as the conditions of service are set out in the appendix to this decision.

58. Finally, the Commission notes that this application, including the matters set out in the above orders, was subject to a public proceeding that provided both the applicant and other interested parties notice of and an opportunity to make representations with respect to the proposed orders. The Commission is satisfied that, in this case, the public proceeding was sufficient to achieve the purposes of the publication and consultation requirement set out in subsections 9.1(4) and 11.1(7) of the Act.

Reminders

Force and effect of broadcasting licences

59. Pursuant to section 22 of the Act, the broadcasting licence will cease to have any force or effect if the broadcasting certificate issued by the Department of Industry (also known as Innovation, Science and Economic Development Canada) lapses.

Local news

60. Radio stations are an important daily source of local news and information for communities. Carrying on a broadcasting undertaking comes with conditions, regulatory obligations and responsibilities, which include contributing to the Canadian broadcasting system by ensuring that Canadians have access to local programming that reflects their needs and interests and informs them of important current issues.

61. Although the Revised Commercial Radio Policy does not specify a minimum level of weekly news to be broadcast, it does specify the type of spoken word material that must be included as part of a station's local programming. In accordance with that regulatory policy, the Commission reminds the licensee that its stations, in their local programming, must incorporate spoken word material of direct and particular relevance to the communities served, and that this programming must include local news, weather, sports coverage, and the promotion of local events and activities. In addition, the Commission encourages the licensee to ensure that a reasonable amount of daily local news and information is made available to those communities.

National Public Alerting System

62. The Commission has implemented obligations in respect of the broadcast of emergency alerts. For reference, see section 16 of the Regulations as well as Broadcasting Regulatory Policy 2014-444. The licensee must implement the public alerting system for each of its transmitters, and ensure that any alert broadcast decoders (e.g., ENDEC) used for the purposes of broadcasting emergency alert messages are installed and programmed to properly account for the applicable contour (as set out in paragraph 16(2)(b) of the Regulations) of the stations as well as that of any rebroadcasting transmitter that may appear on the licence for those stations.

Employment equity

63. In accordance with Public Notice 1992-59, the licensee should consider employment equity in its hiring practices and in all other aspects of its management of human resources.
64. The amendments to the *Broadcasting Act* resulting from the *Online Streaming Act* place greater emphasis on the inclusion of Indigenous persons, Canadians from Black or other racialized communities, and Canadians of diverse ethnocultural backgrounds, socio-economic status, abilities and disabilities, sexual orientations, gender identities and expressions, and ages, in the Canadian broadcasting system. The Commission has announced consultations on diversity and inclusion in its [Regulatory plan to modernize Canada's broadcasting framework](#). In the meantime, the Commission expects the licensee to reflect this emphasis in its operational decisions.

Secretary General

Related documents

- *Notice of hearing*, Broadcasting Notice of Consultation CRTC 2025-18, 24 January 2025
- *Revised conditions of licence for commercial AM and FM radio stations*, Broadcasting Regulatory Policy CRTC 2022-334, 7 December 2022
- *Revised Commercial Radio Policy*, Broadcasting Regulatory Policy CRTC 2022-332, 7 December 2022
- *Simplified approach to tangible benefits and determining the value of the transaction*, Broadcasting Regulatory Policy CRTC 2014-459, 5 September 2014
- *Amendments to various regulations, the standard conditions of licence for video-on-demand undertakings and certain exemption orders - Provisions requiring the mandatory distribution of emergency alert messages*, Broadcasting Regulatory Policy CRTC 2014-444 and Broadcasting Orders CRTC 2014-445, 2014-446, 2014-447 and 2014-448, 29 August 2014
- *A guide to the CRTC application process for changes in effective control and certain transfers of shares of broadcasting undertakings as well as for the acquisition of assets of broadcasting undertakings – Change in the manner of issuing related information bulletins*, Broadcasting Information Bulletin CRTC 2008-8-2, 6 December 2013
- *New service objectives for the processing of broadcasting and telecommunications applications as of 1 April 2011*, Broadcasting and Telecom Information Bulletin CRTC 2011-222, 1 April 2011
- *Implementation of an employment equity policy*, Public Notice CRTC 1992-59, 1 September 1992

This decision is to be appended the licence.

Appendix to Broadcasting Decision 2025-163

Terms, conditions of service, and expectations for the English-language commercial radio programming undertaking CITM-FM Ottawa, Ontario

Terms

The licence will expire 31 August 2031.

Conditions of service

1. The licensee shall adhere to the conditions set out in the appendix to *Revised conditions of licence for commercial AM and FM radio stations*, Broadcasting Regulatory Policy CRTC 2022-334, 7 December 2022, as well as to the requirements set out in the broadcasting licence for the undertaking.
2. The licensee shall adhere to all applicable requirements set out in the *Radio Regulations, 1986*, that were made under paragraph 10(1)(a) or under paragraph 10(1)(i) of the old *Broadcasting Act*.
3. In order to fulfill its commitment relating to tangible benefits, the licensee shall expend, in equal payments over seven consecutive broadcast years and by no later than **31 August** of each year, a total amount of \$97,225, allocated as set out at paragraphs 4 and 48 of *Simplified approach to tangible benefits and determining the value of the transaction*, Broadcasting Regulatory Policy CRTC 2014-459, 5 September 2014 and at paragraph 160 of *Revised Commercial Radio Policy*, Broadcasting Regulatory Policy CRTC 2022-332, 7 December 2022.

The licensee shall file all proof of payment and eligibility regarding these contributions each year in a form deemed acceptable by the Commission consistent with subsection 9(2) of the *Radio Regulations, 1986*.

4. As an exception to the percentage of Canadian musical selections set out in subsection 2.2(8) of the *Radio Regulations, 1986*, the licensee shall devote at least 40% of its musical selections from content category 2 (Popular Music) in each broadcast week to Canadian selections broadcast in their entirety.

For the purposes of this condition, the terms “broadcast week,” “Canadian selection,” “content category” and “musical selection” shall have the same meanings as those set out in the *Radio Regulations, 1986*.

5. The licensee shall implement the National Public Alerting System in the manner set out in subsection 16(2) of the *Radio Regulations, 1986*, and in *Amendments to various regulations, the standard conditions of licence for video-on-demand undertakings and certain exemption orders – Provisions requiring the mandatory distribution of emergency alert messages*, Broadcasting Regulatory Policy CRTC 2014-444 and Broadcasting Orders CRTC 2014-445, 2014-446, 2014-447 and 2014-448, 29 August 2014.

Expectations

Diversity

The *Broadcasting Act* places significant emphasis on the inclusion and reflection of Indigenous persons, Canadians from Black or other racialized communities, and Canadians of diverse ethnocultural backgrounds, socio-economic status, abilities and disabilities, sexual orientations, gender identities and expressions, and ages, in the Canadian broadcasting system. The Commission expects the licensee to take concrete measures to ensure it contributes to this inclusion and reflection in both its programming and employment practices.

Canadian emerging artists

Consistent with the Commission's determination set out in *Revised Commercial Radio Policy*, Broadcasting Regulatory Policy CRTC 2022-332, 7 December 2022 (Broadcasting Regulatory Policy 2022-332), the Commission expects the licensee to devote, in each broadcast week, at least 5% of the station's musical selections to selections from Canadian emerging artists broadcast in their entirety. The licensee should report annually on how it has met this expectation, including the percentage of selections from Canadian emerging artists out of the total number of musical selections that were aired, and the number of distinct artists whose music has been aired. The licensee should also be able to provide, upon request, information such as a list of all titles, artists, and International Standard Recording Code (ISRC) numbers.

For the purposes of the above paragraph, the definition of "Canadian emerging artist" is the same as that set out in paragraph 346 of Broadcasting Regulatory Policy 2022-332.

Indigenous musical selections

Consistent with the Commission's determination set out in *Revised Commercial Radio Policy*, Broadcasting Regulatory Policy CRTC 2022-332, 7 December 2022 (Broadcasting Regulatory Policy 2022-332), the Commission expects the licensee to include Indigenous musical selections on the station's playlist. The licensee should report annually on the amount of Indigenous content aired on the station throughout the broadcast year (i.e., from 1 September to 31 August), including the percentage of Indigenous musical selections out of the total number of musical selections that were aired, and the number of distinct artists whose music has been aired. The licensee should also be able to provide, upon request, information such as a list of all titles, artists, and International Standard Recording Code (ISRC) numbers.

For the purposes of the above paragraph, the licensee may use the provisional definition of "Indigenous-Canadian musical selection" set out in paragraph 441 of Broadcasting Regulatory Policy 2022-332 to determine whether a musical selection can be considered an Indigenous musical selection.