

## SERVICES AGREEMENT

THIS SERVICES AGREEMENT ("Agreement") is dated JULY 1, 2019 and is entered between **FORT MYERS BROADCASTING COMPANY**, a Florida corporation ("FMBC"), and **SUN BROADCASTING, INC.**, a Florida corporation ("Sun").

### RECITALS

THEREFORE, in consideration of the mutual covenants herein contained, the parties agree to the Services Agreement for Sun's radio and television stations, as outlined in Schedule A (the "Stations") as follows:

1. Agreement Term. The term of this Agreement will begin July 1, 2019 (the "Commencement Date"), and will end on December 31, 2023.
2. Services. During the term of this Agreement, FMBC shall provide Sun with services for the Stations in conformity with all Federal Communications Commission ("FCC") rules and policies, as they currently exist and as they may be amended from time to time. The services to be provided currently include, but are not limited to, data processing, accounting, human resources, reception, news, engineering, television sales and IT. These services may be changed by mutual assent from time to time to include any service allowable under FCC rules and policies.
3. Services Fee. Sun agrees that it will pay to FMBC compensation as set forth in Schedule A for the services provided as set forth in Paragraph 2 above. This Schedule A may be amended by mutual assent of the parties if services are added or deleted during the term of this Agreement.
4. Rents. During the term of this Agreement, FMBC shall provide Sun with studio and office space for the Stations at 2824 Palm Beach Blvd., Fort Myers, FL for a fee as set forth in Schedule A.
5. FMBC agrees that the services to be provided Sun under this Agreement shall conform to the Stations' policies and practices, as determined from time to time by Sun in its sole discretion, and to the FCC rules and regulations, including the requirement that Sun will maintain complete control over the Stations, including control of the Stations' personnel, programming and finances.
6. Any notice under the provisions of this Agreement shall be in writing and shall be deemed to have been duly delivered and received on the date of personal delivery; or on the day after delivery by a nationally recognized overnight courier service.

To Sun: Sun Broadcasting, Inc.  
2824 Palm Beach Blvd.  
Fort Myers, FL 33916  
Attn: Mr. James W. Schwartzel

To FMBC: Fort Myers Broadcasting Company  
2824 Palm Beach Blvd.  
Fort Myers, FL 33916  
Attn: Mr. Brian A. McBride

7. This Agreement shall not be assigned by any party.

8. This Agreement constitutes the entire understanding of the parties with respect to the subject matter hereof, and shall not be modified, supplemented or terminated except in writing executed by Sun and FMBC.
9. No failure on the part of any party hereto to exercise and no delay in exercising any right, power or remedy hereunder will operate as a waiver thereof, nor will any single or partial exercise of any right, power, or remedy.
10. This Agreement shall be deemed to have been executed and entered into in the State of Florida and shall be constructed, enforced and performed in accordance with the laws thereof.
11. It is the intention of FMBC and Sun that this Agreement operate as a sealed instrument and compensation be redacted for public inspection.

IN WITNESS THEREOF, the parties have caused this Agreement to be executed, all as of the date first written above.

**FORT MYERS BROADCASTING COMPANY**



Brian A. McBride, President

**SUN BROADCASTING INC.**



James W. Schwartzel, President

**Schedule A**

The Stations: WXCW(TV), WANA(TV), WLZE(TV), WUVF(TV), WARO(FM), WFSX-FM, WXNX(FM), WNOG(AM), WFSX(AM), W277AP, W231DC and W290DB

A Services Fees of [REDACTED] per year will be paid to FMBC for the services described in this Agreement. The Services Fee shall be paid in 12 equal monthly installments. Sales commissions will be paid to FMBC for the TV sales services described in the Agreement.

A Rental Fee of [REDACTED] per month ([REDACTED]) will be paid to FMBC for the studio and office space currently occupied and utilized by Sun and its Stations.