

Office of the General Counsel
Walter J. Harvey, General Counsel

SUBJECT: AUTHORIZATION FOR THE SUPERINTENDENT EXECUTE A SETTLEMENT AGREEMENT IN THE CASE OF THE SCHOOL BOARD OF MIAMI-DADE COUNTY, FL., v. SOUTH FLORIDA PUBLIC MEDIA GROUP, INC. (CASE NO. 25-017712-CA-01), AN AMENDED MANAGEMENT AND PROGRAM SERVICE AGREEMENT, AND AN ASSET PURCHASE AGREEMENT

On September 10, 2025, the School Board of Miami-Dade County, Florida, authorized its General Counsel to retain outside legal counsel from the law firm of Colson, Hicks, Eidson, P.A., to represent and file claim(s) on behalf of the Board against South Florida Public Media Group (SFPMG), the contracted third-party media manager for WLRN, after SFPMG announced plans to purchase and independently operate a new public radio station in West Palm Beach, "WFLM."

Accordingly, outside counsel, with the assistance of the General Counsel, filed a complaint in the Eleventh Judicial Circuit Court of Florida in and for Miami-Dade County alleging that SFPMG's proposed purchase was in contravention of the contractual relationship defined in the parties' Management and Program Service Agreement. The complaint raised causes of action including breach of contract and breach of fiduciary duty, and sought a declaratory judgment and equitable relief compelling the return of all monies believed to be wrongfully diverted. SFPMG then answered the complaint, and the litigation progressed until mediation took place on February 25, 2026, before former Miami-Dade County Circuit Court Judge Michael A. Hanzman.

At the completion of the mediation, the parties reached an agreement in principle on the outstanding issues that were the subject of the litigation. Since that time, the parties have continued to negotiate a Settlement Agreement, an Amended Media Management Agreement, and an Asset Purchase Agreement which, in their final draft versions, are before the School Board for its approval. Copies of these agreements, along with a memorandum providing additional background for this case, have been provided to the School Board under separate cover.

The proposed Settlement Agreement would formally resolve the litigation between the School Board and SFPMG through a comprehensive document that includes mutual releases of all claims and no admission of liability. A central term allows SFPMG to acquire the WFLM radio station but requires it to transfer the station to the School Board for a nominal price, effectively expanding the reach of WLRN to the Palm Beaches, while also restructuring SFPMG's corporate purpose, governance, and leadership.

The proposed Amended Management and Program Service Agreement establishes that SFPMG will manage, operate, and fundraise for the School Board's radio and television stations under the Board's ultimate supervision and control, creating a fiduciary relationship. The agreement outlines SFPMG's broad operational responsibilities, including programming, staffing, fundraising, compliance, and day-to-day management, while preserving the School Board's authority as the Federal Communications Commission (FCC) licensee and its right to oversee and engage in key decisions. The agreement requires that all funds, endowments, donor lists, and revenues, including those tied to the Educational

Broadband Service License WHR-866, be held in trust and used solely for the benefit of the stations, with strict accounting, audit, and transparency obligations.

The proposed Amended Management and Program Service Agreement imposes non-compete restrictions, governance provisions (including Board representation), and detailed requirements for programming standards, educational services, and community engagement. Finally, it sets a seven-year term (with a possible three-year extension) and includes extensive legal provisions governing compliance, indemnification, records, and transition of operations upon termination.

Finally, the Asset Purchase Agreement provides that SFPMG will transfer all assets related to the WFLM radio station—including equipment, contracts, and FCC licenses—to the School Board. The transfer is being made for nominal consideration of \$1.00. The agreement requires FCC approval for the license assignment.

Administration is in agreement with the proposed settlement of the case and the approval of these agreements. The Board' approval and authorization to execute the agreements is in the best interest of the School Board and WLRN Radio and TV stations. The agreements are revenue-neutral and require no general funds to be expended by the Board.

RECOMMENDED:

That The School Board of Miami-Dade County, Florida approve, and authorize the Superintendent of Schools to execute, the proposed Settlement Agreement in the case of The School Board of Miami-Dade County, FL, v. South Florida Public Media Group, LLC. (Case No. 25-017712-CA-01); the proposed Amended Management and Program Service Agreement; and the proposed Asset Purchase Agreement.