

AGREEMENT

The undersigned, Arthur Schwartz as General Counsel of the Pacifica Foundation, and Barry Fisher, as counsel to an unincorporated association of Pacifica Foundation members known as New Day Pacifica, in order to address issues which may arise should members of New Day Pacifica submit a petition to the Pacifica Foundation with proposals to amend the Pacifica Foundation Bylaws during 2021, with the purpose of avoiding litigation and expense to the Pacifica Foundation, agree as follows:

1. The New Day Petition can be submitted in 2021. 2020 signatures ok unless they were secured more than 6 months before the submission date. Members who signed may remove their signatures. The signatures must be from active members in order to count.
2. The membership list (noting volunteer staff and listeners granted hardship waivers or 3-hour volunteer waivers) will be updated on or before December 14, 2020. If the update is completed earlier, notice will be provided to all involved. That list will be available for inspection and suggested correction.
3. Once the list is updated it will be the list used for emails, mailings etc by New Day or any other member or group of members who wish to send emails to the membership..
4. Whenever petitions are submitted, should they be submitted, they will be submitted to Renee Penalozza for vetting. Ms. Penalozza will vet to see if they have achieved the 5% threshold. The list she will use is the updated list with corrections. The vetted list will be available for inspection should the 5% threshold not be reached.
5. The "Notice Date" under the Pacifica Bylaw amendment process, shall be two weeks after the petition is submitted, assuming that the 5% threshold has been reached. The "Notice Period" under the Pacifica Bylaws shall be 30 days. Station Managers will send confirmations to the National Election Supervisor that three daily on-air announcements required by the Pacifica Bylaws are made.
6. Assuming the 5% threshold is reached, the Pacifica National Board (PNB) will take the proposal up within two weeks of the expiration of the Notice Period, and conduct a vote for or against. After the PNB votes, the vote will go to the Local Station Boards (LSBs) for a vote by each Board. All voting must be completed within 45 days of the Notice Period.
7. For purposes of voting eligibility, the "Record Date" under the Pacifica Bylaws shall be the last date of the Notice Period. Voting will begin 21 days after the the PNB and the LSBs complete and report their vote.
8. The list of eligible voters will be updated as of the Record Date, noting listeners granted hardship waivers or 3-hour volunteer waivers.
9. Fourteen days before balloting, the eligible voter list shall be available to any member for inspection and suggested correction .
10. The voting process, and the Fair Elections Rules , will be identical to the process and the rules used in February 2020, as described in the NES Final Election Report of March 2020, and will prohibit producers at Pacifica stations from speaking pro or con about the proposals without equal time;

and will prohibit use of Pacifica resources; no group or individual may do more than one email per week, pro or con).

11. The voting will be overseen by a National Election Supervisor (to be appointed by the Executive Director with approval of the PNB) and one person (not paid by Pacifica) from the "yes" side and one person (not paid by Pacifica) from the "no" side. This Committee will resolve any disputes over eligible voter lists and other disputes which may arise.

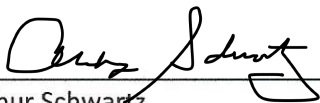
12. The voting period will be 30 days. Voter receipts will not show how the member voted.

13. There will be no prohibition on the PNB members elected in December 2020 or on any date prior to the end of the balloting, from taking office. It is agreed that the New Day proposals are written in such a way that California Corp. Code 5222 would not mandate completion of any PNB members' term.

14. Disputes about the process, including issues addressed first by the Committee described in Paragraph 11, will be resolved by a neutral selected by the parties, paid for by Pacifica. The parties, via counsel, will select a neutral upon submission of the Petitions. The parties agree to utilize arbitration, rather than court litigation, to resolve disputes, in the interests of speed and economy. Arbitration hearings shall take place as soon as possible, not later than 7 days of request, and a decision will be issued on the day of the hearing. If compliance does not take place within 5 days, enforcement may be sought by either party by a court of competent jurisdiction in Los Angeles County.

IT IS FURTHER AGREED THAT THIS AGREEMENT IS NON-PRECEDENTIAL AND HAS BEEN UNDERTAKEN IN ORDER TO ADDRESS THE UNIQUE CIRCUMSTANCES PRESENTED BY THE NEW DAY PACIFICA.

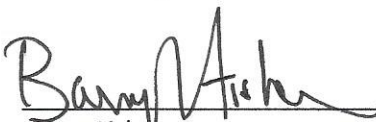
For Pacifica Foundation:



Arthur Schwartz

Date: 12/4/20

For New Day Pacifica:



Barry Fisher

Date: 12/4/20