SAGA COMMUNICATIONS INC
Form DEF 14A
April 14, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO.)

Filed by the registrant þ
Filed by a party other than the registrant o
Check the appropriate box:

o Preliminary proxy statement
o Confidential, for use of the Commission only (as permitted by Rule 14a-6 (e) (2)).
þ Definitive proxy statement
o Definitive additional materials
o Soliciting material pursuant to Rule 14a-12

SAGA COMMUNICATIONS, INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

Payment of filing fee (check the appropriate box):

þ No fee required

o Fee computed on table below per Exchange Act Rules 14a-6(i) (1) and 0-11.

(a) Title of each class of securities to which transaction applies:

N/A

(b) Aggregate number of securities to which transactions applies:

N/A

(c) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

N/A

(d) Proposed maximum aggregate value of transaction:

N/A

(e) Total fee paid:

N/A

o Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a) (2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(a) Amount Previously Paid:

N/A

(b) Form, Schedule or Registration Statement No.:

N/A

(c) Filing Party:

N/A

(d) Date Filed:

N/A

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SAGA COMMUNICATIONS, INC.

73 Kercheval Avenue
Grosse Pointe Farms, Michigan 48236

NOTICE OF ANNUAL MEETING
May 8, 2017

To the Stockholders of
Saga Communications, Inc.

Notice is hereby given that the Annual Meeting of the Stockholders of Saga Communications, Inc. (the Company) will be held at the Company s corporate offices, 73 Kercheval Avenue, Grosse Pointe Farms, Michigan 48236, on Monday, May 8, 2017, at 9:00 a.m., Eastern Daylight Time (the Annual Meeting), for the following purposes:

(1) To elect directors for the ensuing year and until their successors are elected and qualified;
(2) To ratify the appointment of UHY LLP to serve as our independent registered public accounting firm for the fiscal year ending December 31, 2017;
(3) To adopt, by a non-binding advisory vote, a resolution approving the compensation of our named executive officers as described in the proxy statement;
(4) To recommend, by a non-binding advisory vote, whether the non-binding advisory vote to approve the compensation of our named executive officers should occur every year, every other year, or every three years; and
(3) To transact such other business as may properly come before the Annual Meeting or any adjournment thereof.

The foregoing items of business are more fully described in the proxy statement accompanying this Notice.

Stockholders of record on March 28, 2017 will be entitled to notice of and to vote at this Annual Meeting. You are invited to attend the Annual Meeting. Whether or not you plan to attend in person, you are urged to sign and return immediately the enclosed proxy in the envelope provided. No postage is required if the envelope is mailed in the United States. The proxy is revocable and will not affect your right to vote in person if you are a stockholder of record and attend the Annual Meeting.

By Order of the Board of Directors,

MARCIA LOBAITO
Secretary

April 18, 2017

Please complete, sign and date the enclosed proxy and mail it as promptly as possible. If you attend the Annual Meeting and vote in person, the proxy will not be used.

Important Notice Regarding the Availability of Proxy Materials for Annual Meeting of Stockholders to Be Held on May 8, 2017.

This proxy statement and our 2016 Annual Report are available at: *www.envisionreports.com/SGA*.

You may obtain directions to the Annual Meeting by sending a written request to Saga Communications, Inc., Attention: Chief Financial Officer, 73 Kercheval Avenue, Grosse Pointe Farms, Michigan 48236.

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SAGA COMMUNICATIONS, INC.

73 Kercheval Avenue
Grosse Pointe Farms, Michigan 48236

PROXY STATEMENT

Annual Meeting of Stockholders
May 8, 2017

INTRODUCTION

This proxy statement is furnished in connection with the solicitation of proxies by Saga Communications, Inc. (the Company) on behalf of the Board of Directors (the Board) to be used at the Annual Meeting of Stockholders to be held on May 8, 2017 (the Annual Meeting), and at any adjournment thereof, for the purposes set forth in the accompanying Notice of the Annual Meeting. All stockholders of record of our Class A Common Stock and Class B Common Stock (collectively, the Common Stock) at the close of business on March 28, 2017, will be entitled to vote. The stock transfer books will not be closed. This proxy statement and the accompanying proxy card were first mailed to stockholders on or about April 18, 2017.

Stockholders attending the Annual Meeting may vote by ballot. However, since many stockholders may be unable to attend the Annual Meeting, the Board is soliciting proxies so that each stockholder at the close of business on the record date has the opportunity to vote on the proposals to be considered at the Annual Meeting.

Registered stockholders can simplify their voting and save us expense by voting by telephone or by the Internet. Telephone and Internet voting information is on the proxy card. Stockholders not voting by telephone or Internet may return the proxy card. Stockholders holding shares through a bank or broker should follow the voting instructions on the form they receive from the bank or broker. The availability of telephone and Internet voting will depend on the bank s or broker s voting process.

Any stockholder giving a proxy has the power to revoke it at any time before it is exercised by filing a later-dated proxy with us, by attending the Annual Meeting and voting in person, or by notifying us of the revocation in writing to our Chief Financial Officer (CFO) at 73 Kercheval Avenue, Grosse Pointe Farms, Michigan 48236. Proxies received in time for the voting and not revoked will be voted at the Annual Meeting in accordance with the directions of the stockholder. Any proxy which fails to specify a choice with respect to Proposal 1 will be voted FOR the election of each nominee for director listed in Proposal 1, FOR Proposals 2 and 3, and for three years on Proposal 4.

The holders of record of a majority of the issued and outstanding shares of Common Stock entitled to vote, voting as a single class, with each share of Class A Common Stock entitled to one vote and each share of Class B Common Stock entitled to ten votes, present in person or represented by proxy, will constitute a quorum for the transaction of business. In the absence of a quorum, the Annual Meeting may be postponed from time to time until stockholders holding the requisite amount are present or represented by proxy.

As of March 28, 2017, we had outstanding and entitled to vote 5,017,094 shares of Class A Common Stock and 878,475 shares of Class B Common Stock.

In the election of directors, the holders of Class A Common Stock, voting as a separate class with each share of Class A Common Stock entitled to one vote per share, elect two of our directors. The holders of the Common Stock, voting as a single class with each share of Class A Common Stock entitled to one vote and each share of Class B Common Stock entitled to ten votes, elect the remaining four directors. For Proposals 2, 3, and 4, and any other matters to be voted on at the Annual Meeting, the holders of the Common Stock will vote together as a single class, with each share of Class A Common Stock entitled to one vote and each share of Class B Common Stock entitled to ten votes.

If you withhold your vote with respect to the election of the directors or abstain from voting on Proposal 2, 3, and 4, your shares will be counted for purposes of determining a quorum. The two nominees to be elected by holders of Class A Common Stock and the four nominees to be elected by holders of Class A Common Stock and Class B Common Stock, voting together, who receive the greatest number of votes cast

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for their election will be elected directors. Votes that are withheld will be excluded entirely from the vote on the election of directors and will therefore have no effect on the outcome. With respect to Proposals 2, 3, and 4, stockholders may vote in favor of or against the proposal, or abstain from voting. The affirmative vote of a majority of the votes cast by holders of Class A Common Stock and Class B Common Stock, voting together, with each share of Class A Common Stock entitled to one vote and each share of Class B Common Stock entitled to ten votes, is required for the adoption of Proposals 2 and 3. With respect to Proposal 4, the Company will treat the option (i.e., every one, two, or three years) receiving the support of the greatest number of shares of Class A Common Stock and Class B Common Stock voting together as a single class as the option approved by the stockholders. Abstentions on Proposals 2 and 3 will be treated as votes cast and therefore have the same effect as a vote against the proposals. Abstentions will have no effect on Proposal 4. Although our Board of Directors intends to carefully consider the stockholder votes on Proposals 3 and 4, those votes will not be binding on the Board of Directors and are advisory in nature.

If your shares are held in street name (the name of a bank, broker, or other nominee), the nominee may require your instructions in order to vote your shares. If you give your nominee instructions, your shares will be voted as directed. If you do not give your nominee instructions and the proposal is considered routine, brokers are generally permitted to vote your shares in their discretion. Proposal 2 will be considered routine. For all other proposals, brokers are not permitted to vote your shares in their discretion. Proposals 1, 3 and 4 will not be considered routine and, therefore, brokers will not have discretionary authority to vote on them. A broker non-vote occurs when a broker holding shares for a beneficial owner has not received voting instructions from the beneficial owner and does not have discretionary authority to vote those shares. Shares that constitute broker non-votes will be counted as present at the Annual Meeting for the purposes of determining a quorum, but will not be considered entitled to vote on the proposal in question.

In some instances we may deliver only one copy of this proxy statement and the 2016 Annual Report to multiple stockholders sharing a common address. If requested by phone or in writing, we will promptly provide a separate copy of the proxy statement and the 2016 Annual Report to a stockholder sharing an address with another stockholder. Requests by phone should be directed to our CFO at (313) 886-7070, and requests in writing should be sent to Saga Communications, Inc., Attention: Chief Financial Officer, 73 Kercheval Avenue, Grosse Pointe Farms, Michigan 48236. Stockholders sharing an address who currently receive multiple copies and wish to receive only a single copy should contact their broker or send a signed, written request to us at the address above.

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

To our knowledge, the following table sets forth certain information with respect to beneficial ownership of our Class A Common Stock and Class B Common Stock, as of March 28, 2017, for (i) our Chief Executive Officer (CEO), CFO, our other three most highly compensated executive officers as of December 31, 2016, (ii) each of our directors and nominees, (iii) all of our current directors, nominees and executive officers as a group, and (iv) each person who we know beneficially owns more than 5% of our Class A Common Stock. Unless otherwise indicated, the principal address of each of the stockholders below is c/o Saga Communications, Inc., 73 Kercheval Avenue, Grosse Pointe Farms, Michigan 48236. Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission (the SEC) and includes voting or investment power with respect to the securities. Except as indicated by footnote, each person identified in the table possesses sole voting and investment power with respect to all shares of Class A Common Stock and Class B Common Stock shown held by them. The number of shares of Class A Common Stock and Class B Common Stock outstanding used in calculating the percentage for each listed person includes shares of Class A Common Stock and Class B Common Stock underlying options held by such person that are exercisable within sixty calendar days of March 28, 2017, but excludes shares of Class A Common Stock and Class B Common Stock underlying options held by any other person. Percentage of beneficial ownership is based on the total number of shares of Class A Common Stock and Class B Common Stock respectively outstanding as of March 28, 2017.

	Number of Shares		Percent of Class	
Name	Class A	Class B	Class A	Class B
Catherine A. Bobinski	12,162 (1)(2)(3)(4)	0	*	n/a
Clarke R. Brown, Jr.	4,481 (2)	0	*	n/a
Samuel D. Bush	21,962 (2)(3)(4)	0	*	n/a
Edward K. Christian	2,992 (4)	886,701 (5)(6)	*	100.0%
Timothy J. Clarke	2,061 (2)	0	*	n/a
Roy F. Coppedge III	2,475 (2)	0	*	n/a
Warren S. Lada	25,816 (2)(3)(4)	0	*	n/a
Marcia K. Lobaito	14,048 (2)(3)(4)(7)	0	*	n/a
G. Dean Pearce	0	0	*	n/a
David B. Stephens	4,526 (2)	0	*	n/a
Gary G. Stevens	7,979 (2)	0	*	n/a
All directors, nominees and executive officers as a group (11 persons)	98,502 (8)	886,701 (5)(6)	2.0 %	100.0%
TowerView LLC	1,204,141 (9)	0	24.0%	n/a
T. Rowe Price Associates, Inc.	741,901 (10)	0	14.8%	n/a
Royce & Associates, LP	648,090 (11)	0	12.9%	n/a
FMR LLC	440,103 (12)	0	8.8 %	n/a
Dimensional Fund Advisors LP	421,170 (13)	0	8.4 %	n/a
BlackRock, Inc.	274,223 (14)	0	5.5 %	n/a

* Less than 1%

(1) Includes 701 shares of Class A Common Stock with shared voting or dispositive power.

(2)

Includes the following grant of Class A Common Restricted Stock (without any reduction for sales of such restricted stock) which vest in one-third increments on November 6, 2015, 2016, and 2017 unless reporting person is no longer an employee or director, respectively, on the applicable date (if, however, the reporting person is an employee or director, respectively, on the occurrence or deemed occurrence of a change-in-control, all restricted stock shall vest): Ms. Bobinski, 1,732 shares; Mr. Brown, 558 shares; Mr. Bush, 3,464 shares; Mr. Clarke, 558 shares; Mr. Coppedge, 558 shares; Mr. Lada, 3,883 shares; Ms. Lobaito, 2,507 shares; Mr. Stephens, 713 shares; and Mr. Stevens, 1,123 shares. Also, includes the following grant of Class A Common Restricted Stock (without any reduction for sales of such restricted stock) which vest in one-third increments on November 6, 2016, 2017, and 2018 unless reporting person

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is no longer an employee or director, respectively, on the applicable date (if, however, the reporting person is an employee or director, respectively, on the occurrence or deemed occurrence of a change-in-control, all restricted stock shall vest): Ms. Bobinski, 1,796 shares; Mr. Brown, 526 shares; Mr. Bush, 3,392 shares; Mr. Clarke, 526 shares; Mr. Coppedge, 526 shares; Mr. Lada, 3,791 shares; Ms. Lobaito, 2,045 shares; Mr. Stephens, 673 shares; and Mr. Stevens, 1,059 shares. In addition, includes the following grant of Class A Common Restricted Stock which vest in one-third increments on November 6, 2017, 2018, and 2019 unless reporting person is no longer an employee or director, respectively, on the applicable date (if, however, the reporting person is an employee or director, respectively, on the occurrence or deemed occurrence of a change-in-control, all restricted stock shall vest): Ms. Bobinski, 1,481 shares; Mr. Brown, 434 shares; Mr. Bush, 2,798 shares; Mr. Clarke, 434 shares; Mr. Coppedge, 434 shares; Mr. Lada, 3,128 shares; Ms. Lobaito, 1,687 shares; Mr. Stephens, 555 shares; and Mr. Stevens, 874 shares.

(3) Includes the following shares of Class A Common Stock reserved for issuance upon exercise of stock options exercisable within sixty days of March 28, 2017; Ms. Bobinski, 2,157 shares; Mr. Bush, 4,610 shares; Mr. Lada, 4,610 shares; and Ms. Lobaito, 2,246 shares. See Compensation of Executive Officers Outstanding Equity Awards at Fiscal Year-End.

(4) Includes shares owned indirectly through the Company s 401(k) Plan as follows: Ms. Bobinski, 449 shares; Mr. Bush, 1,082 shares; Mr. Christian, 2,992 shares; Mr. Lada, 747 shares; and Ms. Lobaito, 448 shares.

(5) Includes 8,226 shares of Class B Common Stock reserved for issuance upon exercise of stock options exercisable within sixty days of March 28, 2017.

(6) Includes the grant of 30,113 shares of Class B Common Restricted Stock (without any reduction for sales of such restricted stock) which vest in one-third increments on November 6, 2015, 2016, and 2017 unless reporting person is no longer an employee on the applicable date (if, however, the reporting person is an employee on the occurrence or deemed occurrence of a change-in-control, all restricted stock shall vest), and the grant of 29,484 shares Class B Common Restricted Stock (without any reduction for sales of such restricted stock) which vest in one-third increments on November 6, 2016, 2017, and 2018 unless reporting person is no longer an employee on the applicable date (if, however, the reporting person is an employee on the occurrence or deemed occurrence of a change-in-control, all restricted stock shall vest). Also, includes the grant of 25,294 shares Class B Common Restricted Stock which vest in one-third increments on November 6, 2017, 2018, and 2019 unless reporting person is no longer an employee on the applicable date (if, however, the reporting person is an employee on the occurrence or deemed occurrence of a change-in-control, all restricted stock shall vest).

(7) Includes 900 shares of Class A Common Stock with shared voting or dispositive power.

(8) Includes an aggregate of 13,623 shares of Class A Common Stock reserved for issuance upon exercise of stock options exercisable within sixty days of March 28, 2017, an aggregate grant of 15,096 shares of Class A Common Restricted Stock (without any reduction for sales of such restricted stock) which vest in one-third increments on November 6, 2015, 2016, and 2017 unless reporting person is no longer an employee or director, respectively, on the applicable date (if, however, the reporting person is an employee or director, respectively, on the occurrence or deemed occurrence of a change-in-control, all restricted stock shall vest), an aggregate grant of 14,334 shares of Class A Common Restricted Stock (without any reduction for sales of such restricted stock) which vest in one-third increments on November 6, 2016, 2017, and 2018 unless reporting person is no longer an employee or director, respectively, on the applicable date (if, however, the reporting person is an employee or director, respectively, on the occurrence or deemed occurrence of a change-in-control, all restricted stock shall vest), an aggregate grant of 11,825 shares of Class A Common Restricted Stock which vest in one-third increments on November 6, 2017, 2018, and 2019 unless reporting person is no longer an employee or director, respectively, on the applicable date (if, however, the reporting person is an employee or director, respectively, on the occurrence or deemed occurrence of a change-in-control, all restricted stock shall vest), and an aggregate of 5,718 shares owned indirectly through the Company s 401(k) Plan. Also, includes 1,601 shares of Class A Common Stock with shared voting or dispositive power.

(9) According to its Schedule 13D/A filed with the SEC on January 30, 2017, TowerView LLC, a Delaware limited liability company controlled by Daniel R. Tisch, has sole voting and dispositive power with respect to 1,204,141

shares. The principal address of TowerView LLC is located at c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

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(10) According to their most recent joint Schedule 13G/A filed with the SEC on February 7, 2017, T. Rowe Price Associates, Inc., an investment adviser, and T. Rowe Price Small-Cap Value Fund, Inc., an investment company, have sole voting power with respect to 60,489 and 681,412 shares, respectively, and have sole dispositive power with respect to 741,901 and 0 shares, respectively. Their principal address is 100 E. Pratt Street, Baltimore, Maryland 21202.

(11) According to its most recent Schedule 13G/A filed with the SEC on January 18, 2017, Royce & Associates, LP is an investment adviser, and has sole voting and dispositive power with respect to 648,090 shares. The principal address of Royce & Associates, LP is 745 Fifth Avenue, New York, New York 10151.

(12) According to its most recent joint Schedule 13G/A filed with the SEC on February 14, 2017, the 440,103 shares reported reflect securities beneficially owned, or that may be deemed to be beneficially owned, by FMR LLC, as a parent holding company, certain of its subsidiaries and affiliates, and other companies. Sole power to vote or direct the voting of 46,003 shares resides with the boards of trustees of various investment companies advised by Fidelity Management & Research Company, a wholly owned subsidiary of FMR LLC. FMR LLC, certain of its subsidiaries and affiliates, and other companies have sole dispositive power with respect to 440,103 shares. Members of the Johnson family, including Abigail P. Johnson, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, and as such, may be deemed to form a controlling group with respect to FMR LLC. The principal address of FMR LLC is 245 Summer Street, Boston, Massachusetts 02210.

(13) According to its most recent Schedule 13G/A filed with the SEC on February 9, 2017, Dimensional Fund Advisors LP (Dimensional Fund) is an investment adviser to four investment companies and an investment manager or sub-advisor to certain other commingled funds, group trusts and separate accounts (the Funds), and in certain cases, its subsidiaries may act as an adviser or sub-adviser to certain of the Funds. Dimensional Fund and its subsidiaries may be deemed to be the beneficial owner of shares owned by the Funds. Dimensional Fund disclaims beneficial ownership of such shares. The principal address of Dimensional Fund is Building One, 6300 Bee Cave Road, Austin, Texas 78746.

(14) According to its most recent Schedule 13G filed with the SEC on January 30, 2017, BlackRock, Inc., as a parent holding company, has sole voting power with respect to 271,556 and sole dispositive power with respect to 274,223 shares held by various of its subsidiaries. The principal address of BlackRock, Inc. is 55 East 52nd Street, New York, New York 10055.

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PROPOSAL 1 ELECTION OF DIRECTORS

The persons named below have been nominated for election as directors at the Annual Meeting. The directors who are elected shall hold office until the 2018 Annual Meeting of Stockholders and the election and qualification of their successors. It is intended that the two persons named in the first part of the following list will be elected by the holders of Class A Common Stock voting as a separate class with each share of Class A Common Stock entitled to one vote per share, and that the four persons named in the second part of the list will be elected by the holders of the Class A Common Stock and Class B Common Stock, voting together as a single class, with each share of Class A Common Stock entitled to one vote and each share of Class B Common Stock entitled to ten votes. In accordance with Delaware General Corporation Law, directors are elected by a plurality of the votes of the shares present in person or represented by proxy at the Annual Meeting. This means the director nominees receiving the highest number of FOR votes will be elected as directors.

All nominees, except for Mr. G. Dean Pearce, are members of the present Board. Each of the nominees for director has consented to being named a nominee in this proxy statement and has agreed to serve as a director, if elected at the Annual Meeting. If, due to circumstances not now foreseen, any of the nominees named below will not be available for election, the proxies will be voted for such other person or persons as the Board may select.

The following table provides information as of the date of this proxy statement about each nominee. The information presented includes information that each director has given us about his age, all positions he holds, and his principal occupation and business experience for at least the past five years. In addition to the information presented below regarding each nominee s specific experience, qualifications, attributes, and skills that led our Board to the conclusion that he should serve as a director, we also believe that all of our director nominees, as required by our Corporate Governance Guidelines, possess the highest personal and professional ethics, integrity and values and are committed to representing the long-term interests of the stockholders as a whole. Further, each nominee has demonstrated business acumen as well as a commitment of service to our Board.

The Board recommends a vote FOR each of the following nominees:

Name and Age	Principal Occupation During the Past Five Years	Director Since
Directors to be elected by holders of Class A Common Stock:		
Roy F. Coppedge III, 69	Senior Advisor, BV Investment Partners (formerly Boston Ventures Management) from 2012 to present. From 1983 to 2012, Mr. Coppedge was Managing Director of BV Investment Partners.	June 2013
	We believe that Mr. Coppedge s qualifications to sit on our Board include his more than twenty-five years in the private equity investment industry, primarily at a firm that has made investments in seventy-eight private companies that have operated in the specific industries: media, communications, broadcasting, entertainment, and information and business services.	
Timothy J. Clarke, 72		December 2013

President and Owner, Clarke Company from 1987 to present.

We believe that Mr. Clarke s qualifications to sit on our Board include his more than twenty-five years in the advertising and public relations industry, including nineteen as president of a full service advertising and public relations agency servicing markets that included radio and television.

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Name and Age	Principal Occupation During the Past Five Years	Director Since
Directors to be elected by holders of Class A and Class B Common Stock, voting together:		
Edward K. Christian, 72	President, CEO and Chairman of Saga Communications, Inc. and its predecessor since 1986. We believe that Mr. Christian s qualifications to sit on our Board include his more than forty years of professional service in the broadcast industry, including his more than twenty-five years as our founder and our Chairman, CEO, and President.	March 1992
G. Dean Pearce, 55	CEO of Apex Media Corporation and President of New Point Digital and a member of the Executive Board of the Radio Music License Committee. We believe that Mr. Pearce s qualifications to sit on our Board include his thirty years in the broadcast industry, including the creation of his own broadcast enterprise and senior positions in Broadcasters and Publishers, Progressive Communications, and Radio South, owners of highly successful radio properties in the southeast.	
Gary G. Stevens, 77	Managing Director, Gary Stevens & Co. (a media broker) since 1988. From 1977 to 1985, Mr. Stevens was Chief Executive Officer of the broadcast division of Doubleday & Co. From 1986 to 1988, Mr. Stevens was a Managing Director of the then Wall Street investment firm of Wertheim, Schroder & Co. We believe that Mr. Stevens qualifications to sit on our Board include his more than fifty years in the broadcast industry, including eight as chief executive officer of a major broadcast group. In addition, his experience as a managing director of an investment firm and his knowledge of capital and finance are of significant value to the Company.	July 1995
Clarke R. Brown, Jr., 76	Retired; President of Jefferson-Pilot Communications Company from 1991 to June 2005. We believe that Mr. Brown s qualifications to sit on our Board include his thirty-eight years in the broadcast industry, including fourteen years as President of the radio division of a then-public company.	July 2004

CORPORATE GOVERNANCE

We are committed to having sound corporate governance principles. Having such principles is essential to maintaining our integrity in the marketplace and ensuring that we are managed for the long-term benefit of our stockholders. Our business affairs are conducted under the direction of our Board. Our Board strives to ensure the success and continuity of our business through the selection of a qualified management team. It is also responsible for ensuring that our activities are conducted in a responsible and ethical manner.

Our Corporate Governance Guidelines, Code of Business Conduct and Ethics, and charters for both the Finance and Audit Committee and the Compensation Committee are posted on the Investor Relations Corporate Governance page of our website at *www.sagacommunications.com*, and will be provided free of charge to any stockholder upon written request to our corporate Secretary at our corporate headquarters.

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We are a controlled company under the NYSE MKT s corporate governance listing requirements because more than 50% of the combined voting power of our Common Stock (Class A and Class B shares) is held by Mr. Christian, our President, CEO, and Chairman. Mr. Christian owns approximately 63.7% of the combined voting power of our Class A and Class B Common Stock (63.9% including Class B Common Stock reserved for issuance upon exercise of stock options) with respect to those matters on which Class B Common Stock is entitled to ten votes per share. As such, we are not required: (i) to have a majority of our directors be independent, (ii) to have the compensation of our CEO determined or recommended to a board of directors by a compensation committee comprised of independent directors or by a majority of the independent directors on such board of directors, or (iii) to have director nominations either selected, or recommended for the board of directors selection, by either a nominating committee comprised solely of independent directors or by a majority of the independent directors. Although not required, we have, as disclosed below, adhered to (i) and (ii) above.

Board of Directors

Director Independence

Our Board has determined that Mr. Brown, Mr. Clarke, Mr. Coppedge, Mr. David B. Stephens (a current director of the Company, serving until the election of directors at the 2017 Annual Meeting) and Mr. Stevens are independent directors within the meaning of the NYSE MKT s listing requirements and based on the Board s application of the standards of independence set forth in our Corporate Governance Guidelines. Our Board has also determined that Mr. Pearce, nominee for director, is independent within the meaning of the NYSE MKT s listing requirements and based on the Board s application of the standards of independence set forth in our Corporate Governance Guidelines. Prior to the election of directors, and following the election of directors at the Annual Meeting, independent directors constituted, and will constitute, respectively, a majority of the Board.

Board Meetings; Lead Director

Our Board held a total of six meetings during 2016. Each incumbent director attended at least 75% of the total number of meetings of the Board and any committees of the Board on which he served during 2016. Although not required, one of our directors attended the 2016 Annual Meeting of Stockholders in person. The Board has designated the longest serving independent member of the Board, Mr. Stevens, as the Lead Director to preside at regularly scheduled non-management executive sessions of the Board.

Communications with the Board

Stockholders and interested parties may communicate with the Board or any individual director by sending a letter to Saga Communications, Inc., 73 Kercheval Ave., Grosse Pointe Farms, Michigan 48236, Attention: Lead Director (or any individual director or directors). The CFO or the corporate Secretary will receive the correspondence and forward it to the Lead Director or to the individual director or directors to whom the communication is directed. The CFO and the corporate Secretary are authorized to review, sort and summarize all communications received prior to their presentation to the Lead Director or to the individual director or directors to whom the communication is addressed. If such communications are not a proper matter for Board attention, such individuals are authorized to redirect such communication to the appropriate department. For example, stockholder requests for materials or information will be redirected to investor relations personnel.

Corporate Governance Guidelines

Our Corporate Governance Guidelines, along with certain charters of the Board s committees, provide the framework under which we are governed. The Corporate Governance Guidelines address the functions and responsibilities of our Board and provide a consistent set of principles for the Board members and management to follow while performing their duties. The Corporate Governance Guidelines are consistent with the corporate governance requirements of the Sarbanes-Oxley Act of 2002 and the NYSE MKT s listing requirements. Our Corporate Governance Guidelines address, among other things:

director qualification and independence standards;
the duties and responsibilities of the Board and management;
regular meetings of the independent directors;

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- how persons are nominated by the Board for election as directors;
- limitations on Board service;
- the principles for determining director compensation;
- the organization and basic function of Board committees;
- the annual compensation review of the CEO and other executive officers;
- the Board s responsibility for maintaining a management succession plan;
- director access to senior management and the ability of the Board and its committees to engage independent advisors; and
- the annual evaluation of the performance of the Board and its committees.

Code of Business Conduct and Ethics

Our Code of Business Conduct and Ethics applies to all of our directors, officers, and employees, including the CEO, CFO, and Corporate Controller. The Code of Business Conduct and Ethics addresses those areas in which we must act in accordance with law or regulation, and also establishes the responsibilities, policies, and guiding principles that will assist us in our commitment to adhere to the highest ethical standards and to conduct our business with the highest level of integrity. Any amendments to the Code of Business Conduct and Ethics applying to, as well as any waivers granted to, the CEO, CFO, Corporate Controller or person performing similar functions relating to the code of ethics definition enumerated in Item 406(b) of Regulation S-K under the Securities Exchange Act of 1934, as amended (the Exchange Act), will be disclosed on our website.

Board Committees and Their Functions

Our Board has a Finance and Audit Committee and a Compensation Committee. The charters of the Finance and Audit Committee and the Compensation Committee are available on our website.

Finance and Audit Committee

The members of the Finance and Audit Committee currently consist of Messrs. Coppedge, Stephens, and Clarke. Mr. Stephens is the Chairman of the Finance and Audit Committee. The Board designated Mr. Stephens as an audit committee financial expert as that term is defined in the SEC rules. The Board has determined that all members of the Finance and Audit Committee are independent as required by the rules of the SEC and the NYSE MKT s listing requirements. The Finance and Audit Committee is responsible for retaining and overseeing our independent registered public accounting firm and approving the services performed by it; for overseeing our financial reporting process, accounting principles, the integrity of our financial statements, and our system of internal accounting controls; and for overseeing our internal audit function. The Finance and Audit Committee is also responsible for overseeing our legal and regulatory compliance and ethics programs. The Finance and Audit Committee operates under a written charter. The Finance and Audit Committee held four meetings in 2016. See Finance and Audit Committee Report below.

Compensation Committee

The Compensation Committee currently consists of Messrs. Brown and Stevens, each of whom is independent under the NYSE MKT s listing requirements. Mr. Stevens is the Chairman of the Compensation Committee. The Compensation Committee is responsible for making a recommendation of the compensation of the CEO without management present, and such recommendation will then be presented to the Board for final determination. With respect to the compensation of the other executive officers, the CEO provides input and makes recommendations to the Compensation Committee, the Compensation Committee then makes a recommendation to the Board, and the Board decides the compensation to be paid to such executive officers. The Compensation Committee also reviews director compensation and makes recommendations to the Board for the Board s approval with respect to such review.

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The Compensation Committee is also responsible for administering our stock plans, our Second Amended and Restated 2005 Incentive Compensation Plan (2005 Incentive Compensation Plan), and the Chief Executive Officer Annual Incentive Plan, as amended (CEO Plan), except to the extent that such responsibilities have been retained by the Board. The Compensation Committee has delegated to management certain day-to-day operational activities related to the stock and incentive compensation plans. The Compensation Committee operates pursuant to a written charter. The Compensation Committee held five meetings in 2016. See Compensation Committee Report below.

Under its charter, the Compensation Committee has the authority to retain and terminate any independent legal, financial, or other advisers it considers necessary to carry out its responsibilities without conferring with or obtaining the approval of management or the Board. This authority includes the authority to retain and terminate any compensation consultant used to assist in evaluation of director, CEO, or executive officer compensation. Under the charter, the Company is required to provide the Compensation Committee with sufficient funding to exercise its authority.

Director Nomination Process

The Board does not have a nominating committee. Rather, due to the size of the Board and the Board s desire to be involved in the nomination process, the Board as a whole identifies and evaluates each candidate for director, and will recommend a slate of director nominees to the stockholders for election at each annual meeting of stockholders. Stockholders may recommend nominees for election as directors by writing to the corporate Secretary.

Criteria and Diversity

In considering whether to recommend any candidate for inclusion in the Board s slate of recommended nominees, the Board considers the following qualifications: relevant management and/or industry experience; high personal and professional ethics, integrity and values; a commitment to representing the long-term interests of our stockholders as a whole rather than special interest groups or constituencies; independence pursuant to the NYSE MKT s guidelines; and an ability and willingness to devote sufficient time to carrying out his or her duties. The Company s Corporate Governance Guidelines also provide that the Company endeavors to have a Board representing a diverse experience in areas that are relevant to the Company s activities. All of our directors have relevant management and/or industry experience which they use to provide valuable advice and direction in connection with their oversight of the Company. Every director has been an executive officer responsible for leading and managing his company s operations. With respect to the nomination of continuing directors for re-election, each individual s contributions to the Board are also considered. The Company believes that the backgrounds and qualifications of the directors provide a significant composite mix of experience, knowledge and abilities that permit the Board to fulfill its oversight responsibilities. Nominees are not selected or discriminated against on the basis of gender, national origin, disability, race, religion, sexual orientation, or any other basis proscribed by law.

Identifying Director Nominees; Consideration of Nominees of the Stockholders

While the Board does not have a charter detailing the director nomination process, the Board may employ a variety of methods for identifying and evaluating director nominees. The Board regularly assesses the size of the Board, the need for particular expertise on the Board, and whether any vacancies on the Board are expected due to retirement or otherwise. In the event that vacancies are anticipated, or otherwise arise, the Board considers various potential candidates for director which may come to the Board s attention through current Board members, professional search firms, stockholders, or other persons. These candidates are evaluated at regular or special meetings of the Board, and may be considered at any point during the year. Mr. G. Dean Pearce was presented for consideration as a nominee for director by the CEO of the Company, and approved by the Board as part of the 2017 slate of director nominees of the Board at a regular meeting of directors.

The Board will consider candidates recommended by stockholders when the nominations are properly submitted. The deadlines and procedures for stockholder submissions of director nominees are described below under Stockholder Proposals and Director Nominations for Annual Meetings. Following verification of the stockholder status of persons recommending candidates, the Board makes an initial analysis of the

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qualifications of any candidate recommended by stockholders or others pursuant to the criteria summarized above to determine whether the candidate is qualified for service on the Board before deciding to undertake a complete evaluation of the candidate. If any materials are provided by a stockholder or professional search firm in connection with the nomination of a director candidate, such materials are forwarded to the Board as part of its review. Other than the verification of compliance with procedures and stockholder status, and the initial analysis performed by the Board, a potential candidate nominated by a stockholder is treated like any other potential candidate during the review process by the Board.

Board Leadership Structure

The Board believes that the Company s CEO is best situated to serve as Chairman because he is the director most familiar with the Company s business and industry, and most capable of effectively identifying strategic priorities and leading the discussion and execution of strategy. The Chairman/CEO is totally immersed in the Company s day-to-day operations and is in the best position to bring his ideas to the independent directors. The independent directors can then use their collective experience, oversight, and expertise to bear in determining the strategies and priorities the Company should follow. The Board believes that the combined role of Chairman and CEO promotes the best interests of the Company and makes the best use of the expertise of the Chairman/CEO and his unique insights into the challenges facing the Company, the opportunities available to the Company, and the operations of the Company. Together, the Chairman/CEO and independent directors develop the strategic direction of the Company. Once developed, management is accountable for the execution of the strategy. The Board believes that this is the appropriate balance of having a fully informed Chairman and independent oversight. In connection with this, the Company s Corporate Governance Guidelines provide that the independent directors shall meet at least annually in executive session without management or non-independent directors present and that the longest serving independent member of the Board is designated as the Lead Director and will preside at such meetings. The Corporate Governance Guidelines also provide that if an actual or potential conflict of interest arises for a director, the director shall promptly inform the CEO and the Lead Director. Further, the Corporate Governance Guidelines provide, as set forth in further detail above, that stockholders wishing to contact the Board may address their correspondence to the Lead Director (or any individual director).

The Board s Role in Risk Oversight

The Board s role in the Company s risk oversight process includes receiving regular reports from members of senior management on areas of material risk to the Company, including operational, financial, legal, regulatory, and strategic (with respect to the Company as a whole and with respect to each station and the markets in which each station is located). The Board also regularly receives reports on cyber security risk controls. The Board receives these reports from the appropriate officer within the organization to enable it, pursuant to the Corporate Governance Guidelines, to assess the major risks facing the Company and review options for their mitigation. The Finance and Audit Committee, pursuant to the Finance and Audit Committee s charter, is required to discuss policies with respect to risk assessment and risk management as relates to the Company s financial statements and financial reporting process. During the meeting of the Board, the Chairman or any other member of the Finance and Audit Committee reports on any applicable discussion relating to risk to the Board.

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FINANCE AND AUDIT COMMITTEE REPORT

The information contained in this report shall not be deemed to be soliciting material or filed with the SEC or subject to the liabilities of Section 18 of the Exchange Act, except to the extent that we specifically *incorporate it by reference into a document filed under the Securities Act of 1933, as amended (the Securities Act) or the Exchange Act.*

Our management is responsible for the preparation, presentation, and integrity of our financial statements, the accounting and financial reporting principles, and the internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. The independent auditors are responsible for an integrated audit of our financial statements and internal control over financial reporting. The integrated audit is designed to express an opinion on our consolidated financial statements and an opinion on the effectiveness of the Company s internal control over financial reporting. The Finance and Audit Committee s responsibility is generally to monitor and oversee these processes.

In performing its oversight function, the Finance and Audit Committee:

Met to review and discuss our audited financial statements for the year ended December 31, 2016 with our management and our independent auditors;

Discussed with the independent auditors the matters required to be discussed by Statement on Auditing Standards No. 61, as amended (AICPA, *Professional Standards,* Vol. 1. AU Section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T; and

Received the written disclosures and the letter from the independent auditors required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditors communications with the Finance and Audit Committee concerning independence, and discussed the independent auditors independence with them.

While the Finance and Audit Committee has the responsibilities and powers set forth in its charter, it is not the duty of the Finance and Audit Committee to plan or conduct audits or to determine that the Company s financial statements are complete and accurate and in accordance with generally accepted accounting principles. This is the responsibility of management. The independent registered public accounting firm is responsible for planning and conducting its audits.

Based upon the reports and discussions described in this report, and subject to the limitations on the role and responsibilities of the Finance and Audit Committee referred to above and in its charter, the Finance and Audit Committee recommended to the Board that the audited financial statements be included in our Annual Report on Form 10-K for the year ended December 31, 2016 for filing with the SEC.

Finance and Audit Committee
David B. Stephens (Chair), Roy F. Coppedge III, and Timothy J. Clarke

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PROPOSAL 2 TO RATIFY APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Finance and Audit Committee has appointed UHY LLP (UHY) to be our independent registered public accounting firm for the fiscal year ending December 31, 2017. In December 2011, the Finance and Audit Committee entered into an engagement agreement with Ernst & Young LLP (E&Y) to audit the Company s financial statements and internal controls over financial reporting for the years ending December 31, 2012, 2013, 2014, 2015, and 2016. As previously disclosed by the Company, after completing a competitive process to determine what audit firm would serve as the Company s independent registered public accounting firm for the year ended December 31, 2015, the Finance and Audit Committee determined to dismiss E&Y as its independent registered public accounting firm effective immediately following the Company s filing of its Quarterly Report on Form 10-Q for the quarter ending June 30, 2015. On August 7, 2015, the Company filed its Second Quarter 10-Q and dismissed E&Y as its independent registered public accounting firm.

From December 31, 2014 through August 7, 2015, there were no (a) disagreements with E&Y on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure which, if not resolved to E&Y s satisfaction, would have caused E&Y to make reference to the subject matter thereof in connection with its reports for such years; or (b) reportable events, as described under Item 304(a)(1)(v) of Regulation S-K.

Also as previously disclosed, contemporaneous with the determination to dismiss E&Y, the Finance and Audit Committee engaged UHY as the Company s independent registered public accounting firm for the year ended December 31, 2015, also to be effective immediately following the filing of the Company s Second Quarter 10-Q. On August 7, 2015, the Company filed its Second Quarter 10-Q and its engagement of UHY as the Company s independent registered accounting firm became effective. From December 31, 2014 through August 7, 2015, the Company did not consult with UHY regarding any of the matters or events set forth in Item 304(a)(2) of Regulation S-K. The Company again engaged UHY as its independent registered public accounting firm for fiscal year 2016.

Pursuant to the Finance and Audit Committee s charter, each year the Finance and Audit Committee appoints the Company s independent auditor, after considering, among other things, the independent auditor s independence, its services, and its fees for audit and non-audit services. As noted, after considering these matters, the Finance and Audit Committee appointed UHY to be our independent registered public accounting firm for the fiscal year ended December 31, 2017.

The Board is asking the stockholders to ratify the appointment of UHY. The holders of the Common Stock will vote together as a single class, with each share of Class A Common Stock entitled to one vote and each share of Class B Common Stock entitled to ten votes. In accordance with Delaware General Corporation Law the appointment will be ratified by a majority vote of the shares entitled to vote thereon present in person or represented by proxy at the Annual Meeting. Although stockholder ratification of the appointment is not required, if the stockholders do not ratify the appointment, the Finance and Audit Committee will consider such vote in its decision to appoint the independent registered public accounting firm for 2018.

The Finance and Audit Committee and the Company s Board believe that the retention of UHY as the Company s independent registered public accounting firm is in the best interest of the Company and its shareholders. Representatives of UHY are expected to be present at the Annual Meeting and will be given an opportunity to make a statement if they desire to do so and will respond to appropriate questions of stockholders.

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Fees Paid to Ernst & Young LLP and UHY LLP

The following table presents the fees paid by us for professional services rendered by our former independent registered public accounting firm, Ernst & Young LLP, for the fiscal years ended December 31, 2016 and 2015.

Fee Category	2016 Fees	2015 Fees
Audit fees	$ 25,000	$ 81,500
Audit-related fees	$	$
Tax fees	$	$
All other fees	$ 2,000	$ 2,000
Total fees	$ 27,000	$ 83,500

The following table presents the fees paid by us for professional services rendered by our current independent registered public accounting firm, UHY LLP, for the fiscal years ended December 31, 2016 and 2015.

Fee Category	2016 Fees	2015 Fees
Audit fees	$ 279,596	$ 284,644
Audit-related fees	$ 43,463	$ 15,000
Tax fees	$ 33,650	$ 45,669
All other fees	$	$
Total fees	$ 356,709	$ 345,313

Audit Fees

Audit fees were for professional services rendered and expenses related to the audit of our consolidated financial statements, audit of internal controls, and reviews of the interim consolidated financial statements included in quarterly reports.

Audit-Related Fees

Audit-related fees were for assurance and related services that are reasonably related to the performance of the audit or review of our consolidated financial statements and are not reported under audit fees. These services include employee benefit plan audits, accounting consultations in connection with acquisitions, and consultations concerning financial accounting and reporting standards.

Tax Fees

Tax fees were for professional services for federal, state and local tax compliance for the Company s income tax returns and benefit plans.

All Other Fees

All other fees were support fees for on-line research and information tools.

Policy for Pre-Approval of Audit and Non-Audit Services

The Finance and Audit Committee s policy is to pre-approve all audit services and all non-audit services that our independent auditors are permitted to perform for us under applicable federal securities regulations. As permitted by the applicable regulations, the Finance and Audit Committee s policy utilizes a combination of specific pre-approval on a case-by-case basis of individual engagements of the independent auditor and pre-approval of certain categories of engagements up to predetermined dollar thresholds that are reviewed by the Finance and Audit Committee. Specific pre-approval is mandatory for the annual financial statement audit engagement, among others. The Finance and Audit Committee has delegated to the Chair of the Finance and Audit Committee the authority to approve permitted services provided that the Chair reports any decisions to the Finance and Audit Committee at its next scheduled meeting.

The pre-approval policy was implemented effective as of May 6, 2003, as required by the applicable regulations. All engagements of the independent auditor to perform any audit services and non-audit services since that date have been pre-approved by the Finance and Audit Committee in accordance with the pre-approval policy. The policy has not been waived in any instance.

The Board recommends a vote FOR ratification of the appointment of UHY LLP as the Company s independent registered public accounting firm for the fiscal year ending December 31, 2017.

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PROPOSAL 3 TO ADOPT, BY A NON-BINDING ADVISORY VOTE, A RESOLUTION APPROVING THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS

The Board of Directors recognizes the significant interest of stockholders in executive compensation matters. Pursuant to Section 14A of the Exchange Act (which was amended by the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the Dodd-Frank Act)), we are providing our stockholders with an opportunity to cast an advisory vote to approve the compensation of our named executive officers (referred to as a Say On Pay vote) as disclosed in the 2016 Summary Compensation Table and other tables and the related narratives under the Compensation of Executive Officers, as well under the Compensation Discussion and Analysis sections of this proxy statement, in accordance with Item 402 of Regulation S-K under the Exchange Act.

Beginning at the Annual Meeting of the Stockholders held on May 9, 2011, our stockholders were given the opportunity to provide an advisory vote on named executive compensation. In addition, a majority of stockholders present in person or represented by proxy at the May 9, 2011 annual meeting voted FOR Proposal 4, which proposal recommended that the future frequency with which stockholders would be provided an advisory vote on the compensation of our named executive officers be set at every three years. The next stockholder advisory vote regarding the frequency with which stockholders will be provided an advisory vote on the compensation of our named executive officers will occur at the Annual Meeting of the Stockholders on May 8, 2017. See Proposal 4 To recommend, in a non-binding advisory vote, whether the non-binding advisory vote to approve the compensation of our named executive officers should occur every year, every other year, or every three years below.

Our compensation philosophy and framework have resulted in compensation for our named executive officers that is commensurate with both the Company s financial results and the other performance factors described in the section of this proxy statement entitled Compensation Discussion and Analysis. Our executive compensation programs are designed to attract, motivate and retain executives and professionals of the highest level of quality and effectiveness. These programs focus on rewarding the types of performance that increase stockholder value and link executive compensation to the Company s long-term strategic objectives and align executive officers interests with those of our stockholders. The Company believes that its executive compensation programs, which emphasize variable bonus compensation, including targeted performance-based bonus compensation for our CEO, satisfy these goals.

As this is an advisory vote, the result will not be binding on our Board of Directors, although our Compensation Committee, which is comprised solely of independent directors, will consider the outcome of the vote when evaluating the effectiveness of our compensation policies and practices. We are asking for stockholder approval of the compensation of our named executive officers as disclosed in this proxy statement in accordance with SEC rules, which disclosures include the disclosures under Compensation Discussion and Analysis and Compensation of Executive Officers. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the executive compensation policies and practices described in this proxy statement.

Required Vote

The affirmative vote of the majority of the votes cast at the Annual Meeting by holders of Class A Stock and Class B Stock entitled to vote, voting together as a single class, with each share of Class A Common Stock entitled to one vote and each share of Class B Common Stock entitled to ten votes, is required for the advisory approval of this proposal.

Recommendation

The Board of Directors recommends that the stockholders vote FOR the adoption of the following non-binding resolution:

RESOLVED, that the compensation paid to the Company s named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables, and the narrative discussion, is hereby APPROVED.

Unless a proxy is marked to give a different direction, it is the intention of the persons named in the proxy to vote the shares represented thereby in favor of the approval of the compensation of our named executive officers as disclosed in this proxy statement.

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PROPOSAL 4 TO RECOMMEND, BY A NON-BINDING ADVISORY VOTE, WHETHER THE NON-BINDING ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS SHOULD OCCUR EVERY YEAR, EVERY OTHER YEAR, OR EVERY THREE YEARS

Pursuant to Section 14A of the Exchange Act (which was amended by the Dodd-Frank Act), the Company is also required to obtain a stockholder advisory vote as to how often we should include a proposal, like Proposal 3 in this proxy statement, asking for an advisory vote on the compensation paid to our named executive officers. Therefore we are asking our stockholders to express their preference as to whether the Company should include an advisory vote to approve the compensation of our named executive officers every one, two or three years. Stockholders may also, if they wish, abstain from casting a vote on this proposal. In considering their vote, stockholders may wish to carefully review the information presented in connection with Proposal 3 of this proxy statement. While the Board of Directors intends to carefully consider the stockholder vote resulting from this proposal, this is an advisory vote and, as such, will not be binding on the Board of Directors.

After careful consideration, our Board of Directors has determined that an advisory vote on executive compensation that occurs every three years is the most appropriate alternative for our Company. In formulating its recommendation, our Board of Directors considered that a triennial advisory vote will allow the effectiveness of our compensation program to be judged over time. It is important that our executive compensation programs support our long-term business strategy and drive long-term financial performance, which are more appropriately assessed in a three-year timeframe. Our compensation programs do not change significantly from year to year and we seek to be consistent. When we do implement changes, a more frequent vote would not allow for changes to be in place long enough to evaluate whether the changes were effective. A three-year interval will provide the most effective timeframe for the Company to assess stockholder feedback, engage with stockholders to understand the vote results and implement changes to our compensation program that are responsive to stockholder concerns. Similarly, stockholders who have interests in many companies may not be able to devote sufficient time on a more frequent basis to meaningfully review the pay practices for all of their holdings. Therefore, our Board of Directors recommends that you vote for a three-year interval for the advisory vote on executive compensation.

Required Vote

The affirmative vote of the majority of the votes cast at the Annual Meeting by holders of Class A Stock and Class B Stock entitled to vote, voting together as a single class, with each share of Class A Common Stock entitled to one vote and each share of Class B Common Stock entitled to ten votes, is required for the advisory approval of this proposal.

The proxy card provides stockholders with the opportunity to choose among four options (holding the vote every one, two or three years, or abstaining) and, therefore, stockholders will not be voting to approve or disapprove the Board of Directors recommendation.

Recommendation

The Board of Directors recommends that the stockholders vote for the option of every 3 YEARS as the future frequency with which stockholders will be provided an advisory vote on the compensation of our named executive officers.

Unless a proxy is marked to give a different direction, it is the intention of the persons named in the proxy to vote the shares represented thereby in favor of a triennial advisory vote on the compensation of our named executive officers.

COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis outlines our compensation objectives and policies for our executive officers. It explains how we make executive compensation decisions, the data we use, and the reasoning behind the decisions that we make.

Following the Compensation Discussion and Analysis are tables and other information that explain the compensation for our executive officers, including discussion of the potential compensation of our executive officers following termination of employment under different situations.

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These tables and narratives assist us in communicating our compensation plans to our stockholders.

Administration and Oversight

The Compensation Committee (under this heading, the Committee) is comprised solely of independent directors. The responsibilities of the Committee include our management compensation programs and the compensation of our executive officers. In 2016, the Committee was responsible for recommending to the Board the compensation of the CEO without management present. With respect to the compensation of the other executive officers, the CEO provided input and made recommendations to the Committee, and the Committee then made a recommendation to the Board. The Board decides the compensation of all of the Company s executive officers; however, bonuses and performance criteria with respect to the CEO under the CEO Plan are determined by the Committee. The Committee is also responsible for administering the 2005 Incentive Compensation Plan and the CEO Plan.

Executive Compensation Objectives and Policies

The Committee believes that in order to maximize stockholder value, we must have a compensation program designed to attract and retain superior management at all levels in the organization. The objective of the management program is to both reward short-term performance and motivate long-term performance so that management s incentives are aligned with the interests of the stockholders. The Committee believes that management at all levels should have a meaningful equity participation in the ownership of our Company, although no specific target level of equity holdings has been established for management by the Committee. While the Committee has awarded both restricted stock and options in the past, since the downturn in the economy in 2009, the Committee determined not to award any restricted stock or options in 2009, 2010, 2011, and 2012. In March 2013, we engaged Towers Watson Pennsylvania Inc., a subsidiary of Towers Watson & Co., a professional services company (Towers Watson) to advise us with respect to possible grants of stock options and/or restricted stock under our 2005 Incentive Compensation Plan. In November 2013, we awarded our named executive officers 30,859 shares of restricted stock (which amount includes 11,223 shares of Class A Common Restricted Stock and 19,636 shares of Class B Common Restricted Stock), in December 2014, we awarded our named executive officers 39,967 shares of restricted stock (which amount includes 9,854 shares of Class A Common Restricted Stock and 30,113 shares of Class B Common Restricted Stock), and in November 2015, we awarded our named executive officers 40,508 shares of restricted stock (which amount includes 11,024 shares of Class A Common Restricted Stock and 29,484 shares of Class B Common Restricted Stock). In November 2016, we awarded our named executive officers 34,388 shares of restricted stock (which amount includes 9,094 shares of Class A Common Restricted Stock and 25,294 shares of Class B Common Restricted Stock).

We attempt to achieve our objectives through compensation plans that tie a portion of our executives overall compensation to our financial performance and that are competitive with the marketplace. To that end, the Committee reviews the proxy statements of other public companies in the same industry to see if the compensation of its executive officers is generally in line, and with respect to the executive officers other than the CEO, the Committee also gives weight to the recommendations of the CEO. However, the Committee does not benchmark compensation of our executive officers to the compensation paid to executive officers of other public companies in the same industry. Other public companies that the Committee has looked at in past years for comparison include: Nielsen Inc.; Beasley Broadcast Group, Inc.; CBS Corporation; CC Media Holdings, Inc.; Cumulus Media Inc.; Dial Global Inc.; Emmis Communications Corporation; Entercom Communications Corp.; Entravision Communication Corporation; Fisher Communications, Inc.; Journal Communications, Inc.; Radio One, Inc.; Salem Communications Corporation; Sirius XM Radio Inc.; and Spanish Broadcasting System, Inc.

The Committee s current policy is that the various elements of the compensation package are not interrelated in that gains or losses from past equity incentives are not factored into the determination of other compensation. For instance, if options that are granted in a previous year become underwater the next year, the Committee does not take that into consideration in determining the amount of the bonus, options or restricted stock to be granted the next year. Similarly, if the options or restricted shares granted in a previous year become extremely valuable, the Committee does not take that into consideration in determining the bonus, options or restricted stock to be awarded for the next year. In addition, the amount of a cash bonus does not affect the number of options or restricted stock that is granted during a particular year.

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We have certain rights with regard to the adjustment or recovery of certain incentive-based compensation awards or payments granted or made after September 6, 2013 if the relevant performance measures upon which they are based are restated or otherwise adjusted in a manner that would reduce the size of an award or payment.

Consideration of 2014 s Say On Pay Vote

Following our Annual Meeting of Stockholders in May 2014, the Committee reviewed the results of the stockholder advisory vote on executive compensation that was held at the meeting with respect to the 2013 compensation of the named executive officers (2014 Say On Pay). More than 99% of the votes cast (excluding broker non-votes) were voted in support of the compensation of our named executive officers set forth in the Compensation Discussion and Analysis, the Summary Compensation Table and the related compensation tables and narratives in the 2014 proxy statement. After considering the results of the 2014 Say On Pay vote, which indicate that our stockholders overwhelmingly approve of our methodology for establishing compensation, as well as the other factors considered in determining executive compensation as described in this Compensation Discussion and Analysis, the Committee was encouraged to continue its practices in determining executive compensation.

Compensation Components

The key components of our executive compensation program generally consist of a base salary and a cash bonus and participation in our performance-based 2005 Incentive Compensation Plan (pursuant to which stock options, restricted stock, and restricted stock units may be awarded). In addition, the Company also has a 401(k) Plan and a non-qualified deferred compensation plan. Our executives can invest in our Class A Common Stock through our 401(k) Plan and in our Common Stock, as applicable, through the award of grants of stock options and/or restricted stock under the 2005 Incentive Compensation Plan. As noted above, however, in 2009, 2010, 2011, and 2012, there were no awards of stock options and/or restricted stock, while in 2013, 2014, 2015, and 2016, certain awards of restricted stock were made. Our executive officers also receive certain health benefits and perquisites. In addition, pursuant to our employment agreement with Mr. Christian, our CEO, we provide for severance following a sale or change-in-control. Our other executive officers also receive severance in connection with a change-in-control.

Base Salary

On February 12, 2016, we entered into an amendment (the 2016 amendment) to the employment agreement with our CEO dated June 1, 2011 (the 2011 employment agreement, and together with the 2016 amendment, the amended 2011 employment agreement). The terms and conditions of the amended 2011 employment agreement are disclosed below under Compensation of Executive Officers Employment Agreement and Potential Payments Upon Termination or Change-in-Control. The Committee reviewed a January 2016 commissioned study by Equilar Inc., a provider of executive compensation data, comparing Mr. Christian s compensation to the compensation paid to the Chief Executive Officers of other public companies in the broadcast industry based on publicly available information as a means of generally determining whether Mr. Christian s total compensation is in line with the marketplace. The Committee entered into the 2016 amendment rather than waiting until closer to the expiration of the CEO s 2011 employment agreement in order to provide stability to the Company, assurance to the marketplace, and certainty to Mr. Christian as to the future management of the Company during the next important period of Company operations. In 2011, the Committee increased the CEO s base salary to $860,000 per year from $750,000 per year. From this amount Mr. Christian agreed to a reduction in conformance with the reduction to salary taken by all of our employees, which reduction was reinstated for all employees, and Mr. Christian, in 2011 and 2012, as discussed in the next paragraph below. Under the 2011 employment agreement, beginning on June 1, 2012, on each anniversary of the 2011 employment agreement (the anniversary date), the Committee is to determine, in its discretion, the amount of any increase to the CEO s then existing annual salary provided that such increase shall not be less than the greater of 3% or the cost of living increase based on the consumer price index. Accordingly, based on the consumer price index, the Committee increased the CEO s 2012 base salary by 3.1% to $886,660 effective June 1, 2012, and then increased the CEO s 2013 base salary by 3% to $913,260 effective June 1, 2013. Effective June 1, 2014, the Committee then increased the CEO s 2014 base salary by 3% to $940,658. Pursuant to the 2011 employment agreement, and based on the consumer price index, the Committee then increased the CEO s 2015 base salary by 3% to $968,877 effective June 1, 2015. Effective February 12, 2016, pursuant to the terms of the amended 2011 employment agreement, on each anniversary date, the Committee is to determine, in its discretion, the amount of any increase to the CEO s then existing annual salary provided that such increase shall not be less than the greater of 4% or the cost of living increase based on the consumer price index. The Committee increased the CEO s 2016 base salary by 4% to $1,007,632 effective June 1, 2016.

In 2016, the CEO provided input and made recommendations to the Committee as to the base salaries of the other executive officers. The CEO recommended that base salaries in 2016 remain flat to those paid in 2015, and the Committee agreed. The Committee then made its recommendation to the Board, which agreed with the recommendation. On June 1, 2015, following Board approval, salaries were increased to $380,000, $340,000, $205,000 and $180,000 for Mr. Lada, Mr. Bush, Ms. Lobaito and Ms. Bobinski, respectively. In 2014, the CEO provided input and made recommendations to the Committee as to the base salaries of the other executive officers. The CEO recommended that base salaries in 2014 remain flat to those paid in 2013, and the Committee agreed. The Committee then made its recommendation to the Board, which agreed with the recommendation. Effective March 1, 2009, the Company, as a cost-cutting measure, implemented a 5% reduction in base salaries, including the base salaries of the executive officers. During 2011, the Company restored 3.75% of the 5% reduction. Effective April 1, 2012, the Company restored the remaining 1.25%. See Compensation of Executive Officers 2016 CEO and Executive Officer Compensation below.

Bonuses

The Company entered into the CEO Plan effective as of January 1, 2000, which was approved by stockholders at the 2000 Annual Meeting of Stockholders and re-approved by stockholders at the 2005, 2010, and 2015 Annual Meetings of Stockholders. The CEO s amended 2011 employment agreement provides that the CEO shall have the opportunity to earn an annual performance bonus pursuant to the terms of the CEO Plan and is also eligible for a bonus determined in the discretion of the Committee. Among other reasons, the use of performance driven requirements is designed to permit the bonus payments to be fully deductible and exempt from Section 162(m), which generally disallows a tax deduction to public corporations for compensation over $1 million paid for any calendar year to the top five named executive officers in the 2016 Summary Compensation Table. Under the CEO Plan, within ninety days after the beginning of each fiscal year, the Committee establishes the bonus opportunity for the CEO. The bonus opportunity is based on the achievement of one or more performance objectives in alignment with our business strategies, and, if realized, provides for a total compensation generally in line with the total compensation paid to other CEOs in our peer group.

In March 2016, the Committee approved a broadcast cash flow (BCF) goal with four different BCF targets of $42 million, $43 million, $44 million, and $45 million, allowing for a possible award of $500,000, $600,000, $700,000, and $850,000, respectively, payable in cash and/or restricted stock if such targets were achieved. See Grants of Plan-Based Awards. The Committee determined that the CEO achieved the $45 million target under the BCF performance goal and awarded the CEO an aggregate cash bonus of $850,000. The BCF target levels are selected to reward improvements in BCF. It is believed that the initial target level will be achievable based on past performance, while the other targets will be more difficult to achieve.

The CEO provides input and makes recommendations to the Committee as to the bonuses to be paid to the other executive officers. Based on his subjective review of the 2016 performance of the executive officers, he recommended that 2016 bonuses remain flat to those paid in 2015, except for Ms. Bobinski, whose 2016 bonus was $5,000 more than the bonus she received in 2015, and the Committee agreed. The Committee then made such recommendation to the Board for the Board s final approval, and the Board agreed. See Compensation of Executive Officers 2016 CEO and Executive Officer Compensation below.

Long Term Incentives

In 2005, we engaged Towers Watson (then Towers Perrin) to conduct a review of our long-term incentive plan and provide recommendations, as appropriate, for redesigning our plan. We did not request, and Towers Watson did not conduct, a review of our long-term incentive award opportunities relative to market levels. The purpose of the review was to determine a long-term strategy for providing an effective equity incentive package which would attract, motivate, and retain our executive officers. Based on Towers Watson s recommendations, we developed a new strategy to award a combination of stock options and restricted stock,

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and adopted the 2005 Incentive Compensation Plan, subject to stockholder approval. Stockholders approved this Plan at the 2005 Annual Meeting of Stockholders, and re-approved it at the 2010 Annual Meeting of Stockholders and by written consent in 2013.

In June 2008, the Committee determined that it would only award restricted stock pursuant to the 2005 Incentive Compensation Plan, since stock options historically had not been an effective strategy, as previously granted options were generally underwater, and stock options had the potential to result in the issuance of a far larger number of shares than by granting only restricted stock. In 2009, 2010, 2011, and again in 2012, the Committee initially, because of the unprecedented downturn in the economy and broadcast industry in 2009, and subsequently because of the uneven strength of the recovery, decided to not award any restricted stock or options. In March 2013, we engaged Towers Watson to again advise us with respect to possible grants of stock options and/or restricted stock under our 2005 Incentive Compensation Plan, and in November 2013, December 2014, and November 2015, we awarded our named executive officers certain shares of restricted stock. In November 2016, we awarded 34,388 total shares of restricted stock to certain named executive officers as follows: Ms. Bobinski, 1,481 shares; Mr. Bush, 2,798 shares; Mr. Lada, 3,128 shares; Ms. Lobaito, 1,687 shares; and Mr. Christian, 25,294 shares (all awards comprise Class A Common Stock, except that Mr. Christian s award comprises Class B Common Stock). The shares vest in one-third increments on November 6, 2017, 2018, and 2019, if the named executive officer is an employee on the applicable date. All such awards of restricted stock, however, shall vest if the named executive officer is an employee on the occurrence or deemed occurrence of a change-in-control.

Stock options have been granted with exercise prices equal to the closing price on the NYSE MKT of a share of Class A Common Stock on the date of grant, with pro-rata vesting at the end of each of the following five years from the date of grant. Restricted stock has been granted with pro-rata vesting at the end of each of the following five years from the date of grant, and with pro-rata vesting at the end of each of the following three years from the date of grant. The CEO s awards of stock options and restricted stock relate to Class B Common Stock and the other executive officers awards of stock options and/or restricted stock relate to Class A Common Stock. Only Mr. Christian or an affiliate of Mr. Christian holds Class B Common Stock. An affiliate includes (i) any individual or entity who or that controls or is under common control with Mr. Christian, (ii) any corporation or organization in which Mr. Christian is an officer or partner or the beneficial owner of 10% of more of the voting securities (other than the Company or a majority-owned subsidiary of the Company), (iii) a trust or estate in which Mr. Christian has a substantial beneficial interest or as to which he serves as trustee or in a similar fiduciary capacity, or (iv) any relative or spouse of Mr. Christian, or any relative of such spouse, who has the same home as Mr. Christian or who is a director or officer of the Company or any of its subsidiaries. An executive officer generally forfeits any unvested stock option and restricted stock award upon ceasing employment.

401(k) Plan

Our 401(k) Plan is available to substantially all of our full-time employees, including our executive officers. Under the 401(k) Plan, our executive officers determine at the beginning of each quarter a fixed percentage of their base salary to be deferred and included in their 401(k) accounts. We also have made discretionary matching contributions to all participants accounts, up to a maximum of $1,000. The matching portion of the Company s contribution in past years has been invested in our Class A Common Stock, with the participant having the option to transfer the investment to another investment option, but due to the economic environment, we determined that a discretionary match would not be made for the 2010 or 2011 plan years. Discretionary matches were made for the 2012, 2013, 2014, 2015 and 2016 plan years. All participants have the opportunity to invest their deferred amounts in our Class A Common Stock. The feature of the 401(k) Plan allowing our executives to purchase our Class A Common Stock is designed to align their interests with stockholders.

Deferred Compensation Plans

In 1999 and 2005, we established nonqualified deferred compensation plans which allow executive officers and certain employees to annually elect, prior to January 1 of the calendar year in which the base salary or bonus is earned, to defer up to 15% (but not less than $2,500) of their base salary, and up to 85% of any bonus, on a pre-tax basis, until their retirement or termination. The deferred amounts are periodically credited with investment returns by reference to investment options offered to participants in the plans,

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although we are not obligated to reserve funds to pay deferred amounts or, if we do so, to invest the reserves in any particular manner. We may, in our discretion, purchase policies of life insurance on the lives of the participants to assist us in paying the deferred compensation under the plans. The retirement or termination benefit to be paid by us to a participant is the cumulative amount of compensation deferred by the participant and any notional investment returns thereon. The 2005 deferred compensation plan is substantially identical to the 1999 plan except for certain modifications to comply with Section 409A of the Code. Any contributions made after 2004 are made pursuant to the 2005 deferred compensation plan. We have created grantor trusts to assist us in meeting our obligations under the plans. All assets of the trusts are dedicated to the payment of deferred compensation under the respective plans unless we become insolvent, in which case the assets are available to our creditors.

Health Plans and Perquisites

We provide our executive officers with certain benefits and perquisites. These benefits and perquisites are designed to attract and retain our senior managers. Benefits include basic life insurance and medical and dental insurance equal to that provided to other employees. In addition, executive officers also receive benefits under a split dollar life insurance plan and a long term care plan. Executive officers are also eligible for car allowances and medical reimbursements. In addition, the CEO receives personal use of our private airplane, personal tax consulting and tax return preparation fees, and country club dues. Perquisites are provided in order to provide a total compensation package which is competitive with the marketplace for executive officers. Under the amended 2011 employment agreement, if the CEO s employment is terminated for any reason, other than for cause, we have agreed to continue to provide health insurance and medical reimbursement commensurate with all health insurance and medical reimbursement programs that are maintained by us for current employees to the CEO and his spouse, and to maintain in force all existing life insurance policies for a period of ten years.

Severance Arrangements

As discussed in more detail in the section below entitled Compensation of Executive Officers-Employment Agreement and Potential Payments Upon Termination or Change-in-Control, the CEO s amended 2011 employment agreement has change-in-control severance arrangements. In addition, in December 2007, the Committee determined to enter into change-in-control agreements with its executive officers. The agreements are intended to help retain executives during continued industry consolidation and are designed to attract and retain senior managers and to provide for continuity of management in the event of a change-in-control.

Our CEO s amended 2011 employment agreement provides that following the sale or transfer of control of all or substantially all of our assets or stock or the consummation of a merger or consolidation in which we are not the surviving corporation, the CEO shall have the right to terminate his employment, and upon such change-in-control, he will be paid an amount equal to 2.99 times the average of his total annual compensation for each of the three immediately preceding periods of twelve consecutive months, plus an additional amount as is necessary for applicable tax liabilities related to the payment. See Employment Agreement and Potential Payments Upon Termination or Change-in-Control.

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With respect to the other executive officers, the change-in-control agreements provide that we shall pay a lump sum payment within forty-five days of the change-in-control of 1.5 times the average of the executive s last three full calendar years of such executive s base salary and any annual cash bonus. We or the surviving entity may require as a condition to receipt of payment that the executive continue in employment for a period of up to six months after consummation of the change-in-control. During such six months, the executive will continue to earn his pre-existing salary and benefits.

Compensation Committee Report

We have reviewed and discussed the foregoing Compensation Discussion and Analysis with management. Based on our review and discussion with management we have recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement and in our annual report on Form 10-K for the year ended December 31, 2016.

Compensation Committee

Gary G. Stevens, Chairman
Clarke R. Brown, Jr.

Notwithstanding anything to the contrary set forth in any of the Company s previous filings under the Securities Act or the Exchange Act that incorporate future filings, including this proxy statement in whole or in part, the foregoing Compensation Committee Report shall not be incorporated by reference into any such filings.

Compensation Committee Interlocks and Insider Participation

The members of the Compensation Committee during the 2016 fiscal year included Mr. Stevens (Chairman) and Mr. Brown. No member of this Committee was at any time during the 2016 fiscal year or at any other time an officer or employee of the Company, and no member of this Committee had any relationship with the Company requiring disclosure under Item 404 of Regulation S-K. No executive officer of the Company has served on the board of directors or compensation committee of any other entity that has or has had one or more executive officers who served as a member of the Board or the Compensation Committee during the 2016 fiscal year.

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COMPENSATION OF EXECUTIVE OFFICERS

The following table sets forth the total compensation awarded to, earned by, or paid during 2016, 2015, and 2014 to our CEO, CFO, and our three most highly compensated executive officers other than the CEO and CFO as of December 31, 2016 whose total compensation for 2016 exceeded $100,000:

2016 Summary Compensation Table

Name and Principal Position	Year	Salary[1] $	Bonus[1] $	Stock Awards[3] $	Option Awards[4] $	Non-Equity Incentive Plan Comp $	All Other Compensation[5] $	Total Compensation $
Edward K. Christian President and CEO	2016	$990,938	$ [2]	$1,229,288	$	$850,000[2]	$148,711	$3,218,937
	2015	$956,938	$	$1,182,014	$	$500,000[2]	$134,947	$2,773,899
	2014	$929,066	$ [2]	$1,147,606	$	$450,000[2]	$142,808	$2,669,480
Samuel D. Bush,	2016	$340,000	$35,000	$135,983	$	$	$36,765	$547,748
Senior Vice	2015	$335,769	$35,000	$135,985	$	$	$36,604	$543,358
President and CFO	2014	$330,000	$35,000	$132,013	$	$	$40,370	$537,383
Warren S. Lada,	2016	$380,000	$50,000	$152,021	$	$	$43,533	$625,554
Chief Operating	2015	$375,769	$50,000	$151,981	$	$	$36,626	$614,376
Officer	2014	$370,000	$45,000	$147,981	$	$	$40,170	$603,151
Marcia K. Lobaito,	2016	$205,000	$35,000	$81,988	$	$	$47,068	$369,056
Senior Vice	2015	$200,769	$35,000	$81,984	$	$	$44,069	$361,822
President, Corporate Secretary and Director of Business Affairs	2014	$195,000	$30,000	$95,542	$	$	$44,127	$364,669
Catherine A. Bobinski,	2016	$180,000	$35,000	$71,977	$	$	$32,070	$319,047
	2015	$173,654	$30,000	$72,002	$	$	$34,985	$310,641
Senior Vice President Finance, Chief Accounting Officer and Corp. Controller	2014	$165,000	$30,000	$66,007	$	$	$30,723	$291,730

(1) Includes amounts deferred under the Company s 401(k) Plan, the 2005 deferred compensation plan, and the CEO s amended 2011 employment agreement. Under the 401(k) Plan, all of the matching funds were used to purchase 20, 24, and 23 shares of Class A Common Stock in 2016, 2015, and 2014, respectively, for each named executive officer.

(2) The entire bonus awarded to Mr. Christian in 2016, 2015 and 2014 was based on his having satisfied the BCF performance goals. The amount of such bonus is disclosed under the column entitled Non-Equity Incentive Plan Comp.

(3) Includes restricted stock awarded on November 28, 2016, November 13, 2015, and December 4, 2014, respectively. See Long Term Incentives under Compensation Discussion and Analysis above.

(4) No options were awarded in 2016, 2015 or 2014.

(5)

With respect to Mr. Christian, perquisites include personal use of Company provided automobile, country club dues, medical expense reimbursement, participation in an executive medical plan, personal tax consulting and tax return preparation fees, and personal use of a private airplane in 2016, 2015 and 2014. In 2016, 2015 and 2014 the personal use of the private airplane for Mr. Christian was in the amounts of $31,350, $16,865 and $33,065, respectively (computed using the actual invoice cost incurred by the Company). In 2016, 2015 and 2014, Mr. Lada received perquisites for personal use of a Company provided automobile and medical expense reimbursements. In 2016 Mr. Lada received perquisites for a housing accommodation. In 2016, 2015 and 2014, Mr. Bush, Ms. Lobaito and Ms. Bobinski received perquisites for personal use of Company provided automobile, housing accommodation and medical expense reimbursements. Perquisites are valued based on the aggregate incremental costs to the Company. In addition, in each of 2016, 2015 and 2014, the Company paid life insurance (including split dollar) premiums for Mr. Christian, Mr. Bush, Mr. Lada, Ms. Lobaito and Ms. Bobinski in the amounts of $51,806, $11,806, $11,806, $11,393, and $11,264, respectively, and long-term care insurance premiums for Mr. Christian, Mr. Bush, Mr. Lada, Ms. Lobaito and Ms. Bobinski in the amounts of $21,290, $12,694, $13,846, $17,518, and $11,974, respectively.

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2016 CEO and Executive Officer Compensation

In 2016, our most highly compensated executive officer was Mr. Christian, Chairman, President, and CEO. Mr. Christian received a bonus of $850,000 and a salary of $990,938 in 2016 that was determined based on his amended 2011 employment agreement. Mr. Christian earned the bonus of $850,000 for having satisfied certain 2016 BCF performance goals established by the Compensation Committee pursuant to the amended 2011 employment agreement and CEO Plan. Such bonus is designed to constitute qualified, performance-based compensation under Section 162(m). See Base Salary and Bonuses under Compensation Discussion and Analysis above.

Based on the CEO s subjective review of the 2016 performance of the other executive officers, the CEO recommended that 2016 bonuses remain flat to those paid in 2015, except for Ms. Bobinski, whose 2016 bonus was $5,000 more than the bonus she received in 2015, and the Committee agreed, and so recommended to the Board, which provided its approval. See Base Salary and Bonuses under Compensation Discussion and Analysis above.

Grants of Plan-Based Awards

The following table sets forth information concerning equity and non-equity incentive plan awards made to each of the named executive officers of the Company during 2016.

2016 Grants of Plan-Based Awards

		Estimated Possible Payouts Under Non-Equity Incentive Plan Awards[(1)]				Estimated Future Payouts Under Equity Incentive Plan Awards[(2)]			
Name	Grant Date	Threshold ($)	Target 1 ($)	Target 2 ($)	Maximum Awards ($)	Threshold (#)	Target (#)	Maximum (#)	Grant Date Fair Value of Stock Awards ($)
Edward K. Christian	February 29, 2016	500,000	600,000	700,000	850,000				
	November 28, 2016						25,294	25,294	1,229,288
Samuel D. Bush	November 28, 2016						2,798	2,798	135,983
Warren S. Lada	November 28, 2016						3,128	3,128	152,021
Marcia K. Lobaito	November 28, 2016						1,687	1,687	81,988
Catherine A. Bobinski	November 28, 2016						1,481	1,481	71,977

(1) The table shows the potential amounts which could have been earned in 2016 if the performance goals were achieved at the minimum threshold, 100% of target 1, 100% of target 2, and at maximum bonus. Mr. Christian satisfied the maximum award. See Bonuses under Compensation Discussion and Analysis and the 2016 CEO and Executive Officer Compensation sections of this proxy statement.

(2) The table shows the potential number of shares which could be earned on the grant of restricted stock which vest in one-third increments on November 6, 2017, 2018, and 2019, if the reporting person is an employee on the applicable date. All such restricted stock, however, shall vest if the reporting person is an employee on the occurrence or deemed occurrence of a change-in-control. All restricted stock awards comprise Class A Common Stock, except that the restricted stock awarded to Mr. Christian comprises Class B Common Stock. See Long Term Incentives under Compensation Discussion and Analysis and the 2016 CEO and Executive Officer Compensation sections of this proxy statement. There were no grants of options in 2016.

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Outstanding Equity Awards at Fiscal Year-End

The following table provides information as of December 31, 2016 regarding unexercised options and restricted stock that has not vested for each named executive officer outstanding as of December 31, 2016:

Outstanding Equity Awards at Fiscal Year-End Table

	Option Awards(1)				Stock Awards(2)	
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($)(3)
Edward K. Christian						
05/18/2007	8,226		$ 28.47	5/18/2017		$
12/4/2014			$		10,038	$ 504,911
11/13/2015			$		19,656	$ 988,697
11/28/2016			$		25,294	$ 1,272,288
Samuel D. Bush						
05/18/2007	4,610		$ 28.47	5/18/2017		$
12/4/2014			$		1,155	$ 58,097
11/13/2015			$		2,261	$ 113,728
11/28/2016			$		2,798	$ 140,739
Warren S. Lada						
05/18/2007	4,610		$ 28.47	5/18/2017		$
12/4/2014			$		1,294	$ 65,088
11/13/2015			$		2,527	$ 127,108
11/28/2016			$		3,128	$ 157,338
Marcia K. Lobaito						
05/18/2007	2,246		$ 28.47	5/18/2017		$
12/4/2014			$		836	$ 42,051
11/13/2015			$		1,363	$ 68,559
11/28/2016			$		1,687	$ 84,856
Catherine A. Bobinski						
05/18/2007	2,157		$ 28.47	5/18/2017		$
12/4/2014			$		577	$ 29,023
11/13/2015			$		1,197	$ 60,209
11/28/2016			$		1,481	$ 74,494

(1) Option awards vest March 1 of each year for the five years following the date of the award, 20% per year. All stock option awards comprise Class A Common Stock, except that the stock options awarded to Mr. Christian comprise Class B Common Stock.

(2) Restricted stock awarded on December 4, 2014 vest in one-third increments on November 6, 2015, 2016, and 2017, if the reporting person is an employee on the applicable date. Restricted stock awarded on November 13, 2015 vest in one-third increments on November 6, 2016, 2017, and 2018, if the reporting person is an employee on the applicable date. Restricted stock awarded on November 28, 2016 vest in one-third increments on November 6, 2017, 2018, and 2019, if the reporting person is an employee on the applicable date. All such restricted stock, however, shall vest if the reporting person is an employee on the occurrence or deemed occurrence of a change-in-control. All restricted stock awards comprise Class A Common Stock, except that the restricted stock awarded to Mr. Christian comprises Class B Common Stock.

(3) The closing price of our Class A Common Stock on the NYSE MKT on December 30, 2016 (the last business day of the fiscal year) was $50.30 per share.

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Option Exercises and Stock Vested

The following table sets forth the options exercised by the named executive officers listed below in 2016 and the restricted stock of the executive officers listed below which vested during the year ended December 31, 2016.

2016 Option Exercises and Stock Vested Table

Name	Option Awards Number of Shares Acquired on Exercise (#)	Option Awards Value Realized on Exercise ($)	Stock Awards Number of Shares Acquired on Vesting (#)	Stock Awards Value Realized on Vesting ($)(1)
Edward K. Christian			26,411	$ 1,057,761
Samuel D. Bush			3,231	$ 129,402
Warren S. Lada			3,619	$ 144,941
Marcia K. Lobaito			2,076	$ 83,144
Catherine A. Bobinski			1,649	$ 66,042

(1) The value realized on vesting is obtained by multiplying the number of shares of restricted stock which have vested during the year ended December 31, 2016 by the closing price of the Class A Common Stock on the last trading date immediately preceding the vesting date (which vesting date, November 6, 2016, fell on a weekend day). Mr. Christian receives restricted shares of Class B Common Stock.

Nonqualified Deferred Compensation

In 1999 and 2005, we established nonqualified deferred compensation plans which allow executive officers and certain employees to annually elect, prior to January 1 of the calendar year in which the base salary or bonus is earned, to defer a portion of their base salary up to 15% (but not less than $2,500), and up to 85% of any bonus, on a pre-tax basis, until their retirement. The deferred amounts are invested in investment options offered under the plans. The Company may, in its discretion, purchase policies of life insurance on the lives of the participants to assist the Company in paying the deferred compensation under the plans. The Company has created model trusts to assist it in meeting its obligations under the plans. All investment assets under the plans are the property of the Company until distributed. The retirement benefit to be provided is based on the amount of compensation deferred and any earnings thereon. The 2005 plan is substantially identical to the 1999 plan except for certain modifications to comply with Section 409A of the Code. Any contributions made after 2004 are made pursuant to the 2005 deferred compensation plan.

Under the plans, upon termination of the executive officer s employment with the Company, he or she will be entitled to receive all amounts credited to his or her account, in one lump sum. For amounts deferred prior to January 1, 2005, under the 1999 deferred compensation plan, upon a participant s death if the Company has purchased life insurance, the benefit payable shall equal the value of the participant s account multiplied by 1.5. Under the 2005 deferred compensation plan, upon a participant s death, if the Company has purchased a life insurance policy on the life of a participant, the benefit payable shall equal the value of the participant s account multiplied by 1.5, but the incremental increase to such account shall not exceed $150,000. Upon a change-in-control of the Company, each participant shall be distributed all amounts credited to his or her account in a lump sum. Mr. Christian does not participate in the plans.

Nonqualified Deferred Compensation Table

Name	Executive Contributions in Last FY ($)	Registrant Contributions in Last FY ($)	Aggregate Earnings (Loss) in Last FY ($)	Aggregate Withdrawals/ Distributions ($)	Aggregate Balance at Last FYE ($)
Edward K. Christian	$	$	$	$	$
Samuel D. Bush	$ 17,000	$	$ 24,037	$	$ 245,519
Warren S. Lada	$	$	$ 49,595	$	$ 595,175
Marcia K. Lobaito	$ 32,500	$	$ 36,729	$	$ 326,476
Catherine A. Bobinski	$ 13,500	$	$ 1,086	$	$ 309,280

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Employment Agreement and Potential Payments Upon Termination or Change-in-Control

CEO s Employment Agreement

On February 12, 2016, we entered into the amended 2011 employment agreement with Mr. Christian. The amended 2011 employment agreement extends Mr. Christian s employment with the Company to March 31, 2021. The 2011 employment agreement would have terminated on March 31, 2018. Pursuant to the amended 2011 employment agreement, we pay Mr. Christian a salary at the rate of $860,000 per year, adjusted as discussed in the next paragraph below. The amended 2011 employment agreement permits Mr. Christian to defer any or all of his annual salary. Additionally, the amended 2011 employment agreement authorizes the Company to pay for Mr. Christian s tax preparation services on an annual basis, the amount of which will be subject to income tax as additional compensation.

Pursuant to the 2011 employment agreement, commencing on June 1, 2012, and each anniversary thereafter, the Compensation Committee is required to determine in its discretion the amount of any increase in Mr. Christian s then existing annual salary provided, however, that such increase shall not be less than the greater of 3% or a cost of living increase based on the consumer price index. Pursuant to the amended 2011 employment agreement, however, such increase in Mr. Christian s then existing salary shall not be less than the greater of 4% or a cost of living increase based on the consumer price index. The amended 2011 employment agreement also includes a provision providing for a bonus to be awarded to Mr. Christian at the discretion of the Board.

The amended 2011 employment agreement also provides that Mr. Christian is eligible for stock options as shall be approved by the Compensation Committee and bonuses in such amounts as shall be determined pursuant to the terms of the CEO Plan or as otherwise determined by the Compensation Committee in its discretion based on the performance of the Company and the accomplishments of objectives established by the Compensation Committee in consultation with Mr. Christian.

Under the amended 2011 employment agreement, Mr. Christian is eligible to participate, in accordance with their terms, in all medical and health plans, life insurance, profit sharing, 401(k) Plan, pension, and such other employment benefits as are maintained by the Company or its affiliates for other key employees performing services. During the term of the employment agreement, the Company is required to maintain all existing policies of insurance on Mr. Christian s life, including the existing split dollar policy. The Company is also required to pay for Mr. Christian to participate in an executive medical plan and to maintain its existing medical reimbursement policy. Under the amended 2011 employment agreement, Mr. Christian is also furnished with an automobile and other fringe benefits as have been afforded him in the past or as were consistent with his position. In addition, under the amended 2011 employment agreement, the Company has agreed to maintain an office for Mr. Christian in Sarasota County, Florida. The 2016 amendment increases the paid vacation time awarded to Mr. Christian on the anniversary date of the 2011 employment agreement. Under the terms of the 2011 employment agreement, Mr. Christian had been entitled to four weeks of paid vacation. The amended 2011 employment agreement entitles Mr. Christian to six weeks of paid vacation.

The amended 2011 employment agreement terminates upon Mr. Christian s death and can be terminated by either party in the event of Mr. Christian s disability for a continuous period of eight months, or an aggregate period of twelve months within any eighteen month period. The amended 2011 employment agreement also provides for certain payments to Mr. Christian in the event of his death or disability. Under the amended 2011 employment agreement, in the event of Mr. Christian s death, his estate receives his then current base salary and any previously granted award becomes immediately vested. In the event of disability under the amended 2011 employment agreement, Mr. Christian receives the accrued portion of any salary and bonus, and severance pay equal to 100% of his then base salary for twenty-four months. Whereas, in the event of disability under the 2011 employment agreement, Mr. Christian was entitled to receive such pay for fifteen months. In addition, under the amended 2011 employment agreement, after the date of termination in the event of disability, any unvested stock options previously granted to Mr. Christian by the Company become immediately 100% vested to the extent permitted by law. Under the 2011 employment agreement, after such date, any previously granted award (whether in the form of unvested stock options or restricted stock) became immediately 100% vested to the extent permitted by law.

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In addition, under the amended 2011 employment agreement, by a majority vote of the independent directors, we could terminate the agreement for cause. For cause means conviction of a felony, willful misconduct, gross neglect of duty, material breach of fiduciary duty to the Company, or material breach of the employment agreement. The amended 2011 employment agreement also provides that upon our sale, or transfer of control of, all or substantially all of the assets or stock of the Company or the consummation of a merger or consolidation involving the Company in which the Company is not the surviving corporation, Mr. Christian will be paid an amount equal to 2.99 times the average of his total annual salary and bonus for the three immediately preceding periods of twelve consecutive months plus an additional amount as is necessary for applicable income taxes related to the payment under Code sections 280 and 4999 and all federal and state tax liabilities. Mr. Christian has the right to terminate at any time following a change-in-control. The amended 2011 employment agreement also provides that to the extent that any payments under the amended 2011 employment agreement would be subject to the excise tax imposed by Section 4999 and interest or penalties, Mr. Christian would be entitled to an additional payment to cover such excise tax, interest or penalties. Also, pursuant to the amended 2011 employment agreement, if Mr. Christian s employment is terminated for any reason, including death or voluntary resignation but not a for cause termination, we are required to continue to provide health insurance and medical reimbursement to Mr. Christian and his spouse and to maintain and enforce all existing life insurance policies for a period of ten years.

The amended 2011 employment agreement also contains a covenant not to compete pursuant to which Mr. Christian agrees that if he voluntarily terminates his employment with the Company or is terminated for cause, for a three year period, he will not, directly or indirectly, own, manage, operate, control, or be employed by, any radio or television station the primary transmitter of which is located within sixty-five miles of the community license of a radio or television station (i) then operated by the Company or any of its subsidiaries, or (ii) then subject to a sale or purchase contract to which the Company or any subsidiary is a party.

Change-in-Control Agreements

As of December 28, 2007, Mr. Bush, Mr. Lada, Ms. Lobaito, and Ms. Bobinski entered into change-in-control agreements. A change-in-control is defined to mean the occurrence of: (a) any person or group becoming the beneficial owner, directly or indirectly, of more than 30% of the combined voting power of the Company s then outstanding securities and Mr. Christian ceasing to be Chairman and CEO of the Company; (b) the consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which results in the voting securities of the Company outstanding immediately prior thereto continuing to represent more than 50% of the combined voting securities of the Company or such surviving entity; or (c) the approval of the stockholders of the Company of a plan of complete liquidation of the Company or an agreement for the sale or disposition by the Company of all or substantially all of its assets.

If there is a change-in-control, the Company shall pay a lump sum payment within forty-five days thereof of 1.5 times the average of the executive s last three full calendar years of such executive s base salary and any annual cash bonus paid. In the event that such payment constitutes a parachute payment within the meaning of Section 280G subject to an excise tax imposed by Section 4999 of the Code, the Company shall pay the executive an additional amount so that the executive will receive the entire amount of the lump sum payment before deduction for federal, state and local income tax and payroll tax. In the event of a change-in-control (other than the approval of a plan of liquidation), the Company or the surviving entity may require as a condition to receipt of payment that the executive continue in employment for a period of up to six months after consummation of the change-in-control. During such six months, the executive will continue to earn his or her pre-existing salary and benefits. In such case, the executive shall be paid the lump sum payment upon completion of the continued employment. If, however, the executive fails to remain employed during this period of continued employment for any reason other than (a) termination without cause by the

Company or the surviving entity, (b) death, (c) disability, or (d) breach of the agreement by the Company or the surviving entity, then the executive shall not be paid the lump sum payment. In addition, if the executive s employment is terminated by the Company without cause within six months prior to the consummation of a change-in-control, then the executive shall be paid the lump sum payment within forty-five days of such change-in-control. Termination for cause means: (a) willful dishonesty involving the Company, excluding good faith expense account disputes; (b) conviction of or entering of a no contest plea to a felony or other crime

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involving material dishonesty or moral turpitude; (c) material failure or refusal to perform the executive s duties or other lawful directive from the CEO or Board which is not cured by the executive within ten days after receipt by executive of a written notice from the Company specifying the details thereof; (d) willful violation by the executive of the Company s lawful policies or of the executive s fiduciary duties, which violation is not cured by the executive within ten days after receipt by the executive of a written notice from the Company specifying the details thereof; (e) the executive s willful violation of the Company s published business conduct guidelines, code of ethics, conflict of interest, or similar policies; or (f) illegal drug or substance abuse or addiction by the executive which is not protected by law.

Under the form of stock option agreement made and entered into pursuant to the 2005 Incentive Compensation Plan, all options become fully vested and exercisable in full upon the occurrence of a change-in-control as defined in the 2005 Incentive Compensation Plan or if the Compensation Committee determines that a change-in-control has occurred, if the optionee is an employee at the time of such occurrence. Similarly, under the form of restricted stock agreement adopted under the 2005 Incentive Compensation Plan, the vesting or restricting period shall lapse with respect to all restricted stock upon the occurrence of a change-in-control, as defined in the 2005 Incentive Compensation Plan, or if the Compensation Committee determines that a change-in-control has occurred if the grantee of the restricted stock is an employee at the time of such occurrence.

Under the Company s 1999 and 2005 deferred compensation plans**,** in which Mr. Christian does not participate, upon a change-in-control of the Company as defined in such plans, each participant shall be distributed all amounts credited to the account of the participant in a lump sum.

The following tables show the estimated payments and benefits to the CEO (under the terms of the amended 2011 employment agreement) and the other named executive officers in the event of a change-in-control, upon retirement, upon termination other than retirement or death, and upon death assuming the trigger event occurred on December 30, 2016 (the last business day of the fiscal year), and the number of options and shares of restricted stock and the price per share, as applicable, which is the closing price on December 30, 2016:

(1) 2.99 times three year average annual salary and bonus, grossed up for applicable taxes.

(2) 1.5 times three year average annual salary and bonus.

(3) $50,000 annual premium for split dollar life insurance policy under the CEO s amended 2011 employment agreement for ten years.

(4) $750,000 life insurance policy for CEO under the CEO s amended 2011 employment agreement for ten years estimated at $38,250 per year.

(5) Health insurance premiums for CEO and spouse under the CEO s amended 2011 employment agreement for ten years estimated at $8,000 per year.

(6) Medical reimbursement for CEO and spouse under the CEO s amended 2011 employment agreement for ten years estimated at $14,116 per year.

(7) Participant distributed account balance in a lump sum.

(8) All unvested units of restricted stock become fully vested.

(9) All vested stock options that are in the money are valued at their closing price less their exercise price.

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(10) All rights in the policy are assigned to the insured upon change-in-control (cash surrender value of policy).
(11) Unused vacation accrues and rolls over to successive years.

Retirement upon age 65

	Health Insurance Premiums(1)	Medical Reimbursement(2)	Account Balance Non-Qualified Plan(3)	Stock Options(4)	CSV of Split Dollar Policy(5)	Accrued Vacation(6)	Total Retirement Payments
Edward K. Christian	$80,000	$141,160	$	$179,574	$686,112	$232,531	$1,319,377
Samuel D. Bush	$	$	$245,519	$100,636	$168,359	$	$514,514
Warren S. Lada	$	$	$595,175	$100,636	$200,234	$	$896,045
Marcia K. Lobaito	$	$	$326,476	$49,030	$173,051	$	$548,557
Catherine A. Bobinski	$	$	$309,279	$47,087	$130,730	$	$487,096
Total	$80,000	$141,160	$1,476,449	$476,963	$1,358,486	$232,531	$3,765,589

(1) Health insurance premiums for CEO and spouse under the CEO s amended 2011 employment agreement for ten years estimated at $8,000 per year.
(2) Medical reimbursement for CEO and spouse under the CEO s amended 2011 employment agreement for ten years estimated at $14,116 per year.
(3) Participant distributed account balance in a lump sum.
(4) All vested stock options that are in the money are valued at their closing price less their exercise price.
(5) All rights in the policy are assigned to the insured upon change-in-control or separation from retirement at age 65 (cash surrender value of policy).
(6) Unused vacation accrues and rolls over to successive years.

Termination other Than Retirement, Death or Disability

	Health Insurance Premiums(1)	Medical Reimbursement(2)	Account Balance Non-Qualified Plan(3)	Stock Options(4)	Accrued Vacation(5)	Total Termination Payments
Edward K. Christian	$ 80,000	$ 141,160	$	$179,574	$232,531	$633,265
Samuel D. Bush	$	$	$ 245,519	$100,636	$	$346,155
Warren S. Lada	$	$	$ 595,175	$100,636	$	$695,811
Marcia K. Lobaito	$	$	$ 326,476	$49,030	$	$375,506
Catherine A. Bobinski	$	$	$ 309,279	$47,087	$	$356,366
Total	$ 80,000	$ 141,160	$ 1,476,449	$476,963	$232,531	$2,407,103

(1) Health insurance premiums for CEO and spouse under the CEO s amended 2011 employment agreement for ten years at $8,000 per year.
(2) Medical reimbursement for CEO and spouse under the CEO s amended 2011 employment agreement for ten years at $14,116 per year.
(3) Participant distributed account balance in a lump sum.
(4) All vested stock options that are in the money are valued at their closing price less their exercise price.
(5) Unused vacation accrues and rolls over to successive years.

(1) The Company shall pay to the legal representative of Mr. Christian s estate a lump sum payment equal to Mr. Christian s then base salary.
(2) Health insurance premiums for CEO s spouse under the CEO s amended 2011 employment agreement for ten years estimated at $4,000 per year.
(3) Medical reimbursement for CEO s spouse under the CEO s amended 2011 employment agreement for ten years estimated at $7,058 per year.
(4) Participant distributed 1.5 times account balance of amounts deferred prior to 2005 and up to a limit of $150,000 of amounts deferred after 2004.
(5) All unvested units of restricted stock become fully vested.
(6) All vested stock options that are in the money are valued at their closing price less their exercise price.
(7) Beneficiary receives face value of policy plus accumulation value (cash surrender value less premiums paid by employer). All policies accumulation value is zero at December 30, 2016. The CEO policy insures CEO and spouse for $7,000,000 and is paid out upon death of both spouses to successors.
(8) Unused vacation accrues and rolls over to successive years.

Termination Due to Disability

	CEO Employment Agreement Salary & Bonus[1]	Health Insurance Premiums[2]	Medical Reimbursement[3]	Account Balance Non-Qualified Plan[4]	Restricted Stock	Stock Options[5]	Accrued Vacation[6]	Total Disability Payments
Edward K. Christian	$2,015,264	$80,000	$141,160	$	$2,765,896	$179,574	$232,531	$5,414,425
Samuel D. Bush	$	$	$	$245,519	$	$100,636	$	$346,155
Warren S. Lada	$	$	$	$595,175	$	$100,636	$	$695,811
Marcia K. Lobaito	$	$	$	$326,476	$	$49,030	$	$375,506
Catherine A. Bobinski	$	$	$	$309,279	$	$47,087	$	$356,366
Total	$2,015,264	$80,000	$141,160	$1,476,449	$2,765,896	$476,963	$232,531	$7,188,263

(1) In the event CEO suffers a disability, upon termination, CEO shall receive 100% of his then base salary for twenty-four months.
(2) Health insurance premiums for CEO and spouse under the CEO s amended 2011 employment agreement for ten years estimated at $8,000 per year.
(3) Medical reimbursement for CEO and spouse under the CEO s amended 2011 employment agreement for ten years estimated at $14,116 per year.
(4) Participant distributed account balance in a lump sum.
(5) All vested stock options that are in the money are valued at their closing price less their exercise price.
(6) Unused vacation accrues and rolls over to successive years.

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COMPENSATION OF DIRECTORS

Each director who is not an employee receives an annual cash retainer of $34,000. Chairpersons of each committee who are not employees receive an additional annual cash retainer of $9,500. The Lead Director receives an additional annual cash retainer of $25,000. The retainers are paid quarterly. All directors who are not employees are required to hold and maintain 1,250 shares of the Company s Class A Common Stock. Such directors are required to achieve this guideline within five years of joining the Board, or in the case of such directors serving at the time the guidelines were adopted, within five years of the date of the adoption of the guideline.

Directors may elect to pay out-of-pocket for health insurance benefits currently offered by the Company to its employees under its self-insured program. In the alternative, directors may elect to have part of their annual retainer used to pay for such benefits. Directors are also permitted to take into income the value of the health insurance benefit.

2016 Director Compensation Table

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($)[(1)]	All Other Compensation ($)	Total ($)
Clarke R. Brown, Jr.	$ 34,000	$ 21,092	$	$ 55,092
Timothy J. Clarke	$ 34,000	$ 21,092	$	$ 55,092
Roy F. Coppedge III	$ 34,000	$ 21,092	$	$ 55,092
David B. Stephens[(2)]	$ 43,500	$ 26,973	$ 415 [(3)]	$ 70,888
Gary G. Stevens[(4)]	$ 68,500	$ 42,476	$ 11,643 [(3)]	$ 122,619

(1) All stock awards comprise grants of Class A Common Restricted Stock which vest in one-third increments on November 6, 2017, 2018, and 2019, if the reporting person is a director on the applicable date. All such restricted stock, however, shall vest if the reporting person is a director on the occurrence or deemed occurrence of a change-in-control. Stock award values are calculated based on the closing price of our Class A Common Stock on the NYSE MKT on November 28, 2016 ($48.60 per share).

(2) Chairman of Finance and Audit Committee.

(3) Value of health insurance provided to Messrs. Stephens and Stevens.

(4) Chairman of Compensation Committee, Lead Director.

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CERTAIN BUSINESS RELATIONSHIPS AND TRANSACTIONS WITH DIRECTORS AND MANAGEMENT

Policy

Pursuant to our written Corporate Governance Guidelines, the Finance and Audit Committee is required to conduct a review of all related party transactions for potential conflicts of interest. All such transactions must be approved by the Finance and Audit Committee. To the extent such transactions are on-going business relationships with the Company, such transactions are reviewed annually and such relationships shall be on terms not materially less favorable than would be usual and customary in similar transactions between unrelated persons dealing at arm s-length.

Related Party Transactions

Surtsey Media, LLC (Surtsey Media), a wholly-owned subsidiary of Surtsey Productions, Inc. (Surtsey Productions), owns the assets of television station KVCT in Victoria, Texas. Surtsey Productions is a multi-media company 100%-owned by the daughter of Mr. Christian, our President, CEO and Chairman. We operate KVCT under a Time Brokerage Agreement (TBA) with Surtsey Media which we entered into in May 1999 with Surtsey Productions. Under the Federal Communications Commission s (FCC) ownership rules, we are prohibited from owning or having an attributable or cognizable interest in this station. In January 2012, the TBA was amended (amended TBA). Pursuant to the amendment, (i) the term was extended nine years commencing from June 1, 2013, with rights to extend for two additional eight year terms, (ii) we paid Surtsey Productions an extension fee of $27,950 upon execution of the amendment, (iii) the monthly fees payable to Surtsey Media were increased for each extension period, and (iv) we have an exclusive option, while the TBA is in effect, to purchase all of the assets of station KVCT, subject to certain conditions, based on a formula. This option is freely assignable by us, without the necessity of obtaining the consent of Surtsey Productions or Surtsey Media. Under the amended TBA, during 2016, 2015, and 2014, we paid Surtsey Media fees of approximately $3,900, $3,800, and $3,600 per month, respectively, plus accounting fees and reimbursement of expenses actually incurred in operating the station.

In March 2002, we entered into an agreement of understanding with Surtsey Productions pursuant to which, in March 2003, we guaranteed up to $1,250,000 of the debt incurred by Surtsey Productions in closing the acquisition of a construction permit for KFJX-TV station in Pittsburg, Kansas, a full power Fox affiliate serving Joplin, Missouri. The debt was taken over by Surtsey Media in March 2004. At December 31, 2016, there was $1,078,000 of debt outstanding under this agreement. We do not have any recourse provision in connection with our guarantee that would enable us to recover any amounts paid under the guarantee. As a result, at December 31, 2016, we have recorded $1,078,000 in debt and $1,000,000 in intangible assets, primarily broadcast licenses. In consideration for the guarantee, we entered into various agreements relating to the station, including a shared services agreement, technical services agreement, agreement for the sale of commercial time and broker agreement (the Station Agreements). The station went on the air for the first time on October 18, 2003. Under the FCC s ownership rules we are prohibited from owning or having an attributable or cognizable interest in this station. In January 2012, the Station Agreements were amended (amended Station Agreements). Pursuant to the amended Station Agreements, (i) the Broker Agreement and the Technical Services Agreement were terminated, (ii) the terms of the continuing Station Agreements were extended nine years commencing from June 1, 2013, with rights to extend for two additional eight year terms, (iii) we paid Surtsey Productions $37,050 upon execution of the amendment, (iv) the monthly fees payable to Surtsey Media were increased for each extension period, and (v) we have an exclusive option, while the agreement for the sale of commercial time and shared services agreement are in effect, to purchase all of the assets of Station KFJX subject to certain conditions, based on a formula, together with a payment of $1.2 million. This option is freely assignable by us, without the necessity of obtaining the consent of Surtsey Productions or Surtsey Media. Under the amended Station Agreements, during 2016, 2015, and 2014, we paid Surtsey Media fees of approximately $5,100, $5,000, and $4,800 per month, respectively, plus accounting fees and reimbursement of expenses actually incurred in operating the station. We generally prepay Surtsey Media quarterly for its estimated expenses.

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Surtsey Productions leases office space in a building owned by us and paid us rent of approximately $6,000, $6,000, and $6,000 during the years ended December 31, 2016, 2015, and 2014, respectively. In January 2012, the lease was amended primarily to extend the term nine years commencing from June 1, 2013, with rights to extend for two additional eight year terms.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires certain of our officers, our directors, and persons who own more than 10% of a registered class of our equity securities (insiders), to file reports of ownership and changes in ownership with the SEC. Insiders are required by SEC regulation to furnish us with copies of all Section 16(a) forms they file. Based solely on our review of the copies of such reports received by us, or written representations from certain reporting persons that no reports on Form 5 were required for those persons for the year 2016, we believe that our officers and directors complied with all applicable reporting requirements for the year 2016.

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OTHER MATTERS

Management does not know of any matters which will be brought before the Annual Meeting other than those specified in the notice thereof. However, if any other matters properly come before the Annual Meeting, it is intended that the persons named in the form of proxy, or their substitutes acting thereunder, will vote thereon in accordance with their best judgment.

STOCKHOLDER PROPOSALS AND DIRECTOR NOMINATIONS FOR ANNUAL MEETINGS

Stockholder proposals that are intended to be presented at our 2018 Annual Meeting of Stockholders must be received at our offices, 73 Kercheval Avenue, Grosse Pointe Farms, Michigan 48236, no later than December 19, 2017, to be considered for inclusion in our proxy statement and proxy card relating to that meeting. Stockholder proposals which are not to be included in our proxy statement for the 2018 Annual Meeting of Stockholders and stockholder nominations of persons for election to the Board must be submitted in accordance with our bylaws, which set forth the information that must be received no later than February 7, 2018 (with respect to proposals) and February 13, 2018 (with respect to nominations). All proposals and nominations should be directed to the corporate Secretary, and should be sent by certified mail, return receipt requested in order to avoid confusion regarding dates of receipt. We expect the persons named as proxies for the 2017 Annual Meeting of Stockholders to use their discretionary voting authority, to the extent permitted by law, with respect to any proposal or nomination presented by a stockholder at the 2017 Annual Meeting of Stockholders.

EXPENSE OF SOLICITING PROXIES

All the expenses of preparing, assembling, printing, and mailing the material used in the solicitation of proxies by the Board will be paid by us. In addition to the solicitation of proxies by use of the mails, our officers and regular employees may solicit proxies on behalf of the Board by telephone, telegram, or personal interview, the expenses of which will be borne by us. Arrangements may also be made with brokerage houses and other custodians, nominees, and fiduciaries to forward soliciting materials to the beneficial owners of stock held of record by such persons at our expense.

By Order of the Board of Directors

MARCIA LOBAITO
Secretary

Grosse Pointe Farms, Michigan
April 18, 2017

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