

TOQUERVILLE CITY
RESOLUTION #RES.2013.05
APPROVAL OF CABLE FRANCHISE TRAFNER
April 11, 2013

RESOLUTION OF TOQUERVILLE CITY, UTAH
APPROVING THE TRANSFER OF THE CABLE FRANCHISE

WHEREAS, BAJA BROADBAND OPERATING COMPANY, LLC (“Franchisee”) owns, operates and maintains a cable television system (the “System”) in the City of Toquerville, Utah (“Franchise Authority”) pursuant to a valid franchise agreement or similar authorization (the “Franchise”);

WHEREAS, Telephone and Data Systems, Inc., a Delaware corporation, entered into an Asset Purchase Agreement dated February 25, 2013 (the “Purchase Agreement”) with Baja Broadband, LLC, pursuant to which the Franchisee will sell and assign to TDS Baja Broadband LLC (“TDS Baja”), a subsidiary of Telephone and Data Systems, Inc. (“TDS”), the system, the Franchise and certain assets related thereto (the “Transfer”);

WHEREAS, Franchisee and TDS Baja have requested the consent of the Franchise Authority to the Transfer, have filed an FCC Form 394 with the Franchise Authority, and have provided all information required by applicable law (collectively, the “Transfer Application”); and

WHEREAS, the Franchise Authority has reviewed the Transfer Application and finds TDS Baja to be a suitable transferee,

NOW THEREFORE, BE IT RESOLVED BY THE FRANCHISE AUTHORITY AS FOLLOWS:

SECTION 1. The Franchise Authority hereby consents to the Transfer effective as of the date of the closing of the transactions contemplated under the Purchase Agreement (the “Closing Date”).

SECTION 2. This Resolution shall become effective immediately upon passage by the Franchise Authority.

SECTION 3. The Franchise Authority hereby releases Franchisee, effective as of the Closing Date, from any and all obligations and liabilities under the Franchise arising from and after the Closing Date and TDS Baja shall be responsible for any and all obligations and liabilities under the Franchise arising from and after the Closing Date.

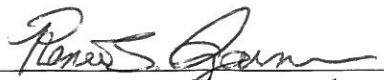
SECTION 4. This Resolution shall have the force of a continuing agreement with Franchisee and TDS Baja, and Franchise Authority shall not amend or otherwise alter this Resolution without the consent of Franchisee and TDS Baja.

PASSED, ADOPTED AND APPROVED this 11th day of April, 2013.

City of Toquerville, Utah

By: 
M. Darren LeFevre, Mayor



Attest: 
Renee Garner, City Recorder