

RESOLUTION NO. 1239

CONSENT TO ASSIGNMENT OF FRANCHISE GRANTED BEND CABLE COMMUNICATIONS, LLC DBA BEND BROADBAND IN ORDINANCE NO. 1147

WHEREAS, Bend Cable Communications, LLC (“Franchisee”) is the duly authorized holder of a franchise (the “Franchise”) issued by the City of Prineville, Oregon (the “City”), authorizing Franchisee to operate and maintain a fiber optic system (the “System”) in the City; and

WHEREAS, Franchisee and Telephone and Data Systems, Inc. (“TDS”) entered into an Asset Purchase Agreement (the “APA”) pursuant to which TDS Baja Broadband LLC (“Assignee”) will acquire certain assets of the System (including the Franchisee’s Franchise); and

WHEREAS, Franchisee now seeks approval of the assignment of the assets of the System (including Franchisee’s Franchise) to Assignee pursuant to the APA, and has filed a request with the City with respect thereto; and

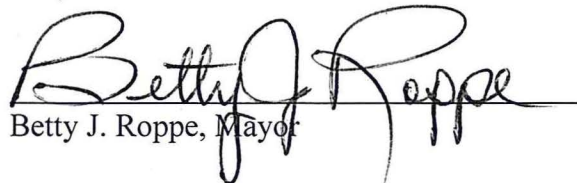
WHEREAS, the City has considered and approved the qualifications of Assignee to hold the Franchise; and

WHEREAS, This Resolution will be conditioned upon Assignee’s agreement to be bound by the terms of City Ordinance 1147.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY AS FOLLOWS:

1. The City hereby consents to and approves the assignment of the assets of the System (including the Franchisee’s Franchise) to Assignee, subject to Assignee executing an Assumption of Franchise Obligations in a form acceptable to City.
2. Assignee may only assign, sell, dispose of, or transfer the Franchise or the Fiber Optic Facilities (as defined in the Franchise) or transfer or permit transfer of controlling interest in the Assignee pursuant to the terms of City Ordinance 1147.
3. Subject to compliance with the terms of this Resolution, all action necessary to approve the assignment and transfer of the assets of the System to Assignee has been duly and validly taken.
4. This Resolution shall be deemed effective upon adoption and shall be conditioned upon the closing of the transaction transferring the franchise and receipt by City of the Assumption of Franchise Obligations executed by Assignee.

Passed by the City Council this 8th day of July, 2014.


Betty J. Roppe, Mayor

ATTEST:


Lisa Morgan, City Recorder