

2012-04

RESOLUTION CONSENTING TO AND APPROVING
THE ASSIGNMENT OF
CABLE FRANCHISE AND SYSTEM

WHEREAS, Ravenna Township ("Grantor") granted to Cannon Valley Cablevision, Inc. or its predecessor ("Grantee"), a franchise to own and operate a cable television system ("System") in the municipality (the "Franchise");

WHEREAS, on July 19, 2012, Grantee entered into an Asset Purchase Agreement (the "Agreement") with Midcontinent Communications ("Buyer") pursuant to which Buyer will purchase and acquire certain assets, including the Franchise and the System, from Grantee ("Transaction") upon the closing of the Transaction contemplated under the Agreement (the "Closing Date"); and

WHEREAS, Grantee and Buyer have requested that the Grantor consent to the Transaction in accordance with the requirements of the Franchise and applicable law to the extent such consent is required, and have provided all information required by applicable law (the "Application"); and

WHEREAS, Grantor has reviewed the Application and has determined that the Buyer has the legal, technical, and financial qualifications to operate the cable system under the Franchise and all applicable local, state and federal laws; and

WHEREAS, the Grantor has determined that it will consent to the Transaction and will waive any rights it may have to acquire the System.

NOW, THEREFORE, BE IT RESOLVED by Ravenna Township, that in consideration of the foregoing and the promises set forth herein:

1. Grantor consents to the Transaction to the extent required by the terms of the Franchise or applicable law.
2. Grantor confirms that (a) the Franchise is valid and outstanding and in full force and effect and the Grantee is the duly authorized holder of the Franchise; (b) the Franchise represents the entire understanding of the parties and the Grantee has no obligation to the Grantor other than those specifically stated in the franchise; and (c) Grantee is in compliance with the provisions of the Franchise and applicable law.
3. The Grantor releases Grantee, effective upon the Closing Date, from all obligations and liabilities under the Franchise and applicable law that accrue on and after the Closing Date; provided that Buyer shall assume and be responsible for any obligations and liabilities under the Franchise and applicable law that accrue on and after the Closing Date.

4. Grantor hereby acknowledges the sufficiency of notice and information provided by Grantee and Buyer regarding the Transaction and waives any right to purchase the System that it may have solely for purposes of this Transaction.
5. This Resolution shall have the force of a continuing agreement with the Grantor, Grantee, and Buyer, and Grantor shall not amend or otherwise alter this Resolution without the written consent of Grantee and Buyer.
6. This Resolution shall take effect immediately upon its passage.

PASSED, ADOPTED AND APPROVED THIS 13 day of September, 2012.

RAVENNA TOWNSHIP

By [Signature]
Name: Mike Waxon
Title: Supervisor

ATTEST:

[Signature]
Ravenna Township Clerk

