

RESOLUTION NO. 2952

**A RESOLUTION APPROVING THE TRANSFER OF THE CABLE FRANCHISE
ORIGINALLY GRANTED TO BEND CABLE COMMUNICATIONS, LLC TO
TDS BAJA BROADBAND LLC**

Findings

- A. The City of Bend issued a cable franchise to Bend Cable Communications, LLC (BendBroadband) by Ordinance No. NS-1465 ("**Franchise**").
- B. Telephone and Data Systems, Inc., ("**TDS**") has entered into an Asset Purchase Agreement dated May 1, 2014 (the "**Purchase Agreement**") with BendBroadband, pursuant to which TDS has agreed to purchase substantially all of the assets comprising the cable television system in the City of Bend including the Franchise. Section 9.12 of the Purchase Agreement authorizes TDS to assign its rights under the Agreement to wholly owned subsidiaries (direct or indirect) and TDS has informed the City that it intends to assign its rights to acquire the Franchise and related cable system assets, prior to the closing, to its indirect and wholly owned subsidiary, TDS Baja Broadband LLC ("**TDS Baja**").
- C. Bend Broadband has requested that the City approve the transfer of the Franchise to TDS Baja as contemplated in the Purchase Agreement. Section 11 of Ordinance NS-1465 requires City Council approval before any transfer of the Franchise. The City is required to consider the financial and managerial resources of the transferee in making its decision and may not unreasonably withhold approval.
- D. The City has reviewed the FCC Form 394 prepared in connection with the transfer. That form provides information on TDS Baja's financial and managerial resources.
- E. The City has concluded, based on the information provided in the FCC Form 394 that TDS Baja has the financial and managerial resources to maintain the quality of service under the Franchise and to comply fully with the terms of the Franchise.

Based on these findings,

THE CITY OF BEND RESOLVES AS FOLLOWS:

- Section 1. The City approves the transfer of the franchise granted by Ordinance NS-1465 from Bend Cable Communications, LLC to TDS Baja Broadband LLC.

Section 2. This resolution takes effect immediately upon passage.

Adopted by a roll call vote of the Bend City Council on June 18, 2014.

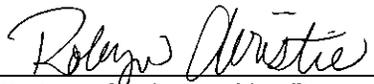
YES: Mayor Jim Clinton
Councilor Jodie Barram
Councilor Mark Capell
Councilor Scott Ramsay
Councilor Victor Chudowsky
Councilor Doug Knight
Councilor Sally Russell

NO: none



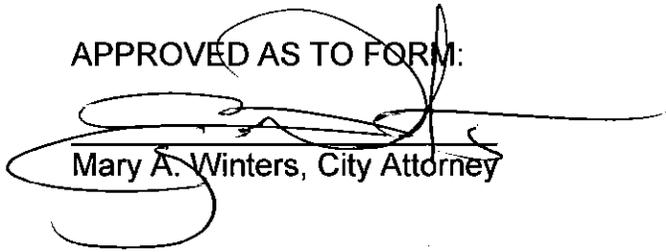
Jim Clinton, Mayor

ATTEST:



Robyn Christie, City Recorder

APPROVED AS TO FORM:



Mary A. Winters, City Attorney