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RESOLUTION 2013-

A RESOLUTION APPROVING A LEASE AGREEMENT, WITH A POSSIBLE FUTURE PURCHASE OPTION, BETWEEN PROVO CITY AND GOOGLE FIBER UTAH, LLC, REGARDING REAL PROPERTY LOCATED GENERALLY AT 744 NORTH 300 WEST, PROVO, UTAH, OTHERWISE KNOWN AS THE NETWORK OPERATIONS CENTER. (13-____)

WHEREAS, Provo City and Google Fiber, Inc. have agreed by means of an Asset Purchase Agreement, dated April 16, 2013, that Google Fiber, Inc. will take ownership and operation of the fiber-to-the-premises network (“Network”) currently owned by Provo City, subject to various conditions precedent to closing; and

WHEREAS, Google Fiber Utah, LLC, a Utah limited liability company (“Google Fiber”), desires to lease, with a possible future option to purchase, the property commonly known as the Network Operations Center, located generally at 744 North 300 West, Provo, Utah, when the transfer of ownership and operation of the Network to Google Fiber, Inc. has closed; and

WHEREAS, Provo City and Google Fiber have negotiated a Network Operations Center Lease Agreement (the “Lease”), attached hereto as Exhibit “A,” which governs the terms of the lease of the buildings, equipment, personal property, and real property collectively defined as the “Premises” in the Lease; and

WHEREAS, on April 23, 2013, the Provo Municipal Council held a duly noticed public meeting to ascertain the facts regarding this matter, which facts are found in the meeting record; and

WHEREAS, after considering the facts presented to the Municipal Council, the Council finds: (i) the Premises should be leased to Google Fiber under the terms proposed; (ii) the attached Lease should be approved; and (iii) such action furthers the health, safety, and welfare, and the best interests of the citizens of Provo.

NOW, THEREFORE, be it resolved by the Municipal Council of Provo City, Utah, as follows:

PART I:

The lease of the “Premises,” as that term is defined in Exhibit “A,” by Google Fiber according to the terms stated in Exhibit “A” is hereby approved.

The attached Network Operations Center Lease Agreement between Provo City and Google Fiber is hereby approved and the Mayor is authorized to execute the Lease as part of the Closing of the transaction contemplated in the Asset Purchase Agreement executed by the Mayor dated April 16, 2013.

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48 PART II:

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50 This resolution shall take effect immediately.

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52 END OF RESOLUTION