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RESOLUTION 2013-

A RESOLUTION GRANTING GOOGLE FIBER UTAH, LLC A
NONEXCLUSIVE FRANCHISE TO OPERATE A FIBER-TO-THE-PREMISES
BROADBAND INTERNET ACCESS AND IP VIDEO SERVICES SYSTEM IN
PROVO CITY, UTAH. (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 a nonexclusive franchise granting to Google Fiber the right and privilege to conduct a fiber-to-the-premises broadband internet access and IP video services system ("Internet and Video System") in Provo, Utah, after 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 nonexclusive franchise agreement ("Franchise Agreement") setting forth Google Fiber's rights and duties with respect to its operation of an Internet and Video System in Provo, Utah, as set forth in the attached Exhibit "A"; 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 attached Franchise Agreement should be approved, thereby granting to Google Fiber a franchise to operate an Internet and Video System in Provo, Utah, on the terms set forth in the Franchise Agreement; and (ii) 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 attached Franchise Agreement between Provo City and Google Fiber is hereby approved and Google Fiber is hereby granted a franchise to operate a fiber-to-the-premises Internet and Video System in Provo, Utah, pursuant to the Franchise Agreement; provided, however, that the Mayor is also hereby authorized to amend the Franchise Agreement as may be needed to meet the requirements of applicable law.

46 This approval and grant of this franchise is conditioned on and effective as of the Closing
47 of the transaction contemplated in the Asset Purchase Agreement executed by the Mayor dated
48 April 16, 2013. The Mayor is hereby authorized to execute the Franchise Agreement as part of
49 that Closing. If the Closing does not occur, or the Asset Purchase Agreement is terminated, this
50 approval and grant of a franchise is hereby revoked.

51

52 PART II:

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54 This resolution shall take effect immediately.

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56 END OF RESOLUTION.