

**FIFTH AMENDMENT TO FRANCHISE AGREEMENT  
TOWN OF JOHNSTOWN, COLORADO  
AND  
TDS BROADBAND SERVICE, LLC**

This Fifth Amendment to the Franchise is made and entered by and between the Town of Johnstown, Colorado, a Colorado home rule municipal corporation (“Town”), and TDS Broadband Service LLC, a Delaware limited liability company (“TDS”) (collectively, the “Parties”), upon the following terms and conditions:

1. On or about December 17, 2012, the Town and Baja Broadband, LLC (“Baja”) entered into a Cable Television Franchise that granted a franchise to Baja to provide cable-related services in the Town (“Franchise”). Through acquisitions and changes of ownership, TDS owns and operates the cable system and has been operating under and pursuant to the terms of the Franchise.
2. Pursuant to Section 2.3, the Franchise was scheduled to terminate on December 20, 2021. The Parties desire to negotiate, and have been negotiating, a renewal franchise agreement with a term of ten (10) years. Because the Parties have not yet finalized the renewal franchise, the Parties desire to extend the terms of the Franchise for an additional short duration, during which time the Parties will continue to negotiate a renewal franchise and continue operating under the terms of the existing Franchise.
3. Section 13 of the Franchise contemplates renewal of the Franchise and Section 15.5 of the Franchise provides that the Parties may amend the terms of the Franchise.
4. To date the parties have executed four amendments extending the Franchise to allow for negotiation of the renewal franchise. On or about November 15, 2021, the Parties executed the First Amendment to the Franchise Agreement, extending the term of the Franchise by four (4) months, to and including April 30, 2022. A Second Amendment to Franchise Agreement, extending the term of the Franchise by an additional four (4) months, to and including September 1, 2022, was executed in March 2022. A Third Amendment to the Franchise Agreement, extending the term of the Franchise by an additional six (6) months, to and including March 1, 2023, was executed in August 2022. A Fourth Amendment to the Franchise Agreement, extending the term of the Franchise an additional seven (7) months, to and including October 1, 2023, was executed in February 2023. The Parties now desire additional time within which to negotiate the renewal franchise, and thus seek a fifth extension of the term of the Franchise, up to and including January 1, 2024, or until the Parties execute a new franchise, whichever occurs first.
5. Except as amended herein, the Parties reaffirm the Franchise including but not limited to TDS’s right to furnish, sell, and distribute cable-related services in the Town and corresponding obligation to pay franchise fees to the Town.

[Signatures on following page]

IN WITNESS WHEREOF, this Fifth Amendment to Franchise is entered into by the Town and TDS effective as of September \_\_\_\_, 2023.

TOWN OF JOHNSTOWN, COLORADO

By: \_\_\_\_\_  
Troy D. Mellon, Mayor

Date of Signature: \_\_\_\_\_

ATTEST:

By: \_\_\_\_\_  
Hannah Hill, Town Clerk

TDS BROADBAND SERVICE, LLC

By: \_\_\_\_\_  
Name:  
Title: