

RESOLUTION 25-059

**RESOLUTION CONSENTING TO A TRANSFER
OF CONTROL OF FRANCHISE**

WHEREAS, Clarity Telecom, LLC (“Franchisee”) currently holds a cable television franchise (“Franchise”) granted by the City of Marshall (“Municipality”) authorizing Franchisee to own and operate a cable television system in the Municipality;

WHEREAS, Franchisee intends to undertake a series of internal transactions (the “*Pro Forma* Asset Transfer”) that will result in the transfer of the Cable TV system and franchise to an indirect, wholly owned subsidiary of Franchisee to be designated at closing (“Bluepeak Subsidiary”). Bluepeak Subsidiary will assume all duties, rights and responsibilities pertaining to the operation of the Cable TV System pursuant to the Franchise granted by the Municipality, which will continue unchanged in full force and effect. Bluepeak Subsidiary will be managed and operated by Franchisee in all material respects, and the *Pro Forma* Asset Transfer will not result in any change to the services, rates, terms, or conditions currently offered by Franchisee.

WHEREAS, Franchisee and Bluepeak Subsidiary, requested that Municipality consent, to the extent required, to the *Pro Forma* Asset Transfer as described in the FCC Form 394 (Application for Franchise Authority Consent to Transfer of Control of Cable Television Franchise) filed with Municipality (“394 Application”); and

WHEREAS, Municipality has reviewed the 394 Application, and will consent to the *Pro Forma* Asset Transfer as described in the 394 Application.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF MARSHALL, MINNESOTA, AS FOLLWOS:

1. Municipality consents to the transaction and resulting *Pro Forma* Asset Transfer.
2. Municipality confirms the Franchise is valid and in full force and effect.
3. The Clerk of Municipality is authorized to enter into, execute, and deliver on behalf of Municipality this consent, along with other documents as may be necessary evidencing this Resolution without further action by this governing body.

ADOPTED AND APPROVED by the City Council of the City of Marshall, this 12th day of August, 2025.

By: _____
Name: Robert Byrnes
Title: Mayor

ATTEST:
By: _____
Name: Steven Anderson
Title: City Clerk