

Resolution No. 2020 - 06

Approving the Change of Control of Jaguar Communications, Inc.

RECITALS:

1. Jaguar Communications, Inc. ("Grantee") currently holds a cable franchise ("Franchise") granted by the City of Hayward, Minnesota ("City"), to own, operate and maintain a cable communications system ("System") in the City.
2. The Franchise includes a fifteen (15) year franchise term which will expire on or about January 2, 2035.
3. Pursuant to an Equity Purchase Agreement dated January 17, 2020, MetroNet Holdings, LLC, will acquire one hundred percent (100%) of the issued and outstanding equity interests of Provincial Real Estate Holdings, LLC, the parent company of Grantee (the "Transaction").
4. The Franchise and/or Minnesota Statutes, Section 238.083, may require that the Grantee obtain the City's consent to the change of control contemplated under the Transaction.

NOW, THEREFORE, the City of Hayward, Minnesota hereby resolves as follows:

1. Each of the foregoing recitals is incorporated herein by reference.
2. The Franchise is in full force and effect and Grantee is the lawful holder of the Franchise and has complied with all terms and conditions of the Franchise.
3. The City hereby (i) consents to and approves the Transaction, and (ii) waives any right the City may have under Minnesota Statutes, Chapter 238, or the Franchise to purchase the System.
4. In the event the Transaction is not completed, for any reason, the City's consent shall not be effective and shall be null and void.

This Resolution shall take effect and continue and remain in effect from and after the date of its passage, approval, and adoption.

Passed and adopted by the City of Hayward, Minnesota this 18th day of May, 2020.

ATTEST:

CITY OF HAYWARD, MINNESOTA

By: Lathum Ouse
Its: City Clerk/Treasurer

By: [Signature]
Its: Mayor Tempore

ACCEPTANCE

The terms and conditions of Resolution No. 2020-04 are hereby accepted by Jaguar Communications, Inc., this 20th day of May, 2020.



JAGUAR COMMUNICATIONS, INC.

By: [Signature]
Its: In-House Counsel

Sworn to before me this 20th day of May, 2020

Nicole Lynnette Kupser
Notary Public