

RESOLUTION NO. 29

Series 2020

A RESOLUTION CONSENTING TO THE TRANSFER OF CONTROL OF ALLO COMMUNICATIONS, LLC

WHEREAS, on June 11, 2019, the Town of Breckenridge, Colorado (the "Town") granted to ALLO Communications, LLC, a Nebraska limited liability company authorized to do business in Colorado (the "Franchisee"), a franchise to own and operate a cable television system in the Town as set forth in Ordinance No. 14, Series 2019 (the "Ordinance"), and entered into a Cable Franchise Agreement with Franchisee dated as of July 23, 2019 (the "Franchise Agreement"), pursuant to the Ordinance; and

WHEREAS, Franchisee entered into a Membership Unit Purchase Agreement ("Agreement") dated October 1, 2020, pursuant to which SDC Allo Holdings, LLC ("SDC-AH") acquired preferred membership units in Franchisee that will represent approximately 48% of the voting membership of Franchisee when the preferred membership units convert to voting membership units upon receipt of all required regulatory approvals (the "Conversion"); and

WHEREAS, ultimately following the Conversion SDC-AH and Nelnet Inc. ("Nelnet") will each have negative control (*i.e.*, the ability to block decisions) of Franchisee; and

WHEREAS, other than the change in controlling interest in Franchisee described above, the Franchise Agreement, and all of Franchisee's duties, rights and responsibilities pertaining to the operation of the Franchisee's cable TV system pursuant to the Franchise Agreement will continue unchanged; and

WHEREAS, pursuant to Section 14.2B of the Franchise Agreement, and 47 U.S.C. Sec. 537, as amended, Franchisee has requested that the Town to approve of the transfer of control of Franchisee as described above; and

WHEREAS, Franchisee has requested that the Town consent to the changes in controlling interest as described in the FCC Form 394 (Application for Franchise Authority Consent to Transfer of Control of Cable Television Franchise), exhibits and attachments thereto and supplemental information filed with the Town ("394 Application"); and

WHEREAS, the Town has reviewed the 394 Application, and will consent to the change in controlling interest in the Franchisee as described in the 394 Application, subject to the conditions described herein.

NOW, THEREFORE, BE IT RESOLVED BY THE TOWN COUNCIL OF THE TOWN OF BRECKENRIDGE, COLORADO:

Section 1. The Town hereby consents to and approves the transfer of control of Franchisee as described in the 394 Application, and the supporting documentation submitted by Franchisee to the Town in connection with Franchisee's request to consent to the change in the controlling interest in Franchisee, all of which are considered material and have been relied upon by the Town in the adoption of this resolution.

Section 2. The Town and the Franchisee agree and confirm that the Franchise Agreement is currently in full force and effect; that the effective date of the Franchise Agreement was July 23, 2019; and that the Franchise Agreement expires on July 23, 2029, unless sooner terminated as provided in the Franchise Agreement.

Section 3. By passage of this resolution the Town makes no representation concerning whether any violations or non-compliance issues exist with respect to the Franchise Agreement. Nothing in this resolution shall be construed by Franchisee as precluding the Town from addressing any prior acts of noncompliance of the Franchise Agreement by Franchisee.

Section 4. The Town's consent to the transfer of control of Franchisee as set forth in Section 1 of this resolution is made and is expressly subject to the following conditions:

- A. The Franchise Agreement shall remain in full force and effect in accordance with its terms, and Franchisee shall comply fully with all of its obligations under the Franchise

Agreement.

- B. All customer service standards adopted by the Town remain in full force and effect, and Franchisee will maintain staffing levels necessary to meet those standards.
- C. Nothing in this resolution affects the Lease and Network Operation Agreement between the Town and Franchisee dated May 21, 2019.

Section 5. This resolution is further conditioned upon Franchisee obtaining the approvals related to the transfer of control of Franchisee from the Federal Communications Commission, Colorado Public Utilities Commission, and Nebraska Public Service Commission. Within thirty (30) days after completing the Conversion, Franchisee shall file with the Town a written representation that these required approvals of the transfer of control of Franchisee have been obtained and that the Conversion was completed.

Section 6. Within thirty (30) days following the adoption of this resolution, Franchisee shall give written notice to the Town that it unconditionally agrees with and shall be bound by all terms contained in this resolution.

Section 7. The Town Clerk is authorized to execute and deliver this resolution on behalf of Town, along with other documents as may be necessary evidencing the Town's consent to the transfer of control of Franchisee as approved by this resolution, without further action by the Town Council.

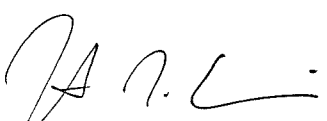
Section 8. This resolution is effective upon adoption.

RESOLUTION APPROVED AND ADOPTED this 8th day of December, 2020.

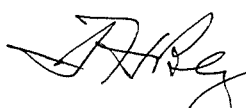
TOWN OF BRECKENRIDGE, a Colorado municipal corporation

By: 
Eric S. Mamula, Mayor

ATTEST:


Helen Cospolich, CMC,
Town Clerk

APPROVED IN FORM


Town Attorney 12/8/20 Date



October 28, 2020

Town of Breckenridge
Attn: Town Manager
150 Ski Hill Road; P.O. Box 168
Breckenridge, CO 80424

**Re: Request for Consent for Proposed Transfer of Control of
ALLO Communications LLC**

Dear Mr. Holman,

ALLO Communications LLC (“ALLO”), your current franchised Cable TV provider, notifies you that ALLO recently entered into agreements with certain affiliates of SDC Capital Partners, LLC (“SDC”) wherein SDC Allo Holdings, LLC (“SDC-AH”) acquired preferred membership units in ALLO (“Acquisition”) that will represent approximately 48% of the voting membership of ALLO when the preferred membership units convert to voting membership units upon receipt of all required regulatory approvals, ultimately resulting in SDC-AH and Nelnet each acquiring negative control (*i.e.*, the ability to block decisions) of ALLO (the “Conversion”). ALLO will continue to perform all duties, rights, and responsibilities pertaining to the operations of its Cable TV system pursuant to the current Franchise granted by your municipality. The management team of ALLO, with whom you have worked for years, will remain the same. The changes in controlling interest will allow ALLO the ability to continue to grow and better improve the quality of service it provides. In connection with the changes in controlling interest, ALLO requests that the Town grant its consent and execute the enclosed Franchise Resolution.

Enclosed is FCC Form 394 (Application for Franchise Authority Consent to Transfer of Control of Cable Television Franchise) and Exhibits describing the changes in controlling interest, and two copies of a Franchise Resolution for you to pass and adopt at the Town’s earliest convenience. Please mail the executed original Resolution to my attention at: 121 South 13th Street, Suite 100, Lincoln, NE 68508.

We are confident the changes in controlling interest will benefit our customers, employees, and local communities. Based upon our record of quality service and cooperation with the public officials in the areas we service, it is our hope that you will consent to the changes in controlling interest at your next available meeting.

If you have any questions, please do not hesitate to contact me. I can be reached at mark.pence@nelnet.net or (402) 326-2690. We look forward to receiving your consent and continuing our relationship with you.

Sincerely,

Mark R. Pence, Assistant Secretary
ALLO Communications LLC