

RESOLUTION R-85-17

A RESOLUTION APPROVING THE CONSENT TO ASSIGNMENT OF THE TELECOMMUNICATIONS LICENSE AGREEMENT BETWEEN SIGECOM, LLC D/B/A WOW! INTERNET, CABLE AND PHONE AND THE CITY OF WHEATON

WHEREAS, the City of Wheaton, DuPage County, Illinois ("City") is an Illinois Home Rule municipality pursuant to provisions of Article VII, Section 6, of the Illinois Constitution, 1970, and as such, the City may exercise any power and perform any function pertaining to its government and affairs; and

WHEREAS, Sigecon, LLC d/b/a WOW! ("Sigecon") is an interexchange carrier and local exchange carrier as designated by the Illinois Commerce Commission; and

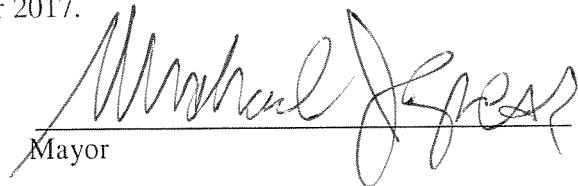
WHEREAS, the City and Sigecon had entered into a telecommunications license agreement on February 17, 2015 for installation, operation and maintenance of certain work known as Sprint Tower 4 ("Original Agreement"); and

WHEREAS, the City and Sigecon had entered into an amended telecommunications license agreement on October 5, 2015; and

WHEREAS, on August 1, 2017, Sigecon entered into an Asset Purchase Agreement with MCIMetro Access Transmission Services Corp. ("Verizon") and has requested the City to consent to the transfer of the telecommunications license agreement between Sigecon and the City of Wheaton to Verizon in accordance with Paragraph 18 of said agreement.

NOW, THEREFORE, BE IT RESOLVED by the Mayor and the City Council of the City of Wheaton, that the Mayor is hereby authorized to sign and the City Clerk is hereby directed to attest, to the Consent to Assignment attached hereto and incorporated herein as fully set forth as Exhibit 1.

ADOPTED this 5th day of September 2017.



Michael J. Gresk

Mayor

ATTEST:



Karen Bennett Hagan

City Clerk

Ayes:

Roll Call Vote:

Councilman Suess
Councilwoman Fitch
Councilman Prendiville
Mayor Gresk
Councilman Rutledge
Councilman Scalzo

Nays:

None

Absent:

None

Motion Carried Unanimously

WOW!

August 17, 2017

City of Wheaton
303 W. Wesley Street
Wheaton, IL 60187
Attn: City Manager

RE: CONSENT TO ASSIGNMENT

Dear Sir or Madam:

We are excited to inform you that on August 1, 2017, WideOpenWest, Inc. ("WOW") entered into an Asset Purchase Agreement with MCIMetro Access Transmission Services Corp. ("Verizon"), an indirect, wholly-owned subsidiary of Verizon Communications, Inc. (NYSE: VZ), pursuant to which Verizon agreed to acquire certain assets, and to assume certain liabilities, from WOW that are related to its fiber network in the area of Chicago, Illinois (the "Transaction"). In connection therewith, at the closing of the Transaction, WOW is to assign all of its rights and obligations arising on or after the closing under the Telecommunications License Agreement, dated as of October 6, 2015, by and between the City of Wheaton and Sigecon, LLC d/b/a WOW! Internet, Cable and Phone, a copy of which is attached hereto as Exhibit A (the "Agreement"), to Verizon or one of its affiliates. The Transaction is subject to customary closing conditions and is expected to close early in the first quarter of 2018.

Your consent to the assignment of the Agreement in connection with the Transaction may be required. Therefore, we kindly request that you sign below to consent to the assignment of the Agreement to Verizon or one of its affiliates and to acknowledge that the Agreement will remain in full force and effect following the consummation of the Transaction and that neither the assignment of the Agreement nor the consummation of the Transaction will be deemed to constitute, or be construed as, a breach of the Agreement or entitle you to any payments or compensation.

Please return a signed copy of this consent to me via e-mail at Craig.Martin@wowinc.com by September 1, 2017.

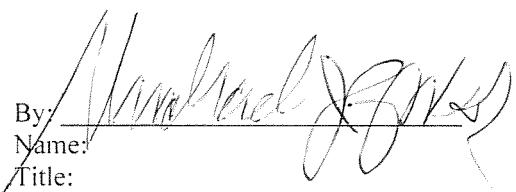
If you have any questions, please do not hesitate to contact me at the e-mail above or (269) 567-4200.

Yours very truly,

Craig Martin
General Counsel

Acknowledged and Agreed:

CITY OF WHEATON

By: 
Name:
Title: