

## SUMMARY OF RESOLUTION NO. 12-1-20

### **A RESOLUTION OF THE CITY OF BROMLEY, KENTUCKY APPROVING THE TRANSFER OF CONTROL OF CINCINNATI BELL INC. AND CINCINNATI BELL EXTENDED TERRITORIES LLC TO RED FIBER PARENT LLC AND RF MERGER SUB INC.**

City of Bromley Resolution No. 12-1-20 is a resolution by which the City consents to and approves the Merger and the associated transfer of control of Cincinnati Bell and Franchisee to Red Fiber Parent as set forth in a Merger Agreement and application.

The resolution sets forth the facts, findings and conclusions of the Northern Kentucky Telecommunications Board regarding the transfer and merger in the preamble and gives consent and approval for same.

The resolution describes the strict contingent conditions under which the consent and approval will take effect.

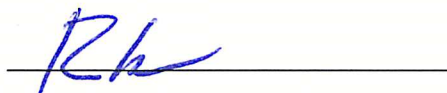
Section 3 states as follows: Subject to the satisfaction of Section 2 of this Resolution, the City authorizes the Franchise Negotiation Committee and the Executive Director to make such changes to, and representations and warranties in, the above referenced Assignment and Assumption Agreement as it deems appropriate and necessary. In the event the contingencies or requirements of Section 2 above are not met or fully satisfied in the manner provided therein and in the Assignment and Assumption Agreement, the consent and approval of the Merger shall be deemed to be denied and disallowed.

Section 4 states as follows: Any further Transfer, as such term is defined in Section 42.A of the Franchise Agreements, is strictly subject to and can only be made in accordance with the terms and conditions of Section 42 of the Franchise Agreements.

Section 5 states as follows: The Chairman and/or the Executive Director of the Telecommunications Board, with the consultation of the Franchise Negotiation Committee, are hereby authorized to negotiate, prepare, execute and deliver on behalf of, and as may be authorized by the Local Governments, such agreements or instruments, including any acceptance and assumption agreement or modification to the Franchise Agreements, as may be deemed appropriate and necessary by the Chairman and/or Executive Director of the Telecommunications Board in furtherance of the Merger and the actions contemplated herein and in the Assignment and Assumption Agreement and the actions contemplated in the resolutions of the Local Governments. to require utilities including telecommunications providers to use public rights of way only on reasonable terms and conditions and that it is beneficial for both utilities and customers for such use to occur in a manner that is in the best interest of the City, its citizens and protection of its public ways.

The resolution was passed, adopted and approved by the City Council of the City of Bromley on the 2d day of December, 2020.

I hereby certify that I am an attorney licensed to practice law in the Commonwealth of Kentucky and I have prepared the above summary of City of Bromley Resolution No. 12-1-20 in a way reasonably calculated to inform the public in a clear and understandable manner of the meaning of the resolution.



R. KIM VOCKE

CITY ATTORNEY

CITY OF BROMLEY, KENTUCKY