

BOARD OF COUNTY COMMISSIONERS  
SARPY COUNTY, NEBRASKA

2010-376

RESOLUTION GRANTING APPROVAL OF A TRANSFER OF OWNERSHIP OF A PERMITTED  
COMMUNITY ANTENNA TELEVISION SERVICE

WHEREAS, pursuant to Neb. Rev. Stat. §23-104(6) (Reissue 2007), the County has the power to do all acts in relation to the concerns of the County necessary to the exercise of its corporate powers; and,

WHEREAS, pursuant to Neb. Rev. Stat. §23-103 (Reissue 2007), the powers of the County as a body are exercised by the County Board; and,

WHEREAS, the Sarpy County Board of Commissioners have adopted a resolution regulating those entities granted a permit to operate and maintain a community antennae television CATV system within Sarpy County and outside the limits of any incorporated city or village pursuant to Neb Rev Stat Sec 23-383 to 23-388 (Reissue 1997); and,

WHEREAS, a CATV permit was issued to Qwest Broadband Services, Inc. who now desires to transfer its ownership interest in its CATV system within Sarpy County to CenturyLink and the consent of the County is required under the provisions of the County regulation; and,

BE IT THEREFORE RESOLVED by the Board of Commissioners of Sarpy County, Nebraska that pursuant to the provisions of the resolution regulating CATV Operations adopted February 25, 1997, approval is hereby given for the transfer of the Franchise or control thereof of CATV permit holder Qwest Broadband Services, Inc. to CenturyLink and the Chairman and Clerk are hereby authorized to sign such documents as may be necessary to confirm this approval for the purposes of the transfer.

BE IT FURTHER RESOLVED that this approval is conditioned upon CenturyLink and its successors fully complying with the terms of the resolution regulating CATV operations adopted February 25, 1997 by this Board.

DATED this 9<sup>th</sup> day of November, 2010.

Moved by Rich Jansen, seconded by Rusty Hake, that the above Resolution be adopted. Carried.

YEAS:

NAYS:

ABSENT:

[Signature]

none

none

[Signature]

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[Signature]

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[Signature]

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ABSTAIN:

[Signature]

\_\_\_\_\_

none

[Signature]

\_\_\_\_\_

\_\_\_\_\_

County Clerk



Approved as to form

[Signature]  
Deputy County Attorney

MICHAEL D. MACIA  
602-630-5179



CenturyLink

Qwest

August 4, 2010

Deb Houghtaling  
County Clerk  
Sarpy County  
1210 Golden Gate Drive  
Papillion, NE 68046

Re: Cable Franchise Agreement dated July 2, 1996 ("Franchise") between "Sarpy County, Nebraska" ("City") and US West Communications, Inc. ("Qwest BSI")

Dear Deb,

We are pleased to make you aware of an exciting development. On April 21, 2010, CenturyLink, Inc. ("CenturyLink") reached an agreement to purchase Qwest Communications International, Inc. ("QCII") through a tax-free, stock-for-stock transaction (the "Transaction"). Under the terms of the parties merger agreement, QCII will become a wholly-owned, first tier subsidiary of CenturyLink.

CenturyLink is a publicly traded Louisiana corporation with headquarters in Monroe, Louisiana. The headquarters of the combined company will remain in Monroe. CenturyLink is a leading provider of high-quality voice and broadband services over its advanced communication networks to consumers and businesses in 33 states.

QCII is a publicly traded Delaware corporation, with headquarters in Denver, Colorado. QCII, through its operating subsidiaries, offers a complete suite of communications services to consumers and business. Qwest Broadband Services Inc. ("Qwest BSI") is a subsidiary of QCII. Following the Transaction, there will be no change in corporate structure of Qwest BSI, which will remain a subsidiary of QCII.

Once the Transaction is closed, the combined company will become a national, industry-leading communications company capable of offering innovative broadband products and services over advanced networks, including the capability of providing cable services over its own facilities. CenturyLink currently has cable operations in multiple states using state of the art technology to deliver its video products, and has expressed its intent to continue deployment of innovative, advanced services such as CenturyLink Digital Television, video-on-demand and digital video recorders.

As a result, CenturyLink and Qwest are submitting the attached application asking that the City approve transfer of control of the Franchise to the new entity The Transaction results in a change in control only at the parent level. The Franchise will continue to be held by **Qwest Broadband Services, Inc.** which will be wholly owned by CenturyLink.

Therefore, attached for your consideration please find the required Federal Communications Form 394 requesting a change of control of the parent company of the Franchisee.

This process will offer the City the opportunity to review the legal, technical and financial qualifications of CenturyLink. The application clearly demonstrates that CenturyLink meets those standards. The City has 120 days from today to either take formal action approving this transfer, or simply letting the 120 days pass without action, at which time the application will be deemed approved. For your convenience, we have attached a form resolution approving the application, conditioned upon final closing of the transaction. We will continue to keep you apprised of any significant developments. In the meantime, should you have any questions, please do not hesitate to contact Michael DiMaria at the number and address below. CenturyLink looks forward to a long and mutually beneficial relationship with your community.

Sincerely,



Vickey Callen  
Vice President of Broadband Development  
CenturyLink, Inc.  
100 CenturyLink Drive  
Monroe, Louisiana 71203

Michael A. DiMaria  
Director of Legal Issues  
Qwest Communications  
20 E. Thomas  
Phoenix, AZ 85012  
(602) 630-5179  
[Michael.DiMaria@qwest.com](mailto:Michael.DiMaria@qwest.com)



**Intent to let 120 period laps**

It is the intent of The County of Sarpy, Nebraska to let the 120 day review period of time of the Federal Communications Commission form 394 expire without taking action.

Date: 11/9/2010

Signed: *Joni Albrecht*

Title: Chairman