

RESOLUTION NO. 25-37

**A RESOLUTION CONSENTING TO A TRANSFER OF CONTROL OF FRANCHISE FROM CLARITY
TELECOM, LLC TO BLUEPEAK SUBSIDIARY**

WHEREAS, Clarity Telecom, LLC ("Franchisee") currently holds a cable television franchise ("Franchise") granted by the City of Box Elder ("Municipality") authorizing Franchisee to own and operate a cable television system in the Municipality; and

WHEREAS, Franchisee intends to undertake a series of internal transactions (the "*Pro Forma Asset Transfer*") that will result in the transfer of the Cable TV system and franchise to an indirect, wholly owned subsidiary of Franchisee to be designated at closing ("Bluepeak Subsidiary"). Bluepeak Subsidiary will assume all duties, rights and responsibilities pertaining to the operation of the Cable TV System pursuant to the Franchise granted by the Municipality, which will continue unchanged in full force and effect. Bluepeak Subsidiary will be managed and operated by Franchisee in all material respects, and the *Pro Forma Asset Transfer* will not result in any change to the services, rates, terms, or conditions currently offered by Franchisee.

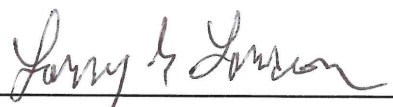
WHEREAS, Franchisee and Bluepeak Subsidiary, requested that Municipality consent, to the extent required, to the Pro Forma Asset Transfer as described in the FCC Form 394, Application for Franchise Authority Consent to Transfer of Control of Cable Television Franchise, ("394 Application") filed with Municipality and attached hereto as "Exhibit A".

NOW, THEREFORE, BE IT RESOLVED by the Common Council of the City of Box Elder,
that:

1. Municipality consents to the transaction and resulting Pro Forma Asset Transfer.
2. Municipality confirms the Franchise is valid and in full force and effect.
3. The Mayor of Municipality is authorized to enter into, execute, and deliver on behalf of Municipality this consent, along with other documents as may be necessary evidencing this Resolution without further action by this governing body.

PASSED, APPROVED AND ADOPTED this 18 day of November, 2025.

ATTEST:



Larry Larson, Mayor

RMB

Renee Baker, Finance Officer



ATTESTATION

I, Chaz Kokesh, the City Clerk of the City of Box Elder, South Dakota, do hereby attest and state the above resolution was published in the manner required by law and that all procedures required by the State of South Dakota law were complied with. This resolution shall become effective on December 15 2025.

Chaz Kokesh

Chaz Kokesh, City Clerk

FCC 394

**APPLICATION FOR FRANCHISE AUTHORITY
CONSENT TO ASSIGNMENT OR TRANSFER OF CONTROL
OF CABLE TELEVISION FRANCHISE**

SECTION I. GENERAL INFORMATION

FOR FRANCHISE AUTHORITY USE ONLY

DATE	1-Aug-25	1. Community Unit Identification Number:	SD0328
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2. Application for: ☒ Assignment of Franchise ☐ Transfer of Control

3. Franchising Authority: Box Elder, SD	
4. Identify community where the system/franchise that is the subject of the assignment or transfer of control is located: Box Elder, SD	
5. Date system was acquired or (for system's constructed by the transferor/assignor) the date on which service was provided to the first subscriber in the franchise area:	
6. Proposed effective date of closing of the transaction assigning or transferring ownership of the system to transferee/assignee:	1-Oct-25

7. Attach as an Exhibit a schedule of any and all additional information or material filed with this application that is identified in the franchise as required to be provided to the franchising authority when requesting its approval of the type of transaction that is the subject of this application.

Exhibit No.
N/A

PART I - TRANSFEROR/ASSIGNOR

1. Indicate the name, mailing address, and telephone number of the transferor/assignor.

Legal name of Transferor/Assignor (if individual, list last name first) Clarity Telecom, LLC			
Assumed name used for doing business (if any) Bluepeak			
Mailing street address or P.O. Box 4600 S. Ulster Street, Ste 1300			
City Denver	State CO	ZIP Code 80237	Telephone No. (include area code) (720) 241-1196

- 2.(a) Attach as an Exhibit a copy of the contract or agreement that provides for the assignment or transfer of control (including any exhibits or schedules thereto necessary in order to understand the terms thereof). If there is only an oral agreement, reduce the terms to writing and attach. (Confidential trade, business, pricing or marketing information, or other information not otherwise publicly available, may be redacted).

Exhibit No.
N/A

- (b) Does the contract submitted in response to (a) above embody the full and complete agreement between the transferor/assignor and the transferee/assignee?

☐ Yes ☒ No

If No, explain in an Exhibit.

Exhibit No.
I.I.2

PART II - TRANSFEREE/ASSIGNEE

1.(a) Indicate the name, mailing address, and telephone number of the transferee/assignee.

Legal name of Transferee/Assignee (if individual, list last name first)			
Either Bluepeak BTS Borrower, LLC or Bluepeak ABS Asset Entity I, LLC			
Assumed name used for doing business (if any)			
Mailing street address or P.O. Box 4600 S. Ulster Street, Ste 1300			
City Denver	State CO	ZIP Code 80237	Telephone No. (include area code) (720) 241-1196

(b) Indicate the name, mailing address, and telephone number of person to contact, if other than transferee/assignee.

Name of contact person (list last name first) Krasney, Marc			
Firm or company name (if any)			
Mailing street address or P.O. Box 4600 S. Ulster Street, Ste 1300			
City Denver	State CO	ZIP Code 80237	Telephone No. (include area code) (720) 241-1196

(c) Attach as an Exhibit the name, mailing address, and telephone number of each additional person who should be contacted, if any.

Exhibit No.

(d) Indicate the address where the system's records will be maintained.

Street address 4600 S. Ulster Street, Ste 1300		
City Denver	State CO	ZIP Code 80237

2. Indicate on an attached exhibit any plans to change the current terms and conditions of service and operations of the system as a consequence of the transaction for which approval is sought.

Exhibit No. I.II.2

SECTION II. TRANSFEREE'S/ASSIGNEE'S LEGAL QUALIFICATIONS

1. Transferee/Assignee is:

☐ Corporation

a. Jurisdiction of incorporation:

b. Date of incorporation:

c. For profit or not-for-profit:

d. Name and address of registered agent in jurisdiction:

☐ Limited Partnership

a. Jurisdiction in which formed:

b. Date of formation:

c. Name and address of registered agent in jurisdiction:

☐ General Partnership

a. Jurisdiction whose laws govern formation:

b. Date of formation:

☐ Individual

☒ Other. Describe in an Exhibit.

Exhibit No.

II.1

2. List the transferee/assignee, and, if the transferee/assignee is not a natural person, each of its officers, directors, stockholders beneficially holding more than 5% of the outstanding voting shares, general partners, and limited partners holding an equity interest of more than 5%. Use only one column for each individual or entity. Attach additional pages if necessary. (Read carefully - the lettered items below refer to corresponding lines in the following table.)

- (a) Name, residence, occupation or principal business, and principal place of business. (If other than an individual, also show name, address and citizenship of natural person authorized to vote the voting securities of the applicant that it holds.) List the applicant first, officers, next, then directors and, thereafter, remaining stockholders and/or partners.
- (b) Citizenship.
- (c) Relationship to the transferee/assignee (e.g., officer, director, etc.).
- (d) Number of shares or nature of partnership interest.
- (e) Number of votes.
- (f) Percentage of votes.

(a) Please see Exhibit II.2		
(b)		
(c)		
(d)		
(e)		
(f)		

3. If the applicant is a corporation or a limited partnership, is the transferee/assignee formed under the laws of, or duly qualified to transact business in, the State or other jurisdiction in which the system operates?

☐ Yes ☒ No

If the answer is No, explain in an Exhibit.

Exhibit No.
II.3

4. Has the transferee/assignee had any interest in or in connection with an applicant which has been dismissed or denied by any franchise authority?

☐ Yes ☒ No

If the answer is Yes, describe circumstances in an Exhibit.

Exhibit No.

5. Has an adverse finding been made or an adverse final action been taken by any court or administrative body with respect to the transferee/assignee in a civil, criminal or administrative proceeding, brought under the provisions of any law or regulation related to the following: any felony; revocation, suspension or involuntary transfer of any authorization (including cable franchises) to provide video programming services; mass media related antitrust or unfair competition; fraudulent statements to another government unit; or employment discrimination?

☐ Yes ☒ No

If the answer is Yes, attach as an Exhibit a full description of the persons and matter(s) involved, including an identification of any court or administrative body and any proceeding (by dates and file numbers, if applicable), and the disposition of such proceeding.

Exhibit No.

6. Are there any documents, instruments, contracts or understandings relating to ownership or future ownership rights with respect to any attributable interest as described in Question 2 (including, but not limited to, non-voting stock interests, beneficial stock ownership interests, options, warrants, debentures)?

☐ Yes ☒ No

If Yes, provide particulars in an Exhibit.

7. Do documents, instruments, agreements or understandings for the pledge of stock of the transferee/assignee, as security for loans or contractual performance, provide that: (a) voting rights will remain with the applicant, even in the event of default on the obligation; (b) in the event of default, there will be either a private or public sale of the stock; and (c) prior to the exercise of any ownership rights by a purchaser at a sale described in (b), any prior consent of the FCC and/or of the franchising authority, if required pursuant to federal, state or local law or pursuant to the terms of the franchise agreement will be obtained?

☒ Yes ☐ No

If No, attach as an Exhibit a full explanation.

Exhibit No.
II.7

SECTION III. TRANSFEEE'S/ASSIGNEE'S FINANCIAL QUALIFICATIONS

1. The transferee/assignee certifies that it has sufficient net liquid assets on hand or available from committed resources to consummate the transaction and operate the facilities for three months.
2. Attach as an Exhibit the most recent financial statements, prepared in accordance with generally accepted accounting principals, including a balance sheet and income statement for at least one full year, for the transferee/assignee or parent entity that has been prepared in the ordinary course of business, if any such financial statements are routinely prepared. Such statements, if not otherwise publicly available, may be marked CONFIDENTIAL and will be maintained as confidential by the franchise authority and its agents to the extent permissible under local law.

☒ Yes ☐ No

Exhibit No.
III

SECTION IV. TRANSFEEE'S/ASSIGNEE'S TECHNICAL QUALIFICATIONS

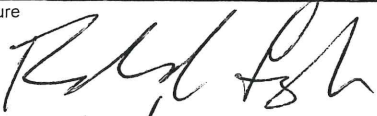
Set forth in an Exhibit a narrative account of the transferee's/assignee's technical qualifications, experience and expertise regarding cable television systems, including, but not limited to, summary information about appropriate management personnel that will be involved in the system's management and operations. The transferee/assignee may, but need not, list a representative sample of cable systems currently or formerly owned or operated.

Exhibit No.
IV

SECTION V - CERTIFICATIONS

Part I - Transferor/Assignor

All the statements made in the application and attached exhibits are considered material representations, and all the Exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

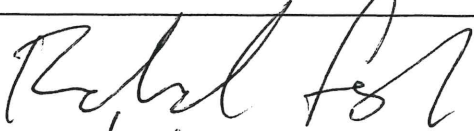
I CERTIFY that the statements in this application are true, complete and correct to the best of my knowledge and belief and are made in good faith.	Signature 
	Date 7/31/25
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	Print full name Richard Fish
Check appropriate classification: <input type="checkbox"/> Individual <input type="checkbox"/> General Partner <input checked="" type="checkbox"/> Corporate Officer (Indicate Title) Chief Executive Officer <input type="checkbox"/> Other. Explain: Authorized Person	

Part II - Transferee/Assignee

All the statements made in the application and attached Exhibits are considered material representations, and all the Exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

The transferee/assignee certifies that he/she:

- (a) Has a current copy of the FCC's Rules governing cable television systems.
- (b) Has a current copy of the franchise that is the subject of this application, and of any applicable state laws or local ordinances and related regulations.
- (c) Will use its best efforts to comply with the terms of the franchise and applicable state laws or local ordinances and related regulations, and to effect changes, as promptly as practicable, in the operation system, if any changes are necessary to cure any violations thereof or defaults thereunder presently in effect or ongoing.

I CERTIFY that the statements in this application are true, complete and correct to the best of my knowledge and belief and are made in good faith.	Signature 
	Date 7/31/25
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	Print full name Richard Fish
Check appropriate classification: <input type="checkbox"/> Individual <input type="checkbox"/> General Partner <input checked="" type="checkbox"/> Corporate Officer (Indicate Title) Chief Executive Officer <input type="checkbox"/> Other. Explain: Authorized Person	