

CONSENT TO ASSIGNMENT

THIS CONSENT TO ASSIGNMENT is made by the undersigned (“Provider”) in connection with the sale of equity in iTV-3, LLC, a Delaware limited liability corporation (“Seller”), to WH i3B Bidco, LLC, a Delaware limited liability corporation (“Buyer”), pursuant to that certain Membership Interest Purchase Agreement, dated September 8, 2020, by and between Seller and Buyer (the “Purchase Agreement”).

WHEREAS, in consideration of good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Provider acknowledges and agrees as follows:

1. Provider and Seller are parties, whether directly or by assignment, to that certain Franchise Agreement dated January 8, 2015 (the “Assigned Agreement”) pursuant to which Provider provides certain services to Seller. The Assigned Agreement has not been amended or modified (except as may be described below), is in full force and effect, and is enforceable in accordance with its terms.

2. To Provider’s knowledge, no breach or default by Provider or Seller exists under the Assigned Agreement and no event has occurred or condition exists that, with notice or time or both, would constitute such a breach or default. Without limiting the foregoing, all consideration due under the Assigned Agreement to Provider prior to the date hereof has been paid in full.

3. Provider acknowledges that Buyer and Seller will rely on this Certificate in connection with the consummation of the Purchase Agreement.

4. Provider hereby consents to the assignment of the Assigned Agreement, and the rights and obligations thereunder, to WH i3B Bidco, LLC, whose notice address for the purposes of the Assigned Agreement shall be:

iTV-3, LLC
c/o WH i3B Bidco LLC
Attn: Legal / Brian Olson
602 High Point Lane
East Peoria, IL 61611
Email: brian.olson@i3broadband.net

5. Provider hereby agrees to release Seller from its obligations under the Assigned Agreement.

[Remainder of page intentionally left blank]

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IN WITNESS WHEREOF, the undersigned Provider has duly executed this Consent to Assignment as of the date set forth below.

Provider: The City of Peoria

By: 

Printed name: Patrick Urich

Title: City Manager

Date: November 10, 2020