

RESOLUTION NO. 10324

**A RESOLUTION OF THE COUNCIL OF THE CITY OF MESA,
MARICOPA COUNTY, ARIZONA, APPROVING AND
AUTHORIZING THE CITY MANAGER TO EXECUTE A
TELECOMMUNICATION LICENSE RENEWAL FOR LEVEL 3
COMMUNICATIONS, LLC FOR A FIVE YEAR TERM WITH AN
OPTIONAL ADDITIONAL TERM OF FIVE YEARS.**

This License (this "License" or this "Agreement"), is issued by the City of Mesa (hereinafter called "Licensor" or "City"), an Arizona municipal corporation, to Level 3 Communications, LLC, a Delaware limited liability company (hereinafter called "Licensee"). Licensor/City and Licensee are collectively referred to herein as the "Parties" and individually as a "Party."

WHEREAS, on May 16, 2000, Licensee was granted by the City a Fiber Optics Communication System License ("Telecommunications License") for a ten year term, and such Telecommunications License was extended on May 17, 2010 through December 31, 2010, pursuant to Amendment #1 Extending Term of Fiber Optics Communication System License; and

WHEREAS, on July 24, 2000, Licensee's subsidiary, Williams Communications, Inc., was granted by the City a Communication System License ("Communication License") for a ten year term, and such Communication License was extended on June 25, 2010, through December 31, 2010, pursuant to Amendment #1 Extending Term of Communication System License; and

WHEREAS, Williams Communications, Inc. converted to a limited liability company ("Williams Communications, LLC") on January 1, 2001; and by a Certificate of Amendment to Certificate of Formation, filed January 9, 2003, Williams Communications, LLC changed its name to WilTel Communications, LLC; and by a Certificate of Merger, filed September 2, 2005, WilTel Communications Acquisition, LLC merged into WilTel Communications, LLC and then changed its name to WilTel Communications, LLC upon consummation of the merger; and through Licensee's acquisition of WilTel Communications Group and its subsidiaries on December 23, 2005, WilTel Communications, LLC is a direct subsidiary of Level 3 Communications, LLC; and

WHEREAS, Licensee was granted by the City a Fiber Optics Communication System License ("Telecommunications License") for a ten year term, and such Telecommunications License was extended on from December 31, 2010, through April

2011 pursuant to Amendment #2 Extending Term of Fiber Optics Communication System License; and

WHEREAS, the Licensee has been operating under the terms and obligations, including but not limited to being billed and making payments, of the previous License extended by the amendment during the lapse period of April 30, 2011 to the effective date of this License. Both City and Licensee acknowledge and agree that as of the date of this License, neither party has any claims, rights, recovery or causes of action against the other party, and both parties shall be estopped from bringing any claims against one another for the period prior to the effective date of the License.

NOW THEREFORE BE IT RESOLVED BY THE COUNCIL OF THE CITY OF MESA, MARICOPA COUNTY, ARIZONA, AS FOLLOWS:

Section 1: The License between the City of Mesa and Level 3 Communications, LLC regarding the telecommunication license renewal is hereby approved,

Section 2: The Council of the City of Mesa hereby authorized City Manger Christopher J. Brady, or his designated representative, to execute the License and any other documents needed to implement this License on behalf of the City of Mesa, and authorizes the City Clerk to attest to the signature of the City Manger thereon.

PASSED AND ADOPTED by the City Council of the City of Mesa, Maricopa County, Arizona this 9th day of September, 2013.

APPROVED:



Mayor

ATTEST:



City Clerk

