

DENMARK TOWN BOARD MEETING MINUTES
April 6, 2015

SUPERVISORS PRESENT: Kathy Higgins, Joe Moore, John Kummer, Karen Herman and Jim Keller

ABSENT: None

STAFF PRESENT: Attorney Troy Gilchrist (Kennedy-Graven) and Engineer Ryan Stempki (Focus Engineering)

CALL TO ORDER: Meeting called to order @ 7:01 PM by Chair Higgins

AGENDA APPROVAL: K Higgins added Warrior Dash and Commercial Development Proposal in Specialized Acres.

Motion J Moore/2nd J Keller approval of agenda as amended. All In Favor. Motion Carried 5-0-0.

CONSENT AGENDA APPROVAL: Motion J Moore/2nd J Keller approval of consent agenda items which include 03/02/15 Board Meeting Minutes, Claims #10482-10496, EFT payments-PERA 325507, MN Tax Deposit 0172305792, Federal Tax Deposit 85803614, payroll ending 04/01/2015 and financial reports. All In Favor. Motion Carried 5-0-0.

HEARING DECISIONS/ZONING ACTIONS: Strohfus Minor Subdivision PID 16.027.20.43.0004 John Strohfus Owner/Applicant Present.

Applicant owns a 20 acre parcel on 90th St which is a part of the larger horse operation adjacent to it. Property is zoned A-2 density units 1 per 20 acres. Applicant would like to subdivide 5 acres off the parcel to build a house on it, which would be on the south end of the parcel which would be owned personally by John Strohfus. The remaining 15 acres would become an outlot which would be retained with the farming operation, without a density unit attached to it. There currently is a conditional use permit for a Horse Boarding Facility in which this parcel is a part of.

Planner submitted 03/09/15 staff report with Findings of Fact and recommended conditions.

The Planning Commission conducted a public hearing on 03/16/15 and forwarded the application to the Board with a recommendation for conditional approval. Attorney reviewed recommended conditions with Board and Applicant.

Attorney will draft a resolution based on the 03/09/15 Staff Findings of Fact and the Planning Commission's recommended conditions. Applicant will be required to enter into a Development Agreement (DA). Attorney will draft agreement for Board review in May. Applicant asked if waiting until May to bring the DA before the Board would cause delay in obtaining Building Permits. Attorney indicated that the requirement to sign the DA within 60 days should not interfere with applying for a building permit.

Motion J Kummer/2nd J Moore approval of Resolution 2015-01 Approving A Minor Subdivision For The Strohfus Property Located In Section 6 Of The Town, as drafted by Attorney. Also, approval for Chair/Clerk to execute Development Agreement as drafted by Attorney, without Development Agreement having to come back to the Board for later approval. All In Favor. Motion Carried 5-0-0.

PUBLIC COMMENT: None

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BUSINESS ITEMS:

MnDOT: Adam Josephson and Ryan Coddington (MnDOT representatives) present.

Due to the 2016 realignment of Maycrest Ave, MnDOT had originally proposed that the Township would be required to enter into a cost share agreement with MnDOT for signal installation and ongoing maintenance costs at Hwy 61/10. In response to Town concerns, the State has acquired additional federal funds and approved a cost exception for the project, if Denmark approves a turn-back of Pt Douglas Road (old Hwy 10 approx. 1 mi.), 127th (road portion south of County Point approx. 1500 ft.) and a small portion of Norell (between Pt Douglas and Hwy 10 approx. 200 ft.) to the Town. The realigned Maycrest Ave and a small storm water pond will be owned and maintained by the Township.

If the Town accepts the proposal, a lump sum amount of \$450 K will be paid to the Town in 2015. Payment amount is based on pavement reclaim estimate (done by Township Engineer) and includes contingency (extra guard rail work) and soft costs (for design and on site engineering).

Kummer questioned whether the pavement reclaim estimate includes the cost/time to reclaim a full 5" or greater depth if needed. Engineer confirmed that the additional depth is included in estimate. Township maintenance of these roads would start later in 2015. The Town could choose to reclaim or not reclaim these roads, or use the funds as the Town sees fit. The proposed agreement states that the payment is final, and releases MnDOT of any further financial responsibility for the turned back roads.

MnDOT provided a draft agreement for Board review.

Town Attorney will work with MnDOT regarding the transfer of property rights. ROW properties are recorded. The State may have easements on some of the ROW's and others the State may be fee owner. MnDOT is requesting Board approval of agreement at its May meeting, as MnDOT's fiscal year ends June 2015 and funds allotted for project are 2015 funds.

Regarding a pending development proposal on Hwy 61/10. MnDOT is requesting that the Town require a Traffic Impact Study to be completed. Board in agreement.

Board consensus that the compromise/proposal brought to the Board would be the right decision for the Township. Attorney stated that he would want to redraft the resolution adopting the agreement in a form appropriate for the Town.

Comcast Franchise: Karly Werner (Comcast Representative) in attendance.

Attorney- Comcast is in process of transferring ownership to GreatLand and has requested that Town agree to the transfer. Comcast has also requested that the Town renew its franchise agreement with Comcast. Attorney Bob Vose (Kennedy-Graven) submitted draft resolution that would extend the franchise for 10 years. Attorney Gilchrist would like to revise the format of the resolution to be consistent with other Town resolutions. Werner indicated that all other local franchises have signed approval for the transfer to Greatland.

Motion J Moore/2nd K Herman to adopt Resolution 2015-02 Resolution Conditionally Granting Consent To Transfer The Cable Franchise From Comcast To GreatLand, authorizing Attorney to make minor corrections to the form and Chair/Clerk to sign. All In Favor. Motion Carried 5-0-0.

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Election of Chair, Vice-Chair: J Moore nominated K Higgins as Chair. Discussion regarding rotation/role of Chair/Vice-Chair. K Herman suggested chair/vice-chair rotation so that everyone ends up with experience and is able to see what the positions entail. J Moore indicated that with the frequency of the Town's meetings, rather than retrain for the positions, there is something in keeping things that are running smoothly, as they are. Attorney noted that Town's do it differently and this is entirely up to the Board. Attorney stated that the role of Chair is to run meetings and sign documents. The role of Vice-Chair is to serve as Chair in instances of absence or disability. K Herman would like to see the Vice-Chair get more involved with learning the Chair's role should there be a need for the Vice-Chair to step into the Chair's position.

Motion J Moore/2nd J Keller to appoint K Higgins as Chair. Voting Yes- J Moore, J Keller, J Kummer, K Herman. Voting No- None. Abstaining- K Higgins. Motion Carried 4-0-1.

Motion K Herman/2nd J Kummer to appoint J Keller as Vice-Chair. All In Favor. Motion Carried 5-0-0.

Organizational Items:

Designate Official Newspaper of Record: Currently Hastings Star Gazette, also Pioneer Press when directed by Board-electors recommended keeping same with additional recommendation to inform residents of meetings via email.

Motion J Kummer/2nd J Moore to designate Hastings Star Gazette, also Pioneer Press when directed by the Board. All In Favor. Motion Carried 5-0-0.

Discussion Re: Meeting notifications via email- J Kummer inquired on how the mechanics of email notification work. Attorney stated that some of the larger communities do this and they have IT staff to handle and update. However, doing this presents the issue of gathering personal emails that now become data. This data would need to be treated as data, and could be largely not public data. This creates issues that the Attorney recommends avoiding. Denmark's website does contain all agendas, meeting notices, minutes and information on upcoming events. J Moore noted that in the past, there had been some residents who complained that they hadn't heard about a meeting, or weren't notified personally. Email lists would need to be maintained with accuracy, and if they weren't, we would be in the same position. K Herman noted that Baytown Township collects email addresses, and sends out via email notices of Township meetings, newsletter notices of upcoming events in their Township. Would like to discuss with Baytown further to explore options. K Higgins/J Moore not interested in putting the Town in a situation where Denmark could be potentially liable for not notifying someone in a timely way. No action taken to establish email notification.

Designate Official Posting Place: Currently Denmark Town Hall-electors recommended keeping same. **Motion J Moore/2nd J Kummer to designate Denmark Town Hall as official posting place. All In Favor. Motion Carried 5-0-0.**

Designate Official Bank: Currently Vermillion State Bank. **Motion J Moore/2nd J Keller to designate Vermillion State Bank as official Township Bank. All In Favor. Motion Carried 5-0-0.**

Gopher Bounty: Currently \$2.50 per gopher-electors recommended raising to \$3.00 per gopher. **Motion J Keller/2nd K Herman to set gopher bounty at \$3.00 per gopher. Voting Yes- J Keller, K Herman, J Kummer, J Moore. Voting No- K Higgins. Abstaining- None. Motion Carried 4-1-0.**

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K Higgins believes there are a number of other needs in the Township that should be addressed before spending additional monies on the gopher bounty.

Supervisor Salary: Currently \$70.00 per meeting and \$300.00 per month Chair-electors recommended keeping same. **Motion J Kummer/2nd J Keller to set supervisor salary at \$70.00 per meeting and \$300.00 per month chair. All In Favor. Motion Carried 5-0-0.**

Date/Time/Site of 2016 Annual Meeting- Tuesday, March 8, 2016- 7:00 PM @ the Denmark Town Hall.

Note: Reconvening of 2015 Annual Meeting is Tuesday, September 8, 2015 @ 7:00 PM. Regular Board Meeting to follow.

Contracted Staff:

Motion J Moore/2nd J Keller to appoint Kennedy-Graven/Legal Services, WSB/Planning Services and Focus Engineering/Engineering Services as contracted Staff. Voting Yes- J Moore, J Keller, J Kummer, K Higgins. Voting No-None. Abstaining- K Herman. Motion Carried 4-0-1.

Discussion 2015 Rates: Focus Engineering \$90/hr. WSB Planning \$114/hr. Kennedy Graven \$165/hr. K Herman raised question regarding flat rate for meeting attendance of Attorney. Attorney noted that Denmark receives a reduced rate for both meeting attendance and for hourly rate.

Roads/Ditches:

Gravel Quotes for ¾" Limerock. Bryan Rock Products \$8.00/T FOB & \$11.55/T delivered. Rumpca Excavating \$5.80/T FOB & \$8.25/T delivered. **Motion J Kummer/2nd J Moore to approve purchase of gravel from Rumpca Excavating at a cost of \$8.25/T delivered \$5.80 FOB. All In Favor. Motion Carried 5-0-0.**

Dust Control:

Dust Control Quotes. Envirotech @ .856/gal magnesium chloride and .96/gal calcium chloride. Luhman's @ .96/gal magnesium chloride and .97/gal calcium chloride. Northern Salt @ no quote for magnesium and .95/gal calcium chloride. In 2014 used calcium chloride. Rate for calcium chloride is slightly higher than rate for magnesium chloride, but application rate of material is lower. Benefit to using the same Supplier that we have used for a number of years, is that the drivers know Denmark's roads and can proceed with little supervision from the Town's Roads Contractor or Supervisor. Estimated applied gallons less than 15,000. **Motion J Kummer/2nd J Moore to approve purchase of calcium chloride dustcoat from Envirotech at .96/gal, All In Favor. Motion Carried 5-0-0.**

Road Signs: Denmark pays to have road restriction signs installed and removed annually. J Kummer recommendation is to install permanent weight signs like the County does, and just change the tonnage on the signs during road restrictions. The Town does have some weight signs, but would need to purchase additional. Board consensus to have J Kummer work with Roads Contractor to check on number of signs needed and to obtain an estimate on the cost for Board review.

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Ditch Mowing: The current 2 yr Ditch Mowing Contract expired 11/01/14. Based on a 3 yr average, contract value for a 2 yr would be approximately \$22,000. Contract value for a 3 yr contract would be approximately \$33,000. Any contract value below \$25,000 can be awarded on the open market. Value of \$25,000-\$100,000, at least 2 quotes would be needed. Board consensus to obtain rate proposal from current mower, bring back to the Board in May.

Schedule Road Inspection: Road tour tentatively scheduled for Saturday 04/11/15 @ 9 AM.

Schedule Portfolio Workshop: Workshop tentatively scheduled for Thursday 04/16/15 @ 5:30 PM.

Reminder that the Local Board of Appeal & Equalization is 04/14/15 @4:30 PM.

Planning Proposal: An applicant has retained WSB (Denmark's Planner) for its redevelopment proposal. To avoid a conflict of interest situation, a proposal was requested from Cottage Grove for review/recommendation of this one project. Proposal is a rough estimate based on initial information received on the proposed development. Attorney stated that because this is a onetime instance there would be no need for a formal agreement/contract for services. Denmark will retain the Engineer portion of the development review. Costs associated with the development review will be the applicant's responsibility. **Motion J Moore/2nd J Kummer to work with Cottage Grove on Planning Services for the proposed redevelopment project based on their 03/30/15 proposal as finalized by Denmark Chair and Town Attorney. All In Favor. Motion Carried 5-0-0.**

Building Permits: K Herman asked for clarification on whether Cottage Grove still follows Denmark's guidelines when issuing building permits. Cottage Grove administers Denmark's Fee Schedule, which includes building permit fees based on the Uniform Building Code. Attorney-part of the agreement with Cottage Grove is to keep Denmark's building fees aligned with Cottage Grove's building fees, which are based off the appendix of the 1997 Building Code.

Attorney noted that questions regarding the fees/process could be directed to the Cottage Grove Building Department.

Warrior Dash: K Higgins met with representatives from Warrior Dash, Afton Alps, the Fire Department and the Sheriff's Department. Their application is expected to be ready to be presented at the May Board Meeting. The event is scheduled for July 11, 2015.

Commercial Development Property: K Higgins and Dennis O'Donnell met with a potential purchaser of commercial property in Specialized Acres. Application may come before the Town soon.

Washington County Recycling Grant: Jennifer Levitt (Cottage Grove) received a proposal from Jennifer McLoughlin (shared resources staff person). Intent of grant is for Denmark to purchase recycling coordinator services from Cottage Grove. County will reimburse Township for 100% of cost with Recycling Grant funds. County has agreed to extend deadline for 2015-16 Grant Application. Details of proposal need to be finalized and agreed to by Washington County prior to Township action. To be discussed further at May Board meeting.

Newport Transit Station: Reminder-Open house 04/27/15

Break 9:04 PM-9:08 PM

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9:08 PM Motion J Kummer/2nd J Moore to go into closed session to conduct the Clerk's performance review pursuant to MN Statute § 13D.05, subd. 3(a). All In Favor. Motion Carried 5-0-0.

9:40 PM Motion J Moore/2nd J Keller to reopen the Regular Board Meeting. All In Favor. Motion Carried 5-0-0.

Present at the closed session- Supervisors K Higgins, K Herman, J Moore, J Keller and J Kummer.
Attorney Troy Gilchrist.

Motion J Moore/2nd J Keller to approve a salary raise of 6% for the Clerk/Treasurer.
Voting Yes- J Moore, J Keller, J Kummer, K Higgins. Voting No- K Herman. Abstaining- None.
Motion Carried 4-1-0.

Closed Session Summary- Board evaluated the Clerk/Treasurer's performance. Discussion of work performance and feedback was positive for performance on the job. There was a discussion regarding salary options, including same position salaries elsewhere and a motion to increase salary was passed.

LEGAL UPDATES:

Attorney is currently working on various zoning issues and zoning applications. Attorney will keep Board updated on Pt Douglas turnback/ROW property transfer.
Continues to work on updated Dog Ordinance and Data Practices Policy amendment.

9:52 PM **Motion J Moore/2nd J Keller to adjourn. All In Favor. Motion Carried 5-0-0.**

Becky Herman
Denmark Township Clerk/Treasurer

Denmark Township Chair

Addendum Resolutions 2015-01 and 2015-02

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**DENMARK TOWNSHIP
WASHINGTON COUNTY, MINNESOTA
Resolution No. 2015-01
RESOLUTION APPROVING A MINOR SUBDIVISION FOR THE STROHFUS PROPERTY
LOCATED IN SECTION 16 OF THE TOWN**

WHEREAS, Strohfus Holdings, LLC (“Applicant”) has applied for a minor subdivision for property it owns in Section 16 of the Town, which is assigned Parcel Number 16.027.20.43.0004 and is legally described in Exhibit A attached hereto (“the Property”);

WHEREAS, the proposed minor subdivision is to be named STROHFUS ACRES and proposes to divide the approximately 20-acre Property into one five (5) acre parcel identified as Lot 1, Block 1, (“Lot 1”) and one fifteen (15) acre outlot identified as Outlot A (“Outlot A”) as shown on the survey of the plat attached hereto as Exhibit B and legally described in the attached Exhibit A;

WHEREAS, the Town Board hereby finds and determines as follows with respect to the proposed minor subdivision:

- a. The proposed minor subdivision is subject to the requirements of the Denmark Township Development Code (“Development Code”), Chapter Three, Section 6;
- b. The Applicant submitted a complete application and related submittals to seek approval for a minor subdivision;
- c. The proposed subdivision of the Property qualifies as a minor subdivision under Section 6.1 of the Development Code;
- d. The Property is located within the A-2, Agricultural zoning district;
- e. The Property is currently registered as Green Acres and receives preferential tax treatment. The Property is also part of a conditional use permit the Town issued in 2010 (Resolution No. 2010-05) to allow a commercial horse boarding facility together with the adjacent parcels totaling 70 acres (“CUP”);
- f. The division of the Property as proposed will not violate the conditions of the CUP. The Applicant proposes to continue to use Outlot A as part of the horse boarding operation.
- g. The maximum density in A-2 is one dwelling unit per 20 acres; therefore the maximum number of allowed dwelling units on the Property is one;
- h. The Applicant proposes to build a single family dwelling unit on Lot 1 and intends to continue farming approximately 18 acres of the Property. The Applicant intends to construct an agricultural building on Outlot A, but understands a dwelling unit may not be placed or constructed on Outlot A as that would cause the Property to exceed the density limits established in the Development Code. The proposed agricultural building and the restrictions related to the development of the Property are to be addressed in the Development Agreement;
- i. No new streets or roads are proposed to be created by the minor subdivision. No drainage easements or road right-of-way needs to be dedicated;
- j. The proposed minor subdivision satisfies the minimum lot size requirements using a lot averaging design and Lot 1 will have approximately 381.70 feet of frontage on 90th Street, which is more than the minimum required by the Development Code;
- k. Because no additional buildable lots are being created by this minor subdivision, the Applicant is not required to pay a park dedication fee;

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1. The Planners Report (WSB Project No. 02048-210) dated March 9, 2015 developed for the requested minor subdivision is attached hereto as Exhibit C and is incorporated herein by reference. The recommended conditions in the Planners Report are superseded by the conditions contained in this Resolution;
- m. The Applicant is required to enter into a development agreement with the Town as required by Chapter 3, Section 6.2 of the Development Code; and
- n. The Planning Commission held a public hearing after due notice having been provided, on March 16, 2015 and acted to forward the application to the Town Board with a recommendation that it be approved with certain conditions.

NOW, THEREFORE, BE IT RESOLVED, based on the record of this proceeding, including the findings contained herein and in the Planners Report, the Town Board hereby approves the above described minor subdivision of the Property as proposed in the plat attached hereto as Exhibit B, conditioned on compliance with all of the following:

1. Development Agreement. The Applicant shall, within 60 days of the date of this Resolution, enter into a development agreement in a form acceptable to the Town and approved by the Town Attorney. The development agreement shall, at a minimum, state that Outlot A is “unbuildable” and cannot be used for purposes of constructing a dwelling unit.
2. Plat. The plat shall be corrected to identify the road as “90th Street” instead of “80th Street”. The Applicant shall be responsible for making any other corrections or changes to the plat as may be needed to put it in recordable form. The Applicant shall also correct the signature block on the plat with respect to the Town signatures.
3. Fees. The Applicant shall pay all planning, engineering and legal fees and costs incurred by the Town for processing and acting on its application. In the event the escrow provided with the application is not sufficient to fully reimburse the Town, the Applicant shall be required to pay such additional amount within fourteen (14) days of receiving a bill from the Town. In the event the fees are not paid, this approval shall terminate automatically upon recording of a Notice of Nonpayment by the Town.
4. Inspections. The Town, its officers, and consultants may enter the Property, after providing reasonable notice to the Applicant, at all reasonable times to conduct inspections for the purpose of ensuring compliance with this approval. Prior notice to inspect the Property is not required in the event of an emergency.
5. Density. Lot 1 shall have a total of one (1) density unit, and Outlot A shall have a total of zero (0) density units.
6. Compliance. The Applicant shall comply with the requirements of the Development Code, the terms, conditions, and requirements contained within the development agreement, and shall comply with, and obtain all other permits required by, all other applicable federal, state, and local laws, rules and regulations.

BE IT FINALLY RESOLVED, the Town Board Chairperson and the Town Clerk-Treasurer are hereby authorized to enter into the development agreement for this minor subdivision on behalf of the Town once it is in a form acceptable to the Town Attorney.

Adopted this 6th day of April, 2015. **BY THE TOWN BOARD**

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**DENMARK TOWNSHIP
WASHINGTON COUNTY, MINNESOTA
RESOLUTION NO. 2015-02
A RESOLUTION CONDITIONALLY GRANTING CONSENT
TO TRANSFER THE CABLE FRANCHISE
FROM COMCAST TO GREATLAND**

WHEREAS, the Town of Denmark, Minnesota (“Town”) granted a cable franchise to Comcast of Minnesota/Wisconsin, Inc. (“Grantee”) pursuant to Ordinance No. 2004-02 (the “Franchise”); and

WHEREAS, the Franchise authorizes construction, operation, and maintenance of a cable television system (the “System”) and the expansion of such System beyond its initial boundaries to serve additional residents in the Town; and

WHEREAS, the Franchise renewed the initial franchise granted to Grantee’s predecessor in 1984; and

WHEREAS, Grantee is an indirect, wholly-owned subsidiary of Comcast Corporation (“Comcast”); and

WHEREAS, Comcast has agreed to divest and transfer the Franchise and Cable System to Midwest Cable, Inc., which will be renamed GreatLand Connections, Inc. (“GreatLand”) (together, the “Proposed Transaction”); and

WHEREAS, on or about January 10, 2015, Comcast filed a Federal Communications Commission Form 394 describing the Proposed Transaction with the Town (the “Transfer Application”); and

WHEREAS, under the Proposed Transaction, the Franchise and Cable System will transfer to Comcast of Minnesota/Wisconsin, LLC (“New Grantee”) whose ultimate parent company will be GreatLand; and

WHEREAS, ownership and control of the Franchise and the System will change to New Grantee, and ultimate ownership and control over the Franchise and System will change to GreatLand; and

WHEREAS, the Franchise and Minnesota state law require the Town’s consent prior to completion of the Proposed Transaction; and **WHEREAS**, Comcast provided written responses to data requests issued by representatives of the Town, and directed such representatives to publicly file and available information, and referred such representatives to information posted to Comcast Corporation and other websites (the “Data Request Responses”); and

WHEREAS, Town representatives have negotiated certain terms and conditions contained in this resolution including a ten (10) year extension of the Franchise; and

WHEREAS, the Town has reviewed the Transfer Application and has considered other relevant factors including the terms herein; and

WHEREAS, in reliance upon representations by and on behalf of Grantee, New Grantee, Comcast, and GreatLand, and the terms herein, the Town is willing to grant consent to the Proposed Transaction.

NOW, THEREFORE, BE IT RESOLVED BY THE TOWN AS FOLLOWS:

Section 1. The Town’s consent to the Transfer Application is hereby GRANTED based on the following agreed upon terms:

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1. The Franchise is currently set to expire on or about March 29, 2018. The Franchise, subject to the modifications contained herein, is extended through March 29, 2028. The Town and Grantee or New Grantee will execute any other documents necessary to memorialize this term extension.

2. Grantee shall pay to the Town \$133.94 for allegedly underpaid franchise fees (HD bundling fee). Grantee further agrees to reimburse the Town for its actual costs related to the review of the Proposed Transaction in an amount not to exceed \$6,000.00. Such payments shall be made within thirty (30) days of the date of this resolution, and shall not be deemed to exceed the federal franchise fee cap, nor be offset from future franchise fee payments.

3. The Franchise is amended to require the Grantee or New Grantee to provide insurance coverage of not less than \$1,500,000.00 for personal injury or death to any one person, and not less than \$1,500,000.00 for property damage to any one person. The Grantee or New Grantee shall provide the Town with a certificate of insurance evidencing such coverage within sixty (60) days of the date of this resolution. The Franchise's insurance requirements are otherwise unchanged.

Section 2. The Town's consent is hereby GRANTED subject to the following additional conditions:

1. Neither the Franchise nor the System in the Town shall be assigned or transferred without obtaining prior written approval of such transfer or assignment from the Town to the extent required by applicable law.

2. The Town's approval of the Transfer Application is made without waiver of any right to consider or raise claims based on alleged defaults or non-compliance with the Franchise and applicable law, and this approval is not a representation that Grantee is in compliance.

3. GreatLand shall provide the Town with written notification that the Proposed Transaction closed within ten (10) days after closing. After closing, GreatLand and New Grantee will be bound by all the commitments, duties, and obligations, present and continuing, embodied in the Franchise and applicable law. Within thirty (30) days after the closing, New Grantee or GreatLand shall provide evidence of continuation or replacement of the \$50,000.00 performance bond required by the Franchise.

4. GreatLand shall provide an executed written certification in the form attached hereto within thirty (30) days after consummation of the Proposed Transaction, guarantying the full performance of the New Grantee, and certifying that GreatLand will make adequate financial resources available to New Grantee to meet its Franchise obligations including without limitation operational and customer service requirements.

5. Closing of the Proposed Transaction is conditioned upon receipt of any required state and federal approvals and authorizations. GreatLand will comply with any and all conditions or requirements applicable to GreatLand set forth in all approvals granted by federal agencies with respect to the Proposed Transaction and Transfer Application.

6. The Town reserves all rights it may have to require franchise fee payments on present and future services delivered by GreatLand or its subsidiaries and affiliates via the cable system.

Section 3. If any of the conditions or requirements specified in this Resolution are not satisfied the Town's consent is DENIED and void.

Section 4. If any of the written representations made to the Town in the Transfer Application are materially incomplete, untrue or inaccurate in any material respect, it shall be deemed a material breach of the Franchise and applicable law, and subject to applicable remedies.

Section 5. This Resolution shall be effective immediately upon its adoption by the Town.

Adopted on this 6th day of April, 2015.

BY THE TOWN BOARD