

**RESOLUTION ACKNOWLEDGING AND CONSENTING TO ASSIGNMENT AND ASSUMPTION AGREEMENT WITH OHIO TRANSPARENT TELECOM, INC, ALONG WITH OHIO TT ASHTABULA PROJECT LLC AND ASHTABULA COUNTY**

WHEREAS, on November 1, 2022 by Resolution Number 2022-463, an agreement and addendum were approved with OTT for strategic wireless infrastructure management and deployment services (AKA Broadband services) to support the public health response to COVID-19 with Coronavirus Local Fiscal Recovery Funds as established under the American Rescue Plan Act (ARPA); and

WHEREAS, Ohio Transparent Telecom, Inc (“Assignor”), along with Ohio TT Ashtabula Project LLC (“Assignee”), have rights and obligations under that certain Agreement dated November 1, 2022 between Assignor (inadvertently noted as Ohio Transparent Telecom, LLC), together with Assignee, and Ashtabula County (the “County”) for strategic wireless infrastructure management and deployment in Ashtabula County (the “Assigned Contract”). Assignor will assign to Assignee, and Assignee will assume, all of Assignor’s right, title and interest in and to, and Assignor’s obligations with respect to the Assigned Contract in an Assignment Agreement (“Assignment”); and

WHEREAS, the County desires to execute and deliver this Consent as evidence of acknowledgement and consent to the assignment and assumption of the Assigned Contract in the Assignment; now

THEREFORE, By the Board of Commissioners of Ashtabula County, Ohio, that the the County hereby agrees to the following:

1. Has been given prior written notice of the Assignment.
2. Consents to the Assignment.
3. Waives any breach or right to notice, event of default or right of termination or modification that would be caused by the consummation of the Assignment.
4. Confirms that the Assigned Contract shall remain in full force and effect in accordance with its respective terms and hereby is ratified and confirmed in all respects.
5. Except as expressly set forth herein, the execution, delivery, and performance of this letter shall not operate as a waiver of, nor as an amendment of, any right, power, or remedy of either party under, the Assigned Contract

**ASHTABULA COUNTY COMMISSIONERS  
CERTIFICATION PAGE**

Resolution No. 2023-280

May 16, 2023

**RESOLUTION ACKNOWLEDGING AND CONSENTING TO ASSIGNMENT AND  
ASSUMPTION AGREEMENT WITH OHIO TRANSPARENT TELECOM, INC, ALONG  
WITH OHIO TT ASHTABULA PROJECT LLC AND ASHTABULA COUNTY**

Upon the motion of J.P. Ducro IV, seconded by Casey R. Kozlowski.

**VOTE:**

Casey R. Kozlowski  
Kathryn L. Whittington  
J.P. Ducro IV

Aye  
Absent  
Aye

**CERTIFICATE OF CLERK**

IT IS HEREBY CERTIFIED that the foregoing is a true and correct transcript of a resolution acted upon and duly passed by the Board of County Commissioners of Ashtabula County, Ohio, on the date noted above.



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Lisa Hawkins, Clerk of the Board  
Board of County Commissioners  
Ashtabula County, Ohio

**ACKNOWLEDGEMENT AND CONSENT TO ASSIGNMENT AND ASSUMPTION  
AGREEMENT**

**THIS ACKNOWLEDGEMENT AND CONSENT TO ASSIGNMENT AND ASSUMPTION AGREEMENT** (this “**Consent**”) is made by Ashtabula County, 25 W. Jefferson St., 2<sup>nd</sup> Floor, Old Courthouse, Jefferson, Ohio 44047 (the “**County**”).

**WHEREAS**, Ohio Transparent Telecom, Inc (“**Assignor**”), along with Ohio TT Ashtabula Project LLC (“**Assignee**”), have rights and obligations under that certain Agreement dated November 1, 2022 between Assignor (inadvertently noted as Ohio Transparent Telecom, LLC), together with Assignee, and Ashtabula County (the “**County**”) for strategic wireless infrastructure management and deployment in Ashtabula County (the “**Assigned Contract**”). Assignor will assign to Assignee, and Assignee will assume, all of Assignor’s right, title and interest in and to, and Assignor’s obligations with respect to the Assigned Contract in an Assignment Agreement (“**Assignment**”).

**WHEREAS**, the County desires to execute and deliver this Consent as evidence of acknowledgement and consent to the assignment and assumption of the Assigned Contract in the Assignment.

**NOW, THEREFORE**, the County hereby agrees that the County as follows:

1. Has been given prior written notice of the Assignment.
2. Consents to the Assignment.
3. Waives any breach or right to notice, event of default or right of termination or modification that would be caused by the consummation of the Assignment.
4. Confirm that the Assigned Contract shall remain in full force and effect in accordance with its respective terms and hereby is ratified and confirmed in all respects.
5. Except as expressly set forth herein, the execution, delivery, and performance of this letter shall not operate as a waiver of, nor as an amendment of, any right, power, or remedy of either party under, the Assigned Contract.

**ACKNOWLEDGED AND CONSENTED TO:**

BOARD OF COMMISSIONERS, ASHTABULA COUNTY, OHIO

Signature:  Date: 5-16-23

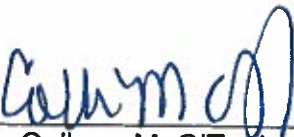
Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Signature:  Date: 5-16-23

**Signature Page**

**Agreement Title: Assignment and Assumption Agreement for OTT**

Approved as to Legal Form Only:

By:   
\_\_\_\_\_  
Colleen M. O'Toole  
Ashtabula County Prosecutor

Contact: Lisa Hawkins, Clerk

Dated: \_\_\_\_\_, 2023