

**A
RESOLUTION
OF THE CITY COUNCIL
OF THE CITY OF CHERRY HILLS VILLAGE
APPROVING A CHANGE IN CONTROL OF NEWPATH NETWORKS, LLC**

WHEREAS, NewPath Networks, LLC, a New Jersey limited liability company ("NewPath LLC") which is a wholly-owned subsidiary of NewPath Networks, Inc., a Delaware corporation ("NewPath Inc.") and the City of Cherry Hills Village ("City") are parties to a Right of Way Use Agreement entered into on July 21, 2009 ("Agreement"); and

WHEREAS, on June 30, 2010, NewPath Inc. entered into an Agreement and Plan of Merger ("Merger Agreement") with Crown Castle Solutions Corp., a Delaware corporation ("Parent") and Parent's wholly-owned subsidiary CCNP Corp., a Delaware corporation ("CCNP"); and

WHEREAS, under the Merger Agreement, CCNP will merge with and into NewPath Inc. (the "Merger"); and

WHEREAS, on the effective date of the Merger, NewPath Inc. will become a wholly-owned subsidiary of Parent, and thereby indirectly effect a change in control of NewPath LLC; and

WHEREAS, notwithstanding this change in control, NewPath LLC will remain a wholly-owned subsidiary of NewPath Inc., and will remain a separate legal entity and the party legally bound and obligated under the Agreement; and

WHEREAS, the Agreement requires that the City consent to the change in control of NewPath LLC resulting from the Merger; and

WHEREAS, §§11.4 and 11.5 of the Agreement require the new Parent and NewPath LLC to make certain express certifications to the City in connection with the City's consideration of whether to approve the change in control; and

WHEREAS, consistent with the Agreement, a Certification Regarding Change in Control, dated August 13, 2010, has been delivered to the City and considered by City Council; and

WHEREAS, by letter dated July 13, 2010 from NewPath LLC and NewPath Inc.'s legal counsel to the City Attorney ("Request for Consent"), NewPath has requested that the City consent to the change in control; and

WHEREAS, one outstanding issue of compliance with the Agreement related to landscaping is outstanding but is expected to be satisfactorily completed no later than August 19, 2010; and

WHEREAS, the City Council is satisfied that pending the completion of the landscaping requirements addressed herein, the Parent, as the controlling entity of NewPath LLC has the financial and technical capability to comply with all terms, conditions and obligations of the Agreement and of applicable law, with respect to the operation of its facilities in the City.


NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF CHERRY HILLS VILLAGE:

Section 1. Subject to the condition described in Section 2 below, the City of Cherry Hills Village, Colorado consents to the merger and change of control of NewPath LLC, NewPath, Inc., Crown Castle Solutions Corp., and CCNP Corp. as described herein and in the Request for Consent.

Section 2. NewPath LLC shall complete the landscaping of its node located at approximately Mansfield Avenue and Dahlia Street, consistent with applicable City requirements, and such landscaping must be approved and accepted by the City, on or before the close of business on August 23, 2010. If this landscaping has not been completed and approved by the City by that date and time, and written notice of such disapproval is delivered by the City Staff to the City Council on or before August 25, 2010, then in such event, this Resolution granting consent to the change of control shall be considered revoked in its entirety, without any further action required of the City Council.

Section 3. This Resolution shall be effective immediately.

Introduced, passed and adopted at the
regular meeting of City Council this 17th day
of August, 2010, by a vote of 6 Yes and 0 No.




Michael J. Wozniak, Mayor

ATTEST:



Laura Smith, City Clerk

APPROVED AS TO FORM:



Kenneth S. Fellman, City Attorney

(SEAL)