



Consent Agreement

May 2, 2016

City of Valdez
PO Box 307
Valdez, AK 99686
Attention: Jenessa Ables

Re: Request for Consent to Assignment

Dear Ms. Ables:

As you may be aware, on April 29, 2016, The Alaska Wireless Network, LLC ("AWN") and Vertical Bridge Tower II, LLC ("Buyer") entered into a Purchase and Sale Agreement (the "Agreement") involving a portion of AWN's tower portfolio (the "Portfolio"), under which Buyer will purchase, manage and operate the Portfolio. AWN will continue to operate its Alaska statewide wireless network as a tenant on the towers included in the Portfolio. The Lease(s) and the Site(s), as described in the attached Exhibit A, are part of the Portfolio and the Agreement.

AWN and Buyer expect the transaction described in the Agreement to close on or before June 15, 2016. As set out in the Agreement, (i) AWN will transfer all of its rights, title and interest in and to the Lease(s) and the Site(s) to AWN Tower Company, LLC, a new company which will be formed by AWN, (ii) AWN Tower Company, LLC will be purchased by and become a subsidiary of Buyer, and (iii) AWN Tower Company, LLC will sublease back a portion of the Site(s) to AWN and grant certain rights to AWN in the Agreement(s) and Site(s) regarding AWN's antenna facilities.

To the extent your consent is required to the transfers and sublease described above, AWN and Buyer request your consent by signing this letter and returning it in the enclosed self-addressed envelope.

AWN Tower Company, LLC will notify you of the date of the closing and of any change in its contact address.

AWN Tower Company, LLC, AWN, Buyer, and each of their respective affiliates are intended third party beneficiaries of this letter. This letter may be executed in separate counterparts, each of which when so executed will be deemed to be an original, and all of which taken together will constitute one and the same instrument. Delivery of an executed signature page to this letter by facsimile or other electronic transmission (including documents in Adobe PDF format) will be effective as delivery of a manually executed counterpart to this letter.

Thank you for your prompt attention to this matter. If you have any questions about the Transaction or this request, please contact Rachelle Alger via email at raalger@gci.com or via phone at 907-868-5771. Otherwise, please sign this letter below where indicated and return to us in the enclosed self-addressed envelope.

[Remainder of Page Blank – Signature Page Follows]



Sincerely,

THE ALASKA WIRELESS NETWORK,
LLC

A handwritten signature in blue ink that reads "Rachelle A. Alger".

By: _____

Name: Rachelle A Alger

Title: Contracts Administrator

Accepted and agreed:

City of Valdez

By: _____

Name: _____

Title: _____

Dated as of: _____

Exhibit A

List of Lease(s) and Site(s)

Use Agreement between The Alaska Wireless Network, LLC and City of Valdez dated
10/1/2015 (AWN Contract #3782)

Attached