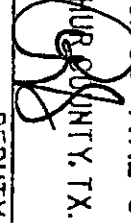




1013 TX-155, Gilmer Texas 75644
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 www.etex.net

FILED
 TERRI ROSS
 COUNTY CLERK
 2021 JUN 30 PM 12:07
 UPCHUR COUNTY, TX.
 BY 
 DEPUTY

Letter of Commitment

This letter sets forth the basis upon which Upshur County and Etex Communications, LLC (“Etex”) will create a Covered Partnership for Upshur County and Etex to apply for funding through the National Telecommunications Information Administration (“NTIA”) Broadband Connectivity Program for Etex to deploy fiber optic facilities in Upshur County, Texas.

1. Recitals.

Whereas, in accordance with the NTIA Broadband Connectivity Program, Upshur County desires to have constructed and installed a fiber optic network (the “Network”) for the provision of telecommunications services including high speed Internet services to residential units and businesses operating within the limits of Upshur County, Texas; and

Whereas, Upshur County, as the Main Applicant, and Etex, as Subgrantee, desire to apply for funding to install the Network; and

Whereas, if the parties’ NTIA grant application is funded, Etex will install the Network in Upshur County to provide the Services and will be the owner and operator of the Network; and

Whereas, Etex is willing to install the Network and provide the Services as Subgrantee; and

Whereas, Etex will design, construct, provide service and maintain the Network; and

Whereas, Etex agrees to complete the Network within one year from the grant award from NTIA.

2. Partnership Agreement. This letter shall be subject to the execution and delivery of a definitive Partnership Agreement (“the Partnership Agreement”) between Etex and Upshur County. The obligations of the parties to consummate the transaction contemplated hereby shall be subject in all respects to the grant of the NTIA funds and the execution of the Partnership Agreement and the satisfaction of the conditions contained therein, and neither party shall have any liability to the other if the parties fail for any reason to execute the Partnership Agreement or do not receive NTIA grant funds, except as expressly provided in this letter.

3. Confidentiality. The parties to this agreement shall at all times maintain the confidentiality of all confidential and/or proprietary information regarding this transaction and will not disclose such information or use it for any purpose other than its evaluation of the proposed transaction, without the prior consent of all the parties, or as otherwise required by law. Notwithstanding the foregoing, following execution of this letter, Etex may disclose such information to selected financial institutions and investors in the course of negotiating the financing of the proposed transaction.





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4. **Representations, Warranties, Covenants and Indemnities.** The Partnership Agreement will contain representations, warranties, covenants and indemnities that are customary for transactions of this size and nature.
5. **Expenses.** The estimated total cost for the Network will be approximately Three Million Seven Hundred Thirty-Two Thousand Five Hundred Dollars (\$3,732,500.00). Etex will match up to twenty percent (20%) of the funds granted by NTIA. All revenues from the Network shall go directly to Etex.
6. **Contacts.**

Etex Communications, LP:
 Charlie Cano
 Chief Executive Officer
 Etex Communications, LLC
 903-797-1186
ccano@etexfiber.net

Attorney:
 Clare Liedquist Andonov
 Herman & Whiteaker, LLC
 (202) 600-7271
Cliedquist@hermanwhiteaker.com

Upshur County
 Name CONNIE WILLIAMS
 Title COUNTY AUDITOR
 Phone 909-680-8110
 Email CONNIE.WILLIAMS@COUNTYOFUPSHUR.COM

FILED
 TERRI ROSS
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 UPSHUR COUNTY, TX.
 BY [Signature]
 DEPUTY

AGREED AND ACCEPTED ON JUNE 30 2021:

Etex Communications, LP	Upshur County
Signature:	Signature:
By: Charlie Cano	By: <u>TODD TEFFELLER</u> <u>UPSHUR CO. JUDGE</u> <u>6-30-2021</u>