

From: Mike Kritzman M ke.Kr tzman@Amer canTower.com [REDACTED]
Subject: Ark Non-B nd ng Proposa Term Sheet 11-1-2022
Date: November 1, 2022 at 9:41 AM
To: Josh We ss [REDACTED]

MK

Hi Josh,
Here's the term sheet for our call this afternoon.
A few noteworthy points:

- The term sheet lists 157 leases – this is inclusive of the 17 pre-existing leases so it's existing plus the 140 that are part of the current letter agreement.
 - You've mentioned that some of the 17 are going to churn out – I've added porting rights to account for this
- The monthly run rate increase schedule for the 140 will be as follows:
 - 12/1/2022 [REDACTED] (this would've been [REDACTED] due 12/1/2022 under current letter agreement) on the attached it shows as [REDACTED] because it includes the [REDACTED] you're already paying for the 17 existing leases
 - 4/1/2023 [REDACTED]
 - 7/1/2023 [REDACTED]
 - 10/1/2023 [REDACTED]
- There will be a rent reset 1/1/2025 – this gives you time to finish building and then we reset the rent evenly across all leases
- Added a 10 year ROFR for SFNs

I look forward to talking through at 4 EST.

Thanks,

Mike Kritzman
Vice President, Broadcast
American Tower Corporation
10 Presidential Way
Woburn, MA 01801
[REDACTED]
[REDACTED]
mike.kritzman@americantower.com
2 O W 009

Ark_Non Binding Proposal Term
Sheet 11-1-2022.pdf



From: Mike Kritzman M ke.Kr tzman@Amer canTower.com
Subject: RE: Invo ce - ARK MULTICASTING, INC. @ WOODRUFF DT WI #273491 - Co o #OAA781198
Date: October 28, 2022 at 9:04 AM

MK

To: T ffany Yu [REDACTED], Josh We ss [REDACTED], Ca eb We ss [REDACTED]
Cc: Jeffrey Stewart [REDACTED], Carr e Fata o [REDACTED], Jenn fer Ferguson [REDACTED]
[REDACTED]

Josh & Caleb,
Any feedback from the FCC yet?

Mike Kritzman
Vice President, Broadcast
American Tower Corporation

10 Presidential Way
Woburn, MA 01801

[REDACTED]
[REDACTED]
[REDACTED]
2 O W 009

From: Tiffany Yu [REDACTED]
Sent: Wednesday, October 26, 2022 5:12 PM
To: Josh Weiss [REDACTED]; Caleb Weiss [REDACTED]
Cc: Jeffrey Stewart [REDACTED]; Carrie Fatalo [REDACTED]; Mike Kritzman [REDACTED]; Jennifer Ferguson [REDACTED]
Subject: Invoice - ARK MULTICASTING, INC. @ WOODRUFF DT WI #273491 - Collo #OAA781198

Hi Josh and Caleb,

Per our conversation today about invoicing for shelters, Jeff Stewart worked with our legal manager Jen Ferguson to produce the attached invoice. Please let us know if this will work.

Once you confirm that this is what you're looking for, then Jeff will be able to draft the invoice for the rest of the projects involving shelters.

Regards,

Tiffany Yu
Broadcast Business Development Manager
American Tower Corporation

10 Presidential Way
Woburn, MA 01801

[REDACTED]
[REDACTED]
[REDACTED]

From: Mike Kritzman M ke.Kr tzman@Amer canTower.com
Subject: RE: ATC
Date: January 26, 2023 at 9:23 AM
To: Josh Weiss [REDACTED]

MK

Hi Josh,

I've connected with my legal team and while they appreciate Ari's analysis and interpretation, they are still not comfortable permitting shelter applications to proceed at this time. While ATC is not in privity of contract with the FCC for the reimbursable amounts, ATC remains concerned that we will be left with unpaid expenses in the event that the FCC looks to Ark to reimburse these funds.

[REDACTED]

-Mike

Mike Kritzman
Vice President, Broadcast
American Tower Corporation
10 Presidential Way
Woburn, MA 01801

[REDACTED]
[REDACTED]
[REDACTED]
20 W 009

From: Josh Weiss [REDACTED]
Sent: Saturday, January 14, 2023 1:58 AM
To: Mike Kritzman <Mike.Kritzman@AmericanTower.com>
Subject: Fwd: ATC

This Message Is From an External Sender

This message came from outside your organization.

Mike,

Ari sent this over to me. My hope is that we can get the buildings moving forward. [REDACTED]

[REDACTED]

Josh

Sent from my iPhone

Begin forwarded message:

From: "Meltzer, Ari" [REDACTED]
Date: January 12, 2023 at 8:18:40 PM CST
To: Josh Weiss [REDACTED]
Subject: RE: ATC

To whom it may concern:

I am writing regarding the status of certain stations licensed to Edge Spectrum, Inc. (ESI) and operated by ARK Multicasting (ARK) and to address certain issues regarding reimbursement.

ESI has pending a number of applications for tolling of the construction deadlines for stations that were displaced in the post-Incentive Auction repack. It is our understanding that the FCC continues to follow a lenient approach toward stations that were displaced and will not take away a station or cancel a construction permit as long as the station can demonstrate that the delay is due to reasons beyond the licensee's control. ESI has made this showing for each of its stations, and we expect the FCC to grant the pending tolling requests in short order.

Separately, many of these stations are eligible for reimbursement from the TV Broadcaster Relocation Fund. We understand that American Tower has expressed a concern that it may be responsible for reimbursing the FCC if repack funds were used to pay for a facility and the station for which the reimbursement was paid subsequently loses its license. That should not be the case. First, as indicated above, we do not expect any ESI stations to lost their licenses. Second, the FCC has indicated to us that it does not intend to seek reimbursement for costs that were reasonably incurred even if a station ultimately suspends operations. Finally, and perhaps most importantly for ATC, issues regarding reimbursement funds are between the FCC and the licensee. All submissions for reimbursement were made by ESI and all funds paid by the FCC were paid to ESI. The FCC does not have contractual privity with ATC. Accordingly, should the FCC seek repayment of any funds, it would seek repayment from ESI, not ATC.

I trust that this addresses your concerns. Please let me know if you have further questions.

 Ari Meltzer
Pronouns: He, Him, His
Attorney at Law
[REDACTED]

Wiley Rein LLP • 2050 M Street NW • Washington, DC 20036
[REDACTED]

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MK

Mike



Thu, Jun 22 at 11:29 AM

Can I call you back in
about 3 hours?

iMessage

Yes

Tue, Jul 18 at 3:39 PM

Hi Josh - just checking in -
any progress to report?

Tue, Jul 18 at 5:53 PM

I have the 3 station sale
that has been agreed
upon. Once the transfer
had happened, I'll be able
to give a significant



iMessage

