

**UNIVISION COMMUNICATIONS INC.**

**UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS**

May 11, 2011

**THE UNDERSIGNED**, who comprise all of the members of the Board of Directors (the "Board") of Univision Communications Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"), do hereby adopt the following resolutions by unanimous written consent in lieu of a meeting pursuant to the Company's by-laws and Section 141(f) of the Delaware General Corporation Law.

**WHEREAS**, the Board deems it advisable and in the best interests of the Company for the Company to form **Univision Local Media Inc.**, a **Delaware corporation** ("Newco") as a new, direct, wholly-owned subsidiary of the Company; and

**WHEREAS**, the Board deems it advisable and in the best interests of the Company for the Company to contribute certain assets to Newco, as more particularly described in Exhibit A hereto (the formation of Newco and the contributions of assets thereto by the Company, the "Transactions").

**NOW, THEREFORE, BE IT:**

**RESOLVED**, that the Transactions are hereby authorized and approved and the Chief Executive Officer, the Chief Financial Officer, the President, any Vice President, the Treasurer, any Assistant Treasurer, the Secretary and any Assistant Secretary of the Company (each a "Proper Officer"), any one of whom may act without the joinder of any of the others, are hereby authorized, empowered and directed, in the name and on behalf of the Company, to take all actions that such Proper Officer, in his or her sole discretion, may approve or deem necessary, appropriate, or advisable to effect the Transactions, including, but not limited to, (i) the negotiation of agreements, amendments, supplements, reports, documents, instruments, applications, notes or certificates currently unknown but which may be required, (ii) the negotiation of such changes and additions to any agreements, amendments, supplements, reports, documents, instruments, applications, notes or certificates currently existing, (iii) the execution, delivery and filing (if applicable) of any of the foregoing, and (iv) the payment of all fees, consent payments, taxes and other expenses as any such Proper Officer, in his or her sole discretion, may approve or deem necessary, appropriate, or advisable in order to carry out the intent and accomplish the purposes of the foregoing resolutions and the transactions contemplated thereby, all such actions, executions, deliveries, filings and payments to be conclusive evidence of such approval or that such Proper Officer deemed the same to be necessary, appropriate, or advisable; and that all such actions, executions, deliveries, filings and payments taken or made at any time in connection with the transactions contemplated by the foregoing resolutions are hereby approved, adopted, ratified, and

confirmed in all respects as the acts and deeds of the Company as if specifically set out in these resolutions and that any person dealing with any Proper Officer in connection with any of the foregoing matters shall be conclusively entitled to rely upon the authenticity of such Proper Officer and by his or her execution of any document, agreement or instrument, the same being a valid and binding obligation of the Company enforceable in accordance with its terms;

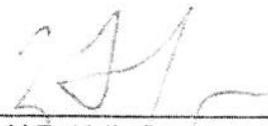
**RESOLVED, FURTHER**, that all acts and deeds of any Proper Officer of the Company taken prior to the date hereof in order to carry out the intent and accomplish the purposes of the foregoing resolutions are hereby approved, adopted, ratified, and confirmed in all respects as the acts and deeds of the Company;

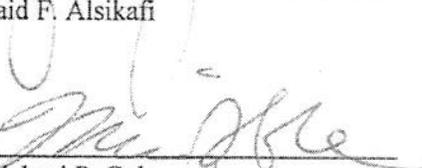
**RESOLVED, FURTHER**, that all actions taken by this written consent shall have the same force and effect as if taken at a meeting of the Approving Party duly called and constituted pursuant to the laws of the state in which the Company is organized.

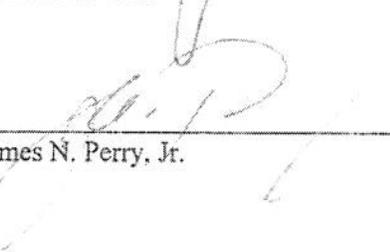
Each of the foregoing resolutions was made by the directors in their capacity as both stockholders of the Corporation and as PITV Investors (as such term is defined in that certain Amended and Restated Principal Investor Agreement, by and among BMPI, BMPH, Univision and certain stockholders of BMPI, dated as of December 20, 2010).

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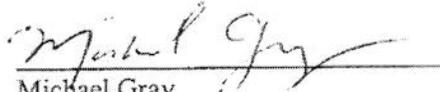
IN WITNESS WHEREOF, the undersigned, being all directors of UNIVISION COMMUNICATIONS INC., have executed this written consent as of the date first written above.

  
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Zaid F. Alsikafi

  
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Michael P. Cole

  
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James N. Perry, Jr.

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Michael Gray

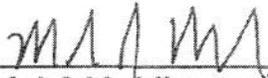
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Mark J. Masiello

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Jonathan M. Nelson

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Michael Gray



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Mark J. Mastello

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Jonathan M. Nelson

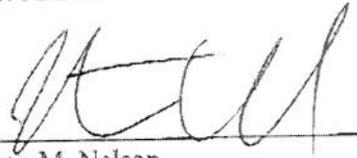
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Michael Gray

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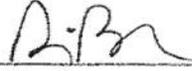
Mark J. Masiello



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Jonathan M. Nelson

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David Bonderman

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Kelvin L. Davis

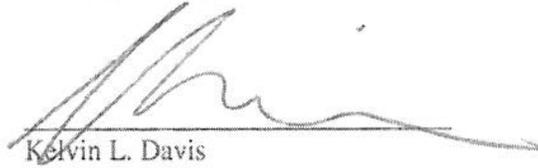
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David Trujillo

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David Bonderman



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Kelvin L. Davis

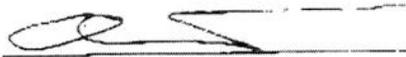
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David Trujillo

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David Bonderman

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Kelvin L. Davis

  
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David Trujillo

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Emilio Azcárraga Jean

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Alfonso de Angoitia

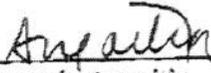
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Enrique F. Senior Hernández

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Emilio Azcárraga Jean



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Alfonso de Angoitia

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Enrique F. Senior Hernández

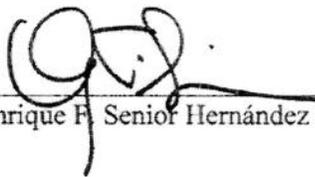
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Emilio Azcárraga Jean

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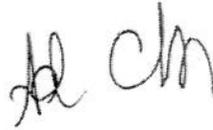
Alfonso de Angoitia



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Enrique F. Senior Hernández

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Adam Chesnoff

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Haim Saban

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Adam Chesnoff

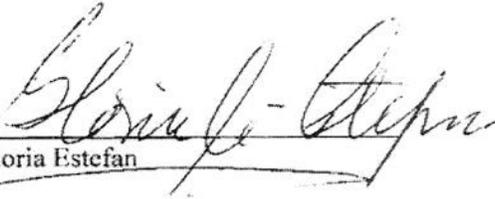


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Haim Saban

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Gloria Estefan

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Henry G. Cisneros

**Exhibit A**

**Contributed Assets**

All of the outstanding equity held by the Company in the following entities:

- PTI Holdings, Inc.
- Univision Puerto Rico Station Acquisition Company
- Telefutura Television Group, Inc.
- Univision Radio, Inc.