

**AN ORDINANCE APPROVING A SETTLEMENT AGREEMENT WITH
CENTURYLINK**

WHEREAS, the City of Warrenton, Missouri (the “City”) is a putative class member in a lawsuit to recover unpaid Business License Taxes (as defined in the Settlement Agreement described below), which lawsuit is styled *City of O’Fallon, Missouri, at al. v. CenturyLink, Inc., et al.*, Case No. 12SLCC01723-01, and is pending in the Circuit Court of St. Louis County, Missouri (the “Lawsuit”); and

WHEREAS, a settlement agreement settling the Lawsuit was signed by the named plaintiffs (as class representatives) and Defendants, and was filed with and preliminarily approved by the Circuit Court of St. Louis County on August 22, 2014 (the “Settlement Agreement”); and

WHEREAS, pursuant to the Settlement Agreement, the City has received a Notice of CenturyLink Class Action Settlement and Approval Hearing, incorporated herein by reference, and a CenturyLink Landline Municipal Tax Settlement Claim Form, incorporated herein by reference, which identify the estimated Back Tax Payment (as defined in the Settlement Agreement) that will be paid and released to the City pursuant to the Settlement Agreement after the Settlement Agreement becomes Final (as defined in the Settlement Agreement); and

WHEREAS, the City has objected to aspects of the Settlement Agreement and its administration due to concerns relating to the representativeness of class counsel and the named plaintiffs, lack of access to information relating to the compromised tax claims data and other aspects of the settlement that the City believes should be corrected; and

WHEREAS, the City plans to renew its objections and to be heard at the Final Fairness Hearing if these objections are not resolved, in order to improve the settlement or make it consistent with certain minimum requirements provided by past business license tax class settlements and incorporated side agreements providing greater certainty; and

WHEREAS, the Settlement Agreement requires the City to choose whether to accept the Settlement Agreement or request exclusion from the settlement prior to the Final Fairness Hearing; and

WHEREAS, the City desires to hereby approve and accept all the terms and provisions of the Settlement Agreement while still preserving all rights of the City relating to objections and the Fairness Hearing.

NOW, THEREFORE, BE IT ORDAINED BY THE BOARD OF ALDERMEN OF THE CITY OF WARRENTON, MISSOURI AS FOLLOWS:

SECTION I. The City of Warrenton, Missouri hereby approves, accepts, and adopts all terms and provisions of the Settlement Agreement as a binding and enforceable agreement between the

City of Warrenton, Missouri and Defendants, as if the City of Warrenton, Missouri was an original signatory thereto.

SECTION II. The Director of Operations of the City of Warrenton, Missouri, on behalf of the City, is hereby authorized and directed to execute the CenturyLink Landline Municipal Tax Settlement Claim Form and any other documents necessary under the Settlement Agreement.

SECTION III. The authorized representative set forth in Section 2 and the City's legal counsel are authorized to pursue any objections, disputes as to the amount of the Back Tax Payment, and other rights authorized by the Settlement Agreement and/or the Court consistent with a claim to preserve the City's claim entitlement and its stated and other public interests.

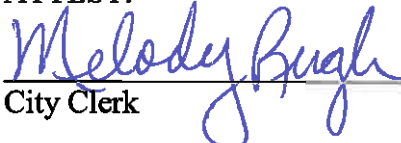
SECTION IV. This Ordinance shall be in full force and effect after passage and approval as required by law.

READ TWO TIMES AND PASSED by the Board of Aldermen of the City of Warrenton, Missouri this 21st day of October, 2014.



President of the Board of Aldermen

ATTEST:



City Clerk