

RESOLUTION NO. 656

WHEREAS, Astound Broadband, LLC a Washington limited liability company d/b/a Wave (“Franchisee”) currently holds a franchise (the “Franchise”) granted by the City of Kalama (the “Community”) to own and operate a telecommunications system in the Community; and

WHEREAS, Franchisee is a wholly-owned subsidiary of WaveDivision Holdings, LLC, a Delaware limited liability company (“WDH”); and

WHEREAS, on May 18, 2017, Radiate HoldCo, LLC, a Delaware limited liability company controlled by Radiate Holdings, L.P. (“Radiate Parent”), WDH, and Wave Holdco, LLC, a Delaware limited liability company (“Wave Holdco”), the ultimate parent of WDH, entered into a definitive securities purchase agreement for Radiate Holdco, LLC to acquire Wave Holdco from its current owners (the “Transaction”); and

WHEREAS, Radiate Parent and Wave Holdco have filed FCC Form 394 with the Community and have provided the Community with all information regarding the Transaction required by applicable law (collectively, the “Application”); and

WHEREAS, the Community has reviewed the Application and has determined that (i) Radiate Parent meets the legal, technical, and financial criteria to become the owner of Wave Holdco and the indirect owner of Franchisee, and (ii) the Transaction is in the best interests of the Community.

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

1. The Community consents to and approves of the Transaction to the extent required by the terms of the Franchise and applicable law;
2. The Community confirms that the Franchise is valid and outstanding and in full force and effect and there are no defaults under the Franchise. Subject to compliance with the terms of this Resolution, any action necessary with respect to the Transaction has been duly and validly taken;
3. To the best of the Community’s knowledge and belief, there are no existing facts or circumstances that with or without the giving of notice or the passage of time, or both, would constitute a default of any term or condition of the Franchise;
4. Effective upon the closing of the Transaction, the Franchisee shall remain responsible for any obligations and liabilities under the Franchise in accordance with its terms; and
5. This Resolution is adopted and approved in accordance with all applicable notice and procedure requirements under all laws applicable to Community. This Resolution shall take effect upon its passage in accordance with applicable law.

This Resolution shall have the force of a continuing agreement with Franchisee and Radiate Parent, and Community shall not amend or otherwise alter this Resolution without the consent of Franchisee and Radiate Parent.

ADOPTED AND APPROVED THIS 20th day of September, 2017.

By: _____
Title: Mayor _____

ATTEST:

Title: Clerk/Treasurer

Approved as to form

City Attorney

DRAFT