

RESOLUTION No. 17/18-4
City of Dayton, Oregon

**A RESOLUTION OF THE CITY OF DAYTON AUTHORIZING THE
TRANSFER OF CONTROL OF THE TELECOMMUNICATIONS FRANCHISE
HELD BY ASTOUND BROADBAND, LLC.**

WHEREAS, the City of Dayton (the “City”) granted to Astound Broadband, LLC, a Washington limited liability company (“Astound”), a franchise as set forth in Ordinance No. 622, dated November 3, 2014, to occupy public rights-of-way within the City for the purpose of construction, operation, and maintenance of Astound’s telecommunication system (the “Franchise”); and

WHEREAS, on May 18, 2017, Radiate HoldCo, LLC, a Delaware limited liability company and an indirect wholly-owned subsidiary of Radiate Holdings, L.P. (“Radiate”), entered into an agreement to acquire all the outstanding membership interests of Wave Holdco, LLC (“Wave”), the parent company of Astound (the “Transaction”); and

WHEREAS, Dayton Municipal Code Chapter 6.11, which is incorporated by reference into the Franchise, requires the City’s prior consent to the Transaction; and

WHEREAS, upon the closing of the Transaction, Astound shall remain responsible for all obligations and liabilities under the Franchise; and

WHEREAS, the City has concluded that Radiate meets the legal, technical, and financial criteria for approval of the transfer of control of the Franchise.

The City of Dayton resolves as follows:

Section 1. The City hereby consents to the transfer of control of the Franchise, provided that Astound shall remain responsible for all obligations and liabilities under the Franchise.

Section 2. The approval of the proposed transfer of control shall not take effect until the Transaction closes with all material terms substantially consistent with the information provided to the City and the Federal Communications Commission.

Section 3. This resolution is effective immediately upon adoption.

ADOPTED this 7 day of August, 2017.

In Favor: Bixler, Collins, Mackin, Marquez, Price, and Wytoski

Opposed: None

Absent: None

Abstained: None



Elizabeth Wytoski, Mayor

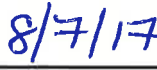


Date Signed

ATTEST:



**Rochelle Roaden
City Recorder**



Date of Enactment