

RESOLUTION NO. 109-12

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF MASON COUNTY,  
WASHINGTON, GRANTING CONSENT AND APPROVAL TO WAVE BROADBAND CHANGE OF  
CONTROL TRANSACTION

**WHEREAS**, WaveDivision IV, LLC, a Washington limited liability company d/b/a Wave Broadband ("Franchisee") currently holds a franchise (the "Franchise") granted by Mason County, (the "County") to own and operate a cable system in the County; and

**WHEREAS**, Franchisee is a wholly-owned subsidiary of WaveDivision Holdings, LLC, a Delaware limited liability company ("Wave Parent"); and

**WHEREAS**, on May 30, 2012, OH WDH Holdco, LLC, a Delaware limited liability company affiliated with Oak Hill Capital Partners III, L.P. ("Oak Hill"), in conjunction with WaveDivision Capital, LLC, a Washington limited liability company controlled by Wave Parent's Chief Executive Officer Steve Weed, entered into a definitive agreement to acquire Wave Parent from its current majority owners, principally three affiliates of Sandler Capital Management (the "Transaction"); and

**WHEREAS**, Wave Parent and Oak Hill have filed FCC Form 394 with the County and have provided the County with all information regarding the Transaction required by applicable law (collectively, the "Application"); and

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

**NOW, THEREFORE**, the Board of County Commissioners of Mason County, Washington does hereby resolve:

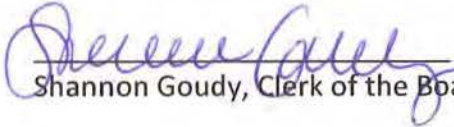
1. The County consents to and approves of the Transaction to the extent required by the terms of the Franchise and applicable law;
2. To the best of the County's knowledge and belief, there are no existing facts or circumstances that with or without the giving of notice or the passage of time, or both, would constitute a default of any term or condition of the Franchise.
3. Effective upon the closing of the Transaction, the Franchisee shall remain responsible for any obligations and liabilities under the Franchise.
4. This Resolution is adopted and approved in accordance with all applicable notice and procedure requirements under all laws applicable to the County, and with all applicable notice and procedure requirements. This Resolution shall take effect upon its passage in accordance with applicable law.

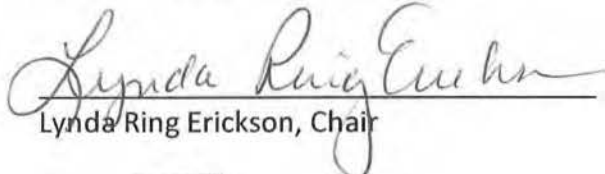
Mason County  
Resolution No. 69-12  
Approval to Wave Broadband  
change of control transaction

PASSED THIS 4<sup>th</sup> day of SEPTEMBER, 2012.

BOARD OF COUNTY COMMISSIONERS  
MASON COUNTY, WASHINGTON

ATTEST:


  
Shannon Goudy, Clerk of the Board

  
Lynda Ring Erickson, Chair

  
Tim Sheldon, Commissioner

APPROVED AS TO FORM

  
Steve Bloomfield, Commissioner

  
Tim Whitehead, Chief Deputy  
Prosecuting Attorney