

**RESOLUTION NO. 54-17**  
**RESOLUTION OF MASON COUNTY, WASHINGTON**  
**RESCENDING RESOLUTION 69-12 AND**  
**APPROVING THE TRANSFER OF THE CABLE FRANCHISE**

**WHEREAS**, WaveDivision IV, LLC, a Washington limited liability company d/b/a Wave (“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 (“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 security 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 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) 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 County.

**NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:** 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. The County 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 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.
4. Effective upon the closing of the Transaction, the Franchisee shall remain responsible for any obligations and liabilities under the Franchise.
5. 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.

PASSED THIS 26<sup>th</sup> day of September, 2017.

ATTEST:

  
\_\_\_\_\_  
Melissa Drewry, Clerk of the Board


BOARD OF COUNTY COMMISSIONERS  
MASON COUNTY, WASHINGTON

  
\_\_\_\_\_  
Kevin Shutty, Chair

  
\_\_\_\_\_  
Randy Neatherlin, Commissioner

APPROVED AS TO FORM

  
\_\_\_\_\_  
Terri Drexler, Commissioner

  
\_\_\_\_\_  
Tim Whitehead, Chief Deputy  
Prosecuting Attorney