

RESOLUTION NO. 12-28

A RESOLUTION GRANTING CONSENT AND APPROVAL OF THE CITY OF OREGON CITY, OREGON, TO CHANGE OF CONTROL TRANSACTION

WHEREAS, WaveDivision VII, LLC, a Washington limited liability company d/b/a Wave Broadband ("Franchisee") currently holds a franchise (the "Franchise") granted by the City of Oregon City, Oregon, (the "City") to own and operate a cable system in the City; 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, upon the closing of the Transaction, the Franchisee shall remain responsible for all obligations and liabilities under the Franchise; and

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

WHEREAS, the City has reviewed the Application and has determined that Oak Hill meets the legal, technical, and financial criteria to become the owner of Wave Parent and the indirect owner of Franchisee.

Now, therefore, the City of Oregon City does hereby resolve:

1. The City consents to the Transaction to the extent required by the terms of the Franchise and applicable law.
2. This Resolution shall take effect upon its passage in accordance with applicable law.

Adopted and approved this 15th day of August 2012.

Doug Neeley, Mayor

Attested to this 15th day of August 2012:

Approved as to legal sufficiency:

Nancy Ide, City Recorder

City Attorney