

RESOLUTION NO. 17-24

A RESOLUTION CONSENTING TO THE TRANSFER OF CONTROL RELATED TO THE CABLE FRANCHISEE WAVEDIVISION VII, LLC WITH CONDITIONS

WHEREAS, WaveDivision VII, LLC, a Washington limited liability company d/b/a Wave (“Wave”), is the Franchisee under a cable franchise agreement approved by the City of Oregon City (the “City”) by Ordinance 08-1002, on February 12, 2008 (the “Franchise”); and

WHEREAS, Wave 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”), WHD and Wave Holdco, LLC, a Delaware limited liability company (“Wave Holdco”), the ultimate parent of WDH, entered into an agreement for Radiate HoldCo, LLC to acquire Wave Holdco from its current owners (the “Transaction”); and

WHEREAS, on June 16, 2017, Radiate and Wave Holdco sent the City a Federal Communications Commission Form 394 Application by which the parties requested approval from the City of the Transaction; and

WHEREAS, Federal law and Section 3.7 of the Franchise authorize the City to review any proposed transfer of control, including the proposed Transaction as described in the Form 394 Application; and

WHEREAS, Section 3.7 of the Franchise also authorizes the City to condition approval of a transfer upon such terms and conditions as it deems reasonably appropriate within the legal, financial, and technical framework provided by the Franchise; and

WHEREAS, the City has reviewed the materials provided by Radiate and Wave Holdco in the Form 394 Application, and the City deems it to be in furtherance of the public interest to consent to the Transaction, subject to appropriate conditions.

NOW, THEREFORE, OREGON CITY RESOLVES AS FOLLOWS:

Section 1. Consent to the Transfer of Control.

The City of Oregon City hereby consents to the transfer of control that will occur on the closing of the Transaction as set forth in the Federal Communications Commission Form 394 received by the City, subject to the conditions set forth in Section 2, below.

Section 2. Conditions to the Transfer of Control.

The City’s approval of the proposed transfer of control is subject to each of the following conditions:

1. The Transaction is consummated as described in the Form 394 Application with no substantial change in the terms and conditions as described therein.
2. Wave is in compliance with the franchise terms at the time of the transfer of control and corrects any known violations prior to the transfer.
3. Wave, before and after the closing of the Transaction, shall remain bound by the lawful terms and conditions of the Franchise.

Section 3. Effective Date.

This resolution shall take effective immediately upon its adoption by the City Commission.

Approved and adopted at a regular meeting of the City Commission held on the 3rd day of October 2017.

DAN HOLLADAY, Mayor

Attested to this 3rd day of October 2017:

Approved as to legal sufficiency:

Kattie Riggs, City Recorder

City Attorney