

RESOLUTION NO. 971

(Extending the Cable Television Franchise Held by Wave Division VII, LLC)

WHEREAS, the City of Stayton (“City”) is authorized by state statutes and its charter to grant non-exclusive franchises to persons desiring to occupy rights-of-way within the City; and

WHEREAS, Wave Division VII, LLC (“Wave”) is the current cable television franchisee under Ordinance No. 876, as amended and extended by Ordinance No. 991 and Ordinance No. 1003 (collectively, the “Franchise”), which will expire on December 31, 2017; and

WHEREAS, the City and Wave have operated under the terms and conditions of the Franchise since Wave became the franchisee on December 10, 2007, and are not aware of any defaults on the part of either party under the terms and conditions of the Franchise; and

WHEREAS, the City and Wave are currently engaged in renewal negotiations in accordance with Section 626(h) of Title VI of the Communications Act of 1934, as amended, however due to a variety of factors, those negotiations will not be complete prior to the expiration of the current agreement on December 31, 2017; and

WHEREAS, Wave is a wholly-owned, indirect subsidiary of Wave Holdco, LLC, a Delaware limited liability company (“Wave Parent”); and

WHEREAS, on May 18, 2017, Radiate HoldCo, LLC, a Delaware limited liability company controlled by Radiate Holdings, L.P. (“Radiate Parent”), Wave Parent and Wave Division Holdings, LLC, a Delaware limited liability company (“Wave Holdco”) entered into a definitive securities purchase agreement for Radiate Holdco, LLC to acquire Wave Parent from its current owners (the “Transaction”); and

WHEREAS, Radiate Parent and Wave Parent have filed FCC Form 394 with the City and have provided the City with all information regarding the Transaction as required by applicable law (collectively, the “Application”); and


WHEREAS, the period provided for review of the Application under federal law has passed and, therefore, the City is now deemed to have approved of and consented to the Transaction to the extent required by the terms of the Franchise and by federal law; and

WHEREAS, the City believes that it is in best interest of the City, and in the public interest, to extend the term of the Franchise for an additional period of time to allow the negotiations for a new Franchise Agreement to be entered into, and so that cable service to the public will not be interrupted.


NOW, THEREFORE, BE IT RESOLVED, by the City that:

1. Extension of the Franchise Term. The City hereby extends the term of the existing Wave Franchise Agreement through March 31, 2018.
2. Publication, Acceptance and Effective Date. Wave shall provide its acceptance of this extension by the execution and delivery to the City of a copy of this Resolution by an authorized officer of Wave. Wave's acceptance shall occur on or before December 31, 2017.
3. No Other Amendments. Except as expressly modified by this Ordinance, all terms, conditions and provisions of the existing Franchise Agreement shall continue in full force and effect as set forth therein.

IN WITNESS WHEREOF, this Resolution is passed and adopted this 18th day of December, 2017 by the affirmative vote of the Stayton City Council.


Henry Porter, Mayor


APPROVED AS TO FORM:


Wallace W. Lien, Acting City Attorney

ACCEPTED:

Wave does hereby accept and agree to an extension of the existing Franchise Agreement for the period through March 31, 2017 as provided for herein.

WAVE DIVISION VII, LLC


By: _____
Name: James A. Penney
Title: General Counsel
Date: January 3, 2018