

RESOLUTION NO. 1013

**RESOLUTION APPROVING THE CHANGE OF INDIRECT CONTROL OF THE FRANCHISEE UNDER THE
CABLE TELEVISION FRANCHISE**

WHEREAS, WaveDivision VII, LLC (“Franchisee”) owns, operates and maintains a cable television system (the “System”) in the City of Stayton pursuant to a cable television franchise (“Franchise”) granted by the governing body of the City of Stayton (the “Franchise Authority”), and Franchisee is the current duly authorized holder of the Franchise;

WHEREAS, pursuant to an Agreement and Plan of Merger (“Agreement”), funds associated with Stonepeak Infrastructure Partners (“Acquiror”), a Delaware limited liability company, will purchase 100% of the membership interests of Radiate Holdings, L.P., a Delaware limited partnership, (which owns 100% of the indirect ownership interests in Franchisee), and, as a result, the indirect control of Franchisee will change (the “Change of Control”);

WHEREAS, Franchisee and Acquiror have requested the consent of the Franchise Authority to the Change of Control in accordance with the requirements of the Franchise, have filed an FCC Form 394 with the Franchise Authority, and have provided the Franchise Authority with all information necessary to facilitate a decision by the Franchise Authority (the “Application”); and

WHEREAS, the Franchise Authority has reviewed the Application, examined the legal, financial and technical qualifications of Acquiror, followed all required procedures in order to consider and act upon the Application, considered the comments of all interested parties, and finds Acquiror to be suitable to indirectly control Franchisee.

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

SECTION 1. The Franchise Authority hereby accepts the Application and consents to the Change of Control, all in accordance with the terms of the Franchise and applicable law.

SECTION 2. The Franchise Authority 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.

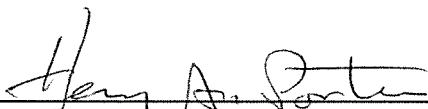
SECTION 3. This Resolution shall be deemed effective as of the date of its passage.

This Resolution shall have the force of a continuing agreement with Franchisee and Acquiror, and Franchise Authority shall not amend or otherwise alter this Resolution without the consent of Franchisee and Acquiror.

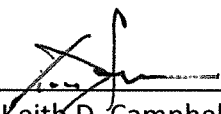
ADOPTED BY THE STAYTON CITY COUNCIL 21ST DAY OF DECEMBER 2020.

CITY OF STAYTON

Date: 12/21/20

By: 
Henry A. Porter, Mayor

Date: 12/21/20

Attest: 
Keith D. Campbell, City Manager