

**CITY OF MONROE  
RESOLUTION NO. 003/2021**

A RESOLUTION OF THE CITY OF MONROE,  
WASHINGTON, APPROVING THE CHANGE OF INDIRECT  
CONTROL OF WDH BLACK ROCK CABLE INC., A  
FRANCHISEE OF THE CITY.

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WHEREAS, Black Rock Cable Inc. ("Franchisee") owns, operates and maintains a telecommunications system (the "System") in the City of Monroe pursuant to a cable franchise ("Franchise") granted by the City of Monroe (the "Franchise Authority") via Ordinance No. 001/2011, and Franchisee is the current duly authorized holder of the Franchise; and

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"); and

WHEREAS, Franchisee and Acquirer have requested the consent of the City of Monroe to the Change of Control in accordance with the requirements of the Franchise Section 13, 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, followed all required procedures in order to consider and act upon the Application, and finds Acquirer to be suitable to indirectly control Franchisee.

NOW THEREFORE, THE CITY COUNCIL OF THE CITY OF MONROE, HEREBY RESOLVES AS FOLLOWS:

Section 1. The City Council hereby 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 parties are operating under the terms of the recently expired Franchise and the parties treat the franchise as being 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 Change of Control has been duly and validly taken.

Section 3. This Change of Control does not change any of the terms contained within the Franchise. Franchisee must continue to comply with all such terms of the Franchise.

Section 4. This Resolution shall become effective upon adoption.

Section 5. This Resolution shall have the force of a continuing agreement with Franchisee and Acquirer, and Franchise Authority shall not amend or otherwise alter this Resolution without the consent of Franchisee and Acquirer.

ADOPTED by the City Council of the City of Monroe, at its regular business meeting thereof, and APPROVED by the Mayor this 9<sup>th</sup> day of March, 2021.

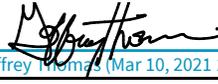
CITY OF MONROE, WASHINGTON:

(SEAL)

ATTEST:



\_\_\_\_\_  
Rabecca R. Hasart, Interim City Clerk



[Geoffrey Thomas \(Mar 10, 2021 17:02 PST\)](#)

\_\_\_\_\_  
Geoffrey Thomas, Mayor

APPROVED AS TO FORM:



[Zach Lell \(Mar 10, 2021 15:42 PST\)](#)

\_\_\_\_\_  
J. Zachary Lell, City Attorney

# Resolution 003 2021 Black Rock Change of Indirect Control - there were no changes to the resolution as presented to the Council last night. Thanks, B.

Final Audit Report

2021-03-11

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