

RESOLUTION NO. 2023-04

A RESOLUTION of the City Council of the City of Lakewood, Washington, consenting to a transfer of control of franchise.

WHEREAS, Rainier Connect North, LLC (“Franchisee”) currently holds a cable television franchise (“Franchise”) granted by the City of Lakewood (“Municipality”) authorizing Franchisee to own and operate a cable television system to the Municipality; and

WHEREAS, Pursuant to the terms of an Agreement and Plan of Merger, dated December 6, 2022, (“Agreement”) by and among Alphaboost Purchaser, LLC (“Transferee”), Mashell, Inc. (“Transferor”), Alphaboost Merger Sub, LLC (“Merger Sub”), and Brian Haynes (as Shareholder Representative), Merger Sub will merge with an into Transferor with Transferor continuing as the surviving entity. As a result of the Transaction, Transferor will be a direct, wholly-owned subsidiary of Transferee, and Franchisee will be an indirect, wholly-owned subsidiary of Transferee. Other than the transfer control of Franchisee, the Franchise and all duties, rights and responsibilities, pertaining to the operation of the cable television system pursuant to the Franchise, will continue unchanged in full force and effect; and

WHEREAS, Transferor, Franchisee, and Transferee requested that Municipality consent, to the extent required, to the Transaction as described in the FCC For 394 (Application for Franchise Authority Consent to Transfer of Control of Cable Television Franchise) filed with Municipality (“394 Application”); and

WHEREAS, Municipality has reviewed the 394 Application, and will consent to the transfer of control as described in the 394 Application.

NOW, THEREFORE, THE CITY COUNCIL OF THE CITY OF LAKEWOOD, WASHINGTON HEREBY RESOLVES as follows:

Section 1. The City of Lakewood consents to the transaction resulting of control of Franchisee and its Franchise.

Section 2. The City of Lakewood confirms the Franchise is valid and in full force and effect.

Section 3. The City Manager is authorized to enter into, execute, and deliver on behalf of the City of Lakewood this consent, along with other documents as may be necessary evidencing this Resolution without further action by this governing body.

Section 4. This Resolution shall be in full force and effect upon passage and signatures hereon.

PASSED by the City Council this 21st day of February, 2023.

CITY OF LAKEWOOD

Attest:

B. Schumacher

Briana Schumacher, City Clerk

Jason Whalen

Jason Whalen, Mayor

Approved as to form:

Heidi Ann Wachter

Heidi Ann Wachter City Attorney

FCC 394

**APPLICATION FOR FRANCHISE AUTHORITY
CONSENT TO ASSIGNMENT OR TRANSFER OF CONTROL
OF CABLE TELEVISION FRANCHISE**

FOR FRANCHISE AUTHORITY USE ONLY

SECTION I. GENERAL INFORMATION

DATE	19-Jan-23	1. Community Unit Identification Number:	WA0586
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2. Application for: Assignment of Franchise Transfer of Control

3. Franchising Authority: City of Lakewood, Washington	
4. Identify community where the system/franchise that is the subject of the assignment or transfer of control is located: City of Lakewood, Washington	
5. Date system was acquired or (for system's constructed by the transferor/assignor) the date on which service was provided to the first subscriber in the franchise area:	4/1/2020
6. Proposed effective date of closing of the transaction assigning or transferring ownership of the system to transferee/assignee:	As soon as the necessary regulatory approvals are obtained. Parties anticipate closing in Q4 2023.

7. Attach as an Exhibit a schedule of any and all additional information or material filed with this application that is identified in the franchise as required to be provided to the franchising authority when requesting its approval of the type of transaction that is the subject of this application.

Exhibit No. 1.7

PART I - TRANSFEROR/ASSIGNOR

1. Indicate the name, mailing address, and telephone number of the transferor/assignor.

Legal name of Transferor/Assignor (if individual, list last name first) Mashell, Inc.			
Assumed name used for doing business (if any)			
Mailing street address or P.O. Box 2516 S HOLGATE STREET			
City Tacoma	State WA	ZIP Code 98402	Telephone No. (include area code) (360) 832-4130

2.(a) Attach as an Exhibit a copy of the contract or agreement that provides for the assignment or transfer of control (including any exhibits or schedules thereto necessary in order to understand the terms thereof). If there is only an oral agreement, reduce the terms to writing and attach. (Confidential trade, business, pricing or marketing information, or other information not otherwise publicly available, may be redacted).

Exhibit No. 1.1.2(a)

(b) Does the contract submitted in response to (a) above embody the full and complete agreement between the transferor/assignor and the transferee/assignee?

Yes No

If No, explain in an Exhibit.

Exhibit No. 1.1.2(b)

PART II - TRANSFEREE/ASSIGNEE

1.(a) Indicate the name, mailing address, and telephone number of the transferee/assignee.

Legal name of Transferee/Assignee (if individual, list last name first)			
Alphaboost Purchaser, LLC			
Assumed name used for doing business (if any)			
Mailing street address or P.O. Box			
1 Rockefeller Plaza, 11th Floor			
City	State	ZIP Code	Telephone No. (include area code)
New York	NY	10020	929 562 2921

(b) Indicate the name, mailing address, and telephone number of person to contact, if other than transferee/assignee.

Name of contact person (list last name first)			
See Exhibit I.II.1(c)			
Firm or company name (if any)			
Mailing street address or P.O. Box			
City	State	ZIP Code	Telephone No. (include area code)

(c) Attach as an Exhibit the name, mailing address, and telephone number of each additional person who should be contacted, if any.

Exhibit No.
I.II.1(c)

(d) Indicate the address where the system's records will be maintained.

Street address		
2516 S HOLGATE ST		
City	State	ZIP Code
Tacoma	WA	98402

2. Indicate on an attached exhibit any plans to change the current terms and conditions of service and operations of the system as a consequence of the transaction for which approval is sought.

Exhibit No.
I.II.2

SECTION II. TRANSFEREE'S/ASSIGNEE'S LEGAL QUALIFICATIONS

1. Transferee/Assignee is:

<input type="checkbox"/> Corporation	a. Jurisdiction of incorporation:	d. Name and address of registered agent in jurisdiction:
	b. Date of incorporation:	
	c. For profit or not-for-profit:	

<input type="checkbox"/> Limited Partnership	a. Jurisdiction in which formed:	c. Name and address of registered agent in jurisdiction:
	b. Date of formation:	

<input type="checkbox"/> General Partnership	a. Jurisdiction whose laws govern formation:	b. Date of formation:
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Individual

Other. Describe in an Exhibit.

Exhibit No. II.1

2. List the transferee/assignee, and, if the transferee/assignee is not a natural person, each of its officers, directors, stockholders beneficially holding more than 5% of the outstanding voting shares, general partners, and limited partners holding an equity interest of more than 5%. Use only one column for each individual or entity. Attach additional pages if necessary. (Read carefully - the lettered items below refer to corresponding lines in the following table.)

- (a) Name, residence, occupation or principal business, and principal place of business. (If other than an individual, also show name, address and citizenship of natural person authorized to vote the voting securities of the applicant that it holds.) List the applicant first, officers, next, then directors and, thereafter, remaining stockholders and/or partners.
- (b) Citizenship.
- (c) Relationship to the transferee/assignee (e.g., officer, director, etc.).
- (d) Number of shares or nature of partnership interest.
- (e) Number of votes.
- (f) Percentage of votes.

(a)		
See Exhibit II.2		
(b)		
(c)		
(d)		
(e)		
(f)		

3. If the applicant is a corporation or a limited partnership, is the transferee/assignee formed under the laws of, or duly qualified to transact business in, the State or other jurisdiction in which the system operates? Yes No

If the answer is No, explain in an Exhibit.

Exhibit No.
II.3

4. Has the transferee/assignee had any interest in or in connection with an applicant which has been dismissed or denied by any franchise authority? Yes No

If the answer is Yes, describe circumstances in an Exhibit.

Exhibit No.
N/A

5. Has an adverse finding been made or an adverse final action been taken by any court or administrative body with respect to the transferee/assignee in a civil, criminal or administrative proceeding, brought under the provisions of any law or regulation related to the following: any felony; revocation, suspension or involuntary transfer of any authorization (including cable franchises) to provide video programming services; mass media related antitrust or unfair competition; fraudulent statements to another government unit; or employment discrimination? Yes No

If the answer is Yes, attach as an Exhibit a full description of the persons and matter(s) involved, including an identification of any court or administrative body and any proceeding (by dates and file numbers, if applicable), and the disposition of such proceeding.

Exhibit No.
N/A

6. Are there any documents, instruments, contracts or understandings relating to ownership or future ownership rights with respect to any attributable interest as described in Question 2 (including, but not limited to, non-voting stock interests, beneficial stock ownership interests, options, warrants, debentures)? Yes No

If Yes, provide particulars in an Exhibit.

Exhibit No.
N/A

7. Do documents, instruments, agreements or understandings for the pledge of stock of the transferee/assignee, as security for loans or contractual performance, provide that: (a) voting rights will remain with the applicant, even in the event of default on the obligation; (b) in the event of default, there will be either a private or public sale of the stock; and (c) prior to the exercise of any ownership rights by a purchaser at a sale described in (b), any prior consent of the FCC and/or of the franchising authority, if required pursuant to federal, state or local law or pursuant to the terms of the franchise agreement will be obtained? Yes No

If No, attach as an Exhibit a full explanation.

Exhibit No.
II.7

SECTION III. TRANSFEREE'S/ASSIGNEE'S FINANCIAL QUALIFICATIONS

1. The transferee/assignee certifies that it has sufficient net liquid assets on hand or available from committed resources to consummate the transaction and operate the facilities for three months. Yes No

2. Attach as an Exhibit the most recent financial statements, prepared in accordance with generally accepted accounting principals, including a balance sheet and income statement for at least one full year, for the transferee/assignee or parent entity that has been prepared in the ordinary course of business, if any such financial statements are routinely prepared. Such statements, if not otherwise publicly available, may be marked CONFIDENTIAL and will be maintained as confidential by the franchise authority and its agents to the extent permissible under local law. Yes No

Exhibit No.
III.2

SECTION IV. TRANSFEREE'S/ASSIGNEE'S TECHNICAL QUALIFICATIONS

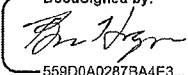
Set forth in an Exhibit a narrative account of the transferee's/assignee's technical qualifications, experience and expertise regarding cable television systems, including, but not limited to, summary information about appropriate management personnel that will be involved in the system's management and operations. The transferee/assignee may, but need not, list a representative sample of cable systems currently or formerly owned or operated.

Exhibit No.
IV

SECTION V - CERTIFICATIONS

Part I - Transferor/Assignor

All the statements made in the application and attached exhibits are considered material representations, and all the Exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

<p>I CERTIFY that the statements in this application are true, complete and correct to the best of my knowledge and belief and are made in good faith.</p>	<p>Signature</p> <p>DocuSigned by:  559D0A0287BA4E3...</p>
<p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.</p>	<p>Date January 17, 2023 10:13 AM PST</p>
	<p>Print full name Brian Haynes</p>
<p>Check appropriate classification:</p> <p> <input type="checkbox"/> Individual <input type="checkbox"/> General Partner <input type="checkbox"/> Corporate Officer (Indicate Title) <input checked="" type="checkbox"/> Other. Explain: CEO </p>	

Part II - Transferee/Assignee

All the statements made in the application and attached Exhibits are considered material representations, and all the Exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

The transferee/assignee certifies that he/she:

- (a) Has a current copy of the FCC's Rules governing cable television systems.
- (b) Has a current copy of the franchise that is the subject of this application, and of any applicable state laws or local ordinances and related regulations.
- (c) Will use its best efforts to comply with the terms of the franchise and applicable state laws or local ordinances and related regulations, and to effect changes, as promptly as practicable, in the operation system, if any changes are necessary to cure any violations thereof or defaults thereunder presently in effect or ongoing.

<p>I CERTIFY that the statements in this application are true, complete and correct to the best of my knowledge and belief and are made in good faith.</p>	<p>Signature</p>
<p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.</p>	<p>Date</p>
	<p>Print full name</p>
<p>Check appropriate classification:</p> <p> <input type="checkbox"/> Individual <input type="checkbox"/> General Partner <input type="checkbox"/> Corporate Officer (Indicate Title) <input checked="" type="checkbox"/> Other. Explain: Authorized Representative </p>	

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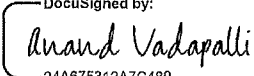
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	<p>Print full name Brian Haynes</p>
<p>Check appropriate classification:</p> <p> <input type="checkbox"/> Individual <input type="checkbox"/> General Partner <input type="checkbox"/> Corporate Officer (Indicate Title) <input checked="" type="checkbox"/> Other. Explain: CEO </p>	

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<p>I CERTIFY that the statements in this application are true, complete and correct to the best of my knowledge and belief and are made in good faith.</p>	<p>Signature</p> <p>DocuSigned by:  <small>24A675342A7C489...</small></p>
<p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.</p>	<p>Date January 19, 2023 12:37 PM EST</p>
	<p>Print full name Anand Vadapalli</p>
<p>Check appropriate classification:</p> <p> <input type="checkbox"/> Individual <input type="checkbox"/> General Partner <input type="checkbox"/> Corporate Officer (Indicate Title) <input checked="" type="checkbox"/> Other. Explain: Authorized Representative </p>	