

ORDINANCE NO. 2459

AN ORDINANCE OF THE CITY OF ISSAQUAH, WASHINGTON, RELATING TO THE PROPOSED TRANSFER OF A CABLE COMMUNICATIONS FRANCHISE FROM MILLENNIUM DIGITAL MEDIA TO WAVEDIVISION V, LLC.

WHEREAS, on June 19, 2000, the City of Issaquah adopted Ordinance No. 2272, granting a nonexclusive franchise to Millennium Digital Media to operate a cable communications system within the city limits of the City of Issaquah (the “Franchise”); and

WHEREAS, on or about February 8, 2006, Millennium Digital Media, certain of its affiliates, and WaveDivision Holdings, LLC (“Wave Parent”) entered into a Unit Purchase Agreement providing for the transfer of certain assets of Millennium Digital Media, including the Franchise, to WaveDivision V, LLC, a to-be-formed Washington limited liability company (the “Assignee”); and

WHEREAS, the Unit Purchase Agreement calls for Millennium Digital Media to sell all of the membership and other equity interests in the Assignee to Wave Parent, so that, at the conclusion of the proposed transaction, the Assignee will own all of the assets of the cable system in the City of Issaquah established under the Franchise as well as the Franchise itself, and the Assignee will be a wholly owned subsidiary of Wave Parent; and

WHEREAS, on February 10, 2006, Millennium Digital Media Systems, LLC and WaveDivision Holdings, LLC jointly requested the consent of the City of Issaquah to the assignment and sale of the Franchise as described above and in an FCC Form 394 filed with the Federal Communications Commission; and

WHEREAS, the City Council has determined that the requested consent should be granted, but only if the Assignee and Wave Parent satisfy the requirements set forth in this ordinance, NOW, THEREFORE,

THE CITY COUNCIL OF THE CITY OF ISSAQUAH, WASHINGTON, DO
ORDAIN AS FOLLOWS:

Section 1. The Assignee and Wave Parent shall confirm in writing that the Assignee will comply fully with the Franchise and the City's cable television franchise ordinance (I.M.C. §§ 12.50.0350 et seq.), as well as other applicable law.

Section 2. The Assignee and Wave Parent shall confirm in writing that the Assignee is responsible for all obligations and liabilities of the Operator under the Franchise, the City's cable television franchise ordinance (I.M.C. §§ 12.50.0350 et seq.), and other applicable law, whether such obligations and liabilities are known or unknown and whether they arise or exist before or after the effective date of the change of control.

Section 3. The Assignee and Wave Parent shall confirm in writing that the City's consent to the assignment and sale described above shall not constitute a waiver or release of any claim of the City against the Operator for any default, or a waiver or release of any of the rights of the City.

Section 4. The written confirmations required under this ordinance shall be filed with the City Clerk, with copies to the City Attorney and the Issaquah Cable Commission, within 30 days after the enactment of this ordinance.

Section 5. Provided that the requirements set forth in this ordinance are complied with fully and without reservation, the City consents to the assignment of the Franchise from

Millennium Digital Media to the Assignee and the sale of the membership and other equity interests in the Assignee to Wave Parent.

Passed by the City Council of the City of Issaquah the 19th day of June, 2006.

Approved by the Mayor of the City of Issaquah the 19th day of June, 2006.

APPROVED:

AVA FRISINGER, MAYOR

ATTEST/AUTHENTICATED:

CHRISTINE EGGERS, CITY CLERK

APPROVED AS TO FORM:
OFFICE OF THE CITY ATTORNEY:

BY: _____
WAYNE D. TANAKA

PUBLISHED: 6-28-06
EFFECTIVE DATE: 7-3-06
ORDINANCE NO: 2459
AGENDA BILL NO: 5497