

## **RESOLUTION 2023-N**

### **A RESOLUTION OF THE TOWN OF EATONVILLE, WASHINGTON, CONSENTING TO A TRANSFER OF CONTROL OF FRANCHISE FROM MASHELL TELECOM, LLC TO ALPHABOOST PURCHASER, LLC**

**WHEREAS**, Mashell Telecom, Inc. (“Franchisee”) currently holds a cable television franchise (“Franchise”) granted by the Town of Eatonville (“Town”) authorizing Franchisee to own and operate a cable television system in the Town; 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 Telecom, Inc. (“Transferor”), Alphaboost Merger Sub, LLC (“Merger Sub”), and Brian Haynes (as Shareholder Representative), Merger Sub will merge with and 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 of 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 the Town consent, to the extent required, to the Transaction as described in the FCC Form 394 (Application for Franchise Authority Consent to Transfer of Control of Cable Television Franchise) filed with the Town (“394 Application”); and

**WHEREAS**, the Town has reviewed the 394 Application, and will consent to the transfer of control as described in the 394 Application; now, therefore,

### **THE TOWN COUNCIL OF THE TOWN OF EATONVILLE, WASHINGTON, HEREBY RESOLVES AS FOLLOWS:**

**Section 1.** The Town consents to the transaction and resulting transfer of control of Franchisee and its Franchise.

**Section 2.** The Town confirms the Franchise is valid and in full force and effect.

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

**PASSED** by the Town Council of Town of Eatonville and attested by the Town Clerk in authentication of such passage this 13<sup>th</sup> day of February 2023.

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David Baublits, Mayor

ATTEST:

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Miranda Doll, Town Clerk

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