



BUCKLEY CITY COUNCIL MEETING AGENDA
August 22, 2017
Multi-Purpose Center, 811 Main Street
City Council Meeting
Opening 7:00 P.M.

Call to Order
Pledge of Allegiance
Roll Call of Council Members

Next Ordinance #16-17
Next Resolution #17-08
Next Agenda Bill #AB17-071

A. Citizen Participation

Time Limit of Three Minutes (Must sign up at City Hall by Wednesday prior to the Council Meeting)

B. Staff Reports

C. Main Agenda

1. ORD Approving Indirect Change of Control of Astound Broadband, LLC Pg. 8
2. Authorizing Expansion of a Museum Exhibit -Drying Shed Pg. 36

D. Consent Agenda

Pg. 40

3. A. Approve Minutes of August 8, 2017 City Council Meeting
- B. Claims: Claim check numbers 57164 through 57272, in the amount of \$333,595.08
- for the period of July 26, 2017 through August 8, 2017

E. Committee Reports

4. Mayor's Report Johnson
5. Administration, Finance & Public Safety Boyle Barrett
6. Transportation & Utilities Tremblay
7. Community Services Rose
8. Council Member Comments & Good of the Order



CITY OF BUCKLEY ♦ PO BOX 1960 ♦ BUCKLEY, WA 98321
360-829-1921 ♦ Fax 360-829-2659 ♦ <http://www.cityofbuckley.com>

CITY OF BUCKLEY MEETING LIST

Aug 21	7:00 PM	Planning Commission
Aug 22	7:00 PM	City Council
Sept 5	9:30 AM	Admin, Finance & Public Safety (City Hall)
Sept 11	10:30 AM	Buckley Hall Board (City Hall)
Sept 11	7:00 PM	Planning Commission
Sept 12	7:00 PM	City Council
Sept 18	9:30 AM	Admin, Finance & Pub Safety (City Hall) - BUDGET
Sept 19	7:00 PM	Transportation & Utilities (City Hall) - BUDGET
Sept 21	4:00 PM	Community Services (City Hall) - BUDGET
Sept 25	7:00 PM	Planning Commission
Sept 26	7:00 PM	City Council

The above meetings will be held in the Multi-Purpose Center located at 811 Main Street unless otherwise noted.

Last Revised August 15, 2017

August 2017



Sun	Mon	Tue	Wed	Thu	Fri	Sat
		<i>1 9:30 Admin, Fin & Public Safety</i> <i>National Night Out</i>	2	3	4	5
6	<i>7 Planning Commission</i>	<i>7 City Council</i>	9	10	11	12
13	<i>14 10:30 Buckley Hall Board</i>	<i>15 9:30 Admin, Fin & Public Safety</i> <i>7 Transportation & Utilities</i>	16	<i>17 6:30 Community Services</i>	18	19
20	<i>21 7 Planning Commission</i> 	<i>22 7 City Council</i>	23	24	25	26
27	28	29	30	31		

September 2017



Sun	Mon	Tue	Wed	Thu	Fri	Sat
					1	2
3	4 	5 9:30 Admin, Fin & Public Safety	6	7	8 	9
10	11 10:30 Buckley Hall Board 7 Planning Commission	12 7 City Council	13	14	15	16
17	18 9:30 AM—Admin, Finance & Public Safety — BUDGET	19 7 Transportation & Utilities— BUDGET	20	21 4:00 Community Services— BUDGET	22	23
24	25 7 Planning Commission	26 7 City Council	27	28	29	30

A. CITIZEN PARTICIPATION

B. STAFF REPORTS

C. MAIN AGENDA



CITY COUNCIL AGENDA BILL

City of Buckley
PO Box 1960
Buckley, WA 98321

ITEM INFORMATION			
SUBJECT: ORD No. __-17: Approving Indirect Change of Control of Astound Broadband, LLC Cost Impact: N/A Fund Source: N/A Timeline: N/A	Agenda Date: August 22, 2017		AB17-071
	Department/Committee/Individual	Created	Reviewed
	Mayor Pat Johnson		X
	City Administrator – Dave Schmidt		X
	City Attorney – OMW	X	X
	City Engineer – Dominic Miller		
	City Clerk – Joanne Starr		X
	Finance Dept – Sheila Bazzar		
	Building Official – Mike Deadmond		
	Fire Dept – Chief Predmore		
	Parks & Rec Dept – Ellen Boyd		
	Planning Dept – Kathy Thompson		
	Police Dept – Chief Arsanto		
	Municipal Court – Jessica Cash		
	PW/Utilities – Chris Banks		
Attachments: Ordinance, Press Release, Memo w/Exhibit			
<p>SUMMARY STATEMENT: Wave Broadband recently announced that it will be acquired by TPG Capital and will be combining with RCN Telecom Services, LLC. Wave Broadband, also known as Astound, currently holds a franchise to provide wireline telecommunications services with the City of Buckley. Pursuant to the franchise, a change in control of the franchisee requires approval from the City Council. An ordinance approving the change in control is being presented to the City Council for consideration.</p> <p>Ogden Murphy Wallace represented several cities that have similar franchises with Wave Broadband and have provided the following service to the City:</p> <ul style="list-style-type: none"> • Analysis of Wave Broadband’s FCC Form 394 and associated documents • Correspondence with Wave Broadband’s legal counsel • Change of Control Ordinance • Memo to Council explaining the transaction • One telephone conference with City staff to discuss the change of control (up to one hour) 			
COMMITTEE REVIEW AND RECOMMENDATION: A/F/PS 8/15/17			
RECOMMENDED ACTION: MOTION to Approve ORD No. __-17 Approving an indirect change in control of Astound Broadband, LLCs telecommunications franchise with the City.			
RECORD OF COUNCIL ACTION			
Meeting Date	Action	Vote	

ORDINANCE NO. _____

AN ORDINANCE OF THE CITY OF BUCKLEY, WASHINGTON, APPROVING THE INDIRECT CHANGE OF CONTROL OF ASTOUND BROADBAND, LLC D/B/A/ WAVE WITH CONDITIONS AND ESTABLISHING AN EFFECTIVE DATE.

WHEREAS, on April 12, 2016, the City of Buckley (the “City”) adopted Ordinance No. 11-16 granting a nonexclusive telecommunications franchise to Astound Broadband, LLC d/b/a Wave (the “Franchisee”) to operate a telecommunications system (the “System”) within the city limits of the City of Buckley, with an effective date of April 25, 2016 (the “Franchise”); and

WHEREAS, Franchisee is a wholly-owned, indirect subsidiary of Wave Holdco, LLC, a Delaware limited liability company (“Wave Parent”); and

WHEREAS, on May 18, 2017, Radiate HoldCo, LLC, a Delaware limited liability company (“Radiate HoldCo”), Wave Parent, and WaveDivision Holdings, LLC, a Delaware limited liability company controlled by Wave Parent, entered into a definitive agreement pursuant to which Radiate HoldCo will acquire Wave Parent from its current majority owners (the “Transaction”); and

WHEREAS, Radiate HoldCo is a wholly-owned, indirect subsidiary of, and is controlled by, Radiate Holdings, L.P. a Delaware limited partnership (“Radiate Parent”); and

WHEREAS, as a result of this Transaction, Radiate Parent will acquire ownership of Wave Parent and control of the Franchisee; and

WHEREAS, Section 28 of the Franchise requires that the Franchisee receive the consent of the City for any indirect change of control including such indirect change of control that will occur as a result of this Transaction; and

WHEREAS, the consent of the City to the indirect change of control that will occur as a consequence of the closing of the Transaction shall not constitute a waiver or release of any rights the City or Franchisee may have under the Franchise; and

WHEREAS, the City Council deems it to be in the public interest to grant the requested consent; NOW THEREFORE,

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

Section 1. The City hereby consents to the indirect change of control that will occur as a consequence of the closing of the Transaction and in accordance with the terms of applicable law, subject to and contingent on the fulfillment of the conditions set forth in Section 2 hereof:

Section 2. Section 1 of this Ordinance is contingent on the fulfillment of the following condition: Radiate Parent shall acknowledge that the indirect change of control will not affect, diminish, impair or supersede the binding nature of the Franchise and any other ordinances, resolutions, and agreements, if any, applicable to the operation of the System in the City. Further, Radiate Parent shall acknowledge that the Franchisee shall remain responsible for any and all non-compliance issues, if any, under the Franchise and any other ordinances, resolutions, and agreements, if any, applicable to the operation of the System in the City that may have arisen prior to or that may arise contemporaneous with or after the closing of the Transaction.

Section 3. Following the indirect change of control and the City's receipt of the written acknowledgement from Radiate Parent required by Section 2, the Franchise shall remain in full effect through the remainder of the Franchise term. The Transaction and the City's consent to the indirect change of control do not modify the terms of the Franchise. Franchisee remains responsible for any obligations and liabilities under the Franchise. The City's consent to the

indirect change of control shall not be construed to constitute a waiver or release of any rights the City may have now or in the future under federal, state or local law, the Franchise, or any separate written agreements, if any, between the City and the Franchisee that relate to the Franchise.

Section 4. By consenting to this indirect change of control, the City expressly reserves and does not waive or release any rights of the City in and to the rights-of-way as provided by state law and the Buckley Municipal Code, nor does the City waive or release any claim or issue of non-compliance it may have, known or unknown, now or in the future related to the Franchise.

Section 5. Written acknowledgement as provided in Section 2 has been filed by Radiate Parent with the City Clerk. If any of the construction and completion bonds, security funds or insurance are amended as a result of the indirect change of control, then Franchisee shall file with the City Clerk such revised bonds, security funds or evidence of insurance within sixty (60) days of the date of the closing of the Transaction.

Section 6. To the best of the City's knowledge and belief, there are no existing facts or circumstances that with or without the giving of notice or the passage of time, or both, would constitute a default of any term or condition of the Franchise.

Section 7. If any section, sentence, clause or phrase of this Ordinance shall be held to be invalid or unconstitutional by a court of competent jurisdiction, such invalidity or unconstitutionality shall not affect the validity or constitutionality of any other section, sentence, clause or phrase of this Ordinance.

Section 8. This Ordinance or a summary thereof consisting of the title shall be published in the official newspaper of the City, and shall take effect and be in full force five (5) days after publication.

PASSED by the City Council of the City of Buckley this _____day of _____, 2017. Signed by the Mayor on this _____ day of _____, 2017.

MAYOR, PAT JOHNSON

ATTEST/AUTHENTICATED:

CITY CLERK, JOANNE STARR

APPROVED AS TO FORM:
OFFICE OF THE CITY ATTORNEY:

By: _____

FILED WITH THE CITY CLERK:
PASSED BY THE CITY COUNCIL:
PUBLISHED:
EFFECTIVE DATE:
ORDINANCE NO.

SUMMARY OF ORDINANCE NO. _____
City of Buckley, Washington

On the ____ day of _____, 2017, the City Council of the City of Buckley passed Ordinance No. _____. A summary of the content of said Ordinance, consisting of the title, is provided as follows:

AN ORDINANCE OF THE CITY OF BUCKLEY, WASHINGTON, APPROVING THE INDIRECT CHANGE OF CONTROL OF ASTOUND BROADBAND, LLC D/B/A/ WAVE WITH CONDITIONS AND ESTABLISHING AN EFFECTIVE DATE.

The full text of this Ordinance will be mailed upon request.

CITY CLERK, JOANNE STARR

STATEMENT OF ACKNOWLEDGEMENT

WHEREAS, the City Council of the City of Buckley, Washington, has acknowledged the pending transaction (the "Transaction") between Wave Holdco, LLC, WaveDivision Holdings, LLC ("Wave"), the parent companies of Astound Broadband d/b/a Wave ("Franchisee"), and Radiate Holdco, LLC, a wholly-owned, indirect subsidiary of Radiate Holdings, L.P. ("Radiate") and has consented to the resulting indirect change of control of the Franchisee, the holder of the telecommunications franchise (the "Franchise") issued by the City to the Franchisee as Ordinance No. 11-16.

NOW, THEREFORE, Radiate, hereby acknowledges said Franchise and all the terms and conditions thereof, and files this, its written acknowledgement of the indirect change of control of the Franchisee.

Radiate hereby acknowledges that the indirect change of control will not affect, diminish, impair or supersede the binding nature of the Franchise and any other ordinances, resolutions, and agreements, if any, applicable to the operation of the System in the City. Radiate hereby agrees that, Franchisee will comply with the Franchise, and remain subject to the Franchise, the Buckley Municipal Code and all applicable federal and state laws, lawful orders, contracts, agreements, commitments, and regulatory actions. Radiate affirms that all bonds, security funds and insurance required by the Franchise remain in full effect and in place. Further, Radiate acknowledges that the Franchisee shall remain responsible for any and all non-compliance issues, if any, under the Franchise and any other ordinances, resolutions, and agreements, if any, applicable to the operation of the System in the City that may have arisen prior to or that may arise contemporaneous with or after the closing of the Transaction.

This Statement of Acknowledgement is contingent upon the consummation of the Transaction.

IN TESTIMONY WHEREOF, Radiate, has caused this written Statement of Acknowledgement to be executed in its name by its duly authorized officer on this _____ day of _____, 2017.

RADIATE HOLDINGS, L.P.

By: _____

Name Printed: _____

Title: _____

_____, 2017

STATE OF _____)
)ss.
COUNTY OF _____)

I certify that I know or have satisfactory evidence that _____ is the person who appeared before me, and said person acknowledged that he signed this instrument, on oath stated that he was authorized to execute the instrument and acknowledged it as the _____ of _____, to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

DATED: _____

Printed: _____
Notary Public in and for _____,
My appointment expires: _____

Received by the City of Buckley on _____, 2017

By: _____
City Clerk, Joanne Starr

M E M O R A N D U M

VIA EMAIL

DATE: August 1, 2017

TO: City of Buckley

FROM: Elana R. Zana, Ogden Murphy Wallace, PLLC

RE: Astound Broadband Communications Franchise Indirect Change in Control

On June 19, 2017, Astound Broadband, LLC requested approval by the City Council of the indirect change in control of its telecommunications franchise (the “Franchise”). The Franchise was approved by the City Council as Ordinance No. 11-16. Pursuant to the Franchise, Astound Broadband, LLC provides telecommunications services within the City through aerial or underground wirelines. The Franchise requires that Astound Broadband notify the City of any proposed direct or indirect change of control and receive city approval of such a transaction. **This memorandum describes the transaction and recommends that the City Council approve this indirect change in control.**

BACKGROUND:

On May 18, 2017, Radiate Holdco, LLC (“Radiate”) entered into an agreement to acquire all of the outstanding membership interests of Wave Holdco, LLC, (“Wave”) the parent company of Astound Broadband, LLC. Radiate, an affiliate of TPG Global, a private equity company based in San Francisco, will be acquiring a controlling ownership interest in Wave, which is the ultimate parent of Astound Broadband, LLC, the company that holds a Franchise in the City. Currently, Wave is owned by affiliates of Oak Hill Partners, a private equity company, an affiliate of GI Partners, a private equity company, and WaveDivision Capital III, LLC, a company comprised of certain members of Wave’s management team. Those current owners will be selling their interest in Wave to Radiate. Radiate and Wave have submitted to the City the materials required by federal law on FCC Form 394 and by the Franchise so the City can evaluate the legal, technical and financial qualifications of Radiate. A pre and post transaction organizational chart illustrating the transaction (the “Transaction”) and the parties’ relationships is attached to this Memorandum. The Transaction is expected to close in the second half of 2017.

Radiate also holds ownership in two subsidiaries, RCN Telecom Services, LLC and Grande Communications Networks LLC. These subsidiaries provide digital television, high-speed internet, and voice communications services in seven states and the District of Columbia and are operated by the management team Patriot Media Consulting, LLC. Patriot Media Consulting will also provide operational services to Wave; however, Wave will continue to have Washington staff members. Following the consummation of this Transaction, these entities will form the sixth largest internet and cable operator in the nation.

This Transaction is considered an indirect change of control because the transaction occurs on the parent company level and the franchisee itself Astound Broadband, LLC will remain the same. The City's Franchise will continue to be held by Astound Broadband, LLC and following the closing of the transaction, Astound Broadband, LLC will continue to operate pursuant to the terms of the Franchise. Further, Astound Broadband, LLC will remain responsible for all obligations and responsibilities under the Franchise.

The Response to the Data Request (the "Response") from Wave and Radiate states that there are no immediate plans to undertake changes to the services offered to subscribers within the City. The Response also states that the Franchisee will continue to meet the insurance obligations required by the Franchise and that any bonds currently in place with the City will not change as a result of the Transaction. Wave and Radiate also affirm that Astound Broadband, LLC will be adequately capitalized to continue its operations and cover associated liabilities within the City. Wave and Radiate also confirm that utility tax payments to the City will continue without regard to the Transaction.¹

RECOMMENDATION

Based on the information provided by Wave and Radiate, I recommend that the City Council approve the indirect change of control as described in the attached Ordinance. The Ordinance requires that Radiate acknowledge the indirect change in control; and that the execution of this acknowledgment occur prior to Council approval of the Ordinance. The acknowledgment affirms that the Transaction will not interfere with the binding nature of the Franchise, that Astound Broadband, LLC will continue to comply with the Franchise and the Municipal Code, that all bonds, insurance and security funds remain in full effect and that Astound Broadband, LLC remains responsible for any and all non-compliance issues. The acknowledgement and the City Council's approval are contingent on the closing of the Transaction.

ENCLOSURES

The following documents are enclosed with this memorandum:

- Ordinance related to the indirect change of control
- Wave Broadband Press Release
- Public Interest Statement submitted by Radiate to the FCC
- Pre and Post Transaction Organizational Chart
- Response to Data Request #1

If you have any questions regarding the content of this memorandum, the Transaction or the transfer Ordinance please feel free to contact Elana Zana at ezana@omwlaw.com or (206) 447-7000.

¹ Depending on the services provided within the City and the City's code, Astound Broadband, LLC may not be paying any utility taxes. Further, pursuant to RCW 35.21.860, franchise fees on service providers providing telecommunications services is prohibited, therefore the City is not receiving franchise fees.



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TV

PHC

Current Customer

ABOUT

CONTACT

Wave Broadband and RCN Combine to Form one of the Largest Independent Internet and Cable Operators in the Country

Kirkland, WA. – May 22, 2017 – Wave Broadband (Wave), a gigabit fiber and broadband services company, announced today the next step in its strategic growth plan by combining forces with RCN Telecom Services, LLC (RCN) to form the nation's sixth largest internet and cable operator, and one of the largest independent operators overall. The transaction is expected to close in the fourth quarter of 2017, and is subject to customary closing conditions, including regulatory approvals.

In August 2016, TPG Capital, the global private equity platform of alternative asset firm TPG, acquired both RCN and Grande Communications Networks LLC ("Grande"). TPG is now leading this \$2.36 billion acquisition of Wave, and will combine the company with RCN.

"Over the last several years we have accelerated our growth substantially by expanding from our heritage of residential broadband services into enterprise grade fiber," said Steve Weed, Founder and CEO of Wave. "We are excited that our new partners in TPG and RCN recognize the value of what we have created, and share our passion for creating happy customers – we are eager to enter our next era of growth alongside them."

Wave will continue to operate as a branded entity headquartered in Kirkland, WA, serving business and residential customers in Washington, Oregon, and California. RCN provides similar services as Wave along the East Coast and in Chicago; Grande's operates throughout Texas. Wave will continue to grow its residential customer base while also accelerating expansion of its fast-growing

commercial and enterprise business segments that have driven much of the company's recent momentum.

"At RCN and Grande, we pride ourselves on providing the best products, best service, and best value to our customers. Through our partnership with TPG, and by expanding our footprint with Wave, we are creating a market-leading broadband platform with national reach, broad capabilities and expertise, and exciting growth potential," said Jim Holanda, CEO of RCN and Grande. "We've known the team at Wave for many years, and their focus on delivering value to their customers aligns perfectly with ours."

Bringing Wave, RCN and Grande together creates a regional market leader in next-generation, high-speed data services for residential and business customers with a presence spanning the West Coast, East Coast, Chicago, and Texas.

While working through the closing process over the next several months, the leadership teams from Wave, RCN and Grande will jointly finalize transition plans that leverage the strengths from each entity to best position the collective enterprise for accelerated growth. Wave management will remain significant investors, partnering with majority owner TPG. Wave's CEO, Steve Weed, will join the combined company's Board of Directors.

About Wave

Wave is a gigabit broadband and commercial fiber and broadband services company, with over 7,000 miles of metro fiber providing true high-speed internet service, voice, video, advanced business connectivity solutions and a variety of related products and options for business and residential customers in key areas of Washington, Oregon and California including Portland, Seattle, and San Francisco. The company is headquartered in Kirkland, Washington. For more information, visit www.wavebroadband.com.

About TPG

TPG is a leading global alternative asset firm founded in 1992 with approximately \$72 billion of assets under management and offices in Austin, Beijing, Boston, Dallas, Fort Worth, Hong Kong, Houston, Istanbul, London, Luxembourg, Melbourne, Moscow, Mumbai, New York, San Francisco, Seoul, and Singapore. TPG's investment platforms are across a wide range of asset classes, including private equity, growth venture, real estate, credit, and public equity. TPG aims to build dynamic products and options for its investors while also instituting discipline and operational excellence across the investment strategy and performance of its portfolio. For more information, visit www.tpg.com.

About RCN Corporation

RCN Telecom Services, LLC (www.rcn.com and www.rcn.com/business) provides industry-leading high-speed internet, all-digital TV and phone services for residential, small/medium and Enterprise business customers. RCN's affordably priced advanced digital services are delivered through its proprietary, state-of-the-art fiber-rich network and supported by 100% U.S.-based customer service. RCN's primary service areas include Boston, Chicago, Lehigh Valley (PA), New York City, Philadelphia (Delaware County) and Washington, DC.

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PUBLIC INTEREST STATEMENT

The Transaction will generate substantial public interest benefits without posing any actual or potential harms to consumers or competition. Consummation of the Transaction will promote competition by strengthening Wave's ability to offer consumers a strong competitive alternative source of video, high-speed Internet, voice, and business data services, and will not result in any reduction in competition, because Transferee's RCN and Grande operating subsidiaries do not serve any of Wave's markets. Consumers will face no disruption – they will receive the same services as before the Transaction – and will see definite benefits, because those services will grow and improve with the increased financial wherewithal, added experience and innovative ideas contributed by Transferee's management team. The Commission should find that the Transaction is in the public interest.

A. The Transaction Will Produce Substantial Public Interest Benefits.

That Transferee won the private auction for the sale of Transferor Wave Holdco and its Wave operating subsidiaries is a boon for customers and competition. While Wave could have been acquired by an operator already serving the markets at issue, Transferee's ownership will preserve and strengthen Wave's competitive voice. The combination of Wave, RCN and Grande under Transferee's ownership and management is a favorable result – not just for customers of the Wave systems being acquired, but also for the customers of Transferee's RCN and Grande systems and for other people living in the areas in which Wave, RCN, and Grande provide competition to larger incumbents. As discussed in detail below, the Wave, RCN and Grande systems are technologically innovative providers of video, voice and Internet services, dedicated to broad deployment of the highest-level technologies in the communities that they serve. Bringing these smaller, independent operations under one roof – and combining their experience,

expertise, and innovative thinking – will confer real benefits on consumers by offering even stronger competition to the larger, well-established providers in the marketplace.

Led by the experienced management team from Patriot Media, Transferee’s RCN and Grande operating subsidiaries have fashioned and implemented a tech-forward strategy that has accelerated the deployment of state-of-the-art technologies, thereby strengthening their competitive position in the markets they serve. This includes following through on plans described in filings related to Transferee’s acquisition of RCN and Grande; for example, since being acquired by Transferee, RCN and Grande have continued rolling out DOCSIS 3.1 throughout their footprint. RCN and Grande also have introduced Gigabit speeds in several additional markets, deployed an integrated Netflix service, partnered with TiVo to offer cutting-edge navigation devices, provided subscribers ways to easily access YouTube and Hulu through the TiVo platform, and begun offering HBOGO and a branded TV Everywhere service. Patriot Media’s exemplary management performance is illustrated by the recognition RCN received as PC Magazine’s Reader’s Choice for Best ISP in 2015 and 2016.²

Wave’s history is similar. It, too, has earned a well-deserved reputation for deploying high-capacity networks that enable Wave to offer Gigabit, 250 Mbps and 100 Mbps services to many of its customers, and at the same time supporting such services with high-quality technical support and customer service to its customers and, in particular, for developing technology enabling its 24x7 Network Operations Center to proactively monitor its distribution network and customer premises equipment and thereby prevent or quickly remedy any technical issues. The significant achievements of the highly regarded local staff of Wave in areas of technical quality and innovation have been widely recognized. In fact, Wave’s enviable track record includes its

² See Ben Z. Gottesman, “Readers’ Choice Awards 2016: Internet Service Providers,” PC Magazine (May 11, 2016), available at <http://www.pcmag.com/article/344519/>.

receiving the prestigious “Independent Operator of the Year” award from CableFax Magazine in 2012,³ being named the “Fastest ISP in the Northwest” by PC Magazine in 2014,⁴ and being recognized as the highest-ranked bundled-service ISP in the US by reader score by Consumer Reports in 2016.⁵

There will be mutual benefits from bringing under common ownership and management the forward-looking operations of these award-winning systems. The integration of the Wave networks with the RCN and Grande networks will benefit the customers of both companies by allowing not just Wave, but also RCN and Grande, to obtain more favorable financing and programming arrangements and other operational efficiencies. Further, while much of the existing Wave local staff will remain in place, Transferee’s Patriot Media management team will provide operational oversight, input and creative thinking, and ensure that Wave continues to meet the same high standards for technological innovation and customer service that Wave’s customers have come to expect, enhanced by the accomplished Patriot Media team’s expertise and experience. In addition, Patriot Media will be able to draw on Wave’s expertise providing dark fiber and its leadership in the deployment and operation of Gigabit fiber networks. RCN and Grande have begun a Gigabit upgrade to their networks and the combined entity will be able to capitalize on Wave’s experience and expertise to accelerate and improve that roll-out.

The Transaction also will facilitate system improvements, such as RCN’s upgrade to DOCSIS 3.1, which will further increase Internet speeds and will enable the operating subsidiaries to compete more effectively against larger, national rivals in both the residential and

³ See Cablefax, Top Ops Awards 2012, available at <http://www.cablefax.com/the-lists/top-ops-2012#independent-operator-of-the-year>.

⁴ See PC Mag, “Fastest ISPs by Region: Northwest,” (Sept. 4, 2014) available at <http://www.pcmag.com/article2/0,2817,2465507,00.asp>.

⁵ See Consumer Reports, “Telecom Services Ratings: Bundled Services,” (last viewed: May 30, 2017) available at <http://www.consumerreports.org/products/bundled-services/ratings-overview/>.

business sectors. As an over-builder, these improvements allow customers in the markets in which Wave, RCN, and Grande operate to experience real competition and true choices, regardless of the provider they choose.

The Transaction presents a rare opportunity for a combination which allows increased efficiency and economies of scale without undermining competition. In fact, it will actually promote competition, since the combination of RCN, Grande, and Wave will more effectively compete with larger national providers. At a time when the industry is marked by growing consolidation, the presence in the marketplace of a well-funded, competitive, independent source of advanced video and broadband services becomes all the more important. The Transaction's public interest benefits go beyond investments and improvements that will be made in the Wave, RCN, and Grande operating subsidiaries: those investments and improvements will drive other competitors to make their own investments and improvements.

B. The Transaction Will Not Result in Any Harm to the Public Interest.

The Transaction will not result in any harms to consumers or competition or violate any Commission rule or policy. It also will not result in any horizontal consolidation among overlapping cable or telecommunications providers or result in any adverse disruption in the systems' day-to-day operations.

Significantly, there is no overlap between Transferee's existing networks and the networks operated by Wave. Wave provides services in some of the most competitive urban and suburban markets in the country, including Seattle, Portland, San Francisco, and Sacramento, along with underserved rural areas in California, Washington, and Oregon, while Transferee is providing (through RCN and Grande) voice, Internet, and video service in the District of Columbia, Illinois, Maryland, Massachusetts, New York, Pennsylvania, Virginia, and Texas.

Competition and consumer choice will be sustained, and even improved, after the Transaction. The Transaction will give Transferee control over non-overlapping subsidiaries that provide cable, telecom, and OVS service to more than 450,000 video, voice, and high-speed Internet subscribers, in addition to the 656,000 subscribers served by its existing networks. Wave is the third largest competitive wireline provider of services in most of the communities where it offers services – behind companies such as AT&T/DirecTV, Comcast, Charter, Frontier, Dish, CenturyLink, Consolidated Communications, Zayo, Integra, and Level 3 – and even the combined entity will have a significantly smaller national presence than those competitors. Thus, although the Transaction will give Wave, RCN, and Grande increased scale to compete effectively in increasingly consolidated video and broadband markets and to negotiate favorable programming and equipment deals, it will not pose any of the competitive risks that the Commission has raised when considering mergers among larger service providers.⁶ More specifically, the Transaction will not reduce the number of head-to-head competitors in any market or create an entity with either the incentive or ability to limit consumers’ access to OVD services, since none of the entities is a content producer and there is no overlap between their footprints.

Additionally, because Wave will retain many of its front-line staff members, who will now be supervised by the experienced Patriot Media team that currently manages the day-to-day operations of the RCN and Grande operating subsidiaries on behalf of Transferee, there is no risk of the sorts of adverse impact on customer service that have occurred following other

⁶ See, e.g., *In the Matter of Applications of Charter Communications, Inc., Time Warner Cable, Inc., and Advance/Newhouse Partnership*, 64 Comm. Reg. 1259 (2016) (noting the “deeply rooted preference for preserving and enhancing competition” and focusing in particular on OVD competition implications and geographic overlap between the applicants); see also Federal Communications Comm’n. blog post, “FCC Transaction Review: Competition and the Public Interest,” Aug. 12, 2014 (noting that preserving and promoting competition is at the core of a public interest analysis).

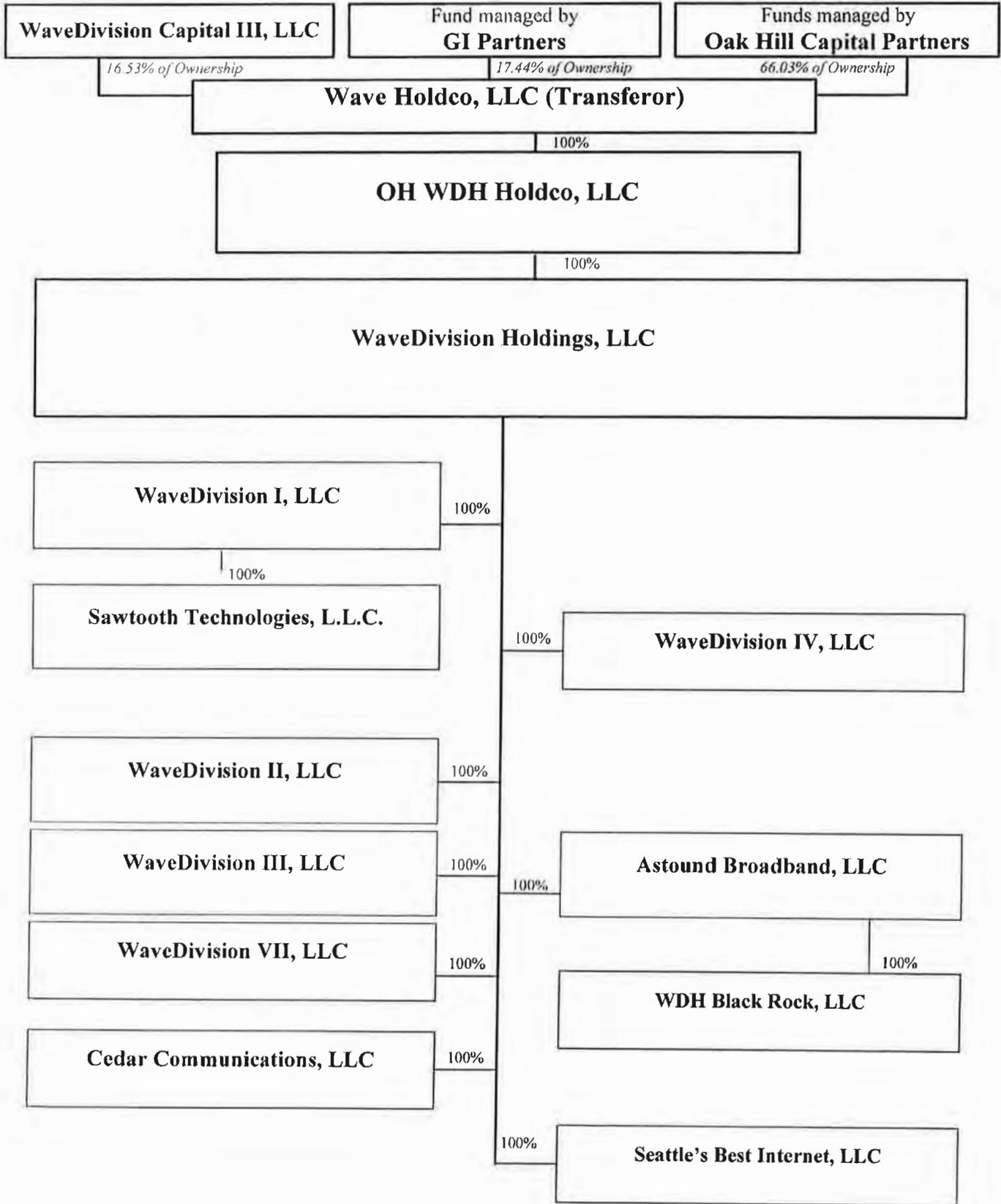
transactions. The consumer experience only will change for the better, as the purchasing power of Wave, RCN and Grande is combined to provide opportunities to obtain more favorable financing and purchasing arrangements and the improved financing options allow for even more investment and network improvements.

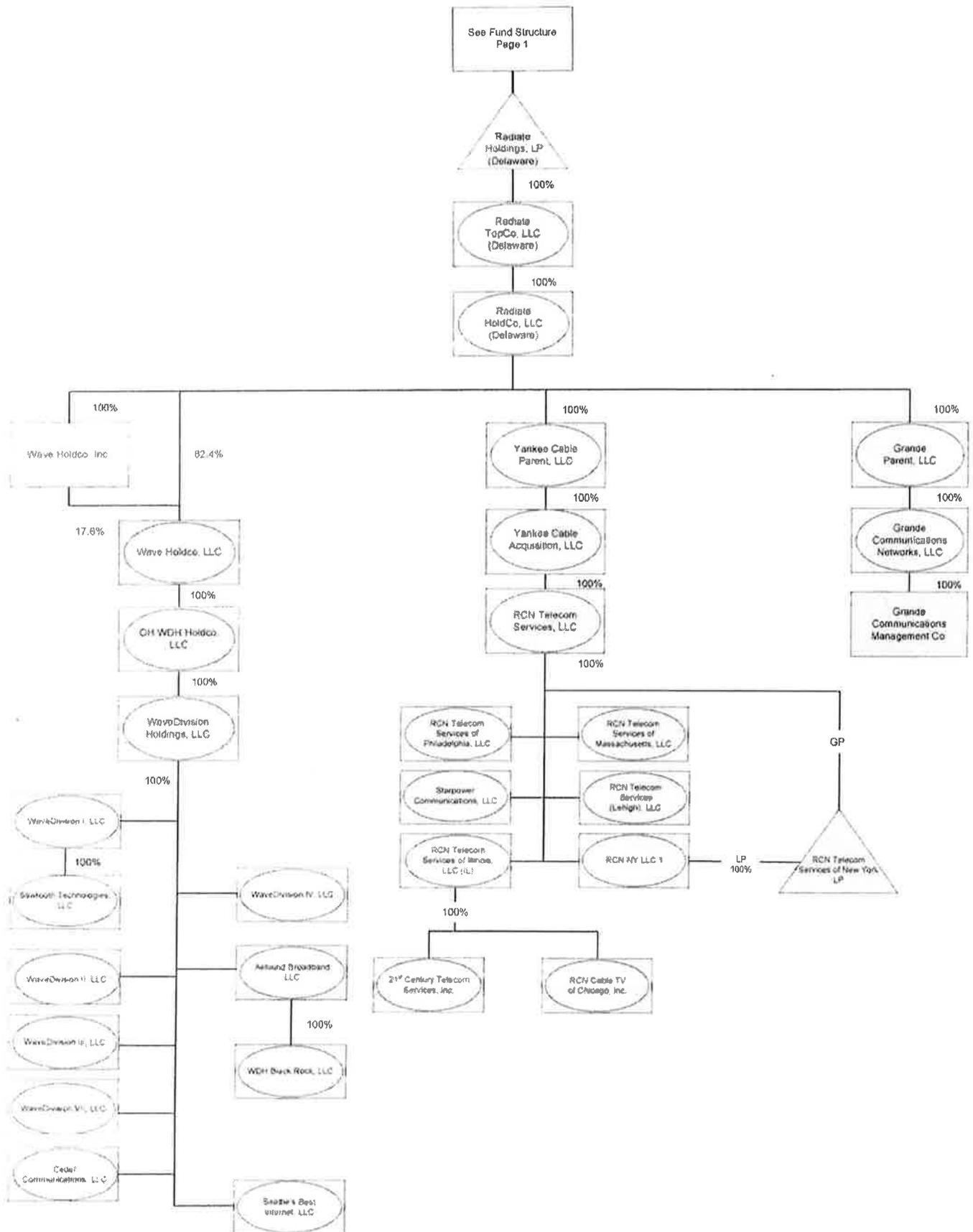
Finally, as previously explained, Wave will continue to offer competitive and innovative products, with improvements introduced over time. Thus, the Transaction is not expected to result in the discontinuance, reduction, loss or impairment of service to any customer. For that reason consumers will face no disruption in service, and will see real benefits, because those services will grow and improve with the increased financial wherewithal, added experience and innovative ideas contributed by Transferee's Patriot Media management team.

* * *

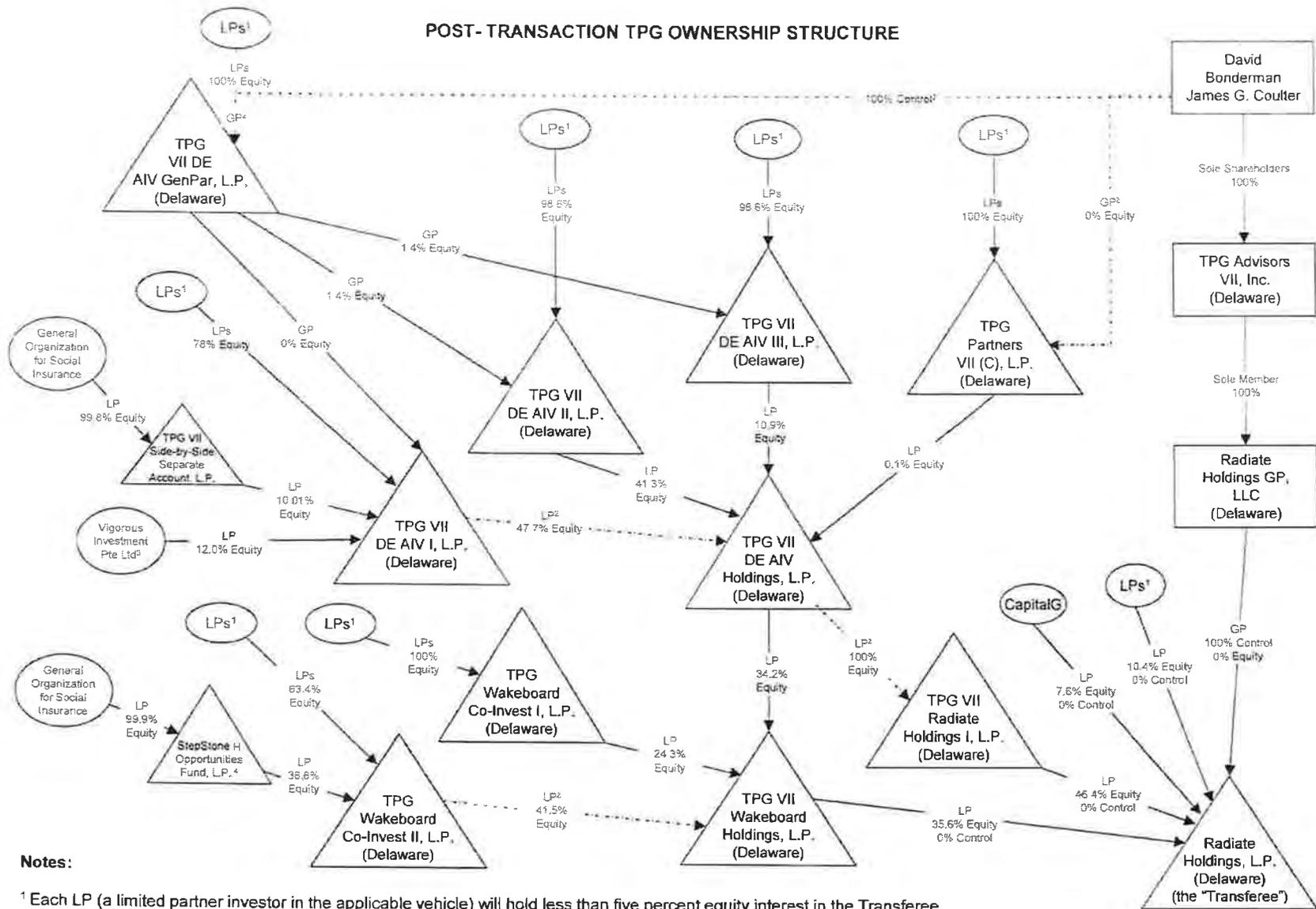
For the reasons stated above, the Transaction will ensure that the Wave operating subsidiaries will remain robust and innovative competitors capable of providing consumers with world-class voice, video, broadband Internet, and business data services and of spurring their competitors to improve their offerings.

Pre-Transaction Organization Chart





POST- TRANSACTION TPG OWNERSHIP STRUCTURE



Notes:

- ¹ Each LP (a limited partner investor in the applicable vehicle) will hold less than five percent equity interest in the Transferee.
- ² Interest is held indirectly through entities not depicted, all of which are wholly owned or controlled (as applicable) by the entities shown.
- ³ Vigorous Investment Pte, Ltd. and one or more of its affiliates may, in the aggregate, indirectly hold limited partnership interests representing up to 7.4% of the Transferee.
- ⁴ StepStone H Opportunities Fund, L.P. is beneficially owned by General Organization for Social Insurance. General Organization for Social Insurance will collectively and indirectly own 8.2% of the Transferee.

**Wave Holdco, LLC
401 Parkplace Center, Suite 500
Kirkland, Washington 98033**

**Radiate Holdings, L.P.
301 Commerce Street, Suite 3300
Fort Worth, TX 76102**

Via Email and FedEx

July 27, 2017

Elana R. Zana
Ogden Murphy Wallace, P.L.L.C.
901 Fifth Avenue, Suite 3500
Seattle, WA 98164-2008

Re: FCC Form 394 – Data Request #1, Cities of Bothell, Buckley, Burien, Gig Harbor, Issaquah, Kent, Mill Creek, Monroe, Mount Vernon, Mountlake Terrace, Mukilteo and Normandy Park

Dear Ms. Zana:

On behalf of Wave Holdco, LLC (“Wave”) and Radiate Holdings, L.P. (“Radiate”), we are responding to your letter to Jim Penney dated July 14, 2017, informing him that you have been retained by the Cities of Bothell, Buckley, Burien, Gig Harbor, Issaquah, Kent, Mill Creek, Monroe, Mount Vernon, Mountlake Terrace, Mukilteo and Normandy Park (the “Cities”) to review the requests for approval submitted to the Cities regarding the transfer of control from Wave to Radiate of franchisees serving the Cities.^{1/} The requests for approval, which included FCC Form 394 and associated exhibits, were mailed to the Cities on June 16, 2017 and delivered on June 19, 2017.^{2/}

Radiate and Wave look forward to working with you as you conduct your review of the transfer of control applications. It is our understanding that your letter requests information in addition to that required by the Form 394, the franchise agreements, and local law; we address each of the questions – combining the responses for all Cities as permitted in your letter – as follows:

^{1/} Wave’s subsidiary, Astound Broadband, LLC, holds telecom franchises in the following cities: Bothel, Buckley, Burien, Gig Harbor, Kent, Mountlake Terrace, Mukilteo, and Normandy Park. Wave’s subsidiary, Black Rock Cable, Inc., holds OVS franchises in Mill Creek and Monroe, as well as a telecom franchise in Mount Vernon. WaveDivision I, LLC, another Wave subsidiary, holds a cable franchise in Issaquah.

^{2/} The applications to Issaquah and Mount Vernon were mailed on June 28, 2017 and delivered on June 29, 2017 and June 30, 2017, respectively.

Financial Questions

1. Please confirm that as a result of this Transaction Franchisee will continue to be adequately capitalized to continue its operations and cover any associated liabilities within the Cities?

Response: Yes.

2. As a result of this Transaction will Franchisee become self-insured?

Response: The Franchisee will not become self-insured as a result of the Transaction. Radiate will evaluate the Franchisees' insurance needs post-closing and make a decision as to how to best meet those needs.

3. As a result of this Transaction, will insurance types, levels and insurers change?

Response: No. Radiate and the Franchisees will continue to meet any insurance obligations in the franchise agreements.

4. As a result of this Transaction, will the additional insured endorsements provided to the City need to be modified?

Response: No.

5. To the extent Franchisee has any bonds in place with the City will any of these bonds change as a result of this Transaction?

Response: No.

Legal Questions

1. Provide the projected timeline for the FCC approval of the Transaction.

Response: The deadline for comments on the license transfer applications filed with the FCC was July 26, 2017; reply comments are due August 10, 2017. We anticipate that the FCC will approve the transaction in September.

2. List of other state and federal approvals required for this Transaction (list of other municipal approvals not requested).

Response: Information responsive to this question is available in Schedules 3.21 and 7.01 of the Securities Purchase Agreement that was attached to the Form 394.

3. What is the expected closing date for the Transaction?

Response: The closing date will be scheduled as soon as possible after obtaining the necessary regulatory approvals, but the Parties expect to close the Transaction in the second half of 2017.

4. Provide a list of any pending litigation with a local franchising authority, the FCC or state agency or commission against Radiate Holdco, LLC, Grande Communications Network LLC, or RCN Telecom Services, LLC. If any exist, please provide the state of the litigation, cause number, and general description of the subject matter.

Response: None.

5. Within the last three years, has Radiate Holdco, LLC, Grande Communications Network LLC, or RCN Telecom Services, LLC ever been fined or otherwise sanctioned by a local franchising authority, the FCC or a state agency or commission? If yes, please provide the name of the franchising authority and an explanation.

Response: No.

6. Has Radiate Holdco, LLC, Grande Communications Network LLC, or RCN Telecom Services, LLC ever filed or been a party to any suit or adversarial proceeding against a franchising authority over issues related to a telecommunications franchise? If yes, please provide the name of the franchising authority and an explanation?

Response: No.

Franchise-Specific Questions

1. Please confirm that the Franchisees will remain the same entity following the closing of the Transaction.

Response: Yes.

2. Provide the name and contact information for the Franchisee's representative the Cities should correspond with following the completion of this Transaction.

Response:

Fred Miller
Wave Broadband
401 Parkplace Center, Suite 500
Kirkland, WA 98033
360-543-5200

David von Moritz
Wave Broadband
401 Parkplace Center, Suite 500
Kirkland, WA 98033
425-896-1868

Ms. Elana R. Zana
July 27, 2017
Page 4

With a cc to:

Joe Kahl
RCN Telecom Services, LLC
650 College Road East, Suite 3100
Princeton, NJ 08540
609-681-2184

Tom Steel
RCN Telecom Services, LLC
105 West First Street
South Boston, MA 02127
617-670-2906

3. Are any services changing in the Cities as a result of this Transaction?

Response: Radiate has no immediate plans to undertake any changes to the services offered subscribers; subscribers will continue to receive the same services as before the Transaction.

4. Does a party to this Transaction or one of its subsidiary entities, other than Wave, have an existing even if expired franchise with the Cities?

Response: No.

5. Is there any anticipated change in the utility tax payments made to the Cities as a result of this Transaction?

Response: No.

Please let us know if you have any additional questions or concerns.

Sincerely,



James A. Penney
General Counsel
Wave Holdco, LLC
401 Parkplace Center, Suite 500
Kirkland, WA 98033



Seth A. Davidson
Mintz, Levin, Cohn, Ferris, Glovsky
and Popeo, P.C.
701 Pennsylvania Avenue, NW,
Suite 900
Washington, D.C. 20004
Counsel to Radiate Holdings, L.P.

WAVE BROADBAND AND RCN COMBINE TO FORM ONE OF THE LARGEST
INDEPENDENT INTERNET AND CABLE OPERATORS IN THE COUNTRY

Kirkland, WA. – May 22, 2017 – Wave Broadband (Wave), a gigabit fiber and broadband services company, announced today the next step in its strategic growth plan by combining forces **with RCN Telecom Services, LLC (RCN) to form the nation’s sixth largest internet and cable operator**, and one of the largest independent operators overall. The transaction is expected to close in the fourth quarter of 2017, and is subject to customary closing conditions, including regulatory approvals.

In August 2016, TPG Capital, the global private equity platform of alternative asset firm TPG, acquired both RCN and **Grande Communications Networks LLC (“Grande”)**. TPG is now leading this \$2.36 billion acquisition of Wave, and will combine the company with RCN.

“Over the last several years we have accelerated our growth substantially by expanding from our heritage of residential broadband services into enterprise grade fiber,” said Steve Weed, Founder and CEO of Wave. “We are excited that our new partners in TPG and RCN recognize the value of what we have created, and share our passion for creating happy customers – we are eager to enter our next era of growth alongside them.”

Wave will continue to operate as a branded entity headquartered in Kirkland, WA, serving business and residential customers in Washington, Oregon, and California. RCN provides similar services **as Wave along the East Coast and in Chicago; Grande’s operates throughout Texas**. Wave will continue to grow its residential customer base while also accelerating expansion of its fast-growing commercial and enterprise business segments that have driven **much of the company’s recent momentum**.

“At RCN and Grande, we pride ourselves on providing the best products, best service, and best value to our customers. Through our partnership with TPG, and by expanding our footprint with Wave, we are creating a market-leading broadband platform with national reach, broad capabilities and expertise, and exciting growth potential,” said Jim Holanda, CEO of RCN and Grande. “We’ve known the team at Wave for many years, and their focus on delivering value to their customers aligns perfectly with ours.”

Bringing Wave, RCN and Grande together creates a regional market leader in next-generation, high-speed data services for residential and business customers with a presence spanning the West Coast, East Coast, Chicago, and Texas.

While working through the closing process over the next several months, the leadership teams from Wave, RCN and Grande will jointly finalize transition plans that leverage the strengths from each entity to best position the collective enterprise for accelerated growth. Wave management will remain significant investors, partnering with majority owner TPG. Wave’s CEO, Steve Weed, will join the **combined company’s** Board of Directors.

About Wave

Wave is a gigabit broadband and commercial fiber and broadband services company, with over 7,000 miles of metro fiber providing true high-speed internet service, voice, video, advanced business connectivity solutions and a variety of related products and options for business and residential customers in key areas of Washington, Oregon and California including Portland, Seattle, and San Francisco. The company is headquartered in Kirkland, Washington. For more information, visit www.wavebroadband.com.

About TPG

TPG is a leading global alternative asset firm founded in 1992 with approximately \$72 billion of assets under management and offices in Austin, Beijing, Boston, Dallas, Fort Worth, Hong Kong, Houston, Istanbul, London, Luxembourg, Melbourne, Moscow, Mumbai, New York, **San Francisco, Seoul, and Singapore.** TPG's investment platforms are across a wide range of asset classes, including private equity, growth venture, real estate, credit, and public equity. TPG aims to build dynamic products and options for its investors while also instituting discipline and operational excellence across the investment strategy and performance of its portfolio. For more information, visit www.tpg.com.

About RCN Corporation

RCN Telecom Services, LLC (www.rcn.com and www.rcn.com/business) provides industry-leading high-speed internet, all-digital TV and phone services for residential, small/medium and Enterprise business customers. RCN's affordably priced advanced digital services are delivered through its proprietary, state-of-the-art fiber-rich network and supported by 100% U.S.-based customer service. RCN's primary service areas include Boston, Chicago, Lehigh Valley (PA), New York City, Philadelphia (Delaware County) and Washington, DC.



CITY COUNCIL AGENDA BILL

City of Buckley
PO Box 1960
Buckley, WA 98321

ITEM INFORMATION			
SUBJECT:	Agenda Date: August 22, 2017 AB17-072		
Authorizing Expansion of a Museum Exhibit -Drying Shed.	Department/Committee/Individual	Created	Reviewed
	Mayor Pat Johnson		X
	City Administrator – Dave Schmidt		X
	City Attorney – Phil Olbrechts		X
	City Engineer – Dominic Miller		
	City Clerk – Joanne Starr		X
	Finance Dept – Sheila Bazzar		
	Building Official – Mike Deadmond		
	Fire Dept – Chief Predmore		
	Parks & Rec Dept – Ellen Boyd		
	Planning Dept – Kathy Thompson	X	X
	Police Dept – Chief Arsanto		
Municipal Court – Jessica Cash			
Cost Impact: N/A			
Fund Source: N/A			
Timeline: N/A			
Attachments: Application information and drawing.			
<p>SUMMARY STATEMENT:</p> <p>The museum acquired an outdoor exhibit and would like to place it on city property with other outdoor exhibits. The exhibit is the Hudson Bay Drying Shed. According to the supplied material, the building may be the oldest building in Western Washington, constructed by Hudson Bay Co in the 1830s or 1840s.</p> <p>The property belongs to the city and the museum needs council permission to perform the work (building permit, construction, and so forth).</p>			
COMMITTEE REVIEW AND RECOMMENDATION: None.			
RECOMMENDED ACTION: MOTION to Approve a Museum Exhibit Expansion to Reconstruct a Historical Drying Shed on City Property.			
RECORD OF COUNCIL ACTION			
Meeting Date	Action	Vote	



Successful



OLD CABIN



WELL-WEATHERED WOOD: Louis E. Gage, editor of The Buckley News-Banner, examined an old horseshoe excavated near a log cabin near Buckley which may be the oldest building on the Western Washington

mainland. A new roof was put on the structure in the 1870's. Its cedar walls, however, may have been built by the British Hudson's Bay Co. in the 1830's or 1840's. It is owned by Mrs. Augusta Kiritley.

By **DWIGHT SCHEAR**
Times Staff Correspondent

BUCKLEY, Oct. 23.—A meeting here Tuesday may decide the fate of what is believed to be the oldest building on the Western Washington mainland.

The building, a one-room log cabin, is four miles west of Buckley on the well traveled road to Sumner.

If the beliefs of Buckley's oldest residents and the theories of a Washington State history scholar are correct, the cabin was built in the 1830's by the Hudson's Bay Co.

That could mean it was standing before the first United States citizen set eyes on Puget Sound.

Donald H. Clark, assistant technical director of the Institute of Forest Products, is studying time-yellowed records of the Northwest Collection at the University of Washington in an attempt to find definite proof that the cabin was British-built

built a string of cabins through that area," said Clark.

"There is evidence that this cabin was one of them. It is similar to known British pioneer structures. It is quite different from anything built by American pioneers."

Without question, the cabin is far older than its present owner, Mrs. Augusta Kiritley, 83, whose own history began in pioneer days.

In 1875 and for some years thereafter, the cabin was the residence of Jerry Stillely, the area's first permanent non-Indian resident.

"It always was the Stillely family's understanding that the cabin was constructed by the Hudson's Bay Co.," said Charles A. McHugh, 70, retired Seattle carpenter and builder, whose boyhood home stood near the cabin.

Today the 2 1/2 mile old cabin stands in the path of progress. A farm road, approaching it

News-Banner, whose reporter, Mrs. Amelia Cannon, is an authority on East Pierce County history, efforts are being made to move the cabin to the city park on Buckley's Main Street.

Dr. C. J. Rose, Enumclaw, has offered to finance a concrete foundation at the park site.

At its Tuesday meeting, the Buckley Garden Club will discuss the remainder of the project.

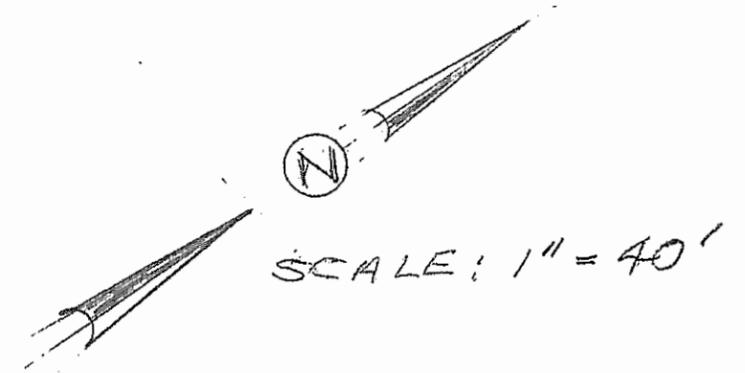
The cabin has a "new" roof, built in the 1870's. It soon may have a new concrete foundation.

But older than the oldest memory are its nailless walls of cedar beams.

No Confidence?

ALBANY, N. Y.—(UP)—Candidates sometimes fail to vote for themselves. A canvass by the Albany County Board of Elections disclosed that no votes for Republican candidates were cast either in the 13th or the 18th wards.

PARCEL #
800005-010-0



LOT 11

LOT 10

BUNK HOUSE

SPEEDER

SAW SHOP

LOG CABIN

PATROL CABIN

LOOK OUT

12'
15'

HUDSON'S BAY CABIN

SIDE WALK

⊕ NORTH RIVER AVENUE

PROPOSED LOCATION
OF HUDSON'S BAY CABIN
AT FOOTHILLS
MUSEUM

W. OLSEN 8/14/2017

D. CONSENT AGENDA

**City Council
August 8, 2017**

Mayor Johnson called the regularly scheduled meeting to order at 7:00 PM.

Upon roll call the following members were present: Sundstrom, S. Burkett, Rose, Tremblay and Leggett. Council member B. Burkett arrived at 7:01 PM, and Council member Boyle Barrett arrived at 7:04 PM. Also in attendance were City Administrator Schmidt, Public Works Utility Superintendent Banks, Police Chief Arsanto, Fire Chief Predmore and City Planner Thompson.

Mayor Johnson asked if there were any additions, deletions, or changes to the agenda. City Administrator Schmidt asked to move item number five from the main agenda to the beginning of the agenda. **Council member Rose moved to approve the agenda with change presented. Council member S. Burkett seconded the motion. Motion carried.**

Final Plat – Perkins Prairie Phase 3 Subdivision:

Council member Tremblay moved to Approve Phase 3 with the recommendations of approval and a modified 1A, 2 and 5. Council member S. Burkett seconded the motion. Motion carried.

CITIZEN PARTICIPATION

There were none.

STAFF REPORTS

City Administrator Schmidt stated that the preliminary budget calendar has been distributed in the packets. Also, the LDS Church is concerned that they will not have enough parking for an event on August 28th because the curb is painted yellow for no parking. **Council member Tremblay moved to eliminate the no parking where it doesn't make sense if there is adequate parking, and then also rely on our Public Works folks to identify areas that should remain no parking, and then put it on our schedule to go ahead and repaint the yellow to white, and coordinate with the Police Department to not issue tickets to the Church members parked there. Council member S. Burkett seconded the motion. Motion carried.**

MAIN AGENDA

Public Hearing: 2018-2023 Six Year transportation Improvement Plan (STIP):
Mayor Johnson recessed the City Council Meeting and opened the Public Hearing at 7:27 PM. There were no speakers. Mayor Johnson closed the Public Hearing and reconvened the City Council meeting at 7:30 PM.

RES No. 17-07: Adopting 2018-2023 Six Year Transportation Improvement Plan (STIP):

Council member Tremblay moved to Approve Resolution No. 17-07 Adopting the 2018-2023 STIP. Council member Boyle Barrett seconded the motion. Motion carried.

Small Works Bid Award – WWTP NPW Project:

Council member Boyle Barrett moved to Award Bid of the Small Works WWTP Non-Potable Water System Improvement Project to R.L. Alia Company for \$236,301. Council member Rose seconded the motion. Motion carried.

Agreement – EMS Services – RAGNAR Event:

Council member Boyle Barrett moved to authorize the Mayor to sign the Agreement with EMSS to provide Stand-By EMS services for the Ragnar Trail Rainier Event on August 18th and 19th, 2017. Council member Rose seconded the motion. Motion carried.

Small Works Bid Award – PW Building Remodel:

Following a lengthy discussion, Council member B. Burkett moved to award bid of the Small Works/Public Works Building Remodel Project to Lake Tapps Construction for \$340,127.78. Council member S. Burkett seconded the motion. Motion carried.

CONSENT AGENDA

Council member Boyle Barrett moved to approve the Consent Agenda. Council member Rose seconded the motion. Motion carried.

Approve Minutes of July 25, 2017 City Council Meeting

Claim check numbers 57141 – 57163 in the amount of \$42,773.84 for the period of July 12 – July 25, 2017. Payroll check numbers 36619 – 36665 in the amount of \$86,807.81; EFT/ACH Payroll in the amount of \$268,717.14 for the month of July, 2017.

COMMITTEE REPORTS

Mayor's Report:

Mayor Johnson stated that Finance Director Bazzar has met all requirements for 14 years for the Washington Finance Officers Association, so if you see her make sure you tell her congratulations. Also, PSE would like permission to use our logo on a flyer they are making for businesses in Buckley where they will be replacing bulbs for free to help businesses keep their costs down. **Council member Tremblay moved to allow PSE to use our logo. Council member Boyle Barrett seconded the motion. Motion carried.**

Administration, Finance & Public Safety:

Council member Leggett reported that the North parking lot cameras are now operating correctly, and also that climate control in the server room is currently not operating. Assistant Chief Skogen gave an update and projected calls for the remainder of the year, and the City is working on getting cooling centers set up at the Library and Senior Center during this very hot weather. Their next meeting will be August 15th.

Transportation & Utilities:

Council member Tremblay stated they will be meeting on August 15th.

Community Services:

Council member Rose stated they didn't meet but they will be meeting August 17th.

Council Member Comments & Good of the Order:

Council member Sundstrom stated that he has noticed a couple people running the light at Dysfunction Junction. Also, he has noticed big trucks parking in front of the White Horse, and he thinks that needs to be a no parking zone because it is hard to see when they are parked there. Council member B. Burkett stated that he wants to make sure that design builds are what that individual wants and not what the Council wants. Council member Boyle Barrett stated that as far as the big trucks being parked, she has noticed that they pull off to run into the Pit Stop to grab lunch and aren't typically parked there very long.

Council member Rose moved to adjourn. Council member Boyle Barrett seconded the motion. Motion carried.

With nothing further the meeting was adjourned at 8:33 PM.

Mayor

City Administrator

CITY OF BUCKLEY		July 31 2017	TRANSFER VOUCHER	
From Fund #	NAME	AMOUNT	To Fund #	NAME
	Bars Number			Bars Number
1	General Fund	\$ 244,596.70		Payroll Fund
		\$ 75,982.48		Claims Fund
	597.00.00.10		101	Street & Storm Drain Capital
	597.00.80		7	PD Equip & Maint
	597.00.22		3	G F Contingency
	597.00.40	\$ 125.00	430	Utility Equip Res
	597.00.65	\$ 468.00	2	Contingency Reserve Fund
				397.00.00
				397.00.20 St Merge
				397.00.40 St Merge
				397.00.60
				397.00.10 St Merge
101	Street Operations	\$ 4,187.98		Payroll Fund
		\$ 9,375.53		Claims Fund
	597.00.00	\$ 125.00	430	Utility Equip Res
	597.00.50.30		1	General Fund Insurance Portion
	597.20.00	\$ 1,637.17	1	General Fund Admin
	597.30.00	\$ 3,645.84	102	Street Capital Improvements
				397.00.10
				397.60.70
				397.60.20
				397.00.10.50
102	Street Capital Imp	\$ 85,694.34		Payroll Fund
		\$ 49.91	1	General Fund Invest Int
	597.10.00.30	\$ 49.91	1	General Fund Project Admin
	597.10.00.31	\$ 3,676.09		
				397.00.40
				397.60.95
4	Cemetery			Payroll Fund
				Claims Fund
	597.00.00	\$ 166.00	430	Utility Equip Res
	597.00.50.30		1	General Fund Insurance Portion
				397.00.20
				397.60.80 St Merge
105	EMS	\$ 6,477.72		Payroll Fund
		\$ 6,626.36		Claims Fund
	597.90.00	\$ 500.00	030/131	Fire Equip/EMS Res
	597.90.00.40	\$ 125.00	30	Fire/EMS Bunkers
				131-397
				397.10.10
7	PD Maint RES			Payroll Fund
				Claims Fund
	597.10.10.50		1	General Fund
				397.10.10.50
8	Railroad ROW	\$ 1,805.68		Payroll Fund
				Claims Fund
	597.00.00.45	\$ 541.67	1	General Fund Park
	597.00.50.30		1	General Fund Insurance Portion
	597.00.00.46	\$ 83.33	430	Utility Equip Reserve
	597.00.00.47	\$ 833.33	35	Park Construction
	597.00.00.48	\$ 2,883.33	307	Capital Improvement
	597.00.00.49	\$ 2,916.67	307	Capital Improvement
				397.50.15 St Merge
				397.60.81
				397.00.70
				397.10.20.20
				397.10.80.30
				397.10.80.30

From Fund #	NAME	AMOUNT	To Fund #	NAME	
	Bars Number			Bars Number	
109	Criminal Justice			Payroll Fund	
				Claims Fund	
	597.10.00.20	\$ 4,167.00	7	PD Maint Res	397.00.00
30	Fire Equip& EMS Res			Payroll Fund	
				Claims Fund	
134	Fire Station Const			Payroll Fund	
		\$ 3,958.22		Claims Fund	
	597.10.00.30	\$ 48.43	202	Invest Int Fire Stat Bond Fund	397.00.40
35	Park Construction			Payroll Fund	
				Claims Fund	
	597.10.00.10	\$ 26.58	1	General Fund Invest Int	397.00.40 St Merge
136	Visitor Promo & Dev			Payroll Fund	
		\$ 527.84		Claims Fund	
	597.10.00.10	\$ 64.89	1	General Fund Invest Int	397.00.40
	597.51.00.30		1	General Fund Insurance Portion	397.60.90
	597.52.00.60		1	General Fund Admin	397.60.91
701	Cemetery Improve			Payroll Fund	
				Claims Fund	
307	Capital Imp			Payroll Fund	
		\$ 1,621.65		Claims Fund	
	597.10.00.10	\$ 979.86	1	General Fund Invest Int	397.00.40
	597.10.00.31	\$ 2,108.09	1	General Fund Project Admin	397.60.99
308	Comp Plan Cap Imp			Payroll Fund	
		\$ 10,969.40		Claims Fund	
		\$ 470.40			
401	Natural Gas			Payroll Fund	
				Claims Fund	
	6.0% Tax	533.10.54	1	General Fund Business Tax	316.43
		597.00.00.70	1	General Fund	397.60.93

From Fund #	NAME	AMOUNT	To Fund #	NAME
	Bars Number			Bars Number
402	Water Sewer Rev	\$ 72,537.74		Payroll Fund
		\$ 37,347.84		Claims Fund
	10.0 % Tax Water 534.10.54	\$ 7,965.26	1	General Fund Business Tax 316.42
	10.0 % Tax Sewer 535.10.54	\$ 16,653.10	1	General Fund Business Tax 316.44
	597.00.00.50	\$ 542.00	1	General Fund Dispatcher 397.00.60
	597.00.00.51	\$ 5,572.75	1	General Fund Admin Water 397.60.10
	597.00.00.52	\$ 5,524.75	1	General Fund Admin Sewer 397.60.10
	W 597.00.00.53		1	General Fund Insurance Portion 397.60.60
	S 597.00.00.55		1	General Fund Insurance Portion 397.60.60
	597.00.00.70	\$ 64,166.67	405	Sewer Improve Fund 397.00.00 St Merge
	597.00.00.80	\$ 13,961.42	406	Water Improve Fund 397.00.00 St Merge
	597.00.00.40	\$ 1,667.00	430	Utility Equip Res 397.00.40
	597.00.90		308	Comp Plan Cap Imp 397.10.60
	535.10.41		1	General Fund Planning 345.81.00
403	Solid Waste	\$ 62,423.08		Payroll Fund
		\$ 8,458.22		Claims Fund
	10.0 % Tax 537.10.54	\$ 8,458.22	1	General Fund Business Tax 316.45
	597.00.00.10	\$ 4,589.67	1	General Fund Admin 397.60.40
	597.00.00.55		1	General Fund Insurance Portion 397.60.83
405	Sewer Ext & Replace	\$ 8,006.16		Payroll Fund
		\$ 3,189.09		Claims Fund
	597.10.00.31	\$ 3,189.09	1	General Fund Project Admin 397.60.96
406	Water Ext & Replace	\$ 4,013.27		Payroll Fund
		\$ 3,479.34		Claims Fund
	597.10.00.31	\$ 3,479.34	1	General Fund Project Admin 397.60.97
407	Storm Drain Op & Maintenance	\$ 14,949.73		Payroll Fund
		\$ 5,443.28		Claims Fund
	10 % Tax 531.30.44.01	\$ 4,465.28	1	General Fund Business Tax 316.48
	597.00.00	\$ 834.00	430	Utility Equip Res 397.00.50
	597.00.00.10	\$ 8,348.09	408	Storm Drain Cap 397.00.30 St Merge
	597.00.00.20	\$ 5,105.25	1	General Fund Admin 397.60.40.10
	597.00.00.53		1	General Fund Insurance Portion 397.60.71
	597.00.00.57		1	General Fund Dispatcher 397.60.21
	597.00.75		308	Comp Plan Cap Imp 397.10.70
430	Utility Equip Res	\$ 21,180.66		Payroll Fund
		\$ 726.93		Claims Fund
	597.10.00.10	\$ 726.93	1	General Fund Invest Int 397.00.40

From Fund #	NAME	AMOUNT	To Fund #	NAME
	Bars Number			Bars Number
202	Fire Stat Const Bond Debt Svcs		Claims Fund	
408	Stormwater Cap Project	\$ 4,640.44	Claims Fund	
	597.00.10		307 Capital Improvement	397.10.80.10
	597.10.00.31	\$ 3,757.08	1 General Fund Project Admin	397.60.98
103	TBD	\$ 21.00	Claims Fund	
	597.00.00	\$ 3,645.84	101 City Street	367.42
	595.30.48	\$ 4,479.17	101 City Street	367.20.10
3	General Fund Contingency			
	597.00.30.00	\$ 21,578.36	1 General Fund Invest Int	397.00.45 St Merge
	Total Investment Interest to 202	\$ 48.43		
	Total Investment Interest to 001	\$ 23,426.53		
	Total Payroll	\$ 355,524.95		
	Total Claims	\$ 327,332.55		
	Total Treasurer checks	\$ 12,775.39		
	Date Approve by Council August 8, 2017		Finance Director Sheila Bazzar, PFO/CMC	

E. COMMITTEE REPORTS