STATE OF RHODE ISLAND
DIVISION OF PUBLIC UTILITIES AND CARRIERS

IN RE: JOINT APPLICATION OF )
WH i3B BIDCO LLC, SERVICE )
AREA 5 HOLDINGS, LLC, AND ) Docket No. D-20-13
SERVICE AREA 5 CABLE, LLC )
TRANSFER CONTROL OF CATV )
CERTIFICATES )

SETTLEMENT AGREEMENT

WHEREAS, on September 22, 2020, WH i3 Bideo LLC ("Transferee"), Service Area 5 Holdings, LLC ("Holdings") and Service Area 5 Cable LLC d/b/a i3 Broadband ("Service Area 5 Cable" and together with Transferee and Holdings, collectively "Applicants") filed a Joint Application requesting the Division to approve the transfer of control of Service Area 5 Cable and its CATV Certificates to the Transferee ("Joint Application");

WHEREAS, as noted in the Joint Application, upon consummation of the proposed transaction, Transferee will become the new controlling member of Holdings and Service Area 5 Cable;

WHEREAS, on October 1, 2020, Advocacy Section of the Division of Public Utilities and Carriers ("Advocacy Section") forwarded certain data requests to the Applicants;

WHEREAS, on October 6, 2020, the Applicants provided responses to the Advocacy Section’s data requests;

WHEREAS, the Advocacy Section has reviewed those data responses, along with the Joint Application, FCC Form 394 and Testimony of Marc Keller, Daniel Kennedy and Samuel Valencia in support of the Joint Application;

WHEREAS, upon the completion of its review, the Advocacy Section and the Applicants held discussions regarding entering into a settlement of Docket No. D-20-13; and

WHEREAS, on October 14, 2020, the Advocacy Section and Applicants arrived at a mutually acceptable settlement of the Joint Application;

NOW THEREFORE, pursuant to Rule 1.27 of the Rules of Practice and Procedure of the Rhode Island Division of Public Utilities and Carriers ("Division"), Applicants and the Advocacy Section hereby agree as follows:

1. The Advocacy Section recommends that the Division find that (1) the Transferee is fit, willing, technically qualified, and financially able to own and control Service Area 5 Cable; and (2) upon consummation of the proposed transaction, Service Area 5 Cable shall continue to perform the service for which it has applied and to conform to the requirements, orders, rules, and regulations of the Division and the laws of the State of Rhode Island;
2. The Advocacy Section further recommends that the Division grant the Joint Application and approve the transfer of control of Service Area 5 Cable, including its Compliance Order Certificate, Construction Certificate and Certificate of Authority to Operate (collectively the “Certificates”) to the Transferee.

3. To effect transfer of control, upon approval by the Division of the Joint Application, Service Area 5 Cable will continue operating under its existing Certificates. The Division files shall be updated to reflect Transferee as the new controlling member of Service Area 5 Cable.

4. Transferee agrees to comply with, and will cause Service Area 5 Cable to comply with federal law, the Rhode Island General Laws, the Rules Governing Community Antenna Television Systems 815-RICR-10-05-1, as amended (“Rules”) and all Orders of the Division.

5. Transferee agrees that it will cause Service Area 5 Cable to continue operating in a manner consistent with the public interest.

6. Transferee will cause Service Area 5 Cable to maintain liability insurance in accordance with Section 1.12.3 of the Rules and a performance bond (in the amount of no less than $50,000) in accordance with Section 1.12.5 of the Rules.

7. Transferee agrees that its present intention is to maintain the operations and existing location of the PEG studio of Service Area 5 Cable.

Dated this 14th day of October, 2020.
WH i3B BIDCO LLC, SERVICE AREA 5 HOLDINGS, LLC, and SERVICE AREA 5 CABLE, LLC
By their attorneys,

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