

ORIGINAL

RAINIER CONNECT CERTIFICATION
(CLICK! BUSINESS TRANSACTION AGREEMENT)

I, Brian Haynes, as Manager and President of Rainier Connect North, LLC, d/b/a Rainier Connect, a Washington limited liability company, hereby certify the following to be true and correct as of March 31, 2020:

1. That the representations and warranties of Rainier Connect in Article IV of that certain Click Business Transaction Agreement effective the 8th day of November, 2019 (the “CBTA”), are true and correct.
2. That each of the covenants and agreements of Rainier Connect to be performed on or prior to the Transfer of Operation Control Date, as that term is defined in the CBTA, have been duly performed, except as to those covenants and agreements that have been waived by the City of Tacoma.
3. That I have, as Manager and President of Rainier Connect, executed and delivered to Tacoma Power the Ancillary Agreements, as that term is defined in the CBTA, to which Rainier Connect is a party.
4. That Rainier Connect has published its rates and services on its website as required by Exhibit G to the Indefeasible Right of Use Agreement (the “IRU Agreement”) attached as Exhibit 5.6 to the CBTA.
5. That Rainier Connect has filed with the Washington Utilities and Transportation Commission an application for designation as an eligible communications carrier (ETC) (low income only) for the purpose of receiving federal universal service support for Lifeline services so that it can begin providing Lifeline service to qualified low-income households in the Tacoma Power Commercial Service Area; and further, that Rainier

Connect will diligently prosecute its application and do all things commercially reasonable and necessary to obtain approval of its application for ETC certification, and if such approval is granted, thereafter comply with the requirements of Section 1 (Lifeline) of Exhibit "H" to the IRU Agreement.

6. That Rainier Connect offers the reduced rate program set out in Exhibit H to the IRU Agreement.
7. That Rainier Connect has established a local office in the City of Tacoma and posted the address on its website as required by Exhibit I to the IRU Agreement.
8. That Rainier Connect has conspicuously published on its website its privacy policy as required by Exhibit J to the IRU Agreement.
9. That Rainier Connect has conspicuously published on its website its net neutrality policy as required by Exhibit K to the IRU Agreement.
10. That Rainier Connect has provided Tacoma Power with a copy of its Open Access Program and conspicuously posted its program on its website as required by Exhibit L to the IRU Agreement.
11. That Rainier Connect has, except with regard to the franchises that are subject to a waiver by the City of Tacoma, either obtained approval for the transfer of each of the Franchises from the jurisdictions in which Tacoma Power has Franchises for the Click! Business or has entered into its own Franchises to serve such jurisdictions.
12. That Rainier Connect has delivered to Tacoma Power a funding proposal letter in the amount of four million five hundred thousand dollars (\$4,500,000) covering the first three (3) years of the Initial Term of the IRU Agreement and has submitted a financial report to Tacoma Power in conformance with Exhibit S to the IRU. Rainier has


represented to the City of Tacoma that it will diligently prosecute to completion its lease program application with Liberty Commercial Finance and do all things commercially reasonable and necessary to obtain from Liberty Commercial Finance a loan commitment in the form required pursuant to Section 6.3(1) of the CBTA. In addition, Rainier Connect represents that Tacoma's Best Internet (TBI) will, as of April 1, 2020, be a wholly owned subsidiary of Rainier Connect and that the parent of Rainier Connect, Mashell Inc., is a holding company for Rainier Connect and TBI and wholly owns Rainier Connect.

Rainier further represents that as soon as practicable after completion of the financial audit for calendar year 2019, it will provide a supplemental financial report for Mashell Inc., TBI and Rainier Connect in form and content that meets the requirements of Exhibit S of the IRU.

I declare under penalty of perjury under the law of Washington that the foregoing is true and correct,

Signed on the 31 day of March 2020 at 1:30 pm

Pierce County Washington.


By: Brian Haynes
Manager, President
Rainier Connect North, LLC,
d/b/a Rainier Connect