

ORIGINAL

BILL OF SALE
Related Surplus Assets

Seller: City of Tacoma, a municipal corporation of the state of Washington, by and through Tacoma Power, a Division of the Department of Public Utilities, d/b/a “**Tacoma Power**”

Buyer: Rainier Connect North, L.L.C., a Washington limited liability company (hereinafter referred to as “**Rainier**”)

Date of Transaction: March 31, 2020.

Property Description: See Exhibit A

Location of Delivery: 3628 South 35th Street, Tacoma, WA 98409

WITNESSETH:

WHEREAS, Tacoma Power owns a hybrid fiber-coaxial network consisting of fiber optic cable and coaxial cable and related network facilities (the “**Tacoma Power Network**”), and

WHEREAS, Click! Network, a business unit of Tacoma Power, currently uses a portion of the Tacoma Power Network (the “**Tacoma Power Commercial System**”) to provide cable television services to residents and businesses; to serve as a wholesale provider to internet service providers that provide broadband data services for residential and business customers; and provide Metro Ethernet circuits to businesses within its service area, in competition with other providers (the “**Click! Business**”), and

WHEREAS, Tacoma Power issued a Request for Information and Qualifications (“**RFI/Q**”) seeking interest from public or private entities to take over operational control of the Tacoma Power Commercial System and the delivery of services to the community, and Rainier was selected as a result of the competitive RFI/Q process, and

WHEREAS, Tacoma Power and Rainier have executed the Click! Business Transaction Agreement dated November 8, 2019 (the “**CBTA**”), to effectuate the transfer of operational control of the Tacoma Power Commercial System through, among other things, an Indefeasible Right of Use Agreement, and the sale of Related Surplus Assets connected with the Click! Business, as more particularly set forth herein in the CBTA, and

WHEREAS, Section 2.2(a) of the CBTA provides for the sale, conveyance, transfer, assignment and delivery to Rainier of the “Related Surplus Assets” as that term is defined in the CBTA, and

WHEREAS on the On October 30, 2019, the Public Utility Board, and on November 5, the Tacoma City Council, approved surplus property declarations inclusive of the Property herein described and authorized disposal of said property in accordance with the CBTA, and

WHEREAS, Rainier and Tacoma Power desire execute a bill of sale for the sale, conveyance and transfer of tangible personal property generally described in the CBTA at Section 2.2(a)(i) – (iii) and more specifically described in Exhibit A, attached hereto and incorporated by this reference as though fully set forth herein;

NOW THEREFORE, for and in consideration of the sum of \$188,956.59 U.S. Dollars, inclusive of all sales tax, paid by Rainier in immediately available funds to an account specified by Tacoma Power, the receipt of which is hereby acknowledged, **Tacoma Power** does hereby sell, convey, and transfer to **Rainier** all of Tacoma Power’s right, title and interest in and to the personal property described in Exhibit A (the “**Property**”).

The Property is being sold, conveyed and transferred on an “**AS IS**” basis and Tacoma Power explicitly disclaims all warranties, whether expressed or implied, including but not limited to, any warranty as to the condition of the Property. However, Tacoma Power’s above warranty disclaimer does not, in any way, affect the terms of any applicable warranties from the manufacturer of the Property.

Rainier has been given the opportunity to inspect the Property, or alternatively, have the Property inspect. Additionally, Rainier has accepted the Property in its existing condition and agrees to take delivery at the location of delivery stated above.

Tacoma Power represents and warrants that Tacoma Power is the lawful owner of the Property, transferred hereunder, free and clear of all liens or encumbrances of any nature whatsoever, and Tacoma Power shall indemnify, defend and hold Rainer Harmless against any such claims and demands.

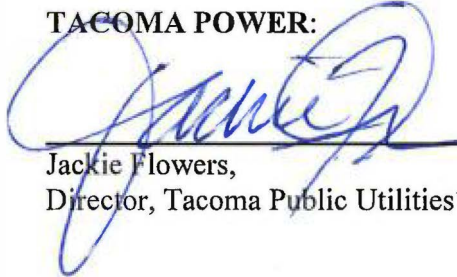
The terms of this Bill of Sale shall bind and inure to the benefit of Tacoma Power and Rainier and their respective legal representatives, successors and assigns.

The Parties hereby agree to execute such other documents and perform such other acts as may be necessary or desirable to carry out the purposes of this Bill of Sale.

This Bill of Sale shall be signed by the Buyer and the Seller, and shall be effective as of 11:59 p.m. on March 31, 2020.

IN WITNESS WHEREOF, the parties have executed this Bill of Sale on the 31 day of March, 2020.

TACOMA POWER:



Jackie Flowers,
Director, Tacoma Public Utilities


RAINIER CONNECT NORTH, LLC:



By: Brian L. Haynes,
Its: Chief Executive Officer

(City of Tacoma use only - blank lines are intentional)

Director of Finance: 

City Attorney (approved as to form): 
^A Chief Deputy _____ 3-31-2020

Approved By: _____

Approved By: _____

Approved By: _____

Approved By: _____

Approved By: _____

EXHIBIT A

(Description of Property)

CBTA Schedule 2.2.a(i), Equipment, Inventory, Vehicles

Item Description	suggested price	quantity	actual price	totals
Set-Top Boxes				
Set-Top Boxes	\$ 19,297.29	bulk	\$ 19,297.29	
			sub-total:	\$ 19,297.29
Test Equipment				
MPEG Test System	\$ 1,000.00	1	\$ 1,000.00	
MPEG Transport Stream Monitor (QAM)	\$ 100.00	1	\$ 100.00	
MPEG Transport Stream Monitor (GigE/ASI)	\$ 100.00	1	\$ 100.00	
MPEG Transport Stream Monitor (QAM)	\$ 100.00	1	\$ 100.00	
MPEG Transport Stream Monitor (8VSB)	\$ 100.00	1	\$ 100.00	
MPEG Transport Stream Monitor (GigE)	\$ 100.00	1	\$ 100.00	
DSAM	\$ 250.00	9	\$ 2,250.00	
CATV Meter	\$ 2,500.00	4	\$ 10,000.00	
Ethernet Link Assistant (Metroscope)	\$ 100.00	1	\$ 100.00	
Ethernet Link Assistant (Etherscope)	\$ 100.00	1	\$ 100.00	
Bandwidth Analysis	\$ 100.00	1	\$ 100.00	
CATV Sweep Meter Setup	\$ 2,810.50	16	\$ 44,968.00	
			sub-total:	\$ 59,018.00
Portable Generator				
Honda EU2001i	\$ 500.00	5	\$ 2,500.00	
			sub-total:	\$ 2,500.00
Warehouse Inventory				
Click Warehouse Inventory 110	\$ 32,471.16	1	\$ 32,471.16	
Click Warehouse Inventory 120	\$ 697.59	1	\$ 697.59	
Click Warehouse Inventory 121	\$ 19,349.24	1	\$ 19,349.24	
Click Warehouse Inventory 122	\$ 4,641.29	1	\$ 4,641.29	
Annex 2	\$ 100.00	1	\$ 100.00	
ARU server & misc. lobby equipment	\$ 100.00	1	\$ 100.00	
Dead Stock 2014	\$ -	1	\$ -	
			sub-total:	\$ 57,359.27
Software (for test equipment)				
CCI	\$ 24,360.00	1	\$ 24,360.00	
Calix	\$ 4,431.00	1	\$ 4,431.00	
Ciena	\$ 2,048.80	1	\$ 2,048.80	
Arris	\$ -	1	\$ -	
Alpha	\$ 3,114.00	1	\$ 3,114.00	
Effigis	\$ 3,987.00	1	\$ 3,987.00	
USPS	\$ 1,132.47	1	\$ 1,132.47	
PromptLink	\$ 11,708.76	1	\$ 11,708.76	
			sub-total:	\$ 50,782.03
Grand Total:				\$ 188,956.59