



Committee of the Whole

Deb Bell

Council Initiated:

Yes

No

ECAF: 2025-0867

Motion: 25-138

Type:

- Contract
- Board Appt.
- Code Amendment
- Budget Action
- Other

Requested Handling:

- Normal
- Expedite
- Urgent

Fund Source:

- General Fund
- Other
- N/A

Executive Rec:

- Approve
- Do Not Approve
- N/A

Approved as to

Form:

- Yes
- No
- N/A

Subject: The transfer of control of a telecommunication franchise previously granted to Ziplly Fiber Northwest, LLC.

Scope: The parent company of Ziplly Fiber has entered into a Merger Agreement with BCE Holding Corporation. The proposed motion will provide the required written consent of the County Council to transfer the telecommunications franchise granted under [Ord. 23-059](#) to BCE Holding with the condition that the cable franchise held by Ziplly ([Ord. 24-034](#)) is either terminated or transferred on or before the closing of the Merger Agreement.

Duration: The original ordinance has a maximum term of twenty (20) years, expiring on August 10, 2043.

Fiscal Impact: Current Year Multi-Year N/A

Authority Granted: Consents to and approves a transfer of the Telecommunications Franchise granted to Ziplly Fiber under Ordinance 23-059 to BCE Holding in connection with the Merger Agreement, under RCW 36.55 and SCC 13.80.080(6).

All provisions, conditions, regulations, and requirements contained within the Franchise shall be binding, including all privileges, obligations, and liabilities of Ziplly Fiber shall inure to BCE Holding. The consent of the transfer shall not be construed to constitute a waiver or release of any rights the County may have now or in the future under federal, state, or local law. Ziplly fiber, as owned and controlled by BCE Holding, shall remain responsible for any and all Franchise requirements (including but not limited to payment of fees and other amounts due under the Franchise, and indemnification of the County as provided under the Franchise) and any non-compliances issues or any obligation that may now exist or may later be discovered, even if prior to the closing of the Merger Agreement. The consent and approval shall take effect immediately, unless the Merger Agreement does not close for any reason. The consent and approval is further conditioned upon the following:

- (1) Ziplly Fiber shall provide the County with a formal notice of early termination of the Cable Franchise granted by Ordinance No, 24-034 pursuant to Section 8.3 of that franchise on or before the closing date of the Merger Agreement with a franchise termination date no later than 120 days from the closing date of the Merger Agreement;
- (2) Ziplly Fiber shall obtain County Council approval of the Transfer of the Cable Franchise to parent company BCE Holding within 120 days of the closing date of the Merger Agreement.

Background: Ziplly Fiber currently has two franchise agreements with Snohomish County, Ordinance 23-059 for a telecommunications franchise and Ordinance 24-034 for a cable franchise. Ziplly Fiber has entered into a Merger Agreement with BCE Holding Corporation on November 1, 2024, under which BCE Holding will become the indirect owner of Ziplly Fiber.

Action Requested: For Council to consider the motion.