

**AMENDMENT NO. 1 TO
TELECOMMUNICATIONS MASTER USE PERMIT ISSUED TO ZIPLY FIBER PACIFIC, LLC**

THIS AMENDMENT is effective as of the date of the last authorizing signature below by and between the **CITY OF OLYMPIA**, a Washington municipal corporation (the “City”), Ziplly Fiber Pacific, LLC, a Delaware Limited Liability Company (“Ziplly Fiber”), and NFC Northwest, LLC, a Delaware Limited Liability Company (“NFC Northwest”).

RECITALS

1. Ziplly Fiber is a telecommunications company providing communications and telecommunications services; Ziplly Fiber provides internet services to residential and business customers through its fiber-optic broadband network;
2. In April, 2024, through Ordinance 7392, the City granted Ziplly Fiber a non-exclusive Master Use Permit, granting Ziplly Fiber “the rights and authority to construct, replace, repair, monitor, maintain, use, and operate the equipment and facilities necessary for an underground telecommunications transmission system, within the City-owned rights-of-way;” that Master Use Permit was granted for a term of five years and is effective until April 21, 2029;
3. Since being granted the Master Use Permit, Ziplly Fiber has proceeded to build out its fiber-optic broadband network in Olympia, serving residential and business customers in those areas of the City reached by its network; however, Ziplly Fiber’s full build-out of its planned network in the City is not yet complete;
4. In August, 2025, Ziplly Fiber Pacific, LLC was bought by BCE, Inc. (a holding company for Bell Canada); though owned by BCE, Inc., Ziplly Fiber continues to operate as an independent subsidiary of BCE, Inc. with its headquarters in Kirkland, WA;
5. In May, 2025, BCE and Public Sector Pension Investment Board (one of Canada's largest pension investors) (“PSP Investments”) formed Network FiberCo, LLC, a partnership to accelerate the development of Ziplly Fiber’s network through PSP’s investment in Ziplly Fiber’s build-out of its network; PSP investments owns 51 percent of Network FiberCo LLC and BCE (through Ziplly Fiber) owns the remaining 49 percent; Network FiberCo LLC in turn owns NFC Management, LLC, and that entity owns NFC Northwest;
6. Under this partnership structure, Ziplly Fiber and NFC Northwest each play a role in the build-out, operation, and management of Ziplly Fiber’s network, including within the City of Olympia; Ziplly Fiber will continue to own and manage the network connecting to individual customers at their homes or places of business, while NFC Northwest will own and manage the distribution network connecting customers to Ziplly Fiber’s centrally located network infrastructure; to facilitate this co-management and operation arrangement, Ziplly Fiber is transferring some its assets, including some of its rights under the Master Permit with the City, to NFC Northwest;

7. Section 9 of the Master Use Permit, titled "Transfer of Ownership" governs whether and when the City's consent to a transfer of ownership of Ziplly Fiber's rights under the Master Use Permit is required; that section says that "[t]he City's consent is not required where ZIPLY FIBER transfers or assigns its rights under this Master Permit for the purpose of securing a debt, or where the transfer or assignment is to another person or entity controlling, controlled by, or under common control with ZIPLY FIBER;"
8. Because NFC Northwest is an entity under common control with Ziplly Fiber, Ziplly Fiber's transfer of assets to NFC Northwest is not subject to the City's consent under the Master Permit; nevertheless, for administrative convenience, Ziplly Fiber and the City want to record the City's acknowledgment of this assignment in part of the Master Use Permit to NFC Northwest;
9. In the course of Ziplly Fiber's construction and operation of its Network in Olympia, a technical issue with the Master Use Permit has been identified; to facilitate effective administration of the Master Use Permit and Ziplly Fiber's build out and operation of its network in Olympia, the parties want to correct that issue with a minor, technical amendment to the Master Use Permit.

NOW, THEREFORE, THE PARTIES AGREE AS FOLLOWS:

1. The Master Use Permit is hereby amended to reflect Ziplly Fiber Pacific, LLC's assignment in part to NFC Northwest LLC; references to "Ziplly Fiber" throughout the Master Use Permit mean Ziplly Fiber Pacific LLC and NFC Northwest LLC .
2. Section 1 of the Master Use Permit, "Non-Exclusive Master Use Permit Granted" is amended as follows:
 - A. The City hereby grants to ZIPLY FIBER, subject to the conditions prescribed in this ordinance ("Master Permit"), the rights and authority to construct, replace, repair, monitor, maintain, use, and operate the equipment and facilities necessary for an underground telecommunications transmission system, within the City-owned rights-of-way generally described in Exhibit A, and including in "other ways" as defined in OMC 11.02.020, and referred to in this Master Permit as the "Master Permit area."
 - B. Such use may not be deemed to be exclusive to ZIPLY FIBER and the permitting thereof in no way prohibits or limits the City's ability to grant other master permits or rights along, over, or under the areas to which this Master Permit has been granted to ZIPLY FIBER; provided, that such other uses do not unreasonably interfere with ZIPLY FIBER's exercise of Master Permit rights granted herein, as determined by the City. This Master Permit in no way interferes with existing utilities or in any way limits, prohibits, nor prevents the City from using the Master Permit area, and does not affect the City's jurisdiction over that area.
3. All remaining provisions of the Master Use Permit not here amended or supplemented remain as written and continue in full force and effect.

The City, Ziplly Fiber, and NFC Northwest have executed this **Amendment No. 1** of the Master Use Permit as of the date and year written above.

CITY OF OLYMPIA

By: _____
Steven J. Burney
City Manager
P.O. Box 1967
Olympia WA 98507-1967
Date of Signature: _____

APPROVED AS TO FORM:

Michael M. Young
Senior Deputy City Attorney

ZIPLY FIBER PACIFIC, LLC

By: Jessica Epley
Jessica Epley
Vice President of Regulatory and External Affairs
135 Lake Street South, Suite 155
Kirkland, WA 98033
Date of Signature: 04/14/2026

NFC Northwest, LLC

NFC Northwest, LLC hereby agrees to accept partial assignment and to be bound by all of the terms of Ordinance 7392 between the City of Olympia and Ziplly Fiber Pacific, LLC, as amended.

By: Byron Springer
Byron Springer
Chief Corporate Officer
135 Lake Street South, Suite 155
Kirkland, WA 98033
Date of Signature: 04/14/2026