

RESOLUTION NO. \_\_\_\_\_

RESOLUTION OF THE MAYOR AND CITY COUNCIL APPROVING THE  
CHANGE OF INDIRECT CONTROL OF THE FRANCHISEE UNDER THE  
RCN TELECOM SERVICES, LLC (RCN) CABLE FRANCHISE AGREEMENT

WHEREAS, Starpower Communications, LLC D/B/A RCN (“Franchisee”) owns, operates and maintains a cable television system in the City of Gaithersburg pursuant to the Cable Franchise Agreement with the City of Gaithersburg Mayor and City Council (“Franchise Authority”) under which the Franchise Authority granted a Franchise, and Franchisee is the current duly authorized holder of said Franchise; and

WHEREAS, pursuant to a Membership Interest Purchase Agreement (“Agreement”), Radiate HoldCo, LLC (“Acquiror”), a Delaware limited liability company and an indirect subsidiary of Radiate Holding, L.P., a Delaware limited partnership, will purchase 100% of the membership interests of Yankee Cable Parent, LLC, a Delaware limited liability company which owns 100% of the ownership interests in the Franchisee, from Yankee Cable Partners, LLC, a Delaware limited liability company, resulting in a change in the indirect control of the Franchisee (“Change of Control”); and

WHEREAS, Franchisee and Acquiror have requested the consent of the Franchise Authority to the Change of Control, pursuant to the Franchise and Franchise Agreement, and has filed a Federal Communications Commission Form 394 with the Franchise Authority (“Application”); and

WHEREAS, the Franchisee and Acquiror have provided the Franchise Authority with the information necessary to facilitate a decision on said request; and

WHEREAS, the Franchise Authority has reviewed the Application and the request by the Franchisee and Acquiror to approve the change of indirect control of the Franchisee, examining the legal, financial and technical qualifications of Acquiror, following the required procedures to consider and act upon the Application, and considering the comments of all interested parties; and

WHEREAS, the Franchise Authority finds Acquiror to be suitable to indirectly control Franchisee:

NOW, THEREFORE, BE IT RESOLVED that the Franchise Authority accepts the Application and consents to the Change of Control described therein, all in accordance with the terms of the Franchise Agreement and applicable law. Furthermore, the Franchise Authority confirms that the Franchise is valid and outstanding and in full force and effect, there are no defaults under the Franchise, and subject to compliance with the terms of this Resolution, any action necessary with respect to the Change of Control has been duly and validly taken.

ADOPTED by the City Council this 21st day of November, 2016.

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JUD ASHMAN, MAYOR and  
President of the Council

THIS IS TO CERTIFY, that the foregoing Resolution was adopted by the City Council, in public meeting assembled on the 21st day of November, 2016.

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Tony Tomasello, City Manager