

**RESOLUTION NO. 02-2021-1706**

**RESOLUTION APPROVING THE CHANGE OF INDIRECT CONTROL OF THE  
FRANCHISEE UNDER THE CABLE TELEVISION FRANCHISE**

**WHEREAS**, RCN Telecom Services (Lehigh) LLC (“Franchisee”) owns, operates and maintains a cable television system (the “System”) in the Township of Salisbury pursuant to a cable television franchise (“Franchise”) granted by the governing body of the Township of Salisbury (the “Franchise Authority”), and Franchisee is the current duly authorized holder of the Franchise; and

**WHEREAS**, pursuant to an Agreement and Plan of Merger (“Agreement”), funds associated with Stonepeak Infrastructure Partners (“Acquiror”), a Delaware limited liability company, will purchase 100% of the membership interests of Radiate Holdings, L.P., a Delaware limited partnership, (which owns 100% of the indirect ownership interests in Franchisee), and, as a result, the indirect control of Franchisee will change (the “Change of Control”);

**WHEREAS**, Franchisee and Acquiror have requested the consent of the Franchise Authority to the Change of Control in accordance with the requirements of the Franchise, have filed an FCC Form 394 with the Franchise Authority, and have provided the Franchise Authority with all information necessary to facilitate a decision by the Franchise Authority (the “Application”); and

**WHEREAS**, the Franchise Authority has reviewed the Application, examined the legal, financial and technical qualifications of Acquiror, followed all required procedures in order to consider and act upon the Application, considered the comments of all interested parties, and finds Acquiror to be suitable to indirectly control Franchisee.

**NOW, THEREFORE, BE RESOLVED**, by the Board of Commissioners of the Township of Salisbury, Lehigh County, Pennsylvania,

**SECTION 1.** The Franchise Authority hereby accepts the Application and consents to the Change of Control, all in accordance with the terms of the Franchise and applicable law.

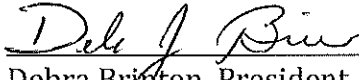
**SECTION 2.** The Franchise Authority confirms that the Franchise is valid and outstanding and in full force and effect and there are no defaults under the Franchise. Subject to compliance with the terms of this Resolution, any action necessary with respect to the Change of Control has been duly and validly taken.

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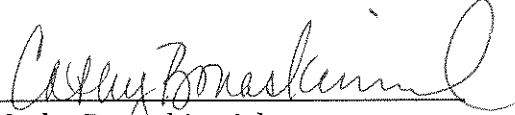
**SECTION 3.** This Resolution shall be deemed effective as of the date of its passage. This Resolution shall have the force of a continuing agreement with Franchisee and Acquiror, and Franchise Authority shall not amend or otherwise alter this Resolution without the consent of Franchisee and Acquiror.

**APPROVED AND ADOPTED** this 25<sup>th</sup> day of February, 2021, at a regular public meeting.

TOWNSHIP OF SALISBURY  
(Lehigh County, Pennsylvania)

  
\_\_\_\_\_  
Debra Brinton, President  
Board of Commissioners

ATTESTED:

  
\_\_\_\_\_  
Cathy Bonaskiewich  
Township Secretary