

**LOWER NAZARETH TOWNSHIP
NORTHAMPTON COUNTY, PENNSYLVANIA**

RESOLUTION NO. ~~16-19~~^{LNT-} 23-16

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

WHEREAS, RCN Telecom Services (Lehigh) LLC ("Franchisee") owns, operates and maintains a cable television system (the "System") in the Township of Lower Nazareth pursuant to a cable television franchise ("Franchise") granted by the governing body of the Township of Lower Nazareth (the "Franchise Authority"), and Franchisee is the current duly authorized holder of the 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 Holdings, 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 Franchisee) from Yankee Cable Partners, LLC, a Delaware limited liability company, and, as a result, the indirect control of Franchisee will change (the "Change of Control"); and

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 IT RESOLVED AS FOLLOWS:

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.

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.

DULY RESOLVED the 26 day of October, 2016.

**LOWER NAZARETH TOWNSHIP
BOARD OF SUPERVISORS**

ATTEST:


TIMM TENGES, Secretary

BY:


JAMES PENNINGTON, Chairman