

**Town of Natick
Commonwealth of Massachusetts
Issuing Authority Decision and Report
Regarding
Transfer of Control of the Cable Television License
Held By
RCN Telecom Services of Massachusetts, LLC
To Stonepeak Infrastructure Partners**

WHEREAS, RCN Telecom Services of Massachusetts, LLC (“RCN” or “Licensee”) owns, operates and maintains a “cable television system” for the provision of “cable service” in the Town of Natick, pursuant to a Cable Television Renewal License (the “Renewal License”) granted by the Town of Natick Select Board on February 10, 2021, with a Renewal License term of February 10, 2021 through February 9, 2031;

WHEREAS, pursuant to an Agreement and Plan of Merger (“Agreement”), funds associated with Stonepeak Infrastructure Partners (“Stonepeak”) (the “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 RCN), and, as a result, the indirect control of the Licensee will change (the “Transfer of Control”);

WHEREAS, the Licensee and Stonepeak have requested the consent of the Select Board (also referred to as “Board” or “Issuing Authority”) as cable television Issuing Authority to the proposed Transfer of Control in accordance with the requirements of the Renewal License and applicable law and regulations. The Applicants have filed an FCC Form 394 with the Issuing Authority, and have provided all information necessary to facilitate a decision by the Issuing Authority (the “Application”);

WHEREAS, Stonepeak has written in conjunction with forwarding its FCC Form 394 Transfer Application to the Town that “[w]hen the transaction under the agreement is consummated, the indirect control of your community’s franchise will have changed. Your community’s franchise will continue to be held by the same legal entity that holds your franchise today, it will continue to provide service pursuant to that franchise and the same company that manages the system today will continue to do so. However, it will operate under the ultimate ownership and indirect control of Stonepeak. Upon completion, Stonepeak will combine its resources and expertise with RCN Telecom Services of Massachusetts, LLC’s knowledge of the local cable marketplace to build upon the success of RCN Telecom Services of Massachusetts, LLC and further enhance the customer experience in your community”;

WHEREAS, a duly noticed public hearing was held by the Select Board as the Issuing Authority on the above referenced FCC Form 394 application on February 10, 2021; and

WHEREAS, the Issuing Authority has reviewed the Application, examined the legal, financial, management and technical qualifications of Stonepeak, followed all required procedures in order to consider and act upon the Application, considered the comments of all interested parties, and finds Stonepeak to be suitable to indirectly control the Renewal License.

NOW THEREFORE, THE SELECT BOARD, AS CABLE TELEVISION LICENSE ISSUING AUTHORITY, RESOLVES AND VOTES, AS FOLLOWS:

1. The Issuing Authority hereby accepts the Application and the recitals therein, all in accordance with the terms of the Renewal License and applicable law and regulation.
2. The Issuing Authority confirms that the Renewal License is valid and outstanding and in full force and effect and there are no defaults under and during the term of this Renewal License, with its Effective Date of February 10, 2021. Subject to compliance with the terms of this Decision and Report, any action necessary with respect to the Transfer of Control has been duly and validly taken.
3. This Decision and Report shall be deemed effective as of the date of this vote, subject to the terms of this Decision, including with respect to the closing of the transactions as set out in the FCC Form 394 and attachments thereto, and in accordance with applicable law and regulations.
4. The Board, as Issuing Authority, hereby approves this Transfer of Control, to be effective on the date of the close of the proposed transactions referenced above, with respect to the Renewal License held by the Licensee, based on the conclusion that Stonepeak has the: (a) management experience, (b) technical expertise, (c) financial capacity, and (d) legal ability to operate a cable system under the Renewal License.
5. This approval and consent of the proposed Transfer of Control shall not constitute a waiver or release of any obligations owed to, or rights possessed by, the Town or the Issuing Authority.

IN WITNESS WHEREOF, on the ____ day of February 2021.

**TOWN OF NATICK
Select Board**

Jonathan Freedman, Chair

Karen Adelman-Foster

Michael J. Hickey, Jr.

Richard P. Jennett

Susan G. Salamoff

Approved as to legal form:

William H. Solomon
Special Counsel