



Michael R. Dover

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November 30, 2020

By FedEx

County of Montgomery County
Marjorie Williams
100 Maryland Ave.
Suite 2600
Rockville, MD 20850

Re: Notice of Transfer of Control of a Parent Company of Starpower Communications, LLC dba RCN

To Marjorie Williams:

As you may have heard, equity ownership in a parent company of Starpower Communications, LLC dba RCN will be transferred to a different private equity firm from the one that now controls it. **This transaction will not change the operations of Starpower Communications, LLC dba RCN, nor will it change Starpower Communications, LLC dba RCN's obligations to comply with its franchise agreement. It is, however, expected to make additional resources available to Montgomery County with which it can enhance its network and improve its services in the County of Montgomery County.**

Specifically, funds associated with Stonepeak Infrastructure Partners ("Stonepeak"), a private equity firm, entered into an agreement to acquire Radiate Holdings, L.P. ("Radiate"), a subsidiary of the TPG Capital group. Radiate operates leading regional providers, including Starpower Communications, LLC dba RCN ("the Company"), originally issued to Starpower Communications, LLC dba RCN. The Company currently holds a franchise to offer service in your community. When the transaction under the agreement is consummated, the indirect control of your community's franchisee 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.

Again, as part of this transaction, Stonepeak has no current plans to change the local operations or structure of the operations or the services offered. Upon completion, Stonepeak will combine its resources and expertise with Starpower Communications, LLC dba RCN's knowledge of the local cable marketplace to build upon the successes of Starpower Communications, LLC dba RCN and further enhance the customer experience in your community. Stonepeak and Patriot Media Consulting LLC will

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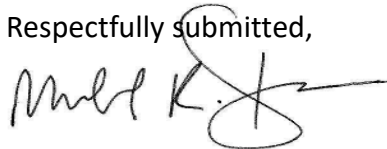
partner to investigate opportunities to invest in the network and in technology, enabling the Company to expand and grow its infrastructure, enhance its high-speed data services, and otherwise improve its offerings.

We have enclosed for you two (2) additional copies of the FCC Form 394. The Form 394 is designed to provide you with the information necessary to assess the financial, legal, and technical qualifications of Stonepeak with regard to the franchise. This filing includes a copy of the agreement, and financial, legal, and technical information about Stonepeak, as well as all other required information. Certain of this information, as designated therein, is confidential and not routinely made available to the public, and its dissemination would be harmful to Stonepeak's business interests. Pursuant to FCC Form 394, these materials must be maintained as confidential by you and any or all of your agents. Also enclosed in the FCC Form 394 is a copy of the Public Interest Statement that was included in our filing with the FCC for approval of this transaction.

Under the Communications Act, 47 U.S.C. § 537, you have 120 days upon completion to consider the application. No action on your part is required; should you choose not to take any action within this 120-day period, under federal law the application will be deemed granted. In the event that you choose to act upon the application, we have enclosed for your convenience a draft resolution for your use. Please let us know if you place the matter on your agenda for consideration. If you have any questions or inquiries regarding this matter, please contact Tom Steel, Vice President and Regulatory Counsel, at 617-787-7788 or tom.steel@rcn.net, or contact the undersigned.

We look forward to continue working with you.

Respectfully submitted,



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Partners

Enclosures

KELLEY DRYE & WARREN LLP

RESOLUTION NO. ____

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

WHEREAS, Starpower Communications, LLC dba RCN (“Franchisee”) owns, operates and maintains a cable television system (the “System”) in the County of Montgomery County pursuant to a cable television franchise (“Franchise”) granted by the governing body of the County of Montgomery County (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 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.



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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.

PASSED, ADOPTED AND APPROVED this _____ day of _____, 2020.

_____ of _____,

By: _____
Title: _____

ATTEST:

Title