

## **RESOLUTION #4-17**

### **A RESOLUTION APPROVING THE TRANSFER OF THE CABLE TELEVISION FRANCHISE GRANTED BY THE TOWN OF LEONARDTOWN**

#### **FINDINGS**

- A. The Town of Leonardtown (“Franchising Authority”) has received a request from Gans Communications, L.P., d/b/a MetroCast Communications (“MetroCast”), to assign to Atlantic Broadband (Delmar), LLC, a wholly-owned, indirect subsidiary of Cogeco Communications, Inc., (“Atlantic Broadband”) the cable television franchise held by MetroCast (“Franchise”).
- B. The Franchise requires that MetroCast obtain the Franchising Authority’s prior consent for the assignment of the Franchise by MetroCast to Atlantic Broadband.
- C. MetroCast and Atlantic Broadband have properly requested the Franchising Authority’s consent to the assignment and transfer of the Franchise and related assets to Atlantic Broadband.
- D. Atlantic Broadband has the financial, technical, and legal ability to fulfill the obligations of the Franchise, and the assignment of the Franchise to Atlantic Broadband will serve the public interest.

#### **RESOLUTION**

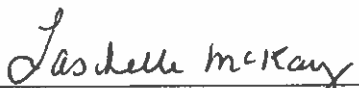
Based on the above findings, the Commissioners of Leonardtown resolve as follows:

- 1. The Franchising Authority consents to the transfer to Atlantic Broadband of the Franchise and all of MetroCast’s rights in and under the Franchise.
- 2. Upon the closing of the sale of MetroCast’s cable system to Atlantic Broadband (“Closing”), Atlantic Broadband shall become bound by the Franchise and shall perform and discharge all obligations and duties under the Franchise that arise on and after the Closing.
- 3. Upon Closing, the Franchising Authority releases MetroCast from all obligations and liabilities under the Franchise that relate to periods from and after the Closing.
- 4. Upon Closing, Caisse de dépôt et placement du Québec (“CDPQ”) will have an indirect equity interest in Atlantic Broadband.
- 5. Atlantic Broadband may: (a) assign or transfer its assets to an entity directly or indirectly controlling, controlled by, or under common control with Atlantic Broadband; (b) restructure debt or change the ownership interests among its existing equity holders and/or CDPQ; (c) pledge or grant to any lender a security interest in Atlantic Broadband’s assets to secure indebtedness; and (d) sell equity interests in Atlantic Broadband or any of Atlantic Broadband’s affiliates.


6. All Franchising Authority action necessary to approve this Resolution and the Franchise transfer has been duly and validly taken.
7. This Resolution is effective upon adoption.


INTRODUCED and ADOPTED this 11<sup>th</sup> day of September, 2017.

ATTEST/WITNESS:

  
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Laschelle McKay, Town Administrator

COMMISSIONERS OF LEONARDTOWN:

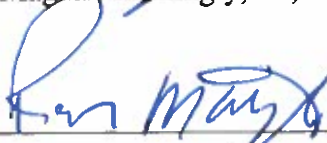
  
\_\_\_\_\_  
Daniel W. Burris, Mayor

  
\_\_\_\_\_  
Leslie E. Roberts, Vice President

*absent*  
\_\_\_\_\_  
Thomas M. Combs, Councilmember

*absent*  
\_\_\_\_\_  
Hayden T. Hammett, Councilmember

  
\_\_\_\_\_  
J. Maguire Mattingly, IV, Councilmember

  
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Roger L. Mattingly, Councilmember