

**Township of Foster
Luzerne County, Pennsylvania
RESOLUTION NO. 7 of 2017**

**A RESOLUTION APPROVING THE TRANSFER OF THE CABLE TELEVISION
FRANCHISE GRANTED BY FOSTER TOWNSHIP FROM METROCAST TO
ATLANTIC BROADBAND**

WHEREAS, Foster Township ("Franchising Authority") has received a request from Gans Communications, L.P., d/b/a MetroCast Communications ("MetroCast"), to assign to Atlantic Broadband (Penn), LLC, a wholly-owned, indirect subsidiary of Cogeco Communications, Inc., ("Atlantic Broadband") the cable television franchise held by MetroCast ("Franchise");

WHEREAS, the Franchise requires that MetroCast obtain the Franchising Authority's prior consent for the assignment of the Franchise by MetroCast to Atlantic Broadband;

WHEREAS, 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;

WHEREAS, 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; and

NOW THEREFORE, be it resolved, by the Foster Township Board of Supervisors that

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 depot et placement du Quebec ("CDPQ") will have an indirect equity interest in Atlantic Broadband.
5. Atlantic Broadband may subject to and as permitted under the Franchise Agreement and Ordinance with the Franchising Authority; (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

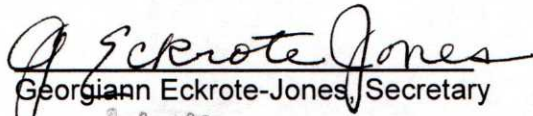
Atlantic Broadband's assets to secure indebtedness; and (d) sell equity interests in Atlantic Broadband or any of Atlantic Broadband's affiliates.

6. All Franchising Authority action necessary to approve this Resolution and the Franchise transfer has been duly and validly taken.
7. Except as to the consent of the Assignment, none of the terms and conditions of the Franchise Agreement and Ordinance have been amended or changed and shall remain the same and both the Franchising Authority and MetroCast if and until the Closing and then Atlantic Broadband shall comply with the terms and condition of the Franchise Agreement and Ordinance.
8. This Resolution is effective upon adoption and closing.

BE IT RESOLVED this 11th day of October, 2017.

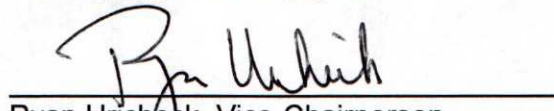
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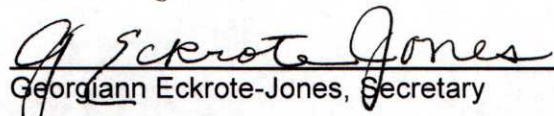
FOSTER TOWNSHIP BOARD OF SUPERVISORS:


Georgiann Eckrote-Jones, Secretary




Gerald Brogan, Chairperson


Ryan Urichek, Vice-Chairperson


Georgiann Eckrote-Jones, Secretary