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Chairman Phil Mendelson
at the request of the Mayor

A PROPOSED RESOLUTION

IN THE COUNCIL OF THE DISTRICT OF COLUMBIA

To declare the existence of an emergency, with respect to the need to approve the transfer of control of the open video system franchisee Starpower Communications, L.L.C. and its District of Columbia open video system from Radiate Holdings, L.P. to Stonepeak Associates IV, LLC.

RESOLVED, BY THE COUNCIL OF THE DISTRICT OF COLUMBIA,

That this resolution may be cited as the “Approval of the Transfer of Control of Open Video System Franchisee Starpower Communications, L.L.C. and Its Open Video System from Radiate Holdings, L.P. to Stonepeak Associates IV, LLC Emergency Declaration Resolution of 2021.”

Sec. 2. The Council finds that:

(1) Starpower Communications, L.L.C. (“Starpower”) is a wholly-owned subsidiary of RCN Telecom Services, L.L.C. which is a wholly-owned subsidiary of Yankee Cable Acquisition, L.L.C., which in turn is a wholly-owned subsidiary of Radiate Holdings, L.P. (“Radiate”).

(2) The District and Starpower entered into an Open Video Systems Franchise Agreement (“OVS Agreement”) which was approved by both the Mayor and the Council

1 of the District of Columbia (“Council”) and which commenced on March 14, 2019, for a
2 term of ten (10) years, with a one-time and conditional 5-year extension.

3 (3) On December 17, 2020, Starpower filed with the District a Transfer of
4 Control Petition (“Petition”) wherein it requested that the District approve the proposed
5 transfer of control of OVS franchisee Starpower and its open video system from Radiate
6 to Stonepeak Associates IV, LLC (“Stonepeak”), pursuant to the Agreement and Plan of
7 Merger by and among Stonepeak Tiger Holdings I LLC, Stonepeak Tiger Holdings II
8 Sub LLC, Stonepeak Tiger Blocker I LLC, Stonepeak Tiger Blocker II LLC, Stonepeak
9 Tiger Blocker III LLC, Stonepeak Tiger Blocker IV LLC, Stonepeak Tiger GP Merger
10 Sub LLC, Stonepeak Tiger Partnership Merger Sub LP, TPG VII Radiate BL, LLC, TPG
11 Wakeboard BL, LLC, Radiate GF II Blocker, LLC, Radiate OF II Blocker, LLC, Radiate
12 Holdings, LP, Radiate Holdings GP, LLC, and TPG VII Radiate Holdings I, LP, dated
13 October 31, 2020.

14 (4) In accord with section 501 of the Office of Cable Television, Film, Music,
15 and Entertainment Amendment Act of 2015, effective October 9, 2002 (D.C. Law 14-
16 193; D.C. Official Code § 34-1255.01), Section 10.2 of Starpower’s OVS Agreement
17 provides that the Council must approve any proposed “transfer of control” (as that term is
18 defined in Section 10.1 of the OVS Agreement) of franchisee Starpower before that
19 proposed transfer may be lawfully effectuated. Further, Section 10.2 provides that the
20 Council must take action on a transfer of control petition within 120 days of submission
21 of a complete petition that includes all the information required by Section 10.1 of the
22 OVS Agreement, unless the District and the petitioner otherwise agree to an extension of
23 time.

1 (5) Petitioner Starpower and OCTFME disagreed as to whether the Petition
2 was complete when filed or was completed only after a subsequent submittal. As the
3 calculation of the 120-day deadline for District action on the Petition runs from the date
4 of the complete Petition, to resolve this, petitioner Starpower and OCTFME have
5 mutually agreed to April 30, 2021 as the deadline for District action on the Petition.

6 (6) In accord with section 502 of the Office of Cable Television, Film, Music,
7 and Entertainment Amendment Act of 2015, effective October 9, 2002 (D.C. Law 14-
8 193; (D.C. Official Code § 34-1255.02), Section 10.7 of the OVS Agreement provides
9 that, for the purpose of assisting the Council with its task of deciding whether it should
10 approve or deny Starpower’s Petition, OCTFME must analyze that Petition and then
11 make a recommendation to the Council, on the basis of the agency’s conclusions
12 regarding whether the entity that will own or control Starpower and its District-based
13 facilities has agreed to accept and fully comply with all terms of the OVS Agreement and
14 assume the obligations, liability, and responsibilities for all acts and omissions, known
15 and unknown, of Starpower under the OVS Agreement.

16 (7) OCTFME has conducted the required comprehensive analysis of the
17 Petition and related supporting materials. In light of the above, OCTFME has concluded
18 that the prospective new owners of Starpower, Stonepeak, have accepted, and are willing
19 and able to fully comply with, all of the terms of Starpower’s OVS Agreement and the
20 other District and federal laws that are applicable to Starpower as a District open video
21 system franchisee, in addition to assuming the obligations, liability, and responsibilities
22 for all acts and omissions, known and unknown, of Starpower under the OVS Agreement.
23 Further, OCTFME has negotiated a Transfer Agreement with Starpower, RCN Telecomm

1 Services, L.L.C., Radiate Holdings GP, LLC (“RHGP”) on behalf of itself and Radiate,
2 and Stonepeak. In the Transfer Agreement, the companies acknowledge the parental
3 guarantee of performance executed by RHGP, effective on March 14, 2019, and agree
4 that the guarantee will continue to be valid after the proposed transfer of control. The
5 companies further represent and warrant that the transaction will not adversely affect the
6 cable system or service, or result in any increase in subscriber rates.

7 (8) On the basis of the above conclusion, OCTFME has recommended to the
8 Council that it approve Starpower’s Petition for consent to transfer control on or before
9 April 30, 2021.

10 (9) The Council has reviewed Starpower’s Petition and OCTFME’s
11 recommendation that it approve the Petition including execution of the related Transfer
12 Agreement. The Council concludes that the conditions for approving a transfer of
13 ownership have been met and that the transfer will not harm any interest of the District.

14 (10) In light of the above-referenced facts, the Council’s approval of
15 Starpower’s Petition would be in the best interest of the District and its residents.

16 Sec. 3. The Council determines that the circumstances enumerated in section 2
17 constitute emergency circumstances making it necessary that the Approval of the
18 Transfer of Control of Open Video System Franchisee and Open Video System from
19 Radiate Holdings, L.P. to Stonepeak Associates IV, LLC Emergency Act of 2021 be
20 adopted after a single reading.

21 Sec. 4. This resolution shall take effect immediately.

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