

## RESOLUTION NO. 35-13

### A RESOLUTION OF THE CITY OF GRAND JUNCTION, COLORADO APPROVING THE CHANGE OF CONTROL OF THE CABLE TELEVISION FRANCHISE

**RECITALS:** Bresnan Communications, LLC (“Franchisee”) owns, operates and maintains the cable television system (the “System”) in the City of Grand Junction pursuant to People’s Ordinance No. 36 which approved the granting of a Franchise (as may have been duly amended, the “Franchise”) to the Franchisee.

Charter Communications Operating, LLC, an indirect subsidiary of Charter Communications, Inc. (“Charter”) entered into a Purchase Agreement dated as of February 7, 2013 (the “Agreement”) with CSC Holdings, LLC (“CSC”), an indirect parent of Franchisee, pursuant to which ultimate control of the Franchisee, the System and the Franchise will transfer to Charter (the “Change of Control”).

CSC and Charter have requested consent of the City as the Franchise Authority (“Franchise Authority”) to the Change of Control, have filed an FCC Form 394 with the Franchise Authority, and have provided all information required by applicable law (collectively, the “394 Application”).

The Franchise Authority has reviewed the 394 Application and investigated the qualifications of Charter and finds it to be a suitable transferee.

#### **NOW THEREFORE, BE IT RESOLVED BY THE FRANCHISE AUTHORITY AS FOLLOWS:**

1. The Franchise Authority hereby consents to the Change of Control effective as of the date of the closing of the transactions contemplated under the Agreement (the “Closing Date.”)

2. The Franchise Authority confirms that:

- (a) the Franchise is currently in full force and effect and the Franchisee is the duly authorized holder of the Franchise, and
- (b) the Franchise represents the entire understanding of the parties and Franchisee has no obligations to the Franchise Authority other than those specifically stated in the Franchise or as otherwise and separately legally obligated, and
- (c) Franchisee is in compliance in all material respects with the provisions of the Franchise.

3. The Franchise Authority authorizes Charter to assign or transfer the Franchise and the System to another subsidiary of Charter and to assign or pledge or otherwise grant or convey one or more liens or security interests in and to the Franchise and the System, to any lender providing financing to Charter or its affiliates, in each case without the consent of the Franchise Authority.

The Franchise Authority further authorizes internal reorganizations of Charter and its affiliates without the consent of the Franchise Authority so long as ultimate control of the Franchise and the System remains with Charter.

4. This Resolution shall become effective adoption of the City Council and tender of an executed document to the Franchisee by the City Attorney.

5. This Resolution shall have the force of a continuing agreement with Franchisee and Charter, and Franchise Authority shall not amend or otherwise alter this Resolution with the consent of Franchisee and Charter.

6. Charter shall operate and be bound by the Franchise and all applicable laws, rules and regulations.

**PASSED, ADOPTED AND APPROVED** this 22<sup>nd</sup> day of May 2013.



**ATTEST:**

Stephanie Tim  
City Clerk

by: Sam Susseran  
Mayor and President of the Council