

## RESOLUTION NO. 41-10

### A RESOLUTION APPROVING THE CHANGE OF CONTROL OF THE FRANCHISEE (BRESNAN COMMUNICATIONS) OF THE CITY OF GRAND JUNCTION, COLORADO CABLE TELEVISION FRANCHISE AGREEMENT

#### RECITALS.

The City Charter provides, *inter alia*, that “no franchise relating to any street, alley or public place of the said City shall be granted except upon the vote of the registered electors ...” Bresnan Communications LLC (“Franchisee”) owns, operates and maintains a cable television system in the City pursuant to a grant of a franchise (“Franchise”) made April 5, 2005. The Franchisee is the current lawful and duly authorized holder of the Franchise.

Pursuant to an Agreement and Plan of Merger (“Agreement”) BBHI Holdings LLC, a newly created and wholly owned subsidiary of Cablevision will be acquiring control of Bresnan Communications LLC. BBHI Holdings LLC owns 100% interest of the Franchisee and as a result the indirect control of the Franchisee will change control. As such an application has been filed with the Federal Communications Commission seeking consent to assignment or transfer of control of the cable television franchise. The application, review and approval process for purpose of this resolution will be referred to as the “FCC 394 process” or the “Change of Control” process.

The Franchisee and BBHI Holdings LLC have requested that the City consent, as the franchise authority and as required by the Franchise and the FCC 394 process, to the assignment or transfer of control of the Franchise to BBHI Holdings LLC.

The Franchisee and BBHI Holdings LLC have provided the City with all information necessary to render a decision on the transfer application. That information which was compiled and submitted pursuant to the Change of Control process is incorporated by this reference as if fully set forth.\*

The City has reviewed the FCC 394 process information and the qualifications of BBHI Holdings LLC as the same are contained in/disclosed with the FCC 394 process and affirmed that BBI Holdings has followed all application procedures and does find that BBHI Holdings LLC is suitable to indirectly control the Franchisee.

NOW THEREFORE BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF  
GRAND  
JUNCTION THAT:

- 1) The City of Grand Junction, Colorado as the franchise authority hereby accepts the application of BBHI Holdings LLC and further consents to the Change of Control, all in accordance with the terms of the Franchise and applicable law.
- 2) This resolution shall be deemed effective on its passage.
- 3) This resolution shall have the force of a continuing agreement the Franchisee, BBHI Holdings LLC and the City.

4) This resolution shall not be amended or otherwise altered without notice to and the consent of the Franchisee and BBHI Holdings LLC.

Adopted this 4<sup>th</sup> day of October, 2010.

ATTEST:

/s/: Teresa A. Coons  
President of the Council

/s/: Stephanie Tuin  
City Clerk

\*Binder with compiled documents referencing merger is located in the City Clerk's office in the reference vault on 3<sup>rd</sup> Shelf, Section 1.