

RESOLUTION NO. R-04-2014

A RESOLUTION OF THE BOARD OF COUNCIL OF THE CITY OF FORT THOMAS, CAMPBELL COUNTY, KENTUCKY, CONSENTING TO THE TRANSFER OF CONTROL OF A CABLE FRANCHISE FROM TIME WARNER CABLE, INC., COMCAST CORPORATION AND THEN TO CHARTER COMMUNICATIONS, INC. AND AUTHORIZING THE MAYOR TO EXECUTE SAME.

WHEREAS, Insight Kentucky Partners II, O.P. (“Franchisee”) is the duly authorized holder of a franchise, as amended to date (the “Franchise”), authorizing Franchisee to serve the City of Fort Thomas, Kentucky (the “Franchise Authority”) and to operate and maintain a cable television system there; and

WHEREAS, on February 12, 2014, Comcast Corporation (“Comcast”) and Time Warner Cable, Inc. (“TWC”), the ultimate parent company of Franchisee, and Tango Acquisition Sub, Inc. (“Tango”), entered into an Agreement and Plan of Merger, pursuant to which TWC will merge with Tango, a wholly-owned subsidiary of Comcast, with TWC as the surviving company, TWC becoming a wholly-owned subsidiary of Comcast and, Comcast, after the consummation of its merger with TWC, becoming the ultimate parent company of Franchisee (the “Comcast Transaction”); and

WHEREAS, on or about April 9, 2014 Comcast submitted an FCC For 394 to the Franchise Authority; and

WHEREAS, on April 25, 2014, Charter Communications, Inc. (“Charter”) and Comcast entered into the Comcast/Charter Transactions Agreement, and contingent upon Comcast’s consummation of its acquisition of TWC, pursuant to which the Franchisee shall become a wholly-owned subsidiary of Charter (the “Charter Transaction”); and

WHEREAS, Charter has filed an FCC with the Franchise Authority with respect thereto; and

WHEREAS, the Franchise Authority has considered and approve of the Comcast Transaction and the Charter Transaction subject to the conditions set forth in the body of this Resolution.

NOW, THEREFORE, BE IT RESOLVED, by the Franchise Authority, being the Board of Council of the City of Fort Thomas, Campbell County, Kentucky:

The foregoing recitals are approved and incorporated herein by reference.

1. The Franchise Authority consents to the Comcast and the Charter Transactions contingent on the receipt of required approvals of the Transactions from the Federal Communications Commission, the Securities and Exchange Commission and the United

States Department of Justice. Sad consent does not constitute and shall not be construed to constitute a waiver of any lawful obligations of the Franchisee, Comcast and/or Charter under the Franchise.

2. The Franchise Authority confirms that the Franchise is valid and outstanding and in full force and effect. Subject to compliance with the terms of this Resolution, all action necessary to approve the transfer of control of the Franchisee to Comcast and From Comcast to Charter has been duly and validly taken.
3. Charter or the Franchisee may (a) assign or transfer its assets, including the Franchise, provided that such assignment or transfer is to an entity directly or indirectly controlling, controlled by or under common control with Charter; (b) restructure debt or change the ownership interests among existing equity participants in Charter; (c) pledge or grant a security interest to any lender(s) of Charter's assets, including, but not limited to, the Franchise, or of interest in Charter, for purposes of securing any indebtedness; and (d) sell equity interests in Charter or any of Charter's affiliates.
4. Upon closing of the Comcast and Charter Transactions, the Franchisee shall remain bound by the lawful terms and conditions of the Franchise.
5. Franchisee agrees to comply with the lawful obligations of the Franchise.
6. This Resolution shall be deemed effective upon adoption.
7. This Resolution shall have the force of a continuing agreement with Charter, Franchisee, and the Franchise Authority shall not amend or otherwise alter this Resolution without the consent of Franchisee and Charter.

Read, Passed and Adopted this 15th day of September 2014.

APPROVED:

Mary H. Brown, Mayor

ATTEST:

Melissa K. Kelly, City Clerk