

RESOLUTION NO. 2013-2

**RESOLUTION OF THE TOWN OF PONCHA SPRINGS, COLORADO APPROVING
THE CHANGE OF CONTROL OF THE CABLE FRANCHISE**

WHEREAS, Bresnan Communications, LLC (“Franchisee”) owns, operates and maintains a cable system (the “System”) in the Town of Poncha Springs, Colorado (the “Franchise Authority”) pursuant to a Cable Franchise Agreement effective October 6, 2002 (as may have been duly amended, the “Franchise”);

WHEREAS, 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”);

WHEREAS, CSC and Charter have requested consent of the 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”); and

WHEREAS, 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:**

SECTION 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”).

SECTION 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, (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, and (c) Franchisee is in compliance in all material respects with the provisions of the Franchise.

SECTION 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.

SECTION 4. This Resolution shall become effective immediately upon passage by the Franchise Authority.

SECTION 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 without the consent of Franchisee and Charter.

PASSED, ADOPTED AND APPROVED this 11 day of March, 2013.

TOWN OF PONCHA SPRINGS, COLORADO

By: *Richard Lupton*
Name: *Richard Lupton*
Title: *Mayor*

ATTEST:

Diana K Heeneey
Town Clerk

