

**RESOLUTION NO. 100515-04
CITY OF WAITE PARK**

**APPROVING THE PROPOSED TRANSFER OF
THE CABLE FRANCHISE CURRENTLY HELD BY
CC VIII OPERATING, LLC D/B/A CHARTER COMMUNICATIONS**

WHEREAS, CC VIII Operating, LLC (hereinafter referred to as "Grantee"), currently holds a cable television franchise ("Franchise") granted by the City of Waite Park, Minnesota ("City").

WHEREAS, Grantee owns, operates and maintains a cable television system in the City ("System") pursuant to the terms of the Franchise.

WHEREAS, on May 23, 2015, Charter Communications, Inc. ("Charter Communications"), the ultimate parent company of Grantee, directly and indirectly, with its subsidiary CCH I, LLC ("New Charter"), entered into agreements with Advance/Newhouse Partnership and A/NPC Holdings LLC (collectively "A/N"), the ultimate parent company of Bright House Networks, LLC ("BHN"), Time Warner Cable Inc. ("TWC"), and Liberty Broadband Corporation ("Liberty") (collectively "the Agreements"), the purpose of which are to effectuate the acquisition of BHN and merge with TWC (the "Transactions"); and

WHEREAS, Charter Communications will merge with and into New Charter, and all shares of Charter Communications will be converted into shares of New Charter, and New Charter will assume the Charter Communications name; and

WHEREAS, pursuant to the Agreements, A/N, TWC shareholders, and Liberty will acquire ownership interests in New Charter; and

WHEREAS, on or about July 1, 2015 the City received from Grantee, FCC Form 394 - Application for Franchise Authority Consent to Assignment or Transfer of Control of Cable Television Franchise ("Application"); and

WHEREAS, Federal law, and the terms of the Franchise require that the City take action to consider the Application within one hundred twenty (120) days of the date of receipt, or on or before October 29, 2015; and

WHEREAS, Minnesota state law and the Franchise require the City's advance written consent prior to the Grantee's change in ownership; and

WHEREAS, as a result of the proposed Transactions Grantee has requested consent from the City to the proposed change in ownership; and

WHEREAS, the City has reviewed the proposed Transactions, and based on information provided by Grantee and information otherwise publicly available, the City has elected to approve the proposed Transactions subject to certain conditions as set forth herein.

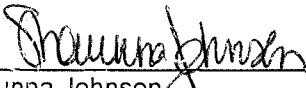
NOW, THEREFORE, the City of Waite Park, Minnesota hereby resolves as follows:

1. All of the above recitals are hereby incorporated by reference as if fully set forth herein.
2. The Franchise is in full force and effect and Grantee is the lawful holder of the Franchise.
3. The City hereby consents and approves the proposed Transactions.

4. Grantee will be the lawful holder of the Franchise after completion of the Transactions.
5. The City's consent to the Transactions shall not serve to waive any rights City may have under applicable law to hold Grantee liable for any and all liabilities, known and unknown, under the Franchise.
6. In the event the proposed Transactions contemplated by the foregoing resolution are not completed, for any reason, the City's consent shall not be effective and shall be null and void.

This Resolution shall take effect and continue and remain in effect from and after the date of its passage, approval, and adoption.

Adopted by the Council this 5th day of October, 2015.



Shaunna Johnson
City Administrator-Clerk-Treasurer

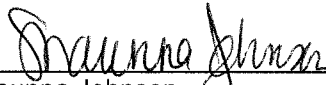


Charles S. Schneider
Acting Mayor

ACTION ON THIS RESOLUTION:

Motion for adoption: Acting Mayor Schneider
Seconded by: Member Schulz
Voted in favor of: Acting Mayor Schneider, Members Linquist, Schulz, Theisen
Voted against: None
Abstained: None
Absent: Mayor Miller
Resolution adopted.

I hereby certify that the foregoing is a true and correct copy of a resolution adopted by the Waite Park City Council at a duly authorized meeting held on 10/5/15.



Shaunna Johnson
City Administrator-Clerk-Treasurer