

**CITY OF DUNES CITY,
LANE COUNTY, OREGON**

RESOLUTION SERIES 2014, NO. 11 (10/09/2014)

CONSENT TO CHANGE OF CONTROL

WHEREAS, Falcon Cable Systems Company II, L.P. (“Franchisee”) is the duly authorized holder of a franchise, as amended to date (the “Franchise”), authorizing Franchisee to serve the City of Dunes City, OR (the “Franchise Authority”) and to operate and maintain a cable television system therein; and

WHEREAS, Charter Communications, Inc. (“Charter”) is the ultimate parent company of Franchisee; and

WHEREAS, on April 25, 2014, Charter and Comcast Corporation (“Comcast”) entered into the Comcast/Charter Transactions Agreement (the “Agreement”), pursuant to which the Franchisee will become a wholly-owned subsidiary of Comcast (the “Transaction”); and

WHEREAS, Franchisee has filed an FCC Form 394 with the Franchise Authority with respect thereto; and

WHEREAS, the Franchise Authority has considered and approves of the Transaction.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF DUNES CITY, OREGON AS FOLLOWS:

1. The foregoing recitals are approved and incorporated herein by reference.
2. The Franchise Authority consents to the Transaction.
3. The Franchise Authority confirms that the Franchise is valid and outstanding and in full force and effect and there are no defaults under the Franchise. Subject to compliance with the terms of this Resolution, all action necessary to approve the transfer of control of the Franchisee to Comcast has been duly and validly taken.
4. Comcast 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 Comcast; (b) restructure debt or change the ownership interests among existing equity participants in Comcast; (c) pledge or grant a security interest to any lender(s) of Comcast’s assets, including, but not limited to, the Franchise, or of interest in Comcast, for purposes of securing any indebtedness; and (d) sell equity interests in Comcast or any of Comcast’s affiliates.

5. Upon closing of the Transaction, the Franchisee shall remain bound by the lawful terms and conditions of the Franchise.

6. This Resolution shall be deemed effective upon adoption.

7. This Resolution shall have the force of a continuing agreement with the Franchisee, and the Franchise Authority shall not amend or otherwise alter this Resolution without the consent of the Franchisee and Comcast.

PASSED, ADOPTED AND APPROVED BY THE DUNES CITY COUNCIL THIS 10th DAY OF OCTOBER, 2014.

Ayes: 5 Nays: 0 Abstain: 0 Absent: 1 Vacant: 0


Rebecca Ruede, Mayor

ATTEST:


Fred Hilden, City Recorder