

**RESOLUTION NO. 11
SERIES 2008**

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF GUNNISON,
COLORADO, APPROVING THE SPIN-OFF OF TIME WARNER CABLE INC.**

WHEREAS, the City of Gunnison, Colorado (“Franchising Authority”), has previously granted its consent to a transfer of the Cable Television System Franchise Agreement (the “Franchise”) to Time Warner NY Cable LLC (the “Franchisee”) which is a subsidiary or affiliate of Time Warner Cable Inc. (“Time Warner Cable”); and

WHEREAS, Time Warner Cable is a publicly-traded corporation; and

WHEREAS, Time Warner Cable and Time Warner Inc. have entered into an agreement to effect a complete separation of Time Warner Cable from Time Warner Inc. (the “Spin-Off”); and

WHEREAS, Time Warner Cable and Time Warner Inc. have filed FCC Form 394 providing details regarding the Spin-Off; and

WHEREAS, the Franchising Authority wishes to grant its approval for the Spin-Off solely as it pertains to the Franchise effective upon the closing of the Spin-Off.

**NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE
CITY OF GUNNISON, COLORADO, THAT:**

Section 1. The Franchising Authority hereby approves the Spin-Off solely as it pertains to the Franchise effective upon the closing of the Spin-Off.

Section 2. Prior to and upon the closing of the Spin-Off, the Franchisee shall remain bound by its obligations under the Franchise.

Section 3. This Resolution shall become effective upon the closing of the Spin-Off.

INTRODUCED, READ, PASSED AND ADOPTED at a Regular Session meeting of the City Council of the City of Gunnison, Colorado, held this 14th day of October, 2008.

Mayor

(SEAL)

ATTEST:

City Clerk