RESOLUTION NO.16
SERIES 2015

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF GUNNISON, COLORADO, PROVIDING CONSENT TO THE TRANSFER OF CONTROL OF TIME WARNER CABLE PACIFIC WEST LLC TO CHARTER COMMUNICATIONS, INC.

WHEREAS, Time Warner Cable Pacific West LLC ("Franchisee") is the duly authorized holder of a Cable Franchise Agreement dated December 22, 2009, (the "Franchise"), authorizing Franchisee to serve the City of Gunnison, Colorado (the "Franchise Authority" or "City") and to operate and maintain a cable television system therein (the "Cable System"); and

WHEREAS, on May 23, 2015, Charter Communications, Inc. ("Charter Communications") along with its subsidiary CCH I, LLC ("New Charter") entered into agreements with Time Warner Cable Inc. ("TWC") (the ultimate parent company of Franchisee), Advance/Newhouse Partnership, and Liberty Broadband Corporation in order to merge with TWC (the "Transaction"); and

WHEREAS, TWC will merge into a subsidiary of New Chatter; and

WHEREAS, Charter Communications will merge with a subsidiary of New Charter, and New Charter will assume the name Charter Communications, Inc. ("Charter"); and

WHEREAS, the ultimate control of Franchisee will transfer to Charter; and

WHEREAS, following the Transaction, Franchisee will continue to hold and be responsible for the performance of the Franchise; and

WHEREAS, Franchisee now seeks approval of the transfer of control and Charter has filed an FCC Form 394 with the Franchise Authority with respect thereto; and

WHEREAS, the City has examined the legal, financial and technical qualifications of Charter in order to consider and act upon the transfer of control request and considered the comments of interested parties; and

WHEREAS, the City is willing to consent to the transfer of control of Franchisee to Charter, subject to the closing of the Transaction and the appropriate approvals by federal regulatory entities. .

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

Section 1. The foregoing recitals are approved and incorporated herein by reference.

Section 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 Charter has been duly and validly taken.

Section 3. The Franchise Authority hereby approves the transfer of control of the Franchisee to Charter effective upon the closing of the Transaction and subject to appropriate approvals by federal regulatory entities.

The City's consent to the transfer of control does not waive or release any of the Franchisee's outstanding noncompliance issues, known or unknown, now or in the future, under the Franchise and shall not be construed to constitute a waiver or release of any rights that the City, Charter or the Franchisee may have now or in the future under federal, state or local law, the Franchisee, or any separate written agreements between the City and TWC or the Franchisee.

Section 4. Charter or Franchisee may (a) assign, transfer, or transfer control of its assets, including the Franchise, provided that such assignment, transfer, or transfer of control 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 interest in Charter or any of Charter's affiliates.

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

Section 6. In the event that the Transaction which is the subject of this Resolution does not close for any reason; or in the event approval is not granted by appropriate federal regulatory entities; then the consent to the transfer of control provided for herein shall be null and void;

Section 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 Charter.

Section 8. If any section, sentence, clause or phrase of this Resolution shall be held to be invalid, or unconstitutional by a court of competent jurisdiction, such invalidity or unconstitutionality shall not affect the validity or constitutionality of any other section, sentence, clause or phrase of this Resolution.

INTRODUCED, READ, PASSED AND ADOPTED at a regular meeting of the City Council of the City of Gunnison, Colorado, this 13th day of October, 2015.

CITY OF GUNNISON, COLORADO
CITY SEAL
INCORPORATED

(SEAL)

(ATTEST)

Richard Hagan
Mayor

Gail A Davidson
City Clerk