

RESOLUTION NO. _____

RESOLUTION APPROVING THE CHANGE OF CONTROL OF THE FRANCHISEE UNDER THE CABLE TELEVISION FRANCHISE AND APPROVING AN EXTENSION OF THE CABLE TELEVISION FRANCHISE

WHEREAS, Bresnan Communications, LLC (“Franchisee”) owns, operates and maintains a cable television system (the “System”) in the City of Billings, Montana pursuant to a cable television franchise (“Franchise”) granted by virtue of Ordinance No. 08-5472 by the governing body of the City of Billings (the “Franchise Authority”), and Franchisee is the current duly authorized holder of the Franchise; and

WHEREAS, on October 25, 2010, by virtue of Resolution No. 10-19015, the City approved a change of control of the Franchisee subject to the terms of that certain Transfer Agreement (“2010 Transfer Agreement”) pursuant to which Cablevision Systems Corporation (“CSC”) acquired indirect control of the Franchisee;

WHEREAS, pursuant to a Purchase Agreement between CSC Holdings, LLC (an indirect wholly-owned subsidiary of CSC) and Charter Communications Operating, LLC (an indirect wholly-owned subsidiary of Charter Communications, Inc. (“CCI”)) dated as of February 7, 2013 (the “Purchase Agreement”), control of the Franchisee will change (the “Change of Control”) once the acquisition contemplated by the Purchase Agreement is consummated (the “Transaction”). The result will be that CCI will indirectly control the Franchisee and all the assets currently held by Franchisee, including the System serving the City;

WHEREAS, CSC and CCI (collectively, the “Companies”) have requested the consent of the Franchise Authority to the Change of Control in accordance with the requirements of the Franchise, and have filed an FCC Form 394 with the Franchise Authority to facilitate a decision by the Franchise Authority regarding the Change of Control (the “Application”); and

WHEREAS, the Franchise Authority has reviewed the Application, examined the legal, financial and technical qualifications of CCI, followed all required procedures in order to consider and act upon the Application, considered the comments of all interested parties; and

WHEREAS, the Franchisee also desires to extend the Franchise which by its own terms would expire on July 9, 2013; and

WHEREAS, the Franchise Authority has considered the terms and conditions under which it would be willing to grant an extension of the Franchise; and

WHEREAS, the Companies and the Franchise Authority have negotiated a Transfer Agreement accompanying this Resolution, which includes the terms negotiated by the Franchisee and the Franchise Authority related to extension of the Franchise.

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

SECTION 1. The Franchise Authority approves a Change of Control from CSC to CCI. It approves no other transaction, whether contemplated by the Transaction or not. The approval is not a warranty that Franchisee is in compliance with the terms of the Franchise, or a waiver of any obligations of Franchisee.

SECTION 2. The Franchise Authority hereby extends the term of the Franchise through and including July 9, 2015. By future mutual written agreement of the Franchise Authority and Franchisee, the term of the Franchise may be further extended through and including July 9, 2017; or shall be automatically extended through and including July 9, 2017 if the parties do not mutually agree, but Franchisee continues to operate pursuant to the Franchise after July 9, 2015.

SECTION 3. This Consent and Extension are conditioned upon the acceptance and execution by the Franchisee and the other designated signatories of the attached Transfer Agreement. If the same is not signed and accepted, then the Change of Control shall be deemed denied as of the date of this Resolution.

SECTION 4. This Resolution shall be deemed effective as of the date of its passage. This Resolution shall have the force of a continuing agreement with Franchisee and the Companies, and Franchise Authority shall not amend or otherwise alter this Resolution without the consent of Franchisee and the Companies.

PASSED, ADOPTED AND APPROVED this ____ day of June, 2013.

City of Billings, Montana

By: _____
Title: _____