

RESOLUTION NO. 107, Series 2015

A RESOLUTION CONSENTING TO THE TRANSFER OF CONTROL OF INSIGHT KENTUCKY PARTNER II, L.P. , FROM TIME WARNER CABLE INC. TO CHARTER COMMUNICATIONS, INC. AND AUTHORIZING MAYOR TO EXECUTE A SETTLEMENT AGREEMENT WITH INSIGHT KENTUCKY PARTNER II, L.P. AND AN ASSUMPTION AGREEMENT WITH CHARTER COMMUNICATIONS, INC.

SPONSORED By: COUNCILMAN TOM OWEN AND KEVIN KRAMER

WHEREAS, Insight Kentucky Partners II, L.P. ("Franchisee") is the duly authorized holder of a cable franchise. pursuant to City of Louisville Ordinance No 76, Series 1998 (as amended), (the "Franchise"), authorizing Franchisee to provide service in the community served by the Louisville/Jefferson County Metro Government, KY ("Louisville" or the "Metro Government") and to operate and maintain a cable system therein; 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 ("A/N"), and Liberty Broadband Corporation ("Liberty") in order to merge with TWC, the ultimate parent of the Franchisee (the "Transaction"); and

WHEREAS, TWC will merge into a subsidiary of New Charter; 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, Charter filed an FCC Form 394 with the Metro Government with respect thereto;

WHEREAS, the Metro Government has considered and approves the Transaction subject to the conditions set forth in the body of this Resolution.

NOW THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT, KENTUCKY AS FOLLOWS:

The foregoing recitals are approved and incorporated herein by reference.

1. The Metro Government consents to the Transaction contingent on the receipt of required approvals of the Transaction from the Federal Communications Commission and the United States Department of Justice. Said consent does not constitute and shall not be construed to constitute a waiver of any lawful obligations of the Franchisee and/or Charter under the Franchise.
2. The Metro Government confirms that the Franchise is valid and outstanding, 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.
3. Subject to the terms of the Franchise, Charter or the 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 interests in Charter or any of Charter's affiliates.
4. This Resolution shall have the force of a continuing agreement to the extent permitted by Kentucky law, with Charter, Franchisee, and the Metro Government, and the Metro Government shall not amend or otherwise alter this Resolution without the consent of Franchisee and Charter.
5. The Mayor is hereby authorized to execute the Settlement Agreement between Franchisee and Metro Government and the Assumption Agreement between Charter and Metro Government, attached hereto and incorporated herein by reference as Exhibit A and B respectively.
6. Upon closing of the Transaction, Charter shall remain bound by the lawful terms and conditions of the Franchise, and the Assumption Agreement, attached hereto and incorporated herein by reference as Exhibit B.

SECTION II: This Resolution shall become effective upon its passage and approval.

H. Stephen Ott
Metro Council Clerk

David W. Tandy
President of the Council

Greg Fischer
Mayor

10/26/15

Approval Date

APPROVED AS TO FORM AND LEGALITY:

Michael J. O'Connell
Jefferson County Attorney

BY: Sarah J. Martin

LOUISVILLE METRO COUNCIL
ADOPTED
October 22, 2015

Louisville Consent Resolution Final Mayor's Office-sjmOct 2015

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