

Town of Nags Head
Resolution No. 14-08-018
BOC Meeting August 6, 2014

CONSENT TO ASSIGNMENT AND CHANGE OF CONTROL

WHEREAS, Charter Communications VI, LLC("Franchisee") is the duly authorized holder of a franchise, as amended to date (the "Franchise"), authorizing Franchisee to serve the Town of Nags Head, NC (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, through a restructuring under Charter's ownership, will become CCO Transfers, LLC ("New Franchisee") and immediately thereafter 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 FRANCHISE AUTHORITY 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, to its actual knowledge, that the Franchise is valid and outstanding and in full force and effect. Subject to compliance with the terms of this Resolution and to the Franchise Authority's actual knowledge, all action necessary to approve the pro forma assignment of the Franchisee and change of control of the New Franchisee to Comcast has been duly and validly taken.
4. Subject to the limits of Section 40-271 of the Nags Head Code of Ordinances, Comcast or New 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, New 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 New Franchisee, and the Franchise Authority shall not amend or otherwise alter this Resolution without the consent of New Franchisee and Comcast.

PASSED, ADOPTED AND APPROVED this 6th day of August 2014.

By: Robert C. Edwards

Name: Robert C. Edwards

Title: Mayor, Town of Nags Head

ATTEST:

Carolyn F. Morris
Carolyn F. Morris, Town Clerk

