

**CITY OF BROOKINGS
STATE OF OREGON**

RESOLUTION 14-R-1046

A RESOLUTION OF THE CITY OF BROOKINGS, APPROVING A CHANGE OF CONTROL FROM CHARTER COMMUNICATIONS, INC. (DBA FALCON TELECABLE) TO COMCAST CORPORATION FOR THE CABLE TELEVISION FRANCHISE AGREEMENT.

WHEREAS, Falcon Telecable, a California Limited Partnership (Franchisee) is the duly authorized holder of the Cable Television Franchise Agreement, as amended to date (Franchise), authorizing the Franchisee to serve the City of Brookings, Oregon, (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 (Agreement), pursuant to which the Franchisee will become a wholly-owned subsidiary of Comcast (Transaction); and

WHEREAS, Franchisee has filed FCC Form 394 with respect thereto; and


WHEREAS, the Franchise Authority has considered and approves of the Transaction;

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Brookings, Oregon, as follows:

1. The preceding recitals are approved and incorporated herein by reference;
2. The Franchise Authority consents to the Transaction;
3. The Franchise Authority confirms that the Franchise is valid and outstanding and in full force and effect and there are no defaults under the Franchise. Subject to compliance with the terms of this resolution, all action necessary to approve the transfer of control of Franchisee to Comcast has been duly and validly taken;
4. There is no substantial change in the terms and conditions as described in the Form 394 Application and the subsequent additional information, attached hereto as Exhibit A;
5. Franchisee is in compliance with the terms of the Franchise at the time of the transfer of control and corrects any known violations prior to the transfer;
6. Comcast agrees to comply with all terms and conditions of the Franchise and promptly seek renewal of the Franchise;
7. Upon closing the Transaction, Franchisee shall remain bound by the lawful terms and conditions of the Franchise;

8. This Resolution shall be deemed effective upon adoption;
9. This Resolution shall have the force of a continuing agreement with Franchisee, and the Franchise Authority shall not amend or otherwise alter this Resolution without the consent of Franchisee and Comcast.

Passed by the City Council October 13, 2014; effective the same date.



Mayor Ron Hedenskog

Attest:



City Recorder Joyce Heffington