

RESOLUTION NO.     /    

CONSENT TO CHANGE OF CONTROL

WHEREAS, Insight Kentucky Partners II, L.P. ("Franchisee") is the duly authorized holder of a franchise, as amended to date (the "Franchise"), authorizing Franchisee to operate and maintain a cable system to serve City of Hurstbourne Acres, KY (the "Franchise Authority"); 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, the ultimate control of Franchisee will transfer to Charter; and

WHEREAS, Charter has filed an FCC Form 394 with the Franchise Authority (the "Application"); and

WHEREAS, the Franchise Authority has considered the Application and approves of the Transaction.

NOW, THEREFORE, BE IT RESOLVED BY THE FRANCHISE AUTHORITY AS FOLLOWS:

The foregoing recitals are approved and incorporated herein by reference.

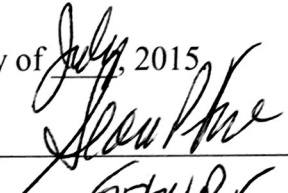
1. The Franchise Authority consents to the Transaction.
2. The Franchise Authority confirms that the Franchise is valid and outstanding and in full force and effect and there are no defaults under the Franchise. Subject to compliance with the terms of this Resolution, all action necessary to approve the change of control of the Franchisee to Charter has been duly and validly taken.
3. 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 interests in Charter or any of Charter's affiliates.

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

5. This Resolution shall be deemed effective upon adoption.

6. 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 Charter.

PASSED, ADOPTED AND APPROVED this 9 day of July, 2015.  
By:   
Name: Seth P. Foo  
Title: Mayor

ATTEST:  
  
Clerk