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RESOLUTION NO. 2015-22

**A RESOLUTION CONSENTING TO PROPOSED ACQUISITION AND MERGER
TRANSACTIONS INVOLVING THE CABLE FRANCHISEE FALCON TELECABLE**

WHEREAS, Falcon Telecable, a California Limited Partnership and subsidiary of Charter Communications, Inc., is the Franchisee under a Cable Franchise Agreement granted by the City of Lincoln City (the "City") on November 21, 1997; and

WHEREAS, the current franchise agreement expires on June 30, 2016; and

WHEREAS, on May 23, 2015, Charter Communications, Inc., the ultimate parent company of Franchisee, with its subsidiary CCH I, LLC, entered into agreements with Advance/Newhouse Partnership, the ultimate parent company of Bright House Networks, LLC., Time Warner Cable, Inc., and Liberty Broadband Corporation; the purpose of these agreements being to effectuate the acquisition of Bright House Networks LLC, and a merger with Time Warner Cable Inc., (hereinafter "transactions"); and

WHEREAS, Charter Communications Inc. will merge with a subsidiary of CCH I, and all shares of Charter Communications Inc., will be converted into shares of CCH I, and CCH I will assume the name Charter Communications, Inc. (Charter); and

WHEREAS, Advance Newhouse Partnership, Time Warner Cable Inc., and Liberty Broadband Corporation will acquire minority ownership interests in Charter; and

WHEREAS, on or about July 1, 2015 the City of Lincoln City received a letter from Charter Communications Inc., together with Federal Communications Commission Form 394, requesting the City's consent to the transactions; and

WHEREAS, Federal law together with Sections 2.5 and 2.6 of the Franchise Agreement, authorize the City to review any proposed transfer of the franchise or change in control, including the proposed transactions as described above; and

WHEREAS, Section 2.6 of the Franchise also authorizes the City to condition approval of a change in control upon such terms and conditions as they deem reasonably appropriate to ensure strict performance of the Franchise; and

1 **WHEREAS**, the City has reviewed the materials provided by Charter
2 Communications, Inc., and the City finds and determines that it is in furtherance
3 of the public interest and the general welfare of its citizens to consent to the
4 transactions.

5
6 **NOW THEREFORE,**

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8 **BE IT RESOLVED BY THE CITY OF LINCOLN CITY:**

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10 **Section 1.** Franchise Authority Consent to the transactions.

11
12 The Franchising authority, the City of Lincoln City, hereby consents to the
13 transactions as described and represented in the FCC Form 394 and supporting
14 materials. The granting of consent in this one instance will not render consent
15 unnecessary in any other instance. The Franchisee, before and after the closing
16 of the transactions shall remain bound by the lawful terms and conditions of the
17 Franchise.

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19 **Section 2.** Effective Date.

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21 This Resolution shall be effective upon its adoption by the Council and approval
22 by the Mayor.

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24 Introduced and adopted this 10th day of August 2015.

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27 
28 Don Williams, Mayor

29
30 ATTEST:

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32
33 Cathy Steere, City Recorder