

RESOLUTION 11-07

**CONDITIONALLY CONSENTING TO TRANSFER OF
OF CABLE SYSTEM AND FRANCHISE**

WHEREAS, the Township of Baldwin, Minnesota ("Township") granted a cable television franchise (the "Franchise") to US Cable of Coastal- Texas, L.P. a New Jersey limited partnership ("US Cable"); and

WHEREAS, US Cable currently operates a cable communications system ("System") in the Township pursuant to the Franchise; and

WHEREAS, Midcontinent Communications, a South Dakota general partnership ("Midcontinent"), is indirectly owned by Midcontinent Media, Inc. ("Media") and Comcast Corporation ("Comcast"); and

WHEREAS, Midcontinent's general partner is Midcontinent Communications Investor, LLC ("Investor"), a Media subsidiary; and

WHEREAS, US Cable and Midcontinent entered into an Asset Purchase Agreement dated June 6, 2011, which contemplates transfer of ownership of the System and Franchise to Midcontinent ("Transaction");

WHEREAS, US Cable and Midcontinent filed an FCC Form 394 dated June 10, 2011, seeking the Township's consent to the Transaction ("Transfer Application"); and

WHEREAS, US Cable and Midcontinent have indicated that if the Township requires reimbursement of fees/expenses associated with review of the Transfer Application, such reimbursement will be treated as a franchise fee and will be deducted from franchise fees payable in 2012; and

WHEREAS, the Township has reviewed the Transfer Application and received a report from legal counsel concerning the same; and

WHEREAS, the Township has determined that Midcontinent possesses the legal, technical, financial and other qualifications reasonably necessary to acquire the System and Franchise; and

NOW, THEREFORE, BE IT RESOLVED, that the Township hereby consents to the Transaction as detailed in the Transfer Application, subject to the following conditions:

1. The consent granted by this Resolution shall be effective until December 31, 2011. Should the Transaction contemplated by the Transfer Application not be consummated by such date, the Township shall have the right to rescind its approval herein and require filing of a new FCC Form 394, and related documentation.

2. Midcontinent shall comply with the terms of the Franchise and Minnesota Statutes Section 238.083 after the closing of the Transaction ("Closing"); and
3. Midcontinent shall reimburse the Township's expenses associated with review of the Transfer Application.

BE IT RESOLVED FURTHER, that by consenting herein, the Township does not waive, and expressly reserves, any and all rights to enforce Franchise compliance matters that arose prior to the date of this Resolution, whether known or unknown.

BE IT RESOLVED FURTHER, that Midcontinent shall be responsible and liable for any and all liabilities and obligations under the Franchise and applicable law accruing on and after the date of Closing.

BE IT RESOLVED FURTHER, that Midcontinent shall provide written notice to the Township within thirty (30) days after Closing and, with such notice, shall provide a written acceptance of the Franchise along with proof that the bonds, letter of credit and insurance coverages have been obtained as required by the Franchise.

BE IT RESOLVED FURTHER, that US Cable shall be released from any and all liabilities and obligations under the Franchise and applicable law accruing on and after Closing but shall remain fully responsible and liable for any and all liabilities and obligations under the Franchise and applicable law accruing prior to Closing.

BE IT RESOLVED FURTHER, that failure to comply with the terms and conditions of this Resolution shall be deemed a violation subject to the rights and remedies contained in the Franchise; and

BE IT RESOLVED FURTHER, that this Resolution shall be effective immediately.

Passed and adopted this 12th day of September, 2011.

ATTEST:

TOWNSHIP OF BALDWIN

By: Cathy Stevens
Its: Town Clerk

By: [Signature]
Its: Chair