

**RESOLUTION NO. 2015-05**

**A RESOLUTION CONDITIONALLY GRANTING THE CONSENT  
TO THE TRANSFER OF CONTROL OF THE CABLE TELEVISION FRANCHISEE  
AND CABLE TELEVISION SYSTEM FROM  
COMCAST CORPORATION TO GREATLAND CONNECTIONS, INC.**

**WHEREAS**, Grant, Minnesota, (“Franchisor”) is a Municipal Corporation; and

**WHEREAS**, Comcast of Minnesota, Inc., (“Franchisee”) operates a cable television system (the “System”) in Grant, pursuant to a franchise agreement, a March 9, 1995 Memorandum of Understanding, and the April 10, 2014 Settlement Agreement (the “Franchise Documents”); and

**WHEREAS**, the existing franchise agreement dated November 29, 1999, expired on November 28, 2014; and

**WHEREAS**, Section 10.5 of the Franchise requires the Franchisor’s prior consent to a sale or transfer of stock so as to create a new controlling interest under Minnesota Statutes 238.083; and

**WHEREAS**, Comcast of Minnesota, Inc., is an indirect, wholly-owned subsidiary of Comcast Corporation (“Comcast”); and

**WHEREAS**, Comcast, as the ultimate parent corporation of Franchisee, has agreed to divest and transfer the Franchisee, following its conversion to a limited liability company, and Cable System to Midwest Cable, Inc., in a process described in the Transfer Application (the “Proposed Transaction”); and

**WHEREAS**, immediately following the closing of the Proposed Transaction, Midwest Cable, Inc., will be renamed GreatLand Connections, Inc., and, for the purposes of this Resolution, the transfer applicant will be referred to as “GreatLand” throughout; and

**WHEREAS**, Comcast filed a Federal Communications Commission Form 394 with the Franchisor on June 18, 2014, together with certain attached materials, which documents more fully describe the Proposed Transaction and which documents, with their attachments, contain certain promises, conditions, representations and warranties (the “Transfer Application”); and

**WHEREAS**, under the Proposed Transaction, the ultimate ownership and control of the Franchisee and the System will change, and it requires the prior written approval of the Franchisor; and

**WHEREAS**, Comcast, through its subsidiaries, provided written responses to some of

the data requests issued by the Franchisor or by the Ramsey Washington Suburban Cable Commission, including directing the representatives of the Franchisor to publicly filed and available information, and information posted to Comcast Corporation and other websites (the "Data Request Responses"); and

**WHEREAS**, Franchisee and GreatLand have signed a Transfer Agreement, dated for purposes of identification February 15, 2015, (the "Transfer Agreement") binding on each of them, which sets forth certain agreements, guaranties, warrantied and conditions;

**WHEREAS**, based on that agreement, and in reliance upon the representations made by and on behalf of Comcast of Minnesota, Inc, Comcast, and GreatLand, to the Franchisor, RWSCC recommended, and Franchisor is willing to grant consent to the Proposed Transaction, so long as those representations are complete and accurate and the agreement becomes fully enforceable; and

**WHEREAS**, subject to the foregoing, the Franchisor's approval of the Proposed Transaction is therefore appropriate if the Franchisee will continue to be responsible for all acts and omissions, known and unknown, under the Franchise Documents and applicable law for all purposes, including (but not limited to) franchise renewal, and Franchisee has agreed that it will continue to be so responsible.

**NOW, THEREFORE, BE IT RESOLVED BY THE CITY OF GRANT AS FOLLOWS:**

Section 1. Grant is authorized to sign that certain Transfer Agreement on behalf of Franchisor

Section 2. The Franchisor's consent to and approval of the Transfer Application is hereby GRANTED in accordance with the Franchise, subject to the terms and conditions of the Transfer Agreement.

Section 3. This Resolution shall not be construed to grant or imply the Franchisor's consent to any other transfer or assignment of the Franchise or any other transaction that may require the Franchisor's consent under the Franchise Ordinances or applicable law. The Franchisor reserves all its rights with regard to any such transactions.

Section 4. This Resolution is a final decision on the Transfer Application within the meaning of 47 U.S.C. § 537.

Section 5. The transfer of control of the Franchisee and Franchisee from Comcast to GreatLand shall not take effect until the consummation of the Proposed Transaction.

Motion carried by: