

RESOLUTION NO. 2009-11-1

**CONSENT TO CHARTER RESTRUCTURING**

WHEREAS, [Charter Entity] ("Franchisee"), an indirect, wholly-owned subsidiary of Charter Communications, Inc. ("Charter"), owns a cable television system (the "System") in the [LFA Type] of [LFA Name], [State] (the "Franchise Authority"); and

WHEREAS, on March 27, 2009, Charter and certain of its subsidiaries filed voluntary petitions in the United States Bankruptcy Court for the Southern District of New York ("Bankruptcy Court") seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code in order to effectuate a financial restructuring (Case No. 09-11435).

WHEREAS, pursuant to the terms of agreements entered into between Charter and its key bondholders, Charter's current Class A Common Stock and Class B Common Stock will be cancelled and replaced with new voting stock owned by Paul G. Allen and such bondholders, as described in filings with the Bankruptcy Court (the "Transaction"), copies of which have been provided to the Franchise Authority.

WHEREAS, the Franchise Authority has concluded that its approval is necessary for the above described Transaction and has been provided a FCC Form 394 and related information for such Transaction; and

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

**NOW, THEREFORE, IT IS RESOLVED AS FOLLOWS:**

1. The foregoing recitals are approved and incorporated herein by reference.
2. The Franchise Authority consents to the Transaction described herein.
3. This Resolution shall be deemed effective upon adoption.
4. This Resolution shall have the force of a continuing agreement and the Franchise Authority shall not amend or otherwise alter this Resolution without the consent of the Franchisee.

PASSED, ADOPTED AND APPROVED this 9<sup>th</sup> day of July, 2009.

By: Carlos Township

Name: Rebecca Anderson

Title: Clerk

ATTEST:

Diana Kelly - Chairman