

RESOLUTION 2011-03

A RESOLUTION CONSENTING TO AND APPROVING THE ASSIGNMENT OF THE  
CABLE FRANCHISE AND SYSTEM TO MIDCONTINENT COMMUNICATIONS

WHEREAS HAVEN TOWNSHIP, MINNESOTA ("Grantor") granted to US Cable of Coastal-Texas, L.P. or its predecessor ("Grantee"), a franchise to own and operate a cable television system ("System") in the municipality (the "Franchise");

WHEREAS, on June 6, 2011, Grantee entered into an Asset Purchase Agreement (the "Agreement") with Midcontinent Communications ("Assignee") whereby Assignee will purchase and acquire certain assets relating to the System, including the Franchise, from Grantee ("Transaction");

NOW, THEREFORE, HAVEN TOWNSHIP RESOLVES:

1. Grantor consents to the Transaction to the extent required by the terms of the Franchise.
2. Grantor further authorizes Assignee to assign or transfer its assets, including the Franchise, to a parent or affiliate of Assignee without the consent of Grantor.
3. Grantor hereby waives any right to purchase the system that it may have solely for purposes of this Transaction.
4. This Resolution shall take effect immediately upon its passage.

ADOPTED AND APPROVED THIS 15 day of AUGUST, 2011.

HAVEN TOWNSHIP, MINNESOTA

By: 

Name: Jeff Schlingmann

Title: Chair