

RESOLUTION NO. 2014-14

A RESOLUTION CONSENTING TO TRANSFER OF FRANCHISE

WHEREAS, Knology, Inc. ("Franchisee") currently holds a cable television franchise ("Franchise") granted by the City of Madison, South Dakota ("Municipality") authorizing Franchisee to own and operate a cable television system in the Municipality; and

WHEREAS, Franchisee and certain of its affiliates have entered into an Asset Purchase Agreement ("Agreement") with Clarity Telecom, LLC ("Clarity") dated June 12, 2014 under which Clarity will acquire the cable system assets (including the Franchise) of Franchisee ("Transaction"); and

WHEREAS, Franchisee and Clarity, according to the requirements of the Franchise and applicable law, have requested that Municipality consent to the Transaction as described in the FCC Form 394 filed with Municipality ("Transfer Application"); and

WHEREAS, in order to allow time for formal negotiations of a franchise extension, the existing Franchise shall stay in full force and effect for 24 months following the date of this Resolution; and

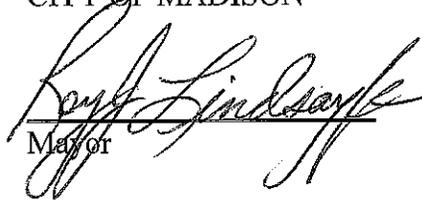
WHEREAS, Municipality has reviewed the Transfer Application and will consent to the transfer of control as described in the Transfer Application.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COMMISSION OF THE CITY OF MADISON, SOUTH DAKOTA:

1. Municipality consents to the transfer of the Franchise to Clarity.
2. Municipality confirms the Franchise is valid and in full force and effect.
3. The existing Franchise shall stay in full force and effect for 24 months following the date of this Resolution.
4. The Clerk of Municipality is authorized to enter into, execute, and deliver on behalf of Municipality a certificate, along with other documents as may be necessary evidencing this Resolution without further action by this governing body.

Dated this 4th day of August, 2014.

CITY OF MADISON


Mayor

ATTEST:


Finance Officer

Published once at the approximate cost of \$ _.