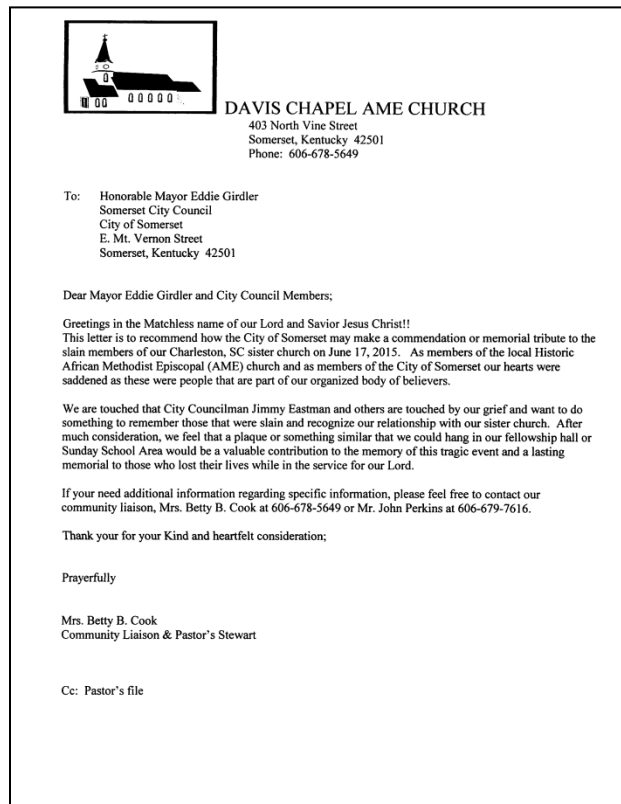


## MINUTES OF MEETING HELD AUGUST 10, 2015

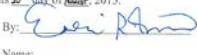

The Common Council of the City of Somerset, Kentucky met in a regular meeting on Monday August 10, 2015, at 7:00 p.m. with the following present: Mayor Eddie Girdler. Council Members; John Minton, Jim Mitchell, Pat Bourne, Jerry Burnett, Tom Eastham, David Burdine, Linda Stringer, Jerry Wheeldon, Jerry Eastham, Jerry Girdler, Mike New, and Donna Hunley. City Attorney Carrie Weise, and City Clerk Nick Bradley.

Mr. New moved to approve the minutes of the regular meeting held on July 27, 2015 along with reports as mailed. Mr. Wheeldon seconded the motion. Upon roll call the following Council Members voted "Aye": Mr. Bourne, Mr. Burnett, Mr. Burdine, Mr. T. Eastham, Mrs. Stringer, Mr. Wheeldon, Mr. J. Eastham, Mr. Girdler, Mr. New, and Mrs. Hunley. Voting "No": Mr. Minton, and Mr. Mitchell. Motion Passed.

Mr. J. Eastham made a motion to furnish a plaque designed by the members of Davis Chapel A.M.E. Church in remembrance of the June 17, 2015 shooting at the Emanuel A.M.E. Church in Charleston, SC. Mr. T. Eastham seconded the motion. Upon roll call the following Council Members voted "Aye": Mr. Minton, Mr. Mitchell, Mr. Bourne, Mr. Burnett, Mr. Burdine, Mr. T. Eastham, Mrs. Stringer, Mr. Wheeldon, Mr. J. Eastham, Mr. Girdler, Mr. New, and Mrs. Hunley.



Mr. Wheeldon moved to approve the following Resolution No. 15-05 approving the Time Warner Cable Charter Communications Transfer. Mr. Burdine seconded the motion. Upon roll call the following Council Members voted "Aye": Mr. Minton, Mr. Mitchell, Mr. Bourne, Mr. Burnett, Mr. Burdine, Mr. T. Eastham, Mrs. Stringer, Mr. Wheeldon, Mr. J. Eastham, Mr. Girdler, Mr. New, and Mrs. Hunley.

<p style="text-align: center;">RESOLUTION NO. <u>15-05</u></p> <p><b>A RESOLUTION CONSENTING TO THE TRANSFER OF CONTROL OF TIME WARNER CABLE MIDWEST LLC, FROM TIME WARNER CABLE INC. TO CHARTER COMMUNICATIONS, INC. AND AUTHORIZING MAYOR TO EXECUTE A SETTLEMENT AGREEMENT WITH TIME WARNER CABLE MIDWEST LLC AND AN ASSUMPTION AGREEMENT WITH CHARTER COMMUNICATIONS, INC.</b></p> <p>WHEREAS, Time Warner Cable Midwest, LLC ("Franchisee") is the duly authorized holder of a cable franchise (the "Franchise"), authorizing Franchisee to serve the City of Somerset, KY (the "City") and to operate and maintain a cable system therein; and</p> <p>WHEREAS, on May 23, 2015, Charter Communications, Inc. ("Charter Communications") along with its subsidiary OCH I, LLC ("New Charter") entered into agreements with Time Warner Cable Inc. ("TWC") (the ultimate parent company of Franchisee), Advance/Newhouse Partnership ("A/N"), and Liberty Broadband Corporation ("Liberty") in order to merge with TWC, the ultimate parent of the Franchisee (the "Transaction"); and</p> <p>WHEREAS, TWC will merge into a subsidiary of New Charter; and</p> <p>WHEREAS, Charter Communications will merge with a subsidiary of New Charter, and New Charter will assume the name Charter Communications, Inc. ("Charter"); and</p> <p>WHEREAS, Charter filed an FCC Form 394 to the City with respect thereto; and</p> <p>WHEREAS, the City has considered and approves the Transaction subject to the conditions set forth in the body of this Resolution.</p> <p>NOW THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF SOMERSET, KENTUCKY AS FOLLOWS:</p> <p>The foregoing recitals are approved and incorporated herein by reference.</p> <ol style="list-style-type: none"> <li>1. The City consents to the Transaction contingent on the receipt of required approvals of the Transaction from the Federal Communications Commission and the United States Department of Justice. Said consent does not constitute and shall not be construed to constitute a waiver of any lawful obligations of the Franchisee and/or Charter under the Franchise.</li> <li>2. The City confirms that the Franchise is valid and outstanding, in full force and effect. Subject to compliance with the terms of this Resolution, all action necessary to approve the transfer of control of the Franchisee to Charter has been duly and validly taken.</li> <li>3. Charter or the Franchisee may (a) assign, transfer, or transfer control of its assets, including the Franchise, provided that such assignment, transfer, or transfer of control is to an entity directly or indirectly controlling, controlled by or under</li> </ol> <p style="text-align: center;">-1-</p>	<p>common control with Charter; (b) restructure debt or change the ownership interests among existing equity participants in Charter; (c) pledge or grant a security interest to any lender(s) of Charter's assets, including, but not limited to, the Franchisee, or of interest in Charter, for purposes of securing any indebtedness; and (d) sell equity interests in Charter or any of Charter's affiliates.</p> <ol style="list-style-type: none"> <li>4. Upon closing of the Transaction, Charter shall remain bound by the lawful terms and conditions of the Franchise and the Assumption Agreement, attached hereto and incorporated herein by reference as Exhibit A.</li> <li>5. This Resolution shall be deemed effective upon adoption.</li> <li>6. This Resolution shall have the force of a continuing agreement with Charter, Franchisee, and the City, and the City shall not amend or otherwise alter this Resolution without the consent of Franchisee and Charter.</li> <li>7. The Mayor of Somerset is hereby authorized to execute the Assumption Agreement between Charter and the City and Settlement Agreement between Franchisee and the City, attached hereto and incorporated herein by reference as Exhibit B.</li> </ol> <p>PASSED, ADOPTED AND APPROVED this <u>10<sup>th</sup></u> day of <u>August</u>, 2015.</p> <p>By:  Name: _____ Title: _____</p> <p>ATTEST:  Clerk</p> <p style="text-align: center;">-2-</p>
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- Agreements on file in City Clerk's Office or online at [www.cityofsomerset.com](http://www.cityofsomerset.com)

First reading was given of Ordinance No. 15-12:

**ORDINANCE NO. 15-12**

**THIS ORDINANCE NUMBER 15-12 FIXING THE TAX LEVY, AD VALOREM, FRANCHISE TAX, AND TAX FOR THE CITY OF SOMERSET, KENTUCKY, FOR THE FISCAL YEAR BEGINNING JULY 1, 2015 AND ENDING JUNE 30, 2016 PROVIDING PENALTY AND INTEREST FOR NON-PAYMENT.**

First reading was given of Ordinance No. 15-13:

**ORDINANCE NO. 15-13**

**AN ORDINANCE IMPOSING A BANK FRANCHISE AND LOCAL DEPOSIT TAX: SETTING FORTH TIME TABLES FOR THE COLLECTION OF SUCH TAX FOR THE YEAR 2015 AND ALL SUBSEQUENT YEARS: AND SETTING FORTH ENFORCEMENT PROCEDURES, INCLUDING PENALTIES FOR THE COLLECTION OF DELINQUENT TAXES.**

Mr. Burdine made a motion to go into executive session to discuss pending litigation for which disclosure of details might compromise litigation posture, pursuant to KRS 61.810(1)(c). Also to discuss personnel matters pursuant to KRS 61.810(1)(f). Mr. Burdine seconded the motion. Upon roll call the following Council Members voted "Aye": Mr. Minton, Mr. Mitchell, Mr. Bourne, Mr. Burnett, Mr. Burdine, Mr. T. Eastham, Mrs. Stringer, Mr. Wheeldon, Mr. J. Eastham, Mr. Girdler, Mr. New, and Mrs. Hunley.

No action taken in executive session.

There being no further business the meeting adjourned.

**APPROVED:** \_\_\_\_\_  
**MAYOR**

**ATTEST:** \_\_\_\_\_  
**CITY CLERK**