

RESOLUTION NO. 2014-070

**RESOLUTION CONSENTING TO TRANSFER OF CABLE FRANCHISE FROM
KNOLOGY OF THE BLACK HILLS, LLC TO CLARITY TELECOM, LLC**

WHEREAS, Knology of the Black Hills, LLC (“Franchisee”) currently holds a cable television franchise (“Franchise”) granted by the City of Rapid City, 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, 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 Common Council of the City of Rapid City as follows:

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 Finance Officer is authorized to enter into, execute, and deliver on behalf of the Municipality a certificate, along with other documents as may be necessary evidencing this Resolution without further action by this governing body.

Dated this _____ day of _____, 2014.

CITY OF RAPID CITY

Mayor

ATTEST:

Finance Officer

(SEAL)