

**BOARD OF SUPERVISORS
COUNTY OF SANTA BARBARA, STATE OF CALIFORNIA**

**A RESOLUTION AUTHORIZING
THE TRANSFER OF COUNTY
CABLE TELEVISION AND VIDEO
FRANCHISE FROM COXCOM,
LLC TO COX COMMUNICATIONS
CALIFORNIA LLC.**

RESOLUTION NO. _____

WHEREAS, CoxCom, LLC ("Cox") currently holds a franchise granted by the County of Santa Barbara, California (the "County") pursuant to Santa Barbara County Code Chapter 43 to own and operate a cable television system in the County (the "Franchise"); and

WHEREAS, Cox Communications California, LLC ("California LLC") is a wholly-owned subsidiary of Cox; and

WHEREAS, Cox and California LLC have entered into an Assignment and Assumption of Franchises and FCC Licenses and a Bill of Sale and Assignment of Assets (the "Agreements") under which California LLC will acquire all Cox's assets in the state of California, including the Franchise (the "Transaction"); and

WHEREAS, Cox and California LLC have submitted FCC Form 394 and other relevant information to the County and have provided the County with information regarding the Transaction required by applicable law (collectively, the "Application"); and

WHEREAS, California LLC has agreed that it will be subject to, and has committed to comply with, all the terms and conditions of the Franchise and applicable law; and

WHEREAS, the County has reviewed the Application, examined the legal, financial, and technical qualifications of California LLC, followed all required procedures to consider and act upon the Application; and

WHEREAS, the County has determined that California, LLC meets the legal, financial, and technical qualifications to become the franchisee under all federal, state, and local law, and that it is in the best interests of the County and its residents to approve the Application.

NOW, THEREFORE, BE IT RESOLVED:

1. The County Board of Supervisors, as Franchising Authority, in accordance with the terms of the Franchise, hereby consents to and approves the Transaction and the transfer of the Franchise to Cox Communications California, LLC.
2. The County hereby confirms that the Franchise is valid and outstanding and in full force and effect on the date hereof.
3. Effective on the closing date of the Transaction, Cox Communications California, LLC shall become the franchisee and shall be responsible for any obligations and liabilities under the Franchise, including pre-existing violations, liabilities and responsibilities.
4. This Resolution shall take effect upon its adoption and publication in accordance with applicable law.

PASSED AND ADOPTED at a regular meeting of the Board of Supervisors of the County of Santa Barbara, State of California held on this _____ day of _____ 2011, by the following vote:

AYES:

NOS:

ABSTAIN:

ABSENT:

ATTEST
CHANDRA L. WALLAR
CLERK OF THE BOARD

ACCEPTED AND AGREED
COUNTY OF SANTA BARBARA

BY: _____
Deputy

By: _____
Joni Gray, Chair
Board of Supervisors

APPROVED AS TO FORM:
DENNIS A. MARSHALL
COUNTY COUNSEL

APPROVED AS TO ACCOUNTING
ROBERT W. GEIS
AUDITOR CONTROLLER

By: _____ By: _____
Kevin E. Ready, Sr.
Sr. Deputy