

**A RESOLUTION OF THE MAYOR AND COMMON COUNCIL OF  
THE TOWN OF UNIVERSITY PARK APPROVING A SETTLEMENT  
AGREEMENT WITH COMCAST OF MARYLAND, LLC**

**WHEREAS**, Comcast of Maryland, LLC, (“Comcast”) holds a cable franchise issued by the Town of University Park (“Franchisor”) dated April 1, 1999, to Jones Communications of Maryland, Inc. (“Franchise Agreement”), which was transferred to Comcast; and

**WHEREAS**, the Franchise Agreement term has expired, but Comcast filed a Federal Cable Act Section 626 letter on July 15, 2011, and Comcast and Franchisor continue to operate under the Franchise Agreement;

**WHEREAS**, on April 10, 2014, Franchisor received from Franchisee an FCC Form 394 requesting that Franchisor consent, if such consent were required, to a proposed transaction in which the company controlling Franchisee, Comcast Corporation, would acquire Time Warner Cable (“Transaction”); and

**WHEREAS**, the parties have extended the deadline for the Franchisor to act on the request for approval of the Transaction through and including February 13, 2015 without any party waiving claims as to whether or not consent is required; and

**WHEREAS**, the Franchise Agreement states that the Franchisor, in determining whether to consent to a transfer, may consider without limitation the legal, financial, and technical qualifications of the transferee to operate the system; any potential impact of the Transfer on subscriber rates or services; and whether operation by the transferee or approval of the Transfer would adversely affects Subscribers, the County’s interest under the

Agreement, the Cable Ordinance, other applicable law, and is otherwise in the public interest;  
and

**WHEREAS**, Franchisor believes that Comcast is in noncompliance with a number of provisions of the Franchise Agreement; and

**WHEREAS**, Comcast disputes the Franchisor's allegations of noncompliance;

**WHEREAS**, Franchisor and Comcast have agreed to settle certain disputes regarding noncompliance by means of a Settlement Agreement, which is attached to this Resolution, while otherwise reserving all rights under the Franchise Agreement and the renewal process which addresses certain of the issues raised by the transfer; and

**WHEREAS**, the attached Settlement Agreement shall only be effective if Franchisor approves Comcast's request for Transfer approval, or permits such application to be deemed granted by the expiration of the period for review.

**NOW, THEREFORE, BE IT RESOLVED** by the Mayor and Common Council of University Park that the Settlement Agreement be and it is hereby approved in substantially the form attached; and it is further

**RESOLVED**, Town of University Park agrees that the time for review expires as of February 13, 2015; and be it further

**RESOLVED**, that the Mayor be and he hereby is authorized to sign the Settlement Agreement on behalf of the Town.

**ADOPTED** by the Mayor and Common Council of University Park at a regular meeting on the 2nd day of February, 2015.

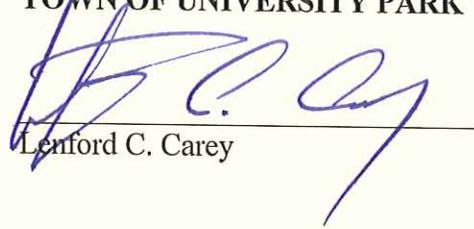
**EFFECTIVE** the 2nd day of February, 2015.

**WITNESS:**



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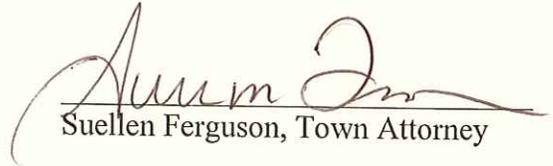
**MAYOR AND COMMON COUNCIL  
TOWN OF UNIVERSITY PARK**



A handwritten signature in blue ink, appearing to be "L.C. Carey", written over a horizontal line.

Lenford C. Carey

**APPROVED AS TO FORM  
AND LEGAL SUFFICIENCY:**



A handwritten signature in blue ink, appearing to be "Suellen Ferguson", written over a horizontal line.

Suellen Ferguson, Town Attorney