

franchise authority shall not be held in violation or noncompliance with the requirements of § 10 of the CCVSA, as to any such municipality or county, until the TRA has received the information requested and the holder has been given adequate time to comply with such PEG provisions.⁴ A notice in compliance with the requirements of § 10(a) of the CCVSA acts to trigger the franchise authority holder's obligation to make PEG access support payments,⁵ starts the clock running on the deadline for designating PEG channels,⁶ and initiates any other duties or obligations required of the state-issued franchise authority holder encompassed within § 10 of the CCVSA.

In light of the provisions of the CCVSA noted above, it is imperative that you respond promptly to this Notice by providing the TRA with the following information:

0 - (A) The number of activated PEG channels for such municipality or county, as well as the number authorized to be activated, if different; and

Not Applicable (B) The terms of any PEG support payments being provided by the incumbent service provider.⁷

Please send the above information to:

Tennessee Regulatory Authority
ATTN: Docket Room (08-00169)
460 James Robertson Parkway
Nashville, TN 37243

City of Algood, TN 3850
9/22/08

If you have already forwarded this information to the TRA upon receipt of the notice from the applicant service provider in accordance with § 10(a) of the CCVSA, please disregard this request. Should you have any questions or concerns regarding this matter, please feel free to contact me at (615) 741-2904 x150 or at the address listed above. Thank you for your cooperation and prompt attention in this matter.

Sincerest Regards,

Lisa Cooper

Lisa Cooper
TRA Programs Manager

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⁴ CCVSA § 15 (b)(2).

⁵ See, CCVSA § 10(j).

⁶ Pursuant to § 10(b) of the CCVSA, a state-issued franchise holder must designate PEG channels within 90 days of beginning to offer service.

⁷ CCVSA § 15(b)(1).

TENNESSEE REGULATORY AUTHORITY

Tre Hargett, Chairman
Eddie Roberson, Director
Sara Kyle, Director
Mary Freeman, Director



460 James Robertson Parkway
Nashville, Tennessee 37243-0505

September 19, 2008

City of Algood
ATTN: Mayor Pat Judd
108 East Main Street
Algood, TN 38506

RE: **NOTICE** of TRA Receipt of Application for Certificate of Franchise Authority and
OFFICIAL REQUEST for Information

Dear Mayor Judd:

On July 1, 2008, Public Chapter 932,¹ also known as the Competitive Cable and Video Services Act (the "CCVSA"), which was enacted by the 105th Tennessee General Assembly became effective. Pursuant thereto, on September 9, 2008, the Tennessee Regulatory Authority ("TRA" or "Department") received an application for a state-issued certificate of franchise authority to provide cable or video service in your municipality or unincorporated area from Charter Communications Operating LLC ("Charter").

In addition to conferring certain benefits, the CCVSA imposes specific obligations upon applicants, municipalities and counties, and the TRA. First, pursuant to § 6(a) and § 18(1) of the CCVSA, the applicant/service provider is required to provide a notice, contemporaneously with the filing of its application for a state-issued certificate of franchise authority with the TRA, to the local governments encompassed within its intended service area. Therefore, as an initial matter, you should have already received a notice from Charter advising that it has filed such an application with the TRA.

Next, in order for the affected local governments to receive or continue receiving certain benefits related to public, educational, and governmental ("PEG") access channels, § 10(a) of the CCVSA states,

A county or municipality shall, within ten (10) days following receipt of an application for a state-issued certificate of franchise authority from a cable or video service provider seeking approval to provide cable or video service to the county or municipality, provide notice to the [TRA] regarding the number of [PEG] access channels. . . that have been activated and are authorized to be activated and the amount of any fee or other payment for PEG support required under the terms of the franchise agreement with the incumbent cable service provider with the most subscribers in the municipality or county on January 1, 2008, whether or not such agreement had expired. . .²

Further, § 15(b)(1) of the CCVSA requires the TRA upon receipt of an application for a state-issued certificate of franchise authority to notify all municipalities or counties identified as part of the applicant's service area to obtain certain information related to PEG access channels. The TRA is required to "compile and keep current the information it receives from municipalities, counties, or local governments for the use of holders of state-issued certificates of franchise authority"³ and the Tennessee General Assembly.

IT IS IMPORTANT TO NOTE THAT, according to the CCVSA, if a municipality or county fails to provide PEG information after being requested to do so by the TRA, a holder of a state-issued certificate of

¹ 2008 Tenn. Pub. Acts 932.

² CCVSA § 10(a).

³ CCVSA § 15 (b)(2).

franchise authority shall not be held in violation or noncompliance with the requirements of § 10 of the CCVSA, as to any such municipality or county, until the TRA has received the information requested and the holder has been given adequate time to comply with such PEG provisions.⁴ A notice in compliance with the requirements of § 10(a) of the CCVSA acts to trigger the franchise authority holder's obligation to make PEG access support payments,⁵ starts the clock running on the deadline for designating PEG channels,⁶ and initiates any other duties or obligations required of the state-issued franchise authority holder encompassed within § 10 of the CCVSA.

In light of the provisions of the CCVSA noted above, it is imperative that you respond promptly to this Notice by providing the TRA with the following information:

- (A) The number of activated PEG channels for such municipality or county, as well as the number authorized to be activated, if different; and *not active*
- (B) The terms of any PEG support payments being provided by the incumbent service provider.⁷ *- 0 -*

Please send the above information to:

**Tennessee Regulatory Authority
ATTN: Docket Room (08-00169)
460 James Robertson Parkway
Nashville, TN 37243**

If you have already forwarded this information to the TRA upon receipt of the notice from the applicant service provider in accordance with § 10(a) of the CCVSA, please disregard this request. Should you have any questions or concerns regarding this matter, please feel free to contact me at (615) 741-2904 x150 or at the address listed above. Thank you for your cooperation and prompt attention in this matter.

Sincerest Regards,



Lisa Cooper
TRA Programs Manager

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⁴ CCVSA § 15 (b)(2).

⁵ See, CCVSA § 10(j).

⁶ Pursuant to § 10(b) of the CCVSA, a state-issued franchise holder must designate PEG channels within 90 days of beginning to offer service.

⁷ CCVSA § 15(b)(1).


**ACCEPTANCE
of
THE INTERMEDIA PARTNERS FRANCHISE ORDINANCE**

On May 27, 1997, the City of Sharon passed an Ordinance (the "The InterMedia Partners Franchise Ordinance") granting a franchise to InterMedia Partners of West Tennessee, L.P. ("Grantee") to build, construct, operate and maintain a cable television system in the City of Sharon, Tennessee. Pursuant to Section 16 of the Ordinance, the effective date of this Ordinance and the commencement date of the franchise term is July 15, 1997.

Grantee hereby accepts the Ordinance and the franchise granted therein, and Grantee agrees to be bound by and comply with all the terms and conditions of the Ordinance.

INTERMEDIA PARTNERS OF WEST TENNESSEE

DATED: 7/15/97

By: 
Name: Bruce J. Stewart
Title: Vice President, Legal Affairs

RESOLUTION NO. 1999-5-17

**RESOLUTION OF THE CITY OF SHARON,
TENNESSEE APPROVING THE ASSIGNMENT AND
TRANSFER OF CABLE TELEVISION FRANCHISE
FROM INTERMEDIA PARTNERS OF WEST
TENNESSEE, L.P. TO CHARTER
COMMUNICATIONS, LLC.**

WHEREAS, InterMedia Partners of West Tennessee, L.P. ("Franchisee") owns, operates, and maintains a cable television system ("System") in the City of Sharon ("Franchise Authority"), pursuant to Ordinance, dated May 27, 1997 (the "Franchise") and Franchisee is the current authorized holder of the Franchise; and

WHEREAS, Franchisee is proposing to close a transaction (the "Transaction") to assign and transfer the assets, including the franchise, of the cable television system which serves your community (the "System") to Charter Communications, LLC (referred hereinafter, along with affiliate entities, as "Charter"), subject to, among other conditions, any required approval of the Franchise Authority with respect thereto; and

WHEREAS, pursuant to an Asset and Stock Purchase Agreement dated April 20, 1999, Franchisee will sell the System to Charter; and

WHEREAS, Franchisee and Charter have requested consent from the Franchise Authority to assign and transfer the System, including the Franchise, to Charter as described herein in accordance with the requirements of the Franchise; and

WHEREAS, the Franchise Authority has determined that the Transaction and the approval of the assignment and transfer of the System, including the Franchise, to Charter is in the best interests of the residents of the City of Sharon.

**NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF
THE CITY OF SHARON AS FOLLOWS:**

Section 1. The Franchise Authority hereby consents to and approves of the Transaction, including the assignment and transfer of the assets of the System, which includes all rights and obligations under the Franchise, to Charter which accrue from and after the date of the consummation of the Transaction (the "Closing Date").

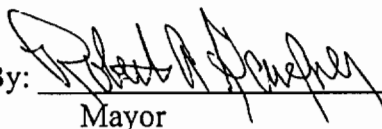
Section 2. The assignment and transfer of the System, including the Franchise, to Charter and Charter's obligations under the Franchise which accrue from and after the Closing Date shall be contingent upon and take effect only on the Closing Date. The consent and approval hereby given do not constitute and shall not be construed to constitute a waiver of any rights or obligations of any franchisee under the Franchise.

Section 3. The Franchise Authority confirms that, as of the date of this Resolution: (a) the Franchise is valid and remains in full force and effect, and expires on July 15, 2012, subject to options in the Franchise, if any, to extend such term; (b) the Franchise represents the entire understanding of the parties and supersedes all other agreements between the parties; and (c) Franchisee is materially in compliance with the provisions of the Franchise, and there exists no known fact or circumstance which constitutes or which, with the passage of time or the giving of notice or both, would constitute a default or breach under the Franchise, or would allow the Franchise Authority to cancel or terminate the rights thereunder except upon the expiration of the full term thereof.

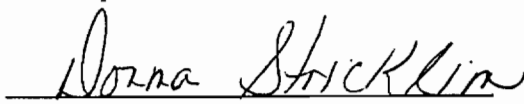
Section 4. Charter may (a) assign or transfer the cable system assets, including the Franchise, provided, however, that such assignment or transfer is to a parent or subsidiary of Charter or another entity under direct or indirect control of Paul Allen; (b) restructure or change the ownership interests among existing equity participants in Charter, and/or its affiliates; (c) pledge or grant a security interest to any lender(s) of Charter or its affiliates, including but not limited to the Franchise, or of interests in Franchisee for purposes of securing an indebtedness, without obtaining prior consent of Grantor; (d) sell capital stock of Charter or any of its affiliates in a transaction commonly known as an "initial public offering" provided that Charter represents in writing to Grantor that such transaction will have no foreseeable effect on the management and operation of the cable television system in the franchise service area.

Section 5. This Resolution shall be deemed effective as of the date of its passage.

PASSED, ADOPTED AND APPROVED by the City Council of City of Sharon
this 17th day of May, 1999.

By: 
Mayor

ATTEST:


Clerk

APPROVED AS TO FORM:

[Title]

I, the undersigned, being duly appointed, qualified and acting as Clerk of the City of Sharon, Tennessee, hereby certify that the foregoing Resolution No. ____ is a true, correct and accurate copy as duly and lawfully passed and adopted by the City Council on the 17th day of May, 1999.

Dona Stucklin
Clerk

Kenny McBride
CARROLL COUNTY MAYOR
CARROLL COUNTY OFFICE COMPLEX
625 HIGH STREET, SUITE 101
HUNTINGDON, TENNESSEE 38344
PHONE (731) 986-1936 • FAX (731) 986-1935
E Mail kmcbride@carroll.tn.org

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T.R.A. DOCKET ROOM
8

September 22, 2008

Tennessee Regulatory Authority
ATTN: Lisa Cooper
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

RE: Franchise Agreement – Carroll County

Dear Ms. Cooper:

In reference to your letter dated September 19, 2008, to my knowledge, Carroll County has never had a franchise agreement with Charter Communications. We have never received a notice from Charter advising that it has been filed with the TRA.

If you need additional information, please contact me at my office.

Sincerely,



Kenny McBride
County Mayor

KM/mje



Town of Mount Carmel

GARY LAWSON, MAYOR

100 East Main Street, P.O. Box 1421

Mount Carmel, Tennessee 37645

Phone (423) 357-7311 Fax (423) 357-7710

E-Mail mcch@chartertn.net

September 22, 2008

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T.R.A. DOCKET ROOM

Lisa Cooper
Tennessee Regulatory Authority
ATTN: TRA docket Room (08-00169)
460 James Robertson Parkway
Nashville, TN 37243-0505

Re: Charter Cable Television Franchise with the Town of Mount Carmel

Dear Ms. Cooper:

Thank you for your letter of September 19, 2008, regarding the above-noted matter. On September 15, 2008, I mailed you a letter regarding same. The letter to you was as follows. In accordance with the recently enacted State of Tennessee's "Competitive Cable and Video Serve Act", and after being notified by letter from Charter Communications Operating, LLC, of their applying for a state-issued certificate, I am notifying you of our government access Channel 16 provided by Charter Communications Operating, LLC. I am also notifying you of the locations of the free cable service provided by Charter Communications Operating, LLC. Our current agreement with Charter Communications Operating, LLC expires November 22, 2014. The free cable service locations are as follows:

Mount Carmel City Hall
100 E Main Street
Mount Carmel, TN 37645

Mount Carmel Police/Fire Department
211 Hammond Avenue
Mount Carmel, TN 37645

Mount Carmel Public Works Department
201 Hammond Avenue
Mount Carmel, TN 37645

Mount Carmel Library
100½ E Main Street
Mount Carmel, TN 37645

Mount Carmel Wastewater Treatment Plant
116 Seminole Drive
Mount Carmel, TN 37645

Mount Carmel Animal Control
118 Seminole Drive
Mount Carmel, TN 37645

Mount Carmel Elementary School
127 Cherry Street
Mount Carmel, TN 37645

Tennessee Regulatory Authority
September 22, 2008
Page 2

However, I failed to provide you with the terms of any PEG support payments being provided by the incumbent service provider. In accordance with our Franchise Agreement, Section 13.3 *Franchising Authority reserves its right to require Grantee to provide one channel on the Cable System for use by the Franchising Authority for non-commercial, video programming for education and government access programming. Franchising Authority shall give Grantee six months (6) advance written notice of its intent to activate the aforementioned channel.* It also provides, in Section 13.4 *If Franchising Authority activates the channel referenced in 13.3, Grantee shall maintain a return path and all equipment necessary for the Franchising Authority to transmit the EG Channel from the Town Administration building. Said equipment is limited to transmit and receive equipment and does not include cameras, editing, playback equipment or any other equipment the Franchising Authority may need in order to create programming on the Franchising Authority's EG channels.* 13.5 EG Funding. Left Blank intentionally.

Should you have any questions, please do not hesitate to call me at 423-357-7311.

Sincerely,
TOWN OF MOUNT CARMEL


Marian Sandidge, City Recorder



UNION CITY TENNESSEE

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T.R.A. DOCKET ROOM

September 22, 2008

Tennessee Regulatory Authority
ATTN: Docket Room (08-00169)
460 James Robertson Parkway
Nashville, TN 37243

Dear Ms. Cooper:

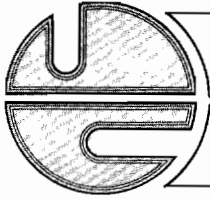
We are in receipt of your letter of September 19, 2008 regarding Charter Communications Operating LLC's application for a state-issued certificate of franchise authority. We have also received notification from Charter.

The current franchise agreement does not provide for PEG channels nor are any activated. If you have further questions, please let me know.

Yours truly,

Don Thornton
City Manager

DT/cm



City of Johnson City Tennessee

601 East Main Street • P.O. Box 2150 • Johnson City, TN 37605 • 423/434-2600

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PM 3:2

T.R.A. DOCKET ROOM

ASSISTANT CITY MANAGER

22 September 2008

Tennessee Regulatory Authority
ATTN: DOCKET ROOM (08-00169)
460 James Robertson Parkway
Nashville, TN 37243-0505


RE: OFFICIAL REQUEST FOR INFORMATION
CHARTER COMMUNICATIONS- PEG CHANNELS

Ladies and Gentlemen:

Today this office received correspondence from Lisa Cooper of the Tennessee Regulatory Authority requesting information pertaining to the PEG channels currently in operation or authorized by the franchise agreement with Charter Communications.

Please be advised that one (1) PEG channel is authorized under the terms of the current franchise agreement with Charter Communications and that channel is active. No PEG support payments are currently being provided by Charter Communications.

Please contact this office should you have any questions or require further information.

Sincerely,

Charles J. Stahl, IV
Assistant City Manager

Xc: Becky Hilbert
Director of Community Relations