

NOV 19 2002 *gg/ala*

RESOLUTION NO. 2002-M-49

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF ORANGE COUNTY, FLORIDA, APPROVING THE TRANSFER OF CONTROL OF THE CABLE TELEVISION FRANCHISE FROM AOL TIME WARNER ("AOLTW"), THE PARENT COMPANY OF THE FRANCHISEE, TIME WARNER ENTERTAINMENT-ADVANCE/NEWHOUSE PARTNERHSIP, D/B/A/ TIME WARNER CABLE, TO ADVANCE/NEWHOUSE, AND PROVIDING AN EFFECTIVE DATE

WHEREAS, on July 23, 2002, Orange County, Florida ("County") received an FCC 394 Application for consent by the Board of County Commissioners to a proposed change of control and transfer of the Time Warner Entertainment-Advanced/Newhouse Partnership ("Franchisee" and/or "Transferor") cable television franchise to TWEAN Subsidiary, LLC ("Transferee"); and

WHEREAS, pursuant to Ordinance No. 98-20, and further amended by Ordinance 2001-25 on December 18, 2001 ("Ordinance") of the County and the Time Warner Entertainment-Advance/Newhouse Partnership, d/b/a Time Warner cable franchise agreement ("Franchise Agreement" or "Franchise"), no such change of control or transfer may occur without prior approval of the Board of County Commissioners; and

WHEREAS, the Transferee is a wholly-owned subsidiary of the Transferor. However, Advanced/Newhouse Partnership, a general partner of the Transferor, will manage the day to day business of the Transferee and the economic interest of the Transferee; and

WHEREAS, the County has required that Transferee fulfill the obligations of the Ordinance and Franchise Agreement, and any and all agreements/documents related thereto and provide information on the proposed transaction including details on the legal

financial, technical and other qualifications of the Transferee and on the potential impact of the transfer on subscriber rates and service; and

WHEREAS, Franchisee has provided to the County such information as requested and has submitted to the County a complete FCC 394 Application and thus, has provided the basis for the County to consider the Transferee's legal, financial and technical qualifications; and

WHEREAS, the proposed Transferee as a condition precedent to approval of this Resolution has provided its agreement to a) assume and guarantee the liabilities and performance of Franchisee under the terms of the Ordinance, Franchise Agreement and any and all other agreements/documents related thereto and b) comply with all provisions of the Memorandum Agreement incorporated herein as Exhibit A, attached hereto; and

WHEREAS, under FCC Rule 47 CFR § 76.502, the County has 120 days, plus any extensions thereto, from the date of submission of a completed FCC Form 394, together with all exhibits, and any additional information required by the Franchise Agreement or applicable state or local law, to act upon an application to sell, assign, or otherwise transfer controlling ownership of a cable system; and

WHEREAS, it is the County's duty to review the qualification of the Transferee based upon a completed FCC 394 application, including, but not limited to its financial, legal and technical qualification to satisfy the obligations of the Franchise.

WHEREAS, based upon the proposed Transferee's execution of the Memorandum Agreement setting forth certain obligations of the Franchisee and Advanced/Newhouse's guarantee of said obligations.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF ORANGE COUNTY, FLORIDA.

Section 1: The recitals and findings contained in the preamble to this Resolution are adopted by reference and incorporated herein, as if fully set forth in this Section.

Section 2: The County hereby grants its consent to the transfer of the Time Warner Entertainment-Advanced/Newhouse d/b/a Time Warner Cable, cable television franchise, based on the proposed Transferee's execution of the Memorandum Agreement and findings of the Board of County Commissioners with respect to the proposed Transferee's legal, financial, technical and other qualifications.

Section 3: The County reserves all of its rights pursuant to federal, state and local law including, but not limited to, the rights in (a) the Franchise renewal process including, but not limited to, the right to consider violations of the Franchise in any subsequent renewal considerations, regardless of whether such violations occurred prior to the effective date hereof; (b) the Franchise transfer process including, but not limited to, the right to act upon any application to sell, assign or otherwise transfer controlling ownership or other interest of the cable system; and (c) the enforcement of the Ordinance, Franchise Agreement and any and all agreements/documents related thereto.

Section 4:

a. This approval does not waive the reservation of the County's rights and authority with respect to enforcement of Franchisee's compliance with applicable law including, but not limited to, the Ordinance, Franchise Agreement and any and all


agreements/documents related thereto. Franchisee remains liable for any and all violations of law and of the Ordinance, Franchise Agreement and any and all agreements/documents related thereto, known or unknown, notwithstanding whether such violation arose prior to the effective date hereof.

b. Franchisee remains obligated to comply with all other applicable legal requirements and the County does not waive and expressly reserves the right to enforce full compliance with applicable federal law, state law, Ordinance and Franchise Agreement requirements.

Section 5: This Resolution shall become effective upon the date of its adoption herein.

ADOPTED THIS 19th DAY OF November, 2002.

ORANGE COUNTY FLORIDA
By: Board of County Commissioners


Richard T. Crotty
Orange County Chairman

ATTEST: Martha O. Haynie, County Comptroller
As Clerk of the Board of County Commissioners


Deputy Clerk

