

OCT 11 2005 KSL/BS

RESOLUTION
of the
ORANGE COUNTY BOARD OF COUNTY COMMISSIONERS
regarding
**SALE AND TRANSFER OF THE CABLE TELEVISION
FRANCHISE FROM ADELPHIA COMMUNICATIONS TO
COMCAST COMMUNICATIONS**

Resolution No. 2005-M-43

WHEREAS, Adelphia is currently in Chapter 11 bankruptcy proceedings, and as a result, desires to transfer its cable system and its franchise agreements, including the cable television franchise granted by the County; and

WHEREAS, pursuant to an Asset Purchase Agreement dated April 20, 2005 between Adelphia and TWNY, the right to purchase the Adelphia's cable system will be assigned by TWNY to a wholly owned subsidiary of TWNY, Cable Holdco II, which will purchase the cable system and franchise (the "Adelphia Transaction"); and

WHEREAS, pursuant to an Exchange Agreement dated April 20, 2005 between TWC and Comcast, the franchisee Cable Holdco Exchange II LLC will become a 100 percent indirect subsidiary of Comcast (the "Exchange Transaction"); and

WHEREAS, on June 16, 2005, the Orange County, Florida (the "County"), received two FCC 394 applications requesting the County to consent to the Adelphia Transaction and the Exchange Transaction; and

WHEREAS, pursuant to cable Ordinance No. 98-20 of the Orange County Code of Ordinances and the Adelphia Franchise granted thereunder, no such sale, assignment and transfer may occur without prior approval of the Board of County Commissioners; and

WHEREAS, pursuant to applicable federal law the County is required to take action to grant or deny the application within one hundred twenty (120) days of receipt or the application shall be automatically deemed approved; and

WHEREAS, it is the County's intent to take any and all appropriate action to avoid any such automatic approval; and

WHEREAS, the County has required that the Applicant fulfill the obligations of the Cable Ordinance and the Franchise and provide information on the proposed transaction including details regarding the legal, financial, and technical qualifications of the Transferee and such other information as may be in the public interest; and

WHEREAS, the County has relied on information provided by both the proposed Transferor and the Transferee; and

WHEREAS, the County has required a written "Cable Franchise Transfer Agreement" from Adelphia, Cable Holdco II, TWNY, and Parnassos, a subsidiary of Comcast of the terms and conditions of this Resolution and the Franchise as a condition precedent to the adoption of this Resolution (Cable Franchise Transfer Agreement attached hereto as Exhibit A).

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

Section 1. Orange County hereby consents to the sale and assignment of the Adelphia cable television Franchise from Adelphia to Cable Holdco II, a subsidiary of TWNY, and the subsequent change of control of Cable Holdco II from TWC to Parnassos, a subsidiary of Comcast, on the condition that within ten (10) business days of adoption of this Resolution by the Board of County Commissioners, the County is in receipt of an executed Cable Franchise Transfer Agreement in the form attached hereto. In the event the County does not receive the executed Cable Franchise Transfer Agreement within ten (10) business days, the condition precedent will not have been satisfied and this Resolution will act as a denial without waiving any of the County's rights pursuant to applicable federal law, thereby avoiding automatic approval.

Section 2. That the consent granted herein does not constitute and should not be construed to constitute a waiver or release of any obligations of Adelphia under the cable Ordinance and the cable television Franchise granted pursuant to the Ordinance, and transferred pursuant to Resolution 2005-M-43 until such time and except to the extent that such obligations become the obligations of Transferee as a result of the transfer.

Section 3. That the consent granted herein does not constitute and should not be construed to constitute a waiver or release of any obligations of Cable Holdco II under the Cable

Ordinance and the cable Franchise transferred pursuant to Resolution 2005-M-43, except to the extent such obligations are satisfied by Adelphia.

Section 4. That the consent granted herein does not and should not be construed to constitute a waiver of any right of the County under and any applicable federal, state and local law including, but not limited to the Cable Ordinance and the cable television Franchise; and further, this consent shall not prejudice the County's rights with respect to the enforcement, renewal or subsequent transfer of the cable television Franchise and any amendments thereto or agreements in connection therewith.

Section 5. That the consent granted herein is conditioned upon execution by all named parties of the Cable Franchise Transfer Agreement attached hereto.

Section 6. Notwithstanding anything to the contrary, if the County is not in receipt of the executed Cable Franchise Transfer Agreement in the form attached hereto within the timeframe required by Section 1 hereof, the County hereby denies the pending application to sell and assign the cable franchise currently held by Adelphia to Cable Holdco II, a subsidiary of TWNY and the subsequent transfer of control of Cable Holdco II to Parnassos, a subsidiary of Comcast.

Section 7. In the event of a denial of the pending application pursuant to Section 6 above nothing herein shall be deemed a waiver of the parties' right to re-submit said application to the County.

Section 8. That the County hereby 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 (b) the Franchise transfer process including, but not limited to, the right to act upon any application to

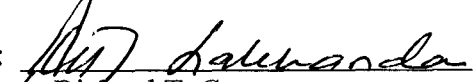
sell, assign or otherwise transfer controlling ownership of the cable system; (c) the enforcement of the current Cable Ordinance, and the current cable television Franchise.

Section 9. That the consent granted herein is subject to Cable Holdco II's compliance with all other applicable legal requirements and the County does not waive and expressly reserves the right to enforce any non-compliance with the applicable Ordinance(s) and Franchise requirements that arise subsequent to the closing of the Adelpia Transaction and the Exchange Transaction.

Section 10. That this Resolution shall become effective upon the date of its adoption herein.

ADOPTED THIS 11TH DAY OF OCTOBER, 2005.

ORANGE COUNTY, FLORIDA
By: Board of County Commissioners

By: 
Richard T. Crotty
Orange County Mayor

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

By: 
Deputy Clerk

