

OCT 10 1995 *guyala*

RESOLUTION NO. 95-M-98

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF ORANGE COUNTY, FLORIDA APPROVING THE ASSIGNMENT AND TRANSFER OF CONTROL OF THE CABLE TELEVISION FRANCHISE FROM CABLEVISION INDUSTRIES OF MIDDLE FLORIDA, INC. ("CVI MAGNA") TO CABLEVISION INDUSTRIES CORPORATION AND TIME WARNER, INC. ("TWI"); AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, Cablevision Industries of Middle Florida, Inc. ("CVI Magna"), currently holds a nonexclusive franchise to engage in the business of cable television within unincorporated Orange County, Florida (the "Franchise");

WHEREAS, the Franchise was granted to CVI Magna on July 2, 1981;

WHEREAS, pursuant to the Franchise, CVI Magna owns, operates and maintains a cable television system in Orange County (the "System");

WHEREAS, on February 6, 1995, Time Warner, Inc. ("TWI") and Cablevision Industries Corporation ("CIC") entered into a series of agreements pursuant to which a wholly owned subsidiary of TWI will merge with and into CIC and, upon completion of the merger and related transactions, CIC will become a subsidiary of TWI;

WHEREAS, TWI and CVI Magna have entered into a series of agreements in which TWI has agreed to acquire from CVI Magna, and CVI Magna has agreed to transfer the System and the Franchise to CIC;

WHEREAS, after such transfer CIC will own the System and will be the cable franchisee and TWI will control the System and Franchise through TWI's ownership and control of CIC (collectively the "Transfer"), all as set forth in the Purchase Agreement and Supplemental Agreement, each dated as of February 6, 1995;

WHEREAS, TWI and CVI Magna have jointly submitted to Orange County, Florida, an application on Federal Communications Commission ("FCC") Form 394 for consent to the Transfer and have submitted such other information concerning the Transfer as required by the Franchise, applicable law, and the Orange County Cable Television Ordinance (collectively the "Transfer Application");

WHEREAS, TWI has the technical ability, financial capability and legal qualifications to operate a cable television system; and

WHEREAS, no reason has been shown why a transfer of franchise should not be granted.

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

Section 1. Control of the Franchise granted to CVI Magna on July 2, 1981 is hereby approved to be transferred to TWI, and the Franchise is hereby approved to be transferred to CIC, to have and to hold for the remaining term of the franchise, subject to all the following terms and conditions.

a) CIC and TWI shall comply with all the provisions of the Franchise, the control of which is being transferred;

b) CIC and TWI shall abide by all the provisions of the Orange County Cable Television Ordinance, as it may be amended from time to time, and all the provisions of any other applicable laws, ordinances or regulations, as they may be amended from time to time;

c) CIC and TWI shall assume all obligations and liabilities under the Franchise, including, without limitation, all obligations of CVI Magna, if any, as are currently required to have been performed by may not have been performed;

d) TWI agrees that neither the County's consent to transfer of control of the Franchise pursuant to the transaction nor the completion of the transaction shall in any way diminish or otherwise affect adversely any right that

the County has, may have, or may at any time or in any manner subsequently acquire, with respect to any matter, and shall not diminish or otherwise affect adversely any right the County would have had with respect to any matter, including, but not limited to, any renewal of the Franchise or the County's right to consider pre-transaction breaches in any renewal, and any right of the County to compensation or other remedies in respect of alleged prior breaches of the Franchise or any other prior commitment made with respect to performance under the Franchise, had the transaction or the County's consent to the transfer of the Franchise pursuant to the transaction never occurred;

e) In the event of any breach of any of the material terms or conditions of this Resolution or any persistent failure to comply with any term or condition of this Resolution, which breach or persistent failure shall continue for more than thirty (30) days after notice from the County, such breach or failure shall constitute a material breach of the Franchise and the thirty (30) day cure period described above shall satisfy the cure period under the Franchise and shall entitle the County to all rights and remedies under the Franchise for such a breach and under applicable law; and

f) The County Administrator is authorized to prepare and execute any agreements or other documents necessary or appropriate to implement this Resolution, provided such have been approved as to form by the Office of the County Attorney.

Section 2. Prior to the Transfer becoming effective:

a) CIC shall become a signatory to the franchise document;

b) CVI Magna shall pay all costs and expenses that the County has incurred or incurs for the services of third parties (including attorneys and other consultants) in connection with the County's consideration, approval, and implementation of the Transfer Application and this Resolution, and such costs and expenses shall be paid within five (5) business days after receipt of any request for payment from the County, and none of such costs and expenses or the payment thereof shall constitute an offset against the franchise fees or other amounts due the County pursuant to the Franchise or otherwise.

c) CIC and TWI shall execute and deliver to the County a document embodying their agreement to all the terms and conditions of subsections 1 a), b), c) and d) of this Resolution in form and substance satisfactory to the Office of the County Attorney, and such document shall be executed

and delivered within fifteen (15) business days after adoption of this Resolution.

ADOPTED THIS 10th DAY OF October, 1995.

ORANGE COUNTY, FLORIDA

BY: James C. Bonat
for County Chairman

DATE: OCT 10 1995

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

BY: Ray M. Haynie
Deputy Clerk

