

OCT 10 1995

*J. W. Lala*

RESOLUTION NO. 95-M-99

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

WHEREAS, Cablevision Industries of Central Florida, Inc. ("CVI Winter Garden"), a Florida corporation, 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 Winter Garden on April 29, 1982;

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

WHEREAS, CVI Winter Garden is currently controlled by Cablevision Industries Corporation ("CIC") and CIC's principal shareholder, Mr. Alan Gerry, an individual residing in Liberty, New York ("Principal Shareholder");

WHEREAS, TWI, CIC and the Principal Shareholder have entered into an Agreement and Plan of Merger in which a wholly owned subsidiary of TWI will merge with and into CIC and, upon completion of the transaction, CIC will become a subsidiary of TWI, and TWI will then control CVI Winter Garden and the System (the "Transfer"), all as set forth in the Agreement and the Supplemental Agreement, each dated February 6, 1995;

WHEREAS, after the completion of the Transfer, CVI Winter Garden will continue to own the System and will continue to be the cable franchisee in Orange County, Florida, and TWI will control CVI Winter Garden, the System and the Franchise through TWI's ownership and control of CIC;

WHEREAS, TWI, CIC and CVI Winter Garden 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 the 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 Winter Garden on April 29, 1982 is hereby approved to be transferred to TWI, to have and to hold for the remaining term of the franchise, subject to all the following terms and conditions:

a) CVI Winter Garden shall continue to comply with and TWI shall comply with all the provisions of the Franchise, the control of which is being transferred;

b) CVI Winter Garden shall continue to abide by 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) CVI Winter Garden shall continue to assume and TWI shall assume all obligations and liabilities under the Franchise, including, without limitation, all obligations of CVI Winter Garden, if any, as are currently required to have been performed but 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) CVI Winter Garden 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, and 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.

b) CVI Winter Garden 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) and c) 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 10<sup>th</sup> DAY OF October, 1995.

ORANGE COUNTY, FLORIDA

BY:

Jean C. Barnett  
County Chairman

DATE:

OCT 10 1995

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

BY:

Martha O. Haynie  
Deputy Clerk

