

APPROVED  
BY ORANGE COUNTY BOARD  
OF COUNTY COMMISSIONERS

~~JUN 27 2000~~ VS/BS

RESOLUTION NO. 2000-M-29

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

WHEREAS, Time Warner Entertainment-Advance/Newhouse Partnership d/b/a Time Warner Communications, ("TWC"), currently holds a nonexclusive franchise to engage in the business of cable television within unincorporated Orange County, Florida (the "Franchise");

WHEREAS, TWC is presently subject to the control of its parent company, Time Warner, Inc. ("TWI");

WHEREAS, the Franchise was granted on August 14, 1987, and is scheduled to expire on August 13, 2002;

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

WHEREAS, America Online, Inc. ("AOL") and TWI have entered into an agreement whereunder they have agreed to merge and have formed a new holding company, AOL Time Warner, Inc, a Delaware Corporation;

WHEREAS, after the closing of the merger of AOL and TWI, AOL and TWI will exist as wholly owned subsidiaries of AOL Time Warner, and TWC will continue to operate the franchise thereafter under the control of AOL Time Warner;

WHEREAS, on February 9, 2000, TWC submitted to Orange County, Florida, an application on Federal Communications Commission ("FCC") Form 394 for consent to the transfer of control of the Franchise to AOL Time Warner (the "Transfer"), and subsequently paid the application fee

and submitted such other information concerning the Transfer as required by the Franchise, applicable law, and the Orange County Cable Television Ordinance;

WHEREAS, AOL Time Warner has the technical ability, financial capability and legal qualifications to control TWC, which shall continue to operate the System; and

WHEREAS, no reason has been shown why consent to the Transfer 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 is hereby approved to be transferred to AOL Time Warner, subject to all the following terms and conditions:

a) TWC shall continue to comply with all the provisions of the Franchise, the control of which is being transferred;

b) TWC shall continue to abide by all the provisions of the Orange County Cable Television Ordinance (98-20), and all the provisions of any other applicable laws, ordinances, or regulations, as they may be amended from time to time;

c) TWC shall continue to hold all obligations and liabilities under the Franchise, including, without limitation, all obligations, if any, as are currently required to have been performed but may not have been performed;

d) 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 assignment and transfer of the Franchise pursuant to the transaction never occurred;

c) 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

d) 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. The consent to the Transfer shall become effective subject to the completion of the following:

a) TWC executes and delivers to the County a document embodying its agreement to all the terms and conditions of subsections 1 a), b), c), d) and e) of this Resolution in form and substance satisfactory to the Office of the County Attorney; and

b) TWC pays all costs and expenses that the County has incurred for the services of third parties (including attorneys and other consultants) in connection with the County's

consideration, approval, and implementation of the application to Transfer and this Resolution, with such costs and expenses to be paid within five (5) business days after receipt of any request for payment from the County.

Section 3. This Resolution shall become effective on the date of its adoption.

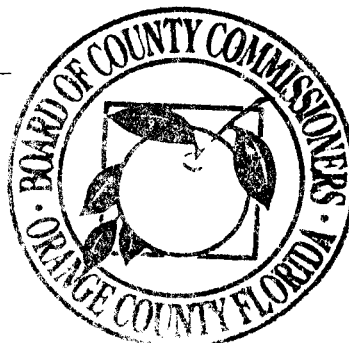
ADOPTED THIS 27<sup>th</sup> DAY OF JUNE 2000.

ORANGE COUNTY, FLORIDA

By: Mel Martinez  
Mel Martinez, County Chairman

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

By: Martha O. Haynie  
Deputy Clerk



jp2:ordres;aoltworesolution  
06/06/2000