

RESOLUTION NO. 38-10-05

A RESOLUTION OF THE TOWN COMMISSION OF THE TOWN OF LAKE PARK, FLORIDA, APPROVING THE SALE AND ASSIGNMENT OF THE SOUTHEAST FLORIDA INC. ("ADELPHIA") CABLE TELEVISION FRANCHISE, TO CABLE HOLDCO EXCHANGE II, LLC, A SUBSIDIARY OF TIME WARNER CABLE INC. ("TIME WARNER CABLE") AND THE TRANSFER FROM TIME WARNER CABLE INC. TO PARNASSOS, L.P., A SUBSIDIARY OF COMCAST CORPORATION ("COMCAST"); AND PROVIDING FOR AN EFFECTIVE DATE.

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 Town; and

WHEREAS, pursuant to an Asset Purchase Agreement dated April 20, 2005 between Adelphia and TWNY, the right to purchase the Adelphia 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, control of the franchisee Cable Holdco Exchange II LLC will be transferred to Parnassos, a then 100 percent indirect subsidiary of Comcast (the "Exchange Transaction") and

WHEREAS, the Town of Lake Park (the Town) has the authority to authorize franchises for cable systems within its boundaries; and

WHEREAS, the Town Commission of the Town of Lake Park adopted Ordinance No. 8 on August 6, 1998, approving a franchise agreement with Southeast Florida Cable, Inc. d/b/a Adelphia Cable Communications; and

WHEREAS, on June 13, 2005, the Town received two FCC 394 applications requesting that the Town consent to the proposed sale and assignment of the Southeast Florida Inc. ("Adelphia") cable television Franchise to Cable Holdco Exchange II, LLC, a subsidiary of Time Warner Cable Inc. ("Time Warner"), and the contemporaneous transfer of the franchise to Parnassos, L.P., a subsidiary of Comcast corporation (the "Transferee"); and

WHEREAS, pursuant to the Adelphia Franchise granted by the Town, no sale, assignment and transfer may occur without the prior approval of the Town Commission; and

WHEREAS, pursuant to applicable federal law the Town is required to take action to grant or deny the FCC 394 applications within one hundred twenty (120) days of receipt or the application shall be automatically deemed approved; and

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

WHEREAS, the Town has required that Adelphia fulfill the obligations of 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 Town has relied on information provided by Adelphia and both the proposed Transferor and the Transferee; and

WHEREAS, the Town has required a written "Cable Franchise Transfer Agreement" from Cable Holdco Exchange II, LLC, Time Warner, Parnassos, L.P., 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 TOWN COMMISSION OF THE TOWN OF LAKE PARK, THAT:

Section 1. The Town of Lake Park hereby consents to the sale and assignment and contemporaneous transfer of the Adelphia cable television Franchise from Adelphia to Cable Holdco Exchange II, LLC, a subsidiary of Time Warner, and from Time Warner to Parnassos, L.P., a subsidiary of Comcast corporation, on the condition that prior to the consideration of this Resolution by the Town Commission, the Town is in receipt of an executed Cable Franchise Transfer Agreement acceptable to the Town. In the event the Town does not receive the executed Cable Franchise Transfer Agreement within ten (10) days, the condition precedent will not have been satisfied and this Resolution will act as a denial without waiving any of the Town's rights pursuant to applicable federal law, thereby avoiding automatic approval.

Section 2. 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 television Franchise Agreement transferred pursuant to Ordinance No. 8, adopted on August 6, 1998, until such time and except to the

extent that such obligations become the obligations of Transferee as a result of the transfer.

Section 3. The consent granted herein does not constitute and should not be construed to constitute a waiver or release of any obligations of Cable Holdco Exchange II, LLC, under the cable Franchise Agreement transferred pursuant to Ordinance No. 8, adopted on August 6, 1998, except to the extent such obligations are satisfied by.

Section 4. The consent granted herein does not and should not be construed to constitute a waiver of any right of the Town under and any applicable federal, state and local law including, but not limited to the cable television Franchise; and further, this consent shall not prejudice the Town'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. The consent granted herein is conditioned upon execution by all named parties of the Cable Franchise Transfer Agreement attached hereto and incorporated herein as Exhibit A..

Section 6. Notwithstanding anything to the contrary, if the Town is not in receipt of the executed Cable Franchise Transfer Agreement in the form attached hereto, within the time frame required by Section 1 hereof the Town hereby denies the pending application to sell and assign the cable franchise currently held by Adelphia to Cable Holdco Exchange II, LLC, a subsidiary of Time Warner and the contemporaneous transfer thereof to Parnassos, L.P., 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 Franchisee's right to re-submit said application to the Town.

Section 8. That the Town 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; and.

Section 9. The consent granted herein is subject to the Transferee's compliance with all other applicable legal requirements and the Town does not waive and expressly reserves the right to enforce any non-compliance with the Franchise requirements that arise subsequent to the closing of the Adelphia Transaction and the Exchange Transaction.

Section 10. That this Resolution shall become effective upon its adoption.

The foregoing Resolution was offered by Commissioner Balius, who moved for its adoption. The motion was seconded by Commissioner Daly, and upon being put to roll call vote, the vote was as follows:

	AYE	NAY
Mayor Paul Castro	<u>X</u>	_____
Vice Mayor Paul Garretson	<u>Absent</u>	_____
Commissioner Chuck Balius	<u>X</u>	_____
Commissioner Ed Daly	<u>X</u>	_____
Commissioner Jeff Carey	<u>X</u>	_____

PUBLISHED IN THE PALM BEACH POST THIS ____ DAY OF _____, 2005

The Mayor thereupon declared Resolution No. 38-10-05, duly passed and adopted this 19 day of October, 2005.

TOWN OF LAKE PARK, FLORIDA

By: *Paul Castro*
MAYOR PAUL CASTRO

ATTEST:

Stephanie Thomas

STEPHANIE THOMAS
TOWN CLERK

SEAL

FLORIDA

APPROVED AS TO LEGAL SUFFICIENCY:

Thomas J. Baird

Thomas J. Baird, Town Attorney