

RESOLUTION NO. 90-99

Resolution of Mason County, WA Consenting To A Transfer of Control of the Ultimate Parent Company of Falcon Video Communications, L.P.

WHEREAS, Falcon Video Communications, L.P. ("Franchisee") holds a valid franchise (the "Franchise") to operate a cable television systems (the "Cable Systems") in Mason County, WA ("Franchising Authority"); and,

WHEREAS, Charter Communications, Inc. ("CCI") and certain affiliates of the Franchisee (including the Franchisee's ultimate parent company, Falcon Communications, L.P., hereinafter "FCLP") have entered into a Purchase and Contribution Agreement (the "Agreement") dated May 26, 1999 pursuant to which CCI's affiliate, Charter Communications Holding Company, LLC ("Charter"), will acquire control of FCLP (the "Transaction"); and

WHEREAS, the Franchisee and Charter have requested consent by the Franchising Authority to the Transaction; and,

WHEREAS, the Franchising Authority has concluded that Charter has the requisite legal, technical and financial qualifications to own and operate the Cable System;

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

Section 1. The Franchise Authority hereby consents to and approves the Transactions to the extent that such consent is required by the terms of the franchise and applicable law, provided that:

- A) Charter Communications, Inc. confirms that the Franchisee will continue to be bound by the terms of the Master Cable Television Ordinance No. 39-99 and the Franchise, and any amendments thereto; and
- B) If, in the future, Charter Communications, Inc. offers services other than those currently authorized by the Franchise and any applicable laws, Charter Communications, Inc. will obtain any necessary federal, state or local authorization prior to the introduction of such services over Franchisee's System. Implicit in this statement is the obligation to pay to the Franchise Authority any fees, taxes, or other assessments as may lawfully be levied; and

- C) The final merger agreement consummated by the parties and approved by the federal government shall not contain any material changes from the facts submitted in Franchisee's request for consent to the change of control submitted to the Franchise Authority.
- D) Charter may: (a) Assign or transfer its rights in the Cable System and/or the Franchise to a parent subsidiary or affiliate of Charter or to another entity under the direct or indirect control of Paul Allen; (b) restructure debt or change the ownership interest among existing equity participants in Charter, and/or its affiliates; (c) pledge or grant a security interest to any lender(s) of Charter's assets including but not limited to the Franchise, or of interests in Charter, for purposes of securing an indebtedness; (d) sell capital stock of Charter, or any of Charter's affiliate companies in a transaction commonly known as an "initial public offering", all without obtaining prior consent of Franchising Authority, provided that; Charter represents in writing to the Franchising Authority that any such transaction will not materially affect compliance with the Franchise and that any affiliated Charter entity with an ownership interest in the Franchise shall fully comply with the terms of the Franchise.

Section 2. This Resolution shall be deemed effective in accordance with applicable law.

Passed, Adopted and Approved this 17th day of August, 1999.

ATTEST:

Rebecca S. Rogers
Rebecca S. Rogers, Clerk of the Board

BOARD OF COUNTY COMMISSIONERS
MASON COUNTY, WASHINGTON

Cynthia D. Olsen
Cynthia D. Olsen, Chairperson

APPROVED AS TO FORM:

Michael Clift
Chief Deputy Prosecuting
Michael Clift

John A. Bolender
John A. Bolender, Commissioner

c: Clerk of Board
Budget Director
Auditor (2)
Treasurer
Resolute/1999/cable99

Mary Jo Cady
Mary Jo Cady, Commissioner