

RESOLUTION NO. 19-00
CITY OF CENTERVILLE, OHIO

SPONSORED BY COUNCILMEMBER Paul Greenham ON THE 31st
DAY OF May, 2000.

A RESOLUTION APPROVING A CHANGE OF CONTROL FROM TIME
WARNER INC. TO AOL TIME WARNER.

WHEREAS, the City of Centerville ("the City") has a franchise currently in force authorizing Time Warner Entertainment, L.P. ("TWE") to operate a cable television system in the city; and

WHEREAS, TWE is a subsidiary of Time Warner Inc. ("TWI"); and

WHEREAS, a change of control on the scale anticipated by the transaction between America On Line ("AOL") and TWI allows the City to review and approve or reject the proposed change of control; and

WHEREAS, the City's agent for cable franchising matters, Miami Valley Cable Council ("MVCC") has conducted a review of the proposed transaction and approved it, and further, recommends that its member cities concur in approving the proposed transaction;

NOW, THEREFORE,

THE MUNICIPALITY OF CENTERVILLE HEREBY RESOLVES:

Section 1. It concurs with the actions taken on its behalf by MVCC and approves the change of control from TWI to AOL Time Warner.

Section 2. This approval shall be subject to the same terms and conditions as agreed between AOL Time Warner and MVCC.

Section 3. All terms of the franchise shall remain in effect and be fully enforceable as obligations of AOL Time Warner.

Section 4. Failure to satisfy the conditions upon which approval of this change of control is based shall void the approval.

Section 5. This resolution is effective immediately upon satisfaction of the conditions attached to its approval.

PASSED THIS 31st day of May, 2000.

Sally D. Bials
Mayor of the City of
Centerville, Ohio

ATTEST:

Marilyn J. Saugli
Clerk of Council
City of Centerville, Ohio

CERTIFICATE

The undersigned, Clerk of Council of the City of Centerville, Ohio, hereby certifies the foregoing to be a true and correct copy of Resolution No. 19-00, passed by the Council of the City of Centerville, Ohio on the 31st day of May, 2000.

Marilyn J. Saugli
Clerk of the Council