

RESOLUTION 2000 - 77

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF ST. JOHNS COUNTY, FLORIDA, CONSENTING TO A CHANGE OF CONTROL OF THE CABLE TV FRANCHISEE CABLEVISION INDUSTRIES LIMITED PARTNERSHIP, A SUBSIDIARY OF TIME WARNER INC. IN CONNECTION WITH A MERGER WITH AMERICA ONLINE INC. INTO AOL TIME WARNER INC.

WHEREAS, St. Johns County has in force a Cable TV Franchise ("the Franchise") with Cablevision Industries Limited Partnership D/B/A Time Warner Cable, a subsidiary of Time Warner Inc. pursuant to County Ordinances 84-31 and 94-27; and

WHEREAS, Time Warner Inc. and America Online Inc. are merging into wholly owned subsidiaries of AOL Time Warner Inc.; and

WHEREAS, Time Warner Inc.'s subsidiary will remain in existence and continue to be the franchise holder and operator of the cable TV system, and the Franchise will not be transferred; and

WHEREAS, Time Warner Inc. and AOL Time Warner Inc. have submitted an application to the Board for consent to the change of control of the Franchisee and County staff and legal counsel have reviewed the application and other materials submitted by the applicants and recommend approval of the application.

NOW THEREFORE, BE IT RESOLVED by the Board of County Commissioners of St. Johns County that:

1. The application for consent to a change of control of Time Warner Inc. submitted to the County by Time Warner Inc. and AOL Time Warner Inc. on or about February 10, 2000 is approved, and shall be effective upon the closing of the merger transaction.
2. The franchisee shall remain responsible for all obligations under the Franchise.

PASSED AND ADOPTED by the Board of County Commissioners of St. Johns County, State of Florida, this 23rd. day of May, 2000.

**BOARD OF COUNTY COMMISSIONERS
OF ST. JOHNS COUNTY, FLORIDA**

By: James E. Bryant
James E. Bryant Chairman

ATTEST: Cheryl Strickland, Clerk

By: Alicia DeGrande
Deputy Clerk