

RESOLUTION NUMBER 2727

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF PERRIS, COUNTY OF RIVERSIDE STATE OF CALIFORNIA, APPROVING THE TRANSFER OF THE CABLE TELEVISION FRANCHISE

WHEREAS, TCI Cablevision of California, Inc., (“Franchisee”) owns, operates, and maintains a cable television system (the “System”) in the City of Perris, California (the “Franchise Authority”), and is the duly authorized holder of a franchise, permit, license or other authorization (as amended to date, the “Franchise”); and,

WHEREAS, Franchise and Century-TCI California, L.P., (“Transferee”), a partnership between certain affiliates of Century Communications Corporation and certain affiliates of Franchisee, are parties to an asset contribution agreement (the “Contribution Agreement”) pursuant to which the System and the Franchise (after one or more intermediate transfers pursuant to an internal restricting) will be transferred to Transferee (the “Transfers”) and,

WHEREAS, Franchisee and Transferee have requested consent by the Franchise Authority to the Transfers in accordance with the requirements of the Franchise and have filed an FCC Form 394 with the Franchise Authority; and,

WHEREAS, the Franchise Authority has investigated the qualifications of Transferee and finds it to be a suitable transferee.

NOW, THEREFORE BE IT RESOLVED BY THE FRANCHISE AUTHORITY AS FOLLOWS::

Section 1. The Franchise Authority hereby consents to the Transfers, all in accordance with the terms of the Franchise.

Section 2. The Franchise Authority confirms that (a) the Franchise was properly granted or transferred to franchisee, (b) the Franchise represents the entire understanding of the parties and Franchisee has no obligation to the Franchise Authority other than those specifically stated in the Franchise, and (c) Franchisee is materially in compliance with the provisions of the Franchise and there exists no fact or circumstances known to the Franchise Authority which constitutes or which, with the passage of time or the giving of notice or both, would constitute a material default or breach under the Franchise or would allow the Franchise Authority to cancel or terminate the rights thereunder, except upon the expiration of the full term of the Franchise.

Section 3. Transferee may transfer the System and/or the Franchise, or control related thereto, to any entity controlling, controlled by, or under common control with Transferee.

Section 4. The Franchise Authority hereby consents to and approves the assignment, mortgage, pledge, or other encumbrance, if any, of the Franchise, the System, or assets relating thereto, as collateral for a loan.

Section 5. This Resolution shall be deemed effective for purposes of the Transfers upon the consummation of the transactions contemplated by the Contribution Agreement (the "Closing").

Section 6. The Franchise Authority release Franchise and any guarantor of Franchisee, effective upon the date of the Closing (the "Closing Date") from all obligations and liabilities under the Franchise that accrue on and after the Closing Date; provided that Transferee shall be responsible for any obligations and liabilities under the Franchise that accrue on and after the Closing Date.

Section 7. This Resolution shall have the force of a continuing agreement with Franchisee and Transferee, and Franchise Authority shall not amend or otherwise alter this Resolution without the consent of Franchisee and Transferee.

ADOPTED, SIGNED, and APPROVED this 10th day of August, 1999.

MAYOR OF THE CITY OF PERRIS

Attest:

City Clerk

STATE OF CALIFORNIA)
COUNTY OF RIVERSIDE) ss
CITY OF PERRIS)

I, Margaret Rey, duly elected City Clerk of the City of Perris, California, do hereby certify that the foregoing Resolution Number 2727 was adopted by the City Council of the City of Perris at a regular meeting thereof held on the 10th day of August 1999, by the following vote:

Ayes: 5 Larios, Larragoitiy, Torres, Yarbrough, Landers
Noes: 0 None
Absent: 0 None

CITY CLERK