

RESOLUTION NO. 00-64

A RESOLUTION OF THE CITY COUNCIL
OF THE CITY OF SANTA CLARITA, CALIFORNIA
APPROVING THE CHANGE OF CONTROL OF THE
CABLE COMMUNICATIONS FRANCHISEE

WHEREAS, Time Warner Communication ("Franchisee") is duly authorized to operate and maintain a cable communications system in Santa Clarita (the "System") by the City of Santa Clarita ("Franchise Authority") pursuant to a franchise (the "Franchise") granted by the Franchise Authority; and

WHEREAS, pursuant to the Agreement and Plan of merger among America On Line (AOL), Inc. and Time Warner, Inc. will continue to operate as wholly-owned subsidiaries of the newly formed AOL Time Warner, Inc. Likewise, the current franchisee, Time Warner Communications, a subsidiary of Time Warner, Inc. will continue to exist as a subsidiary of AOL Time Warner, Inc. Under the merger agreement, AOL and Time Warner, Inc. will continue to conduct and pursue the same lines of business in essentially the same manner as prior to the merger.

WHEREAS, Franchisee will continue to hold the Franchise after completion of the Transaction; and

WHEREAS, FCC Form 394, with respect to the Transaction, has been filed with the Franchise Authority; and

WHEREAS, the parties to the Transaction have requested consent by the Franchise Authority to the Transaction; and

WHEREAS, the Franchise Authority fully supports the development and application of the cable system technology, such that it improves the consumer's choices of programming and Internet Service Providers at the best possible value.

NOW, THEREFORE, THE CITY COUNCIL OF THE CITY OF SANTA CLARITA does resolve 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.

SECTION 2. The City of Santa Clarita reserves the right to modify the terms of the franchise agreement so as to be consistent with applicable Federal law with regards to open broadband access to Internet Service Providers. Each modification shall be ordered only after notice and opportunity for hearing being provided to the Franchisee.

SECTION 3. Franchisee will continue to pay franchise fees on gross receipts, including cable modem services.

SECTION 4. This Resolution shall be deemed effective in accordance with applicable law.

PASSED, APPROVED AND ADOPTED this 23rd day of May, 2000.

MAYOR *J. Anne Darcy*

ATTEST:

Sharon L. Dawson
CITY CLERK

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES) ss
CITY OF SANTA CLARITA)

I, Sharon L. Dawson, CMC, City Clerk of the City of Santa Clarita do hereby certify that the foregoing Resolution was duly adopted by the City of Santa Clarita at a regular meeting therefore, held on the 23rd day of May, 2000 by the following vote of Council:

AYES: COUNCILMEMBERS: Smyth, Ferry, Kellar, Weste, Darcy

NOES: COUNCILMEMBERS: None

ABSENT: COUNCILMEMBERS: None

Sharon L. Dawson
CITY CLERK