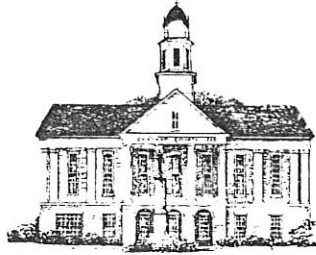


COUNTY OF CHATHAM

Res. #99-31

COMMISSIONERS
RICK GIVENS, Chairman
UVA HOLLAND, Vice Chair
CARL OUTZ
GARY PHILLIPS
MARGARET BRYANT POLLARD



CHARLIE HORNE
County Manager

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P. O. BOX 87
PITTSBORO, N. C. 27312-0087
ORGANIZED 1770 707 SQUARE MILES

Resolution Extending Previously Granted Consent of Chatham County to December 31, 1999

WHEREAS, Chatham County, Grantor, granted to Charter Communications II, L.P., Grantee, a franchise adopted August 18, 1997 to own and operate a cable television system in Chatham County, North Carolina (the "Franchise"); and

WHEREAS, in a resolution dated November 16, 1998, Grantor consented to the restructuring of the Grantee and the transfer of control and assignment of the Franchise of the cable system serving the Grantor to Charter Communications, LLC ("Transferee"), as well as the change of name or corporate designation attendant with the restructuring of the Grantee; and

WHEREAS, in paragraph six of the same Resolution, Grantor provided its consent to Transferee for an "initial public offering" provided that such transactions occurred prior to September 30, 1999; and

WHEREAS, additional time is needed to complete an "initial public offering" authorized in paragraph six of the Resolution.

NOW, THEREFORE BE IT RESOLVED, by the Chatham County Board of Commissioners that Grantor hereby extends the authority granted in paragraph six of the resolution adopted November 16, 1998, to December 31, 1999, such that the Transferee may (a) assign or transfer its assets, including the Franchise provided however, that such assignment or transfer is to a parent or subsidiary of Transferee or another entity under direct or indirect control of Paul Allen; (b) restructure debt or change the ownership interests among existing equity participants in Transferee, and/or its affiliates; (c) pledge or grant a security interest to any lender(s) of Transferee's assets, including but not limited to the Franchise, or of interests in Transferee, for purposes of securing an indebtedness, without obtaining prior consent of Grantor; (d) sell capital stock of Transferee, or any of Transferee's affiliated companies, in a transaction commonly known as an "initial public offering" provided that: the Transferee represents in writing to the

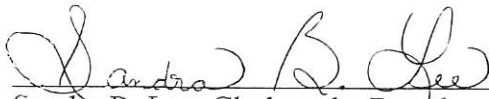
Grantor that such transaction will have no foreseeable effect on the agreement between Grantee and Transferee relating to the management and operation of the cable system in the franchise service area, provided further that such transaction takes place prior to December 31, 1999.

Adopted this, the 15th day of November, 1999.



Rick Givens, Chairman

ATTEST:



Sandra B. Lee, Clerk to the Board
Chatham County Board of Commissioners