

RESOLUTION NUMBER 96-27

RESOLUTION GRANTING THE CONSENT OF CHATHAM COUNTY TO
THE SALE, TRANSFER AND ASSIGNMENT OF THE NONEXCLUSIVE CABLE
FRANCHISE FROM CENCOM PARTNERS, L.P. TO
CHARTER COMMUNICATIONS, L.P.

WHEREAS, Chatham County, was previously granted the predecessor in interest to Cencom Partners, L.P., ("Cencom"), the nonexclusive franchise to construct, operate and maintain a cable system within Chatham County; and

WHEREAS, said franchise was extended by resolution to January 7, 1997; and

WHEREAS, Cencom has requested the County to consent to the sale, transfer and assignment of said franchise to Charter Communications, L.P. ("Charter"); and

WHEREAS, a technical audit of Cencom Cable Systems serving the area around Siler City was conducted on June 10, 1996. In said audit, the System did not pass FCC specifications for picture quality and signal to noise ratio; and

WHEREAS, Cencom has filed an FCC form 394 application requesting the County's consent to the sale, transfer and assignment of the franchise to Charter Communications, L.P.; and

WHEREAS, the County has reviewed the transfer application and has examined the legal, financial and technical qualifications of Charter; and

WHEREAS, according to the information submitted by Cencom and Charter as exhibits to FCC form 394, the current management of Cencom and Charter is substantially the same;

NOW, THEREFORE, BE IT RESOLVED:

That the County hereby gives it approval for the sale, transfer and assignment of the cable system serving the County and of the rights under the franchise from Cencom to Charter subject to the following conditions which shall become effective if the transfer is consummated and Charter accepts the terms and conditions contained herein by affixing its signature below:

1. Charter shall be bound by the Cable Television Franchise Ordinance originally adopted on June 4, 1984, and agrees to perform

all conditions thereof.

2. Charter represents and warrants that it is able to provide and agrees to provide to the County and its subscribers all services under said franchise subject to the changes or modifications as permitted under the franchise and applicable law.

3. Charter acknowledges and agrees that they are and shall be subject to the regulatory authority of the County subject to applicable Federal Law.

4. Charter agrees to cooperate fully with the County and to obtain from any governmental agency all licenses, permits, and other authority necessary for lawful operation and maintenance of the cable television system.


5. Within ninety (90) days of the date this Resolution is accepted by Charter, Charter shall perform maintenance and repair of its cable franchise system to address and eliminate the deficiencies noted in the technical audit referred to above. Upon completion of the repairs and maintenance, Charter shall certify to the County that the repairs and maintenance have been performed, that the system complies with FCC specifications and shall provide the County with a copy of Charter's technical report demonstrating that compliance. The County may thereafter perform an additional technical audit of the same test points covered in the technical audit of June 10, 1996.

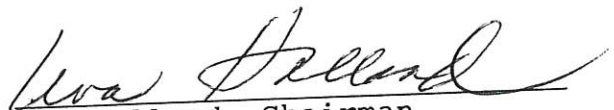
6. Upon acceptance of this Ordinance by signing below, Charter may encumber all or any part of the interests of Charter in and under the Franchise Agreements, for financing purposes, by one or more security agreements, devises, mortgages, deeds of trust, or other encumbrances from Charter to any lender providing financing to Charter from time to time and encumbering any property assets of Charter including the Franchise Agreement.

This action shall be entered into the minute book of the Board of Commissioners.

ADOPTED this 16th day of September, 1996 by the Board of County Commissioners.

ATTEST:


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

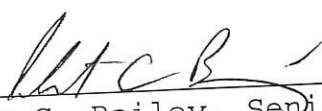

Uva Holland, Chairman
Chatham County Board of
Commissioners

(SEAL)

We consent to and accept the terms and conditions of this Resolution.

Date of Acceptance: _____

CHARTER COMMUNICATIONS, L.P.
By: CCP ONE, INC., General Partner

By: 
Robert C. Bailey, Senior Vice
President

ATTEST:


Assistant Secretary

(SEAL)