

AN ORDINANCE OF THE VILLAGE OF RICHFIELD CONDITIONALLY APPROVING THE REQUEST TO TRANSFER CONTROL OF THE CABLE TELEVISION FRANCHISE FROM CABLEVISION TO ADELPHIA; AND DECLARING AN EMERGENCY.

WHEREAS, Cablevision of the Midwest, Inc., an indirect wholly-owned subsidiary of Cablevision Systems Corp., (collectively "Cablevision") has the right to own, operate and maintain a cable television system (the "Cable Television Franchise") in the Village of Richfield, Ohio pursuant to a Franchise Agreement dated April 15, 2000, (the "Franchise"); and

WHEREAS, Adelphia Communications Corporation ("Adelphia") and Cablevision have entered into a Merger Agreement dated as of December 8, 1999 (the "Merger Agreement") to transfer control of Cablevision of the Midwest, Inc. and the Cable Television Franchise to Adelphia (the "Transfer of Control"); and

WHEREAS, the Merger Agreement provides that Adelphia General Holdings III, Inc., as a wholly-owned subsidiary of Adelphia, will hold the Cable Television Franchise and operate the cable system in the Village; and

WHEREAS, on February 14, 2000, Cablevision and Adelphia submitted an FCC Form 394 dated February 4, 2000 to the Village, which described the Merger Agreement and Transfer of Control and requested that the Village approve the Transfer of Control; and

WHEREAS, after reviewing the FCC Form 394 and other information submitted by Cablevision and Adelphia, the Village requested additional information from Adelphia in order to perform its due diligence review of the technical, legal and financial ability of Adelphia to perform the obligations of the Franchise, which information was supplied; and

WHEREAS, the Village has determined to conditionally approve the Transfer of Control, provided that certain conditions as set forth in this Ordinance are met.

NOW, THEREFORE, BE IT ORDAINED by the Council of the Village of Richfield, State of Ohio, that:

SECTION 1. The Village of Richfield hereby consents to and approves the Transfer of Control of the Franchise to Adelphia Communications Corporation, provided the following conditions are met at the time of the actual Transfer of Control:

- A. Prior to the actual Transfer of Control, Adelphia shall provide the Village with a Good Standing Certificate To Do Business In The State Of Ohio for Adelphia General Holdings III, Inc..

- B. Adelphia shall assume the continuing obligation with respect to any liabilities and obligations incurred by Cablevision prior to the proposed Transfer of Control.
- C. The cable franchise with the Village is for the provision of cable service only, as cable service is defined by the federal Cable Act as amended from time to time.
- D. Adelphia shall agree that in compliance with FCC regulations and Ohio law, it shall not charge a monthly rental fee for an additional outlet, which is a fixture to the real estate under Ohio law, and any monthly maintenance fee for such additional outlet shall only be charged if the subscriber chooses to participate in an optional maintenance program.
- E. Cable Modem Service.
- (1) Adelphia shall provide a timetable for the provision of cable modem service in the Village.
 - (2) Adelphia shall include revenues received directly or indirectly from the provision of cable modem service over its system in the Village in the calculation of gross revenues upon which it pays franchise fees to the Village.
 - (3) If requested to do so, Adelphia shall make good faith attempts to negotiate non-discriminatory commercial agreements for the use of Adelphia's cable modem platform by affiliated and non-affiliated Internet service providers to provide cable modem services in the Village, which agreements shall provide Adelphia with fair and equitable compensation for use of its cable modem platform.
- F. Cablevision and/or Adelphia shall reimburse the Village for its actual expenses incurred in connection with the proposed Transfer of Control of the Cable Television Franchise from Cablevision to Adelphia.
- G. Cablevision and/or Adelphia shall certify at the time of the Transfer of Control that there is no material change in the information disclosed to the Village pursuant to the request to approve the Transfer of Control as described in the FCC Form 394 dated February 4, 2000 and submitted to the Village on February 14, 2000.
- H. Cablevision and/or Adelphia shall certify to the Village that the Transfer of Control has been completed, within ten (10) business days of such completion; and

I. The Transfer of Control shall be completed by December 31, 2000.

SECTION 2. It is found and determined that all formal actions by the Council concerning and relating to the adoption of this Ordinance were adopted in an open meeting of this Council and that all deliberations of this Council, and of any of its committees that resulted in such formal action, were in meetings open to the public in compliance with all legal requirements of Section 121.22 of the Ohio Revised Code.

SECTION 3. The Clerk of Council is hereby directed to serve a certified copy of this Ordinance by certified mail upon Cablevision and Adelphia.

SECTION 4. This Ordinance is hereby declared to be an emergency measure necessary for the immediate preservation of the public peace, health, safety and welfare of the residents of this Village, more specifically to meet the time deadlines for facilitating the cable franchise transfer for continued service to the Village's subscribers, for which reason and other reasons manifest to this Council, this Ordinance is hereby declared to be an emergency measure and shall take effect and be in force immediately after passage.

PASSED: June 28, 2000

Michael K. ...
President of Council

Ronald W. Hassen
Mayor

Dated: 7/5/2000

ATTEST:
Carole Gibson
Clerk of Council