

RESOLUTION NO. 1999-7

**RESOLUTION OF THE COUNTY OF WABASH  
APPROVING THE TRANSFER OF THE CABLE TELEVISION FRANCHISE**

**WHEREAS**, Triax Midwest Associates, L.P. ("Franchisee") owns, operates, and maintains a cable television system ("System") in the County of Wabash (the "Franchise Authority"), pursuant to a franchise (the "Franchise"), and Franchisee is the duly authorized holder of the Franchise; and

**WHEREAS**, Franchisee, and Mediacom LLC are parties to an Asset Purchase Agreement, pursuant to which the System and the Franchise will be transferred to Mediacom LLC, a New York Limited Liability Company or any of its affiliates (collectively the "Transferee") (the "Transfer"); and

**WHEREAS**, Franchisee and Transferee have requested consent by the Franchise Authority to the Transfer 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 Transfer, 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 is currently in full force and effect, and will expire on October 29, 1999, subject to options in the Franchise, if any, to extend such term, (c) the Franchise supersedes all other agreements between the parties, (d) the Franchise represents the entire understanding of the parties and Franchisee has no obligations to the Franchise Authority other than those specifically stated in the Franchise, and (e) Franchisee is materially in compliance with the provisions of the Franchise and there exists no fact or circumstance 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.

**SECTION 3.** Transferee may transfer the Franchise or control related thereto to any entity controlling, controlled by, or under common control with Transferee. The Franchise Authority acknowledges that any such transfer does not trigger any right it may have to exercise any first purchase right or other right to acquire the system.

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 upon the date of enactment.

SECTION 6. The Franchise Authority releases Franchisee, effective upon 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 the Franchise Authority shall not amend or otherwise alter this Resolution without the consent of Franchisee and Transferee.

PASSED, ADOPTED AND APPROVED this 16th day of August, 1999.

By: Brian K. Haupt  
Chairman  
BRIAN K. HAUPERT

ATTEST:

Carol Stefanatos  
~~Clerk~~ WABASH/Co. Auditor  
CAROL STEFANATOS

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Auditor

I, the undersigned, being the duly appointed, qualified and acting ~~Clerk~~ Auditor of the County of Wabash, hereby certify that the foregoing Resolution No. 1999-7 is a true, correct and accurate copy as duly and lawfully passed and adopted by the governing body of the County of Wabash on the 16 day of August, 1999.

Carol Stefanatos, Auditor  
~~County~~ of Wabash, Clerk  
CAROL STEFANATOS