

Resolution 96-29

RESOLUTION CONSENTING TO THE TRANSFER OF
CONTROL OF AND CERTAIN OWNERSHIP INTERESTS IN
A CABLE TELEVISION FRANCHISE TO CONTINENTAL

WHEREAS, the cable television franchise (the "Franchise") of the municipality of Lake Elmo (the "Authority") is currently owned and operated by Group W Cable of Ramsey/Washington, Inc. ("Group W") which is owned by Meredith/New Heritage Strategic Partnership, L.P. ("MNHSP"); and

WHEREAS, the general partner of MNHSP has entered into a Purchase Agreement dated March 15, 1996 with Continental Cablevision, Inc. ("Continental") whereby said general partner is proposed to be replaced by North Central Communications Corp., Continental of Minnesota, Inc. or Continental of St. Paul, Inc., both wholly owned subsidiaries of Continental (the "Meredith/Continental Agreement"); and

WHEREAS, Group W will continue to hold the Franchise; and

WHEREAS, the Authority has received a request for consent to the transfer of control contemplated by the Meredith/Continental Agreement; and

WHEREAS, no notice of breach or default under the Franchise has been issued by Authority within the past 12 months and none is outstanding; and

WHEREAS, the Authority has determined that subject to certain conditions which must be met, Continental possesses the requisite legal, technical and financial qualifications;

NOW, THEREFORE, BE IT RESOLVED, that the transfer contemplated by the Meredith/Continental Agreement is hereby consented to by the Authority and permitted conditioned upon:

1. Execution and delivery of a Corporate Guaranty from Continental Cablevision, Inc. in the form attached hereto; and
2. Documentation that a wholly owned subsidiary of Continental Cablevision, Inc. is duly admitted as a successor general partner pursuant to the Restated Agreement of Limited Partnership of Meredith/New Heritage Strategic Partners, L.P. dated December 30, 1991 or any amendment thereof; and
3. Reimbursement of all reasonable fees incurred in the Authority's review of the proposed transactions; and
4. The successful closing of the transaction described in the Meredith/Continental Agreement.

BE IT RESOLVED FURTHER, that Continental may, at any time and from time to time, assign or grant or otherwise convey one or more liens or security interests in its assets, including its rights, obligations and benefits in and to the Franchise (the "Collateral") to any lender providing financing to Continental ("Secured Party"), from time to time. Secured Party shall have no duty to preserve the confidentiality of the information provided in the Franchise with respect to any disclosure (a) to Secured Party's regulators, auditors or attorneys, (b) made pursuant to the order of any governmental authority, (c) consented to by the Authority or (d) any of such information which was, prior to the date of such disclosure, disclosed by the Authority to any third party and such party is not subject to any confidentiality or similar disclosure restriction with respect to such information subject, however, to each of the terms and conditions of the Franchise.

ADOPTED by Lake Elmo
City Council on this 17th day of September, 1996.

City of Lake Elmo

Mayor

Attest:

Clerk-Treasurer

The undersigned, being the duly appointed, qualified and acting Clerk of the City of Lake Elmo, Minnesota hereby certify that the foregoing Resolution No. 96-29 is a true, correct and accurate copy of Resolution No 96-29 duly and lawfully passed and adopted by the City of Lake Elmo on the 17th day of September, 1996.

Clerk