Passed: 9-0

RESOLUTION 98-21

APPROVING THE TRANSFER OF THE CITY OF BLOOMINGTON CABLE TELEVISION FRANCHISE

WHEREAS, TCI of Indiana, Inc. ("Franchisee") owns, operates, and maintains a cable television system ("System") in the City of Bloomington, Indiana (the "Franchise Authority"), pursuant to a Cable Franchise Agreement dated August 6, 1985, as extended by Board of Public Works Resolution 96-38 dated October 15, 1996 (the "Franchise"), and Franchisee is the duly authorized holder of the Franchise; and

WHEREAS, Franchisee, Insight Communications Company, L.P. ("Insight"), and Insight Communications of Indiana, LLC ("Transferee"), together with certain other related parties, are parties to an Asset Contribution Agreement and an Operating Agreement, pursuant to which the System and the Franchise (after one or more intermediate transfers pursuant to an intercompany restructuring of Franchisee) will be transferred to Transferee (the "Transfer"); and

WHEREAS, According to Section 22.1 of the Cable Franchise Agreement entitled "Transfer of Control," the transfer of control of the Franchise requires prior written consent of the Franchise Authority; and

WHEREAS, Franchisee and Transferee have requested consent by the Franchise Authority to the Transfers 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; and

WHEREAS, representatives of the Common Council, the administration and the Telecommunications Council have held several meetings with representatives of Transferee to discuss Transferee's plans for improvement of the cable infrastructure in Bloomington, and improvement of cable offerings and services; and

WHEREAS, representatives of Transferee have indicated that a substantial upgrade and improvement of the cable infrastructure, and of cable offerings and services in Bloomington would be a high priority of Transferee if the Transfers occur; and

WHEREAS, a substantial upgrade of the City's cable infrastructure and improvement of cable offerings and services would have a beneficial impact on economic development in the community, and benefit the general welfare of the citizens; and

WHEREAS, on September 29, 1998 the City of Bloomington Board of Public Works approved Resolution 98-42 which offered consent to the Transfers;

NOW THEREFORE BE IT RESOLVED BY THE COMMON COUNCIL OF THE CITY OF BLOOMINGTON, MONROE COUNTY, THAT:

SECTION 1. Pursuant to Section 22.1 of the Cable Franchise Agreement the Common Council hereby consents to the Transfers, all in accordance with the terms of the Franchise.

SECTION 2. Severability. If any section, sentence, or provision of this ordinance, or the application thereof to any person or circumstances shall be declared invalid, such invalidity shall not affect any of the other sections, sentences, provisions, or applications of this ordinance which can be given effect without the invalid provision or application, and to this end the provisions of this ordinance are declared to be severable.

SECTION 3. This resolution shall be in full force and effect from and after its passage by the Common Council of the City of Bloomington and approval of the Mayor.

PASSED and ADOPTED by the Common Council of the City of Bloomington, Monroe County,

Indiana, upon this 7th day of October, 1998.

TIMOTHY MAYER, President
Bloomington Common Council

ATTEST:

Patricia Williams
PATRICIA WILLIAMS, Clerk
City of Bloomington

PRESENTED by me to the Mayor on this 8th day of October, 1998.

Patricia Williams
PATRICIA WILLIAMS, Clerk
City of Bloomington

SIGNED and APPROVED by me upon this 8 day of October, 1998.

JOHN FERNANDEZ, Mayor
City of Bloomington

SYNOPSIS

This resolution consents to the transfer of City of Bloomington Cable Franchise from TCI of Indiana, Inc to Insight Communications of Indiana, LLC.

Signed copies to:
Michael Hay Legal Dept.
Public Works
TCI
Matt Pierce
Insight Comm