

GOLDEN BEACH, FLORIDA

RESOLUTION NO. 1151.99

A RESOLUTION OF THE TOWN COUNCIL OF THE TOWN OF GOLDEN BEACH, FLORIDA, AUTHORIZING THE TRANSFER OF THE CATV FRANCHISE WITH RIFKIN/NARRANGANSETT SOUTH FLORIDA CATV LIMITED PARTNERSHIP TO INTERLINK COMMUNICATIONS PARTNERS, LLLP, RATIFYING THE EXISTING FRANCHISE AGREEMENT; PROVIDING FOR SEVERABILITY; PROVIDING FOR CONFLICTS; PROVIDING INCLUSION IN THE CODE; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Town Council of the Town of Golden Beach, Florida (the "Franchising Authority") granted a cable television franchise to Rifkin/Narragansett South Florida CATV Limited Partnership, a Florida limited partnership ("RNSF"), pursuant to Ordinance No. 428.97, adopted September 16, 1997, as amended to the date hereof, (the "Franchise"); and

WHEREAS, InterLink Communications Partners, LLLP ("ICP") has either entered into or expects to enter into agreements to purchase all of the limited partnership interests in RNSF and all of the general and limited partnership interests in R/N South Florida Cable Management Limited Partnership ("R/N"), the general partner of RNSF; and

WHEREAS, upon the acquisition of all of the limited and general partnership interests in RNSF and R/N, RNSF will be dissolved by operation of law and all of its assets, including the Franchise, shall be assigned to ICP (the effective date of such transaction is hereinafter referred to as the "Closing Date"); and

WHEREAS, Rifkin/Miami Management Corp., an entity controlled by Monroe M. Rifkin ("Rifkin"), is a co-general partner of R/N; and

WHEREAS, Rifkin Co., an entity also controlled by Rifkin, is the general partner of ICP; and

WHEREAS, the cable television systems owned by RNSF are managed by R&A Management, LLC ("R&A"), a Colorado limited liability company, controlled by Rifkin; and

WHEREAS, after the assignment of the cable television systems owned by RNSF to ICP, R&A will continue to manage the cable television systems on behalf of ICP; and

WHEREAS, Rifkin is currently the sole director and shareholder of Rifkin Co., ING Media Partners II, L.P. and ING Media C Corp., affiliates of ING Equity Partners (hereinafter referred to as "ING") and WS InterLink Corp., an affiliate of Willis Stein & Partners (hereinafter referred to as "Willis Stein") and their co-investors have collectively obtained the right to designate a total of four of the five directors of Rifkin Co. and may also become controlling shareholders of Rifkin Co. Should ING and Willis Stein obtain the director and/or shareholders positions, they will possess ultimate control over ICP, although it is anticipated that Rifkin Co. and Rifkin will continue to exercise day-to-day management and control over ICP; and

WHEREAS, the Franchising Authority is willing to consent to the transactions described above.

NOW THEREFORE BE IT RESOLVED BY THE TOWN COUNCIL OF THE TOWN OF GOLDEN BEACH, FLORIDA, AS FOLLOWS:

Section 1. That the Franchising Authority hereby confirms to the best of its knowledge and belief that RNSF is in substantial compliance with all obligations under the Franchise and that the Franchise was validly issued and is in full force and effect.

Section 2. That the Franchise (which is codified at Appendix A of the Town Code) provides in Section 14.1 for consent to transfer the Franchise by approval of a Resolution consenting to the transfer, adopted by the Franchising Authority.

Section 3. The Franchising Authority hereby consents to the assignment and transfer of the Franchise by RNSF to ICP on the Closing Date and to ICP's assumption of the rights and obligations of RNSF under the Franchise.

Section 4 The Franchising Authority hereby consents to the transfer of control of ICP from Rifkin to ING and Willis Stein.

Section 5. The Franchising Authority does hereby consent to ICP's pledge and grant of a security interest to ICP's lenders, their successors and assigns, of, in and to the assets of ICP and/or its subsidiaries, including the Franchise and all rights of ICP related thereunder, to secure any indebtedness of ICP, and to the exercise by each of the secured parties of its rights as a secured party in the event of a default by ICP in the payment or the performance of any of its indebtedness or obligations secured thereby; provided, however, that nothing herein shall constitute a waiver of any right of the Franchising Authority to approve any other transfer or assignment of the Franchise.

Section 6. Severability. That the provisions of this Resolution are declared to be severable and if any section, sentence, clause or phrase of this Resolution shall, for any reason, be held to be invalid or unconstitutional, such decision shall not affect the validity of the remaining sections, clauses, sentences and phrases of this Resolution but they shall remain in effect, notwithstanding the invalidity of any part.

Section 7. Conflict. That all resolutions or parts of resolutions in conflict with this Resolution are hereby repealed to the extent of such conflict.

Section 8. Inclusion In The Code. It is the desire and direction of the Town Council that this resolution shall be codified in the Town Code at Appendix A (Franchises), IV Community Antenna Television System (CATV).

Section 9. Effective Date. That this Resolution authorizing the transfer of this Franchise shall become effective immediately upon approval of the Town Council. The

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Section 9. Inclusion In The Code. It is the desire and direction of the Town Council that this resolution shall be codified in the Town Code at Appendix A (Franchises), IV Community Antenna Television System (CATV).

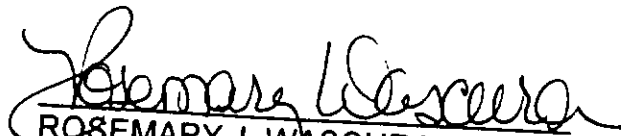
Section 10. Effective Date. That this Resolution authorizing the transfer of this Franchise shall become effective immediately upon approval by the Town Council. The transfer shall become effective upon the execution of all transfer documents. This Resolution shall become void if the transfer does not occur before January 19, 2000.

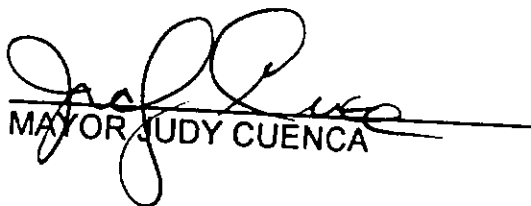
The Motion to adopt the foregoing Resolution was offered by VICE-MAYOR CHIKOVSKY seconded by COUNCILPERSON RODRIGUEZ and on roll call the following vote ensued:

Mayor Cuenca	<u>AYE</u>
Vice Mayor Chikovsky	<u>AYE</u>
Councilmember Fistel	<u>AYE</u>
Councilmember Lidsky	<u>AYE</u>
Councilmember Rodriguez	<u>AYE</u>

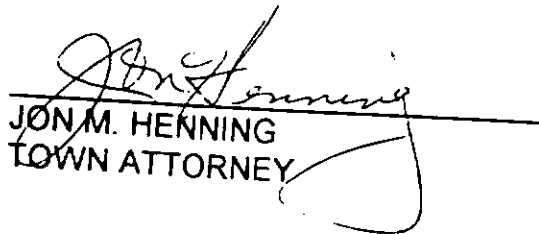
PASSED AND ADOPTED by the Town Council of the Town of Golden Beach this 19th day of January, 1999.

ATTEST:


ROSEMARY J. WASCURA
DEPUTY TOWN CLERK


MAYOR JUDY CUENCA

APPROVED AS TO FORM
AND LEGAL SUFFICIENCY


JON M. HENNING
TOWN ATTORNEY