

A RESOLUTION APPROVING TRANSFER OF INTEREST
IN PARTNERSHIP OWNING CERTAIN NON-EXCLUSIVE
FRANCHISES FROM ARVIDA CORPORATION TO A
PERMITTED TRANSFEREE

WHEREAS, St. Johns County ordinances #81-28 and 81-83 granted non-exclusive cable TV franchises to Arvida Clearview, Inc., pertaining to portions of St. Johns County, Florida; and

WHEREAS, section 19 of said ordinance provided that Transfer Prohibited. The grantee shall not sell or transfer its plant or system of any portion thereof, nor any right, title, or interest in the same, nor shall the grantee transfer any rights under this Franchise to any other person without prior approval of the County, which approval shall not be unreasonably withheld. A change in corporate stock ownership or control whereby Arvida Corporation and Florida Clearview, Inc. no longer hold controlling interest or control of the grantee shall be deemed to be a transfer;" and,

Arvida / JMB Partners.

WHEREAS, Arvida Corporation and Florida Clearview, Inc. have each requested St. Johns County to authorize the transfer of Arvida Corporation's interest in and to the partnership that owns said franchises to ~~JMB Realty Corporation ("JMB") or to an affiliate of JMB or to an Arvida entity, the control of which will be acquired by an affiliate of JMB, and may be further assigned by any JMB affiliate to any other JMB affiliate (copies of said requests being attached hereto).~~

NOW THEREFORE, be it resolved by the Board of County Commissioners of St. Johns County, Florida that:

Arvida / JMB Partners

The right, title and interest of Arvida Corporation in the partnership owning certain cable TV franchise rights granted to Arvida Clearview, Inc., by St. Johns County ordinances 81-28 and 81-83, may be transferred by Arvida Corporation to ~~JMB Realty Corporation ("JMB") or to an affiliate of JMB or to an Arvida entity, the control of which will be acquired by an affiliate to any other JMB affiliate.~~

~~For the purpose of the foregoing, an "affiliate" of JMB means (i) any corporation ("related corporation") a majority of the stock of which is owned or controlled, directly or indirectly, by JMB, shareholders of JMB, members of immediate families of shareholders of JMB or trusts established for the benefit of members of the immediate families of shareholders of JMB, individually or collectively, (ii) any real estate investment trust or common fund (including any pension fund, group trust and any corporation the stock of which is owned by any such common fund) of which JMB or any related corporation is a manager or advisor, and (iii) any general or limited partnership in which JMB, any related corporation or any real estate investment trust or common fund described in (ii) is a general partner.~~

Except as hereinabove specifically provided, the provisions of ordinances 81-28 and 81-83 prohibiting transfer shall apply to the above described transferees.

PASSED AND ADOPTED by the Board of County Commissioners of St. Johns County, Florida this 23rd day of June, 1987.

BOARD OF COUNTY COMMISSIONERS
OF ST. JOHNS COUNTY, FLORIDA

By: Phyllis L. DeLoach
Its Chairman

ATTEST: CARL "BUD" MARKEL, CLERK

By: Cheryl Kent
Deputy Clerk

*6/23/87
John Mitchell
represented on the
record that all 3 entities
consent to these changes*

Arvida Corporation

JACKSONVILLE DIVISION
A1A BY-PASS
POST OFFICE BOX 600
PONTE VEDRA BEACH, FLORIDA 32082-0600

JAMES E. DAVIDSON, JR.
VICE PRESIDENT AND
GENERAL MANAGER

May 29 , 1987

Board of County Commissioners
St. Johns County
c/o Phyllis Lydon, Chairman
P. O. Drawer 349
St. Augustine, Florida 32085-0349

RE: Cable Television Franchises

Dear Commissioners:

As you may know, JMB Realty Corporation ("JMB") is acquiring the assets of Arvida Corporation ("Arvida"). In connection with that acquisition it may be necessary for Arvida to transfer its interest in Arvida Clearview Associates, the partnership that owns the cable television franchises granted by St. Johns County Northeast Cable Television Ordinance No. 81-28 and St. Johns County Northwest Cable Television Ordinance No. 81-83 to JMB, one of its affiliates, or an entity controlled by JMB or one of its affiliates. In addition, Arvida may convey certain real estate constituting part of the northeast cable television system to JMB or an affiliate.

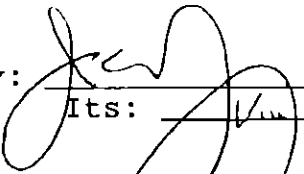
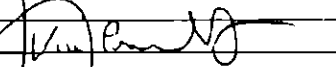
The franchises prohibit transfer without the prior approval of St. Johns County and define transfer broadly enough to include a change in ownership or control of the partnership. As a result, Arvida and JMB request your consent to a transfer of Arvida's interest in the partnership and the real estate that constitutes part of the cable television system to JMB, one of its affiliates, or an entity controlled by JMB or one of its affiliates. Florida Clearview, Inc. has executed this letter (or a counterpart) to indicate its consent to the request. For your convenience we have enclosed the form of a proposed ordinance which would grant the requested consent. We have also enclosed information about JMB for your review.

We have forwarded copies of this request, the proposed ordinance and the JMB information package to the county administrator, the county attorney and the director of

administrative services. If you require any additional information, please contact John Metcalf of Pappas & Metcalf.

Please schedule a hearing at your earliest convenience to consider our request. Thank you for your consideration.

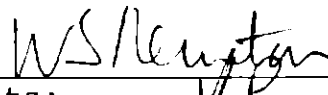
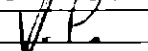
ARVIDA CORPORATION

By: 
Its: 

JMB REALTY CORPORATION

By: _____
Its: _____

FLORIDA CLEARVIEW, INC.

By: 
Its: 



May 29, 1987

Board of County Commissioners
St. Johns County
c/o Phyllis Lydon, Chairman
P. O. Drawer 349
St. Augustine, Florida 32085-0349

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The franchises prohibit transfer without the prior approval of St. Johns County and define transfer broadly enough to include a change in ownership or control of the partnership. As a result, Arvida and JMB request your consent to a transfer of Arvida's interest in the partnership and the real estate that constitutes part of the cable television system to JMB, one of its affiliates, or an entity controlled by JMB or one of its affiliates. Florida Clearview, Inc. has executed this letter (or a counterpart) to indicate its consent to the request. For your convenience we have enclosed the form of a proposed ordinance which would grant the requested consent. We have also enclosed information about JMB for your review.

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Sisco

PAPPAS & METCALF

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

1901 INDEPENDENT SQUARE

JACKSONVILLE, FLORIDA 32202

M. LYNN PAPPAS
JOHN G. METCALF
THOMAS M. JENKS
MARK A. REINSCH

TELEPHONE
(904) 353-1980

June 8, 1987

Phyllis Lydon, Chairman
Board of County Commissioners
St. Johns County
P. O. Drawer 349
St. Augustine, FL 32082

RE: Arvida/Clearview Cable Television Franchise

Dear Phyllis:

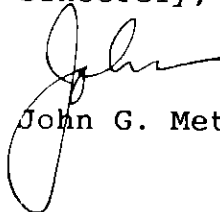
Arvida Clearview Associates, a partnership between a subsidiary of Arvida Corporation and Florida Clearview, Inc. is the franchisee under cable television franchises granted by St. Johns County under ordinance number 81-28 (northeast area) and ordinance number 81-83 (northwest area). As you may know, Disney is selling the assets of Arvida Corporation to JMB Realty Corporation. The various assets of Arvida Corporation will be held by JMB Realty Corporation, its subsidiaries or partnerships or other entities controlled by JMB Realty Corporation. It is anticipated that the company will continue to do business in St. Johns County under the Arvida name. In connection with the acquisition by JMB Realty Corporation, it may necessary for Arvida to transfer its partnership interest in Arvida Clearview Associates to JMB, one of its affiliates or an entity controlled by JMB or one of its affiliates. Arvida may also convey certain real estate constituting part of the northeast cable television system to JMB or an affiliate.

The St. Johns County cable television franchises prohibit transfer without prior approval of the county and define transfer broadly enough to include a change in ownership or control of the partnership. As a result, on behalf of Arvida and JMB I request that the county consent to a transfer of Arvida's interest in the partnership and real estate to JMB, one of its affiliates, or an entity controlled by JMB or one of its affiliates. I have enclosed request letters executed by Arvida Corporation, Florida Clearview, Inc., and JMB Realty Corporation for your consideration. I have also enclosed a JMB Realty Corporation brochure that outlines the ownership, activities and financial strength of JMB Realty Corporation. By copy of this letter I am providing the same information to the other commissioners, Dan Castle, David Halstead, Jim Sisco, Marie Hudson and Cheryl Kent.

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Please schedule a hearing before the county commission to consider this request at your earliest convenience. If you have any questions concerning this request, please feel free to contact me.

Sincerely,



John G. Metcalf

JGM/pl

JGM92

Enclosures

cc: Board of County Commissioners,
St. Johns County
Marie Hudson, Secretary
Cheryl Kent, Deputy Clerk
James Sisco, County Attorney
Dan Castle, County Administrator
David Halstead, Dir. of Admin. Services