

CITY OF BELLEVUE, WASHINGTON

RESOLUTION NO. 6717

A RESOLUTION consenting to the change of control of AT&T Corp., the indirect parent company of Community Telecable of Bellevue, Inc., with conditions.

WHEREAS, Community Telecable of Bellevue, Inc., whose indirect parent company is AT&T Corp., hereinafter "AT&T", is the Franchisee under a cable television franchise agreement, granted by the City of Bellevue, hereinafter the "City" by Resolution No. 5804, hereinafter the "Franchise"; and

WHEREAS, on March 8, 2002, the City received a Federal Communications Commission ("FCC") Form 394, in which AT&T requested approval by the City of a change of control. Under the proposal, the ultimate parent of the Franchisee will be merged with Comcast Corporation to form a new ultimate parent corporation, AT&T Comcast Corporation; and

WHEREAS, following completion of the transactions forming the change of control, the Franchisee will be controlled by AT&T Comcast but will continue to operate the cable system and continue to hold and be responsible for performance of the Franchise; and

WHEREAS, Federal law and the Franchise authorizes the City to review and approve any proposed change of control, including the proposed transaction, in order to determine the legal, technical and financial qualifications of the transferee; and

WHEREAS, AT&T Comcast has committed that the Franchisee will continue to comply with the lawful terms and provisions of the existing Franchise and agreements following the Merger; and

WHEREAS, Franchisee has, in a separate agreement (attached hereto as Exhibit A), documented the existence of certain Identified Issues concerning the Franchisee's performance under the Franchise, and the City has relied on the affirmation and acceptance by AT&T Comcast of the stated obligations and commitments of the Franchisee with respect to the Identified Issues therein; and

WHEREAS, the City has reviewed the proposal pursuant to the above criteria and commitments, and, in reliance thereon, has recommended approval of the proposal, provided certain assurances and considerations are obtained from AT&T in the public interest; and

THE CITY COUNCIL OF THE CITY OF BELLEVUE, WASHINGTON, DOES
RESOLVE AS FOLLOWS:

Section 1. Action on Form 394 Application.

The City hereby approves the Application for Change of Control, as submitted March 8, 2002, subject to the conditions contained herein.

Section 2. Conditions

A. The approval recommended herein shall not take effect until such time as each of the following conditions are met:

1. The City's consent to the change of control is made in reliance on and in consideration of the affirmation and acceptance by AT&T Comcast of the stated obligations and commitments of the Franchisee with respect to the Identified Issues contained in Exhibit A, attached hereto; and
2. The City's consent to the change of control shall not be construed to constitute a waiver or release of any rights it may have under the Franchise and any separate written agreements with the Franchisee; and
3. The Franchisee shall continue to comply with all valid local laws, the terms and conditions of any agreements with the City, and all Franchise requirements consistent with applicable federal and state law; and
4. The Franchisee acknowledges the conditions of transfer approval in writing and shall have executed Exhibit A; and
5. The merger transaction between AT&T Corp. and Comcast Corporation shall close, consistent with the terms identified in the Form 394 and the supplemental information provided by the Franchisee through the request for information process undertaken by the City, by midnight, May 10, 2003.

Passed by the City Council this 1st day of July, 2002, and signed in authentication of its passage this 1st day of July, 2002.

(SEAL)

Connie B. Marshall, Mayor

Attest:

Myrna L. Basich, City Clerk