## RESOLUTION NO. 1151

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF REDMOND, WASHINGTON, APPROVING THE CHANGE OF CONTROL AND INTERNAL RESTRUCTURING OF VISTA TELEVISION CABLE, INC.

WHEREAS, Vista Television Cable, Inc. ("Franchisee") in the City of Redmond, Washington ("Franchise Authority") is an indirect subsidiary of AT&T Corporation ("AT&T"), and AT&T intends to merge its cable television operations with Comcast Corporation ("Comcast") to create a new company to be known as AT&T Comcast Corporation ("AT&T Comcast") pursuant to the terms of an Agreement and Plan of Merger dated December 19, 2001, by and among AT&T, AT&T Broadband Corp., Comcast and certain of their respective affiliates, and a Separation and Distribution Agreement dated December 19, 2001 by and between AT&T and AT&T Broadband Corp. (the "Merger"); and

WHEREAS, prior to the Merger, pursuant to an internal corporate restructuring, the cable franchise or stock of the Franchisee, or indirect ownership of the Franchisee, may be transferred through one or more internal transfers or mergers to another direct or indirect subsidiary of AT&T, or Franchisee may elect as permitted by law to convert or reorganize its legal form to a limited liability company (together with the Merger, the "Transactions"); and

WHEREAS, following the Transactions, the resulting entity ("Resulting Entity")

will be controlled by AT&T Comcast but will continue to operate the cable system ("System") and continue to hold and be responsible for performance of the cable franchise; and

WHEREAS, Franchisee and AT&T Comcast have requested that the Franchise Authority consent to the Transactions in accordance with the requirements of the cable franchise and have filed an FCC Form 394 ("Transfer Application") with the Franchise Authority requesting such consent; and

WHEREAS, the Franchise Authority has reviewed the Transfer Application, examined the legal, financial and technical qualifications of AT&T Comcast, followed all required procedures in order to consider and act upon the Transfer Application, and considered the comments of all interested parties; and

WHEREAS, the Franchise Authority is willing to consent to the Transactions upon certain conditions;

THE CITY COUNCIL OF THE CITY OF REDMOND, WASHINGTON, HEREBY RESOLVES AS FOLLOWS:

Section 1. The Franchise Authority hereby consents to the Transactions in accordance with applicable law, subject to the conditions stated below.

Section 2. By consenting to the Transactions, the Franchise Authority does not waive or release any claim or issue it may have, known or unknown, now or in the future, against the Franchisee or any successor or Resulting Entity including, but not limited to any compliance issues with respect to the Vista Television Cable, Inc. franchise with the City pursuant to

Ordinance No. 1359 and any extension thereof and Chapter 5.60 of the Redmond Municipal Code.

Section 3. This Resolution and the Franchise Authority's consent to the Transactions shall be effective upon the closing of all of the Transactions and the Franchisee's compliance with all of its obligations under applicable local, state and federal law with respect to the Transactions.

RESOLVED this 2<sup>nd</sup> day of July, 2002.

CITY OF REDMOND

ROSEMARIE IVES, MAYOR

ATTEST/AUTHENTICATED:

BONNIE MATTSON, CITY CLERK

FILED WITH THE CITY CLERK: June 28, 2002 PASSED BY THE CITY COUNCIL: July 2, 2002 RESOLUTION NO. 1151