

06/05/2002

40-R-02

A RESOLUTION

**Consenting to the Change of Control
of the Cable Television Franchisee
from AT&T Corporation to AT&T Comcast
Corporation and Authorizing the City Manager to
Sign the Change of Control Agreement**

WHEREAS, MediaOne Acquisitions of Northern Illinois, Inc., (the "Franchisee") is the holder of a franchise (the "Franchise") to provide cable television service in the City of Evanston, Illinois, (the "Municipality") pursuant to a franchise agreement between the Franchisee and the Municipality, dated November 26, 2001 together with any amendments (the "Franchise Agreement") and the Municipality's Resolution No. 40-R-02 (the "Cable Resolution"). The Franchise Agreement and the Cable Resolution are collectively referred to as the "Franchise Documents"; and

WHEREAS, the AT&T Corporation ("AT&T") and Comcast Corporation ("Comcast") jointly submitted to the Municipality their application on Federal Communications Commission ("FCC") Form 394, dated February 25, 2002 (the "Application"), requesting that the Municipality approve the Change of Control of the Franchisee from AT&T to AT&T Comcast Corporation ("AT&T Comcast") as more fully described therein (the "Change of Control"); and

WHEREAS, pursuant to the information requests of the Municipality, the Franchisee supplemented the Application with additional documents and information;
and

WHEREAS, the Franchisee has made various representations in the Application and supplemental information thereto; and

WHEREAS, the Municipality and the Franchisee have negotiated an agreement regarding certain conditions of this consent (the "Change of Control Agreement"), a copy of which is attached as Exhibit A and is incorporated by reference,

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF EVANSTON, COOK COUNTY, ILLINOIS, as follows:

SECTION 1. CONSENT; CONDITIONS:

A. In reliance upon the representations and information submitted in the Application and supplemental information thereto and subject to the conditions set forth in the Change of Control Agreement, the Municipality hereby consents to the Change of Control of the Franchisee from AT&T to AT&T Comcast as described in the Application and supplemental information thereto.

B. The Municipality's consent is subject to the Franchisee executing and delivering to the Municipality a Change of Control Agreement in the form of the attached Exhibit A by no later than sixty (60) days from the date the Municipality sends a certified copy of this consent Resolution to the Franchisee.

C. By this consent, the Municipality does not agree to any renewal or extension of the Franchise. Any pending or future renewal or extension of the Franchise shall be subject to applicable federal, state and local laws, and the Franchise Documents.

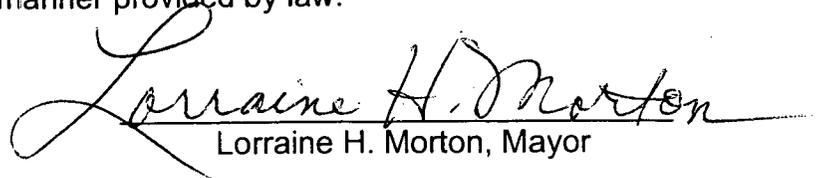
SECTION 2. DELEGATION: The Mayor is hereby authorized and directed to execute and deliver the Change of Control Agreement in substantially the form of the attached Exhibit A.

SECTION 3. SEVERABILITY: If any portion of this ordinance or application thereof is found to be unenforceable such provision shall not effect any other application thereof or the enforceability of the remaining provisions herein to the extent permitted by law.

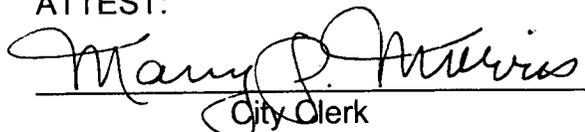
SECTION 4: That the City Manager is hereby authorized and directed to sign, and the City Clerk is hereby authorized and directed to attest on behalf of the City of Evanston, Change of Control Agreement, between the City of Evanston and Media One Acquisitions of Northern Illinois, Inc., attached hereto as Exhibit A and made a part hereof.

SECTION 5: That the City Manager is hereby authorized and directed to negotiate any additional terms of the Agreement as may be determined to be in the best interests of the City.

SECTION 6: That this Resolution shall be in full force and effect from and after its passage and approval in the manner provided by law.


Lorraine H. Morton, Mayor

ATTEST:


City Clerk

Adopted: June 10, 2002

