

RESOLUTION NO. 9-1997
CITY OF MILWAUKIE, OREGON

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MILWAUKIE, OREGON
APPROVING THE TRANSFER OF THE CABLE TELEVISION FRANCHISE.

WHEREAS, Jones Cable Income Fund 1-A, Ltd., a Colorado limited partnership ("Franchisee"), owns, operates, and maintains a cable television system ("System") in the City of Milwaukie, Oregon ("Franchise authority"), pursuant to Ordinance Number 1540 dated May 3, 1983, as amended by Ordinance 1596 dated April 1, 1986 ("Franchise"), and Franchisee is the duly authorized holder of the Franchise; and

WHEREAS, TCI Cablevision of Georgia, Inc. ("TCI-GA") and Franchisee are parties to an agreement (the "Purchase Agreement") whereby Franchisee has agreed to assign and transfer all of the assets of the System, including all right, title, interest and obligations of Franchisee under the Franchise, to TCI-GA; and

WHEREAS, Franchisee and TCI-GA have requested consent by the Franchise authority to the assignment and transfer of all of the assets of the System, including all right, title, interest and obligations of Franchisee under the Franchise, to TCI-GA (the "Transaction") in accordance with the requirements of the Franchise; and

WHEREAS, the Transaction is deemed to be in the best interests of the residents of the City of Milwaukie, Oregon, provided the condition contained herein can be met; now, therefore;

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF MILWAUKIE, OREGON
THAT:

Section 1: The Franchise Authority hereby consents to and approves the transfer of the System and the Franchise to TCI-GA, all in accordance with the terms of the Franchise.

Section 2: Pursuant to Resolution No. 5-1997 adopted by the Franchise Authority on January 21, 1997, as a condition of the Franchise Authority's consent to the transfer of the System and the Franchise to TCI-GA, Franchisee shall pay to the Franchise Authority the amount of the Franchise Authority's reasonable costs above normal operating expenses, provided that such expenses do not exceed \$4,000.00, for reviewing the transfer application, including staff time, consultant fees, attorney's fees and other related expenses, and the Franchise Authority agrees to provide Franchisee with a statement for such expenses as soon as possible and not later than 2 days prior to the meeting of the City council to consider the Franchise transfer to TCI-GA.

Section 3: The Franchise Authority confirms that (a) the Franchise was properly granted to Franchisee; (b) the Franchise is currently in full force and effect and expires June 2, 1998; (c) the Franchise supersedes all other agreements between Franchisee and the Franchise Authority and represents the entire understanding of the parties; and (d) Franchisee is in compliance with the Franchise with the exception of portions of Section 6 and 7, Upon completion of the issues described in the attached Assumption Agreement, the City will consider TCI-GA in full compliance with all sections of the Franchise. *Pad*
and 11.

In recommending that the transfer of ownership be approved, the City Council highlights the following issues which merit particular attention by TCI-GA:

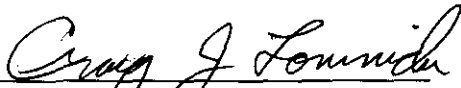
1. That a strong local and community presence be maintained by TCI-GA including local operations personnel who can address day-to-day customer service and related performance issues.
2. That TCI-GA and its parent companies actively work to maintain the localism of the Milwaukie/Clackamas County cable television system so that services are responsive to the community.
3. That TCI-GA provide written assurance that efforts begun by Jones Cable Income Fund 1-A, Ltd. to provide services required by the Franchise be implemented in cooperation with the City Council.
4. The City Council hopes that TCI-GA will be sensitive to transitional issues for customers such as changes in billing, etc. It is strongly recommended that TCI-GA work with staff and the City Council to minimize customer disruption and confusion during the transition from Jones Cable Income Fund 1-A, Ltd. to TCI-GA.

Section 4: The Franchise Authority hereby acknowledges the sufficiency of the notice provided by Franchisee and TCI-GA regarding the transfer of the Franchise and the System to TCI-GA.

Section 5: TCI-GA may transfer the Franchise or control related thereto to any entity controlling, controlled by or under common control with TCI-GA in accordance with the provisions of the Franchise.


Section 6: This resolution shall be deemed effective upon the closing of the Transaction.

Introduced and adopted by the City Council on March 4, 1997.



Craig Lomnicki, Mayor

ATTEST:



Pat DuVal, City Recorder
pjb/acm/65021/cabletra.re2(2/26/97)