

## CITY OF JEANNETTE

## WESTMORELAND COUNTY, PENNSYLVANIA

## RESOLUTION NO. 98-16

A RESOLUTION OF THE CITY OF JEANNETTE  
APPROVING THE CHANGE OF CONTROL OF THE  
CABLE COMMUNICATIONS FRANCHISE IN EXISTENCE  
WITHIN THE CITY OF JEANNETTE

**WHEREAS:** TCI of Greensburg ("Franchise") is duly authorized to operate and maintain a cable communications system within the City of Jeannette, Westmoreland County, Pennsylvania (the "System") by the City of Jeannette (hereinafter the "Franchise Authority") pursuant to a Franchise (the "Franchise") granted by the Franchise Authority; and

WHEREAS, pursuant to an Agreement and plan of restructuring and merger among AT&T Corporation ("AT & T"), a newly formed wholly owned subsidiary of AT&T ("Merger Sub"), and Tele-Communications, Inc., the parent of Franchise ("TCI"), dated as of June 23, 1998 (the "Merger Agreement:), Merger Sub will merge with and into TCI with TCI as the surviving corporation in the merger, and as a result of the transactions contemplated by the Merger Agreement, TCI will become a wholly owned subsidiary of AT&T (the "Transactions"); and

WHEREAS: Franchisee will continue to hold the Franchise after consummation of the Transactions; and

**WHEREAS:** FCC Form 394 with respect to the Transactions has been filed with the Franchise Authority; and

**WHEREAS:** the parties have requested consent by the Franchise Authority to the Transactions:

NOW, THEREFORE, WITH THE FOREGOING RECITALS BEING INCORPORATED HEREIN BY REFERENCE THERETO AT A PUBLIC MEETING HELD DECEMBER 9, 1998, THE COUNCIL OF THE CITY OF JEANNETTE HEREBY RESOLVES AS FOLLOWS:

1. The Franchise Authority hereby consents to and approves the transactions to the extent that such consent is required by the terms of the Franchise and applicable law.

2. Nothing in this Resolution shall be deemed or construed as a waiver of any rights of the Franchise Authority nor shall same be deemed to affect in any manner whatsoever, litigation pending in the Court of Common Pleas of Westmoreland County, Pennsylvania, initiated by the Franchise Authority vs. TCI of Pennsylvania, Inc., a Corporation, TCI of Greensburg Inc., a Corporation and TCI of Greensburg, General Partnership, or any other entity having responsibility for the operation of the system within the City of Jeannette, as same is filed with the

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Prothonotary of the Court of Common Pleas of Westmoreland County, Pennsylvania at number 2105 of 1998. The Passage of this Resolution by the City of Jeannette is intended to relate solely to the approval of the change in control of the Cable Communications Franchise as requested by TCI of Pennsylvania, Inc., as contemplated by the provisions of merger agreement.

3. Nothing in the passage of this Resolution shall be deemed or construed as a renewal, alteration or modification of the existing Franchise Agreement entered between the Franchise Authority and the Franchise as same currently exists nor shall same be interpreted, construed or deemed an extension thereof.

4. This Resolution shall be deemed effective in accordance with applicable law.

**THIS RESOLUTION IS DULY ENACTED AT A REGULAR MEETING OF THE COUNCIL OF THE CITY OF JEANNETTE, WESTMORELAND COUNTY, PENNSYLVANIA AT A PUBLIC MEETING HELD THE 9TH. DAY OF DECEMBER, 1998.**

ATTEST:

THE CITY OF JEANNETTE:

/s/ Ronald E. Dinsmore  
RONALD E. DINSMORE,  
CITY CLERK

/s/ Carl J. Matt  
CARL J. MATT, MAYOR &  
PRESIDENT OF COUNCIL