


**SANTA BARBARA COUNTY
BOARD AGENDA LETTER**



Clerk of the Board of Supervisors
105 E. Anapamu Street, Suite 407
Santa Barbara, CA 93101
(805) 568-2240

Agenda Number: A-12
Prepared on: 7/25/02
Department Name: CAO
Department No.: 012
Agenda Date: 08/06/02
Placement: Administrative
Estimate Time:
Continued Item: NO
If Yes, date from:

TO: Board of Supervisors

FROM:  Michael F. Brown
County Administrator

STAFF CONTACT: Zandra Cholmondeley
568-3261

SUBJECT: Comcast Franchise Extension to November 1, 2002; Merger of Comcast Corporation and AT&T Broadband, Inc. and transfer of franchise to AT&T Comcast Corporation

Recommendation:

That the Board of Supervisors:

- A) Adopt a resolution granting a six-month extension of the non-exclusive cable television franchises to Comcast Cablevision of Santa Maria, L.L.C. to November 1, 2002;
- B) Adopt a resolution Consenting to a Transfer of Control/Merger of Comcast Corporation and AT&T Broadband Corporation and Consent to Transfer of Franchise to AT&T Comcast Corporation.

Alignment with Board Strategic Plan:

The recommendation is primarily aligned with actions required by law or by routine business necessity.

Executive Summary and Discussion:

Franchise Extension: Negotiations with Comcast commenced in September 2000 for the renewal of Comcast's two franchises with Santa Barbara County for providing cable television services to the unincorporated areas surrounding Santa Maria and Lompoc. Comcast's two 5-year franchises expired in October 28, 2000, and were extended for three six-month periods to May 1, 2002 to allow for completion of negotiations. Negotiations with Comcast are continuing and it is estimated that this process will be concluded by November 1, 2002. A further six-month extension is recommended to allow for completion of negotiations.

Transfer of Control/Merger of Comcast Corporation and AT&T Broadband Corporation: On March 19, 2002, your Board adopted Resolution 02-099, which granted consent to the merger of Comcast Corporation and AT&T Corporation and transferred control to a new company, AT&T

Merger of Comcast Cable Communications, Inc. and AT&T Broadband

Agenda Date: 8/6/02

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Comcast Corporation. The attached resolution corrects an error in the name of the franchisee. The correct franchisee is Comcast Cablevision of Santa Maria, LLC.

Mandates and Service Levels:

The Transfer of Control procedure is governed by Rules of the Federal Communications Commission, and County Code 2-90.47(2)

Concurrence:

County Counsel

Auditor-Controller

Special Instructions:

Request the Clerk of the Board to send a copy of the executed Resolution to: Marie Lasota, Comcast Corporation, Inc., 1500 Market Street, Philadelphia, PA 19102-2148

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**BOARD OF SUPERVISORS
OF THE COUNTY OF SANTA BARBARA**

**A RESOLUTION OF SANTA
BARBARA COUNTY, CALIFORNIA
GRANTING A SIX MONTH
EXTENSION OF TWO NON-
EXCLUSIVE CABLE FRANCHISES
TO COMCAST CABLEVISION OF
SANTA MARIA, L.L.C..**

Resolution No. _____

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WHEREAS, Comcast Cablevision of Santa Maria L.L.C. ("Comcast") is duly authorized to operate and maintain a cable communications system (the "System") in Santa Barbara County (North County) ("Franchise Authority") pursuant to a franchise (the "Franchise") granted by the Franchise Authority; and

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WHEREAS, Comcast has requested that the Franchise it holds to provide cable service in the County be renewed; and

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WHEREAS, the County and Comcast are currently in the Franchise renewal process; and

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WHEREAS, the Franchise rights granted under Resolution No. 85-487, and No. 85-488, expired May 1, 2002 and

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WHEREAS, the County is willing to extend the current Franchises for six months while it considers the renewal request, if Comcast agrees to abide by the terms and conditions of the existing Franchise during any such extension, and neither party is otherwise prejudiced by the extension.

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NOW, THEREFORE, it is resolved:

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Section 1. The Franchise rights granted under Resolution No. 85-487, and No. 85-488 are hereby extended until November 1, 2002 under the existing terms and conditions.

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Section 2. Under the extension granted herein Comcast shall be obligated to perform and comply with all terms, conditions, requirements and limitations contained in Chapter 2, Article XI-A of the County Code of Santa Barbara County, as amended.

PASSED AND ADOPTED by the Board of Supervisors of the County of Santa Barbara, State of California, this _____ day of _____, 2002, by the following vote:

AYES:

NOES:

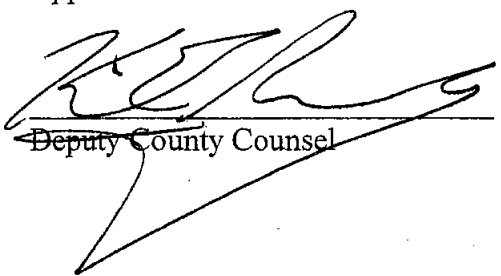
ABSENT:

ABSTAIN:

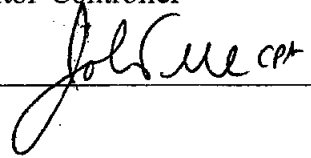
Chair, Board of Supervisors
County of Santa Barbara

ATTEST:
MICHAEL F. BROWN
CLERK OF THE BOARD

By _____
Deputy Clerk

Approved as to Form:


Deputy County Counsel

Approved as to Form:
Auditor-Controller
By  CPA

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**BOARD OF SUPERVISORS
OF THE COUNTY OF SANTA BARBARA**

**A RESOLUTION OF SANTA BARBARA
COUNTY, CALIFORNIA CONSENTING TO A
TRANSFER OF CONTROL/MERGER OF
COMCAST CORPORATION AND CONSENT
TO TRANSFER OF FRANCHISE TO AT&T
COMCAST CORPORATION**

Resolution No. _____

WHEREAS, Comcast Corporation ("Comcast") is duly authorized to operate and maintain a cable communications system (the "System") in Santa Barbara County ("County") pursuant to a franchise (the "Franchise") granted by the County; and

WHEREAS, Comcast has requested that the Franchise it holds to provide cable service in the County be renewed; and

WHEREAS, the County and Comcast are currently in the Franchise renewal process; and

WHEREAS, Comcast Corporation has given notice of its intention to merge with AT&T Broadband Corporation to form a new entity called AT&T Comcast Corporation (AT&T Comcast); and

WHEREAS, Comcast Corporation has or will form a new business entity, Comcast Cablevision of Santa Maria, L.L.C., which will be the actual franchise operator; and

WHEREAS, Comcast and AT&T Broadband have requested consent by the County to the Transaction as is required by the Franchise prior to any transfer of ownership interest; and

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WHEREAS, the County has determined that AT&T Comcast will have the requisite legal, technical and financial qualifications to own and operate the Cable System.

NOW, THEREFORE, it is resolved:

Section 1. The County consents to the Merger, effective immediately upon the closing of the transactions contemplated by the merger agreement. All franchise rights formerly held by Comcast shall inure to AT&T Comcast upon merger. Further, the franchisee entity will be structured in the form of a limited liability company ("LLC"), namely, Comcast Cablevision of Santa Maria, L.L.C. .

- Section 2. The County confirms
 - (a) that the Franchise held by Comcast is valid and is in full force and effect, and
 - (b) that Comcast is materially in compliance with the Franchise.

Section 3. This consent shall be operative upon adoption and shall have the force and effect of an agreement between the County and Franchisee.

Section 4. Resolution 02-099 is hereby rescinded and replaced by this resolution.

PASSED AND ADOPTED by the Board of Supervisors of the County of Santa Barbara, State of California, this _____ day of _____, 2002, by the following vote:

- AYES:
- NOES:
- ABSENT:
- ABSTAIN:

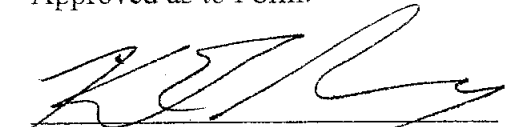
Chair, Board of Supervisors
County of Santa Barbara

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ATTEST:
MICHAEL F. BROWN
CLERK OF THE BOARD

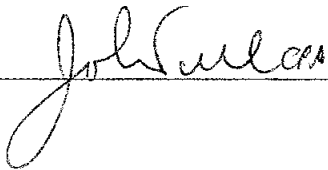
By _____
Deputy Clerk

Approved as to Form:



Kevin E. Ready, Sr.
Deputy County Counsel

Approved as to Form:
Auditor-Controller

By  _____

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