

**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 CABLE COMMUNICATIONS,
INC. AND CONSENT TO TRANSFER OF
FRANCHISE TO AT&T COMCAST
CORPORATION**

Resolution No. _____

WHEREAS, Comcast Cable Communications, Inc. (“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 Cable Communications, Inc. 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 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

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; and

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

1 franchise rights formerly held by Comcast shall inure to AT&T Comcast upon merger.
2 Further, the franchisee entity may be structured in the form of a limited liability
3 company ("LLC").

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

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

11
12 PASSED AND ADOPTED by the Board of Supervisors of the County of
13 Santa Barbara, State of California, this _____ day of _____, 2002,

14 by the following vote:

- 15 AYES:
- 16 NOES:
- 17 ABSENT:
- 18 ABSTAIN:

19
20 _____
Chair, Board of Supervisors
County of Santa Barbara

21 ATTEST:
22 MICHAEL F. BROWN
CLERK OF THE BOARD

23 By _____
24 Deputy Clerk

25 Approved as to Form:

Approved as to Form:
Auditor-Controller

26
27 _____
28 Kevin E. Ready, Sr.
Deputy County Counsel

By _____