

RESOLUTION NO. 1531

**A RESOLUTION CONSENTING TO THE CHANGE OF CONTROL OF
TELE-COMMUNICATIONS, INC. TO AT & T, INC.**

WHEREAS, the City of Wilsonville is a member of the Metropolitan Area Communications Commission (hereinafter "MACC"); and

WHEREAS, in 1982, the member jurisdictions of MACC entered into a Cable Communications System Franchise Agreement (hereinafter "Agreement") with Storer Metro Communications, Inc. (hereinafter "Storer") to allow for the operation of a cable television system which includes service to citizens of the City of Wilsonville; and

WHEREAS, in 1986 the member jurisdictions of MACC approved the transfer of the cable television franchise from Storer to Tidel Communications, Inc. (hereinafter "Tidel") and authorized Tidel's assignment of the franchise operation to Willamette Cable TV, Inc. (hereinafter "Willamette"), a corporation wholly owned at that time by Tidel; and

WHEREAS, in 1988, the member jurisdictions of MACC approved an amendment to the Agreement, approved the transfer of the franchise from Tidel to Willamette, and further approved a transfer of control of Willamette whereby Willamette became wholly owned by Columbia Cable of Oregon, a Delaware general partnership (hereinafter "Columbia"); and

WHEREAS, in 1995, the member jurisdictions of MACC approved the transfer of the Agreement as amended and a transfer of control of Willamette whereby Willamette became wholly owned by TCI Cable of Oregon, Inc. (hereinafter "TCIO"), whose parent

is Tele-Communications, Inc. (hereinafter "TCI") and changed the name of Willamette to TCI of the Tualatin Valley, Inc. (hereinafter TCITV"); and

WHEREAS, AT & T, Inc., a New York corporation (hereinafter "AT & T") and TCI have agreed to merge their companies whereby TCI will become a wholly owned subsidiary of AT & T, and TCIO has requested the consent of the MACC member jurisdictions for a change of control of TCIO's parent company TCI, by filing a Federal Communications Commission Form 394 with MACC and with each member jurisdiction thereof, as contemplated by Sections 3.5 and 3.6 of the Agreement; and

WHEREAS, federal law establishes a procedure and criteria for local franchise authorities to review requests for changes of control of the Agreement to assess the legal, technical, and financial ability of the new controlling entity to own and operate the franchise under the terms and conditions of the Agreement, as amended; and

WHEREAS, MACC staff has reviewed the Form 394 from TCIO and has requested and reviewed certain additional information from both TCIO and AT & T, including assurances made by each entity, in order to assess the legal, technical, and financial qualifications of the new entity to perform under the Agreement; and

WHEREAS, MACC held a public hearing on the 17th day of November, 1998 wherein it received public testimony and written and electronic communications; and

WHEREAS, MACC has received a letter of assurance from AT & T, wherein AT & T agrees to abide by the terms and conditions of the Agreement as amended and recognizes significant local issues of concern, which letter of assurance is attached hereto as Exhibit "A"; and

WHEREAS, following consideration of testimony received during the public hearing and the full record of those proceedings, the Commission adopted Resolution No.

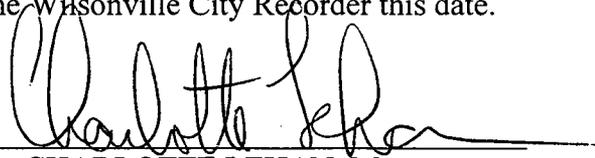
(98-5/98-6) recommending approval of the transfer request to its member jurisdictions;
and

WHEREAS, the City Council of the City of Wilsonville deems it to be in furtherance of the public interest and the welfare of its citizens to consent to the transfer request.

NOW, THEREFORE, THE CITY OF WILSONVILLE RESOLVES AS FOLLOWS:

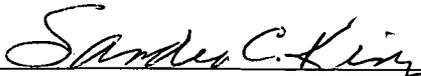
- Section 1. The findings of MACC demonstrate the applicant's legal, technical, and financial qualifications to perform under the Agreement.
- Section 2. The City Council of the City of Wilsonville hereby consents to the change of control to AT & T, Inc., as set forth in the Federal Communications Commission Form 394 submitted by TCI and AT & T, Inc., pursuant to Sections 3.5 and 3.6 of the Agreement
- Section 3. The consent granted herein shall become effective upon completion of each of the two following events:
- a. MACC staff's formal written determination that all member jurisdictions have so consented and
 - b. Completion of the merger between TCI and AT & T.
- Section 4. The Mayor and her designee are authorized to execute and file a copy of this Resolution with MACC.

ADOPTED by the Wilsonville City Council at a regular meeting thereof this 21st day of December, 1998, and filed with the Wilsonville City Recorder this date.



CHARLOTTE LEHAN, Mayor

ATTEST:


Sandra C. King, CMC, City Recorder

SUMMARY OF VOTES:

Mayor Lehan	Yes
Councilor Helser	Yes
Councilor Barton	Yes
Councilor Kirk	Yes
Councilor Luper	Yes



Richard E. Thayer
Chief Commercial Counsel

Room 1575
1875 Lawrence Street
Denver, CO 80202
303 298-6496

October 15, 1998

RECEIVED
OCT 16 1998
MACC

Mr. Bruce Crest
Metropolitan Area Communications Commission
1815 N.W. 169th Place, Suite 6020
Beaverton, OR 97006-4886

RE: Response to Request for Additional Information regarding MACC
and Washington County Franchises

Dear Mr. Crest:

Thank you for your letter dated October 5, received by us on October 7 and requesting responses by October 19, 1998.

As we have previously described in our letter dated October 13, 1998, under the terms of the merger agreement, AT&T will become the parent company of Tele-Communications Inc. (TCI), which will continue to exist as a corporation and a wholly owned subsidiary of AT&T. All of the cable television franchises held by TCI entities will continue to be held by those entities.

In your change of control requests, you have asked for information on behalf of MACC and its jurisdictions as well as Washington County. AT&T and TCI respond as follows:

AT&T, the named controlling entity for this change of control, has certified in the Form 394 that it will use its best efforts in ensuring that franchise holders comply with the terms of existing franchise agreements. AT&T will not "perform" the terms and conditions of the franchise agreements, however. All such terms and conditions remain the obligation of TCI of Tualatin Valley, Inc., the holder of the MACC franchise, and TCI Cablevision of Oregon, Inc., the holder of the Washington County franchise. Similarly, guarantees provided to you by TCI West, Inc. will remain in effect with regard to both franchises. AT&T and TCI are committed to fulfill all franchise and regulatory obligations of all of TCI's subsidiaries following the proposed merger. For this reason, in reply to your request, both AT&T and TCI hereby confirm that TCI of Tualatin Valley, Inc. and TCI Cablevision of Oregon, Inc. shall continue to (1) honor all applicable provisions of the franchise agreements that exist with MACC and Washington

Mr. Bruce Crest
October 15, 1998
Page 2

County, and (2) provide at least the same level of service as they do today, in accordance with franchise agreements.

AT&T is aware that MACC and TCI are currently negotiating a renewed franchise to replace the current franchise agreement. AT&T understands that the renewed franchise may be in force by early 1999. The people with whom you are negotiating have been authorized to agree to the terms of a renewal franchise with MACC and its jurisdictions and such authorization will not change as a result of this merger. AT&T acknowledges that once a final agreement is negotiated and approved by both TCI and the MACC jurisdictions, that following the merger, AT&T will join TCI's commitment to fulfill all franchise obligations by the franchise holder. It is AT&T's understanding that both the existing franchise agreement and the agreement currently being negotiated contain provisions relating to customer service, the Public Communications Network, and Public, Education and Government Access.

The preceding information has been provided on behalf of AT&T. I am authorized to make the representations contained within this letter. We look forward to working with Washington County and the other jurisdictions represented by MACC.

If you have any additional questions, please do not hesitate to contact me.

Very truly yours,



Richard Thayer

cc: Debbie Luppold, TCI
Gloria Crayton, TCI