

RESOLUTION No. 1999-05-023R

A RESOLUTION

AUTHORIZING THE MAYOR TO EXECUTE A SETTLEMENT AGREEMENT AND AN
ACCEPTANCE AGREEMENT FOR THE CABLE FRANCHISE TRANSFER
(Time Warner and TCI of Racine, Inc.)

WHEREAS, Time Warner Entertainment Company, L.P. ("Time Warner") holds
a cable television franchise from the City of Urbana ("City"); and

WHEREAS, City has notified Time Warner of certain violations of the Cable
Television Franchise; and

WHEREAS, Time Warner has disputed such violations; and

WHEREAS, in order to resolve such claimed violations and prevent their
recurrence, the City and Time Warner have negotiated the attached Settlement Agreement and
Acceptance Agreement; and

WHEREAS, the Champaign-Urbana Joint Cable and Telecommunications
Commission has recommended approval of the attached Settlement Agreement; and

WHEREAS, an Asset Exchange Agreement dated as of November 25, 1998
entered into by Time Warner (and others) provides for the transfer of the franchise and cable
system serving City from Time Warner to TCI of Racine, Inc. ("TCI of Racine"), a subsidiary of
AT&T Corp. ("AT&T"); and

WHEREAS, Time Warner and TCI of Racine have submitted an Application for
Franchise Authority Consent on FCC Form 394 for the assignment of the cable television
franchise from Time Warner to TCI of Racine ("Assignment") and providing certain information
with respect to the parties and the proposed transfer; and

WHEREAS, the Champaign-Urbana Joint Cable and Telecommunications Commission has recommended approval of the attached Acceptance Agreement; and

WHEREAS, the City of Urbana intends to consent to the assignment of the franchise subject to Time Warner and TCI of Racine executing an agreement in substantially the same form as the attached Acceptance Agreement; and

WHEREAS, in doing so the City is relying upon the information and documents submitted by Time Warner and TCI of Racine;

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF URBANA, ILLINOIS, as follows:

Section 1. That the City Council hereby adopts as findings of fact, each and every clause recited in the preamble to this Resolution.

Section 2. That the City hereby consents to the resolution of the franchise violation disputes and authorizes the Mayor to execute an agreement substantially in the same form as the attached Settlement Agreement.

Section 3. That the City hereby consents to the assignment of the franchise from Time Warner to TCI of Racine subject to execution by the City, Time Warner and TCI of Racine of an agreement in substantially the same form as the attached Acceptance Agreement. The executed Acceptance Agreement shall be a part of this Resolution and incorporated herein as if fully stated and made a part hereof.

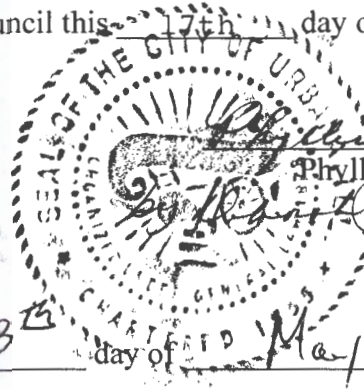
Section 4. That the Mayor is authorized to execute an agreement in substantially the same form as the attached Acceptance Agreement.

Section 5. That this consent to the transfer shall become effective from and after the adoption of this resolution and shall expire on September 30, 1999, if the transfer of the franchise and Cable System has not occurred by that time.

Section 6. That the Mayor and City Attorney are hereby authorized and directed to take all actions necessary to effectuate the preceding.

Section 7. That the City Clerk is hereby directed to send a copy of this Resolution to the City Attorney, who shall disperse it to all interested parties.

PASSED by the vote of the City Council this 17th day of May, 1999.



Phyllis Clark, City Clerk

Robert D. Roberts, Deputy Clerk

APPROVED by the Mayor this 18th day of May, 1999.

Tod Satterthwaite
Tod Satterthwaite, Mayor