

**A RESOLUTION AUTHORIZING THE MAYOR TO EXECUTE  
AN ACCEPTANCE AGREEMENT FOR A CABLE FRANCHISE TRANSFER**

**(TCI of Racine, Inc. (marketing services as AT&T Broadband),  
and Insight Communications of Indiana, LLC)**

WHEREAS, TCI of Racine Inc., marketing its services as AT&T Broadband ("AT&T"), holds cable franchise agreements with the City of Urbana, which may be transferred to another provider of cable services in accordance with the terms of the agreement, Urbana's Ordinances, and federal law; and

WHEREAS, the City of Urbana has received a request from AT&T, in the form of an FCC Form 394, to transfer the cable franchise to Insight Communications of Indiana, LLC ("Insight"); and

WHEREAS, it is the duty of the Champaign-Urbana Joint Cable and Telecommunications Commission to inform and advise the City Councils of both Champaign and Urbana concerning all cable television issues; and

WHEREAS, the Champaign-Urbana Joint Cable and Telecommunications Commission is committed to ensure a high quality of service from the local cable franchisee and is attentive as to the legal, technical, character, and financial qualifications of Insight to fulfill the obligations of the cable franchises; and

WHEREAS, the Champaign-Urbana Joint Cable and Telecommunications Commission and the staffs of the Cities of Urbana and Champaign in conjunction with a retained consultant have made a full investigation of the application for transfer of the local cable system franchise agreements; and

WHEREAS, staff for the Cities, together with the retained consultant and two members of the Joint Cable and Telecommunications Commission, have negotiated an Acceptance Agreement with attachments, all of which are

attached to this Resolution and incorporated into it by reference, that spell out the terms of the proposed transfer; and

WHEREAS, the Joint Cable and Telecommunications Commission, by resolution passed at its meeting of November 29, 2000, has recommended approval of the proposed transfer in accord with the Acceptance Agreement; and

WHEREAS, the City of Urbana intends to consent to the transfer subject to AT&T and Insight 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 AT&T and Insight.

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 authorizes the Mayor to execute an agreement substantially in the same form as the attached Acceptance Agreement.

Section 3. That the City hereby consents to the assignment of the franchise from AT&T to Insight Communications of Indiana, subject to execution by AT&T, Insight, and the Mayor on behalf of the City, of an agreement in substantially the same form as the attached Acceptance Agreement. The executed Acceptance Agreement and side letter shall be a part of this Resolution and incorporated herein as if fully stated and made a part hereof. Should Insight or AT&T fail to execute the Acceptance Agreement, this Resolution shall constitute a denial of the proposed transfer.

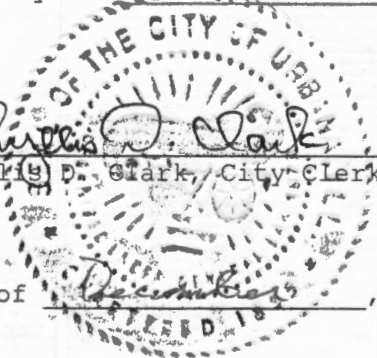
Section 4. That this consent to the transfer shall become effective from and after the adoption of this resolution and shall be subject to

closing of the transaction and shall expire on December 31, 2001, if the transfer of the franchise and Cable System has not occurred by that time.

Section 5. That the Mayor and City Attorney are hereby authorized and directed to take all actions necessary to effectuate the preceding.

Section 6. 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 City Council this 18<sup>th</sup> day of December,  
2000.

  
Phyllis D. Clark  
Phyllis D. Clark, City Clerk

APPROVED by the Mayor this 27<sup>th</sup> day of December,  
2000.

Tod Satterthwaite  
Tod Satterthwaite, Mayor