

RESOLUTION NO. 1-2001

**RESOLUTION OF THE
TOWN OF GARDEN CITY, COLORADO
APPROVING THE TRANSFER OF
THE CABLE TELEVISION FRANCHISE**

WHEREAS, TCI Cablevision of Colorado, Inc. ("Franchisee") owns, operates and maintains a cable television system (the "System") in the Town of Garden City, Colorado (the "Franchise Authority"), pursuant to a franchise agreement between Franchisee and the Franchise Authority (the "Franchise"), and Franchisee is the duly authorized holder of the Franchise;

WHEREAS, AT&T Corp., the ultimate parent of Franchisee ("AT&T"), and Franchisee have proposed an internal corporate restructuring pursuant to which the System and the Franchise will be transferred to AT&T Broadband of Colorado, LLC (the "Transferee"), which will be a wholly-owned subsidiary of AT&T Broadband, LLC following such restructuring (collectively, the "transfer");

WHEREAS, Franchisee and Transferee have requested consent by the Franchise Authority to the Transfer in accordance with the requirements of the Franchise and have filed an FCC Form 394 ("Transfer Application") with the Franchise Authority requesting consent to the Transfer; and

WHEREAS, the Franchise Authority has reviewed the Transfer Application, examined the legal, financial and technical qualifications of Transferee, followed all required procedures in order to consider and act upon the Transfer Application, and considered the comments of all interested parties.

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

SECTION 1. The Franchise Authority hereby consents to the Transfer, all in accordance with the terms of the Franchise.

SECTION 2. Transferee may transfer the System and/or the Franchise or control related to the System and/or the Franchise, to any entity controlling, controlled by, or under common control with Transferee. The Franchise Authority hereby consents to and approves the assignment, mortgage, pledge, or other encumbrance, if any, of the Franchise, the System, or assets relating thereto, as collateral for a loan.

SECTION 3. This Resolution shall have the force of a continuing agreement with Franchisee and Transferee, and Franchise Authority shall not amend or otherwise alter this Resolution without the consent of Franchisee and Transferee.

Authorized by the Franchise Authority this 20th day of FEBRUARY, 2001.

RSW

Signature

Robert S. Waaren

Name (please print)

Mayor

Title

ATTEST:

(Seal)

Jamie Walter

Clerk