

RESOLUTION NO. 61

**RESOLUTION OF THE MAYOR AND COUNCIL OF THE CITY OF WENDELL,  
IDAHO, APPROVING THE TRANSFER OF THE CABLE TELEVISION FRANCHISE**

**WHEREAS**, Westmarc Development Joint Venture ("Westmarc") owns, operates and maintains a cable television system (the "System") in the City of Wendell, Idaho (the "Franchise Authority"), pursuant to a cable franchise (the "Franchise"), and Westmarc is the duly authorized holder of the Franchise;

**WHEREAS**, Westmarc, various affiliates of AT&T Corp. and Cable One, Inc. ("Cable One") are parties to an Asset Exchange Agreement dated as of August 3, 2000 (the "Exchange Agreement"), that provides for the transfer of the System and the Franchise from Westmarc to Cable One (the "Transfer") at the closing of the transaction contemplated by the Exchange Agreement (the "Closing"); and

**WHEREAS**, Westmarc and Cable One 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 with the Franchise Authority; and

**WHEREAS**, the Franchise Authority has investigated the qualifications of Cable One and finds it to be a suitable transferee.

**NOW, THEREFORE, BE IT RESOLVED BY THE FRANCHISE AUTHORITY  
AS FOLLOWS:**

**SECTION 1.** The Franchise Authority hereby consents to and approves, subject to applicable law, the assignment by Westmarc of its right, title and interest in the Franchise to Cable One, and the assumption by Cable One of the obligations of Westmarc under the Franchise which arise from events or circumstances occurring from and after the Closing.

**SECTION 2.** The Franchise Authority confirms that: (a) the Franchise is currently in full force and effect and expires on January 1, 2004; (b) Westmarc is materially in compliance with the provisions of the Franchise; and (c) there exists no fact or circumstance known to the Franchise Authority which constitutes or which, with the passage of time or the giving of notice or both, would constitute a material default or breach under the Franchise or would allow the Franchise Authority to cancel or terminate the rights thereunder, except upon the expiration of the full term of the Franchise.

**SECTION 3.** This Resolution shall be deemed effective for purposes of the Transfer upon the Closing.

PASSED, ADOPTED AND APPROVED this 23<sup>rd</sup> day of August, 2000.

By: Shelley Rost

ATTEST:

Marina Barr  
Clerk

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I, the undersigned, being the duly appointed, qualified and acting Clerk of the City of Wendell, Idaho, hereby certify that the foregoing Resolution No. 601 is a true, correct and accurate copy as duly and lawfully passed and adopted by the governing body of the City on the 23<sup>rd</sup> day of August, 2000.

By: Marina Barr  
Clerk