

RESOLUTION NO. **03-17956**

A RESOLUTION OF THE CITY OF BILLINGS, MONTANA,
AUTHORIZING THE TRANSFER OF THE CITY'S CABLE
FRANCHISE FROM COMCAST OF MONTANA III, INC.
(f/k/a BILLINGS TELE-COMMUNICATIONS, INC.) TO
BRESNAN COMMUNICATIONS, LLC.

WHEREAS, the City of Billings ("City") issued a non-exclusive franchise that authorizes the use and occupation of its right-of-way for the provision of cable services through an ordinance codified in Sections 7-901 through 7-909, Billings Montana City Code (the "Franchise"); and

WHEREAS, the present franchisee Comcast of Montana III, Inc. (f/k/a Billings Tele-Communications, Inc.), locally known as AT&T Broadband ("AT&T") who has previously agreed by separate document to sell its assets to Bresnan Broadband Holdings, LLC, who will immediately transfer those assets to Bresnan Communications, LLC ("Bresnan") (the "Transaction"); and

WHEREAS, the transfer of cable franchise agreements is regulated by federal statutes and regulations of the Federal Communications Commission; and

WHEREAS, Bresnan submitted its application and supporting exhibits for cable franchise transfer (FCC Form 394) on April 17, 2002; and

WHEREAS, Billings Montana City Code Section 7-904(e) requires prior approval by the Mayor and City Council prior to the final transfer of the Cable Franchise Agreement from AT&T to Bresnan; and

WHEREAS, Bresnan has represented to the City that it has no current plans to change the terms and conditions of service and operations of the system as a consequence of this Transaction and has further represented that Bresnan is technically, financially and legally qualified to assume all franchise agreement obligations as successor to AT&T; and

WHEREAS, Bresnan has agreed to comply with all provisions of the Franchise and all applicable laws from and after the approval of the Transaction, and the City and Bresnan have agreed to certain other conditions in a Transfer Agreement dated February 24, 2003; and

WHEREAS, the Franchise is presently scheduled to expire on December 16, 2007; and

WHEREAS, the City is willing to grant its consent to the Transaction subject to the terms and conditions in the Cable Franchise Agreement and the Transfer Agreement

NOW, THEREFORE, BE IT RESOLVED:

1. The City hereby approves the Transaction subject to all terms and conditions of the current Franchise and the Transfer Agreement. This approval shall become effective immediately upon adoption of this Resolution, subject to the execution of the Transfer Agreement within ten (10) days of the effective date of this Resolution.
2. Resolution No. 02-17862, passed July 8, 2002, is repealed and superseded hereby.
3. The Mayor is directed to sign the Transfer Agreement within three (3) days of the effective date of this Resolution.

APPROVED AND PASSED by the City Council of the City of Billings, this 24th day of February, 2003.

THE CITY OF BILLINGS:

BY: _____
Charles F. Tooley MAYOR

ATTEST:

BY: _____
Marita Herold, CMC CITY CLERK