

RESOLUTION
(49-2011)

**A RESOLUTION OF THE CITY COUNCIL FOR THE CITY OF FAIRVIEW, OREGON
APPROVING THE COMCAST CORPORATION CABLE FRANCHISE AGREEMENT**

WHEREAS, the Mt. Hood Cable Regulatory Commission (“MHCRC” or “Commission”) was created by an Intergovernmental Agreement dated December 24, 1992) (the “IGA”) to carry out cable regulation and administration on behalf of Multnomah County and the cities of Gresham, Fairview, Portland, Troutdale, and Wood Village (the “Jurisdictions”). Among other things, the Commission acts in an advisory capacity to the Jurisdictions in connection with renewal of any cable franchise of the Jurisdictions.

WHEREAS, on the MHCRC’s recommendation, the Jurisdictions previously issued a cable franchise to KBL Multnomah Cablesystems, LP. The Jurisdictions approved the transfer of this franchise to a subsidiary of Comcast Corporation (“Comcast”) in June 2002. The franchise was due to expire December 31, 2010 but on the MHCRC’s recommendation was extended by the Jurisdictions to expire December 31, 2011.

WHEREAS, pursuant to the provisions of 47 U.S.C. §546, the MHCRC on the Jurisdictions’ behalf conducted a cable franchise renewal process. The process was authorized by MHCRC Resolution No. 2008-02 (adopted April 21, 2008). Pursuant to this process, a Community Needs Ascertainment report (“Your Voice, Our Communications Technology”) was prepared in April, 2010 for the Jurisdictions. Comcast and MHCRC staff subsequently negotiated a proposed franchise renewal agreement, with exhibits, side letters of agreement, and accompanying contracts (including a recommended revised contract between Comcast and the City of Portland’s Bureau of Technology Services for Institutional Network Services required under the renewed franchise).

WHEREAS, the MHCRC solicited public input on multiple occasions throughout the renewal process, including in connection with the Community Needs Ascertainment process. The MHCRC held a public hearing in September 2011 on the public benefit elements of the proposed renewal franchise.

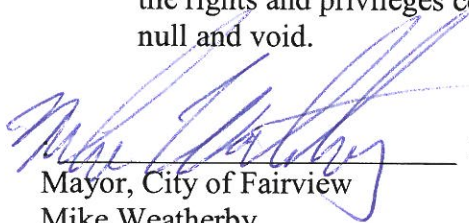
WHEREAS, in approving the Comcast renewal franchise, for purposes of Comcast’s calculation of franchise and PEG/I-Net fees, the City of Fairview relies upon the understanding that Comcast will continue under the new franchise to utilize the historic methodology used by Comcast and its predecessors to calculate and pay such fees to the MHCRC Jurisdictions prior to the effective date of the Franchise

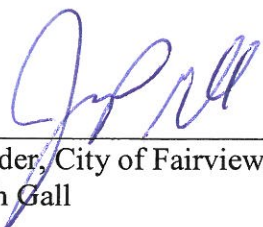
WHEREAS, the proposed Jurisdictions-Comcast renewal franchise has been accepted by Comcast and recommended by the MHCRC for consideration, approval and final action by City of Fairview, along with applicable exhibits, side letters of agreement and accompanying documents, including the form of acceptance. MHCRC staff has also separately forwarded to the Portland City Council a recommended renewal franchise and a revised contract between

Comcast and the Portland Bureau of Technology Services for Institutional Network Services required under the renewed franchise.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF FAIRVIEW AS FOLLOWS:

- Section 1.** The City of Fairview approves the grant of a renewed cable franchise with Comcast of Illinois/Ohio/Oregon, LLC in the form attached hereto, together with all specified exhibits, side letters of agreement and accompanying documents, for a ten year term beginning January 1, 2012.
- Section 2.** On or before December 31, 2011 Comcast of Illinois/Ohio/Oregon, LLC shall file a written, executed acceptance of this Resolution, meeting the approval of the City Attorney for the City of Fairview. The written acceptance shall be in the form attached hereto as Exhibit F. The executed acceptance shall be unqualified and shall be construed to be an acceptance of all the terms, conditions and restrictions contained therein.
- Section 3.** The Mayor is authorized to execute the renewal franchise between Comcast of Illinois/Ohio/Oregon, LLC together with letters of agreement and accompanying documents as necessary.
- Section 4.** The failure, refusal or neglect by Comcast of Illinois/Ohio/Oregon to file such written acceptance by such time shall constitute an abandonment and rejection of the rights and privileges conferred hereby and this resolution shall thereupon be null and void.

By  _____ Date of Signing 12/8/11
Mayor, City of Fairview
Mike Weatherby

ATTEST:
By:  _____
Recorder, City of Fairview
Joseph Gall