

BEFORE THE BOARD OF COUNTY COMMISSIONERS
FOR MULTNOMAH COUNTY, OREGON

RESOLUTION NO. _____

Extending the Term of the Comcast Cable Franchise

The Multnomah County Board of Commissioners Finds:

- a. The Mt. Hood Cable Regulatory Commission (MHCRC) was created by intergovernmental agreement (dated 12/24/92 and amended March 1998) to carry out cable regulation and administration on behalf of Multnomah County and the Cities of Portland, Gresham, Troutdale, Fairview and Wood Village (Jurisdictions). Among other things, the MHCRC acts in an advisory capacity to the Jurisdictions in connection with cable franchise renewals, extensions and expirations. As set forth in the IGA, the Jurisdictions have reserved full authority to act on their own behalf regarding any proposed renewal or extension of the term of a cable franchise. However, each Jurisdiction has agreed to take no action in these areas until the Commission has had an opportunity to give prior consideration to the matter.
- b. On February 18, 1998, by Resolution 98-18, Multnomah County approved a cable services franchise agreement with KBL Multnomah Cablesystems, LP., effective May 23, 1998, authorizing the cable company to construct, operate and maintain a cable system in the areas of unincorporated Multnomah County located east of the Willamette River (East Multnomah Franchise). The County approved an ownership transfer of the East Multnomah Franchise to Comcast by Resolution 02-089 on June 13, 2002. The East Multnomah Franchise expires on December 31, 2010.
- c. Multnomah County entered into a cable services franchise agreement with TCI Cablevision of Oregon, Inc., and effective July 1, 1997, authorizing the cable company to construct, operate and maintain a cable system in the areas of unincorporated Multnomah County located west of the Willamette River (West Multnomah franchise agreement). The County approved an ownership transfer of the West Multnomah franchise agreement to AT&T Comcast Corporation (Comcast or Franchisee) by Resolution 02-089 on June 13, 2002. On July 1, 2005, the West Multnomah franchise agreement expired and the East Multnomah Franchise was amended by Resolution 05-114 to encompass all unincorporated Multnomah County.
- d. In anticipation of the expiration of the East Multnomah Franchise, the MHCRC and its staff have been negotiating on behalf of the Jurisdictions regarding renewal of the franchise. All parties acknowledge that cable franchise renewals are subject to the provisions of Section 626 of the Cable Communications Policy Act of 1984, 47 U.S.C. §546.
- e. An extension of the term of the East Multnomah Franchise to June 30, 2011 will allow time to complete the current MHCRC franchise renewal negotiations.
- f. At a meeting held October 18, 2010, the MHCRC recommended the Jurisdictions extend the term of the East Multnomah Franchise to June 30, 2011 to allow for orderly conclusion of the current franchise renewal negotiations.

- g. The public interest will be served by extending the term of the East Multnomah Franchise to June 30, 2011.
- h. MHCRC staff has verified that Comcast has no objection to extending the term of the East Multnomah Franchise to June 30, 2011.

The Multnomah County Board of Commissioners Resolves:

- 1. Subject to the conditions set out in the acceptance form attached as Exhibit 1, the Board approves an extension to the term of the East Multnomah Franchise to June 30, 2011.
- 2. Section 1.2 of the East Multnomah Franchise is amended to delete the date "December 31, 2010" and substitute the date "June 30, 2011". All other terms and provisions of the East Multnomah Franchise, together with all related documents and agreements pertaining thereto, shall continue in effect without modification.
- 3. On or before December 31, 2010, Franchisee, AT&T Comcast Corporation and Comcast Corporation, as Guarantor of the franchise, must file a written, executed acceptance of this resolution. The acceptance must be in the form attached as Exhibit 1 and filed with Multnomah County, with a duplicate to be sent to MHCRC.
- 4. The executed acceptance must be unqualified and must be construed to be an acceptance of all the terms, conditions and restrictions contained therein.
- 5. If for any reason Franchisee and Franchisee's Guarantor refuse or neglect to file their written acceptance as provided in the resolution, the extension to the East Multnomah Franchise will then be deemed denied without further action by any party.

ADOPTED this 4th day of November 2010.

BOARD OF COUNTY COMMISSIONERS
FOR MULTNOMAH COUNTY, OREGON

Jeff Cogen, Chair

REVIEWED:

HENRY H. LAZENBY, JR., COUNTY ATTORNEY
FOR MULTNOMAH COUNTY, OREGON

By _____
Stephanie E. Duvall, Assistant County Attorney

EXHIBIT 1
ACCEPTANCE

Multnomah County Board of Commissioners
c/o Multnomah County Attorney's Office
501 SE Hawthorne Blvd., Suite 500
Portland, OR 97214

cc to: Mt. Hood Cable Regulatory Commission
1120 SW Fifth Ave, Room 1305
Portland, OR 97204

This is to advise Multnomah County, Oregon that Franchisee, AT&T Comcast Corporation, and Franchisee's Guarantor, Comcast Corporation, unqualifiedly accept the terms and provisions of Resolution No. - ____, adopted by the Board of Commissioners on November 4, 2010, extending until June 30, 2011, the terms of the Cable Services Franchise Agreement entered into between Multnomah County and KBL Multnomah Cablesystems, LP., (Resolution 98-18, adopted by the Board on February 18, 1998), transferred to Comcast by Resolution 02-089 on June 13, 2002, and amended to include all unincorporated Multnomah County by Resolution 05-114 (collectively, the East Multnomah Franchise) and agree to abide by the following terms and conditions:

1. In all respects and without exception, Franchisee and Franchisee's Guarantor agree and acknowledge that the extension of the term of the East Multnomah Franchise will not affect, diminish, impair or supersede the binding nature of the existing valid ordinances, franchises, resolutions and agreements applicable to operation of the cable system, including, but not limited to any existing guarantees, and that during the term of the extension Franchisee shall comply with each and every provision of the East Multnomah Franchise including all lawful applicable ordinances, orders, contracts, agreements, commitments, side letters, and regulatory actions taken pursuant thereto, as applicable, whether prior or subsequent to the date of the term extension that is the subject of this Acceptance.
2. Franchisee and Franchisee's Guarantor do not waive and expressly reserve all legal rights they may have under the current Franchises and applicable law, and Franchisee and Franchisee's Guarantor specifically acknowledge and expressly accept that Multnomah County does not waive and expressly reserves all legal rights and authority in regard to any and all non-compliance under the East Multnomah Franchise that may now exist or may later be discovered to have existed during the term of the Franchise, whether prior or subsequent to the date of the term extension that is the subject of this Acceptance.

3. If for any reason Franchisee and Franchisee's Guarantor refuse or neglect to file their written acceptance as provided in the resolution, the extension to the East Multnomah Franchise will then be deemed denied without further action by any party.

Franchisee:

AT&T COMCAST CORPORATION

BY _____
NAME _____
TITLE _____

State of _____)
County of _____) ss.

This Acceptance was acknowledged before me on the ____ day of _____, 2010, by _____ as _____, a duly authorized officer of AT&T COMCAST CORPORATION.

Notary Public for _____
My Commission Expires _____

Franchisee's Guarantor:

COMCAST CORPORATION

BY _____
NAME _____
TITLE _____

State of _____)
County of _____) ss.

This Acceptance was acknowledged before me on the ____ day of _____, 2010, by _____ as _____, a duly authorized officer of COMCAST CORPORATION.

Notary Public for _____
My Commission Expires _____