

## RESOLUTION NO. 99-32

### A RESOLUTION APPROVING THE CHANGE OF CONTROL OF THE CABLE TELEVISION FRANCHISE.

WHEREAS, MediaOne Enterprises, Inc. ("Franchisee") is duly authorized to operate and maintain a cable communications system in the City of Marco Island, Florida (the "System") by the City of Marco Island ("Franchise Authority") pursuant to a franchise (the "Franchise") granted by the Franchise Authority; and

WHEREAS, pursuant to the Agreement and Plan of Merger among AT&T Corp. ("AT&T"), a newly formed whole subsidiary of AT&T ("Merger Sub"), and MediaOne Group, Inc., the parent of Franchisee ("MediaOne"), dated as of May 6, 1999 (the "Merger Agreement"), MediaOne will merge with and into Merger Sub with Merger Sub as the surviving corporation in the merger, and as a result of the transactions contemplated by the Merger Agreement, MediaOne will become a wholly owned subsidiary of AT&T (the "Transactions"); and

WHEREAS, Franchisee will continue to hold the Franchise after consummation of the Transactions; and

WHEREAS, FCC Form 394 with respect to the Transactions has been filed with the Franchise Authority; and

WHEREAS, the parties have requested consent by the Franchise Authority to the Transactions.

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Marco Island, Florida, as follows:

SECTION 1. The Franchise Authority hereby consents to and approves the Transactions to the extent that such consent is required by the terms of the Franchise and applicable law.

SECTION 2. This Resolution shall be deemed effective in accordance with applicable law.

SECTION 3. This Resolution shall take effect immediately upon its adoption.

Passed in open and regular session of the City Council of the City of Marco Island, Florida, this 2<sup>nd</sup> day of August, 1999.

Attest:

  
A. William Moss  
City Manager/City Clerk

  
David E. Brandt, Chairman