

RESOLUTION NO. 2101

A RESOLUTION APPROVING AN EXTENSION OF THE TERM OF THE COMCAST CABLE FRANCHISE

THE TROUTDALE CITY COUNCIL FINDS AS FOLLOWS:

1. 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 or extension of any cable franchise of the Jurisdictions. 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.
2. The cable franchise granted by Multnomah County and the Cities of Fairview, Gresham, Troutdale, and Wood Village to KBL-Multnomah Cablesystems, L.P. effective May 23, 1998 ("East Multnomah Franchise") was duly transferred to and accepted by Comcast Corporation and all appropriate Comcast subsidiaries (collectively "Comcast") with the approval of the Jurisdictions in 2002.
3. The Franchise by its terms expires December 31, 2010. . The Jurisdictions and Comcast agreed to extend the term of the Franchise to June 30, 2011.
4. The MHCRC on behalf of the Jurisdictions is in negotiations with Comcast regarding the terms of renewal of the East Multnomah 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.
5. At a meeting held April 18, 2011, the MHCRC recommended the Jurisdictions grant an additional extension of the term of the East Multnomah Franchise from June 30, 2011 to December 31, 2011 to allow for orderly conclusion of the current franchise renewal negotiations.
6. The public interest will be served by granting an additional extension of the term of the East Multnomah Franchise to December 31, 2011.
7. MHCRC staff has verified that Comcast has no objection to extending the term of the East Multnomah Franchise to December 31, 2011.

NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE CITY OF TROUTDALE

Section 1. Subject to the conditions set out in the acceptance form attached as Attachment 1 to this Resolution, the City of Troutdale approves an additional extension to the term of the cable franchise granted by Multnomah County and the Cities of Fairview, Gresham, Troutdale, and Wood Village to KBL-Multnomah Cablesystems, L.P., effective May 23, 1998 ("East Multnomah Franchise") from June 30, 2011 to December 31, 2011.

Section 2. Section 1.2 of the East Multnomah franchise is amended to delete the date "June 30, 2011" and substitute the date "December 31, 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.


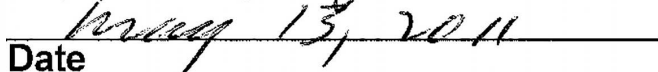
Section 3. On or before June 30, 2011, Comcast of Illinois/Ohio/Oregon, LLC and Comcast Corporation, as Guarantor of the Franchise, shall file a written, executed acceptance of this Resolution, meeting the approval of the Troutdale City Attorney. The written acceptance shall be in the form attached hereto as Exhibit 1.

Section 4. The executed acceptance shall be unqualified and shall be construed to be an acceptance of all the terms, conditions and restrictions contained therein.

Section 5. The failure, refusal or neglect by Comcast of Illinois/Ohio/Oregon, LLC and Comcast Corporation, as Guarantor of the Franchise, 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.

Section 6. This resolution shall be effective immediately upon adoption.

YEAS: 7
NAYS: 0
ABSTAINED: 0


Mayor Jim Kight

Date


Debbie Stickney, City Recorder

Adopted: May 10, 2011

**ATTACHMENT 1
ACCEPTANCE OF EXTENSION OF TERM OF CABLE FRANCHISE
COMCAST/TROUTDALE**

CITY OF TROUTDALE
c/o David J. Ross, City attorney
104 SE Kibling Avenue
Troutdale, Oregon 97060

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

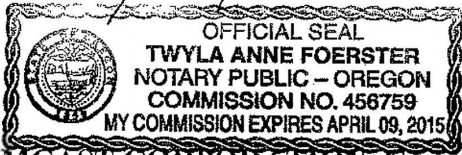
This is to advise the City of Troutdale that Franchisee and Franchisee's Guarantor Comcast Corporation hereby unqualifiedly accept the provisions applicable to them of Resolution No. 2101, adopted by the City of Troutdale on the 10th of May, 2011, further the term of the cable franchise granted by Multnomah County and the Cities of Fairview, Gresham, Troutdale, and Wood Village to KBL-Multnomah Cablesystems, L.P. (effective May 23, 1998) ("East Multnomah Franchise") to December 31, 2011 and agree, as applicable, to abide by the following terms and conditions:

- a. In all respects and without exception, Franchisee and Franchisee's Guarantor Comcast Corporation 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.
- b. Franchisees and Franchisees' Guarantor Comcast Corporation 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 Comcast Corporation specifically acknowledge and expressly accept that the City of Troutdale 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.

COMCAST OF
ILLINOIS/OHIO/OREGON, LLC
as successor to AT&T Broadband of Ohio,
LLC

By [Signature]
Name: RSVP Henry Ford
Title: RSVP

Date: 6/17/2011, 2011



COMCAST CORPORATION, Guarantor

By [Signature]
Name: Art Block
Title: SVP

Date: 6-9, 2011

APPROVED AS TO FORM:

[Signature]
David J. Ross, City Attorney

STATE OF Oregon)
County of Washington) ss.

This Acceptance was acknowledged before me on the 17 day of June, 2011, by Henry R. Ford as RSVP of Comcast, a duly authorized officer of Comcast Of Illinois/Ohio/Oregon, LLC

[Signature]
Twyla Foerster
Notary Public for State of Oregon
My Commission Expires 4-9-2015

STATE OF PA)
County of Philadelphia) ss.

This Acceptance was acknowledged before me on the 9 day of June, 2011, by Art Block as SVP, a duly authorized officer of Comcast Corporation.

Notary Public for Christine Klumpp
My Commission Expires MARCH 2, 2014

