

RESOLUTION 2 - 99

**RESOLUTION OF THE CITY OF CEDARVILLE, ARKANSAS APPROVING A
CHANGE IN CONTROL OF THE CABLE TELEVISION FRANCHISE**

WHEREAS, Peak Cablevision, LLC ("Franchisee") owns, operates, and maintains a cable television system ("System") in Cedarville, Arkansas (the "Franchise Authority"), pursuant to a franchise granted by the Franchise Authority (the "Franchise"), and Franchisee is the duly authorized holder of the Franchise; and

WHEREAS, the members of the Franchisee are currently Fisher Communications Associates, LLC ("FCA") and TCI American Cable Holdings III, L.P. ("ACH III"); and

WHEREAS, Franchisee, FCA, AT&T Corp. ("AT&T"), and certain other related parties are parties to an Acquisition Agreement (the "Purchase Agreement"), dated August 6, 1999, pursuant to which AT&T or its affiliate will acquire 100% of the ownership of FCA (the "Purchase Transaction"); and

WHEREAS, Cox Teleport Partners, Inc. ("Cox"), AT&T and certain AT&T affiliates are parties to an Agreement and Plan of Reorganization (the "Reorganization Agreement"), dated July 6, 1999, pursuant to which, among other things, the ownership interests in FCA and ACH III will, after one or more intermediate transfers pursuant to an AT&T internal restructuring, be held by a newly-formed, wholly-owned subsidiary of AT&T ("NEWCO") and the stock of NEWCO will be acquired by Cox (collectively, the "Reorganization Transactions"); and

WHEREAS, it is the intent of the parties that the Reorganization Transactions occur shortly after the Purchase Transaction but the two transactions are not conditioned on each other; and

WHEREAS, Franchisee and Cox have requested consent by the Franchise Authority to the Reorganization Transactions and, in the event such consent is required under the Purchase Agreement, to the Purchase Transaction in accordance with the requirements of the Franchise.

SECTION 1. The Franchise Authority hereby consents to the Reorganization Transactions, all in accordance with the terms of the Franchise. The Franchise Authority also hereby consents to the Purchase Transaction, all in accordance with the terms of the Franchise.

SECTION 2. The Franchise Authority confirms that (a) the Franchise was properly granted or transferred to Franchisee, (b) the Franchise represents the entire understanding of the parties and Franchisee has no obligations to the Franchise Authority other than those specifically stated in the Franchise, and (c) Franchisee is materially in compliance with the provisions of the Franchise and there exists no fact or circumstance known to the Franchise Authority which constitutes, or which, with the passage of time or the giving of notice or both, would constitute a material default or breach under the Franchise or would allow the Franchise Authority to cancel or terminate the rights thereunder except upon the expiration of the full term of the Franchise.

SECTION 3. Following either the Purchase Transaction or the Reorganization Transactions, the Franchisee may transfer the System and/or the Franchise, or control related thereto, to any entity controlling, controlled by, or under common control with Franchisee.

SECTION 4. The Franchise Authority hereby consents to and approves the assignment, mortgage, pledge, or other encumbrance, if any, of the Franchise, the System, or assets relating thereto, as collateral for a loan.

SECTION 5. This Resolution shall be deemed effective upon the closing date of the Reorganization Agreement for purposes of the Reorganization Transactions and upon the closing date of the Purchase Agreement for purposes of the Purchase Transaction.

SECTION 6. This Resolution shall have the force of the continuing agreement with Franchisee, Cox and AT&T, and Franchise Authority shall not amend or otherwise alter this Resolution without the consent of Franchisee, Cox and AT&T.

PASSED, ADOPTED AND APPROVED this 1 day of November 1999.

CITY OF CEDARVILLE, ARKANSAS

By _____

Name & Title Beverly Pyle, Mayor

ATTEST:

Jane Dickson
Clerk

I, the undersigned, being the duly appointed, qualified and acting Clerk of the City of Cedarville hereby certify that the foregoing Resolution No. 2-99 is a true, correct and accurate copy as duly and lawfully passed and adopted by the governing body of the City of Cedarville on the 1 day of November 1999.

Jane Dickson
Clerk

RESOLUTION # 2001-01

Be it resolved by the City Council of the City of Cedarville, State of Arkansas a resolution for a project entitled Cedarville City Fire Station.

A RESOLUTION authorizing Beverly Pyle, Mayor to apply for a grant on behalf of the City of Cedarville.

WHEREAS, the City Council has determined that City of Cedarville meets eligibility requirements necessary to apply for a grant under the Rural Services Block Grant Program; and

WHEREAS, the City of Cedarville is a local unit of general purpose government that will provide opportunity for input by residents in determining and prioritizing community development needs; and

WHEREAS, the City Council of the City of Cedarville recognizes the need for the project, concurs in its importance, and supports the city in its efforts to proceed with the same; and

WHEREAS, the City Council has provided proof of ownership of the property to be enhanced by the project; and


WHEREAS, the City Council has provided proof of the property value in the amount of \$10,000.00 to be used as match; and

WHEREAS, the City Council of the City of Cedarville hereby appropriates the sum of \$2,600.00 to complete the local match money requirement for the project entitled Cedarville City Fire Station; and

NOW THEREFORE, BE IT RESOLVE by the City Council that the City Council affirms its commitment to take all action within its power to facilitate the receipt of the assistance of community development funds if the city is awarded a Rural Services Block Grant, and upon receipt to administer said grant by the rules and regulations established by the United States of America, the State of Arkansas, and all empowered agencies thereof.

ADOPTED this 24th day of April 2001, at a specially called meeting of the governing body.

APPROVED:


Beverly Pyle, Mayor

ATTEST:


Jane Dickson, Recorder/Clerk

CITY OF CEDARVILLE, ARKANSAS

RESOLUTION NO. 2001-02

BE IT RESOLVED BY THE CITY COUNCIL OF CEDARVILLE, ARKANSAS, A RESOLUTION ENTITLED:

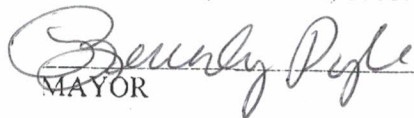
A Resolution authorizing the Mayor of Cedarville, Arkansas to hire and appoint a city attorney.

WHEREAS, the City of Cedarville, Arkansas has determined that the services of a City Attorney are necessary and desirable for the operation of the City of Cedarville; and

WHEREAS, the City of Cedarville, Arkansas desires to enter into a contract with attorney, N. Donald Jenkins, Jr.

IT IS THEREFORE RESOLVED, that the Mayor of Cedarville, Arkansas is hereby authorized to enter into a contract of employment with the Jenkins Law Firm, PLLC, a copy of which is attached hereto and incorporated into this ordinance by reference.

THIS RESOLUTION ADOPTED IN SPECIAL SESSION, JUNE 26, 2001.


MAYOR

ATTEST: 
CITY CLERK

RESOLUTION NO. 01-03

A RESOLUTION URGING THE UNITED STATES POSTAL SERVICE
NOT TO MOVE THE MAIL PROCESSING CENTER
LOCATED IN FORT SMITH

WHEREAS, timely delivery of mail is essential for business operations and for resident operations and for resident communications; and

WHEREAS, Cedarville residents rely on the speedier delivery of mail being processed in Fort Smith; and

WHEREAS, the United States Postal Service is considering the relocation of mail sorting and processing operations from Fort Smith to Fayetteville; and

WHEREAS, said relocation may result in the loss of mail processing jobs in Fort Smith and surrounding areas;

NOW, THERE, BE IT RESOLVED by the City Council of Cedarville, Arkansas that the City of Cedarville opposes the relocation of mail sorting and processing from Fort Smith to Fayetteville and the loss of jobs at the Fort Smith postal handling facilities.

BE IT FURTHER RESOLVED THAT THE Recorder/Treasurer is hereby directed to send a copy of this Resolution to the United States Postal Service and to the congressional delegation representing Cedarville.

This Resolution passed this 10th day of September, 2001.


MAYOR

ATTEST:


RECORDER/TREASURER