

ORDINANCE NO. 698

ORDINANCE OF THE CITY OF GIG HARBOR APPROVING THE CHANGE OF CONTROL OF FRANCHISEE FOR TELEVISION CABLE SERVICE.

WHEREAS, Cable TV Puget Sound, Inc. d/b/a Viacom Cablevision ("Franchisee") is the duly authorized holder of a franchise (as amended to date, the "Franchise") authorizing the operation and maintenance of a cable television system (the "System") and authorizing Franchisee to serve The City of Gig Harbor (the "Franchise Authority") with cable television services; and

WHEREAS, Viacom International Inc., a Delaware corporation ("Viacom"), a wholly-owned subsidiary of Viacom Inc., ("VI") is an indirect parent of Franchisee; and

WHEREAS, upon the consummation of the transactions contemplated by various Agreements (the "Transactions"), TCIC will acquire all of the outstanding common stock of Viacom and become the indirect parent of Franchisee; and

WHEREAS, upon the consummation of the Transactions, the Franchisee will continue to directly own and operate the System; and

WHEREAS, Franchisee and TCIC have requested consent by the Franchise Authority to the Transactions; and

NOW, THEREFORE, BE IT RESOLVED BY THE CITY OF GIG HARBOR AS FOLLOWS:

SECTION 1. The Franchise Authority hereby consents to and approves the Transactions, as in accordance with the requirements of the Franchise.

SECTION 2. The Franchise Authority confirms that, as of the date of this Resolution: (a) the Franchise was properly granted to Franchisee, is valid, remains in full force and effect and expires on December 11, 2004, subject to options, if any, to extend such term; (b) the Franchise supersedes all other agreements between Franchisee and the Franchise Authority and represents the entire understanding of the parties; and (c) Franchisee is materially in compliance with the provisions of the Franchise and there are no material unfulfilled commitments of Franchisee under the Franchise.

SECTION 3. This Ordinance shall be deemed effective as of the closing date of the Transactions.

PASSED, ADOPTED AND APPROVED by the City of Gig Harbor this 23rd day of October , 1995.

Gretchen A. Wilbert, Mayor

ATTEST:

Mark Hoppen
City Administrator/Clerk

APPROVED AS TO FORM:

City Attorney

Filed with city clerk: 10/2/95
Passed by the city council: 10/23/95
Date published: 11/1/95
Date effective: 11/6/95

I, the undersigned, being the duly appointed, qualified and acting City Clerk of THE CITY OF GIG HARBOR hereby certify that the foregoing Ordinance No. 698 is a true, correct and accurate copy as duly and lawfully passed and adopted by THE CITY OF GIG HARBOR on the 23rd day of October, 1995.

City Clerk