

RESOLUTION 95-178
OF THE COUNCIL OF THE CITY OF FORT COLLINS
APPROVING THE SALE OF COLUMBINE CABLEVISION
TO HERITAGE CABLEVISION OF DELAWARE, INC.

WHEREAS, on November 2, 1993, the Mayor, was authorized by City Council in Ordinance No. 116, 1993, to enter into a Franchise Agreement with the World Company, doing business as Columbine CableVision, ("Columbine"); and

WHEREAS, the Franchise Agreement grants to Columbine a non-exclusive franchise to construct, reconstruct, operate and maintain a cable TV system within the City; and

WHEREAS, Section XXVI of the Franchise Agreement provides that in the event Columbine desires to sell its local cable TV system that it must first give the City written notification, as required by federal law, of its intent to sell its cable system; and

WHEREAS, Section XXVI of the Franchise Agreement provides that the City shall have one hundred twenty days (120) after such initial notification in which to render a written decision concerning the City's approval or disapproval of such sale; and

WHEREAS, Section XXVI further provides that in reviewing a proposed sale by Columbine of its cable system, that the City may inquire into the legal, technical and financial qualifications of the prospective buyer and that the City may condition its approval of the sale upon such terms and conditions as it deems reasonably appropriate provided, however, that the City shall not unreasonably withhold its consent and that any such terms and conditions so attached shall be related to the legal, technical and financial qualifications of the prospective buyer or to the resolution of any existing and unresolved issues of non-compliance under the Franchise Agreement by Columbine; and

WHEREAS, on September 29, 1995, the City received from Columbine written notification of its intent to sell its local cable TV system to Heritage Cablevision of Delaware, Inc. ("Heritage"); and

WHEREAS, Heritage is an indirect, wholly-owned subsidiary of TCI Communications, Inc. ("TCI"); and

WHEREAS, City staff has reviewed the qualifications of Heritage and has concluded that Heritage is capable of meeting Columbine's obligations under the Franchise Agreement; and

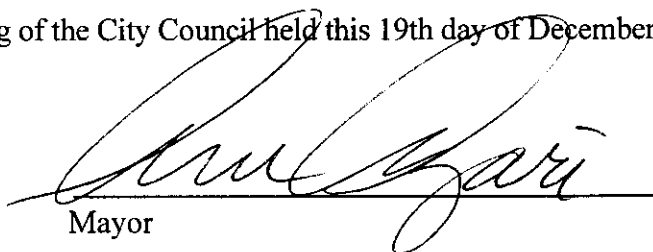
WHEREAS, Columbine is currently in full compliance with the terms and conditions of the Franchise Agreement; and

WHEREAS, the Cable TV Board has also reviewed Columbine's proposed sale of its local cable TV system to Heritage and has recommended to Council that it approve such sale without any terms or conditions; and

WHEREAS, Council has considered the qualifications of Heritage, the fact that Columbine is currently in full compliance with the terms and conditions of the Franchise Agreement, and the Cable TV Board's favorable recommendation, and after having done so, has determined that approving Columbine's proposed sale of its local cable TV system to Heritage is required by Section XXVI of the Agreement and federal law.

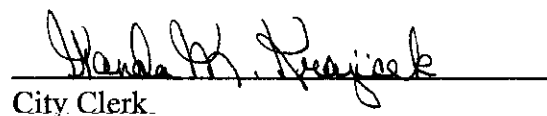
NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE CITY OF FORT COLLINS, that Columbine's proposed sale of its local cable TV system to Heritage, as set forth in Columbine's September 29, 1995, written notification to the City, is hereby approved in accordance with the provisions of Section XXVI of the Franchise Agreement.

Passed and adopted at a regular meeting of the City Council held this 19th day of December, A.D. 1995.



Mayor

ATTEST:



City Clerk