

RESOLUTION NO. 2002- 110

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF ST. JOHNS COUNTY, FLORIDA TO CONSENT TO THE CHANGE IN CONTROL OF MEDIA ONE OF GREATER FLORIDA, INCORPORATED, ARISING FROM THE PROPOSED MERGER BETWEEN AT&T BROADBAND CORPORATION, AND COMCAST CORPORATION.

WHEREAS, Media One of Greater Florida, Incorporated, currently holds a non-exclusive cable franchise for all of the unincorporated area of St. County, Florida; and

WHEREAS, Media One of Greater Florida, Incorporated, is currently owned by AT&T Broadband Corporation; and

WHEREAS, Comcast Corporation has proposed to acquire the cable assets of AT&T Broadband Corporation, which is currently the largest provider of cable services to customers in the country; and

WHEREAS, Media One of Greater Florida, Incorporated's franchise agreement with St. Johns County requires that the Board of County Commissioners of St. Johns County, Florida consent and approve to any transfer/assignment/merger of Media One of Greater Florida, Incorporated's franchise; and

WHEREAS, under the Federal Cable Act, St. Johns County has one hundred twenty (120) days from the date that Comcast Corporation submits its completed FCC 394 Form, in which to approve or deny the consent request arising from the proposed merger between AT&T Broadband Corporation (current corporate parent of Media One of Greater Florida, Incorporated), and Comcast Corporation; and

WHEREAS, in connection with the proposed AT&T Broadband Corporation/Comcast Corporation merger, Comcast Corporation, on February 25, 2002, submitted an FCC 394 Form; and

WHEREAS, under the 120-day timeframe established in the Cable Act, St. Johns County has until June 25, 2002, in which to approve or deny the consent request arising from the proposed merger between AT&T Broadband Corporation and Comcast Corporation; and

WHEREAS, St. Johns County, Florida has reviewed the data/documents/information submitted in Comcast Corporation's FCC 394 Form, and other supporting materials; and

WHEREAS, after a review of the data/documents/information submitted in Comcast Corporation's FCC 394 Form, together with a review of the supporting materials, and a public hearing on the consent request, St. Johns County Florida, has determined that the new corporate parent AT&T Comcast Corporation has the technical, legal, and financial qualifications required

under both the Federal Cable Act, and Media One of Greater Florida, Incorporated's franchise agreement with St. Johns County.

NOW THEREFORE, BE IT RESLOVED BY THE BOARD OF COUNTY COMMISSIONERS OF ST. JOHNS COUNTY, FLORIDA as follows:

Section 1. The above recitals are incorporated herein as findings of fact.

Section 2. St. Johns County consents to the change in control of Media One of Greater Florida, Incorporated, arising from the proposed merger between AT&T Broadband (current corporate parent of Media One of Greater Florida, Incorporated), and Comcast Corporation (future corporate parent of Media One of Greater Florida, Incorporated), for the above-noted reasons.

PASSED AND ADOPTED by the Board of County Commissioners of St. Johns County, Florida this 11<sup>th</sup> day of June, 2002.

BOARD OF COUNTY COMMISSIONERS  
OF ST. JOHNS COUNTY, FLORIDA

By: James E. Bryant  
James E. Bryant, Chairman

ATTEST: Cheryl Strickland, Clerk

By: Patricia A. Grede  
Deputy Clerk

6-14-02  
Rendition Date

