

MINUTES of the Special Meeting of the  
City Council of the City of Rye held in City Hall  
on November 25, 1997 at 7:00 P.M.

PRESENT:

EDWARD B. DUNN, Mayor  
JAMES K. BURKE  
EDWARD J. COLLINS  
CAROLYN C. CUNNINGHAM  
ROBERT H. HUTCHINGS  
KATHLEEN E. WALSH  
Councilmen

ABSENT: JOSEPH L. LATWIN

1. Roll Call

Mayor Dunn called the meeting to order; a quorum was present to conduct official City business.

2. Discussion of proposed cable television franchise transfer

City Manager Culross explained that on August 4th, the City received a request from Cablevision System Corporation for approval of a transfer of the City of Rye's cable television franchise from TCI Communications, Inc., to Cablevision System Corporation. He said action was deferred at the November 19, 1997 City Council meeting until the items outlined in his November 14, 1997 memorandum to the Council were resolved.

City Manager Culross stated that all the previous issues had been answered to his satisfaction in the correspondence attached to the proposed resolution, and recommended that the City Council adopt the resolution at this meeting.

A discussion took place regarding additional franchise fees due from TCI Cable of Westchester regarding the retroactive date and the rate (percentage) of payment.

Mayor-elect Steven Otis expressed concern about the franchise fees due.

City Manager Culross recommended that the City Council take action at this meeting and apprised the Council that Corporation Counsel Richard Gardella is comfortable with the resolution.

Councilman Collins made a motion, seconded by Councilman Hutchings, to adopt the following resolution:

**RESOLUTION OF THE CITY COUNCIL OF THE CITY OF RYE  
APPROVING A CONTRIBUTION AND MERGER AGREEMENT BETWEEN  
TCI COMMUNICATIONS, INC. AND CABLEVISION SYSTEMS CORPORATION  
AND RESULTING TRANSFER OF THE FRANCHISE FOR**

**WHEREAS**, UA-Columbia Cablevision of Westchester, Inc., d/b/a TCI Cable of Westchester (“Franchisee”) is the duly authorized holder of a franchise (as mended to date, the “Franchise”) authorizing the operation and maintenance of a cable television system (the “System”) and authorizing Franchisee to serve the City of Rye (the “Franchise Authority”) with cable television services; and

**WHEREAS**, Franchisee is currently a 100% indirectly owned subsidiary of TCI Communications, Inc., a Delaware corporation (“TCIC”); and

**WHEREAS**, TCIC, Cablevision Systems Corporation, a Delaware corporation (“CSC”) and certain of CSC’s subsidiaries have entered into a Contribution and Merger Agreement dated as of June 6, 1997 (the “Merger Agreement”); and

**WHEREAS**, prior to the closing date of the transactions contemplated in the merger agreement (the “Closing Date”), Franchisee, or the owner thereof, will undergo an internal corporate reorganization (the “Reorganization”); and

**WHEREAS**, upon or following the Closing Date, the Franchise will be assigned, or control thereof transferred to CSC or to an indirectly or directly held affiliate of CSC (the “Transfer”); and

**WHEREAS**, Franchisee as Transferor/Assignor and CSC as Transferee/Assignee, respectively, have filed Federal Communications Commission Form 394 requesting consent by the Franchise Authority to the Reorganization and Transfer; and

**WHEREAS**, the City of Rye had requested additional information, clarification and assurances as outlined in the City Manager’s memorandum to the City Council, dated November 14, 1997, and letter to Cablevision of Westchester, dated November 20, 1997; and

**WHEREAS**, the requested additional information, clarification and assurances have been received in the following documents which are incorporated in and made a part of this resolution:

1. November 21, 1997 letter from Joe Azznara, Senior Vice President Regional Operations of Cablevision of Westchester to the City Manager;
2. November 18 and November 24, 1997 letters from Craig Watson, Regional Vice President of Cablevision of Westchester to the City Manager;
3. November 25, 1997 letter from Joshua Noah Koenig on behalf of TCI Cable of Westchester to the City Manager;

















**NOW, THEREFORE, BE IT RESOLVED** by the City Council of the City of Rye as follows:

1. The Franchise Authority finds that Franchisee, under the control of CSC meets the legal, financial and technical qualifications to perform the requirements of the Franchise.
2. The Franchise Authority hereby consents to the Reorganization and Transfer to the extent that the consent of the Franchise Authority is required by the terms of the Franchise and applicable law.
3. This Resolution shall become effective immediately.

ROLL CALL:

AYES: Mayor Dunn, Councilmen Burke, Collins, Cunningham,  
Hutchings and Walsh

NAYS: None

ABSENT: Councilman Latwin

The resolution passed.

3. Miscellaneous communications and reports

Mayor Dunn informed the Council that the December 2, 1997 Budget Review Workshop would start at 8:00 P.M. rather than 8:15 P.M. as previously scheduled, and there would be an executive session after the meeting.

4. Adjournment

There being no further business to discuss, Councilman Collins made a motion, seconded by Councilman Hutchings and unanimously carried, to adjourn the meeting at 7:35 P.M.

Respectfully submitted,

Alice K. Conrad  
City Clerk