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- 1. Please insert the appropriate information into each parenthetical as noted by () including the name of your community in every location within the document where such information is needed, including the title line on this page.**
- 2. Please delete any language or any paragraph that does not pertain to your community or for which you do not have information to offer.**
- 3. Fax, E-Mail or Mail a copy of this Resolution as Adopted to Joe Hreha, Deputy Director Community Services Department, City of Simi Valley, 2929 Tapo Canyon Road, Simi Valley, CA 93063, Phone (805) 583-6755, Fax (805) 583-6301, jhreha@simivalley.org.**
- 4. If you have any questions, please contact Libby Beaty at NATOA, 703-506-3275 OR Lori Panzino at SCAN NATOA, 909-387-5967 IN ADVANCE OF ADOPTION.**

RESOLUTION NO. _____

A RESOLUTION OF THE *(City/County/Special District)*, *(State)*, EXPRESSING SUPPORT FOR AND PARTICIPATING IN A COALITION OF LOCAL GOVERNMENT ENTITIES THAT ARE LOCAL FRANCHISING AUTHORITIES IN COMMUNITIES WHERE ADELPHIA COMMUNICATIONS IS A CABLE TELEVISION FRANCHISEE, WHICH COALITION WILL DEVELOP AND IMPLEMENT A STRATEGY FOR PROTECTING THE INTERESTS OF LOCAL GOVERNMENT, ITS RESIDENTS, AND ALL ADELPHIA CABLE TELEVISION SUBSCRIBERS IMPACTED BY THE ADELPHIA BANKRUPTCY

WHEREAS, Adelphia Communications, hereinafter referred to as Adelphia, is a *(City/County/Special District)* cable television franchisee;

WHEREAS, in recent months, Adelphia has undergone well-publicized financial difficulties, including the disclosure of approximately \$3.1 billion in previously undisclosed off-balance sheet obligations, the commencement of a Securities and Exchange Commission and two federal grand jury investigations, allegations of widespread corporate fraud, substantial defaults on bondholder debts, numerous shareholder lawsuits against Adelphia, and the arrest of five former Adelphia corporate executives;

WHEREAS, on June 25, 2002, Adelphia, and more than two hundred (200) of its subsidiaries, filed for bankruptcy protection;

WHEREAS, recent press reports and other information indicate that Adelphia attempted to sell many of its franchises to third-parties within the two weeks prior to the bankruptcy filing, but those negotiations failed;

WHEREAS, recent press reports and other information indicate that Adelphia has obtained \$1.5 billion in debtor-in-possession financing to sustain its operations while the bankruptcy is proceeding;

WHEREAS, in the context of a bankruptcy, Adelphia will be required to assume, assign, or reject the current franchise agreement with the *(City/County/Special District)*, and during that process, the *(City/County/Special District)* should play an active and important role so as to ensure that all franchise obligations are satisfied and local cable television subscribers receive the highest quality, uninterrupted, cable television service;

WHEREAS, *Adelphia is currently in renewal negotiations with the (City/County/Special District) whereby it seeks to extend its contract rights, which negotiations may be complicated by the bankruptcy filing;*

WHEREAS, complicated legal and practical issues will arise during the course of the bankruptcy, which will require: (i) extensive analysis of local government's rights and obligations; (ii) preparation of financial documents and correspondence explaining the practical ramifications of the various proposals, including debt and equity restructurings that may arise; and (iii) a careful attention to the protection of the public health, safety, and welfare, the quality and range of cable television services, and the financial and performance based rights of local government;

WHEREAS, the anticipated bankruptcy may result in tension between local government's authority to control its public rights-of-way and duty to protect subscribers, Adelphia's creditors' desire to obtain maximum value from the Adelphia franchises with minimum delay, potential asset purchasers' desire to pay the lowest possible price and incur the minimum possible obligation when seeking to buy cable franchises from the bankruptcy estate, and the bankruptcy court's desire to quickly administer the case and confirm a bankruptcy plan;

WHEREAS, by forming a coalition, local government can present a united front in the anticipated bankruptcy case, which will likely allow local government to assert more influence over the ultimate conditions under which Adelphia or some other cable operator will provide services to cable subscribers on a going-forward basis;

WHEREAS, bankruptcy law provides, in some circumstances, for the formation of "committees" of parties sharing like interests in a bankruptcy proceeding;

WHEREAS, press reports and other information indicate that Adelphia's management, as well as Adelphia's major creditors, are currently mapping out their respective bankruptcy strategies and committee formations, which are not likely to align with the fundamental objectives of local government with respect to cable television franchises;

WHEREAS, if an official committee of local government entities were appointed by the United States Trustee, the professional fees incurred by the committee would be paid by the bankruptcy estate;

WHEREAS, on July 12, 2002, the Executive Director of the National Association of Telecommunications Officers and Advisors (hereinafter referred to as NATOA) and the President of the States of California and Nevada Chapter of NATOA (hereinafter referred to as SCAN NATOA) sent a letter to Adelphia's General Counsel soliciting Adelphia's support before the United States Trustee to appoint a local government committee;

WHEREAS, on July 31, 2002, the County of St. Port Lucie, Florida, filed a motion in the United States Bankruptcy Court for the Southern District of New York for the creation of an official committee of local franchise authorities and a hearing date has been set for September 17, 2002;

WHEREAS, on August 15, 2002, Mr. Fisher responded to the NATOA/SCAN NATOA letter (Exhibit B) and indicated that Adelphia would remain neutral (neither support nor oppose) on the formation of a local government committee;

NOW, THEREFORE, (*City/County/Special District*) does hereby resolve as follows:

1. The Recitals above are hereby declared to be true, accurate, and correct.
2. Based upon and through the actions described in the above Recitals, as well as other written and oral evidence submitted at the Hearing, it is hereby determined that (*City/County/Special District*) will benefit from participating in a coalition of cities, counties, and special districts that act as the local government committee, which would strive to protect local government, its residents, and all Adelphia cable television subscribers impacted by the Adelphia bankruptcy.
3. (*City/County/Special District*) hereby expresses support for the appointment of an official committee of local government entities by the United States Trustee.
4. (*City/County/Special District*) approves participation of the (*City/County/Special District*) in the event such an official committee of local government entities is appointed by the United States Trustee.

PASSED AND ADOPTED by the (*City Council/Board of Supervisors/District Directors*) of the (*City/County/Special District*) at a regular meeting held on the ____ day of _____ 2002.
