CONSENTING TO VOLUNTARY ASSIGNMENT OF TRANSIT SHELTER AGREEMENT RESULTING FROM MERGER OF OUTDOOR SYSTEMS, INC. WITH BURMA ACQUISITION CORPORATION AND INFINITY BROADCASTING CORPORATION

WHEREAS, On May 12, 1987, pursuant to Resolution No. 87-0171, the Public Utilities Commission ("PUC") approved execution of an "Advertising Transit Shelter Agreement" between the City and County of San Francisco ("the City") and Gannett Outdoor Company, Inc. of Northern California ("Gannett"), to provide for the placement and maintenance of commercial and noncommercial transit shelters throughout San Francisco (the "Agreement"); and

WHEREAS, Pursuant to Ordinance No. 208-87, the Agreement was finally approved by the Board of Supervisors and Mayor on June 10, 1987; and

WHEREAS, On October 24, 1989, pursuant to Resolution No. 89-0348, the PUC approved the First Amendment to the Agreement, which provided for shelters and accompanying advertising kiosks on Lower Market Street, which amendment was finally approved on January 5, 1990, pursuant to Ordinance No. 90-1; and

WHEREAS, Pursuant to Resolutions Nos. 91-0091 and 15-91, the PUC and Board of Supervisors, respectively, approved the assignment of the Agreement from Gannett to Combined Communications Corporation ("CCC"), which assignment became effective March 12, 1991; and

WHEREAS, On September 27, 1994, pursuant to Resolution No. 94-056, the Public Transportation Commission ("PTC"), successor to the PUC for transportation functions, approved the Second Amendment to Agreement, requiring Gannett to maintain the high-level boarding platform on 19th Avenue at Stonestown in exchange for advertising on the platform,
which amendment was approved by the Board of Supervisors pursuant to Resolution No. 988-94; and

WHEREAS, The City, pursuant to PTC Resolution No.96-124, adopted November 12, 1996, and Board of Supervisors Resolution No. 23-97, finally approved January 3, 1997, approved the assignment of the Agreement from CCC to Outdoor Systems, Inc. ("Outdoor"), which acquired the Outdoor Division of Gannett Co., Inc., including CCC; and

WHEREAS, Pursuant to Resolutions Nos. 97-034 and 97-160, adopted March 25, 1997, and December 9, 1997, respectively, the PTC approved the Third Amendment to Agreement, expanding the transit shelter program and providing for Outdoor to maintain the MUNI Metro extension and F-Line boarding platforms in exchange for advertising, which amendment was approved by the Board of Supervisors pursuant to Ordinance No. 67-98; and

WHEREAS, Outdoor has requested that the City consent to its merger with Infinity Broadcasting Corporation ("Infinity"), a subsidiary of CBS Corporation, and Burma Acquisition Corporation ("Burma"), a wholly owned subsidiary of Infinity created solely for purposes of the merger, under which Burma would merge into Outdoor, and Outdoor would become a wholly owned subsidiary of Infinity; and

WHEREAS, Under the provisions of the Agreement, such a merger constitutes a "voluntary assignment," subject to consent by the PTC and this Board; and

WHEREAS, The City has determined that the merger and voluntary assignment would not have a negative financial impact on Outdoor's ability to continue to carry out the terms of the Agreement; and

WHEREAS, The PTC approved the assignment on Dec. 7, 1999, pursuant to Resolution No. 99-115 and recommended that this Board and the Mayor consent to the assignment; now, therefore, be it

PUBLIC TRANSPORTATION DEPARTMENT
BOARD OF SUPERVISORS
RESOLVED, That this Board of Supervisors consents to the voluntary assignment of the Transit Shelter Agreement, resulting from the acquisition of Outdoor Systems, Inc. by Infinity Broadcasting Corporation.
Resolution consenting to voluntary assignment of transit shelter agreement resulting from merger of Outdoor Systems, Inc. with Burma Acquisition Corporation and Infinity Broadcasting Corporation.

January 18, 2000  Board of Supervisors — ADOPTED

Ayes: 11 - Ammiano, Becerril, Bierman, Brown, Katz, Kaufman, Leno, Newsom, Teng, Yaki, Yee

I hereby certify that the foregoing Resolution was ADOPTED on January 18, 2000 by the Board of Supervisors of the City and County of San Francisco.

Jean Lum
Acting Clerk of the Board

Date Approved

Mayor Willie L. Brown Jr.