

ORDINANCE NO. 15-99

An Ordinance of the Mason County Board of Commissioners, ("Franchisor") Consenting to the Transfer and Assignment by Port Townsend Cable TV, Ltd. ("Summit") to Summit Cablevision L.P. ("LP") of the franchise to operate a cable television system in the Franchisor, and the subsequent purchase of a controlling interest in LP by Millennium Digital Media Systems, L.L.C. ("Millennium").

WHEREAS, Summit is the current holder of a franchises issued by Resolution No. 58-81, dated June 1, 1981 and Resolution 65-88 dated August 9, 1988 ("Franchise") to operate and maintain a cable television system in Franchisor's territory ("System"); and

WHEREAS, the terms and conditions of the Franchises, as amended, are in full force and effect as of the date of the execution of this Ordinance; and

WHEREAS, Summit and Millennium have entered into a Purchase and Sale Agreement providing for the contribution and transfer of all of the assets of the System, including all rights and obligations under the Franchise, to LP, and further providing for the subsequent acquisition of all of Summit's interest in LP by Millennium; and

WHEREAS, FCC Form 394, which is an "Application for Franchise Authority Consent to Assignment or Transfer of Control of Cable Television Franchise" with respect to the transfer has been filed with the Franchisor; and

WHEREAS, Summit and Millennium have submitted an application for consent by the Franchisor to the sale, assignment and transfer of all the assets of the System, including the Franchise, in accordance with the requirements of the Franchise; and

WHEREAS, Franchisor had determined it is in the best interest of the Franchisor and residents thereof to consent to the sale, assignment and transfer of the franchise as described above;

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

SECTION 1. The County, as the Franchise authority hereby consents to and approves the sale, assignment and transfer by Summit of all the assets of the Systems, including all rights and obligations under the Franchise Agreement relating to the period from and after the date of the consummation of the sale, to Summit Cablevision, L.P. and Millennium, their respective successors, designees and assigns, and subsequent to such conveyance, releases Summit from any obligations incurred under the Franchise for the

period from and after the date of the consummation of sale. Franchisor further consents to and approves the grant by Summit Cablevision, L.P. and Millennium of a security interest in all of their rights, powers and privileges under the Franchise and in all of their other properties to such lender or lenders as may be designated by Millennium for financing purposes, which lender or lenders shall have the rights and remedies of a secured party under the Uniform Commercial Code of this state. *Provided however*, that the consent contained in this paragraph is subject to the following conditions:

1.1. Summit Cablevision, L.P., as the successor to all of the obligations of its predecessor, Summit, is subject to the terms of the Resolution No. 58-81 dated June 1, 1981, and Resolution No. 65-88 dated August 9, 1988.

1.2. Should Summit Cablevision, L.P. offer any services other than those currently authorized by the franchise agreement and any relevant laws, Summit Cablevision L.P. will obtain any necessary federal, state, or local authorization prior to the introduction of such services over its communications system; and

1.3. The final purchase and sale agreement shall not contain any material change from the terms, conditions, representations and facts submitted in the present request to the Franchisors; and

SECTION 2. This Resolution shall be deemed effective in accordance with applicable law.

Dated and passed this 26th day of January, 1999.

BOARD OF COUNTY COMMISSIONERS
MASON COUNTY, WASHINGTON

Cynthia D. Olsen
Cynthia D. Olsen, Chairperson

absent
Mary Jo Cady, Commissioner

John A Bolender
John A Bolender, Commissioner

ATTEST:

Rebecca S. Rogers
Rebecca S. Rogers
Clerk of the Board