

ORDINANCE NO. 203

AN ORDINANCE APPROVING TRANSFER OF FRANCHISE TO OPERATE A COMMUNITY CABLE ANTENNA AS GRANTED BY ORDINANCE NO. 145; AND DECLARING AN EMERGENCY.

WHEREAS, the City of Stilwell (the "City") granted to Airwave Communications, Inc. - Cablevision of Texas, L.P., assignee (the "Seller") a franchise (the "Franchise") to construct, own and operate a cable communications system in the City pursuant to that certain Ordinance No. 145 dated March 19, 1981 (the "Ordinance"); and

WHEREAS, Seller desires to assign all of its rights and delegate all of its obligations under the Franchise to Mission Cable Company, L.P., a Delaware limited partnership (the "Buyer"); and

WHEREAS, the City is willing to (a) grant its consent to the assignment of the Franchise from Seller to Buyer, and (b) grant its consent to a collateral assignment of the Franchise and a pledge of the assets of the cable communications system to any of Buyer's lenders;

BE IT ORDAINED BY THE GOVERNING BODY OF THE CITY, AND IT IS HEREBY ORDAINED BY THE AUTHORITY OF THE SAME, AS FOLLOWS:

SECTION 1. The City hereby grants its consent to: (a) the assignment of the Franchise from Seller to Buyer; (b) any collateral assignment of the Franchise by the Buyer to any of its lenders; and (c) any pledge of the assets of the cable communications system by the Buyer to any of Buyer's lenders.

SECTION 2. The City hereby confirms that: (a) the Franchise was properly granted to Airwave Communications, Inc. - Cablevision of Texas, L.P., assignee; (b) the Franchise is in accordance with all State and local laws; (c) the Franchise is validly existing and in full force and effect, having been duly and validly extended pursuant to the option to renew granted to Seller therein; and (d) there exists no fact or circumstance which constitutes or which, with the passage of time or the giving of notice or both, would constitute a default under the Franchise or permit the City to cancel or terminate the rights thereunder, except upon expiration of the full term thereof.

SECTION 3. This Ordinance is expressly conditioned upon the unconditional closing of that certain Asset Purchase Agreement by and between Buyer and Seller, pursuant to which Buyer is to acquire the Franchise from Seller, and shall become effective upon written notice from Buyer that the closing has been consummated. No further action or notice shall be required to effect the transfer of the Franchise to Buyer.

SECTION 4. Except as hereby modified, the Franchise is in all other respects ratified and confirmed, and all of the terms and conditions thereof shall remain in full force and effect.

SECTION 5. This Ordinance is hereby declared to be a measure in the interest of public peace, health, welfare and safety.

This Ordinance PASSED and APPROVED the 19th day of December, 1988, and noted in the minutes of the regular meeting of the City Council of the City on the said date.

(Seal)

H. E. ZIMMERMAN, JR.
Mayor

ATTEST: SUE CATRON
City Clerk

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