

**ORDINANCE NO. 91-102**

AN ORDINANCE EVIDENCING THE CONSENT OF  
THE CITY COUNCIL OF THE CITY OF CORDOVA, ALABAMA,  
TO THE TRANSFER OF A FRANCHISE HERETOFORE  
GRANTED BY SAID CITY AND AUTHORIZING THE  
CITY CLERK TO DELIVER A CERTIFIED COPY  
OF THIS ORDINANCE AS WRITTEN EVIDENCE  
OF THE APPROVAL OF SAID TRANSFER

BE IT ORDAINED BY THE MAYOR AND CITY COUNCIL (HEREIN TOGETHER CALLED THE "COUNCIL") OF THE CITY OF CORDOVA, ALABAMA, AS FOLLOWS:

**Section 1. Findings by the Council.** The Council has ascertained and does hereby find and declare that:

(a) On May 7, 1985, the City Council of the City of Cordova, Alabama duly adopted Ordinance No. 101-85, granting CableSouth, Inc. (f/k/a Walker County Cablevision, Inc.), its successors and assigns (herein called "CableSouth"), the right to build, maintain, and operate a cable television system in the City of Cordova, Alabama (herein called the "Franchise Ordinance"), a complete copy of which is attached hereto as Exhibit "A" and made a part hereof;

(b) The Council has now been requested to approve the transfer of all of CableSouth's rights, title, and interest in and under the Franchise Ordinance to Cencom of Alabama, L.P., a Delaware limited partnership (herein called "Cencom"); and

(c) It is desirable and in the public interest that the Council evidence its approval of such transfer to Cencom by the adoption of this Ordinance.

**Section 2. No Knowledge of Defaults.** The Council hereby declares that, to the best of its knowledge, information, and belief, there exists no breach or default of any kind by CableSouth under the Franchise Ordinance.

**Section 3. Approval and Acknowledgment.** The Council hereby approves and consents to the transfer of all rights, title, and interest of CableSouth in and under the Franchise Ordinance to Cencom, its successors or assigns, said consent to be effective upon the later of: (i) the closing of the sale to Cencom of substantially all the operating assets of CableSouth related to the cable television system in the City of Cordova, Alabama, as certified in writing to the City Clerk by an officer of Cencom; or (ii) five days following publication of this Ordinance in accordance with Alabama law. The Council hereby acknowledges that, upon the effective date of said transfer, Cencom will possess a valid franchise which is in good standing and which is not subject to revocation on account of any acts or omissions of CableSouth. The Council further acknowledges and agrees that, as of the effective date of said transfer, Cencom will be in full compliance with all the terms, provisions, conditions, and requirements set forth in the Franchise Ordinance.

**Section 4. Only Ordinance Pertaining to Matter.** The Council acknowledges that the Franchise Ordinance and this Ordinance are the only ordinances or resolutions previously adopted by the Council with respect to the rights of CableSouth to exercise the rights and franchise granted under the Franchise Ordinance.

**Section 5. Security Interest.** The Council agrees that Cencom, its successors or assigns, may grant a security interest in the assets of the cable television system covered by the Franchise Ordinance as well as the Franchise Ordinance itself to any reputable financial institution for the purpose of financing, and may assign its rights, title and interest under the Franchise Ordinance as collateral to such financial institutions and their assigns pursuant to such financing arrangements.

**Section 6. Ratification and Confirmation.** The Franchise Ordinance is hereby ratified and confirmed.

**Section 7. Publication and Delivery.** The Council hereby directs the City Clerk to publish this Ordinance in accordance with the laws of the State of Alabama. The Council also directs the City Clerk to deliver a certified copy of this Ordinance to Cencom, as evidence of the Council's conditional approval of the transfer of CableSouth's franchise rights to Cencom, as provided above.

ADOPTED AND APPROVED this 1ST day of OCTOBER, 19 91.

B. J. "Bo" Richardson  
Mayor

ATTEST:

Sybil M. Felkins  
City Clerk

I, **Sybil M. Felkins**, as City Clerk for the City of Cordova, in the State of Alabama, hereby certify that the attached pages numbered consecutively from \_\_\_\_ to \_\_\_\_, inclusive, constitute a true and complete copy of all those portions of the minutes of a regular meeting of the City Council of the City of Cordova held on **October 1**, 1991, that pertain to the matters therein set out, as the same appear in the official records of the said City Council.

*Sybil M. Felkins*  
City Clerk

