

RESOLUTION NO. 566

A RESOLUTION AUTHORIZING THE TRANSFER OF THE CABLE TELEVISION FRANCHISE FROM NORTHLAND CABLE PROPERTIES EIGHT TO SCS COMMUNICATIONS AND SECURITY, INC.

WHEREAS, The City of Stayton, hereinafter "City," a municipality situated in Marion County, Oregon, acting by and through its mayor and city council, passed and enacted Ordinance No. 643, hereinafter "Franchise," granting to Northland Cable Properties Eight, the authority to construct, operate, and maintain a cable television system within the city; and

WHEREAS, Northland Cable Properties Eight intends to sell, transfer, and convey all of its assets, including all of its right, title, and interest in the Franchise, to SCS Communications and Security, Inc.; and

WHEREAS, It is in the best interests of the City and its citizens to consent to the assignment and transfer of the Franchise to SCS Communications and Security, Inc.;

NOW, THEREFORE, the Stayton City Council hereby resolves as follows:

1. The Stayton City Council, hereinafter "Council," hereby approves and consents to the transfer and assignment of the Franchise from Northland Cable Properties Eight, Ltd. to SCS Communications and Security, Inc.
2. The Council hereby approves the encumbrances of the Franchise and assets of the cable television system, and the assignment of same for security purposes, in connection with the acquisition and operation of the system assets and the Franchise by SCS Communications and Security, Inc.
3. Except as specifically set forth herein, this consent of the Council shall not alter, affect, or otherwise change any of the terms and conditions of the Franchise.
4. In connection with the assignment and transfer of the Franchise to SCS Communications and Security, Inc., the Council certifies that:
 - a. The Franchise was duly and validly issued by the City and upon its assignment to SCS Communications and Security, Inc., the duly authorized franchisee will be SCS Communications and Security, Inc.
 - b. The Franchise is in full force and effect as of the date hereof and is valid and enforceable in accordance with its terms.
 - c. No event of default under the Franchise, and no event which could become an event of default with the passage of time or the giving of notice, or both, has occurred and is continuing as of the date hereof.
 - d. All the fees owing the City pursuant to the Franchise have been paid through March 31, 1995. The next quarterly payment is due June 30, 1995.

5. This Resolution shall take effect upon the execution of the Acknowledgment of Transfer by authorized representatives of Northland Cable Properties Eight, Inc. and SCS Communications and Security, Inc., attached hereto as Exhibit A.

Approved by the Stayton City Council this 15th day of May 1995.

Date: 5-16-95

By:

Willmer Van Vleet
WILLMER VAN VLEET, Mayor

Date: 8/16/95

Attest:

Thomas L. Barthel
THOMAS L. BARTHEL, City Administrator

ACKNOWLEDGMENT AND AGREEMENT TO COMPLY WITH THE CITY OF STAYTON
ORDINANCE NO. 643 AND RESOLUTION NO. 566
REGARDING CABLE TELEVISION SYSTEM FRANCHISE AND OPERATION

WHEREAS, On the 20th day of May 1988, Ordinance No. 643, granting a non-exclusive franchise to Northland Cable Properties Eight, Inc. for the operation of a cable television system inside the corporate limits of the City of Stayton, was adopted by the Stayton City Council; and

WHEREAS, on the 15th day of May 1995 the Stayton City Council adopted Resolution No. 566, approving the sale and transfer of ownership of Northland Properties Eight, Inc. to SCS Communications and Security, Inc.;

NOW, THEREFORE, know all men by these presents that:

1. Northland Cable Properties Eight, Inc. agrees that, effective _____ 1995, Northland Cable Properties Eight, Inc. was sold and ownership interests transferred to SCS Communications and Security, Inc., including all rights and obligations granted by the City of Stayton under Ordinance No. 643.
2. SCS Communications and Security, Inc. does hereby accept and agree to comply with all terms and conditions of Ordinance No. 643 and Resolution No. 566.

IN WITNESS WHEREOF, this document is executed by duly authorized officials of Northland Cable Properties Eight, Ltd. and SCS Communications and Security, Inc.

SELLER: NORTHLAND CABLE PROPERTIES EIGHT, INC.

Date: _____ By: _____
JACK DYSTE, Vice President for Technical Services

Date: _____ By: _____
PETE GRIGORIEFF, Regional Manager

PURCHASER: SCS COMMUNICATIONS AND SECURITY, INC.

Date: _____ By: _____
ROBERT SCHUMACHER, President

STATE OF OREGON)
) ss.
COUNTY OF MARION)

On this _____ day of _____, 1995, personally appeared before me the above-named Jack Dyste and, being first duly sworn, did say that he is the Vice President of Technical Services for Northland Cable Properties Eight, Inc., and that he signed the foregoing Acknowledgment and Agreement to Comply with the City of Stayton Ordinance No. 643 and Resolution No. 566 on behalf of said corporation by authority of its board of directors.

Notary Public for the State of Oregon
My commission expires: _____

STATE OF OREGON)
) ss.
COUNTY OF MARION)

On this _____ day of _____, 1995, personally appeared before me the above-named Pete Grigorieff and, being first duly sworn, did say that he is a Regional Manager for Northland Cable Properties Eight, Inc., and that he signed the foregoing Acknowledgment and Agreement to Comply with the City of Stayton Ordinance No. 643 and Resolution No. 566 on behalf of said corporation by authority of its board of directors.

Notary Public for the State of Oregon
My commission expires: _____

STATE OF OREGON)
) ss.
COUNTY OF MARION)

On this _____ day of _____, 1995, personally appeared before me the above-named Robert Schmacher and, being first duly sworn, did say that he is the President of SCS Communication and Security, Inc., and that he signed the foregoing Acknowledgment and Agreement to Comply with the City of Stayton Ordinance No. 643 and Resolution No. 566 on behalf of said corporation by authority of its board of directors.

Notary Public for the State of Oregon
My commission expires: _____