

RESOLUTION NO. 402

A RESOLUTION REGARDING THE CONSENT OF THE CITY OF STAYTON, OREGON
TO THE TRANSFER OF THE CABLE TELEVISION
FROM SANTIAM CABLE-VISION, INC.
TO NORTHLAND CABLE PROPERTIES EIGHT, LIMITED PARTNERSHIP

2-15-91
ORD 533
ENACTED
APR 7 '80.
b

WHEREAS, the CITY OF STAYTON, OREGON, hereinafter referred to as CITY, a municipality situated in Marion County, Oregon, acting by and through its Mayor and City Council, passed and enacted that certain Ordinance No. 533, dated May 7, 1980, as amended by Ordinance No. 643, hereinafter referred to as FRANCHISE, granting to SANTIAM CABLE-VISION, INC., hereinafter referred to as SCVI, the authority to construct, operate, and maintain a cable television system within the CITY; and

WHEREAS, SCVI intends to sell, transfer, and convey all of its assets, including all of its right, title, and interest in the FRANCHISE, to NORTHLAND CABLE PROPERTIES EIGHT LIMITED PARTNERSHIP, a Washington limited partnership, hereinafter referred to as NCP-EIGHT; 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 NCP-EIGHT.

NOW, THEREFORE, be it resolved by the Mayor and the City Council, hereinafter referred to as COUNCIL, of the CITY that:

1. The COUNCIL hereby approves and consents to the transfer and assignment of the FRANCHISE from SCVI to NCP-EIGHT.
2. The COUNCIL hereby approves the encumbrance 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 NCP-EIGHT.
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 NCP-EIGHT, the COUNCIL certifies that:


- a. The FRANCHISE was duly and validly issued by the CITY, and upon its assignment to NCP-EIGHT, the duly authorized franchisee will be NCP-EIGHT.
 - 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 to the CITY pursuant to the FRANCHISE have been paid through September, 1988.
5. This Resolution shall take effect upon the execution of submittal of the Acknowledgement of Transfer by authorized representatives of SCVI and NCP-EIGHT, attached hereto as Exhibit A.

APPROVED BY THE COMMON COUNCIL THIS 5th DAY OF December, 1988.

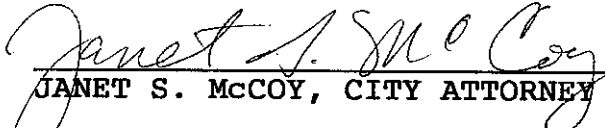
Signed by the Mayor this 9th day of December, 1988.


 WAYNE L. LIERMAN, MAYOR Date

ATTEST


 DAVID W. KINNEY, CITY ADMINISTRATOR 12-07-88
Date

APPROVED AS TO FORM


 JANET S. McCOY, CITY ATTORNEY 12-11-88
Date

dwk:lb(11-28-88)

ACKNOWLEDGEMENT AND AGREEMENT TO COMPLY WITH CITY OF STAYTON
ORDINANCE NO. 533, ORDINANCE NO. 643, AND RESOLUTION NO. 402
REGARDING A CABLE TELEVISION SYSTEM FRANCHISE AND OPERATION

WHEREAS, on the 7th day of May, 1980, the CITY OF STAYTON adopted Ordinance No. 533, an ordinance granting a non-exclusive franchise to SANTIAM CABLE-VISION, INC. for the operation of a cable television system inside the corporate limits of the CITY OF STAYTON; and

WHEREAS, on the 20th day of April, 1988, the CITY OF STAYTON adopted Ordinance No. 643 amending Ordinance No. 533; and

WHEREAS, on the 5th day of December, 1988, the CITY OF STAYTON adopted Resolution No. 402 approving the sale and transfer of ownership of the SANTIAM CABLE-VISION, INC. to NORTHLAND CABLE PROPERTIES EIGHT LIMITED PARTNERSHIP, a Washington Limited Partnership;

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS that:

1. SANTIAM CABLE-VISION, INC. agrees that effective December _____, 1988, SANTIAM CABLE-VISION, INC. was sold and ownership interests transferred to NORTHLAND CABLE PROPERTIES EIGHT LIMITED PARTNERSHIP, including all rights and obligations granted by the CITY OF STAYTON under Ordinance No. 533 and Ordinance No. 643.
2. NORTHLAND CABLE PROPERTIES EIGHT LIMITED PARTNERSHIP does hereby accept and agree to comply with all terms and conditions of Ordinance No. 533, Ordinance No. 643, and Resolution No. 402.

IN WITNESS WHEREOF, this document is executed by duly authorized officials of SANTIAM CABLE-VISION, INC. and NORTHLAND CABLE PROPERTIES EIGHT LIMITED PARTNERSHIP.

SELLER: SANTIAM CABLE-VISION, INC.

ORVILLE J. BROWN, OWNER

Date

JACK PYLE, OWNER

Date

STATE OF OREGON)
) ss.
County of Marion)

BE IT REMEMBERED, that on this _____ day of _____, 1988, before me the undersigned, a Notary Public in and for said County and State, personally appeared the above named ORVILLE J. BROWN and JACK PYLE, and acknowledged the foregoing instrument to be their voluntary act and deed, and who did say that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed in behalf of said corporation.

Before me:

NOTARY PUBLIC FOR OREGON
My commission expires: _____

CORPORATE SEAL

