

RESOLUTION NO. 456

A RESOLUTION REGARDING THE STATUS OF THE CABLE TELEVISION FRANCHISE HELD BY NORTHLAND CABLE PROPERTIES EIGHT LIMITED PARTNERSHIP.

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 Number 533, dated 7 April 1980, as amended by Ordinance Number 643, dated 20 May 1988 (collectively, the FRANCHISE), granting the authority to construct, operate, and maintain a cable television system within the city; and

WHEREAS, pursuant to CITY's consent as evidenced by CITY's Resolution Number 402, dated 5 December 1988, the FRANCHISE was assigned to Northland Cable Properties Eight Limited Partnership, a Washington limited partnership (hereinafter referred to as NCP-EIGHT); and

WHEREAS, in connection with financing recently obtained by NCP-EIGHT from National Westminster Bank USA, NCP-EIGHT has requested that CITY confirm the status of the FRANCHISE;

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 the encumbrance of the FRANCHISE and assets of the cable television system, and the assignment of same for security purposes, in connection with the financing and refinancing, from time to time, of the cable television system assets and operations and the FRANCHISE by NCP-EIGHT.
2. Except as specifically set forth herein, this Resolution shall not alter, affect, or otherwise change any of the terms and conditions of the FRANCHISE.
3. In connection with the financing obtained by NCP-EIGHT from National Westminster Bank USA, the COUNCIL certifies that:
 - a. The FRANCHISE was duly and validly issued by the CITY and the duly authorized franchisee is 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.

4. The resolutions and ordinances referenced herein and this Resolution were and are adopted in accordance with the notice and procedure requirements of the laws of the State of Oregon governing cities, and with the notice and procedure requirements prescribed by CITY. The resolutions and ordinances referenced herein and this Resolution, including without limitation the grant and consent to assignment of the FRANCHISE, were or are adopted in accordance with and do not conflict with the laws, ordinances, resolutions, and other regulations of CITY, as presently in effect or as the same were in effect at the time the particular action was taken.
5. This Resolution shall take effect as of the date of its approval by COUNCIL.

APPROVED BY THE COMMON COUNCIL OF THE CITY OF STAYTON this 19th day of February 1991.

Signed by the Mayor this 22nd day of February 1991.

Willmer Van Vleet 2-22-91
WILLMER VAN VLEET, Mayor Date

ATTEST

David W. Kinney 2-20-91
David W. Kinney, City Administrator Date

APPROVED AS TO FORM

David A. Rhoten FEB 14 1991
David A. Rhoten, City Attorney Date

dk:b(2-4-91)