

ORDINANCE NO. 94-1Error! Bookmark not defined.

**ORDINANCE APPROVING THE TRANSFER OF THE CATV
FRANCHISE AND SYSTEM IN WYTHE COUNTY FROM
TYL COMMUNICATIONS, INC. TO COONEY CABLE ASSOCIATES OF BASTIAN**

An ordinance approving the transfer of the CATV Franchise and System in Wythe County from TYL Communications, Inc. to Cooney Cable Associates of Bastian.

WHEREAS, heretofore on December 12, 1989, the Board of Supervisors of Wythe County, Virginia (the Board) adopted its cable television ordinance awarding to TYL Communications, Inc. a franchise (the Franchise) to construct, operate and maintain a cable television system within a designated area (the Franchise Area) of the County; and

WHEREAS, in accordance with Article XVII - Transfer of Franchise, of the ordinance, any transfer of the rights and privileges under the Franchise may not be made without prior approval of the County by ordinance; and

WHEREAS, TYL Communications, Inc. proposes to sell its assets used to operate and maintain the cable television system within the Franchise Area and to assign all its rights and to delegate all of its obligations under the Franchise to Cooney Cable Associates of Bastian, which sale and assignment is to close on or before June 6, 1994; and

WHEREAS, the parties to that assignment desire to obtain approval of Cooney Cable Associates of Bastian as assignee of the Franchise and of the proposed assignment of the Franchise as required by Article XVII of the ordinance; and

WHEREAS, Cooney Cable Associates of Bastian, the proposed assignee, has undertaken to agree with the County in writing, as evidenced by its duly authorized signature to this resolution, to become responsible for the full performance of all the conditions, liabilities, covenants and obligations contained in the Franchise; and

WHEREAS, it has been established to the reasonable satisfaction of the Board that the proposed assignee possesses the financial and technical ability and experience sufficient to perform the duties, obligations and responsibilities imposed upon TYL Communications, Inc. in the Franchise; and

WHEREAS, at the request of Cooney Cable Associates of Bastian, the Board is willing to confirm the validity of the Franchise and to grant its consent to a collateral assignment of the Franchise or a pledge of the cable system assets to any of Cooney Cable Associates of Bastian lenders.

ORDINANCE NO. 94-1

NOW, THEREFORE, the Board of Supervisors of Wythe County, Virginia, hereby approves of the assignment of the rights, privileges and obligations under the Franchise and the cable television system located in the County to Cooney Cable Associates of Bastian, provided that Cooney Cable Associates of Bastian, duly executes the agreement to assume the Franchise and provided further that the proposed assignment is effected on or before June 6, 1994, and the County is given written notice that the assignment has been effected.

The Board of Supervisors of Wythe County, Virginia, further consents to any collateral assignment of the Franchise or a pledge of the assets of the cable system to any of Cooney Cable Associates of Bastian lenders on the condition that upon the enforcement of any such assignment or pledge the lender will obtain the approval of this Board for continued operation or disposition of the Franchise.

The Board of Supervisors of Wythe County, Virginia, confirms that as of this date: (a) the Franchise was properly granted; (b) the Franchise is in accordance with all state and local law; (c) the Franchise is validly existing and in full force and effect; (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 Wythe County to cancel or terminate the rights thereunder, except upon the expiration of the full term thereof; and (e) all fees due and payable by TYL Communication, Inc. under the Franchise will be paid, and this ordinance will not take effect until there exists no liability whatsoever for such fees.

This ordinance was duly considered following the required public hearing held on March 8, 1994, and was adopted by the Board of Supervisors of Wythe County, Virginia, at its regular meeting held on March 8, 1994, the members voting:

NAME	FOR	AGAINST	ABSTAIN	ABSENT
R. T. DuPuis	X			
Mark C. Munsey	X			
Charles S. Dix	X			
Olin F. Armentrout	X			
Giles C. Rose	X			
James J. Crosswell	X			
John E. Davis, Jr.	X			

This ordinance shall become effective on and after 12:01 a.m., on the date all fees are paid.

ORDINANCE NO. 94-1

I certify that this is a true and correct copy taken from the March 8, 1994, minutes of the Wythe County Board of Supervisors meeting.

Billy R. Branson, Clerk

ORDINANCE NO. 94-1

COONEY CABLE ASSOCIATES OF BASTIAN FRANCHISE

ORDINANCE NO. 94-1

NOTE: PLEASE REFER TO TYL COMMUNICATIONS, INC. ORDINANCE NO.
89-9 WITH AMENDMENT

ATTACHMENT
94- 1