

ORDINANCE NO. 91-132

AN ORDINANCE EVIDENCING THE CONSENT OF
THE CITY COUNCIL OF THE CITY OF BROOKWOOD
TO THE TRANSFER OF A FRANCHISE HERETOFORE
GRANTED BY SAID CITY COUNCIL AND AUTHORIZING THE
BROOKWOOD 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 MEMBERS
(HEREIN TOGETHER CALLED THE "COUNCIL") OF THE CITY OF
BROOKWOOD, ALABAMA, AS FOLLOWS:

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

(a) On June 20, 1983, the City Council of the City of
Brookwood, Alabama duly adopted an Ordinance granting a
cable television franchise to West Alabama Cable T.V.
Company, Inc.; as assigned by Ordinance No. 127 on December
14, 1987, to CableSouth, Inc. (f/k/a Cheaha Cablevision,
Inc.), its successors and assigns (herein called
"CableSouth"), granting the right to build, maintain and
operate a cable television system in the City of Brookwood,
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 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 Brookwood, Alabama, as certified in writing to the Brookwood 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, as amended in the manner described below.

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. Amendment to Section 12 of the amended Ordinance (Ordinance No. 127). Section 12 of the amended Franchise Ordinance is hereby amended in its entirety and shall read as follows:

The Grantee shall pay to the City, as a franchise tax and as compensation for the rights and privileges hereunder, a sum equaling three (3%) percent of the revenues received by the Grantee for "basic cable television service", as defined under the Cable Communications Policy Act of 1984, Pub. L. No. 98-549, from subscribers within the City, and a sum equaling one and one-half (1½%) percent of the revenues received by the Grantee for "basic cable television service", as defined under the Cable Communications Policy Act of 1984, Pub. L. No. 98-549, from subscribers within the police jurisdiction of the City. These fees shall be paid in quarterly installments, provided, however, that the Grantee shall have thirty (30) days after the end of each quarter in which to compute the amount due to the city and make payment thereof. This payment shall be in addition to any other tax or payment owed to the city by the Grantee. A penalty of two (2%) percent per month shall be taxed to the Grantee if payment is not made within the time hereinabove stated.

Section 6. 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 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 7. Ratification and Confirmation. The Franchise Ordinance is hereby ratified and confirmed.

Section 8. Publication and Delivery. The Council hereby directs the Brookwood City Clerk to publish this Ordinance by posting copies hereof in accordance with the laws of the state of Alabama. The Council also directs the Brookwood 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 3 day of Sept.,
1991.

Leon Hatter
MAYOR

ATTEST:

Linda Barger
Brookwood City Clerk