

ORDINANCE 2001-03

**AN ORDINANCE OF THE CITY OF STARKVILLE, MISSISSIPPI,  
APPROVING THE TRANSFER AND ASSIGNMENT OF THE FRANCHISE TO  
OPERATE IT CABLE TELEVISION SYSTEM IN THE CITY OF STARKVILLE  
BY NORTHLAND CABLE PROPERTIES SIX LIMITED PARTNERSHIP TO  
NORTHLAND CABLE NETWORKS LLC.**

**WHEREAS**, by unnumbered Ordinance, adopted November 7, 1961, the Mayor and Board of Alderman for the City of Starkville, Mississippi, acting on behalf of the City of Starkville, Mississippi (the "City"), granted a franchise to Starkville TV Cable Company ("STCC") To construct, install, maintain and operate a cable television system within the corporate limits of the City of Starkville (the "Franchise"). By unnumbered Ordinance, dated January 15 1980, the City amended certain sections of the Franchise including extending the Franchise term until November 7, 1995. On October 21, 1986, the City approved the assignment and transfer of the Franchise from STCC to Northland Cable Properties Six Limited Partnership ("NCP-Six"). By that certain Assignment and Assumption of Franchise, dated November 3, 1986, NCP-Six assumed the obligations of the Franchise. By Ordinance No.1995-01, dated February 7, 1995, the City renewed the Franchise for an additional ten (10) years, to expire on November 7, 2005; and

**WHEREAS**, NCP-Six has entered into a purchase and sale agreement with Northland Cable Networks LLC ("Northland"), for the sale of its cable television system serving the City of Starkville, Mississippi, including the assignment and transfer of the Franchise to Northland, effective as of the date of the closing of such sale (the "Closing"), which is anticipated to occur on June 30, 2001; and

**WHEREAS**, it is in the best interests Of the City and its Citizens to consent to the above-referenced assignment and transfer of the Franchise; and

**WHEREAS**, NCP-Six and Northland request that an assignment and transfer of the Franchise be approved;

**NOW THEREFORE, BE IT ORDAINED** by the City that:

**Section 1.** The City hereby approves and consents to the transfer and assignment of the Franchise from NCP-Six to Northland, effective as of the Closing, and to the assignment to Northland's manager, Northland Communications Corporation, and its affiliates.

**Section 2.** The City hereby consents to and approves the grant by the grantee under the Franchise of a security interest in all such grantee's rights, powers and privileges under the Franchise and all of its other properties to such lender or lenders as may be designated by the grantee under the Franchise from time to time for financing purposes, under which such lender or lenders shall have the rights and remedies of a secured party under the Uniform Commercial Code of this State.

**Section 3.** Except as specifically set forth herein, the assignment and transfer of the Franchise shall not alter, affect or otherwise change any of the terms or conditions of the Franchise.

**Section 4.** In connection with the assignment and transfer of Franchise to Northland the City certifies to NCP-Six and Northland that:

(a) The Franchise was duly and validly issued by the City, and upon its assignment to Northland, the duly authorized franchise will be Northland.

(b) The Franchise is in full force and effect as of the date hereof, is valid and enforceable in accordance with its terms and will not expire until November 7, 2005.

(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.

**Section 5.** The Franchise and this Ordinance were and are made, passed or adopted in accordance with the notice and procedure requirements of the laws of the State of Mississippi governing cities, and with the notice and procedure requirements prescribed by the City, and do not conflict with the laws, ordinances, resolutions and other regulations of the City, as presently in effect or as the same were in effect at the time the particular action was taken.

**Section 6.** This Ordinance shall take effect immediately upon passage by the city.

**Alderman Frank M. Davis** seconded the motion to adopt the foregoing Ordinance and the question was put to a roll call vote with the following result:

Alderman Marie Lee	Voted: Yea
Alderman Frank M. Davis, Sr.	Voted: Yea
Alderman Cliff Ivy	Voted: Yea
Alderman J. Emmett Smitherman, Jr.	Voted: Yea
Alderman Marco Nicovich	Voted: Yea
Alderman Roy A'. Perkins	Voted: Yea
Alderman Vic Zitta	Voted: Absent

The motion having received the affirmative vote of the Board, the Mayor declared the motion duly carried and the Ordinance adopted this the 15<sup>th</sup> day of May, 2001.

CITY OF STARKVILLE

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Mack Rutledge  
Mayor, City of Starkville, Mississippi

ATTEST:

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Vivian E. Collier  
City Clerk, City of Starkville, Mississippi