

RESOLUTION NO. 1999-12

**RESOLUTION APPROVING THE TRANSFER OF
THE CABLE TELEVISION FRANCHISE
HELD BY
COAXIAL COMMUNICATIONS OF SOUTHERN OHIO, INC.
PURSUANT TO ORDINANCE NO. 19-87-1**

WHEREAS, by Ordinance No. 19-87-1 adopted on January 5, 1987, the Village of Hamersville, Ohio (the "Village") granted to Coaxial Communications of Southern Ohio, Inc. a franchise (the "Franchise") to construct, own, operate and maintain a cable television system within the Village of Hamersville, Ohio (the "System"); and

WHEREAS, Coaxial Communications of Southern Ohio, Inc. has agreed to sell the System to Adelphia Communications Corporation ("Adelphia"), a Delaware corporation ("Buyer") and Buyer has agreed to purchase the System from Coaxial Communications of Southern Ohio, Inc.; and

WHEREAS, it is requested, pursuant to Section 3 of the Franchise, that the Village approve the transfer of the Franchise to the Buyer; and

WHEREAS, Coaxial Communications of Southern Ohio, Inc. and Buyer have filed a Form 394 (the "Transfer Application") and the Village has reviewed the Transfer Application, examined the legal, financial and technical qualifications of Buyer, followed all required procedures to consider and act upon the Transfer Application, and considered the comments of all interested parties; and

WHEREAS, Buyer has agreed to be bound by the terms, provisions and conditions of the Franchise.

NOW, THEREFORE, BE IT HEREBY RESOLVED by the Village of Hamersville, Ohio that:

1. The Village does hereby consent to the transfer and assignment of the System and the Franchise from Coaxial Communications of Southern Ohio, Inc. to Buyer.
2. The Village does hereby acknowledge that the Franchise is valid and remains in full force and effect with no defaults thereunder.
3. The foregoing consent to the transfer and assignment of the Franchise is granted under the condition that Buyer agrees to be bound by and to comply with all the provisions of the

Franchise subject to applicable law, and any default under the Franchise which existed on or prior to the date of transfer shall not be the basis for the revocation of the Franchise.

4. The Village hereby consents to Buyer transferring the Franchise or control of the Franchise to any affiliate of Buyer that agrees in writing as a condition to such transfer to be bound by any and all obligations of Buyer in connection with the Franchise, provided, however, that nothing contained herein shall constitute a waiver of any rights of the Village to approve any other transfer or assignment of the Franchise.

5. The Village hereby consents to and approves the assignment, mortgage, pledge, or other encumbrance, if any, of the Franchise, the System, or assets relating thereto, as collateral for a loan.

6. The foregoing consent to the transfer and assignment of the Franchise shall be effective upon the closing of the sale of the System by Coaxial Communications of Southern Ohio, Inc. to Buyer. Notice of such closing date shall be given to the Village.

ADOPTED by the Village of Hamersville, Ohio on this 12 day of July, 1999.

VILLAGE OF HAMERSVILLE, OHIO

Dwayne C. Run

Mayor
Title:

ATTEST:

Wanda Jones
Clerk- July 12, 1999.