

ORDINANCE OF THE TOWN COUNCIL  
OF THE TOWN OF FLOYD, VIRGINIA

An ordinance approving of the transfer of the CATV Franchise and system in the Town of Floyd from Blue Ridge Cablevision, Inc. to Star Cable Associates, a Pennsylvania general partnership.

Whereas, heretofore on August 13, 1983, the Town Council of the Town of Floyd, Virginia (the Council) adopted its cable television ordinance awarding to Blue Ridge Cablevision, Inc. a franchise (the franchise) to construct, operate and maintain a cable television system within the town (the franchise area); and

Whereas, in accordance with Section 20-40.27 of the ordinance, as amended, any transfer of the rights and privileges under the Franchise and cable television system may not be made without written approval of this Council; and

Whereas, Blue Ridge Cablevision, 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 Star Cable Associates, which sale and assignment is to close on November 1, 1988, but not later than March 31, 1989; and

Whereas, the parties to that assignment desire to obtain approval of Star Cable Associates as assignee of the Franchise as required by Section 20-40.27 of the ordinance; and

Whereas, in accordance with the requirement of Section 20-40.27 of the ordinance, Star Cable Associates, the proposed assignee, has undertaken to agree with the Town in writing as evidence by its duly authorized signature to this ordinance, to become responsible for the full performance of all contained in the franchise; and

Whereas, it has been established to the reasonable satisfaction of the Council that the proposed assignee possesses the financial and technical ability and experience sufficient to perform the duties, obligations and responsibilities imposed upon Blue Ridge Cablevision, Inc. in the Franchise; and

Whereas, at the request of Star Cable Associates the Council 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 Star Cable Associates' lenders;

Now, therefore, be it ordained that the Town Council of the Town of Floyd, Virginia, approves the assignment of the rights, privileges and obligations under the Franchise and the cable television system located in the Town to Star Cable Associates, provided that Star Cable Associates duly executes the agreement, to assume the Franchise and provided further that the proposed assignment is effected on or before March 31, 1989, and the Town is given written notice that the assignment has been effected.

The Town Council of the. Town of Floyd, Virginia, further consents to any collateral assignment of the Franchise or a pledge of the assets of the cable system to any of Star Cable Associates' lenders on the condition that upon the enforcement of any such assignment or pledge the lender will obtain the approval of this Council for continued operation or disposition of the Franchise.

The Town Council of the Town of Floyd, 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 or the giving of notice or both, would constitute a default under the Franchise or permit the Town of Floyd to cancel or terminate the rights there under, except upon the expiration of the full term thereof; and (e) all fees due and payable by Blue Ridge Cablevision, Inc. under the Franchise have been paid, and there exists no liability whatsoever therefore.

Adopted this 25th day of October 1988.

**ORDINANCE  
AN ORDINANCE AMENDING AND REENACTING  
THE CATV FRANCHISE AGREEMENT.**

**WHEREAS**, on August 13, 1983, the Corporation, Town of Floyd acted through its duly elected Town Council (hereinafter Council) to adopt a cable television franchise Ordinance granting to Blue Ridge Cablevision, Inc. a franchise (hereinafter “the franchise”) to construct, maintain and operate a cable television system within the corporate limits of the Town of Floyd (hereinafter “the Franchise Area”) for a period ending August 12, 1993; and

**WHEREAS**, by Ordinance duly adopted on October 25, 1988 by the Council, such Franchise was amended with the concurrence of Blue Ridge Cablevision, Inc. to extend said Franchise to December 31, 1998; and

**WHEREAS**, by Ordinance duly adopted on October 25, 1988 by the Council, approval was granted to transfer the said Franchise from Blue Ridge Cablevision, Inc. to Star Cable Associates, a Pennsylvania General Partnership; and

**WHEREAS**, by Ordinance duly adopted on December 7, 1995 by the Council, the said Franchise was amended with the concurrence of Star Cable Associates, a Pennsylvania General Partnership through Telecable Associates, Inc., a Texas Corporation to extend said Franchise to December 31, 2000; and

**WHEREAS**, by Ordinance duly adopted on December 7, 1995, by the Council, approval was granted to transfer the said Franchise from Star Cable Associates to Time-Warner Entertainment - Advance/Newhouse Partnership, a New York General Partnership (hereinafter Time-Warner); and

**WHEREAS**, Time-Warner has filed a timely request to extend the effective date of the said Franchise to December 31, 2010; and

**WHEREAS**, the Council and Time-Warner have agreed that the current CATV system should be expanded to 40 channels within 36 months of the date of the adoption of this Ordinance;

**NOW THEREFORE, BE IT ORDAINED** that the Town Council of the Corporation, Town of Floyd reenacts the CATV Franchise agreement and approves the amendment of such Franchise to extend the effective date thereof to December 31, 2010; with the condition that the franchisee, Time-Warner shall upgrade the said system to provide a minimum of 40 channels within 36 months of the date of the adoption of this Ordinance.

This amendment shall become effective upon passage and upon the execution of a copy of this ordinance by Time –Warner.

The Council confirms that as of this date: (a) The Franchise was properly granted; (b) The Franchise conforms to 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 of which, with the passing of time or the giving of notice or both, would constitute a default under the Franchise or permit the Town of Floyd to terminate the rights granted thereunder except upon the expiration of the full term thereof; and (e) all fees payable under the Franchise have been paid and there exists no liability whatsoever therefore.

APPROVED and adopted this 4<sup>th</sup> day of June, 1998.