

ORIGINAL

CITY OF AURORA

RESOLUTION #427

A RESOLUTION REGARDING THE TRANSFER OF THE CABLE TELEVISION FRANCHISE FOR THE CITY OF AURORA, OREGON

RECITALS

WHEREAS, DirectLink of Oregon, Inc. (“Transferor”) is the holder of a franchise (the “Franchise”) to provide cable television and related services to the City of Aurora, Oregon, which Franchise was granted by the City Council and renewed by City Council on August 10, 2001;

WHEREAS, Transferor would like to sell the Franchise and certain related assets to Willamette Broadband, LLC a Delaware limited liability company (Willamette”) and Willamette have agreed to acquire the Franchise and substantially all of the property, assets, goodwill and business related to the Franchise;

WHEREAS, Transferor and Willamette have filed with the City a completed Federal Communications Commission (FCC) Form 394;

WHEREAS, under federal law, the franchising authority is not deciding whether to approve or deny the transfer of control, but rather on what terms and conditions to approve the transfer of control, which include those terms imposed in the original franchise.

WHEREAS, Transferor and Willamette are requesting the City’s consent to the assignment, sale and transfer of the Franchise and related assets; and

WHEREAS, the City’s consent to the transfer and sale of the Franchise and related assets to Willamette will serve the best interests of the City’s residents;

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF AURORA THAT:

Section 1: The City hereby consents to the sale and transfer of the Franchise including all rights, title, powers and privileges thereunder and the assets related thereto by the Transferor to Willamette, such consent being in the best interests of the residents of the City.

Section 2: From and after the closing of the sale of the Franchise and related assets to Willamette, Willamette shall become the operator of the Franchise, shall be bound by the lawful obligations and duties that arise on and after the closing with respect thereto and the Transferor shall be released of such obligations and duties.

Section 3: Approval of the transfer of the Franchise from Transferor to Willamette shall be effective immediately, pursuant to the terms and conditions filed on FCC Form 394 by Transferor and Willamette, and the area served by them within the city limits of the City of Aurora, pursuant to City of Aurora Ordinance #413 and be subject to the terms and conditions of City of Aurora Ordinance #408 and the following conditions:

- (a) continued operation of the cable system, under all the terms of City Ordinance #408 and #413 with the City and effective for the same term as Ordinance #413; and
- (b) provision of written assurance of liability insurance by Willamette in a form acceptable to the City's legal counsel; and
- (c) provision of franchise performance security by Willamette in the amount of \$50,000 in a form acceptable to the City's legal counsel; and
- (d) a review in 2002 of the plans by Willamette to upgrade the cable system; and
- (e) advance payment of one-quarter of the yearly franchise fees secured by documentation acceptable to the City's legal counsel.

INTRODUCED AND ADOPTED by the Aurora City Council at its regular rescheduled meeting on the 16th day of October, 2001.

CITY OF AURORA, OREGON

BY: 
Nick Kaiser, Mayor

ATTEST:
BY: 
Sheri Hall, City Recorder