

Minutes of Greenville Town Council Meeting, July 11, 1995.

The regular monthly meeting of the Greenville Town Council was called to order by Council President Robert Williams, with Councilmembers Ray Gibson and Janet Riggs and Clerk Treasurer Jack Sprigler in attendance.

Also attending was Mr. & Mrs. Roy Kessinger, Gary Getrost, Janice Gibson, Doug Harriett, Mike Mudd, Jim Harl and Butch Richardson.

On motion by Janet Riggs, seconded by Bob Williams the reading of the June minutes was dispensed with. After review by the Council, Janet Riggs motioned for approval, seconded by Robert Williams and Ray Gibson. Motion carried.

Council entered into an agreement with the Floyd County Election Board to conduct the Town's election in November 1995, if required.

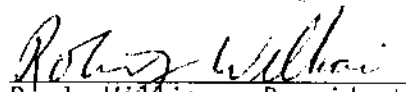
Janet Riggs motioned the Council adopt a resolution titled "Consent Resolution Authorizing Television Franchise and the Assignment of the Assets and the Franchise as Collateral". On call of the roll all Councilmembers voted in the affirmative; motion carried. This Resolution is required for the transfer/sale of Sammons, In. to the Marcus Group of the Cable Company.

Ray Gibson stated he received a request from the Greenville Christian Church to erect a pedestrian crosswalk near the church. Mr. Gibson stated he would check with the Town attorney for the legality before Council agrees to the request.

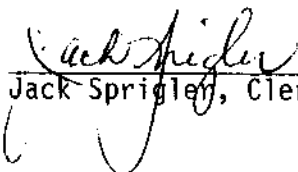
Gary Getrost informed the Council that Ramsey will go along with the pump design slated for the Greenville/Georgetown Road hook-up and that Ramsey Water Co. is following through to I.D.E.M. Bob Isgrigg is also following up with Ramsey to insure prompt approval by Ramsey. Gary stated he will advise the Council on status of the pump as things proceed.

The Council informed those in attendance that the upcoming budget for the Town will be advertised with a Hearing slated during August and formal approval later. Butch Richardson stated the Council should hold the meetings when residents can be present. Council stated they would try to hold at least one (1) meeting when this can be accomplished; that all Councilmembers must be present for the adoption of the budget.

No further business coming before the Council, Janet Riggs motioned for adjournment, seconded by Bob Williams.


R. J. Williams, President

ATTEST:


Jack Sprigler, Clerk of the Council

**CONSENT RESOLUTION AUTHORIZING THE TRANSFER OF
CABLE TELEVISION FRANCHISE AND THE ASSIGNMENT
OF THE ASSETS AND THE FRANCHISE AS COLLATERAL**

WHEREAS, the cable television franchise in the Town of Greenville (the "Franchise") is currently owned and operated by Sammons of Indiana (the "Franchisee"); and

WHEREAS, pursuant to that certain Asset Purchase Agreement dated as of April 5, 1995, (the "Purchase Agreement") by and between Marcus Cable Associates, L.P., a Delaware limited partnership, as buyer ("Buyer"), and Sammons Communications, Inc., a Delaware corporation, Sammons Communications of Connecticut, Inc., a Connecticut corporation, Sammons Communications of Washington, Inc., a Delaware corporation, Sammons Communications of Texas, Inc., a Texas corporation, Sammons Communications of Illinois, Inc., a Delaware corporation, Sammons Communications of Virginia, Inc., a Delaware corporation, Sammons Communications of Mississippi, Inc., a Delaware corporation, Sammons of Indiana, an Indiana general partnership, and Sammons of Fort Worth, a Texas general partnership, as sellers (collectively, "Seller", unless the context otherwise requires), the Town of Greenville (the "Franchising Authority") has received a request for approval to assign the Franchise and transfer the CATV ordinance from the Franchisee to Buyer, or at Buyer's election, any affiliated entity controlling, controlled by, or under common control with Buyer (Buyer, or any such entity, a "Transferee"); and

WHEREAS, Transferee, as the proposed assignee and transferee of Franchisee, from and after the date of the closing of the transactions described in the Purchase Agreement, shall assume and agree to perform each and every obligation of the Franchisee under the Franchise;

NOW, THEREFORE, BE IT RESOLVED, that the sale, transfer and assignment of the rights, responsibilities and benefits of the Franchise from Franchisee to Transferee is hereby permitted and approved; and

BE IT FURTHER RESOLVED, that the Franchise (and the related CATV ordinance) is in full force and effect without default thereunder by the Franchisee to the date hereof in accordance with its terms and conditions as set forth therein and that no breach has occurred or is continuing under the Franchise; and

BE IT FURTHER RESOLVED, that the Franchising Authority waives any rights of first refusal that it may have to assume the Franchise upon any transfer contemplated hereunder; and

BE IT FURTHER RESOLVED, that Transferee may, at any time and from time to time, assign or grant or otherwise convey one or more liens or security interests in its assets, including its rights, obligations and benefits in and to the Franchise (the "Collateral") to any lender ("Secured Party") providing financing to Transferee, from time to time, that the Franchising Authority agrees that consent to a transfer is hereby deemed approved if the Collateral is assigned and transferred as a result of a foreclosure; and

BE IF FURTHER RESOLVED, that the consent to transfer herein provided shall be effective upon and only effective concurrent with the closing of the transactions described in the Purchase Agreement and the subsequent transfer of the assets related to the Franchise to Transferee and Transferee shall notify the Franchising Authority promptly upon the closing of such transactions.

ADOPTED by the Franchising Authority on this 11 day of JULY, 1995.

Town of Greenville

by: Rodney Wilkins
title: PRESIDENT TOWN BOARD

Attest:

Jack Pugh