

RESOLUTION NO. 13-2006

A RESOLUTION OF THE CITY OF ABILENE, TEXAS, CONSENTING TO THE ASSIGNMENT OF A CABLE TELEVISION FRANCHISE OPERATED BY COX SOUTHWEST HOLDINGS, L.P. TO CEBRIDGE ACQUISITION CO., L.P.

**WHEREAS**, Cox Southwest Holdings, L.P. ("Cox" or "Franchisee") owns, operates, and maintains a cable television system ("System") serving the City of Abilene, TX ("City") pursuant to a cable franchise ordinance originally with TCA Cable Partners II d/b/a Cox Communications originally adopted by the City on December 17, 1998 (the "Franchise"); and

**WHEREAS**, Cox and other entities controlled by Cox Communications, Inc. have entered into an Asset Purchase Agreement dated October 31, 2005 (the "Agreement") with Cebridge Acquisition Co. LLC in which, among other things, Cox proposes to sell and assign to Cebridge Acquisition Co. LLC certain of the assets, including the Franchise, used by Cox in the operation of the System (the "Transaction"); and

**WHEREAS**, Cebridge Acquisition Co. LLC will assign, among other things, its right to acquire the Franchise and System under the Agreement to Cebridge Acquisition, L.P. ("Cebridge") prior to the closing of the Transaction; and

**WHEREAS**, Cox and Cebridge have requested the consent of the City to the assignment of the Franchise to Cebridge in accordance with the requirements of the Franchise and applicable law and have filed with the City a franchise assignment application on FCC Form 394 that includes information concerning the Transaction and the legal, technical and financial qualifications of Cebridge (collectively, the "Application"); and

**WHEREAS**, under Federal law, 47 U.S.C. § 537, the City must act within 120 days of receipt of a complete application for assignment or else the assignment is automatically deemed to be approved and the City loses some rights, and Cox and Cebridge contend that such deadline is by 11:59 p.m., April 13, 2006; and

**WHEREAS**, Cox and Cebridge have provided additional information and documents relating to the proposed assignment; met with the City to discuss the preceding and the resolution of other cable related matters; and have provided a signed Acceptance Agreement ("Acceptance Agreement") offering and agreeing to certain terms related to the assignment and such matters, so long as the City Council adopts a resolution consenting to the assignment on or before 11:59 p.m. on April 13, 2006; and

**WHEREAS**, relying on all the preceding the City finds that it is in the public interest of the City and its residents to consent to the assignment on the terms set forth in the Acceptance Agreement, and separately to consider an ordinance amending the Franchise in accordance with certain terms of such Acceptance Agreement.

NOW THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF ABILENE, TEXAS, AS FOLLOWS:

Part 1. The City hereby approves, subject to the terms of the Acceptance Agreement, the assignment of the Franchise by Cox to Cebridge.

Part 2. The City's approval of the assignment of the Franchise by Cox to Cebridge shall be final and effective immediately.

Part 3. The Mayor is hereby authorized and directed to immediately sign the Acceptance Agreement, City staff is directed to return a fully signed copy of the Acceptance Agreement to Cox and Cebridge, and the City Manager, City Attorney, Special Counsel and City Staff are hereby authorized and directed to take such actions as may be necessary and proper to effectuate and implement such Acceptance Agreement.

ADOPTED this 13th day of April, 2006.

ATTEST:

  
\_\_\_\_\_  
City Secretary

  
\_\_\_\_\_  
Mayor

APPROVED:

  
\_\_\_\_\_  
City Attorney