

ORDINANCE 98A

An ordinance providing for and approving the transfer of the cable television franchise in the City of STRATTON, (the "City") granted pursuant to Ordinance 26A, dated 02-Jun-83, (the "Franchise Ordinance"); amending the Franchise Ordinance in certain respects; providing for publication of the caption; and providing the effective date of the transfer.

WHEREAS, by the Franchise Ordinance, the City has granted to GALAXY TELECOM, L.P. ("Galaxy") the authority to operate a cable television system within the boundaries of the City; and

WHEREAS, Galaxy has requested that the Village approve the proposed transfer and assignment of the Franchise Ordinance by Galaxy to GALAXY AMERICAN COMMUNICATIONS L.L.C., ("Galaxy American") and/or it's affiliated designee (as may be later provided by Galaxy American and attached as Exhibit A); and the City is willing to consent to such transfer and assignment.

NOW, THEREFORE, BE IT ORDAINED BY THE FRANCHISING AUTHORITY OF THE CITY:

Section 1. Transfer of Franchise Ordinance. Pursuant to the Franchise Ordinance, consent and approval is hereby granted by the City for the transfer and assignment of the Franchise Ordinance by Galaxy to Galaxy American. The Mayor, Council President, or Presiding Officer of the City, or any person designated by the Mayor, Council President, or Presiding Officer are hereby authorized to execute the Consent to Assignment attached hereto as Annex 1.

Section 2. Ordinance Affirmed. All terms and provisions of the Franchise Ordinance shall continue in full force and effect. As set forth in the Consent to Assignment, the City consents to the grant by Galaxy American of a security interest in the Franchise Ordinance to its lenders to secure indebtedness or other obligations incurred by Galaxy American with respect to the cable television system to be operated by Galaxy American pursuant to the Franchise Ordinance.

Section 3. Effective Date. The transfer of the Franchise Ordinance shall be effective upon the closing of the sale by Galaxy to Galaxy American of the cable television facilities serving the City of STRATTON. Galaxy American shall notify the City of the transfer of the Franchise Ordinance within thirty (30) days of such closing, and provide therewith a copy of the Assignment and Assumption of Franchise by which the Franchise Ordinance was transferred and assigned by Galaxy to Galaxy American.

Section 4. Inconsistency. In the event any of the terms and provisions of any other ordinance or regulation of the City are inconsistent with the terms and provisions of this Ordinance, the terms and provisions of this Ordinance shall govern and control.

Section 5. Publication. The City Secretary/Clerk is hereby directed to publish the caption of this Ordinance in an official newspaper in the City and to comply otherwise with all applicable notice requirements of law.

Passed and approved on this the 14<sup>th</sup> day of December, 2000.

City of STRATTON, CO

By: Dick Ross

Title: Mayor



Paulette Thompson  
Secretary/Clerk