

CITY OF LEROY
COUNTY OF MC LEAN
STATE OF ILLINOIS

RESOLUTION NO. 99- 2

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF LE ROY, ILLINOIS,
CONSENTING TO THE TRANSFER OF A CABLE TELEVISION FRANCHISE, FROM
TRIAX MIDWEST ASSOCIATES, L.P., TO MEDIACOM LLC

ADOPTED BY THE CITY COUNCIL OF THE CITY OF LE ROY THIS 19th
DAY OF July, 1999.

PRESENTED: July 19, 1999

PASSED: July 19, 1999

APPROVED: July 19, 1999

RECORDED: July 19, 1999

PUBLISHED: July 19, 1999


In Pamphlet Form

Voting "Aye" 4

Voting "Nay" 0

The undersigned being the duly qualified and acting City Clerk of the City of LeRoy does hereby certify that this document constitutes the publication in pamphlet form, in connection with and pursuant to Section 1-2-4 of the Illinois Municipal Code, of the above-captioned resolution and that such resolution was presented, passed, approved, recorded and published as above stated.

(SEAL)

X 

City Clerk of the City of LeRoy,
McLean County, Illinois

Dated: July 19, 1999.

RESOLUTION NO. 99-2

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF LE ROY, ILLINOIS,
CONSENTING TO THE TRANSFER OF A CABLE TELEVISION FRANCHISE, FROM
TRIAx MIDWEST ASSOCIATES, L.P., TO MEDIACOM LLC**

WHEREAS, Triax Midwest Associates, L.P. ("Franchisee") owns, operates, and maintains a cable television system ("System") in the City of LeRoy, IL (the "Franchise Authority"), pursuant to a franchise (the "Franchise"), and Franchisee is the duly authorized holder of the Franchise; and

WHEREAS, Franchisee, and Mediacom LLC are parties to an asset Purchase Agreement, pursuant to which the System and the Franchise will be transferred to Mediacom LLC, a New York Limited Liability Company or any of its affiliates (collectively the "Transferee") (the "Transfer"); and

WHEREAS, Franchisee and Transferee have requested consent by the Franchise Authority to the Transfer in accordance with the requirements of the Franchise and have filed an FCC Form 394 with the Franchise Authority; and

WHEREAS, the Franchise Authority has investigated the qualifications of Transferee and finds it to be a suitable transferee,

NOW, THEREFORE, BE IT RESOLVED, by the City Council of the City LeRoy, Illinois, in lawful meeting assembled, said City Council being the legislative body of the Franchise Authority, as follows:

Section 1. The Franchise Authority hereby consents to the Transfer, all in accordance with the terms of the Franchise.

Section 2. The Franchise Authority confirms that (a) the Franchise was properly granted or transferred to Franchisee; (b) the Franchise is currently in full force and effect, and will expire on September 4, 2000, subject to options in the Franchise, if any, to extend such term; (c) the Franchise supersedes all other agreements between the parties; (d) the Franchise represents the entire understanding of the parties and Franchisee has no obligations to the Franchise Authority other than those specifically stated in the Franchise; and (e) Franchisee is materially in compliance

with the provisions of the Franchise and there exists no fact or circumstance known to the Franchise Authority which constitutes or which, with the passage of time or the giving of notice or both, would constitute a material default or breach under the Franchise or would allow the Franchise Authority to cancel or terminate the rights thereunder.

Section 3: Transferee may transfer the Franchise or control related thereto to any entity controlling, controlled by, or under common control with Transferee. The Franchise Authority acknowledges that any such transfer does not trigger any right it may have to exercise any first purchase right or other right to acquire the system.

Section 4: The Franchise Authority hereby consents to and approves the assignment, mortgage, pledge, or other encumbrance, if any, of the Franchise, the System, or assets relating thereto, as collateral for a loan.

Section 5: This Resolution shall be deemed effective upon the date of enactment.

Section 6: The Franchise Authority releases Franchisee, effective upon the Closing Date, from all obligations and liabilities under the Franchise that accrue on and after the Closing Date.

Section 7: This Resolution shall have the force of a continuing agreement with Franchisee and Transferee, and the Franchise Authority shall not amend or otherwise alter this Resolution without the consent of Franchisee and Transferee.

Section 8: Upon the closing of the transaction contemplated by the Asset Purchase Agreement, Transferee shall notify the Franchise Authority and shall file an acceptance of the Franchise, whereby Transferee agrees to be bound by and to perform the terms and provisions of the Franchise.

Section 9: This Resolution shall be in full force and effect upon its passage, approval, and publication in pamphlet form, as required by law.

PASSED by the City Council of the City of LeRoy, Illinois, upon the motion by

Dave McClelland, seconded by Dawn Thompson

_____, by roll call vote on the 19th day of July, 1999, as follows:

Aldermen elected 6 Aldermen present 4

VOTING AYE

Dick Oliver, Dave McClelland, Dawn Thompson, Steve Dean.
(full names)

VOTING NAY:
None

(full names)

ABSENT:

Ryan Miles, Ron Litherland-absent.

(full names)

ABSTAIN:

(full names)

OTHER:

(full names)

and deposited and filed in the office of the acting City Clerk in said municipality on the 19th day of July, 1999.

X Sue Marcum

Sue Marcum, City Clerk of the City of LeRoy,
McLean County, Illinois

APPROVED BY the Mayor of the City of LeRoy, Illinois, this 19th day of

July, 1999.

X Robert Rice

Robert Rice, Mayor of the City of LeRoy,
McLean County, Illinois

ATTEST:

(SEAL)

X Sue Marcum

Sue Marcum, City Clerk, City of LeRoy,
McLean County, Illinois

CERTIFICATE

I, Sue Marcum, certify that I am the duly appointed and acting municipal clerk of the City of LeRoy, of McLean County, Illinois.

I further certify that on July 19, 1999, the Corporate Authorities of such municipality passed and approved Resolution No. 99- 2, entitled:


A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF LE ROY, ILLINOIS, CONSENTING TO THE TRANSFER OF A CABLE TELEVISION FRANCHISE, FROM TRIAX MIDWEST ASSOCIATES, L.P., TO MEDIACOM LLC,

which provided by its terms that it should be published in pamphlet form.

The pamphlet form of Resolution No. 99- 2, including the Resolution and a cover sheet thereof, was prepared, and a copy of such Resolution was posted at the municipal building, commencing on July 19, 1999, and continuing for at least ten days thereafter. Copies of such Resolution were also available for public inspection upon request in the office of the municipal clerk.

Dated at LeRoy, Illinois, this 19th day of July, 1999

(SEAL)



Municipal Clerk

STATE OF ILLINOIS)
) SS:
COUNTY OF McLEAN)

I, Sue Marcum, do hereby certify that I am the duly qualified and acting City Clerk of the City of LeRoy, McLean County, Illinois, and as such acting City Clerk that I am the keeper of the records and files of the Mayor and the City Council of said City.

I do further certify that the foregoing is a true, correct and complete copy of a resolution entitled:

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF LE ROY, ILLINOIS,
CONSENTING TO THE TRANSFER OF A CABLE TELEVISION FRANCHISE, FROM
TRIAx MIDWEST ASSOCIATES, L.P., TO MEDIACOM LLC.

I do further certify said resolution was adopted by the City Council of the City of LeRoy at a regular meeting on the 19th day of July, 1999, and prior to the making of this certificate the said resolution was spread at length upon the permanent records of said City where it now appears and remains as a faithful record of said resolution in the record books.

Dated this 19th day of July, 1999.

X 

City Clerk

(SEAL)