

AN ORDINANCE OF THE CITY OF HELENA, ALABAMA, AMENDING ORDINANCE NO. 140 OF SAID CITY, WHICH SAID ORDINANCE WAS ORIGINALLY ADOPTED ON MARCH 5, 1979, AND PROVIDING FURTHER FOR THE CONSTRUCTION, OPERATION, REGULATION AND CONTROL OF CABLE TELEVISION SYSTEMS.

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF HELENA, ALABAMA, AS FOLLOWS:

1. That Section No. 2, Definitions, paragraph (2) "Auxiliary Services", is hereby amended to read as follows:

"(2) 'Auxiliary Services' means any communications service in addition to 'regular subscriber services'."

2. That Section No. 2, Definitions, paragraph (12), is hereby amended to read as follows:

"(12) 'Gross Subscriber Revenues' means those revenues derived directly or indirectly by grantee from the supplying of subscriber service; that is, the installation fees, disconnect and reconnect fees, and fees for the regular cable benefits, including but not being limited to, the transmission of broadcast signals and access and origination channels if utilized. It does not include revenues derived from auxiliary services as defined herein. It does include, however, without being limited to, all pay TV, per channel and per program charges, charges for premium channels, and all optional services."

3. That Section No. 2, Definitions, paragraph (16), is hereby amended to read as follows:

"(16) 'Regular Subscriber Service' is any service made available to all subscribers. It includes, without being limited to, all broadcast signal carriage, FCC-required access channel carriage including origination programming."

4. That Section No. 12, Franchise Payments, paragraph (1), is hereby amended to read as follows:

"(1) Any person awarded a franchise under this Ordinance shall pay to the City, each year during the life of the franchise, a franchise fee in the amount of Five (5%) percent of its Gross Subscriber Revenues derived from the operation of the franchised cable television system within the Franchise Area City Limits. A franchise fee of two and half (2-1/2%) percent of its annual Gross Subscriber Revenues derived from the operations within the police jurisdiction shall be paid to the City. Any franchise fee herein assessed or due hereunder shall be paid each year in four quarterly installments coming due on the first day of the following months: April, July, October and January. The amount of any application fee shall be a credit against the franchise fees thereafter becoming due. Should FCC rules be amended to allow the imposition of franchise fee charges upon Gross Revenues from Auxiliary Services and/or upon application fees, these provisions of this Ordinance and of any franchise issued thereunder, will be immediately automatically amended by operation of law to include the imposition of franchise fee charges upon such revenues, all without a requirement of any amendatory or other action of any kind by the City or the City Council."

5. All ordinances or parts of ordinances in conflict herewith are hereby repealed.

6. All other terms, conditions and provisions of Ordinance No. 140 shall remain in full force and effect unless specifically amended herein.

Adopted this 19 day of April, 1993.

ATTEST:

Frances Farish
City Clerk

Charles P. ...
Mayor

ASSIGNMENT AND CONVEYANCE

WHEREAS, THE CITY COUNCIL OF THE CITY OF HELENA, Ala. has previously granted a certain franchise to Cablevision Company, Inc. and has transferred its assets including such franchise to a corporation to be organized to be named Masada Communications, Inc. (or some similar name) and whereas Masada intends to give a security interest in said franchise to various lenders for purposes of financing.

NOW, THEREFORE, in consideration of the premises the parties hereto hereby agree as follows:

1. MASADA COMMUNICATIONS, INC., agrees upon the assignment to it of such franchise that it shall be bound by all of the terms and conditions and considerations expressed in said franchise the same as if it were an original signatory to same, reference to which is hereby made as if fully set out herein.

2. The CITY COUNCIL OF THE CITY OF HELENA, hereby consents to said transfer and agrees to release Cablevision Company, Inc., from further liability and to look to Masada Communications, Inc. as the contracting party from date of such assignment and transfer, and agrees that Masada may grant a security interest in said franchise to financial institutions for purposes of financing and may assign such franchise to such financial institutions and assigns pursuant to such financing arrangements.

Dated at HELENA, Alabama, this 20 day of February, 1984.

THE CITY COUNCIL OF THE CITY OF HELENA

BY: L. W. Pritchard
CITY CLERK

CABLEVISION COMPANY, INC.

BY: Jerry W. Johnson
PRESIDENT

MASADA COMMUNICATIONS, INC.

BY: Jerry W. Johnson
PRESIDENT