

ORDINANCE NO. 2021 - 5487

**AN ORDINANCE APPROVING THE TRANSFER OF THE
CABLE TELEVISION FRANCHISE GRANTED BY THE
CITY OF PELL CITY, ALABAMA AND APPROVING THE
EXTENSION OF THE TERM OF THE FRANCHISE**

FINDINGS

- A. The City of Pell City ("City"), has received a request from Hargray of Alabama, Inc. ("Hargray") to consent to a change in control of Hargray resulting from the acquisition of Hargray's parent company, Hargray Acquisition Holdings, LLC (the "Parent"), by Cable One, Inc., doing business as Sparklight ("Cable One"), and to extend the term of the cable television franchise (the "Franchise") held by Hargray by 36 months.
- B. Hargray will continue to hold the Franchise after the change in control.
- C. The Franchise requires that Hargray obtain the City's prior consent for the change in control of Hargray.
- D. Hargray has properly requested the City's consent to the change in control of Hargray.
- E. Hargray has properly requested the City's approval of an extension of the Franchise term.
- F. Hargray continues to have the financial, technical, and legal ability to fulfill the obligations of the Franchise, and consent to the change in control of Hargray and extension of the Franchise term will serve the public interest.

**NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE
CITY OF PELL CITY, ALABAMA THAT:**

- 1. The foregoing recitals are approved and incorporated herein by reference.
- 2. The City consents to the change in control of Hargray.
- 3. Hargray shall continue to be bound by the Franchise and shall perform and discharge all obligations and duties under the Franchise.
- 4. The City confirms that (a) the Franchise is validly existing and is currently in full force and effect and Hargray is the duly authorized holder of the Franchise; (b) Hargray has properly invoked its franchise renewal rights under Section 626 of the Cable Communications Policy Act of 1984, as amended; (c) the Franchise represents the entire understanding of the parties and Hargray has no obligations to the City other than those specifically stated in the Franchise; and (d) Hargray is materially in compliance with the provisions of the Franchise and applicable law and there exists no fact or circumstance known to the City that 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 applicable law or would allow the City to cancel or terminate Hargray's rights thereunder.
- 5. In addition to the above, the City hereby consents to the following by Hargray or Cable One: (a) assign or transfer its assets, including the Franchise, provided that such assignment or transfer is to an entity directly or indirectly controlling, controlled by or under common control with Cable One; (b) restructure debt or change the ownership interests among existing equity participants in Cable One; (c) pledge or grant a security interest to any lender(s) of Cable One's assets, including, but not limited to, the Franchise, or of interest in Cable One or any of Cable One's affiliates, for purposes of securing any indebtedness; and (d) sell equity interests in Cable One or any of Cable One's affiliates.
- 6. This Ordinance shall be deemed effective for the purpose of the acquisition of Parent by Cable One immediately prior to the closing of that transaction.

7. The term of the Franchise shall be extended by 36 months, such that it will be effective until June 30, 2024. Except for the extension of the term of the Franchise, all other terms and conditions set forth therein shall remain unchanged.
8. All City action necessary to approve this Ordinance, the change in control, and the Franchise term extension has been duly and validly taken.


This Ordinance shall become effective upon passage, approval and publication as required by law.

ADOPTED AND APPROVED this the 22nd day of March, 2021.



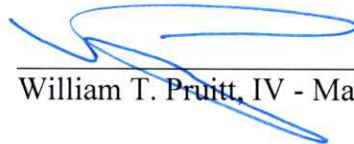
W. Judge Alverson - Council President

ATTEST:



Sheree D. Pruitt - City Clerk

APPROVED this 22nd day of March, 2021.



William T. Pruitt, IV - Mayor

ATTEST:



Sheree D. Pruitt - City Clerk

CERTIFICATION

I, Sheree D. Pruitt, Clerk of the City of Pell City, hereby certify that the above Ordinance was duly adopted by the City Council of the City of Pell City at a regular meeting held on the 22nd day of March, 2021, and that the same has been published by posting in accordance with §11-45-8, Ala. Code 1975, by posting a copy of the Ordinance in three public places within the municipality, one of which was the Mayor's office in the City, on this the 23rd day of March, 2021. I further certify and confirm that the City shall take reasonable steps to maintain the posting for not less than 30 days. In addition, the City shall include a copy of this Ordinance on its website for 30 days.



City Clerk