ORDINANCE NO. 94-20

AN ORDINANCE OF THE VILLAGE COUNCIL OF THE VILLAGE OF BUCKEYE LAKE, OHIO, APPROVING THE TRANSFER OF CONTROL OF TIMES MIRROR CABLE TELEVISION OF LICKING COUNTY, INC. ("FRANCHISEE") FROM THE TIMES MIRROR COMPANY TO COX CABLE COMMUNICATIONS, INC.

The Village Council of the Village of Buckeye Lake does hereby ordain as follows:

WHEREAS, the Village has entered into a franchise agreement with the Franchisee for the provision of cable television services in the Village: and

WHEREAS, the franchise agreement provides that Franchisee must obtain the prior consent of the Village Council prior to the transfer of control of the Franchisee; and

WHEREAS, Franchisee's ultimate controlling entity, The Times Mirror Company, has announced its plan pursuant to an Agreement and Plan of Merger by and among The Times Mirror Company ("Times Mirror"), New TMC Inc., Cox Cable Communications, Inc. ("Cox Cable") and Cox Enterprises, Inc. dated June 5, 1994 to transfer its non-cable related assets to New TMC Inc., following which Times Mirror (then holding only its remaining cable assets) will merge into Cox Cable, a public company, which will become the owner of the stock of Franchisee; and

WHEREAS, on the closing date of the above-described merger transaction, approximately twenty percent (20%) of the shares of Cox Cable will be transferred to Times Mirror's public stockholders and the remaining shares of Cox Cable will be owned by Cox Enterprises, Inc. or one of its wholly owned subsidiaries; and

WHEREAS, the Franchisee will remain the same entity following the merger, but will be controlled, directly or through a subsidiary, by Cox Cable and will be ultimately controlled by Cox Cable's controlling entity, Cox Enterprises, Inc.; and

WHEREAS, after evaluating the proposed transaction described above, the Village has determined that it is in the best interest of the Village and the residents thereof to approve the transfer of control of the Franchisee from Times Mirror to Cox Cable.

NOW, THEREFORE, BE IT ORDAINED by the Village Council of the Village of Buckeye Lake as follows;

1. That the transfer of control of the Franchisee from Times Mirror to Cox Cable be approved.

2. That the Village hereby affirms that, as of the date of this Ordinance, its franchise agreement with the Franchisee is valid and remains in full force and effect.

Duly and lawfully PASSED, ADOPTED AND APPROVED at a regular meeting of the Village Council for the Village of Buckeye Lake on this 25 day of July, 1994, 1994.

Mayor James Bartoe
Mayor of Buckeye Lake

ATTEST:

Antoinette Yarman
Village Clerk

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I, the undersigned, being the duly appointed, qualified and acting Village Clerk of the Village of Buckeye Lake, Ohio, hereby certify that the foregoing Ordinance No. 94-20 duly and lawfully passed and adopted by the Mayor and Village Council on the 25th day of July, 1994.

Antoinette Yarman
Village Clerk

The undersigned, Clerk/Treasurer of the Village of Buckeye Lake, Ohio, hereby certifies that this Ord 94-20 was posted pursuant to Section 731.25 of the Ohio Revised Code and posted in at least six (6) designated public places from the 26th of July, 1994 until the 11 day of August 1994

CLERK/TREASURER OF THE VILLAGE
OF BUCKEYE LAKE, OHIO