

RESOLUTION NO. 4

RESOLUTION OF THE COUNCIL OF THE VILLAGE  
OF DERUYTER, NEW YORK APPROVING  
THE TRANSFER OF THE FRANCHISE

WHEREAS, J. Feeney & Associates, Inc. ("Feeney"), is the duly authorized holder of a franchise, as amended to date (the "Franchise"), authorizing Feeney to serve the Village of DeRuyter, New York (the "Franchise Authority") and to operate and maintain a cable television system (the "System"); and

WHEREAS, Feeney and Time Warner Entertainment-Advance/Newhouse Partnership ("Time Warner") have entered into an agreement pursuant to which Feeney has agreed to transfer the assets of the System (including the Franchise) to Time Warner; and

WHEREAS, to the extent the Franchise requires, Feeney now seeks approval of the transfer of the Franchise to Time Warner, and has filed an FCC Form 394 with the Franchise Authority with respect thereto; and

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

NOW, THEREFORE, BE IT RESOLVED BY THE FRANCHISE AUTHORITY AS FOLLOWS:

1. The Franchise Authority, to the extent that the Franchise Authority determines that such consent is required by the terms of the Franchise or applicable law, hereby consents to and approves the transfer of the Franchise from Feeney to Time Warner.
2. The foregoing consent to such change shall be effective upon the date the assets of the System are transferred to Time Warner.
3. The Franchise Authority hereby consents, if such consent is required under the Franchise or applicable law, to a subsequent transfer of the Franchise or control related thereto to any entity controlling, controlled by or under common control with Time Warner.
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.

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5. The Franchise Authority hereby confirms that, to its knowledge: (a) the Franchise is currently in full force and effect; (b) Feeney is currently the valid holder and authorized grantee of the Franchise; (c) Feeney is in compliance in all material respects with the Franchise; and (d) no event has occurred or exists that would constitute a default under the Franchise or that would permit the Franchise Authority to revoke or terminate the Franchise. Subject to compliance with the terms of this Resolution, all action necessary to approve the transfer of the Franchise to Time Warner has been duly and validly taken.

6. This Resolution shall have the force of a continuing agreement with Feeney and Time Warner, and the Franchise Authority shall not amend or otherwise alter this Resolution without the consent of Feeney and Time Warner.

PASSED, ADOPTED AND APPROVED this 11<sup>th</sup> day of October, 2004.

By: Nancy E. Parkhurst  
Mayor

ATTEST:

Patricia Winters  
Clerk

STATE OF NEW YORK  
Cortland County  
City of Cortland

S.S.:

LEGAL NOTICE

Please take notice that:  
A public hearing and regular meeting of the Village of DeRuyter will be held on October 11th at the Village Office on 1663 Cortland Street in DeRuyter commencing at 7 p.m. The purpose of the Public Hearing is to allow any interested persons to submit any comments regarding the consent to transfer the cable television franchise serving the Village of DeRuyter from J. Feeney Associates, Inc. to Time Warner Enterprises.

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STEPHEN W. CLARK . . . . . being duly sworn, deposes and says that he resides in County of Cortland and State of New York, and resided there during the time of the publication of the notice hereinafter mentioned; that he is over twenty-one years of age; that he now is and during the time of the publication of the notice hereinafter mentioned was the **LEGAL CLERK** . . . . . of the *Cortland Standard Printing Co., Inc.*, the publisher and proprietor of the newspaper called "Cortland Standard," a public newspaper printed and published daily except Sundays, in said city; that a notice, of which a true copy is hereto annexed, was published in said newspaper on **OCTOBER 1, 2004** . . . . .

*Stephen W. Clark*

Subscribed and sworn to before me this . . . *8th* . . . day of . . . *October* . . . . . 20*04*

*Wayne L. Clark*  
Notary Public

Wayne L. Clark  
Notary Public State of New York  
Qualified in Cortland Co. 4745051  
My Commission Expires Sept. 30, 20*05*