

AN ORDINANCE OF THE CITY OF MESQUITE, TEXAS, APPROVING THE GRANTING OF A SECURITY INTEREST IN THE CABLE TELEVISION FRANCHISE FOR THE CITY OF MESQUITE, TEXAS, IN ACCORDANCE WITH THE TERMS OF A CREDIT AGREEMENT AND SECURITY AGREEMENT BY HERITAGE CABLEVISION ASSOCIATES OF DALLAS, L.P. IN CONNECTION WITH THE CABLE TELEVISION SYSTEM FRANCHISE; AND DECLARING AN EMERGENCY:

WHEREAS, on August 19, 1985, the City Council of the City of Mesquite, Texas, (the "City"), adopted Ordinance No. 2211, approving the sale and transfer of the cable television system franchise (the "Franchise") pursuant to Ordinance No. 1636, as amended (the "Franchise Ordinance") by Warner Amex Communications of Mesquite to Heritage Communications, Inc. or a limited partnership, the general partner of which is a wholly-owned subsidiary thereof, and

WHEREAS, in connection with the transfer of the City cable television system franchise effective September 27, 1985, to Heritage Cablevision Associates of Dallas, L.P. ("Heritage Cablevision"), the general partner of which is Heritage Cablevision of Dallas, Inc. a wholly-owned subsidiary of Heritage Communications, Inc., Heritage Cablevision desires to obtain certain financing and has requested the approval of the City for Heritage Cablevision to grant a security interest in the Franchise pursuant to a Credit Agreement and a Security Agreement hereinafter referred to;

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF MESQUITE, TEXAS:

SECTION 1. That pursuant to Article II, Section 10 of the Franchise Ordinance, the City Council does hereby approve the granting of a security interest in the Franchise by Heritage Cablevision pursuant to the terms and conditions of the Credit Agreement and the Security Agreement to be dated as of November 13, 1985, between Heritage Cablevision and Citibank, N.A. for itself and as agent (the "Agent") for the Bank of New York, Republic National Bank Dallas, N.A., The First National Bank of Boston, Toronto-Dominion Bank and The Trustees of Iowa College; provided, that upon the exercise of its rights under such Security Agreement the Agent shall secure approval of the City Council pursuant to Section 10 of the Franchise Ordinance in connection with any transfer of (i) the Franchise or (ii) control of the ownership of Heritage Cablevision to a third party other than the Agent acting in such capacity.

SECTION 2. That the effective date of this Ordinance is the 16 day of December, 1985.

SECTION 3. The fact that the present ordinances of the City of Mesquite are inadequate to protect the health and welfare of the inhabitants of the City of Mesquite creates an urgency and an emergency and necessitates that this ordinance become effective immediately from and after its date of passage and the publication of its caption as the law in such cases provides.

DULY PASSED AND APPROVED by the City Council of the City of Mesquite, Texas on the 16th of December A.D., 1985.

  
Mrs. Brunhilde Nystrom  
Mayor

ATTEST:

APPROVED AS TO FORM:

  
Lynn Prugel  
City Secretary

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Elland Archer  
City Attorney