

RESOLUTION NO. _____
REGARDING THE CONSENT OF
THE CITY OF SKY VALLEY, GEORGIA

**A Resolution of the City of Sky Valley, Georgia Approving the
Transfer and Assignment of the Franchise to Operate a Cable
Television System in the City of Sky Valley by Northland
Premier Cable Limited Partnership to Northland Cable
Properties, Inc.**

WHEREAS, by Unnumbered Ordinance, the City of Sky Valley City Council acting on behalf of the City of Sky Valley, Georgia (the "City") adopted that certain Franchise Agreement, dated April 24, 1981, granting to Mountain View Enterprises, Inc. ("Mountain View") the authority to install, construct, operate and maintain a cable communications system within the City of Sky Valley, as amended and assigned by Resolution No. 92-2 approving the transfer from Mountain View to Northland Premier Cable Limited Partnership ("Premier") dated September 1, 1992 (the "Franchise"); and

WHEREAS, Premier has entered into a purchase and sale agreement with its affiliate Northland Cable Properties, Inc. ("Northland") for the sale of its cable television system serving the City of Sky Valley, Georgia, and the assignment and transfer of the Franchise to Northland, effective as of the date of the closing of such sale, which is anticipated to occur on February 28, 2001 (the "Closing"); and

WHEREAS, it is in the best interests of the City and its citizens to consent to the above-referenced assignment and transfer of the Franchise; and

WHEREAS Premier and Northland request that an assignment and transfer of the Franchise be approved;

NOW THEREFORE, BE IT ORDAINED by the City that:

Section 1. The City hereby approves and consents to the assignment and transfer of the Franchise from Premier to Northland, effective as of the Closing, and further assignment and transfer of the Franchise from Northland to an affiliate of Northland.

Section 2. The City hereby consents to and approves the grant by the grantee under the Franchise of a security interest in all such grantee's rights, powers and privileges under the Franchise and all of its other properties to such lender or lenders as may be designated by the grantee under the Franchise from time to time for financing purposes, under which such lender or lenders shall have the rights and remedies of a secured party under the Uniform Commercial Code of this State.

Section 3. Except as specifically set forth herein, the assignment and transfer of the Franchise shall not alter, affect or otherwise change any of the terms or conditions of the Franchise.

Section 4. In connection with the assignment and transfer of the Franchise to Northland the City certifies to Premier and Northland that:

(a) The Franchise was duly and validly issued by the City, and upon its assignment to Northland, the duly authorized franchisee will be Northland.

(b) The Franchise is in full force and effect as of the date hereof, is valid and enforceable in accordance with its terms and will not expire until April 24, 2001.

(c) No event of default under the Franchise, and no event which could become an event of default with the passage of time or the giving of notice, or both, has occurred and is continuing as of the date hereof.

Section 5. The Franchise and this Resolution were and are made, passed or adopted in accordance with the notice and procedure requirements of the laws of the State of Georgia governing cities, and with the notice and procedure requirements prescribed by the City, and do not conflict with the laws, ordinances, resolutions and other regulations of the City, as presently in effect or as the same were in effect at the time the particular action was taken.

Section 6. This Resolution shall take effect immediately upon passage by the City.

I hereby certify that the foregoing Resolution was introduced and read at the regular meeting of the City Council of the City of Sky Valley on the 5th day of March, 2001, and was duly adopted at said meeting by the following vote:

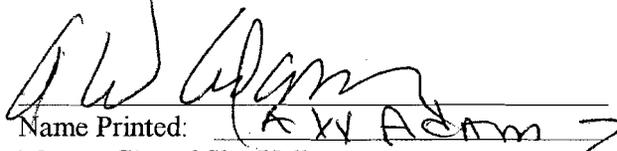
AYES:

NOES:

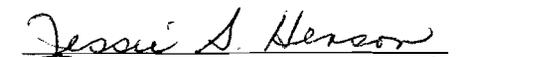
ABSENT:

ABSTAIN:

CITY OF SKY VALLEY


Name Printed: R. W. Adams
Mayor, City of Sky Valley

ATTEST:


Name Printed: Jessie S. Henson
City Clerk, City of Sky Valley



VIA CERTIFIED MAIL/RETURN RECEIPT REQUESTED

January 29, 2001

A. W. Adams
Mayor, City of Sky Valley
MaryAnn Ulmer
Mayor Protem
3444 Highway 246
Sky Valley, Georgia 30537

Re: Unnumbered Ordinance dated April 24, 1981, as amended and assigned to Northland Premier Cable Limited Partnership ("Premier") by Resolution No. 92-2, dated September 1, 1992 serving Sky Valley, Georgia (the "Franchise")

Dear Mayor:

Premier is the current franchisee providing cable television service to the City of Sky Valley, under the Franchise referred to above.

Premier is in the process of selling its cable system serving the Sky Valley area to Northland Cable Properties, Inc. ("Northland"), Premier's affiliate. This is an internal sale only and the operations and management of the cable system will remain the same. We hope to complete the sale on February 28, 2001. We are writing to you now to request your consent to the assignment of the Franchise from Premier to Northland.

We respectfully request this item to be placed on the agenda of the City's next regularly scheduled Council meeting. We understand that the next scheduled Council meeting is on February 5, 2001 at 1 p.m. Because we plan to close this sale on February 28, 2001, we also request that a special meeting be called to effect the transfer by February 28, 2001. A representative of Northland will be present at the meeting(s) to answer any questions the City might have.

In addition, attached to this letter are two originals of our proposed Resolution we are asking the City to adopt and return one original to us.

Please let us know if you need any more information or if you have any questions about the proposed transaction or the enclosed Resolution. I may be reached at (912) 489-1065.

Very truly yours,



H. Lee Johnson
Divisional Vice President - Southeast Division

cc: Laura N. Williams

Da69_SkyValley

RESOLUTION

WHEREAS, the City of Sky Valley ("City") on April 24, 1981, granted a nonexclusive cable franchise to Mountain View Enterprises, Inc. ("Franchise"); and

WHEREAS, the Franchise was subsequently transferred to Northland Premier Cable Limited Partnership ("Northland"); and

WHEREAS, Northland has requested that the Franchise be renewed; and

WHEREAS, negotiations with Northland concerning certain aspects of the cable Franchise renewal are incomplete; and

WHEREAS, the Franchise agreement term is scheduled to expire on April 24, 2001; and

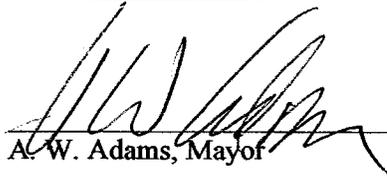
WHEREAS, Northland has requested an extension of the Franchise term to allow adequate time to provide for the proper and thoughtful attention to the resolution of the unresolved Franchise renewal issues affecting Northland and the City; and

WHEREAS, the parties agree that as a result of agreeing to extend the term of the Franchise, neither party shall be deemed to have waived any of its rights nor obligations under Section 626 of the Federal Cable Act nor any of its rights or obligations under the Franchise, and that this extension shall not be deemed to constitute an approval by the City of a renewal franchise agreement or approval of any franchise agreement proposal which may have been previously submitted by Northland; and

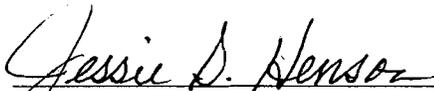
WHEREAS, in consideration of Northland's request, the City is willing to grant the Franchise term extension, with all other remaining terms and conditions of the Franchise continuing in full force and effect, such extension to extend the term of the Franchise to expire on July 31, 2001 or through such earlier date that Franchise renewal negotiations may be concluded.

NOW THEREFORE, BE IT RESOLVED, that the Mayor and City Council hereby authorize and execute the extension of the nonexclusive cable Franchise, such extension to expire no later that July 31, 2001.

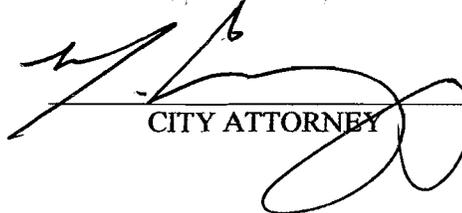
PASSED AND ADOPTED, this _____ day of _____, 2001.


A. W. Adams, Mayor

ATTEST:


CITY CLERK

APPROVED AS TO FORM:


CITY ATTORNEY