

RESOLUTION 2623

A RESOLUTION OF THE MAYOR AND COMMON COUNCIL OF THE TOWN OF PAYSON, ARIZONA APPROVING THE ASSIGNMENT OF NPG CABLE INC.'S CABLE TELEVISION LICENSE TO NPG CABLE L.L.C., DBA SUDDENLINK.

WHEREAS, In 2004, the Town entered into a license agreement ("the License") with NPG Cable, Inc. ("Licensee") for the operation of a cable television system serving the Town of Payson; and

WHEREAS, News-Press & Gazette Company ("NPG"), the parent of Licensee, entered into a Stock Purchase Agreement (the "Agreement") with Cequel Communications, L.L.C. dba Suddenlink ("Suddenlink") pursuant to which, among other things, NPG sold to Suddenlink all of the issued and outstanding capital stock of the Licensee ("the Transaction"); and

WHEREAS, effective as of the date of the closing of the Transaction, Suddenlink converted, by way of merger into a wholly owned subsidiary of Suddenlink, NPG Cable, Inc. from a corporation to a limited liability company named NPG Cable, L.L.C. dba Suddenlink Communications which will be the holder of the License; and

WHEREAS, paragraph 13 of the License requires the Town to approve any sale, lease, sublet, assignment or transfer of the cable television system; and

WHEREAS, although Suddenlink does not agree that a formal assignment is necessary given the structure of the transactions through which it obtained the Licensee, for the clarity and certainty of the Town, Suddenlink, and Suddenlink's customers, Suddenlink consents to a formal assignment of the License; and

WHEREAS, Suddenlink has submitted written notice to the Town accepting the terms and conditions of the License; and

WHEREAS, the Town believes it is in the interest of the community to approve the Assignment and the change of control of the License from Licensee to Suddenlink.

NOW THEREFORE, THE MAYOR AND COMMON COUNCIL OF THE TOWN OF PAYSON, ARIZONA, DO HEREBY RESOLVE AS FOLLOWS:

That the Town of Payson, pursuant to Paragraph 13 of the 2004 license agreement formally consents to the assignment of the License from NPG Cable, Inc. to NPG Cable, L.L.C, dba Suddenlink.

PASSED AND ADOPTED BY THE MAYOR AND COMMON COUNCIL OF THE TOWN OF PAYSON this 18th day of August, 2011, by the following vote:

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AYES _____ NOES _____ ABSTENTIONS _____ ABSENT

Kenny J. Evans, Mayor

ATTEST:

APPROVED AS TO FORM:

Silvia Smith, Town Clerk



Timothy M. Wright, Town Attorney