

BOARD OF COUNTY COMMISSIONERS
SARPY COUNTY, NEBRASKA

2010-363

RESOLUTION GRANTING APPROVAL OF A TRANSFER OF OWNERSHIP OF A PERMITTED
COMMUNITY ANTENNA TELEVISION SERVICE

WHEREAS, pursuant to Neb. Rev. Stat. §23-104(6) (Reissue 2007), the County has the power to do all acts in relation to the concerns of the County necessary to the exercise of its corporate powers; and,

WHEREAS, pursuant to Neb. Rev. Stat. §23-103 (Reissue 2007), the powers of the County as a body are exercised by the County Board; and,

WHEREAS, the Sarpy County Board of Commissioners have adopted a resolution dated February 25, 1997, regulating those entities granted a permit to operate and maintain a community antennae television CATV system within Sarpy County and outside the limits of any incorporated city or village pursuant to Neb. Rev. Stat. Sections 23-383 to 23-388 (Reissue 1997); and,

WHEREAS, on August 19, 1997, the Sarpy County Board of Commissioners adopted a resolution authorizing a CATV permit to Galaxy Cable Inc, successor-in-interest to Galaxy Telecom, L.P. ("Galaxy"), and Galaxy now desires to transfer its interest in its CATV permit within Sarpy County to Zito Midwest LLC ("Zito"), and the consent of the County is required under the provisions of the County regulation;

BE IT THEREFORE RESOLVED by the Board of Commissioners of Sarpy County, Nebraska that pursuant to the provisions of the resolution regulating CATV Operations adopted February 25, 1997, approval is hereby given for the transfer of the permit granted August 19, 1997, or control thereof, from Galaxy to Zito and the Chairman and Clerk are hereby authorized to sign such documents as may be necessary to confirm this approval for the purposes of the transfer.

BE IT FURTHER RESOLVED that this approval is conditioned upon Zito and its successors fully complying with the terms of all necessary permits and the resolution regulating CATV operations adopted February 25, 1997 by this Board.

DATED this 26th day of October, 2010.

Moved by Busty Hike, seconded by Rich Jansen, that the above Resolution be adopted. Carried.

YEAS:	NAYS:	ABSENT:
<u>[Signature]</u>	<u>none</u>	<u>none</u>
<u>[Signature]</u>	_____	_____
<u>[Signature]</u>	_____	ABSTAIN:
<u>[Signature]</u>	_____	<u>none</u>
<u>[Signature]</u>	_____	_____
<u>[Signature]</u>	_____	_____



Approved as to form
[Signature]
Deputy County Attorney

ORDINANCE NO. _____

WHEREAS, Galaxy Cable Inc. d/b/a Galaxy Cablevision ("Galaxy") currently operates a cable television system within the County of Sarpy, NE, under franchise Resolution dated August 19, 1997, as may have been amended, assigned or extended (the "Franchise"); and

WHEREAS, Galaxy and Zito Midwest LLC, a Delaware limited liability company ("Zito") have entered into that Asset Purchase Agreement dated the 11th day of May, 2010, (the "Agreement") whereby Zito is acquiring all or substantially all of Galaxy's assets used in the operation of its cable system in Sarpy; and

WHEREAS, pursuant to the Agreement, on the closing date Galaxy will transfer and assign the Franchise to Zito, and Zito will assume all obligations arising from the Franchise on and after the closing date; and

WHEREAS, Galaxy has requested in writing that the County consent to the transfer of the Franchise to Zito;

NOW, THEREFORE, BE IT RESOLVED by the County of Sarpy, NE as follows:

That, subject to Galaxy and Zito closing the underlying sale of Galaxy's cable system in Sarpy, the County hereby consents to the assignment and transfer of all rights and privileges of the Franchise from Galaxy to Zito, together with all duties and obligations of Galaxy under the Franchise and, upon the transfer from Galaxy to Zito, hereby releases Galaxy from any and all duties and obligations under the Franchise which arise from and after the effective date and time of the closing of such transfer. The County further consents to Zito's collateral assignment of, or grant of a security interest in, the Franchise to its lenders to secure indebtedness or other obligations that may be incurred by it with respect to the cable television system. Nothing in this Ordinance constitutes any waiver of any rights by the County to approve any subsequent transfer, assignment or sale of the Franchise.

PASSED, ADOPTED AND APPROVED this 26th day of October, 2010.

County of Sarpy, NE

By: [Signature]
Title: Chairman, County Board



Attest:

[Signature]
County Clerk