

CONSENT RESOLUTION AUTHORIZING OWNERSHIP CHANGES
INVOLVING CABLE TELEVISION FRANCHISE

WHEREAS, Marcus Cable of Alabama, L.L.C. ("Franchisee"), is the duly authorized holder of a franchise (as amended to date, the "Franchise"), authorizing the operation and maintenance of a cable television system and authorizing Franchisee to serve the Town of Vance; and

WHEREAS, pursuant to that certain First Amendment to Operating Agreement for Marcus Cable Company, L.L.C., dated as of August 27, 1998, by and between Marcus Cable Properties, L.L.C., a Delaware limited liability company, as transferor ("Transferor") and Vulcan Cable, Inc., a Washington corporation, as transferee ("Transferee"), the Town of Vance (the "Franchising Authority") has received a request for approval of ownership changes involving the transfer of control of Franchisee and rights associated therewith; and

WHEREAS, Transferee agrees that Franchisee from and after the date of the closing of the transactions described in FCC Form 394, shall continue to perform each and every obligation of the Franchisee under the Franchise;

NOW THEREFORE, BE IT RESOLVED:

1. That the Franchise has been properly granted, is in full force and effect in accordance with its terms and conditions, there are no defaults under the Franchise or events which upon the giving of notice or passage of time, or both, would constitute an event of default thereunder;
2. That consent to and any required approval of the transfer of control of Franchise from Transferor to Transferee, as described in FCC Form 394, is hereby granted;
3. That following the transfer of control, the Franchisee may, at any time and from time to time: (i) undergo additional transfers of control, and /or (ii) assign or grant or otherwise convey all or part of its assets, including the Franchise; provided that the transferee of control, assignee or transferee of the assets or Franchise, is a person or entity which is affiliated with the Franchisee, Transferee or Paul G. Allen by virtue of direct, indirect and/or common control, management or ownership; and
4. That the Franchising Authority waives any rights of First refusal that it may have to assume the Franchise or acquire the System upon any transfer contemplated hereunder; and
5. That following the transfer of control, the Franchisee, may at any time and from time to time, assign, grant or pledge or otherwise convey one or more liens or security interests in its assets, including its rights, obligations and benefits in and to the Franchise, to any lender ("Secured Party") providing financing to Transferee, from time to time, and that such Secured Party shall have the rights of a secured creditor with respect thereto; and
6. That the consent to change of control herein provided shall be effective upon and only effective concurrent with the closing of the transactions described in FCC Form 394, and the Franchising Authority shall be notified promptly upon the closing of such transactions.

ADOPTED by the Franchising Authority on this 14th day of September, 1998.

Town of Vance, AL

By: Mike Sanders

Name: Mike Sanders

Title: Mayor

Attest:

Jean Messer

RESOLUTION NO. 081898

Whereas the Town of Vance has received a Community Development Block Grant (CDBG) Project Number SM-ED-PF-96-033 to perform the described scope of work set forth in the Town's CDBG application, and

Whereas the Town desires to implement the proposed program in the most cost effective manner possible, and

Whereas certain expenditures could not be foreseen prior to actual implementation the project and some expenditures were more than originally anticipated, and

Whereas said expenditures have resulted in the need to expend contingency funds for implementation of the sewer improvements (due to circumstances beyond the Town's control), given that such a change will not amend the project budget by ten percent (10%) or greater.

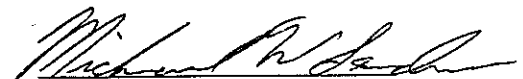
NOW THEREFORE BE IT RESOLVED BY THE TOWN COUNCIL OF THE TOWN OF VANCE, AS FOLLOWS:

Section 1: That the Town locally amend the official CDBG budget (within the 10% rule for cumulative changes) to reflect the appropriate distribution of funds, which will further require that the CDBG budget amounts be changed to accommodate requisite cash needs by budget category (i.e. moving the contingency line item to the sewer improvements line item).


Section 2: That said amendment of the Detailed CDBG Program Budget is attached hereto and is adopted as Revision Number 2.

Section 3: That Michael W. Sanders, in his capacity as Mayor of the Town of Vance, is hereby authorized and directed to execute and submit all appropriate documentation to the ADECA CDBG staff to document the proposed change so that SM-ED-PF-96-033 can be completed in the most effective manner.

Passed, Adopted and Approved this 18th day of August, 1998.


Michael W. Sanders, Mayor

ATTEST:


Jean Morris, Acting Town Clerk

RESOLUTION # 070798

WHEREAS, the Town of Vance, Alabama, has been awarded a Community Development Block Grant (CDBG) Project (No. SM-PF-PL-97-011) from the Alabama Department of Economic and Community Affairs for the purpose of developing a Transportation Plan; and

WHEREAS, the Town Council of the Town of Vance has determined that it is in the Town's best interest to procure outside professional assistance to help carry out the project administrative, management and planning activities; and

WHEREAS, in compliance with the requirements of the Alabama CDBG Program, the Town has advertised and solicited proposals from qualified firms interested in providing the required administrative, management and planning services; and

WHEREAS, the Town has evaluated the proposals received and found Roth, Fleegal, McHugh & Associates to be the most qualified proposing firm with respect to the proposal evaluation criteria.

NOW, THEREFORE, BE IT HEREBY RESOLVED, by this Town Council of the Town of Vance, that Michael Sanders, Mayor, and his successors in title, are authorized and directed to negotiate and execute an Administrative and Planning Services Agreement with Roth, Fleegal, McHugh & Associates in an amount not to exceed \$40,000, to administer, manage and help implement the above-referenced CDBG Project activities.


ADOPTED AND APPROVED this 7th day of July 1998.

TOWN OF VANCE, ALABAMA

(SEAL)


Michael Sanders, Mayor

ATTEST:


Nora Weaver, Town Clerk

Resolution No. 051298

A RESOLUTION APPROVING THE MAYORS NEGOTIATION OF THE PURCHASE OF PROPERTIES ACQUIRED BY THE TOWN OF VANCE.

WHEREAS, under guidelines established pursuant to the Uniform Act (P.L. 91-646) of 1970, a low value parcel of property may be acquired without an appraisal and a review appraisal if its value is \$2500.00 or below, and

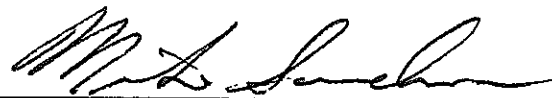
WHEREAS, in order to implement Alabama CDBG Project Number SM-ED-PF-96-033, easements for sanitary sewer improvements must be acquired in order to implement the project, and

WHEREAS, it has been the past experience of the Town of Vance that the cost of appraisals, review appraisals, and legal documentation required for the purchase of easements for the above referenced project have caused the Town to incur costs in excess of the price cap as listed above, and

WHEREAS, the owners of four parcels necessary to construct the said improvements have agreed to sell the Town said parcels for \$1250.00 each parcel.


NOW, THEREFORE BE IT RESOLVED by the Town Council of the Town of Vance, Alabama, that the payment of \$1250.00 per parcel to Billy Isom and Gary Eaton by Michael W. Sanders, in his capacity as Mayor, be confirmed as not exceeding \$2500 per land owner and is a desirable action to comply with ADECA's Land Acquisition requirements and the Uniform Act as they presently exist.

PASSED, ADOPTED AND APPROVED this 12th day of May, 1998.



Mayor

Attest:


Vance Town Clerk

Resolution No. 051298C

The Town of Vance is constructing a Waste Water Treatment Facility.

WHEREAS, the Town of Vance has negotiated in good faith with several individual land owners for easements and pump station sites.

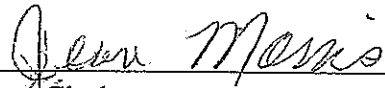
WHEREAS, the Town of Vance has seen fit to offer construction upgrades to protect the property owners from future expenses caused by the sewer system.

THEREFORE BE IT RESOLVED, that the contract (Exhibit C) that has been executed by the Mayor of the Town of Vance, pursuant to resolution number 081997, between Lula Jones and the Town of Vance be confirmed and approved by the Vance Town Council.



Mayor

Attest:


Town Clerk

**RESOLUTION OF THE TOWN COUNCIL
OF THE TOWN OF VANCE**

The Town Council of the Town of Vance ("Town") finds as follows:

1. The Town has entered into a Funding Agreement with The West Jefferson Amusement and Public Park Authority ("Authority") for the purpose of assisting the Authority in obtaining bond financing for the construction of the VisionLand amusement park. The Town continues to support and encourage the proper and legal development of the VisionLand theme park.
2. The Town entered into the Funding Agreement and participated as an incorporator of the Authority on the express conditions that the Mayor of the Town be on the board of directors of the Authority and that the Town not be required to give five years notice to terminate the Funding Agreement.
3. The Authority has not honored these commitments and the chairman of the Authority has told the Town that these commitments will not be honored until the VisionLand theme park is completed. However, the Authority is using the Town's tax dollars in building and developing VisionLand, and the Town should be represented on the board of directors to oversee the expenditure of its tax dollars.
4. The Town has requested that VisionLand provide it with copies of its annual audit and budget, which are public records and which are required to be provided the Town, without request, under the Mortgage and Trust Indenture ("Indenture") that secures the \$60,000,000 bond issue that

financed the construction of VisionLand. These documents have not yet been provided to the Town.

5. The Town has further requested copies of all requisitions and draws of proceeds of the bonds, to allow the Town to determine how its tax dollars have been spent. The Authority has not yet provided these documents.
6. It has come to the attention of the Town of Vance that in October 1997 officers of the Authority entered into a ground lease ("Ground Lease") for a 50-acre portion of the land financed with proceeds of the bond issue, to develop an outlet mall.
7. The Ground Lease provides for the developer of the proposed outlet mall to pay only \$1.00 per year in rent for 99 years, grants the developer the option to purchase the 50 acre site for \$1.00 at the end of the lease term, and prohibits the Authority from conducting any other retail business for 99 years.
8. The only other rents for the Ground Lease are to be paid by the merchants occupying the outlet mall, and will only be paid if the developer successfully leases the mall and keeps the mall leased for 99 years.
9. The Ground Lease provides for additional rent to be paid by merchants leasing stores in the development, in the amount of 8% of the merchants' gross receipts, to be paid in lieu of sales taxes. At least half the sales taxes that would otherwise be paid would support public schools, but instead will subsidize the developers, allowing them to operate under a 99-year lease with virtually no land cost.


10. When the Town agreed to be an incorporator of the Authority and to help pay the debt service on the bonds with tax dollars, the Town was not told that its tax dollars would be used to subsidize a private retail development in competition with other, unsubsidized developments, including the outlet mall being developed in the Town of Vance.
11. The Town intended by entering into the Funding Agreement to support an amusement park, not the developers of an outlet mall in competition with merchants in the Town of Vance.

NOW, THEREFORE, BE IT

RESOLVED, that the Mayor be authorized to execute an engagement letter with attorney Ken Simon, of Birmingham, Alabama, retaining Mr. Simon to represent the Town.

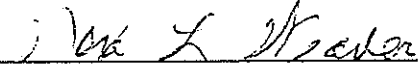
FURTHER RESOLVED, that Ken Simon be authorized to file suit against the Authority and such other persons as he may consider appropriate, in consultation with the Mayor, to redress the concerns stated above, to review the conduct of the Authority's business to date using tax dollars of the Town, and to have the Ground Lease declared void, as in violation of the Alabama constitution, the statute under which the Authority is chartered, the Indenture, and duties owed by the Authority to the Town, as incorporator and under the Funding Agreement.

ADOPTED this the 28th day of March, 1998.



Mayor

ATTEST:

By 
Town Clerk

031298

**RESOLUTION OF THE TOWN COUNCIL
OF THE TOWN OF VANCE**

WHEREAS, the Town of Vance ("Town") has entered into a certain Funding Agreement with The West Jefferson Amusement and Public Park Authority ("Authority") for the purpose of assisting in the obtaining of bond financing to finance the construction of the VisionLand Amusement Park; and

WHEREAS, the Town entered into the Funding Agreement and participated as an incorporator of the Authority on certain express conditions stated in the transmittal letter of James O. Standridge, Esq., to Wyatt Haskel, Esq.; and

WHEREAS, Calvin Biggers, Esq., attorney to the Authority has advised Jay Guin, attorney to the Town of Vance, that the Authority is unwilling to fulfill these commitments until after the completion of the construction of VisionLand; and

WHEREAS, it has come to the attention of the Town of Vance that officers of the Authority have entered into ground leases for a portion of the land financed with proceeds of the bond issue; and

WHEREAS, the Town of Vance has yet to receive copies of the audit and budget that were due on or about January 31, 1998 and September 30, 1997, respectively, for the Authority; and

WHEREAS, it appears from materials provided to the Town of Vance by attorney Biggers that the board of directors of the Authority has not met since March 27, 1997,

NOW, THEREFORE, BE IT

RESOLVED, that attorney Jay Guin be requested and directed to submit a letter to Calvin Biggers, attorney for the Authority, making demand that a meeting of the board of directors of the Authority be called as soon as possible, for the purpose of considering

compliance with the conditions for the participation by the Town of Vance in the Funding Agreement and the incorporation of the Authority, consideration of approval or disapproval of the various ground leases entered into by officers of the Authority for commercial development of portions of the Project Site and for adoption of a budget for the fiscal year ending September 30, 1998.

FURTHER RESOLVED, that demand be made on the Authority for receipt of the full report of the auditors and for a budget, both in the form required by the Trust Indenture with respect to the bond issue.

FURTHER RESOLVED, that demand be made on the Authority for full and complete copies of such records as may be considered appropriate by the Mayor and counsel to the Town of Vance, including without limitation minutes of the Authority, resolutions of the Authority, requisitions under the Trust Indenture, and such other records, materials, or documents that the Mayor and counsel may consider appropriate to from time to time request.

FURTHER RESOLVED, that the Authority be requested to provide notice of all meetings of the board of directors of the Authority to the Mayor and that the Mayor be invited to participate in such meetings, pending amendment of the Certificate of Incorporation of the Authority to designate the Mayor as a member of the board of directors of the Authority.

FURTHER RESOLVED, that if counsel to the Town shall not have received a satisfactory response to each of these demands within 10 days after the receipt of a demand letter by counsel to the Authority, that counsel to the Town shall be authorized to commence such civil action as he may consider appropriate, in consultation with the

Mayor, and in order to require the Authority to comply with the terms of the Trust Indenture, to provide all public documents required, and, as appropriate, to enjoin any further violations of the Trust Indenture and to require the correction of any prior violations of the Trust Indenture as they may consider to be appropriate.

ADOPTED this the 12th day of March, 1998.



Mayor

ATTEST:

By 

Town Clerk

RESOLUTION NO. 021698

A RESOLUTION AUTHORIZING THE MAYOR TO NEGOTIATE THE PURCHASE OF PROPERTY TO BE ACQUIRED BY THE TOWN OF VANCE.

WHEREAS, under guidelines established pursuant to the Uniform Act (P.L. 91-646) of 1970, a low value parcel of property may be acquired without an appraisal and a review appraisal if its value is \$2,500.00 or below, and

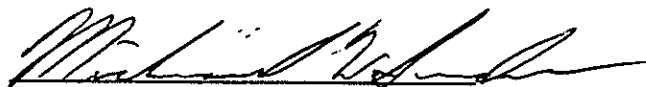
WHEREAS, in order to implement Alabama CDBG Project Number SM-ED-PF-96-033, easements for sanitary sewer improvements must be acquired in order to implement the project, and

WHEREAS, it has been the past experience of the Town of Vance that the cost of appraisals, review appraisals, and legal documentation required for purchase of easements for the above referenced project have caused the Town to incur costs in excess of the price cap as listed above, and

WHEREAS, the owners of two parcels necessary to construct the said improvements have agreed to sell the Town said parcels for \$2,500.00 each,


NOW, THEREFORE BE IT RESOLVED by the Town Council of the Town of Vance, Alabama, that Michael W. Sanders, in his capacity as Mayor be authorized to make an offer to purchase both the Dobbins and Eaton easements for a sum not to exceed \$2,500.00 and to perform all necessary and/or desirable actions to comply with ADECA's Land Acquisition requirements and the Uniform Act as they presently exist and as they may be amended.

PASSED, ADOPTED AND APPROVED this 16th day of February, 1998.



Michael W. Sanders, Mayor

Attest:



Nora Weaver, Town Clerk

RESOLUTION NO. 010698

WHEREAS, the Town of Vance was awarded a Community Development Block Grant (CDBG) by the Alabama Department of Economic and Community Affairs (ADECA) CDBG Project Number SM-ED-PF-96-033 in the amount of \$480,000.00 for the purpose of providing sewer service to a twin hotel development, and

WHEREAS, ADECA awarded the Town of Vance an ARC supplemental grant in the amount of \$200,000 for use with CDBG Project Number SM-ED-PF-96-033, and

WHEREAS, the Town of Vance has been forced to reconsider the proposed placement of the sewer service lines due to action taken by the City Council of the City of Tuscaloosa which denied the Town of Vance approval to cross their City limits, and

WHEREAS, the Town of Vance can still serve the twin hotels with service lines which extend along the eastern side of Mercedes Benz, and

WHEREAS, the Town of Vance can also extend lines along the western side of Mercedes Benz (to coincide, in part, with the original route) to provide much needed sewer service for an outlet mall and out-parcel developments which will create employment, and

WHEREAS the Town of Vance has secured a commitment from the Whistle Stop Restaurant (which will locate on one of the out parcels at the outlet mall) for 45 full time jobs and 25 part time jobs, and

WHEREAS, implementation of the project to include both the original hotels and the Whistle Stop Restaurant will provide additional jobs to complement the ADECA CDBG and the ARC grants.

NOW THEREFORE, BE IT RESOLVED by the Town Council of the Town of Vance, Alabama as follows:

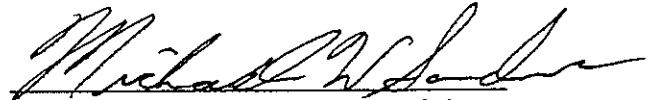
Section 1. That the Town of Vance submit a formal amendment to the Alabama Department of Economic and Community Affairs for the purpose of formally amending the CDBG project to relocate the placement of the sewer lines to serve the hotel development and to also include additional lines to serve the Whistle Stop Restaurant.


Section 2: That the detailed program budget be changed to reflect the revised cost estimates for work outlined in section 1 above and that the budget and formal amendment explanation be submitted to ADECA for their review.

Section 3: That the Town of Vance recognizes that additional costs for engineering and construction may be involved, but that the Town will have to provide said costs.

Section 4: That Michael W. Sanders, in his capacity as Mayor, is hereby authorized and directed to submit this request to the Alabama Department of Economic and Community Affairs, and, upon approval thereof, take such other steps as may be required to proceed with amended project activity implementation.

PASSED, ADOPTED AND APPROVED this 6th day of January 1998.


Michael W. Sanders; Mayor


Nora Weaver
Town Clerk