

RESOLUTION NO. 3058

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF REDLANDS APPROVING THE ASSIGNMENT OF THE FRANCHISE FOR THE CONSTRUCTION AND OPERATION OF A COMMUNITY ANTENNA TELEVISION SYSTEM IN REDLANDS FROM TELEVENTS OF CALIFORNIA, INC. TO TELEVENTS OF REDLANDS, INC.

THE CITY COUNCIL OF THE CITY OF REDLANDS DOES RESOLVE AS FOLLOWS:

WHEREAS, by Ordinance No. 1480, adopted April 4, 1972, the City granted a franchise for the construction and operation of a Community Antenna Television System in Redlands to Televents of California, Inc., of Martinez, California, and

WHEREAS, such franchise was granted under the terms and conditions of Ordinances No. 1445 and 1459, as amended by Ordinance No. 1480, and

WHEREAS, under the provisions of paragraph 7 G, Ordinance No. 1445, Televents of California, Inc., has requested the assignment of its Redlands franchise for construction and operation of a Community Antenna Television System to Televents of Redlands, Inc., and

WHEREAS, Televents of California, Inc., has merged with Televents, Inc., with Televents, Inc., being the surviving corporation, and

WHEREAS, Televents, Inc., agrees to guarantee in writing the full and faithful performance by Televents of Redlands, Inc., of all the terms and conditions of the franchise granted by the City to Televents of California, Inc., by Ordinance No. 1480. Said Guarantee is attached as Attachment #1 and made a part hereof by incorporation, and

WHEREAS, the Council, after a public hearing on this matter held on August 7, 1973, considers that the proposed assignee, Televents of Redlands, Inc., has shown financial responsibility and has agreed to comply with all terms and conditions of the franchise, if assigned,

NOW, THEREFORE, BE IT RESOLVED that the City Council of the City of Redlands hereby approves the assignment of the franchise to construct and operate a Community Antenna Television System in Redlands

From: Televents of California, Inc.
Martinez, California

To : Televents of Redlands, Inc.
Redlands, California,

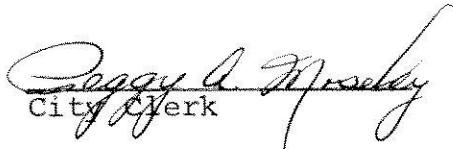
subject to filing with the City Clerk of the City, within ten (10) days from the date of adoption of this resolution, the following duly executed documents:

1. Acceptance by Televents of Redlands, Inc., of all the terms and conditions of the franchise granted by Ordinance No. 1480 to Televents of California, Inc.;
2. Furnishing of a Guarantee Agreement by Televents, Inc., guaranteeing full and faithful performance by Televents of Redlands, Inc., of all the provisions of the franchise.

ADOPTED, SIGNED AND APPROVED this 7th day of August, 1973.

ATTEST:


Mayor of the City of Redlands


City Clerk

APPROVED FOR FORM:


Deputy City Attorney

GUARANTEE AGREEMENT

For value received and in consideration of THE CITY OF REDLANDS, CALIFORNIA ("City") consenting to the assignment of the cable television franchise from Televents of California, Inc., a California corporation ("TOC"), to Televents of Redlands, Inc., a Wyoming corporation ("TOR"), the undersigned, Televents, Inc., a Nevada corporation ("Televents"), and TOC guarantee the full and faithful performance by TOR of all of the provisions and covenants on the part of the franchise to be performed under the cable television franchise dated April 4, 1972, originally granted by the City of Redlands by Ordinance No. 1480 to TOC. Such guarantee shall extend to all provisions of the franchise and performance shall be within the time and in accordance with the terms of the franchise including, without limitation, the obligation to pay all fees, taxes and other amounts due or which may become due to the City.

Televents hereby represents that it is to be the surviving corporation of a merger between Televents and TOC and as a result of the merger will be responsible for and liable under all of TOC's obligations including all of TOC's obligations pursuant to the franchise from the City.

Televents and TOC waive any and all notices of nonperformance or demand upon TOR; agree that the City, without notice to or demand upon Televents or TOC and without affecting in any way whatever the liability of Televents or TOC may at any time, and from time to time, solely with the consent of TOR, change the provisions, covenants and conditions of the franchise. Further, Televents and TOC agree that all of their obligations under this Guarantee Agreement are independent of the obligations of TOR under the franchise and that a separate action may be brought against Televents or TOC, or both, whether or not an action is commenced against TOR under the franchise.

Dated: _____, 1973

TELEVENTS, INC.,
a Nevada corporation

By _____
Gail E. Oldfather, President

S E A L

ATTEST:

George W. Hopper, Secretary

TELEVENTS OF CALIFORNIA, INC.,
a California corporation

By _____
Gail E. Oldfather, President

S E A L

ATTEST:

George W. Hopper, Secretary

Attachment to Resolution No. 3058

STATE OF CALIFORNIA)
COUNTY OF SAN BERNARDINO) SS
CITY OF REDLANDS)

I, Lorrie Poyzer, City Clerk of the City of Redlands, California, do hereby certify that the attached is a full and true and correct copy of Resolution No. 3058 as regularly passed and adopted by the City Council of the City of Redlands on the 7th day of August, 1973, as appears of record in my office.

WITNESS my hand and official seal of the City of Redlands this 8th day of December, 1986.

City Clerk
City of Redlands, California