

ORDINANCE NO. 355

An Ordinance providing for and approving the transfer of the cable television franchise in the city of Basehor, (the "City") granted pursuant to Ordinance No. 284, dated December 18, 1995, (the "Franchise Ordinance"); amending the Franchise Ordinance in certain respects; providing for publication of the caption; and providing the effective date of the transfer.

WHEREAS, by the Franchise Ordinance, the city has granted to GALAXY TELECOM, L.P. ("Galaxy") the authority to operate a cable television system within th boundaries of the city; and

WHEREAS, Galaxy has requested that the city approve the proposed transfer and assignment of the Franchise Ordinance by Galaxy to WorldNet, L.L.C., ("WorldNet") and/or it's permitted assigns (as may be later provided by WorldNet and attached as Exhibit A); and the city is willing to consent to such transfer and assignment.

NOW, THEREFORE, BE IT ORDAINED BY THE FRANCHISING AUTHORITY OF THE CITY:

Section 1. Transfer of Franchise Ordinance. Pursuant to the Franchise Ordinance, consent and approval is hereby granted by the city for the transfer and assignment of the Franchise Ordinance by Galaxy to WorldNet. The Mayor, Council President, or Presiding Officer of the city, or any person designated by the Mayor, Council President, or Presiding Officer are hereby authorized to execute the Consent to Assignment attached hereto as Annex 1.

Section 2. Ordinance Affirmed. All terms and provisions of the Franchise Ordinance shall continue in full force and effect. As set forth in the Consent to Assignment, the city consents to the grant by WorldNet of a security interest in the Franchise Ordinance to its lenders to secure indebtedness or other obligations incurred by WorldNet with respect to the cable television system to be operated by Worldnet pursuant to the Franchise Ordinance.

Section 3. Effective Date. The transfer of the Franchise Ordinance shall be effective upon the closing of the sale by Galaxy to WorldNet of the cable television facilities serving the City of Basehor. WorldNet shall notify the City of the transfer to the Franchise Ordinance within thirty (30) days of such closing, and provide therewith a copy of the Assignment and Assumption of Franchise by which the Franchise Ordinance was transferred and assigned by Galaxy to WorldNet.

SCANNED

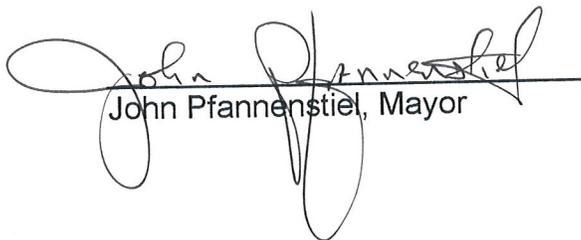
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Section 4. Inconsistency. In the event any of the terms and provisions of any other ordinance or regulation of the City are inconsistent with the terms and provisions of this ordinance, the terms and provisions of this Ordinance shall govern and control.

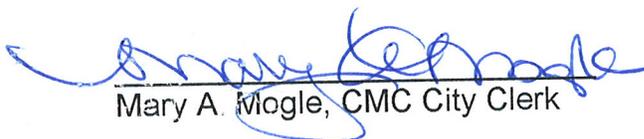
Section 5. Publication. The City Clerk is hereby directed to publish the caption of this Ordinance in the official newspaper, Basehor Sentinel, and to comply otherwise with all applicable notice requirements of law.

Passed and approved on the 22nd day of February, 2000.

City of Basehor, KS


John Pfannenstiel, Mayor

Attest:


Mary A. Mogle, CMC City Clerk