

AN ORDINANCE CONSENTING TO THE TRANSFER TO THE TRANSFER OF THE NON-EXCLUSIVE FRANCHISE FOR A COMMUNITY ANTENNA TELEVISION SYSTEM FROM HARRON COMMUNICATIONS CORP. ("HARRON") TO MARCUS COMMUNICATIONS, INC.; AND AMENDING ORDINANCE NUMBER 55.

WHEREAS, the Township of South Huntingdon by Ordinance Number 55 dated February 24, 1983 granted a franchise to construct, operate and maintain a Community Antenna Television System to Harron; and

WHEREAS, Harron is about to assign said franchise to Marcus Communications Inc. of Greenwich, CT or its affiliate ("Marcus"), subject to the approval and consent of the Township of South Huntingdon; and

WHEREAS, said franchise is in full force and effect, and there are no outstanding breaches of the terms and conditions of the Ordinance above referenced and the agreement entered into pursuant to such Ordinance; and

WHEREAS, Marcus has requested certain changes in the terms and conditions of the original franchise to upgrade and improve the current system; and

WHEREAS, the Township Supervisors believe that the transfer of said franchise is in the best interest of the residents of the Township of South Huntingdon:

BE IT ORDAINED AND ENACTED by the Township Supervisors of the Township of South Huntingdon, and it is hereby ordained and enacted by the authority of the same:

SECTION 1. South Huntingdon Township hereby consents to the assignment and transfer of the franchise to construct, operate and maintain a Community Antenna Television System from Harron to Marcus, under and subject to the terms of the Ordinance and all of the terms and conditions of Ordinance Number 55, all of which shall become binding upon Marcus upon the effective date of this Ordinance.

SECTION 2. South Huntingdon Township hereby consents to the assignment of the franchise by Marcus as specified herein in favor of any financial institution for the limited purpose of securing Marcus' financing of the system and Marcus' obligations under the Ordinance and Agreements specified herein.

SECTION 3. As soon after the effective date of this Ordinance as may be practicable, Marcus shall alter or amend specifications for the system as may be necessary to up-grade the system to 35 channel capability.

SECTION 4. Marcus shall, within a reasonable time after request for service, make its cable communications system available to every resident within the boundaries of franchisor, provided that the aggregate residential density of any extension beyond the current service area is thirty-five (35) or more dwelling units per plant mile. In areas of lesser density, Marcus upon request for service shall, within a reasonable length of time, submit to such area requesting service an aid-in-construction proposal which would enable such area to be wired for cable.

SECTION 5. The expiration date of the franchise assigned to Marcus under the authority of this Ordinance shall expire on the fifteenth anniversary of the effective date of this Ordinance.

SECTION 6. The within Ordinance shall become effective upon the actual date of assignment of the franchise from Harron to Marcus under the terms of an Asset Sales Agreement.

SECTION 7. All ordinances or parts of Ordinances inconsistent herewith are repealed. The provisions of this Ordinance shall be severable and if any provisions shall be held unconstitutional, illegal or invalid, the remaining provisions shall be valid and in full force and effect.

ORDAINED AND ENACTED THIS 27th of June, 1985

TOWNSHIP OF SOUTH HUNTINGDON
WESTMORELAND COUNTY, PENNSYLVANIA

BY: Clifford Kelley
Chairman

ATTEST: Cindy Thorne
Secretary