

**WHATCOM COUNTY COUNCIL AGENDA BILL**

NO. 1999-278

CLEARANCES	Initial	Date	Date Received in Council Office	Agenda Date	Assigned to:
Originator:				7/27/99	Intro
Division Head:				8/10/99	Public Hearing
Dept. Head:					
Prosecutor					
Purchasing/Budget:	RAW	2-5-99			
Executive:	PR	7-26			

**SUBJECT:** Transfer of ownership of a non-exclusive franchise from Cable Plus Company, L.P. to NewCo, L.L.C. and further transfer of ownership from NewCo, L.L.C. to Millennium Digital Media Systems, L.L.C.

**ATTACHMENTS:**  
 Letter from Cable Plus Company  
 Letter from Millennium Digital Media Systems  
 Ordinance 96-038  
 Ordinance

SEPA review required? ( ) Yes ( x ) NO  
 SEPA review completed? ( ) Yes ( x ) NO  
 Should Clerk schedule a hearing? ( X ) Yes ( ) NO  
 Requested Date: 8/10/99

**SUMMARY STATEMENT:**

Request council approval.

**Distribution Request**

Indicate those who should receive a copy after Council action. List specific names to the right.

ADS Facilities Management	
ADS Finance	
ADS Human Resources	
ADS Info Services	
Assessor	
Auditor	
Cooperative Extension	
District Court	
Executive	
Health	
Hearing Examiner	
Jail	
Juvenile	
Parks	
Planning	
Prosecutor	
Public Works	
Sheriff	
Superior Court	
Treasurer	
Other	

**COUNCIL ACTION TAKEN:**

1999 - 278 7/27/99: Introduced  
 8/10/99: Adopted 6-0, Brown absent, Ord. #99-038

Re. \_\_\_\_\_

Related File Numbers:

Ordinance or Resolution Number  
 (this item): **ORD #99-038**

1 SPONSORED BY: Consent

2 PROPOSED BY: Consent

3 INTRODUCTION DATE: 7/27/99

4  
5 ORDINANCE NO. 99-038

6  
7 AN ORDINANCE IN THE MATTER OF TRANSFERRING OWNERSHIP OF A NON-  
8 EXCLUSIVE FRANCHISE FROM CABLE PLUS COMPANY, L.P. TO NEWCO, L.L.C.  
9 AND FURTHER TRANSFERRING OWNERSHIP FROM NEWCO, L.L.C. TO  
10 MILLENNIUM DIGITAL MEDIA SYSTEMS, L.L.C.

11  
12 WHEREAS, Cable Plus Company, L.P. was granted non-exclusive franchises  
13 from Black Rock Cable, Inc. by Ordinance 96-038, dated October 1, 1996; and

14  
15 WHEREAS, Cable Plus Company, L.P. has requested written consent from the  
16 Whatcom County Council to transfer all rights, obligations, title and interest as  
17 established in Ordinance 96-038 over to NewCo, L.L.C.; and

18  
19 WHEREAS, NewCo, L.L.C. has requested written consent from the Whatcom  
20 County Council to transfer all those rights, obligations, title and interest over to  
21 Millennium Digital Media Systems, L.L.C.; and

22  
23 WHEREAS, Millennium Digital Media Systems, L.L.C. has requested per state  
24 law and Section 9.30 of the Whatcom County Home Rule Charter that the granting of  
25 this ordinance provide for non-exclusive service along county roads and other county  
26 property located within the unincorporated areas of Whatcom County as described in  
27 Ordinance 96-038;

28  
29 NOW, THEREFORE, BE IT ORDAINED by the Whatcom County Council that  
30 this transfer has been approved and any and all franchises including all rights,  
31 obligations, title and interest granted to Cable Plus Company, L.P., and transferred to  
32 NewCo, L.L.C. and shall be further transferred to Millennium Digital Media Systems,  
33 L.L.C. contingent upon the final closing of the sale of assets.

34  
35 NOW, THEREFORE, BE IT FURHTER ORDAINED by the Whatcom County Council  
36 that Whatcom County recognizes that the lender or lenders designated by Millennium  
37 Digital Media Systems, L.L.C. will be able to receive a security interest in the franchise  
38 granted to Millennium Digital Media Systems, L.L.C.

39  
40 ADOPTED this 10 day of August, 1999.

41

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10

ATTEST:

*Dana Brown-Davis*

Dana Brown-Davis, Clerk of the Council

APPROVED AS TO FORM:

*Richard M. ...*

Civil Deputy Prosecutor

WHATCOM COUNTY COUNCIL  
WHATCOM COUNTY, WASHINGTON

*Marlene Dawson*

Marlene Dawson, Council Chair

Approved ( ) Denied

*Pete Kremen*

Pete Kremen, County Executive

1 SPONSORED BY: Consent

2 PROPOSED BY: Consent

3 INTRODUCTION DATE: 9/3/96

1 ORDINANCE NO. 96-038

2 AN ORDINANCE IN THE MATTER OF TRANSFERRING  
3 OWNERSHIP OF A NON-EXCLUSIVE FRANCHISE FROM  
4 BLACK ROCK CABLE, INC. TO CABLE PLUS, L.P.

5 WHEREAS, Black Rock Cable, Inc. was granted non-  
6 exclusive franchises dated January 7, 1992 and February 28, 1995;  
7 and

8 WHEREAS, Black Rock Cable, Inc. has requested written  
9 consent from the Whatcom County Council to transfer all rights,  
10 obligations, title and interest over to Cable Plus, L.P.; and


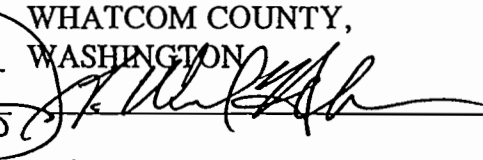
11 WHEREAS, Black Rock Cable, Inc. and Cable Plus, L.P.  
12 has requested per State Law and Section 9.30 of the Whatcom  
13 County Home Rule Charter that the granting of this ordinance  
14 provide for non-exclusive service along County Roads and other  
15 County Property located within the unincorporated areas of Whatcom  
16 County.

17 NOW, THEREFORE, BE IT ORDAINED by the Council of  
18 Whatcom County, Washington that this transfer has been approved  
19 and any and all franchises including all rights, obligations, title and  
20 interest granted to Black Rock Cable, Inc. shall be transferred to  
21 Cable Plus, L.P. contingent upon the final closing of the sale of  
22 assets.

23 ADOPTED this 1 day of October 1996.

24 ATTEST :

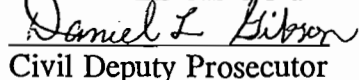
WHATCOM COUNTY COUNCIL  
WHATCOM COUNTY,  
WASHINGTON

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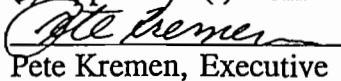
27 Dana Brown-Davis,  
28 Council Clerk

L. Ward Nelson, Council Chair

30 APPROVED AS TO FORM:

31   
32 Civil Deputy Prosecutor

Approved  Denied

33   
Pete Kremen, Executive  
Date: 10-3-96



RECEIVED

July 23, 1999

JUL 29 1999

PETE KREMEN  
COUNTY EXECUTIVE

LINKING THE  
COMMUNITY WITH  
TELECOMMUNICATIONS

Ms. Francine Kincaid  
Whatcom County Executives Office  
311 Grand Street, Suite 108  
Bellingham, WA 98225

Dear Ms. Kincaid:

11400 S.E. 6TH STREET

Cable Plus Company, L.P. currently operates a cable system in Whatcom County under the franchise granted by Ordinance No. 92-001, as amended by Ordinance No. 95-11, as transferred by Black Rock Cable, Inc. to Cable Plus Company, L.P. under Ordinance No. 96-038.

SUITE 120

Pursuant to an agreement dated as of July 23, 1999, Cable Plus is transferring all of its interest in its Whatcom County cable system to a Washington limited liability company ("NewCo"), in which Cable Plus will be the sole member. Cable Plus is then selling its membership interest in NewCo to Millennium Digital Media Systems, L.L.C. The transfer to NewCo facilitates Cable Plus' retention of certain assets that will not be transferred to Millennium. Further, the transfer to NewCo allows Cable Plus to transfer to Millennium certain properties not related to the Whatcom County franchise, without triggering consent to assignment provisions.

BELLEVUE, WA 98004

425 462 2090

Completion of this sale depends upon obtaining the County's consent to the transfers of the franchise. Cable Plus, therefore, respectfully requests that Whatcom County give its consent to the transfer of the franchise granted by Ordinance No. 92-001, as amended by Ordinance No. 95-11, and as previously transferred by Ordinance No. 96-038 to NewCo and to the transfer of control over the franchisee to Millennium Digital Media or an affiliate thereof.

FAX 425 462 2092

Cable Plus thanks you for facilitating the prompt consideration of this matter by the Whatcom County Council.

Sincerely,

Gary O'Malley  
Senior Vice President

RECEIVED

JUL 29 1999

Millennium Digital Media Systems, L.L.C.  
120 South Central Avenue, Suite 150  
St. Louis, MO 63105

PETE KREMEN  
COUNTY EXECUTIVE

July 23, 1999

Ms. Francine Kincaid  
Whatcom County Executive Office  
311 Grand Street, Suite 108  
Bellingham, WA 98225

Dear Ms. Kincaid:

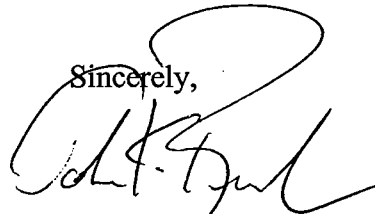
Cable Plus Company, L.P. currently operates a cable system in Whatcom County under the franchise granted by Ordinance No. 92-001, as amended by Ordinance No. 95-11, as transferred by Black Rock Cable, Inc. to Cable Plus Company, L.P. under Ordinance No. 96-038.

Pursuant to an agreement dated as of July 23, 1999, Cable Plus is transferring all of its interest in its Whatcom County cable system to a Washington limited liability company ("NewCo"), of which Cable Plus will be the sole member. Cable Plus is then selling its membership interest in NewCo to Millennium Digital Media Systems, L.L.C. ("Millennium"). The transfer to NewCo facilitates Cable Plus' retention of certain assets that will not be transferred to Millennium, allows Cable Plus to transfer to Millennium certain properties not related to the Whatcom County franchise without triggering consent to assignment provisions and enhances the tax efficiency of the transaction with Millennium.

Completion of this sale depends upon obtaining the County's consent to the transfer of the franchise. Millennium, therefore, respectfully requests that Whatcom County give its consent to the transfer of the franchise granted by Ordinance No. 92-001, as amended by Ordinance No. 95-11, and as previously transferred by Ordinance No. 96-038 to NewCo and to the transfer of control over the franchisee to Millennium or an affiliate thereof.

Millennium thanks you for facilitating the prompt consideration of this matter by the Whatcom County Council.

Sincerely,



John Brooks  
Chief Operating Officer