

WHATCOM COUNTY COUNCIL AGENDA BILL

NO. 2007-402

CLEARANCES	Initial	Date	Date Received in Council Office	Agenda Date	Assigned to:
Originator:	DLG	9/27/07	RECEIVED OCT 02 2007 WHATCOM COUNTY COUNCIL	10/9/07	Introduction
Division Head:				10/23/07	Hearing
Dept. Head:	<i>[Signature]</i>	9/28/07			
Prosecutor:	<i>[Signature]</i>	09/28/07			
Purchasing/Budget:					
Executive:	<i>[Signature]</i> PR	10-2-07			

TITLE OF DOCUMENT:
Ordinance approving an indirect change in control of franchise-holder Guinness Communications, Inc.

ATTACHMENTS:
Memo; Proposed Ordinance; Petition for Approval of Change of Ownership for Franchise

SEPA review required? () Yes (X) NO	Should Clerk schedule a hearing? (X) Yes () NO
SEPA review completed? () Yes () NO	Requested Date: 10/23/07

SUMMARY STATEMENT OR LEGAL NOTICE LANGUAGE: *(If this item is an ordinance or requires a public hearing, you must provide the language for use in the required public notice. Be specific and cite RCW or WCC as appropriate. Be clear in explaining the intent of the action.)*

Guinness Communications, Inc., holds a non-exclusive franchise under Ordinance No. 92-076. All of its shares are owned by Persona Communications Corp. Effective September 28, 2007, Persona's shares were transferred to Eastlink Persona Holdings, Inc., thereby effecting an indirect change in control of Guinness Communications, Inc. Persona is petitioning the Council for approval of this indirect change in control of the franchise-holder.

COMMITTEE ACTION:

COUNCIL ACTION:
 10/9/2007: Introduced
 10/23/2007: Council Adopted 7-0
 Ord. 2007-054

Related County Contract #:	Related File Numbers:	Ordinance or Resolution Number: Ord. 2007-054
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Please Note: *Once adopted and signed, ordinances and resolutions are available for viewing and printing on the County's website at: www.co.whatcom.wa.us/council.*



2071004245

Page: 1 of 3
10/30/2007 9:23 AM
FRAN \$42.00
Whatcom County, WA

Request of: WHATCOM COUNTY COUNCIL

RETURN DOCUMENT TO:

MARINA ENGELS
WHATCOM COUNTY
COUNCIL OFFICE

DOCUMENT TITLE(S): FRANCHISE

ORDINANCE IN THE MATTER OF APPROVING AN INDIRECT CHANGE IN CONTROL OF GUINNESS COMMUNICATIONS, INC.

REFERENCE NUMBER(S) OF DOCUMENTS ASSIGNED OR RELEASED:

Ordinance Number: 2007-054

Additional reference numbers found on page _____ of document.

GRANTOR(S):

Whatcom County

Additional grantors found on page _____ of document.

GRANTEE(S):

EASTLINK PERSONA HOLDINGS INC.

Additional grantees found on page _____ of document.

ABBREVIATED LEGAL DESCRIPTION (Lot, block, plat, or section, township, range)

All County roads in Point Roberts, Washington, being in Sections 1, 2, 3, 4, 9, 10, 11, and 12 in Township 40, Range 3W., and Section 33, 34, and 35, Township 41, Range 3W., W.M.

Additional legal description can be found on page _____ of document.

ASSESSOR'S PARCEL NUMBER:

None - roads

SPONSORED BY: Consent

PROPOSED BY: Executive/Public Works

INTRODUCTION DATE: 10/9/2007

ORDINANCE NO. 2007-054

IN THE MATTER OF APPROVING
AN INDIRECT CHANGE IN CONTROL OF GUINNESS COMMUNICATIONS, INC.

WHEREAS, Guinness Communications, Inc., hereafter referred to as "Guinness," was granted a non-exclusive franchise dated October 27, 1992, under Ordinance 92-076; and

WHEREAS, the franchise agreement in Section 17 addresses the need for consent in writing from the County Council prior to the sale, transfer, or assignment of any interest in the Franchise; and

WHEREAS, the Council granted a change in control of Guinness from Delta Cable Communications, Ltd. to Persona Communications Corp., hereafter referred to as "Persona," on January 16, 2007 under Ordinance No. 2007-002; and

WHEREAS, Persona's parent company is Canadian Cable Acquisition Holdings Company, Inc., hereafter referred to as "Canadian Cable;" and

WHEREAS, all shares of Canadian Cable were transferred to Eastlink Persona Holdings, Inc., hereafter referred to as "Eastlink," in a transaction completed on September 28, 2007; and

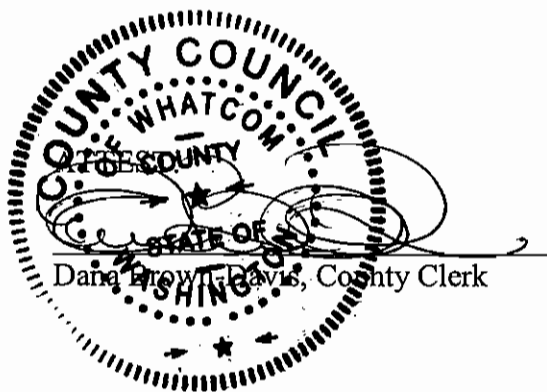
WHEREAS, while the Franchise itself is not being sold, transferred, or assigned, the control of the parent of the company that holds Guinness, (Franchise-holder), is being transferred from Canadian Cable to Eastlink; and

WHEREAS, Persona has requested written consent from the Whatcom County Council to a change in control of the parent of Guinness's controlling company from present ownership by Canadian Cable to Eastlink; and

WHEREAS, Eastlink appears, from information provided, to be a corporate entity that has the ability to direct the performance of Persona and thereby the performance of Guinness, according to the terms of the franchise agreement, upon assuming control of Persona and thereby the control of Guinness;

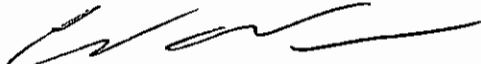
NOW, THEREFORE, BE IT ORDAINED by the Council of Whatcom County, Washington that this change in control of Guinness's controlling company's parent company be approved contingent upon the completion of the transaction.

ADOPTED this 23 day of October, 2007.

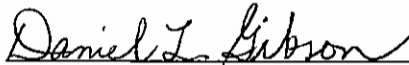


Dana Brown Davis, County Clerk

WHATCOM COUNTY COUNCIL
WHATCOM COUNTY, WASHINGTON


Carl Weimer, Council Chair

APPROVED AS TO FORM:


Civil Deputy Prosecutor

Approved Denied


Pete Kremen, County Executive

Date: 10-25-07

PETITION FOR APPROVAL OF CHANGE OF OWNERSHIP FOR FRANCHISE

TO THE WHATCOM COUNTY COUNCIL

COMES NOW, Persona Communications Corp.

and respectfully petitions the Whatcom County Council for approval of continuation of the franchise granted to Guiness Communications, Inc. upon the change of the indirect ownership and control of Persona Communications Corp. to Eastlink Persona Holdings Inc.

The petitioner further requests that the Whatcom County Council fix a time and place for a public hearing on the granting of this continuation of franchise, and that public notice be given, at the expense of the petitioner, as provided by law; and that, at said hearing, petitioner be granted the franchise continuation herein requested.

DATED: September 19, 2007

Persona Communications Corp.
Company Name

17 Duffy Place, P.O. Box 12155, Station 'A'
Mailing Address

St. John's Newfoundland A1B 4L1
City Province Postal Code

(709) 754-3775
Phone Number



Signature of authorized agent/owner

Dean T. MacDonald
Print or type name

RECEIVED

SEP 24 2007

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OWNERSHIP FOR FRANCHISE**

WHATCOM COUNTY
COUNCIL

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