

Post (see copy of deed on minute book page number _____). Commissioner Thompson seconded the motion and it carried by a unanimous vote.

SOUTH EFFINGHAM CABLE FRANCHISE TRANSFER TO COMCAST (9):

Mrs. Marti Lee explained the Resolution transferring South Effingham Cable's Franchise to Comcast Cable. Mrs. Lee commented that South Effingham Cable is selling their business to Comcast of Savannah. Comcast already has a Franchise in Effingham. Comcast and South Effingham have the same wording in their existing agreements. Mr. Johnny Monroe commented on the coverage area of South Effingham Cable. Mr. Tom Autry commented on Comcast Cable. Commissioner Sapp made a motion to approve a Resolution of the County of Effingham, Georgia consenting to a change of control of the cable franchise from South Effingham Cable, Inc. to Comcast Cablevision of Georgia/South Carolina, Inc. (see copy of resolution on minute book page number 210). Commissioner Thompson seconded the motion and it carried by a unanimous vote.

AMERICAN HOME WEEK PROCLAMATION (10): Chairman King read the Proclamation proclaiming April 9 through April 15 as American Home Week in Effingham County. Commissioner Weddle made a motion to approve a Proclamation for American Home Week April 9 through April 15 (see copy of proclamation on minute book page number 211). Vice-Chairman Wallace seconded the motion and it carried by a unanimous vote.

TRANSFER TRUCK & AMBULANCE TO CLYO VFD (11): County Administrator Crosby explained the request to transfer a truck and ambulance to the Clio Volunteer Fire Department. Vice-Chairman Wallace made a motion to approve the transfer of a 1979 International Tractor and a 1979 Chevrolet Ambulance to the Clio Volunteer Fire Department. Commissioner Sapp seconded the motion and it carried by a unanimous vote.

BUILDING & ZONING PERSONNEL (13): Mr. Jackie Davis explained the request for an additional permit technician for the Building and Zoning Department to assist with the increased workload that will result from the new "One Stop Shop." He commented that the new "One Stop Shop" system will improve customer service for our citizens, but will also help to make several departments more efficient. Commissioner Thompson made a motion to authorize a new position in the Building and Zoning Department. Commissioner Sapp seconded the motion and it carried by a unanimous vote.

SECTION 3. That the parties submitting the application requesting consent to the Transfer stipulate that neither the County's consent to the Transfer nor the completion of the Transfer itself shall in any way diminish or otherwise affect adversely any right that the County has, may have, or may at any time subsequently acquire with respect to any matter, including, without limitation, any right of the County to require compliance with the terms of the Franchise.

SECTION 4. That Franchisee and Comcast, individually and collectively, waive and relinquish any and all right they have, may have or may at any time or in any manner subsequently acquire, in law or in equity, to assert in any manner at any time or in any forum that the consent of the County to the contemplated Transfer was not required to be obtained or that such requirement or such consent in any way diminished or otherwise affected adversely any right the County would have had with respect to any matter, including, but not limited to, any renewal of the Franchise or the County's right to consider pre-Transfer breaches in any renewal, and any right of the County to compensation or other remedies in respect of alleged prior breaches of the Franchise or any other prior commitment made with respect to performance under the Franchise, had the contemplated Transfer or the County's consent thereto never occurred.

SECTION 5. That the Transfer of the Franchise and of all the rights and obligations under the Franchise and under this Resolution shall take effect on and after the consummation of the Transfer between and among Franchisee and Comcast.

SECTION 6. That in the event of any substantial breach of any of the material terms or conditions of this Resolution or any persistent failure to comply with any term or condition of this Resolution, then such breach shall be subject to be classified as a material breach of the Franchise and therefore entitle the County to all rights and remedies as provided for under the provisions of the Franchise and under applicable law.

SECTION 7. Nothing in this Resolution shall be deemed to prohibit any assignment, encumbrance, grant of a security interest in, pledge, lease, sublease, mortgage, or other transfer of, all or any part of the System, or of any right or interest therein, or of any account receivable arising from the provision of cable services, for financing purposes, provided that each such assignment, encumbrance, grant of a security interest in, pledge, lease, sublease, mortgage, or other transfer shall be subject to the rights of the County pursuant to the Franchise, this resolution and applicable law. The consent of the County shall not be required with respect to any transfer to, or taking of possession by, any banking, lending, financial institution, or other commercial lender which is a secured creditor of the Franchisee, of all or any part of the System pursuant to the rights of such secured creditor, provided that the County's rights are in no way adversely affected or diminished. Nothing herein shall prevent a secured creditor from selling all or part of the System subject to the County's rights under the Franchise or under this Resolution to approve or disapprove of such sale.

RESOLUTION

STATE OF GEORGIA

COUNTY OF EFFINGHAM

**A RESOLUTION OF THE COUNTY OF EFFINGHAM, GEORGIA CONSENTING TO
A CHANGE OF CONTROL OF THE CABLE FRANCHISE FROM SOUTH
EFFINGHAM CABLE INC., TO COMCAST CABLEVISION OF GEORGIA/SOUTH
CAROLINA, INC.,**

WHEREAS, Effingham County ("Franchise Authority" or "County") granted a nonexclusive franchise (the "Franchise") to South Effingham Cable, Inc., ("Franchisee") to occupy and use the streets within the unincorporated limits of the County, to provide cable services through a cable communications system; and

WHEREAS, Franchisee has announced that, the Franchisee will transfer to Comcast Cablevision of Georgia/South Carolina ("Comcast") all of its right title and interest in and to the Franchise and the system (the "Transfer"); and

WHEREAS, the parties have requested the Franchise Authority's consent to the Transfer by filing with the Franchise Authority an FCC Form 394, Application for Franchise Authority Consent to Assignment or Transfer of Control of Cable Television Franchise, and

WHEREAS, Comcast will hold the Franchise after the Transfer is consummated and will be bound by its terms and conditions.

NOW, THEREFORE, BE IT RESOLVED that the Franchise Authority does hereby consent to the proposed Transfer, subject to the following conditions, to which the parties have agreed

SECTION 1. Subject to Comcast and Franchisee meeting the conditions set forth in this Resolution, the County hereby consents to the Transfer of the Franchise and the System which includes all rights and obligations under the Franchise, and under this Resolution to Comcast which consent shall be effective upon consummation of the Transfer transaction between and among Franchisee and Comcast. The County's consent shall be deemed null, void and of no effect whatsoever as of the date of this Resolution if the Transfer is not consummated.

SECTION 2. Franchisee shall continue to perform all obligations or liabilities arising under the Franchise prior to the consummation of the Transfer and Comcast shall assume all obligations and liabilities under the Franchise and under any other agreements between Franchisee and the County, including without limitation, all obligations of the Franchisee, if any, as are currently required to have been performed but may not have been performed, and the obligations of the Franchisee with respect to Franchise renewal, pole attachment fee payments, Franchise fee payments, scheduled system upgrades/rebuilds, financial obligation/support for PEG.

The County of Effingham Georgia

PROCLAMATION

WHEREAS: Property ownership plays a vital role in the real estate industry; and

WHEREAS: Real estate is a key factor in the economic success of our community; and

WHEREAS: The Savannah Board of Realtors have been ardent supporters of the community for more than 90 years, not only in the activity of listing and selling property, but also through volunteerism, contributing significantly to all sectors of the Effingham and coastal communities; and

WHEREAS: The Savannah Board of Realtors has worked diligently on behalf of our citizens of Effingham County to establish more equitable taxes, to promote fair housing, to expand access to home ownership for residents of Effingham and to enhance commercial and industrial development.

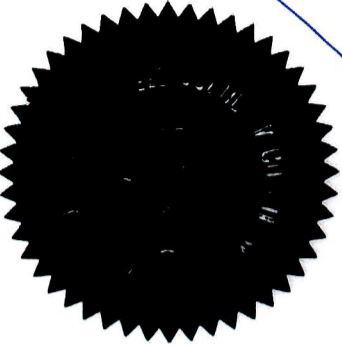
NOW, THEREFORE, I, Phillip E. King, Chairman of the Effingham County Board of Commissioners do hereby proclaim Sunday April 9, 2000 through Saturday April 15, 2000

AMERICAN HOME WEEK

In Effingham County, and I remind all citizens of their freedom to own private property, and the importance of the real estate industry to all levels of our economy.

In Witness Whereof, I have hereunto set my hand and caused the Seal of the County of Effingham, Georgia to be affixed.

This fourth day of April, 2000.




Phillip E. King, Chairman

Effingham County Board of Commissioners


Sandra Andrews, Clerk of Effingham County

SECTION 8 The prior consent of the County shall not be required with respect to solely intra-corporate reorganizations between or among entities wholly owned and wholly controlled by Comcast to the extent such transaction does not involve a change in the management, day to day operations, or financial condition of Comcast, provided the County shall receive thirty (30) days advance written notice of such intra-corporate reorganization.

SECTION 9 That, either prior to the county's consent but not later than 30 days after the consummation of the Transfer, Comcast remits to the County the amount of \$500 as reimbursement for the costs incurred by the County in reviewing the FCC Form 394, Application of Franchise Authority Consent to Transfer or Transfer of Control of Cable Television Franchise, and in processing the transfer request.

RESOLVED, that the Chairman of the Board of Commissioners is authorized to prepare and execute any agreements or other documents necessary or appropriate to implement this Resolution, provided such have been approved as to form by the County Attorney.

SO RESOLVED this 4th day of April 2000.

By: 
Phillip E. King
Chairman, Board of Commissioners

ATTEST


Sandra Andrews
County Clerk

Agreed to and Accepted:
South Effingham Cable, Inc.



Agreed to and Accepted:
Comcast



JOHN H. RIDALL, JR.
REGIONAL SENIOR VICE PRESIDENT

and Pleasant Hill Subdivision Mr. Philip Heidt had requested that they be allowed to proceed with clearing and road grading operations in those subdivisions pending approval on a revised preliminary plat. He commented that plats had been approved for both subdivisions in December of 1999. Mr. Crosby explained that they had subsequently considered some changes to the subdivision, the changes do not affect the roads as approved in the previous preliminary plat. The revised preliminary plat is going before the Planning Board on June 27th. Although our engineers have not given final approval on the preliminary plat they have indicated that all the necessary details have been worked out. Commissioner Sapp commented that the revision of the Preliminary Plat does not affect the road system.

Commissioner Weddle made a motion to authorize the developers to proceed with clearing and road grading operations in Buckfield Plantation and Pleasant Hill Subdivision. Commissioner Sapp seconded the motion and it carried by a unanimous vote.

COMPUTER NETWORK/SOFTWARE FOR ONE STOP SHOP (11): Mrs. Marti Lee explained the request for the computer network and software for the one stop shop for the Building and Zoning department. She explained running fiber optic cable between all of the county buildings, from the Courthouse, Administration Complex, Public Works, Prison, Sheriff's Department, Animal Control and Annex. Mrs. Lee commented that Comcast Cable had given a price of \$28,800 to run the fiber optic cable between the County buildings. Mrs. Lee commented on reviewing the budget and that money can be reallocated from this year's budget to cover the expense and would require no additional funding. Mrs. Lee commented that the overall cost of this network would be approximately \$69,822.91. County Administrator Crosby explained that we are gradually placing computer networks in each building and we knew that if we could cable everyone together, we could get more efficiency and would not need servers in each building. When we first considered fiber optic cabling it was cost prohibitive. Our computer consultants recommend using one server for all departments. This negates the need to put a server at the annex that we had budgeted for this year, takes the cost of the cabling down so that it's cost effective, and enables us to tie computers together and gives us a far more robust and effective network.

Vice-Chairman Wallace commented on funding of the computer networking.

Mrs. Lee explained the upgrade of software for the Building and Zoning Department. She commented that during the process of establishing the One Stop Shop for Building and