



CITY OF LODI

COUNCIL COMMUNICATION

AGENDA TITLE: RESCIND RESOLUTION NO. 91-137 APPROVING THE SALE OF KING VIDEOCABLE COMPANY AND ADOPT RESOLUTION SHOWING THE CORRECT NAME OF COMPANY WHICH PURCHASED KING VIDEOCABLE COMPANY.

MEETING DATE: September 4, 1991

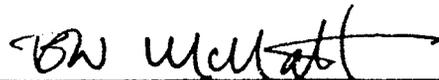
PREPARED BY: City Attorney

RECOMMENDED ACTION: Rescind Resolution No. 91-137 approving the sale of King Videocable Company and adopt Resolution No. 91-171 showing the correct name of the company which purchased King Videocable Company.

BACKGROUND INFORMATION: On August 20, 1991, I was contacted by Deanna Enright, President of King Videocable Company. Ms. Enright pointed out that Resolution No. 91-137 which was adopted by the Council on July 17, 1991 incorrectly identified the name of the Company which is actually purchasing the King Videocable Company stock. The correct name should have been "King Holding Corp."

The attached resolution simply corrects that error by identifying the proper name of the company purchasing King Videocable.

FUNDING: None required.



Bob McNatt
City Attorney

BM/vc

APPROVED. _____

THOMAS A. PETERSON



RESOLUTION NO. 91-169

A RESOLUTION OF THE LODI CITY COUNCIL
APPROVING THE TRANSFER OF CONTROL OF KING VIDEOCABLE COMPANY
AND AUTHORIZING EXECUTION OF APPROPRIATE DOCUMENTS

WHEREAS, King Videocable Company owns, operates and maintains a cable television system in the City of Lodi, California pursuant to Resolution No. 86-165 dated November 5, 1986 and Chapter 5.16 of the Lodi Municipal Code; and

WHEREAS, King Videocable Company is a wholly-owned subsidiary of King Broadcasting Company; and

WHEREAS, King Broadcasting Company has entered into an agreement through which King Holding Corp. will become the owner of the stock of King Broadcasting Company; and

WHEREAS, pursuant to Chapter 5.16.390 of the Lodi Municipal Code, King Videocable Company has requested the consent of the City to the transfer of control of King Videocable Company from the current shareholders of King Broadcasting Company to King Holding Corp.; and

WHEREAS, THE City has considered the proposed transfer of control and has found no reasonable cause to deny consent to the transfer of control ;

NOW, THEREFORE, BE IT RESOLVED, that the City hereby approves the transfer of control of King Videocable Company from the current shareholders of King Braadcasting Company to King Holding Corp.; and

BE IT FURTHER RESOLVED, that the consent herein granted shall be effective upon the closing of the proposed transaction and King Videocable Company shall notify the City promptly upon such closing; and

BE IT FURTHER RESOLVED, that the City Manager and City Clerk are hereby authorized to execute the appropriate documents on behalf of the City; and

FURTHER RESOLVED, Resolution No. 91-137 adopted July 17, 1991 is rescinded in its entirety.

Dated: September 4, 1991

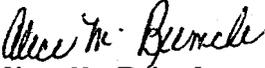
Resolution No. 91-169
September 4, 1991
Page Two

I hereby certify that Resolution No. 91-169 was passed and adopted by the Lodi City Council in a regular meeting held September 4, 1991 by the following vote:

Ayes : Council Members - Pennino, Pinkerton, Sieglock, Snider
and Hinchman (Mayor)

Noes : Council Members - None

Absent: Council Members - None


Alice M. Reimche
City Clerk

CITY COUNCIL

DAVID M. HINCHMAN, Mayor
JAMES W. PINKERTON, Jr.
Mayor Pro Tempore
PHILLIP A. PENNINO
JACK A. SIECLOCK
JOHNR. (Randy) SNIDER

CITY OF LODI

CITY HALL, 221 WEST PINE STREET
P.O. SOX 3006
LODI, CALIFORNIA 95241-1910
(209) 334-5634
FAX (209) 333-6795

THOMAS A. PETERSON
City Manager
ALICE M. REIMCHE
City Clerk
BOB McNATT
City Attorney

September 9, 1991

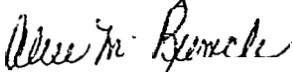
Ms. Deanna Enright
General Manager
1521 S. Stockton Street
Lodi, CA 95240

Dear Deanna:

Enclosed herewith please find certified copy of Resolution No. 91-169 entitled, "A Resolution of the Lodi City Council Approving the Transfer of Control of King Videocable Company and Authorizing Execution of Appropriate Documents" which was adopted by the Lodi City Council at its meeting of September 4, 1991. This resolution reflects the correct name of the company which purchased King Videocable Company to be King Holding Corporation.

Should you have any questions regarding this matter, please do not hesitate to call this office.

Very truly yours,


Alice M. Reimche
City Clerk

AMR/jmp

Enclosure



Colony Communications, Inc.
169 Weybosset Street
P.O. Box 969
Providence, Rhode Island 02901-0969
401 277-7446
Fax 401 277-7694

Bruce A Clark
President

July, 1991

Dear Community Leader:

Colony communications is looking forward to providing quality cable television service to the residents of your community. You will find that Colony will not only bring management strength and depth to King Videocable, but will also bring a concern for its customers and a commitment to the community itself.

Colony believes in operating with open lines of communication between the company, the customers and governmental officials, Colony listens—with annual programming and marketing surveys and regular contact with community leaders. Colony acts—by making changes needed to provide our constituents with the quality of service they demand and deserve.

This material will give you a clear view of the background, philosophy, experience, operation and commitment of a company anxious to serve you. I look forward to a working partnership with you and your community.

Sincerely,

Bruce A. Clark

BAC/dm

ABOUT COLONY COMMUNICATIONS

Colony Communications, Inc. is one of the oldest and most respected operators of cable television systems in the country. Colony operates 13 cable television **systems** serving approximately 550,000 **subscribers** in 5 states.

Colony established its first cable system 22 years ago in Westerly, Rhode Island, making it one of the oldest continuously-owned systems in the United States. Since then, Colony **has grown** through **franchising**, acquisition and management agreements and **now** operates systems in Rhode Island, Massachusetts, New **York**, Florida and **California**.

Founded in Providence, **Rhode** Island in 1969, Colony is a wholly-owned subsidiary of the Providence **Journal** Company, a 162 year old publishing and communications firm, which publishes **the** Pulitzer Prize winning The Providence Journal, The Evening Bulletin, The Providence Journal-Bulletin and The Providence Sunday Journal. The Journal is the oldest daily newspaper of general circulation in continuous publication in the United States.

In addition to Colony Communications, the Providence Journal Company operates television stations in **Arizona**, Kentucky, North Carolina and New Mexico.

Like our parent company, **Colony** Communications, Inc. **has** dedicated itself to exploring new **opportunities** such as **cable television advertising** sales, local programming and "Cable in the Classroom" educational programming.

Colony is fortunate to have a top management team with many years of experience in the field of cable television. President **Bruce** Clark, Vice President Paul Silva and Colony's ten corporate directors represent some 160 years experience; they understand the day-to-day issues involved in running a cable system. The current corporate management team **has** been in place, intact, for almost ten years, making Colony unique among cable multiple system operators.

Colony's management team leads the way for the industry. Jack Clifford, Colony's Chairman, is one of the founders and a former chairman of the Cable Television Advertising Bureau. Mr. Clifford is **also** a founding member of the Executive Board of **the** Cable Alliance for Education, a non-profit service that offers educational programs, without commercial interruption, to teachers for use as an additional resource in the classroom. Mr. Clifford **also** serves on the Board of Directors of the National Cable Television Association and C-SPAN, the Cable Satellite Public **Affairs** Network.

Whenever possible, Colony's operating philosophy is to delegate decision-making authority to those closest to the customer, and to become an integral part of the communities it serves. System managers are responsible for both the operational and financial performance of their systems. Colony corporate management has budget and operational oversight responsibilities for all Colony systems.

Through the directors and operations management, the **Colony** philosophy of becoming an integral part of the community is engendered in our cable systems. Colony encourages system managers and staff to become involved with local civic groups and organizations. The company's community involvement has included sponsorship and participation in community events, fundraising campaigns for non-profit groups and charities, and extensive use of its local programming departments through access and local news programs.

Colony has, throughout its history, followed a plan of building first-rate systems, staffing them with experienced, talented people, and using innovative ideas to bring the **best** of cable to its subscribers.

PROVIDENCE JOURNAL COMPANY - KELSO

The acquisition of **King** Broadcasting Company is a joint venture of the Providence Journal Company and Kelso & Company, **Inc.** The venture **will be** managed by the Providence **Journal** Company. Management of King Videocable Company **will be** the responsibility of Colony Communications, Inc., a wholly-owned subsidiary of the Providence Journal Company.

Kelso is a private merchant banking firm specializing in acquisitions and the related areas of corporate finance, institutional lending and investing, accounting **law** and management **consulting**. The company is also **recognized as** the preeminent **firm** in the use of employee stock ownership **plans**. Kelso has made investments in a variety of companies including **American Standard**, Federal Cartridge, International House of Pancakes, Trane, **Wrangler** and ABF.

COLONY MANAGEMENT

Jack C. Clifford
Chairman

Bruce A. Clark
President

Paul A. Silva
Vice President and Director of Operations

John Van Luling
Executive Director of Finance

Daniel V. Donohue
Executive Director of Personnel

Jeffrey C. Wayne
Executive Director of Marketing and Advertising Sales

Dodie P. Tschirch
Director of Governmental **Affairs and** Communications

Joseph Langan
Director of **Programming**

Lorrie Cole
Director of Marketing

Michael J. Angi
Director of Engineering

Charles W. Goy
Director of Construction

Ken Weichert
Director of Ad Sales

Paul Redman
Director of Management Information System

CUSTOMER SERVICE

"Your Connection to Quality Service" is the motto that drives Colony Communications' commitment to customer service. State-of-the-art, computerized telephone and **billing** systems assist our staffs in providing customers with quick, timely service and information.

Each system **has** a department manager charged with overseeing the operation of our customer **service** department and personnel. Customer service representatives and technicians are trained in handling **subscribers'** concerns through the use of the latest in instructional technology, an interactive computerized training **program**. Our customer service representatives **are** also cross trained to prevent unnecessary *call* transfers that could result in delays of service.

Colony solicits input from its customers. A yearly customer satisfaction survey enables our managers to gauge the effectiveness of our service and also points out possible changes to continue to keep the customer satisfied. An annual programming survey helps to determine what services are **most** popular and what new services should be considered.

Colony stands ready to make necessary adjustments to continually provide customers with quality service.

TECHNOLOGY

Quality service for our customers **can't** be achieved without the use of the latest in cable technology. Colony is at the technological forefront **of** the industry with an eye toward the future. The company is one of the few multiple system operators (MSO's) with **more** than **80%** of its subscriber base addressable.

Colony **has** been using fiber optics since **1983** when it linked its New Bedford, Massachusetts cable system's headend with its television production studio. Colony **has also** used the technology to connect facilities and to transmit programming and voice data with its parent company, the Providence Journal Company.

Interdiction, a new technology identified **as** a method **of making** cable television **more** "user friendly," is not missing from Colony's **planning boards**. The company **has plans** for test projects in Massachusetts and **California** in **3991**.

COMMUNITY INVOLVEMENT

Colony provides community service through its commitment to become active in the communities it serves. The company's involvement ranges from fundraising activities to participation in community festivals and **fairs**, to financial contributions, to active **staff** participation on committees and boards, to assistance in publicizing and cablecasting an event.

Colony is a charter member of "Cable in the Classroom," a non-profit **service** of the cable industry that **seeks** to match the resources of cable television with the needs of the schools. "Cable in the Classroom" members offer commercial free, educational programs to teachers for use **as** an additional resource in the classroom. Colony **has a** member of **the** corporate staff devoted to coordinating "Cable in the Classroom" efforts in the **communities**. Colony also provides educators with monthly educational programming guides. **As** a member of this unique educational project, Colony is committed to providing free basic cable service to **all** public junior and senior **high** schools passed by cable **by** December 1992.

Colony believes that community involvement means an open **Line** of **communication** to local governments in communities. System managers meet regularly with government leaders to keep them informed of what is happening in the systems' operations and in the industry.

LOCAL PROGRAMMING

Colony's local programming departments serve as windows to the communities where they operate. The company is recognized as an industry leader in programming that is targeted to address local needs. Based on economic viability, Colony systems provide public interest programs that range from local news to foreign language programs, public meetings, real courtroom drama and community events.

The local news program at our Fall River, Massachusetts system is one of the longest running nightly local cable news programs in the country, having been launched July 1, 1981. Colony's news and local origination programs and commercials have earned the company eight ACE Awards from the National Academy of Cable Programming and seven "Hometown USA Video Festival" Awards from the National Federation of Local Cable Programmers. Colony systems have also won numerous regional and local competitions as well as recognition from community services organizations like The United Way and The American Cancer Society.

The National Academy of Cable Programming awarded Colony Communications the 1991 "Distinguished Achievement" Award for its commitment to the production of ethnic and foreign language programming. Colony was cited for initiating a Portuguese language channel in Massachusetts and a Spanish language operation in its cable system in Hialeah/Dade County, Florida.

Colony also encourages people who live, work or belong to an organization in their service areas to produce and present local interest, non-commercial television programming for available access channels.

EXTRA



EXTRA

A special issue of "Inside Colony"

April, 1991

Industry Honors COLONY for "Talking Customer's Language"

Colony Communications is the official 1991 recipient of the National Academy of Cable Programming (NCTA)'s *Distinguished Achievement Award* for our commitment to the production of ethnic and foreign language programming. The award was presented on March 26th at the NCTA's National Show in New Orleans, Louisiana.

The NCTA presented Colony the award saying, "Colony has made a substantial and ongoing commitment to meet the needs and interests of members of its audience who are not fluent in English."

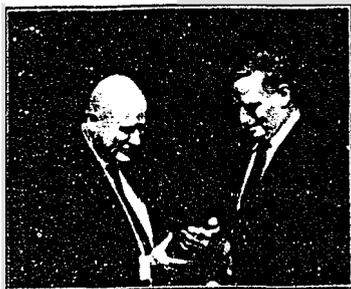
Colony's first foreign language channel, *The Portuguese Channel*, began in 1976 as a collaboration between WHALING CITY CABLE and a local Portuguese newspaper with one hour of Portuguese programming a day for 10,000 subscribers. Today, *The Portuguese Channel* offers twelve hours of daily newscasts, magazine and discussion programs to more than 175,000 cable households.

Colony's second commitment to foreign language programming is *Miavision*, an all Spanish local television channel in the Hialeah/Dade County area of the DYNAMIC CABLE system. "It's a double meaning for "my vision" and "Miavision." has originated from two hours a day of Spanish language programming in 1981 to 11 hours of daily news programs, and imported programs including novelas from Venezuela and movies from Mexico, Spain, Argentina and U.S.

Currently, LOWELL CABLE



"Colony Communications continually strives to excel in meeting the needs of our customers," said Jack Clifford, Chairman and CEO. "It's an added boost to be recognized for doing our best."



Colony's Chairman, Jack Clifford, Accepts Award from actor, Charlton Heston on stage.

is working together with a Cambodian organization to produce a weekly program.

At the National Show, the 13th Annual ACE System Awards were also presented. **FALL RIVER/WHALING CITY CABLE** were nominated in the single program news category for "The MayDay Project."

Program Director, Rene Kochman, and News Anchor/Reporter, **Monique Bourgeois** produced the project.

LOWELL CABLE was nominated for "Pitching In" in the single program news-special coverage category and for "NewsCenter 6" in the program series news. Program Director, Sue Bennett and **Steve Cooper**, News Director, produced the Lowell projects. **DYNAMIC CABLEVISION** was nominated for "Noticiero Miavision," a daily Spanish half-hour newscast, in the program series news. **Alfredo Monroy** and **Liz Quirantes**, News Directors, produced the programs.

Since 1979, Colony has won eight ACE Awards.



Joe Langan, Director of Programming, holds Achievement Award and poses with Attorney John Davis, President Bruce Clark and Chairman Jack Clifford.

A Letter from the President

When Colony Communications, Inc. was founded more than two decades ago, the cable industry was in its infancy. Few could foresee exactly where its future would lead, but no one could fail to be captivated by the excitement, potential and entrepreneurial spirit of adventure that surrounded it.

It was not by accident that Colony communications was present at cable's earliest stages, nor that our growth and development has often exceeded that of the industry. Although not the first to be founded, we have remained at the forefront of cable through innovation, and have aggressively pursued new business ventures. We attribute our continued success to several important factors:

- visionary leadership that builds and encourages growth and development through team management,
- the experience, foresight and ongoing dedication of our management team,
- an unwavering commitment to serving the needs of our customers, and
- the financial stability and ongoing support of our parent Company.

These factors combine to make Colony Communications what it is today, a dynamic and innovative company built on a solid foundation of strength, firmly positioned at the technological and service forefront of the industry.



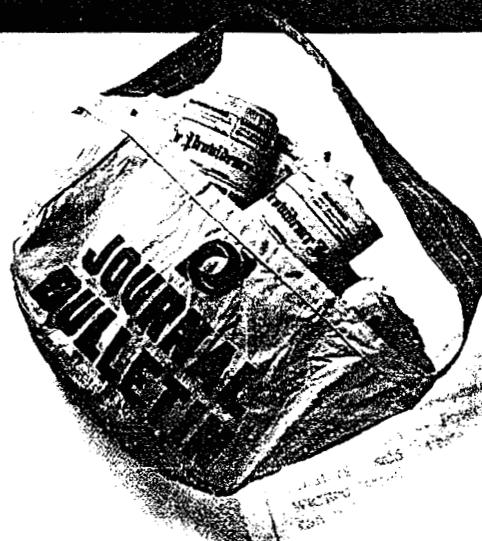
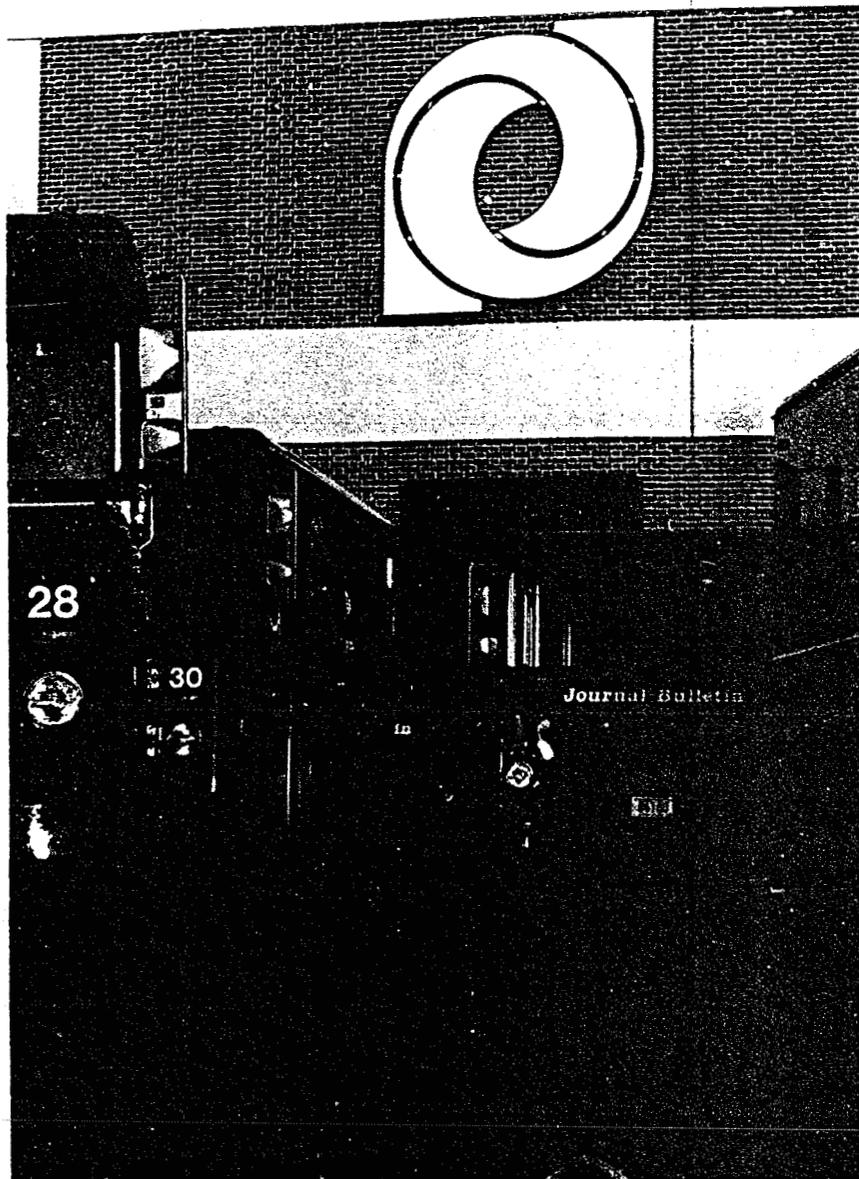
Bruce A. Clark

President, Colony Communications, Inc.

Our Parentage: The Providence Journal Company

For more than 160 years, the Providence Journal Company has dedicated itself to excellence in communications. Publishers of the Pulitzer Prize-winning *Providence Journal* and *Evening Bulletin*, two of the nation's oldest and most respected newspapers, Providence Journal Company subsidiaries include major television stations across the U.S.

Colony Communications was founded in 1969 as a wholly-owned subsidiary of the Providence Journal Company. Since then, we have striven to maintain the excellence of our parent company. In doing so, we have earned our own reputation for strength, innovation and dedication to the communities we serve.





Our Philosophy: Local Commitment, National Scope, Unlimited Vision



From the establishment of our first cable system in Westerly, Rhode Island (today one of the oldest continually-owned systems in the country), Colony Communications now operates cable systems from coast to coast.

In addition to managing our own cable systems, we manage cable systems for other companies. We represent and manage cable advertising sales efforts for other operators as well. And, we have become equally adept at developing innovative, award-winning local programming and cutting-edge technological advancements that include data, voice and video transmission for private institutions and corporate concerns.

The broad scope of our success is the result of our dual focus: on exploring the vast possibilities of cable, and on serving the changing needs of our customers.

Customer Satisfaction: The Power Behind Our Company

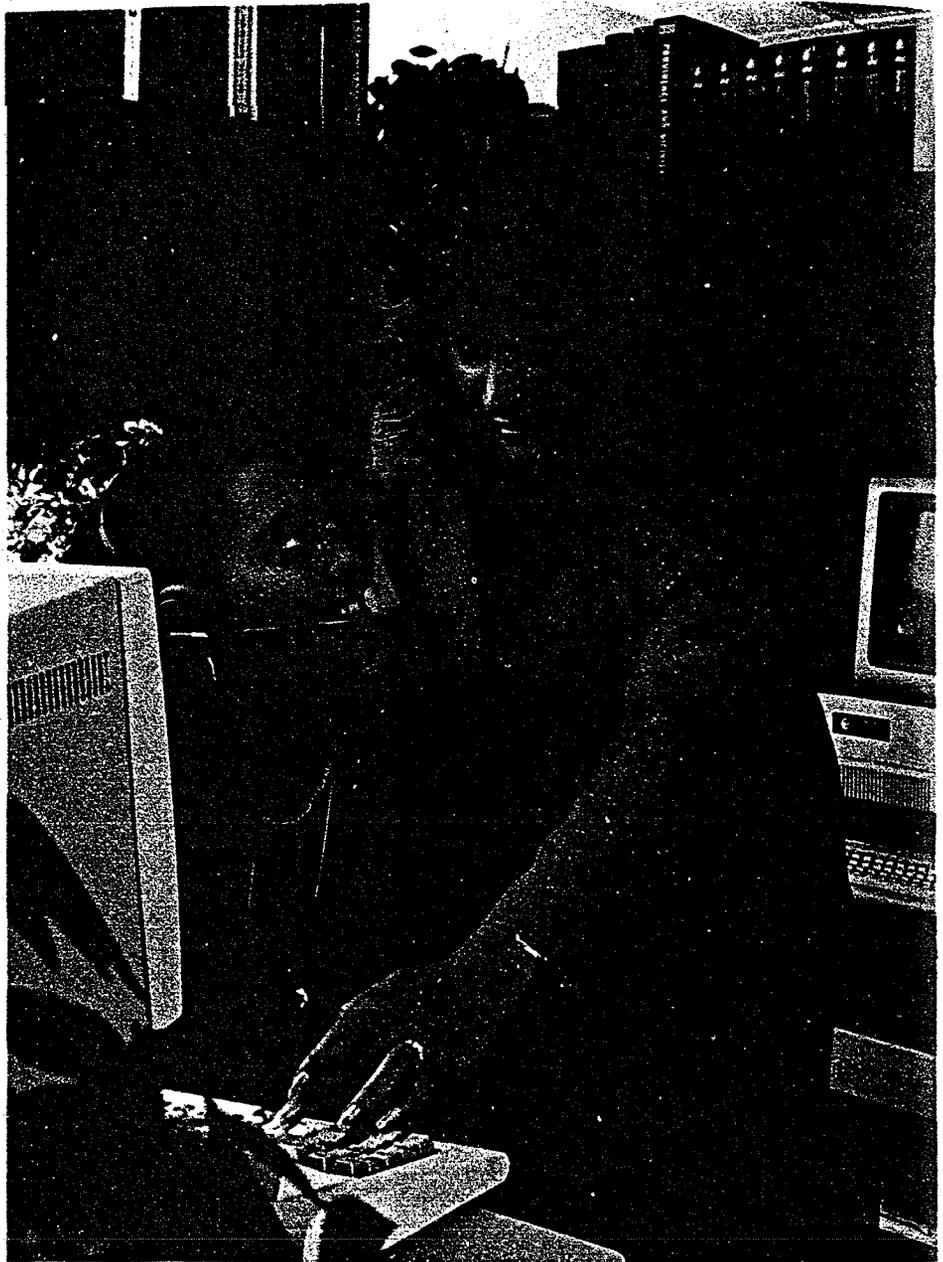
At Colony Communications, customer service is the driving force behind our every endeavor, from state-of-the-art telemarketing, to leading-edge engineering for improved picture quality, to local and ethnic program development.

On the system level, sophisticated phone systems monitor hold times, number of calls, peak periods, and other critical information to allow us to serve our customers most efficiently.



Based on this information, we've initiated a number of improvements which enable us to continue to provide superior customer service. We've extended our office hours, adjusted our staffing for full-time phone coverage, and added staff for peak calling times. We also cross train all staff members to handle any customer concerns efficiently and effectively.

Colony continually tests and evaluates new services as well as customer response to those services. We conduct annual customer satisfaction, marketing and programming surveys, to see how we're doing now, and where our customers would like us to go in the future.



Our corporate **inhouse** telemarketing group provides us with immediate customer feedback, stored and tabulated via our cutting-edge Computer Assisted Telephone system.

Feedback from the people we serve, and the **changes** we make as a result of it, help us to retain one of the highest customer satisfaction levels in the industry.

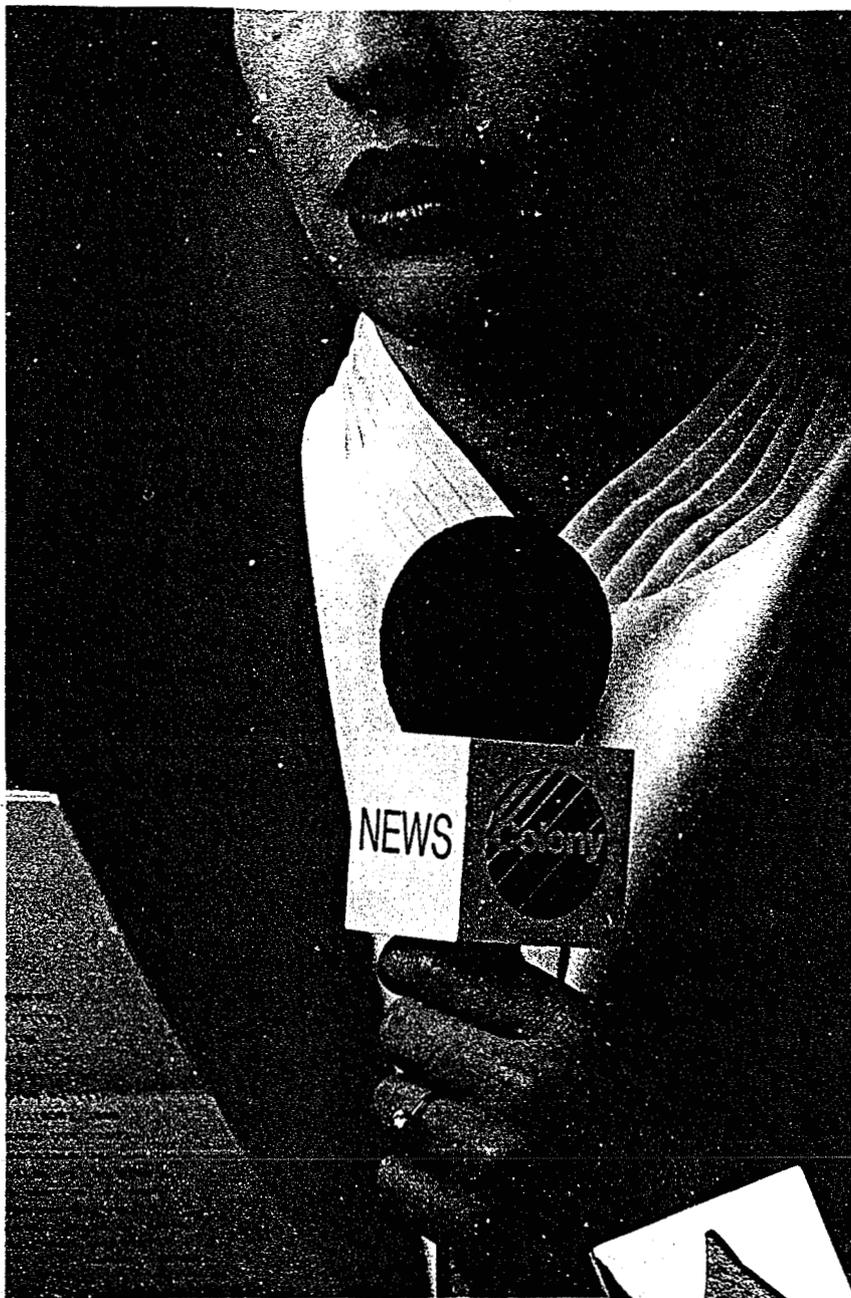
Programming: Our Response to Community Needs

Our commitment to both the customer and the community is reflected in our local programming efforts. We pride ourselves on responding to all our service areas with programs of immediate and personal interest shows which originate locally, provide in-depth community coverage, and are valuable to subscribers, public officials and advertisers alike. That commitment has helped to make us an award-winning industry leader.

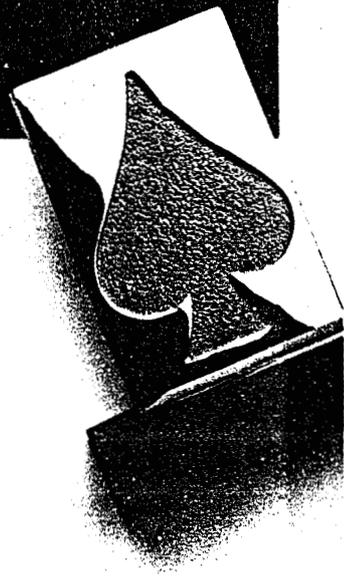
In Colony cable systems across the country, we serve large ethnic populations with foreign language and special ethnic programming, enabling us to reach markets not otherwise accessible. In our Florida system, MiaVision, a separate channel developed for Spanish-speaking viewers, has won national accolades for programming excellence.

Through daily local news shows, we broadcast newsworthy events to cities and towns which are located near large metropolitan areas—Boston, New York, Los Angeles, Providence and Miami—but are not themselves center cities. These areas, which rarely receive attention on broadcast television, have made these local cable news programs some of our most popular program offerings.

We produce public access series, community-oriented shows, and public service videos, and encourage the production efforts of local individuals and organizations. We also participate in community fundraising efforts, such as "Toys for Tots" campaigns. The results have been critically acclaimed programs and a corporate presence which has a direct, positive impact on community concerns and activities.

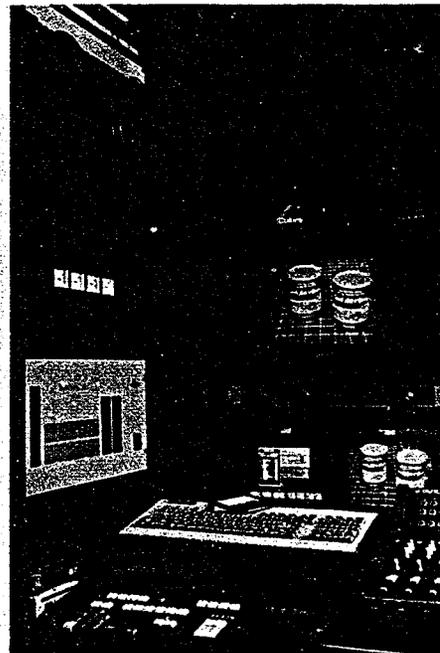


Our local programming efforts have been acknowledged both by the praise of the communities we serve, and with local, regional and national awards and honors, including numerous "Awards for Cablecasting Excellence (ACE)," and "Hometown USA Video Festival" awards and citations.



Advertising Expertise: At the Forefront of the Industry

Colony's advertising sales operation, Colony Interconnects, Inc., is one of the most successful in the industry. Not only do we serve all of our existing cable systems, but also many of the country's top multiple system operators (MSOs), through which we reach hundreds of thousands of non-Colony subscribers.



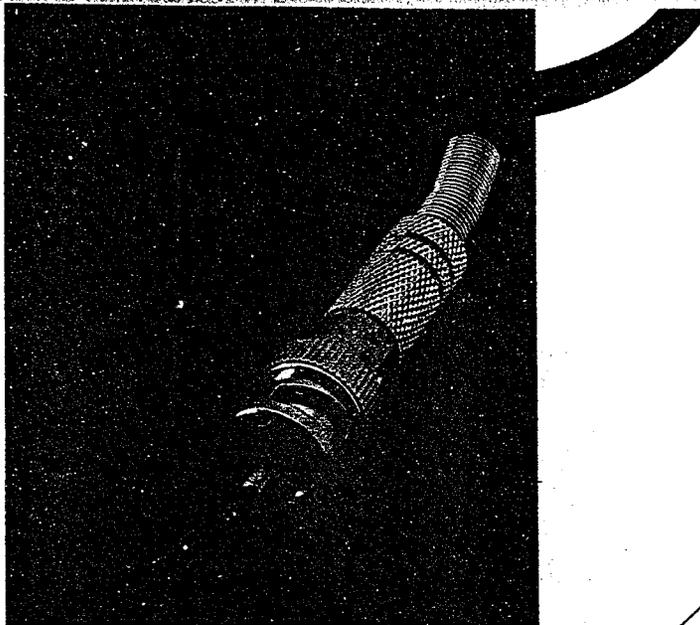
The vision behind our innovative approach and corporate commitment to advertising sales is that of Jack Clifford, Colony's Chairman and head of the Providence Journal's Broadcast division. A veteran broadcaster himself, Jack Clifford was the first chairman of the Cable Advertising Board.

Today our dedicated team of experienced advertising sales professionals continues to make inroads in the industry.



Don't
Account

Colony Interconnects, Inc.
169 Weybosset Street
P.O. Box 969
Providence, Rhode Island 02901-0969
401 277-7864



Technological Capabilities: Meeting the Future Head-On

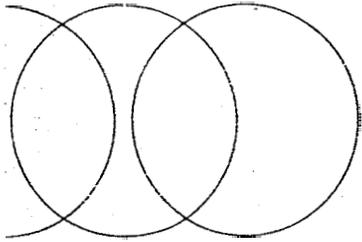
Colony recognizes that our industry's existence depends on technology, especially the technology of tomorrow. So we continually explore and utilize leading-edge technology in all areas of our operation—programming, advertising sales, marketing research and billing.

Our technological expertise and community commitment provide unusual opportunities for Colony to be of service. We are active participants in an innovative alliance for education in which operators, educators and programmers jointly promote commercial-free programming geared & classroom use.

We have led the way in experimenting with fiber optics applications, with an eye to producing the highest quality cable transmission and reception possible. Additionally, like other leading MSOs, we have pioneered the successful development of private sector institutional networks, linking geographically diverse areas of companies, and institutions via data, voice and video transmission.

Colony Communications: Poised for the Next Century

Since its inception in the earliest days of cable, Colony's working philosophy has been forthright and consistent: to serve our



customers at the highest possible level, and to keep our cable systems on the innovative edge of the industry. We maintain a continuing dedication to responsive service, the highest quality programming and the most current technology. And we anticipate future successes through exploration of new technologies, new markets, and better, more efficient ways of doing business.

We look forward to the next century, a time in which the cable industry, with Colony at the forefront, promises to play an even greater role in shaping global communications. With an unwavering commitment to our customers and cable systems, we welcome the challenge.