

**RESOLUTION NO. 2015-006**

**A RESOLUTION PROVIDING APPROVAL FOR THE SEPARATION OF  
CABLE ONE, INC. FROM GRAHAM HOLDINGS COMPANY**

**WHEREAS**, City of Diamondhead, MS (“Franchising Authority”) has granted a cable television franchise (the “Franchise”) to Cable One, Inc. (“Cable One”), which is a wholly-owned subsidiary of Graham Holdings Company (formerly known as The Washington Post Company) (“Graham Holdings”); and

**WHEREAS**, Graham Holdings, a publicly-traded corporation, recently announced that its Board of Directors has authorized management to proceed with plans to effect a legal and structural separation of Cable One from Graham Holdings; and

**WHEREAS**, the proposed transaction will be structured as a spin-off of Cable One to the stockholders of Graham Holdings (the “Spin-Off”); and

**WHEREAS**, upon completion of the Spin-Off, Cable One will be an independent, publicly-traded corporation with the same stockholders, at the time of the Spin-Off, as Graham Holdings; and

**WHEREAS**, Cable One has filed a FCC Form 394 with the Franchising Authority providing information regarding the Spin-Off; and

**WHEREAS**, the Franchising Authority wishes to grant its approval for the Spin-Off.

**NOW, THEREFORE, BE IT RESOLVED BY THE FRANCHISING AUTHORITY:**

Section 1. The Franchising Authority hereby approves the Spin-Off.

Section 2. Upon the closing of the Spin-Off, Cable One shall remain bound by the obligations under the Franchise.

Section 3. This Resolution shall become effective immediately upon passage by the Franchising Authority.

|                          | Aye   | Nay   | Absent |
|--------------------------|-------|-------|--------|
| Councilmember Lopez      | _____ | _____ | _____  |
| Councilmember Lafontaine | _____ | _____ | _____  |
| Councilmember Sislow     | _____ | _____ | _____  |
| Councilmember Rech       | _____ | _____ | _____  |
| Councilmember Knobloch   | _____ | _____ | _____  |
| Mayor Schafer            | _____ | _____ | _____  |

seal

APPROVED: \_\_\_\_\_  
Mayor Thomas E. Schafer, IV

ATTEST: \_\_\_\_\_  
Kristin Ventura, City Clerk



19201 PINEVILLE ROAD  
LONG BEACH, MS 39560  
PH: 228-867-6930

February 17, 2015

City of Diamondhead  
5300 Diamondhead Drive  
Diamondhead, MS 39525  
Attn: The Honorable Tommy Shaffer

Re: Cable Television Franchise granted by the City of Diamondhead to Cable One, Inc. (the "Franchise")

Dear Mayor Shaffer:

As you may know, Cable One, Inc. ("Cable One") is a wholly-owned subsidiary of Graham Holdings Company (formerly known as The Washington Post Company) ("Graham Holdings"), which is a publicly-traded corporation. Graham Holdings recently announced that its Board of Directors has authorized management to proceed with plans to effect a legal and structural separation of Cable One from Graham Holdings. The proposed transaction will be structured as a spin-off of Cable One to the stockholders of Graham Holdings (the "Spin-Off"). Upon completion of the Spin-Off, which we hope will occur on or before June 30, 2015, Cable One will be an independent, publicly-traded corporation with the same stockholders, at the time of the Spin-Off, as Graham Holdings.

Cable One is proud to provide service to your community and highly values its enduring relationship with the City of Diamondhead and its residents. We have done our best to provide the City of Diamondhead with the high quality service that it deserves and we look forward to providing this service for many years to come. Cable One has made a substantial investment in the community and the Spin-Off is one way to ensure that Cable One will be in a position to be able to continue capital improvements as new technology and equipment becomes available. We believe our mutual goal of high quality service rests on the continuing partnership of Cable One and the City of Diamondhead.

We would like to assure you that the Spin-Off will have no adverse impact on our cable system or its operations. The implementation of the Spin-Off will be seamless and transparent to you and your residents. In particular:

- The Spin-Off will not result in the assignment or transfer of any of Cable One's assets, including the Franchise. The Franchise will continue to be held by Cable One.
- Cable One will continue to be bound by the obligations under the Franchise and it will continue to be solely and exclusively responsible for the day-to-day management and operation of the cable system.

- There will be no change in the local or corporate management personnel and staff as a result of the Spin-Off.
- There will be no change in our commitment to provide our customers with the best variety and quality in services at competitive rates and with excellent customer care.
- The Spin-Off will have no impact on our business policies or practices.
- Ultimate control of Cable One will continue to rest with the same public stockholders both immediately before and after completion of the Spin-Off.

The purpose of this letter is to request your consent, should you conclude that your consent is required under the Franchise, to the Spin-Off. If you wish to take action, we have enclosed a copy of a resolution (in hard copy and on the enclosed CD in Word format) addressing the Spin-Off for your use.

Also enclosed is an executed original of the Federal Communications Commission Form 394 "Application for Franchise Authority Consent to Assignment or Transfer of Control of Cable Television Franchise" (along with two copies), whereby we are requesting your approval regarding the Spin-Off, in the event you conclude your approval is necessary. The FCC Form 394 provides you with the pertinent information about the Spin-Off and the financial, legal and technical qualifications of Cable One. As you may be aware, federal law governs the transfer of control of a cable television franchise, which provides that a franchising authority has a maximum of 120 days from the date of receipt of this request to review all materials and act upon the request.

The Spin-Off is scheduled to occur soon so your prompt attention would be greatly appreciated. Please feel free to call me at (228) 867-6930 or email at [Jim.Duck@cableone.biz](mailto:Jim.Duck@cableone.biz) with any questions. The relationship with your community and its residents is one that Cable One greatly values.

Thank you for your assistance.

Sincerely,



Jim Duck  
General Manager

Enclosures

**Resolution Authorizing the Friends of the Garden to Adopt the Maluhia Garden on Diamondhead Drive East at the Intersection with Alawai Avenue and Further to Amend the Adoption Agreement Governing Same**

**WHEREAS**, the City of Diamondhead received the park area known as the Maluhia Garden from the Diamondhead Property Owners' Association on January 7, 2013; and

**WHEREAS** the Mayor and Council of the City of Diamondhead have established the concept and procedures for private citizens or groups to adopt city property as outlined in Ordinance 2012-28, Adoption of Right-of-Way, adopted on December 3, 2012; and

**WHEREAS**, on April 1, 2014 by Resolution 2013-048 the Mayor and City Council of the City of Diamondhead provided authorization to the Friends of the Garden to Adopt the Maluhia Garden on Diamondhead Drive East at the intersection with Alawai Avenue; and

**WHEREAS**, the Diamondhead Community Garden Fund has funded the construction and maintenance, and provided volunteers to accomplish all construction and upkeep; and

**WHEREAS**, the Friends of the Garden continue the desire to adopt the Maluhia Garden as described in the attached Amended Adoption Agreement which Agreement the Mayor and Council here by approve; and

Whereas, the Mayor and City Council of the City of Diamondhead and the Friends of the Garden mutually find it necessary to amend said Adoption Agreement by eliminating the hold harmless clause contained therein; and

**WHEREAS**, the Mayor and Council of the City of Diamondhead continue to find that the adoption by the Friends of the Garden of the Maluhia Garden on Diamondhead Drive East at Alawai Avenue is consistent with the Deed of Dedication of January 7, 2013, that it is in the best interest of the City of Diamondhead that the Friends of the Garden adopt the Maluhia Garden as described in the attached Amended Adoption Agreement; and, that it is for the public convenience and necessity of the City of Diamondhead that the Friends of the Garden adopt the Maluhia Garden.

**NOW, THEREFORE, BE IT RESOLVED**, that the Mayor and Council approve the amended form of the attached Maluhia Garden Adoption Agreement. **BE IT FURTHER RESOLVED** that the Mayor and Council approve the continued adoption of the Maluhia Garden by the Friends of the Garden under the terms provided for in the Amended Maluhia Garden Adoption Agreement; and **BE IT FURTHER RESOLVED** that the Mayor of the City of Diamondhead be and he is hereby authorized to execute Amended Adoption Agreement as amended; and, a copy of the executed amended agreement will be spread upon the Minutes.

by the Mayor and Council of the City of Diamondhead, Hancock County, Mississippi on this the \_\_\_\_ day  
of \_\_\_\_\_, 2015.

|                          | Aye   | Nay   | Absent |
|--------------------------|-------|-------|--------|
| Councilmember Lopez      | _____ | _____ | _____  |
| Councilmember LaFontaine | _____ | _____ | _____  |
| Councilmember Knobloch   | _____ | _____ | _____  |
| Councilmember Rech       | _____ | _____ | _____  |
| Councilmember Sislow     | _____ | _____ | _____  |
| Mayor Schafer            | _____ | _____ | _____  |

\_\_\_\_\_  
Mayor Thomas E. Schafer, IV

\_\_\_\_\_  
Kristin Ventura, City Clerk

seal

**Adopt Maluhia Garden Agreement  
Amended (03.17.15)**

This Agreement is made and entered into by and between The City of Diamondhead, Mississippi (“City”) and the Friends of the Garden, effective as of the date of latest execution shown below, and shall remain in effect until canceled by one of the parties as provided below.

WHEREAS, the Friends of the Garden desire to make certain improvements to the aesthetic beauty of The City of Diamondhead, specifically to the Maluhia Garden and

WHEREAS, the City is authorized to enter into such agreements by authority granted by the Mayor and City Council of the City of Diamondhead and is desirous of so doing.

NOW THEREFORE, for and in consideration of the stated premises and for the mutual covenants and agreements of the parties as herein contained, it is agreed as follows:

THE CITY SHALL:

1. Grant unto the Friends of the Garden a non-exclusive right of ingress and egress upon the Maluhia Garden.
2. Retain the specific right to enter upon the Maluhia Garden to maintain and perform work commensurate with good grounds maintenance practices.
3. Retain all maintenance rights, duties, and responsibilities within the Maluhia Garden, including the road shoulders, drainage and storm drains.
4. Retain all rights and responsibilities for control of access, outdoor advertising, and other uses of the Maluhia Garden other than those specifically granted to the Friends of the Garden.
5. Retain responsibility to provide and fund water and power to the Maluhia Garden.
6. Be responsible for grass cutting, edging and sod maintenance in accordance with grounds maintenance standards for the City of Diamondhead.
7. Be responsible for the maintenance and repair and/or reconstruction of the Diamondhead POA constructed bridge from Diamondhead Drive East leading to the western walking path.
8. Remove all organic and inorganic matter collected during the maintenance and police of the Maluhia Garden. Such material will be bagged where possible and/or piled adjacent to Alawai Avenue.

THE FRIENDS OF THE GARDEN SHALL:

1. Provide all funds necessary for the initial planting and continual maintenance of shrubs and other types of flora in the Maluhia Garden.
2. Provide equipment and labor necessary for trimming of all bushes, trees, and shrubs. Said services will be provided in a manner and at such times so as not to create a hazardous condition or restrictions to the public. When necessary, the Friends of the Garden will request tree or bush trimming support from the city. All organic or inorganic matter resulting from maintenance or police of the Maluhia Garden will be bagged where possible and/or neatly piled along Alawai Avenue.
3. Purchase any and all fertilizer, seed, additional labor, or equipment necessary for proper maintenance within the limits specified.
5. Submit to the City's designated agent for approval any plans to significantly change the general character or overall appearance of the landscaping in the Maluhia Garden. Such approval shall not be required in relation to the planting of flowers, shrubs, bushes, trees, etc. where such planting does not significantly change the general character or overall appearance of the landscaping in the Maluhia Garden.
6. Install and maintain irrigation and electrical systems from a point beginning at the water and electrical meters.
7. Construct and maintain all necessary planting areas, structures, bridges, fences, maintenance facilities, walking paths, seating areas, signs and meeting areas.

IT IS FURTHER MUTUALLY AGREED AS FOLLOWS:

1. That no right or responsibility other than those specifically listed herein above are granted or implied, and that all rights not specifically conveyed herein are retained by the City.
2. That the City reserves the right to make the necessary improvements or modifications within the designated limits of this Agreement at any time it deems necessary to upgrade this facility to meet maintenance demands, without payment or other compensation for removal or destruction of the shrubbery or other improvements made by the Friends of the Garden under this agreement.
3. That the City executes its orders and directives through the Ordinances of The City of Diamondhead. All notices and correspondence with the City shall be directed to the designated agent shown below. Similarly, the Friends of the Garden executes all of its orders and directives through the Board of Friends of the Garden. All notices and correspondence with the Friends of the Garden shall be directed to the agent shown below. All notices and correspondence shall be considered delivered upon receipt at the locations or telephone numbers listed below. All modifications to this Agreement must be submitted in writing through

the designated agents and signed by the parties before they can take effect. Oral agreements cannot serve to modify this agreement.

The designated agents for the parties

**CITY:**  
Mayor Thomas E. Schafer, IV  
City of Diamondhead  
5000 Diamondhead Circle  
Diamondhead, MS 39525  
Telephone: (228) 222-4626

**FRIENDS OF THE GARDEN:**  
Susan Holcomb, Registered Agent  
Friends of the Garden  
8429 Makiki Drive  
Diamondhead, MS 39525  
Telephone: (228) 255-8690

- 4. That this Agreement may be canceled by either party upon notification to the other party thirty (30) days prior to the date of cancellation, except when in the opinion of the City an unsafe condition exists, in which situation, this Agreement may be terminated without prior notice.

Authorized by the Mayor and City Council of the City of Diamondhead, Mississippi, on the \_\_\_\_\_ day of \_\_\_\_\_, 2015, Minute Book \_\_\_\_\_, Page \_\_\_\_\_ and executed this \_\_\_\_\_ day of \_\_\_\_\_, 2015.

\_\_\_\_\_  
Mayor

Authorized by the Board of Friends of the Garden, Diamondhead, Mississippi, on the \_\_\_\_\_ day of \_\_\_\_\_, 2015, executed this \_\_\_\_\_ day of \_\_\_\_\_, 2015.

\_\_\_\_\_  
Registered Agent

ATTEST:

seal

\_\_\_\_\_  
Kristin Ventura, City Clerk  
The City of Diamondhead, Mississippi

RESOLUTION AUTHORIZING THE MAYOR AND CITY COUNCIL (THE “GOVERNING BODY”) OF THE CITY OF DIAMONDHEAD, MISSISSIPPI (THE ACITY), TO ACQUIRE, BY DONATION, TWO DRAINAGE EASEMENTS LOCATED WITHIN THE CITY FROM DONOR, FAIRWAY VILLAS, L.L.C.

WHEREAS, the Mayor and City Council (the Governing Body) of the City of Diamondhead, Mississippi (the ACity@), acting for and on behalf of the City, hereby finds and determines as follows:

1. The City currently possess a drainage easement on two lots owned by Fairway Villas, L.L.C. (specifically Lot 20-R and Lot 22-R Replat of Fairway Villas Subdivision);
2. The City is authorized to acquire real property pursuant to Miss. Code Ann '21-17-1;
3. Fairway Villas, L.L.C., due to the sizes of the aforementioned lots, has a need to relocate said drainage easements and has expressed a willingness to donate the new drainage easements legally described in two surveys completed by Seymour Engineering and attached hereto as Exhibit “A” to this resolution;
4. The City is willing to accept the donation of the aforementioned drainage easements described in two surveys completed by Seymour Engineering and attached hereto as Exhibit “A” and, further, the City hereby abandons the drainage easements previously donated by Fairway Villas, L.L.C.

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF THE CITY, AS FOLLOWS:

SECTION 1. That the Governing Body of the City will accept the donation of the aforementioned drainage easements on Lot 20-R and Lot 22-R Replat of Fairway Villas Subdivision and the Governing Body of the City will hereby abandon the previous drainage easements with respect to said lots.

SECTION 2. That the Governing Body of the City does hereby authorize the City Attorney to prepare any and all documentation related to the acquisition of the aforementioned drainage easements by donation and for the City Manager to execute any necessary documentation to effectuate the donation of the subject drainage easements. It is agreed and understood that Fairway Villas, L.L.C. will be responsible for the filing of all necessary documents with the Chancery Clerk of Hancock County, Mississippi and further will be responsible for the expense of physically moving the drainage pipe on said lots to reflect the new surveys.

The above and foregoing resolution, after having been first reduced to writing, was introduced by Councilmember \_\_\_\_\_, seconded by Councilmember \_\_\_\_\_ and the question being put to a roll call vote, the result was as follows:

|                          | Aye | Nay | Absent |
|--------------------------|-----|-----|--------|
| Councilmember Knobloch   | ___ | ___ | ___    |
| Councilmember LaFontaine | ___ | ___ | ___    |
| Councilmember Lopez      | ___ | ___ | ___    |
| Councilmember Rech       | ___ | ___ | ___    |
| Councilmember Sislow     | ___ | ___ | ___    |
| Mayor Schafer            | ___ | ___ | ___    |

The motion having received the affirmative vote of a majority of all of the members of the Governing Body, the Mayor declared the motion carried and the resolution adopted, this the \_\_\_\_\_ day of \_\_\_\_\_, 2015.

\_\_\_\_\_  
MAYOR

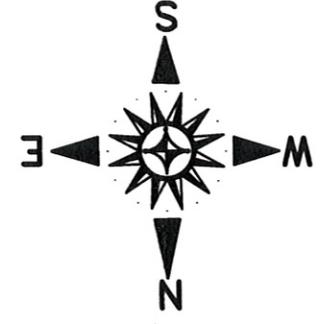
ATTEST:

\_\_\_\_\_  
CITY CLERK

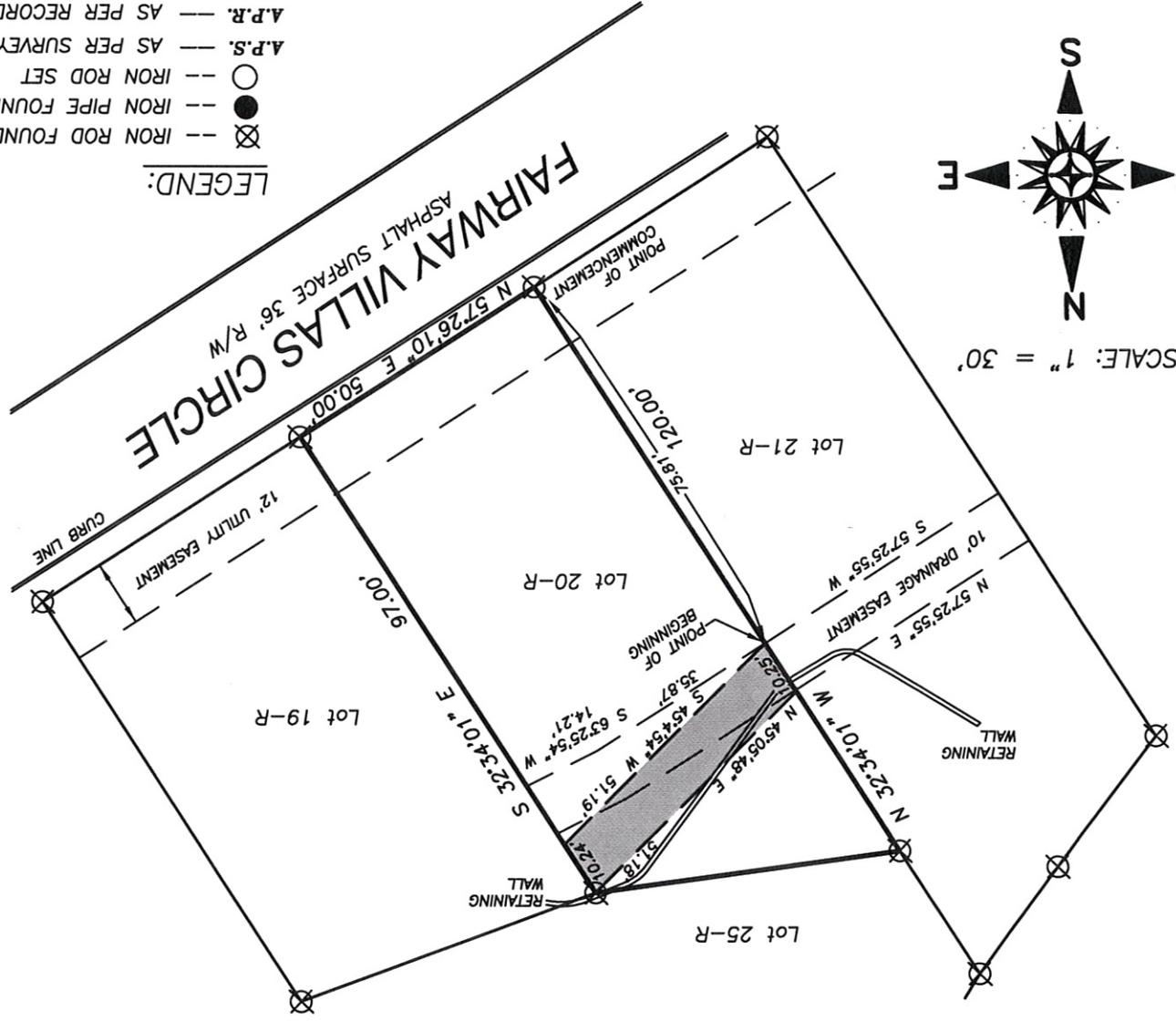
(SEAL)

Exhibit "A"

**LEGEND:**  
 ⊗ --- IRON ROD FOUND  
 ● --- IRON PIPE FOUND  
 ○ --- IRON ROD SET  
 --- A.P.S. AS PER SURVEY  
 --- A.P.R. AS PER RECORD



SCALE: 1" = 30'



**SURVEY DESCRIPTION: Existing 10 foot Drainage Easement**

A 10 foot drainage easement situated and being located on Lot 20-R, Replat of Fairway Villas Subdivision, City of Diamondhead, Hancock County, Mississippi, and being more particularly described as follows:  
 Commencing at the southwest corner of said Lot 20-R; thence N 32°34'01" W 75.81 feet to the Point of Beginning; thence continue N 32°34'01" W 10.00 feet to a point; thence N 57°25'55" E 36.39 feet to a point; thence N 63°25'54" E 13.68 feet to a point on the east line of said Lot 20-R; thence S 32°34'01" E 10.00 feet to a point; thence S 63°25'54" W 14.21 feet to a point; thence S 57°25'55" W 35.87 feet to the Point of Beginning. Said parcel of land contains 501 square feet, more or less.

**SURVEY DESCRIPTION: Relocated 10 foot Drainage Easement**

A 10 foot drainage easement situated and being located on Lot 20-R, Replat of Fairway Villas Subdivision, City of Diamondhead, Hancock County, Mississippi, and being more particularly described as follows:  
 Commencing at the southwest corner of said Lot 20-R; thence N 32°34'01" W 75.81 feet to the Point of Beginning; thence continue N 32°34'01" W 10.25 feet to a point; thence N 45°05'48" E 51.18 feet to the northeast corner of said Lot 20-R; thence S 32°34'01" E 10.24 feet to a point; thence S 45°04'54" W 51.19 feet to the Point of Beginning. Said parcel of land contains 512 square feet, more or less.

Note: The bearings on this survey are based on OPUS GPS Observations and should be rotated counter clockwise 03°09'37" to match subdivision plat.  
 Note: This Survey "Class B" was made in accordance with the "Standards of Practice for Surveying in the State of Mississippi, July, 2005".  
 Note: This Survey does not reflect a title search by Seymour Engineering, nor should it be considered as such.

This is to CERTIFY that I have surveyed the property described and delineated hereon; and that the measurements and other data indicated are correct to the best of my knowledge and belief.



**SEYMOUR ENGINEERING**  
 925 TOMMY MUNRO DRIVE, SUITE G  
 BILOXI, MISSISSIPPI 39532  
 PHONE: (228) 385-2350  
 FAX: (228) 385-2353

SE

S15-10-015

March 4, 2015

James C. Booth, Jr., P.L.S. #2656

LAND SURVEYOR

P.L.S. 2656

Exhibit 'A'

**SEYMOUR ENGINEERING**  
 925 TOMMY MUNRO DRIVE, SUITE G  
 BLOXLI, MISSISSIPPI 39532  
 PHONE: (228) 385-2350  
 FAX: (228) 385-2353

RECEIVED PROFESSIONAL  
 LAND SURVEYOR  
 JAMES C. BOOTH, JR., P.L.S. #2666  
 P.L.S. 2863  
 March 4, 2015

SE  
 SIS-10-015

**SURVEY DESCRIPTION: Existing 10 foot Drainage Easement**  
 A 10 foot drainage easement situated and being located on Lot 22-R, Replat of Fairway Villas Subdivision, City of Diamondhead, Hancock County, Mississippi, and being more particularly described as follows:  
 Commencing at the southeast corner of said Lot 22-R; thence N 32°34'01" W 75.81 feet to the Point of Beginning; thence S 57°25'55" W 50.00 feet to a point on the west line of said Lot 22-R; thence N 32°34'01" W 10.00 feet to a point; thence N 57°25'55" E 50.00 feet to a point on the east line of said Lot 22-R; thence S 32°34'01" E 10.00 feet to the Point of Beginning. Said 10 foot drainage easement contains 500.0 square feet, more or less.

**SURVEY DESCRIPTION: Relocated 10 foot Drainage Easement**  
 A 10 foot drainage easement situated and being located on Lot 22-R, Replat of Fairway Villas Subdivision, City of Diamondhead, Hancock County, Mississippi, and being more particularly described as follows:  
 Commencing at the southeast corner of said Lot 22-R; thence N 32°34'01" W 75.81 feet to the Point of Beginning; thence S 68°44'31" W 50.99 feet to a point on the west line of said Lot 22-R; thence N 32°34'01" W 10.20 feet to a point; thence N 68°44'31" E 50.99 feet to a point on the east line of said Lot 22-R; thence S 32°34'01" E 10.20 feet to the Point of Beginning. Said 10 foot drainage easement contains 510.0 square feet, more or less.

Note: The bearings on this survey are based on OPUS GPS Observations and should be rotated counter clockwise 03°09'37" to match subdivision plat.  
 Note: This Survey "Class B" was made in accordance with the "Standards of Practice for Surveying in the State of Mississippi, July, 2005".  
 Note: This Survey does not reflect a title search by Seymour Engineering, nor should it be considered as such.  
 This is to CERTIFY that I have surveyed the property described and delineated hereon; and that the measurements and other data indicated are correct to the best of my knowledge and belief.

- LEGEND:**
- ⊗ --- IRON ROD FOUND
  - --- IRON PIPE FOUND
  - --- IRON ROD SET
  - A.P.S. AS PER SURVEY
  - A.P.R. AS PER RECORD

