

APPROVED
BY ORANGE COUNTY BOARD
OF COUNTY COMMISSIONERS
JAN 11 2005 *ggbs*

RESOLUTION

of the

**ORANGE COUNTY
BOARD OF COUNTY COMMISSIONERS**

regarding

**ASSIGNMENT AND TRANSFER OF CONTROL OF
THE CABLE TELEVISION FRANCHISE FROM
CONSTEL COMMUNICATIONS, L.P., TO
FLORIDA CABLE, INC.,**

RESOLUTION NO. 2005 -M-04

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF ORANGE COUNTY, FLORIDA, APPROVING THE ASSIGNMENT AND TRANSFER OF CONTROL OF THE CABLE TELEVISION FRANCHISE FROM CONSTEL COMMUNICATIONS, L.P., TO FLORIDA CABLE, INC.,; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, Constel Communications, L.P., currently holds a nonexclusive franchise to engage in the business of cable television within unincorporated Orange County, Florida (the "Franchise");

WHEREAS, the Franchise was granted on August 10, 1998; and

WHEREAS, pursuant to the Franchise, Constel owns, operates, and maintains a cable television system in Orange County (the "System"); and

WHEREAS, Florida Cable, Inc., currently holds a nonexclusive franchise to engage in the business of cable television within unincorporated Orange County, Florida; and

WHEREAS, Florida Cable, Inc., has entered into an agreement with Constel whereunder Florida Cable, Inc., has agreed to acquire Constel's assets, including its franchise (the "Transfer"); and

WHEREAS, after the Transfer, Florida Cable, Inc., will own and control the System and will be the cable franchisee until Florida Cable, Inc., franchise expires on October 16, 2011; and

WHEREAS, on December 6, 2004, Florida Cable, Inc., submitted to Orange County, Florida, an application on Federal Communications Commission ("FCC") Form 394 for consent to the Transfer and has submitted such other information concerning the Transfer as required by the Franchise, applicable law, and the Orange County Cable Television Ordinance (collectively the "Transfer Application"); and

WHEREAS, Florida Cable, Inc., has the technical ability, financial capability and legal qualifications to operate a cable television system; and

WHEREAS, no reason has been shown why a transfer of franchise should not be granted.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF ORANGE COUNTY, FLORIDA:

Section 1. Control of the Franchise is hereby approved to be assigned and transferred to Florida Cable, Inc., to have and to hold for the remaining term of the current Florida Cable, Inc., franchise; subject to all the following terms and conditions.

a) Florida Cable, Inc., shall comply with all the provisions of the Franchise, the control of which is being transferred;

b) Florida Cable, Inc., shall abide by all the provisions of the Orange County Cable Television Ordinance, as it may be amended from time to time, and all the provisions of any other applicable laws, ordinances, or regulations, as they may be amended from time to time;

c) Florida Cable, Inc., shall assume all obligations and liabilities under the Franchise, including, without limitation, all obligations of Constel's, if any, as are currently required to have been performed but may not have been performed;

d) Florida Cable, Inc., agrees that neither the County's consent to assignment and transfer of control of the Franchise pursuant to the transaction nor the completion of the transaction shall in any way diminish or otherwise affect adversely any right that the County has, may have, or may at any time or in any manner subsequently acquire, with respect to any matter, and shall not diminish or otherwise affect 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-transaction 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 transaction or the County's consent to the assignment and transfer of the Franchise pursuant to the transaction never occurred;

e) In the event of any 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, which

breach or persistent failure shall continue for more than thirty (30) days after notice from the County, such breach or failure shall constitute a material breach of the Franchise and the thirty (30) day cure period described above shall satisfy the cure period under the Franchise and shall entitle the County to all rights and remedies under the Franchise for such a breach and under applicable law; and

f) The County Administrator 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 Office of the County Attorney.

Section 2. Prior to the Transfer becoming effective:

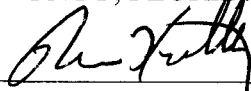
a) Florida Cable, Inc., shall become a signatory to the franchise document, as amended, through an amendment thereto;

b) Florida Cable, Inc., shall execute and deliver to the County a document embodying its agreement to all their terms and conditions of subsections 1 a), b), c) and d) of this Resolution in form and substance satisfactory to the Office of the County Attorney, and such document shall be executed and delivered within fifteen (15) business days after adoption of this Resolution.

c) Florida Cable, Inc., shall pay all costs and expenses that the County has incurred or incurs for the services of third parties (including attorneys and other consultants) in connection with the County's consideration, approval, and implementation of the Transfer Application and this Resolution, and such costs and expenses shall be paid within five (5) business days after receipt of any request for payment from the County, and none of such costs and expenses or the payment thereof shall constitute an offset against the franchise fees or other amounts due the County pursuant to the Franchise or otherwise.

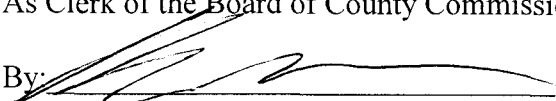
ADOPTED THIS 11th DAY OF JANUARY, 2005.

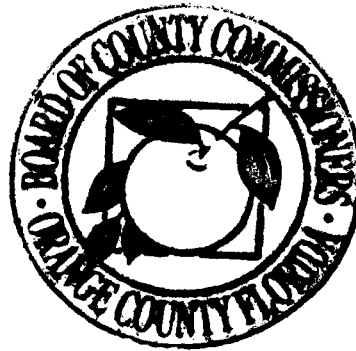
ORANGE COUNTY, FLORIDA

By: 
Mayor, Richard T. Crotty

Date: JAN 11 2005

ATTEST: Martha O. Haynie, County Comptroller
As Clerk of the Board of County Commissioners

By: 
Deputy Clerk



Jae: Florida Cable, Inc., resolution
(12-04)