

JAN 24 2006

# RESOLUTION

*of the*  
**ORANGE COUNTY BOARD OF COUNTY COMMISSIONERS**  
*regarding*  
**THE SALE AND TRANSFER OF CERTAIN CABLE SYSTEM  
ASSETS FROM STRATEGIC TECHNOLOGIES, INC. TO  
BRIGHT HOUSE NETWORKS, LLC AND THE TERMINATION  
OF THE STRATEGIC TECHNOLOGIES, INC. FRANCHISE.**

**Resolution No. ~~06~~ 2006-M-06**

WHEREAS, Strategic Technologies, Inc. ("STI") desires to sell and transfer certain cable system assets in Orange County and terminate its February 26, 2002, cable franchise agreement ("STI Franchise") granted by Orange County ("County"); and

WHEREAS, pursuant to an Asset Purchase Agreement dated November 30, 2005, ("the Asset Purchase Agreement") between STI and Bright House Networks, LLC ("Bright House Networks"), Bright House Networks has agreed to purchase certain assets of STI's cable system, and STI has agreed to terminate its franchise agreement granted by Orange County upon completion of the transfer of the particular cable system assets and subscribers to Bright House Networks ("STI Transaction"); and

WHEREAS, on December 9, 2005, Orange County, Florida (the "County"), received one (1) FCC 394 application requesting the County to consent to the STI Transaction; and

WHEREAS, pursuant to Section 12-29 of Cable Ordinance No. 98-20 of the Orange County Code of Ordinances and Section 29 of the STI franchise granted thereunder, no such sale, assignment and transfer may occur without prior approval of the Board of County Commissioners; and

WHEREAS, the County has required that Bright House Networks fulfill the obligations of the Cable Ordinance and the Bright House Networks franchise agreement with Orange County ("Bright House Networks Franchise") and provide information on the proposed transaction including details regarding the legal, financial, and technical qualifications of Bright House Networks and such other information as may be in the public interest; and

WHEREAS, the County has relied on information provided by both Bright House Networks and STI.

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

**Section 1.** Orange County hereby consents to the sale and transfer of certain assets constituting STI's cable television system in Orange County to Bright House Networks and to the termination of the STI Franchise granted by Orange County to STI in connection with the consummation of the STI Transaction, as contemplated in the Asset Purchase Agreement. Orange County hereby confirms that upon the effectiveness of the termination of the STI Franchise, STI will have no further rights or obligations under said STI Franchise. The termination of the STI Franchise shall become effective upon the County's receipt of written notification from STI of such termination, and the County shall return the Security Fund bond posted by STI within six months from that notification, as required by Section 14 of the STI Franchise.

**Section 2.** The consent granted herein does not constitute and should not be construed to constitute a waiver or release of any obligations of STI under the Cable Ordinance and the STI Franchise granted pursuant to the Ordinance, prior to the termination of the STI Franchise.

**Section 3.** The consent granted herein does not constitute and should not be construed to constitute a waiver or release of any obligations of Bright House Networks under the Cable Ordinance and the Bright House Networks Franchise.

**Section 4.** The consent granted herein does not and should not be construed to constitute a waiver of any right of the County under and any applicable federal, state and local law including, but not limited to the Cable Ordinance and the STI and Bright House Networks cable television franchises.

**Section 5.** The consent granted herein is subject to Bright House Networks' compliance with all other applicable legal requirements and the County does not waive and

expressly reserves the right to enforce any non-compliance with the applicable Ordinance(s) and Bright House Networks Franchise requirements that arise subsequent to the closing of the STI Transaction.

**Section 6.** This Resolution shall become effective upon the date of its adoption herein.

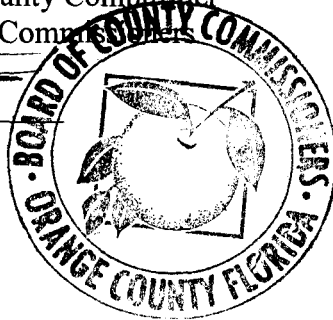
ADOPTED THIS 24<sup>th</sup> DAY OF January, 2006.

ORANGE COUNTY, FLORIDA  
By: Board of County Commissioners

By: Richard T. Crotty  
Richard T. Crotty  
Orange County Mayor

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

By: Martha O. Haynie  
Deputy Clerk



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