

APPROVED
BY ORANGE COUNTY BOARD
OF COUNTY COMMISSIONERS
JUN 03 2008 NP/Sy/BS

RESOLUTION

of the

ORANGE COUNTY BOARD OF COUNTY COMMISSIONERS

regarding

**THE SALE AND TRANSFER OF CERTAIN OPEN VIDEO
SYSTEM ASSETS FROM CENTURY COMMUNICATIONS, INC.
TO BRIGHT HOUSE NETWORKS, LLC AND THE
TERMINATION OF THE CENTURY COMMUNICATIONS, INC.
OPEN VIDEO SYSTEM AGREEMENT**

Resolution No. 2008-M-19

WHEREAS, Century Communications ("Century") desires to sell and transfer certain Open Video System assets in Orange County and terminate its March 20, 2007 Open Video System agreement ("Century Agreement") with Orange County ("County"); and

WHEREAS, pursuant to an Asset Purchase Agreement dated February 21, 2008, ("the Asset Purchase Agreement") between Century and Bright House Networks, LLC ("Bright House Networks"), Bright House Networks has agreed to purchase certain assets of Century's Open Video System, and Century has agreed to terminate the Century agreement with Orange County upon completion of the transfer of the particular Open Video System assets and subscribers to Bright House Networks ("Century Transaction"); and

WHEREAS, pursuant to Section 12-29 of Cable Ordinance No. 98-20 of the Orange County Code and Section 29 of the Century Agreement 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”). The County has information on 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 Century.

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 relating to Century's Open Video System in Orange County to Bright House Networks and to the termination of the Century Agreement with Orange County in connection with the consummation of the Century Transaction, as contemplated in the Asset Purchase Agreement. Orange County hereby confirms that upon the effectiveness of the termination of the Century Agreement, Century will have no further rights or obligations under said Century Agreement. The termination of the Century Agreement shall become effective upon the County's receipt of written notification from Century of such termination, and the County shall return the Security Fund bond posted by Century within six months from that notification, as required by Section 14 of the Century Agreement.

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

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 Century 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 Century Transaction.

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

ADOPTED THIS 3RD DAY OF JUNE, 2008.

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

