

APPROVED

BY ORANGE COUNTY BOARD
OF COUNTY COMMISSIONERS

APR 28 1998

RESOLUTION

of the

ORANGE COUNTY BOARD OF COUNTY COMMISSIONERS

regarding

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

RESOLUTION NO. 98- M-14

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 CENTRAL FLORIDA SATELLITE CABLE, INC. TO CONSTEL COMMUNICATIONS, L.P.; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, Central Florida Satellite Cable, Inc.. (“CFSC”), 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 January 11, 1988, and amended on April 3, 1989;

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

WHEREAS, the First National Bank of Maryland (“First National”) has informed Constel Communications, L.P., a Delaware limited partnership (“Constel”) that it is owed certain monies by CFSC, which indebtedness is secured by various assets of CFSC used in connection with the operation of its cable television system serving parts of unincorporated Orange County;

WHEREAS, First National has further advised Constel that CFSC has defaulted on its obligations to First National with respect to the indebtedness and as a result thereof First National desires to sell the assets pursuant to Section 9-504 of the Uniform Commercial Code as in effect in the States of Maryland and Florida;

WHEREAS, First National has entered into an agreement with Constel whereunder Constel has agreed to acquire CFSC’s assets, including its franchise (the “Transfer”);

WHEREAS, after the Transfer, Constel will own and control the System and will be the cable franchisee;

WHEREAS, on March 4, 1998, Constel 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”);

WHEREAS, First National has consented to such assignment and transfer of control;

WHEREAS, Constel 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 Constel, and the Franchise is hereby approved to be assigned and transferred to Constel, to have and to hold for the remaining term of the franchise, subject to all the following terms and conditions.

a) Constel shall comply with all the provisions of the Franchise, the control of which is being transferred;

b) Constel 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) Constel shall assume all obligations and liabilities under the Franchise, including, without limitation, all obligations of CFSC, if any, as are currently required to have been performed but may not have been performed;

d) Constel 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) Constel shall become a signatory to the franchise document, as amended, through an amendment thereto;

b) Constel 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) Constel 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.

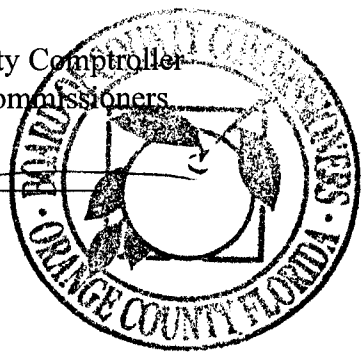
ADOPTED THIS 28th DAY OF APRIL, 1998.

ORANGE COUNTY, FLORIDA

By: *Linda W. Chapin*
Linda W. Chapin, County Chairman
Date: APR 28 1998

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

By: *Martha O. Haynie*
Deputy Clerk



sac:ordreso:constel
(04/21/98)