

RESOLUTION NO: 01/02-183

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF OSCEOLA COUNTY, FLORIDA, PROVIDING FOR APPROVAL OF THE TRANSFER OF A CABLE TELEVISION FRANCHISE, PROVIDING FOR THE GRANTEE IS IN GOOD STANDING, PROVIDING FOR THE RETENTION OF RIGHTS, PROVIDING FOR EFFECTIVE DATE, PROVIDING FOR ASSIGNEE'S TO ABIDE BY THE LAW, PROVIDING FOR CONFLICT, PROVIDING FOR SEVERABILITY. APPROVING THE TRANSFER OF CONTROL OF THE CABLE TELEVISION FRANCHISE

WHEREAS, Comcast Cable Communications, Inc. ("Grantee") owns, operates and maintains a cable television system (the "System") in Osceola County, Florida (the "Grantor") pursuant to a certain franchise agreement approved by the Grantor on February 5, 1996 (the "Franchise"), and subsequently transferred to Grantee with the approval of Grantor, and

WHEREAS, the Franchise is in full force and effect and Grantor is aware of no circumstances or conduct by Grantee as of the date hereof which would constitute a default by Grantee of its obligations under the Franchise; and

WHEREAS, Grantor has received a request from Grantee pursuant to Section 6-26 C of Ordinance No. 01-36 to approve the transfer of Grantee's rights, privileges and interest in the Franchise to Comcast Cablevision of Celebration, LLC (the "Assignee"), a wholly-owned subsidiary of Grantee; and

WHEREAS, upon Grantor's approval of Grantee's request for a *pro forma* transfer and upon completion of the transfer, Assignee will be bound by the terms and conditions of the Franchise state and local law, and all applicable Osceola County Ordinances, including Ordinance No. 01-36 for the duration of the Franchise.

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

SECTION 1. APPROVAL OF TRANSFER

Grantor consents and approves the *pro forma* transfer of Grantee to Assignee.

SECTION 2. GRANTEE IS IN GOOD STANDING

Grantor confirms that the Franchise is in full force and effect, and Grantor is aware of no circumstances or conduct by Grantee as of the date hereof which would constitute a default by Grantee of its obligations under the Franchise.

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SECTION 3. RESOLUTION IS NOT A WAIVER OF RIGHTS

Both Grantor and Grantee agree that nothing herein shall be deemed or construed as a waiver, release or surrender of any right that either party may have under the Cable Act or any applicable law or ordinance.

SECTION 4. CONSENT EFFECTIVE UPON TRANSFER

The consent granted herein shall be effective only upon the transfer, and Grantee shall promptly notify Grantor upon the completion of the transfer.

SECTION 5. ASSIGNEE SHALL ABIDE BY LAWS, CODES AND ORDINANCES

The Assignee agrees to abide by all applicable state and local laws, codes and ordinances, including Florida Statute Chapter 202 ("The Communications Services Tax Simplification Law"), and County Ordinance No. 01-36; and that the Assignee will assume the obligations and liabilities of the Grantee under the ordinance and Franchise agreement for the duration of the Franchise agreement.

SECTION 6. CONFLICT

Any resolution, or part thereof, in conflict with this Resolution, or any part thereof, is hereby repealed to the extent of the conflict.

SECTION 7. SEVERABILITY

The provisions of this Resolution are declared to be severable and if any section, sentence, clause or phrase of this Resolution shall, for any reason, be held to be invalid or unconstitutional, such decision shall not affect the validity of the remaining sections, sentences, clauses and phrases of this Resolution but shall remain in effect, it being the legislative intent that this Resolution shall stand, notwithstanding the invalidity of any part.

DONE AND ADOPTED this 14 day of January, 2002.

**BOARD OF COUNTY COMMISSIONERS OF
OSCEOLA, FLORIDA**

By: [Signature]
Chairman/Vice Chairman

ATTEST:

By: [Signature: Paula J. Carpenter]
Clerk/Deputy Clerk of the Board



