

RESOLUTION NO. 12-16

**A RESOLUTION OF THE BOARD OF
COUNTY COMMISSIONERS OF QUEEN ANNE’S COUNTY, MARYLAND
GRANTING CONSENT TO THE
TRANSFER OF CONTROL OF CABLE TELEVISION FRANCHISEE
ATLANTIC BROADBAND (DELMAR), LLC**

WHEREAS, the Board of County Commissioners of Queen Anne’s County, Maryland as the Local Franchising Authority (“LFA”) granted a cable television franchise to Atlantic Broadband (Delmar), LLC (“Franchisee”) pursuant to a Cable Television Franchise Agreement dated July 6, 2004 (the “Franchise”), a copy of which is attached hereto; and

WHEREAS, on July 18, 2012, Atlantic Broadband Group, LLC (“Seller”) and Cogeco Cable Inc. (“Cogeco Cable”) executed a Stock Purchase Agreement (the “Agreement”) pursuant to which control over the Franchisee will be transferred to Acquisitions Cogeco Cable II Inc. (“Cogeco Cable II”); and

WHEREAS, by way of letter dated August 3, 2012, Seller, as Transferor, and Cogeco Cable II, as Transferee, submitted an Application for Franchise Authority Consent to Assignment or Transfer of Control of Cable Television Franchise (FCC Form 394) to LFA requesting consent to the transfer of control of the Franchisee as a result of the Agreement (the “Application”); and

WHEREAS, LFA intends to consent to the transfer of control of the Franchisee, subject to acceptance of the terms and conditions set forth herein, having determined that such consent is consistent with Title 29 of the Code of Public Local Laws of Queen Anne’s County (Ordinance 03-20), Section 29-902 and the terms of the Franchise, and is in the best interest of the LFA.

Section 1. **NOW, THEREFORE, BE IT RESOLVED** by the County Commissioners of Queen Anne’s County, Maryland that the LFA does hereby consent to the transfer of control of the Franchisee to Cogeco Cable II effective as of the Closing Date pursuant to the Agreement, and to the corporate reorganization of Franchisee described in the Application.

Section 2. **BE IT FURTHER RESOLVED** that upon closing of the Agreement, the Franchisee shall remain subject to its obligations under the Franchise.

Section 3. **BE IT FURTHER RESOLVED** that LFA hereby confirms that (a) the Franchise is valid and in full force and effect; (b) there have been no amendments or modifications to the Franchise, except as set forth herein; (c) to the best of LFA’s knowledge, the Franchisee is materially in compliance with the provisions of the Franchise; and (d) to the best of LFA’s knowledge, there are no defaults under the Franchise, or events which, with the giving of notice or passage of time or both, could constitute events of default thereunder.

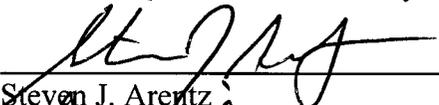
Section 4. BE IT FURTHER RESOLVED that this Resolution shall take effect immediately upon adoption.

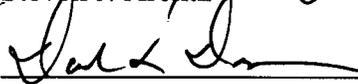
Section 5. BE IT FURTHER RESOLVED that LFA's consent to transfer shall not constitute a waiver or release of the rights of the LFA in and to the Public Rights-of-Way and that the transfer shall be subordinate to the provisions of Title 29 of the Code of Public Local Laws of Queen Anne's County and the Franchise.

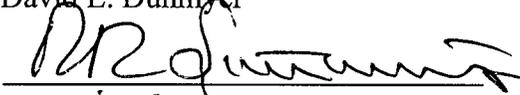
Section 6. BE IT FURTHER RESOLVED that the President of the Board of County Commissioners and the County Administrator are hereby authorized to enter into, execute and deliver in the name of and on behalf the LFA a certificate along with such other documents as may be necessary evidencing this Resolution without further act or resolution of this governing body.

INTRODUCED AND ADOPTED by the Board of County Commissioners of Queen Anne's County, Maryland at a regular meeting on the 25th day of September 2012.

Board of County Commissioners
of Queen Anne's County

By: 
Steven J. Arentz


David L. Dunmyer


Bob Simmons


Philip L. Dumenil


Dave Olds


Margie A. Houck
Executive Assistant