

RESOLUTION NO. 2006-12

A RESOLUTION GRANTING TO TWIN VALLEY TELEPHONE, INC., ITS AFFILIATES, SUBSIDIARIES, SUCCESSORS AND ASSIGNS, THE RIGHT TO CONSTRUCT, INSTALL, MAINTAIN AND OPERATE A TELEPHONE, CABLE TELEVISION AND DIGITAL DATA SYSTEM WITHIN LINCOLN COUNTY, KANSAS.

Section 1. That the franchise, right and license to construct, install, maintain and operate a system (hereinafter the "system") for the transmission of voice communications, television programming, visual images, audio, data and/or other information or content, now in existence or to be constructed in the future within Lincoln County, Kansas, (hereinafter "County") be, and the same is hereby granted to Twin Valley Telephone Company, Inc., (hereinafter "TVT") a corporation duly organized under the laws of the state of Kansas, and to its affiliates, subsidiaries, successors and assigns for a period of ten years, commencing June 1, 2006.

Section 2. That the terms hereof shall be of no effect within the corporate limits of any city in this County that has adopted or adopts during the term hereof (including during any extension hereof) an Ordinance granting to TVT a franchise to provide the services authorized hereby within such City.

Section 3. That the term of such franchise, right and license aforesaid shall extend without further affirmative action by the County or by TVT for an additional period of ten years commencing June 1, 2016 unless either the County or TVT gives written notice to the other not later than December 1, 2015 of an intent not to extend the same, such notice to be given to the County by delivery to the County Clerk or to TVT by delivery to such company's registered office.

Section 4. That in the construction, installation, maintenance and operation of said system, TVT, its successors or assigns, are hereby given the right, permission and authority to have the use of the public roads and rights-of-way of said County; provided, that the same shall be so used as not to interfere with the public for the purpose of travel or public purposes; and provided further, that whenever it becomes necessary for TVT to tear up or dig into any public roadway, it shall first obtain permission to do so from the County, and the grantee shall at its own expense repair and replace any such street, alley or sidewalk to County specifications by the said

grantee; provided further, that whenever it becomes necessary to change or alter the grade of any public roadway, the County shall have the right to require the said TVT to remove its lines, poles and cables so that they will in no way hinder such change in grade, and all such work or removing or changing the lines, poles and cables shall be done at the expense of TVT, provided further that in the laying of facilities underground by the said grantee, they shall be laid in such a manner as not to obstruct or interfere with water pipes, drains, sewers, or other structures already installed, and that all such work shall be done under the supervision of said grantor, and upon the completion of the facilities installation, TVT shall furnish the Count, a reasonably accurate diagram showing the nature and location of all such facilities; and at any future time when the location of any such facilities are changed, or additional ones installed, then it shall be the duty of the grantee to notify the grantor of such changes so that the diagram can be changed, corrected or kept current.

Section 5. That all the rights, powers and privileges conferred by this Resolution are granted by the County, and accepted by TVT, upon the express condition that the said TVT, its successors and assigns, shall indemnify, protect and hold harmless the County against all claims for damages which may result from the construction, installation, maintenance or operation of the said system.

Section 6. That permission is hereby granted to TVT to trim trees upon and overhanging public roadways and rights-of-way and public places of said city so as to prevent the branches of said trees from coming in contact with the wires and cables of the company; all of the said trimmings to be done under the supervision and direction of any city official to whom said duties have been or may be delegated, the expense thereof to be borne by TVT.

Section 7. That nothing herein shall be construed as giving to TVT, or its successors or assigns, any exclusive privilege, nor shall it affect any prior or existing rights of TVT or any affiliate to maintain a telephone or telecommunications system within the County.

Section 8. That the rights, powers, limitation, duties and restrictions herein provided for shall inure to and be binding upon the parties hereto and upon their respective successors or assigns.

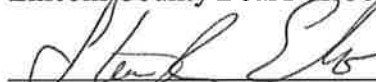
Section 9. That in consideration for this franchise, TVT, its successors or assigns, agrees to pay to the county an annual fee of ONE DOLLAR (\$1.00), with the first payment due on the 30<sup>th</sup> day of June, 2006 and continue on a like schedule for every year during the term of this franchise including any extension pursuant to Section 2 hereof.

Section 10. That said TVT shall have sixty (60) days from and after the approval and passage of this Resolution to file its written acceptance thereof with the County Clerk; and that failure of said TVT to file its written unconditional acceptance of this Resolution with the County Clerk within sixty (60) days after its approval and passage as aforesaid shall be deemed as a rejection thereof by the said TVT.


Section 11. That this Resolution shall take effect and be in force upon its publication in the official city paper once a week for two consecutive weeks following its final passage, provided that TVT shall have filed its written acceptance with the County Clerk as aforesaid.

Approved and adopted by the Board of County Commissioners of Lincoln County, Kansas, this 26<sup>th</sup> day of June, 2006.

Lincoln County Board of Commissioners

  
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Steven R. Errebo, Chairman

  
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Al Joe Wallace, Vice Chairman

  
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Terry L. Finch, Member



Attest:

  
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Dawn M Harlow, County Clerk