I, Karen K. Cole, City Clerk of the City of Manchester, Iowa, hereby certifies that the following Resolution R-222-96 is a true copy as shown by the records of the Council of the City of Manchester, Iowa, and that attached is the original Agreement between the City of Manchester, Iowa and Delaware County, Iowa.

Dated: January 18, 1996

Karen K. Cole
Karen K. Cole, City Clerk

CITY MANCHESTER IOWA. SEAL

Subscribed and sworn to before me this 18th day of January, 1996.

Cynthia J. Summers
Cynthia J. Summers, Notary
Expires 8-12-97

RESOLUTION R-222-96

It was moved by Council Member Morris and seconded by Council Member Sill to approve R-222-96 as follows:

RESOLUTION R-222-96

RESOLUTION APPROVING 28E AGREEMENT - CITY OF MANCHESTER AND DELAWARE COUNTY - CABLEVISION FRANCHISE

WHEREAS, the City of Manchester, Iowa desires to enter into an agreement with Delaware County for the purpose of authorizing the grant of a cable communications franchise to provide cable television service in Delaware County within two (2) miles of the current territorial limits of the City,

NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE CITY OF MANCHESTER, IOWA that the Agreement Between the City of Manchester, Iowa, and Delaware County, Iowa dated January 15, 1996 be hereby approved and that the Mayor and City Clerk be hereby authorized to sign said 28E Agreement.

PASSED AND APPROVED this 15th day of January, 1996.

Milt L. Kramer
Milt L. Kramer, Mayor

ATTEST:

Karen K. Cole
Karen K. Cole, City Clerk

ON CALL OF ROLL: AYES: Morris, Sill, Goettsch, Curran NAYS: None

FILE No. 188-1991
RECORDING FEE $ 16.00
TRANSFER FEE $

FILED FOR RECORD THE 18 DAY OF January, 19 96 AT 9:34 O'CLOCK A M. BOOK 6 PAGE 49

STATE OF IOWA, DELAWARE COUNTY
Deborah L. Peyton, Recorder
Misc.

AGREEMENT BETWEEN THE CITY OF MANCHESTER, IOWA,
AND DELAWARE COUNTY, IOWA

THIS AGREEMENT, entered into by and between the City of Manchester, Iowa, (City), and Delaware County, Iowa, (County), (collectively the Parties), is entered into pursuant to Chapter 28E of the 1995 Code of Iowa, for the purpose of authorizing the grant of a cable communications franchise to provide cable television service in Delaware County within two (2) miles of the current territorial limits of the City.

Pursuant to this agreement, the Parties make the following findings:

1. The City has adopted Chapter 152 of the Manchester Code of Ordinances granting a cable communications franchise to DD Cable Holdings, Inc. d/b/a Midwest Cablevision (Midwest) (the Franchise).

2. The Franchise authorizes Midwest to provide cable communication service in the County within two (2) miles of the current territorial limits of the City, subject to the adoption of an agreement between City and County authorizing City to grant a cable communications franchise to Midwest in County.

3. That it is in the best interests of the residents of the City and the affected residents of the County to enter into this agreement which provides for continued cable service to such residents.

4. This agreement provides for the most efficient and economical manner for the provision of cable television service to residents of the City as well as the affected residents of the County.

IT IS THEREFORE AGREED as follows:

1. That Delaware County, Iowa, consents to the terms of the franchise which is attached hereto and by this reference made a part hereof, which authorizes the City to grant a cable communications franchise in County within two (2) miles of the current territorial limits of City, and to exercise regulatory authority within the County pursuant to the terms of the franchise. The County shall not exercise any authority to grant a franchise, to assert any regulatory authority over Midwest, to collect fees or incur expenses for the provision of services by Midwest to residents of Delaware County, Iowa, located with two (2) miles of the territorial limits of City.

2. This agreement shall not require Midwest to extend cable system into Delaware County unless the density requirements of Section 152.20 of the franchise are met, as measured by the last fiber node or terminating trunk amplifier.

3. This agreement shall not be construed as created any privity of contract between Midwest and County, or as creating any rights, duties or obligations on the part of Midwest or County beyond those expressly enumerated herein.

4. This agreement may be amended, modified, extended or terminated only with Midwest's prior written consent.

5. The expiration date of this agreement shall be coincident with that of the franchise, provided that a change in the expiration date of the franchise by way of either renewal or amendment of the franchise shall automatically apply to this agreement.

6. This agreement shall not be binding or enforced until the City Council of Manchester, Iowa, and the Delaware County Board of Supervisors shall have a duly convened meeting of each respective body, and approve this agreement and make the same a part of the record in each case, and empower their respective officers and clerks to affix their signatures thereto.

7. This agreement shall not be deemed to establish a separate legal entity to conduct the undertakings set forth herein.

8. This agreement shall be filed with the Secretary of State and recorded with the Delaware County Recorder.

9. The City of Manchester, Iowa, agrees to indemnify and hold harmless the County for any liability, damages, or other expenses incurred by the County arising from the provision of cable television franchise service as set forth and anticipated herein.

Passed and approved by the City Council of Manchester, Iowa, on this 15th day of January, 1996.

CITY OF MANCHESTER, IOWA

BY: Milt L. Kramer
Mayor Milt L. Kramer

CITY OF MANCHESTER IOWA

ATTEST: Karen K. Cole
City Clerk Karen K. Cole

Passed and approved by the Delaware County Board of Supervisors, Delaware County, Iowa, this 8th day of January, 1996.

DELAWARE COUNTY BOARD OF SUPERVISORS

BY: G. Eldon Koeneke
G. Eldon Koeneke

SEAL OF THE COUNTY DELAWARE, IOWA

188-1991
DELAWARE COUNTY IOWA
FILED

'96 JAN 18 AM 9 34

BOOK 6 PAGE 49
DEBORAH L. PEYTON
DELAWARE CO. RECORDER
$16.00

City of Manchester

To

Delaware County

City of Manchester