

**A RESOLUTION TO ENTER INTO A VIDEO FRANCHISE  
AGREEMENT BETWEEN WEAKLEY COUNTY, TN AND  
WEST KENTUCKY TELEPHONE COOPERATIVE**

**WHEREAS, West Kentucky Rural Telephone Cooperative Corporation, Inc.** (hereinafter referred to as the "Grantee") intends to provide Internet protocol ("IP") connectivity to its subsidiary **West Kentucky Networks, Inc.** ("Subsidiary") that will, in turn, make available video services to Grantee's customers over Grantee's IP network; and

**WHEREAS,** until the appropriate regulatory treatment of video services provided over IP networks is resolved under state and federal law, Franchisee desires to obtain a franchise for its IP video delivered products, and the County desires to grant a franchise for the purpose of providing such service to certain of its citizens; and

**NOW, THEREFORE,** in consideration of the mutual covenants and promises herein contained, the parties hereto agree as follows:

**Section 1.** The Grantee shall have the right and the authority, together with Subsidiary, to provide video services over its IP network in the same manner and to the same extent as Charter Communications, LLC is authorized to provide cable television services under the cable television franchise granted by Resolution No. 2007-30 (the "Charter Franchise.") Under the franchise granted by this Resolution, all references to the "Cable System" in the Charter Franchise shall be deemed to be references to the "IP Video System," and all references to "Cable Services" shall be deemed to be references to "IP Video Services." IP Video Services provided over the IP Video System do not include any service that enables end users to access content, information, electronic mail or other services offered over the public Internet.

**Section 2.** Subsidiary shall collect from its subscribers and pay County, throughout the term of this Franchise, an amount equal to five percent (5%) of the gross revenues collected by Subsidiary for IP Video Services. The gross revenues of Subsidiary for IP Video Services shall be calculated in the same manner and to the same extent as gross revenues are calculated for cable services under 47 U.S.C. § 542 and the manner in which the incumbent provider in the County calculates its gross revenues for cable services under the Charter Franchise.

**Section 3.** Under the franchise granted by this Resolution, all references to the "Service Area" in the Charter Franchise shall be deemed to be references to the telephone cooperative service area of the Grantee as amended or adjusted from time to time.

**Section 4.** In the event of any change in applicable law, regulation, decision, rule or order that determines that IP Video Services are not cable services for purposes of franchising requirements under Tennessee law or in the event of any other change in law regarding the franchising requirements for video services provided over an IP Video System, upon the written request of any party at any time thereafter, the County and the Grantee and Subsidiary shall negotiate in good faith and endeavor to amend this Ordinance (or to develop a replacement franchise ordinance for IP Video Services) as may be necessary to incorporate such legal or regulatory changes. In such event, if the parties fail to negotiate such changes within ninety (90) days after a party's request to negotiate, any party may thereafter terminate the rights and obligations under this Ordinance upon ninety (90) days written notice to the other parties.

**Section 5.** Nothing in this Resolution shall in any way modify or impair the franchise agreement or other arrangements between County and Grantee relating to provision of telecommunications services, and such franchise and other rights shall continue in full force and effect.

NOW, THEREFORE, BE IT RESOLVED, by the county legislative body of Weakley County, Tennessee, meeting in regular session in Dresden, Tennessee, that the legislative body of Weakley County agrees to enter into a franchise agreement with West Kentucky Telephone Cooperative Corporation, Inc. This Resolution shall take effect upon adoption, the public welfare requiring it.

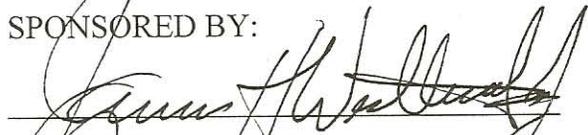
Pursuant To The Rules Of The Commission, This Resolution Is Sponsored By The Following Members Of The Weakley County Board Of County Commissioners:

SPONSORED BY:

SPONSORED BY:

ACKNOWLEDGED AND APPROVED:

ACKNOWLEDGED AND APPROVED:

  
Chairman, Hlth, Edu, & Economic Dvlp Committee

  
Chairman, Finance, Ways & Means Committee

Motion made by Commissioner Westbrook that the foregoing resolution be adopted:

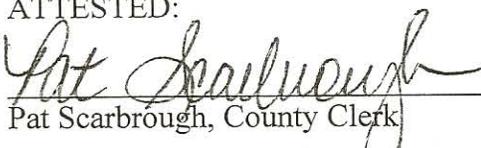
Motion seconded by Commissioner Jones.

Upon being put to a roll call vote, Motion carried by a vote of 17 Yeas, 0 Nays,

0 Passed and 1 Absent.

ATTESTED:

APPROVED:

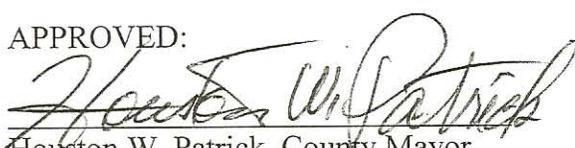
  
Pat Scarbrough, County Clerk

  
Richard Phebus, Chairman

THIS THE 14th DAY OF MAY, 2007.

APPROVED:

VETOED:

  
Houston W. Patrick, County Mayor

\_\_\_\_\_  
Houston W. Patrick, County Mayor

DATE:

DATE:

05/15/07