

ORD 83-15 (Cont.)

Section 12. FRANCHISE PAYMENTS. The Company shall pay to the City, on or before March 31 of each year, a 5% franchise fee based on gross annual basic subscriber revenues received for cable television operations in the City for the preceeding calendar year. No other fee, charge or consideration shall be imposed. Sales tax or other taxes levied directly on a per subscription basis and collected by the Company shall be deducted from the gross annual basic subscriber revenues before computation of sums due the City is made. The Company shall provide an annual summary report showing gross annual basic subscriber revenues received during the preceeding year.

Section 13. INDEMNIFICATION OF CITY. The Company shall at all times protect and hold harmless the City from all claims, actions, suits, liability, loss, expense or damages of every kind and description, including investigation costs, court costs, and attorney's fees, which may accrue to or be suffered or claimed by any person or persons arising out of the negligence of the Company in the ownership, construction, repair, replacement, maintenance and operation of said cable television system and by reason of any license, copyright, property right or patent of any article or system used in the construction or use of said system. City shall give Company prompt notice of any such claims, actions, and suits, without limitation, in writing.

The Company shall maintain in full force and effect during the life of any franchise, public liability insurance in a solvent insurance company authorized to do business in the State of Indiana, at no less than in the following amounts:

- a. \$100,000 property damage in any one accident;
- b. \$500,000 for personal injury to any one person;
- c. \$5,000,000 for personal injury in any one accident;

provided that all such insurance may contain reasonable deductible provisions not to exceed \$1,000.00. for any type of coverage, and provided further, the City may require that any and all investigation of claims made by any person, firm or corporation against the City arising out of any use or misuse of privileges granted to the Company hereunder shall be made by, or at the expense of the Company or its insurer.

Section 14. PROCEDURES.

(a) Any inquiry, proceeding, investigation or other action to be taken or proposed to be taken by the City in regard to the operations of Company's cable television system, including action in regard to a change in subscription rates, shall be taken only after thirty (30) days public notice of such action or proposed action is published in a local daily or weekly newspaper having general circulation in the City; a copy of such action or proposed action is served directly on Company; and, the Company has been given an opportunity to respond in writing and/or at hearing as may be specified by the City, and members of the general public have been given an opportunity to respond or comment in writing on the action or proposed action.

(b) The public notice required by this section shall state clearly the action or proposed action to be taken, the time provided for response and the person or persons in authority to whom such responses should be addressed, and such other procedures as may be specified by the City. If a hearing is to be held, the public notice shall give the date and time of such hearing, whether public participation will be allowed and the procedures by which such participation may be obtained. The Company shall be a necessary party to any hearing conducted in regard to its operations.

Section 15. PROCEDURE UPON TERMINATION. Upon expiration of the franchise, if the Company shall not have acquired an extension or renewal thereof and accepted the same, it may have and it is hereby granted, the right to enter upon the streets, and public ways of the City, for the purposed of removing therefrom any or all of its property and otherwise. In so removing said property the Company shall refill, at its own expense, any excavation that shall be made by it, and shall leave said streets and public ways and places in as good condition as that prevailing prior to the Company's removal of its property.

Section 16. APPROVAL OF TRANSFER. The Company shall not sell or transfer its plant or system to another, other than a parent company or a wholly-owned subsidiary of the Company, nor transfer any rights under this franchise to another without Council approval. Provided, that no sale or transfer shall be effective until the vendee, assignee or lessee has filed in the office of the City-Clerk Treasurer an instrument duly executed reciting the fact of such