

10/21/14

AMENDMENT #2 TO SITE LEASE AGREEMENT

THIS AMENDMENT #2 TO SITE LEASE AGREEMENT ("Amendment") is made this 27TH day of OCTOBER, 2014, between the Woodbury County Board of Supervisors, c/o Starcomm Public Safety Board and the City of Sioux City, Iowa ("**Lessors**") and New Cingular Wireless PCS, LLC, a Delaware limited liability company, as successor in interest to Long Lines Wireless LLC (LLW), having a mailing address of 575 Morosgo Drive NE, Suite 13-F West Tower, Atlanta, GA 30324 ("**Lessee**").

WHEREAS, Lessor and Lessee (or their respective predecessors-in-interest) entered into a Site Lease Agreement between the parties signed on or about September 5th, 2006 and went into effect on September 29, 2006 when the building permit was issued, as amended by that certain Amendment to Site Lease Agreement dated March 4, 2008 with respect to a cell tower located at 3430 W. 23rd St, Sioux City, Iowa (collectively, the "Lease");

WHEREAS, Long Lines Communications, LLC a Delaware limited liability company, Long Lines Wireless, LLC, a Delaware limited liability company, Long Lines, LLC, a Delaware limited liability company, LL License Holdings, LLC, a Delaware limited liability company, LL License Holdings II, LLC, a Delaware limited liability company, Advanced Network Communications, L.L.C., an Iowa limited liability company (each an "Assignor" and, collectively, the "Assignors"), and LL Acquisition Company, LLC a Delaware limited liability company ("Assignee") entered into an Global Contribution, Bill Of Sale, Assignment, And Assumption Agreement dated December 20, 2013;

WHEREAS, LL Acquisition Company, LLC a Delaware limited liability company merged with and into New Cingular Wireless PCS, LLC a Delaware limited liability company on February 28th, 2014;

WHEREAS, Lessor and Lessee desire to amend the Agreement to modify the notice section thereof;

WHEREAS, Lessor and Lessee desire to amend the Agreement to permit Lessee to add, modify and/or replace equipment in order to be in compliance with any current or future federal, state or local mandated application, including but not limited to emergency 911 communication services;

WHEREAS, Lessor and Lessee, in their mutual interest, wish to amend the Agreement as set forth below accordingly;

NOW THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Lessor and Lessee agree as follows:

With a copy to: New Cingular Wireless PCS, LLC

Attn: Legal Department

Re: Cell Site # DESMIAU1753

Cell Site Name: WEST_HIGH-LLW-IASC - Sioux City (IA)

FA No: 13169467

208 S. Akard Street

Dallas, TX 75202-4206

The copy sent to the Legal Department is an administrative step which alone does not constitute legal notice.

If to Lessor: Woodbury County, Iowa
620 Douglas Street, Suite 104
Sioux City, Iowa 51101
C/O Starcomm Public Safety Board
121 Deer Run Trail
Climbing Hill, IA 51015

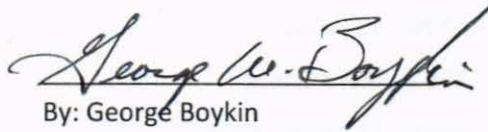
Either party hereto may change the place for the giving of notice to it by thirty (30) days prior written notice to the other as provided herein."

6. **Other Terms and Conditions Remain.** In the event of any inconsistencies between the Lease and this Amendment, the terms of this Amendment shall control. Except as expressly set forth in this Amendment, the Lease otherwise is unmodified and remains in full force and effect. Each reference in the Lease to itself shall be deemed also to refer to this Amendment.
7. **Capitalized Terms.** All capitalized terms used but not defined herein shall have the same meanings as defined in the Lease.

IN WITNESS WHEREOF, this Amendment is effective and entered into as of the date last written below:

LESSOR:

**Woodbury County Board of Supervisors, c/o Starcomm
Public Safety Board**



By: George Boykin

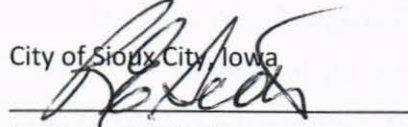
Title: Chairman

Date: 10-21-14

Attest: 

Patrick Gill, County Auditor

City of Sioux City, Iowa



By: Robert E. Scott

Title: Mayor

Attest:
Date: 10/27/14



Lisa L. McCardle, City Clerk

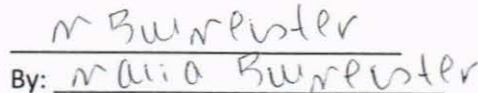
Date: 10/27/14

LESSEE:

New Cingular Wireless PCS, LLC

By: AT&T Mobility Corporation

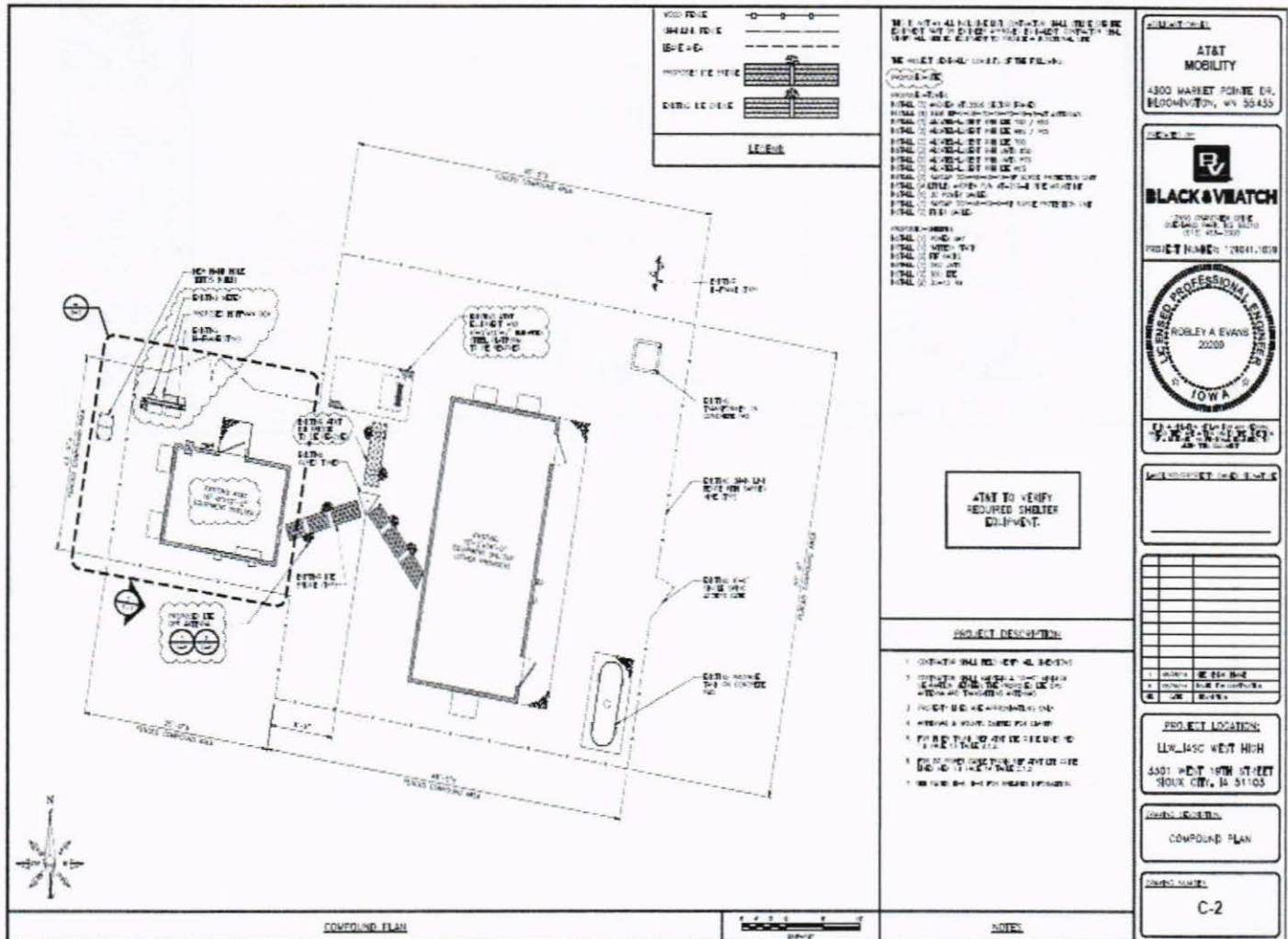
Its: Manager



Title: Real Estate & Construction Manager

Date: 10/16/14

**EXHIBIT A-2
[SITE PLAN]**



LEGEND

VOID FENCE	---
SMALL FENCE	---
IS-E-C	---
IMPERVIOUS FENCE	---
PERVIOUS FENCE	---

NOTES:

1. ALL DIMENSIONS ARE IN FEET AND INCHES.
2. ALL DIMENSIONS ARE TO FACE UNLESS NOTED OTHERWISE.
3. ALL DIMENSIONS ARE TO CENTER UNLESS NOTED OTHERWISE.
4. ALL DIMENSIONS ARE TO CENTER UNLESS NOTED OTHERWISE.
5. ALL DIMENSIONS ARE TO CENTER UNLESS NOTED OTHERWISE.
6. ALL DIMENSIONS ARE TO CENTER UNLESS NOTED OTHERWISE.
7. ALL DIMENSIONS ARE TO CENTER UNLESS NOTED OTHERWISE.
8. ALL DIMENSIONS ARE TO CENTER UNLESS NOTED OTHERWISE.
9. ALL DIMENSIONS ARE TO CENTER UNLESS NOTED OTHERWISE.
10. ALL DIMENSIONS ARE TO CENTER UNLESS NOTED OTHERWISE.

CLIENT:
AT&T
MOBILITY
4300 MARKET POINTE DR.
BLOOMINGTON, MN 55435

BLACK & VEATCH
2200 MARKET STREET
SUITE 400
MINNEAPOLIS, MN 55402
PROJECT NAME: 120411019

REGISTERED PROFESSIONAL ENGINEER
ROBLEY A. EVANS
2020
IOWA

**AT&T TO VERIFY
REQUIRED SHIELDER
EQUIPMENT.**

- PROJECT DESCRIPTION:**
1. CONDUCT ALL REQUIRED SURVEYS.
 2. DESIGN ALL NECESSARY SHIELDER WALLS AND TOWERING WALLS.
 3. PROVIDE ALL NECESSARY NOTES.
 4. PROVIDE ALL NECESSARY NOTES.
 5. PROVIDE ALL NECESSARY NOTES.
 6. PROVIDE ALL NECESSARY NOTES.
 7. PROVIDE ALL NECESSARY NOTES.
 8. PROVIDE ALL NECESSARY NOTES.
 9. PROVIDE ALL NECESSARY NOTES.
 10. PROVIDE ALL NECESSARY NOTES.

PROJECT LOCATION:
LLWYSSO WEST HIGH
5501 HWY 169N STREET
SIOUX CITY, IA 51105

PROJECT NAME:
COMPOUND PLAN

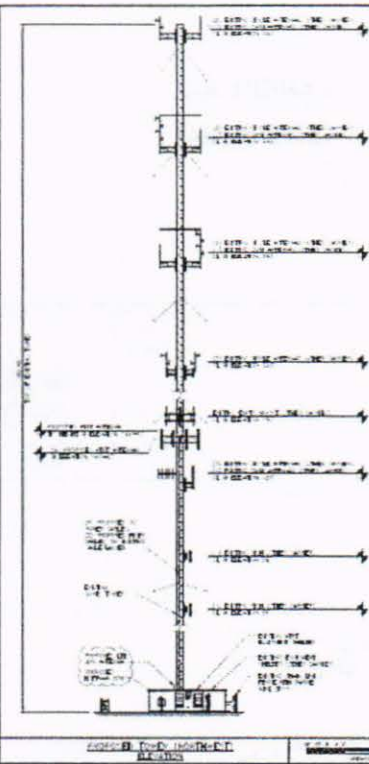
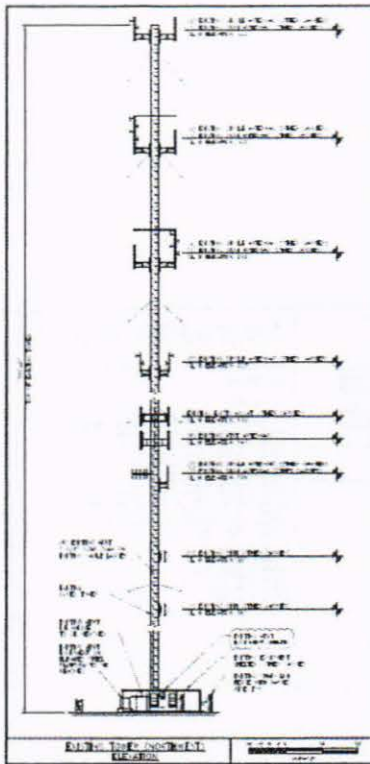
PROJECT NUMBER:
C-2



COMPOUND PLAN



NOTES



W. C. HILLBERRY CIVIL ENGINEER
 1101 W. 10TH ST. S. DULUTH, MINN. 55812
 PROJECT NO. 100-1000
 SHEET NO. 100-1000-1
 DATE: 10/1/58
 DRAWN BY: J. H. HILLBERRY
 CHECKED BY: W. C. HILLBERRY
 TITLE: TOWER SECTION
 SCALE: AS SHOWN
 PROJECT LOCATION: [REDACTED]
 DESIGN NO.: [REDACTED]
 TOWER ELEVATION: [REDACTED]

AT&T
 MOBILITY
 1500 MARKET STREET SU.
 BLOOMINGTON, MN 55425

BLACK & VEATCH
 1500 MARKET STREET SU.
 BLOOMINGTON, MN 55425

REGISTERED PROFESSIONAL ENGINEER
 ROBERT A. EVANS
 20200
 IOWA

PROJECT NO. 100-1000
 SHEET NO. 100-1000-1

DATE: 10/1/58
 DRAWN BY: J. H. HILLBERRY
 CHECKED BY: W. C. HILLBERRY

PROJECT LOCATION: [REDACTED]
 DESIGN NO.: [REDACTED]
 TOWER ELEVATION: [REDACTED]

T-1