

Market: SAN FRANCISCO/SACRAMENTO  
Cell Site Number: CN3531A  
Cell Site Name: NATIVIDAD MED CENTER  
Fixed Asset Number: 10101934

## SECOND AMENDMENT TO COUNTY OF MONTEREY WIRELESS COMMUNICATION SITE LEASE AGREEMENT

**THIS SECOND AMENDMENT TO COUNTY OF MONTEREY WIRELESS COMMUNICATION SITE LEASE AGREEMENT** (“**Amendment**”), dated as of the latter of the signature dates below, is by and between the County of Monterey a political subdivision of the State of California, having a mailing address of 1441 Schilling Place, South Building, 2<sup>nd</sup> Floor, Salinas, CA 93901 (“**LESSOR**”) and New Cingular Wireless PCS, LLC, a Delaware limited liability company, having a mailing address of 1025 Lenox Park Blvd NE, 3<sup>rd</sup> Floor, Atlanta, GA 30319 (“**LESSEE**”).

WHEREAS, LESSOR and LESSEE entered into a Wireless Communication Site Lease Agreement dated June 7<sup>th</sup>, 2006, amended February 16<sup>th</sup> 2012, whereby LESSOR leased to LESSEE certain Premises, therein described, that are a portion of the Property located at 1410 Natividad Road, Salinas, CA ("**Agreement**"); and

WHEREAS, LESSOR and LESSEE executed a Grant of Easement on March 13, 2012 for access and conduit route purposes, which term coincides with the remaining term of the Agreement, including all renewals thereof; and

WHEREAS, LESSEE desires to modify its Equipment, which LESSOR is willing to approve; and

WHEREAS, LESSOR and LESSEE desire to adjust the Lease Fee in conjunction with the modifications to the Agreement contained herein and combine LESSEE rent payment within the Agreement and Grant of Easement into one payment; and

WHEREAS, LESSOR and LESSEE desire to update the Notices section of the Agreement contained herein; and

WHEREAS, LESSOR and LESSEE desire to extend the term of the Agreement contained herein; and

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:

1. **Modification of Equipment.** LESSEE shall have the right to modify the Equipment as more completely described on attached Exhibit B-2. LESSOR’s execution of this Amendment will signify LESSOR’s approval of Exhibit B-2. Exhibit B-2 hereby replaces Exhibit B to the Agreement.
2. **Lease Fee.** Commencing on the first day of the month following the date that LESSEE commences construction of the modifications set forth in this Amendment, the Lease Fee shall be increased to Forty-Six Thousand Eight Hundred and 00/100 Dollars (**\$46,800.00**) annually subject to further adjustments as provided in the Agreement.
3. **Term Extension.** Section 10. EXTENSIONS is amended as follows: This Agreement shall automatically be extended for one (1) additional five (5) year term unless the LESSEE terminates it at the end of the then current term by giving the LESSOR written notice of the intent to terminate not less than six (6) months prior to the end of the then current term.
4. **Notices.** Section 15. NOTICES is replaced with the following:

**Notices.** All notices, requests, demands and communications hereunder will be given by first class certified or registered mail, return receipt requested, or by a nationally recognized overnight courier, postage prepaid, to be effective when properly sent and received, refused or returned undelivered. Notices will be addressed to the parties as follows:

If to LESSOR	County of Monterey	If to LESSEE:	New Cingular Wireless PCS, LLC
	Public Works, Facilities, and Parks (PWFP), Dept.		Attn: Network Real Estate
	c/o Real Property Specialist		Cell Site Number: CN3531A
	1441 Schilling Place		Cell Site Name: NATIVIDAD MED CENTER
	Salinas CA 93901		Fixed Asset Number: 10101934
	Tel: (831) 755-4855		1025 Lenox Park Blvd NE
	Fax: (831) 755-4688		3 <sup>rd</sup> Floor
	Email:		Atlanta, GA 30319
	<a href="mailto:salcidog@co.monterey.ca.us">salcidog@co.monterey.ca.us</a>		
		With copy to:	New Cingular Wireless PCS, LLC
			Attn: Legal Department
			Cell Site Number: CN3531A
			Cell Site Name: NATIVIDAD MED CENTER (CA)
			Fixed Asset Number: 10101934
			208 S. Akard Street
			Dallas, Texas, 75202-4206

5. **Other Terms and Conditions Remain.** In the event of any inconsistencies between the Agreement, and this Amendment, the terms of this Amendment shall control. Except as expressly set forth in this Amendment, the Agreement otherwise is unmodified and remains in full force and effect.
6. **Capitalized Terms.** All capitalized terms used but not defined herein shall have the same meanings as defined in the Agreement.

**IN WITNESS WHEREOF**, the parties have caused this Amendment to be effective as of the last date written below.

**LESSOR:**  
County of Monterey

**LESSEE:**  
New Cingular Wireless PCS, LLC,  
a Delaware limited liability company

By: AT&T Mobility Corporation  
Its: Manager

By: \_\_\_\_\_

Debra R. Wilson, PhD

Title: Contracts-Purchasing Officer

Date: \_\_\_\_\_

By: \_\_\_\_\_

Print Name:

Title:

Date: \_\_\_\_\_

**APPROVED AS TO FORM:**  
**Office of the County Counsel**  
**Leslie J. Girard, County Counsel**

By: \_\_\_\_\_

Mary Grace Perry

Title: Deputy County Counsel

Date: \_\_\_\_\_

**EXHIBIT B-2**

**SKETCH OF THE PREMISES**

**(SEE INSERTED CONSTRUCTION PLANS)**