

SITE NAME: MIN Germanium

AMENDMENT NO. 2 TO SITE LEASE AGREEMENT

This AMENDMENT NO. 2 TO SITE LEASE AGREEMENT ("Amendment") is made this _____ day of _____, 2015, by and between the Board of Water Commissioners of the City of Saint Paul, a Minnesota municipal corporation ("LESSOR"), and Verizon Wireless (VAW) LLC d/b/a Verizon Wireless, a Delaware limited liability company ("LESSEE"), with its principal office located at One Verizon Way, Mail Stop 4AW100, Basking Ridge, New Jersey 07920 (telephone number 866-862-4404), with reference to the facts set forth in the Recitals below:

RECITALS

A. LESSOR and LESSEE, or their predecessors in interest, are parties to a Water Tower Site Lease Agreement dated March 10, 1998 ("Agreement") whereby LESSOR has leased ground space and water tower space to LESSEE at LESSOR'S Cottage Avenue Standpipe site for a wireless communication system.

B. The parties entered into Amendment No. 1 to Site Lease Agreement dated September 3, 2014 to allow for revisions to system and to provide an increase in the annual rent payable to LESSOR under the Agreement.

C. The parties desire to further amend the Agreement at this time to provide for the installation of a fiber optic cable line within a non-exclusive easement.

AGREEMENT

NOW, THEREFORE, in consideration of the facts contained in the Recitals above, the mutual covenants and conditions below, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. EFFECTIVE DATE.

The effective date of this Amendment shall be the date last signed below ("Effective Date").

2. REVISED INSTALLATION.

LESSEE shall have the right to modify its Communications Facilities to install a fiber optic cable from the public right of way to the Leased Premises as described and depicted on Exhibit A (Construction Drawings dated August 12, 2015), attached hereto and incorporated herein.

a. LESSEE shall have the right to modify its Communications Facilities as described and depicted on Exhibit A.

b. Exhibit B-1 of the Agreement is hereby supplemented by Exhibit A, attached hereto and incorporated herein.

3. LIMITED TERM NON-EXCLUSIVE UTILITY EASEMENT.

LESSOR hereby grants to LESSEE a limited term non-exclusive utility easement for the installation of utilities and said fiber optic cable, as described in Exhibit B, attached hereto and incorporated herein, and depicted in site survey dated August 10, 2015, attached hereto as Exhibit C and incorporated herein. The easement shall be extinguished upon the expiration or termination of the Agreement.

4. CONSIDERATION.

As consideration for the rights granted herein, LESSEE shall make a one-time payment to LESSOR in the amount of One Thousand Dollars (\$1000.00) at the following address:

Board of Water Commissioners
Attn: Accounting
1900 Rice Street, Office Building
Saint Paul, Minnesota 55113

LESSOR acknowledges that such payment has been received and that no additional payments are owing for purposes of this Amendment.

5. RATIFICATION OF THE AGREEMENT.

a. Except as specifically modified by this Amendment, the parties agree that all of the terms and conditions of the Agreement are in full force and effect and remain unmodified, and the parties hereby ratify and reaffirm the terms and conditions of the Agreement and agree to perform and comply with the same.

b. In the event of a conflict between any term or provision of the Agreement and this Amendment, the terms and provisions of this Amendment shall control.

c. Except as otherwise stated in this Amendment, all initially capitalized terms will have the same respective defined meaning stated in the Agreement. All captions are for reference purposes only and shall not be used in the construction or interpretation of this Amendment.

Signatures on following page

IN WITNESS WHEREOF, LESSOR and LESSEE have caused this Amendment to be executed by each party's duly authorized representative as of the Effective Date.

For LESSOR:
Approved:

**BOARD OF WATER COMMISSIONERS
OF THE CITY OF SAINT PAUL**

Stephen P. Schneider, General Manager
Saint Paul Regional Water Services

Matt Anfang, President

Approved as to Form:

Mollie Gagnelius, Secretary

Assistant City Attorney

Todd Hurley, Director
Office of Financial Services

CITY OF SAINT PAUL

Kristin Beckmann, Deputy Mayor

Shari Moore, City Clerk

For LESSEE:

**VERIZON WIRELESS (VAW) LLC
d/b/a Verizon Wireless**

By: _____
Aaron Glass

Its: Regional Network Executive Director

Date: _____

ACKNOWLEDGEMENTS

BOARD OF WATER COMMISSIONERS OF THE CITY OF SAINT PAUL

STATE OF MINNESOTA)
) ss.
COUNTY OF RAMSEY)

On _____, 2015, before me, _____, Notary Public, personally appeared Matt Anfang, President, Board of Water Commissioners of the City of Saint Paul, a Minnesota municipal corporation, on behalf of the corporation.

Witness my hand and official seal.

Notary Public

STATE OF MINNESOTA)
) ss.
COUNTY OF RAMSEY)

On _____, 2015, before me, _____, Notary Public, personally appeared Mollie Gagnelius, Secretary, Board of Water Commissioners of the City of Saint Paul, a Minnesota municipal corporation, on behalf of the corporation.

Witness my hand and official seal.

Notary Public

CITY OF SAINT PAUL

STATE OF MINNESOTA)
) ss.
COUNTY OF RAMSEY)

On _____, 2015, before me, _____, Notary Public, personally appeared Kristin Beckmann, Deputy Mayor of the City of Saint Paul, a Minnesota municipal corporation, on behalf of the corporation.

Witness my hand and official seal.

Notary Public

STATE OF MINNESOTA)
) ss.
COUNTY OF RAMSEY)

On _____, 2015, before me, _____, Notary Public, personally appeared Shari Moore, City Clerk, City of Saint Paul, a Minnesota municipal corporation, on behalf of the corporation.

Witness my hand and official seal.

Notary Public

STATE OF MINNESOTA)
) ss.
COUNTY OF RAMSEY)

On _____, 2015, before me, _____, Notary Public, personally appeared Todd Hurley, Director, Office of Financial Services of the City of Saint Paul, a Minnesota municipal corporation, on behalf of the corporation.

Witness my hand and official seal.

Notary Public

Exhibit A

(Attached CDs Rev 0 dated 8/12/2015)

GENERAL NOTES:

1. ULTEIG DID NOT PERFORM A SURVEY ON THIS SITE. THE EXISTING SITE LAYOUT SHOWN ON THESE DRAWINGS IS BASED ON DRAWINGS PROVIDED BY DESIGN 1, DATED 08-26-09. THEREFORE, ULTEIG IS NOT CERTIFYING THE ACCURACY OF THE INFORMATION PROVIDED THAT WAS USED TO COMPLETE THESE DRAWINGS.

2. THE PROPOSED DARK FIBER INSTALLATION ROUTE AND DETAILS SHOWN IN THESE DRAWINGS ARE BASED ON INFORMATION GATHERED FROM A VISUAL SITE WALK COMPLETED BY ULTEIG ON 11-05-14 ALONG WITH THE DIRECTION GIVEN BY A REPRESENTATIVES FROM ZAYO, DELLCOM AND VERIZON WIRELESS.

NOTES:

1. A UTILITY LOCATE SHALL BE PERFORMED PRIOR TO THE START OF CONSTRUCTION TO VERIFY ALL EXISTING UNDERGROUND UTILITIES. IT IS THE CONTRACTOR'S RESPONSIBILITY TO ENSURE THAT EXISTING UTILITIES ARE NOT DAMAGED OR INTERFERED WITH DURING CONSTRUCTION. ULTEIG ASSUMES NO RESPONSIBILITY FOR ANY DAMAGE TO EXISTING UTILITIES AS A RESULT OF THE FIBER INSTALLATION.

2. PRIOR TO START OF CONSTRUCTION THE CONTRACTOR SHALL VERIFY ALL SIZES OF EXISTING AND/OR PROPOSED CONDUITS, PENETRATIONS, AND HAND HOLES THAT WILL BE UTILIZED FOR THE DARK FIBER INSTALLATION ALONG WITH ALL OTHER MATERIALS NEEDED FOR INSTALLATION.

3. ON SITE CONDITIONS SHALL BE CONFIRMED PRIOR TO THE START OF CONSTRUCTION.

4. CONTRACTOR SHALL VERIFY EXACT PROPERTY & R-O-W LINE LOCATIONS PRIOR TO CONSTRUCTION.

5. CONTRACTOR SHALL FOLLOW ALL LOCAL MUNICIPAL CODES FOR CONDUIT SPECIFICATION AND INSTALLATION.

6. CARE SHALL BE TAKEN BY THE CONTRACTOR WHILE DIRECTIONAL BORING OR EXCAVATING THE TRENCH FOR PLACING THE PROPOSED UNDERGROUND CONDUIT.

7. HAND DIGGING SHALL BE PERFORMED WHERE REQUIRED TO PREVENT INTERFERING WITH OR CAUSING DAMAGE TO THE EXISTING INFRASTRUCTURE, BUILDING, OR ANY OTHER STRUCTURE IN THE AREA IMPACTED BY THE INSTALLATION. THIS INCLUDES, BUT IS NOT LIMITED TO, AT THE BUILDING, IN THE VICINITY OF ANY OTHER EXISTING STRUCTURE, AND IN THE VICINITY OF EXISTING UNDERGROUND CONDUITS, UTILITY LINES, ETC.

8. CONTRACTOR SHALL RESTORE THE SITE TO ITS ORIGINAL CONDITIONS BY EITHER SEEDING OR SODDING GRASS AREAS, OR REPLACING ASPHALT OR CONCRETE AREAS TO ITS ORIGINAL CONDITION.

9. EXISTING UTILITIES MUST BE PROTECTED DURING CONSTRUCTION OF THE PROPOSED IMPROVEMENTS.

10. WITHIN 30 DAYS OF SYSTEM CONVERSION FROM TTMI TO VERIZON FIBER, VERIZON SHALL REMOVE THE CONDUIT FROM THE TTMI LEASE AREA TO THE VERIZON EQUIPMENT SHELTER. DIGGING WILL NEED TO BE DONE BY HAND.

DARK FIBER INSTALLATION NOTES:

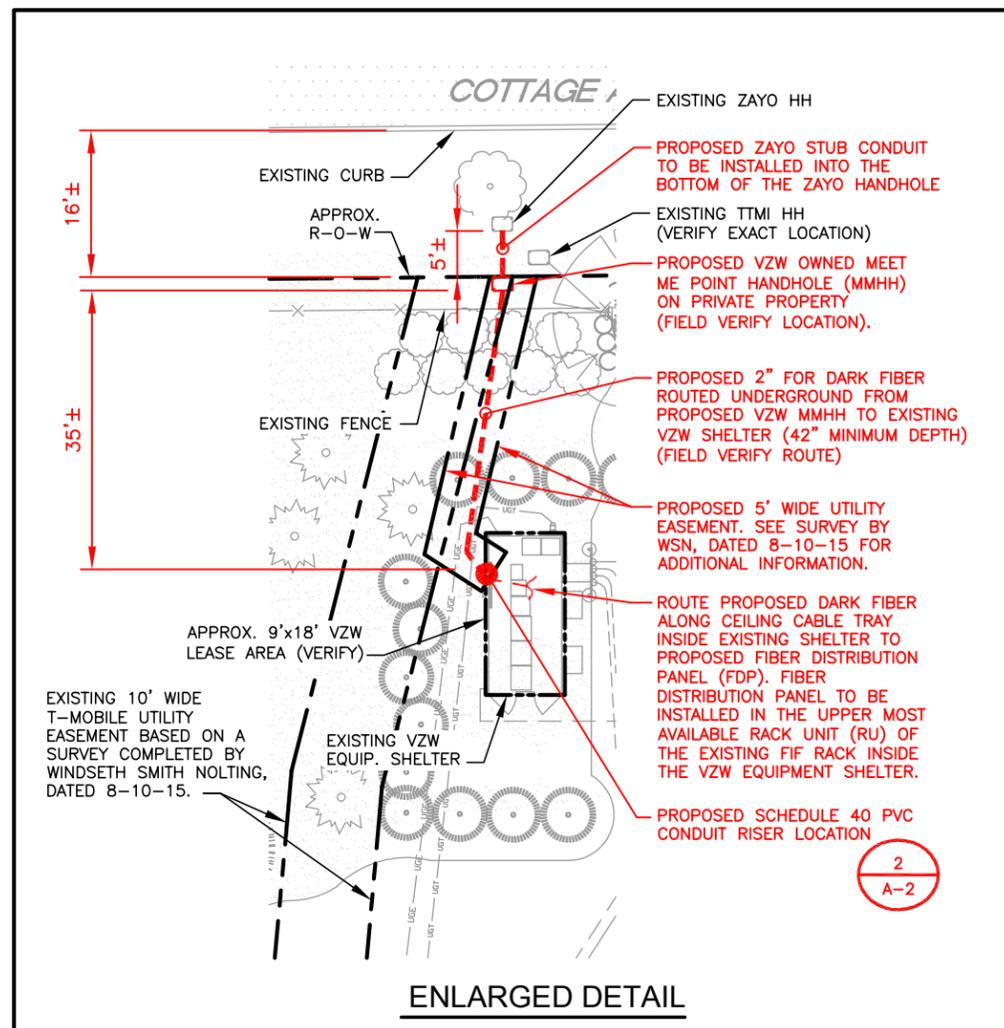
1. A PULL STRING (MULE TAPE) SHALL BE PLACED IN EVERY DFTT CONDUIT (EXISTING AND NEW). CONTRACTOR TO PLACE A P-TOUCH LABEL AT THE END OF MULE TAPE THAT CALLS OUT DISTANCE FROM MEET ME POINT HANDHOLE (MMHH) TO EQUIPMENT RACK.

1A. FIBER PROVIDER TO INSTALL A PULL STRING IN DFTT CONDUIT, WITH THEIR FIBER INSTALL, FOR FUTURE USE.

2. A LOCATE WIRE SHALL BE PLACED IN EVERY DFTT CONDUIT (EXISTING AND NEW).

3. ALL 90 DEGREE CONDUIT TURNS SHALL BE A "SWEEPING 90"; THE SWEEP RADIUS SHALL BE WITHIN A RANGE OF 30-36 DEGREES.

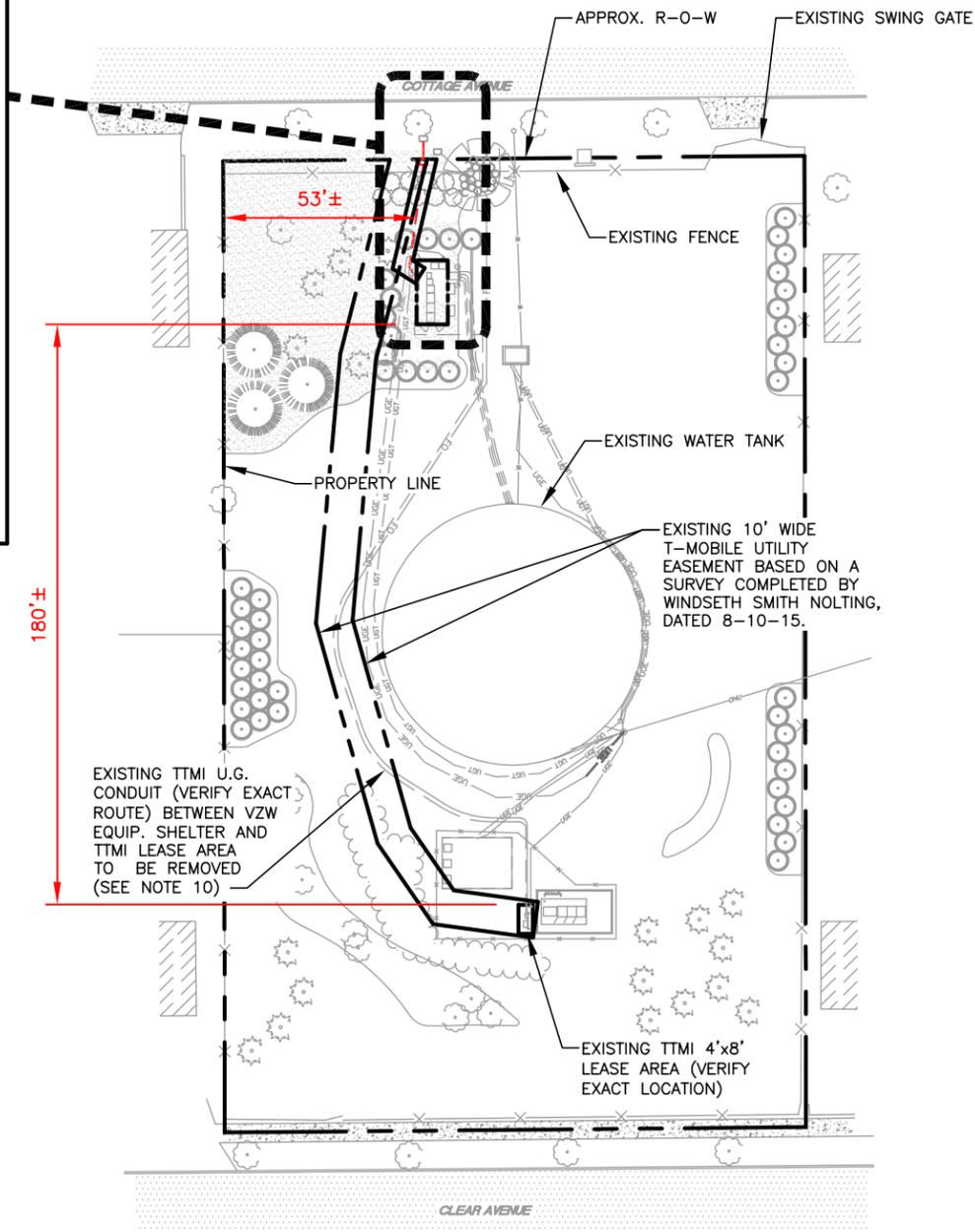
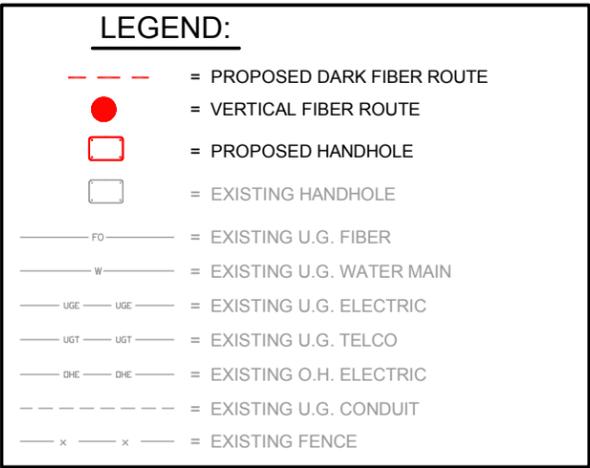
4. A HANDHOLE SHALL BE PLACED AT A 90 DEGREE TURN ONLY IF THERE IS NO ROOM FOR A SWEEPING 90.



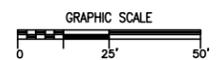
NOTE:
 SEE DETAIL 6/A-3 FOR HANDHOLE SPECIFICATIONS

FIBER TYPE NOTE:

FIBER TYPE SHALL BE OSP RATED PER ZAYO GROUP, LLC. (CONFIRM FIBER TYPE PRIOR TO CONSTRUCTION)



1 OVERALL SITE PLAN
 SCALE: 1" = 50'



UEI PROJ. # 14.00481

I hereby certify that this plan specification, or report was prepared by me or under my direct supervision and that I am a duly Licensed Professional Engineer under the laws of the State of Minnesota.

Typed or Printed Name: ISAAC ODLAND

Signature: *Isaac Odland*

Lic. No.: 47985

Date: 08-12-15



VERIZON WIRELESS
 10801 BUSH LAKE ROAD
 BLOOMINGTON, MN 55438

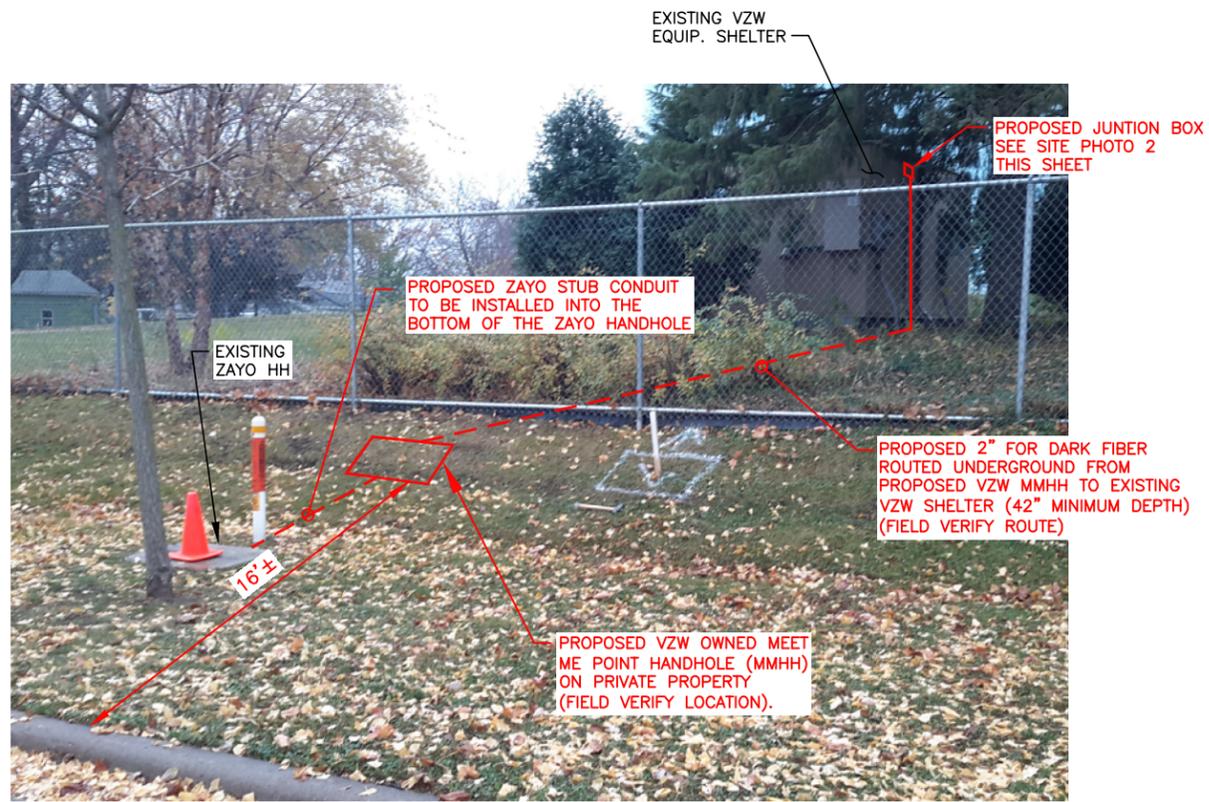
PROJECT

MINC GERANIUM DARK FIBER PROJECT
 2095-A CLEAR AVENUE
 ST. PAUL, MN 55119

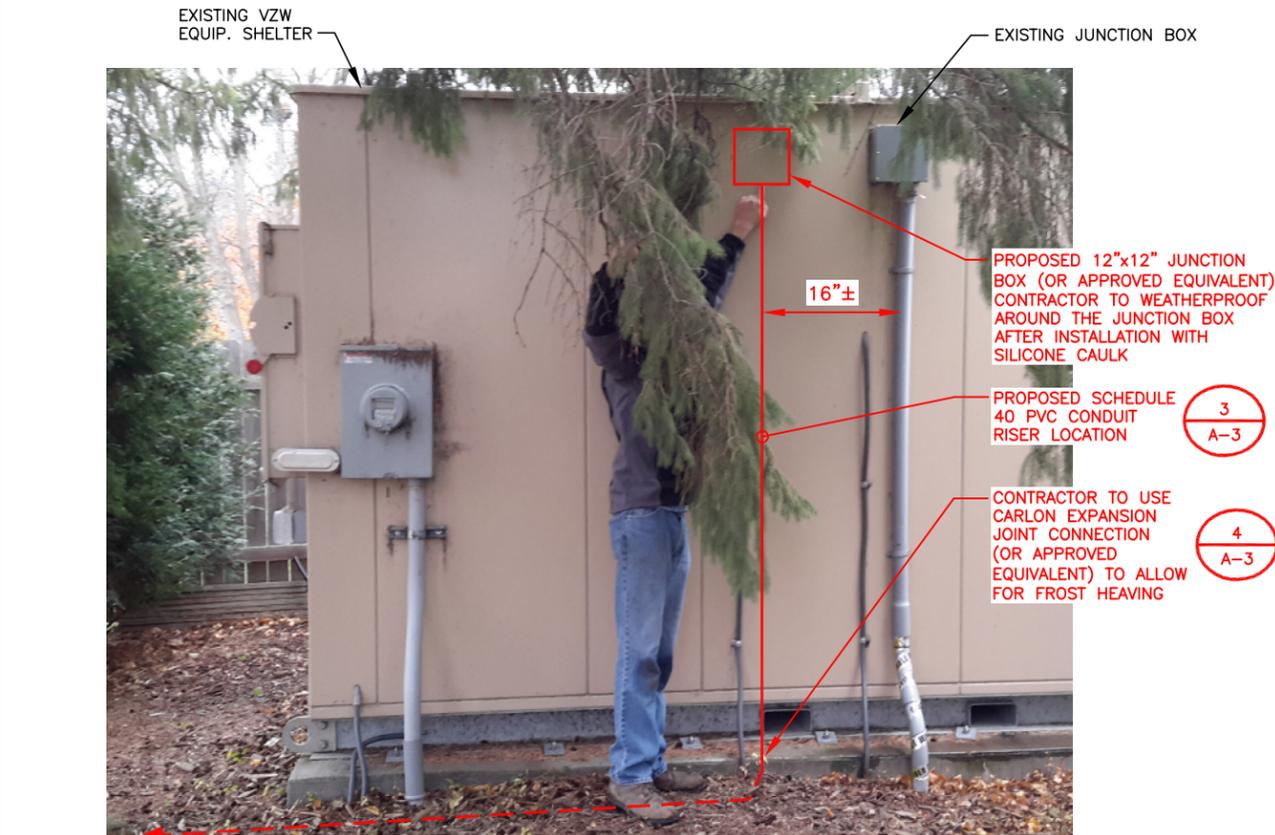
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CHECKED BY:	IJO
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REV. B	12.01.14
REV. B	06.16.15
REV. B	07.07.15
REV. C	07.21.15
REV. 0	08.12.15

A-1



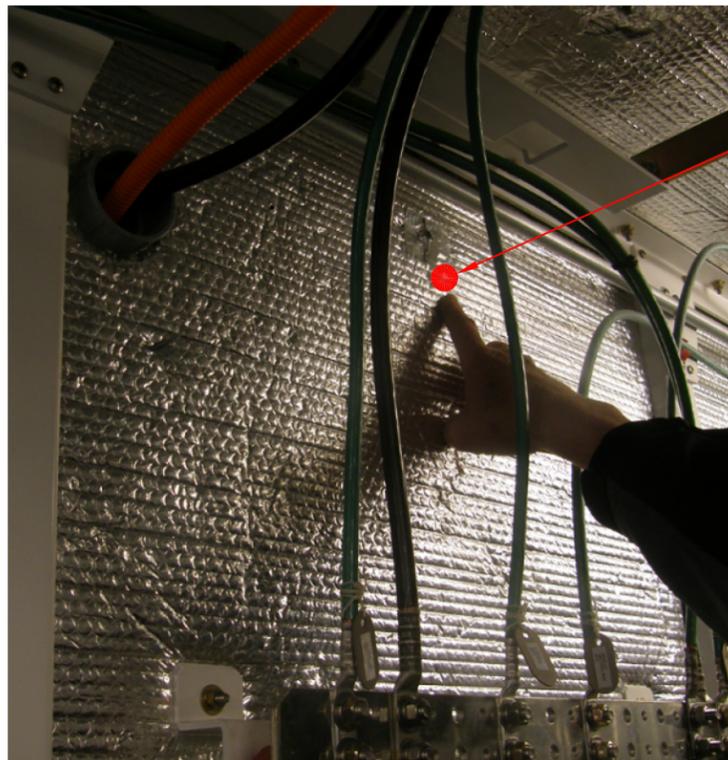
1 SITE PHOTO
SCALE: NONE



TO PROPOSED VZW MMHH

2 SITE PHOTO
SCALE: NONE

SEE 5/A-3 FOR TYPICAL GROUNDING DETAIL



3 SITE PHOTO
SCALE: NONE



4 SITE PHOTO
SCALE: NONE



4285 Lexington Avenue N.
St. Paul, Minnesota 55128
Phone: 651.416.3800 Fax: 651.416.2001
St. Paul - Blainville - Denver - Detroit Lakes - Fargo - Sioux Falls
Web: www.ulteig.com

UEI PROJ. # 14.00481

I hereby certify that this plan specification, or report was prepared by me or under my direct supervision and that I am a duly Licensed Professional Engineer under the laws of the State of Minnesota.

Typed or Printed Name: ISAAC ODLAND

Signature: *Isaac Odland*

Lic. No.: 47985

Date: 08-12-15



10801 BUSH LAKE ROAD
BLOOMINGTON, MN 55438

PROJECT

MINC
GERANIUM
DARK FIBER
PROJECT

2095-A CLEAR AVENUE
ST. PAUL, MN 55119

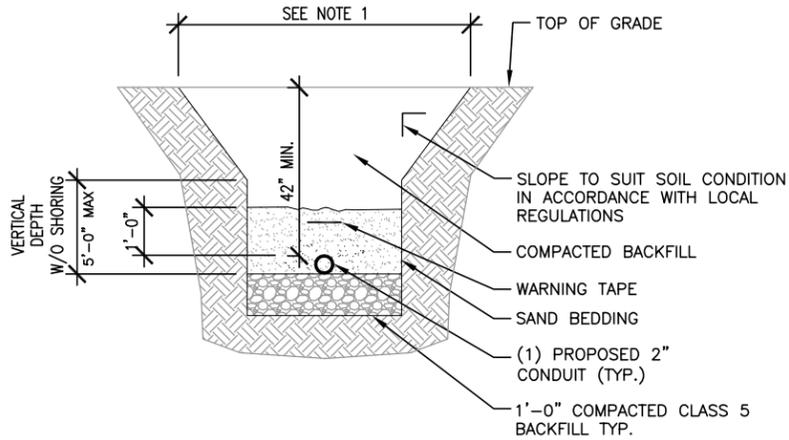
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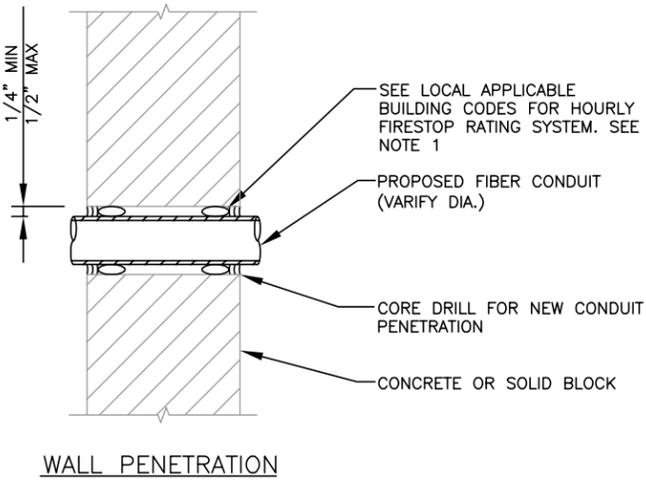
A-2

NOTES

1. CONTRACTOR SHALL RESTORE THE TRENCH TO ITS ORIGINAL CONDITIONS BY EITHER SEEDING OR SODDING GRASS AREAS, OR REPLACING ASPHALT OR CONCRETE AREAS TO ITS ORIGINAL CROSS SECTION.
2. CARE SHALL BE TAKEN BY THE CONTRACTOR WHILE EXCAVATING THE TRENCH FOR PLACING THE PROPOSED UNDERGROUND CONDUIT.
3. HAND DIGGING SHALL BE PERFORMED WHERE REQUIRED TO PREVENT INTERFERING WITH OR CAUSING DAMAGE TO THE EXISTING INFRASTRUCTURE, BUILDING, OR ANY OTHER STRUCTURE IN THE AREA IMPACTED BY THE INSTALLATION. THIS INCLUDES, BUT IS NOT LIMITED TO, AT THE BUILDING, IN THE VICINITY OF ANY OTHER EXISTING STRUCTURE, AND IN THE VICINITY OF EXISTING UNDERGROUND CONDUITS, UTILITY LINES, ETC.
4. A UTILITY LOCATE SHALL BE PERFORMED PRIOR TO THE START OF CONSTRUCTION TO VERIFY ALL EXISTING UNDERGROUND UTILITIES.
5. SITE SHALL BE SCRAPPED TO A DEPTH OF 3" MINIMUM TO REMOVE VEGETATIVE MATTER. EXCESS MATERIAL GENERATED FROM SCRAPPING ACTIVITIES SHALL BECOME THE PROPERTY OF THE CONTRACTOR AND BE DISPOSED OF OFF-SITE.
6. EXCAVATION MATERIAL SHALL BE USED FOR SURFACE GRADING AS NECESSARY; EXCESS MATERIAL SHALL BECOME THE PROPERTY OF THE CONTRACTOR AND BE DISPOSED OF OFF-SITE.
7. CONTRACTOR TO PROVIDE A MINIMUM OF 4" SELECT TOPSOIL BORROW AND SEED TO ALL DISTURBED AREAS TO BE RESTORED WITH VEGETATION. SEED MIX SHALL BE APPROVED BY THE SPRWS.



1 TYPICAL UTILITY TRENCH DETAIL
SCALE: NONE

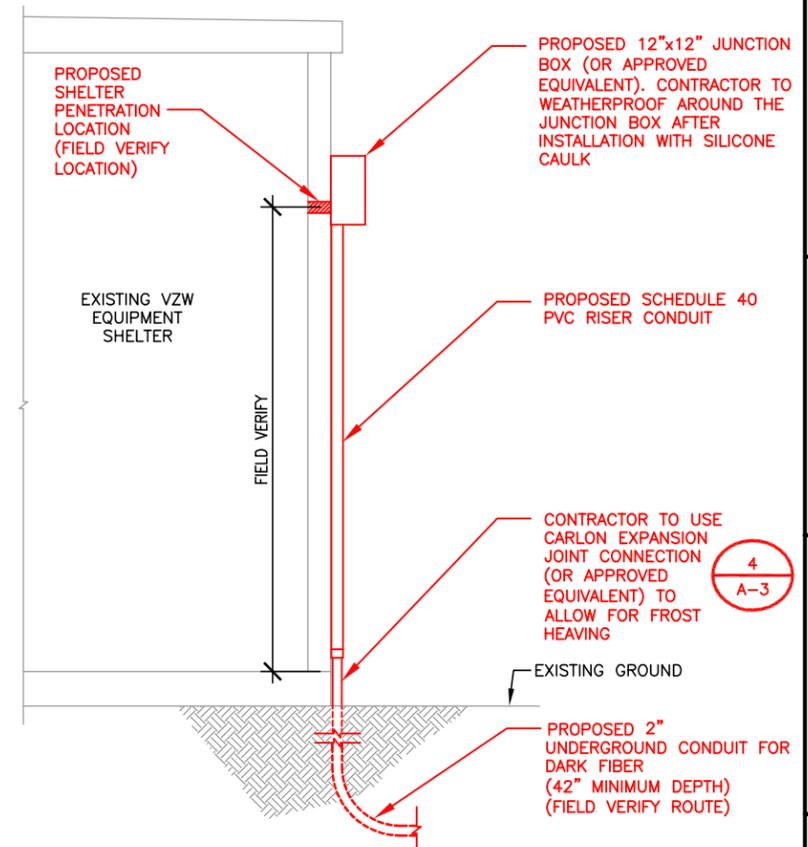


WALL PENETRATION

NOTES

1. CONTRACTOR SHALL COMPLY WITH ALL BUILDING CODES AS WELL AS LANDLORD AND LOCAL JURISDICTION REQUIREMENTS.
2. PRIOR TO CUTTING PENETRATIONS CONTRACTOR SHALL X-RAY THE EXISTING CONCRETE FLOORS AND WALLS AT ALL PROPOSED PENETRATION LOCATIONS TO VERIFY EXISTING WALL REINFORCEMENT. ADJUST PENETRATION LOCATIONS AS NEEDED TO AVOID ALL EXISTING REINFORCEMENT.
2. CONTRACTOR SHALL NOT CUT ANY CONCRETE REINFORCEMENT, AND EXISTING REINFORCEMENT SHALL MAINTAIN ITS ORIGINAL PURPOSE AND INTEGRITY.
3. ULTEIG DID NOT PERFORM A REVIEW IN REGARDS TO FIRE SAFETY.

2 TYPICAL PENETRATION CONDUIT DETAIL (AS REQ)
SCALE: NONE



3 TYPICAL SHELTER CONDUIT DETAIL
SCALE: NONE



UEI PROJ. # 14.00481
I hereby certify that this plan specification, or report was prepared by me or under my direct supervision and that I am a duly Licensed Professional Engineer under the laws of the State of Minnesota.
Typed or Printed Name: ISAAC ODLAND
Signature: *Isaac Odland*
Lic. No.: 47985
Date: 08-12-15



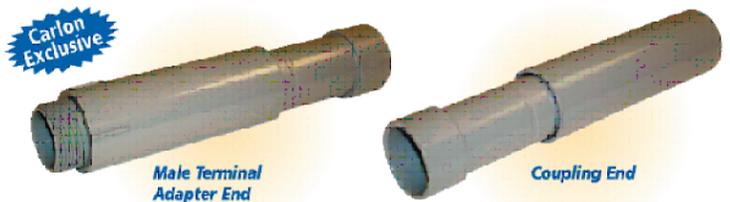
VERIZON WIRELESS
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BLOOMINGTON, MN 55438

PROJECT
MINC GERANIUM DARK FIBER PROJECT
2095-A CLEAR AVENUE
ST. PAUL, MN 55119

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DETAILS

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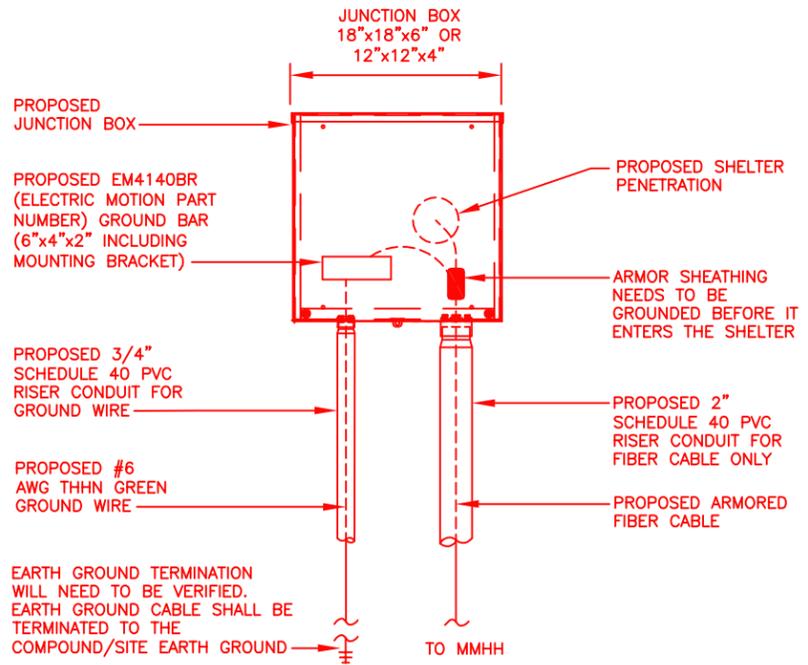
A-3



NOTES:

1. CARLON EXPANSION JOINT CONNECTION (OR APPROVED EQUIVALENT) TO BE INSTALLED AT GRADE NEXT TO SHELTER TO ALLOW FOR FROST HEAVING.
2. CARLON EXPANSION JOINT CONNECTIONS SHALL BE INSTALLED PER MANUFACTURER'S REQUIREMENTS AND SPECIFICATIONS.

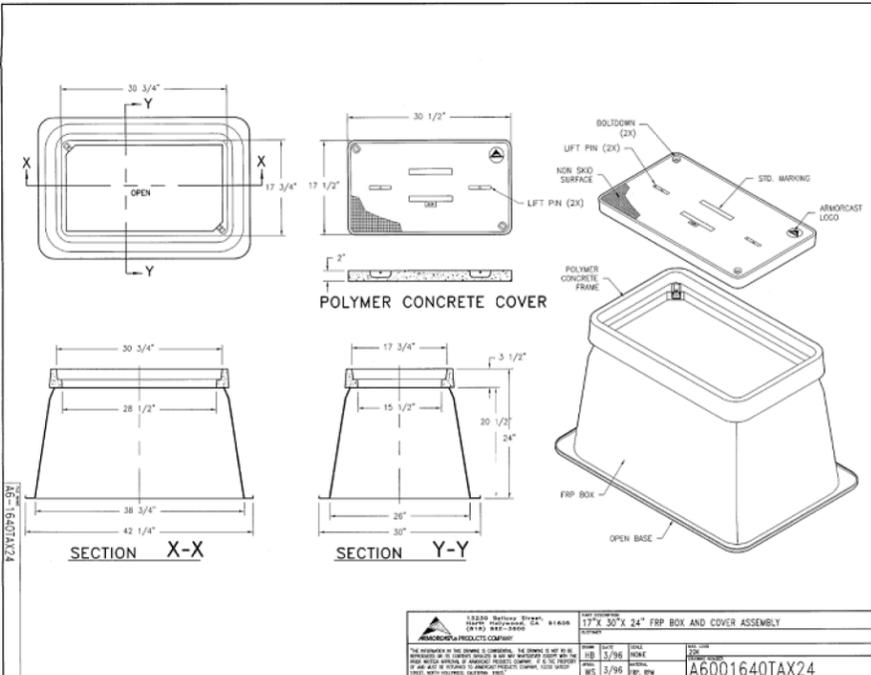
4 CARLON EXPANSION JOINT CONNECTION DETAIL
SCALE: NONE



NOTES:

1. #6 THHN GREEN CABLE TO BE USED FOR THE GROUNDING CABLE.
2. EARTH GROUND SHALL BE TERMINATED TO THE COMOUND/SITE EARTH GROUND.
3. IN-BUILDING AND WATER TOWERS: IF YOU ARE ATTEMPTING TO GROUND TO AN EXISTING GROUND BAR WITHIN THE BUILDING OR WATER TOWER, SECURE LANDLORD APPROVAL PRIOR TO GROUNDING.

5 PROPOSED JUNCTION BOX/GROUNDING DETAIL (TYP.)
SCALE: NONE (FRONT ELEVATION)



6 TYPICAL HANDHOLE DETAIL
SCALE: NONE

EXHIBIT B

Legal Description of Limited Term Non-Exclusive Utility Easement

A 5.00 foot wide easement for utility purposes over, under and across the Southeast Quarter of Section 23, Township 29 North, Range 22 West of the Fourth Principal Meridian, Ramsey County, Minnesota, the centerline of said easement is described as follows:

Commencing at the northeast corner of said Southeast Quarter; thence South 89 degrees 34 minutes 08 seconds West along the North line of said Southeast Quarter, a distance of 1832.24 feet; thence South 0 degrees 25 minutes 52 seconds East, a distance of 724.11 feet to the Point of Beginning of the centerline to be described; thence North 60 degrees 19 minutes 33 seconds West, a distance of 5.00 feet; thence North 13 degrees 11 minutes 18 seconds East, a distance of 34.00 feet to the south right of way line of East Cottage Avenue and said centerline there terminating.

The sidelines of said easement shall be shortened or lengthened to terminate as said south right of way line of East Cottage Avenue.

Exhibit C
(Attached Survey)

SITE SURVEY

PROPERTY DESCRIPTION: (per North Title Inc. Owner and Encumbrance Report, Certificate of Title No. 118893, dated May 7, 2015.)

That part of the Southeast Quarter of Section 23, Township 29, Range 22, commencing at a point 678.81 feet East of the Northwest corner of Lot 12, Katherine's Addition; thence South 268.97 feet to a point 711.69 feet Easterly from the West line of the Northwest quarter of the Southeast quarter of Section 23, Township 29, Range 22; thence Easterly 162 feet; thence Northerly to the South line of Cottage Avenue; thence Westerly to the place of beginning. It being intended, hereby to describe and convey those certain premises comprised in Lots 8, 9, 10, 11, 12 and 13, Block 1 of "Proposed Hillcrest Terrace," as shown on Plat entitled "Exhibit A" attached hereto, as part of hereof.

SUBJECT TO THE FOLLOWING:

- Memorandum of Lease filed July 11, 2008 as Document No. 4106271.
- This Memorandum of Lease between the City of St. Paul and T-Mobile does not describe any specific lease areas or easements. This document is not shown on the survey.

PROPOSED UTILITY EASEMENT DESCRIPTION:

A 5.00 foot wide easement for utility purposes over, under and across the Southeast Quarter of Section 23, Township 29 North, Range 22 West of the Fourth Principal Meridian, Ramsey County, Minnesota, the centerline of said easement is described as follows:

Commencing at the northeast corner of said Southeast Quarter; thence South 89 degrees 34 minutes 08 seconds West along the North line of said Southeast Quarter, a distance of 1832.24 feet; thence South 0 degrees 25 minutes 52 seconds East, a distance of 724.11 feet to the Point of Beginning of the centerline to be described; thence North 60 degrees 19 minutes 33 seconds West, a distance of 5.00 feet; thence North 13 degrees 11 minutes 18 seconds East, a distance of 34.00 feet to the south right of way line of East Cottage Avenue and said centerline there terminating.

The sidelines of said easement shall be shortened or lengthened to terminate at said south right of way line of East Cottage Avenue.

SHEET 1 OF 2 SHEETS

<p>SITE NAME: MINC GERANIUM DARK FIBER PROJECT</p> <p>Ramsey County, MN</p>						<p>I HEREBY CERTIFY THAT THIS DOCUMENT WAS PREPARED BY ME OR UNDER MY DIRECT SUPERVISION AND THAT I AM A DULY LICENSED LAND SURVEYOR UNDER THE LAWS OF THE STATE OF MINNESOTA.</p> <p>SIGNATURE: </p> <p style="text-align: center;">SHAWN M. KUPCHO, L.S. LICENSE # 49021</p>	<p>FULL SCALE ON 22"x34" HALF SCALE ON 11"x17"</p> <p>0494A1647.001</p>	 <p>WIDSETH SMITH NOLTING Engineering Architecture Surveying Environmental</p>																
		<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th>No.</th> <th>Date</th> <th>REVISIONS</th> <th>By</th> <th>CHK</th> <th>APPD</th> </tr> </thead> <tbody> <tr> <td colspan="6">FIELD WORK: 2/26/15 & 5/18/15</td> </tr> <tr> <td colspan="2"></td> <td>CHECKED BY: SMK</td> <td colspan="2">DRAWN BY: NTG/SMK</td> <td></td> </tr> </tbody> </table>		No.	Date	REVISIONS	By	CHK	APPD	FIELD WORK: 2/26/15 & 5/18/15								CHECKED BY: SMK	DRAWN BY: NTG/SMK					© 2015 WIDSETH SMITH NOLTING
No.	Date	REVISIONS	By	CHK	APPD																			
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