

**AMENDMENT NO. 1 TO SITE LEASE AGREEMENT
BETWEEN
BOARD OF WATER COMMISSIONERS OF THE CITY OF SAINT PAUL
AND
T-MOBILE CENTRAL, LLC**

This **AMENDMENT NO. 1 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, T-Mobile Central LLC, a Delaware limited liability company, successor in interest to APT Minneapolis, Inc. ("Lessee").

RECITALS

A. Lessor and Lessee are parties to a Site Lease Agreement dated September 25, 1996 ("Agreement") whereby Lessor has leased ground space and water tower space to Lessee at Lessor's McKnight Road Water Tower site, addressed as 393 N McKnight Road, Saint Paul, Minnesota 55119.

B. Lessor and Lessee desire to amend the Agreement to (i) allow for the installation of three (3) additional Antennas; three (3) Remote Radio Units and one (1) Hybrid cable, and to (ii) provide for an increase in the annual rent payable to Lessor under the Agreement.

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.**

a. Lessee shall have the right to modify its Communications Facilities as described and depicted on Exhibit A (Construction Drawings Rev 2 dated March 5, 2015), attached hereto and incorporated herein.

b. Exhibit E of the Agreement is deleted in its entirety and replaced with Exhibit E-1, attached hereto and incorporated herein.

3. **REVISED ANNUAL RENT.** As consideration for the rights granted herein, commencing on the Effective Date of the Agreement, the annual Base Rent, as described in Section 3 of the Agreement, shall be Thirty-One Thousand Seven Hundred Sixty-Three and

Site # A1N0030A
Market: Minneapolis

45/100 Dollars (\$31,763.45). The resulting increase in rent for 2015 shall be prorated from the Effective Date of this Amendment.

Lessee shall make all payments of rent to Lessor at the following address:

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

4. NOTICE. Each party's notice address in Section 13 of the Agreement is hereby replaced with the following:

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

LESSEE: T-Mobile Central LLC
12920 SE 38th Street
Bellevue, WA 98006
Attn: Lease Compliance A1N0030A

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.

[Remainder of page left intentionally blank.]

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Market: Minneapolis

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.

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

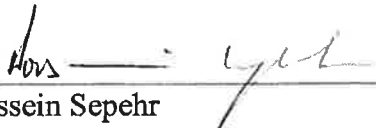
CITY OF SAINT PAUL

Kristin Beckmann, Deputy Mayor

Shari Moore, City Clerk

Date of Execution by Lessor: _____

T-MOBILE CENTRAL LLC



Hossein Sepehr
Area Director, Network Engineering & Ops

Date of Execution by Lessee: 4/21/15

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 _____, 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

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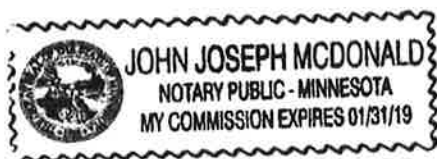
T-MOBILE CENTRAL LLC

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

I certify that I know or have satisfactory evidence that Hossein Sepehr is the person who appeared before me, and said person acknowledged that he signed this instrument, on oath stated that he was authorized to execute the instrument and acknowledged it as the Area Director, Network Engineering & Ops of T-Mobile Central LLC, a Delaware limited liability company, to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

Dated: 4/22/2015

Witness my hand and official seal.



A handwritten signature in dark ink, appearing to read "H. Sepehr", written over a horizontal line.

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Market: Minneapolis

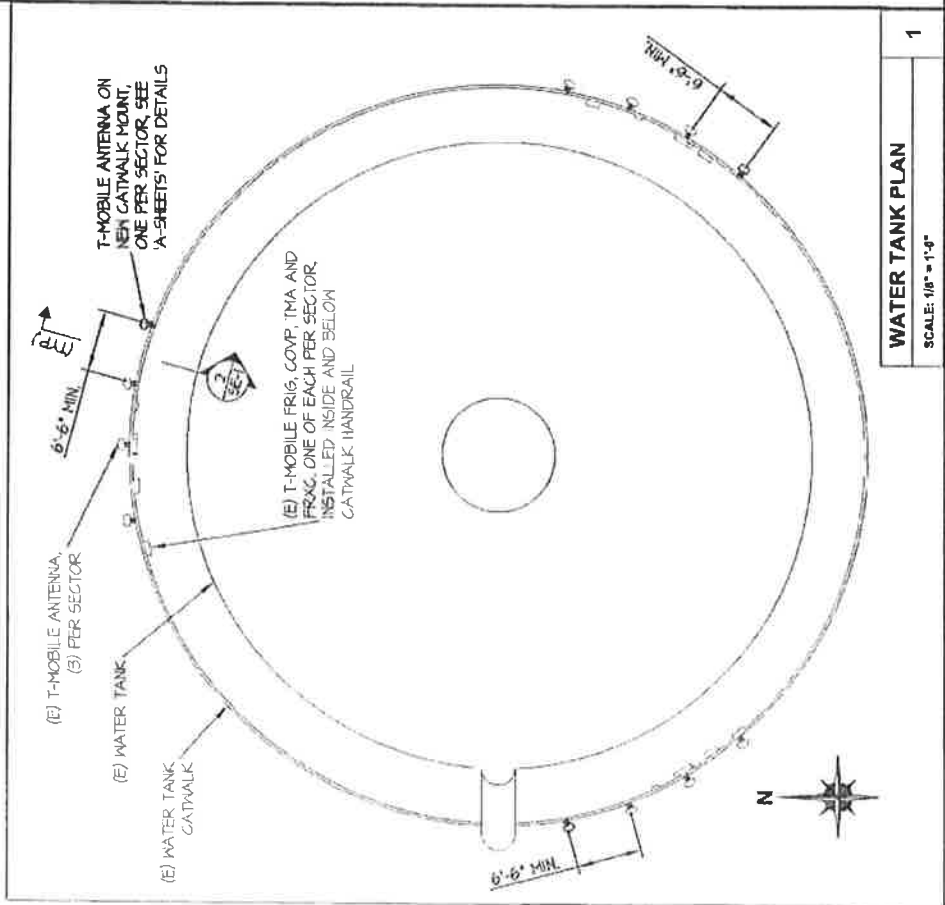
Exhibit A
(Attached CDs Rev 2 dated 3/5/15)

SEWAGE WATER TANK CLEANING AND PAINTING REQUIREMENTS

GENERAL	SUMMARY	1. INTERIOR EXPOSED FERROUS METAL AND GALVANIZED STEEL. A. PRIMER: SHERWIN WILLIAMS WACKERFLEX 848 ON THERMEX SERIES 181 1. NUMBER OF COATS: TWO 2. DRY FILM THICKNESS: 4.0-6.0 MILS (PER COAT) 3. COLOR: BY OWNER 2. EXTERIOR EXPOSED FERROUS METAL AND GALVANIZED STEEL: A. PRIMER: SHERWIN WILLIAMS WACKERFLEX 848 ON THERMEX SERIES 181 OR 188 1. NUMBER OF COATS: ONE 2. DRY FILM THICKNESS: 4.0-6.0 MILS 3. COLOR: BY OWNER B. PRIMER: SHERWIN WILLIAMS ACRYLON 213 ON THERMEX SERIES 19740/19750 1. NUMBER OF COATS: ONE 2. DRY FILM THICKNESS: 2.0-3.0 MILS 3. COLOR: BY OWNER 3. ALUMINUM COATINGS A. PRIMER: SHERWIN WILLIAMS FLO-COAT 9990A 1. NUMBER OF COATS: ONE 2. DRY FILM THICKNESS: 2.0-4.0 MILS B. PRIMER: SHERWIN WILLIAMS FLO-COAT 9990A 1. NUMBER OF COATS: ONE 2. DRY FILM THICKNESS: 2.0-4.0 MILS 3. COLOR: BY OWNER 4. COATING: DABLE A. PRIMER: K-1-B 130 1. NUMBER OF COATS: ONE 2. DRY FILM THICKNESS: 2.0-3.0 MILS B. PRIMER: SHERWIN WILLIAMS FLO-COAT 9990A 1. NUMBER OF COATS: ONE 2. DRY FILM THICKNESS: 2.0-4.0 MILS 3. COLOR: BY OWNER	REPAIR OF AREAS DAMAGED BY WEILING A. REPAIR THE DAMAGE BY ONE OF THE FOLLOWING METHODS AS DIRECTED BY THE ENGINEER 1. ABRASIVE-BLAST TO SSPC-SP9 2. MECHANICALLY CLEAN TO SSPC-SP9 B. FINISH COAT TO PROVIDE MAXIMUM CORROSION PROTECTION C. APPLY PRIMER COAT TO BARE METAL SURFACE D. APPLY FINISH COAT QUALITY CONTROL: A. MEASURE DRY FILM THICKNESS WITH A WACKERFLEX FLM THICKNESS GAGE IN ACCORDANCE WITH SSPC-PA2 B. VISUALLY INSPECT THE FILM FOR RAGS, SANDS, DRY SPOTS, DISCONTINUITIES, UNDESIRABLE PARTICLES AND MOISTURE C. REPAIR DEFECTIVE OR DAMAGED AREAS IN ACCORDANCE WITH ARTICLES 3.02, 3.03, AND 3.04	3.04
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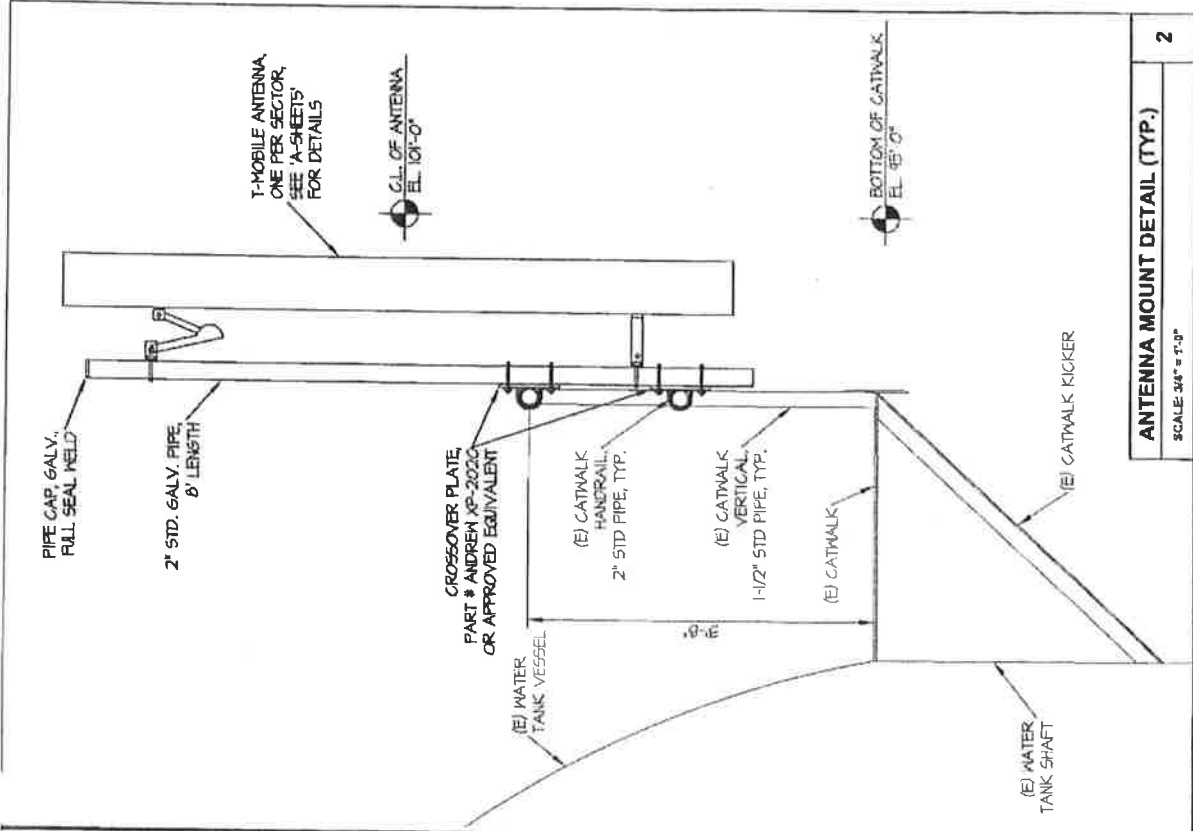
NOTES:

1. ALL EXISTING DIMENSIONS AND CONDITIONS SHALL BE FIELD VERIFIED PRIOR TO FABRICATION AND INSTALLATION. IF SIGNIFICANT DEVIATIONS OR DETERIORATION ARE ENCOUNTERED AT THE TIME OF CONSTRUCTION, A REPAIR PERMIT WILL BE OBTAINED AND CONTRACTOR SHALL NOTIFY STRUCTURAL ENGINEER IMMEDIATELY.
2. "W-T COMMUNICATION DESIGN GROUP, LLC" PERFORMED A WATER TANK MAPPING ON 4-23-2014. IT WAS PROPOSED TO ADD THE ANTENNAS ON THE EXISTING WATER TANK SHAFT. THE WATER TANK APPEARED TO BE IN GOOD CONDITION.
3. DO NOT SCALE DRAWINGS



WATER TANK PLAN
SCALE: 1/8" = 1'-0"

1



ANTENNA MOUNT DETAIL (TYP.)
SCALE: 3/4" = 1'-0"

2

T-Mobile
stick together.
800.857.2765
10000 N. 100th Ave.
Suite 100
Eden Prairie, MN 55324

W-T
W-T COMMUNICATION
DESIGN GROUP, LLC
10000 N. 100th Ave.
Suite 100
Eden Prairie, MN 55324

PLANS PREPARED BY:

DATE: 4/23/2014
BY: J. J. JENSEN
CHK: J. J. JENSEN
APP: J. J. JENSEN

DATE: 4/23/2014
BY: J. J. JENSEN
CHK: J. J. JENSEN
APP: J. J. JENSEN

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CHK: J. J. JENSEN
APP: J. J. JENSEN

STPL
WT-MCKNIGHT
A1N0030A

WATER TANK
PLAN & ANTENNA
MOUNT DETAIL

SHEET NUMBER
SE-1

SCALE: 1/8" = 1'-0"

10. GENERAL CONDITIONS

2.2. IT IS THE EXPRESS INTENT OF THE PARTIES INVOLVED IN THIS PROJECT THAT THE CONTRACTOR OR SUBCONTRACTOR OR INDEPENDENT CONTRACTOR OR THEIR RESPECTIVE EMPLOYEES OR SMALL EMPLOYERS, THE ARCHITECT, THE ENGINEER, THE CONSTRUCTION MANAGER, THE OWNER, AND THEIR RESPECTIVE EMPLOYEES, LIABILITY INSURANCE CARRIERS, AND OTHERS SHALL BE RELEASED FROM ALL LIABILITY WHATSOEVER AND HOLD THEM HARMLESS AGAINST LOSS OF DAMAGES, LIABILITY, AND ANY EXPENSES INCURRED IN ANY MATTER FROM THE WHOLESALE OR NEGLIGENT ACT OR FAILURE TO CARRY OUT THE WORK DESCRIBED IN ACCORDANCE WITH THE CONTRACT DOCUMENTS, OF THE CONSTRUCTION MEANS, METHODS, TECHNIQUES, SEQUENCES OR PROCEDURES OR FAILURE TO CONFORM TO THE STATE SCAFFOLDING ACT IN CONNECTION WITH THE WORK.

4.4 CONTRACTOR SHALL SUPERVISE AND DIRECT THE WORK AND SHALL AT ALL TIMES BE SOLELY RESPONSIBLE FOR ALL CONSTRUCTIONAL MEANS, METHODS, TECHNIQUES, SEQUENCES, PROCEDURES AND SAFETY (INCLUDING OSHA REGULATIONS).

6 DO NOT SCALE DRAWINGS.

8 SUBMIT ONE COPY OF ALL STRUCTURAL SHOP DRAWINGS FOR REVIEW

A. ANTENNA LOAD

- ### 3. WIND LOAD

- ## 2.0 EXISTING CONDITIONS

ALL EXISTING CONDITIONS WILL BE CHECKED AND VERIFIED IN FIELD. IF SIGNIFICANT DEVIATIONS OR DETERIORATION ARE ENCOUNTERED AT THE TIME OF CONSTRUCTION A REPAIR PERMIT WILL BE OBTAINED AND CONTRACTOR SHALL NOTIFY STRUCTURAL ENGINEER IMMEDIATELY.

3.1 MEET OR EXCEED THE FOLLOWING CODES & STANDARDS EXCEPT AS NOTED:

- EXCEPTION IS TAKEN TO AISC CODE OF STANDARD PRACTICE PARAGRAPH

13 PAINT NEW STEEL MEMBERS TO MATCH COLOR OF EXISTING WATER TANK

2.2 PROPOSED ANTENNAS AND NEW ANTENNA MOUNTING PIPES INSTALLED ON THE EXTERIOR OF THE WATER TOWER SHALL BE SHOP PAINTED TO MATCH THE COLOR OF THE WATER TOWER (VERIFY COLOR).

- 5 CONTRACTOR TO TOUCH UP EXISTING ANTENNA PIPE MASTS, DEPENDING UPON THEIR CONDITION (DAMAGED/FAILED) THE SPRING MAY REQUEST REPLACEMENT.

- 7.7 ANY JUMPERS THAT ARE DISCONNECTED DURING THE INSTALLATION WILL NEED TO BE TAPED WHITE.

- 9 ALL T-MOBILE RF EQUIPMENT IS TO BE TAGGED AND/OR LABELED.

1977-1978

[illegible]

LIFE INFORMATION: —

230 N. JACKSON ST. RD.
SAINT PAUL, MN 55119
8-7 AM MONDAY MORNING

STREET NUMBER

SE-2



These take a few moments to fill out our online survey.

EXHIBIT "E-1"

**T-Mobile
A1N0030A
393 McKnight Road N
STPL WT-McKnight**

Antenna Facilities and Frequencies

1. Shelter and Shelter Components

Shelter: Fenced Gravel Compound, 20' x 12'
Power plant (DC current): 1 cabinet, 240V / 100A / 12 kW
Battery supply back up: (2) batteries, 880 lbs./513 lbs.
T-1 switch equipment:
Commercial switch gear equipment:
Radio transmitters: (3) Nokia FXFB, (3) Nokia FRIA, (3) FRLB
Air conditioner: none

2. Generators: none

3. Antennas

Quantity: (12) Total; (4) per Sector
Type: Manufacturer: Andrew/Commscope
Azimuths: 0° / 120° / 240°
Model: (9) TMBXX-6517-A2M / (3) LNX-6515DS-A1M
Dimensions: 84" x 12" x 6.5" 96.4" x 11.9" x 7.1"
Weight: 44.4 lbs. ea. 50.3 lbs. ea.
Mount Type: Pipe
Centerline of the antenna: 99' AGL

4. Coax Cable

Number of lines: (13) Total (2) Hybrid – See Below
Type: (13) Andrew LDF7-50A
Size: 1-5/8"

5. Tower Mounted Amplifiers (TMAs)

Quantity: (3) Total; (1) per Sector
Manufacturer: Andrew
Model: ETW200VS12UB
Dimensions: 7.7" x 6.3" x 3.1"
Weight: 11 lbs. ea.
Mounting: Pipe

Site # A1N0030A
Market: Minneapolis

6. Diplexers

Quantity: none
Manufacturer:
Model:
Dimensions:
Weight:
Mounting:

7. Remote Radio Heads (RRHs)

Quantity: (6)
Manufacturer: Nokia
Model: (3) FRIG; (3) FXFC
Dimensions: 16.4" x 6" x 20.1" 22" x 19.3" x 5.2"
Weight: 57.3 lbs. 55 lbs.
Mounting: Pipe
Hybrid Jumper:

8. Distribution Box (COVP)

Quantity: (4) Total; (1) Shelter plus (1) per Sector
Manufacturer: RayCap
Model: DC4-48-60-8-20F
Dimensions: 16.1" x 5.8" x 20.4"
Weight: 17 lbs. ea.

9. Sector Box

Quantity: none
Manufacturer:
Model:
Dimensions:
Weight:

10. Hybrid Cable

Type: (1) Nokia Hybrid (1.584" dia.), (1) Commscope; Bundled LMU H (1.3" dia.)
Number of Lines: (2)
- From main cabinet to tower-mounted equipment

Site # A1N0030A
Market: Minneapolis

11. Frequencies

Svc	Technology	EIRP (Watts)	Std Frequency	Freq Tx/Start	Freq Tx/Stop	Freq Rx/Start	Freq Rx/Stop
1	GSM	1600		1865	1885	1945	1965
2	UMTS/AWS	1600		1735	1755	2135	2155
3	LTE	1600		1735	1755	2135	2155
4	LTE 700	1600		698	704	728	734

12. Proposed Scope of Work

Remove: NA

Replace: NA

Add: (3) Antennas
(3) RRUs
(1) Hybrid cables