

After recording return to:
TowerCo
Attn: Legal Department
5000 Valleystone Drive, Suite 200
Cary, NC 27519
919-653-5700

(Recorder's Use Above This Line)

STATE OF OHIO

COUNTY OF LAKE

**FIRST AMENDMENT TO THE OPTION AND GROUND LEASE AND AMENDED
MEMORANDUM OF LEASE**

Document Date: _____

Lessor: City of Willoughby Hills
Address: 35405 Chardon Road, Willoughby Hills, OH 44094

Grantee/Lessee: TOWERCO 2013 LLC, a Delaware limited liability company
Address: 5000 Valleystone Drive, Suite 200, Cary, NC 27519

Description of the Premises is attached as Exhibit B.

OH0345

FIRST AMENDMENT TO THE OPTION AND GROUND LEASE AND AMENDED MEMORANDUM OF LEASE

This First Amendment to the Option and Ground Lease and Memorandum of Lease ("First Amendment") is entered into as of the later of the signature dates below, by and between City of Willoughby Hills, an Ohio municipal corporation ("Lessor") and TOWERCO 2013 LLC, a Delaware limited liability company ("Lessee").

Whereas, Lessor and Lessee entered into that certain Option and Ground Lease Agreement dated June 28, 2016 (the "Lease") for certain real property and easements for that certain parcel of real property owned by Lessor located in the County of Lake, State of Ohio.

Whereas, Lessor and Lessee executed a Memorandum of Lease effective June 28, 2016 and recorded on July 6, 2016 with the Lake County Recorder with an Instrument Number 2016R017098 ("Original Memorandum").

Whereas, Lessor and Lessee hereby agree to modify the legal description for the Premises to the Lease and the Original Memorandum as illustrated in **Exhibit B**, attached hereto.

Whereas, Lessor and Lessee agree that upon such time that the Lease is terminated, the light pole tower shall revert to Lessor.

In consideration of the foregoing and their respective representations, warranties, covenants and agreements herein contained, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Lessor and Lessee hereby agree as follows:

1. The above recitals are true and correct and are incorporated herein by this reference. Lessor and Lessee hereby ratify and confirm Lessee's interest in the Lease.
2. **Premises.** The legal descriptions of the Property currently contained in Exhibit B to the Lease are hereby deleted in their entirety and the new legal descriptions contained in Exhibit B, attached hereto and incorporated herein by this reference, are hereby substituted in their place.
3. **Notice.** The purpose of this First Amendment is to give record notice of the Lease and of the rights created thereby, all of which are hereby confirmed.
4. **Agreement in Full Force.** Except as expressly amended hereby, all terms and conditions of the Lease shall remain in full force and effect, and, in the event of any inconsistencies between this First Amendment and the terms of the Lease, the terms set forth in this Amendment shall govern and control. Defined terms used herein without definition shall have the meaning given to them in the Lease. The covenants, representations and conditions in the Lease are mutual and dependent.

IN WITNESS WHEREOF, the parties have executed this First Amendment to the Option and Ground Lease and Memorandum of Lease as of the later of the signature dates below.

LESSOR:

**City of Willoughby Hills, an Ohio
municipal corporation**

By: _____

Name: _____

Title: _____

Date: _____

LESSOR ACKNOWLEDGMENT

STATE OF OHIO)
) ss:
COUNTY OF LAKE)

On this _____ day of _____, ___, before me, a Notary Public, in and for said county, personally appeared _____, to me personally known, who being by me duly (sworn or affirmed) did say that that person is the _____ of said City of Willoughby Hills and that said instrument was signed on behalf of the said Willoughby Hills and the said _____ acknowledged the execution of said instrument to be the voluntary act and deed of said City of Willoughby Hills by it voluntarily executed.

Notary Public
Print Name _____
My commission expires: _____

(seal)

LESSEE:
TOWERCO 2013 LLC, a Delaware limited
liability company

By: _____
Name: Daniel Hunt
Title: VP & CFO
Date: _____

LESSEE ACKNOWLEDGMENT

[illegible]

On this _____ day of _____, _____, before me, a Notary Public, in and for said county, personally appeared Daniel Hunt, to me personally known, who being by me duly (sworn or affirmed) did say that that person is VP & CFO of said TowerCo 2013 LLC and that said instrument was signed on behalf of the said TowerCo 2013 LLC by authority of its board of directors and the said VP & CFO acknowledged the execution of said instrument to be the voluntary act and deed of said TowerCo 2013 LLC by it voluntarily executed.

Notary Public
Print Name _____
My commission expires: _____

(seal)

**ATTACHMENT B
PREMISES**

Legal Description for a 50' X 50' Exclusive Easement Area
Project No. 50,502-76
October 19, 2016

Situated in the City of Willoughby Hills, County of Lake and State of Ohio, and known as being part of Original Lot 8, Tract 8 Willoughby Township 9 North, Range 10 West of The Connecticut Western Reserve, also known as being a part of land conveyed to the City of Willoughby Hills by deed recorded on November 25, 2015 as recorded in Instrument No. 2015R031429 of the Lake County Recorder's Records further bounded and described as follows:

Commencing at a 5/8 inch iron pin found marking the Southeast corner of said land conveyed to the City of Willoughby Hills the same being in the Northern Right-of-Way line of the Euclid Spur of Interstate 90;

Thence along said Northern Right-of-Way line of the Euclid Spur of Interstate 90, bearing North 84°23'04" West, a distance of 143.62 feet to a 5/8 inch iron pin found at an angle point;

Thence continuing along said Northern Right-of-Way line of the Euclid Spur of Interstate 90, bearing South 87°33'47" West, a distance of 147.11 feet to a point thereon;

Thence, bearing North 02°17'29" West, a distance of 16.39 feet to an iron pin set and the TRUE PLACE OF BEGINNING of the Exclusive Easement Area herein described;

Thence at a right angle, bearing South 87°42'31" West, a distance of 50.00 feet to an iron pin set;

Thence at a right angle, bearing North 02°17'29" West, a distance of 50.00 feet to an iron pin set;

Thence at a right angle, bearing North 87°42'31" East, a distance of 50.00 feet to an iron pin set;

Thence at a right angle, bearing South 02°17'29" East, a distance of 50.00 feet to TRUE PLACE OF BEGINNING, containing 0.0574 acres (2,500 Square Feet) of land, more or less but subject to all legal highways and all covenants and agreements of record.

Bearings are referenced to the Ohio State Plane Coordinate System (NAD 83) – North Zone and are used herein to indicate angles only.

The statement iron pin set refers to a 5/8" X 30" iron rebar set vertically with surveyor's I.D. cap marked "Rolling~Hocavar".

This legal description was prepared based on a survey under the supervision of Andrew G. Planet, P.S. No. S-7802 by Rolling & Hocavar, Inc. in July 2016.

Legal Description for a 20-Foot Wide Access and Utility Easement
Project No. 50,502-76
October 19, 2016

Situated in the City of Willoughby Hills, County of Lake and State of Ohio, and known as being part of Original Lot 8, Tract 8 Willoughby Township 9 North, Range 10 West of The Connecticut Western Reserve, also known as being a part of land conveyed to the City of Willoughby Hills by deed recorded on November 25, 2015 as recorded in Instrument No. 2015R031429 of the Lake County Recorder's Records further bounded and described as follows;

Commencing at a 5/8 inch iron pin found marking the Southeast corner of said land conveyed to the City of Willoughby Hills the same being in the Northern Right-of-Way line of the Euclid Spur of Interstate 90;

Thence, along the Eastern line of said land conveyed to the City of Willoughby Hills, bearing North 00°56'54" West, a distance of 12.36 feet to a point thereon and the TRUE PLACE OF BEGINNING of the Access and Utility Easement herein described;

Thence, bearing North 62°49'48" West, a distance of 101.93 feet to a point of curvature;

Thence along a tangent curve to the left with a radius of 180.00 feet, a tangent length of 47.32 feet, the chord of which bears North 77°33'38" West for a distance of 91.54 feet, along said arc for a distance of 92.56 feet to a point of tangency;

Thence, bearing South 87°42'31" West, a distance of 162.37 feet to a an iron pin found marking the Northwest corner of an Exclusive Easement Area;

Thence at a right angle, bearing North 02°17'29" West, a distance of 20.00 feet to a point;

Thence at a right angle, bearing, North 87°42'31" East, a distance of 162.37 feet, to a point of curvature;

Thence along a tangent curve to the right with a radius of 200.00 feet, a tangent length of 52.58 feet, the chord of which bears South 77°33'38" East for a distance of 101.71 feet, along said arc for a distance of 102.84 feet to a point of tangency;

Thence, bearing South 62°49'48" East, a distance of 91.24 feet to a point in the Eastern line of said land conveyed to the City of Willoughby Hills;

Thence along the Eastern line of said land conveyed to the City of Willoughby Hills, bearing South 00°56'54" East, a distance of 22.68 feet to TRUE PLACE OF BEGINNING, containing 0.1638 acres (7,133 Square Feet) of land, more or less but subject to all legal highways and all covenants and agreements of record.

Bearings are referenced to the Ohio State Plane Coordinate System (NAD 83) – North Zone and are used herein to indicate angles only.

This legal description was prepared based on a survey under the supervision of Andrew G. Planet, P.S. No. S-7802 by Rolling & Hoyer, Inc. in July 2016.

Legal Description for a 12-foot Wide Utility Easement
Project No. 50,502-76
October 19, 2016

Situated in the City of Willoughby Hills, County of Lake and State of Ohio, and known as being part of Original Lot 8, Tract 8 Willoughby Township 9 North, Range 10 West of The Connecticut Western Reserve, also known as being a part of land conveyed to the City of Willoughby Hills by deed recorded on November 25, 2015 as recorded in Instrument No. 2015R031429 of the Lake County Recorder's Records further bounded and described as follows;

Commencing at a 5/8 inch iron pin found marking the Southeast corner of said land conveyed to the City of Willoughby Hills the same being in the Northern Right-of-Way line of the Euclid Spur of Interstate 90;

Thence along said Northern Right-of-Way line of the Euclid Spur of Interstate 90, bearing North 84°23'04" West, a distance of 143.62 feet to a 5/8 inch iron pin found at an angle point;

Thence continuing along said Northern Right-of-Way line of the Euclid Spur of Interstate 90, bearing South 87°33'47" West, a distance of 147.11 feet to a point thereon and the TRUE PLACE OF BEGINNING of the Utility Easement herein described;

Thence, bearing North 02°17'29" West, a distance of 66.39 feet to an iron pin found at the Northeast corner of an Exclusive Easement Area;

Thence at a right angle, bearing North 87°42'31" East, a distance of 12.00 feet to a point;

Thence at a right angle, bearing South 02°17'29" East, a distance of 66.35 feet to a point in said Northern Right-of-Way line of the Euclid Spur of Interstate 90;

Thence along said Northern Right-of-Way line of the Euclid Spur of Interstate 90, bearing South 87°33'47" West, 12.00 feet to TRUE PLACE OF BEGINNING, containing 0.0183 acres (796 Square Feet) of land, more or less but subject to all legal highways and all covenants and agreements of record.

Bearings are referenced to the Ohio State Plane Coordinate System (NAD 83) – North Zone and are used herein to indicate angles only.

This legal description was prepared based on a survey under the supervision of Andrew G. Planet, P.S. No. S-7802 by Rolling & Hovey, Inc. in July 2016.

Legal Description for a 8-foot Wide Utility Easement
Project No. 50,502-76
May 17, 2017

Situated in the City of Willoughby Hills, County of Lake and State of Ohio, and known as being part of Original Lot 8, Tract 8 Willoughby Township 9 North, Range 10 West of The Connecticut Western Reserve, also known as being a part of land conveyed to the City of Willoughby Hills by deed recorded on November 25, 2015 as recorded in Instrument No. 2015R031429 of the Lake County Recorder's Records further bounded and described as follows;

Commencing at a 5/8 inch iron pin found marking the Southeast corner of said land conveyed to the City of Willoughby Hills the same being in the Northern Right-of-Way line of the Euclid Spur of Interstate 90;

Thence along said Northern Right-of-Way line of the Euclid Spur of Interstate 90, bearing North 84°23'04" West, a distance of 143.62 feet to a 5/8 inch iron pin found at an angle point;

Thence continuing along said Northern Right-of-Way line of the Euclid Spur of Interstate 90, bearing South 87°33'47" West, a distance of 97.33 feet to a point thereon;

Thence at a right angle, bearing North 02°26'13" West, a distance of 33.15 feet to a point and the TRUE PLACE OF BEGINNING of the Utility Easement herein described;

Thence, bearing North 60°10'09" West, a distance of 44.50 feet to a point in the Easterly line of a 12-foot wide utility easement;

Thence along the Easterly line of said 12-foot wide utility easement, bearing North 02°17'29" West, a distance of 9.45 feet to the Northeast corner thereof;

Thence, bearing South 60°10'09" East, a distance of 43.00 feet to an angle point;

Thence, bearing North 41°25'54" East, a distance of 25.74 feet to an angle point;

Thence at a right angle, bearing South 46°34'06" East, a distance of 8.00 feet to an angle point;

Thence at a right angle, bearing South 41°25'54" West, 32.26 feet to TRUE PLACE OF BEGINNING, containing 0.0134 acres (586 Square Feet) of land, more or less but subject to all legal highways and all covenants and agreements of record.

Bearings are referenced to the Ohio State Plane Coordinate System (NAD 83) – North Zone and are used herein to indicate angles only.

This legal description was prepared based on a survey under the supervision of Andrew G. Planet, P.S. No. S-7802 by Rolling & Hoyer, Inc. in July 2016.