

TOWER LICENSE AGREEMENT #356-O0010
(Genoa Peak Site-NV06A)
AMENDMENT II

This Amendment II to that Tower License Agreement #356-O0010, made and entered into by and between the County of El Dorado, a political subdivision of the State of California (hereinafter referred to as "Tenant") and Global Tower, LLC, a Delaware Limited Liability Company, (hereinafter referred to as "Previous Owner"), and GTP Acquisition Partners III, LLC, a Delaware Limited Liability Corporation, as successor-in-interest to the Agreement, whose principal place of business is 10 Presidential Way, Woburn, MA 01801 (hereinafter referred to as "Owner");

RECITALS

WHEREAS, Tenant has been granted by Previous Owner the non-exclusive right to install, maintain, operate and remove radio communication equipment and appurtenances on the Tower located at Genoa Peak Site ("Premises") in Carson City, Nevada; licenses to a portion of the Premises for the placement and operation of its equipment; and a non-exclusive easement during the term of Tower License Agreement #356-O0010 for reasonable ingress and egress to the Tower and Premises, in accordance with Tower License Agreement #356-O0010, commencing on November 1, 1999, incorporated herein and made by reference a part hereof; and

WHEREAS, the Tenant has been notified that the Owner acquired the aforementioned Tower and Premises from Previous Owner effective October 1, 2013 as listed in Exhibit A, dated January 2, 2014, incorporated herein and made by reference a part hereof; and

WHEREAS, Owner acknowledges and agrees to the terms and conditions as defined in the original Tower License Agreement #356-O0016; and

WHEREAS, the Tenant desires to continue the Tower License Agreement #356-O0016 with Owner under the same terms and conditions as defined in said Agreement;

NOW THEREFORE, the parties hereto assume all duties, covenants and obligations under the original Tower Lease Agreement #356-O0010 previously between the Tenant and Previous Owner, and upon full execution of this Amendment II shall be between the County ("Tenant") and GTP Acquisition Partners III, LLC ("Owner"). Additionally, the parties do hereby agree that Tower License Agreement #356-O0010 shall be amended a second time as follows:

25. Notices/Payment. All notices, requests, demands and other communications hereunder shall be in writing and shall be deemed given if personally delivered or mailed, by certified mail return receipt requested, or by overnight service having a record of receipt to the address indicated below:

If to Owner, to:

American Tower Corporation
10 Presidential Way
Woburn, MA 01801
Attention: Contracts Manager

With a copy to:

American Tower Corporation
116 Huntington Avenue, 11th Floor
Boston, MA 02116
Attn: General Counsel

If to Tenant, to:

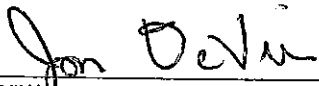
County of El Dorado
Sheriff's Office
300 Fair Lane
Placerville, CA 95667
Attn: Jon DeVille
Tel: (530) 621-5691

Rent Payments shall be sent directly to:

GTP Acquisition Partners III, LLC
c/o Citibank N.A.
Dept 3329
Carol Stream, IL 60132-3329

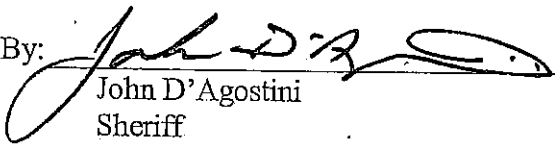
Except as herein amended, all other parts and sections of that Agreement #356-O0010 shall remain unchanged and in full force and effect.

Requesting Contract Administrator Concurrence:

By: 
Jon DeVille
Chief Fiscal Officer
Sheriff's Office

Dated: 4/9/14

Requesting Department Head Concurrence:

By: 
John D'Agostini
Sheriff
Sheriff's Office

Dated: 4/9/14

IN WITNESS WHEREOF, the parties hereto have executed this second Amendment to that Agreement for Services #356-00010 on the dates indicated below.

-- COUNTY OF EL DORADO --

Dated: _____

By: _____

Chair
Board of Supervisors
"County"


ATTEST:
James S. Mitrison
Clerk of the Board of Supervisors

By: _____
Deputy Clerk

Dated: _____

-- CONTRACTOR --

GTP Acquisition Partners III, LLC
A DELAWARE LIMITED LIABILITY CORPORATION

By:  _____
Name Margaret Robinson
Title Senior Counsel
"OWNER"

Dated: 9.30.14

By: see attached Sec. Cert. _____
Corporate Secretary

Dated: _____

(td)

(#356-00010)



AMERICAN TOWER®
CORPORATION

AMERICAN TOWER CORPORATION
ASSISTANT SECRETARY'S CERTIFICATE

I, Michael John McCormack, a duly elected and acting Vice President and Assistant Secretary of American Tower Corporation, a Delaware corporation (the "Company"), hereby certify that:

- pursuant to the Company's Delegation of Authority Policy, Margaret Robinson, Senior Counsel US Tower, has been granted the authority, effective February 16, 2011, to execute, on behalf of the Company and each of its directly and indirectly held subsidiaries, any contracts, certificates, agreements or other documents to be executed relating to:
 1. the identification, negotiation and acquisition of new telecommunications antenna sites on behalf of the Company, including, but not limited to, non-disclosure agreements, confidentiality agreements, letters of intent, memoranda of understanding, asset purchase agreements, stock purchase agreements, membership interest agreements, and/or merger agreements, and any amendments to, or renewals of, such agreements and documents (collectively, "Acquisition Materials"); and
 2. the ownership, operation, management, licensing, or leasing of existing telecommunications antenna sites (such activities, collectively, "Core Business") on behalf of the Company including, but not limited to, non-disclosure agreements, confidentiality agreements, letters of intent, memoranda of understanding, management agreements, consulting agreements, lease agreements, license agreements, termination agreements, settlement agreements, release agreements, assignments, estoppels, certificates, deeds, and any amendments to, or renewals of, such agreements and documents (collectively, "LAPM Materials," together with Acquisition Materials, "Executable Materials");

Provided that, the annualized monetary impact with respect to the Executable Materials in connection with any particular transaction shall not exceed:

1. in the case of unbudgeted capital or expense spending with respect to Core Business investments, acquisitions and dispositions, One Hundred Thousand Dollars and ⁰⁰/₁₀₀ Dollars (\$100,000.00); and
2. in the case of budgeted capital / expense spending, the lesser: of (i) the amount set forth with respect to such capital / expense item in the applicable budget, and (ii) Five Hundred Thousand Dollars and ⁰⁰/₁₀₀ Dollars (\$500,000.00)

IN WITNESS WHEREOF, I have hereunto signed my name as Assistant Secretary of the Company, this 23rd day of March 2011.

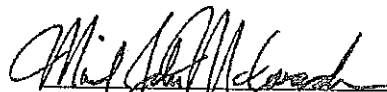

Michael John McCormack
Vice President and Assistant Secretary



EXHIBIT "A"



January 2, 2014

County of El Dorado
Attn: Accounts Payable
300 Fair Lane
Placerville, CA 95667-4102

Re: *American Tower Corporation ("American Tower") acquisition of Global Tower Partners, its affiliates, subsidiaries and related companies operating in the United States ("GTP")*

To Sir/Madam:

American Tower is pleased to inform you, as a customer of GTP, that on October 1, 2013 American Tower through one or more of its affiliates acquired ownership of GTP. American Tower is a leader in the wireless infrastructure industry, and American Tower will continue to provide high quality management of the GTP communication facilities.

Presently, American Tower is completing the integration of the GTP owned and leased tower facilities into its existing systems. The purpose of this notice is to provide you with notice of some changes that are a result of the integration. Please note that these changes apply only to certain agreements you have entered into with GTP which are listed in the attached Exhibit. Notice of any changes in systems or process regarding agreements you have with GTP on rooftop or managed communication facilities, if any, will be provided in a separate notice.

Payment Information: For the agreements listed in the attached Exhibit, there will be no change to the GTP entity or the tax identification number. Also, although there will be no changes to the GTP payment remittance address, account, and ABA routing numbers as a result of the integration into American Tower, earlier this year GTP had made changes to certain remittance addresses, account and ABA routing numbers. You may have already updated your system to reflect the changes. The attached Payment Information Page has all of the latest payment information for each GTP entity. Please review this page and confirm your payments reflect the updated payment information.

Please note that American Tower is also changing the payment reference for each tower facility. The attached Exhibit includes the new updated reference for the American Tower Site Number and American Tower Lease Number for each agreement. For ease of payment processing, American Tower asks that you update your payments references with these new references at your earliest convenience.

Finally if you are a customer that receives a monthly invoice, you can expect some minor changes in the format of the invoice in addition to the revised references to the tower and lease numbers. The additional changes in the format will only reflect how the amounts due are detailed on the invoice, but they will not change the total amounts due and payable for any agreement.

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Legal Notice: Effective immediately, for the tower facilities on the attached Exhibit we are changing our legal notice address. Please update the legal notice address for GTP under your agreements to:

American Towers LLC
10 Presidential Way
Woburn, MA 01801
Attention: Contracts Manager
Phone: 781-926-4500
Fax: 781-926-4721

With a copy to:

American Tower Corporation
116 Huntington Avenue, 11th Floor
Boston, MA 02116
Attn: General Counsel

Future Modifications: If you plan to make changes to your equipment on any of the agreements listed in the Exhibit, effective in January 2014, you will be able to submit applications through our On Air Access system which is available on www.AmericanTower.com.

So that American Tower can provide a faster and higher level of service, please provide the new American Tower Site Number and American Tower Lease Number from the attached Exhibit with all correspondences and inquiries.

Should you have any questions and your primary business is broadcast, radio, or television please contact Carrie Fatalo at:

E-mail: Carrie.Fatalo@americantower.com

Phone: 1-781-926-4627

For all other customers please contact Joshua Peters at:

E-mail: Joshua.peters@americantower.com

Phone: 1-781-926-4644

As always, American Tower appreciates your business relationship and your cooperation and assistance with the addition of the GTP business into American Tower.

Sincerely,

American Tower Corporation
American Tower Corporation
10 Presidential Way
Woburn, MA 01801

Attachments:

Payment Information Page.

Exhibit: List of Agreements.

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AMERICAN TOWER
CORPORATION



Corrected Payment Information Page

LOCKBOXES	ENTITIES
<p>NEW LOCKBOX INFO</p> <div data-bbox="253 506 764 688"> <p>Citibank N.A Global Tower Holdings LLC Dept 3327 Carol Stream, IL 60132-3327</p> </div> <p>OLD LOCK BOX INFO</p> <div data-bbox="253 751 764 934"> <p>Suntrust Global Tower Holdings LLC P.O. Box 116465 Atlanta, GA 30368-6465</p> </div>	<p>Global Tower Assets, LLC Global Tower Assets II, LLC Global Tower Assets IV, LLC Global Tower Assets V, LLC Global Tower Assets, LLC Global Tower Properties, LLC Global Tower Sites I, LLC Global Tower, LLC GTP Sites HoldCo, LLC GTP Structures I, LLC GTP Structures II, LLC GTP Structures III, LLC GTP Structures IV, LLC GTP Structures V, LLC National Tower, LLC</p>
<p>NEW LOCKBOX INFO</p> <div data-bbox="253 993 764 1176"> <p>Citibank N.A GTP Acquisition Partners II LLC Dept 3329 Carol Stream, IL 60132-3329</p> </div> <p>OLD LOCKBOX INFO</p> <div data-bbox="253 1239 764 1421"> <p>Suntrust GTP Acquisition Partners II LLC P.O. Box 102534 Atlanta, GA 30368-2534</p> </div>	<p>ACC Tower Sub, LLC DCS Tower Sub, LLC GTP Acquisition Partners II, LLC GTP Acquisition Partners III, LLC GTP Infrastructure I, LLC GTP Infrastructure II, LLC GTP Infrastructure III, LLC GTP South Acquisitions II, LLC GTP Towers VIII, LLC</p>
<p>NEW LOCKBOX INFO</p> <div data-bbox="253 1472 764 1654"> <p>Citibank N.A GTP Towers Issuer LLC Dept 3328 Carol Stream, IL 60132-3328</p> </div> <p>OLD LOCKBOX INFO</p> <div data-bbox="253 1717 764 1900"> <p>Suntrust GTP Towers Issuer LLC P.O. Box 116448 Atlanta, GA 30368-6448</p> </div>	<p>GTP Towers I, LLC GTP Towers II, LLC GTP Towers III, LLC GTP Towers IV, LLC GTP Towers IX, LLC GTP Towers V, LLC GTP Towers VII, LLC PCS Structures Towers, LLC</p>

Exhibit
List of Agreements

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American Tower Lease Number	American Tower Site Number	American Tower Site Name	Old GTP Site Number	American Tower Legal Entity	Customer Site ID
GTP4630	373250	Genoa Peak	US-NV-5014	GTP Acquisition Partners III, LLC	NV06A