



**BOARD OF SUPERVISORS AGENDA ITEM REPORT
CONTRACTS / AWARDS / GRANTS**

Requested Board Meeting Date: November 22, 2016

or Procurement Director Award

Contractor/Vendor Name (DBA): T-Mobile West, LLC, a Delaware Limited Liability Company ("T-Mobile").

Project Title/Description:

Third Amendment to Non-Exclusive Right of Way Use License. Lic-0270

Purpose:

In November, 2000 and August, 2005, County entered into two separate Right of Way Use Licenses (the "Licenses") with Voicestream PCS ("Voicestream") in connection with 7 communications sites. One License covered 2 and the other covered 5 of the referenced 7 sites. T-Mobile subsequently succeeded to the rights of Voicestream and assumed the rights and obligations under the 2 Licenses, which Licenses have since been amended on several occasions to extend one of the Licenses through August 28, 2015 and the other through November 2, 2015. The parties desire to replace and to consolidate the 2 separate Licenses with a single Master Agreement and 7 Site-Specific Agreements ("SSA's") and to extend the term of the SSA's for the 7 sites for an additional 5 year period from November 3, 2015 through November 2, 2020. Since one of the original Licenses [CTN-IT-CMS136982] technically expired August 28, 2015, and the parties wish to start all 7 SSA's on November 3, 2015, the Parties have also executed a Third Amendment to License No. CTN-IT-CMS136982 to retroactively bridge the gap between August 28, 2015 and November 2, 2015. That Third Amendment to License is submitted herewith for the Board's signature.

Procurement Method:

D 29.4.XI.H "Other Non-Procurement Method"

Program Goals/Predicted Outcomes:

To retroactively bridge the time gap so all 7 SSA's can commence effective as of November 3, 2015.

Public Benefit:

The Master Agreement and SSA's will extend the term of the T-Mobile's right to occupy County right of way to operate and maintain wireless communications facilities for its cell phone customers at the 7 subject locations in unincorporated Pima County.

Metrics Available to Measure Performance:

T-Mobile to provide certificate of insurance as stipulated in the Master Agreement; pay annual fees as provided in SSA's; obtain permits as required; comply with highway safety and construction standards; exercise care and restore County roadways or facilities as warranted; and provide written notice of change to use of facility.

Retroactive:

This renewal will be retroactive to August 29, 2015. T-Mobile was acquired by foreign ownership and significant delays ensued in getting the Agreements finalized and executed at its ownership level. Notwithstanding the foregoing, T-Mobile is current on its annual payments.

*To: COB - 11-17-16 (3)
ygs. - 5*

Addendum Procure Dept 11/17/16 PM0845

NOV 17 16 AM 11 22 PC CLK (F R)
AK-3

Original information

Document Type: _____ Department Code: _____ Contract Number (i.e.,15-123): _____

Effective Date: _____ Termination Date: _____ Prior Contract Number (Synergen/CMS): _____

Expense Amount: \$ - _____ Revenue Amount: \$ _____

Funding Source(s): _____

Cost to Pima County General Fund: Not Applicable.

Contract is fully or partially funded with Federal Funds? Yes No Not Applicable to Grant Awards

Were insurance or indemnity clauses modified? Yes No Not Applicable to Grant Awards

Vendor is using a Social Security Number? Yes No Not Applicable to Grant Awards

If Yes, attach the required form per Administrative Procedure 22-73.

Amendment Information

Document Type: CTN Department Code: IT Contract Number (i.e.,15-123): CMS136982

Amendment No.: 3 AMS Version No.: 2

Effective Date: August 29, 2015 New Termination Date: November 2, 2015

Expense Revenue Increase Decrease Amount This Amendment: \$ 11,392.26

Funding Source(s): Not Applicable.

Cost to Pima County General Fund: _____

Contact: Michael D. Stofko

Department: Real Property Services Telephone: 520-724-6667

Department Director Signature/Date:  11-9-16

Deputy County Administrator Signature/Date:  11/15/16

County Administrator Signature/Date:  11/16/16
(Required for Board Agenda/Addendum Items)

PIMA COUNTY DEPARTMENT OF INFORMATION TECHNOLOGY

PROJECT: Non-Exclusive Right of Way Use License

LICENSEE: T-Mobile West, LLC, a Delaware Limited Liability Company

CONTRACT NO.: CTN-IT-CMS136982 (formerly 12-14-V-136982-0805)

CONTRACT AMENDMENT NO.: Three (#03)

| |
|---|
| CONTRACT |
| NO. <u>CTN-IT-CMS-136982</u> |
| AMENDMENT NO. <u>03</u> |
| <small>This number must appear on all invoices, correspondence and documents pertaining to this contract.</small> |

ORIG. CONTRACT TERM: 08/29/2005 - 08/28/2010
TERMINATION PRIOR AMENDMENT: 8/28/2015
TERMINATION THIS AMENDMENT: 11/02/2015

ORIG. CONTRACT AMOUNT: \$360,000.00
PRIOR AMENDMENTS: \$331,537.88
AMOUNT THIS AMENDMENT: \$ 11,392.26
REVISED CONTRACT AMOUNT: \$702,930.14

THIRD AMENDMENT TO LICENSE

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**PIMA COUNTY
THIRD AMENDMENT
TO LICENSE**

CONTRACT No. CTN-IT-CMS136982 (formerly 12-14-V-136982-0805)

THIS AMENDMENT is entered into by and between Pima County ("Licensor"), a political subdivision of the State of Arizona, and T-Mobile West LLC, a Delaware limited liability company, successor-in-interest to VoiceStream PCS Corporation, a Delaware corporation (together with its successors and assigns, "Licensee"), and shall be effective August 29, 2015.

RECITALS

Licensor and VoiceStream PCS Corporation, a Delaware corporation, entered into a Non-Exclusive Right-of-Way Use License ("the License") dated August 29, 2005. The License has been assigned Contract No. 12-14-V-136982-0805.

T-Mobile West Corporation subsequently succeeded to the interests of VoiceStream PCS Corporation. Licensee and Licensor entered into a License Amendment effective April 17, 2007, which assigned interest to Licensee and changed address assignments for site locations on Exhibit A. The License Amendment was recorded on April 20, 2007, in Docket 13038, Page 280, in the office of the Pima County, Arizona, Recorder. A subsequent Second Amendment to License effective August 29, 2010 deleted Site PH35305A (4993 N. Craycroft Road) and extended the term through August 28, 2015.

With this Third Amendment to License, the parties desire to amend the License to extend the term through November 2, 2015, and revise the fee schedule accordingly.

AGREEMENT

WHEREFORE, the parties agree as follows:

1. The effective date of this Third Amendment to License shall be August 29, 2015, with termination November 2, 2015.
2. Exhibit C is attached hereto as "Revised Exhibit C".
3. All other provisions of the License, as previously amended, shall remain in effect and continue to be binding upon the parties.

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IN WITNESS WHEREOF, the parties have affixed their signatures to this Third Amendment to License on the dates written below.

PIMA COUNTY:

Chair, Board of Supervisors

Date

ATTEST:

Clerk of the Board of Supervisors

Date

APPROVED AS TO CONTENT:




Jesse Rodriguez, Chief Information Officer

10-18-16

Date

APPROVED AS TO FORM:

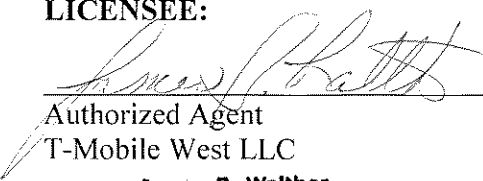


Tobin Rosen, Deputy County Attorney

10/17/16

Date

LICENSEE:



Authorized Agent
T-Mobile West LLC

James B. Walther
Director, Engineering Network Operations

Name and Title (Please Print)

10/5/2016

Date

T-Mobile Legal Approval By:



Name: Kelly Dunham 10/12/16

REVISED EXHIBIT C

Annual Fee Schedule

| Reference Number | Address | Annual Use Fee |
|------------------|---|----------------|
| PH35300 | 5465 Northridge Drive Tucson, Arizona | \$10,500.00 |
| PH35301 | 6507 N. Calle Padre Filipe Tucson, Arizona | \$10,500.00 |
| PH35303 | 4954 Hacienda Del Sol Rd. Tucson, Arizona | \$10,500.00 |
| PH35304 | 4975 N. Calle Bendita Tucson, Arizona | \$10,500.00 |
| PH35306 | 4010 N. Craycroft Road Tucson, Arizona | \$21,000.00 |

Prorated Amounts for August 29 – November 2 (66 days)

Annual Use Fee / 365 days in a year x 66 days = Prorated Total

PH35300: $\$10,500/365 = \28.77 per day x 66 days = \$1,898.82

PH35301: $\$10,500/365 = \28.77 per day x 66 days = \$1,898.82

PH35303: $\$10,500/365 = \28.77 per day x 66 days = \$1,898.82

PH35304: $\$10,500/365 = \28.77 per day x 66 days = \$1,898.82

PH35306: $\$21,000/365 = \57.53 per day x 66 days = \$3,796.98

Payment of prorated annual use fees will be due within forty-five (45) days of delivery and receipt of the fully executed 3rd Amendment.