

Contract number: CTN-IT-15*048-03
Effective Date: 11-3-14
Term Date: 11-2-15
Cost: _____
Revenue: (74,586.07)
Total: _____ NTE: _____
Renewal By: _____ Action: 8-1-15
Term: _____
Reviewed by: VB 11-2-15

BOARD OF SUPERVISORS AGENDA ITEM SUMMARY

Requested Board Meeting Date: 12/09/2014

ITEM SUMMARY, JUSTIFICATION &/or SPECIAL CONSIDERATIONS:

The Third Amendment to License for T-Mobile West LLC finalizes the transfer of ownership of an existing telecommunications cell site located at 6048 E Sunrise Drive to CCTM1, LLC (CTN-IT-15000000000000000014, executed 09/02/2014) and revises the fee schedule accordingly. The Amendment also updates insurance requirements per Risk Management.

CONTRACT NUMBER (If applicable): CTN-IT-15000000000000000048
aka CTN-IT-CMS140046 and 12-14-V-140046-1100

STAFF RECOMMENDATION(S):

The Information Technology Department recommends that the Pima County Board of Supervisors adopt and the Chairman sign the Third Amendment to License for T-Mobile West LLC.

Procure Dept 11/18/14 PM08:51

CORPORATE HEADQUARTERS: Delaware

Page 1 of 2

Ver. - 1
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Pgs. 9
To: CoB. 11-26-14
Agenda - 12-9-14
121

CLERK OF BOARD USE ONLY: BOS MTG. _____

ITEM NO. _____

PIMA COUNTY COST: _____ and/or REVENUE TO PIMA COUNTY:\$ -14,586.07

FUNDING SOURCE(S): T-Mobile West LLC

(i.e. General Fund, State Grant Fund, Federal Fund, Stadium D. Fund, etc.)

Advertised Public Hearing:

		YES	X	NO
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Board of Supervisors District:

1	X	2		3		4		5		All	
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IMPACT:

IF APPROVED:

T-Mobile West LLC will continue to operate and manage its two remaining telecommunications sites located at 6756 E Sunrise Road and 3588 N Sabino through the remainder of the current term, November 2, 2015.

IF DENIED:

T-Mobile West LLC will continue to have an interest in the telecommunications site located at 6048 E Sunrise Road, which was previously assigned to CCTM1, LLC on September 2, 2014.

DEPARTMENT NAME: Information Technology

CONTACT PERSON: Julie K McWilliams TELEPHONE NO.: 724-8066



CONTRACT
NO. <u>CTN-IT-150000000000000048</u>
AMENDMENT NO. _____
<small>This number must appear on all invoices, correspondence and documents pertaining to this contract.</small>

**PIMA COUNTY
THIRD AMENDMENT
TO LICENSE**

CONTRACT No. CTN-IT-1500000000000000048
(fka CTN-IT-CMS140046, 12-14-V-140046-1100)

THIS AMENDMENT is entered into by and between Pima County ("Licensor"), a political subdivision of the State of Arizona, and T-Mobile West LLC, ("Licensee"), a Delaware corporation, and shall be effective November 3, 2014.

RECITALS

Licensor and Voicestream PCS Corporation., a Delaware corporation, entered into a Non-Exclusive Right-of-Way Use License ("the License") dated November 3, 2000. T-Mobile West Corporation subsequently succeeded to the interests of Voicestream PCS Corporation. Licensee and Licensor entered into a License Amendment effective November 3, 2005, which assigned interest to T-Mobile West Corporation. A Second Amendment extended the License through November 2, 2015. More recently, the company changed its name to T-Mobile West LLC, with notice filed in the state of Delaware on June 25, 2012, and filed with the Arizona Corporation Commission on July 12, 2012 (ACC File #R17749083).

T-Mobile West LLC now wishes to assign its interest in site #PH20893 to T3 Tower 1 LLC, also known as CCTM1, LLC, a Delaware limited liability company, effective November 3, 2014. With this Third Amendment to License, the parties desire to amend the License accordingly.

AGREEMENT

WHEREFORE, the parties agree as follows:

1. The effective date of this Third Amendment to License shall be November 3, 2014, with termination November 2, 2015.
2. The License has been reassigned Contract #CTN-IT-15000000000000000048 (formerly known as CTN-IT-CMS140046 and 12-14-V-140046-1100).
3. Exhibit A is modified to delete Site PH20893 and amend the fee schedule.
4. Section 3 Insurance is replaced in its entirety:

Prior to engaging in any construction or other activity in any public right-of-way, the Licensee shall obtain a \$5,000,000 commercial general liability, with products and completed operations insurance in the policy naming the County as Additional Insured. Coverage to include 'separation of insureds' and should have no exclusion as respects to underground property damage.

The policy shall be maintained throughout the term of this License by the Licensee or the Licensee's assignees; the License shall terminate if the insurance lapses. A certificate of insurance shall be supplied to the County with the stipulation that the insurance company shall notify the County in writing of any intent to cancel the liability insurance. This notification shall be required no less than thirty days prior to cancellation, and the Licensee shall remove any of its facilities and/or equipment from the public right-of-way, at its own expense, within thirty days of notification.

The Licensee's insurance shall be primary insurance and the County's insurance shall be considered non-contributory.

5. 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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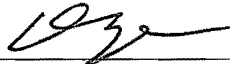
IN WITNESS WHEREOF, the parties have affixed their signatures to this Third Amendment to License on the dates written below.

PIMA COUNTY:

Chair, Board of Supervisors

Date

LICENSEE:



Authorized Agent
T-Mobile West LLC

Denny Bazerman Area Director
Name and Title (Please Print)

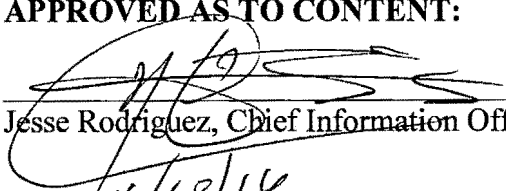
11/13/14
Date

ATTEST:

Clerk of the Board of Supervisors

Date

APPROVED AS TO CONTENT:



Jesse Rodriguez, Chief Information Officer

11/18/14
Date

APPROVED AS TO FORM:



Tobin Rosen, Deputy County Attorney

10/13/14
Date

REVISED EXHIBIT A

License Fee Schedule
Effective 11/03/2014

Site ID	Location	Type	Annual Use Fee
PH20893	6048 E Sunrise Drive Tucson, Arizona	Individual	\$12,000.00
PH20896	6756 E Sunrise Drive Tucson, Arizona	Individual	\$14,586.08
PH10871B	3588 N Sabino Canyon Tucson, Arizona	Co-Location	\$ 7,293.04
TOTAL			\$21,879.12

PAYMENTS DUE

November 3, 2014 \$21,879.12

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

This MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT is entered into this 26th day of November, 2012, by and between T-Mobile west LLC, a Delaware limited liability company ("**Assignor**") and T3 Tower1 LLC, a Delaware limited liability company ("**Assignee**"). Initially capitalized terms used but not defined in this Memorandum of Assignment and Assumption Agreement have the meanings given to them in that certain Master Agreement entered into by and among T-Mobile USA, Inc. and its subsidiaries named therein and Crown Castle International Corp and its subsidiary named therein, dated September 28, 2012.

1. Assignment and Transfer. As of the date hereof, Assignor sells, conveys, assigns, transfers and delivers to Assignee, Assignor's interest in and to the ground lease, sublease, easement, license or other agreement described on Exhibit A attached hereto and incorporated herein (the "**Ground Lease**").
2. Acceptance of Assignment; Assumption of Liabilities. As of the date hereof, Assignee accepts the sale, conveyance, assignment, transfer and delivery of Assignor's interest in and to the Ground Lease and assumes and agrees to pay, perform and discharge, when and as due, any and all Post-Closing Liabilities with respect to such Ground Lease.

**** Remainder of Page Blank – Signature Pages Follow ****

IN WITNESS WHEREOF, Assignor and Assignee have executed this Memorandum of Assignment and Assumption Agreement as of the date first written above.

ASSIGNOR:

T-Mobile West LLC

By: CCTM1 LLC,
a Delaware limited liability company,
its Attorney in Fact

By: 

Name: Real Estate Manager - Attorney in Fact

Title: LISA M. Upton

ASSIGNEE:

T3 Tower 1 LLC, a Delaware limited liability company,

By: 

Name: LISA M. Upton

Title: Real Estate Manager

Exhibit A

Ground Lease

PH20893B	826650	6044 E. Sunrise, Tucson, AZ 85750
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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "T3 TOWER 1 LLC", CHANGING ITS NAME FROM "T3 TOWER 1 LLC" TO "CCTM1 LLC", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF NOVEMBER, A.D. 2012, AT 3:39 O'CLOCK P.M.

5222734 8100

121280832

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0025230

DATE: 11-30-12

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:39 PM 11/30/2012
FILED 03:39 PM 11/30/2012
SRV 121280832 - 5222734 FILE

AMENDED AND RESTATED CERTIFICATE OF FORMATION
OF
T3 Tower 1 LLC

This Amended and Restated Certificate of Formation of T3 Tower 1 LLC (the "Company"), dated as of November 30, 2012, has been duly executed and is being filed by the undersigned authorized person pursuant to and in accordance with the provisions of the Delaware Limited Liability Company Act (6 Del. C. § 18-208 et. seq.), to amend and restate the original Certificate of Formation of the Company (the "Certificate"), which was filed on October 18, 2012 with the Secretary of State of the State of Delaware. The Company was initially formed as a limited liability company under the name "T3 Tower 1 LLC" pursuant to the Certificate.

The Certificate is hereby amended and restated in its entirety to read as follows:

FIRST: The name of the limited liability company continued hereby is CCTM1 LLC.

SECOND: The Registered Office of the Company in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801.

THIRD: The name and address of the Registered Agent of the Company for service of process on the Company in the State of Delaware are The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801.

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Formation as of this 30th day of November, 2012.

CCTM HOLDINGS LLC, the sole member of the
Company.

by

Name: Jon R. Brown
Title: Senior Vice President,
Chief Financial Officer and
Treasurer

[[NYCORP237694624336W; 11/30/2012-03:02 p]]