

**AMENDMENT NUMBER ONE TO LEASE AGREEMENT
dated March 14, 2001**

THIS AMENDMENT NUMBER ONE, made the _____ day of _____, 2013, modifies that certain Lease Agreement ("Lease") dated the 14th day of March, 2001, by and between the City of Milwaukee, a Wisconsin municipal corporation, having an address at City Hall, 200 East Wells Street, Room 103, Milwaukee, Wisconsin 53202, hereinafter referred to as "Landlord," and United States Cellular Operating Company, LLC, a Delaware limited liability company, successor in interest to United States Cellular Operating Company, a Delaware corporation, having an address at Attention: Real Estate, 8410 West Bryn Mawr Avenue, Suite 700, Chicago, Illinois 60631, hereinafter referred to as "Tenant."

WHEREAS, Landlord and Tenant entered into this Lease to allow Tenant to locate a telecommunications base station located at 2275 North Lincoln Memorial Drive in Milwaukee, Wisconsin, and;

WHEREAS, Landlord and Tenant hereby agree to amend the Lease to describe Tenant's equipment to be added to the Premises;

NOW THEREFORE, in consideration of these presents, the parties hereby agree that the Lease is now modified as follows:

- I. Section 5(d), Installation and maintenance of Lessee's Equipment. Section 5(d) is hereby deleted and replaced as follows:

"Lessor will be responsible for necessary repair and maintenance of the Property. Prior to any replacement or upgrading of its equipment, Lessee shall follow Lessor's Changes or Addition to Equipment Policy included in the Milwaukee Water Works Contractor Security and Safety Requirements attached hereto as Exhibit D. Any replacement or upgrading of Lessee's equipment shall not result in an increase in rent unless such replacement or upgrading of equipment results in an increased number of antennae, an increase in size of the Leased Space, or other such material change in the amount of Lessor's property used by Lessee."

- II. Exhibit C is hereby deleted and replaced with the following Exhibit C-1 attached hereto and made a part hereof.

- III. In all other respects the Lease is hereby ratified and affirmed without change.

[END OF AMENDMENT - SIGNATURE PAGE FOLLOWS]

Signature Page

IN WITNESS WHEREOF, the parties hereto bind themselves to this Amendment as of the date of full execution.

LANDLORD: City of Milwaukee

TENANT: United States Cellular Operating Company LLC

By: _____
Tom Barrett, Mayor

By: _____

Printed: _____

By: _____
James R. Owczarski, City Clerk

Title: Vice President

Date: _____

COUNTERSIGNED

By: _____
Martin Matson, City Comptroller

Approved as to form and execution

this __ day of _____, 2013.

Jeremy R. McKenzie
Assistant City Attorney

STATE OF _____)
)
COUNTY OF _____)

I, the undersigned, a notary public in and for the State and County aforesaid, do hereby certify that _____, _____, known to me to be the same person(s) whose name is subscribed to the foregoing Amendment Number One to Lease Agreement, appeared before me this day in person and acknowledged that he signed the said Amendment as his free and voluntary act for the uses and purposes therein stated.

Given under my hand and seal this ____ day of _____, 20__.

Notary Public

My commission expires _____

STATE OF ILLINOIS)
)
COUNTY OF COOK)

I, the undersigned, a notary public in and for the State and County aforesaid, do hereby certify that _____, Vice President, known to me to be the same person whose name is subscribed to the foregoing Amendment Number One to Lease Agreement, appeared before me this day in person and acknowledged that, pursuant to his authority, he signed the said Lease as his free and voluntary act on behalf of the named Tenant limited liability company, for the uses and purposes therein stated.

Given under my hand and seal this ____ day of _____, 20__.

Notary Public

My commission expires _____

EXHIBIT C-1

Installation of equipment cabinet, coax ladder, fiber line, fiber junction box, and GPS antenna within Tenant's existing equipment enclosure/lease area and replacement of two (2) antennas on the existing roof-mounted pole.

Plans are on File with the Office of the City Attorney and the Milwaukee Water Works.

Site Name: Bradford Beach

Site Number: 784486

EXHIBIT D

Wireless Contractor Security and Safety Requirements

Milwaukee Water Works

Exhibit ____ Wireless Contractor Security and Safety Requirements

This document covers all employees and contractors of any wireless provider who has equipment located at any MWW facility. Access is limited to the specific areas necessary for the employee or contractor to perform their scope of work. In the event of a conflict between the language in this Exhibit and the Lease, this Exhibit shall control.

Administration (see exhibit "A" for contact information)

- Tenant is required to provide a single point of contact for security matters. Any change to this contact needs to be reported promptly to MWW.
- Tenant is required to provide MWW with a list of employees and contractors authorized for access to the Tenant's equipment. Any change to the employee or contractor listing must be communicated promptly to MWW. Only individuals on the list will be granted site access.
- Tenant is required to supply MWW with a letter of compliance stating all employees requesting access be vetted in a manner similar to MWW employees. That would include :
 1. Criminal Felony/Misdemeanor by county of residence – superior and municipal court records in any county in the US going back seven (7) years.

The MWW Water Security Manager will periodically audit the vendors by requiring that they provide redacted copies of the completed background check with personal information removed. Employers not complying with MWW policy on conducting background checks will have employees access terminated until such time as these checks have been completed.

- Tenant is required to provide a valid sample of their corporate identification card format. This will be used to verify the identity of all employees and contractors of the Tenant who wish to gain site access. If the identification provided by the individual requesting access does not match what the Tenant has provided, the employee or contractor may be denied access.
- All required information and access list updates must be submitted to the MWW Water Security Manager before access will be granted. Updating and disseminating this information will require a minimum of two (2) business days. All changes must be in writing; no verbal changes will be processed.
- Tenant's ground equipment and locks must be identified and clearly labeled with the Tenant's name and a 24/7 emergency contact number for police or emergency first responders.

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Zeidler Municipal Building
Room 409
Milwaukee, Wisconsin 53202
www.water.mpw.net

Safe, Abundant Drinking Water.

Changes or Addition to Equipment

- A written request outlining the scope of work and any authorization for designers or general contractors should be made to the Superintendent of Milwaukee Water Works (MWW). This request must come from the Lessee. If MWW deems that the proposed work is simple maintenance, requestor will be referred to appropriate MWW staff for scheduling and access arrangements. If MWW deems that the proposed work is more than simple maintenance, this document shall apply.
- The Lessee and any authorized firms shall schedule an appointment with the Engineering Section of Milwaukee Water Works. This will be noted in the response to the written request.
- Five (5) sets of proposed plans each with the original signature and stamp of a Professional Engineer licensed in the State of Wisconsin should be submitted to the Superintendent. Proposed plans must include a site plan. These are reviewed by the Engineering Section of Milwaukee Water Works and an official response is prepared for the Superintendent's signature. This response will be transmitted to the Lessee and the cover letter copied to a third party or vice versa upon direction by the Lessee.
- Upon completion of the review, three (3) sets will be returned to the Lessee or their designee. If the proposed plans are acceptable to Milwaukee Water Works, the stamp will note: REVIEWED FOR CONSTRUCTION-NO EXCEPTIONS. Or the stamp could direct a RE-SUBMITTAL for a variety of reasons. Scheduling the appointment, as noted in Item 2, should eliminate RE-SUBMITTALS. Alterations that modify the leased space may require a formal contract amendment and approval of the Common Council of the City of Milwaukee before construction may begin.
- Construction may not commence until Lessee has received the appropriate notice from Milwaukee Water Works. The "NO EXCEPTION" response will include a reminder of the current SECURITY REGULATIONS with the directions for acquiring access to the site and notifications. The installing contractor must have a set of the Milwaukee Water Works stamped plans at the site during all times installation work is proceeding.
- Upon completion of the work and restoration that meets the approval of Milwaukee Water Works, the Lessee shall provide an as-built set of documents to Milwaukee Water Works to the address noted on the response letter. Lessee shall also provide, under the notice provisions of the Lease, substitute Exhibits B & C showing the as-built Leased Space and Lessee's Equipment to the Office of the City Attorney.

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Maintenance

- If requested, Tenant is required to power down at the request of MWW. Said request shall be on no less than twenty-four (24) hours advance notice to Tenant, except in the event of an emergency, in which case, notice shall be as much as is reasonably possible under the circumstances. In addition, MWW shall use all reasonable efforts to accommodate a "power down" during off-hours.
- If necessary for site improvements or maintenance, Tenant is required to relocate from the MWW site at Tenant's expense and on MWW's schedule, subject to terms and conditions of the Lease.

Access (See exhibit "A" for contact information)

- Tenants who require MWW authorization or assistance to gain access to their equipment must provide a minimum of twenty-four (24) hours advance notice for routine repairs or maintenance. The preferred schedule for these jobs is Monday through Friday during the hours of 7:00 a.m. to 3:00 p.m. Routine access will not be provided on holidays.
- Tenants who do not require MWW assistance to gain access to their equipment should contact MWW to advise us of your presence on site. Our neighborhood partners may report suspicious activity, and if we do not have notice of your presence the police will be called to respond.
- MWW personnel must be present during any equipment deployments, antennae installation or work that may affect the operations of our facility.
- If access is required with less than twenty-four (24) hours notice or outside the preferred schedule, the Tenant will pay for the reasonable cost of labor borne by the MWW to accommodate the site access and supervision of Tenant's personnel while on site. Tenant will be invoiced by the MWW for these costs according to MWW then current labor agreements.

Safety/Security

- MWW will perform a base RF assessment of the site before the Tenant's equipment is initially installed. After every equipment change we require the Tenant to perform, at their cost, another RF assessment within two (2) months of the equipment change. The test results are to be sent to the MWW who will then verify that site conditions have not degraded. The Tenant must remedy any change that negatively impacts employee safety and health within two (2) weeks of the test.
- MWW reserves the right to restrict or deny all site access in the event of an increased security threat to MWW or the water sector in general. During such event, Tenant may gain access to the site provided Tenant is escorted by MWW's personnel or other representative designated by MWW, if available. Tenant shall be responsible for all reasonable cost associated with access. Tenant will be invoiced by MWW for these reasonable costs at MWW's then current labor agreements.

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- MWW recognizes that the wireless services provided by tenant are important for communications during such event and will take reasonable steps to allow Tenant access needed to restore service during an emergency.

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Exhibit A

Employee and contractor lists, personnel changes, compliance letters and ID card sample as outlined in the Administration section of this Contract should be submitted to:

Michael Schaefer, CPP
Water Security Manager
Milwaukee Water Works
841 N. Broadway, Room 409 or e-mail to michael.schaefer@milwaukee.gov
Milwaukee, WI 53202
Ph: (414) 286-3465
Fax: (414) 286-2672

Requests for access to install antennae or new equipment or for any work that may affect the operations of our facility should be sent in writing to:

Carrie M. Lewis
Superintendent
Milwaukee Water Works
841 N. Broadway, Room 409 or e-mail carrie.lewis@milwaukee.gov
Milwaukee, WI 53202

Notification of emergency work being done onsite and requests for site access should be given to:

Contact Information Linnwood Water Purification Plant and Northpoint Pumping Station

Linnwood Plant Control Center
(414) 286-2880

Contact Information Hawley Tank "1235 N. 57th Street, Milwaukee WI"

Howard Control Center
(414) 286-2890

NOTE: All personnel entering MWW sites must be pre-authorized for any entry via the Security Manager.

February 10, 2012

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