

This Instrument Was Prepared By  
and When Recorded Mail to:  
Patrick C. Pope, Esq.  
Baker Donelson, Bearman, Caldwell & Berkowitz, PC  
1600 West End Ave., Suite 2000  
Nashville, Tennessee 37203

**MEMORANDUM OF REPLACEMENT**  
**WATER TOWER ANTENNA LEASE AGREEMENT**

This Memorandum of Replacement Water Tower Antenna Lease Agreement ("**Memorandum**") is entered into this \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, by and between **Grand Rapids Public Utilities Commission**, a Minnesota Municipal Corporation, with a mailing address of 500 Southeast Fourth Street, Grand Rapids, Minnesota 55744 ("**LESSOR**") and **Rural Cellular Corporation d/b/a Verizon Wireless**, with its principal office located at One Verizon Way, Mail Stop 4AW100, Basking Ridge, New Jersey 07920 ("**LESSEE**"). The LESSOR and LESSEE are at times collectively referred to hereinafter as the "**Parties**" or individually as the "**Party**".

**WHEREAS**, LESSOR is the fee owner of a parcel of property located at 1007 Southeast First Avenue, Grand Rapids, Minnesota (the "**Property**") described in Attachment 1 to the Original Memorandum (hereinafter defined), and as similarly reflected in **Attachment 1-A** hereto; and

**WHEREAS**, LESSOR leased a portion of the Property and certain rights of access and for placement of utilities (the "**Premises**") to LESSEE pursuant to the Lease for Communications Facility and Limited Use of Water Tower dated May 9, 2012, as may have been amended (the "**Previous Agreement**"), memorialized by the Memorandum of Agreement dated May 9, 2012 (the "**Original Memorandum**"), recorded as Instrument No. A000664602, in the Office of the Recorder of Itasca County, Minnesota; and

**WHEREAS**, the Parties entered into a Replacement Water Tower Antenna Lease Agreement of even date herewith (the "**New Agreement**"), which, among other things, extends

the Term of the Original Agreement, and therefore, LESSOR and LESSEE wish to amend the Original Memorandum to reflect the modifications.

**NOW, THEREFORE**, for and in consideration of the covenants and promises of the parties set forth herein and in the Agreement and the Amendment, and for other good and valuable consideration, the receipt, adequacy and sufficiency of which are expressly acknowledged by the parties, LESSOR and LESSEE agree and acknowledge for themselves and their respective successors and assigns, as follows:

1. The New Agreement has a term of five (5) years, which may be extended for one (1) additional five (5) year term.

2. This Memorandum contains only selected provisions of the New Agreement, and reference is made to the full text of the New Agreement, for the full terms and conditions. This Memorandum shall not, in any way, amend or supersede the terms and conditions of the New Agreement.

[Signature Pages Follow]

IN WITNESS WHEREOF, the Parties have executed this Memorandum effective as of the day and year first above written.

**LESSOR:**

**Grand Rapids Public Utilities Commission**

By: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

By: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

**LESSEE:**

**Rural Cellular Corporation  
d/b/a Verizon Wireless**

By: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
COUNTY OF \_\_\_\_\_ )

Before me, the undersigned officer, personally appeared \_\_\_\_\_,  
with whom I am personally acquainted (or whose identity was proven to me on the basis of  
satisfactory evidence), who acknowledged himself/herself to be the \_\_\_\_\_ of  
**Grand Rapids Public Utilities Commission**, and affirmed that, being duly authorized, he/she  
executed the foregoing instrument on behalf of **Grand Rapids Public Utilities Commission** for  
the purposes therein contained.

Witness my hand and seal, this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
NOTARY PUBLIC

Printed Name: \_\_\_\_\_

My Commission Expires:

\_\_\_\_\_

[SEAL]

STATE OF \_\_\_\_\_ )  
COUNTY OF \_\_\_\_\_ )

Before me, the undersigned officer, personally appeared \_\_\_\_\_,  
with whom I am personally acquainted (or whose identity was proven to me on the basis of  
satisfactory evidence), who acknowledged himself/herself to be the \_\_\_\_\_ of  
**Grand Rapids Public Utilities Commission**, and affirmed that, being duly authorized, he/she  
executed the foregoing instrument on behalf of **Grand Rapids Public Utilities Commission** for  
the purposes therein contained.

Witness my hand and seal, this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
NOTARY PUBLIC

Printed Name: \_\_\_\_\_

My Commission Expires:

\_\_\_\_\_

[SEAL]

STATE OF \_\_\_\_\_ )  
COUNTY OF \_\_\_\_\_ )

Before me, the undersigned officer, personally appeared \_\_\_\_\_, with whom I am personally acquainted (or whose identity was proven to me on the basis of satisfactory evidence), who acknowledged himself/herself to be the \_\_\_\_\_ of **Rural Cellular Corporation d/b/a Verizon Wireless**, and affirmed that, being duly authorized, he/she executed the foregoing instrument on behalf of **Rural Cellular Corporation d/b/a Verizon Wireless** for the purposes therein contained.

Witness my hand and seal this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
NOTARY PUBLIC

Printed Name: \_\_\_\_\_

My Commission Expires:

\_\_\_\_\_

[SEAL]

EXHIBIT 1-A

**LEGAL DESCRIPTION OF LESSOR'S PROPERTY:**

Lots Ten (10), Eleven (11) and Twelve (12), Block Three (3), Crowder Addition to Grand Rapids according to the plat thereof on file and of record in the office of the Register of Deeds of said County and State.

AND BEING the same conveyed in the Deed recorded at A000258868 in the Register of Deeds office of Itasca County, Minnesota.