

FIRST AMENDMENT TO SUBLICENSE AGREEMENT

This First Amendment to Sublicense Agreement (“Amendment”) is made this ____ day of _____, 2018, by and between **Bell Atlantic Mobile Systems of Allentown, Inc. d/b/a Verizon Wireless** (successor-in-interest to Vermont RSA Limited Partnership d/b/a Verizon Wireless), with an address of One Verizon Way, Basking Ridge, New Jersey 07920-1097, (“Sublicensor”) and **Vermont Transco LLC**, a Vermont limited liability company, with its principal office at 366 Pinnacle Ridge Road, Rutland, Vermont 05701 (“Sublicensee”). The Sublicensor and Sublicensee are at times collectively referred to hereinafter as the “Parties” or individually as a “Party.”

Whereas, Sublicensor (through its predecessor in interest, Vermont RSA Limited Partnership d/b/a Verizon Wireless) and Sublicensee are parties to a Sublicense Agreement dated June 18, 2010 (the “Sublicense”), with respect to a communications facility located on Chipman Hill in Middlebury, Vermont, as more particularly described therein. Capitalized terms used herein and not defined shall have the meanings given in the Sublicense;

Whereas, Sublicensor and Sublicensee desire to amend the Sublicense to replace the equipment schedule attached thereto as **Exhibit C** with **Exhibit C-1** attached to this Amendment, and as otherwise set forth herein.

NOW THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which is hereby mutually acknowledged, Sublicensor and Sublicensee agree as follows:

1. The Parties acknowledge that Sublicensor has replaced the guyed tower that formed a component of the New Facility with a self-supporting tower on the subject property (the “New Tower”) and has relocated Sublicensee’s existing dipole antennas from the guyed tower to the New Tower at a centerline of $\pm 123'$ AGL.
2. In addition to the relocation of Sublicensee’s existing dipole antennas described above, Sublicensor hereby authorizes Sublicensee to replace its existing microwave antenna with a different microwave antenna, and to install a second microwave antenna, both at $\pm 120'$ AGL on the New Tower.
3. The Parties agree that **Exhibit B** to the Sublicense is hereby replaced with **Exhibit B-1** attached to this Amendment, with the understanding that the equipment described on Exhibit B-1 shall be installed on the New Tower.
4. The Parties agree that **Exhibit C** to the Sublicense is hereby replaced with **Exhibit C-1** attached to this Amendment, with the understanding that the equipment described on Exhibit C-1 shall be installed on the New Tower.
5. Sublicensee hereby represents and warrants to Sublicensor and to the Town of Middlebury that the new equipment that Sublicensee is authorized to install on the New Tower by this Amendment as described and depicted on Exhibits B-1 and C-1 to this Amendment (a) is the same equipment that was analyzed in the Intermodulation Analysis Report prepared for Sublicensee by C Squared Systems, LLC for Site Number 20 dated November 29, 2018, and (b) will not result in any measureable interference with other facilities or users on the New Tower.
6. In consideration of the right to install the new equipment authorized by this Amendment, the Parties agree that based upon the date Sublicensee commences installation of such equipment, which date is referred to herein as the “Annual Fee Increase Commencement Date,” the Annual Fee payable by

Sublicensee to the Prime Licensor under the Sublicense shall increase by Seven Thousand Two Hundred Dollars (\$7,200.00) per year (with payment for partial years to be equitably prorated), which increase shall be payable in equal monthly installments of Six Hundred Dollars (\$600.00) in advance on the first day of each calendar month. In the event the date Sublicensee commences installation of the new tower mounted equipment authorized by this Amendment falls between the 1st and 15th of the month, the Annual Fee Increase Commencement Date shall be the 1st of that month, and if the date installation commences falls between the 16th and 31st of the month, then the Annual Fee Increase Commencement Date shall be the 1st day of the following month. Sublicensee shall acknowledge in writing to Sublicensor the Annual Fee Increase Commencement Date.

7. All other terms, conditions and provisions of the Sublicense shall remain unchanged.

Signature Page to Follow

IN WITNESS WHEREOF, the Parties have caused this Amendment to be duly executed as of the date set forth above.

SUBLICENSEE:

Vermont Transco LLC

By: Vermont Electric Power Company, Inc.
Its: Manager

Witness

By: _____
Name: Daniel Nelson
Title: Technology Director and Authorized Agent

Date: _____

SUBLICENSOR:

Bell Atlantic Mobile Systems of Allentown, Inc. d/b/a Verizon Wireless

By: _____
Andrew W. Allen
Director – Network Field Engineering

Witness

Date: _____

PRIOR APPROVAL:

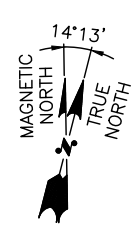
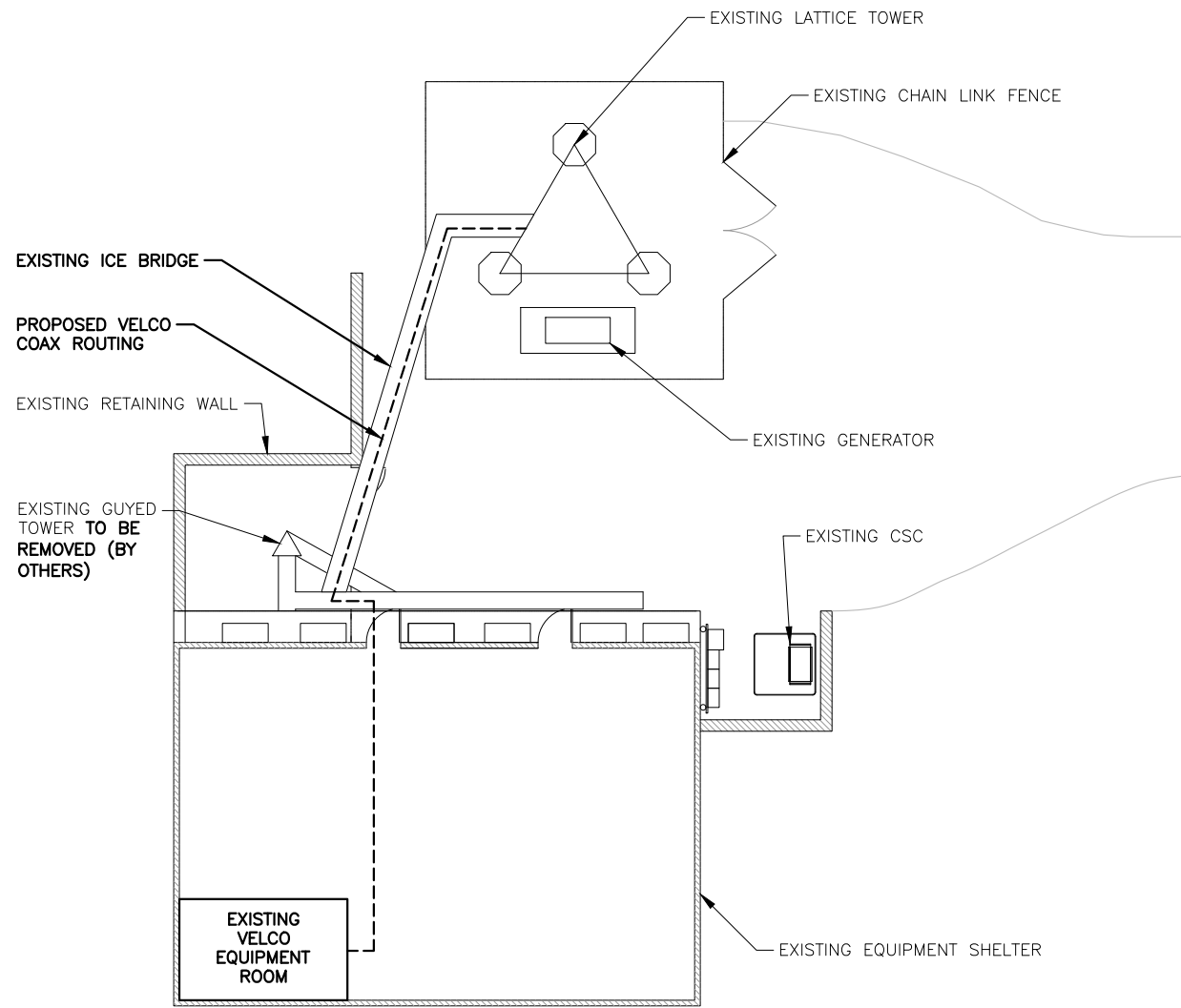
PRIME LICENSOR

Town of Middlebury

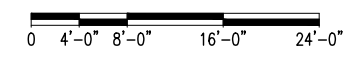
By: _____
Kathleen Ramsay, Town Manager

EXHIBIT B-1

(Depiction of Sublicensee's installation attached)



COMPOUND PLAN
 22x34 SCALE: 1/8"=1'-0"
 11x17 SCALE: 1/16"=1'-0"

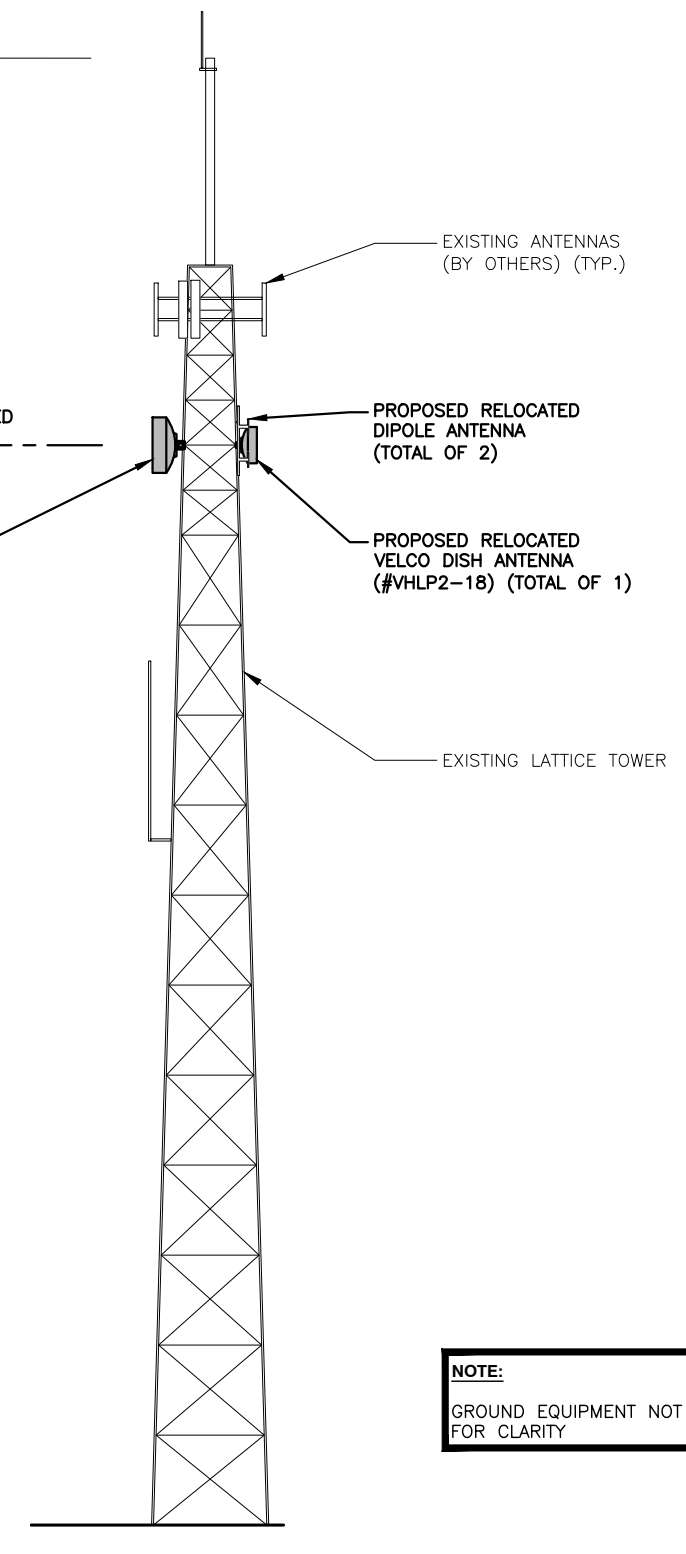


NO NEW IMPERVIOUS AREA IS BEING PROPOSED

TOP OF TOWER
 ELEV. = 163'-0"± A.G.L.

CL OF PROPOSED/RELOCATED
 VELCO ANTENNAS
 ELEV. = 120'-0"± A.G.L.

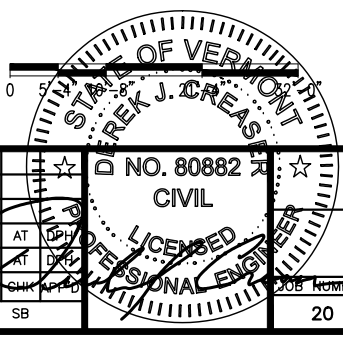
1
 A-3
 PROPOSED VELCO
 DISH ANTENNA
 (MODEL # VHLPX6-6)
 (TOTAL OF 1)



GRADE LEVEL
 ELEV. = 0.0'± A.G.L.

EAST ELEVATION
 22x34 SCALE: 3/32"=1'-0"
 11x17 SCALE: 3/64"=1'-0"

NOTE:
 GROUND EQUIPMENT NOT SHOWN
 FOR CLARITY



		STATE OF VERMONT		VELCO	
		ERIK J. CREAS		ELEVATIONS	
		LICENSED PROFESSIONAL ENGINEER			
		NO. 80882		JOB NUMBER	
		CIVIL		DRAWING NUMBER	
				20	
				A-2	
				1	
SCALE: AS SHOWN		DESIGNED BY: AT		DRAWN BY: SB	
1 09/06/18 ISSUED FOR PERMITTING		SB AT (PH)			
A 08/28/18 ISSUED FOR REVIEW		SB AT (DR)			
NO. DATE REVISIONS		BY: CHW/APP			

EXHIBIT C-1

(Sublicensee’s Equipment)

Sublicensee is authorized to install and maintain the following equipment:

ANTENNA EQUIPMENT INFO	ANTENNA sector 1	ANTENNA sector 2	Other Antenna
Antenna Center Line	123	120	120
Antenna Mount Mounting Height	120	120	120
Antenna Quantity per sector	2	1	1
Antenna Manufacturer	Kathrein/Scala	Commscope/Andrew	Commscope/Andrew
Antenna Model (Attach Spec Sheet)	7690006	VHLP2-18B	VHLPX6-6W
Antenna Dimensions (HxWxD)	7.9’	2’ diameter	6’
Weight (lbs)	33 lbs.	17 lbs.	190 lbs.
Number of Coax Cables	1	1	1
Size of Coax Cables	7/8”	EWP180	EW63
Orientation/Azimuth (degrees from true north)	100	120	197
Mechanical Tilt (degrees)	0	0	-0.07
Antenna Mounting Type	T-Arm	Pipe mount	Pipe mount
Transmit Frequency (MHz)	217.5	18 MHz	6 MHz
Receive Frequency (MHz)	219.5	18 MHz	6 MHz
ERP (watts)	100 watts	EIRP-56 dBm	36.5 dBm
Antenna Gain	5.5dB	38.7 dBi	38.5 dBi
CALL Signs	WQKC621	WQMP657	WQMP655
Service TYPE (i.e. Cellular, PCS, LTE)	Private mobile communications network	microwave	microwave

VI. BASE STATION EQUIPMENT

1. Equipment Type

Manufacturer:
Model/Type:
FCC Type Acceptance
Number:

UtilComm/Spectra Engineering
UTR3100

2. Power Output (Watts): 100W
 3. Is a waveguide truss/cover plate needed from the tower to your equipment space? Y/N Yes

VII. POWER REQUIREMENTS

1. AC Power:
 Required Voltage & Amperage: 120VAC/20A
 Will power meter be required? Y/N Y
 Required Voltage & Amperage: 120VAC/100A
 Number of Circuits: 6
 If breaker cabinet is required, provide breaker assignments with voltage and Amperage per breaker.
 Convenience outlets required? Yes
 Number: 1
 2. Will you require UPS? Y/N N
 If yes, how much?
 3. Please estimate the average power consumption:

VIII. TRANSMITTER INTERMOD PROTECTION

Ferrite Isolator: Yes
 Isolation (dB): 90
 Duplexor Mfr/Model: EMR
 Frequencies (MHZ): 218-220MHx
 Multi Channel Combiner Mfr: EMR
 Band Pass Cavity: EMR
 Number of Cavities: Unknown
 Frequency (MHZ): 218-219MHz
 Band pass Filter:
 Frequency (MHZ):
 Notch Filter(s):
 Number of Notches:
 Frequency Range (MHZ):

IX. LAND REQUIREMENTS

Please answer the following questions if additional land area is requested.

1. Land Space Required:
 Width: 6' x 8'
 Height: 7'
 2. Will external shelter be required? No
 Length (ft.):

Width (ft.):

Height (ft.):

Telco Interconnect Requirements:
