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Skagit County Auditor

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7/10/2017 Page

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**FILED FOR RECORD AT REQUEST OF
AND WHEN RECORDED RETURN TO:**

Davis Wright Tremaine LLP
Attn: C. Eng
777 108th Avenue NE, Suite 2300
Bellevue, WA 98004-5149

Space above this line is for Recorder's use

Memorandum of Lease

Lessor: Atlas Tower 1, LLC

Tenant: Seattle SMSA Limited Partnership d/b/a Verizon Wireless

Legal Description: NE ¼, S22, T34N, R4E, W.M., Skagit County, State of Washington
Official Legal Description attached as Exhibit "A"

Assessor's Tax Parcel ID#: 340422-1-004-0100 (P106611)

Site Reference: WA1 SKAGIT HIGHLANDS

Return to:

Davis Wright Tremaine LLP
Attn: C. Eng
777 108th Avenue NE, Suite 2300
Bellevue, WA 98004

MEMORANDUM
OF
LEASE

This Memorandum of Lease is entered into as of this ____ day of _____, 201__, by and between Atlas Tower 1, LLC, with its principal offices located at 4450 Arapahoe Avenue, Suite 100, Boulder, CO 80303 (hereinafter referred to as "**Lessor**") and Seattle SMSA Limited Partnership d/b/a Verizon Wireless ("VZW"), with an address of One Verizon Way, Mail Stop 4AW100, Basking Ridge, New Jersey 07920, (hereinafter referred to as "**Lessee**").

1. Lessor and Lessee entered into a certain Lease Agreement ("**Agreement**") as of the ____ day of _____, 201__ for the purpose of installing, operating and maintaining a Communication facility and other improvements. All of the foregoing are set forth in the Agreement and except as otherwise expressly provided herein, all defined terms shall have the meanings as described to them in the Agreement.
2. The initial lease term will be ten (10) years ("**Initial Term**") commencing as set forth in the Agreement and is subject to four (4) five (5) year options to renew.
3. The portion of the land being leased to Lessee (the "**Premises**") is described in **Exhibit 2** and constitutes a portion of the Land described on **Exhibit 1** annexed hereto. The Agreement includes access and utility easement rights as set forth in the Agreement over the Land.
4. This Memorandum of Lease is not intended to amend or modify, and shall not be deemed or construed as amending or modifying, any of the terms, conditions or provisions of the Agreement, all of which are hereby ratified and affirmed. In the event of a conflict between the provisions of this Memorandum of Lease and the provisions of the Agreement, the provisions of the Agreement shall control. The Agreement shall be binding upon and inure to the benefit of the parties and their respective heirs, successors, and assigns, subject to the provisions of the Agreement.
5. Lessor and Lessee represent and warrant to each other that they have full right, power and authority to enter into this Memorandum of Lease without the consent or approval of any other entity or person and make these representations knowing that the other party will rely thereon. The signatory on behalf of Lessor and Lessee further represent and warrant that they have full right, power and authority to act for and on behalf of Lessor and Lessee in entering into this Memorandum of Lease.

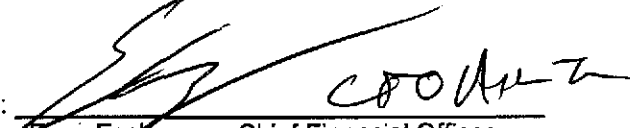
[SIGNATURE PAGE FOLLOWS]

UNOFFICIAL DOCUMENT

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

LESSOR

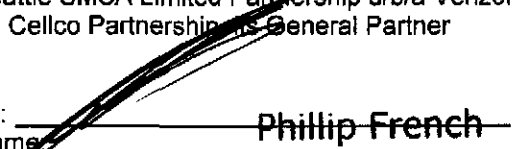
Atlas Tower 1, LLC

By: 
Evan Eschmeyer, Chief Financial Officer

Date: 5/2/17

LESSEE

Seattle SMSA Limited Partnership d/b/a Verizon Wireless
By Cellco Partnership, General Partner

By: 
Name: Phillip French
Title: Executive Director

Date: 4/25/2017

[ACKNOWLEDGMENTS APPEAR ON THE NEXT PAGE]

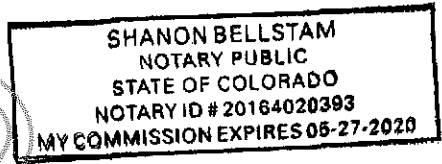
LESSEE ACKNOWLEDGMENT

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

On this _____ day of _____, 201____, before me, a Notary Public in and for the State of Washington, personally appeared _____, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that he was authorized to execute the instrument, and acknowledged it as the _____ of Seattle SMSA Limited Partnership d/b/a Verizon Wireless, By Celco Partnership, its General Partner, to be the free and voluntary act and deed of said party for the uses and purposes mentioned in the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

NOTARY PUBLIC in and for the State of WA,
residing at _____
My appointment expires _____
Print Name _____



LESSOR ACKNOWLEDGMENT

STATE OF Colorado)
_____ JUDICIAL DISTRICT) (or county of Boulder)

ON THIS DAY, before me, the undersigned Notary Public, personally appeared **Evan Eschmeyer, the Chief Financial Officer of Atlas Tower 1, LLC**, the Lessor described in the foregoing instrument, and he acknowledged to me that he signed the same on the behalf of the corporation, as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

WITNESS my hand and official seal this 9 day of May, 2017.

Shanon Bellstam
Notary Public In and For Colorado

My Commission Expires: 5.27.2020

NOTARY ACKNOWLEDGMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which the certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA

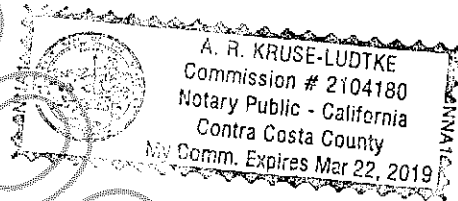
COUNTY OF Contra Costa

On April 25, 2017 before me, A. R. Kruse-Ludtke, a Notary Public, personally appeared Phillip French who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

[Handwritten Signature]
Signature of Notary Public



Place Notary Seal Above

UNOFFICIAL DOCUMENT

Exhibit 1 to Memorandum of Lease
DESCRIPTION OF LAND

Real Property with the address 4701 E. Division St., Mount Vernon, WA 98273, and a legal description:

THE NORTH 250 FEET OF THE SOUTH 280 FEET OF THE EAST 250 FEET OF THE WEST 450 FEET OF THE NORTHEAST ¼ OF SECTION 22, TOWNSHIP 34 NORTH, RANGE 4 EAST, W.M., SKAGIT COUNTY, WASHINGTON.

Exhibit 2 to Memorandum of Lease
DESCRIPTION OF PREMISES

VERIZON WIRELESS® LEASE AREA: APPROXIMATELY 360 SQUARE FEET