

FIRST AMENDMENT TO LICENSE AND RENTAL AGREEMENT

This First Amendment to License Agreement ("Amendment"), being made this 24th day of September, 2004, between **MONTGOMERY COUNTY, MARYLAND**, 101 Monroe Street, Rockville, Maryland 20850, a body corporate and politic and a political subdivision of the State of Maryland, (hereinafter designated as the "COUNTY") and **WASHINGTON D.C. SMSA LIMITED PARTNERSHIP**, a Virginia limited partnership d/b/a Verizon Wireless, 180 Washington Valley Road, Bedminster, New Jersey 07921, (hereinafter designated as the "LICENSEE"). (COUNTY and LICENSEE, together, the "PARTIES").

WHEREAS, the COUNTY and LICENSEE entered into a License Agreement dated March 29, 2000 for property located at 26149 Ridge Road, Damascus, Maryland (the "Agreement"); and

WHEREAS, the PARTIES desire to amend that Agreement to permit one (1) five (5) year extension term and to increase the annual fee during said extension term.

NOW THEREFORE, in consideration of the premises and intending to be legally bound hereby, the PARTIES hereto agree to the following changes and modifications to the Agreement.

1. The PARTIES hereby agree to one (1) five (5) year extension term, which shall commence on February 14, 2005 and expire on February 13, 2010.

2. The annual fee for the five (5) year extension term is listed in the following table:

	<u>ANNUAL FEE</u>	<u>MONTHLY FEE</u>
Year 1	\$25,041.36	\$2,086.78
Year 2	\$25,792.60	\$2,149.38
Year 3	\$26,566.37	\$2,213.86
Year 4	\$27,363.36	\$2,280.28
Year 5	\$28,184.26	\$2,348.68

3. The date to be inserted in the second line of this Amendment to License Agreement (Amendment) shall be the date on which the last party to sign this Amendment signs such Amendment.

4. The amendment shall reflect the change of address for the LICENSOR in paragraph 12 of the License Agreement. The new address is: Montgomery County, Department of Public Works and Transportation, Office of Real Estate, 101 Monroe Street 10th floor, Rockville Md.

20850, with a copy of notice to Montgomery County, Office of the County Attorney, 101 Monroe Street, 3rd floor, Rockville Md. 20850.

5. Except as modified herein all other terms and conditions of the Agreement will remain in full force and effect.

SIGNATURE PAGE TO FOLLOW

IN WITNESS WHEREOF, the PARTIES hereto have set their hands and affixed their respective seals the day and year above written.

WITNESS:

LICENSEE:

WASHINGTON D.C. SMSA LIMITED
PARTNERSHIP d/b/a Verizon Wireless

BY: Cellco Partnership, its general partner

By *Diane Gimples*

By: *David R. Heverling*
David R. Heverling
Vice President, Network – Northeast Area

Date: *9/10/04*

WITNESS:

LICENSOR:

MONTGOMERY COUNTY, MARYLAND

By *Rebecca S. Domaruk*

By: *Joseph F. Beach*
Joseph F. Beach, Assistant
Chief Administrative Officer

Date: *9/24/04*

APPROVED AS TO FORM AND
LEGALITY OFFICE OF THE
COUNTY ATTORNEY

By: *Sileen J. Brennan*
Associate County Attorney

Date: *8/24/2004*

RECOMMENDED

By: *Cynthia Brennan*
Cynthia Brennan, Director
Office of Real Estate

Date: *8/16/04*