

RESOLUTION NO. 4-99

BE IT RESOLVED by the Township Trustees of Union Township, Butler County, Ohio that:

**RESOLUTION AUTHORIZING TOWNSHIP ADMINISTRATOR TO EXECUTE
RELEASE, ASSIGNMENT AND NON-DISTURBANCE AGREEMENT**

WHEREAS, the Board of Trustees of Union Township, Butler County, finds that Union Township is the Lessee of space on a tower and space in the transmitter building located at the rear of 8139 Lawrence Street, Union Township, Ohio (the "Property") pursuant to a lease dated August 13, 1991 and recorded in the Office of the Recorder of Butler County, Ohio at Book 77, Page 261 (the "Lease"). Said Lease grants Union Township the right of first refusal to purchase the Property;

WHEREAS, the Board of Trustees of Union Township, Butler County, finds that the Lessor Jack A. Krauss, Wendolyn S. Krauss and Joel M. Krauss, d/b/a/ Spectrum Tower Technologies have entered into an agreement to sell the Property to TowerCom Midwest LLC.;

WHEREAS, the Board of Trustees of Union Township, Butler County, finds that a release of the right of first refusal is appropriate and in the public interest;

IT IS THEREFORE RESOLVED THAT:

The Township Administrator is hereby assigned the authority to execute a Release, Assignment and Non-Disturbance Agreement to facilitate the sale of the Property, release Union Township's right of first refusal without diminishing or prejudicing the remaining terms of the Lease.

Adopted the 9th day of February, 1999

Joseph T. Olwan, Yes

Thomas J. Hayden, Yes

Catherine Siker, Yes
Township Trustees

Attest: Patricia Williams
Township Clerk

**RELEASE, ASSIGNMENT AND
NON-DISTURBANCE AGREEMENT**

This Agreement made as of this 17th day of FEBRUARY, 1999, by and among Union Township, Butler County, Ohio, an Ohio Township, with offices located at 9113 Cincinnati-Dayton Road, West Chester, Ohio (hereinafter referred to as "Lessee"), Jack A. Krauss, Wendolyn S. Krauss and Joel M. Krauss, d/b/a Spectrum Tower Technologies, with offices located at 8091 Evergreen Lane, Middletown, Ohio (hereinafter referred to as "Lessor"), and TowerCom Midwest LLC, a Delaware Limited Liability Company, with offices at 621 East Mehring Way, Suite 416, Cincinnati, Ohio (hereinafter referred to as "Purchaser").

RECITALS

WHEREAS, Lessor and Lessee are parties to a certain lease dated August 13, 1991 and recorded in the Office of the Recorder of Butler County, Ohio at Book 77, Page 261 (the "Lease"), and

WHEREAS, pursuant to the terms of said Lease, Lessor has leased to Lessee space on a tower, space in the transmitter building and access to the same, all of which is located at the rear of 8139 Lawrence Street, in Union Township, Butler County, Ohio, such real estate being more particularly described as Exhibit A attached hereto and made a part hereof by this reference (the "Demised Premises"), and

WHEREAS, in addition Lessor has granted to Lessee the right of first refusal to purchase the Demised Premises, and

WHEREAS, Lessor has entered into an agreement to sell the Demised Premises to Purchaser, and

WHEREAS, Lessee has agreed to release its right of first refusal provided that Purchaser assumes and agrees to honor all remaining terms of the Lease and not disturb the leasehold interest of Lessee.

NOW, THEREFORE, for good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Lessee hereby releases its right of first refusal granted to it under paragraph 19 of the Lease and waives any and all notice requirements thereunder. Additionally, Lessee hereby acknowledges the sale of the demised premises to Purchaser and covenants and agrees to attorn to and recognize Purchaser as Lessor under the Lease.

2. All parties hereto agree to the assignment and transfer of all rights, title, interest and obligations under the Lease to Purchaser.

3. Purchaser assumes the Lease and covenants and agrees that so long as Lessee is not in default in the performance of its obligations under the Lease, Lessee's possession and quiet enjoyment of the Demised Premises, together with all other rights, privileges and powers under the Lease, shall not be diminished or interfered with by Purchaser.

4. Each party represents and warrants to the others that all authorizations or approvals necessary to bind the party have been obtained and that the person(s) executing this Agreement on behalf of a party has full power and authority to bind the party to the terms of this Agreement. This Agreement shall be binding upon and shall inure to the benefit of the parties hereto and their successors and assigns.

LESSEE:
UNION TOWNSHIP

Paula Skypich
Norma Bertram

By: Jim Sully
Township Administrator

LESSOR:
SPECTRUM TOWER TECHNOLOGIES

Steve Hall

Jim O'Mara

Steve Hall

Jim O'Mara

Steve Hall

Jim O'Mara

By: Jack A. Krauss
Jack A. Krauss, Managing Partner

By: Wendolyn Krauss
Wendolyn S. Krauss

By: Joel M. Krauss
Joel M. Krauss

PURCHASER:
TOWERCOM MIDWEST LLC, a Delaware
Limited Liability Company, by its Managing Member,
SOUTHEAST CAPITAL CORPORATION

David S. Boone
David S. Boone

By: David S. Boone
DAVID S. BOONE, Vice President

STATE OF OHIO :
 : SS:
COUNTY OF Butler :

The foregoing instrument was hereby acknowledged before me this 2nd day of March 1999, by David Gully, Union Township, Lessee.

Norma H. Biermann
Notary Public
My Commission Expires: 11/15/99

NORMA H. BIERMANN
Notary Public, State of Ohio
My Commission Expires Nov. 15, 1999

STATE OF OHIO :
 : SS:
COUNTY OF BUTLER :

The foregoing instrument was hereby acknowledged before me this 25th day of FEBRUARY 1999, by Jack A. Krauss, Managing Partner, Lessor.

Thomas V. Hall
Notary Public
My Commission Expires: _____

THOMAS V. HALL
Notary Public, State of Ohio
My Commission Expires 4/27/99

STATE OF OHIO :
 : SS:
COUNTY OF BUTLER :

The foregoing instrument was hereby acknowledged before me this 25th day of FEBRUARY 1999, by Wendolyn S. Krauss, Lessor.

Thomas V. Hall
Notary Public
My Commission Expires: _____

THOMAS V. HALL
Notary Public, State of Ohio
My Commission Expires 4/27/99

STATE OF OHIO :
 :
 : SS:
COUNTY OF BUTLER :

The foregoing instrument was hereby acknowledged before me this 25th day of FEBRUARY 1999, by Joel M. Krauss, Lessor.



Notary Public
My Commission Expires: _____

THOMAS V. HALL
Notary Public, State of Ohio
My Commission Expires 4/27/99

STATE OF ~~OHIO~~ FLORIDA :
 :
 : SS:
COUNTY OF DUVAL :

The foregoing instrument was hereby acknowledged before me this 17th day of February 1999, by David S. Boone, Purchaser.



DELORIS H POPE
My Commission CC550399
Expires Jun. 14, 2000



Notary Public
My Commission Expires: 6-14-2000