

**COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION**

In the Matter of:

| | | |
|---|---|---------------------|
| THE APPLICATION OF |) | |
| CELLCO PARTNERSHIP D/B/A VERIZON WIRELESS |) | |
| AND THE TOWERS, LLC D/B/A VERTICAL BRIDGE |) | |
| FOR ISSUANCE OF A CERTIFICATE OF PUBLIC |) | CASE NO. 2024-00220 |
| CONVENIENCE AND NECESSITY TO CONSTRUCT |) | |
| A WIRELESS COMMUNICATIONS FACILITY |) | |
| IN THE COMMONWEALTH OF KENTUCKY |) | |
| IN THE COUNTY OF CASEY |) | |

SITE NAME: CLEMENTSVILLE

* * * * *

**RESPONSE TO STAFF’S FIRST REQUEST FOR INFORMATION FILING
APPLICATION FOR CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY
FOR CONSTRUCTION OF A WIRELESS COMMUNICATIONS FACILITY**

Cellco Partnership, d/b/a Verizon Wireless and The Towers, LLC d/b/a Vertical Bridge (“Co-Applicants”), by counsel, pursuant to (i) KRS §§278.020, 278.040, 278.650, 278.665, and other statutory authority, and the rules and regulations applicable thereto, and (ii) the Telecommunications Act of 1996, filed an Application requesting issuance of a Certificate of Public Convenience and Necessity (“CPCN”) on July 29, 2024.

On July 31, 2024 Co-Applicants submitted supplemental information to the filing that the “Vertical Bridge” entity should be The Towers, LLC d/b/a Vertical Bridge instead of VB BTS II, LLC d/b/a Vertical Bridge and updated the entities exhibit.

RESPONSE TO STAFF:

1. Explain why The Towers, LLC d/b/a Vertical Bridge is being substituted for VB BTS II, LLC d/b/a Vertical Bridge. Provide all supporting documentation for the explanation.

*This was a mistake in originally citing of VB BTS II, LLC d/b/a Vertical Bridge as the co-applicant. The Towers, LLC, is the entity that is the co-applicant and attached as **Exhibit 1**. VB BTS II, LLC d/b/a Vertical Bridge should not have been listed as a co-applicant.*

2. Confirm that VB BTS II, LLC d/b/a Vertical Bridge is no longer a Joint Applicant. If not confirmed, explain why not.

Co-applicants confirm that VB BTS II, LLC d/b/a Vertical Bridge is no longer a co-applicant. As stated in the July 31, 2024 Supplemental Information, the co-applicants are Cellco Partnership, d/b/a Verizon Wireless and The Towers, LLC d/b/a Vertical Bridge.

3. Explain whether The Towers, LLC d/b/a Vertical Bridge is a separate registered legal entity from VB BTS II, LLC d/b/a Vertical Bridge. Provide all supporting documentation for the explanation.

*Co-Applicants confirm that The Towers, LLC d/b/a Vertical Bridge is a separate registered Entity from VB BTS II, LCC d/b/a Vertical Bridge. Please see **Exhibits 1 and 2**, respectively, for formation documents for both entities.*

4. Explain whether The Towers, LLC d/b/a Vertical Bridge is a separate registered legal entity from The Towers, LLC. Provide all supporting documentation for the explanation.

*The Towers, LLC d/b/a Vertical Bridge and The Towers, LLC are the same entity. The “d/b/a Vertical Bridge” is an explanation, the registered entity is The Towers, LLC. Please see **Exhibit 1** Attached.*

5. Provide updated site surveys using the new entity for this site.

*Co-Applicants would submit that the Vertical Bridge REIT, LLC Secretary's Certificate, attached as **Exhibit 3** indicates The Towers, LLC as a subsidiary of Vertical Bridge REIT, LLC, therefore, revisions to the survey from Vertical Bridge REIT, LLC should not be required. The Secretary's Certificate allows Vertical Bridge REIT, LLC to execute documents and bind the company for each of the subsidiaries.*

*Co-Applicants would also submit that because the Land Surveyor's Certificate states Vertical Bridge REIT, LLC "...and they subsidiaries...", and the title block indicates "provided for: The Towers, LLC" revisions to the survey from Vertical Bridge REIT, LLC should not be required as Vertical Bridge REIT, LLC, is a related party to The Towers, LLC. Vertical Bridge REIT, LCC Entity is attached as **Exhibit 4**.*

6. Confirm that all leases and easements reflect The Towers, LLC as a party. If not confirmed, explain and provide any necessary documentation.

*The Towers, LLC, as evidenced in the Real Estate Agreement, attached as **Exhibit 5**, is the tenant reflected.*

7. Confirm that all permits for the project reflect, The Towers, LLC as a party. If not confirmed, explain and provide any necessary documentation.

*Co-applicants confirm that all permits for the project reflect, The Towers, LLC as a party. Please see the following attachments: **Exhibit 6**, FCC Application for tower; and **Exhibit 7**, FAA Application and Determination of No Hazard indicating The Towers, LLC.*

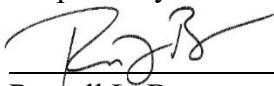
The KACZ Application and response, indicate Vertical Bridge REIT, LLC. Revisions to the KACZ Application and response from Vertical Bridge REIT, LLC should not be required as Vertical Bridge REIT, LLC, is a related party to The Towers, LLC.

8. Attached hereto as **Exhibit 8** please find an Affidavit of Certification for all information contained in this application.
9. All Exhibits to this Application are hereby incorporated by reference as if fully set out as part of the Application.
10. All responses and requests associated with this Application may be directed to:

Russell L. Brown
Clark, Quinn, Moses, Scott & Grahn, LLP
320 North Meridian Street, Suite 1100
Indianapolis, IN 46204
Phone: (317) 637-1321
FAX: (317) 687-2344
Email: rbrown@clarkquinnlaw.com

WHEREFORE, Co-Applicants respectfully request that the PSC accept the foregoing Application for filing and, having met the requirements of KRS §§278.020(1), 278.650, and 278.665 and all applicable rules and regulations of the PSC, grant a Certificate of Public Convenience and Necessity to construct and operate the WCF at the location set forth herein.

Respectfully submitted,



Russell L. Brown
Clark, Quinn, Moses, Scott & Grahn, LLP
320 North Meridian Street, Suite 1100
Indianapolis, IN 46204
Phone: (317) 637-1321 / FAX: (317) 687-2344
Email: rbrown@clarkquinnlaw.com
Attorney for Cellco Partnership d/b/a Verizon Wireless

LIST OF EXHIBITS

1. The Towers, LLC Entity
2. VB BTS II, LLC Entity
3. Vertical Bridge REIT, LLC, Secretary Certificate
4. Vertical Bridge REIT, LLC Entity
5. Real Estate Agreement
6. FCC Application
7. FAA Application and Determination of No Hazard
8. Affidavit of Certification

STATE OF DELAWARE
CERTIFICATE OF FORMATION
OF LIMITED LIABILITY COMPANY

The undersigned authorized person, desiring to form a limited liability company pursuant to the Limited Liability Company Act of the State of Delaware, hereby certifies as follows:

1. The name of the limited liability company is _____
THE TOWERS, LLC

2. The Registered Office of the limited liability company in the State of Delaware is located at _____ 850 New Burton Road, Suite 201 _____ (street), in the City of _____ Dover _____, Zip Code _____ 19904 _____. The name of the Registered Agent at such address upon whom process against this limited liability company may be served is _____
COGENCY GLOBAL INC.

By: _____ /s/ Daniel Marinberg
Authorized Person

Name: _____ Daniel Marinberg
Print or Type

Commonwealth of Kentucky
Michael G. Adams, Secretary of State

Michael G. Adams
Secretary of State
P. O. Box 718
Frankfort, KY 40602-0718
(502) 564-3490
<http://www.sos.ky.gov>

Certificate of Authorization

Authentication number: 307364
Visit <https://web.sos.ky.gov/fts/show/certvalidate.aspx> to authenticate this certificate.

I, Michael G. Adams, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

THE TOWERS, LLC

, a limited liability company authorized under the laws of the state of Florida, is authorized to transact business in the Commonwealth of Kentucky, and received the authority to transact business in Kentucky on February 22, 2024.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that an application for certificate of withdrawal has not been filed; and that the most recent annual report required by KRS 14A.6-010 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 18th day of March, 2024, in the 232nd year of the Commonwealth.



Michael G. Adams

Michael G. Adams
Secretary of State
Commonwealth of Kentucky
307364/1343772

STATE OF DELAWARE
CERTIFICATE OF FORMATION
OF LIMITED LIABILITY COMPANY

The undersigned authorized person, desiring to form a limited liability company pursuant to the Limited Liability Company Act of the State of Delaware, hereby certifies as follows:

1. The name of the limited liability company is _____
VB BTS II, LLC

2. The Registered Office of the limited liability company in the State of Delaware is located at _____ 850 New Burton Road, Suite 201 _____ (street), in the City of _____ Dover _____, Zip Code _____ 19904 _____. The name of the Registered Agent at such address upon whom process against this limited liability company may be served is _____
COGENCY GLOBAL INC.

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:01 PM 06/08/2022
FILED 01:01 PM 06/08/2022
SR 20222658754 - File Number 6844426

By: _____ /s/ Daniel Marinberg
Authorized Person

Name: _____ Daniel Marinberg
Print or Type

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VB BTS II, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF JANUARY, A.D. 2023.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VB BTS II, LLC" WAS FORMED ON THE EIGHTH DAY OF JUNE, A.D. 2022.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN ASSESSED TO DATE.




Jeffrey W. Bullock, Secretary of State

6844426 8300

SR# 20230223025

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202551773

Date: 01-23-23



202303080004

FAYETTE CO, KY FEE \$46.00

PRESENTED / LODGED: 03-08-2023 08:19:15 AM

RECORDED: 03-08-2023

SUSAN LAMB

CLERK

BY: HALLIE WOOSLEY

DEPUTY CLERK



COMMONWEALTH OF KENTUCKY
MICHAEL G. ADAMS, SECRETARY OF STATE

1265644.06

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ADD

Michael G. Adams
Kentucky Secretary of State
Received and Filed:
3/7/2023 12:33 PM
Fee Receipt: \$90.00

BK: IB 428
PG: 690-690

Division of Business Filings
P.O. Box 718
Frankfort, KY 40602
(502) 564-3490
www.sos.ky.gov

Certificate of Authority
(Foreign Business Entity)

FBE

Pursuant to the provisions of KRS 14A - 030 the undersigned hereby applies for authority to transact business in Kentucky on behalf of the entity named below and, for that purpose, submits the following statements:

1. The entity is a:
- | | | | | | |
|--------------------------|---------------------|-------------------------------------|----------------------------------|--------------------------|--|
| <input type="checkbox"/> | profit corporation | <input checked="" type="checkbox"/> | nonprofit corporation | <input type="checkbox"/> | professional limited liability company |
| <input type="checkbox"/> | business trust | <input type="checkbox"/> | limited liability company | <input type="checkbox"/> | statutory trust |
| <input type="checkbox"/> | limited partnership | <input type="checkbox"/> | fid cooperative association | <input type="checkbox"/> | other |
| <input type="checkbox"/> | non-profit bc | <input type="checkbox"/> | professional service corporation | | |

2. The name of the entity is VB BTS II, LLC
(The name must be identical to the name on record with the Secretary of State.)

3. The name of the entity to be used in Kentucky is (if applicable): _____
(Only provide if "real name" is unavailable for use; otherwise, leave blank.)

4. The state or country under whose law the entity is organized is Delaware

5. The date of organization is 6/8/2022 and the period of duration is _____
(If left blank, duration is considered perpetual.)

6. The mailing address of the entity's principal office is
750 Park of Commerce Drive, Suite 200 Boca Raton FL 33487
Street Address City State Zip Code

7. The street address of the entity's registered office in Kentucky is
828 Lane Allen Road, Suite 219 Lexington KY 40504
Street Address (No P.O. Box Numbers) City State Zip Code

and the name of the registered agent at that office is Cogency Global Inc.

8. The names and business addresses of the entity's representatives (secretary, officers and directors, managers, trustees or general partners):

Daniel Marinberg 750 Park of Commerce Dr, Ste 200 Boca Raton FL 33487
Name Street or P.O. Box City State Zip Code

Name Street or P.O. Box City State Zip Code

Name Street or P.O. Box City State Zip Code

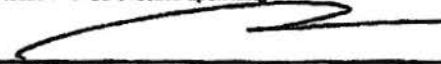
9. If a professional service corporation, all the individual shareholders, not less than one half (1/2) of the directors, and all of the officers other than the secretary and treasurer are licensed in one or more states or territories of the United States or District of Columbia to render a professional service described in the statement of purposes of the corporation.

10. I certify that, as of the date of filing this application, the above-named entity validly exists under the laws of the jurisdiction of its formation.

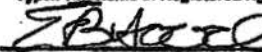
11. If a limited partnership, it elects to be a limited liability limited partnership. Check the box if applicable:

12. If a limited liability company, check box if manager-managed:

13. This application will be effective upon filing.


Signature of Authorized Representative Adam B. Ginder-Vice President & Associate General Counsel Printed Name & Title 03/07/23 Date

I, Cogency Global Inc. consent to serve as the registered agent on behalf of the business entity.
Type/Print Name of Registered Agent


Signature of Registered Agent ERIC B HOOD Printed Name ASSISTANT SECRETARY Title 3/7/23 Date

VERTICAL BRIDGE REIT, LLC

SECRETARY'S CERTIFICATE

July 1, 2023

I, Daniel Marinberg, **DO HEREBY CERTIFY**, that I am duly elected, qualified and acting Senior Vice President and General Counsel and being the Corporate Secretary of **Vertical Bridge REIT, LLC**, a Delaware limited liability company (the "**Company**"), hereby certifies in my capacity as the Secretary of the Company, and was resolved at a duly convened meeting of the Board of Managers of the Company, that the following individuals are authorized signatories for the Company and are authorized to execute documents and bind the Company and each of the Company's subsidiaries listed on Exhibit "A" attached hereto,:

Alex Gellman, Ron Bizick, Mike Romaniw, Mike Belski, Daniel Marinberg, Bob Paige, Johnny Crawford, Jim McCullouch, Buddy Norman, Ariel Rubin, Adam Ginder, Tim Tuck, Tim Shine, John Stevens, Dale Carey, Bob Glosson, Rich Stern, Mike Taylor, Blair Crawford, and Allan Tantillo.

Vertical Bridge REIT, LLC
a Delaware limited liability company

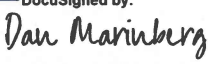
DocuSigned by:

BY: _____
Name: Daniel Marinberg
Title: Senior Vice President, General Counsel and
Corporate Secretary

EXHIBIT A

Altaphon, Inc.
Berkley Assets, LLC
Bridger Cell Assets, LLC
CIG Comp Tower, LLC
CIG Wireless Corp. (NV)
Datapath Vertical Bridge II, LLC
Eco-Site, LLC
Gotham Vertical Bridge, LLC (DC)
Mercury Cell Assets, LLC
Midwest NT 1 LLC
Midwest NT 2 LLC
NTCH-VB, LLC
Oak Wood VB Parent, LLC
Oak Wood VB, LLC
Precision Cell Assets, LLC
Rocky Mountain Infrastructure Group, LLC
Rowstar, LLC
Sobey Networks, LLC
The Towers Parent, LLC
The Towers, LLC
Toro Vertical Parent, LLC
Toro Vertical, LLC
Tower Economics Company, LLC
VB 500 II, LLC
VB Acquisition 2018, LLC
VB B2, LLC
VB Berkley, LLC
VB Bridger JV Member, LLC
VB BTS II, LLC
VB BTS, LLC
VB E1 Parent, LLC
VB E1, LLC
VB Edge, LLC
VB LPE Parent, LLC
VB LPE, LLC
VB Mercury JV Member, LLC
VB Nimbus, LLC
VB Precision JV Member, LLC
VB RMIG Parent, LLC
VB RUN, LLC
VB Viridi Member, LLC
VB Viridi, LLC
VBDTP, LLC
VBHV, LLC (WI)
VB-JV4, LLC
VB-JV6, LLC
VB-S1 Assets, LLC
VB-S1 Issuer, LLC
VB-S1 Parent, LLC
VBT SUB 1, LLC
VBT SUB 2, LLC
Vertical Bridge 500, LLC
Vertical Bridge ABM, LLC
Vertical Bridge Acquisitions III, LLC
Vertical Bridge Acquisitions, LLC
Vertical Bridge AM II, LLC
Vertical Bridge AM, LLC
Vertical Bridge Brokerage, LLLP
Vertical Bridge CC AM, LLC
Vertical Bridge CC FM, LLC
Vertical Bridge CC Parent, LLC
Vertical Bridge CC, LLC
Vertical Bridge CCR, LLC
Vertical Bridge DC, LLC
Vertical Bridge Development, LLC
Vertical Bridge Engineering, LLC
Vertical Bridge Grand Canyon, LLC
Vertical Bridge Holdco Parent, LLC
Vertical Bridge Holdco, LLC
Vertical Bridge LANDCO, LLC
Vertical Bridge Management, LLC
Vertical Bridge NT, LLC
Vertical Bridge NTCF, LLC
Vertical Bridge Real Estate II, LLC
Vertical Bridge Real Estate, LLC
Vertical Bridge S3 Assets, LLC
Vertical Bridge Structures, LLC
Vertical Bridge Towers IV, LLC
Vertical Bridge VBTS, LLC
Vogue XIII, LLC

Delaware

PAGE 1

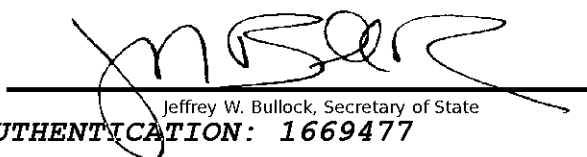
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "VERTICAL BRIDGE SERVICES, LLC", CHANGING ITS NAME FROM "VERTICAL BRIDGE SERVICES, LLC" TO "VERTICAL BRIDGE REIT, LLC", FILED IN THIS OFFICE ON THE THIRD DAY OF SEPTEMBER, A.D. 2014, AT 2:55 O'CLOCK P.M.

5554402 8100

141137097




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1669477

DATE: 09-04-14

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT**

1. Name of Limited Liability Company: _____
VERTICAL BRIDGE SERVICES, LLC

2. The Certificate of Formation of the limited liability company is hereby amended as follows:

The name of the limited liability company is amended to read:

Vertical Bridge REIT, LLC

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 3rd day of September, A.D. 2014.

By: Daniel Marinberg
Authorized Person(s)

Name:  _____
Print or Type

Vertical Bridge File #: US-KY-5198 Tower Title File #: VTB-158747-C

TOWER TITLE

Tower Title & Closing

18 Imperial Place, Courtyard

Providence, RI 02903

(844) 944-2876

Document:

RECORDING



VTB-158747-C

[RECORDED DOCUMENT BEGINS ON NEXT PAGE]

(Above 3" Space for Recorder's Use Only)

Upon Recording Return to:

The Towers, LLC
750 Park of Commerce Drive, Suite 200
Boca Raton, Florida 33487
Attn: Daniel Marinberg

Site Name: Clementsville
Site Number: US-KY-5198
Commitment #: VTB-158747-C

Previous deed info:
Bk 289 Pg 161
Oct 25, 2013

MEMORANDUM OF OPTION TO LEASE

This Memorandum of Option to Lease (this "**Memorandum**") evidences an Option and Lease Agreement (the "**Agreement**") between **Mark Woodrum and Kirsten Woodrum**, husband and wife, ("**Landlord**"), whose address is 1054 Murphy Wolford Rd Liberty, Kentucky 42539, and **The Towers, LLC**, a Delaware limited liability company, whose mailing address is 750 Park of Commerce Drive, Suite 200, Boca Raton, Florida 33487 ("**Tenant**"), dated November 6th, 2023 (the "**Effective Date**"), for a portion (the "**Premises**") of the real property (the "**Property**") described in **Exhibit A** attached hereto.

Pursuant to the Agreement, Landlord has granted Tenant an exclusive option to lease the Premises (the "**Option**"). The Option commenced as of the Effective Date and shall continue in effect for a period of two (2) years from the Effective Date.

Landlord ratifies, restates and confirms the Agreement and, upon exercise of the Option, shall lease to Tenant the Premises, subject to the terms and conditions of the Agreement. The Agreement provides for the lease by Landlord to Tenant of the Premises for an initial term of five (5) years with nine (9) renewal option(s) of an additional five (5) years each, and further provides:

1. Landlord may assign the Agreement only in its entirety and only to a purchaser of the fee interest of the Property;
2. Under certain circumstances, Tenant has a right of first refusal to acquire the Premises or the Property from Landlord;
3. Landlord may not subdivide the Property without Tenant's prior written consent; and

4. The Agreement restricts Landlord's ability to utilize, or allow the utilization of the Property or real property owned by Landlord which is adjacent or contiguous to the Property for the construction, operation and/or maintenance of the Communications Facilities (as defined in the Agreement).

This Memorandum 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. In the event of a conflict between the provisions of this Memorandum 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 Landlord and Tenant and shall inure to the benefit of their respective heirs, successors, and assigns, subject to the provisions of the Agreement.

THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK, SIGNATURES
BEGIN ON NEXT PAGE

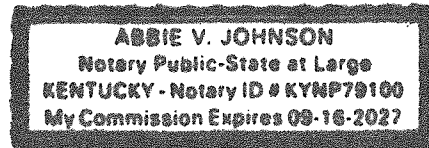
IN WITNESS WHEREOF, the parties hereto have executed this MEMORANDUM OF OPTION TO LEASE effective as of the date last signed by a party hereto.

| | |
|--|---|
| <p>WITNESSES:</p> <p><u>Sarah Stevens</u> Name: <u>Sarah Stevens</u></p> <p><u>Melissa Cochran</u> Name: <u>Melissa Cochran</u></p> | <p>LANDLORD:</p> <p><u>Mark Woodrum</u> Name: <u>Mark Woodrum</u></p> <p>Date: <u>10-31-23</u></p> <p><u>Kirsten Woodrum</u> Name: <u>Kirsten Woodrum</u></p> <p>Date: <u>10-31-23</u></p> |
|--|---|

STATE OF Kentucky
COUNTY OF Casey

The foregoing instrument was acknowledged before me this 31st day of October 2023 by Mark Woodrum and Kirsten Woodrum.

Abbie Johnson, #KYNP 79100
Notary Public
Print Name: Abbie Johnson
My Commission Expires: 9-16-2027



(Tenant's Signature Page to Memorandum of Option to Lease)

| | |
|---|---|
| <p>WITNESSES:</p> <p><u>Edward Dovic</u> Name: <u>Edward Dovic</u></p> <p><u>ALL</u> Name: <u>Alex Greenberg</u></p> | <p>TENANT:</p> <p>The Towers, LLC a Delaware limited liability company</p> <p>By: <u>[Signature]</u></p> <p>Name: <u>Ariel Rubin</u> Title: <u>Vice President of Tower Development</u></p> <p>Date: <u>11.6.2023</u></p> |
|---|---|

STATE OF FLORIDA

Leasing Ops ^{DS} 29

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this November 6, 2023
by Ariel Rubin (name of signatory), VPTD
(title of signatory) of The Towers, LLC, a Delaware limited liability company, on behalf of the company.

[Signature]
Notary Public

Print Name: Vanessa Sanchez

My Commission Expires: April 20, 2025

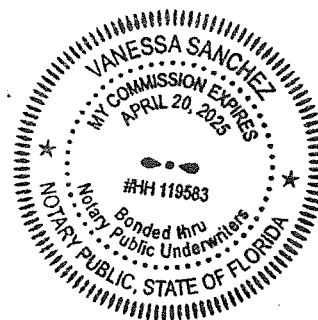


EXHIBIT A

(TO MEMORANDUM OF OPTION TO LEASE)

The Property

(may be updated by Tenant upon receipt of final legal description from title)

Tract 1

A certain tract or parcel of land lying on the waters of Casey Creek and on the North side of Kentucky Highway #70 in Casey County, Commonwealth of Kentucky and being more accurately described as follows:

Beginning at an oak tree on the North side of Woods Creek Road, corner of the Marion Wethington property; thence with the North side of said Woods Creek Road as follows. North 80 degrees 02 minutes West 198.4 feet; North 78 degrees 10 minutes West 223.6 feet; North 81 degrees 34 minutes West 111.8 feet; North 86 degrees 05 minutes West 78.7 feet; South 87 degrees 37 minutes West 77.3 feet; South 82 degrees 52 minutes West 68.9 feet; South 79 degrees 13 minutes West 52.9 feet; South 79 degrees 44 minutes West 75.6 feet; South 83 degrees 57 minutes West 93.2 feet; South 89 degrees 53 minutes West 101.7 feet; North 85 degrees 29 minutes West 91.9 feet; North 81 degrees 19 minutes West 115.7 feet to an iron pin on the North side of said Woods Creek Road, corner of the Howard Gabehart property (Deed Book 75, Page 520); thence with the lines of said Gabehart property as follows: North 83 degrees 08 minutes East 420.3 feet to an iron pin; North 75 degrees 08 minutes East 235.0 feet to an iron pin; North 69 degrees 53 minutes East 480.0 feet to a hickory tree, corner of said Gabehart property and the Wethington property; thence with the line of the Wethington property South 04 degrees 09 minutes East 674.6 feet to the beginning, containing 4.7 acres, more or less.

Exception: there is excepted from the hereinabove described real property and not conveyed herein the following tract or parcel of land.

Description of Exception: Beginning at an oak tree on the North side of the Woods Creek Road, a corner to Marion Wethington property; thence North 2 degrees West 200 feet to a stake; thence North 57 degrees West 118 feet to an ash; thence South 63 degrees West 117.5 feet to a double ash; thence South 53 degrees West 133 feet to a mulberry; thence South 54-1/2 degrees West 83 feet to a stake; thence South 80 degrees East 397 feet to the beginning.

Tract 2

A certain tract or parcel of land lying and being in Casey County, Kentucky, on the waters of Casey Creek and being more particularly described as follows:

Beginning at a stake in line of James Wethington and Howard Gabehart. This stake is located S. 20-1/2 E. 6 rods and 22 links from a walnut old corner. This road is to be twenty feet wide, 10 feet on each side of the following center line: Beginning at the stake mentioned above; thence S. 46-3/4 W. 15-3/5 rods to the edge of right of way of Highway No. 551. Survey of a Roadway, James Wethington to Larry Stafford, September 19, 1977, by E. T. Cooper, R.L.S. No. 1144.

Tract 3

One certain tract or parcel of land lying and being in Casey County, Kentucky, and on the waters of Woods Creek in said County and State and being more particularly described by metes and bounds as follows, to-wit:

Beginning at a point in old road bed, where once stood a sugar tree; thence N. 20-1/2 E. 40 rods to an elm; thence N. 31-1/2 E. 8 poles to two beeches; thence N. 50 degrees 48 feet E. 41-4/5 poles to a beech in Verlin Wethington's line; thence with said line S. 47-1/2 E. 56-2/5 rods to a stake; thence S. 20 degrees 46 feet W. 19-4/5 rods to a black oak; thence S.

67-3/4 W. 29-3/4 rods to a stone, with hickory pointer; S. 73 W. 14-3/5 rods to a black oak; S. 81 W. 31 rods and 3 links to a stone at edge of road; thence with old road N. 67-3/4 W. 15-4/5 rods to the beginning, containing 20 acres, more or less.

Exclusions: there is excluded from the above property the following tract of land:

Exclusion No. 1: a certain tract or parcel of land lying and being in Casey County, Kentucky, and on the waters of Woods Creek in said County and State and being more particularly described by metes and bounds as follows, to-wit:

Beginning at a walnut, formerly an elm, corner to James M. Wethington; thence S. 86-1/4 degrees E. 2 rods to the branch; thence up the branch as it meanders with the following calls: N. 61-1/2 degrees E. 4 rods; N. 83 degrees E. 4-1/2 rods; N. 57 degrees E. 6 rods and 3 links; N. 82 degrees E. 3 rods and 2 links; N. 55 degrees E. 5 rods and 4 links; N. 49-1/2 degrees E. 6 rods and 4 links; N. 46-3/4 degrees E. 6 rods and 7 links; N. 37 degrees E. 14-1/2 rods to a stake in old line; thence with old lines courses reversed N. 45-1/2 degrees W. with Vertin Wethington's line 3 rods and 17 links to a beech; thence S. 52-3/4 degrees W. 41-4/5 poles in two beeches; thence S. 33-1/2 degrees W. 8 poles to the beginning, containing 2.05 acres, more or less. Surveyed by E. T. Cooper, Reg. Land Surveyor No. 1144.

Access and utilities serving the Premises (as defined in the Agreement) includes all easements of record as well as that portion of the Property designated by Landlord and Tenant for Tenant (and Tenant's guests, agents, customers, subtenants, licensees and assigns) ingress, egress, and utility purposes to and from a public right-of-way.

ASR Application Search

Application A1277292**Application Detail**

| | | | |
|---------------------|----------|-------------|----|
| File Number | A1277292 | Constructed | |
| Registration Number | | Dismantled | |
| NEPA | | EMI | No |

Application Information

| | | | |
|---------|-------------|---------------|------------|
| Status | Pending | Date Received | 04/17/2024 |
| Purpose | Amendment | Entered | 04/17/2024 |
| Mode | Interactive | | |

Antenna Structure

Structure Type LTOWER - Lattice Tower

Location (in NAD83 Coordinates)

| | | | |
|-------------|----------------------------|-------------------------------|--|
| Lat/Long | 37-17-41.9 N 085-05-26.0 W | Address | 1054 murphy wolford Road (jh) KY-5198 |
| City, State | Liberty , KY | County | CASEY |
| Zip | 42539 | Position of Tower in Array | |

Heights (meters)

| | | | |
|--|-------|---|------|
| Elevation of Site Above Mean Sea Level | 296.4 | Overall Height Above Ground (AGL) | 77.7 |
| Overall Height Above Mean Sea Level | 374.1 | Overall Height Above Ground w/o Appurtenances | 74.7 |

Proposed Marking and/or Lighting

FAA Style E

FAA Notification

FAA Study

FAA Issue Date

Owner & Contact Information

| | | | |
|-----|------------|-------------------|---------------------------|
| FRN | 0033815929 | Owner Entity Type | Limited Liability Company |
|-----|------------|-------------------|---------------------------|

Owner

The Towers, LLC
 Attention To: Matthew Bonfante
 750 Park of Commerce Drive
 Boca Raton , FL 33487

P: (561)406-4023
 F:
 E: FCC-FAA@verticalbridge.com

Contact

Bonfante , Matthew
 Attention To: Matthew Bonfante
 750 Park of Commerce Drive
 Boca Raton , FL 33487

P: (561)406-4023
 F:
 E: FCC-FAA@verticalbridge.com

Environmental Compliance

| | | | |
|---|----|--|----|
| Does the applicant request a Waiver of the Commission's rules for environmental notice? | No | Is the applicant submitting an Environmental Assessment? | No |
|---|----|--|----|

Is another Federal Agency taking responsibility for environmental review?

Does the applicant certify to No Significant Environmental Effect pursuant to Section

No

Reason for another Federal Agency taking responsibility for environmental review

Basis for Certification

Name of Federal Agency

Local Notice Date

National Notice Date

04/18/2024

Certification

Authorized Party HEFFERNAN, JULIE Title LEASING PROJECT MANAGER

Receipt Date 04/17/2024

Comments

Comments

None

History

Date

Event

02/20/2024

New Application Received

Trans Log

| Date | Description | Existing Value | Requested Value |
|------------|--|-----------------------|-------------------------------|
| 03/01/2024 | Application : Identify the change type as Major or Minor | Minor | Major |
| 03/01/2024 | Environmental Compliance : National Notice Date | 04/19/2024 | 03/15/2024 |
| 03/01/2024 | Structure : The street address of the antenna structure | 4338 Woods Creek Road | 1054 murphy wolford Road (jh) |

All Trans Log (7)

Pleadings

| Pleading Type | Filer Name | Description | Date Entered |
|---------------|------------|-------------|--------------|
|---------------|------------|-------------|--------------|

None

Automated Letters

| Date | Description |
|------|-------------|
|------|-------------|

None

Attachments

| Type | Description | Date Entered |
|------|-------------|--------------|
|------|-------------|--------------|

None

CLOSE WINDOW



Mail Processing Center
 Federal Aviation Administration
 Southwest Regional Office
 Obstruction Evaluation Group
 10101 Hillwood Parkway
 Fort Worth, TX 76177

Aeronautical Study No.
 2024-ASO-4942-OE

Issued Date: 05/14/2024

Julie Heffernan
 The Towers, LLC
 7500 Park of Commerce Dr
 Suite 200
 Boca Raton, FL 33487

**** DETERMINATION OF NO HAZARD TO AIR NAVIGATION ****

The Federal Aviation Administration has conducted an aeronautical study under the provisions of 49 U.S.C., Section 44718 and if applicable Title 14 of the Code of Federal Regulations, part 77, concerning:

Structure: Antenna Tower US-KY-5198 Clementsville
 Location: LIBERTY, KY
 Latitude: 37-17-41.93N NAD 83
 Longitude: 85-05-26.00W
 Heights: 972 feet site elevation (SE)
 255 feet above ground level (AGL)
 1227 feet above mean sea level (AMSL)

This aeronautical study revealed that the structure does not exceed obstruction standards and would not be a hazard to air navigation provided the following condition(s), if any, is(are) met:

Emissions from this site must be in compliance with the parameters set by collaboration between the FAA and telecommunications companies and reflected in the FAA 5G C band compatibility evaluation process (such as power, frequencies, and tilt angle). Operational use of this frequency band is not objectionable provided the Wireless Providers (WP) obtain and adhere to the parameters established by the FAA 5G C band compatibility evaluation process. **Failure to comply with this condition will void this determination of no hazard.**

As a condition to this Determination, the structure is to be marked/lighted in accordance with FAA Advisory circular 70/7460-1 M, Obstruction Marking and Lighting, a med-dual system-Chapters 4,8(M-Dual),&15.

Any failure or malfunction that lasts more than thirty (30) minutes and affects a top light or flashing obstruction light, regardless of its position, should be reported immediately to (877) 487-6867 so a Notice to Air Missions (NOTAM) can be issued. As soon as the normal operation is restored, notify the same number.

It is required that FAA Form 7460-2, Notice of Actual Construction or Alteration, be e-filed any time the project is abandoned or:

- At least 10 days prior to start of construction (7460-2, Part 1)
- Within 5 days after the construction reaches its greatest height (7460-2, Part 2)

See attachment for additional condition(s) or information.

This determination expires on 11/14/2025 unless:

- (a) the construction is started (not necessarily completed) and FAA Form 7460-2, Notice of Actual Construction or Alteration, is received by this office.
- (b) extended, revised, or terminated by the issuing office.
- (c) the construction is subject to the licensing authority of the Federal Communications Commission (FCC) and an application for a construction permit has been filed, as required by the FCC, within 6 months of the date of this determination. In such case, the determination expires on the date prescribed by the FCC for completion of construction, or the date the FCC denies the application.

NOTE: REQUEST FOR EXTENSION OF THE EFFECTIVE PERIOD OF THIS DETERMINATION MUST BE E-FILED AT LEAST 15 DAYS PRIOR TO THE EXPIRATION DATE. AFTER RE-EVALUATION OF CURRENT OPERATIONS IN THE AREA OF THE STRUCTURE TO DETERMINE THAT NO SIGNIFICANT AERONAUTICAL CHANGES HAVE OCCURRED, YOUR DETERMINATION MAY BE ELIGIBLE FOR ONE EXTENSION OF THE EFFECTIVE PERIOD.

This determination is based, in part, on the foregoing description which includes specific coordinates, heights, frequency(ies) and power. Any changes in coordinates, heights, and frequencies or use of greater power, except those frequencies specified in the Colo Void Clause Coalition; Antenna System Co-Location; Voluntary Best Practices, will void this determination. Any future construction or alteration, including increase to heights, power, or the addition of other transmitters, requires separate notice to the FAA. This determination includes all previously filed frequencies and power for this structure.

If construction or alteration is dismantled or destroyed, you must submit notice to the FAA within 5 days after the construction or alteration is dismantled or destroyed.

This determination does include temporary construction equipment such as cranes, derricks, etc., which may be used during actual construction of the structure. However, this equipment shall not exceed the overall heights as indicated above. Equipment which has a height greater than the studied structure requires separate notice to the FAA.

This determination concerns the effect of this structure on the safe and efficient use of navigable airspace by aircraft and does not relieve the sponsor of compliance responsibilities relating to any law, ordinance, or regulation of any Federal, State, or local government body.

A copy of this determination will be forwarded to the Federal Communications Commission (FCC) because the structure is subject to their licensing authority.

If we can be of further assistance, please contact our office at (718) 553-2611, or angelique.eersteling@faa.gov. On any future correspondence concerning this matter, please refer to Aeronautical Study Number 2024-ASO-4942-OE.

Signature Control No: 614402396-621514288

Angelique Eersteling
Technician

(DNE)

Attachment(s)
Additional Information
Case Description
Frequency Data
Map(s)

cc: FCC

BASIS FOR DECISION

Part 77 authorizes the FAA to evaluate a structure or object's potential electromagnetic effects on air navigation, communication facilities, and other surveillance systems. It also authorizes study of impact on arrival, departure, and en route procedures for aircraft operating under visual or instrument flight rules, as well as the impact on airport traffic capacity at existing public use airports. Broadcast in the 3.7 to 3.98 GHz frequency (5G C band) currently causes errors in certain aircraft radio altimeters and the FAA has determined they cannot be relied upon to perform their intended function when experiencing interference from wireless broadband operations in the 5G C band. The FAA has adopted Airworthiness Directives for all transport and commuter category aircraft equipped with radio altimeters that prohibit certain operations when in the presence of 5G C band

This determination of no hazard is based upon those mitigations implemented by the FAA and operators of transport and commuter category aircraft, and helicopters operating in the vicinity of your proposed location. It is also based on telecommunication industry and FAA collaboration on acceptable power levels and other parameters as reflected in the FAA 5G C band evaluation process.

The FAA 5G C band compatibility evaluation is a data analytics system used by FAA to evaluate operational hazards related to aircraft design. The FAA 5G C band compatibility evaluation process refers to the process in which the telecommunication companies and the FAA have set parameters, such as power output, locations, frequencies, and tilt angles for antenna that mitigate the hazard to aviation. As the telecommunication companies and FAA refine the tools and methodology, the allowable frequencies and power levels may change in the FAA 5G C band compatibility evaluation process. Therefore, your proposal will not have a substantial adverse effect on the safe and efficient use of the navigable airspace by aircraft provided the equipment and emissions are in compliance with the parameters established through the FAA 5G C band compatibility evaluation process.

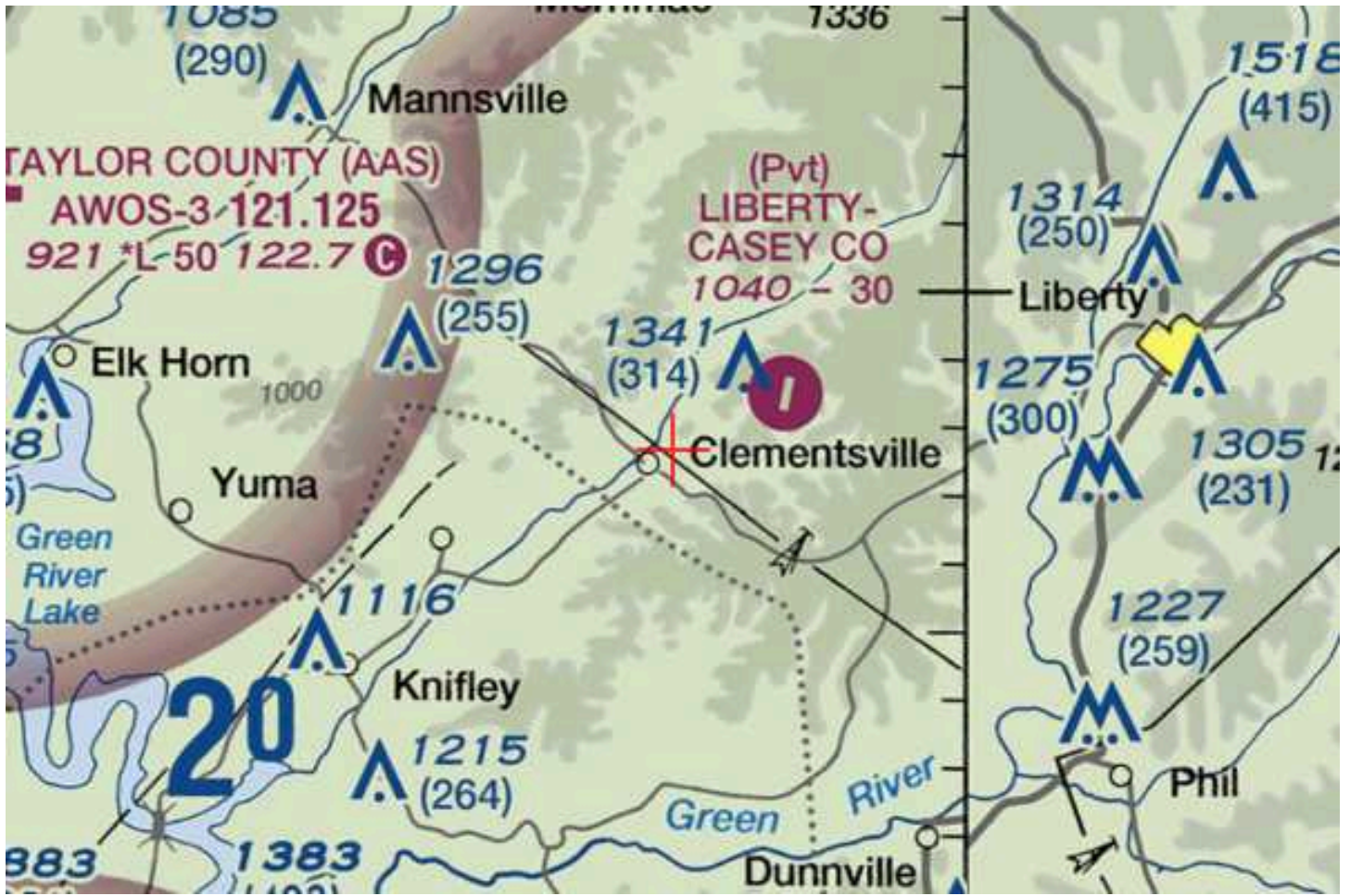
Any future changes that are not consistent with the parameters listed in the FAA 5G C band compatibility evaluation process will void this determination of no hazard.

new cell site

Frequency Data for ASN 2024-ASO-4942-OE

| LOW FREQUENCY | HIGH FREQUENCY | FREQUENCY UNIT | ERP | ERP UNIT |
|--------------------------|---------------------------|---------------------------|------------|---------------------|
| 6 | 7 | GHz | 55 | dBW |
| 6 | 7 | GHz | 42 | dBW |
| 10 | 11.7 | GHz | 55 | dBW |
| 10 | 11.7 | GHz | 42 | dBW |
| 17.7 | 19.7 | GHz | 55 | dBW |
| 17.7 | 19.7 | GHz | 42 | dBW |
| 21.2 | 23.6 | GHz | 55 | dBW |
| 21.2 | 23.6 | GHz | 42 | dBW |
| 614 | 698 | MHz | 2000 | W |
| 614 | 698 | MHz | 1000 | W |
| 698 | 806 | MHz | 1000 | W |
| 806 | 901 | MHz | 500 | W |
| 806 | 824 | MHz | 500 | W |
| 824 | 849 | MHz | 500 | W |
| 851 | 866 | MHz | 500 | W |
| 869 | 894 | MHz | 500 | W |
| 896 | 901 | MHz | 500 | W |
| 901 | 902 | MHz | 7 | W |
| 929 | 932 | MHz | 3500 | W |
| 930 | 931 | MHz | 3500 | W |
| 931 | 932 | MHz | 3500 | W |
| 932 | 932.5 | MHz | 17 | dBW |
| 935 | 940 | MHz | 1000 | W |
| 940 | 941 | MHz | 3500 | W |
| 1670 | 1675 | MHz | 500 | W |
| 1710 | 1755 | MHz | 500 | W |
| 1850 | 1910 | MHz | 1640 | W |
| 1850 | 1990 | MHz | 1640 | W |
| 1930 | 1990 | MHz | 1640 | W |
| 1990 | 2025 | MHz | 500 | W |
| 2110 | 2200 | MHz | 500 | W |
| 2305 | 2360 | MHz | 2000 | W |
| 2305 | 2310 | MHz | 2000 | W |
| 2345 | 2360 | MHz | 2000 | W |
| 2496 | 2690 | MHz | 500 | W |
| 3700 | 3980 | MHz | 3280 | W |







Proposed Case for : 2024-ASO-4942-OE

For information only.

This proposal has not yet been studied. Study outcomes will be posted at a later date. Public comments are not requested, and will not be considered at this time.

| Overview | | | | |
|---|---|------|------|------|
| Study (ASN): 2024-ASO-4942-OE | Received Date: 03/01/2024 | | | |
| Prior Study: | Entered Date: 03/01/2024 | | | |
| Status: Work In Progress | Map: View Map | | | |
| Construction Info | | | | |
| Notice Of: CONSTR | Structure Summary | | | |
| Duration: PERM (Months: 0 Days: 0) | Structure Type: Antenna Tower | | | |
| Work Schedule: | Structure Name: US-KY-5198 Clementsville | | | |
| | FCC Number: | | | |
| Structure Details | | | | |
| Latitude (NAD 83): 37° 17' 41.93" N | Height and Elevation | | | |
| Longitude (NAD 83): 85° 05' 26.00" W | | | | |
| Datum: NAD 83 | Site Elevation: Proposed 972 | | | |
| City: LIBERTY | Structure Height: 255 | | | |
| State: KY | Total Height (AMSL): 1227 | | | |
| Nearest County: Casey | | | | |
| Frequencies | | | | |
| Low Freq | High Freq | Unit | ERP | Unit |
| 6 | 7 | GHz | 55 | dBW |
| 6 | 7 | GHz | 42 | dBW |
| 10 | 11.7 | GHz | 55 | dBW |
| 10 | 11.7 | GHz | 42 | dBW |
| 17.7 | 19.7 | GHz | 55 | dBW |
| 17.7 | 19.7 | GHz | 42 | dBW |
| 21.2 | 23.6 | GHz | 55 | dBW |
| 21.2 | 23.6 | GHz | 42 | dBW |
| 614 | 698 | MHz | 2000 | W |
| 614 | 698 | MHz | 1000 | W |
| 698 | 806 | MHz | 1000 | W |
| 806 | 901 | MHz | 500 | W |
| 806 | 824 | MHz | 500 | W |
| 824 | 849 | MHz | 500 | W |
| 851 | 866 | MHz | 500 | W |
| 869 | 894 | MHz | 500 | W |
| 896 | 901 | MHz | 500 | W |
| 901 | 902 | MHz | 7 | W |
| 929 | 932 | MHz | 3500 | W |
| 930 | 931 | MHz | 3500 | W |
| 931 | 932 | MHz | 3500 | W |
| 932 | 932.5 | MHz | 17 | dBW |
| 935 | 940 | MHz | 1000 | W |
| 940 | 941 | MHz | 3500 | W |
| 1670 | 1675 | MHz | 500 | W |
| 1710 | 1755 | MHz | 500 | W |
| 1850 | 1910 | MHz | 1640 | W |
| 1850 | 1990 | MHz | 1640 | W |
| 1930 | 1990 | MHz | 1640 | W |
| 1990 | 2025 | MHz | 500 | W |
| 2110 | 2200 | MHz | 500 | W |
| 2305 | 2360 | MHz | 2000 | W |
| 2305 | 2310 | MHz | 2000 | W |
| 2345 | 2360 | MHz | 2000 | W |
| 2496 | 2690 | MHz | 500 | W |
| 3700 | 3980 | MHz | 3280 | W |

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