

**BENCH STRENGTH PARTNERS, INC.  
SECOND AMENDMENT TO THE EXCLUSIVE REPRESENTATION AGREEMENT  
FOR LEASE OF, OR LICENSE TO USE MUNICIPAL PROPERTY**

**THIS SECOND AMENDMENT TO THE EXCLUSIVE REPRESENTATION AGREEMENT** dated as of the latter of the signature dates below, between Bench Strength Partners, Inc. a corporation having an office at 26 First Street, Pelham, NY 10803 (“BSP”) and the City of Duluth, Minnesota having an office at 411 West 1<sup>st</sup> Street, Duluth, Minnesota 55802 (“CLIENT”).

**WHEREAS**, CLIENT and BSP entered into an EXCLUSIVE REPRESENTATION AGREEMENT dated as of April 25, 2013; and

**WHEREAS**, CLIENT and BSP agreed to a First Amendment to Exhibit B of the Agreement in 2014 to add a new paragraph “(b)” to support lease negotiations of new cellular tower locations on CLIENT property; and

**WHEREAS**, CLIENT and BSP desire to amend the Agreement through this Second Amendment to expand the scope of the Agreement to include negotiation of leases for the installation of small cell communication systems (“Small Cell Systems”) on CLIENT property.

RESOLVED that CLIENT and BSP hereby amend the Agreement as follows:

1. The “Scope of Agreement (Section 2) shall be expanded to include the negotiation of leases, licenses, lease buyouts or other agreements for the rental of space on CLIENT property for the installation of Small Cell Systems, including cellular antennas and other related communication equipment in and/or upon certain of CLIENT’s light poles, traffic control poles, conduits, conductor pull boxes, appurtenances and certain public rights-of-way and/or other CLIENT property managed by CLIENT.

In all other respects, the remaining terms of the Agreement shall apply, as outlined therein

**[THE REMAINDER OF THIS PAGE IS LEFT INTENTIONALLY BLANK]**

**IN WITNESS WHEREOF**, the parties have caused their properly authorized representatives to secure and seal this Amendment on the dates set forth below.

Executed this \_\_\_\_\_ day of \_\_\_\_\_, 2017

**BENCH STRENGTH PARTNERS, INC**

By: 

Name: Francis P. Clerkin

Title: Partner

**CITY OF DULUTH, MN**

By \_\_\_\_\_  
Mayor

Attest \_\_\_\_\_  
City Clerk

Countersigned:

\_\_\_\_\_  
City Auditor

Approved as to form:

\_\_\_\_\_  
City Attorney