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Prepared by and Return To:

ATC Outdoor DAS, LLC  
10 Presidential Way  
Woburn, MA 01801

Attn: Outdoor DAS  
ODAS Hub Site #345226  
Assessor Parcel #: Map 13, Lot 18

### Memorandum of Option and Lease Agreement

**THIS MEMORANDUM OF OPTION AND LEASE AGREEMENT** ("Memorandum") is executed this \_\_\_\_ day of \_\_\_\_\_, 20\_\_ by and between Town of Chilmark, by and through its Board of Selectmen and Executive Secretary, with a mailing address of Office of the Chilmark Board of Selectmen, 401 Middle Road, Chilmark, MA 02535-0119 ("Landlord") and ATC Outdoor DAS, LLC, a Delaware limited liability company, with a mailing address of 10 Presidential Way, Woburn, MA 01801 ("Tenant") and evidences that on the 28<sup>th</sup> day of April, 2010 an Option and Lease Agreement ("Hub Site Agreement") was entered into by and between Landlord and Tenant.

1. **Option.** The term of the option is three (3) years from April 28, 2010, the execution date of the Hub Site Agreement ("Option Initial Term").

2. **Property.** Landlord owns certain real property described in Exhibit "A" attached ("Property"). Subject to the terms of the Hub Site Agreement, Landlord has granted to Tenant an option to lease a portion of the Property ("Premises") and to acquire certain easements for ingress, egress and utilities ("Easements") which Premises and Easements (collectively referred to as the "Site") are described in the Hub Site Agreement, and are more particularly described on Exhibit "B" attached.

3. **Lease.** Should Tenant exercise its option, the Hub Lease Agreement will constitute a lease of the Site. The term of the Hub Lease Agreement will commence upon the date Tenant specifies in a written notice to Landlord. The term will expire upon the date that the DAS Agreement between the Towns of Chilmark, Aquinnah and/or West Tisbury, Massachusetts and ATC Outdoor DAS, LLC regarding the Installation of an Up Island Distributed Antenna System and Right of Way License expires or is terminated.

4. **Notices.** All written notices required under this Memorandum will be given by posting the notice in first class mail, return receipt requested, or a nationally recognized overnight carrier service as follows:

**Landlord:** Office of Chilmark Board of Selectmen  
401 Middle Road, POB 119  
Chilmark, MA 02535-0119

**Tenant:** ATC Outdoor DAS, LLC  
10 Presidential Way  
Woburn, MA 01801  
Attn: Land Management

**With a Copy to:** ATC Outdoor DAS, LLC  
116 Huntington Avenue  
Boston, MA 02116

Attn: Legal Department

5. **Construction of Memorandum.** This Memorandum is not a complete summary of the terms and conditions contained in the Hub Lease Agreement. Provisions in the Memorandum should not be used in interpreting the Hub Lease Agreement provisions. In the event of a conflict between this Memorandum and the Hub Lease Agreement, the Hub Lease Agreement controls.

IN WITNESS WHEREOF, the parties have executed this Memorandum as of the date first set forth above.

**LANDLORD:**

Town of Chilmark  
By its Board of Selectmen



COMMONWEALTH OF MASSACHUSETTS  
COUNTY of DUKES COUNTY, ss:

Then, on the 22nd day of February, 20 11, personally appeared the said, Walter M. Pety, of Chilmark as aforesaid, signer and sealer of the foregoing instrument, and acknowledged the same to be his/her free act and deed as selectman of Chilmark and the free act and deed of said corporation, before me.

  
Notary Public My Commission Expires: \_\_\_\_\_

**TENANT:**

ATC Outdoor DAS, LLC, a Delaware limited liability company

\_\_\_\_\_  
Gerard Ainsztein  
Senior Vice President – DAS Solutions

STATE OF NORTH CAROLINA  
COUNTY OF \_\_\_\_\_

I, \_\_\_\_\_, a Notary Public of the County and State aforesaid, certify that \_\_\_\_\_, came before me this day and acknowledged the execution of the foregoing instrument.

Witness my hand and official stamp or seal, this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

[AFFIX NOTARY SEAL]

\_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_

**EXHIBIT A  
PROPERTY**

55 Tabor House Road, Chilmark , MA

SITUATE IN THE TOWN OF CHILMARK, COUNTY OF DUKES, STATE OF MASSACHUSETTS:

BEGINNING AT THE CENTER LINE OF A ROAD SOMETIMES CALLED THE "MIDDLE LINE ROAD" AT THE NORTHWESTERLY CORNER OF THE PREMISES CONVEYED AT OR NEAR A CEMENT BOUND AT OTHER LAND OF THE GRANTOR; THENCE NORTHEASTERLY 140.18 FEET TO A CEMENT BOUND; THENCE SOUTHEASTERLY 133.78 FEET TO A CEMENT BOUND; THENCE NORTHEASTERLY 142.89 FEET TO A CEMENT BOUND AND STILL NORTHEASTERLY 139.74 FEET STILL NORTHEASTERLY 294.85 FEET AND STILL NORTHEASTERLY 173.55 FEET BY A WOOD ROAD OR SAID "MIDDLE LINE ROAD" TO LAND OF WALTER JENKINSON, AT OR NEAR A CEMENT BOUND AND TO THE CENTER LINE OF SAID ROAD; THENCE SOUTHEASTERLY BY SAID JENKINSON LAND 424.45 FEET TO A DRILL HOLE IN AN END STONE AND LAND OF HOPE FLANDERS; THENCE SOUTHWESTERLY BY SAID FLANDERS LAND 379.52 FEET, 117.02 FEET, 349.96 FEET, AND 255.78 FEET TO A DRILL HOLES IN A STONE AT OR NEAR THE TABOR HOUSE ROAD; THENCE NORTHWESTERLY 190.79 FEET TO A CORNER AND A CEMENT BOUND AND LAND OF CLARENCE L.W. GILLIS; THENCE NORTHEASTERLY 63.15 FEET TO A PIPE BOUND RUNNING BY LAND OF CLARENCE L.W. GILLIS; THENCE NORTHWESTERLY BY SAID GILLIS LAND 349.91 FEET TO A PIPE SET IN STONES AND LAND OF WALTER G. JENKINSON; THENCE NORTHWESTERLY BY SAID JENKINSON LAND 129.08 FEET TO THE POINT OF BEGINNING.

ALL AS SHOWN ON A "PLAN OF LAND IN CHILMARK, MASS. SURVEYED FOR THE TOWN OF CHILMARK APRIL 27, 1953. SCALE 1" = 150' ROLLIS A. SMITH, M.S. REG'D LAND SURVEYOR VINEYARD HAVEN, MASS."

# EXHIBIT B SITE

## DESCRIPTION OR DEPICTION OF PREMISES





