

**TOWNSHIP OF WALL**

**RESOLUTION NO. 20-0158**

**AUTHORIZATION TO CONSENT TO THE ASSIGNMENT OF A PORTION OF T-MOBILE'S CELL TOWER PORTFOLIO LOCATED IN THE TOWNSHIP AT 2700 ALLAIRE ROAD, WALL TOWNSHIP, NEW JERSEY**

**WHEREAS**, T-Mobile North East LLC entered into an agreement with the Township (the "Agreement") for the facilities located at 2700 Allaire Road; and

**WHEREAS**, on December 10, 2019, T-Mobile USA, Inc. sent a letter advising the Township that on November 27, 2019, T-Mobile USA, Inc. (together with certain affiliates, "T-Mobile") and Vertical Bridge Towers III, LLC and certain of its affiliates ("Buyer") entered into a purchase and sale agreement (the "Agreement") with respect to a transaction (the "Transaction") involving a portion of T-Mobile's tower portfolio (the "Portfolio"), pursuant to which Buyer will purchase, manage, and operate the Portfolio. The Agreement and the Site are part of the Portfolio and the Transaction; and

**WHEREAS**, as part of the Transaction, the T-Mobile entity that holds the Agreement will transfer all of its right, title and interest in and to the Agreement and the Site to a new entity, which will be formed by T-Mobile with the name VBT Sub 1, LLC. As part of the Transaction, this new entity will be purchased by and become a subsidiary of Buyer (the "New Subsidiary"), and the New Subsidiary will sublease, grant an option to sublease, or grant certain rights to T-Mobile in the Agreement and Site regarding T-Mobile's antenna facilities; and

**WHEREAS**, T-Mobile USA, Inc. ("T-Mobile") by a letter dated December 10, 2019, asked the Township to consent to the Transaction involving the transfer of a portion of the T-Mobile tower portfolio located in the Township to the Buyer; and

**WHEREAS**, the Township Committee concluded that because the Transaction will not adversely effect cell phone service in the Township and may enhance that service, approval of the Transaction should be granted by the Township; and

**NOW THEREFORE, BE IT FURTHER RESOLVED**, that the Township Committee hereby consents to the Transaction involving the transfer of a portion of the T-Mobile tower portfolio located in the Township to the Buyer and hereby authorizes the Township Administrator to sign the consent attached to the letter dated December 10, 2019; and

**BE IT FURTHER RESOLVED**, that all Township officials including, but not limited to, the Mayor, Township Director of Engineering and Planning, and the Municipal Clerk, are hereby authorized and directed to take such ministerial actions as are necessary to effectuate the provisions of this Resolution.

I, Keri Pagnoni, Deputy Municipal Clerk of the Township of Wall in the County of Monmouth and the State of New Jersey do hereby certify that the foregoing is a correct and true copy of a resolution adopted by the Mayor and Council of the Township of Wall in the County of Monmouth in the State of New Jersey at a meeting held on January 22, 2020

  
Keri Pagnoni, RMC  
Deputy Clerk