

**First Amendment
to the Indefeasible Right of Use Agreement between
Northwest Colorado Broadband and Routt County, Colorado**

THIS FIRST AMENDMENT to the Indefeasible Right of Use Agreement (the "First Amendment") dated as of _____, 2019, is entered into by and between Northwest Colorado Broadband (hereinafter "NCB") and Routt County, Colorado (hereinafter "Owner"). NCB and Owner are referred to individually as "Party" and collectively as the "Parties."

WHEREAS, NCB and Owner entered into an Indefeasible Right to Use Agreement dated August 08, 2017, (the "Agreement"), in which Owner granted NCB the Indefeasible Right to Use the Owner Facilities as defined in the Agreement. The definition of Owner Facilities included the use of a Route Map and Drawings of Owner Facilities, attached to the Agreement as Exhibit A; and

WHEREAS, the definition of Owner Facilities should be corrected through the use of an updated Route Map and Drawings of Owner Facilities, identified as Exhibit A rev. 1 in order to accurately reflect the number of strands. Specifically, the correction is to the number of strands in the lateral from the Carrier Neutral Location to CMC-Bristol Hall; and

WHEREAS, the County and the Owner desire to amend the Agreement to reflect the updated definition of Owner Facilities and updated Route Map and Drawings of Owner Facilities;

NOW THEREFORE, in consideration of the mutual covenants and agreements contained herein, the parties hereto agree as follows:

Exhibit A to the Agreement will be replaced with Exhibit A rev. 1: Route Map and Drawings of Owner Facilities as attached hereto. All other provisions of the Agreement remain unchanged.

In confirmation of their consent and agreement to the terms and conditions contained in this First Amendment and intending to be legally bound hereby, the Parties have executed this First Amendment as of the date last signed by the Parties below.

**NORTHWEST COLORADO BROADBAND, INC.
A COLORADO NONPROFIT CORPORATION**

Signed By: _____
Name: Thomas A. Sullivan
Title: President

Date: _____

ROUTT COUNTY, COLORADO

Signed By: _____
Name: M. Elizabeth Melton, Chair
Board of County Commissioners

Date: _____

ATTEST:

Kim Bonner
Routt County Clerk and Recorder