

Recorded At The Request Of:
And After Recording Return To:
Foster Pepper & Shefelman PLLC
777 108th Avenue N.E., Suite 150
Bellevue, WA 98004



200102210021

, Skagit County Auditor

2/21/2001 Page 1 of 6 10:15:45AM

MEMORANDUM OF PCS SITE AGREEMENT

Site Name: Big Lake/Skagit Co. PUD

Site I.D. SE33XC010-F

Grantor: Public Utility District No. 1, a municipal corporation
Grantee: Sprint Spectrum L.P., a Delaware limited partnership
Legal Description: Ptn NE NE, Sec. 36, T34N, R4E, WM, Skagit County
Official legal description as Exhibit A
Assessor's Tax Parcel ID#: 340436-1-001-0100

MEMORANDUM OF PCS SITE AGREEMENT

Site Name: Big Lake/Skagit Co. PUD

Site I.D. SE33XC010-F

This memorandum evidences that a lease was made and entered into by written PCS Site Agreement dated November 2, 1999, between Public Utility District No. 1, a municipal corporation, ("Owner") and Sprint Spectrum L.P., a Delaware limited partnership ("SSLP").

Such Agreement provides in part that Owner leases to SSLP a certain site ("Site") located near 17138 Trout Drive, City of Mt. Vernon, County of Skagit, State of Washington within the property of Owner which is described in Exhibit A attached hereto, with grant of easement for unrestricted rights of access thereto and to electric and telephone facilities for a term of five (5) years commencing on November 2, 1999, which term is subject to four (4) additional five (5) year extension periods by SSLP.

IN WITNESS WHEREOF, the parties have executed this Memorandum as of the day and year first above written.

"OWNER"

Public Utility District No. 1

By: _____

By: _____

By: *Kenneth K. Kukuk*

Name: Kenneth K. Kukuk

Title: General Manager

Address: PO Box 1436
Mount Vernon WA 98273-1436

"SSLP"

Sprint Spectrum L.P. a Delaware limited partnership

By: *[Signature]*

Name: LARRY Doherty

Title: Site Development Director

Address: 4683 Chabot Drive, Suite 100
Pleasanton, CA 94588



200102210021
, Skagit County Auditor

OWNER ACKNOWLEDGEMENT:

STATE OF WASHINGTON)
) ss.
COUNTY OF SKAGIT)

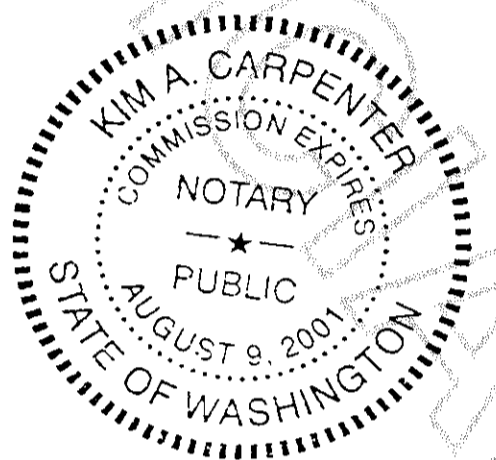
I certify that I know or have satisfactory evidence that Kenneth K. Kukuk is the person who appeared before me, and said person acknowledged that said person signed this instrument, on oath stated that said person was authorized to execute the instrument and acknowledged it as the General Manager of Public Utility District No. 1, a corporation, to be the free and voluntary act of such corporation for the uses and purposes mentioned in the instrument.

Dated this 2nd day of November, 1999.

Kim A. Carpenter
(Signature of Notary)

Kim A. Carpenter
(Legibly Print or Stamp Name of Notary)

Notary public in and for the state of Washington, residing at Mt. Vernon WA
My appointment expires 08/09/01



200102210021
, Skagit County Auditor

SPRINT SPECTRUM L.P. NOTARY BLOCK:

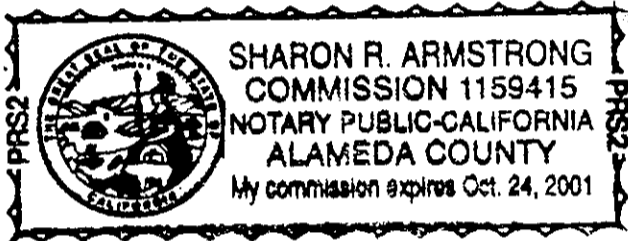
STATE OF CALIFORNIA

COUNTY OF ALAMEDA

The foregoing instrument was acknowledged before me this 17th day of November, 1999, by Larry Doherty who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity and that by his signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

(AFFIX NOTARIAL SEAL)



My commission expires:
October 24, 2001


(OFFICIAL NOTARY SIGNATURE)
Notary Public - State of California

Sharon R. Armstrong
(PRINTED, TYPED OR STAMPED NAME OF NOTARY)

COMMISSION NUMBER: 1159415



200102210021
, Skagit County Auditor

2/21/2001 Page 4 of 6 10:15:45AM

**EXHIBIT A
Site Description**

Site Name: Big Lake/Skagit Co. PUD

Site I. D. SE33XC010-F

Site situated in the City of Mt. Vernon, County of Skagit, State of Washington commonly described as follows:

Legal Description:

That portion of the Northeast Quarter of the Northeast Quarter of Section 36, Township 34 North, Range 4 East of the Willamette Meridian, described as follows:

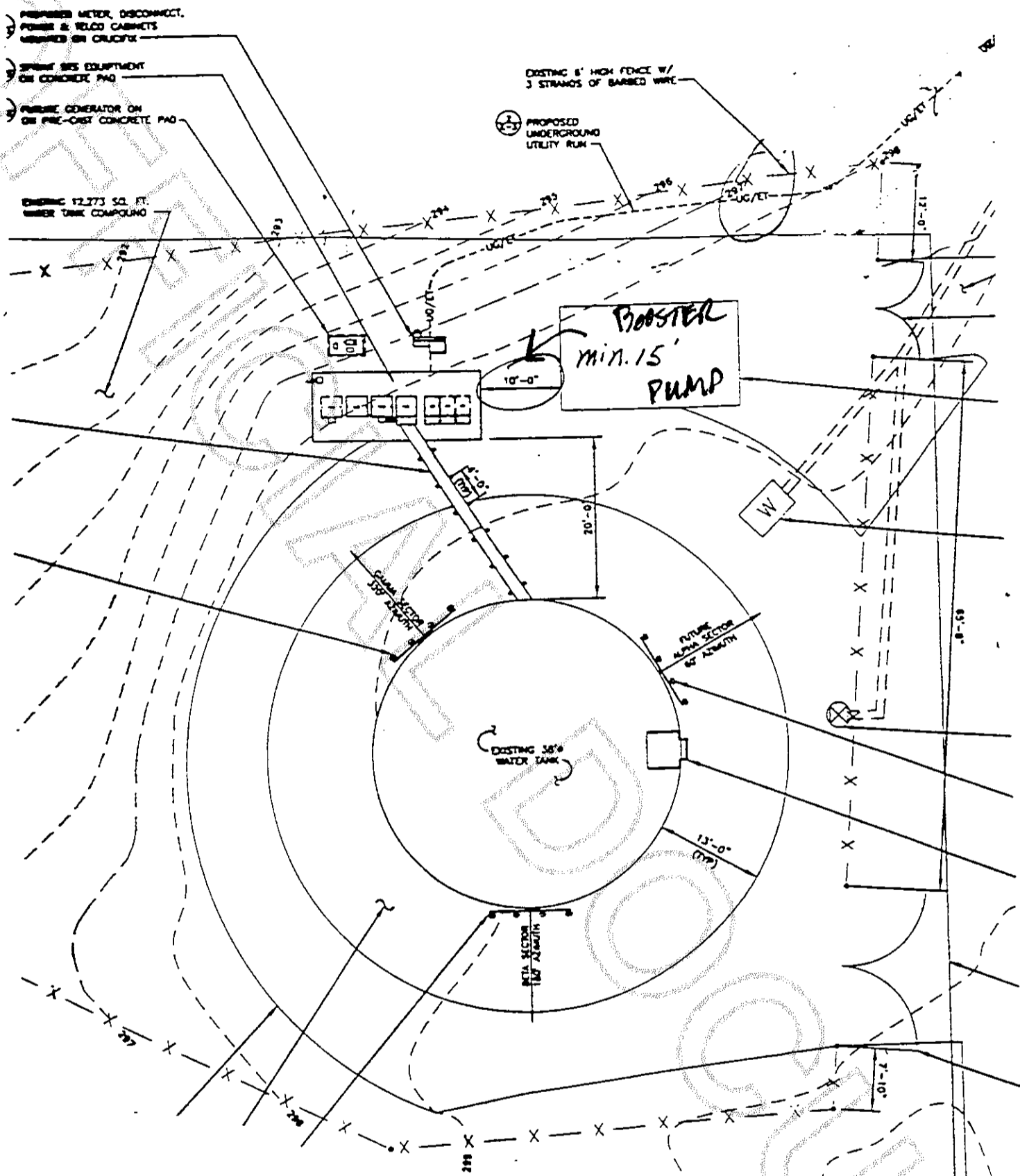
Commencing at the Southeast corner of said subdivision;
thence North $89^{\circ}06'52''$ West along the Southern line thereof a distance of 649.40 feet to the point of beginning;
thence continuing North $89^{\circ}06'52''$ West a distance of 200.00 feet;
thence North $00^{\circ}53'08''$ East a distance of 200 feet;
thence South $89^{\circ}06'52''$ East a distance of 200 feet;
thence South $00^{\circ}53'08''$ West a distance of 200 feet to the point of beginning.



200102210021
Skagit County Auditor

2/21/2001 Page 5 of 6 10:15:45AM

Sketch of Site:



Owner Initials KKK

SSLP Initials JH

Note: Owner and SSLP may, at SSLP's option, replace this Exhibit with an exhibit setting forth the legal description of the property on which the Site is located and/or an as-built drawing depicting the Site.

21004242.04

2 of 2



200102210021

Skagit County Auditor