

FIRST AMENDMENT TO OPTICAL FIBER USE AGREEMENT

THIS FIRST AMENDMENT TO OPTICAL FIBER USE AGREEMENT (this "Agreement") is made and entered into effect as of this ____ day of _____, 2014 ("Effective Date"), by and between the City of Gahanna, Ohio, an Ohio municipal corporation ("Gahanna") and the Community Improvement Corporation of Gahanna ("CIC"). Gahanna and the CIC are sometimes referred to individually as "Party" and collectively as "Parties."

WITNESSETH:

WHEREAS, Gahanna has an existing optical fiber network ("Fiber Network") that has been laid throughout Gahanna's corporate limits;

WHEREAS, on April 20, 2009, the City of Gahanna passed Ordinance 90-2009 that allowed the Parties to enter into an Optical Fiber Use Agreement;

WHEREAS, on April 19th, 2010, the City of Gahanna passed Ordinance 0077-2010 that allowed the Parties to enter into an Optical Fiber Use Agreement and to repeal Ordinance 90-2009;

WHEREAS, Gahanna and the CIC are working cooperatively to further enhance a strategic partnership to "light up," improve, and enhance the Fiber Network (the "Venture") for the benefit of the City of Gahanna;

WHEREAS, the City of Gahanna wants to amend the Ordinance 0077-2010 to allow for the CIC to have exclusive use rights and access to four (4) fibers on the Backbone Network.

NOW, THEREFORE, in consideration of the terms and conditions set forth in this Agreement, the Parties agree as follows:

AGREEMENT

1. The following amendment is made to the Agreement:
 - a. The City of Gahanna agrees to change the number of available fibers on the Backbone Network for exclusive use rights and access granted to the CIC from two (2) fibers to four (4) fibers on the Backbone Network.
2. Effect on Agreement. Except as expressly provided in this Amendment, the Agreement is not amended by this Amendment and remains in full force and effect.
3. Governing Laws. This Amendment is subject to applicable federal laws, federal or state tariffs, if any, and will be governed by the laws of the State of Ohio.

Any inconsistency between this Amendment and those regulations, this Amendment shall be deemed amended as necessary to conform to such regulations.

4. Captions. The subject headings of the various sections of this Amendment are included for purposes of convenience only and shall not affect the construction or interpretation of any of its provisions.

5. Counterparts. This Agreement may be executed in one or more counterparts, all of which shall be considered one and the same agreement, binding on all the parties hereto, notwithstanding that all parties are not signatories to the same counterparts.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the Effective Date.

The Gahanna Community Improvement Corporation

The City of Gahanna

By: _____

By: _____

Print Name: _____

Print Name: _____

Title: _____

Title: _____