

AI-68508  
CC CONSENT

Purchasing Department 14. Y.  
Sheriff's Office

**Meeting Date:** 01/29/2019  
**Submitted For:** Marty Salazar, PURCHASING DEPT.  
**Submitted By:** Heidi Ortiz, PURCHASING DEPT.  
**Department:** PURCHASING DEPT.

---

**Information**

**CAPTION**

Presentation by O.E. Investments Ltd. (awarded vendor) on sale and acquisition of the company by K2 Towers II, LLC in connection to contract #E-18-017-02-20 (Lease of Tower Space - FM1925 & Rooth Rd) with supporting documentation attached herein.

**BACKGROUND**

C-11-026-03-21 - Original contract number - two (2) one (1) year extensions available.

---

**Fiscal Impact**

**CALENDAR YEAR:** 2019 **ACCT. #:** 9-1100-421-00-280-001-0-441  
**FUNDS AVAILABLE Y/N?:** y **MATCHING FUNDS Y/N?:**  
**BUDGETARY IMPACT:**

---

**Attachments**

Executed Tenant Estoppel Certificate  
Remittance Info  
Bill of Sale  
Current Insurance

---

**Form Review**

<b>Inbox</b>	<b>Reviewed By</b>	<b>Date</b>
Purchasing - Internal	Marty Salazar	01/23/2019 10:54 AM
Budget & Management	Veronica Ortiz	01/23/2019 11:11 AM
Final Approval	Monica Salinas	01/25/2019 05:57 PM
Form Started By: Heidi Ortiz		Started On: 01/14/2019 08:53 AM
Final Approval Date: 01/25/2019		

1. AI-67891 Discussion, consideration and approval of a Facility Use Agreement between Hidalgo County and American Red Cross for sites and facilities located in Pct. 4 with authority to execute document(s) by County Judge, Court Member or Executive Officer.

2. AI-67880 Authority to advertise and approval of procurement packet [subject to TxDOT's written notice of request for federal funding prior to release of packets to interested vendors/parties which may prompt the changing of applicable dates] for: North Alamo Realignment Project (from FM 1925 to 0.54 miles N) in Hidalgo County Precinct No. 4, RFB No 2018-276-12-26, including re-advertisement of project when/if necessary or required.

G. Sheriff's Office

1. AI-67823 A. Ratification of Purchase Order #789539 issued on 11-27-18 for hemodialysis treatments required for an inmate [post hospitalization] inasmuch as existing contract had expired with rates under said agreement honored until action on new agreement by HCCC contained herein and below;

APPROVED

(in Mission)

B. Requesting exemption from competitive procurement requirements pursuant to Texas Local Government Code, 262.024 (a)(4) and as also required by Texas Administrative Code-Title 37, Chapter 273, Rule 273.1 in connection with inmates requiring hemodialysis treatments due to renal failure pre-existing prior to detention or diagnosed while in detention;

C. Approval of an agreement with USRC Edinburg, LP for Hemodialysis treatments (for already on-going before incarceration or as diagnosed and prescribed by physicians) for Hidalgo County Sheriff's Office to include Single Patient Agreements with authority for Sheriff and/or Chief Deputy to sign said agreements on an "as needed basis".

(Mission)

2. AI-67833 Authority and approval to exercise the Sixty (60) Day grace period extension as provided in the current agreement (E-18-031-12-19) for the purposes of Psychological Evaluations Services for Detention, Patrol & Communication Officers at Sheriff's Office", under the same rates, terms and conditions with Gregorio Pina< III, PhD effective 01/03/19 and expires 03/03/19 or upon completion of the procurement process (whichever comes first) and is in the best interest of Hidalgo County.

3. AI-67827 Acceptance and approval of a Tenant Estoppel Certificate with authority for County Judge to execute document in connection with the "Lease of Tower Space - FM 1925 & Rooth Road" - Hidalgo County Sheriff's Office with O. E. Investments, Ltd. - E-18-017-02-20.

H. Co. Wide

1. AI-67605 Acceptance and approval of "First Amendment" to Contract [C-18-082-04-24] between County and Vendor to reflect name change of company from TIBH Industries, Inc to Workquest.

25. Open Forum - none  
(2-left)

FILED  
 AT 10:45 O'CLOCK A M  
 DEC 19 2018  
 ARTURO GUAJARDO, JR. COUNTY CLERK  
 HIDALGO COUNTY, TEXAS  
 BY \_\_\_\_\_ DEPUTY

TENANT ESTOPPEL CERTIFICATE  
 (County Contract Number: E-17-021-12-1, previously C-11-026-03-21)

The undersigned ("Tenant") is a party to that Lease Agreement dated March 21, 2011 by and between O.E. Investments, Ltd. (the "Tower Owner") and Tenant, as amended by Amendment No. 1 to Service Contract dated May 17, 2011, (together, the "Tower Space License"), pursuant to which Tenant is leasing space on the Tower Owner's communications tower (the "Tower") at the tower site located at 15201 North Rooth Rd., McAllen, Hidalgo County, Texas 78541 (the "Property"). The Tower Owner is in the process of selling the Tower and other related assets, including, without limitation, the Tower Owner's rights and obligations under the Tower Space License (collectively, the "Transferred Assets"), to K2 Towers II, LLC, a Delaware limited liability company ("Buyer"), and hereby requests that Tenant certify certain facts to Buyer in order to induce Buyer to consummate its acquisition of the Transferred Assets.

Tenant hereby covenants, agrees and certifies to Buyer and its successors and assigns that: (i) the Tower Space License is in full force and effect according to its terms; (ii) the present term of the Tower Space License expires on February 28, 2019, subject to renewal according to the terms of the Tower Space License; (iii) neither Tenant nor, to Tenant's knowledge, the Tower Owner is in default under the Tower Space License; (iv) the monthly rental payment due under the Tower Space License is \$3,095.62; (v) Tenant's equipment is presently installed and operating at the Tower and Tenant does not intend to remove its equipment and facilities from the Tower and/or terminate its utilization of the Tower prior to the expiration of the present term of the Tower Space License; and (vi) the Tower Space License has not been further amended.

Tenant hereby acknowledges and agrees that Buyer and its successors and assigns will rely on this Certificate in agreeing to acquire the Transferred Assets.



ATTEST:

*Arturo Guajardo, Jr.*  
 Arturo Guajardo, Jr., County Clerk

TENANT:  
 County of Hidalgo, Texas

By: *Ramon Garcia*  
 Name: \_\_\_\_\_  
 Title: \_\_\_\_\_  
 Dated: \_\_\_\_\_

O.E. Investments, Ltd.

4800 N. 23<sup>rd</sup> Street

McAllen, TX 78504

956-793-0103

October 03, 2018

To the Tenants of O.E. Investments, Ltd.

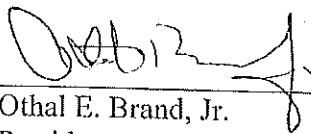
RE: Request for Tenant Estoppel Certificate Relating to the Communications Towers Owned by O.E. Investments, Ltd., a Texas corporation, located at 15163 N. Rooth Rd., McAllen, Texas 78541.

Ladies and Gentlemen:

O.E. Investments, Ltd. ("O.E.") authorizes your company and its affiliates (together, the "Company") to provide information requested by K2 Towers II, LLC, through its counsel Thompson Hine, LLP, including without limitation, an estoppel certificate concerning the lease between O.E. and the Company relating to the space the Company leases at the Properties.

Please feel free to contact me by phone at 956-793-0103 if you have any questions.

Very truly yours,



---

Othal E. Brand, Jr.  
President,  
O. E. Investments, Ltd.

AI-67827

CC - REGULAR

Purchasing Department  
Sheriff's Office

Meeting Date: 12/18/2018

Submitted For: Marty Salazar, PURCHASING DEPT.

Submitted By: Heidi Ortiz, PURCHASING DEPT.

Department: PURCHASING DEPT.

---

**Information**

**CAPTION**

Acceptance and approval for County Judge to execute a Tenant Estoppel Certificate for "Lease of Tower Space - FM 1925 & Rooth Road" - Hidalgo County Sheriff's Office with O. E. Investments, Ltd. - E-18-017-02-20.

**BACKGROUND**

---

**Fiscal Impact**

CALENDAR YEAR: 2018

ACCT. #: 8-1100-421-00-280-001-0-441

FUNDS AVAILABLE Y/N?: Y MATCHING FUNDS Y/N?:

**BUDGETARY IMPACT:**

---

**Attachments**

Tenant Estoppel Certificate

Legal Approval

---

**Form Review**

**Inbox**

**Reviewed By**

**Date**

Heidi Ortiz

11/27/2018 12:58 PM

Form Started By: Heidi Ortiz

Started On: 11/27/2018 12:58 PM

October 29, 2018

RECEIVED

By FedEx

OCT 30 2018

County of Hidalgo, Texas  
Attn: Ramon Garcia, County Judge  
1615 South Closner, Suite J  
Edinburg, Texas 78539

COUNTY JUDGE

RE: Request for Tenant Estoppel Certificate Relating to Tower Site Owned by O.E. Investments, Ltd., a Texas corporation, located at 15163 North Rooth Road, McAllen, Hidalgo County, Texas 78541 (the "Property")

Dear Ladies and Gentlemen:

Your landlord, O.E. Investments, Ltd. ("O.E. Investments") plans to assign its interest under the lease with your company (the "Lease") to another company, K2 Towers II, LLC ("K2") in connection with O.E. Investments sale of its communications tower located on the Property to K2.

In connection with the proposed assignment, the enclosed Tenant Estoppel Certificate is being requested (a certificate on your preferred form is also acceptable). Please review, sign and return it to me in the enclosed self-addressed FedEx envelope on or before November 15, 2018.

O.E. Investments has given K2 and our firm the authority to request the estoppel certificate (see enclosed authorization letter).

Your prompt attention to the estoppel certificate is greatly appreciated. A pre-paid FedEx envelope addressed to me is provided for your use. If you have any questions, please contact me at (216) 566-5589.

Sincerely,



Mary Martin

Enclosures

cc: Diane S. Leung, Esq.

Hidalgo County Sherriff's Office (By Certified Mail, Return Receipt Requested)  
Attn: Guadalupe "Lupe" Trevino, Sheriff  
P.O. Box 1228  
Edinburg, Texas 78541

**BILL OF SALE, ASSIGNMENT AND ASSUMPTION AGREEMENT**  
**(Edinburg, Hidalgo County, Texas)**

THIS BILL OF SALE, ASSIGNMENT AND ASSUMPTION AGREEMENT (this "Bill of Sale") is made effective as of November 30<sup>th</sup>, 2018 ("Effective Date"), by and between O.E. INVESTMENTS, LTD., a Texas limited partnership ("Assignor"), whose address is 4800 N. 23rd Street, McAllen, Texas, 78504, and K2 TOWERS II, LLC, a Delaware limited liability company ("Assignee"), whose address is 86 West Street, Chagrin Falls, Ohio 44022.

**BACKGROUND RECITALS**

A. Assignor has agreed to transfer and assign to Assignee all of its right, title and interest in and to the Transferred Assets including, without, limitation, the Personal Property (including the Tower), the Approvals and the Documents more particularly described on Exhibit A attached hereto and incorporated herein by this reference, and Assignee has agreed to accept an assignment thereof.

B. This Bill of Sale is made pursuant to the Purchase and Sale Agreement dated September 30, 2018 between Assignor, as seller, and Assignee, as buyer (the "Purchase Agreement"), and any capitalized terms not defined herein have the meanings ascribed to them in the Purchase Agreement.

**OPERATIVE PROVISIONS**

NOW, THEREFORE, for and in consideration of the sum of \$10.00, the mutual covenants and conditions contained herein, as well as other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. The Background Recitals are true and correct and are incorporated herein by this reference.
2. Assignor hereby transfers and assigns to Assignee as of the Effective Date all of its right, title and interest in and to the Transferred Assets including, without limitation, the Personal Property (including the Tower), the Approvals and the Documents and Assignee hereby assumes and agrees to perform from and after the Effective Date all of the Assignor's obligations under the Approvals upon the terms and conditions set forth in the Approvals.
3. Assignor and Assignee each hereby confirms that all of the representations made in the Purchase Agreement regarding the Approvals continue to be true and correct as of the date of this Agreement. Assignor and Assignee acknowledge and agree that nothing in this Bill of Sale shall be deemed to contravene or supersede the terms of the Purchase Agreement.

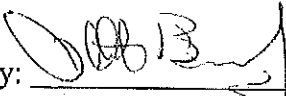
4. This Bill of Sale may be executed in counterparts, each of which will be deemed an original document, but all of which will constitute a single document.

IN WITNESS WHEREOF, the parties hereto have caused this Bill of Sale to be duly executed as of the date first above written.

ASSIGNOR:

O.E. INVESTMENTS, LTD., a Texas limited partnership

By: Trophy International, Inc., a Texas corporation, its General Partner

By:   
\_\_\_\_\_  
Othal E. Brand, Jr. President

[Signatures continued on the following page]

[Signatures continued from the previous page]

ASSIGNEE:

K2 TOWERS II, LLC, a Delaware limited liability company

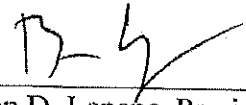
By:   
\_\_\_\_\_  
Ryan D. Lepehe, President

EXHIBIT A

Description of Tower, other Personal Property, Approvals and Documents

I. Tower

Seller's Site Name	County	State	Lat	Lon	Height (ft)	Type (MP, Guyed, SST)
MTC2A	Hidalgo	TX	26-20-26.2N	98-13-53.4	500	Guyed
MTC2	Hidalgo	TX	26-20-26N	98-13-58	480	Guyed

II. Describe any Other Personal Property (below)

Any property of Assignor, if any, located at or associated with the Towers that is deemed to be Personal Property including, without limitation, fencing, cables, ~~2~~ <sup>1</sup> equipment shelters and ~~2~~ <sup>1</sup> generators. *Sub* *Off*

III. Approvals

MTC2A

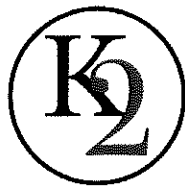
FAA Study 2005-ASW-4654-OE

FCC Antenna Tower Registration 1252203

MTC2

FAA Study 1987-ASW-746-OE

FCC Antenna Tower Registration 1062608



# Towers

December 14, 2018

Ramon Garcia, County Judge  
County of Hidalgo  
1615 South Closner, Suite J  
Edinburg, TX 78539

## **Tower Space Lease – Change of Owner – Remittance Information**

<u>Site Location</u>	<u>Our Site #</u>	<u>Contract #</u>
15201 North Rooth Road McAllen, TX 78541	TX-3	C-11-026-03-21

Dear Leasing Administrator:

Please note that the site listed above was purchased by K2 Towers II, LLC on 11/30/18, from O.E. Investments Ltd. Effective immediately, please change both remit to and contact address as listed:

***Remit and Notice Address:***

By Mail -

K2 Towers II, LLC  
Audrey Jackson, Controller  
86 West Street  
Chagrin Falls, Ohio 44022

Electronic -

City National Bank  
ABA: 122016066  
Account: 210400699

Included with this cover, please find the following information:

K2 Towers II - Contact Information  
Assignment of Tower Space Licenses  
W-9

Sincerely,

Audrey Jackson, CPA  
Controller  
K2 Towers II, LLC

K2 Towers II, LLC – 86 West Street, Chagrin Falls, OH 44022  
Phone: (440) 528-0325 / Fax (440) 528-0334