REIMBURSEMENT AGREEMENT

This Reimbursement Agreement ("Agreement") is made and entered into and effective the 17th day of November, 2016, by and between Charter Spectrum (hereinafter referred to as "Utility"), and Williamson County, Texas, (hereinafter referred to as "County").

WITNESSETH:

WHEREAS, Utility is the owner of certain (Installation of new fiber and attached to Oncors' new poles locations place guy wires, anchors and facilities equipment attached to the new poles) (herein called Facilities).

WHEREAS, County desires to construct proposed CR 110 South: From US 79 to Limmer Loop. (hereinafter called "Project") and make improvements to Project as shown on plans submitted to Utility;

WHEREAS, to accommodate the Project, County desires Utility to perform certain facility modification/relocation work herein referred to as the "Work" and described as follows:

- Charter Spectrum relocation consist of: installation on new fiber and attached to Oncor's new poles location place guy wires, anchors and facilities equipment attached to the new poles.
- County will reimburse Utility for engineering services, inspection services, internal cost and construction cost. (Eligible items based off the Williamson County Vendor Policy)
- Upon completion of Project, Utility will provide an as-built drawing of the relocation to the County.

WHEREAS, Utility, under the terms hereinafter stated, has evaluated the Project and is willing to perform Work to its Facilities to accommodate the Project, provided the County reimburses Utility for 100% of its eligible costs for labor and materials to do the Work.

NOW, THEREFORE, in consideration of the promises and mutual covenants herein contained, Utility agrees to perform the Work and permit the Project subject to the following terms and provisions:

1. County agrees that the description of the Work listed above contains a complete representation of the Work requested of Utility to accommodate the Project.

2. County shall, at its own expense, inspect the Work by Utility hereunder, to assure itself that the Work is being performed in compliance with the standards of County.

3. Though this agreement is based on the proposed "Good Faith Estimate" herein referred to as the "Estimate" listed below: (See Attachment "A" for detailed estimate)

   Estimated 5760 LF along with apparatus defined as Work = $ 17,093.00

County agrees to bear 100% of the eligible costs incurred by Utility relating to the Work. Final eligible costs may be more or less than the Estimate, which shall not be construed as a limitation of costs for such Work. County recognizes that Utility may use one or more contractors to perform the Work.

County shall pay the full amount within 30 days.

5. County shall perform all operations and construction activities below or adjacent to the Facilities in a workmanlike and safe manner and in conformance with all applicable industry and governmental standards and conditions that may be imposed by Utility from time to time. No construction activity by County shall be performed under, across, or adjacent to the Facilities until the Work of Utility has been completed.

6. Notice shall be given to Utility by County, at least 48 hours in advance of commencement of any construction activity on or adjacent to the Facilities, excepting only cases of emergency. Said notice shall be given to Texas One-Call: 1-800-245-4545. In the event County breaches any of the terms, covenants or provisions of this Agreement and Utility commences litigation to enforce any provisions of this Agreement, the cost of attorneys' fees, interest and the attendant expenses will be payable to Utility by County upon demand.

7. To the fullest extent permitted by law, the County shall indemnify, save, hold harmless, and at Utility's option, defend Utility and its affiliated companies and their directors, officers, employees and agents from any and all claims, demands, cost (including reasonable attorney and expert witness fees and court costs), expenses, losses, causes of action (whether at law or in equity), fines, civil penalties, and administrative proceedings for injury or death to persons or damage or loss to property or other business losses, including those made or incurred by Utility or its directors, officers, employees, or agents and including environmental damage in any way arising from or connected with the existence, construction, operation, maintenance, removal or other operations arising out of the Work as described in this Agreement and the construction, operation and/or use of the Project by County, except those arising from Utility's sole negligence.

8. This Agreement supersedes every antecedent or concurrent oral and/or written declaration and/or understanding pertaining to the Work or construction activity by and between Utility and County.

9. As soon as possible after the document is prepared, Utility and County shall sign a Utility Joint Use Agreement and make a part hereof.

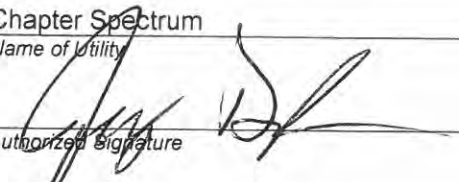
Unless an item below is stricken and initialed by the County and Utility, this agreement in its entirety consists of the following:

1. Utility Agreement - Wilco –U-35 – 100% County – Off System
2. Plans, Specification, and Estimated Costs (Attachment "A")
3. Utility's Schedule of Work and Estimated Date of Completion (Attachment "B")
4. Eligibility Ratio (Attachment "C")
5. Betterment Calculation and Estimates (Attachment "D")
6. Proof of Property Interest – ROW-U-1A (Attachment "E")
7. Wilco-U-80A – Joint Use Agreement (Attachment "F")

IN WITNESS WHEREOF, we have hereunto set our hands on the day and year below.

UTILITY

Utility: Chapter Spectrum
Name of Utility

By: 
Authorized Signature

Jerry Doyle
Print or Type Name

Title: Manager

Date: 11-17-16

WILLIAMSON COUNTY

By:
Authorized Signature

Dan A. Gattis
Print or Type Name

Title: Williamson County Judge

Date:

Attachment A

Plans, Specifications, and Estimated Costs

Charter

Texas Market

2016 Capital Project Request (CPR)
Plant Construction (All Types)
Revised 10-17-2016

Origination Date: 11/10/2016
Start Date: 11/152016
Completion Date: 12/31/2016

PROJECT INFORMATION

Location Name: CTX - Austin
Function Area: Construction
Project Name: RLO B TX CTX C R 110 WILLIAMSON CO RELO
CPR Group: Blanket
Job/ DOCK #:
Line of Business: Other Residential
Project Driver: Replacement - Identified
Project Type: Forced Relocate
BW/Fiber Activity: 860 MHz
CPR Type: New
Existing Bandwidth: < 750 MHz

GLID	Project #	ID		Product	Dept	Res Cat	Sub Cat
	This will be assigned by BP Group		90		922	FRELO	Multiple

	Miles	Cost Per
Aerial	0.00	
Underground	0.00	
Total		

	Passings	Cost Per
Aerial		
Underground		
Installation		
Total		

Project Justification

FORCED RELO

ROI/IRR % - Funds are required to construct new plant for residential or commercial passings at the CR 110 in WILLIAMSON CO. This project includes .50 miles of new aerial plant, 0.11 miles of new underground plant and 0.5 miles of fiber overlash. This project is scheduled to complete on 12/15/2016Project is requested by PETE NAVEJAS Total cost per passing of

LEAVE BLANK

PURCHASE INFORMATION

			Contract Labor	In-House Labor not required	Materials	Freight	Reimbursement	Total
FRELO								
Make Ready - Aerial	A11	922	3,800	✓				3,800
Strand & Hardware - Aerial	A12	922	65	✓	1,279			1,344
Splicing & Electronics -Aerial	A13	922		✓				
Fiber New Construction - Aerial	A14	922	5,760		765			6,525
Coaxial New Construction - Aerial	A15	922						
Fiber Overlash - Aerial	A17	922			4,704			4,704
Coaxial Overlash - Aerial	A18	922						
Make Ready - UG	U11	922		✓				
Hardware - UG	U12	922	688	✓				688
Splicing & Electronics - UG	U13	922	33	✓				33
Fiber New Construction - UG	U14	922						
Coaxial New Construction - UG	U15	922						
Fiber Overtrench - UG	U17	922						
Coaxial Overtrench - UG	U18	922						
INSTL								
NO INSTALL		922						
	Total		10,345	✓	6,747	✓		17,093

APPROVALS

Requester Information

Name: PETE NAVEJAS
Title: CONSTRUCTION COORDINATOR
Phone: 512-748-1601
Signature:
Date: 11/10/2016

Required Approvals	Date

Concrete poles have a 36" diameter foundation.
All wood poles are less than 36" diameter.
Proposed poles in R.O.W. are within 36" of R.O.W.
All poles removed are wood.

All wood poles are branded with the name "ONCOR".
Concrete poles have a brass plate with the name "ONCOR".

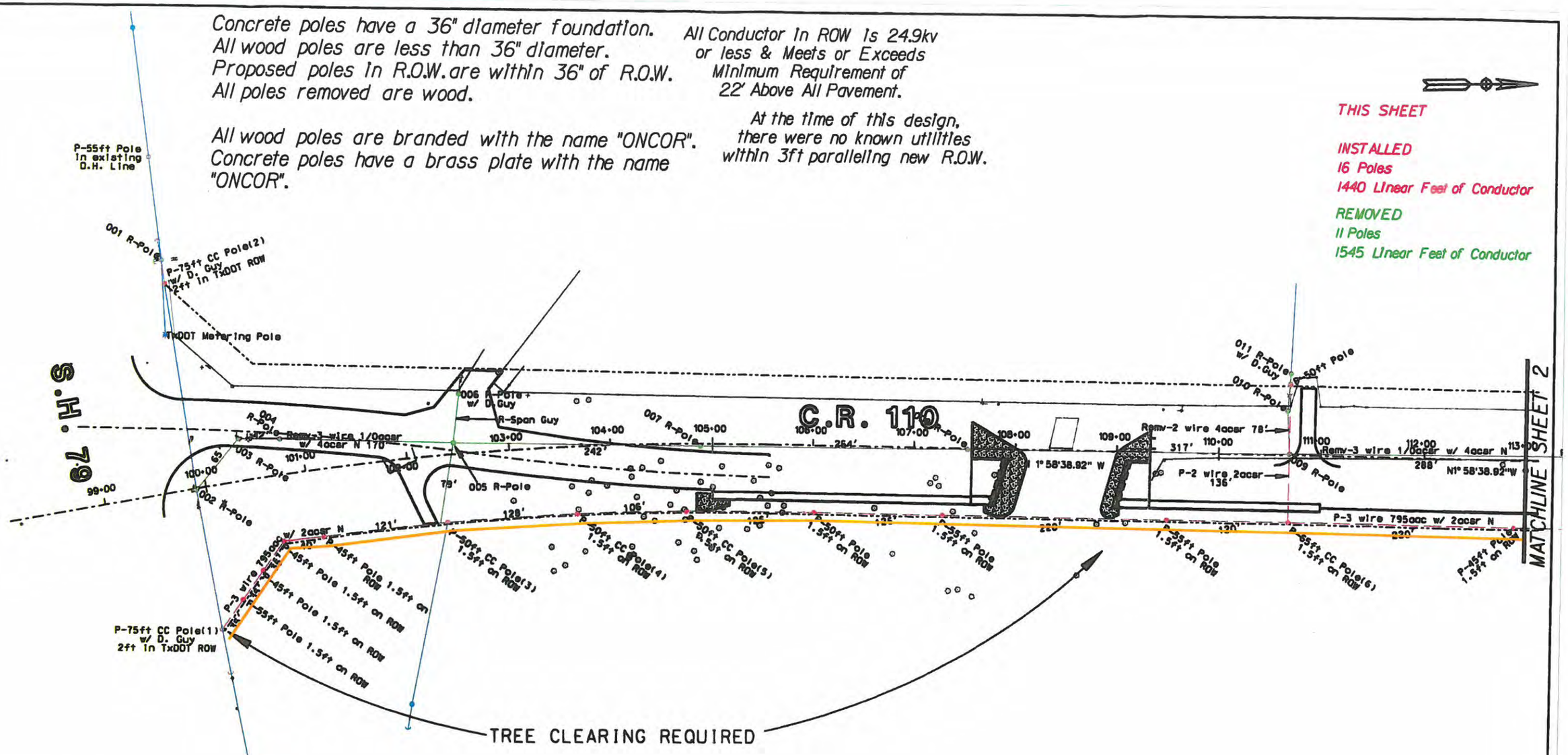
All Conductor In ROW Is 24.9kv or less & Meets or Exceeds Minimum Requirement of 22' Above All Pavement.

At the time of this design, there were no known utilities within 3ft paralleling new R.O.W.

THIS SHEET

INSTALLED
16 Poles
1440 Linear Feet of Conductor

REMOVED
11 Poles
1545 Linear Feet of Conductor



LEGEND

- Proposed Poles/Downguys
- Existing Poles/Downguys to be Removed
- Existing Poles/Downguys to Remain In Place
- Proposed Overhead Conductor
- Existing Overhead Conductor to be Removed
- Existing Overhead Conductor to Remain In Place
- Existing URD Conductor to be Removed
- Existing URD Conductor to Remain In Place

EXISTING EASEMENTS

003,004,005,007,008,009: V: 282, P: 435

006: V: 282, P: 436

011: V: 425, P: 695

CHARTER SPECTRUM LEGEND

PROPOSED OVERHEAD CABLE TO RE-ATTACH TO ONCOR'S NEW POLES

Sheet 1 of 8 WR 3285901

ROUND ROCK DISTRICT

WILLIAMSON COUNTY
C.R. 110 ROAD WIDENING

ONCOR ELECTRIC DELIVERY

Scale: 1"=100' Date: February 2016

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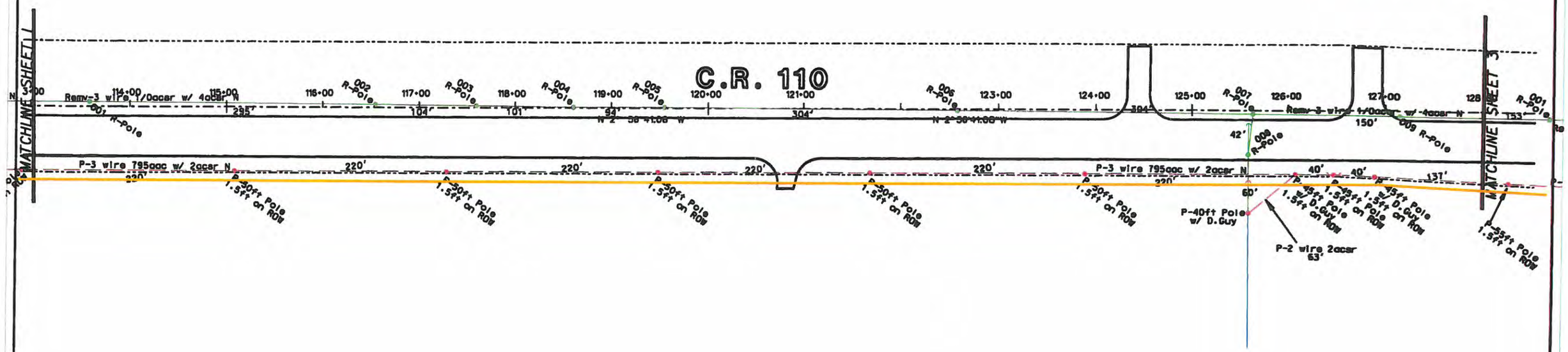
THIS SHEET

INSTALLED
9 Poles
1600 Linear Feet of Conductor

REMOVED
9 Poles
1454 Linear Feet of Conductor



LEGEND

- Proposed Poles/Downguys
- Existing Poles/Downguys to be Removed
- Existing Poles/Downguys to Remain In Place
- Proposed Overhead Conductor
- Existing Overhead Conductor to be Removed
- Existing Overhead Conductor to Remain In Place
- Existing URD Conductor to be Removed
- Existing URD Conductor to Remain In Place

EXISTING EASEMENTS

001,002,003: V: 282, P: 435

004,005,006,007,009: V; 282, P: 433

008: V: 489, P: 277

CHARTER SPECTRUM LEGEND

PROPOSED OVERHEAD CABLE TO RE-ATTACH TO ONCOR'S NEW POLES

ONCOR ELECTRIC DELIVERY

Scale: 1"=100' Date: February 2016

ROUND ROCK DISTRICT

WILLIAMSON COUNTY
C.R. 110 ROAD WIDENING

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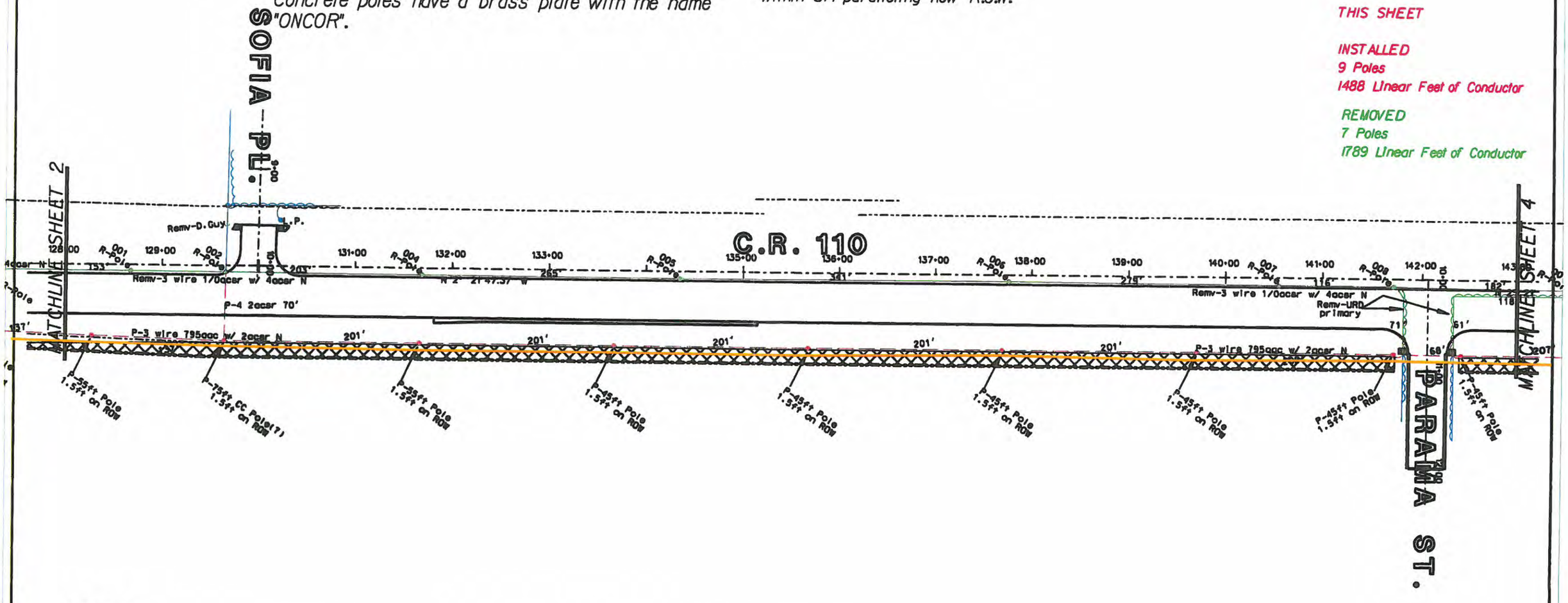
At the time of this design, there were no known utilities within 3ft paralleling new R.O.W.

THIS SHEET

INSTALLED
9 Poles
1488 Linear Feet of Conductor

REMOVED
7 Poles
1789 Linear Feet of Conductor



LEGEND

- Proposed Poles/Downguys
- Existing Poles/Downguys to be Removed
- Existing Poles/Downguys to Remain in Place
- Proposed Overhead Conductor
- Existing Overhead Conductor to be Removed
- Existing Overhead Conductor to Remain in Place
- Existing URD Conductor to be Removed
- Existing URD Conductor to Remain in Place

EXISTING EASEMENTS

001,002,004,005,006,007,008: V:282,P:433

CHARTER SPECTRUM LEGEND

PROPOSED OVERHEAD CABLE TO RE-ATTACH TO ONCOR'S NEW POLES

ROUND ROCK DISTRICT

WILLIAMSON COUNTY
C.R. 110 ROAD WIDENING

ONCOR ELECTRIC DELIVERY

Scale: 1"=100' Date: February 2016

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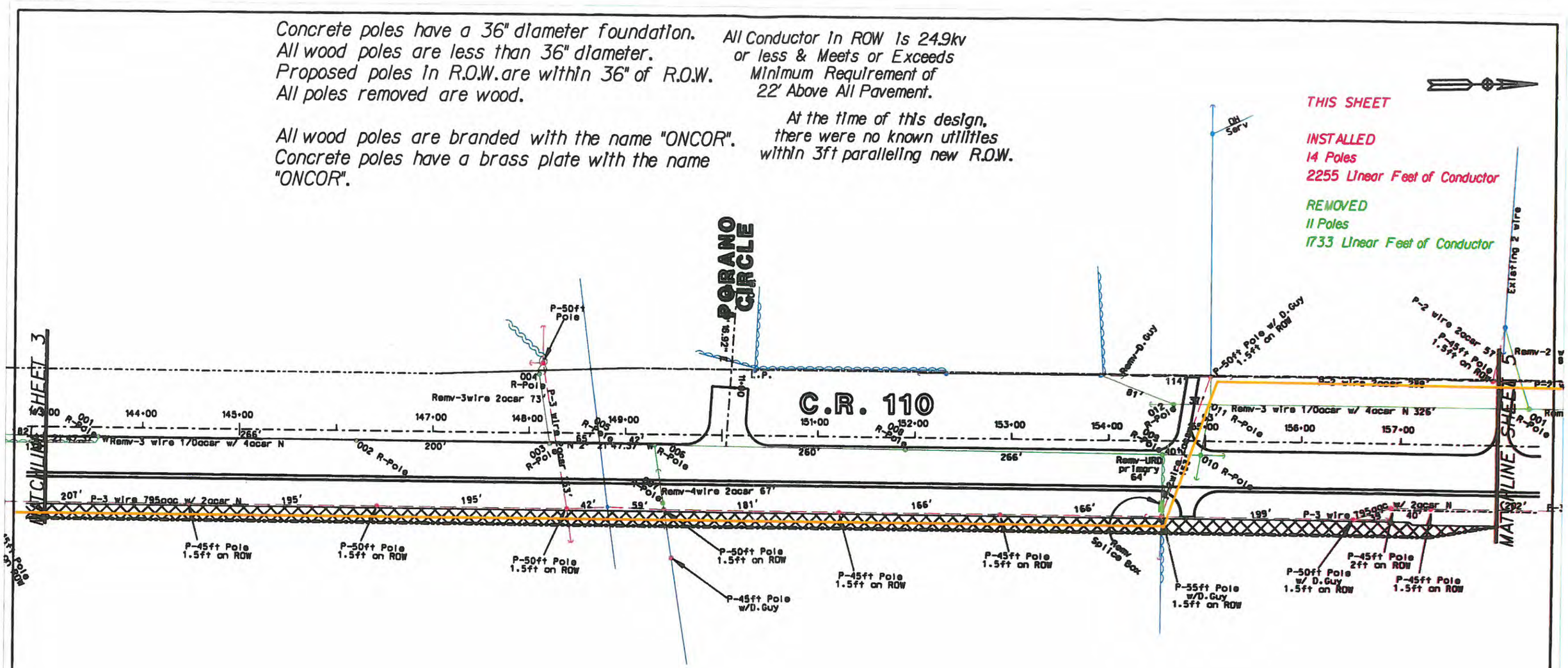
At the time of this design, there were no known utilities within 3ft paralleling new R.O.W.

THIS SHEET

INSTALLED
14 Poles
2255 Linear Feet of Conductor

REMOVED
11 Poles
1733 Linear Feet of Conductor



LEGEND

- Proposed Poles/Downguys
- Existing Poles/Downguys to be Removed
- Existing Poles/Downguys to Remain In Place
- Proposed Overhead Conductor
- Existing Overhead Conductor to be Removed
- Existing Overhead Conductor to Remain In Place
- Existing URD Conductor to be Removed
- Existing URD Conductor to Remain In Place

EXISTING EASEMENTS

001,002,003,005,006,008,009,010: V:282,P:433

007: Doc:2015003378

011,012: V:1286,P:167

CHARTER SPECTRUM LEGEND

PROPOSED OVERHEAD CABLE TO RE-ATTACH TO ONCOR'S NEW POLES

ONCOR ELECTRIC DELIVERY

Scale: 1"=100' Date: February 2016

ROUND ROCK DISTRICT

WILLIAMSON COUNTY
C.R. 110 ROAD WIDENING

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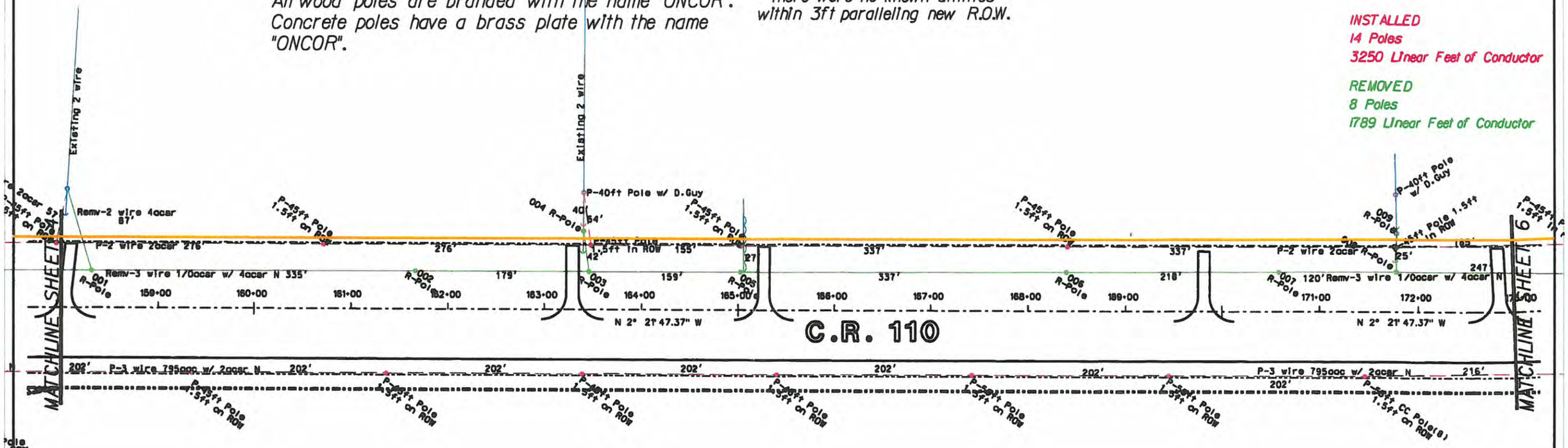
THIS SHEET

INSTALLED
14 Poles
3250 Linear Feet of Conductor

REMOVED
8 Poles
1789 Linear Feet of Conductor



LEGEND

- Proposed Poles/Downguys
- Existing Poles/Downguys to be Removed
- Existing Poles/Downguys to Remain In Place
- Proposed Overhead Conductor
- Existing Overhead Conductor to be Removed
- Existing Overhead Conductor to Remain In Place
- Existing URD Conductor to be Removed
- Existing URD Conductor to Remain In Place

EXISTING EASEMENTS

001,002,003,005,006,007,008: V:1286,P:167

009:V:1126,P:320

CHARTER SPECTRUM LEGEND

PROPOSED OVERHEAD CABLE TO RE-ATTACH TO ONCOR'S NEW POLES

ONCOR ELECTRIC DELIVERY

Scale: 1"=100' Date: February 2016

ROUND ROCK DISTRICT

WILLIAMSON COUNTY
C.R. 110 ROAD WIDENING

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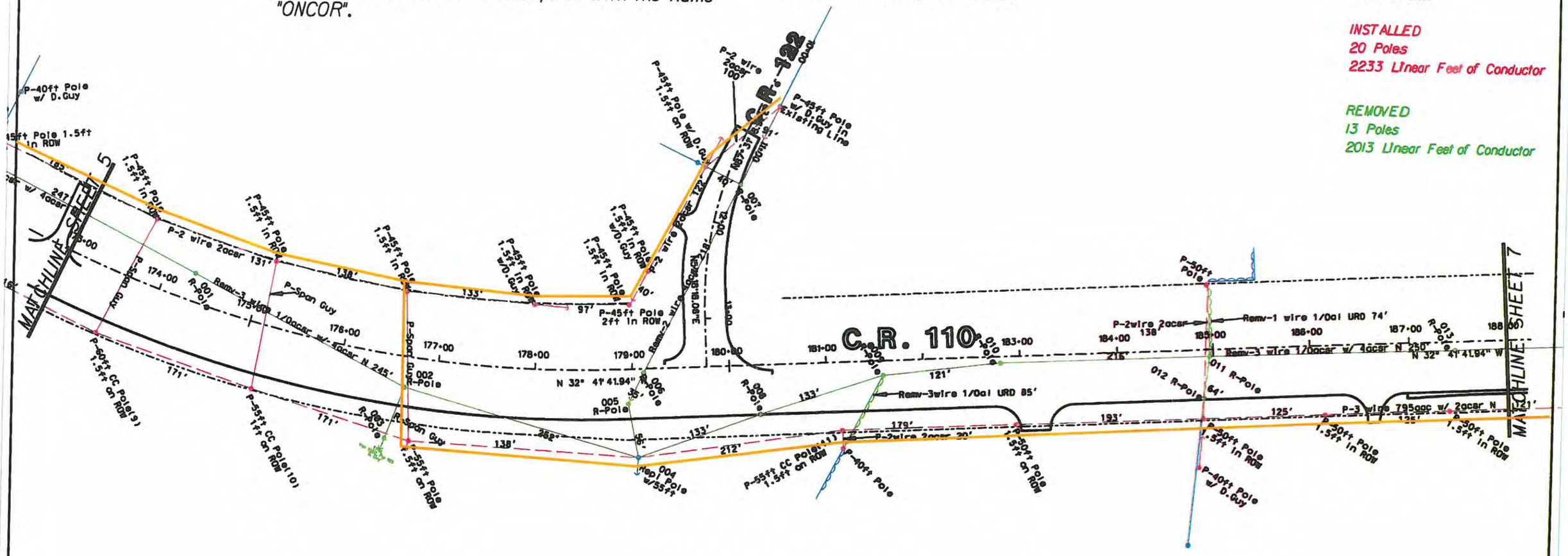
THIS SHEET

INSTALLED
20 Poles
2233 Linear Feet of Conductor

REMOVED
13 Poles
2013 Linear Feet of Conductor



LEGEND

- Proposed Poles/Downguys
- Existing Poles/Downguys to be Removed
- Existing Poles/Downguys to Remain In Place
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- Existing Overhead Conductor to be Removed
- Existing Overhead Conductor to Remain In Place
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- Existing URD Conductor to Remain In Place

EXISTING EASEMENT

001, 002: V:1286, P:167

012: Doc: 2011000556

CHARTER SPECTRUM LEGEND

PROPOSED OVERHEAD CABLE TO RE-ATTACH TO ONCOR'S NEW POLES

ONCOR ELECTRIC DELIVERY

Scale: 1"=100' Date: February 2016

ROUND ROCK DISTRICT

WILLIAMSON COUNTY
C.R. 110 ROAD WIDENING

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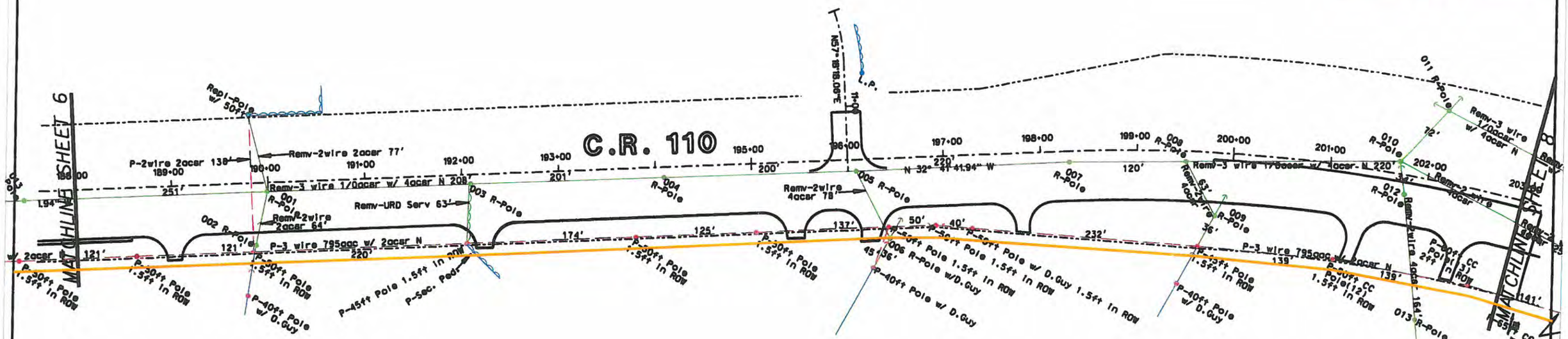
THIS SHEET

INSTALLED
15 Poles
1679 Linear Feet of Conductor

REMOVED
14 Poles
2044 Linear Feet of Conductor



LEGEND

- Proposed Poles/Downguys
- Existing Poles/Downguys to be Removed
- Existing Poles/Downguys to Remain In Place
- Proposed Overhead Conductor
- Existing Overhead Conductor to be Removed
- Existing Overhead Conductor to Remain In Place
- Existing URD Conductor to be Removed
- Existing URD Conductor to Remain In Place

EXISTING EASEMENTS

002: V:710, P:192

006: V:702, P:771

009: V:702, P:775

011: V:1168, P:232

CHARTER SPECTRUM LEGEND

PROPOSED OVERHEAD CABLE TO RE-ATTACH TO ONCOR'S NEW POLES

ONCOR ELECTRIC DELIVERY

Scale: 1"=100' Date: February 2016

ROUND ROCK DISTRICT

WILLIAMSON COUNTY
C.R. 110 ROAD WIDENING

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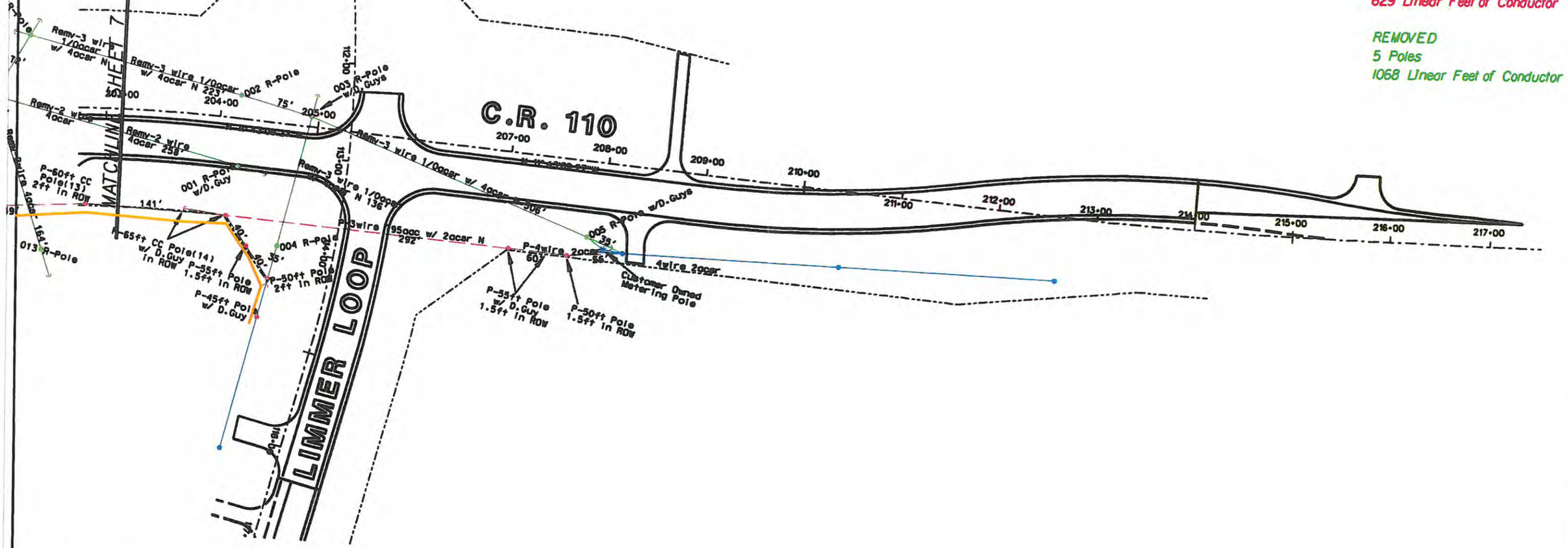
THIS SHEET

INSTALLED
6 Poles
629 Linear Feet of Conductor

REMOVED
5 Poles
1068 Linear Feet of Conductor



LEGEND

- Proposed Poles/Downguys
- Existing Poles/Downguys to be Removed
- Existing Poles/Downguys to Remain In Place
- Proposed Overhead Conductor
- Existing Overhead Conductor to be Removed
- Existing Overhead Conductor to Remain In Place
- Existing URD Conductor to be Removed
- Existing URD Conductor to Remain In Place

EXISTING EASEMENTS

002,003: Doc: 2004061437

004: V:702,P:797

005: Doc: 2004061438

CHARTER SPECTRUM LEGEND

PROPOSED OVERHEAD CABLE TO RE-ATTACH TO ONCOR'S NEW POLES

ONCOR ELECTRIC DELIVERY

Scale: 1"=100' Date: February 2016

Sheet 8 of 8 WR 3285901

ROUND ROCK DISTRICT

WILLIAMSON COUNTY
C.R. 110 ROAD WIDENING

Attachment B

Utility's Schedule of Work and Estimated Date of Completion

Estimated Start Date: **30 days after notice that Oncor has relocated**

Estimated Completion Date: **duration of relocation will take 60 days**

Attachment C

Eligibility Ratio

See Attachment "H" for proof of property interest, which is established at 100% eligible.

Attachment D

Betterment Calculation and Estimates

Betterment does not exist in this agreement.

Attachment E

Proof of Property Interest

CobbFendley

LETTER OF TRANSMITTAL

To: HNTB
101 East Old Settlers Blvd. Suite100
Round Rock, Texas 78664

Date: November 21, 2016
CobbFendley Job: 1403-088-03
Re: CR 110 South
Charter Spectrum Utility Agreement Package

ATTENTION: Eddie Church 512-744-9082

WE ARE SENDING YOU THE FOLLOWING VIA: courier

☐ Prints ☒ Originals ☐ Other

QUANTITY	DESCRIPTION
5	Charter Spectrum's Utility Agreement Package

Received
NOV 21 2016
HNTB Corporation
Round Rock

PURPOSE OF TRANSMITTAL:

☒ For Approval ☐ For Your Use
☐ As Requested ☐ For Review & Comment

Mr. Chruch:
Please see the attached Charter Spectrum's Utility Agreement Package for the above project, we have reviewed and approved it in the amount of $17,093.00.

If you have any questions, please let me know.

Thank you,

Copy To File

Received By:
Date & Time:

SIGNED Melissa Horn
Melissa Horn, Principal

505 East Huntland Drive, Suite 100 | Austin, Texas 78752 | 512.834.9798 | fax 5125.834.7727 | www.cobbfendley.com