

Supreme Court of Pennsylvania

Court of Common Pleas Civil Cover Sheet

BUCKS

County

For Prothonotary Use Only:

Docket No:

TIME STAMP

The information collected on this form is used solely for court administration purposes. This form does not supplement or replace the filing and service of pleadings or other papers as required by law or rules of court.

SECTION A

Commencement of Action:

- Complaint Writ of Summons Petition
 Transfer from Another Jurisdiction Declaration of Taking

Lead Plaintiff's Name: ATC Outdoor DAS, Inc. Lead Defendant's Name: Northampton Township Board of Supervisors

Are money damages requested? Yes No Dollar Amount Requested: within arbitration limits (check one) outside arbitration limits

Is this a *Class Action Suit*? Yes No Is this an *MDJ Appeal*? Yes No

Name of Plaintiff/Appellant's Attorney: John A. VanLuvanee, Esquire - ID No. 15974

Check here if you have no attorney (are a Self-Represented [Pro Se] Litigant)

SECTION B

Nature of the Case: Place an "X" to the left of the ONE case category that most accurately describes your **PRIMARY CASE**. If you are making more than one type of claim, check the one that you consider most important.

TORT (do not include Mass Tort)

- Intentional
 Malicious Prosecution
 Motor Vehicle
 Nuisance
 Premises Liability
 Product Liability (does not include mass tort)
 Slander/Libel/ Defamation
 Other: _____

CONTRACT (do not include Judgments)

- Buyer Plaintiff
 Debt Collection: Credit Card
 Debt Collection: Other _____

 Employment Dispute: Discrimination
 Employment Dispute: Other _____

 Other: _____

CIVIL APPEALS

- Administrative Agencies
 Board of Assessment
 Board of Elections
 Dept. of Transportation
 Statutory Appeal: Other _____

 Zoning Board
 Other: _____

MASS TORT

- Asbestos
 Tobacco
 Toxic Tort - DES
 Toxic Tort - Implant
 Toxic Waste
 Other: _____

REAL PROPERTY

- Ejectment
 Eminent Domain/Condemnation
 Ground Rent
 Landlord/Tenant Dispute
 Mortgage Foreclosure: Residential
 Mortgage Foreclosure: Commercial
 Partition
 Quiet Title
 Other: _____

MISCELLANEOUS

- Common Law/Statutory Arbitration
 Declaratory Judgment
 Mandamus
 Non-Domestic Relations Restraining Order
 Quo Warranto
 Replevin
 Other: Equity

PROFESSIONAL LIABILITY

- Dental
 Legal
 Medical
 Other Professional: _____

John A. VanLuvanee, Esquire
Attorney I.D. No. 15974
Kellie A. McGowan, Esquire
Attorney I.D. No. 93460
EASTBURN AND GRAY, P.C.
60 East Court Street
Doylestown, PA 18901
(215) 345-1342

*Attorneys for Plaintiff
ATC Outdoor DAS, LLC*

**IN THE COURT OF COMMON PLEAS OF BUCKS COUNTY, PENNSYLVANIA
CIVIL ACTION**

ATC OUTDOOR DAS, INC.

:
:
:
:
:
:
:

No.

v.

**BOARD OF SUPERVISORS OF
NORTHAMPTON TOWNSHIP**

**INJUNCTION
EQUITY**



Case Number: 2012-05212 0
Receipt: 2012-18-02833 Judge: 37
Code: 539 Filing: 9907494
Patricia Bachtle - Bucks Co Prothonotary
B09 6/7/2012 2:30:44 PM

COMPLAINT

ATC Outdoor DAS, Inc., by and through its attorneys, Eastburn and Gray, P.C., hereby files this Complaint, and in support thereof avers the following:

A. The Parties

1. ATC Outdoor DAS, LLC (“ATC”) is a Delaware limited liability corporation registered to do business in the Commonwealth of Pennsylvania maintaining its principal place of business at 116 Huntington Ave, Eleventh Floor, Boston, Massachusetts 02116.

2. The Board of Supervisors of Northampton Township (“Board”) is the governing body of Northampton Township (“Township”), a second class township organized and existing pursuant to the provisions of the Second Class Township Code. 53 P.S. § 65101, *et. seq.* The Board and the Township maintain their office at 55 Township Road, Richboro, Pennsylvania 18954.

3. ATC is a “public utility” as that term is defined by the Pennsylvania Public Utility Code, 66 Pa.C.S.A. § 1102, which provides wholesale broadband communication service.

B. The DAS Infrastructure

4. The telecommunications service provided by ATC is dependent upon a technical system known as a Distributed Antenna System, or “DAS.” DAS is comprised of several components, including remote nodes, generally referred to as utility boxes (“Utility Boxes”), and antennas (“Antennas”) (collectively the “DAS Infrastructure”).

5. The Utility Boxes are small boxes, measuring approximately 50” x 12” x 10.” The Utility Boxes are attached to utility poles and function to carry the broadband signals throughout the DAS system. The Antennas are small in size and are also mounted to the top of utility poles.

6. ATC requires access to public rights of way in order to install the Utility Boxes and Antennas onto existing and new utility poles.

7. The DAS Infrastructure being installed in the Township is a part of a larger telecommunications service network being implemented by ATC in the municipalities of Northampton Township, Middletown Township, Newtown Township, Upper Southampton Township and Warminster Township, Bucks County.

8. The DAS system will not function unless and until installation of the DAS Infrastructure is completed throughout the five municipalities.

9. ATC entered into a contract with T-Mobile Northeast LLC, pursuant to which T-Mobile agreed to pay ATC for the right to utilize the DAS Infrastructure to provide services to customers.

C. Prior Township Actions

10. In or about March 2011, ATC provided the Township with a submission entitled “Proposal for a Distributed Antenna System”, which detailed the proposed DAS Infrastructure. A true and correct copy of the submission is attached hereto as Exhibit “A” and incorporated herein as if set forth fully.

11. The purpose of the submission was to provide specific information to the Township on the telecommunications services to be provided by ATC, including the specific locations at which the DAS Infrastructure was proposed to be installed.

12. The submission also included photographs and computer generated illustrations of the component parts of the proposed DAS Infrastructure, including the Utility Boxes, the Antennas, and the new utility poles proposed to be installed at twelve (12) locations within the Township. *See* Exhibit “A.” The submission included a spreadsheet that identified the specific locations in the Township where the components of the DAS Infrastructure would be located. The spreadsheet detailed the locations by coordinate locations and approximate street addresses (“Location Spreadsheet”). *See* Exhibit “A.”

13. On or about July 13, 2011, ATC submitted permit applications to the Township seeking approval to install the DAS Infrastructure in the public rights of way, without prejudice to its contention that the Township lacks jurisdiction to control the installation of DAS Infrastructure.

14. On or about July 25, 2011, the Township Director of Planning and Zoning, Michael Solomon (“Solomon”), advised ATC that its permit applications were not

“administratively complete” as a result of ATC’s failure to submit all required permit applications and requisite fees.

15. In response, ATC requested that Solomon provide a comprehensive list of all permits required for installation of the DAS Infrastructure, together with an itemization of the requisite fees.

16. By electronic correspondence dated July 27, 2011, Solomon provided counsel to ATC with a comprehensive list of permit fees that the Township would require of ATC in order to construct the DAS Infrastructure. True and correct copies of the electronic correspondence and a document prepared by Solomon entitled “ATC Permit Fees,” is attached hereto as Exhibit “B” and incorporated herein as if set forth fully.

17. By letter dated August 4, 2011, Solomon formally advised ATC that its permit applications were “administratively incomplete” as a result of the failure to submit additional electrical permit applications and additional fees. The letter advised ATC that permit fees in the amount of \$26,842 and an escrow in the amount of \$5,000 were required prior to issuance of the required permits. A true and correct copy of the August 4, 2011 letter is attached hereto as Exhibit “C” and incorporated herein as if set forth fully.

18. The Township advised ATC that it would not permit ATC to access the public rights of way unless ATC obtained the permits itemized in Solomon’s August 4, 2011 Letter and paid a “rental” fee equal to 5% of gross revenue derived by ATC from the DAS system. The Township asserts that the 5% rental fee was required pursuant to the Township Right-of-Way Ordinance.

D. The Mandamus Action

19. On October 26, 2011, ATC filed a Complaint in Mandamus, Declaratory Judgment and Equity with this Honorable Court (“Mandamus Action”) seeking relief as a result of the Township’s failure to permit ATC access to the public rights-of-way of the Township for the purpose of installing the DAS Infrastructure.

20. ATC filed a Motion for Peremptory Judgment concurrent with the filing of the Mandamus Action.

21. By Order dated January 5, 2011, the Honorable Wallace H. Bateman granted a peremptory judgment in favor of ATC (“Peremptory Judgment”). A true and correct copy of the Order granting the Peremptory Judgment is attached hereto as Exhibit “D” and incorporated herein as if set forth fully.

E. The Settlement Agreement

22. Subsequent to the entry of the Peremptory Judgment, ATC and the Township reached a final settlement of the issues between the parties. The settlement was memorialized in a letter agreement dated January 27, 2012 executed by counsel to ATC and the Township (“Settlement Agreement”). A true and correct copy of the Settlement Agreement is attached hereto as Exhibit “E” and incorporated herein as if set forth fully.

23. The Board authorized its Township solicitor to enter into the Settlement Agreement at a public meeting held on January 25, 2011. A true and correct copy of a portion of the official minutes of the public meeting of the Board, as posted on the Northampton Township website, is attached hereto as Exhibit “F” and incorporated herein as if set forth fully.

24. In the Settlement Agreement, the Township agreed, *inter alia*, to the following: (1) it would not file post-trial motions or appeal from the issuance of the Peremptory Judgment; (2) it would promptly process and issue all permits to ATC; and (3) it would assist ATC with “abutter issues” that might arise during the installation of the DAS Infrastructure. See Exhibit “E.”

25. In consideration for the Township’s agreements not to appeal the Peremptory Judgment and to issue all applicable permits, the Settlement Agreement required that ATC pay the Township the sum of \$26,842.00 for issuance of all permits, enter into a Construction Escrow Fee Agreement and posted \$5,000.00; and pay the Township an “administrative fee” in the amount of \$100,000.00.

26. ATC applied for the required permits and paid the amounts required to be paid under the Settlement Agreement.

27. Pursuant to the Settlement Agreement, the Township issued Permit No. 60683, authorizing ATC to install the DAS Infrastructure at 56 locations within the Township, in the locations previously identified for the Township on the Location Spreadsheet. A true and correct copy of Permit No. 60683 is attached hereto as Exhibit “G” and incorporated herein as if set forth fully.

28. In reliance upon the Settlement Agreement and the issuance of Permit No. 60683, ATC commenced work on the DAS Infrastructure in the public rights-of-way of the Township on or about March 1, 2012.

29. ATC mobilized a contractor, subcontractors and ATC employees, to facilitate and complete the DAS Infrastructure installation.

30. As of May 15, 2012, ATC incurred actual costs in an amount of \$7,413,312.12 for the DAS Infrastructure. Included in the total cost figures are costs in the approximate amount of \$550,000.00 incurred by ATC for underground work necessarily associated with the installation of the 12 new utility poles in the Township.

31. The design and locations of the DAS Infrastructure on existing utility poles and on the proposed 12 new poles is consistent with the March 2011 submission provided to the Township and the Location Spreadsheet. *See* Exhibit “A.”

F. The Township Breach of the Settlement Agreement

32. ATC believes, and therefore avers, that in or about May 2012, the Township began receiving complaints from Township residents with respect to the installation of the DAS Infrastructure.

33. On or about May 16, 2012, the Township issued two letters to ATC ordering ATC to stop work in the public rights-of-way (“Stop Work Orders”).

34. The first of the two Stop Work Orders was issued by Solomon (“Solomon Stop Work Order”) in his capacity as the Director of Planning and Zoning. A true and correct copy of the Solomon Stop Work Order is attached hereto as Exhibit “H” and incorporated herein as if set forth fully.

35. The second Stop Work Order was issued by Gary M. Crossland, Director of Public Works (“Crossland Stop Work Order”). A true and correct copy of the Crossland Stop Work Order is attached hereto as Exhibit “I” and incorporated herein as if set forth fully.

36. The Stop Work Orders were issued following a special public meeting of the Board on May 15, 2012, at which time the Board discussed the ATC installation with Township residents.

37. The video account of the meeting that can be viewed on the Township website confirms that the Board voted at the conclusion of the May 15, 2012 public meeting to authorize its professionals to revoke all permits issued by the Township to ATC and to take all appropriate legal action to stop ATC from completing installation of the DAS Infrastructure.

38. As of May 15, 2012, the DAS Infrastructure installation in Northampton Township was substantially completed, and only the twelve (12) new poles remained to be installed and connected to complete the construction of the DAS Infrastructure.

39. In response to the issuance of the Stop Work Orders, ATC ceased conducting all activities related to the installation of the DAS Infrastructure.

40. On or about May 23, 2012, the Township filed a Complaint against ATC in the federal district court for the Eastern District of Pennsylvania, docketed as case No. 2:12-cv-02825-CDJ (“Federal Action”) seeking a permanent injunction against ATC’s completion of the installation of the DAS Infrastructure in the Township unless ATC obtains permits from the Township that the Township had not previously identified.

41. On or about May 23, 2012, the Township also filed in the Federal Action a petition for preliminary injunction seeking to enjoin ATC from completing construction of the DAS Infrastructure in the Township.

COUNT I
INJUNCTION

42. Paragraphs 1 through 41 are incorporated herein as if set forth fully.

43. ATC believes and therefore avers that the Settlement Agreement constitutes a full, complete, final and binding agreement between the parties pursuant to which ATC has the right to complete the installation of the DAS Infrastructure in the rights-of-way of the Township.

44. ATC has fully and completely performed its obligations under the terms of the Settlement Agreement.

45. The Board's vote to take all appropriate legal action to stop ATC from completing installation of the DAS Infrastructure constitutes a breach of the Settlement Agreement.

46. The issuance of the Stop Work Orders and the filing of the Federal Action constitute deliberate and willful attempts to frustrate ATC's ability to complete the installation of the DAS Infrastructure.

47. The Township has intentionally breached the Settlement Agreement by its conduct, including but not limited to the issuance of the Stop Work Orders.

48. Unless the Township is enjoined from taking further actions in breach of the Settlement Agreement, including but not limited to withdrawing the Stop Work Orders, and is compelled to specifically perform its obligations under the Settlement Agreement, the purpose and intent of the Settlement Agreement will be frustrated.

49. If ATC is unable to install the DAS Infrastructure, ATC will be in breach of its contract with T-Mobile Northeast LLC, providing T-Mobile with the opportunity to cancel the contract.

50. The actual damages that ATC will sustain if the Township is not ordered to withdraw the Stop Work Orders and specifically perform its obligations under the Settlement Agreement are impossible to itemize in either business or financial terms.

WHEREFORE, ATC Outdoor DAS, LLC., respectfully requests that this Honorable Court grant the following relief:

- A. Issue a mandatory preliminary injunction prior to final hearing enjoining the Township from withdrawing Permit No. 60683; directing the Township to withdraw the Stop Work Orders; and enjoining the Township from taking any further action to prevent ATC from completing the installation of the DAS Infrastructure in Northampton Township pursuant to Permit No. 60683 and the Settlement Agreement;
- B. Issue a mandatory permanent injunction following a final hearing enjoining the Township from withdrawing Permit No. 60683; directing the Township to withdraw the Stop Work Orders; and enjoining the Township from taking any further action to prevent ATC from completing the installation of the DAS Infrastructure in Northampton Township pursuant to Permit No. 60683 and the Settlement Agreement;
- C. Award ATC its reasonable attorneys' fees incurred in the filing of this action; and
- D. Grant such other and further relief which the Court deems just and appropriate under the circumstances.

COUNT II
SPECIFIC PERFORMANCE

51. Paragraphs 1 through 50 are incorporated herein as if set forth fully.

52. The Settlement Agreement was intended by the parties as a valid, final and binding settlement between the of the parties of all questions and issues related to the request of ATC to install the DAS Infrastructure in the rights-of-way of the Township under any and all applicable Township ordinances.

53. The Township has breached the terms of the Settlement Agreement by issuing the Stop Work Orders; filing the Federal Action; and by voting at the May 15, 2012 public meeting to revoke all permits issued to ATC.

54. The Township has a contractual obligation under the Settlement Agreement to issue ATC all applicable permits for the installation of the DAS Infrastructure.

55. The Township has a contractual obligation under the Settlement Agreement to cooperate with and assist ATC in the resolution of any abutter issues that arise or have arisen during the installation of the DAS Infrastructure.

56. If the Township fails to perform its contractual obligations under the Settlement Agreement, ATC will sustain damages resulting from the Township's breach of the Agreement that will be impossible to ascertain in either business or financial terms.

57. ATC has no adequate remedy at law.

WHEREFORE, ATC Outdoor DAS, LLC., respectfully requests that this Honorable Court grant the following relief:

- A. Order the Township to specifically perform its obligations under the Settlement Agreement, including the issuance of all required permits;
- B. Award ATC its reasonable attorneys' fees incurred in the filing of this action; and
- C. Grant such other and further relief which the Court deems just and appropriate.

COUNT III
EQUITABLE ESTOPPEL

58. Paragraphs 1 through 57 are incorporated herein as if set forth fully.

59. The Township induced ATC to enter the Settlement Agreement and pay the Township the sum of \$126,894 in return for the Township's agreement to issue all permits required for the installation of the DAS Infrastructure.

60. In the July 27, 2011 correspondence, the Township represented to ATC that it was providing a list of all permits and fees that would be required for installation of the DAS Infrastructure. *See* paragraph 14, hereinabove

61. ATC executed the Settlement Agreement in reliance upon the representations of the Township with respect to the applicable permits and fees.

62. ATC began installation of the DAS Infrastructure in reliance on the Township's promise and obligation to issue all applicable permits pursuant to the terms of the Settlement Agreement.

63. ATC began installation of the DAS Infrastructure in reliance on the Township's agreement to assist ATC with "abutter issues" that would arise during the installation.

64. The conduct of the Township since May 15, 2012 is directly contrary to the Settlement Agreement.

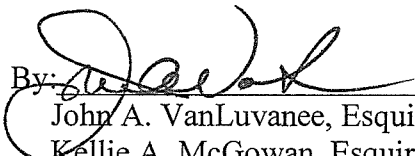
65. Under the totality of circumstances as set forth in this Complaint, the Township is estopped from preventing ATC from completing the installation of the DAS Infrastructure.

66. ATC has no adequate remedy at law.

WHEREFORE, ATC Outdoor DAS, LLC., respectfully requests that this Honorable Court grant the following relief:

- A. Order that the Township is estopped from taking any action contrary to the terms of the Settlement Agreement;
- B. Award ATC its reasonable attorneys' fees incurred in the filing of this action; and
- C. Grant such other and further relief which the Court deems just and appropriate.

EASTBURN AND GRAY, PC

By: 

John A. VanLuvanee, Esquire
Kellie A. McGowan, Esquire
Attorneys for Plaintiff
ATC Outdoor DAS, Inc.

EXHIBIT “A”

PROPOSAL FOR A DISTRIBUTED ANTENNA SYSTEM

**American Tower Outdoor DAS, LLC
400 Regency Forest Drive, Suite 300
Cary, NC 27518**

**Prepared by: David Callender
American Tower Outdoor DAS, LLC
400 Regency Forest Drive, Suite 300
Cary, NC 27518**

March 9, 2011

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**PROPOSAL to the Northampton Township
For a Distributed Antenna System**

**American Tower Outdoor DAS, LLC
400 Regency Forest Drive, Suite 300
Cary, NC 27518**

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List and Map of Proposed Nodes	Tab 4
Existing ATC ODAS Installations	Tab 5
Outdoor DAS Overview	Tab 6



ATC OUTDOOR DAS

March 9, 2011

Northampton Township
Northampton Township Complex
55 Township Road
Richboro, PA 18954

I. Background

ATC Outdoor DAS, LLC ("ATC ODAS") designs, builds, owns, operates and maintains complete Distributed Antenna Systems ("DAS") solutions that allow telecommunication providers to deliver the coverage they need, while balancing community aesthetic demands and municipal permitting requirements. DAS is a fiber-fed network that relies upon a series of antennas installed atop existing or proposed poles in the right of way to provide a localized solution for mobile devices. Such a network allows users to move seamlessly from DAS to towers or rooftops.

Since 2001, American Tower Corporation ("ATC"), parent company of ATC ODAS, has been designing and deploying DAS solutions to meet the needs of our customers. ATC has diverse experience working closely with telecommunication providers in planning, designing and redesigning their networks for optimum coverage and capacity. ATC ODAS utilizes DAS systems when zoning regulations, permitting restrictions, or space limitations preclude the construction of a tower. The DAS network can deliver increased coverage and capacity for multiple telecommunication carriers with minimal impact on the community.

II. The Northampton Distributed Antenna System

The DAS proposed by ATC ODAS, located within and near the Township of Northampton, Pennsylvania, consists of one hub and 71 nodes, all connected by a combination of underground and aboveground fiber optic cabling ("Northampton DAS"). ATC ODAS proposes to locate 60 of the 71 nodes in Northampton. The nodes will be located on existing utility poles owned by Philadelphia Electric Company ("PECO"), Verizon (ILEC), and/or Comcast. ATC ODAS is also looking to locate some nodes on existing street lights or on proposed new poles, all within the public right-of-way. The nodes will be connected to each other and the hub by fiber optic lines located within the public right-of-way.



ATC OUTDOOR DAS

ATC ODAS proposes to locate the hub, which will consist primarily of DAS operating equipment, within an existing ATC tower site. This space will provide 1000 square feet which is needed to shelter the operating equipment for multiple carrier customers.

Currently, the Northampton DAS calls for running approximately 30.0 miles of fiber optic cabling aboveground, and approximately 9.0 miles is proposed to be placed underground.

III. Conclusion

As a premier telecommunications infrastructure provider with more than 34,000 sites in nine countries, ATC recognizes the importance of keeping communities and their residents connected. The Northampton DAS will deliver increased coverage and capacity for multiple carriers with minimal impact to your community.

Additionally, the Northampton DAS will preserve and increase the amenities of Northampton by developing a reliable local telecommunications infrastructure that will help support the security of instant communication, such as calling 911. ATC ODAS may work with the community to customize the design of the Northampton DAS to best suit the needs of the township. The Northampton DAS will promote and conserve the convenience, safety and general welfare of the citizens of Northampton by enhancing telecommunication services within the township and by providing a strong, secure infrastructure to protect and serve your community.

Very truly yours,

David Callender



COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P.O. BOX 3265, HARRISBURG, PA. 17105-3265

IN REPLY PLEASE
REFER TO OUR FILE

December 22, 2008

A-2008-2072972

JOHN C DODGE ESQUIRE
BRIAN A NIXON ESQUIRE
1919 PENNSYLVANIA AVE NW
SUITE 200
WASHINGTON DC 20006

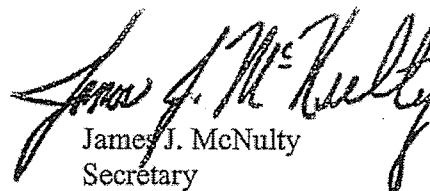
Application of ATC Outdoor DAS, LLC for approval to offer, render, furnish
or supply telecommunication services as a Competitive Access Provider to the public in the
Commonwealth of Pennsylvania.

To Whom It May Concern:

This is to advise you that the Commission in Public Meeting on December 18, 2008 adopted
an Order in the above entitled proceeding.

An Order has been enclosed for your records.

Very truly yours,



James J. McNulty
Secretary

Encls
Cert. Mail
MH

**PENNSYLVANIA
PUBLIC UTILITY COMMISSION
Harrisburg, PA 17105-3265**

Public Meeting held December 18, 2008

Commissioners Present:

James H. Cawley, Chairman
Tyrone J. Christy, Vice Chairman
Robert F. Powelson
Kim Pizzingrilli
Wayne E. Gardner

Application of ATC Outdoor DAS, LLC for approval to offer, render, furnish or supply telecommunication services as a Competitive Access Provider to the Public in the Commonwealth of Pennsylvania.

A-2008-2072972

ORDER

BY THE COMMISSION:

On September 11, 2008, ATC Outdoor DAS, LLC (Applicant or ATC Outdoor) filed an Application seeking a Certificate of Public Convenience pursuant to the Telecommunications Act of 1996, 47 U.S.C. § § 201, *et seq.*, (TA-96) and to Chapter 11 of the Public Utility Code (Code) (66 Pa. C.S. § 1101, *et seq.*) evidencing authority to operate as a Competitive Access Provider (CAP) throughout the Commonwealth of Pennsylvania. The Applicant was granted provisional authority pursuant to our Secretarial Letter dated November 6, 2008, to provide the proposed CAP services pursuant to its proposed tariff during the pendency of the application process.

The Applicant is a Delaware Limited Liability Company with its principal place of business at 116 Huntington Ave., Eleventh Floor, Boston, MA 02116, phone (617) 375-7500, fax (617) 375-7575. Correspondence to resolve complaints may be

directed to either David Peirce in Cary, North Carolina, at (919) 466-6665 or Janae Walker Bronson in Woburn, Massachusetts, at (781) 926-4545. The Applicant complied with 15 Pa. C.S. § 8981, relating to a Foreign Limited Liability Company. The Applicant's registered office provider is CT Corporation System, 116 Pine St., Suite 320 Harrisburg, PA 17101. The Applicant will not be using a fictitious name. The Applicant understands that if it plans to cease doing business within the Commonwealth of Pennsylvania, it is under a duty to request authority from the Commission for permission prior to ceasing.

The Applicant complied with notice requirements set forth in our Application form by serving a copy of its application upon the Office of Consumer Advocate, the Office of Small Business Advocate and the Office of the Attorney General. No protests were filed. No hearings were held.

ATC Outdoor has affiliates doing business in Pennsylvania; however, none of ATC Outdoor's subsidiaries are jurisdictional public utilities. The Applicant's service is charged at the applicable rates set forth in their tariff. ATC Outdoor will provide facilities-based non-switched local transport services, through a combination of its own facilities and facilities to be leased from a variety of telecommunications carriers, to customers throughout the Commonwealth of Pennsylvania. ATC Outdoor's services will be both intrastate and interstate. One service will rely on a technical platform known as a "Distributed Antenna System," or "DAS." A DAS consists of the following: Base Station Hotel, Optical Conversion equipment, Remote Nodes and Access Points. Also, ATC Outdoor plans to provide Radio Frequency ("RF") or optical transport and backhaul services for voice and data providers. The services will be provided on a monthly basis and will be available twenty-four (24) hours per day and seven (7) days per week. At this time, however, ATC Outdoor does not intend to furnish traditional residential or business local telephone services or switched, interexchange telephone service.

The Applicant has demonstrated that it is financially capable of providing telecommunication services as a CAP. We conclude that the Applicant meets the requirements for certification as a CAP,¹ consistent with this Order.

Premised upon our review of the Application and the proposed tariff, and consistent with our Orders, the Code, our Regulations and the TA-96, we conclude that the Applicant's proposed services do not raise concerns at this time regarding safety, adequacy, reliability, or privacy. We note, however, deficiencies in the proposed tariff. See Appendix A. We shall direct the Applicant to revise its tariff in accordance with the changes noted in Appendix A of this Order.² The Applicant shall, thereafter, file its Initial Tariff reflecting the requested changes on or before sixty (60) days from the date of entry of this Order. Copies of the Initial Tariff shall also be served upon the same entities receiving service of the original Application. If the time required for such resolution and filing exceeds sixty (60) days, the Applicant may request an extension of an additional sixty (60) days with the Commission's Secretary. Thus, if the Initial Tariff is not filed within 60 days (120 days including the extension) of the entry of this Order, the Application will be dismissed and the authority granted herein will be revoked without further Commission Order. To the extent that the proposed tariff contains rates, the Initial Tariff may become effective on one (1) day's notice from the date upon which it is filed and served.

We note that the Commission will only approve tariff provisions regarding limitation of liability consistent with law. The Commission does not have jurisdiction to determine liability or award monetary damages. Any tariff provisions contained in the Initial Tariff regarding limitation of liability found to be inconsistent with any applicable

¹ CAP authority may not be used to access the Public Switched Network or toll calling. If a utility with CAP authority wishes to provide access to the Public Switched Network or to provide local or IXC (intraLATA or interLATA) calling services to its customers, the utility must also have been granted CLEC and/or IXC authority by this Commission.

laws, rules and regulations will be deemed inoperative and superseded. Any claim against the public utility and/or public utility's customer regarding liability outside the limited scope of the tariff must be filed in court for determination of liability and monetary damages.

Conclusion

Accordingly, we shall grant the Application. Upon the establishment of filed rates and the approval of the Initial Tariff, a Certificate of Public Convenience shall be issued evidencing the Applicant's authority to provide services as a CAP in the Commonwealth of Pennsylvania, consistent with this Order and our decisions in such other proceedings; **THEREFORE,**

IT IS ORDERED:

1. That the Application of ATC Outdoor DAS, LLC at Docket No. A-2008-2072972, for authority to operate as a Competitive Access Provider throughout the Commonwealth of Pennsylvania is granted, consistent with this Order.
2. That the Applicant shall comply with all the provisions of the Public Utility Code, as now exist or as may be hereafter amended, and with all pertinent rules, regulations, and Orders of this Commission, now in effect or as may be prescribed by this Commission.
3. That the authority granted herein, to the extent that it duplicates authority now held by or subsequently granted to the Applicant, shall not be construed as conferring more than one operating right to the Applicant.

² Regardless of the review process, any tariff provision(s) inconsistent with the provisions of the Code, the TA-96, or our Regulations or Orders will be deemed inoperative and superseded. (52 Pa. Code § 64.213).

4. That the Applicant maintain accurate accounting records that segment its Competitive Access Provider revenues in the state.
5. That in accordance with Commission Orders entered October 5, 2005 at M-00041857 and on August 21, 2006 at L-00050176, the applicant shall follow the reporting requirements outlined at the following website:
http://www.puc.state.pa.us/telecom/docs/Reporting_Requirements021308.doc
6. That the Applicant shall file such affiliated interest agreements as may be necessary relative to any transactions with affiliates within 30 days of this Order.
7. That the Applicant shall file its Initial Tariff consistent with the requisite changes noted in Appendix A of this Order, within sixty (60) days after the date of entry of this Order. **The Applicant is directed to identify any changes made to the proposed Initial Tariff that are in addition to the changes noted in Appendix A.** The Applicant shall serve copies of its Initial Tariff on each entity receiving a copy of the original Application. The Initial Tariff may become effective on or after one (1) day's notice from the date upon which it is filed and served.
8. That the Competitive Access Provider tariff shall reflect on its face that it is a "Competitive Access Provider Tariff." Changes and/or additions made to the approved, filed tariff shall be made in the form of supplements, consecutively numbered in the order of their filing dates, and the tariff designation shall be in the following manner: Supplement No. __ to Tariff Telephone Pa. P.U.C. No. __.
9. That the Applicant shall add its Pennsylvania tariff to its website. If the Applicant does not maintain a website, the Commission will host its tariff on the Commission's website.
 - a. Within 30 days of the filing of its Initial Tariff, the Applicant shall add the tariff to its website and mark it "Pending."

- b. Within 30 days of receipt of its Certificate of Public Convenience, the Applicant shall make any required modifications to the tariff on its website and remove the "Pending" notation. Thereafter the Applicant will continually update the website whenever any supplemental revisions to the tariff are approved by the Commission such that the website tariff is a true and accurate representation of its tariff on file with the Commission.
- c. The Applicant shall contact Cyndi Page (717-787-5722; cypage@state.pa.us) of the Commission's Communications Office, to create a link from the Commission's website to the Applicant's website. If the Applicant does not maintain a website, the Applicant shall contact Cyndi Page to have its tariff added to the Commission's website and to update the tariff upon subsequent approval of supplemental revisions to the tariff.

10. That upon the establishment of filed rates and the approval of the Initial Tariff, a Certificate of Public Convenience shall be issued authorizing the Applicant to furnish services as a Competitive Access Provider within the Commonwealth of Pennsylvania, consistent with this Order.

11. That in the event that the Applicant has not, on or before sixty (60) days (120 days including an approved extension) from the date of entry of this Order, complied with the requirements set forth herein, the Application at Docket No. A-2008-2072972 will be dismissed and the authority granted herein revoked without further Commission Order.

12. That if the Applicant plans to cease doing business within the Commonwealth of Pennsylvania, it shall request authority from the Commission for permission prior to ceasing.

APPENDIX A

ATC Outdoor DAS, LLC
Docket No. A-2008-2072972
Proposed tariff for
Competitive Access Provider

The proposed tariff contains certain deficiencies that must be addressed by the Applicant before the tariffs can be approved and the Certificate of Public Convenience issued. **The Applicant must submit a copy of this Appendix with its revised compliance tariff. On that copy please note the page/sheet of the compliance tariff where the required revision is located for each item below.**

1. Correct title to read:

ATC Outdoor DAS, LLC
Competitive Access Provider Carrier
Regulations and Schedule of Charges

2. Title Page: need to add territory to which tariff applies (Throughout Commonwealth of Pennsylvania).
3. Original sheet No.'s 20-24, Section 4, Explanation of Terms: This should be at the beginning of tariff. Preferably the first section. Rename to read Definitions Section. All terms in the Definitions Section must appear somewhere in the tariff. However, the following terms do not appear elsewhere and must therefore be removed from the Definitions Section: LATA, Link, Local Service, Resale of Service, Sharing and Telephone Call.
4. Revise Table of Contents pursuant to changes made in revised tariff.
5. Original Sheet No. 1, Check Sheet: There are 29 original sheets. The tariff has a total of 26 original sheets. Revise Check Sheet and delete sheets 27-29.
6. Original Sheet No. 4, Explanation of Symbols: only include 3 symbols: (C) To signify change, (D) To signify decrease in rate and (I) To signify increase in rate. Exclude all other symbols
7. All pages should contain an issued and effective date.

8. Missing: The company did not provide a page for future revisions, typically labeled "List of Modifications" as per 52 Pa. Code § 53.21 (10) and 52 Pa. Code § 53.21. This page should be right after the Table of Contents.
9. Missing: company did not provide page explaining the Tariff Format. This page should be preferably inserted right after Table of Contents. The Table of Contents should then reference this page. Use sample tariff Format provided in Appendix B.
10. All Pages: State the utility's authority (e.g. Competitive Access Provider) as per ordering paragraph.

TARIFF FORMAT

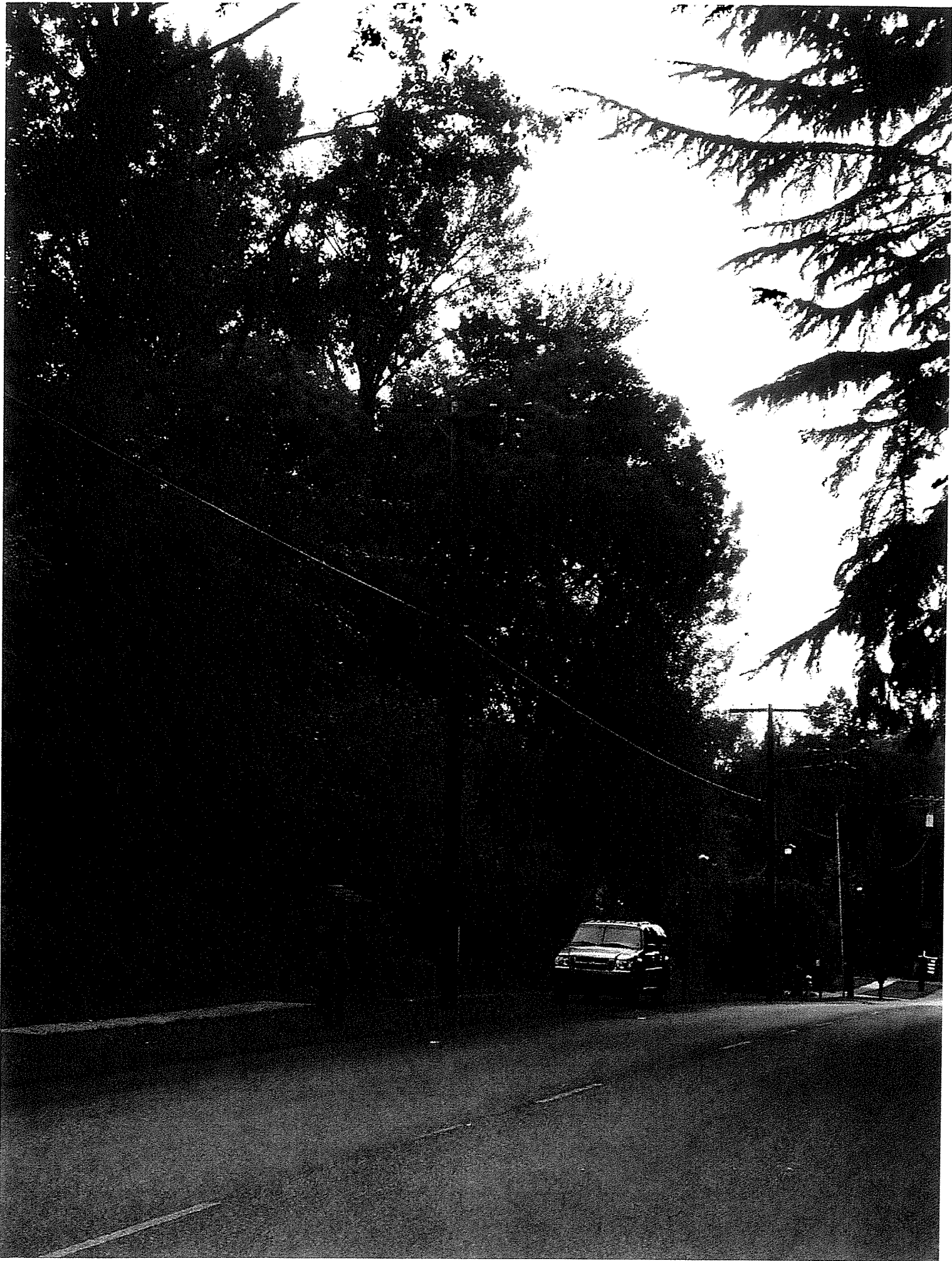
A. Page Numbering – Page numbers appear in the upper right corner of the page. Pages are numbered sequentially. However, new pages are occasionally added to the Tariff. When a new page is added between pages already in effect, a decimal is added. For example, a new page added between pages 14 and 15 would be 14.1.

B. Page Revision Numbers – Revision numbers also appear in the upper right corner of each page. These numbers are used to determine the most current page version on file with the Pennsylvania Public Utility Commission. For example, the 4th revised Page 14 cancels the 3rd revised Page 14. Because of various suspension periods, deferrals, etc., the most current page number on file with the Pennsylvania Public Utility Commission is not always the Tariff page in effect. Consult the Check Sheet for the page currently in effect.

C. Paragraph Numbering Sequence – There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:

- 2.
- 2.1.
- 2.1.1.
- 2.1.1.A.
- 2.1.1.A.1.
- 2.1.1.A.1.(a).
- 2.1.1.A.1.(a).I.
- 2.1.1.A.1.(a).I.(i).
- 2.1.1.A.1.(a).I.(i).(1).

D. Check Sheets – When a Tariff filing is made with the Pennsylvania Public Utility Commission, an updated Check Sheet accompanies the Tariff filing. The Check Sheet lists the pages contained in the Tariff, with a cross reference to the current revision number. When new pages are added, the Check Sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this page if these are the only changes made to it (i.e., the format, etc., remain the same, just revised revision levels on some pages). The Tariff user should refer to the latest Check Sheet to find out if a particular page is the most current on file with the Pennsylvania Public Utility Commission.



PROPOSED
ANTENNAS

PROPOSED
EQUIPMENT

PROPOSED
BBU



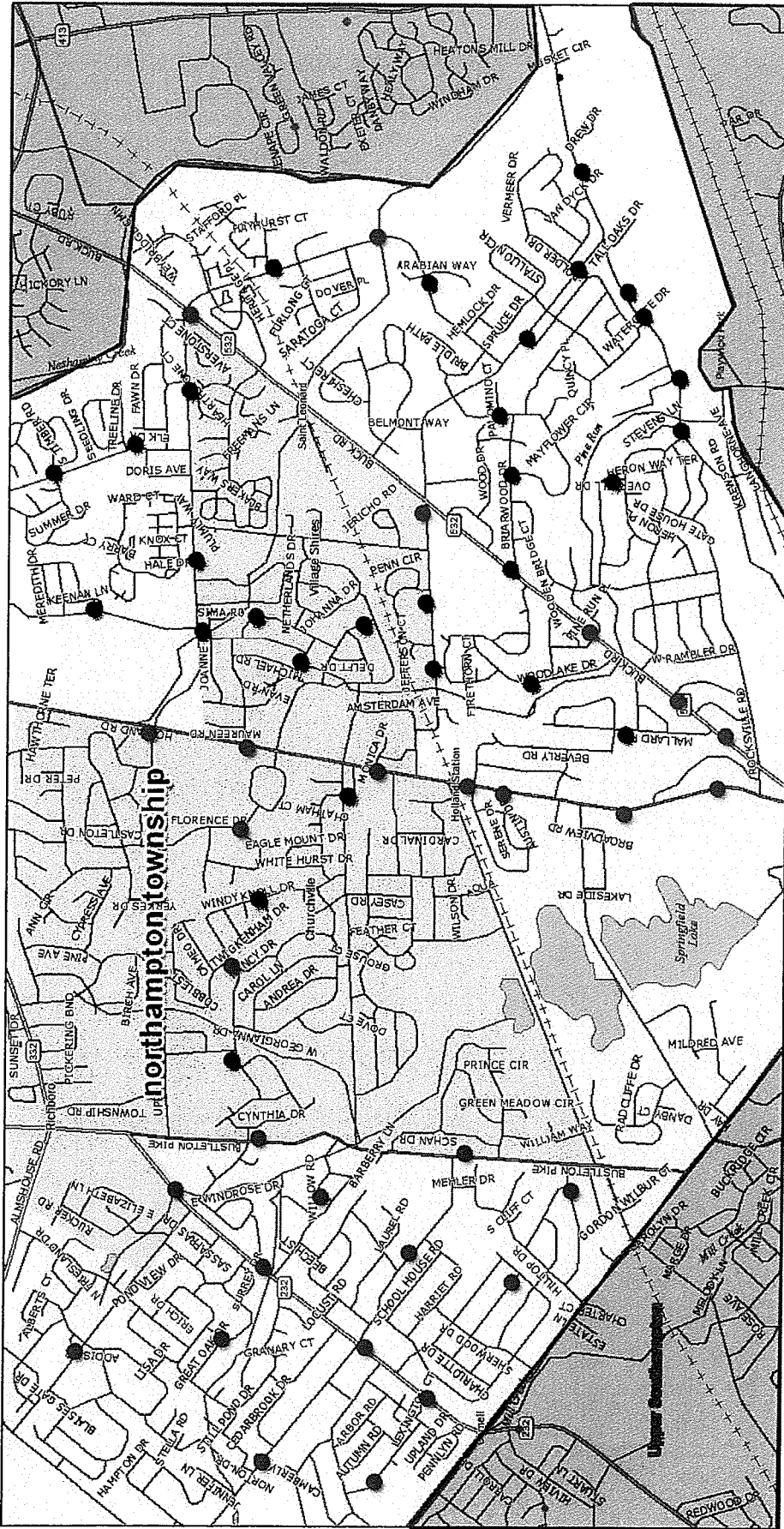


Node #	Latitude	Longitude	Address Description	Address	City	State	Zip Code	Municipality
183	40.21372	-75.02661	Across from 276 TANYARD, Corner of WENDY	353 TANYARD RD	RICHBORO	PA	18954	NORTHAMPTON
188	40.20339	-75.03457	693 NEW RD	271 NEW RD	SOUTHAMPTON	PA	18966	NORTHAMPTON
189	40.19786	-75.02632	259 SECOND ST PIKE	193 STHY 232	SOUTHAMPTON	PA	18966	NORTHAMPTON
190	40.20853	-75.01500	Front of the WAWA Food Market, 750 SECOND ST PIKE	688 STHY 232	RICHBORO	PA	18954	NORTHAMPTON
191	40.20353	-75.02060	Just West of WILLOW GREEN on SECOND ST PIKE	399 STHY 232	RICHBORO	PA	18954	NORTHAMPTON
192	40.20573	-75.02578	Corner GREAT OAK DR & WOODLAND DR, side of GREAT OAK DR	70 GREAT OAK DR	SOUTHAMPTON	PA	18966	NORTHAMPTON
193	40.20388	-75.01139	BUSTLETON PIKE & TANYARD, South of ANTHONY DR, side of 671 BUSTLETON PIKE	685 BUSTLETON PIKE	CHURCHVILLE	PA	18954	NORTHAMPTON
194	40.20021	-75.01543	57 WILLOW RD	14 WILLOW RD	SOUTHAMPTON	PA	18966	NORTHAMPTON
195	40.19530	-75.01921	173 NEW RD	777 NEW RD	SOUTHAMPTON	PA	18966	NORTHAMPTON
196	40.19724	-75.03599	41 FOXWOOD RD, front of 56 BOXWOOD	56 BOXWOOD RD	SOUTHAMPTON	PA	18966	NORTHAMPTON
197	40.19438	-75.03018	Across from 123 SECOND ST PIKE	80 STHY 232	SOUTHAMPTON	PA	18966	NORTHAMPTON
198	40.18981	-75.02155	159 STRATFORD DR	123 STRATFORD DR	SOUTHAMPTON	PA	18966	NORTHAMPTON
199	40.19239	-75.01254	402 BUSTLETON PIKE, front of 347 BUSTLETON PIKE	342 BUSTLETON PIKE	SOUTHAMPTON	PA	18966	NORTHAMPTON
208	40.18654	-75.01508	50 VALLEY DR	82 VALLEY DR	SOUTHAMPTON	PA	18966	NORTHAMPTON
213	40.21543	-74.96324	Side of 5 SOUTH TIMBER	341 SAINT LEONARDS RD	SOUTHAMPTON	PA	18966	NORTHAMPTON
214	40.21994	-74.96948	1153-332 STATE HWY, across from 1039	1161 STHY 332	SOUTHAMPTON	PA	18966	NORTHAMPTON
216	40.21305	-74.97309	Across from XFMR on ROCKWAY & KEENAN LN	(No street address available)	CHURCHVILLE	PA	18966	NORTHAMPTON
218	40.21101	-74.96118	0.00000	199 SAINT LEONARDS RD	SOUTHAMPTON	PA	18966	NORTHAMPTON
219	40.20807	-74.95721	DOE RUN DR & MIDDLE HOLLAND, across street from 571 MIDDLE HOLLAND RD	578 MIDDLE HOLLAND RD	VILLAGE SHIRES	PA	18966	NORTHAMPTON
220	40.20806	-74.95146	BUCK RD & MIDDLE HOLLAND RD	1078 STHY 532	VILLAGE SHIRES	PA	18966	NORTHAMPTON
221	40.20339	-74.94837	side of 123 SIGNAL HILL RD, corner of SIGNAL HILL & STONEYFORD RD	528 STONEYFORD RD	SOUTHAMPTON	PA	18966	NORTHAMPTON
222	40.20739	-74.97435	JODI RD & MIDDLE HOLLAND RD	248 MIDDLE HOLLAND RD	VILLAGE SHIRES	PA	18966	NORTHAMPTON
223	40.20759	-74.96950	Across the street from corner @ LIBERTY DR on HOLLAND RD	374 MIDDLE HOLLAND RD	VILLAGE SHIRES	PA	18966	NORTHAMPTON
224	40.19775	-74.94595	Btwn 184 & 198 STONEYFORD RD	360 STONEYFORD RD	SOUTHAMPTON	PA	18966	NORTHAMPTON
225	40.19479	-74.94937	167 STONEYFORD RD	185 STONEYFORD RD	SOUTHAMPTON	PA	18966	NORTHAMPTON
226	40.18937	-74.95284	PEPPERELL DR & HOLLAND RD, 975 EAST HOLLAND RD	951 E HOLLAND RD	FEASTERVILLE TREVOSE	PA	19053	NORTHAMPTON
228	40.18395	-74.94987	1176 BRIDGETOWN PIKE	445 BRIDGETOWN PIKE	FEASTERVILLE TREVOSE	PA	19053	NORTHAMPTON
229	40.18642	-74.94112	Front of 1408 BRIDGETOWN PIKE	711 BRIDGETOWN PIKE	FEASTERVILLE TREVOSE	PA	19053	NORTHAMPTON
230	40.18666	-74.94819	Corner of E. HOLLAND & POLDER DR, 7 POLDER DR	3 POLDER DR	FEASTERVILLE TREVOSE	PA	19053	NORTHAMPTON

Node #	Latitude	Longitude	Address Description	Address	City	State	Zip Code	Municipality
231	40.18767	-74.93433	Next to Driveway at 1614 BRIDGETOWN PIKE	913 BRIDGETOWN PIKE	FEASTERVILLE TREVOSÉ	PA	19053	NORTHAMPTON
236	40.19489	-74.96584	Opposite 1050 BUCK RD	475 E HOLLAND RD	VILLAGE SHIRES	PA	18966	NORTHAMPTON
237	40.19024	-74.96982	BUCK RD & BRIARWOOD DR (Side of #7 BRAIRWOOD DR)	1363 STHY 532	SOUTHAMPTON	PA	18966	NORTHAMPTON
238	40.18108	-74.95616	277 BRIDGETOWN PIKE, Front of 978	243 BRIDGETOWN PIKE	FEASTERVILLE TREVOSÉ	PA	19053	NORTHAMPTON
239	40.18074	-74.95983	Across from 871 BRIDGETOWN PIKE RD	129 BRIDGETOWN PIKE	FEASTERVILLE TREVOSÉ	PA	19053	NORTHAMPTON
240	40.18581	-74.97430	Side of 10 PINE RUN DR	1431 STHY 532	SOUTHAMPTON	PA	18966	NORTHAMPTON
241	40.18453	-74.96333	Side of 121 BROOKSIDE DR	OVERHILL DR (No street address available)	SOUTHAMPTON	PA	18966	NORTHAMPTON
242	40.19028	-74.96304	Side of 119 BRIARWOOD DR	96 BRIARWOOD DR	SOUTHAMPTON	PA	18966	NORTHAMPTON
243	40.21005	-74.98187	Corner of HOLLAND & UPPER HOLLAND; NW Corner of intersection	595 UPPER HOLLAND RD	RICHBORO	PA	18954	NORTHAMPTON
244	40.20435	-74.97361	Side of 145 TULIP RD	143 TULIP RD	VILLAGE SHIRES	PA	18966	NORTHAMPTON
245	40.19827	-74.97372	Side of 123 DUTCH DR	163 DUTCH DR	VILLAGE SHIRES	PA	18966	NORTHAMPTON
246	40.20465	-74.98284	Side of 1120 HOLLAND RD	1166 HOLLAND RD	CHURCHVILLE	PA	18966	NORTHAMPTON
247	40.20169	-74.97663	Utility easement side of 80 DAVID RD	75 DAVID RD	VILLAGE SHIRES	PA	18966	NORTHAMPTON
248	40.19761	-74.98449	944 HOLLAND RD, HOLLAND RD & MONICA	944 HOLLAND RD	CHURCHVILLE	PA	18966	NORTHAMPTON
250	40.19462	-74.97226	331 E HOLLAND RD (Rear of 28 GRANT AVE)	317 E HOLLAND RD	VILLAGE SHIRES	PA	18966	NORTHAMPTON
251	40.20495	-74.98893	Front of 54 ELSA WAY, 54 FLORENCE	49 FLORENCE DR	CHURCHVILLE	PA	18954	NORTHAMPTON
252	40.19928	-74.98627	579 LOWER HOLLAND RD, OPP of 593 LOWER HOLLAND RD	648 LOWER HOLLAND RD	CHURCHVILLE	PA	18966	NORTHAMPTON
254	40.20515	-75.00538	Corner of TORRESDALE DR & West LYNFORD RD, Front of 58 TORRESDALE	145 W LYNFORD RD	CHURCHVILLE	PA	18954	NORTHAMPTON
255	40.20522	-74.99887	Side of 91 W. LYNFORD RD	LYNFORD RD (No street address available)	CHURCHVILLE	PA	18954	NORTHAMPTON
256	40.20408	-74.99402	Opposite of 34 WINDY KNOLL DR	102 WINDY KNOLL DR	CHURCHVILLE	PA	18954	NORTHAMPTON
260	40.19260	-74.98559	Across from 827 HOLLAND RD	788 HOLLAND RD	SOUTHAMPTON	PA	18966	NORTHAMPTON
262	40.19044	-74.98590	672 HOLLAND RD (Between 707 & 715 HOLLAND)	721 HOLLAND RD	SOUTHAMPTON	PA	18966	NORTHAMPTON
263	40.18916	-74.97809	Side of 205 WOODLAKE DR	155 WOODLAKE DR	SOUTHAMPTON	PA	18966	NORTHAMPTON
264	40.18095	-74.97922	Side of 8 TWIST DR	1507 STHY 532	SOUTHAMPTON	PA	18966	NORTHAMPTON
265	40.17834	-74.98196	377 BUCK RD	1545 STHY 532	SOUTHAMPTON	PA	18966	NORTHAMPTON
266	40.18377	-74.98742	479 HOLLAND RD	578 HOLLAND RD	SOUTHAMPTON	PA	18966	NORTHAMPTON
267	40.18362	-74.98159	Side of 140 MALLARD RD	130 MALLARD RD	SOUTHAMPTON	PA	18966	NORTHAMPTON
268	40.17846	-74.98552	357 HOLLAND RD	417 HOLLAND RD	SOUTHAMPTON	PA	18966	NORTHAMPTON
270	40.19095	-74.95872	Side of 84 PONDEROSA	109 PONDEROSA DR	SOUTHAMPTON	PA	18966	NORTHAMPTON
271	40.19436	-74.97707	Next to 223 E. HOLLAND DR @ PINE VIEW DR	213 E HOLLAND RD	VILLAGE SHIRES	PA	18966	NORTHAMPTON
419	40.18295	-74.95166	WATERGATE & BRIDGETOWN PIKE, SW of 148 WATERGATE	386 BRIDGETOWN PIKE	FEASTERVILLE TREVOSÉ	PA	19053	NORTHAMPTON



XMap® 6



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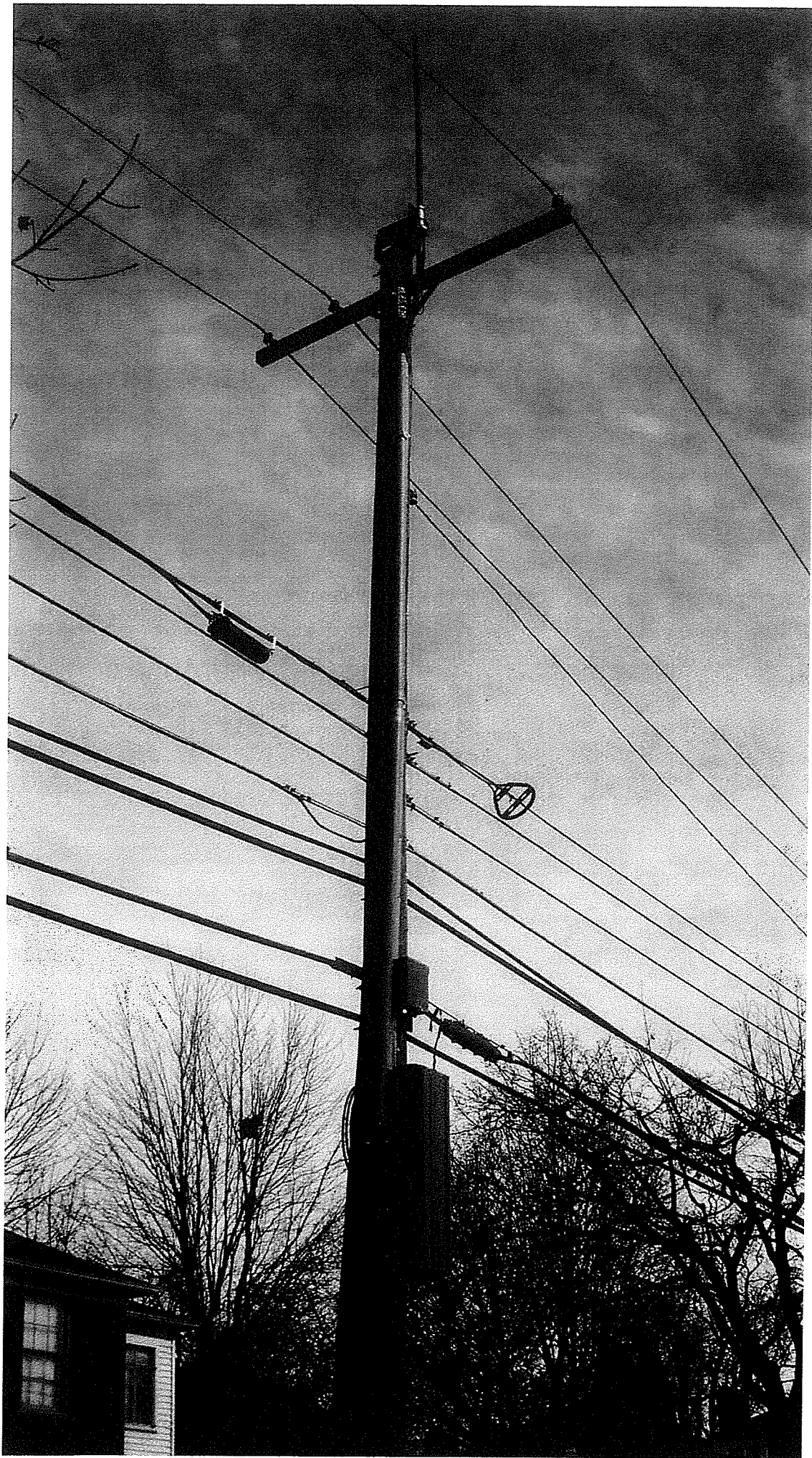


EXHIBIT “B”

Kellie A. McGowan

From: Mike Solomon <MSolomon@Northamptontownship.com>
Sent: Wednesday, July 27, 2011 1:54 PM
To: John A. VanLuvanee
Subject: ATC Permit Fees
Attachments: ATC Outdoor permit fee breakdown - 072711.doc

John-

See attached. All permits (except #1 on the list) require electrical applications as well.

Mike

CONFIDENTIALITY NOTICE: The information contained in this electronic communication, and any attachment thereto, is privileged, confidential, and proprietary. As such, it is intended only for the use of the individual(s) and/or entities named above. If you are not the intended recipient or the recipient's authorized agent, you are hereby notified that any unauthorized disclosure, copying or dissemination of this communication is strictly prohibited. If you have received this communication in error, please notify the sender immediately, then delete and destroy the original and any copies of this communication and attachments thereto.

ATC Permit Fees

1.	11 poles state	(11 x \$100)	=	\$ 1,100.00 <u>4.00</u>
				\$ 1,104.00
2.	16 tel. equip. electric state	(16 x \$85) (16 x \$200) (2 x \$4)	= = =	\$ 1,360.00 3,200.00 <u>8.00</u>
				\$ 4,568.00
3.	17 tel. equip. electric state	(17 x \$85) (17 x \$200) (2 x \$4)	= = =	\$ 1,445.00 3,400.00 <u>8.00</u>
				\$ 4,853.00
4.	29 fiber opt. electric state	(29 x \$85) (29 x \$200) (2 x \$4)	= = =	\$ 2,465.00 5,800.00 <u>8.00</u>
				\$ 8,273.00
5.	2 conduits electric state	(2 x \$85) (2 x \$200) (2 x \$4)	= = =	\$ 170.00 400.00 <u>8.00</u>
				\$ 578.00
6.	2 conduits electric state	(2 x \$85) (2 x \$200) (2 x \$4)	= = =	\$ 170.00 400.00 <u>8.00</u>
				\$ 578.00
7.	4 conduits electric state	(4 x \$85) (4 x \$200) (2 x \$4)	= = =	\$ 340.00 800.00 <u>8.00</u>
				\$ 1,148.00
8.	2 conduits electric state	(2 x \$85) (2 x \$200) (2 x \$4)	= = =	\$ 170.00 400.00 <u>8.00</u>

				\$ 578.00
9.	4 conduits	(4 x \$85)	=	\$ 340.00
	electric	(4 x \$200)	=	800.00
	state	(2 x \$4)	=	<u>8.00</u>
				\$ 1,148.00
10.	4 conduits	(4 x \$85)	=	\$ 340.00
	electric	(4 x \$200)	=	800.00
	state	(2 x \$4)	=	<u>8.00</u>
				\$ 1,148.00
11.	4 conduits	(4 x \$85)	=	\$ 340.00
	electric	(4 x \$200)	=	800.00
	state	(2 x \$4)	=	<u>8.00</u>
				\$ 1,148.00
12.	6 conduits	(6 x \$85)	=	\$ 510.00
	electric	(6 x \$200)	=	1,200.00
	state	(2 x \$4)	=	<u>8.00</u>
				\$ 1,718.00

TOTAL AMOUNT DUE: \$26,842.00

PLUS

ESCROW (TOWNSHIP ENGINEER) \$5,000

EXHIBIT “C”



Township of Northampton

NORTHAMPTON TOWNSHIP COMPLEX • 55 Township Road, Richboro, Pennsylvania 18954-1592
Township Administration - (215) 357-6800 • Fax: (215) 357-1251

August 4, 2011 [Revised]

ATC Outdoor DAS
10 Presidential Way
Woburn, MA 01801
ATTN: David Callender

RE: ATC Outdoor DAS LLC Permit Applications:

1. 11 New Pole Installations – Various Locations on Plans
2. 16 Various Locations on Plans – Installation of Telecommunications Equipment and Antennas on Existing Poles
3. 17 Various Locations on Plans – Installation of Telecommunications Equipment and Antennas on Existing Poles
4. Various Pole Locations – Installation of Aerial Fiber Optic Cable
5. Mt. Pleasant Drive and Woodland Drive – Installation of Conduit and Hand Holes
6. Middle Holland Road and Rock Way - Installation of Conduit and Hand Holes
7. Bridgetown Pike, E. Heron Road, Buckshire Drive and Brookside Drive - Installation of Conduit and Hand Holes
8. Ponderosa Drive and Briarwood Drive - Installation of Conduit and Hand Holes
9. Rosemary Drive, Loretta Circle, Elsa Way and Florence Drive - Installation of Conduit and Hand Holes
10. E. Holland Road, Pine View Drive, Forrest Drive and Woodlake Drive - Installation of Conduit and Hand Holes
11. Upper Holland Road, Torresdale Drive, Lynford Road and Windy Knoll Drive - Installation of Conduit and Hand Holes
12. Rotterdam Road W., Michael Road, David Road, Lempa Road, Tulip Road and Dutch Drive - Installation of Conduit and Hand Holes

Dear David:

Please be advised that the aforementioned permit applications are administratively incomplete because the submitted permit fees are incorrect and all appropriate permit applications have not been submitted. In discussions with your attorney, electrical permit applications must be submitted for all of the aforementioned applications with the exception of Permit #1 (New Pole Installation – Various Locations).

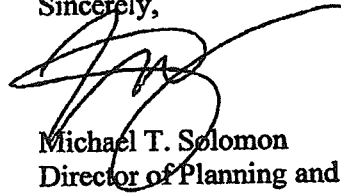
Township of Northampton

David Callender
August 4, 2011
Page Two

With respect to permit fees, the total amount due is \$26,842.00. In addition, a \$5,000.00 escrow is required.

Feel free to contact me if you have any questions.

Sincerely,



Michael T. Solomon
Director of Planning and Zoning

MTS/tms

cc: Robert Pellegrino, Township Manager
Barbara Kirk, Township Solicitor
John Van Luvanee, Esquire (via e-mail)

Via U.S. Regular Mail and
Certified Mail No. 7006 2760 0003 5677 1984
Return Receipt Requested

EXHIBIT “D”

IN THE COURT OF COMMON PLEAS OF BUCKS COUNTY, PENNSYLVANIA
CIVIL ACTION - LAW

ATC OUTDOOR DAS, LLC

v.

BOARD OF SUPERVISORS OF
NORTHAMPTON TOWNSHIP

and

MICHAEL T. SOLOMON

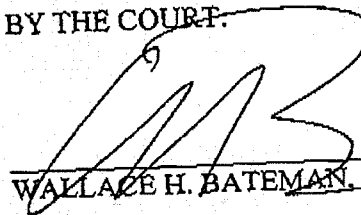
No.: 2011-09455

ORDER

AND NOW, this 5th day of ~~December~~ January, 2012, upon consideration of Plaintiff's Motion for Peremptory Judgment, Defendant's answer thereto, Defendant's Preliminary Objections, Plaintiff's response thereto and Defendant's subsequent response, as well as Defendant's Motion to Dismiss Plaintiff's Peremptory Judgment, Plaintiff's response thereto and Defendant's subsequent response, and having heard oral argument on December 13, 2011, it is hereby ORDERED and DECREED that;

2. Plaintiff's Motion for Peremptory Judgment is GRANTED on Count I of Plaintiff's Complaint in favor of Plaintiff, and thus, Defendant's Motion to Dismiss is DENIED.
3. Defendants are ordered to issue Plaintiff an exemption under Sections 106-4.B(6) and 106-4.B(9) of the ROW Ordinance so as to permit ATC to enter upon and use the public rights-of-way within Northampton Township to install the DAS Infrastructure.
4. Defendant's Preliminary Objections are OVERRULED.

BY THE COURT.


WALLACE H. BATEMAN, JR., J.

Copies mailed to:

John A. VanLuvanee, Esquire
Kellie A. McGowan, Esquire
Eastburn & Gray, P.C.
60 East Court Street
Doylestown, PA 18901

Barbara M. Kirk, Esquire
Eight Neshaminy Interplex, Suite 215
Trevose, PA 19053

EXHIBIT “E”

LAW OFFICES

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SAMUEL S. GRAY, JR. 1938-2003

EASTBURN AND GRAY, P.C.

60 EAST COURT STREET
P.O. BOX 1389
DOYLESTOWN, PA 18901-0137
215-345-7000
FAX: 215-345-9142
WWW.EASTBURNGRAY.COM

775 PENLLYN BLUE BELL PIKE
BLUE BELL, PA 19422
215-345-7000

JOHN A. VANLUVANEE
E-MAIL: JVANLUVANEE@EASTBURNGRAY.COM

PLEASE REPLY TO: DOYLESTOWN OFFICE

THOMAS F. J. MacANIFF
DEREK J. REID*+
KENNETH R. WILLIAMS
JOANNE D. SOMMER
DAVID L. MARSHALL
GRACE M. DEON*
ROBERT M. COX*
JUDITH A. ALGEO
KELLIE A. MCGOWAN*
JUDY L. HAYMAN*
CATHERINE NGUYEN*
MARK S. CAPPUCCIO
ROBERT R. WATSON

OF COUNSEL:
FRANK N. GALLAGHER

JOHN A. VANLUVANEE
ERIC R. TOBIN
D. RODMAN EASTBURN
JOHN N. SCHAEFFER, III
JANE E. LEOPOLD-LEVENTHAL
G. MICHAEL CARR*
WILLIAM T. DUDECK*
KIMBERLY LITZKE
MARC D. JONAS
JULIE L. VON SPRECKELSEN*
SEAN M. CORR*
MARTHA SPERLING

CHARLES H. DORSETT, JR.

*ALSO ADMITTED IN NEW JERSEY

*+MANAGING SHAREHOLDER-NEW JERSEY

January 27, 2012

Michael J. Savona, Esquire
Friedman, Schuman, Applebaum,
Nemeroff & McCaffery, P.C.
Suite 200
101 Greenwood Avenue, 5th Floor
Jenkintown, PA 19046

**Re: ATC Outdoor DAS, LLC v. Northampton Township
Board of Supervisors
Bucks County CCP Docket No. 2011-09455**

Dear Mr. Savona:

On January 5, 2012 Judge Bateman entered as Order in the above matter granting peremptory judgment to ATC on the mandamus count of its Complaint against Northampton Township. Since the date of that order, we have engaged in discussions concerning a possible settlement of the litigation. Those discussions have been without prejudice to the legal positions of the parties. You have requested that I confirm, in writing, the terms of a settlement that I have been authorized to communicate to the Township.

In return for the Township's agreement to: (i) not take any further action in the above matter, including but not limited to filing post trial motions and/or appeals of Judge Bateman's order; (ii) agreeing to promptly process and issue all permits that the township has previously identified, which are itemized on the attached list prepared by Michael Solomon; and (iii) assisting

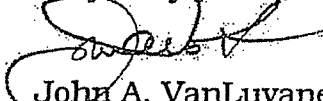
Michael J. Savona, Esq.
January 27, 2012
Page 2 of 2

ATC with abutter issues that may arise during the installation of the system, if any, ATC would agree to:

- (1) Apply for the permits identified by Mr. Solomon without prejudice to its legal position as asserted in its complaint in the above-captioned action.
- (2) Pay the permit fees in the amount of \$26,842.00 and the engineering escrow in the amount of \$5,000.00 as calculated by Mr. Solomon.
- (3) Pay the sum of \$100,000.00 to the Township to offset the administrative impact to the Township for updating Township files and records with details of the proposed new DAS system, and for sharing that information with potential future users in the course of managing the Township's rights of ways. In Northampton Township, there will be 56 nodes located on 36 existing wooden pole locations and 20 new poles (12 steel and 8 wood). The \$100,000.00 is calculated based on an administrative contribution of \$1,785.71 for each of the 56 nodes.
- (4) ATC will dedicate two (2) dark fiber strands across the Northampton fiber system. Any and all costs to connect to the system will be borne by the Township now or in the future.

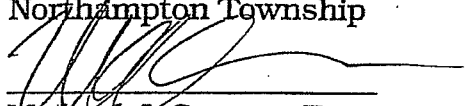
This offer is made in the spirit of compromise and without prejudice to ATC's legal position. If the offer is acceptable to the Township, please sign the attached copy of this letter. Your signature will confirm that you have been duly authorized by the Township to accept the offer communicated in this letter. When signed, this letter will constitute a binding agreement between the parties.

Very truly yours,


John A. VanLuvanee

JAV/eah
cc: David Bass, Esquire

Accepted on behalf of
Northampton Township


Michael J. Savona, Esq.
Township Solicitor

Date: Jan. 30, 2012

ATC Permit Fees

1.	11 poles state	(11 x \$100)	=	\$ 1,100.00 <u>4.00</u>
				\$ 1,104.00
2.	16 tel. equip. electric state	(16 x \$85) (16 x \$200) (2 x \$4)	= = =	\$ 1,360.00 3,200.00 <u>8.00</u>
				\$ 4,568.00
3.	17 tel. equip. electric state	(17 x \$85) (17 x \$200) (2 x \$4)	= = =	\$ 1,445.00 3,400.00 <u>8.00</u>
				\$ 4,853.00
4.	29 fiber opt. electric state	(29 x \$85) (29 x \$200) (2 x \$4)	= = =	\$ 2,465.00 5,800.00 <u>8.00</u>
				\$ 8,273.00
5.	2 conduits electric state	(2 x \$85) (2 x \$200) (2 x \$4)	= = =	\$ 170.00 400.00 <u>8.00</u>
				\$ 578.00
6.	2 conduits electric state	(2 x \$85) (2 x \$200) (2 x \$4)	= = =	\$ 170.00 400.00 <u>8.00</u>
				\$ 578.00
7.	4 conduits electric state	(4 x \$85) (4 x \$200) (2 x \$4)	= = =	\$ 340.00 800.00 <u>8.00</u>
				\$ 1,148.00
8.	2 conduits electric	(2 x \$85) (2 x \$200)	= =	\$ 170.00 400.00

	state	(2 x \$4)	=	<u>8.00</u>
				\$ 578.00
9.	4 conduits	(4 x \$85)	=	\$ 340.00
	electric	(4 x \$200)	=	800.00
	state	(2 x \$4)	=	<u>8.00</u>
				\$ 1,148.00
10.	4 conduits	(4 x \$85)	=	\$ 340.00
	electric	(4 x \$200)	=	800.00
	state	(2 x \$4)	=	<u>8.00</u>
				\$ 1,148.00
11.	4 conduits	(4 x \$85)	=	\$ 340.00
	electric	(4 x \$200)	=	800.00
	state	(2 x \$4)	=	<u>8.00</u>
				\$ 1,148.00
12.	6 conduits	(6 x \$85)	=	\$ 510.00
	electric	(6 x \$200)	=	1,200.00
	state	(2 x \$4)	=	<u>8.00</u>
				\$ 1,718.00

TOTAL AMOUNT DUE: \$26,842.00

PLUS

ESCROW (TOWNSHIP ENGINEER) \$5,000

EXHIBIT “F”

Frank Rothermel

Chairman Rothermel reminded all interested residents that the Board is still taking applications for appointment to Advisory Boards and Commissions. Anyone interested should contact the Township Administration for further information.

Chairman Rothermel announced the Municipal Authority meetings are now being videotaped and televised on the Township government channel and Township website for viewing. He noted that the Authority held 16 meetings in 2011, and 13 of those were under ½ hour, many as short as 7-8 minutes. Of the remaining three, none were longer than 1 hr. Chairman Rothermel further noted that immediately after the Board's decision to videotape the Authority's meetings, the meetings now include extensive discussions by the Board members and detailed presentations from their appointed engineer.

He also noted that the Zoning Hearing Board meeting is scheduled for February 13, 2012 and will present a report at the next meeting.

Chairman Rothermel, noted that the DEP's \$2 Million grant for water line installation in the Traymore Manor area requires all private wells to be decommissioned once the public water has been installed. A motion to advertise the Ordinance requiring all private wells to be decommissioned upon the installation of public water was brought up for discussion. Questions included whether residents could be permitted and under what circumstance to continue using their private wells for non-potable purposes.

The Township Engineer James Majewski explained that the PA DEP does not generally permit private wells to continue in operation for even non-potable purposes if ground-water contamination has been identified in the affected area. Some very limited exceptions have been approved on a case-by-case basis by the DEP for water-intensive farming and livestock purposes but only if no contaminated readings have ever been found at the property. Also, the farm/livestock users must provide annual in-depth water testing to DEP to confirm no new contamination readings. If contamination is subsequently found, the farm/livestock user must immediately decommission their private well and hook-up to public water at their sole expense. After reviewing that the DEP identified zone only included residential properties on less than 1 acre sites, Mr. Majewski advised that it was unlikely that any property owner would qualify for an exemption from DEP.

Chairman Rothermel called for public comment.

Joseph Carney, 130 Inland Road, again questioned what kind of potentially hazardous materials are stored in the industrial park.

Donald George, Watergate Drive, stated that well contamination is a health issue and the Department of Environmental Protection (DEP) is responsible for addressing the matter.

Marge Weiner, Worthington Mill Road, stated that every well should be decommissioned to prevent further contamination.

Jackie Palmer, Forrest Drive, questions how chemicals are monitored without MSDS sheets.

William O'Neill, Rocksville Road, stated his opinion that residents should be allowed to have two systems.

Timothy Snee, Jacksonville Road, supported decommissioning all wells.

After Public Comment, the Township Engineer added that the contaminated wells on the Western End were found to have TCE, a known carcinogen. He explained that allowing private wells to remain connected for ancillary purposes (watering lawns, washing cars, lawn irrigation, filling swimming pools ...) still posed a hazard to the residents since TCE poisoning can also occur from dermal (skin) contact and from inhalation of contaminated water vapor.

After discussion by the Board it was determined that in the health, safety and welfare of all residents, that all private wells in the DEP identified zone be decommissioned. A Motion was made and seconded (Rothermel-Cunningham) to advertise the proposed model PA DEP ordinance without modification thereby requiring the decommissioning of all private wells in the DEP identified zone.

Solicitor's Report

Mr. Savona announced that an executive session was held for 20 minutes to discuss the status of ATC Outdoor DAS vs. Northampton Township.

A motion was made and seconded (Kemelasky-Silver) to execute the proposed settlement between ATC and Northampton Township subject to the discussions held in Executive Session. **Motion Passed 5-0.**

Chairman Rothermel announced the decision for Addisville Commons was completed and mailed on January 13th and the decision can be viewed on the Township website.

Mr. Komelasky noted his objection that only a portion of the Municipal Authority meeting of January 4, 2012 was videotaped. Chairman Rothermel explained that many of the Authority meetings only last ten to twenty minutes and this meeting was considerably longer. He noted the videographer brought two hours of tape, and further reassured the board that the videographer would ensure that he had several additional hours of tape available for all subsequent videotaping of Municipal Authority Meetings.

Chairman Rothermel called for public comment.

Tony Albano, Newtown Richboro Road, questioned why the January 3, 2012 reorganization meeting minutes were not being approved.

Marvin Gold, Almshouse Road, commented on the taping of the 2010 Supervisor debates that took place when he ran for supervisor, and the cost for videotaping the debate but not allowing it to be played on the government channel.

Mr. Cunningham made a motion to adjourn the meeting, motion failed due to lack of a second.

Wayne Mills, Mallard Road, commented on the alleged vandalism to the video booth, and the events that occurred in the video booth on the night of the 2010 debate.

There being no further business, Chairman Rothermel adjourned the meeting at 11:00 pm.

Respectfully Submitted,

Mileen Silver, Secretary

EXHIBIT “G”

58 TOWNSHIP ROAD
RICHMOND, PA 18954 (215) - 357-6800

CONSTRUCTION PERMIT

DEPT. FILE COPY

PROPERTY NO.: 40 STREET: COMMERCE DRIVE
OWNER/ADDRESS OWNER PHONE
N&V POLI AFFILIATES, LLP
COMMERCE DRIVE

PERMIT NO. : 60683
DATE : 2/13/2012
TMP : 31-001-001-001
ZONING DIST.:
TRANS. NO. :
DATE : 2/13/2013

IVYLAND PA 18974
SUBDIVISION / LOT STORE # LOT SIZE
CHEROKEE IND. PARK SEC 1 /

FEES

APPLICANT
PHONE ATC OUTDOOR DAS, LLC.
919-466-5011 400 REGENCY FOREST DR. STE. 300
CARY NC 27518

BLDG. : 0.00
PLUMBING : 0.00
MECHANICAL: 0.00
ELECTRIC : 0.00
OTHER : 0.00
USE/OCCU
COMPLIANCE: 0.00

THE APPLICANT, AS GENERAL CONTRACTOR AND SUBCONTRACTORS ARE HEREBY GRANTED PERMISSION TO PERFORM THE FOLLOWING:

BUILDING CONTRACTOR NAME / ADDRESS CONTRACTOR PHONE

EST. COST

TOTAL FEE → 0.00

NO. UNITS

SQUARE FEET

BOCA BUILDING CLASSIFICATION

MODEL:

TYPE : F1
USE GROUP : B3

PLUMBING SUBCONTRACTOR NAME / ADDRESS

PHONE NO.

NO. FIXTURES

MAST. #:

PUBLIC WATER

WELL: SUBCONTRACTOR NAME / ADDRESS

PHONE NO.

PUBLIC SEWER

DEPT. OF HEALTH PERMIT NO. →

DATE:

MECHANICAL SUBCONTRACTOR NAME / ADDRESS

PHONE NO.

TYPE

ELECTRICAL SUBCONTRACTOR NAME / ADDRESS

PHONE NO.

SAME

INSPECTION \$0.00 PERMIT FEE

ELECTRIC PERMIT

OTHER SUBCONTRACTOR NAME / ADDRESS

PHONE NO.

SAME

POLES, CONDUITS, FIBER OPT.

TYPE: HIGHWAY 0.00

PERMIT ISSUED IN ACCORDANCE WITH LETTER OF AGREEMENT BETWEEN ATC AND NORTHAMPTON TOWNSHIP DATED 01/27/2012.

OTHER REMARKS

ATC OUTDOOR DAS, LLC (OWNER FOR HUB OF DAS SYSTEM)
400 REGENCY FOREST DRIVE, SUITE 300, CARY, NC 27518

IN ACCORDANCE WITH THE SUBMITTED PLANS, WORK ASSOCIATED WITH THIS PERMIT RELATES TO NEW POLE INSTALLATIONS, INSTALLATION OF TELECOMMUNICATIONS EQUIPMENT AND ANTENNAS ON EXISTING POLES, INSTALLATION OF AERIAL FIBER OPTIC CABLE, AND CONDUIT.

PERMIT FEES \$26,842 (\$8,750 HWY, \$18,000 ELECTRIC, \$92.00 PA STATE FEE)

LOCATIONS ARE AS IDENTIFIED ON THE FOLLOWING ATTACHMENT.

ZONING CODE ENFORCEMENT DIRECTOR
MICHAEL SOLOMON

PHILADELPHIA BUSINESS FORUM CO 215-331-2222

TMO Project Code	Node #	ATC Site ID	Code #	Polygon Name	Hub ID	Latitude	Longitude	Address Description	Address Description from Survey	GIS Address	City	State	Zip Code	County
1BU1407	183	345637	Buc02	Bucks County	308540	40.21372	-75.02661	Across from 276 Tanyard	Across from 276 Tanyard, Corner of WENDY	353 TANYARD RD	RICHBORO	PA	18954	Bucks
1BU1407	188	345873	Buc06	Bucks County	308540	40.20339	-75.03457	Adjacent to 693 New Rd	693 NEW RD	271 NEW RD	SOUTHAMPTON	PA	18966	Bucks
1BU1407	189	345874	Buc07	Bucks County	308540	40.19786	-75.02632	Adjacent to 259 second street pike	259 SECOND ST PIKE	193 STHY 232	SOUTHAMPTON	PA	18966	Bucks
1BU1407	190	345875	Buc08	Bucks County	308540	40.20853	-75.01500	Adjacent to 750 Second St Pike	Front of the WAWA Food Market, 750 SECOND ST PIKE	688 STHY 232	RICHBORO	PA	18954	Bucks
1BU1407	191	345876	Buc09	Bucks County	308540	40.20353	-75.02060	399 STHY 232	Just West of WILLOW GREEN on SECOND ST PIKE	399 STHY 232	RICHBORO	PA	18954	Bucks
1BU1407	192	345877	Buc10	Bucks County	308540	40.20573	-75.02578	Adjacent to 7 Great Oak Drive	Corner GREAT OAK DR & WOODLAND DR, side of GREAT OAK DR	70 GREAT OAK DR	SOUTHAMPTON	PA	18966	Bucks
1BU1407	193	345878	Buc11	Bucks County	308540	40.20388	-75.01139	Adjacent to 671 Bustleton Pike	BUSTLETON PIKE & TANYARD, South of ANTHONY DR, side of 671 BUSTLETON PIKE	685 BUSTLETON PIKE	CHURCHVILLE	PA	18954	Bucks
1BU1407	194	345879	Buc12	Bucks County	308540	40.20021	-75.01543	Adjacent to 57 Willow Road	57 WILLOW RD	14 WILLOW RD	SOUTHAMPTON	PA	18966	Bucks
1BU1407	195	345880	Buc13	Bucks County	308540	40.19530	-75.01921	Adjacent to 173 New Road	173 NEW RD	777 NEW RD	SOUTHAMPTON	PA	18966	Bucks
1BU1407	196	345881	Buc14	Bucks County	308540	40.19724	-75.03599	Adjacent to 56 Boxwood	41 FOXWOOD RD, front of 56 BOXWOOD	56 BOXWOOD RD	SOUTHAMPTON	PA	18966	Bucks
1BU1407	197	345882	Buc15	Bucks County	308540	40.19488	-75.03018	Across from 123 Second St Pike	Across from 123 SECOND ST PIKE	80 STHY 232	SOUTHAMPTON	PA	18966	Bucks
1BU1407	198	345883	Buc16	Bucks County	308540	40.18981	-75.02155	Adjacent to 159 Stratford	159 STRATFORD DR	123 STRATFORD DR	SOUTHAMPTON	PA	18966	Bucks
1BU1407	213	345830	Buc30	Bucks County	308540	40.21543	-74.96324	Adjacent to 5 South Timber	Side of 5 SOUTH TIMBER	341 SAINT LEONARDS RD	SOUTHAMPTON	PA	18966	Bucks
1BU1407	214	345826	Buc31	Bucks County	308540	40.21994	-74.96948	Across from 1039 Newtown Richboro Rd	1153-332 STATE HWY, access from 1039 Rock Way & Keenan Ln (On west side of Rock Way, 100' north of Keenan Ln)	1161 STHY 332	SOUTHAMPTON	PA	18966	Bucks
1BU1407	216	345821	Buc32	Bucks County	308540	40.21305	-74.97309	Adjacent to 283 Saint Leonard	Across from XFWR on ROCKWAY & KEENAN LN	(No street address available)	CHURCHVILLE	PA	18966	Bucks
1BU1407	218	345818	Buc33	Bucks County	308540	40.21101	-74.96118	Adjacent to 283 Saint Leonard	0.00000	199 SAINT LEONARDS RD	SOUTHAMPTON	PA	18966	Bucks
1BU1407	219	345813	Buc34	Bucks County	308540	40.20807	-74.95721	Across from 571 Middle Holland Rd	DOE RUN DR & MIDDLE HOLLAND, across street from 571 MIDDLE HOLLAND RD	578 MIDDLE HOLLAND RD	VILLAGE SHIRES	PA	18966	Bucks
1BU1407	220	345810	Buc35	Bucks County	308540	40.20806	-74.95146	1078 STHY 532	BUCK RD & MIDDLE HOLLAND RD	1078 STHY 532	VILLAGE SHIRES	PA	18966	Bucks
1BU1407	221	345807	Buc36	Bucks County	308540	40.20339	-74.94837	Adjacent to 123 Signal Hill Rd	side of 123 SIGNAL HILL RD, corner of SIGNAL HILL & STONEYFORD RD	528 STONEYFORD RD	SOUTHAMPTON	PA	18966	Bucks
1BU1407	222	345804	Buc37	Bucks County	308540	40.20739	-74.97435	248 MIDDLE HOLLAND RD	JODI RD & MIDDLE HOLLAND RD	248 MIDDLE HOLLAND RD	VILLAGE SHIRES	PA	18966	Bucks
1BU1407	223	345802	Buc38	Bucks County	308540	40.20759	-74.96950	374 MIDDLE HOLLAND RD	Across the street from corner @ LIBERTY DR on HOLLAND RD	374 MIDDLE HOLLAND RD	VILLAGE SHIRES	PA	18966	Bucks
1BU1407	224	345800	Buc39	Bucks County	308540	40.19775	-74.94595	360 STONEYFORD RD	Btwn 184 & 196 STONEYFORD RD	360 STONEYFORD RD	SOUTHAMPTON	PA	18966	Bucks

Note

G/S

18U1407	225	345795	Buc40	Bucks County	308540	40.19479	-74.94937	185 STONEYFORD RD	167 STONEYFORD RD	185 STONEYFORD RD	SOUTHAMPTON	PA	18966	Bucks
18U1407	226	345639	Buc41	Bucks County	308540	40.18937	-74.95284	Adjacent to 975 East Holland Rd	PEPPERELL DR & HOLLAND RD, 975 EAST HOLLAND RD	951 E HOLLAND RD	FEASTERVILLE TREVOLVE	PA	19053	Bucks
18U1407	228	345643	Buc43	Bucks County	308540	40.18395	-74.94987	Adjacent to 1176 Bridgetown Pike	1176 BRIDGETOWN PIKE	445 BRIDGETOWN PIKE	FEASTERVILLE TREVOLVE	PA	19053	Bucks
18U1407	229	345647	Buc44	Bucks County	308540	40.18642	-74.94112	Adjacent to 1408 Bridgetown Pike	Front of 1408 BRIDGETOWN PIKE	711 BRIDGETOWN PIKE	FEASTERVILLE TREVOLVE	PA	19053	Bucks
18U1407	230	345649	Buc45	Bucks County	308540	40.18666	-74.94819	Adjacent to 7 Polder Dr	Corner of E. HOLLAND & POLDER DR, 7 POLDER DR	3 POLDER DR	FEASTERVILLE TREVOLVE	PA	19053	Bucks
18U1407	231	345650	Buc46	Bucks County	308540	40.18767	-74.93433	Adjacent to 1614 Bridgetown Pike	Next to Driveway at 1614 BRIDGETOWN PIKE	913 BRIDGETOWN PIKE	FEASTERVILLE TREVOLVE	PA	19053	Bucks
18U1407	237	345663	Buc51	Bucks County	308540	40.19024	-74.96982	Adjacent to 7 Briarwood Dr	BUCK RD & BRIARWOOD DR (Side of #7 BRIARWOOD DR)	1363 STHY 532	SOUTHAMPTON	PA	18966	Bucks
18U1407	238	345667	Buc52	Bucks County	308540	40.18108	-74.95616	Adjacent to 975 Bridgetown Pike	277 BRIDGETOWN PIKE, Front of 978	243 BRIDGETOWN PIKE	FEASTERVILLE TREVOLVE	PA	19053	Bucks
18U1407	239	345672	Buc53	Bucks County	308540	40.18074	-74.95983	Across from 871 Bridgetown Pike	Across from 871 BRIDGETOWN PIKE RD	129 BRIDGETOWN PIKE	FEASTERVILLE TREVOLVE	PA	19053	Bucks
18U1407	240	345681	Buc54	Bucks County	308540	40.18531	-74.97430	Adjacent to 10 Pine Run Dr	Side of 10 PINE RUN DR	1431 STHY 532	SOUTHAMPTON	PA	18966	Bucks
18U1407	241	345683	Buc55	Bucks County	308540	40.18453	-74.96333	Adjacent to 121 Brookside Dr	Side of 121 BROOKSIDE DR	OVERHILL DR (No street address available)	SOUTHAMPTON	PA	18966	Bucks
18U1407	242	345685	Buc56	Bucks County	308540	40.19028	-74.96304	Adjacent to 119 Briarwood Dr	Side of 119 BRIARWOOD DR	96 BRIARWOOD DR	SOUTHAMPTON	PA	18966	Bucks
18U1407	243	345689	Buc57	Bucks County	308540	40.21005	-74.98187	595 UPPER HOLLAND RD	Corner of HOLLAND & UPPER HOLLAND; NW Corner of intersection	595 UPPER HOLLAND RD	RICHBORO	PA	18954	Bucks
18U1407	244	345692	Buc58	Bucks County	308540	40.20435	-74.97361	Adjacent to 145 Tulip	Side of 145 TULIP RD	143 TULIP RD	VILLAGE SHIRES	PA	18966	Bucks
18U1407	245	345698	Buc59	Bucks County	308540	40.19827	-74.97372	Adjacent to 123 Dutch Dr	Side of 123 DUTCH DR	163 DUTCH DR	VILLAGE SHIRES	PA	18966	Bucks
18U1407	246	345700	Buc60	Bucks County	308540	40.20465	-74.98284	Adjacent to 1120 Holland Dr	Side of 1120 HOLLAND RD	1166 HOLLAND RD	CHURCHVILLE	PA	18966	Bucks
18U1407	247	345703	Buc61	Bucks County	308540	40.20169	-74.97663	Adjacent to 80 David Rd	Utility easement side of 80 DAVID RD	75 DAVID RD	VILLAGE SHIRES	PA	18966	Bucks
18U1407	248	345706	Buc62	Bucks County	308540	40.19761	-74.98449	Adjacent to 944 Holland Rd	944 HOLLAND RD, HOLLAND RD & MONICA	944 HOLLAND RD	CHURCHVILLE	PA	18966	Bucks
18U1407	250	345721	Buc63	Bucks County	308540	40.19462	-74.97226	Adjacent to 28 Grant Ave	331 E HOLLAND RD (Rear of 28 GRANT AVE)	317 E HOLLAND RD	VILLAGE SHIRES	PA	18966	Bucks
18U1407	251	345723	Buc64	Bucks County	308540	40.20485	-74.98893	Adjacent to 54 Florence Dr	Front of 54 ELSA WAY, 54 FLORENCE	49 FLORENCE DR	CHURCHVILLE	PA	18954	Bucks
18U1407	252	345724	Buc65	Bucks County	308540	40.19928	-74.98627	Across from 593 Lower Holland Rd	579 LOWER HOLLAND RD, OPP of 593 LOWER HOLLAND RD	648 LOWER HOLLAND RD	CHURCHVILLE	PA	18966	Bucks
18U1407	254	345727	Buc66	Bucks County	308540	40.20515	-75.00538	Adjacent to 58 Torresdale	Corner of TORRESDALE DR & West LYNFORD RD, Front of 58 TORRESDALE	145 W LYNFORD RD	CHURCHVILLE	PA	18954	Bucks

18U1407	255	345729	Buc67	Bucks County	308540	40.20522	-74.99887	Adjacent to 91 West Lymford Rd	Side of 91 W. LYNFORD RD	LYNFORD RD (No street address available)	CHURCHVILLE	PA	18954	Bucks
18U1407	256	345733	Buc68	Bucks County	308540	40.20408	-74.99402	Across from 34 Windy Knoll Dr	Opposite of 34 WINDY KNOLL DR	102 WINDY KNOLL DR	CHURCHVILLE	PA	18954	Bucks
18U1407	260	345746	Buc72	Bucks County	308540	40.19260	-74.98559	Across from 827 Holland Rd	Across from 827 HOLLAND RD	788 HOLLAND RD	SOUTHAMPTON	PA	18966	Bucks
18U1407	263	345758	Buc75	Bucks County	308540	40.18916	-74.97809	Adjacent to 205 Woodlake Dr	Side of 205 WOODLAKE DR	155 WOODLAKE DR	SOUTHAMPTON	PA	18966	Bucks
18U1407	264	345762	Buc76	Bucks County	308540	40.18095	-74.97922	Adjacent to 8 Twist Dr	Side of 8 TWIST DR	1507 STHY 532	SOUTHAMPTON	PA	18966	Bucks
18U1407	265	345765	Buc77	Bucks County	308540	40.17834	-74.98196	Adjacent to 377 Buck Rd	377 BUCK RD	1545 STHY 532	SOUTHAMPTON	PA	18966	Bucks
18U1407	266	345770	Buc78	Bucks County	308540	40.18377	-74.98742	Adjacent to 487 Holland Rd	479 HOLLAND RD	578 HOLLAND RD	SOUTHAMPTON	PA	18966	Bucks
18U1407	267	345773	Buc79	Bucks County	308540	40.18362	-74.98159	Adjacent to 140 Mallard Rd	Side of 140 MALLARD RD	130 MALLARD RD	SOUTHAMPTON	PA	18966	Bucks
18U1407	268	345778	Buc80	Bucks County	308540	40.17846	-74.98552	Adjacent to 357 Holland Rd	357 HOLLAND RD	417 HOLLAND RD	SOUTHAMPTON	PA	18966	Bucks
18U1407	270	345782	Buc81	Bucks County	308540	40.19095	-74.95872	Adjacent to 84 Ponderosa	Side of 84 PONDEROSA	109 PONDEROSA DR	SOUTHAMPTON	PA	18966	Bucks
18U1407	271	345785	Buc82	Bucks County	308540	40.19436	-74.97707	Adjacent to 223 East Holland Rd	Next to 223 E. HOLLAND DR @ PINE VIEW DR	213 E HOLLAND RD	VILLAGE SHIRES	PA	18966	Bucks
18U1407	419	346159	Buc82	Bucks County	308540	40.18295	-74.95166	Adjacent to 148 Watergate Dr	WATERGATE & BRIDGETOWN PIKE, SW of 148 WATERGATE	386 BRIDGETOWN PIKE	FEASTERTVILLE TREVOLVE	PA	19053	Bucks

EXHIBIT “H”



Township of Northampton

NORTHAMPTON TOWNSHIP COMPLEX • 55 Township Road, Richboro, Pennsylvania 18954-1592
Township Administration – (215) 357-6800 • Fax: (215) 357-1251

May 15, 2012

Mr. John Coste, Regional Manager
ATC Outdoor DAS, LLC
400 Regency Forest Drive, Suite 300
Cary, NC 27518

Re: Northampton Township, Bucks County
Permit No. 60683
STOP WORK ORDER

Dear Mr. Coste:

In accordance with the terms, conditions, and provisions of the Northampton Township Code, Chapter 21, §21-101 – §21-119 as amended, I am writing to advise you that ATC Outdoor DAS, LLC ("ATC") is in violation of the terms of permit 60683, issued February 13, 2012 and, as such ATC is hereby **ORDERED AND DIRECTED** to immediately **CEASE, DESIST AND STOP** any and all construction work pursuant to permit 60683.

In particular, ATC's activity pursuant to permit 60683 is in direct violation of the following permit requirements:

- 1) ATC has failed to coordinate its work schedule with the Township Engineer to insure timely inspection of right-of-way disturbance and restoration, as required by §21-104(2).
- 2) ATC failed to disclose to the Township the exact locations and types of infrastructure being installed within the right-of-way, and has installed or proposed to install infrastructure in locations which are not authorized by permit 60683.
- 3) ATC failed to adequately restore disturbed areas of the right-of-way, in accordance with appropriate Township specifications, as required by §21-108.
- 4) ATC failed to maintain adequate public safety precautions, as required by §21-109.

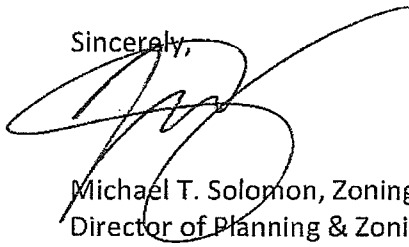
- 5) ATC has failed to provide the Township with adequate proof of liability insurance as required under §21-104(3)

Accordingly, unless and until the foregoing violations are remediated to the satisfaction of the Township, ATC is hereby notified that further work may not proceed pursuant to permit 60683, and all construction activity presently underway must immediately **CEASE** and **DESIST**.

ATC has the right to appeal this notice to the Northampton Township Zoning Hearing Board, in accordance with §27-1302 of the Northampton Township Code within 30 days of the date of this letter.

Failure to comply with the terms and conditions of this notice may result in prosecution in accordance with applicable provisions of the Pennsylvania Crimes Code.

Sincerely,



Michael T. Solomon, Zoning Officer
Director of Planning & Zoning

Cc: David Callender II, Project Manager, American Tower Corp.
Scott Lewis, Director DAS Deployment, American Tower Corp.
Daniel S. Cohen, Attorney, Cohen Law Group
Michael J. Savona, Attorney, Friedman, Schuman

EXHIBIT “I”



Township of Northampton

NORTHAMPTON TOWNSHIP COMPLEX • 55 Township Road, Richboro, Pennsylvania 18954-1592
Township Administration - (215) 357-6800 • Fax: (215) 357-1251

May 15, 2012

Mr. John Coste, Regional Manager
ATC Outdoor DAS, LLC
400 Regency Forest Drive, Suite 300
Cary, NC 27518

RE: Relocation of Facilities in Northampton Township Rights-of-Way
PERMIT No. 60683

Dear Mr. Coste:

This letter will serve as Notice, in accordance with the Northampton Township Code, § 21-110, that Northampton Township has determined that your proposed placement of certain infrastructure within the Township rights-of-way, as detailed in the above referenced Permit No. 60683, does not comply with applicable Township regulations and, accordingly, must be relocated.

Specifically, you have advised that ATC intends to install new telecommunications facilities, and particularly towers and related equipment, within residential subdivisions wherein such installations are prohibited under the terms and conditions of the Northampton Township Zoning Code. These locations include, but are not limited to, all of the following addresses:

1. 145 Woodland Drive
2. Rock Way
3. 108 Buckshire Drive
4. 119 Briarwood Drive
5. 127 Tulip Road
6. 95 East Rotterdam Road
7. 119 Lempa Road
8. 54 Florence Drive
9. 167 W. Lynford Road
10. 81 Lynford Road
11. 27 Windy Knoll Drive
12. Lot adjacent to 205 Woodlake Drive

Further, it has come to the Township's attention that ATC is proposing to install above-ground telecommunications facilities at the foregoing locations within the public rights-of-way of residential subdivisions wherein the Township has imposed strict regulations regarding the use of the rights-of-way which prohibit the installation of any facilities above ground. In particular, your proposed installation violates the terms of all of the following:

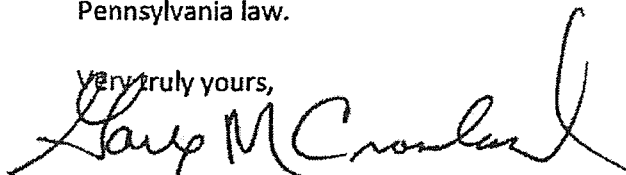
1. Final Plan of Windmill Village West, dated July 25, 1973, approved March 28, 1979.
2. Final Plan of Hillcrestshire, Section IV, dated February 6, 1970, approved Sept. 14, 1977
3. Final Plan of Timber Valley, Section 1, dated April 19, 1986, approved May 14, 1986
4. Final Plan of Windmill Village, dated November 10, 1965, approved March 9, 1966
5. Final Plan of Deerfield, dated November 10, 1969, approved January 11, 1978
6. Final Plan of Villa Estates, dated May 14, 1993, approved July 13, 1994
7. Final Plan of Spring Valley Farms, Section I, dated July 11, 1972, approved Sept. 13, 1972
8. Final Plan of Spring Valley Farms, Section III, dated January 2, 1974, approved Aug. 8, 1978
9. Final Plan of Willowgreene North, dated February 1, 1977, approved May 25, 1977
10. Final Plan of Pine Run, dated October 27, 1978, approved March 28, 1979.

Given that the Township has imposed strict right-of-way requirements in each and every one of the foregoing residential areas, and given that we have discovered that ATC intends to install facilities in the rights-of-way which violate these requirements, your facilities cannot be located as proposed in the foregoing locations.

This correspondence shall serve as your official NOTICE that your proposed installations at the foregoing locations cannot proceed, and that the Township is requiring you to reconfigure the proposed installations, all as provided under § 21-110 of the Northampton Township Code. Unless and until you have reconfigured your proposed infrastructure installations to meet the requirements detailed herein, you may not proceed with any above-ground installations at any of the locations detailed in this Notice.

Failure to comply with the terms and conditions of this Notice shall subject you to the penalties provided for violations under § 21-119, in addition to any other available remedies provided under Pennsylvania law.

Very truly yours,



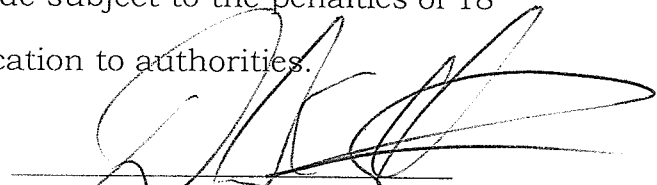
Gary M. Crossland
Director of Public Works

Cc: David Callender II, Project Manager, American Tower Corp.
Scott Lewis, Director DAS Deployment, American Tower Corp.
Daniel S. Cohen, Attorney, Cohen Law Group
Michael J. Savona, Attorney, Friedman, Schuman

VERIFICATION

DAVID CALLENDER verifies that he is the Project Manager, DAS Strategic Relations; that he is authorized to sign this Verification of behalf of Plaintiff, ATC Outdoor DAS, LLC; and that the statements made in the foregoing COMPLAINT are true and correct to the best of his knowledge, information and belief. He understands that false statements herein are made subject to the penalties of 18 Pa. C.S. Section 4904, relating to unsworn falsification to authorities.

Date: 6/5/12



David Callender