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January 31, 2014

Contra Costa County
30 Douglas Drive
Martinez, CA 94553
Ed Woo, Chief Information Officer

Re: Termination of Site Access and Use Agreement

Dear Mr. Woo:

As you know, Motorola and the County of Contra Costa ("Public Entity") entered into a Site Access & Use Agreement ("SAU") to enable Motorola to use certain Sites owned or leased by Public Entity regarding the BayWEB project. The purpose of the BayWEB project was for Motorola to design, deploy and operate an interoperable public safety broadband communications system in the San Francisco Bay region, in coordination with the BayRICS Joint Powers Authority ("JPA"). To accomplish this, Motorola and the JPA entered into a Build, Own, Operate and Maintain Agreement ("BOOM Agreement"). The BayWEB project was to be funded by a grant to Motorola from the Department of Commerce under its Broadband Technology Opportunities Program (the "BTOP Grant"), plus a financial match from Motorola.

Through no fault of Motorola, the JPA, or Public Entity, the BayWEB project could not proceed successfully. Therefore, on December 31, 2013, Motorola requested the BTOP Grant be terminated; and effective January 9, 2014, the BOOM Agreement was terminated by mutual agreement of Motorola and the JPA. A copy of the Agreement to Terminate the BOOM Agreement is available to you upon request.

Because of these facts, the SAU should be terminated, also. In accordance with Section 13.3 of the SAU, Motorola may terminate the SAU without cause for any reason, including if either the BTOP Grant or the BOOM Agreement is terminated. Because both of those events have occurred, the purpose of this letter is to formally notify Public Entity that Motorola is terminating the SAU, effective immediately. This Section 13.3 also requires the parties to develop a "transition plan" in the event of SAU termination. Motorola does not believe it needs any further information from Public Entity. If as part of the transition plan Public Entity believes it needs any existing information from Motorola concerning the Sites, please let me know as soon as conveniently possible. Motorola intends to wind up its project close out activities by March 31, 2014, and will try to provide to Public Entity requested information, if any, by that date. I can be reached at (847) 878-2409 or by email.

In addition, a representative from the BayRICS JPA will contact you soon to review the status of the sites and discuss possible options for preserving the sites for future regional uses. For more information, please contact Barry Fraser, BayRICS general manager, at (925) 803-7882.

Although it is unfortunate that the BayWEB project could not proceed successfully despite the very significant effort and investment by Motorola and others, one important benefit from this project is that the relationships between Motorola and the public entities in the Bay Area region have been enhanced and are as strong as they ever have been. Collectively, we tried very hard to bring a public safety broadband system into the region for the benefit of first responders and the citizens of the region. For this, Motorola extends its sincere thanks and appreciation to you and all of the other Bay Area supporters of this project. Motorola believes in this technology and sincerely hopes it can participate in deploying a system such as this for the benefit of the region in the future.

Sincerely,

Rob Ziminsky
Project Manager

Cc: Barry Fraser, JPA