

II. FISCAL IMPACT ANALYSIS

A. Five Year Summary of Fiscal Impact:

Fiscal Years	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>
Capital Expenditures	_____	_____	_____	_____	_____
Operating Costs	_____	_____	_____	_____	_____
Operating Revenues	_____	_____	_____	_____	_____
Program Income (County)	_____	_____	_____	_____	_____
In-Kind Match (County)	_____	_____	_____	_____	_____
NET FISCAL IMPACT	<u>~ * - see below</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
# ADDITIONAL FTE	_____	_____	_____	_____	_____
POSITIONS (Cumulative)	_____	_____	_____	_____	_____

Is Item Included in Current Budget? Yes X No _____

Budget Account No: Fund 4100 Department 120 Unit 8430 Object 4463
Reporting Category _____

B. Recommended Sources of Funds/Summary of Fiscal Impact:

* Approval of this item will eliminate the minimum monthly guarantee of \$2,500 for the period commencing March 1, 2012 through the expiration of the Agreement on July 31, 2012. It is anticipated that the County will continue to generate revenues on a per campaign basis of approximately \$1,000 to \$1,500 per month through the remainder of the Agreement.

C. Departmental Fiscal Review: CM Sumner

III. REVIEW COMMENTS

A. OFMB Fiscal and/or Contract Development and Control Comments:

John W. [Signature] 2/28/12
OFMB VA
2/27/12
2/27/12

Don J. [Signature] 3/12/12
Contract Dev. and Control
3-12-12 B. [Signature]

B. Legal Sufficiency:

Anne [Signature] 3/13/12
Assistant County Attorney

C. Other Department Review:

Department Director

C E R T I F I C A T E
(Corporation)

The undersigned hereby certifies that the following are true and correct statements:

1. That _____ is the Secretary of Cloud 9 Wireless, Inc., a corporation organized and existing in good standing under the laws of the State of California, hereinafter referred to as the "Corporation", and that the following Resolutions are true and correct copies of certain Resolutions adopted by the Board of Directors of the Corporation as of the 24th day of April, 2010, in accordance with the laws of the State of California, the Articles of Incorporation and the By-laws of the Corporation:

RESOLVED, that the Corporation shall enter into that certain First Amendment to WIFI Advertising Concession Agreement between Palm Beach County, a political subdivision of the State of Florida and the Corporation (the "Agreement"), a copy of which is attached hereto; and be it

FURTHER RESOLVED, that _____, the _____ of the Corporation, is hereby authorized and instructed to execute such Agreement and such other instruments as may be necessary and appropriate for the Corporation to fulfill its obligations under the Agreement.

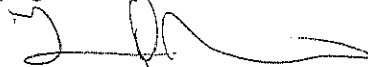
2. That the foregoing resolutions have not been modified, amended, rescinded, revoked or otherwise changed and remain in full force and effect as of the date hereof.

3. That the Corporation is in good standing under the laws of the State of Florida, and has qualified, if legally required, to do business in the State of Florida and has the full power and authority to enter into such Agreement.

IN WITNESS WHEREOF, the undersigned has set his hand and affixed the Corporate Seal of the Corporation the 1st day of February, 2012.

Corporate Seal

[Signature]



Cloud 9 Wireless, Inc.

, Secretary



CERTIFICATE OF LIABILITY INSURANCE

OP ID: MF

DATE (MM/DD/YYYY)

07/26/11

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

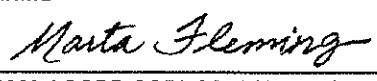
PRODUCER Sweet & Baker Ins. Brokers Inc 44 Second Street San Francisco, CA 94105-3440 Forrest Wittenmeier 512-2104		415-512-2100 415-512-1115		CONTACT NAME: PHONE (A/C, No, Ext): E-MAIL ADDRESS: PRODUCER CUSTOMER ID #: CLOUD-2		FAX (A/C, No):	
INSURED Cloud 9 Wireless, Inc. Attn: Sebastian Tonkin PO Box 422032 San Francisco, CA 94142		INSURER(S) AFFORDING COVERAGE				NAIC #	
		INSURER A: The Hartford/ A XV					
		INSURER B: AXIS Surplus Ins Co/ A XV					
		INSURER C: Evanston Insurance Co/ A XIII					
		INSURER D:					
		INSURER E:					
		INSURER F:					

COVERAGES **CERTIFICATE NUMBER:** **REVISION NUMBER:**

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL INSR	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS		
A	GENERAL LIABILITY			57SBADO7692	06/22/11	06/22/12	EACH OCCURRENCE	\$ 1,000,000	
	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR	X					DAMAGE TO RENTED PREMISES (Ea occurrence)	\$ 300,000	
							MED EXP (Any one person)	\$ 10,000	
							PERSONAL & ADV INJURY	\$ 1,000,000	
							GENERAL AGGREGATE	\$ 2,000,000	
							PRODUCTS - COM/PROP AGG	\$ 2,000,000	
	GEN'L AGGREGATE LIMIT APPLIES PER:								
								\$	
A	AUTOMOBILE LIABILITY			57SBADO7692	06/22/11	06/22/12	COMBINED SINGLE LIMIT (Ea accident)	\$ 1,000,000	
	<input type="checkbox"/> ANY AUTO						BODILY INJURY (Per person)	\$	
	<input type="checkbox"/> ALL OWNED AUTOS						BODILY INJURY (Per accident)	\$	
	<input type="checkbox"/> SCHEDULED AUTOS						PROPERTY DAMAGE (Per accident)	\$	
	<input checked="" type="checkbox"/> HIRED AUTOS							\$	
<input checked="" type="checkbox"/> NON-OWNED AUTOS				\$					
A	<input checked="" type="checkbox"/> UMBRELLA LIAB			57SBADO7692	06/22/11	06/22/12	EACH OCCURRENCE	\$ 4,000,000	
	<input type="checkbox"/> EXCESS LIAB						AGGREGATE	\$ 4,000,000	
	<input type="checkbox"/> CLAIMS-MADE							\$	
	DEDUCTIBLE							\$	
	<input checked="" type="checkbox"/> RETENTION \$ 10,000							\$	
A	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY			57WECZX8259	06/22/11	06/22/12	<input checked="" type="checkbox"/> WC STATUTORY LIMITS	OTHER	
	ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH)						E.L. EACH ACCIDENT	\$ 1,000,000	
	If yes, describe under DESCRIPTION OF OPERATIONS below		N/A				E.L. DISEASE - EA EMPLOYEE	\$ 1,000,000	
							E.L. DISEASE - POLICY LIMIT	\$ 1,000,000	
B	Errors & Omission			ECN000067541101	07/21/11	07/21/12	Limit:	2,000,000	
	Each Wrongful Act			PRIMARY POLICY			Retention	10,000	

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach ACORD 101, Additional Remarks Schedule, if more space is required)
 Palm Beach Cnty Board of Cnty Commisioners, a Political Subdivision of the state of Florida, its officers, employees and agents c/o Dept. of Airports, 846 Palm Beach International Airport, West Palm Beach, Florida 33406 is added as additional insured as respects to work performed by the named insd. 10 days notice of canc. will apply for non-payment of prem.

CERTIFICATE HOLDER		CANCELLATION	
Palm Beach County Board c/o Dept of Airports 846 Palm Beach Intl Airport West Palm Beach Florida, FL 33406		SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.	
		AUTHORIZED REPRESENTATIVE 	

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CERTIFICATE OF LIABILITY INSURANCE

OP ID: MF

DATE (MM/DD/YYYY)

05/18/11

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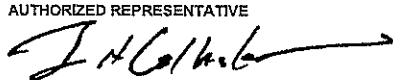
PRODUCER Sweet & Baker Ins. Brokers Inc 44 Second Street San Francisco, CA 94105-3440 Forrest Wittenmeier 512-2104		415-512-2100 415-512-1115	CONTACT NAME: PHONE (A/C, No, Ext): E-MAIL ADDRESS: PRODUCER CUSTOMER ID #: CLOUD-2	FAX (A/C, No): INSURER(S) AFFORDING COVERAGE NAIC #
INSURED Cloud 9 Wireless, Inc. Attn: Sebastian Tonkin PO Box 422032 San Francisco, CA 94142		INSURER A: The Hartford INSURER B: AXIS Surplus Insurance Company INSURER C: Lloyds Underwriters INSURER D: INSURER E: INSURER F:		

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A	GENERAL LIABILITY <input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC	X		57SBADO7692	06/22/10	06/22/11	EACH OCCURRENCE	\$ 1,000,000
								DAMAGE TO RENTED PREMISES (Ea occurrence)
							MED EXP (Any one person)	\$ 10,000
							PERSONAL & ADV INJURY	\$ 1,000,000
							GENERAL AGGREGATE	\$ 2,000,000
							PRODUCTS - COM/POP AGG	\$ 2,000,000
								\$
A	AUTOMOBILE LIABILITY <input type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input checked="" type="checkbox"/> HIRED AUTOS <input checked="" type="checkbox"/> NON-OWNED AUTOS			57SBADO7692	06/22/10	06/22/11	COMBINED SINGLE LIMIT (Ea accident)	\$ 1,000,000
								BODILY INJURY (Per person)
							BODILY INJURY (Per accident)	\$
							PROPERTY DAMAGE (Per accident)	\$
								\$
								\$
								\$
A	UMBRELLA LIAB <input type="checkbox"/> OCCUR EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE DEDUCTIBLE RETENTION \$						EACH OCCURRENCE	\$
								AGGREGATE
								\$
								\$
A	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below		N/A	57WECZX8259	06/22/10	06/22/11	<input checked="" type="checkbox"/> WC STATUTORY LIMITS <input type="checkbox"/> OTHER	
								E.L. EACH ACCIDENT
							E.L. DISEASE - EA EMPLOYEE	\$ 1,000,000
							E.L. DISEASE - POLICY LIMIT	\$ 1,000,000
B	Errors & Omission Each Wrongful Act			ECN000067541001 PRIMARY POLICY	07/21/10	07/21/11	Limit:	1,000,000
								Ded:

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach ACORD 101, Additional Remarks Schedule, if more space is required)
 Palm Beach Cnty Board of Cnty Commissioners, a Political Subdivision of the state of Florida, its officers, employees and agents c/o Dept. of Airports, 846 Palm Beach International Airport, West Palm Beach, Florida 33406 is added as additional insured as respects to work performed by the named insd. 10 days notice of canc. will apply for non-payment of prem.

CERTIFICATE HOLDER Palm Beach County Board c/o Dept of Airports 846 Palm Beach Intl Airport West Palm Beach Florida, FL 33406	CANCELLATION SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS. AUTHORIZED REPRESENTATIVE 
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FIRST AMENDMENT TO WIFI ADVERTISING CONCESSION AGREEMENT

THIS FIRST AMENDMENT TO WIFI ADVERTISING CONCESSION AGREEMENT (this "Amendment") is made and entered into as of _____ by and between Cloud 9 Wireless, Inc., a California corporation with offices at 520 Waller Street in San Francisco, CA 94177 ("C9W"), and Palm Beach County, a political subdivision of the State of Florida, with offices at 846 Palm Beach International Airport, West Palm Beach, Florida 33406 ("Provider") (each a "Party" and together, the "Parties").

WITNESSETH:

WHEREAS, the parties entered into that certain WIFI ADVERTISING CONCESSION AGREEMENT dated July 19, 2011 (R2011-1018) (the "Agreement"); and

WHEREAS, the parties desire to amend the Agreement as provided for herein.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants herein contained, the parties agree to the following terms and conditions:

Section 1. Amendment of Paragraph 14 Revenue and Payment. Section 14(c), Minimum Monthly Guarantee, is hereby deleted in its entirety and replaced with the following:

c. **Revenue Payment.** C9W shall remit payment on or before the 20th day of each month for the previous month concurrent with submission of the written revenue statement.

Section 2. Effective Date of Amendment. This Amendment shall be considered effective March 1, 2012 when signed by all parties and approved by the Palm Beach County Board of County Commissioners.

Section 3. All other provisions of said Agreement, dated July 19, 2011, are hereby confirmed and, except as provided herein, are not otherwise altered or amended and shall remain in full force and effect.

(Remainder of page left blank intentionally.)

IN WITNESS WHEREOF, the parties hereto have duly executed this First Amendment, or have caused the same to be executed by their duly authorized representatives, as of the day and year first above written.

ATTEST:

SHARON R. BOCK
Clerk and Comptroller

By: _____
Deputy Clerk

PALM BEACH COUNTY, a political
subdivision of the State of Florida by its
Board of County Commissioners

By: _____
~~Shelley Vana, Chair~~
Shelley Vana, Chair

(SEAL)

APPROVED AS TO FORM AND
LEGAL SUFFICIENCY

By: Anne Welfand
Assistant County Attorney

APPROVED AS TO TERMS
AND CONDITIONS

By: Shelley Vana
Director, Department of Airports

Signed, sealed and delivered in the
presence of two witnesses for
Cloud 9 Wireless:

[Signature]
Signature
Brendan Kelly
Print Name
[Signature]
Signature
Lance Oliver
Print Name

Cloud 9 Wireless:

By: [Signature]
Signature
Sebastian Taylor
Print Name
CEO
Title

(SEAL)