

**Side Letter to that certain Right-of-Way Use Agreement
with the Gateway Cities Council of Governments for the Gateway Cities
Regional Fiber Optic Network**

This letter shall confirm the following between the City of Commerce ("City") and the Gateway Cities Council of Governments ("GCCOG") with respect to that certain Right-of-Way Use Agreement for the Gateway Cities Regional Fiber Network ("Agreement"), approved by the City Council on October 2025.

1. City in its sole discretion reserves the right to specify the construction of the network within its jurisdiction via finalization of the construction-ready documents and plans should the City determine the network path chosen by GCCOG within City's jurisdiction will cause City and its residents an unacceptable level of disruption and damage.
2. City reserves the right to develop and initiate franchise fees related to use and access of a City-owned network with respect to those portions of the network within the City's boundaries, with fair and reasonable rates to be negotiated. City recognizes that once built, decisions such as, but not limited to, franchise fees will be made by the twenty-four city co-owners in the organization or jurisdiction that is created to manage the network.
3. In the event of any inconsistencies or conflicts between the Agreement and this Side Letter, the terms of the Side Letter shall govern.

GATEWAY CITIES COUNCIL OF GOVERNMENTS

Hector De La Torre, Executive Director

CITY OF COMMERCE

Ernie Hernandez, City Manager