

**SECOND AMENDMENT TO
SMALL CELL LICENSE
AGREEMENT**

This Second Amendment to the Small Cell License Agreement ("Second Amendment") is entered into by and between New Cingular Wireless PCS, LLC, a Delaware limited liability company d/b/a AT&T Mobility ("Licensee") and the City of Huntington Beach, a municipal corporation of the State of California ("Licensor") and is made effective as of the date both parties have signed where indicated below ("Effective Date").

RECITALS

WHEREAS, the City and Licensee entered into that certain Small Cell License Agreement ("Agreement") dated April 16, 2018, compensating the Licensor for a grant and right to license portions of City-owned Poles; and

WHEREAS, the City and Licensee entered into that First Amendment to Small Cell License Agreement on October 16, 2018, compensating the Licensor for a grant and right to license portion of five (5) additional City-owned Poles;

WHEREAS, the Licensee wishes to locate, place, attach, install, operate, control, and maintain Small Cell and/or Equipment on thirteen (13) additional Poles; and

WHEREAS, the City and Licensee desire to amend certain terms and conditions of the Agreement;

NOW, THEREFORE, in consideration of the mutual covenants benefiting the Parties hereto, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the City and Licensee agree to amend the Agreement as follows:

1. Exhibit A of the Agreement is hereby amended to add the locations set forth in the Exhibit A attached hereto and incorporated herein.
2. Exhibit B of the Agreement is hereby amended to add the locations set forth in Exhibit B attached hereto and incorporated herein.

A handwritten signature in black ink, appearing to be a stylized 'J' or 'L' followed by a flourish.

Accepted and Acknowledged:

“LICENSEE”

New Cingular Wireless PCS, LLC,
a Delaware limited liability company

By: AT&T Mobility Corporation
Its: Manager

By:  _____

Name: Dan Vozenilek

Title: Area Manager – Network Engineering

Date: May 24, 2019

“LICENSOR” and “CITY”

CITY OF HUNTINGTON BEACH,
Municipal corporation of the State of
California

City Manager

APPROVED AS TO FORM:

City Attorney

COUNTERPART

Accepted and Acknowledged:

“LICENSEE”

New Cingular Wireless PCS, LLC,
a Delaware limited liability company

By: AT&T Mobility Corporation
Its: Manager

By: _____

Name: _____

Title: _____

Date: _____

“LICENSOR” and “CITY”

CITY OF HUNTINGTON BEACH,
Municipal corporation of the State of
California

City Manager

APPROVED AS TO FORM:



City Attorney *mv*

COUNTERPART

Exhibit A

GIS Coordinates

Exhibit A

GIS Coordinates

Candidate Name	Proximate Address / Location	Latitude	Longitude	Structure Owner	City Pole ID	Audit Pole ID	Comment
CRAN_RLOS_OCCST_004	16164 Tortola Circle	33.727712	-118.064861	City of Huntington Beach	1450	153019HB	Available – Reserved for AT&T
CRAN_RLOS_OCCST_005	16400 Sybrook Lane	33.723714	-118.054457	City of Huntington Beach	1489	154060HB	Available – Reserved for AT&T
CRAN_RLOS_OCCST_006	4691 Warner Avenue	33.715461	-118.047126	City of Huntington Beach	2722	165175HB	Available – Reserved for AT&T
CRAN_RLOS_HBNPB_007	112 Goldenwest Street	33.668575	-118.016861	City of Huntington Beach	7876	348013HB	Available – Reserved for AT&T
CRAN_RLOS_HBNPB_011	1409 Huntington Street	33.669779	-117.995207	City of Huntington Beach	10015	442029HB	Available – Reserved for AT&T
CRAN_RLOS_HTBC2_001	5751 Engineer Dr	33.742647	-118.028594	City of Huntington Beach	14200	137030HB	Available – Reserved for AT&T
CRAN_RLOS_HTBC2_002	6041 Bolsa Ave	33.744621	-118.023558	City of Huntington Beach	3501	128074HB	Available – Reserved for AT&T
CRAN_RLOS_HTBC2_003	6422 Heil Ave	33.722664	-118.016392	City of Huntington Beach	4285	168007HB	Available – Reserved for AT&T
CRAN_RLOS_HTBC2_004	6782 Sylvia Dr across the street	33.719579	-118.010187	City of Huntington Beach	4758	169051HB	Available – Reserved for AT&T
CRAN_RLOS_HTBC2_007	206 Crest Ave	33.66555	-117.998072	City of Huntington Beach	12645	HB087001	Available – Reserved for AT&T
CRAN_RLOS_HTBC2_009	200 Frankfort Ave on Alabama St	33.662049	-117.996529	City of Huntington Beach	12668	931466E	Available – Reserved for AT&T
CRAN_RLOS_HTBC2_010	20981 Coastview Ln on Atlanta Ave	33.657735	-117.992405	City of Huntington Beach	13020	452078HB	Available – Reserved for AT&T
CRAN_RLOS_HTBC2_011	19501 Beach Blvd on yorktown Ave	33.679324	-117.989375	City of Huntington Beach	12751	4356838E	Available – Reserved for AT&T

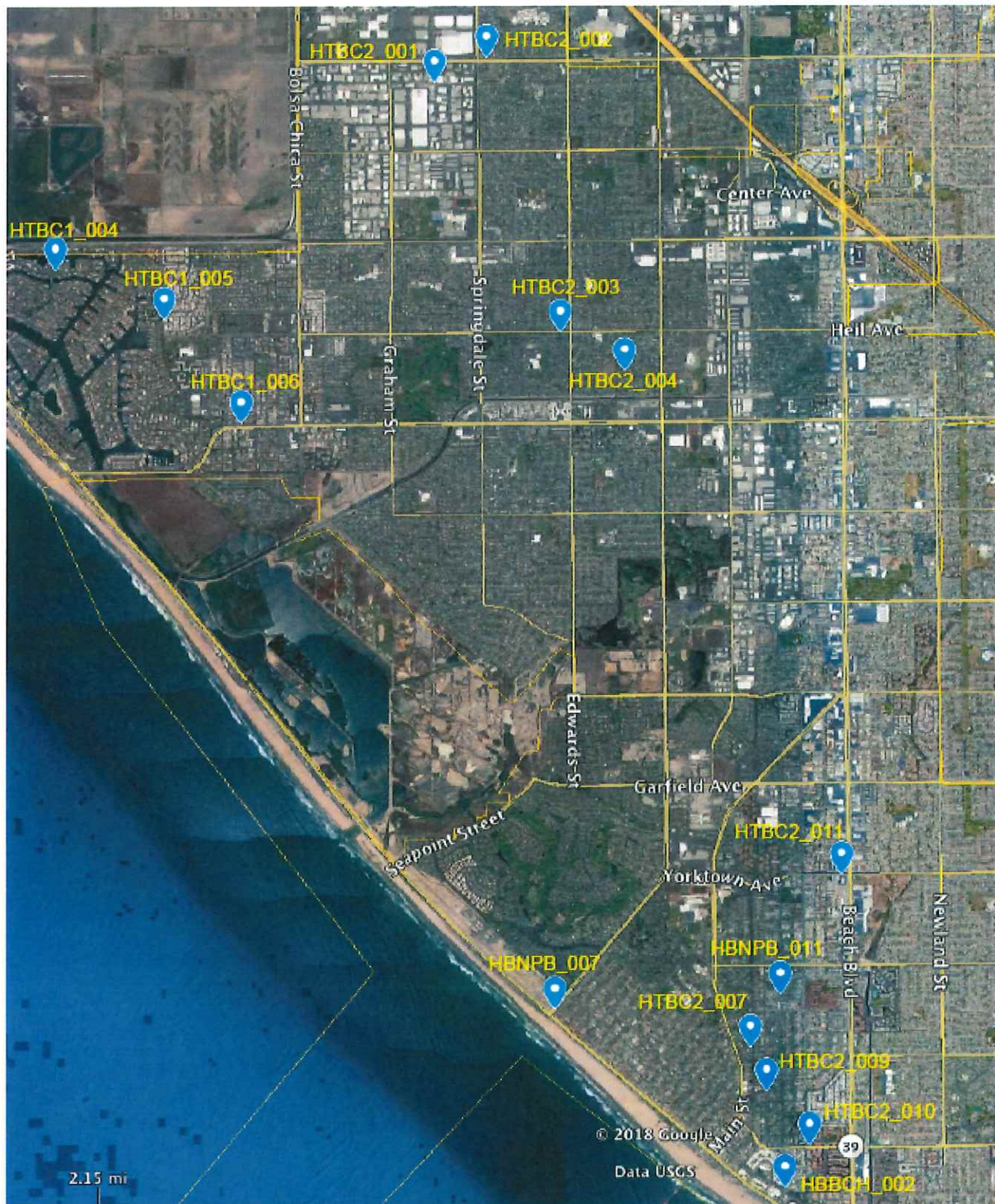
Exhibit B

Map

DMS/11637476v.2

Exhibit B

Map





CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)
05/23/2019

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 have ADDITIONAL INSURED provisions or 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 Marsh USA Inc. 701 Market Street, Suite 1100 St. Louis, MO 63101 Attn: ATT.CertRequest@marsh.com	CONTACT NAME: US Centralized Services PHONE (A/C, No, Ext): 866-966-4664 E-MAIL ADDRESS: Att.CertRequest@marsh.com FAX (A/C, No):
INSURED New Cingular Wireless PCS, LLC One AT&T Plaza 208 South Akard Room 1830.06 Dallas, TX 75202	INSURER(S) AFFORDING COVERAGE INSURER A: Old Republic Insurance Company INSURER B: INSURER C: INSURER D: INSURER E: INSURER F:
CN103150778-GAW-CRT-19-20 : X KVoss	NAIC # 24147

COVERAGES	CERTIFICATE NUMBER: CHI-008910901-16	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 INSD	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
A	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR GEN'L AGGREGATE LIMIT APPLIES PER: <input checked="" type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC <input type="checkbox"/> OTHER:			MWZY 31363619	06/01/2019	06/01/2020	EACH OCCURRENCE \$ 2,000,000 DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 1,000,000 MED EXP (Any one person) \$ N/A PERSONAL & ADV INJURY \$ 2,000,000 GENERAL AGGREGATE \$ 10,000,000 PRODUCTS - COMP/OP AGG \$ 2,000,000 \$
A	<input checked="" type="checkbox"/> AUTOMOBILE LIABILITY <input type="checkbox"/> ANY AUTO <input type="checkbox"/> OWNED AUTOS ONLY <input type="checkbox"/> HIRED AUTOS ONLY <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> NON-OWNED AUTOS ONLY			MWTB 31363519 MWZX 31363719 (MI)	06/01/2019 06/01/2019	06/01/2020 06/01/2020	COMBINED SINGLE LIMIT (Ea accident) \$ 1,000,000 BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$ \$
	<input type="checkbox"/> UMBRELLA LIAB <input type="checkbox"/> EXCESS LIAB <input type="checkbox"/> DED <input type="checkbox"/> RETENTION \$						EACH OCCURRENCE \$ AGGREGATE \$ \$
A	<input checked="" type="checkbox"/> WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below	Y/N N	N/A	MWC 31363819	06/01/2019	06/01/2020	<input checked="" type="checkbox"/> PER STATUTE E.L. EACH ACCIDENT \$ 1,000,000 E.L. DISEASE - EA EMPLOYEE \$ 1,000,000 E.L. DISEASE - POLICY LIMIT \$ 1,000,000
A	Excess Workers' Compensation / Employers' Liability			MWXS 31363919 (OH, WA) See Second Page	06/01/2019	06/01/2020	EL Each Accident / EL Disease \$ 1,000,000 EL Disease-Policy Limit \$ 1,000,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)
Re: City of Huntington Beach CRAN MAA - City's Streetlights in the PROW.

The City of Huntington Beach, its officers, elected or appointed officials, employees, agents, and volunteers is/are included as Additional Insured under the General Liability policy but only with respect to the requirements of the contract between the Certificate Holder and the Insured. General Liability contains a Cross Liability/Severability of Interest Clause but only to the extent dictated by policy terms, exclusions, and conditions. This insurance is primary with respect to the interest of the Additional Insured and any other insurance maintained by Additional Insured is excess and non-contributory with this insurance.

CERTIFICATE HOLDER City of Huntington Beach Attn: Patti Williams 2000 Main Street Huntington Beach, CA 92648	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 of Marsh USA Inc. <i>Manoohi Mukherjee</i>
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IL 10 (12/06) OLD REPUBLIC INSURANCE COMPANY

THIS ENDORSEMENT CHANGES THE POLICY. PLEASE READ IT CAREFULLY.

PRIMARY AND NON-CONTRIBUTORY ENDORSEMENT FOR ADDITIONAL INSURED

This endorsement modifies insurance provided under the following:

COMMERCIAL GENERAL LIABILITY COVERAGE PART/FORM

SCHEDULE

Name Of Additional Insured Person(s) Or Organization(s):

All Persons or Organizations as Required by Written Contract or Agreement.

In no event shall the insurance provided exceed the scope of coverage or limits required by said contract or agreement.

For the Person(s) or Organization(s) that are listed in the Schedule above, that are also an Additional Insured under an endorsement attached to this policy, the following is added to **SECTION IV - COMMERCIAL GENERAL LIABILITY CONDITIONS, 4. Other Insurance** and supersedes any provision to the contrary:

This insurance is primary to and will not seek contribution from any other insurance available to an Additional Insured under your policy, provided that:

1. The Additional Insured is a Named Insured under such other insurance; and;
2. You have agreed with the Additional Insured that this insurance is primary and will not seek contribution from any other insurance available to the Additional Insured.

THIS ENDORSEMENT CHANGES THE POLICY. PLEASE READ IT CAREFULLY.

**ADDITIONAL INSURED – OWNERS, LESSEES OR
CONTRACTORS – COMPLETED OPERATIONS**

This endorsement modifies insurance provided under the following:

COMMERCIAL GENERAL LIABILITY COVERAGE PART

SCHEDULE

Name Of Additional Insured Person(s) Or Organization(s):	Location And Description Of Completed Operations
The City of Huntington Beach, its officers, elected or appointed officials, employees, agents and volunteers 2000 Main Street Hunting Beach, CA 92648	For Work Being Done By AT&T
Information required to complete this Schedule, if not shown above, will be shown in the Declarations.	

Section II – Who Is An Insured is amended to include as an additional insured the person(s) or organization(s) shown in the Schedule, but only with respect to liability for "bodily injury" or "property damage" caused, in whole or in part, by "your work" at the location designated and described in the schedule of this endorsement performed for that additional insured and included in the "products-completed operations hazard".



CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)
05/23/2019

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IMPORTANT: If the certificate holder is an **ADDITIONAL INSURED**, the policy(ies) must have **ADDITIONAL INSURED** provisions or 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 Marsh USA Inc. 701 Market Street, Suite 1100 St. Louis, MO 63101 Attn: ATT.CertRequest@marsh.com	CONTACT NAME: US Centralized Services	FAX (A/C, No):	
	PHONE (A/C, No, Ext): 866-966-4664	E-MAIL ADDRESS: Att.CertRequest@marsh.com	
CN103150778-GAW-CRT-19-20 : X KVoss	INSURER(S) AFFORDING COVERAGE		NAIC #
	INSURER A : Old Republic Insurance Company		24147
	INSURER B :		
	INSURER C :		
	INSURER D :		
	INSURER E :		
INSURED New Cingular Wireless PCS, LLC One AT&T Plaza 208 South Akard Room 1830.06 Dallas, TX 75202	INSURER F :		

COVERAGES **CERTIFICATE NUMBER:** CHI-008910901-16 **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 INSD	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
A	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR GEN'L AGGREGATE LIMIT APPLIES PER: <input checked="" type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC OTHER:			MWZY 31363619	06/01/2019	06/01/2020	EACH OCCURRENCE \$ 2,000,000 DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 1,000,000 MED EXP (Any one person) \$ N/A PERSONAL & ADV INJURY \$ 2,000,000 GENERAL AGGREGATE \$ 10,000,000 PRODUCTS - COMP/OP AGG \$ 2,000,000
A	<input checked="" type="checkbox"/> AUTOMOBILE LIABILITY <input type="checkbox"/> ANY AUTO <input type="checkbox"/> OWNED AUTOS ONLY <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> HIRED AUTOS ONLY <input type="checkbox"/> NON-OWNED AUTOS ONLY			MWTB 31363519 MWZX 31363719 (MI)	06/01/2019 06/01/2019	06/01/2020 06/01/2020	COMBINED SINGLE LIMIT (Ea accident) \$ 1,000,000 BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$
	<input type="checkbox"/> UMBRELLA LIAB <input type="checkbox"/> OCCUR <input type="checkbox"/> EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE DED <input type="checkbox"/> RETENTION \$			APPROVED AS TO FORM			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	Y/N <input checked="" type="checkbox"/> N	N/A	MWC 31363819	06/01/2019	06/01/2020	<input checked="" type="checkbox"/> PER STATUTE <input type="checkbox"/> OTH-ER E.L. EACH ACCIDENT \$ 1,000,000 E.L. DISEASE - EA EMPLOYEE \$ 1,000,000 E.L. DISEASE - POLICY LIMIT \$ 1,000,000
A	Excess Workers' Compensation / Employers' Liability			MWXS 31363919 (OH, WA) See Second Page	06/01/2019	06/01/2020	EL Each Accident / EL Disease \$ 1,000,000 EL Disease-Policy Limit \$ 1,000,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

Re: City of Huntington Beach CRAN MAA - City's Streetlights in the PROW.

The City of Huntington Beach, its officers, elected or appointed officials, employees, agents, and volunteers is/are included as Additional Insured under the General Liability policy but only with respect to the requirements of the contract between the Certificate Holder and the Insured. General Liability contains a Cross Liability/Severability of Interest Clause but only to the extent dictated by policy terms, exclusions, and conditions. This insurance is primary with respect to the interest of the Additional Insured and any other insurance maintained by Additional Insured is excess and non-contributory with this insurance.

CERTIFICATE HOLDER

City of Huntington Beach
Attn: Patti Williams
2000 Main Street
Huntington Beach, CA 92648

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
of Marsh USA Inc.

Manashi Mukherjee

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ADDITIONAL REMARKS SCHEDULE

Page 2 of 2

AGENCY Marsh USA Inc.		NAMED INSURED New Cingular Wireless PCS, LLC One AT&T Plaza 208 South Akard Room 1830.06 Dallas, TX 75202
POLICY NUMBER		
CARRIER	NAIC CODE	EFFECTIVE DATE:

ADDITIONAL REMARKS

THIS ADDITIONAL REMARKS FORM IS A SCHEDULE TO ACORD FORM,

FORM NUMBER: 25 FORM TITLE: Certificate of Liability Insurance

Excess Workers' Compensation - MWXS 31363919 (OH-WA)
Self Insured Retentions
OH & WA - \$500,000,000 (except Terrorism)
OH & WA - \$600,000,000 Terrorism

Excess Automobile Liability - MWZX MWZX 31363719 (MI)
Combined Single Limit - \$1,000,000
Self Insured Retention - \$1,000,000

IL 10 (12/06) OLD REPUBLIC INSURANCE COMPANY

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PRIMARY AND NON-CONTRIBUTORY ENDORSEMENT FOR ADDITIONAL INSURED

This endorsement modifies insurance provided under the following:

COMMERCIAL GENERAL LIABILITY COVERAGE PART/FORM

SCHEDULE

Name Of Additional Insured Person(s) Or Organization(s):

All Persons or Organizations as Required by Written Contract or Agreement.

In no event shall the insurance provided exceed the scope of coverage or limits required by said contract or agreement.

For the Person(s) or Organization(s) that are listed in the Schedule above, that are also an Additional Insured under an endorsement attached to this policy, the following is added to **SECTION IV - COMMERCIAL GENERAL LIABILITY CONDITIONS, 4. Other Insurance** and supersedes any provision to the contrary:

This insurance is primary to and will not seek contribution from any other insurance available to an Additional Insured under your policy, provided that:

1. The Additional Insured is a Named Insured under such other insurance; and;
2. You have agreed with the Additional Insured that this insurance is primary and will not seek contribution from any other insurance available to the Additional Insured.

THIS ENDORSEMENT CHANGES THE POLICY. PLEASE READ IT CAREFULLY.

ADDITIONAL INSURED – STATE OR GOVERNMENTAL AGENCY OR SUBDIVISION OR POLITICAL SUBDIVISION – PERMITS OR AUTHORIZATIONS

This endorsement modifies insurance provided under the following:

COMMERCIAL GENERAL LIABILITY COVERAGE PART

SCHEDULE

State Or Governmental Agency Or Subdivision Or Political Subdivision:

The City of Huntington Beach, its officers, elected or appointed officials, employees, agents and volunteers. This endorsement applies only to the extent required by events between AT&T and the City of Huntington Beach.

Information required to complete this Schedule, if not shown above, will be shown in the Declarations.

A. Section II – Who Is An Insured is amended to include as an additional insured any state or governmental agency or subdivision or political subdivision shown in the Schedule, subject to the following provisions:

1. This insurance applies only with respect to operations performed by you or on your behalf for which the state or governmental agency or subdivision or political subdivision has issued a permit or authorization.

However:

- a. The insurance afforded to such additional insured only applies to the extent permitted by law; and
- b. If coverage provided to the additional insured is required by a contract or agreement, the insurance afforded to such additional insured will not be broader than that which you are required by the contract or agreement to provide for such additional insured.

2. This insurance does not apply to:

- a. "Bodily injury", "property damage" or "personal and advertising injury" arising out of operations performed for the federal government, state or municipality; or
- b. "Bodily injury" or "property damage" included within the "products-completed operations hazard".

B. With respect to the insurance afforded to these additional insureds, the following is added to Section III – Limits Of Insurance:

If coverage provided to the additional insured is required by a contract or agreement, the most we will pay on behalf of the additional insured is the amount of insurance:

1. Required by the contract or agreement; or
2. Available under the applicable Limits of Insurance shown in the Declarations;

whichever is less.

This endorsement shall not increase the applicable Limits of Insurance shown in the Declarations.