

EXHIBIT A



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June 18, 2012

185473

Office for Community Technology  
City of Portland, Oregon  
c/o Jennifer Li  
1120 SW 5<sup>th</sup> Avenue, Room 1305  
Portland, OR 97204

VIA EMAIL AND HAND DELIVERY

RE: AT&T Right-of-Way Agreement Renewal

New Cingular Wireless PCS, LLC (d/b/a AT&T Mobility) has concluded negotiations and reached agreement with the City of Portland ("City") on the terms of a renewed right-of-way use agreement for the period July 1, 2012 through June 30, 2015. The proposed terms and conditions of the renewed right-of-way use agreement, with all accompanying documents and exhibits, have been negotiated between representatives from AT&T Mobility ("AT&T") and the Office for Community Technology and the City Attorney's Office.

AT&T Mobility acknowledges that the Portland City Charter contains formal procedures for granting right-of-way agreements, including publication requirements. These formal procedures may take up to four months or more to complete. However, the current right-of-way use agreement will expire on June 30, 2012. Unless there is a renewed agreement in place, AT&T's mobile telecommunications services to customers could be disrupted throughout the City.

Therefore, AT&T Mobility respectfully requests that the City Council proceed with considering the issuance of a right-of-way use agreement to allow AT&T to carry forward on July 1, 2012 under the anticipated terms of its renewal right-of-way use agreement, and any associated exhibits and documents. AT&T would operate under these terms and conditions while the formal Portland City Charter process is concluded. AT&T acknowledges and understands that there may be risks in proceeding forward before the formal provisions under applicable City Charter provisions have concluded. These risks may include, but are not limited to the possible referral of the right-of-way use agreement for a city-wide vote under the provisions of the Portland City Charter; or legal challenges that may delay the effective date of the potential right-of-way use agreement. In acknowledging these risks, AT&T waives any potential claims against the City associated with proceeding at this time.

AT&T is willing to assume such risks in order to ensure that the benefits of the renewed right-of-way use provision continue on July 1, 2012.

AT&T Mobility acknowledges that the person signing this letter has authority to make the representations contained in this letter on behalf of New Cingular Wireless PCS, LLC.

We appreciate City staff efforts in preparing this right-of-way agreement renewal. If you have any questions, feel free to contact me at (503) 691-4991.

Best regards,

Wayne Wooten  
Area Manager - C&E West  
Pacific Northwest Market

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cc: File