



June 18, 2012

The Honorable Dan Saltzman  
Commissioner, City of Portland  
c/o Office for Community Technology  
1120 SW 5<sup>th</sup> Avenue, Room 1305  
Portland, OR 97204

Dear Honorable Dan Saltzman,

Cricket Communications, Inc., a Delaware corporation, has concluded negotiations and reached agreement with designated staff and legal counsel on the terms of a renewed right-of-way use agreement for the period July 1, 2012 - 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 Cricket, the Office for Community Technology and the City Attorney's Office.

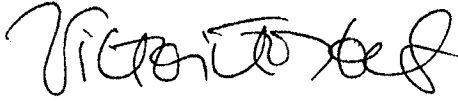
Cricket acknowledges that the Portland City Charter contains formal procedures for granting right-of-way agreements, including publication requirements. These formal procedures may take up to four months or more to complete. However, the current right-of-way use agreement will expire on June 30, 2012. Unless there is a renewed agreement in place to allow Cricket to continue to provide mobile telecommunications services, the parties' intentions would be frustrated with respect to providing these services throughout the City of Portland.

Therefore, Cricket respectfully requests that the City Council proceed with considering the issuance of a right-of-way use agreement to allow Cricket 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 and including final review by Cricket. Cricket would then operate under these terms and conditions while the formal Portland City Charter process is concluded. Cricket 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, Cricket waives any potential claims against the City associated with proceeding at this time.

Cricket 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.

Cricket acknowledges that the person signing this letter has authority to make the representations contained in this letter on behalf Cricket.

Thank you,

A handwritten signature in black ink, appearing to read "Victoria Forbes". The signature is fluid and cursive, with the first name "Victoria" being more prominent than the last name "Forbes".

Victoria Forbes  
Director - Real Estate  
Cricket Communications  
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