

June 19, 2012

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

Re: Right of Way Use Agreement for T-Mobile West Corporation

Dear Commissioner Saltzman:

T-Mobile West Corporation, a Delaware corporation with its principal office in Bellevue Washington ("T-Mobile") 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, 2017. 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 T-Mobile, Davis Wright Tremaine LLP, its counsel, the Office for Community Technology and the City Attorney's Office.

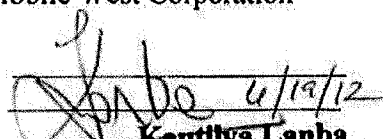
T-Mobile acknowledges that the Portland City Charter contains formal procedures for granting right-of-way agreements, including publication requirements. These formal procedures may take up to four months or more to complete. However, the current right-of-way use agreement purports to expire on June 30, 2012. Unless there is a renewed agreement in place to allow T-Mobile 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, T-Mobile respectfully requests that the City Council proceed with considering the issuance of a right-of-way use agreement to allow T-Mobile 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. T-Mobile would then operate under these terms and conditions while the formal Portland City Charter process is concluded. Company 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. T-Mobile is willing to proceed notwithstanding such risks in order to ensure that the benefits of the renewed right-of-way use provision continue on July 1, 2012.

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

T-Mobile West Corporation

By:
Its:


Kautliya Lanza
Regional Director of Engineering and Operations
Pacific North West Region