



WHEATLAND COUNTY

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J. DEAK CLGM, CHIEF ADMINISTRATIVE OFFICER

February 6, 2008

FAX 403 750 6983

Shaw Cablesystems Limited
Suite 900, 630-3rd Avenue SW
Calgary, Alberta T2P 4L4

Attention: Terry Medd, Vice President Operations

Dear Sir:

Re: Municipal Access Agreement and Part VII Application by Shaw Cablesystems Limited seeking an order granting access to highways and other public places in Wheatland County, Alberta

Wheatland County (the "County") would like to thank you for meeting with our Executive Committee on January 23rd, 2008. Furthermore, the County acknowledges Shaw Cablesystems Limited's ("Shaw") letter and proposal of January 28th, 2008 regarding the entering of a Memorandum of Understanding ("MOU"). County Council has reviewed Shaw's draft MOU and proposal, and is not agreeable to such terms. However, County Council would like to have this project underway and in good faith, makes the following counterproposal in order to accommodate immediate access to its rights-of-way on terms agreeable to both the County and Shaw.

It is clear from our meeting that the County and Shaw are still in disagreement regarding the Alberta One Call membership and are not likely to come to a negotiable resolution on this matter. As such, the County is of the position that this matter be determined by the CRTC under Shaw's current Part VII Application. As well, since the Part VII Application is only about the Alberta One Call issue, the County requests that Shaw immediately withdraw its Part VII Application on all other ground and sign the County's

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original Municipal Access Agreement, as attached to its Bylaw 2007-83, for access to the County's rights-of-way with a revision to section 10 regarding Utility Coordination. This revision shall indicate that the utility coordination and locate issue shall be determined by the CRTC's ruling. It is our opinion that this proposal will best serve the interests of both parties. We further note that the County is not in a position to jointly, or otherwise, withdraw or suspend any aspect of the Part VII Application as this is Shaw's Application to the CRTC.

We appreciate Shaw's willingness to resolve this matter and look forward to your reply regarding the above. Please advise in writing to the County by February 20, 2008, if Shaw is in agreement with the above noted terms and with moving forward with the servicing of the Lakes of Muirfield development.

Yours truly,
WHEATLAND COUNTY

PER:



JENNIFER DEAK
Chief Administrative Officer

Cc: Brownlee LLP
Attn: Barry A. Sjolie, Q.C. and Lorne I. Randa