

Federal Financial Report

(Follow form instructions)

1. Federal Agency and Organizational Element to Which Report is Submitted <div style="border: 1px solid black; padding: 2px; margin-top: 5px;">National Telecommunications and Information Administration</div>		2. Federal Grant or Other Identifying Number Assigned by Federal Agency (To report multiple grants, use FFR Attachment) <div style="border: 1px solid black; padding: 2px; margin-top: 5px;">08-40-MM217</div>	
3. Recipient Organization (Name and complete address including Zip code) Recipient Organization Name: <div style="border: 1px solid black; padding: 2px; display: inline-block;">Zayo Group, LLC</div> Street1: <div style="border: 1px solid black; padding: 2px; display: inline-block;">1805 29th Street</div> Street2: <div style="border: 1px solid black; padding: 2px; display: inline-block;">Suite 2050</div> City: <div style="border: 1px solid black; padding: 2px; display: inline-block;">Boulder</div> County: <div style="border: 1px solid black; padding: 2px; display: inline-block;"></div> State: <div style="border: 1px solid black; padding: 2px; display: inline-block;">Colorado</div> Province: <div style="border: 1px solid black; padding: 2px; display: inline-block;"></div> Country: <div style="border: 1px solid black; padding: 2px; display: inline-block;">United States</div> ZIP / Postal Code: <div style="border: 1px solid black; padding: 2px; display: inline-block;">80301</div>			
4a. UEI <div style="border: 1px solid black; padding: 2px; margin-top: 5px;">EACWBKJV6636</div>	4b. EIN <div style="border: 1px solid black; padding: 2px; margin-top: 5px;">26-2012549</div>	5. Recipient Account Number or Identifying Number (To report multiple grants, use FFR Attachment) <div style="border: 1px solid black; padding: 2px; margin-top: 5px;"></div>	
6. Report Type <input type="checkbox"/> Quarterly <input checked="" type="checkbox"/> Semi-Annual <input type="checkbox"/> Annual <input type="checkbox"/> Final	7. Basis of Accounting <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual	8. Project/Grant Period From: <div style="border: 1px solid black; padding: 2px; display: inline-block;">7/1/23</div> To: <div style="border: 1px solid black; padding: 2px; display: inline-block;">12/31/26</div>	9. Reporting Period End Date <div style="border: 1px solid black; padding: 2px; margin-top: 5px;">09/30/23</div>
10. Transactions <i>(Use lines a-c for single or multiple grant reporting)</i> Federal Cash (To report multiple grants, also use FFR attachment):			Cumulative
a. Cash Receipts			0.00
b. Cash Disbursements			0.00
c. Cash on Hand (line a minus b)			0.00
<i>(Use lines d-o for single grant reporting)</i>			
Federal Expenditures and Unobligated Balance:			
d. Total Federal funds authorized			55,132,425.00
e. Federal share of expenditures			71,780.15
f. Federal share of unliquidated obligations			0.00
g. Total Federal share (sum of lines e and f)			71,780.15
h. Unobligated balance of Federal Funds (line d minus g)			55,060,644.85
Recipient Share:			
i. Total recipient share required			36,754,950.00
j. Recipient share of expenditures			74,391.82
k. Remaining recipient share to be provided (line i minus j)			36,680,558.18
Program Income:			
l. Total Federal program income earned			
m. Program Income expended in accordance with the deduction alternative			0.00
n. Program Income expended in accordance with the addition alternative			0.00
o. Unexpended program income (line l minus line m or line n)			0.00

11. Indirect Expense						
a. Type	b. Rate	c. Period From	Period To	d. Base	e. Amount Charged	f. Federal Share
N/A	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
N/A	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
g. Totals:				0.00	0.00	0.00

12. Remarks: Attach any explanations deemed necessary or information required by Federal sponsoring agency in compliance with governing legislation:

13. Certification: By signing this report, I certify to the best of my knowledge and belief that the report is true, complete, and accurate, and the expenditures, disbursements and cash receipts are for the purposes and objectives set forth in the terms and conditions of the Federal award. I am aware that any false, fictitious, or fraudulent information, or the omission of any material fact, may subject me to criminal, civil or administrative penalties for fraud, false statements, false claims or otherwise. (U.S. Code Title 18, Section 1001 and Title 31, Sections 3729-3730 and 3801-3812).

a. Name and Title of Authorized Certifying Official	
Prefix: <input type="text"/>	First Name: <input type="text" value="Joel"/> Middle Name: <input type="text"/>
Last Name: <input type="text" value="Daly"/>	Suffix: <input type="text"/>
Title: <input type="text" value="SVP Government Programs & Product Strategy"/>	
b. Signature of Authorized Certifying Official	c. Telephone (Area code, number and extension)
<div style="font-size: 24pt; font-weight: bold;">Joel Daly</div> <div style="font-size: 10pt;">Digitally signed by Joel Daly Date: 2023.11.30 10:39:59 -07'00'</div>	<input type="text" value="██████████-██████████-██████████"/>
d. Email Address	e. Date Report Submitted
<input type="text" value="joel.daly@zayo.com"/>	<input type="text" value="9/30/23"/>
14. Agency use only:	

BUDGET INFORMATION - Construction Programs*NOTE: Certain Federal assistance programs require additional computations to arrive at the Federal share of project costs eligible for participation. If such is the case, you will be notified.*

COST CLASSIFICATION	a. Total Cost	b. Costs Not Allowable for Participation	c. Total Allowable Costs (Columns a-b)
1. Administrative and legal expenses	\$	\$	\$
2. Land, structures, rights-of-way, appraisals, etc.	\$	\$	\$
3. Relocation expenses and payments	\$	\$	\$
4. Architectural and engineering fees	\$	\$	\$
5. Other architectural and engineering fees	\$	\$	\$
6. Project inspection fees	\$	\$	\$
7. Site work	\$	\$	\$
8. Demolition and removal	\$	\$	\$
9. Construction	\$	\$	\$
10. Equipment	\$	\$	\$
11. Miscellaneous	\$	\$	\$
12. SUBTOTAL <i>(sum of lines 1-11)</i>	\$	\$	\$
13. Contingencies	\$	\$	\$
14. SUBTOTAL	\$	\$	\$
15. Project (program) income	\$	\$	\$
16. TOTAL PROJECT COSTS <i>(subtract #15 from #14)</i>	\$	\$	\$
FEDERAL FUNDING			
17. Federal assistance requested, calculate as follows: (Consult Federal agency for Federal percentage share.) Enter the resulting Federal share.	Enter eligible costs from line 16c Multiply X _____%		\$

Applicants should also review the instructions for certification included in the regulations before completing this form. Signature on this form provides for compliance with certification requirements under 15 CFR Part 28, 'New Restrictions on Lobbying.' The certifications shall be treated as a material representation of fact upon which reliance will be placed when the Department of Commerce determines to award the covered transaction, grant, or cooperative agreement.

LOBBYING

As required by Section 1352, Title 31 of the U.S. Code, and implemented at 15 CFR Part 28, for persons entering into a grant, cooperative agreement or contract over \$100,000 or a loan or loan guarantee over \$150,000 as defined at 15 CFR Part 28, Sections 28.105 and 28.110, the applicant certifies that to the best of his or her knowledge and belief, that:

(1) No Federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress in connection with the awarding of any Federal contract, the making of any Federal grant, the making of any Federal loan, the entering into of any cooperative agreement, and the extension, continuation, renewal, amendment, or modification of any Federal contract, grant, loan, or cooperative agreement.

(2) If any funds other than Federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a member of Congress in connection with this Federal contract, grant, loan, or cooperative agreement, the undersigned shall complete and submit Standard Form-LLL, 'Disclosure Form to Report Lobbying,' in accordance with its instructions.

(3) The undersigned shall require that the language of this certification be included in the award documents for all subawards at all tiers (including subcontracts, subgrants, and contracts under grants, loans, and cooperative agreements) and that all subrecipients shall certify and disclose accordingly.

This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by section 1352, title 31, U.S. Code. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure occurring on or before October 23, 1996, and of not less than \$11,000 and not more than \$110,000 for each such failure occurring after October 23, 1996.

As the duly authorized representative of the applicant, I hereby certify that the applicant will comply with the above applicable certification.

*** NAME OF APPLICANT**

Zayo Group, LLC

*** AWARD NUMBER**

NTIA-MMG-2022

*** PROJECT NAME**

Zayo El Paso to Dallas Middle Mile

Prefix:*** First Name:**

Natalie

Middle Name:*** Last Name:**

Boyer

Suffix:*** Title:** Consultant*** SIGNATURE:**

Natalie Boyer

*** DATE:**

11/21/2022

Grant Request Number	GRN-001217
Funding Program Name	Middle Mile Broadband Infrastructure Grant Program
Funding Request Name	NKB Consulting - Middle Mile - GRN-001217
Applying Organization	Zayo Group, LLC
Applicant Name	Joel Daly

Primary Applicant Type

Identify the primary applicant type:

Single Entity

— — —

Primary Entity Type

Type of entity: Primary entity type, (A) a State, political subdivision of a State, Tribal government, technology company, electric utility, utility cooperative, public utility district, telecommunications company, telecommunications cooperative, nonprofit foundation, nonprofit corporation, nonprofit institution, nonprofit association, regional planning council, Native entity, or economic development authority; or (B) a partnership of two (2) or more entities described in (A).

What is the primary applicant's entity type?

Telecommunications Company

— — —

Is parent/owner of applicant a foreign entity?

No

— — —

Managerial Capability

Applicants shall submit to the Assistant Secretary one-page resumes for (a) all key management personnel and (b) all key personnel of subcontractors or other entities that will play substantial roles in building, managing, or operating the middle mile network built using Middle Mile Grant (MMG) Program funding.

Key Personnel -

— — —

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Key Personnel - **Personal Information / Proprietary Information**

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Key Personnel - **Personal Information / Proprietary Information**

Organizational Charts

Each applicant shall submit any necessary organizational chart(s) detailing all of its parent companies, subsidiaries, and affiliates.

This upload section should also be used for any letters of support from the organizations that will be involved in the project as a community stakeholder.

Zayo Group Legal Entity Organizational Chart-0-09-30-2022 01-43-NKB Consulting-GRN-001217.pdf

Organizational Details

Each applicant must also provide a narrative describing the applicant's readiness to manage a middle mile broadband network. This narrative should describe the experience and qualifications of key management set to undertake this project, the applicant's experience undertaking projects of similar size and scope, recent and upcoming organizational changes including mergers and acquisitions, relevant organizational policies, and ownership information consistent with 47 CFR § 1.2112.

This narrative shall denote who will own the assets at the end of award period. This response is limited to 6000 characters as an open field narrative.

Founded in 2007, Zayo Group Holdings, Inc. ("Zayo") is the leading independent provider of fiber communications infrastructure in North America. Zayo has over 3,400 employees and delivers an unmatched network that covers 133,000 fiber route miles and 15 million miles of fiber, serving 44,000 one-net buildings, 1,400 on-net data centers, and over 370 cloud on-ramps. Zayo is a carrier's carrier serving large and small wireline and wireless service providers on a carrier-neutral basis. Zayo's offerings enable our customers' mission critical, high-bandwidth applications, such as cloud-based computing, video, mobile, social media, machine-to-machine connectivity, and other bandwidth-intensive applications. Our products include leased dark fiber, fiber to cellular towers and small cell sites, dedicated Wavelength connections, Ethernet, IP connectivity, data center colocation, cloud offerings and other high bandwidth offerings. The real party in interest of Zayo is Front Range JV, LP as the 100% owner of Zayo through its ownership of intermediate companies. There are 42 entities that

own 10% or greater of Zayo, either directly or indirectly. Additional information regarding these entities can be provided upon request due to the character limitation.

Zayo is the direct or indirect owner of the following FCC regulated entities: Zayo Group, LLC, Allstream Business US, LLC, Electric Lightwave, LLC, ENA Healthcare Services, LLC and ENA Services, LLC. To Zayo's knowledge, certain other entities that indirectly own or control 10% or greater of Zayo through Front Range TopCo, Inc. also indirectly own or control 10% or greater of the following FCC regulated entities: Lumos Telephone of Botetourt Inc., Lumos Telephone Inc., North State Telephone Company, North State Communications Long Distance, LLC, North State Communications Advanced Services, LLC, and North State Communications, LLC.

Upon conclusion of network construction, and in perpetuity, Zayo will own all the network assets including but not limited to all: conduit, fiber, active and passive network equipment, points of presence, access point equipment and any supporting infrastructure. Vertical Bridge will own all the tower assets and related on-premises, tower-specific infrastructure, with exception of the fiber connectivity (e.g., conduit, fiber) owned by Zayo; except for any wireless provider-owned equipment (e.g., antennae) owned by the wireless ISPs.

Over the last 6 years, Zayo has built and is operating/maintaining over 5,000 new route-miles of long haul fiber routes across 17 states including the following examples:

- [illegible]

Zayo also assisted the National Telecommunications and Information Administration (NTIA) to complete a \$100 million Broadband Technology Opportunities Program (BTOP) grant that was awarded to the Eagle-Net Alliance, inter-governmental middle mile provider in Colorado. When Eagle-Net could not complete the project, Zayo took over to manage, support, and fulfill the middle mile project.

Zayo has not experienced any recent disruptive changes to its organization, nor anticipates any upcoming organizational changes that will at all impact or create any risk to the completion of the project.

The Zayo senior management team includes:

Marty Snella, Chief of Operations at Zayo, focuses on service delivery and network initiatives to accelerate the Company's growth, has over 35 years of experience in the telecommunication, information technology and cable television industries and previously: ICG Communications, Expanets, Qwest Cyber Solutions, Level 3 Communications and AT&T Broadband.

Jason Jorgensen, SVP, Network Implementation, has over 29 years of extensive experience in network planning engineering, deployment, construction, and service delivery with an emphasis in large-scale network deployments. He is responsible for long haul route construction, long haul DWDM deployments, network optimization and large project implementations. He is currently overseeing 6,000 route miles of new long-haul construction with 2,700 route miles completed or anticipated to complete in 2022. Jason oversees a team of 24 regional managers, project managers and inspectors that are dedicated to new long haul route construction.

Connor Parson, Sr. Manager – Large Projects leads long haul deployments for the central region under Jason. Connor has managed over 3,000 miles of new fiber deployments during his 6-year career at Zayo, including builds from Denver to Salt Lake City, Denver to Dallas and St. Louis to Indianapolis. Additional support staff for this project includes Grant Crist, OSP Project Manager, Jeff Page, Engineering Project Manager and Josh Peters, OSP Splicing Manager.

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Form CD-511 (Certification Regarding Lobbying)

The applicant must upload a completed form that certifies that Federal funds have not and will not be used for lobbying in connection with this request for Federal financial assistance. A fillable Form CD-511 can be found in the MMG ZIP folder.

Zayo CD511 Signed-09-30-2022 01-44-NKB Consulting-GRN-001217.pdf, Zayo CD511 Signed-11-21-2022 ELP DAL-11-21-2022 08-47-Zayo Group, LLC-GRN-001217.pdf

— — —
Standard Form-LLL (Disclosure of Lobbying Activities)

Standard Form-LLL must be completed and submitted for those applicants that need to disclose

lobbying activities that have been secured to influence the outcome of a Federal action. A fillable Form SF-LLL can be found in the MMG ZIP folder.

— — —

SAM.gov Registration

Applicants are asked to upload a screenshot of their SAM.gov registration.

Zayo SAM Registration-09-30-2022 01-44-NKB Consulting-GRN-001217.png, SAM-04-10-2023 04-06-Zayo Group, LLC-GRN-0012-04-10-2023 05-08-Zayo Group, LLC-GRN-001217.gov screenshot.png

— — —

Executive Summary

Please describe how the applicant's proposal will advance the objectives of the MMG Program, as well as the specific objectives of outlined in the Notice of Funding Opportunity (NOFO);

An overview of the proposed route or service area(s), including information regarding rurality and socio-economic indicators in the area to be served by the proposed project.

This response is limited to 12000 characters as an open field narrative.

Founded in 2007, Zayo Group Holdings, Inc. is the leading independent provider of fiber communications infrastructure in North America, and a leader in regions of Western Europe. With over 3,400 employees, Zayo delivers an unmatched network that covers 133,000 fiber route miles and 15 million fiber miles, serving 44,000 one-net buildings, 1,400 on-net data centers, and over 370 cloud on-ramps. Zayo is purely focused on delivering best-in-class, future-proof fiber infrastructure with dense, high-capacity long-haul and metro fiber.

Over the last 5 years, Zayo has built and is operating/maintaining over 4,000 new route-miles of long haul (also called middle mile) fiber routes across 17 states. We have the experience, expertise, and financial resources to make this proposed middle mile fiber project a great outcome for all.

The purpose of this project proposal is to construct a new, unique, 649-mile underground middle mile fiber route that would serve some of the most rural areas in Western Texas, stretching from Dallas to El Paso. The presence of this unique route will facilitate broadband service to several unserved and underserved areas. Eighteen of the 20 counties that will be served by our middle mile fiber route have median broadband access at or less than 100 Mbps down/25 Mbps up. Sixteen of the counties passed in this project have federal poverty rates between 10.5 percent and 24.2 percent. Seventeen (17) school districts have a greater than 60% level of participation in the national school lunch program. There is no other similar fiber network that can serve the totality of such rural communities between Dallas and El Paso, Texas. The communities that will be served by this fiber network are among the most rural and underserved in the State of Texas. The middle-mile network has been designed to include access points to serve underserved and unserved areas in some of the most rural counties in

Texas. We have also identified 236 community anchor institutions that will have access to our fiber network and could be directly or indirectly supported.

Zayo is also partnering with Vertical Bridge, a tower provider that will construct nine 180-foot-tall towers along the proposed route. Each tower can host up to 4 wireless ISPs that can provide both mobile and fixed 5G wireless broadband service. Vertical Bridge will provide wireless ISPs with access to their towers on a nondiscriminatory basis.

The towers ("other technology cellular broadband") proposed to be constructed under this Middle Mile Grant Program (MMGP) application would each be capable of hosting up to 4 wireless internet service providers (ISPs.) There are a number of wireless broadband technologies available and our application partner, Vertical Bridge, has relationships with a number of wireless ISPs that serve in the area covered under this MMGP application. Those relationships include all the major national mobile operators who are offering mobile 5G and fixed wireless broadband services. Also, local fixed wireless ISPs, utilities, public safety, first responders, and other state and local government users would have access to these towers. All these last mile providers will have access to these towers on a non-discriminatory basis. Vertical Bridge operates under a neutral host business model that encourages multiple ISPs to co-locate on its towers, thereby enhancing last mile competition for consumers.

Zayo has entered into a formal teaming agreement with Vertical Bridge to partner on this application to build 9 towers. The builds will be completed based on the project timeline submitted with the application. The proposed towers will be built for a capacity of four tenants, composed of mobile network operators, wireless internet service providers and public safety apparatus. The towers will be constructed within a five-mile radius of the middle mile fiber further enhancing broadband access in the area. Vertical Bridge has secured interest from an anchor tenant, who would likely utilize the middle mile fiber for its backhaul transport needs.

Zayo is the largest independent provider of K-12 e-rate services in the nation and we are pleased to be expanding our capabilities to serve educational institutions in Texas through this proposed project. Among the benefits of this project is that our middle mile route will facilitate robust broadband to support remote education, telemedicine, and public safety communications in both fixed and mobile environments.

Zayo has extremely high confidence and clarity in completing this robust network efficiently, on schedule and on budget. Zayo has significant regional knowledge, having already built and operated other similar major networks through the State of Texas and across the United States. Zayo is poised to build the network and will bring all its expertise and resources to bear, to create a great outcome for the communities.

Zayo has been in contact and received a verbal indication that the region between Dallas and El Paso is, indeed, underserved and that the route will address broadband coverage gaps the state broadband office seeks to address. To ensure success, Zayo has been coordinating with multiple Internet Service Providers (ISPs) in Texas, such as **Personal Information / Proprietary Information** who are now advocating for the route, so that they can deliver the fiber to homes, small businesses, and institutions. Both OneSource and Sparklight are established, in-region wireline ISPs.

Our network will be available to all last mile carriers on a non-discriminatory, open access basis.

Currently, the local utilities are serving some ISP services at sections along the route. Since it is not a route currently available, other ISPs in Texas may have interest as the barrier to reach these locations through middle mile grants supports lowering the barrier to achieving high bandwidth levels. This is a perpetual policy and will be maintained for the life of this project. We have also identified some large enterprise customers to be served by this route and thus enhancing the financial feasibility of the project. The federal MMGP allows Zayo to ensure underserved and unserved populations including community anchor institutions can access this network.

Throughout the route, and through its local ISP partners and digital equity consultancies, Zayo plans to promote digital equity efforts to enable communities to harness their new broadband capabilities. The overall cost of this project is \$91,887,376. Zayo is requesting \$55,132,425 in grant funds under the MMGP in this application. Zayo will contribute \$36,754,950 in cash to match the federal grant amount which is 40% of the total project cost. We believe that the support from the MMGP is sufficient to sustain this project beyond the grant period.

Personal Information / Proprietary Information

Zayo has extremely high confidence and clarity in completing this robust network efficiently, on schedule and on budget. Zayo has significant regional knowledge and a deep track record of success in developing similar routes. Zayo is poised for this and will bring all of its expertise and resources to bear, to create a great outcome for the communities.

Level of Need

A description of the level of need in the proposed service area(s), including but not limited to communities considered unserved and/or underserved in the proposed service area(s), discussion of the competitive landscape in the area, variations among service areas if there are any, or the general economic conditions in the proposed funded service area.

This response is limited to 12000 characters as an open field narrative.

The proposed Dallas-El Paso fiber route will be the first of its kind in this rural region of Texas. Many of the communities between Dallas and El Paso along Zayo's proposed route have little to no broadband access on a middle-mile backbone built for infrastructure, broadband, and higher quality. Our network will provide service across the string of community for the first time on a consistent and reliable backbone basis.

First, the current infrastructure is a mix of last mile network at times put together to serve a few towns with some portions aerial. There is no contiguous middle mile backbone that is in place to serve the towns with new fibers built to serve ISPs in the community consistently. Thus, a local outage could impact the backbone for multiple towns. Second, today's routes for the middle mile in a few places head to Amarillo and Denver which means routing goes out of the state. This route is contained within the state that allows for linkage to other TX routes to reroute within the state. Finally, most routes come from the South along Interstate-20, Zayo's proposal is to route through Interstate 10 which

means more towns will have a consistent, direct middle mile route between Dallas and El Paso. Zayo's Middle Mile Grant Program project is to build a purpose-built fiber network for the entirety of the El Paso to Dallas route serving as the Middle Mile for internet service providers (ISPs) to bring broadband to the unserved and underserved towns. The existing routes from west to east follow the highways south of the areas along Interstate-10 and continue along U.S. Highway 10 until Highway 35, and then continue directly north to Dallas. Most of the current routes go to Interstate 35, and the two routes connect to Interstate 20 before reaching Interstate 20. The proposed new route that is the subject of this application would construct a route providing access to areas north of the existing route. The new route will make middle mile fiber access to these areas, which have high numbers of unserved and underserved residences, businesses, and community anchor institutions.

Personal Information / Proprietary Information

Zayo, with this Middle Mile Grant Program project, would bring a new direct route to the middle mile between El Paso and Dallas. The route combined with Zayo's El Paso and Dallas middle mile routes will add diversity, flexibility, and lower latency in three ways by combining this new route with Zayo's existing routes.

First, the new infrastructure adds a direct route purpose-built to support the middle mile in underserved and unserved markets for this section. The existing routes go back to

Proprietary Information / Personal Information

The proposed route would leverage Zayo's existing route from El Paso to Albuquerque which greatly improves westbound traffic along the route for internet services. Latency will be greatly improved for all internet traffic going west with the addition of the El Paso, TX to Dallas, TX route.

Second, the Zayo project provides a shorter route to Dallas, TX improving performance by roughly 10 percent. Today, existing routes (Image 1, purple lines) run southeast from El Paso along Interstate 10. This routing increases latency on those routes going to Dallas.

Third, in the event of a fiber cut along this middle mile network to Dallas, Zayo's solution leverages its existing infrastructure in El Paso to provide diversity and prevent a full network outage.

Satellite service, such as a Low Earth Orbit (LEO) or Geostationary Earth Orbit (GEO), can have latency levels over 100 milliseconds. The latency levels for traffic to Dallas, TX or El Paso,

Proprietary Information / Personal Information

For reference for Satellite latency, see: <https://itrinegy.com/satellite-communications-blog-part-1/>

Further, Zayo is classified as a Tier-1 Internet Service Provider (ISP) and ranked as one of the top 10 connected ISPs in the world by CAIDA (<https://asrank.caida.org/>). These connections lower latency because Zayo is directly connected to other Tier-1 providers, so traffic takes fewer hops from origination to destination globally. If an ISP would purchase Internet Access on this route, their infrastructure would be able to take advantage of Tier 1 network connectivity for the community. There are 15 counties through which the Zayo proposed middle mile fiber route passes in which the

median broadband access speeds are less than 100 Mbps. The availability of a middle mile fiber network as proposed in this project will certainly lead to higher quality broadband available in these areas. Further, Zayo's proposed route under this project will provide middle mile fiber access to 17 counties which have a poverty rate of 11% to 24%, at or below the federal poverty level. We have identified 17 school districts that participate in the federal school lunch program. We have also identified 236 anchor institutions that will have access to our network either through the state and local governments, local institutions, ISP partners, or directly from Zayo.

Zayo's source to verify selected qualification(s) and demonstrate that substantial benefits stemming from funded middle mile infrastructure will accrue is the U.S. Census Bureau SAIPE program's data through ESRI; <https://www.census.gov/programs-surveys/saipe/about.html>

The percentage in poverty by county are as follows:

- Hudspeth County, TX – 24.2%
- Jones County, TX – 19.5%
- Reeves County, TX – 19%
- Dawson County, TX – 18.7%
- Culberson County, TX – 18.6%
- El Paso County, TX – 17.6%
- Stephens County, TX – 15.6%
- Palo Pinto County, TX – 13.9%
- Scurry County, TX – 13.8%
- Dallas County, TX – 13.7%
- Fisher County, TX – 13.3%
- Shackelford County, TX – 12.5%
- Winkler County, TX – 11.8%
- Martin County, TX – 11.1%
- Gaines County, TX – 11.1%
- Tarrant County, TX – 10.5%

Zayo's Dallas to El Paso route is unique and has been designed to traverse underserved areas and deliver needed network resilience and world-class connectivity that does not exist today. The project will have several benefits for previously unserved locations. Specifically:

- Internet access points will be made available for local broadband providers providing services to unserved markets. Previously it was not economically feasible to provide services without middle mile investment programs.
- Local communities will be able to access and utilize on-line services for critical anchor institutions (e.g., schools, healthcare, and libraries).
- Today, local businesses can operate and grow anywhere by providing their goods and services globally. However, these businesses require high performing and reliable Internet access.
- Middle mile solutions reduce the overall cost by providing comparable metropolitan rates in

rural areas, providing better performance through Tier 1 providers, and better reliability through carrier grade connectivity that is mostly underground versus aerial.

- Previously unserved locations will have additional redundancy through a route going from Dallas to El Paso. The proposed route will serve communities along the way and not be dependent solely on Dallas.

Zayo, using ESRI data, which sources from data through the US Census Bureau Surveys as well as NOAA, has identified 5 specific unserved counties in Texas along the proposed route. These 5 unserved counties and the 178 Community Anchor Institutions (CAIs) (74 are within 1000 feet of the proposed route and 104 are not within 1000 feet of the proposed route, however Zayo will offer service to them within each area are as follows:

- Borden County – the 3 unserved CAIs are not within 1000 feet of the proposed route, however Zayo will offer service to them.
- Fisher County – there are 15 unserved CAIs within 1000 feet of the proposed route and there are 10 unserved CAIs not within 1000 feet of the proposed route, however Zayo will offer service to them.
- Jones County – there are 10 unserved Community Anchor Institutions within 1000 feet of the proposed route and there are 35 unserved Community Anchor Institutions not within 1000 feet of the proposed route, however Zayo will offer service to them.
- Scurry County – there are 32 unserved Community Anchor Institutions are within 1000 feet of the proposed route and there are 51 unserved Community Anchor Institutions not within 1000 feet of the proposed route, however Zayo will offer service to them.
- Shackelford County – there are 17 unserved Community Anchor Institutions within 1000 feet of the proposed route and there are 5 unserved Community Anchor Institutions not within 1000 feet of the proposed route, however Zayo will offer service to them.

To enable connection, Zayo will implement an awareness plan to reach these unserved institutions. The plan includes, but is not limited to, the following:

- Public outreach/relations, press releases and blog announcements with State's Broadband offices.
- Direct outreach by our education business unit Education Networks of America to critical anchor institutions.
- Sponsored digital inclusion programs led by the NDIA for local communities,
- Through this project Zayo aims to deliver:
- Access to fast and reliable internet to the local business and anchor institutions through partnerships with local ISPs
- Zayo's enterprise solutions can facilitate modern value-added managed services in addition to the network infrastructure
- Zayo's business unit Education Networks of America would enable best in class E-RATE services for the local schools.

The benefits of the services to these unserved anchor institutions include:

- This broadband access will provide access for local communities to utilize on-line services for critical anchor institutions that provide internet access to schools, telemedicine services for residents and high performing/reliable internet access for local businesses.
- Local businesses can operate and grow anywhere. However, every business needs high performing and reliable internet access.
- This solution provides better performance and better reliability with this investment of providing carrier grade connectivity that is mostly underground.

Zayo's proposed project will enable reliable and fast internet connections to the unserved anchor institutions within 1000 feet by using the included access points (off-ramps and towers).

The tower locations proposed by our partner Vertical Bridge have been identified based on market research and network design by at least one wireless ISP interested in expanding coverage in the areas along the proposed route.

— — —

State Collaboration Acknowledgement

NTIA strongly encourages prospective non-state applicants to coordinate and consult with the State Broadband Office or other coordinating body located in the jurisdiction in which the eligible entity proposes to deploy middle mile infrastructure to ensure that the proposal is consistent with the state's broadband plan and priorities. Please confirm collaboration and consultation.

Do you confirm collaboration and consultation with the appropriate organization?

Yes

— — —

State and Local Collaboration Narrative

Please provide information on the applicant's coordination with applicable State, Territory, Tribal, and local governments, including their awareness of the proposed project and any potential impact to respective service areas; and

Information regarding the applicant's involvement and coordination with community organizations or other relevant partners in the proposed service area.

This response is limited to 6000 characters as an open field narrative.

We have reached out to the Texas State Broadband Office and invited them to make recommendations on where access points should be located. Zayo's route proposal and outline provides the flexibility to easily adjust access points and other areas of interconnection, based on communities and locations of

need, with minor additional work or cost burden.

— — —

Will the project connect middle mile infrastructure to last mile networks that provide or plan to provide broadband service to households in unserved areas?

Yes

— — —

Is the project connecting non-contiguous trust lands?

No

— — —

Do you commit to offering wholesale broadband service at reasonable rates on a carrier-neutral basis?

Yes

— — —

The eligible entity adopts fiscally sustainable middle mile strategies. This strategy should be described in the Budget Narrative.

Do you attest to this?

Yes

— — —

The eligible entity commits to offering non-discriminatory interconnect to terrestrial and wireless last mile broadband providers and any other party making a bona fide request. This policy will be described in the Interconnect Policy.

Do you attest to this?

Yes

— — —

The eligible entity identifies specific terrestrial and wireless last mile broadband providers that have(i) expressed written interest in interconnecting with middle mile infrastructure planned to be deployed by the eligible entity; and ii) demonstrated sustainable business plans or adequate funding sources with respect to such interconnection. This may be demonstrated in the Level of Need narrative of the Exec Summary.

Do you attest to this?

No

— — —

The eligible entity has identified supplemental investments or in-kind support (such as waived franchise or permitting fees) that will accelerate the completion of the planned project. Such acceleration may be described in the Project Timeline narrative.

Do you attest to this?

No

The eligible entity has demonstrated that the middle mile infrastructure will benefit national security interests of the United States and the Department of Defense. The benefits may be explained in the Benefitting National Security Interests Narrative.

Do you attest to this?

Yes

Please describe:

The proposed Middle Mile route would be a fully diverse route from Dallas to El Paso that could be leveraged **Personal Information / Proprietary Information** or Homeland Security to avoid other common routes in use today. Today, most routes from Dallas to El Paso go South along Interstate-10 which is common. This route would **Personal Information / Proprietary Information** as well as networks that head west.

Personal Information and other federal groups have in the past expressed interest in securing additional diversity options across the nation. This would be supportive of further diversity.

Project

Duration

Number of Years

3

Project Timeline Narrative

The narrative requires the Applicant to describe a project with critical path, including key milestones for implementation of the project, preparations, and risk factors; and a capital investment schedule evidencing that the applicant will complete build-out and the initiation of service within five years of the date on which the entity receives the grant and will meet interim buildout requirements set forth herein and in any other binding document.

If the project is able to be accelerated with supplemental investments or in-kind support to meet a statutory purpose, this should be explained.

This response is limited to 6000 characters as an open field narrative.

Start Date: 7/3/2023

End Date: 9/30/2026

Total Years: 3.2

Completed in 3.2 years and during the 5yr performance period.

Total Capital Investment is \$91,887,375 with a federal assistance request of \$55,123,425

Capital Investment plan is as followings:

1. 2023: Personal Information / Proprietary Information
2. 2024: Personal Information / Proprietary Information
3. 2025: Personal Information / Proprietary Information
4. 2026: Personal Information / Proprietary Information

Planned Awards are targeted for 1H2023. Zayo assumes project start will be by 7/3/2023. The project would be kick-off to align feasibility studies, site selections, engineering, equipment, and vault delivery. We estimate completion of this project 9/30/2026 which is within the 5yr performance period. Risk factors are primarily supply chain issues and permitting.

The project is broken down into 5 phases for fiber deployment. These phases include:

1. Phase I, Personal Information / Proprietary Information
2. Phase 2, Personal Information / Proprietary Information
3. Phase 3, Personal Information / Proprietary Information
4. Phase 4, Personal Information / Proprietary Information
5. Phase 5, Personal Information / Proprietary Information

The tower deployment will happen in parallel with the fiber build and can be deployed much faster.

Below is a description of the project and its phases.

Assuming a contract award is issued by July 2023, Zayo believes that we can complete this project in approximately 3.2 years. Below is a breakdown of the project elements and the timeline for completion.

- MOUs (Personal Information / Proprietary Information): Start in Personal Information / Proprietary Information and end in Personal Information / Proprietary Information
- Feasibility (Personal Information / Proprietary Information): Start in Personal Information / Proprietary Information and end in Personal Information / Proprietary Information
- Site Selection (Personal Information / Proprietary Information): Start in Personal Information / Proprietary Information and end in Personal Information / Proprietary Information
- Underlying Rights (Personal Information / Proprietary Information): Start in Personal Information / Proprietary Information and end in Personal Information / Proprietary Information
- Design Engineering (Personal Information / Proprietary Information): Start in Personal Information / Proprietary Information and end in Personal Information / Proprietary Information
- Permitting (Personal Information / Proprietary Information): Start in Personal Information / Proprietary Information and end in Personal Information / Proprietary Information
- Conduit Delivery (Personal Information / Proprietary Information): Start in Personal Information / Proprietary Information and end in Personal Information / Proprietary Information
- Vault Delivery (Personal Information / Proprietary Information): Start in Personal Information / Proprietary Information and end in Personal Information / Proprietary Information

- Construction Phase 1, (): Start in () and end in ().
- Splicing and Testing Phase 1, (): Start in () and end in ().
- Construction Phase 2, (): Start in () and end in ().
- Splicing and Testing Phase 2, (): Start () and end in ().
- Construction Phase 3, (): Start in () and end in ().
- Splicing and Testing Phase 3, (): Start in () and end in ().
- Construction Phase 4, () Overpull (): Start in () and end in ().
- Splicing Phase 4, () Overpull (): Start in () and end in ().
- Construction Phase 5, () New Build (): Start in () and end in ().
- Splicing and Testing Phase 5, () New Build (): Start in () and end in ().
- Tower Site Selection, Zoning, and Permitting (): Start in () and end in (). This Tower phase requires a shorter period of time and will run in parallel with the fiber selection and permitting process.
- Tower Construction () will start no later than () and end in (). Tower construction requires a shorter period of time and will run in parallel with the fiber construction process.
- Final Test (): Start in () and end in ().
- Acceptance (): Start and End in ().

Project Timeline File

Applicants are asked to upload a timeline which will denote key milestones for implementation of the project, including but not limited to field survey, network design, equipment/material procurement, environmental assessment, permitting, construction, network testing, network activation and completion.

Personal Information / Proprietary Information

Is an extension being requested?

No

— — —

Special Rules for Tribal Governments and Native Entities

The Infrastructure Investment and Jobs Act permits the Assistant Secretary, in consultation with Tribal governments and Native entities, to waive, or specify alternative requirements, in connection with most directives governing the MMG Program if the Assistant Secretary finds that waiver or modification of the requirement is necessary for (a) the effective delivery and administration of middle mile grants to Tribal governments or (b) the construction, improvement, or acquisition of middle mile infrastructure on trust land.

Is a waiver or alternative requirements requested?

No

— — —

Fair Labor Practices

Applicants must have a demonstrated record of and plans to be in compliance with federal labor and employment laws as described in III.H in the NOFO. This will help ensure that projects are carried out in accordance with the law, assist NTIA in ensuring that a prospective awardee is capable of carrying out activities funded by an award in a competent manner in compliance with all applicable federal, state, and local laws; and promote the effective and efficient completion of high-quality middle mile broadband infrastructure projects by ensuring a reliable supply of skilled workers and minimizing disruptive and costly delays.

This response is limited to 6000 characters as an open field narrative.

Zayo will follow the Fair Labor Standards Act, the Occupational Safety and Health Act, and Service Contract Labor Standards regarding the project funded under this application as it has in previous years. We have no violations within the last 3 years of such laws to disclose.

Zayo adheres and complies with the Fair Labor Standards Act and Service Contract Labor Standards included in the SF30 -Terms and Conditions of GSA Schedule 70 contract GS35F070CA from Zayo and the Federal governments and agrees to Section 52.222-43 around prevailing wage and local hiring and labor hiring provisions. Zayo's GSA contract has been in place since 2014 and Federal Departments have purchased off of this contract vehicle. This clause applies to both contracts subject to area prevailing wage determinations and contracts subject to collective bargaining agreements. Zayo maintains a Code of Conduct, Employee Handbook, and an Outside Plant Manual that every contractor and subcontractor is required to follow which includes specific safety and wage requirements under these statutes. These manuals detail our equal employment opportunity requires, pay scales, overtime eligibility, employee benefits, and worker safety requirements. Also, our Code of Conduct explicitly states that Zayo retains the right to monitor and ensure compliance with each contractor and

subcontractor.

Under our Employment Manual, employees who work 30 hours per week or more are considered full time employees. Overtime compensation is paid to all nonexempt employees in accordance with federal and state wage and hour laws. Overtime pay is based on actual hours worked. Nonexempt employees receive overtime pay equal to 1.5 times their hourly rate for work that exceeds 40 hours per week.

Zayo considers occupational health and safety to be of primary importance. Zayo is committed to providing a safe and healthy work environment for employees, customers, contractors and visitors.

All our Master Construction Services Agreements with our construction contractors that require them to comply with our OSP Manual, Code of Conduct, and Safety Requirements and all employment and safety laws. **Personal Information / Proprietary Information**

We ensure a safe work environment by effective administration, education and training in compliance with legal requirements and industry standards concerning workplace safety. Each employee is expected to obey safety rules and to exercise caution in all work activities. Employees must immediately report any unsafe condition to their immediate manager.

Zayo has extensive experience in oversight of construction and ongoing maintenance for the middle mile. For the past few years, Zayo has grown its middle mile and last mile network by 5,000 -10,000 miles per year. **Personal Information / Proprietary Information**

Personal Information / Proprietary Information Our experience in compliance with Federal, State, and Local practice and laws is extensive.

For ongoing maintenance, our local team of field operations professionals work hand in hand with local groups. This is part of our 130,000+ route miles made up of 16+ million fiber miles across North American and Europe. Construction and maintenance of fiber infrastructure is part of our DNA.

All our partners will follow the same Fair Labor Practices in this project.

Officer Certification

In order for NTIA to evaluate an applicant's demonstrated record of and plans to be in compliance with federal labor and employment laws, each applicant must provide examples of items described in III.H in the NOFO. Applicants are asked to upload a Certification from an Officer/Director-level

employee (or equivalent) of the applicant evidencing consistent past compliance with federal labor and employment laws by the applicant, as well as contractors and subcontractors.

Zayo Certification of Federal Labor and Emplo-09-30-2022 01-50-NKB Consulting-GRN-001217.docx.pdf

Highly Skilled Workforce

To ensure that applicants have the technical and operational capacity to carry out the project, applicants must submit a plan for ensuring that the project workforce will be an appropriately skilled and credentialed workforce (including by the applicant and each of its contractors and subcontractors). The plan for a highly skilled workforce should include the information described in III.I in the NOFO.

**This response is limited to 6
000 characters as an open field narrative.**

Zayo is committed to a highly skilled and credentialled workforce constructing the middle mile network. Zayo will outsource physical construction.

- Zayo does not have its own labor force to do the physical labor on Middle Mile.
- Zayo competitively bid and award all engineering, permitting, construction and testing to qualified vendors to give a fair opportunity to bid.
- Zayo has a deep bench of qualified national, regional, and local vendors in these specialties with which we work with. We are careful to award work to meet the needs of the project in terms of scope, schedule, and other considerations.
- Zayo uses contract inspectors as well. Part of their job duties is to ensure a safe worksite.
- Zayo successfully built tens of thousands of route miles under this method.
- Vendors are required to comply with all federal, state, and local laws, etc. This includes meeting or exceeding traffic control requirements set forth by the applicable jurisdictions.
- Zayo maintains a national OSP standard to manage vendors and ensure compliance.
- Both union and non-union groups are allowed to bid.
- Each group supports apprenticeship type of programs.

Zayo provides its employees with safe and healthful working environments as well as the equipment, materials, and training required for safe completion of assigned tasks. The same commitment is required of all Zayo contractors, subcontractors, and material suppliers.

Contractor shall perform the Services in a professional workmanlike manner using only qualified, careful, and efficient workers and in strict conformity with this Agreement and related documents.

Contractor shall comply strictly with all laws, regulations, by-laws, codes, and orders of all municipal, state, provincial and federal governmental and regulatory authorities.

Contractor guarantees to Zayo that the Services shall strictly comply with the Drawings and the Specifications, and that the Services shall be professional in every particular and free from defects, errors, and omissions in construction and workmanship.

All Services performed by Contractor shall be subject to coordination and inspection by Company Representatives, the representatives of permitting agencies, Right of Way Owner, and all city, county, state, or provincial inspectors. Services rejected by any such inspections and representatives shall be corrected by Contractor and its subcontractors at their sole cost, as expeditiously as possible, until it passes the inspection.

Contractor will comply with all applicable laws and regulations regarding, among other things, environmental matters, occupational health and safety, labor and employment practices, human rights, immigration, anti-corruption, privacy protection, product safety, shipping and product labeling. The latest editions of the following codes and regulations define the minimum safety and construction standards required by Zayo:

- National Electrical Safety Code (NESC)
- National Electrical Manufacturers Association (NEMA)
- Code of Federal Regulations, Title 29, Occupational Safety and Health Standards (OSHA)
- National Electrical Code (NFPA No. 70)
- Underwriters Laboratories, Inc.
- Lightning Protection Code (ANSI-5.1)
- Applicable Local, State, and County Ordinances
- Applicable Safety Codes Required from Right-Of Way Vendors (e.g., Highway, DOT, Railroad, etc.)
- RBOC and other operating companies Regulations and Requirements

All protection equipment will satisfy the appropriate OSHA, ANSI, and/or MIOSH standards. All personnel working on-site will be certified as having completed a course in safety training.

OSHA regulations require that precautions be observed to avoid cave-ins when digging boring pits and trenches, especially under wet soil conditions. This is a matter of law and safety.

All contractors are required to abide by applicable regulations of the OSHA Act of 1970 and any subsequent revisions. Each contractor must provide employees with all safety equipment required by OSHA, Zayo, and the various governing agencies. Questions regarding compliance with the various regulating agencies will be the responsibility of the Safety Director of each contact company.

Safety rules cannot be inclusive. Workers must refrain from unsafe and improper practices including both the violation of written rules and of unwritten rules of "common sense."

Contractor must ensure employees and subcontract employees are familiar with, and follow, all appropriate regulations and codes, such as OSHA safety and Health Standards of the U.S. Department of Labor. <http://www.osha.gov>

Contractors involved with the Middle Mile job includes: Plant Workers, Plant Engineers, Fiber Splicers, traffic controllers, and site supervisors. After awarding the work, Zayo can support further information on size of workforce selected, entity selected, and information on professional certification to ensure work is done on high standard. Any contractor must be trained in compliance with the before mentioned local, state, and federal regulations.

— — —

Advancing Workforce Development

A skilled workforce is critical to meeting infrastructure buildout timelines under the Infrastructure Act and connecting households across the country to reliable, affordable, high-speed broadband. A well-trained workforce will also allow for the safe deployment of sustainable networks. To meet the workforce needs of the MMG Program, applicants must make appropriate investments to develop a skilled, diverse workforce. Each applicant must provide as part of its application examples of items described in III.J in the NOFO.

This response is limited to 6000 characters as an open field narrative.

A skilled workforce is critical to meeting infrastructure buildout timelines under the Infrastructure Act and connecting households across the country to reliable, affordable, high-speed broadband. A well-trained workforce will also allow for the safe deployment of sustainable networks. To meet the workforce needs of the MMG Program, Applicants must make appropriate investments to develop a skilled, diverse workforce. Each Applicant must provide as part of its application examples of items described below:

- Outreach to, and recruitment of, populations that have traditionally been underrepresented in broadband and information technology jobs, including but not limited to women, persons of color, persons with disabilities, and persons for whom English is not a first language
- Awardees also must abide by the requirements set out in 2 C.F.R. 200.321, which requires non-federal recipients of federal grants to “take all necessary affirmative steps to assure that minority businesses, women’s business enterprises, and labor surplus area firms are used when possible”, and detail specific affirmative steps that must be taken.
- NTIA further directs awardees to implement strategies to ensure that populations facing structural barriers to participation in the labor market – including persons with disabilities, disconnected youth, individuals in recovery, individuals with past criminal records, those participating in SNAP, TANF, and WIC

At Zayo, we are committed to fostering a culture of inclusivity and belonging, where every one of our employees feels valued, respected, and encouraged to be their most authentic self. Success in diversity begins with a commitment from our Board of Directors and leadership. We deliberately build inclusivity into our programs, processes, and mindset.

Zayo provides equal employment opportunities to all employees and applicants for employment and prohibits discrimination and harassment of any type without regard to race, color, religion, age, sex,

national origin, disability status, genetics, protected veteran status, sexual orientation, gender identity or expression, or any other characteristic protected by federal, state, provincial or local laws.

This policy applies to all terms and conditions of employment, including recruiting, hiring, placement, promotion, termination, layoff, recall, transfer, leaves of absence, compensation, and training.

DIVERSITY, EQUITY, INCLUSION: We support a variety of career fairs highlighting diversity, equity, and inclusion. Additionally, we work directly to support veterans, and engage with university organizations such as NSBE, SHPE, LatinX, Asian and Out in Stem. We partner with the YWCA in Boulder County for the STEM E3 session, which provides career exploration and mentorship for young students of color. Zayo also presented to the General Assembly on “What It’s Like Being LGBTQ+ In Tech” and “What It’s Like Being Black In Tech.” We further partner with external third parties on diverse hiring and OFCCP compliance.

Further, Zayo subscribes to a third-party organization, Person's Info which enables Government Compliance and Diversity recruiting (OFCCP/EEO/AA). Open jobs are emailed daily through our Community and Diversity Outreach program connecting your jobs with active and passive job seekers from our community partners. The community and diversity outreach partners receive jobs that match criteria they specifically requested and share the positions with the appropriate members of their organizations.

- Minorities
- Women
- People with disabilities
- Veterans
- Diversity organizations
- Universities and colleges
- LGBTQ
- Historically black colleges and universities
- State workforce agencies
- Construction/skilled trades
- Professional/technical groups
- Business professionals

Additional elements of our engagement with Person's Info includes:

- Targeted outreach to underrepresented groups
- Vietnam Era Veterans' Readjustment Assistance Act (VEVRAA) service in all VEVRAA service states
- Cross-posting to all Employment Service Delivery Systems (ESDS/state job banks)
- Company owned account creation, registration, and management in all authorized VEVRAA service states
- Cross-posting of your positions to all authorized VEVRAA service states
- Automatic recording of ESDS confirmation ID on all jobs cross-posted to ease tracking and

reporting

- Monthly email notification to ESDS:
- Requests priority referral of protected veterans
- Provides a link to company contact information and hiring locations
- Includes a link to current job opportunities
- VetConnect™
- Program designed to help federal contractors give veterans priority referral
- Open positions are sent to LVERs and DVOP specialists through a targeted email
- Positions are listed by geographic counties or county equivalent
- Equal Employment Opportunity (EEO) Notice to Applicants
- EEO notice language is included as a predefined question in the questionnaire feature
- Section 503 of the Rehabilitation Act (Individuals with Disabilities)
- Accessibility features ensure disabled job seekers can easily navigate our sites, find company information and open positions, and have a fair application experience

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Climate Resiliency

Please demonstrate that the applicant has sufficiently accounted for current and future weather- and climate-related risks to new MMG Program infrastructure projects. In particular, each applicant should clearly demonstrate how it is conducting the items listed in III.K in the NOFO.

This response is limited to 6000 characters as an open field narrative.

Zayo, using ESRI, NOAA, NWS, and FEMA data has identified three geographic regions – Western, Central, and Eastern – with historical, severe climate events (one to two times per year) along the proposed route.

These regions were identified, and an initial hazard screening has been conducted for current weather- and climate-related risks. During the scope of the project and every subsequent year, Zayo will conduct screenings every six months to monitor and assess current and future hazards specifically in these regions and along the entire route for new, potential hazards. The typical impact of these weather- and climate-related events are power outages and restricted access to reach network locations.

There is one section in the Eastern region which lies within 25-75 feet of a 100-year floodplain). Within the Eastern region of the route 22.2 total route miles lie within a floodplain (FEMA: <https://gis-fema.hub.arcgis.com/pages/flooding>).

The one climate condition that any infrastructure solution would not stop directly is fire. Wildfire hazards are present and a risk along the route with the central region representing increased wildfire

hazards.

Zayo has identified minimal earthquake hazards including the magnitudes and dates of the earthquakes, the probability of a 10 percent chance of exceeding the displayed horizontal ground acceleration within 50 years. The source of this data is the FEMA Geospatial Resource Center.

Zayo has identified hail, wind, and tornado hazards. Hail is the weather event that occurs most often on this route, severe wind is second most frequent, and tornadoes are least frequent. This data is from NOAA, NWS from 1955-2021. The Eastern region has more recorded severe weather hazards than the Central and Western regions. The top three counties most impacted by hail hazards between 1955-2021 are:

1. Tarrant
2. Jones
3. Shackelford

The top three counties most impacted by wind hazards between 1955-2021 are:

1. Tarrant
2. Jones
3. Scurry-Borden region

The top three counties most impacted by wind hazards between 1955-2021 are:

1. Tarrant
2. Parker
3. Scurry-Borden region

Texas has a medium level risk of tornadoes.

In the next 20 years, this route will have similar climate risks. What may change is the frequency of these events due to global warming and changing weather patterns. As a result, Zayo has implemented standard operating procedures to avoid/or mitigate these risks including a continuous improvement program ensuring Zayo is implementing the best contingency plans to adapt to any changes:

1. Bury the majority of the fiber; the best protection against any severe climate event, particularly those identified as weather and climate risks along this route. More than 98% of the fiber is buried at a design specification of three feet.
2. Deploy high-density polyethylene (HDPE) conduit which protects fiber from chemical erosion and provides protection from primary and secondary climate risks (floods, fires, winds, severe weather, and earthquakes).
3. Deploy hardened above ground telecom shelters with back-up power consisting of precast, lightweight reinforced concrete enclosures that are fire resistant, as well as insulated from extreme temperatures. The shelters are designed with onsite power sources and back-up power. Each shelter is designed with four-hour battery backup and 24-hour generator back-up. This design protects against the US average outage duration (4 hours). A 24-hour generator at full load back-up protects against longer outage events and provides adequate time for generator refueling.
4. Investment in an environmental study; which optimized the route against climate hazards protections (designing the safest route path) verified by 3rd party engineering firms.

Throughout the planning, design, construction, and production phases of the project Zayo will mitigate risk, monitor, evaluate, and improve resilience strategies. **Personal Information / Proprietary Information**

- Wind loads to 150 mph
- Zone 4 seismic racks
- Seismic rates to match local and state codes
- Snow roof loads to match all local codes
- Disaster recovery trailers available to restore an ILA in the event of natural disaster
- Localized spare depots, less than four-hour drive time
- All designs with sufficient adaptability to withstand temporary fiber repairs and additional fiber lengths inserted in the event of a forced re-route

Zayo will ensure that evolving risks are understood, characterized, and addressed using ESRI data, Fifth National Climate Assessment, NOAA Monthly Reports, FEMA's National Risk Index and flood risk maps, and National Weather Service Weather Forecast Offices information.

Zayo's process for the life of the project is to evaluate and monitor its network 24x7 through its Network Control Center (NCC) located in Personal Information / Proprietary Information. Zayo utilizes a variety of in-house and third-party tools for monitoring its network for real time and potential impact threats. Zayo has built a wildfire monitoring tool to track fire threats near our existing network. In addition, Zayo has implemented a proactive, in-service fiber link monitoring for higher service availability and access to real-time fiber integrity information. This third-party system is Advance Link Monitoring System (ALM). Zayo's continuous improvement program uses historical ticketing and monitoring data to identify patterns of recurring issues. Our Failure Analysis Review Board (FARB) meets monthly to analyze trends and initiate corrective action plans. Corrective action plans (CAP) can vary in size and or scope, however, all action plans are designed to improve the resilience of our network against future climate risks. Personal Information / Proprietary Information

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Civil Rights and Nondiscrimination Law Compliance

Prior to distributing any MMG Program funding to a prospective awardee, NTIA will require the prospective awardee to agree, by contract or other binding commitment, to abide by the non-discrimination requirements set forth in III.J in the NOFO.

Do you agree to abide by the non-discrimination requirements?

Yes

— — —

Certification of Technical Capability

Each applicant must supply a certification attesting that it is technically qualified to complete and operate the proposed project.

Interconnect Policy

The Applicant must describe in detail the nondiscrimination, interconnection, and network management practices that would be adopted for the project facilities. The Applicant should describe how it will comply with nondiscrimination and interconnection obligations, particularly with connectivity to the public Internet and physical interconnection for the exchange of traffic. In addition to describing network management practices, the Applicant should disclose any practices in place to block access to illegal or harmful content.

This response is limited to 6000 characters as an open field narrative.

Zayo maintains a transparent peering and interconnection manual which can be accessed here: <https://www.zayo.com/resources/global-peering-and-interconnection-policy/>. This manual describes in detail the technical requirements for peering and interconnection to our middle mile networks. Our policy is to provide interconnection and peering on a nondiscriminatory basis provided that the technical terms described in our manual are met, including our Acceptable Use Policy (AUP) which includes prohibiting illegal activity, unauthorized access, spoofing, and fraud.

Customers are permitted to connect to Zayo's Long Haul Dark routes in what we refer to as mid span interconnection. Under mid span, a Grantee may connect, including the right to cross-connect, the Grantee Fibers to other telecommunications fiber systems or facilities at fiber distribution panels at the route Demarcation Points. Upon Grantor's consent, Grantee will also have the right to interconnect to the Grantee Fibers mid span at Grantor controlled In-line amplification ("ILA") huts and/or Grantor controlled Access Points provided it is technically feasible and there is no materially adverse impact on the Grantee Fibers. Grantee will not individually or permit others to access, rearrange, disconnect, remove, attempt to repair, or otherwise tamper with any part of the Grantee Fibers or Grantor System without the prior consent of Grantor, and then only subject to the terms and conditions specified elsewhere in this Agreement.

If the Mid Span Interconnection is taking place at a Grantor controlled ILA, Grantee is not permitted to install OSP cables into the ILA or cross-connect to other tenants collocated within the ILA.

If the Mid Span Interconnection is taking place at a Grantor controlled access point, the connection will be performed by Grantee setting a handhole adjacent to an existing Zayo handhole and drilling a stub cable into the Zayo existing handhole. Drilling into the Zayo handhole will take place under Zayo supervision. Grantee to leave 60' of slack in the Zayo handhole but is not permitted to leave splice cases. All the associated costs and permitting required to establish the mid span interconnect is the sole responsibility of the Grantee.

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Mid span interconnections can only take place at existing Zayo ILA's and access points. Zayo will not install new ILA's or create new access points. The fibers spliced between Grantor and Grantee at the Mid Span Interconnection must be Grantee.

Zayo is transparent with its interconnection policy, and it is inherent in our business model to be nondiscriminatory with the terms and conditions on interconnection.

All providers who interconnect with our network must abide by our AUP or be subject to termination. Our AUP requires our customers to prohibit access to illegal and harmful content.

Zayo's open access interconnection policy is considered a core business document and practice. While the intention is that the interconnection policy will be offered in perpetuity, our policy may be updated or changed based on regulatory requirements, Zayo's continued network expansion into (or reduction from) markets, emerging threats to Zayo users, the global internet, and changes in peering strategy. U.S. and European global policy owners within the Zayo senior leadership team provide oversight and ensure the interconnection policy is maintained in perpetuity.

Technical Overview

Please describe targeted last mile service objectives, including last mile service provider letters of commitment, agreements, or contracts; and a description of the proposed service offerings, including the pricing of the services to be offered over the proposed facility.

This response is limited to 6000 characters as an open field narrative.

Zayo is a leading middle mile infrastructure provider, with a total of 5,000 route miles of deployed infrastructure in the last 6 years, across 17 states. Zayo's middle mile infrastructure is built to be resilient, scalable, and future-proofed for the next generation of internet connectivity and, in conjunction, with last mile providers to deliver services to the end users in rural America. Once last mile providers are connected to the Zayo Network, they can leverage Zayo's global network to connect to head ends, points of presence, IP peering points, and partner networks. Of the applicable routes, Zayo has signed contracts with or in discussions with current internet service providers:

Zayo has a vast product portfolio, but the most notable middle mile offerings are Dark Fiber, Wavelengths, and Internet services. In general, all services are priced competitively relative to the scope being requested. Quantity, distance, term, and special construction are factors that are taken into consideration when determining pricing.

Targeted pricing for on net requests:

Personal Information / Proprietary Information

Term: 20 Years IRU

Personal Information / Proprietary Information

[REDACTED]

Wavelengths

Personal Information / Proprietary Information

[REDACTED]

IP

Personal Information / Proprietary Information

[REDACTED]

Personal Information / Proprietary Information

[REDACTED]

Zayo has budgeted over \$ [REDACTED] for ILA's. There are more than enough budget and different configuration options to meet local ISP requirements. The amount of investment and ability to provide interconnection points to local ISPs will not change. However, the mix of ILAs may differ based on final design and re-estate availability.

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[REDACTED]

Personal Information / Proprietary Information

Zayo has reviewed the application specifications and determined that there is a sufficient amount of slack fiber to address the interconnection needs of other providers. The network is designed with 50 feet of slack fiber per point of interconnection. In cases where the fiber slack may need to be greater than 50, and up to 100 feet, this will be related to the slope of the area along the route to ensure there is flexibility to interconnect.

— — —
Applicants are encouraged to upload supplemental documentation.

Personal Information / Proprietary Information

— — —
Competitive Landscape

The Applicant should describe existing middle mile offerings in the area, if any, including competitor data if applicable. This should include a description of the proposed service offerings, including the pricing and technology of the services to be offered over the proposed facility. Where possible, Applicant's project should be able to demonstrate a decline in middle mile costs that are likely to flow through to consumer broadband prices.

This response is limited to 6000 characters as an open field narrative.

Zayo's approach to building all middle mile infrastructure is to look at the overall landscape of backbone connections where you have either of the falling two criteria points; 1) An area where there are no other providers, allowing Zayo to solve a need for the entirety of the customer stack from enterprise to rural connectivity with a large amount of the underserved, or 2) targeting routes where the current middle mile provider has aging infrastructure with no ability to augment the network for future growth / needs of customers.

Personal Information / Proprietary Information

The proposed Dallas-El Paso fiber route will be the first of its kind in this rural region of Texas. Many of the communities between Dallas and El Paso along Zayo's proposed route have little to no broadband access on a middle-mile backbone built for infrastructure, broadband, and higher quality. Our network will provide service across the string of community for the first time on a consistent and reliable backbone basis.

First, the current infrastructure is a mix of last mile network at times put together to serve a few towns with some portions aerial. There is no contiguous middle mile backbone that is in place to serve the towns with new fibers built to serve ISPs in the community consistently. Thus, a local outage could impact the backbone for multiple towns. Second, today's routes for the middle mile in a few places head to Amarillo and Denver which means routing goes out of the state. This route is contained within the state that allows for linkage to other TX routes to reroute within the state. Finally, most routes come from the South along Interstate-20, Zayo's proposal is to route through Interstate 10 which means more towns will have a consistent, direct middle mile route between Dallas and El Paso. Latency will be lower, the reliability with the underground aspect will be higher, and the consistency of a purpose-built middle mile backbone will reduce the outage experience.

Zayo has a vast product portfolio, but the most notable middle mile offerings are Dark Fiber, Wavelengths, and Internet services.

In general, all services are priced competitively relative to the scope being requested. Quantity, distance, term, and special construction are factors that are taken into consideration when determining pricing.

The capital-intensive component of providing last mile services is the middle mile component. Once the middle mile is constructed it provides cost effective "on net" infrastructure procurement that enables the last mile providers to connect back to service on ramps, i.e., IP peering points, head ends, cloud providers, etc., cost effectively. In turn, they are able to provide market rate vs. cost-based pricing for their services as they are not burdened with the capital intensive middle mile component. Zayo's proposed Middle Mile Grant Program project increases the likelihood of material reduction in end-user broadband prices by reducing the cost to provide broadband services and ability to increase competition.

End-user broadband pricing is determined by the cost to provide the service and level of competition both in the local market and at key interconnection points upstream that provide access to the internet.

In rural areas, the Middle Mile (backbone) connectivity rates are two to four times higher than metropolitan locations. This is due to the additional capital required to extend services to rural locations. This also limits the competition and availability of services.

Zayo will be providing middle services to local providers in rural areas at a rate comparable to metropolitan areas resulting in lower end-user prices under this proposed project.

If our proposed project is funded in part through the Middle Mile Grant Program (MMGP), last mile providers will have a cost structure comparable to metropolitan areas due to the grant. The cost savings through the grant can be passed on to end-users.

In addition to lowering the cost of service by two to four times, Zayo is an open access middle mile provider. In an open access network, more companies can provide their services to these rural areas increasing competition and lowering end user pricing.

Zayo also offers a special incentive program for the first ISP partner per unserved location on the Dallas to El Paso route of a Personal Information / Proprietary discount on these rates.

Type of technology to be used in proposal:

Fiber Optic Technology;Other

If Other, please describe:

Cellular Broadband eg 5G

Each applicant of an award to build middle mile infrastructure using fiber optic technology shall certify that the proposed project, upon completion, will include direct interconnection facilities that will facilitate the provision of lit broadband service, at speeds not less than 1 Gigabit per second for downloads and 1 Gigabit per second for uploads to anchor institutions located within 1,000 feet of the middle mile infrastructure, as detailed in the Template CAI below.

Do you agree to certify to the above?

Yes

Upload Template CAI. Required for Fiber Optic Technology, optional for Wireless or Other.

Zayo Community Anchor Institutions ELP DAL-09-30-2022 01-53-NKB Consulting-GRN-001217.xlsx,
1217 Zayo MMG CAI 4_10_23-04-10-2023 05-17-Zayo Group, LLC-GRN-001217.xlsx

An eligible entity applying for a middle mile grant may seek, and the Assistant Secretary may grant, a waiver of the requirements set out in the previous paragraph, in full or in part, to the extent the eligible entity demonstrates that the requirement is not technically or economically feasible.

Do you plan to apply for a waiver? If yes, please attach the waiver application in the Application Workspace, the Application Information section, Required Documents under Required Document Question 4 "Additional Waiver Upload".

No

— — —

Network Route Maps

Applicants should provide a physical network map that includes the following (if applicable):

The Project Area and those unserved and underserved areas which it will enable.

Applicant's pre-existing service area that demonstrates current service levels.

The physical path of the network's transmission medium (e.g., backbone and lateral cable routes, microwave links), transmission type, technology, operating bandwidth, capacity (e.g., dark vs. lit strand count), and cable placement (e.g., aerial, burial) should be displayed.

Points of interconnection (purely passive and non-environmentally controlled nodes, e.g., splice points are optional): Provider Facilities

Collocation Facilities

Private Interconnection Points with partnering service provider/private network

Wireless towers and associated coverage areas.

Anchor institutions within 1,000 feet, if desired.

Additionally, the maps should delineate between network and facilities that are: Part of the Applicant's/key partners' existing network;

Proposed as part of this project;

Leased from a third party;

Utilized under some alternative arrangement; or

Relevant to interconnection with either Last Mile or Middle Mile service providers.

PLEASE NOTE: Only ESRI Shapefiles will be accepted and uploaded.

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Data Submission Specification

There is a template "Upload Template Data Submission Specification" which shall be uploaded.

Applicants must complete the table with information for all interconnection points proposed for the network. This table has three required fields: Point Name, Latitude and Longitude. This should accommodate all of the points of interconnection (passive, non-environmentally controlled points of interconnection, e.g., splice points, may be excluded), collocation facilities, central offices, head

ends, and other centralized facilities, network access points to Last Mile service providers, Internet peering points, and towers.

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Network Diagram

The Applicant must provide a high-level network diagram to be uploaded for the project that is a representation of the network, capacities, and facilities. The diagram must clearly denote which of the network elements already exist. The diagram should show:

The links between the network nodes. The types of facilities used in connecting the network elements (fiber, wireless microwave, etc.).

The points of interconnection and collocation facilities, including Internet peering points, access to local exchange carriers, central offices, or cable head ends.

The proposed aggregation node facilities that will provide the egress point(s) from the broadband backbone to the networks of the selected service provider(s), named Last Mile service providers, and the selected named Internet Service Provider(s) in the new infrastructure.

The Applicant should show which technologies are used and include bandwidth capacity constraints.

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Environmental Narrative

Any project-related activity that may adversely affect the environment must not be undertaken prior to the completion of the environmental review process prescribed by NTIA. Doing so may jeopardize consideration of the application.

All Applicants for MMG projects must comply with the National Environmental Policy Act, the National Historic Preservation Act, and the Endangered Species Act, and other applicable environmental regulations.

Please provide a service-area environmental description that describes the physical project area and its surroundings (e.g., disturbed or developed land vs. open space; adjacent natural resources, such as rivers, wetlands, or forestlands; and any protected lands or resources in or near the project area), including site photographs and aerial photographs (e.g., Google Earth or Google Maps images), if the project includes construction and/or ground disturbing activities.

This response is limited to 12000 characters as an open field narrative with image files to be uploaded.

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The conduit construction methodologies utilized in this project includes the following.

Trenching consists of opening a linear trench to place conduit and vaults for the supporting fiber optic cables (about one foot wide and four feet deep). This process is needed where we cannot plow in the conduit. Most of this will be done with a Mini excavator or backhoe, and will be used where needed to place vaults, tie in/ connections of conduit, and to trench connection points for bores, bridge attachments, and for plow segments.

Plowing consists of placing all conduits at once, with a vibratory plow that will split the ground wide and deep enough to place conduit to required depth . This has minimal impact to the area disturbed and can be used in areas that are open and have little to no obstructions. This will be the main installation process and can average about a mile a day depending on the ground type.

Boring consists of a trenchless/ Plowless installation of conduits. This process is used for multiple areas that need to be avoided from surface disturbance. Mainly used to cross hard surface areas like roads, culverts, waterways, and environmentally sensitive areas. This process is also used for areas that have little room for access such as plows and trench equipment. This is a very slow process depending on the ground type and each bore will range from about 60 LF to upwards of 800 Linear Feet depending on the size of the bore rig.

Rock sawing consists of trenching in rock or asphalt utilizing a rotating blade 24"-48" in diameter. The blade creates a trench of consistent width and depth which conduits are then laid in. This process is used in areas of dense rock such as canyons or volcanic basins. When placing within the asphalt shoulder of the roadway, a concrete cap is poured over the conduits which is then milled and overlaid with new asphalt. The rock saw method will be utilized when traversing Guadalupe Pass.

Bridge attachments consists of attaching a casing conduit to the bridge to support the 3x1.25" conduits that we use for conduit and fiber placement. This will consist of a bridge truck that can under hang the bridge to allow workers to drill and attach brackets to support the conduit and fiber. Each bridge takes about 3 days to complete depending on the size of the bridge.

Fiber placemen consists of blowing fiber from vault to vault after all conduit and vaults are installed.

This process, in most cases, is very consistent and can be done on an average of 20,000 Ft of placement per day. with multiple crews and multiple blowing machines that are run with air compressors, and hydraulic power packs.

Fiber splicing and testing this is the final stage of the overall process, and it will consist of prep, splice and testing of fiber reel ends that were placed in the blowing process. This will take about a day per splice location, and 3 days per span of testing to confirm fiber is accepted and ready for use.

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The entirety of the route will be on previously disturbed or developed roadway right of way. This includes installations parallel to US & State highways and city & county roads.

— — —
Upload Map Images:

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— — —
Template Table of Funded Partners and Unfunded Collaborators

List all funded and unfunded project collaborators, including partners, subrecipients, match providers, major contractors/supplies, details on role/scope of work for project. A fillable Template of Funded Partners and Unfunded Collaborators can be found in found in the MMG ZIP folder.

Personal Information / Proprietary Information

Certificate of Operational Capability

Each applicant must supply a certification from an officer-level employee (or individual of comparable rank) attesting to the applicant's operational capability to complete and operate the proposed project.

If the applicant has provided a voice and/or broadband internet access service, it must supply a certification from an officer-level employee (or individual of comparable rank) attesting that it has filed FCC Form 477s and the Broadband DATA Act submission, if applicable, to the extent required during this time period and otherwise complied with the Commission's rules and regulations. Alternatively, the applicant must explain any pending or completed enforcement action, civil litigation, or other matter in which it was alleged to have failed to comply with Commission rules or regulations.

If the applicant has operated only an electric transmission or distribution service, it must submit qualified operating or financial reports that it has filed with the relevant financial institution for the relevant time period along with a certification that the submission is a true and accurate copy of the reports that were provided to the relevant financial institution.

If applicable, the applicant must submit a certification from an officer-level employee (or individual of comparable rank) that it has operated a middle mile broadband network for at least two years or that it is a wholly owned subsidiary of such an entity and must specify the number of years the applicant or its parent company has been operating.

Zayo Certification of Operational Capability-09-30-2022 02-00-NKB Consulting-GRN-001217.docx.pdf,
2022-11-21-2022 10-44-Zayo Group, LLC-GRN-001217.11.21 Operational Capability Certificate.pdf

Certification of Financial Capability

Each applicant must supply a certification from an officer-level employee (or individual of comparable rank) attesting that it is financially qualified to meet the obligations associated with a project, that they will have available funds for all project costs that exceed the amount of the grant, and that they will comply with all MMG Program requirements, including service milestones.

Zayo Certification of Financial Capability-09-30-2022 02-02-NKB Consulting-GRN-001217.docx.pdf

Letter of Credit

During the application process, each applicant must submit a letter from a bank meeting eligibility requirements consistent with those set forth in 47 C.F.R. § 54.804(c)(2) committing to issue an irrevocable stand-by letter of credit, in the required form, to the applicant. The letter shall at a minimum provide the dollar amount of credit offered and the issuing bank's agreement to follow the

terms and conditions of NTIA's model letter of credit. NTIA shall publish on its website a model letter of credit substantially similar to the model letter of credit established by the Federal Communications Commission in connection with the Rural Digital Opportunity Fund (RDOF - Rural Digital Opportunity Fund Order, 35 FCC Rcd at 773-77, Appx. C.).

NTIA will ensure, prior to issuing a middle mile grant award, that each eligible entity obtains an acceptable, irrevocable standby letter of credit in a value of no less than 25 percent of the award amount.

Each eligible entity shall provide with its letter of credit an opinion letter from its legal counsel clearly stating, subject only to customary assumptions, limitations, and qualifications, that in a proceeding under Title 11 of the United States Code, 11 U.S.C. § 101 et seq. (the "Bankruptcy Code"), the bankruptcy court would not treat the letter of credit or proceeds of the letter of credit as property of the winning bidder's bankruptcy estate under Section 541 of the Bankruptcy Code.

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Audited Financial Statement (Previous 3 Years)

Each applicant shall submit financial statements from the most recent fiscal year that are audited by an independent certified public accountant. If the applicant is not audited in the ordinary course of business, in lieu of submitting audited financial statements it must submit unaudited financial statements from the three prior fiscal years and certify that it will provide financial statements from the three prior fiscal years that are audited by an independent certified public accountant by an NTIA specified deadline.

*You must provide 3 years of audited financial statements.

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Historical Financial Statements (Previous 3 Years)

Each applicant shall submit financial statements from the three prior fiscal years that are audited by

an independent certified public accountant. If the applicant is not audited in the ordinary course of business, in lieu of submitting audited financial statements it must submit unaudited financial statements from the three prior fiscal years and certify that it will provide financial statements from the three prior fiscal years that are audited by an independent certified public accountant by an NTIA specified deadline.

*You must provide 3 years of historical financial statements.

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Budget Narrative

Applicants will create and submit a budget narrative that adequately describes all proposed activities and costs for their grant-funded project. Applicants must complete the file template, fill in all required information, and upload the file

. The file must be uploaded as a Word file, and not converted to a PDF. You can find additional guidance in the MMG Application Guidance.

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Template Detailed Budget Justification

The Detailed Budget Justification spreadsheet must reflect the cost categories that appear on the SF-424 and SF-424C and include itemized calculations for each cost placed under those categories. A fillable Template Detailed Budget Justification can be found in found in the MMG ZIP folder.

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Any other funding provided for this project?

No

Template Pro Forma

Pro forma financial projection and analysis related to the project's sustainability, inclusive of subscriber (e.g., last mile network connections, other wholesale services), across an eight-year forecast period. A fillable Template Pro Forms can be found in the MMG ZIP folder.

Personal Information / Proprietary Information

MMG Budget Narrative Template

GRN-001217 –Revised 5/5/23

Applicant Name: **Zayo** (Dallas to El Paso - Middle Mile Underserved Project)

Applicant Type:

Proposed Period of Performance: **Personal Information / Proprietary Information**

Zayo accepted, per the NIST recommendation on 5.2.23, moving the project period to 3 years and 6 months; assuming a start date of June 1, 2023.

Start: **Personal Information / Proprietary Information**

Total Project Costs: (\$91,887,375)

Total Federal Grant Request: (\$55,132,425)

Total Matching Funds (Cash): (\$36,754,950)

Total Matching Funds (In-Kind): (\$)

Total Matching Funds (Cash + In-Kind): (\$36,754,950)

Total Matching Funds (Cash + In-Kind) as Percentage of Total Project Costs: (40%)

Summary

Total project cost is \$91,887,375. Construction consists of five phases. **Personal Information / Proprietary Information**

Personal Information / Proprietary Information

Personal Information / Proprietary Information

Personal Information / Proprietary Information Zayo is requesting Middle Mile Grant Program funding to build 649 miles, 31 access points (ILAs), and nine towers to complete the route.

Summary	MMGP Request)
Route Miles	649 miles
Route footage	3,428,167 ft
Access Points (ILAs)	31
Towers	9

Please note that there was an error in the Executive Summary stating that the total route miles were 644, the correct route miles are 649.

This unique 649-mile route will pass eight unserved areas that have 401 Community Anchor Institutions. The project will take approximately Personal Information / Proprietary Information. Below is the project schedule followed by the budget narrative.

Zayo Update 5.5.23

Zayo accepted, per the NIST recommendation on 5.2.23, moving the project period to 3 years and 6 months; assuming a start date of June 1, 2023.

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Detailed Capital Investment Schedule

The total project costs are \$91,887,375. Zayo is requesting a 60% Federal Grant \$55,132,425 for this project. Below is the project capital spend related to the project timeline and milestones.

Personal Information / Proprietary Information



#1 Administrative and Legal expenses will commence at contract award (Personal Information) and end upon completion of the project, which concludes with final acceptance (Personal Information). Spending will be evenly distributed over that period (Personal Information / Proprietary Information).

#2 Land, Structures, Rights-of-Way, Appraisals expenses will commence with site selection (Personal Information / Proprietary Information) and end with permitting (Personal Information / Proprietary Information). Spending will be front loaded during the period (Personal Information / Proprietary Information) and the remaining (Personal Information / Proprietary Information) will be spent during (Personal Information / Proprietary Information) as the project progresses to account for any final updates.

#4 Architecture and Engineering expenses will commence with site selection (Personal Information / Proprietary Information) and end with final acceptance (Personal Information / Proprietary Information). Spending will be front loaded during the period (Personal Information / Proprietary Information) and the remaining (Personal Information / Proprietary Information) will be spent during (Personal Information / Proprietary Information) as the project completes to account for any final updates.

#5 Other Architectural and Engineering expenses will commence with site selection (Personal Information / Proprietary Information) and end with permitting (Personal Information / Proprietary Information). Spending will be limited to (Personal Information / Proprietary Information) and accelerate to (Personal Information / Proprietary Information). The remaining (Personal Information / Proprietary Information) will be spent during (Personal Information / Proprietary Information) as the project permitting process completes to account for any final updates.

#6 Project Inspection expenses will commence with physical construction (Personal Information / Proprietary Information) and end with final acceptance (Personal Information / Proprietary Information). Spending will be back-end loaded (Personal Information / Proprietary Information) and will grow gradually through the (Personal Information / Proprietary Information).

#9 Construction (includes equipment) expenses will commence at contract award (Personal Information / Proprietary Information) and end upon completion of the project which concludes with final acceptance (Personal Information / Proprietary Information). Upon contract award (Personal Information / Proprietary Information) will be made as down payments for long lead items. Spending will pick back up as construction begins and there will be progress payments as work completes.

#12 Contingency expenses will commence at the physical construction phase (Personal Information / Proprietary Information) and end upon completion of the project which concludes with final acceptance (Personal Information / Proprietary Information). Spending will be back-end loaded over (Personal Information / Proprietary Information).

Fiscal Sustainability:

Over the past ten years Zayo has deployed over 42 large long haul/middle mile programs similar to this Dallas to El Paso route. Zayo has successfully operated a middle mile and long haul network for over a decade through strong governance processes. Zayo's investment horizon is 15 to 20 years, longer than most of its competitors.

Zayo's Governance Criteria and Practices:

1. (Personal Information / Proprietary Information)
2. FP&A analysts are assigned to the program to ensure strong cost management.
3. Zayo has an established RFP and vendor management engine that is leveraged to optimize cost (balancing expense and quality).
4. Sales incentives are designed to promote middle mile strategies and the growth for each invested program.
5. Project Management bonuses are designed to meet budget and schedule targets.

6. In addition to any government reporting requirements, each program is tracked on a daily, weekly, monthly, quarterly and annual basis. Operation and financial KPIs are established from the beginning.

Dallas to El Paso meets Zayo's investment criteria and is fiscally sustainable.

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1. Administrative and Legal Expenses - (\$1,719,453)

Zayo Update 5.5.23

Zayo has corrected the rounding issues and updated this file and the budget spreadsheet. There is no change to the request amount. Changes are highlighted in yellow.

Project Management (Personal Information / Proprietary Information) – Staff time estimated (Personal Information / Proprietary Information) per hour (exact staff TBD) to complete management activities for overall coordination across all functional groups to ensure the project is on-time and within budget. Hourly rates are blended rates based on historical rates used by Zayo and external vendors for similar work. The number of hours are based on history from Zayo and external vendors for similar work. Project Management \$/Hr is based on average base salary of (Personal Information / Proprietary Information)★

Personal Information / Proprietary Information

Administration (Personal Information / Proprietary Information) – Staff time estimated time hours of (Personal Information / Proprietary Information) per hour to complete mandatory grant activities such as completing reports, responding to audit requirements, conducting budgetary activities, and other required activities to meet the reporting and compliance requirements. Hourly rates are blended rates based on historical

rates used by Zayo and external vendors for similar work. The number of hours are based on history from Zayo and external vendors for similar work. Administration \$/Hr is based on average base salary of **Personal Information / Proprietary Information**

Legal Fees **Personal Information / Proprietary Information** – Legal time estimated **Personal Information / Proprietary Information** per hour to support in the development of agreements and MOUs between the various organizations involved in the grant, to include sub-grantees. Also, will conduct legal reviews for all contracts. Hourly rates are blended rates based on historical rates used by Zayo and external vendors for similar work. The number of hours are based on history from Zayo and external vendors for similar work. Legal \$/Hr is based on average base salary of **Personal Information / Proprietary Information**

Description	Unit Basis	Unit Cost	# of Units	Total Cost
Project Management	Hour	Personal Information / Proprietary Information	Personal Information / Proprietary Information	Personal Information / Proprietary Information
Administration	Hour	Personal Information / Proprietary Information	Personal Information / Proprietary Information	Personal Information / Proprietary Information
Legal Fees	Hour	Personal Information / Proprietary Information	Personal Information / Proprietary Information	Personal Information / Proprietary Information
Total				\$1,719,453

2. Land, Structures, Rights-of-Way, Appraisals, etc. - (\$12,220,581)

Underlying Rights (ROW, Easements) **Personal Information / Proprietary Information** – Cost estimate based on total new route footage of **Personal Information / Proprietary Information** per foot to complete activities for ROW and easements. The cost is based on past experience in nearby locations and industry rates. New Segments include: **Personal Information / Proprietary Information**

Land Purchase **Personal Information / Proprietary Information** – Cost estimated based total land acquisition of **Personal Information / Proprietary Information** per SqFt to complete activities for land purchase. The cost is based on past experience in nearby locations and industry rates. Totals include: 24 Larger ILAs **Personal Information / Proprietary Information**, 7 Smaller ILAs **Personal Information / Proprietary Information** and 9 Towers **Personal Information / Proprietary Information**.

ILA Addition **Personal Information / Proprietary Information** – Cost estimated based on 31 ILA Shelters **Personal Information / Proprietary Information** per site to complete activities for ILAs. ILA addition, based on **Personal Information / Proprietary Information**, buildings to support 432ct cable. A Total of 31 ILAs consisting of 4 Larger ILAs **Personal Information / Proprietary Information**, 20 Smaller ILAs **Personal Information / Proprietary Information** and 7 Handheld(s). The cost is based on past experience in nearby locations and industry rates.

Towers (Personnel Information / Proprietary Information) – Cost estimated based on 9 Towers (Personnel Information / Proprietary Information) per site to complete activities for Tower implementation. Standard 180' Tower - Compound (75' X 75') The cost is based on past experience in nearby locations and industry rates.

Description	Unit Basis	Unit Cost	# of Units	Total Cost
Underlying Rights (ROW, Easements)	Foot	(Personnel Information / Proprietary Information)	(Personnel Information / Proprietary Information)	(Personnel Information / Proprietary Information)
Land Purchase	Foot	(Personnel Information / Proprietary Information)	(Personnel Information / Proprietary Information)	(Personnel Information / Proprietary Information)
ILA Addition	Item	(Personnel Information / Proprietary Information)	(Personnel Information / Proprietary Information)	(Personnel Information / Proprietary Information)
Towers	Item	(Personnel Information / Proprietary Information)	(Personnel Information / Proprietary Information)	(Personnel Information / Proprietary Information)
Total				\$ 12,220,581

3. Relocation expenses and payments - (\$0)

Included in contingency fees

4. Architectural and Engineering Fees - (\$2,902,611)

Feasibility (Personnel Information / Proprietary Information) – Cost estimate based on total new route footage of 3,201,563 Linear Feet @ (Personnel Information / Proprietary Information) per foot to complete activities for ROW and easements. The cost is based on past experience in nearby locations and industry rates. New Segments include: (Personnel Information / Proprietary Information)

(Personnel Information / Proprietary Information)

(Personnel Information / Proprietary Information)

Engineering (Personnel Information / Proprietary Information) – Cost estimate based on total (new and overbuild) route footage of 3,428,167 Linear Feet @ (Personnel Information / Proprietary Information) per foot to complete activities for Engineering. The cost is based on past experience in nearby locations and industry rates. New Segments include: (Personnel Information / Proprietary Information)

(Personnel Information / Proprietary Information)

(Personnel Information / Proprietary Information)

(Personnel Information / Proprietary Information)

Permits (Personnel Information / Proprietary Information) – Cost estimate based on total (new and overbuild) route footage of 3,428,167 Linear Feet @ (Personnel Information / Proprietary Information) per foot to complete activities for Permits. The cost is based on past experience in nearby locations and industry rates. New Segments include: (Personnel Information / Proprietary Information)

(Personnel Information / Proprietary Information)

(Personnel Information / Proprietary Information)

(Personnel Information / Proprietary Information)

Description	Unit Basis	Unit Cost	# of Units	Total Cost
Feasibility	Foot	Person's Information / Proprietary Information	Person's Information / Proprietary Information	Person's Information / Proprietary Information
Engineering	Foot	Person's Information / Proprietary Information	Person's Information / Proprietary Information	Person's Information / Proprietary Information
Permits	Foot	Person's Information / Proprietary Information	Person's Information / Proprietary Information	Person's Information / Proprietary Information
Total				\$ 2,902,611

5. Other Architectural and Engineering Fees - (\$26,714)

Eng & Permitting Addr (Person's Information / Proprietary Information) – Cost estimate based on total new metro footage of Person's Information / Proprietary Information Linear Feet @ Person's Information / Proprietary Information per foot to complete activities for surveys and reroutes for metro segments. The cost is based on past experience in nearby locations and industry rates.

Personal Information / Proprietary Information

Description	Unit Basis	Unit Cost	# of Units	Total Cost
Eng & Permitting Addr	Foot	Person's Information / Proprietary Information	Person's Information / Proprietary Information	Person's Information / Proprietary Information
Total				\$ 26,714

6. Project Inspection Fees - (\$1,046,000)

Provide a narrative that includes a detailed description and justification of the estimated costs, proposed activities, and additional information as needed.

RR Flaggers (Person's Information / Proprietary Information) – Cost estimate based on 40 shifts @ Person's Information / Proprietary Information per shift to complete activities for RR Flaggers. The cost is based on past experience in nearby locations and industry rates.

Inspection (Person's Information / Proprietary Information) – Cost estimate based on 4 inspectors @ Person's Information / Proprietary Information per month per inspector to complete activities (includes salary and travel costs). Includes 4 Inspectors X 12 Months, 1 Inspector X 10 Months. The cost is based on past experience in nearby locations and industry rates.

Here is a summary of our calculations for inspector cost:

Inspector Cost / Month = Salary Costs + Travel Costs = Person's Information / Proprietary Information

Hourly rates and travel costs are blended rates based on historical rates used by Zayo and

external vendors for similar work.

Salary Cost Estimate:

$$\text{Salary/Month} = \text{Personnel Info} / \text{Hr} * 50 \text{ Hr} / \text{Week} * 4 \text{ Weeks} = \text{Personnel Information}$$

Travel Cost Estimate:

Monthly Travel Expense / Inspector = Lodging + Food + Mileage Cost = **Personnel Information** This is assuming that each inspector is working 20 days / month.

$$\text{Lodging} = \$ \text{Personnel Info} / \text{Night} * 20 \text{ nights} = \$ \text{Personnel Information}$$

$$\text{Food} = \text{Personnel Info} / \text{Day} * 20 \text{ days} = \text{Personnel Information}$$

Mileage Cost / Month = **Personnel Information** This is based on the location of the route and that most inspectors drive their own cars and are compensated by Zayo at \$0.655 / Mile * **Personnel Information / Personnel Information** miles / Month.

This is approximately 84 miles per day assuming round trip an average of 35 miles to the site, 14 miles on-site, and 35 miles back.

Mileage is a blended estimate based on historical data used by Zayo for similar work.

Total Inspection Fee Calculation:

$$(4 \text{ Inspectors} * 12 \text{ Months}) * \text{Personnel Information} + (1 \text{ Inspector} * 10 \text{ Months}) * \text{Personnel Information} = \text{Personnel Information / Personnel Information}$$

Description	Unit Basis	Unit Cost	# of Units	Total Cost
RR Flaggers	Item	Personnel Information / Proprietary Information	Personnel Information	Personnel Information
Inspection	Item	Personnel Information / Proprietary Information	Personnel Information	Personnel Information 000
Total				\$ 1,046,000

7. Site work - (\$0)

Provide a narrative that includes a detailed description and justification of the estimated costs, proposed activities, and additional information as needed.

Included in Construction Costs

8. Demolition and removal - (\$0)

Provide a narrative that includes a detailed description and justification of the estimated costs, proposed activities, and additional information as needed.

Included in Construction Costs

9. Construction- (\$67,672,016)

Provide a narrative that includes a detailed description and justification of the estimated costs, proposed activities, and additional information as needed.

Materials (Personal Information / Proprietary Information) – Cost estimate based on total (new and overbuild) route footage of Personal Information / Proprietary Information Linear Feet @ Personal Information per foot to complete activities for Materials. The cost is based on past experience and industry rates. New Segments include: Personal Information / Proprietary Information

[Redacted]

Construction Contract (Personal Information / Proprietary Information) – Cost estimate based on total (new and overbuild) route footage of Personal Information / Proprietary Information Linear Feet @ Personal Information per foot to complete activities for Construction Contract. The cost is based on past experience and industry rates. New Segments include: Personal Information

[Redacted]

Splicing & Testing (Personal Information / Proprietary Information) – Cost estimate based on total (new and overbuild) route footage of Personal Information / Proprietary Information Linear Feet @ Personal Information per foot to complete activities for Splicing & Testing. The cost is based on past experience and industry rates. New Segments include: Personal Information

[Redacted]

Description	Unit Basis	Unit Cost	# of Units	Total Cost
Materials	Foot	Personal Information / Proprietary Information	Personal Information / Proprietary Information	Personal Information / Proprietary Information
Construction Contract	Foot	Personal Information / Proprietary Information	Personal Information / Proprietary Information	Personal Information / Proprietary Information
Splicing & Testing	Foot	Personal Information / Proprietary Information	Personal Information / Proprietary Information	Personal Information / Proprietary Information
Total				\$ 67,672,016

10. Equipment - (\$0)

Provide a narrative that includes a detailed description and justification of the estimated costs, proposed activities, and additional information as needed.

Included in Construction Costs

11. Miscellaneous - (\$0)

Provide a narrative that includes a detailed description and justification of the estimated costs, proposed activities, and additional information as needed.

Included in Construction Costs

12. SUBTOTAL (\$85,587,375)

13. Contingencies - (\$6,300,000)

Provide a narrative that includes a detailed description and justification of the estimated contingency costs, if any, and additional information as needed. Any contingency costs must be reasonable.

Zayo has updated the Detailed Budget Justification to include formulas and corrected the rounding issues. The Budget Narrative has also been updated to address the rounding issues. All changes have been highlighted in the documents.

The contingency rate is typically a percentage ranging from [REDACTED] based on the perception of risk and level of unknowns. For this project Zayo has estimated a contingency rate 7.36% of the sub-total amount ([REDACTED]). The total contingency amount is the sum of a unique contingency rate for the Routing Changes, Lake/river Crossings, and Difficult/Sensitive Terrain as shown below.

The percentages are based on Zayo's history and external vendors from similar work.

Routing Changes ([REDACTED]) – [REDACTED] of subtotal. Cost estimate based on Changes to overall routing due to unknowns

Lake/river Crossings ([REDACTED]) – [REDACTED] of subtotal. Cost estimate based on Hubbar Creek & Fort Worth Lakes

Difficult/Sensitive Terrain (\$[REDACTED]) – [REDACTED] of subtotal. Cost estimate based on El Paso & Guadalupe Mountains

Description	Unit Basis	Unit Cost	# of Units	Total Cost
Routing Changes	Item	[REDACTED]	[REDACTED]	[REDACTED]
Lake/river Crossings	Item	[REDACTED]	[REDACTED]	[REDACTED]
Difficult/Sensitive Terrain	Item	[REDACTED]	[REDACTED]	[REDACTED]
Total				\$ 6,300,000

14. Subtotal 12 + 13 (\$91,887,375)

15. Project (program) income = \$0

Provide a narrative that includes a detailed description of the estimated program income, if any, to be earned during the grant period and additional information as needed

The definition of Program Income was not clear (Revenue, EBITDA or Net Income). Examples in the guidelines for Program Income included salvage material which is not applicable.

We assumed \$0 income. We assumed \$0 operating expenses in sections (1-13). As a result our total project costs represent only capital expenditures (Capex) for the project.

We believe the intent of the proforma was to capture cash flows and fiscal sustainability. The following summary of the Dallas to El Paso program meets Zayo’s investment criteria and is fiscally sustainable.

<u>Financial Metrics</u>	<u>2023-2030 (\$M)</u>
Federal Assistance	Person's Informa
Total Capex	Person's Informa
Total Expenses(Non-Capex)	Person's Informa
Break Even Amount (Total Capex+Expenses)	Person's Informa
Total Revenue	Person's Informa
Payback/Break-Even (yrs)	Person's Informa

16. Total Project Costs: (\$91,887,375)

OMB Control No. 0660-0046
Expiration Date: 11/30/2022

[illegible]

Total Site Work					\$0.00	\$0.00	\$0.00	\$0		0%	\$0	
8. Demolition and Removal												
Included in Construction Costs											\$ -	
											\$ -	
											\$ -	
											\$ -	
Total Demolition and Removal					\$0.00	\$0.00	\$0.00	\$0		0%	\$0	
9. Construction												
Materials	3-1.25" SDR-11, 432 Ribbon cable (15% waste + slack), 15% inflation factored in	Foot	\$7.84	3,428,167.00	\$26,876,829.00	\$16,126,097.00	\$10,750,732.00		Cash	40%	\$16,126,097	Updated calculation based on two decimal spaces
Construction Contract	CPF based on similar builds & construction	Foot	\$11.58	3,428,167.00	\$39,698,174.00	\$23,818,904.00	\$15,879,270.00		Cash	40%	\$23,818,904	
Splicing & Testing		Foot	\$0.32	3,428,167.00	\$1,097,013.00	\$658,208.00	\$438,805.00		Cash	40%	\$658,208	
Total Construction					\$67,672,016.00	\$40,603,209.00	\$27,068,807.00	\$0		40%	\$40,603,209	Updated calculations based on above changes
10. Equipment												
Included in Construction Costs												
Total Equipment					\$0.00	\$0.00	\$0.00	\$0		0%	\$0	
11. Miscellaneous												
Included in Construction Costs											\$ -	
											\$ -	
											\$ -	
											\$ -	
Total Miscellaneous					\$0.00	\$0.00	\$0.00	\$0		0%	\$0	
12. SUBTOTAL					\$85,587,375.00	\$51,352,425.00	\$34,234,950.00			40%	\$51,352,425	
13. Contingencies												
Routing Changes	Changes to overall routing due to unknowns	Item	\$3,600,000.00	1.00	\$3,600,000.00	\$2,160,000.00	\$1,440,000.00		Cash	40%	\$2,160,000	
Lake/river Crossings	Hubbar Creek & Fort Worth Lakes	Item	\$1,200,000.00	1.00	\$1,200,000.00	\$720,000.00	\$480,000.00		Cash	40%	\$720,000	
Difficult/Sensitive Terrain	El Paso & Guadalupe Mountains	Item	\$1,500,000.00	1.00	\$1,500,000.00	\$900,000.00	\$600,000.00		Cash	40%	\$900,000	
											\$0	
Total Contingencies					\$6,300,000.00	\$3,780,000.00	\$2,520,000.00	\$0.00		40%	\$3,780,000	
14. SUBTOTAL					\$91,887,375.00	\$55,132,425.00	\$36,754,950.00			40%	\$55,132,425	Updated calculations based on above changes
15. Project (program) income												
Break Even over 8 year Period	See Budget Narrative				\$0.00							
Total Project (program) income					\$0.00							
16. PROJECT TOTAL					\$91,887,375.00	\$55,132,425.00	\$36,754,950.00	\$0.00		40%	\$55,132,425	Updated calculations based on above changes

Zayo Network Diagram Map
Dallas, TX to El Paso, TX

Dallas to El Paso

Personal Information / Proprietary Information



NTIA MMG Program Table of Funded Projects

*entries highlighted in grey are examples

Administrative Role	Organization
Applicant	Zayo
Major Contractors/Suppliers	Personal Information / Proprietary Information
Major Contractors/Suppliers	
Major Contractors/Suppliers	
Major Contractors/Suppliers	
Subrecipients	Vertical Bridge
Applicant	Personal Information / Proprietary Information
Applicant	
Applicant	

[illegible]

ect Participants & Unfunded Collaborators

Street Address	City	State	Zip Code
1805 29th Street	Boulder	CO	80301
Personal Information / Proprietary Information			
Personal Information / Proprietary Information			
750 Park of Commerce Drive, Suite 200	Boca Raton	FL	33487
out to bid			

[illegible]

Details on Role	Scope of Work Description:	Scope of Work: Total Project Cost
Applicant	Project Management, Administration, Legal Fees, Land Purchase, Inspectors, and flaggers	Personal Information / Proprietary Information
Conduit vendor	Personal Information / Proprietary Information	
Fiber optic cable vendor		
Personal Information / Proprietary Information		
Tower Partner	Construction of 9, 180' Cellular Towers and 75'x75' cellular compounds	Personal Information / Proprietary Information
	Personal Information / Proprietary Information	

[illegible]

Expiration Date: 11/30/2022

Scope of Work: Federal Funding Amount Requested	Applicant's In-Kind Match Valuation	Applicant's Cash match
Personal Information / Proprietary Information	\$ -	Personal Information / Proprietary Information
	\$ -	
	\$ -	
	\$ -	
	\$ -	
	\$ -	
	\$ -	

[illegible]



Vertical Bridge REIT, LLC

750 Park of Commerce Drive, Suite 200

Boca Raton, FL 33487

+1 (561) 948 - 6367

VerticalBridge.com

September 27, 2022

The Honorable Alan B. Davidson
Assistant Secretary for Communications and Information and Administrator, National
Telecommunications, and Information Administration
U.S. Department of Commerce
1401 Constitution Avenue, NW
Washington, DC 20230


Dear Assistant Secretary Davidson:

The purpose of this letter is to express our support for this application by the Zayo Group under the Middle Mile Grant Program (MMGP). We are pleased to partner with Zayo in this application. Under this proposal, Vertical Bridge would construct towers along the proposed fiber route. Our towers will provide middle mile infrastructure that can host wireless internet service providers.

Sincerely,

A handwritten signature in black ink, appearing to read "Dale Carey".

Dale Carey
EVP, Strategy and Convergence

FORM CD-450 (REV. 10/18)		U.S. DEPARTMENT OF COMMERCE		X GRANT		COOPERATIVE AGREEMENT	
FINANCIAL ASSISTANCE AWARD				FEDERAL AWARD ID NUMBER			
				08-40-MM217			
RECIPIENT NAME Zayo Group, LLC				PERIOD OF PERFORMANCE 07/01/2023 - 12/31/2026			
STREET ADDRESS 1805 29th Street; Suite 2050				FEDERAL SHARE OF COST \$55,132,425.00			
CITY, STATE ZIP Boulder, CO 80301-1067				RECIPIENT SHARE OF COST \$36,754,950.00			
AUTHORITY 47 U.S.C. Sec. 1741				TOTAL ESTIMATED COST \$91,887,375.00			
CFDA NO. AND NAME 11.033 Middle Mile (Broadband) Grant Program							
PROJECT TITLE: Zayo El Paso to Dallas Middle Mile							
<p>This Award Document (Form CD-450) signed by the Grants Officer constitutes an obligation of Federal funding. By signing this Form CD-450, the Recipient agrees to comply with the Award provisions checked below and attached. Upon acceptance by the Recipient, the Form CD-450 must be signed by an authorized representative of the Recipient and returned to the Grants Officer. If not signed and returned without modifications by the Recipient within 30 days of receipt, the Grants Officer may unilaterally withdraw this Award offer and de-obligate the funds.</p> <p>X DEPARTMENT OF COMMERCE FINANCIAL ASSISTANCE STANDARD TERMS AND CONDITIONS</p> <p>R & D AWARD</p> <p>FEDERAL-WIDE RESEARCH TERMS AND CONDITIONS, AS ADOPTED BY THE DEPT. OF COMMERCE</p> <p>X SPECIFIC AWARD CONDITIONS</p> <p>X LINE ITEM BUDGET</p> <p>X 2 CFR PART 200, UNIFORM ADMINISTRATIVE REQUIREMENTS, COST PRINCIPLES, AND AUDIT REQUIREMENTS, AS ADOPTED PURSUANT TO 2 CFR § 1327.101</p> <p>X 48 CFR PART 31, CONTRACT COST PRINCIPLES AND PROCEDURES</p> <p>MULTI-YEAR AWARD. PLEASE SEE THE MULTI-YEAR SPECIFIC AWARD CONDITION.</p> <p>X OTHER(S):GENERAL TERMS AND CONDITIONS for the NTIA MIDDLE MILE GRANT PROGRAM, April 2023</p>							
SIGNATURE OF DEPARTMENT OF COMMERCE GRANTS OFFICER						DATE	
Andrew Rittgers						06/15/2023	
PRINTED NAME, PRINTED TITLE, AND SIGNATURE OF AUTHORIZED RECIPIENT OFFICIAL						DATE	
ANDREW RITTGERS  Digitally signed by ANDREW RITTGERS Date: 2023.06.15 11:23:33 -06'00'							

Award Number: 08-40-MM217, Amendment Number 0

Federal Program Officer: Mike Tibodeau

Requisition Number: MM1217

Employer Identification Number: 262012549

UEI Number: EACWBKJV6636

Recipient ID: 0825146

Requestor ID: 0825146

Award ACCS Information

Bureau	FCFY	Project-Task	Organization	Object Class	Obligation Amount
61	2023	4720001-000	06-00-0000-00-00-00-00	41-19-00-00	\$55,132,425.00

Award Contact Information

Contact Type	Contact Name	Email	Phone
Administrative	Jerry E Terkelson	Personal Information / Proprietary Information	Personal Information / Proprietary

NIST Grants Officer:

Andrew Rittgers
100 Bureau Drive, MS 1650
Gaithersburg, MD 20899-1650

NIST Grants Specialist:

Kelley Boatwright
100 Bureau Drive, MS 1650
Gaithersburg, MD 20899-1650
(301) 975-4201

**NATIONAL INSTITUTE OF STANDARDS AND TECHNOLOGY
MIDDLE MILE GRANT PROGRAM
FINANCIAL ASSISTANCE
SPECIFIC AWARD CONDITIONS**

1. Introduction:

The National Institute of Standards and Technology (NIST), servicing for the National Telecommunications and Information Administration (NTIA), hereby enters into this Grant number 08-40-MM217 with Zayo Group LLC to support the work described in the proposal entitled “Zayo El Paso to Dallas Middle Mile” dated 9/30/2022 and revised 5/8/2023, which are hereby incorporated into this award by reference. Where the terms of this award and the proposal differ, the terms of this award shall prevail.

2. Recipient Contact Information:

Administrative:

Jerry E. Terkelson
Government Compliance Specialist
Zayo Group LLC
1805 29th Street; Suite 2050
Boulder, CO 80301-1067

Personal Information / Proprietary Information

3. NTIA Contact Information:

Federal Program Officer

Mike Tibodeau
National Telecommunications and Information Administration
US Department of Commerce
1401 Constitution Ave., NW
Washington, DC 20230
Telephone: 202-480-7766
Email: mtibodeau@ntia.gov

4. NIST Contact Information:

Grants Officer:

Andrew Rittgers
National Institute of Standards and Technology
325 Broadway
Boulder, CO 80305
Telephone: 303-497-7307
Email: andrew.rittgers@nist.gov

Grants Specialist:

Kelley Boatwright

National Institute of Standards and Technology

100 Bureau Drive, Mail Stop 1650

Gaithersburg, MD 20899-1650

Telephone: 301-975-4201

Email: Kelley.Boatwright@nist.gov

5. Award Payments:

This award is hereby funded through advanced payments using the Department of Treasury's Automated Standard Application for Payments (ASAP) system. Payments will be issued in accordance with 2 CFR § 200.305 and the Department of Commerce Financial Assistance Standard Terms and Conditions, B.02, dated November 12, 2020.

Payments for allowable costs may be drawn down as needed by the Recipient enrolled in ASAP. Funds may be requested through ASAP by the authorized *Payment Requestor* who is the individual designated by the Recipient to access Federal funds.

This award has the following control or withdrawal limits set in ASAP:

- ☐ None
- ☐ Agency Review required for all withdrawals (see explanation below)
- ☐ Agency Review required for all withdrawal requests over \$_____ (see explanation below)
- ☒ Maximum Draw Amount controls (see explanation below)
 - \$_____ each month
 - \$_____ each quarter
 - \$_____ \$0.00 Max drawdown amount

Explanation:

Environmental Assessment & National Historic Preservation Act Compliance Requirements restriction

The total amount of Federal funding is hereby withheld until the requirements identified in the National Institute of Standards and Technology General Terms and Conditions for the NTIA Middle Mile Grant Program, Term #11 – Environmental Assessment and #12 – National Historic Preservation Act (Six-Month Expenditure Plan), are satisfied.

Contingency Costs

Federal funding in the amount of \$3,780,000.00 is hereby withheld until approval of SAC #20 Contingency Costs to request drawdown of funds designed specifically for contingency costs.

6. Return Payments for Funds Withdrawn through ASAP:

Funds that have been withdrawn through ASAP may be returned to ASAP via the Automated Clearing House (ACH) or via FEDWIRE. The ACH or FEDWIRE transaction may only be completed by the Recipient's financial institution. Full or partial amounts of payments received by a Payment Requestor/Recipient Organization may be

returned to ASAP. All funds returned to the ASAP system will be credited to the ASAP Suspense Account. The Suspense Account allows the Regional Financial Center to monitor returned items and ensure that funds are properly credited to the correct ASAP account. Returned funds that cannot be identified and classified to an ASAP account will be dishonored and returned to the originating depository financial institution (ODFI). The Payment Requestor/Recipient Organization should notify the NIST Grants Office and provide a reason whenever return payments are made.

It is essential that the Payment Requestor/Recipient Organization provide its financial institution with ASAP account information (ALC, Recipient ID and Account ID) to which the return is to be credited. Additional detailed information is accessible at: <https://www.fiscal.treasury.gov/asap/>.

7. Period of Performance and Funding Limitations:

The period of performance and budget incorporated into this award cover **three years and six month** period of performance and provide for a maximum total amount of **\$55,132,425.00** in Federal funding. This award is being fully funded via this award action.

The maximum amount of NTIA funding in support of this award will not exceed the amount specified in the award documents, unless otherwise amended in writing by the NIST Grants Officer. The Department of Commerce is not liable for any obligations, expenditures, or commitments which involve any amount in excess of the Federal funds being made available pursuant to this award.

8. Federal and Non-Federal Cost Sharing:

As directed by Section 60401(f) of the Infrastructure Act, each recipient must commit to a non-federal cost share of no less than 30 percent of the total project cost, unless exempted through a partial or complete waiver for Tribal governments and Native entities.

Pursuant to this award, NIST hereby approves the committed non-federal cost share in the amount of \$36,754,950.00 per the proposal's budget on the part of the recipient and becomes a binding requirement under subject award (*see* 2 CFR §200). The cost sharing ratio for this award is **60%** Federal share and **40%** Non-Federal share. See 2 CFR §200.306 and Department of Commerce Financial Assistance Standard Terms and Conditions, Section B.03 for the treatment of cost sharing.

9. Letter of Credit and Opinion Letter

Pursuant to the NOFO, the recipient must submit an irrevocable standby letter of credit in a value of no less than 25% of the award amount. The recipient also must provide with its letter of credit an opinion letter from its legal counsel clearly stating, subject only to customary assumptions, limitations, and qualifications, that in a proceeding under Title 11 of the United States Code, 11 U.S.C. § 101 *et seq.* (the "Bankruptcy Code"), the bankruptcy court would not treat the letter of credit or proceeds of the letter of credit

as property of the winning bidder's bankruptcy estate under Section 541 of the Bankruptcy Code.

The recipient may obtain a new letter of credit or renew its existing letter of credit to reduce its value in accordance with the following limitations:

- Upon demonstrating to the satisfaction of the Assistant Secretary that it has completed the buildout of 40 percent of project miles, an eligible entity may obtain a new letter of credit or renew its existing letter of credit so that it is valued at no less than 20 percent of the award amount.
- Upon demonstrating to the satisfaction of the Assistant Secretary that it has completed the buildout of 60 percent of project miles, an eligible entity may obtain a new letter of credit or renew its existing letter of credit so that it is valued at no less than 15 percent of the award amount.
- Upon demonstrating to the satisfaction of the Assistant Secretary that it has completed the buildout of 80 percent of project miles, an eligible entity may obtain a new letter of credit or renew its existing letter of credit so that it is valued at no less than 10 percent of the award amount.

10. Notice of Funding Opportunity – Middle Mile Grant Program

The Department of Commerce, National Telecommunications Information Administration Notice of Funding Opportunity (NOFO) No. NTIA-MMG-2-2022, Middle Mile Grant Program, dated May 13, 2022, is incorporated by reference into this award. It is accessible at: <https://www.grants.gov/web/grants/view-opportunity.html?oppId=340300>. Select “Closed” or “Archived” Opportunity Status to view the NOFO.

11. Department of Commerce Pre-Award Notification Requirements for Grants and Cooperative Agreements:

The Department of Commerce Pre-Award Notification Requirements for Grants and Cooperative Agreements as published in the Federal Register on December 30, 2014 (79 FR 78390) is incorporated by reference into this award. It is accessible at: <http://www.gpo.gov/fdsys/pkg/FR-2014-12-30/pdf/2014-30297.pdf>.

12. Department of Commerce Financial Assistance Standard Terms and Conditions:

As indicated on the Form CD-450 for this award, the Department of Commerce Financial Assistance Standard Terms and Conditions (ST&C) issued November 12, 2020 are incorporated by reference into this award. The Department’s ST&C, as well as a link to 2 CFR Part 200, are accessible at: <https://www.commerce.gov/oam/policy/financial-assistance-policy>

13. Bi-annual Performance and Financial Reporting Requirements

The Recipient must submit a Federal Financial Report (SF-425), and Performance Progress Report on a semi-annual basis for the periods ending March 31 and September 30, or any portion thereof.

NIST Financial Assistance Award Number: 08-40-MM217

Amendment: NEW

Recipient: Zayo Group LLC

Reports are due no later than 30 calendar days following the end of each reporting period. A final SF-425 and Performance Progress Report (Closeout) must be submitted within 120 days after the expiration of the period of performance. Subrecipients are required to submit their final performance report to the pass-through entity within 90 calendar days unless an extension has been granted.

All SF-425 and Performance Progress Reports must, at minimum, comply with the reporting requirements and contain all information and certifications specified in the NOFO.

All SF-425 and Performance Progress Reports must be submitted to the NTIA Grants Portal at <https://grants.ntia.gov/>, with copy to the Federal Program Officer, within the prescribed timeframes identified in the terms and conditions of the award.

The Recipient organization name, NIST award number, and reporting period must be included in the submission. The Recipient contact information should be included in the body of the message. To the greatest extent possible, SF-425 and Performance Progress Reports should be submitted together in the same submission.

SF-425 and Performance Progress Reports must not be sent directly to NIST/NTIA personnel, other than when copying the Federal Program Officer on submissions to the <https://grants.ntia.gov/> Portal.

Any SF-425 or Performance Progress Reports sent directly to NIST/NTIA personnel will be returned to the sender with instructions on how to submit through the <https://grants.ntia.gov/> Portal.

No other correspondence may be sent through this Portal; timely responses to any other inquiries received in this mailbox are not guaranteed. The Portal will not be used for any other purpose except for purposes identified above.

Eligible entities that receive an award shall comply with any other reasonable reporting requirements determined necessary by the NTIA Assistant Secretary.

**14. Department of Commerce Financial Assistance Standard Terms and Conditions
Section B.06 Indirect or Facilities and Administrative Costs:**

NIST will reimburse the Recipient for indirect or F&A costs in accordance with 2 C.F.R. § 200.414 and Section B.06. of the Department of Commerce Financial Assistance Standard Terms and Condition, dated November 12, 2020.

If an indirect cost rate has not been established, and NIST is identified as the cognizant agency for indirect costs in accordance with 2 C.F.R. § 200.1, “Cognizant agency for indirect costs,” within 90 calendar days of the award start date, the Recipient must electronically submit to gmdaudit@nist.gov the documentation (indirect cost rate proposal, cost allocation plan, etc.) necessary to allow NIST to perform an indirect cost rate proposal review. Organizations that have previously established indirect cost rates

with NIST must submit a new indirect cost rate proposal for indirect costs within six months after the end of the organization's fiscal year.

If your submission includes Personally Identifiable Information (PII) or Business Identifiable Information (BII), please send an email to gmdaudit@nist.gov to request a secure link.

The requirements for determining the relevant cognizant agency and for developing and submitting indirect (F&A) cost rate proposals and cost allocation plans are contained in 2 C.F.R. § 200.414 and in Appendices III-VII to 2 C.F.R. Part 200. For additional guidance on preparing indirect cost proposals, please review the Department of Labor's Guide for Indirect Cost Determination at: <https://www.dol.gov/oasam/boc/dcd/np-comm-guide.htm>. Section I.B and I.C lists the various types of indirect cost rates and the circumstances under which such rates would apply. The guide also addresses common indirect cost problems and contains useful FAQs.

15. Unfunded Grant Actions Mailbox (UGAM):

Requests for unfunded award actions, which include, but are not limited to, requests for no-cost extension, change in key personnel, change in scope of work, budget revisions, award transfer, and novation, must be submitted to: UGAM@nist.gov, within the prescribed timeframes identified in the terms and conditions of the award.

Unfunded award action requests and related correspondence, including justification to support the request, sent to the mailbox must contain the following information in the email subject line: (1) Recipient name; (2) NIST award number; (3) Principal Investigator/Project Director; and (4) Action being requested (e.g. no cost extension, change in key personnel, etc.).

Unfunded award action requests must not be sent directly to NIST personnel (e.g. Grants Specialist, Grants Officer, Administrative Assistant, GMD Division Chief, Federal Program Officer, etc.).

Any requests sent directly to NIST personnel will be returned to the sender with instructions on how to submit through the UGAM@nist.gov mailbox.

No other correspondence may be sent through this mailbox; timely responses to any other inquiries received in this mailbox are not guaranteed. The mailbox will not be used for any other purpose except for purposes identified above.

Requests that are processed will be authorized via a Form CD-451 Amendment to the Financial Assistance Award or a Non-Funded Administrative Change Letter.

16. Climate Resilience

Because retrofitted and new infrastructure for broadband might be expected to have a lifetime of 20 years or more, the Recipient must account not only for current risks but

also for how the frequency, severity, and nature of these extreme events may plausibly evolve as our climate continues to change over the coming decades.

Accordingly, the recipient must develop a plan for regularly assessing the changing weather and climate risks that could impact the network. Such a plan must demonstrate that the risks are understood and characterized to account for and respond to these areas for the 20 years following deployment, utilizing at least one resource or tool at <https://toolkit.climate.gov/content/understanding-climate-risk-resources-ntia-applicants>. The plan should also detail how the weather and climate risks identified are addressed through avoidance and/or mitigation for the network. The plan should articulate how this process of evaluating the updated climate and weather risk and incorporating that information into the network design, maintenance, upgrades, or similar will be performed at least once during the period of performance and periodically over the life of the project.

The recipient is to report on its climate risk reanalysis in the biannual performance reports.

17. No Duplication of Federal Funding

No federal funds may be used to duplicate costs, services, connections, facilities, or equipment that have been authorized through another federal program. To the extent that a Middle Mile Program project is later deemed to include duplicate funding from another federal program, the NIST Grants Office and NTIA reserve the right to disallow the costs associated with the duplication of federal funds or service and/or to reallocate the funds to allowable activities within the project.

18. Signage and Public Acknowledgements:

The Recipient is required to post project signage and to include public acknowledgments in published and other collateral materials (e.g., press releases, marketing materials, webpages, plaques) satisfactory in form and substance to NIST, that identifies the nature of the project and indicates that “the project is funded by the Infrastructure Investment and Jobs Act. The Recipient employing project signage is required to use the official Investing in America emblem in accordance with the Official Investing in America Emblem Style Guide: <https://www.whitehouse.gov/wp-content/uploads/2023/02/Investing-in-America-Brand-Guide.pdf>. Costs associated with signage and public acknowledgments must be reasonable and limited. Signs or public acknowledgments should not be produced, displayed or published if doing so results in unreasonable cost, expense, or recipient burden. The Recipient is encouraged to use recycled or recovered materials when procuring signs. Any construction site signage should be displayed throughout the construction phase of the project in an easily visible location directly linked to the work taking place. The Recipient is responsible to maintain the signage in good condition throughout the construction period.

19. Equipment:

A. Estimated Useful Life and Compliance with 2 C.F.R. § 200.313. For purposes of this award, the estimated useful life of the equipment to be acquired by the recipient varies from the date that such equipment is placed into service on the project. Additional useful life guidance will be forthcoming. During the estimated useful life of the equipment, the recipient must adhere to the requirements contained in the terms and conditions of the award, including adherence to the use, management, and disposition requirements set forth in 2 C.F.R. § 200.313.

B. UCC-1 Filing & Attorney's Certification. Pursuant to 2 C.F.R. § 200.316, within 30 calendar days of acquiring all or any portion of the equipment under this award, the recipient shall properly file a UCC-1 with the appropriate State office where the equipment will be located in accordance with the State's Uniform Commercial Code (UCC). The UCC filing(s) must include the below or substantively similar language providing public notice of the Federal Interest in the equipment acquired with NTIA Middle Mile funding. Also, a clear and accurate inventory of the subject equipment must be attached to and filed with the UCC-1.

The Equipment set forth at Attachment A hereto was acquired with funding under a financial assistance award (Award Number 08-40-MM217) issued by the National Institute of Standards and Technology, U.S. Department of Commerce. As such, the U.S. Department of Commerce retains an undivided equitable reversionary interest (Federal Interest) in the Equipment for the estimated useful life thereof, from when the equipment is placed into service on the project.

In addition, within 15 calendar days following the required UCC filing(s), the recipient must be ready if requested by the Grants Officer to provide the Grants Officer with complete and certified copies of the filed UCC forms and attachments for the equipment acquired with NTIA Middle Mile funding, along with a certification from legal counsel, licensed by the State within which the filings were made (Attorney's Certification), that the UCC filing was properly executed and filed in accordance with applicable state law. The Attorney's Certification must include the below or substantively similar language:

NIST Award Number: 08-40-MM217

Pursuant to 28 U.S.C. § 1746, I hereby certify as follows:

I am legal counsel at _____.

I am licensed to practice law in the State of _____ having been a license holder of said state and in good standing since _____.

Attached hereto is a certified copy of UCC-1 form(s) reflecting that this document was filed in the _____ on _____, 202x, bearing the following filing

*information [insert filing data, e.g., instrument number, etc.) and consists of _____
recorded pages as certified by the Secretary of State of _____.*

*I certify that this UCC-1 form(s) has/have been validly executed and properly recorded
as noted above.*

I certify under the penalty of perjury that the foregoing is true and correct.

Executed on this _____ day of _____.

(Attorney name and title)

(Address and phone number)

In addition, during the estimated useful life of the equipment, the recipient is hereby authorized and directed by the Grants Officer to timely file any necessary UCC-3 continuation statements (or other filings) for the subject equipment consistent with the requirements set forth in this specific award condition. If requested by the Grants Officer, copies of all filed UCC continuation statements, together with an Attorney's Certification, must be submitted to the Grants Officer within 15 calendar days following each such filing. The UCC filing(s) and the accompanying Attorney's Certification(s) must be acceptable in form and in substance to the NIST Grants Officer. If the Grants Officer does not request the UCC filing(s) and Attorney's Certification, the recipient must continue to maintain records of the filing(s) and Attorney's Certification in compliance with 2 CFR § 200.334 Retention requirements for records.

20. Contingency Costs:

To the extent provided in the approved budget, contingency costs are generally allowable under the Middle Mile Program.

The Recipient's use of federal award funds for contingency costs must be pre-approved by the Grants Officer prior to the Recipient drawing down federal award funds for such costs. A Recipient request to draw down federal award funds for contingency costs must be made in writing to the Grants Officer, who shall approve or disapprove the Recipient's request in writing.

End of Specific Award Conditions

**U.S. DEPARTMENT OF COMMERCE
NATIONAL INSTITUTE OF STANDARDS AND TECHNOLOGY
GENERAL TERMS AND CONDITIONS
for the
NTIA MIDDLE MILE GRANT PROGRAM**

April 2023

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1. Project Management Conference

Shortly after approval of the award, NIST (on behalf of NTIA) may contact the Recipient to arrange a project management conference. The purpose of the project management conference is to explain to the Recipient its post-approval responsibilities for administration of the award, including its responsibilities with respect to the Terms and Conditions of the award and applicable Federal requirements. The Recipient's authorized representative, architect/engineer, financial representative, and possibly the Recipient's legal counsel should attend.

2. Property Trust Relationship and Public Notice Filings for Grant-Acquired Property

In accordance with 2 CFR § 200.316 (Property trust relationship), real property, equipment, and intangible property, that are acquired or improved with a Federal award must be held in trust by the non-Federal entity (*i.e.*, Recipient or Subrecipient) as trustee for the beneficiaries of the project or program under which the property was acquired or improved. This trust relationship exists throughout the duration of the property's estimated useful life, as determined by the Grants Officer in consultation with the Program Office, during which time the Federal Government retains an undivided, equitable reversionary interest in the property (Federal Interest). The non-Federal entity must comply with all use and disposition requirements and restrictions as set forth in 2 C.F.R. §§ 200.310 (Insurance coverage) through 200.316 (Property trust relationship), as applicable, and in the terms and conditions of the Federal award.

The Grants Officer may require a non-Federal entity (*i.e.*, a Recipient or Subrecipient) to execute and to record (as applicable) a statement of interest, financing statement (Form UCC-1), lien, mortgage or other public notice of record to indicate that real or personal property acquired or improved in whole or in part pursuant to a Middle Mile Grant Program award is subject to the Federal Interest, and that certain use and disposition requirements apply to the property. The statement of interest, financing statement (Form UCC-1), lien, mortgage or other public notice must be acceptable in form and substance to NTIA and to the NIST Grants Officer and must be placed on record in accordance with applicable State and local law, with continuances re-filed as appropriate. In such cases, the NIST Grants Officer may further require the non-Federal entity to provide NTIA and the NIST Grants Officer with a written statement from a licensed attorney in the jurisdiction where the property is located, certifying that the Federal Interest has been protected, as required under the award and in accordance with applicable State and local law. The attorney's statement, along with a copy of the instrument reflecting the recordation of the Federal Interest, must be promptly returned to the Grants Officer. The non-Federal entity may use model documentation made available by NTIA.

Without releasing or excusing the non-Federal entity from these obligations, the non-Federal entity, by execution of the financial assistance award or by expending Federal financial assistance funds (in the case of a subrecipient), authorizes NTIA and/or the NIST Grants Officer to file such notices and continuations as it determines to be necessary or convenient to disclose and protect the Federal Interest in the property. The NIST Grants Officer may elect not to release any or a portion of the Federal award funds until the non-Federal entity has complied with this provision and any other applicable award terms or conditions, unless other arrangements satisfactory to the NIST Grants Officer are made.

3. Land, Easements, and Rights of Way

The Recipient must disclose all encumbrances to NIST. NIST will not accept any encumbrance that interferes with the construction, intended use, operation, or maintenance of the project during its estimated useful life.

4. Project Sign

The Recipient is responsible for constructing, erecting, and maintaining in good condition throughout the construction phase of the project a sign(s) satisfactory to NIST that identifies the project and indicates that the project is Federally funded. The sign shall:

- Be designed in accordance with the guidelines and design specifications found in the Building A Better America Brand Guide found here: <https://www.whitehouse.gov/wp-content/uploads/2022/08/Building-A-Better-America-Brand-Guide.pdf>
- Be placed in an easily visible location that can be directly linked to the work taking place; and,
- Identify the project as a “project funded by President Biden’s Bipartisan Infrastructure Law.”

The recipient should use best effort to use recycled or recovered materials when procuring signs. The recipient shall also ensure costs associated with signage are reasonable and limited,

NIST also may require that the Recipient maintain a permanent plaque or sign at the project site with the same or similar information.

5. Eminent Domain

In accordance with Executive Order 13406, “*Protecting the Property Rights of the American People*” (June 28, 2006), the Recipient agrees:

- (a) Not to use any power of eminent domain available to the Recipient (including the commencement of eminent domain proceedings) for use in connection with the Project for the purpose of advancing the economic interests of private parties;
- (b) Not to accept title to land, easements, or other interest in land acquired by the use of any power of eminent domain for use in connection with the Project for such purposes; and
- (c) Any use of the power of eminent domain to acquire land, easements or interests in land, whether by the Recipient or any other entity that has the power of eminent domain, in connection with the Project without prior written consent of NIST constitutes an unauthorized activity and/or use of funds under the award, and subjects the recipient to appropriate enforcement action by the Grants Officer, including but not limited to the disallowance of award costs and the termination of an award.

6. Construction Contract Security Bond

Pursuant to 2 CFR § 200.326, for construction or facility improvement contracts or subcontracts exceeding the Simplified Acquisition Threshold (currently \$250,000), the Recipient may submit its bonding policy and requirements to the Grants Officer for a determination whether the Federal Government's interest is adequately protected. If such a determination has not been made, the minimum bonding requirements of 2 CFR § 200.326 (Bonding requirements) shall apply.

7. Inspection And Testing of Materials

The Recipient shall ensure that all materials and equipment used in the completion of the work shall be subject to adequate inspection and testing in accordance with accepted standards. Materials of construction, particularly those upon which the strength and durability of any structure may depend, shall be subject to inspection and testing to establish conformance with specifications and suitability for intended uses. The Recipient shall ensure that documentation of same is cataloged and retained.

8. Energy Efficiency

The Recipient shall apply, where feasible, sustainable, and energy efficient, design principles for the purpose of reducing pollution and energy costs and optimizing lifecycle costs associated with the construction.

9. Requirements During Construction

During construction, the Recipient is responsible for:

- (a) Ensuring project completion in accordance with approved plans and specifications;
- (b) Monitoring project progress and reporting progress to NTIA and NIST;
- (c) Providing for required construction permits and adequate construction inspection;
- (d) Promptly paying costs incurred for the project purposes;
- (e) Monitoring contractors' compliance with Federal, State, and local requirements; and
- (f) Constructing and maintaining in good condition throughout the construction period, of a sign or signs, at the project site in a conspicuous place indicating that the Federal Government is participating in the project.

10. Recipient and Contractor Compliance with Applicable Requirements

The Recipient shall comply, and must require each subrecipient or contractor, including lower tier subrecipients or subcontractors, to comply with all applicable Federal, state, and local laws and regulations. The Recipient is responsible for ensuring that all contracts necessary for design and construction of the Project facilities are implemented in compliance with the Terms and Conditions of this Award.

11. Environmental Assessment

The Recipient must comply with all environmental standards and identify to NTIA any impact a proposed infrastructure project may have on the environment. The Recipient may not expend

any federal infrastructure funds other than for engineering design, permitting and work related to environmental, historical and cultural reviews, and limited, preliminary procurement funds, as described below, prior to the following:

- The completion of environmental review and issuance of a Categorical Exclusion (Cat Ex) Decision Memo, Record of Consideration (REC), Finding of No Significant Impact (FONSI), or Record of Decision (ROD) (hereinafter “decision documents”) that meets the requirements of the National Environmental Policy Act of 1969 (42 U.S.C. 4321, *et seq.*);
- The completion of any required consultations, to include consultations with the State Historic Preservation Office (SHPO) and the appropriate federally recognized Native American tribes, under Section 106 of the National Historic Preservation Act of 1966 (16 U.S.C. 470, *et seq.*) (NHPA), and/or consultations with the U.S. Fish and Wildlife Service (USFWS) under Section 7 of the Endangered Species Act (16 U.S.C. 1531, *et seq.*), and/or consultations with the U.S. Army Corps of Engineers (USACE) under Section 404 of the Clean Water Act (33 U.S.C. 1251, *et seq.*); and/or
- Demonstration of compliance with all other applicable federal, state, and local environmental laws and regulations.

Project implementation (site preparation, demolition, construction, ground disturbance, or any other project implementation activities) may not begin prior to the completion of the above activities. The completion of a draft environmental assessment (EA) or equivalent document, and completion of any required consultations under Section 106 of the NHPA, must be completed no later than six months after the award date unless a formal request for extension is submitted and approved by the Grants Officer. The Recipient must comply with all conditions placed on the project as the result of consultation processes.

Subject to the Grants Officer’s approval of the Recipient’s 6-month expenditure plan (described below), the allowable use of award funds prior to beginning project implementation includes, but is not limited to, activities necessary for the completion of the following:

- Pre-construction project planning, including collecting environmentally-related information;
- Applications for environmental permits;
- Studies such as an Environmental Assessment (EA), and any wetland delineations, biological assessments, archaeological surveys, or other required analyses;
- Administrative costs;
- Pre-award application costs; and/or
- Required consultation activities.

The allowable use of funds for limited, preliminary procurements prior to beginning project implementation includes, but is not limited to, the initiation of activities necessary to meet the project completion requirements as specified in the award, including the following:

- Purchase or lease of equipment, or entering into binding contracts to do so;

- Purchase of applicable or conditional insurance; and/or
- Funds used to secure land or building leases, including right-of-way easements.

The allowable use of preliminary procurement funds is limited; must not result in an irrevocable commitment of resources; and is only allowed after inclusion in and approval of an initial 6-month expenditure plan. The initial 6-month expenditure plan is due in advance of any infrastructure funds draw down from ASAP and will be reviewed by the Federal Program Officer, who will make recommendations to the Grants Officer (who has final approval authority) to ensure all proposed procurement funds are reasonable and necessary to ensure that the project completion deadline requirements are met. All contracts must contain early termination clauses with termination costs clearly specified. All equipment purchased or leased in advance of project implementation and before issuance of the decision documents and completion of applicable consultations must be stored in locations other than the proposed project site and where there will be no impact to the environment, human health, or cultural resources (in most cases, this means equipment must be stored in existing warehouses). Under no circumstances will grant funds be drawn down for clearing or excavating land, or demolition or construction of buildings or towers, before all environmental SACs are completed and cleared. This limited, preliminary allowable use of funds for purchases and leases is designed for recipient flexibility and to streamline preparation for project implementation simultaneously during environmental review and conducting of consultations; the clause, and all applicable restrictions, is lifted once the decision document and applicable consultations are complete and approved.

While this SAC is in effect, the Recipient shall submit, in advance of any drawdowns of funds from ASAP, an initial 6-month expenditure plan that presents the proposed planning and design activities and limited, preliminary procurement activities and costs. The initial 6-month expenditure plan will be submitted via email to the Federal Program Officer, who will review it and provide recommendations to the Grants Officer for final approval to ensure that the proposed activities and expenditures are reasonable and necessary in the context of environmental compliance. The Federal Program Officer must review and recommend, and the Grants Officer must approve the initial 6-month expenditure plan prior to fund drawdowns through ASAP.

The completion of a draft EA will be submitted via email to the Environmental Federal Program Officer and Federal Program Officer. Once the environmental review has been completed, NTIA will review all documentation and determine whether the review sufficiently addresses all resource areas and whether the project may qualify for approval decision. Projects found to have significant impacts to environmental or historic resources may face de-obligation of funding if impacts cannot be mitigated. The Recipient is required to provide any information requested by NTIA to ensure both initial and ongoing compliance with environmental and historic preservation laws, regulations, and best practices. The Recipient shall notify NTIA within 24 hours upon receipt of any notices of foreclosure; notices for continuing consultation received from the SHPO, Tribal Historic Preservation Office (THPO), USFWS, or other consulting party; or notices of noncompliance received from consulting authorities or regulatory agencies.

Any change to the approved project scope that has the potential for altering the nature or extent of environmental or cultural resources impacts must be brought to the attention of NTIA and will be re-evaluated for compliance with applicable regulatory requirements.

For all ground disturbing activities that occur during project implementation in the vicinity of known archaeological sites or suspected or known burials, the Recipient must ensure that an archaeologist who meets the Secretary of the Interior's Professional Qualification Standards monitors ground disturbance, and if any potential archeological resources or buried human remains are discovered, then the Recipient must immediately cease construction in that area and notify NTIA and the interested SHPO, THPO, and tribes. Such construction activities may then only continue with the written approval of NTIA.

A revised 6-month expenditure plan is due within 30 days of submitting a FONSI to NTIA. The revised 6-month expenditure plan must outline how the Recipient plans on expending the remaining budget costs related to construction-type activities. This plan should be submitted via email to the Federal Program Officer who will review it and provide recommendations to the Grants Officer for final approval to ensure that the proposed activities and expenditures are reasonable and necessary. The Federal Program Officer must review and recommend, and the Grants Officer must approve, the revised 6-month expenditure plan prior to fund drawdowns through ASAP.

12. National Historic Preservation Act

The Recipient may not expend any federal infrastructure funds other than for engineering design, permitting and work related to environmental, historical and cultural reviews, and limited, preliminary procurement funds prior to the following:

- The completion of any required consultations, to include consultations with the State Historic Preservation Officer (SHPO) and the appropriate federally recognized Native American tribes, under Section 106 of the National Historic Preservation Act of 1966 (16 U.S.C. 470, *et seq.*) (NHPA); and/or
- Demonstration of compliance with all other applicable Federal, State, and local environmental laws and regulations.

Project implementation (site preparation, demolition, construction, ground disturbance, or any other project implementation activities) may not begin prior to the completion of the above activities. The completion of any required consultations under Section 106 of the NHPA must be completed no later than six months after the award date unless a formal request for extension is submitted and approved by the Grants Officer. The Recipient must comply with all conditions placed on the project as the result of consultation processes.

Subject to the Grants Officer's approval of the Recipient's 6-month expenditure plan (described below), the allowable use of funds for planning and design activities prior to beginning project implementation includes, but is not limited to, activities necessary for the completion of the following:

- Pre-construction project planning, including collecting culturally-related information;

- Applications for cultural resource approvals and/or permits;
- Studies and any archaeological, architectural history, or traditional cultural property surveys, or other required analyses;
- Administrative costs;
- Pre-award application costs; and/or
- Required consultation activities.

The allowable use of funds for limited, preliminary procurements prior to beginning project implementation includes, but is not limited to, the initiation of activities necessary to meet the project completion requirements as specified in the award, including the following:

- Purchase or lease of equipment, or entering into binding contracts to do so;
- Purchase of applicable or conditional insurance; and/or;
- Funds used to secure land or building leases, including right-of-way easements.

While this SAC is in effect, the Recipient shall submit, in advance of any drawdowns of funds from ASAP, an initial 6-month expenditure plan that presents the proposed planning and design activities and limited, preliminary procurement activities and costs. The initial 6-month expenditure plan will be submitted via email to the Federal Program Officer, who will review it and provide recommendations to the Grants Officer for final approval to ensure that the proposed activities and expenditures are reasonable and necessary in the context of environmental compliance. The Federal Program Officer must review and recommend, and the Grants Officer must approve the initial 6-month expenditure plan prior to fund drawdowns through ASAP.

The allowable use of preliminary procurement funds is limited; must not result in an irrevocable commitment of resources; and is only allowed after inclusion in and approval of an initial 6-month expenditure plan. The initial 6-month expenditure plan is due in advance of any infrastructure funds draw down from ASAP and will be reviewed by the Federal Program Officer, who will make recommendations to the Grants Officer (who has final approval authority) to ensure all proposed procurement funds are reasonable and necessary to ensure that the project completion deadline requirements are met. All contracts must contain early termination clauses with termination costs clearly specified. All equipment purchased or leased in advance of project implementation and before completion of applicable consultations must be stored in locations other than the proposed project site and where there will be no impact to the environment, human health, or cultural resources (in most cases, this means equipment must be stored in existing warehouses). Under no circumstances will grant funds be drawn down for clearing or excavating land, or demolition or construction, before all environmental SACs are completed and cleared. This limited, preliminary allowable use of funds for purchases and leases is designed for recipient flexibility and to streamline preparation for project implementation simultaneously during consultations; the clause, and all applicable restrictions, is lifted once the applicable consultations are complete, and decision document is issued.

Consultation documentation will be submitted via email to the Environmental Federal Program Officer and Federal Program Officer. Once the consultation activities have been completed, NTIA will review all documentation and determine whether the consultation activities sufficiently address historical and/or cultural resource impacts. Projects found to have

significant impacts to environmental or historic resources may face de-obligation of funding if impacts cannot be mitigated. The Recipient is required to provide any information requested by NTIA to ensure both initial and ongoing compliance with environmental and historic preservation laws, regulations, and best practices. The Recipient shall notify NTIA within 24 hours upon receipt of any notices of foreclosure; notices for continuing consultation received from the SHPO, Tribal Historic Preservation Officer (THPO), or other consulting party; or notices of noncompliance received from consulting authorities or regulatory agencies.

For all ground disturbing activities that occur during project implementation in the vicinity of known archaeological sites or suspected or known burials, the Recipient must ensure that an archaeologist who meets the Secretary of the Interior's Professional Qualification Standards monitors ground disturbance, and if any potential archeological resources or buried human remains are discovered, then the Recipient must immediately cease construction in that area and notify NTIA and the interested SHPO, THPO, and tribes. Such construction activities may then only continue with the written approval of NTIA.

Any change to the approved project scope that has the potential for altering the nature or extent of cultural resources impacts must be brought to the attention of NTIA and will be re-evaluated for compliance with applicable regulatory requirements.

A revised 6-month expenditure plan is due within 30 days of submitting a FONSI to NTIA. The revised 6-month expenditure plan must outline how the Recipient plans on expending the remaining budget costs related to construction-type activities. This plan should be submitted via email to the Federal Program Officer who will review it and provide recommendations to the Grants Officer for final approval to ensure that the proposed activities and expenditures are reasonable and necessary. The Federal Program Officer must review and recommend, and the Grants Officer must approve, the revised 6-month expenditure plan prior to fund drawdowns through ASAP.

13. Tribal Employment Rights Ordinances

In accordance with Departmental policy, NIST must recognize Tribal Employment Rights Ordinances (TEROs), which may provide for preferences in contracting and employment, in connection with its financial assistance awards. Tribal ordinances requiring preference in contracting, hiring, and firing and the payment of a TERO fee are allowable provisions under Federal awards and is incorporated by NTIA into Middle Mile Grant Program grants with Native American/Alaska Native/Native Hawaiian entities. The payment of the TERO fee, which supports the tribal employment rights office to administer the preferences, should generally be allowable as an expense that is "necessary and reasonable for proper and efficient performance and administration" of an award, as provided under as provided under 2 CFR § 200.403.

14. Scheduling Inspection for Final Acceptance

The Recipient will schedule its final inspection when all construction has been completed, the architect/engineer has conducted its own final inspection, and any deficiencies have been corrected. Representatives of the Recipient, the architect/engineer, and the contractor(s) will make the Recipient's final inspection. NTIA must be given advance notice of the final inspection so that a representative of NTIA may participate.

15. Build America, Buy America – Required Use of Domestic Fiber Optic Glass and Fiber Optic Cable

A. Applicability & Scope: Pursuant to the Infrastructure Investment and Jobs Act, 2021, Pub. L. No. 117-58, 135 Stat. 429 (Nov. 15, 2021) (IIJA) including the Build America, Buy America Act, Pub. L. No. 117-58, §§ 70901-52 (BABA), as well as guidance provided by Memorandum for Heads of Executive Departments and Agencies, Initial Implementation Guidance on Application of Buy America Preference in Federal Financial Assistance Programs for Infrastructure, Executive Office of the President, Office of Management and Budget (April 18, 2022) (OMB M-22-11), recipients of a federal financial assistance award from the U.S. Department of Commerce (DoC) are hereby notified that none of the funds provided under this award may be used for a Middle Mile (MM) infrastructure project unless all of the fiber optic glass and fiber optic cable used in the project is produced in the United States. The Buy America domestic content procurement preference only applies to fiber optic glass and to fiber optic cable that are consumed in, incorporated into, or affixed to a MM infrastructure project. As applicable, the requirements of this subsection must be included in all subawards and contracts, including all contracts and purchase orders for work or products pursuant to this program.

B. Waivers: When necessary, recipients may apply for, and DoC may grant, a waiver from the Buy America domestic content procurement preference applicable to MM awards. When DoC has made a determination that one of the following exceptions applies, the awarding official may waive the application of the Buy America domestic content procurement preference in any case in which DoC determines that:

- 1) applying the Buy America domestic content procurement preference to the fiber optic glass and/or fiber optic cable needed for the MM project would be inconsistent with the public interest;
- 2) the fiber optic glass and/or fiber optic cable needed for the MM project are not produced in the United States in sufficient and reasonably available quantities or of a satisfactory quality; or
- 3) the inclusion of fiber optic glass and/or fiber optic cable needed for the MM project and produced in the United States will increase the cost of the overall project by more than 25 percent.

A request to waive the application of the Buy America domestic content procurement preference must be submitted in writing. The NTIA Federal Program Officer will provide instructions on the format, contents, and supporting materials required for any waiver request. Waiver requests are subject to public comment periods of no less than 15 days and must be reviewed by the Office of Management and Budget Made in America Office. There may be instances where an award qualifies, in whole or in part, for an existing waiver accessible at: <https://www.whitehouse.gov/omb/management/made-in-america/build-america-buy-america-act-federal-financial-assistance/>.

Please note that NTIA has waived the Buy America domestic content procurement preference requirement for all iron, steel, manufactured products, and construction

materials used in MM infrastructure projects, with the exceptions of fiber optic glass and fiber optic cable. See *Limited Applicability Nonavailability Waiver of the Buy America Domestic Content Procurement Preference as Applied to Recipients of Middle Mile Grant Program Awards*, which was issued by the Assistant Secretary of Commerce for Communications and Information on April 18, 2023 and is accessible at: <https://www.commerce.gov/oam/build-america-buy-america>.

Notwithstanding the NTIA waiver and excepting fiber optic glass and fiber optic cable used in a MM project, the Recipient should, as appropriate and consistent with law and to the greatest extent practicable, provide a preference for the purchase, acquisition, or use of goods, products, or materials produced in the United States (including, but not limited to, iron, aluminum, steel, cement, and other manufactured products). As applicable, the requirements of this subsection must be included in all subawards, including all contracts and purchase orders for work or products pursuant to this program. See 2 CFR § 200.322, *Domestic preference for procurements*.

C. Definitions:

“Construction materials” includes an article, material, or supply—other than an item of primarily iron or steel; a manufactured product; cement and cementitious materials; aggregates such as stone, sand, or gravel; or aggregate binding agents or additives¹—that is or consists primarily of:

- non-ferrous metals;
- plastic and polymer-based products (including polyvinylchloride, composite building materials, and polymers used in fiber optic cables);
- glass (including optic glass);
- lumber; or
- drywall.

In the case of construction materials, all manufacturing processes for the construction material must have occurred in the United States.²

“Domestic content procurement preference” means all iron and steel used in the project are produced in the United States; the manufactured products used in the project are produced in the United States; or the construction materials used in the project are produced in the United States.

“Infrastructure” includes, at a minimum, the structures, facilities, and equipment for, in the United States, roads, highways, and bridges; public transportation; dams, ports, harbors, and other maritime facilities; intercity passenger and freight railroads; freight and intermodal facilities; airports; water systems, including drinking water and wastewater systems; electrical transmission facilities and systems; utilities; broadband infrastructure;

¹ IJA, § 70917(c)(1).

² *Id.* at § 70912(6)(C).

and buildings and real property. Infrastructure includes facilities that generate, transport, and distribute energy.

“Project” means the construction, alteration, maintenance, or repair of infrastructure in the United States.

D. Recordkeeping and Reporting: In accord with 2 C.F.R. § 200.334, *Retention requirements for records*, the recipient is required to maintain detailed records pertinent to a MM award, including financial records, procurement records, and real property/equipment records. In this connection, the recipient is required to maintain detailed records concerning the acquisition of all iron, steel, manufactured products, and construction materials used in MM projects. For fiber optic glass and fiber optic cable used in a MM project, this includes but is not limited to the: acquisition date; acquisition price; verification of domestic sourcing (unless DoC issues a waiver); how it was used in the project; and current location. Additionally, the recipient is required to maintain detailed records concerning the acquisition of iron, steel, manufactured products, and construction materials from foreign sources that are used in a MM project, including but not limited to: acquisition date; acquisition price; efforts to source domestically; foreign source(s); how it was used in the project; and current location. NTIA may require the recipient to report such information to the Agency at a time and in the format specified by the NTIA Federal Program Officer.

E. Questions: Questions concerning the Buy America domestic content procurement preference requirements applicable to MM awards should be addressed to the NTIA Federal Program Officer.

16. Contracting with Small and Minority Businesses, Women’s Business Enterprises, and Labor Surplus Area Firms

Pursuant to 2 CFR § 200.321, the Recipient and its subrecipients must take all necessary affirmative steps (as described in 2 CFR § 200.321) to assure that minority businesses, women's business enterprises, and labor surplus area firms are used when possible.

17. Open Network Requirements

The Recipient must comply with NTIA’s open network requirements, which allows all other broadband service providers to interconnect with networks and other broadband infrastructure deployed using funds from this grant program on fair and non-discriminatory terms and conditions. The requirement to interconnect will apply to Recipients that deploy middle mile networks or submarine cable landing stations and not last mile networks.

- **Interconnection**: Recipients shall allow interconnection in perpetuity to grant-funded facilities at any technically feasible point along the network (without exceeding current or reasonably anticipated capacity limitations). This duty includes, at a minimum, the physical interconnection of the Recipient’s facilities to a requesting party’s facilities for the exchange of traffic. In addition, Recipients shall connect to the public Internet directly or indirectly and provide requesting parties with an ability to connect to the

Internet. Rates and terms for interconnection shall be reasonable and nondiscriminatory.

- **Negotiate in Good Faith:** Recipients shall negotiate in good faith with all requesting parties (*i.e.*, public, private, non-profit, or other parties) making a bona fide request for interconnection or wholesale services.
- **Wholesale Broadband Service:** NTIA encourages Recipients to offer wholesale broadband services at rates and terms that are reasonable and nondiscriminatory

18. Prohibition on Use for Covered Communications Equipment or Services

A Recipient or subrecipient may not use grant funds received under the Middle Mile Grant Program to purchase or support any covered communications equipment or service (as defined in section 9 of the Secure and Trusted Communications Networks Act of 2019 (47 U.S.C. 1608)). *See also* 2 C.F.R. 200.216 (Prohibition on certain telecommunications and video surveillance services or equipment), which also applies to this award.

19. Prevention of Waste, Fraud, and Abuse

Consistent with the principles in 2 CFR part 200, at any time(s) during the grant period of performance, NTIA may direct a Recipient's key personnel to take a Government-provided training on preventing waste, fraud and abuse. Key personnel include those responsible for managing the Recipient's finances and overseeing any contractors, sub-contractors or sub-recipients (for financial matters and/or general oversight related to the grant). NTIA will provide instructions on when and how to take such training(s), and costs incurred by a Recipient relative to the training (*e.g.*, staff time) are eligible for reimbursement pursuant to the NTIA award.

Further, recipients must monitor award activities for common fraud schemes, including but not limited to:

- false claims for materials and labor;
- bribes related to the acquisition of materials and labor;
- product substitution;
- mismarking or mislabeling on products and materials; and
- time and materials overcharging.

Should a Recipient detect any fraud schemes or any other suspicious activity, the grant recipient must contact its assigned NTIA Federal Program Officer and the Department of Commerce, Office of Inspector General Hotline, as indicated at <https://www.oig.doc.gov/Pages/Contact-Us.aspx>, as soon as possible. Additionally, in accordance with 2 CFR § 200.113, an applicant or recipient must disclose, in a timely manner, in writing to the Federal awarding agency or pass-through entity all violations of Federal criminal law involving fraud, bribery, or gratuity violations potentially affecting the Federal award. Non-Federal entities that have received a Federal award are required to report certain civil, criminal, or administrative proceedings to SAM.gov. Failure to make required disclosures can result in any of the remedies described in Section 200.339. (*See also* 2 CFR Part 180, 31 U.S.C. § 3321, and 41 U.S.C. § 2313.)

20. Protection of Whistleblowers

The Department of Commerce Financial Assistance Standard Terms and Conditions are incorporated into every NTIA grant award. Section F.05 of these Terms and Conditions states that each award is subject to the whistleblower protections afforded by 41 U.S.C. § 4712 (Enhancement of contractor protection from reprisal for disclosure of certain information).

Generally, this law provides that an employee or contractor (including subcontractors and personal services contractors) of a non-Federal entity may not be discharged, demoted, or otherwise discriminated against as a reprisal for disclosing to a person or body information that the employee reasonably believes is evidence of gross mismanagement of a Federal award, subaward, or a contract under a Federal award or subaward, a gross waste of Federal funds, an abuse of authority relating to a Federal award or subaward or contract under a Federal award or subaward, a substantial and specific danger to public health or safety, or a violation of law, rule, or regulation related to a Federal award, subaward, or contract under a Federal award or subaward.

Non-Federal entities and contractors under Federal awards and subawards must inform their employees in writing of the rights and remedies provided under 41 U.S.C. § 4712, in the predominant native language of the workforce.

A person that believes they have been the subject of retaliation for protected whistleblowing can contact the Department of Commerce, Office of Inspector General Hotline, as indicated at <https://www.oig.doc.gov/Pages/Hotline.aspx>, or the U.S. Office of Special Counsel, toll free at 1-800-872-9855.

BUDGET INFORMATION - Construction Programs

NOTE: Certain Federal assistance programs require additional computations to arrive at the Federal share of project costs eligible for participation. If such is the case, you will be notified.

COST CLASSIFICATION	a. Total Cost	b. Costs Not Allowable for Participation	c. Total Allowable Costs (Columns a-b)
1. Administrative and legal expenses	\$1,719,453	\$	\$1,719,453
2. Land, structures, rights-of-way, appraisals, etc.	\$12,220,581	\$	\$12,220,581
3. Relocation expenses and payments	\$0	\$	\$0
4. Architectural and engineering fees	\$2,902,611	\$	\$2,902,611
5. Other architectural and engineering fees	\$26,714	\$	\$26,714
6. Project inspection fees	\$1,046,000	\$	\$1,046,000
7. Site work	\$0	\$	\$0
8. Demolition and removal	\$0	\$	\$0
9. Construction	\$67,672,016	\$	\$67,672,016
10. Equipment	\$0	\$	\$0
11. Miscellaneous	\$0	\$0	\$0
12. SUBTOTAL (sum of lines 1-11)	\$85,587,375	\$0	\$85,587,375
13. Contingencies	\$6,300,000	\$	\$6,300,000
14. SUBTOTAL	\$91,887,375	\$0	\$91,887,375
15. Project (program) income	\$0	\$0	\$0
16. TOTAL PROJECT COSTS (subtract #15 from #14)	\$91,887,375	\$0	\$91,887,375
FEDERAL FUNDING			
17. Federal assistance requested, calculate as follows: (Consult Federal agency for Federal percentage share.) Enter the resulting Federal share.		Enter eligible costs from line 16c Multiply X 60 %	
		\$ 55,132,425	



Note: Form instructions and definitions will be created to support the report. Instructional guidance and training will be developed. Numbering to be updated based on final approved form.

RECIPIENT NAME: Zayo Group LLC

OMB Control No. 0665-0052
Expiration Date: 12/31/26

Middle Mile Grant Program Bi-Annual Performance Report

A. GENERAL INFORMATION																																																																																																																																																																																																																																											
GENERAL	1a. Recipient Organization:	Zayo Group, LLC				3a. Award Identification Number:	08-40-MM217																																																																																																																																																																																																																																				
	1b. Recipient Street Address:	1805 29th Street, Suite 2050				3i. Report Date (MM/DD/YYYY):	10/30/23																																																																																																																																																																																																																																				
	1c. City, State, and Zip Code:	Boulder, CO 80301				3j. Final Report:	Yes No x																																																																																																																																																																																																																																				
	1d. Unique Entity Identification (UEI) Number:	0ACWKKV636				3k. Report Period Start Date (MM/DD/YYYY):	07/01/2023																																																																																																																																																																																																																																				
	1e. Award Start Date (MM/DD/YYYY):	07/01/2023				3l. Report Period End Date (MM/DD/YYYY):	09/30/2023																																																																																																																																																																																																																																				
	1f. Award End Date (MM/DD/YYYY):	12/31/26																																																																																																																																																																																																																																									
1g. Name of Person Completing Report:		Joel Daly, SVP Government Programs & Product Strategy																																																																																																																																																																																																																																									
B. PROJECT NARRATIVE																																																																																																																																																																																																																																											
PROJECT NARRATIVE	Please use the section below to provide a project narrative of the project(s). This section aims to help reviewers better understand what project is being proposed and steps taken to achieve this goal.																																																																																																																																																																																																																																										
	2a. A brief description of the recipient's organization and scope of work/project priorities:					<p>Founded in 2007, Zayo Group, LLC is the leading independent provider of fiber communications infrastructure in North America. Zayo has over 3,400 employees and delivers an unmatched network that covers 133,000 fiber route miles and 15 million miles of fiber, serving 44,000 one-net buildings, 1,400 on-net data centers, and over 370 cloud on-ramps. The purpose of this project is to provide a unique middle mile fiber network that will serve rural areas that currently have inadequate broadband services. Our network will provide the necessary backbone to deliver broadband to these communities. For many of these communities, the lack of a reliable fiber middle mile network has been the main inhibitor of access to broadband services. The benefits of this project will be profound for these communities. The availability of robust broadband will make possible remote educational opportunities, telemedicine, and reliable public safety communications.</p> <p>The purpose of this project proposal is to construct a new, 649-mile underground middle mile fiber route that will serve some of the most rural areas in Western Texas, stretching from Dallas to El Paso. It will facilitate broadband service to several unserved and underserved areas. The network has been designed to include 28 access points that can serve 402 community anchor institutions. Additionally, Zayo is partnering with Vertical Bridge, another service provider, to construct middle mile infrastructure in the form of 180-foot towers that can host up to four full-mile wireless internet service providers that will provide fixed and mobile 5G wireless broadband. The cell tower infrastructure enables fixed wireless broadband as well as expanding mobile 5G broadband. Vertical Bridge will construct nine towers along the route.</p> <p>The proposed receiving to include a Middle Mile Rural Access Network ("MAN") aims to connect last-mile internet service providers in rural areas to more communities at lower costs (similar to metro area pricing) and support 28 access points. Zayo will provide dedicated fibers and install IT services equipment at intermediate line amplifiers (ILA) to support this network. This allows ISPs to interconnect at a hub-and-spoke along the Middle Mile route without requiring costly fiber pairs for backhaul to Tier 1 or Tier 2 Point of Presence (PoP). This approach simplifies expansion into unserved and underserved areas as demand grows, promoting equitable connectivity.</p>																																																																																																																																																																																																																																					
	2b. An overview of the significant outputs and outcomes to be accomplished in the project:					The final outcome of this project is to provide a unique middle mile fiber network that will serve rural areas that currently have inadequate broadband services. Zayo's network will provide the necessary backbone to deliver broadband to these communities. For many of these communities, the lack of a reliable fiber middle mile network has been the main inhibitor of access to broadband services. Zayo is working towards this outcome during this reporting period. A major output during this reporting period includes the design of and proposed inclusion of the Rural Access Network.																																																																																																																																																																																																																																					
	2c. How would the project meet the recipient's business and/or administrative need(s)?					Zayo is committed to reducing the cost of bringing high-speed internet to unserved and underserved communities and help bridge the digital divide. Zayo accomplishes this goal through strategic partnerships with Vertical Bridge, Education Networks of America (ENAB) Zayo and other leading network providers. Zayo has created a Government Stimulus Program team to apply for, secure, and manage the implementation of government grant opportunities. The NTIA MMGP award further furthers Zayo's commitment to be part of the solution in unserved and underserved communities across the United States. This project is a major milestone in Zayo's commitment to support nationwide initiatives to bridge the digital divide and enhance network infrastructure.																																																																																																																																																																																																																																					
	2d. Provide an overview of any accomplishments achieved for this reporting period on the MM infrastructure project.					<p>Zayo has achieved the following key accomplishments during this reporting period:</p> <ol style="list-style-type: none"> 1. Finalized the new project scope, including narrative, budget, budget justification, and SF-424 forms 2. Designed a proposed Rural Access Network 3. Obtained a letter of credit from the USDOJ for this project 4. Fully engaged sub-recipient Vertical Bridge project staff and leadership during weekly and as needed meetings to support initial implementation of the project 5. Developed and initiated a plan for all communication with NTIA and NIT 6. Completed the environmental assessment for one tower 																																																																																																																																																																																																																																					
	2e. Provide any roadblock experienced during this reporting period impacting the expansion of the MM infrastructure project (e.g., supply chain, availability of labor).					Zayo experienced and addressed the following roadblocks during this reporting period: Personal Information / Proprietary Information																																																																																																																																																																																																																																					
2f. Provide any barriers to improving job quality experienced during this reporting period.					None to report.																																																																																																																																																																																																																																						
C. INFRASTRUCTURE MILESTONE CATEGORIES AND PROJECT TIMELINE																																																																																																																																																																																																																																											
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	OVERALL PROJECT		PROJECT DURATION	3a. PROJECT START DATE	3b. PROJECT END DATE																																																																																																																																																																																																																																						
			1827	July 1, 2023	7/1/2028	Based on proposer receipt of the project																																																																																																																																																																																																																																					
	Please provide the start and end dates for each milestone category of your project. The duration is based on the start and end dates of each category.																																																																																																																																																																																																																																										
	Please use the table provided to indicate your EXPECTED percentage of completion on a bi-annual basis for each year of your project. Year 1 begins with your award start date.																																																																																																																																																																																																																																										
	The percentage of completion should be based primarily on the expenditure of your project budget and should be reported cumulatively from award inception through the end of each semi-annual reporting period. For example, if you expect to complete a particular milestone within the first three periods of your project, the third period and all subsequent periods should state 100%.																																																																																																																																																																																																																																										
Please write "0" in the duration field if your project does not include an activity. If necessary, please insert additional milestones at the end.																																																																																																																																																																																																																																											
<table border="1"> <thead> <tr> <th colspan="5">ANTICIPATED PROJECT MILESTONES</th> <th colspan="2">Year 1 Baseline</th> <th colspan="2">Year 2 Baseline</th> <th colspan="2">Year 3 Baseline</th> <th colspan="2">Year 4 Baseline</th> <th colspan="2">Year 5 Baseline</th> </tr> <tr> <th>3c. MILESTONE CATEGORIES</th> <th>3d. DURATION (Days)</th> <th>3e. START DATE</th> <th>3f. END DATE</th> <th></th> <th>Period 1</th> <th>Period 2</th> <th>Period 1</th> <th>Period 2</th> <th>Period 1</th> <th>Period 2</th> <th>Period 1</th> <th>Period 2</th> <th>Period 1</th> <th>Period 2</th> </tr> </thead> <tbody> <tr> <td>Overall Project</td> <td>1827</td> <td>1-Jul-23</td> <td>1-Jul-28</td> <td></td> <td>2%</td> <td>10%</td> <td>27%</td> <td>50%</td> <td>70%</td> <td>90%</td> <td>95%</td> <td>98%</td> <td>99%</td> <td>100%</td> </tr> <tr> <td>Environmental Assessment</td> <td>183</td> <td>1-Apr-24</td> <td>1-Oct-24</td> <td></td> <td>0%</td> <td>10%</td> <td>50%</td> <td>100%</td> <td>100%</td> <td>100%</td> <td>100%</td> <td>100%</td> <td>100%</td> <td>100%</td> </tr> <tr> <td>Network Design</td> <td>275</td> <td>1-Jul-23</td> <td>1-Apr-24</td> <td></td> <td>100%</td> <td>50%</td> <td>80%</td> <td>95%</td> <td>95%</td> <td>95%</td> <td>100%</td> <td>100%</td> <td>100%</td> <td>100%</td> </tr> <tr> <td>Rights of Way</td> <td>730</td> <td>1-Apr-24</td> <td>1-Apr-26</td> <td></td> <td>0%</td> <td>40%</td> <td>20%</td> <td>40%</td> <td>100%</td> <td>100%</td> <td>100%</td> <td>100%</td> <td>100%</td> <td>100%</td> </tr> <tr> <td>Construction Permits and Other Approvals</td> <td>730</td> <td>1-Apr-24</td> <td>1-Apr-26</td> <td></td> <td>0%</td> <td>10%</td> <td>20%</td> <td>30%</td> <td>80%</td> <td>80%</td> <td>90%</td> <td>100%</td> <td>100%</td> <td>100%</td> </tr> <tr> <td>Site Preparation</td> <td>621</td> <td>1-Apr-25</td> <td>1-Nov-27</td> <td></td> <td>0%</td> <td>0%</td> <td>40%</td> <td>80%</td> <td>100%</td> <td>100%</td> <td>100%</td> <td>100%</td> <td>100%</td> <td>100%</td> </tr> <tr> <td>Equipment Procurement</td> <td>1004</td> <td>1-Jan-25</td> <td>31-Dec-27</td> <td></td> <td>10%</td> <td>10%</td> <td>20%</td> <td>40%</td> <td>60%</td> <td>80%</td> <td>100%</td> <td>100%</td> <td>100%</td> <td>100%</td> </tr> <tr> <td>Network Build (all components - owned, leased, rights of way)</td> <td>1157</td> <td>1-Apr-25</td> <td>1-Jul-28</td> <td></td> <td>0%</td> <td>0%</td> <td>0%</td> <td>10%</td> <td>10%</td> <td>10%</td> <td>10%</td> <td>10%</td> <td>100%</td> <td>100%</td> </tr> <tr> <td>Equipment Deployment</td> <td>166</td> <td>1-Jul-27</td> <td>1-Jul-28</td> <td></td> <td>0%</td> <td>0%</td> <td>0%</td> <td>0%</td> <td>0%</td> <td>0%</td> <td>0%</td> <td>0%</td> <td>100%</td> <td>100%</td> </tr> <tr> <td>Network Testing</td> <td>166</td> <td>1-Jul-27</td> <td>1-Jul-28</td> <td></td> <td>0%</td> <td>0%</td> <td>0%</td> <td>0%</td> <td>0%</td> <td>0%</td> <td>0%</td> <td>0%</td> <td>100%</td> <td>100%</td> </tr> <tr> <td>Status of Procurement</td> <td>0</td> <td></td> <td></td> <td></td> <td>0%</td> <td>0%</td> <td>0%</td> <td>0%</td> <td>0%</td> <td>0%</td> <td>0%</td> <td>0%</td> <td>0%</td> <td>0%</td> </tr> <tr> <td>Other (please specify # towers)</td> <td>1643</td> <td>1-Jan-24</td> <td>1-Jul-28</td> <td></td> <td>0%</td> <td>0%</td> <td>0%</td> <td>10%</td> <td>20%</td> <td>30%</td> <td>40%</td> <td>60%</td> <td>80%</td> <td>100%</td> </tr> <tr> <td>0</td> <td>365</td> <td>1-Jul-27</td> <td>1-Jul-28</td> <td></td> <td>0%</td> <td>0%</td> <td>0%</td> <td>0%</td> <td>0%</td> <td>0%</td> <td>40%</td> <td>50%</td> <td>75%</td> <td>100%</td> </tr> </tbody> </table>											ANTICIPATED PROJECT MILESTONES					Year 1 Baseline		Year 2 Baseline		Year 3 Baseline		Year 4 Baseline		Year 5 Baseline		3c. MILESTONE CATEGORIES	3d. DURATION (Days)	3e. START DATE	3f. END DATE		Period 1	Period 2	Period 1	Period 2	Period 1	Period 2	Period 1	Period 2	Period 1	Period 2	Overall Project	1827	1-Jul-23	1-Jul-28		2%	10%	27%	50%	70%	90%	95%	98%	99%	100%	Environmental Assessment	183	1-Apr-24	1-Oct-24		0%	10%	50%	100%	100%	100%	100%	100%	100%	100%	Network Design	275	1-Jul-23	1-Apr-24		100%	50%	80%	95%	95%	95%	100%	100%	100%	100%	Rights of Way	730	1-Apr-24	1-Apr-26		0%	40%	20%	40%	100%	100%	100%	100%	100%	100%	Construction Permits and Other Approvals	730	1-Apr-24	1-Apr-26		0%	10%	20%	30%	80%	80%	90%	100%	100%	100%	Site Preparation	621	1-Apr-25	1-Nov-27		0%	0%	40%	80%	100%	100%	100%	100%	100%	100%	Equipment Procurement	1004	1-Jan-25	31-Dec-27		10%	10%	20%	40%	60%	80%	100%	100%	100%	100%	Network Build (all components - owned, leased, rights of way)	1157	1-Apr-25	1-Jul-28		0%	0%	0%	10%	10%	10%	10%	10%	100%	100%	Equipment Deployment	166	1-Jul-27	1-Jul-28		0%	0%	0%	0%	0%	0%	0%	0%	100%	100%	Network Testing	166	1-Jul-27	1-Jul-28		0%	0%	0%	0%	0%	0%	0%	0%	100%	100%	Status of Procurement	0				0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	Other (please specify # towers)	1643	1-Jan-24	1-Jul-28		0%	0%	0%	10%	20%	30%	40%	60%	80%	100%	0	365	1-Jul-27	1-Jul-28		0%	0%	0%	0%	0%	0%	40%	50%	75%	100%
ANTICIPATED PROJECT MILESTONES					Year 1 Baseline		Year 2 Baseline		Year 3 Baseline		Year 4 Baseline		Year 5 Baseline																																																																																																																																																																																																																														
3c. MILESTONE CATEGORIES	3d. DURATION (Days)	3e. START DATE	3f. END DATE		Period 1	Period 2	Period 1	Period 2	Period 1	Period 2	Period 1	Period 2	Period 1	Period 2																																																																																																																																																																																																																													
Overall Project	1827	1-Jul-23	1-Jul-28		2%	10%	27%	50%	70%	90%	95%	98%	99%	100%																																																																																																																																																																																																																													
Environmental Assessment	183	1-Apr-24	1-Oct-24		0%	10%	50%	100%	100%	100%	100%	100%	100%	100%																																																																																																																																																																																																																													
Network Design	275	1-Jul-23	1-Apr-24		100%	50%	80%	95%	95%	95%	100%	100%	100%	100%																																																																																																																																																																																																																													
Rights of Way	730	1-Apr-24	1-Apr-26		0%	40%	20%	40%	100%	100%	100%	100%	100%	100%																																																																																																																																																																																																																													
Construction Permits and Other Approvals	730	1-Apr-24	1-Apr-26		0%	10%	20%	30%	80%	80%	90%	100%	100%	100%																																																																																																																																																																																																																													
Site Preparation	621	1-Apr-25	1-Nov-27		0%	0%	40%	80%	100%	100%	100%	100%	100%	100%																																																																																																																																																																																																																													
Equipment Procurement	1004	1-Jan-25	31-Dec-27		10%	10%	20%	40%	60%	80%	100%	100%	100%	100%																																																																																																																																																																																																																													
Network Build (all components - owned, leased, rights of way)	1157	1-Apr-25	1-Jul-28		0%	0%	0%	10%	10%	10%	10%	10%	100%	100%																																																																																																																																																																																																																													
Equipment Deployment	166	1-Jul-27	1-Jul-28		0%	0%	0%	0%	0%	0%	0%	0%	100%	100%																																																																																																																																																																																																																													
Network Testing	166	1-Jul-27	1-Jul-28		0%	0%	0%	0%	0%	0%	0%	0%	100%	100%																																																																																																																																																																																																																													
Status of Procurement	0				0%	0%	0%	0%	0%	0%	0%	0%	0%	0%																																																																																																																																																																																																																													
Other (please specify # towers)	1643	1-Jan-24	1-Jul-28		0%	0%	0%	10%	20%	30%	40%	60%	80%	100%																																																																																																																																																																																																																													
0	365	1-Jul-27	1-Jul-28		0%	0%	0%	0%	0%	0%	40%	50%	75%	100%																																																																																																																																																																																																																													
Please use the table provided to indicate your ACTUAL percentage of completion on a bi-annual basis for each year of your project. Year 1 begins with your award start date.																																																																																																																																																																																																																																											
The percentage of completion should be based primarily on the expenditure of your project budget and should be reported cumulatively from award inception through the end of each semi-annual reporting period. For example, if you expect to complete a particular milestone within the first three periods of your project, the third period and all subsequent periods should state 100%.																																																																																																																																																																																																																																											
Please provide a brief description of the primary activities involved in meeting each milestone (a single description should be provided for each milestone, covering all periods in years one through N). Please write the number "0" if your project does not include an activity. If necessary, please insert additional milestones at the bottom of the chart. Please add additional milestones as applicable.																																																																																																																																																																																																																																											
<table border="1"> <thead> <tr> <th colspan="2">ACTUAL PROJECT MILESTONES</th> <th colspan="2">Year 1</th> <th colspan="2">Year 2</th> <th colspan="2">Year 3</th> <th colspan="2">Year 4</th> <th colspan="2">Year 5</th> </tr> <tr> <th>4a. MILESTONE</th> <th>4b. DESCRIPTION</th> <th>Period 1</th> <th>Period 2</th> <th>Period 1</th> <th>Period 2</th> <th>Period 1</th> <th>Period 2</th> <th>Period 1</th> <th>Period 2</th> <th>Period 1</th> <th>Period 2</th> </tr> </thead> <tbody> <tr> <td>Overall Project</td> <td>Dallas to El Paso Middle Mile internet Access Project</td> <td>2%</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Environmental Assessment</td> <td>Completed EA, Desktop Biological Assessment</td> <td>100%</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Network Design</td> <td>Received New Network Design</td> <td>100%</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Rights of Way</td> <td>Obtain ROW</td> <td>0%</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Construction Permits and Other Approvals</td> <td>Obtain construction permits</td> <td>0%</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Site Preparation</td> <td>EA foundation and a pipeline</td> <td>0%</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Equipment Procurement</td> <td>Purchasing of LA and fiber and construction materials</td> <td>100%</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Network Build (all components - owned, leased, indefeasible rights of use, etc.)</td> <td>Contract 649 miles of new fiber and 28 Access Points to support Rural Access Network</td> <td>0%</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Equipment Deployment</td> <td>Contract network equipment to support Rural Access Network</td> <td>0%</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Network Testing</td> <td>Verify new circuits and equipment are ready for turn-up</td> <td>0%</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Status of Procurement</td> <td></td> <td>0%</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Other (please specify # towers)</td> <td>Construction of 9 towers</td> <td>0%</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>0</td> <td>Set up and deploy Rural Access Network 28 access points + IT services through dedicated (RAN)</td> <td>0%</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>											ACTUAL PROJECT MILESTONES		Year 1		Year 2		Year 3		Year 4		Year 5		4a. MILESTONE	4b. DESCRIPTION	Period 1	Period 2	Period 1	Period 2	Period 1	Period 2	Period 1	Period 2	Period 1	Period 2	Overall Project	Dallas to El Paso Middle Mile internet Access Project	2%										Environmental Assessment	Completed EA, Desktop Biological Assessment	100%										Network Design	Received New Network Design	100%										Rights of Way	Obtain ROW	0%										Construction Permits and Other Approvals	Obtain construction permits	0%										Site Preparation	EA foundation and a pipeline	0%										Equipment Procurement	Purchasing of LA and fiber and construction materials	100%										Network Build (all components - owned, leased, indefeasible rights of use, etc.)	Contract 649 miles of new fiber and 28 Access Points to support Rural Access Network	0%										Equipment Deployment	Contract network equipment to support Rural Access Network	0%										Network Testing	Verify new circuits and equipment are ready for turn-up	0%										Status of Procurement		0%										Other (please specify # towers)	Construction of 9 towers	0%										0	Set up and deploy Rural Access Network 28 access points + IT services through dedicated (RAN)	0%																																																						
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List of Subrecipient(s) that received a subaward or subcontract from the eligible entity and a description of the specific project for which grant funds were provided.																																																																																																																																																																																																																																											
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4f. Subawards	5a. Project Name	5b. Project Description	5c. Subrecipient	5d. Minority Business Enterprise (MBE)	5e. Woman's Business Enterprise (WBE)	5f. Labor Surplus Area Firm	5g. Awarded Funds	5h. Expenditures to Date	5i. Remaining Grant Balance	5j. % of work complete																																																																																																																																																																																																																																	
	08-40-MM217 Zayo El Paso to Dallas Middle Mile	Zayo is also partnering with Vertical Bridge, a tower provider that will construct nine 180-foot tall towers along the proposed route. Each tower can host up to 4 wireless ISP that can provide both mobile and fixed 5G wireless broadband service. Vertical Bridge will provide wireless ISP with access to the towers on a non-discriminatory basis.	Vertical Bridge	NO	NO	NO	\$4,230,000	\$0	\$4,230,000	0%																																																																																																																																																																																																																																	

[illegible]

J. BROADBAND ACCESS KEY INDICATOR: SUBSCRIBERS AND SPEED													
PROJECTED NUMBER OF SUBSCRIBERS AND SPEED	Please use the following table to provide anticipated key indicators with the projected totals for each beneficiary category, access type and speed category for your infrastructure service or project. Except as indicated, information should be reported cumulatively from award inception through the end of the bi-annual period for BI-Annual Indicators. Please write the number "0" if your project does not include this indicator.												
	PROJECTED NUMBER OF SUBSCRIBERS AND SPEED		Year 1		Year 2		Year 3		Year 4		Year 5		
	SUBSCRIBER TYPE	ACCESS TYPE	Period 1	Period 2	Period 1	Period 2	Period 1	Period 2	Period 1	Period 2	Period 1	Period 2	
	15a. Anchor Institutions (AI)	15a-1. Total number of AIs passed		0	0	0	40	125	180	220	275	350	401
		15a-2. Number of AIs within 1,000 feet of the middle mile infrastructure		0	0	0	40	125	180	220	275	350	401
		15a-3. Total number of AIs served		0	0	0	0	0	0	0	0	0	0
		15a-4. AIs with new access		0	0	0	5	15	20	22	25	50	55
		15a-5. AIs with improved access		0	0	0	35	110	160	198	250	300	323
		15a-6. Total number of AIs served with speeds of at least 1/10bps		0	0	0	40	125	180	220	275	350	401
	15b. Broadband Wholesalers or Last Mile Providers	15b-1. Total number of broadband wholesalers or last mile providers served		0	0	0	0	0	0	0	0	1	2
		15b-2. Broadband wholesalers or last mile providers with new access		0	0	0	0	0	0	0	0	0	0
		15b-3. Broadband wholesalers or last mile providers with improved access		0	0	0	0	0	0	0	0	1	2
15b-4. Total number of broadband wholesalers or last mile providers offering speeds of at least 25/3 Mbps			0	0	0	0	0	0	0	0	0	0	
15b-5. Total number of broadband wholesalers or last mile providers offering speeds of at least 100/20 Mbps			0	0	0	0	0	0	0	0	0	0	
15b-6. Total number of broadband wholesalers or last mile providers offering speeds of at least 1/1 Gbps			0	0	0	0	0	0	0	0	1	2	

K. BROADBAND ACCESS KEY INDICATOR: NETWORK BUILD PROGRESS												
NETWORK BUILD PROGRESS	Please use the following table to provide anticipated key indicators and progress of your infrastructure project. Except as indicated, information should be reported cumulatively from award inception through the end of the bi-annual period. Please write the number "0" if your project does not include this indicator.											
	NETWORK BUILD PROGRESS		Year 1		Year 2		Year 3		Year 4		Year 5	
	KEY INDICATOR	Period 1	Period 2	Period 1	Period 2	Period 1	Period 2	Period 1	Period 2	Period 1	Period 2	
	16a. Total of new fiber miles (aerial or buried)	0	0	0	60	100	200	350	500	649	649	
	16b. Total of fiber miles leased	0	0	0	0	0	0	0	0	0	0	
	16c. Total of existing fiber miles upgraded	0	0	0	0	0	0	0	0	0	0	
	16d. Total of new microwave links	0	0	0	0	0	0	0	0	0	0	
	16e. Total of new towers	0	1	1	2	4	5	8	10	13	15	
	16f. Total of new interconnection points	0	0	0	1	5	10	15	20	25	28	
	16g. Total of signed agreements with broadband wholesalers or last mile providers	0	0	0	0	0	0	1	2	5	5	
	16h. Total of potential agreements (i.e., agreements currently being negotiated) with broadband wholesalers or last mile providers (This Total should NOT be reported cumulatively)	0	0	0	0	0	0	5	10	15	20	

L. QUANTIFIABLE METRICS												
FIBER OPTIC BASED	Quantifiable Metrics - Section designed to assist with reporting and audit purpose to quantify how much progress was made and track the location of where the progress was made.											
	17a. Fiber Optic Based		Year 1		Year 2		Year 3		Year 4		Year 5	
		Period 1	Period 2	Period 1	Period 2	Period 1	Period 2	Period 1	Period 2	Period 1	Period 2	
	17a-1. Is the fiber a buried/aerial or undersea application?	Buried										
	17a-2. Number of strands deployed	0										
	17a-3. Number of miles of buried fiber deployed	0										
	17a-4. Number of miles of aerial fiber deployed	0										
	17a-5. Estimated capacity of fiber (i.e., throughput)	Other										
	17a-6. Deployment cost per mile of buried fiber optics	0										
	17a-7. Deployment cost per mile of aerial fiber optics	0										
	17a-8. Total Spent on Buried Fiber Deployment this reporting period	0										
	17a-9. Total Spent on Aerial Fiber Deployment this reporting period	Not Applicable										
17a-10. Total spent on Fiber Deployment this reporting period	0											
17a-11. Please provide any additional information about the Fiber Optic deployment (200 words or less)	Nothing to report during this period.											
17a-12. Please provide the digital mappings (e.g., CAD, Revit, KMZ, KML) for the new aerial fiber and buried fiber equipment installed during this reporting period.												
MICROWAVE BASED	17b. Microwave Based		Year 1		Year 2		Year 3		Year 4		Year 5	
		Period 1	Period 2	Period 1	Period 2	Period 1	Period 2	Period 1	Period 2	Period 1	Period 2	
	17b-1. How many microwave nodes have been deployed?	0										
	17b-2. How many microwave nodes are operating for reporting period?	0										
	17b-3. Installation cost per microwavable node	0										
	17b-4. Number of new towers built to support microwave structure	0										
	17b-5. If applicable, what type(s) of tower were constructed (a) Monopole (b) Self-Support, (c) Guyed or (d) Other during this reporting period?	NA										
	17b-6. Average cost per tower installed	0										
	17b-7. Total spend on Tower deployment this reporting period	0										
	17b-8. Total spend on microwave deployment this reporting period	0										
	17b-9. If you answered "Other" to question 17b-5 or if it is a combination of multiple types, please provide a detailed narrative description detailing what type of tower or what combination of towers is used for the project and their associated costs. (200 words or less).											
	17b-10. Please provide the digital mappings (e.g., CAD, Revit, KMZ, KML) for the microwave nodes created during this reporting period.											
SATELLITE	17c. Satellite		Year 1		Year 2		Year 3		Year 4		Year 5	
		Period 1	Period 2	Period 1	Period 2	Period 1	Period 2	Period 1	Period 2	Period 1	Period 2	
	17c-1. What satellite provider is being used?											
	17c-2. What is the estimated capacity of the satellite link (i.e., throughput)?											
	17c-3. What is the associated cost to use this satellite service?											
	17c-4. Please provide any additional information about the Satellite deployment (200 words or less)	Not applicable										
17c-5. Please provide the digital mappings (e.g., CAD, Revit, KMZ, KML) for the satellite network accessed during this reporting period.												
Certifications												

CERTIFICATIONS	18. Please provide certification evidencing compliance with Federal labor and employment laws along with the requirements of Infrastructure Investment and Jobs Act and Middle Mile Grant Program, for the bi-annual period for which this report is being filed.		
	I certify that Zayo Group, LLC is in compliance with Federal labor and employment laws along with the requirements of the Infrastructure Investment and Jobs Act and Middle Mile Grant Program, for the biannual period for which this report is being filed.		
	19. Please provide certification evidencing compliance with the Build America, Buy America Act. The Build America, Buy America Act requires that all of the iron, steel, manufactured products (including but not limited to fiber-optic communications facilities), and construction materials used in the project or other eligible activities are produced in the United States unless a waiver is granted.		
	Not Applicable		
BIA GRANT PROGRAM BI-ANNUAL REPORT CERTIFICATIONS	20. I certify to the best of my knowledge and belief that this report is correct and complete for performance of activities for the purposes set forth in the award documents.		
	20a. Typed or Printed Name and Title of Authorized Certifying Official:	20c. Telephone (area code, number and extension):	
	Joel Daly, SVP Government Programs & Product Strategy		Person A
	20b. Signature of Certifying Official:	20d. Email Address:	Person A
	Joel Daly	20e. Date:	11/30/23