

### Application for Federal Assistance SF-424

**\* 1. Type of Submission:**

- Preapplication  
 Application  
 Changed/Corrected Application

**\* 2. Type of Application:**

- New  
 Continuation  
 Revision

\* If Revision, select appropriate letter(s):

\* Other (Specify):

\* 3. Date Received:

04-10-2023

4. Applicant Identifier:

5a. Federal Entity Identifier:

5b. Federal Award Identifier:

**State Use Only:**

6. Date Received by State:

7. State Application Identifier:

**8. APPLICANT INFORMATION:**

\* a. Legal Name:

Zayo Group, LLC

\* b. Employer/Taxpayer Identification Number (EIN/TIN):

26-2012549

\* c. UEI:

EACWBKJV6636

**d. Address:**

\* Street1:

1805 29th Street; Suite 2050

Street2:

\* City:

Boulder

County/Parish:

\* State:

Colorado

Province:

\* Country:

USA: UNITED STATES

\* Zip / Postal Code:

80301-0000

**e. Organizational Unit:**

Department Name:

Division Name:

**f. Name and contact information of person to be contacted on matters involving this application:**

Prefix:

\* First Name:

Joel

Middle Name:

\* Last Name:

Daly

Suffix:

Title:

SVP Government Programs

Organizational Affiliation:

\* Telephone Number:

Personal Cellphone Number

Fax Number:

\* Email:

joel.daly@zayo.com

**Application for Federal Assistance SF-424**

\* 9. Type of Applicant 1: Select Applicant Type:

**Q: For-Profit Organization (Other than Small Business)**

Type of Applicant 2: Select Applicant Type:

Type of Applicant 3: Select Applicant Type:

\* Other (specify):

\* 10. Name of Federal Agency:

**US Department of Commerce (DOC)**

11. Catalog of Federal Domestic Assistance Number:

11.033

CFDA Title:

Middle Mile Grant Program

\* 12. Funding Opportunity Number:

**NTIA-MMG-2022**

\* Title:

Middle Mile Grant Program

13. Competition Identification Number:

Title:

14. Areas Affected by Project (Cities, Counties, States, etc.):

8 TX counties 10 LA parishes 6 MS counties 10

Add Attachment

Delete Attachment

View Attachment

\* 15. Descriptive Title of Applicant's Project:

Zayo Dallas to Atlanta Middle Mile

Attach supporting documents as specified in agency instructions.

Add Attachments

Delete Attachments

View Attachments

**Application for Federal Assistance SF-424**

**16. Congressional Districts Of:**

\* a. Applicant **CO-02**

\* b. Program/Project **TX-01**

Attach an additional list of Program/Project Congressional Districts if needed.

AL-03, AL-06, AL-07, GA-03, GA-04, GA-05, GA-06, GA-07, GA-13, LA-04, L

Add Attachment

Delete Attachment

View Attachment

**17. Proposed Project:**

\* a. Start Date: **06-01-2023**

\* b. End Date: **09-30-2024**

**18. Estimated Funding (\$):**

* a. Federal	<b>13,688,241</b>
* b. Applicant	<b>5,866,389</b>
* c. State	<b>0</b>
* d. Local	<b>0</b>
* e. Other	<b>0</b>
* f. Program Income	<b>0</b>
* g. TOTAL	<b>19,554,630</b>

**\* 19. Is Application Subject to Review By State Under Executive Order 12372 Process?**

- a. This application was made available to the State under the Executive Order 12372 Process for review on .
- b. Program is subject to E.O. 12372 but has not been selected by the State for review.
- c. Program is not covered by E.O. 12372.

**\* 20. Is the Applicant Delinquent On Any Federal Debt? (If "Yes," provide explanation in attachment.)**

Yes  No

If "Yes", provide explanation and attach

Add Attachment

Delete Attachment

View Attachment

21. \*By signing this application, I certify (1) to the statements contained in the list of certifications\*\* and (2) that the statements herein are true, complete and accurate to the best of my knowledge. I also provide the required assurances\*\* and agree to comply with any resulting terms if I accept an award. I am aware that any false, fictitious, or fraudulent statements or claims may subject me to criminal, civil, or administrative penalties. (U.S. Code, Title 218, Section 1001)

**\*\* I AGREE**

\*\* The list of certifications and assurances, or an internet site where you may obtain this list, is contained in the announcement or agency specific instructions.

**Authorized Representative:**

Prefix:  \* First Name: **Joel**  
Middle Name:   
\* Last Name: **Daly**  
Suffix:

\* Title: **SVP Government Programs**

\* Telephone Number: **Personal Cellphone**  Fax Number:   
Number

\* Email: **joel.daly@zayo.com**

\* Signature of Authorized Representative: **Joel Daly** \* Date Signed: **04-10-2023**

### 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>	\$	\$	\$
<b>FEDERAL FUNDING</b>			
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 _____%		\$

## INSTRUCTIONS FOR THE SF-424C

Public reporting burden for this collection of information is estimated to average 180 minutes per response, including time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding the burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden, to the Office of Management and Budget, Paperwork Reduction Project (0348-0041), Washington, DC 20503.

**PLEASE DO NOT RETURN YOUR COMPLETED FORM TO THE OFFICE OF MANAGEMENT AND BUDGET. SEND IT TO THE ADDRESS PROVIDED BY THE SPONSORING AGENCY.**

This sheet is to be used for the following types of applications: (1) "New" (means a new [previously unfunded] assistance award); (2) "Continuation" (means funding in a succeeding budget period which stemmed from a prior agreement to fund); and (3) "Revised" (means any changes in the Federal Government's financial obligations or contingent liability from an existing obligation). If there is no change in the award amount, there is no need to complete this form. Certain Federal agencies may require only an explanatory letter to effect minor (no cost) changes. If you have questions, please contact the Federal agency.

*Column a.* - If this is an application for a "New" project, enter the total estimated cost of each of the items listed on lines 1 through 16 (as applicable) under "COST CLASSIFICATION."

If this application entails a change to an existing award, enter the eligible amounts *approved under the previous award* for the items under "COST CLASSIFICATION."

*Column b.* - If this is an application for a "New" project, enter that portion of the cost of each item in Column a. which is *not* allowable for Federal assistance. Contact the Federal agency for assistance in determining the allowability of specific costs.

If this application entails a change to an existing award, enter the adjustment [+ or (-)] to the previously approved costs (from column a.) reflected in this application.

*Column.* - This is the net of lines 1 through 16 in columns "a." and "b."

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Line 1 - Enter estimated amounts needed to cover administrative expenses. Do not include costs which are related to the normal functions of government. Allowable legal costs are generally only those associated with the purchases of land which is allowable for Federal participation and certain services in support of construction of the project.

Line 2 - Enter estimated site and right(s)-of-way acquisition costs (this includes purchase, lease, and/or easements).

Line 3 - Enter estimated costs related to relocation advisory assistance, replacement housing, relocation payments to displaced persons and businesses, etc.

Line 4 - Enter estimated basic engineering fees related to construction (this includes start-up services and preparation of project performance work plan).

Line 5 - Enter estimated engineering costs, such as surveys, tests, soil borings, etc.

Line 6 - Enter estimated engineering inspection costs.

Line 7 - Enter estimated costs of site preparation and restoration which are not included in the basic construction contract.

Line 9 - Enter estimated cost of the construction contract.

Line 10 - Enter estimated cost of office, shop, laboratory, safety equipment, etc. to be used at the facility, if such costs are not included in the construction contract.

Line 11 - Enter estimated miscellaneous costs.

Line 12 - Total of items 1 through 11.

Line 13 - Enter estimated contingency costs. (Consult the Federal agency for the percentage of the estimated construction cost to use.)

Line 14 - Enter the total of lines 12 and 13.

Line 15 - Enter estimated program income to be earned during the grant period, e.g., salvaged materials, etc.

Line 16 - Subtract line 15 from line 14.

Line 17 - This block is for the computation of the Federal share. Multiply the total allowable project costs from line 16, column "c." by the Federal percentage share (this may be up to 100 percent; consult Federal agency for Federal percentage share) and enter the product on line 17.

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.**

**Statement for Loan Guarantees and Loan Insurance**

The undersigned states, to the best of his or her knowledge and belief, that:

In any 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 commitment providing for the United States to insure or guarantee a loan, the undersigned shall complete and submit Standard Form-LLL, 'Disclosure Form to Report Lobbying,' in accordance with its instructions.

Submission of this statement 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 statement 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.

\* NAME OF APPLICANT

Zayo Group, LLC

\* AWARD NUMBER

NTIA-MMG-2022

\* PROJECT NAME

Zayo Dallas to Atlanta Middle Mile

Prefix:  \* First Name:  Middle Name:

\* Last Name:  Suffix:

\* Title:

\* SIGNATURE:

\* DATE:

<b>Grant Request Number</b>	GRN-001228
<b>Funding Program Name</b>	Middle Mile Broadband Infrastructure Grant Program
<b>Funding Request Name</b>	NKB Consulting - Middle Mile - GRN-001228
<b>Applying Organization</b>	Zayo Group, LLC
<b>Applicant Name</b>	Joel Daly

**Primary Applicant Type**

Identify the primary applicant type:

Single Entity

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**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

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Is parent/owner of applicant a foreign entity?

No

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**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 - **Personal Information / Proprietary Information**

████████████████████

██

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Key Personnel - **Personal Information / Proprietary Information**  
[Redacted]  
[Redacted]

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[Redacted]

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Key Personnel - **Personal Information / Proprietary Information**  
[Redacted]

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Key Personnel - **Personal Information / Proprietary Information**  
[Redacted]

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## 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.

## Personal Information / Proprietary Information

### 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.



Personal Information / Proprietary Information

Personal Information / Proprietary Information

Personal Information / Proprietary Information

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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 02-12-NKB Consulting-GRN-001228.pdf, Zayo CD511 Signed-11-21-2022 DAL ATL-11-21-2022 09-50-Zayo Group, LLC-GRN-001228.pdf

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#### **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.

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#### **SAM.gov Registration**

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

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**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 in this application is to create new access points along Zayo's unique, 822-mile, five-state, underground existing middle mile fiber route to enable better service to unserved and underserved areas. This project is also tailored to improve access to community anchor institutions. The benefits of this project could be game-changing for the communities that will have new access to a reliable and resilient fiber network. The project will help expand opportunities for remote learning, telemedicine, and public safety communications. In addition, the addition of 18 new cell towers will not only expand mobile wireless broadband coverage but also facilitate fixed wireless service.

Zayo proposes to significantly modify and operate a long, multi-state, underground fiber optic middle mile network that stretches closely along Interstate 20 from Dallas, Texas to Atlanta, Georgia. This network, which will be made available to all last mile carriers on a non-discriminatory, open access basis, follows a path through five states (Texas, Louisiana, Mississippi, Alabama, and Georgia) spanning 822 total miles. Our middle mile network has been designed to include access points to serve underserved and unserved areas in:

- 8 Texas counties (Kaufman, Upshur, Smith, Van Zandt, Wood, Dallas, Harrison, and Gregg);
- 10 Louisiana parishes (Bossier, Webster, Jackson, Cadde, Lincoln, Richland, Beinville, Ouaschita, Claiborne, and Madison);
- 6 Mississippi counties (Rankin, Newton, Scott, Warren, Lauderdale, and Hines);
- 10 Alabama counties (Shelby, St. Clair, Cieburne, Jefferson, Tuscaloosa, Calhoun, Talledege, Bibb, Hale, and Greene); and
- 6 Georgia counties (Cobb, Paulding, Douglas, Fulton, Haralson, and Carroll).

In all of these counties, the median broadband access speed is at or less than 100 Mbps down/25 Mbps up. All but 4 of these counties have between 10 percent and 33.6 percent federal poverty rates. There are over 30 school districts for which 60% or more students participate in the national school lunch program and for which 36 schools are within 1000 feet of the fiber routes. We have also identified 209 community anchor institutions that are located within 1 mile of our fiber route and could have access to our fiber network and could be supported on a non-discriminatory open access basis.

Our project proposes to create access points to an underground, reliable fiber network, by providing a highly resilient alternative to the aerial fiber that is used currently and subject to outages. The network design for this project specifically considers the access needs of these communities and the anchor institutions in these communities.

Zayo would like to emphasize that all 822 miles have already been fully constructed and the network has been fully operational and supporting large carrier and Enterprise customers since September 2021. Additionally, Zayo confirms that the proposed project area has an existing operational buried fiber network of an 822-mile path. The 822-mile route is an existing fiber optic route from Dallas, Texas to Atlanta, Georgia. The proposed project described in our MMGP application will enable new access points to serve underserved and unserved locations along the already established route. Zayo's sole objective with this proposal is to retrofit the network with new, tailored access points to serve the unserved and underserved. When Zayo uses the term "retrofit" we mean that we will be adding additional access points (off-ramps) and towers to its existing 822-mile fiber route between Dallas to Atlanta. These access points will be used to provide service to unserved communities along the route. Please refer to the maps and KMZs in the application. This project is relatively low cost with great potential to expand affordable broadband access in the areas served.

Zayo's Middle Mile Grant Program (MMGP) request leverages 822 miles of existing fiber, built and owned by Zayo. Zayo's MMGP funding request is to support 16 additional access points and 18 new towers along this existing route to provide middle mile services for local Internet service providers (ISPs) in order to provide services to unserved and underserved markets. Zayo is not seeking any federal funding in its MMGP proposal for laying any additional fiber along this route. The federal funding applied for in this MMGP project is for access points and towers along an existing route.

Zayo has reviewed the publicly available information related to the Broadband Technology Opportunities Program (BTOP) funding to identify potential overlap with the Peoples Telephone Cooperative between Wills Point and Mineola, Texas as well as Contact/InLine around the Jackson, Mississippi metropolitan area. Zayo has determined that the proposed project to add access points and towers along the existing Dallas, Texas to Atlanta, Georgia route does not duplicate existing services previously funded by the BTOP program from the Peoples Telephone Cooperative and Contact/InLine.

Zayo's review of the publicly available information related to the BTOP funding to the Peoples Telephone Cooperative and Contact/InLine determined that there will be a nine percent overlap of the routes of these two BTOP funded providers with the existing Zayo 822-mile route. The Peoples Telephone Cooperative route between Wills Point and Mineola, Texas is four percent (approximately 31 miles) of the 822 total route miles. The Contact/InLine route between Vicksburg and Jackson,

Mississippi is five percent (approximately 41 miles) of the 822 total route miles. Figure 1 provides an overview of the Dallas, Texas to Atlanta, Georgia route and illustrates where both BTOP funded providers overlap the route.

This overlap of routes does not represent a duplication of funding since Zayo is not seeking funding for any new fiber deployment. As we have stated earlier, the Zayo MMGP application seeks only to fund access points along our existing fiber route.

In fact, if Zayo's MMGP request is funded both the Peoples Telephone Cooperative and Contact/Inline will benefit because the Zayo MMGP project will provide these BTOP grantees with additional middle mile access.

Zayo's existing route was recently commissioned in 2021. This route provides lower latency for internet requests going east to Atlanta, Georgia.

In addition to the proposed modifications to the fiber network in this project, Zayo is partnering with Vertical Bridge, the nation's largest privately-owned tower company who will construct middle mile infrastructure in the form of seventeen (18) 180-foot towers along our route. Each tower can host up to 4 last mile wireless ISPs to provide both fixed and mobile wireless broadband services on a nondiscriminatory basis.

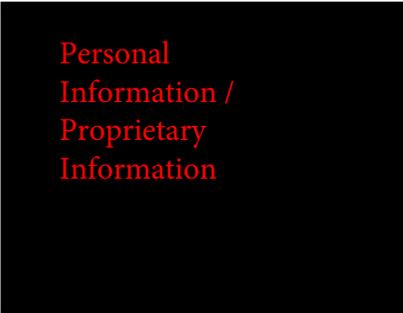
We have collaborated directly with each of the State Broadband Directors in the five states that will be served under our project. We solicited and utilized their input to determine where to locate the access points that would be funded under this application. We sought all of the State Broadband Directors' input to best: (1) determine optimal access points to communities and anchor institutions along the route, and (2) identify local Internet Service Providers (ISPs) who have earned their trust. Based on their input, Zayo has tailored the route-design to maximize its positive impact and coordinated with the ISPs. The directors in Georgia, Mississippi and Louisiana are especially excited about this unique network running East-West through the whole of their states and traversing so many underserved areas and each have supplied letters of support for this application.

As the largest independent provider of K-12 E-rate services in the nation, and a leading provider in Texas, Zayo is eager to pursue follow-on opportunities to support education and similar public organizations (e.g., public healthcare networks).

In this application, Zayo is partnering with Vertical Bridge, the largest privately-owned tower provider that has identified 18 tower locations along our route in Mississippi, Alabama, and Texas. These towers will host up to 4 wireless ISPs who will provide world-class 5G connectivity, mobile and fixed, along the route.

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 of its expertise and resources to bear, to create a great outcome for the communities.

To ensure success and digital equity, Zayo has been coordinating with local wireline ISPs across all states:

- - 
  - 
  - 
  - 
  - 
  -
- 

Zayo has active and long-standing relationships with some of these ISPs and supporting letters from some of these providers.

The overall cost of this project is \$19,877,766. This application requests \$13,914,436 in funding from the MMGP. Zayo will match these grant funds with a \$5,963,330 cash match or 30% of the total project costs. We believe that the requested support from the MMGP is sufficient to sustain this project beyond the grant period. The funds requested in this application would allow Zayo to install ILAs that will enable last mile service from wireline ISPs. In addition, a portion of the funding will allow our partner, Vertical Bridge, to construct 180-foot towers that will provide non-discriminatory access to up to four wireless ISPs to provide mobile and fixed broadband service within a 5-mile radius of each tower.

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### 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 median broadband access speed currently available in all the counties along our fiber route is at or less than 100 Mbps down/25 Mbps up. All but 4 of these counties have between 10 percent and 33.6 percent federal poverty rates. There are over 30 school districts for which 60% or more participate in the national school lunch program and for which 36 schools are within 1000 feet of the fiber routes. We have also identified 209 community anchor institutions that are located within 1 mile of our fiber route and could have access to our fiber network and could be supported on a non-discriminatory open access basis.

Providing access to our network would enable last mile providers to greatly enhance their service to these communities. Zayo's fiber route passes through significant expanses of underserved areas determined by the latest available data by the Federal Communications Commission. In the areas that can be served by our route once access points are established, many have no broadband connectivity. For the majority of others that appear to have some broadband availability, the broadband

connectivity is typically, single-threaded (non-resilient), very aged (30+ years old), and mostly arial. The arial fibers are exposed and vulnerable to outages from tornadoes and hurricane-force winds. Zayo's network is predominantly underground, creating a more reliable and resilient middle mile fiber network across the northern portions of the five states.

Access to a reliable underground fiber network is vitally important to this region, which is regularly hit with tornadoes and hurricanes that can knock out aerial fiber and power. Our network provides middle mile resiliency for these five states. Further, our network will provide fiber access to some of the most impoverished counties in the United States. Sixty-three (63) percent of the counties that we will serve have 15% of their population below the federal poverty level. Thirty (30) school districts along the route have greater than 60% participation in the national school lunch program. We have included maps and charts which show how our project will serve these areas.

There are also many anchor institutions along our proposed route. We have identified 209 such institutions that will have options for access and/or broadband support to our network once the access network is overlaid to Zayo's current route.

Access to our high quality underground fiber network will improve broadband service to end users in terms of increased speeds, improved latency, and resiliency.

As a result of all of this, the Broadband Directors in Mississippi, Louisiana, and Georgia were elated to hear that Zayo plans to install a series of access points, with add/drop, functionality in strategic locations across Zayo's pre-constructed routes. They explained that the impact would be tremendous, and the conversations turned to identification of communities and anchor institutions.

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### **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

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### **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.**

Zayo has reached out to the State Broadband Offices for each of the states where our network passes: Texas, Louisiana, Mississippi, Alabama, and Georgia. We invited each state office to help us identify the best locations for access points so that we can serve the areas of greatest need that they have identified.

Georgia. Zayo collaborated with Josh Holdebrandt, Director of Public and Governmental Affairs for Georgia's Department of Natural Resources, and Jessica Simmons, Deputy Chief Information Officer for Broadband and Special Projects and their office on anchor institutions, including the design set of access points to serve. In all, we identified 21 key institutions that are sorely lacking broadband connectivity. The use of the phrase "sorely lacking broadband connectivity" means underserved institutions based on Zayo's discussions with the Georgia State Broadband office. We were told that the lack of broadband connectivity to anchor institutions is not limited to purely access, but also related to the lack of reliable and high performing internet access at a sustainable cost allowing these institutions to operate at the same level as institutions that leverage state of the art infrastructure.

The context was reliable broadband services, which is the bandwidth sustainable at most times of the day. Note our middle mile solution is a dedicated bandwidth solution that is highly reliable at all times. It is not an aggregation of traffic pipe into another aggregated pipe. Such as:

- Four Hospitals and Medical Centers (e.g. Wellstar Douglas, Tanner Medical Centers, Higgins General Hospital)
- West Georgia Regional Airport
- Four library systems (e.g. Tallapoosa, Bremen, Temple, Villa Rica, Douglas County)
- City of Carrollton, and the whole of Carroll County
- University of West Georgia
- West Georgia Technical College (3 locations)
- School districts: Douglas County, Bremen City, Haralson
- Eight (8) specific public high schools

Mississippi. Based on Zayo's multiple conversations with Sally Dote, director of the Office of Broadband Expansion and Accessibility of Mississippi (BEAM) and Kyle Brown, deputy director of BEAM, we are collectively excited to deliver broadband access along the route. Of particular focus in our conversations were Warren County and Jefferson County. The towns of Vicksburg, Port Gibson and, ultimately, Georgetown and Hazelhurst are in dire need. Many in the region are low-income and are going to need both connectivity and digital equity support. Further, those regions include Alcorn State University, a Historically Black College and University and the only nuclear plant, Grand Gulf Nuclear Station, in the state.

Louisiana. Through conversations with Veneeth Iynegar, the State Broadband Director for Louisiana, Zayo is prioritizing the parishes of Union, Webster, Clayborn, Washetaw and Lincoln with particular focus on their respective hospital systems and schools. Lincoln Parish, for instance, is home to Grambling State University, Louisiana Tech University in Rustin. As a whole, these parishes and anchor institutions are operating either without broadband connectivity or, in the best cases, are operating

without underground broadband resiliency. Veneeth Iyengar emphasized that Louisiana learned from Hurricane Ida that more hurricanes will likely follow and the State must have the most reliable, most resilient and storm-resistant Internet, voice and data networks possible.

Alabama. Zayo spoke with Maureen Neighbors, Alabama's State Broadband. She explained that much of Zayo's proposed coverage was being addressed by the State's own \$80 million program. Zayo's plan will be to provide resiliency and will work with local ISPs to develop such a network. Maureen has asked that we speak again, soon, to further collaborate on pockets of need that become more relevant. Texas. The state Broadband Office of Texas also received our information on the communities that will be served under our proposal and they have confirmed our collaboration. We will continue to work with them going forward.

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**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

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**Is the project connecting non-contiguous trust lands?**

No

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

Yes

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

**Do you attest to this?**

Yes

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**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

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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

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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

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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

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Please describe:

The proposed Middle Mile route would improve diversity from Dallas to Atlanta that could be leveraged by the **privileged or confidential commercial or financial information** to avoid other common routes in use today. Today, most routes from Dallas to Atlanta are oriented South to New Orleans or leverage Interstate-20 at times which is common. This route has no dependence on New Orleans. Also, the route does not leverage Interstate-20 across the states. This route would lower latency as well as network diversity from other fiber networks that head East to Atlanta.

**Personal Information / Proprietary Information** have in the past expressed interest in securing additional diversity options across the nation. Past discussions highlighted the need in the area for weather risks as well as diversity. Since parts of this network work with Georgia Power Authority, Zayo would need to assess diversity further on the power grid.

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**Project  
Duration**

**Number of Years**

2  
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**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: 6/1/2023

End Date: 9/30/2024

Total Years: 1.33

Completed during the 5yr performance period.

Total Capital Investment is \$19,554,630 with a federal assistance request of \$13,688,241

Capital Investment plan is as followings:

1. 2023: **Personal Information / Proprietary Information**
2. 2024: **Personal Information / Proprietary Information**

Planned Awards are targeted for 1H2023. Zayo assumes project start will be by 6/1/2023. The project would be kick-off to align feasibility studies, site selections, engineering, equipment, and vault delivery. We estimate completion of this project 9/30/2024 which is within the 5yr performance period. Risk factors are primarily supply chain issues and permitting.

The project is broken down into 2 phases for fiber deployment. These phases include:

1. Phase 1, **Personal Information / Proprietary Information**
2. Phase 2, **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 June 2023, Zayo believes that we can complete this project within 1.33 years. Below is a breakdown of the project elements and the timeline for completion.

- MOUs *Personal Information / Proprietary Information*
- Site Selection *Personal Information / Proprietary Information*
- Underlying Rights *Personal Information / Proprietary Information*
- Design Engineering *Personal Information / Proprietary Information*
- Permitting *Personal Information / Proprietary Information*
- Conduit Delivery *Personal Information / Proprietary Information*
- ILA Delivery *Personal Information / Proprietary Information*
- Phase I Construction *Personal Information / Proprietary Information*
- Slicing and Testing Phase I *Personal Information / Proprietary Information*
- Tower Site Selection, Zoning, and Permitting *Personal Information / Proprietary Information*

- Tower Construction *Personal Information / Proprietary Information*
- Final Test *Personal Information / Proprietary Information*
- Acceptance *Personal Information / Proprietary Information*

### 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

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#### **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 statues. 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**

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 02-16-NKB Consulting-GRN-001228.docx.pdf, 2022-11-21-2022 09-53-Zayo Group, LLC-GRN-001228.11.21 Fair Labor Practices\_Signed.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 6000 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.

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### **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.**

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 Proprietary Information 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 Circa 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 has considered the local/regional climate hazards and established industry-leading design standards to mitigate risk. Zayo has immense experience in designing such, in all regions of the United States.

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- 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

The area of East Texas, Louisiana, and Mississippi are subject to harsh weather which may risk outages on poles due to tornados, hurricanes, excessive heat or high windows. Zayo's solution is an underground route to harden the network against annual weather conditions like high windows. High winds also occur in these sections of the State throughout the year. The underground condition would be supportive of prevention of the impact on high winds. The underground aspect also has an indirect benefit with regards to human error on driving. If a route was aerial, the fiber may be impacted by driving conditions. In the event of an unusual Ice or snowstorm, the underground aspect assists to harden this as well.

Vertical Bridge constructs all its towers to withstand hurricane force winds.

The one climate condition that any infrastructure solution would not stop is fire. That condition is subject to location regardless of the condition of underground or aerial aspect.

**Personal Information / Proprietary Information**

Once identified, the Operations Center works with Field Operations and Engineering on a review of options to consider if a recurring issue arises. This may include actions to harden the network such as but not limited to reprovisioning of equipment, field inspection of fiber, repulling fiber, and consider relocation if possible.

**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

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### Certification of Technical Capability

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

### Personal Information / Proprietary Information

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### 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.

Personal Information /  
Proprietary Information

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.

The existing route is currently being utilized by Zayo and a handful of enterprise customers. There are ongoing conversations with various last mile providers, along with a few select carriers, but at this time no agreements have been secured.

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:

Dark Fiber

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Wavelengths

Personal Information / Proprietary Information

IP

Personal Information / Proprietary Information

Zayo has verified that there are 35 proposed interconnection points, of which 32 are revenue generating.

Revenue Generating:

- Personal Information / Proprietary Information
- Personal Information / Proprietary Information

## Non-Revenue Generating:

- [Redacted]

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

Zayo has reviewed our proposed points of interconnection and determined that there is sufficient space for other providers to interconnect to the proposed Middle Mile Infrastructure. For the huts between large ILAs, Zayo's experience is that smaller huts work with current standards on optical gear to support smaller distribution areas along the middle mile within the specifications of optical gear.

Zayo has updated the narratives and budgets to describe the fiber type, count, and use of conduit along with a justification as to why the configuration was selected.

Zayo is currently augmenting the existing fiber network along the route to support the Middle Mile needs. A new conduit and fiber system are not within scope.

The route in the last three years was initially deployed as [Redacted] and currently has [Redacted] Zayo's configuration will support the Middle Mile along the route sufficiently for the MMGP.

[Redacted] The count is based on experience running long haul networks while recognizing that sections may be not utilized for the entire route. The conduit system standard deployed supports - conduit 1 is active use, conduit 2 is reserved for future use, and conduit 3 is dedicated for maintenance work. This set-up allows for maintenance and repair work to be done on the network over time.

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 a minimum 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.

Zayo has entered into a formal teaming agreement with Vertical Bridge to partner on this application to build 18 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.

— — —  
**Applicants are encouraged to upload supplemental documentation.**

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— — —  
**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.

There is no other provider that can offer a full cohesive end to end route. Lumen, Uniti, Windstream have portions of the route on older, aerial, and degrading fiber but cannot offer a solution end to end on one system that would be maximized for resilience and future bandwidth needs for the next 20+ years. This route is all designed to be the most direct path between both end point markets targeting the most cost-effective approach that should filter down to market leading price points for last mile 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.

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 MMGP 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 2-4 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 which will lower end-user prices under this proposed project. Please refer to the rate card provided in the application.

In addition to lowering the cost of service by 2-4 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 Information

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**Type of technology to be used in proposal:**

Fiber Optic Technology;Other

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**If Other, please describe:**

Cellular Broadband eg 5G

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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

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

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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

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**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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At Existing Zayo ILA Hut locations Zayo will install a new state approved precast concrete foundation within our current land lease area. The process will involve excavating previously disturbed soil and then compacting the newly exposed ground to meet local requirements. A crane will be used to offload and install the precast foundation. The foundation will be backfilled and compacted using the excavated soil. The crane will then be used to offload and set state approved precast concrete ILA Hut onto the foundation. At new micro-ILA Hut locations. Zayo will secure private land leases on which to build. Follow all local, state, and federal regulations and obtain applicable permits to construct the micro-ILA Huts. An excavator will be used to remove soil to the required depth. A compactor used to compact soils as required. A crane will be used to install a precast concrete foundation. The excavator will be used to backfill the foundation and compactor used to compact soils around the foundation. The Micro ILA will be offloaded with a crane and placed on the

foundation. All efforts will be made to obtain land lease sites that have been previously disturbed and free of mature trees. As well as outside of flood plains, wetland areas or otherwise protected areas.

The cell towers involve building a foundation upon which to construct the tower. The area would be protected by a fence surrounding the area. The towers will interconnect either through microwave links or fiber backhaul to the fiber middle mile network.

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**Upload Map Images:**

**Personal Information / Proprietary Information**

#### **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 is 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.

Personal Information / Proprietary Information

#### 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.

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#### 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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Information

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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 the MMG ZIP folder.

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**Any other funding provided for this project?**

No

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**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.

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**MMG Budget Narrative Template – Revised 5/10/12**

Applicant Name: **Zayo**: Dallas to Atlanta - Middle Mile Project

Applicant Type: Middle Mile Project

Proposed Period of Performance: **Proprietary Information**

**Zayo accepted, per the NIST recommendation on 5.8.23, moving the project period to 2 years and 3 months; assuming a start date of July 1, 2023.**

Total Project Costs: **(\$19,554,630)**

Total Federal Grant Request: **(\$13,688,241)**

Total Matching Funds (Cash): **(\$5,866,389)**

Total Matching Funds (In-Kind): **(\$0)**

Total Matching Funds (Cash + In-Kind): **(\$5,866,389)**

Total Matching Funds (Cash + In-Kind) as Percentage of Total Project Costs: **(30%)**

**Summary**

Total project cost is (\$19,554,630) – The total route miles between Dallas, TX and Atlanta, GA is 822 miles. Zayo has already built the entire route and installed **Proprietary Information**

**[Redacted]**

Summary	MMGP Request	Existing Route	Total
Route Miles	0	822 miles	822 miles
Route footage	0	4,340,160 ft	4,340,160 ft
Interconnection Points (ILAs & Splice pts.)	16	<b>Proprietary Information</b>	35 (32 ILAs & 3 splice pts.)
Towers	18	0	18

This unique 822 -mile route will pass 435 Critical Anchor Institutions (CAI) of which 235 are in unsevered areas and 200 are in underserved areas.

# 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 Atlanta 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. **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.

This Dallas to Atlanta route meets Zayo's investment criteria and is fiscally sustainable.

Proprietary Information	

**1. Administrative and Legal Expenses - (\$1,161,810)**

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

Project Management (Proprietary Information) – Staff time estimated Proprietary Information hours @ Proprietary Information per hour to complete management activities for overall coordination across all functional groups to ensure the project is on-time and within budget.

The hourly rates are blended rates based on historical rates used by Zayo and external vendors for similar work. The hours are based on Zayo’s history and external vendors from similar work.

Project Management \$/Hr is based on average base salary of \$Proprietary Information  
 \* Proprietary Information

Administration (Proprietary Information) – Staff time estimated Proprietary Information hours @ 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.

The hourly rates are blended rates based on historical rates used by Zayo and external vendors for similar work. The hours are based on Zayo’s history and external vendors from similar work.

Administration \$/Hr is based on average base salary of Proprietary Information  
 Proprietary Information

Legal Fees (Proprietary Information) – Legal time estimated Proprietary Information hours @ 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, counsel will conduct legal reviews for all contracts.

Legal \$/Hr is based on average base salary of \$**Proprietary Information**  
**Proprietary Information**

Description	Unit Basis	Unit Cost	# of Units	Total Cost
Project Management	Hour	<b>Proprietary Informa</b>	<b>Proprietary informa</b>	<b>Proprietary information</b>
Administration	Hour	<b>Proprietary Informa</b>	<b>Proprietary informa</b>	<b>Proprietary information</b>
Legal Fees	Hour	<b>Proprietary Informa</b>	<b>Proprietary informa</b>	<b>Proprietary informa</b>
<b>Total</b>				<b>\$1,161,810</b>

**2. Land, Structures, Rights-of-Way, Appraisals, etc. - (\$17,241,980)**

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

Land Purchase (Proprietary information) – Cost estimated based total land acquisition of Proprietary information SqFt @ 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: Proprietary Information ( ).

ILA Additions (Proprietary Information) – Cost estimated based on Proprietary Information ILA addition, based on Proprietary Information and the cost is based on past experience in nearby locations and industry rates.

Towers (Proprietary information) – Cost estimated based on Proprietary Information per site to complete activities for Tower implementation. The cost is based on past experience in nearby locations and industry rates.

Description	Unit Basis	Unit Cost	# of Units	Total Cost
Land Purchase	Item	Proprietary Information		
ILA Additions	Item	Proprietary information		
Towers		Proprietary information		
<b>Total</b>	<b>Item</b>			<b>\$ 17,241,980</b>

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

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

**Not applicable.**

**4. Architectural and Engineering Fees - (\$806,000)**

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

Engineering (Proprietary information) – Cost estimate based on total fees for Proprietary Information per ILA to complete activities for engineering design. The cost is based on past experience in nearby locations and industry rates. There are Proprietary Information for a total # of units of Proprietary Information

Permits (\$ Proprietary Information) – Cost estimate based on total fees for Proprietary Information per ILA to complete activities for permitting. The cost is based on past experience in nearby locations and industry rates. There are Proprietary Information for a total # of units of Proprietary Information

Description	Unit Basis	Unit Cost	# of Units	Total Cost
Engineering	Item	Proprietary Information	Proprietary Information	Proprietary Information
Permits	Item	Proprietary Information	Proprietary Information	Proprietary Information
<b>Total</b>				<b>\$ 806,000</b>

**5. Other Architectural and Engineering Fees - (\$)**

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

**Included in 4. Architectural and Engineering Fees**

**6. Project Inspection Fees - (\$)**

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

**Included in 2. Land, Structures.**

**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 2. Land, Structures.**

**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 2. Land, Structures.**

**9. Construction- (\$0)**

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

**Included in 2. Land, Structures.**

**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 2. Land, Structures.**

**11. Miscellaneous - (\$0)**

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

**Not Applicable**

**12. SUBTOTAL (\$19,209,790)**

**13. Contingencies - (\$344,840)**

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.

Contingencies (\$344,840) –2% of 2. Land and Structures

The contingency rate is typically a percentage ranging from Proprietary Information based on the perception of risk and level of unknowns. For this project Zayo has estimated a blended contingency rate of 2% for all ILAs and Towers. This indicates a low level of risk. This percentage is based on historical data used by Zayo and external vendors for similar work.

Some of the historical types of contingency expenses that are possible on this project are as follows:

- Site Construction Contingency Expenses
  - The authority having jurisdiction may require additional landscaping or storm water design. Additionally, there may be an increase in the price of raw materials; such as copper, concrete, etc.
- Permits Contingency Expenses
  - Expedite Fees may be needed if permitting is delayed.
- Electric utilities installation Contingency Expenses
  - Expenses can vary depending on utility company infrastructure
- Shipping
  - Expenses can vary depending on fluctuation in fuel costs.

Description	Unit Basis	Unit Cost	# of Units	Total Cost
2% Contingency Factor	Other	2%	17,241,980	\$344,840
<b>Total</b>				<b>\$ 344,840</b>

**14. Subtotal 12 + 13 (\$19,554,630)**

**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.

**16. Total Project Costs: (\$19,554,630)**

Middle Mile Grant Program

OMB Control No. 0660-0046

Detailed Budget Justification Template - Revised 5/10/23

Expiration Date: 11/30/2022

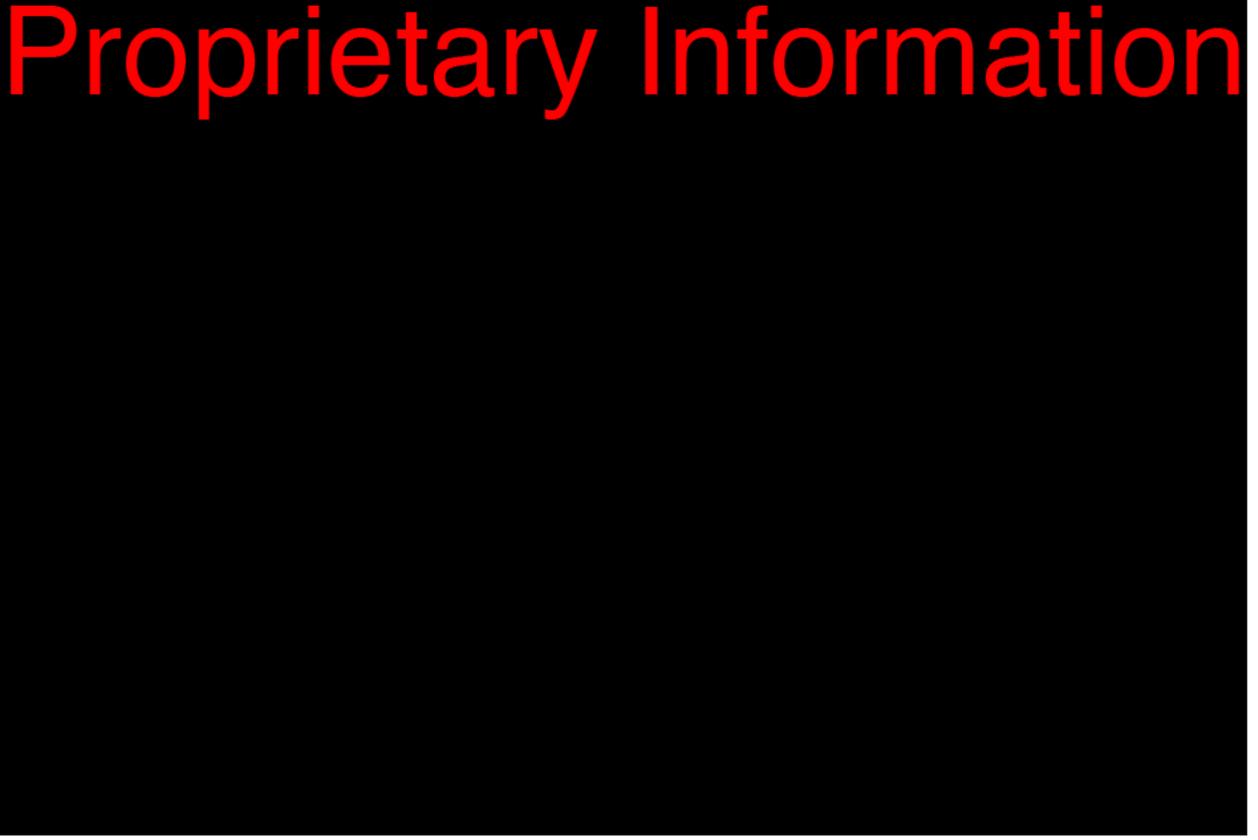
	Unit Type	Unit Cost	No. of Units	Total Cost	Federal Funds	Cash Match	In Kind	Match Type	Match	Allowable Total	Notes/Comments
<b>1. Administrative and Legal Expenses</b>											
1. Administrative and Legal											
Project Management	Hour	Proprietary Information		\$570,060.00	\$399,042	\$171,018		Cash	30%	\$399,042.00	Changed to include two decimal places
Administration	Hour	Proprietary Information		\$496,000.00	\$347,200	\$148,800		Cash	30%	\$347,200.00	Changed to include two decimal places
Legal Fees	Hour	Proprietary Information		\$95,750.00	\$67,025	\$28,725		Cash	30%	\$67,025.00	Changed to include two decimal places
<b>Total Administrative and Legal Expenses</b>				<b>\$1,161,810.00</b>	<b>\$ 813,267.00</b>	<b>\$ 348,543.00</b>	<b>\$ -</b>		<b>30%</b>	<b>\$813,267.00</b>	
<b>2. Land, Structures, Rights-of-Way, Appraisals, etc.</b>											
Land Purchase	Item	Proprietary Information		\$598,400.00	\$418,880	\$179,520		Cash	30%	\$418,880.00	Changed to include two decimal places
ILA Additions	Item	Proprietary Information		\$9,580,380.00	\$6,706,266	\$2,874,114		Cash	30%	\$6,706,266.00	Changed to include two decimal places
Towers	Item	Proprietary Information		Person Information / Proprietary Information							Changed to include two decimal places
<b>Total Land, Structures, Rights-of-Way, Appraisals, etc.</b>				<b>\$17,241,980.00</b>	<b>\$ 12,069,386.00</b>	<b>\$ 5,172,594.00</b>	<b>\$ -</b>		<b>30%</b>	<b>\$12,069,386.00</b>	
<b>3. Relocation Expenses and Payments</b>											
				\$0.00							
<b>Total Relocation Expenses and Payments</b>				<b>\$0.00</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>		<b>30%</b>	<b>\$0.00</b>	
<b>4. Architectural and Engineering Fees</b>											
Engineering		Proprietary Information		\$650,000.00	\$455,000	\$195,000		Cash	30%	\$455,000.00	Changed to include two decimal places
Permits		Proprietary Information		\$156,000.00	\$109,200	\$46,800		Cash	30%	\$109,200.00	Changed to include two decimal places
<b>Total Architectural and Engineering Fees</b>				<b>\$806,000.00</b>	<b>\$ 564,200.00</b>	<b>\$ 241,800.00</b>	<b>\$ -</b>		<b>30%</b>	<b>\$564,200.00</b>	
<b>5. Other Architectural and Engineering Fees</b>											
Included in 4. Architectural and Engineering Fees											
<b>Total Other Architectural and Engineering Fees</b>				<b>\$0.00</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>		<b>30%</b>	<b>\$0.00</b>	
<b>6. Project Inspection Fees</b>											
Included in 2. Land, Structures											
<b>Total Project Inspection Fees</b>				<b>\$0.00</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>		<b>30%</b>	<b>\$0.00</b>	
<b>7. Site Work</b>											
Included in 2. Land, Structures											
<b>Total Site Work</b>				<b>\$0.00</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>		<b>30%</b>	<b>\$0.00</b>	
<b>8. Demolition and Removal</b>											
Included in 2. Land, Structures											
<b>Total Demolition and Removal</b>				<b>\$0.00</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>		<b>30%</b>	<b>\$0.00</b>	
<b>9. Construction</b>											
Included in 2. Land, Structures											
<b>Total Construction</b>				<b>\$0.00</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>		<b>30%</b>	<b>\$0.00</b>	
<b>10. Equipment</b>											
Included in 2. Land, Structures											

<b>Total Equipment</b>				\$0.00	\$ -	\$ -	\$ -		30%	\$0.00	
11. Miscellaneous											
Included in 2. Land, Structures											
<b>Total Miscellaneous</b>				\$0.00	\$0	\$0	\$0			\$0.00	
<b>12. SUBTOTAL</b>				\$19,209,790.00	\$13,446,853.00	\$5,762,937.00	\$ -			\$13,446,853.00	
13. Contingencies											
3% Contingency Factor	2% of 2. Land, Structures, Rights-of-Way,	Other	Proprietary Information	\$344,840.00	\$241,388	\$103,452		Cash	30%	\$241,388.00	Changed to include two decimal places
<b>Total Contingencies</b>				\$344,840.00	\$241,388.00	\$103,452.00	\$0			\$241,388.00	
<b>14. SUBTOTAL</b>				\$19,554,630.00	\$13,688,241.00	\$5,866,389.00	\$0.00			\$13,688,241.00	Updated total cost calculations based on above changes
15. Project (program) income											
<b>Total Project (program) income</b>				\$0.00	\$0	\$0				\$0.00	
<b>16. PROJECT TOTAL</b>				#####	\$13,688,241.00	\$5,866,389.00	\$0.00		30%	\$13,688,241.00	

Zayo Network Diagram Map  
Dallas, TX to Atlanta, GA

Dallas to Atlanta

**Proprietary Information**



# NTIA MMG Program Table of Funded Projects

\*entries highlighted in grey are examples

Administrative Role	Organization
Applicant	Zayo
Partners	Vertical Bridge
Major Contractors/Suppliers	<b>Proprietary Information</b>
Major Contractors/Suppliers	
Applicant	



## ect Participants & Unfunded Collaborators

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Street Address	City	State	Zip Code
1805 29th Street	Boulder	CO	80301
750 Park of Commerce Dr #200	Boca Raton	FL	33478

**Proprietary Information**

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Details on Role	Scope of Work Description:	Scope of Work: Total Project Cost
Applicant	Project Management, Administration, Legal Fees, Land Purchase	Proprietary Information
Applicant	Construction of 18, 180' Cellular Towers and 75'x75' cellular compounds	

**Proprietary Information**

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Expiration Date: 11/30/2022

<b>Scope of Work: Federal Funding Amount Requested</b>	<b>Applicant's In-Kind Match Valuation</b>	<b>Applicant's Cash match</b>
\$ 495,775.00	\$ -	\$ 212,475.00
<b>Personal Information / Proprietary Information</b>		
<b>Proprietary Information</b>		





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  <b>FEDERAL AWARD ID NUMBER</b> 08-40-MM228
<b>FINANCIAL ASSISTANCE AWARD</b>		<b>PERIOD OF PERFORMANCE</b> 07/01/2023 - 12/31/2025
<b>RECIPIENT NAME</b> Zayo Group, LLC	<b>FEDERAL SHARE OF COST</b> \$13,688,241.00	
<b>STREET ADDRESS</b> 1805 29th Street; Suite 2050	<b>RECIPIENT SHARE OF COST</b> \$5,866,389.00	
<b>CITY, STATE ZIP</b> Boulder, CO 80301-1067	<b>TOTAL ESTIMATED COST</b> \$19,554,630.00	
<b>AUTHORITY</b> 47 U.S.C. Sec. 1741	<b>CFDA NO. AND NAME</b> 11.033 Middle Mile (Broadband) Grant Program	
<b>PROJECT TITLE:</b> Zayo Dallas to Atlanta Middle Mile		
<p><b>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.</b></p> <p>X DEPARTMENT OF COMMERCE FINANCIAL ASSISTANCE STANDARD TERMS AND CONDITIONS</p> <p>R &amp; 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  Andrew Rittgers	DATE  06/15/2023	
PRINTED NAME, PRINTED TITLE, AND SIGNATURE OF AUTHORIZED RECIPIENT OFFICIAL  <b>ANDREW RITTGERS</b>	DATE  Digitally signed by ANDREW RITTGERS Date: 2023.06.15 10:40:29 -06'00'	

Award Number: 08-40-MM228, Amendment Number 0

Federal Program Officer: Mike Tibodeau

Requisition Number: MM1228

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	\$13,688,241.00

**Award Contact Information**

Contact Type	Contact Name	Email	Phone
Administrative	Jerry E Terkelson	jerry.terkelson@zayo.com	Person's 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-MM228 with Zayo Group LLC to support the work described in the proposal entitled “Zayo Dallas to Atlanta Middle Mile” dated 9/30/2022 and all revised budget narrative(s) and/or technical proposal(s) received during application review, 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  
Telephone: [REDACTED]  
Email: [REDACTED]

**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](mailto: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](mailto:andrew.rittgers@nist.gov)

NIST Financial Assistance Award Number: 08-40-MM228

Amendment: NEW

Recipient: Zayo Group LLC

**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](mailto: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

**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 \$241,388.00 is hereby withheld until approval of SAC #21 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 **2 years and 6-month** period of performance and provide for a maximum total amount of \$13,688,241.00 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 \$5,866,389.00 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 **70%** Federal share and **30%** 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

NIST Financial Assistance Award Number: 08-40-MM228

Amendment: NEW

Recipient: Zayo Group LLC

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-MM228

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](mailto: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

NIST Financial Assistance Award Number: 08-40-MM228

Amendment: NEW

Recipient: Zayo Group LLC

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](mailto: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](mailto: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](mailto: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-MM228) 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-MM228

*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*

NIST Financial Assistance Award Number: 08-40-MM228

Amendment: NEW

Recipient: Zayo Group LLC

*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. Publication Disclaimers:**

Pursuant to Section G.05.k of the DOC Standard Terms and Conditions, the recipient is required to submit a copy(ies) to the funding agency and when releasing information related to a funded project include a statement that the project or effort undertaken was or is sponsored by DOC. The recipient is also responsible for assuring that every publication of material (including Internet sites) based on or developed under an award, except scientific articles or papers appearing in scientific, technical or professional journals, contains the following disclaimer:

*This [report/video/etc.] was prepared by [recipient name] using funds under award [number] from the National Telecommunications and Information Administration (NTIA), U.S. Department of Commerce (DOC). The statements, findings, conclusions, and recommendations are those of the author(s) and do not necessarily reflect the views of the NTIA or DOC*

This also applies to videos produced under DOC financial assistance awards.

**21. 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.

**22. Property Trust Relationship and Public Notice Filings for Grant-Acquired Property:**

In accordance with 2 CFR § 200.316, NIST shall require the Recipient to execute a Covenant of Purpose, Use and Ownership, property management agreement, mortgage or other statement of the Federal Interest in real property acquired or improved, in whole or in part, under a DOC financial assistance award, acceptable in form and substance to NIST, which must be placed on record in accordance with local law, with continuances (for fixture filings) and amendments filed as appropriate. The Recipient may also be required to provide NIST with a written statement from a licensed attorney in the jurisdiction where the property is located certifying that the covenant, mortgage or other statement of the Federal Interest has been properly executed and duly recorded, as required under the award and in accordance with local law. The attorney's statement, along with a copy of the instrument reflecting the recordation of the Federal Interest, shall be returned to the Grants Officer. The Recipient may not dispose of, modify the use of, or change the terms of the real property title, or other interest in the project site and facilities without permission and instructions from NIST. The Grants Officer may elect not to release any or a portion of the Federal award funds until the Recipient has complied with this provision and any other applicable award terms or conditions, unless other arrangements satisfactory to NIST are made. Upon request from the Recipient, the Grants Officer may provide an alternative means of providing public notice of the Federal Interest or may forego the filing of a public notice of the Federal Interest. No alternative will alter the trust relationship by which the recipient holds title (see 2 CFR § 200.316 (Property trust relationship)).

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**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 additives<sup>1</sup>—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.<sup>2</sup>

“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;

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<sup>1</sup> IIA, § 70917(c)(1).

<sup>2</sup> *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	\$ 1,161,810	\$	\$ 1,161,810
2. Land, structures, rights-of-way, appraisals, etc.	\$ 17,241,980	\$	\$ 17,241,980
3. Relocation expenses and payments	\$ 0	\$	\$ 0
4. Architectural and engineering fees	\$ 806,000	\$	\$ 806,000
5. Other architectural and engineering fees	\$ 0	\$	\$ 0
6. Project inspection fees	\$ 0	\$	\$ 0
7. Site work	\$ 0	\$	\$ 0
8. Demolition and removal	\$ 0	\$	\$ 0
9. Construction	\$ 0	\$	\$ 0
10. Equipment	\$ 0	\$	\$ 0
11. Miscellaneous	\$ 0	\$	\$ 0
12. SUBTOTAL (sum of lines 1-11)	\$ 19,209,790	\$ 0	\$ 19,209,790
13. Contingencies	\$ 344,840	\$	\$ 344,840
14. SUBTOTAL	\$ 19,554,630	\$ 0	\$ 19,554,630
15. Project (program) income	\$	\$	\$ 0
16. TOTAL PROJECT COSTS (subtract #15 from #14)	\$ 19,554,630	\$ 0	\$ 19,554,630
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 <u>70</u> %		\$ 13,688,241



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. 0660-0052  
 Expiration Date: 12/31/25

**Middle Mile Grant Program Bi-Annual Performance Report**

**A. GENERAL INFORMATION**

GENERAL	1a. Recipient Organization:	Zayo Group, LLC	1h. Award Identification Number:	08-40-MM228	
	1b. Recipient Street Address:	1805 29th Street, Suite 2050	1i. Report Date (MM/DD/YYYY):	10/30/23	
	1c. City, State, and Zip Code:	Boulder, CO 80303	1j. Final Report:	Yes	No <input checked="" type="checkbox"/>
	1d. Unique Entity Identification (UEI) Number:	EACW8KV6636	1k. Report Period Start Date (MM/DD/YYYY):	07/01/2023	
	1e. Award Start Date (MM/DD/YYYY):	07/01/2023	1l. Report Period End Date (MM/DD/YYYY):	09/30/2023	
	1f. Award End Date (MM/DD/YYYY):	12/31/25			
	1g. Name of Person Completing Report:	Joel Daly, VP Government Programs & Product Strategy			

**B. 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 create new access points along the 822-mile, five-state, underground existing middle mile fiber route, providing a highly resilient alternative to the aerial fiber used currently, which is subject to outages, to provide better service to unserved and underserved areas. The availability of robust broadband will make possible remote educational opportunities, telemedicine, and reliable public safety communications. Zayo has identified 435 community anchor institutions that are located within 1000 feet of the fiber route that could have access to the network.</p> <p>Zayo's rescope of the project will create three new Intermediate Line Amplifiers (ILAs) in addition to the existing 71 access points. The route will pass through Texas, Louisiana, Mississippi, Alabama, and Georgia. 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 last 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 eighteen towers based on the proposed rescope along the route.</p> <p>The proposed rescope to include a Middle Mile Rural Access Network aims to connect last-mile Internet Service Providers in rural areas to more communities at lower costs (similar to metro area pricing). Zayo will provide dedicated fibers and install IT services equipment at Intermediate Line Amplifiers (ILAs) to support this network. This allows Internet Service Providers to interconnect at handholds and splice points along the Middle Mile route without requiring costly fiber pairs for backhaul to Tier 1 or Tier 2 Point of Presence (PoPs). 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:	<p>The final outcome of this project is to create new access points along Zayo's unique, 822-mile, five-state, underground existing middle mile fiber route to enable better service to unserved and underserved areas. This project is also tailored to improve access to community anchor institutions. The benefits of this project could be game-changing for the communities that will have new access to a reliable and resilient fiber network. The project will help expand opportunities for remote learning, telemedicine, and public safety communications.</p> <p>This project 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.</p>
2c. How would the project meet the recipient's business and/or administrative need(s)?	<p>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 (ENA@Zayo) and other leading network providers. Zayo has created a Government Stimulus Programs team to apply for, secure, and manage the implementation of government grant opportunities. The NTIA MMGP award furthers Zayo's commitment to be part of the solution in unserved and underserved communities across the United States. This project is major milestone in Zayo's commitment to support nationwide initiatives to bridge the digital divide and enhance network infrastructure.</p>
2d. Provide an overview of key 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"> <li>1. Finalized the new project scope, including narrative, budget, budget justification, and SF-424 forms</li> <li>2. Developed a proposed new Rural Access Network design</li> <li>3. Fully engaged sub-recipient Vertical Bridge project staff and leadership during weekly and as needed meetings to support initial implementation of the project</li> <li>4. Developed and initiated a plan for all communication with NTIA and NIST</li> </ol>
2e. Provide any roadblock experienced during this reporting period impacting the expansion of the MM infrastructure project (i.e., supply chain, availability of labor).	<p>Zayo experienced and addressed the following roadblocks during this reporting period:</p> <p><a href="#">View ntiaao information</a></p>
2f. Provide any barriers to improving job quality experienced during this reporting period.	None to report.

**C. INFRASTRUCTURE MILESTONE CATEGORIES AND PROJECT TIMELINE**

Please use the chart below to provide the start date and end date of your project.

OVERALL PROJECT	PROJECT DURATION	3a. PROJECT START DATE	3b. PROJECT END DATE
	914	July 1, 2023	December 31, 2025

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.

3c. MILESTONE CATEGORIES	3d. DURATION (Days)	3e. START DATE	3f. END DATE	Year 1 Baseline		Year 2 Baseline		Year 3 Baseline		Year 4 Baseline		Year 5 Baseline	
				Period 1	Period 2								
Overall Project	914	07/01/2023	12/31/2025	5%	35%	65%	80%	100%	100%				
Environmental Assessment	20	07/01/2023	07/01/2023	0%	0%	100%	100%	100%	100%				
Network Design	20	07/01/2023	07/01/2023	100%	50%	75%	100%	100%	100%				
Rights Of Way	20	07/01/2023	07/01/2023	0%	50%	100%	100%	100%	100%				
Construction Permits And Other Approvals	20	07/01/2023	07/01/2023	0%	50%	100%	100%	100%	100%				
Site Preparation	20	07/01/2023	07/01/2023	0%	50%	75%	100%	100%	100%				
Equipment Procurement	20	07/01/2023	07/01/2023	0%	50%	75%	100%	100%	100%				
Network Build (all components - owned, leased)	20	07/01/2023	07/01/2023	0%	0%	25%	50%	100%	100%				
Equipment Deployment	20	07/01/2023	07/01/2023	0%	0%	50%	75%	100%	100%				
Network Testing	20	07/01/2023	07/01/2023	0%	0%	25%	50%	100%	100%				
Status of Procurements	20	07/01/2023	07/01/2023	0%	0%	25%	50%	100%	100%				
Other (please specify): 18 Towers	20	07/01/2023	07/01/2023	5%	10%	25%	50%	75%	100%				
Rural Access Network	20	07/01/2023	07/01/2023	0%	0%	25%	50%	100%	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.

4a. MILESTONE	4b. DESCRIPTION	Year 1		Year 2		Year 3		Year 4		Year 5	
		Period 1	Period 2								
Overall Project	Dallas to Atlanta Middle Mile Infrastructure Project	5%									
Environmental Assessment		0%									

NO OF PRC

Network Design	Revised New Network Design	10%									
Rights of Way	Obtain ROW	0%									
Construction Permits And Other Approvals	Obtain construction permits	0%									
Site Preparation	ULA foundation and grading	0%									
Equipment Procurement	Purchasing of ULA and routers	0%									
Network Build (all components - owned, leased, infeasible Rights of Use, etc.)	Build 3 new ULAs to support Rural Access Network	0%									
Equipment Deployment	Deploy electronic equipment to support Rural Access Network	0%									
Network Testing	Verify new circuits and equipment are ready for turn-up	0%									
Status of Procurement	Construction of 18 towers	5%									
Other (please specify): 18 Towers	Set-up and deploy Rural Access Network (74 access points + 18 services through dedicated fibers)	0%									
Rural Access Network											

Subrecipient and subawards

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.

Associate projects names to any subrecipient or subaward associated with grant, approved grant funds, and expenditures to date.

Sub Project Name	Sub Project Description	Sub-Subrecipient	Minority Business Enterprise (MBE)	Women's Business Enterprise (WBE)	Labor Surplus Area Firm	Awarded Funds	Expenditures to Date	Remaining Grant Balance	% of work complete
08-40-MM228	Vertical Bridge will construct middle mile infrastructure in the form of eighteen (18) 180-foot towers along the route. Each tower can host up to 4 last mile wireless ISP to provide both fixed and mobile wireless broadband services on a nondiscriminatory basis. New cell towers will not only expand mobile wireless broadband coverage but also facilitate fixed wireless service.	Vertical Bridge	NO	NO	NO	\$7,050,000	\$0	\$7,050,000	0%
			Yes	Yes	Yes				
			Yes	Yes	Yes				
			Yes	Yes	Yes				

**D. INFRASTRUCTURE BUDGET EXECUTION DETAILS**

Please provide details below on your total budget and total fund expended to date for each budget element, including detailed disbursements of both matching funds approved and federal funds obligated from project inception through end of this reporting period. Figures should be reported cumulatively from award inception to the end of the applicable reporting period.

Projected Budget Element	Federal Funds	Non-Federal Funds	Total Project Budget	Total Federal Funds Expended to Date	Total Non-Federal Funds Expended to Date	Total Funds Expended	Percent of Federal Funding Expended to Date (Cumulative)
Administrative and legal expenses	\$1,078,806.62	\$500,788.84	\$1,579,595.46	\$75,410.18	\$70,763.79	\$146,173.97	7%
Land, structures, rights-of-way, appraisals, etc.	\$6,490,000.00	\$2,410,000.00	\$8,900,000.00	\$	\$	\$	0%
Relocation expenses and payments	\$	\$	\$	\$	\$	\$	0%
Architectural and engineering fees	\$141,750.00	\$60,750.00	\$202,500.00	\$	\$	\$	0%
Other architectural and engineering fees	\$	\$	\$	\$	\$	\$	0%
Project inspection fees	\$112,000.00	\$48,000.00	\$160,000.00	\$	\$	\$	0%
Site work	\$	\$	\$	\$	\$	\$	0%
Demolition and removal	\$	\$	\$	\$	\$	\$	0%
Construction	\$1,752,116.67	\$753,050.00	\$2,505,166.67	\$	\$	\$	0%
Equipment	\$	\$	\$	\$	\$	\$	0%
Miscellaneous	\$4,350,108.00	\$1,864,472.00	\$6,214,580.00	\$	\$	\$	0%
Subtotal	\$10,512,747.03	\$4,436,177.30	\$14,948,924.33	\$75,410.18	\$70,763.79	\$146,173.97	1%
Contingencies	\$	\$	\$	\$	\$	\$	0%
Totals	\$10,512,747.03	\$4,436,177.30	\$14,948,924.33	\$75,410.18	\$70,763.79	\$146,173.97	1%

**E. COMMUNITY BENEFIT AGREEMENT**

As stated in the MM Grant Program NFO a Community Benefit Agreement (CBA) is an agreement signed by community benefit groups and a developer, identifying the community benefits a developer agrees to deliver, in return for community support of the project.

Please use the fields below to state the Community Benefit Group and Developer Name and describe the activities in how this partnership has supported with the Middle Mile Infrastructure project (i.e. wage agreements, targeting hiring of apprentices and disadvantaged groups in labor market, education and training opportunities, sub-contracting to local small business for construction, services, and supply chain needs).

**Description of Community Agreement**

**7a. Community Benefit Group Name:** Please provide the name of the Community Benefit Group  
None to report

**7b. Developer Name:** Please provide the name of the Developer  
None to report

**7c. Community Benefit Group and Developer Partnership:** Please describe in the space below the nature of the partnership and how the MM grant funds being used are assisting to provide community support for the infrastructure project.  
None to report

**F. CLIMATE RESILIENCE**

Recipients must demonstrate that they have sufficiently accounted for current and future weather and climate related risks to new MM infrastructure projects. At present, weather and climate related risks to broadband networks include wildfires, extreme heat and cold, inland and coastal flooding, and the extreme winds produced by weather events such as tornadoes, hurricanes, and other weather events. Because retrofitted and new infrastructure for broadband might be expected to have a lifetime of 20 years or more, recipients 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.

**Climate Resiliency Risk Mitigation**

This purpose of this section is for the recipient to demonstrate that they have sufficiently accounted for current and future weather and climate-related risks to new MM infrastructure projects. In particular, each recipient should demonstrate how they've addressed the known and identifiable risks of current and future projected weather and climate conditions through measures such as (but not limited to) choice of a technology platform suitable to the climate risk of the region, reliance on alternatives siting of facilities (i.e., underground construction where appropriate), retrofitting, or hardening of existing assets, and use of network redundancy to safeguard against threats to infrastructure.

**8a. Were any geographic areas identified for this reporting period subject to an initial and/or updated hazard screening for future weather and climate related risk? If so, please provide the date of the screening and provide related documentation as an attachment to this report.**

No hazard screenings were completed during the reporting period.

Climate Resilience Category	Date of Most Recent Hazard Screening	Name and Title of Representative Completing Most Recent Hazard Screening	Date of Report Completion
N/A	N/A	N/A	N/A

**8f. Identified Risk:** For your MM project, what are the potential weather and climate hazards that may be most important to be addressed that could impact the resiliency of the middle mile infrastructure deployed (i.e. wildfires, extreme heat and cold, inland and coastal flooding, extreme winds, tornadoes, hurricanes and other weather events)?

**8g. Weather and Climate Hazards:** Were any significant climate or weather hazards experienced during this reporting period (i.e., floods, tornadoes) impacting infrastructure rollout or service? Briefly describe how you monitored for weather and climate caused issues for the reliability of the system. If so, please provide the date of the disaster, location and backup documentation related (i.e., news articles).

At this time we see no foreseeable climate events from the climate data in/around/near the long haul route from Dallas, Texas to El Paso, Texas.

In the next 20 years, this route may have the following risks: 1. Tornadoes, 2. Hurricanes, 3. Excessive heat, and 4. High winds. 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/mitigate these risks including a continuous improvement program ensuring Zayo is implementing the best contingency plans to respond to any changes.

There were no significant climate or weather hazards during this reporting period. Zayo's Network Operations Center (NOC) monitors all weather events in and around Zayo infrastructure utilizing the latest NOAA/National Weather Service live update feeds. Zayo also utilizes GE Smallworld interactive maps/tools for all of the owned infrastructure.

**8h. Risks to Deployment of New Infrastructure:** Has the team identified any risks impacting the deployment of new or repaired infrastructure due to current and future weather and climate-related threats during this reporting period?

Zayo has not identified any current or future weather or environmental risks that would impact the project during this reporting period.

**8i. Risk Mitigation:** How will the project avoid and/or mitigate the risk identified? If not applicable, please explain why.

Zayo's NOC (Network Operations Center) in Tulsa, OK, assists our Outside Plant (OSP) Teams, contractors and vendors throughout the construction phases by identifying and highlighting any potential climate events that could potentially affect the project. Additionally, Zayo monitors its network to identify repeating occurrences such as outages on the network. Zayo also uses big data with AI technology for trend analysis to recognize location(s) repeatedly on system outage tickets.

Additionally, Zayo has Standard Operating Procedures (SOPs) that mitigate all weather and climate risks including those already identified. The SOPs include: 1. Bury the majority of the fiber. Buried fiber is 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

**8j. Additional Information:** Is there any additional information you would like to share during this reporting period that the grant team should be aware of regarding the management of sustainable climate resiliency for your MM project?

No additional information to share.

**B. Additional Resources**  
 Has the team utilized the available resources to assist with mitigation and long-term planning efforts for this reporting period? If so, which resources?  
 2018 National Climate Assessment  
 NOAA's 2022 State Climate Summaries  
 NOAA Disaster and Risk Mapping Tool  
 NOAA's Storms Event Database  
 NOAA Climate Explorer and Digital Coast  
 FEMA National Risk Index  
 Consulted FEMA-approved Hazard Mitigation Plans prepared by states in which they propose to build middle mile infrastructure to help identify key risk and hazards

Zayo team regularly utilizes all of these key underlying data sources to derive our analytics and forecasting.

**G. Workforce**

For projects receiving over \$5,000,000 (based on expected total cost), as determined by the U.S. Secretary of Labor by subchapter IV of chapter 31 of title 40, United States Code (commonly known as the "Davis-Bacon Act"), all laborers and mechanics employed by contractors and subcontractors in the performance of such project are paid wages at rates not less than those prevailing.

**Davis-Bacon Act Certification**

9a. Does the recipient have access to the information requested (all laborers and mechanics employed by contractors and subcontractors in the performance of such project are paid wages at rates not less than those prevailing)?

Yes	No	x
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**Local Hire Prioritization and Impact**

Local hiring is a goal or requirement to hire people who live close to the place of work. This aim is often more specifically structured as a requirement for contractors awarded certain types of publicly funded projects to recruit a certain proportion of the people working on the project from a particular area. Please provide all direct hires and contractors supporting the MM infrastructure project.

Please use the table below to describe how the project prioritizes local hiring.

Hires by Race, Ethnicity and Gender	Number of Hires																								Totals		
	Race/Ethnicity																										
	9b. Hispanic or Latino			9c. Non-Hispanic/Non-Latino												9c-1. x											
	9c-1. Men			9c-2. Women						9c-3. y						9c-4. z											
9b-1.	9b-2.	9b-3.	White	Black or	Native	Asian	Native	Two or	White	Black or	Native	Asian	Native	Two or	White	Black or	Native	Asian	Native	Two or	White	Black or	Native	Asian	Native	Two or	
Number of Local Direct Hires																											0
Number of Non-Local Direct Hires																											0
Percentage of Local Direct Hires on Award	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%
Number of Local Subcontractors																											0
Number of Non-Local Subcontractors																											0
Percentage of Local Subcontractors on Award	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%

**Davis-Bacon Act Wages**

Please confirm if wages are at least prevailing\*

\*As stated in the MM NOFO as determined by the U.S. Secretary of Labor in accordance with subchapter IV of chapter 31 of title 40, United States Code (commonly known as the "Davis-Bacon Act"), for the corresponding classes of laborers and mechanics employed on projects of a character similar to the contract work in the civil subdivision of the State (or the District of Columbia) in which the work is to be performed.

10a. Are wage rates at least the Davis-Bacon prevailing wage for all laborers? Yes No

10b. Please cite your source of how this information was gathered (for 10a). Have not engaged construction contractors/labor at this stage

10c. Are wage rates at least the prevailing wage for all mechanics? Yes No

10d. Please cite your source of how this information was gathered (for 10c). Have not engaged construction contractors/labor at this stage

10e. If you answered "No" to either 10a. or 10c., please provide an attachment reporting the wages and benefits of workers on the project by job classification, and whether those wages are less than the prevailing wage.

**Workforce Demographic Data**

Jobs by Race, Ethnicity and Gender	Number of Jobs																								Totals		
	Race/Ethnicity																										
	11-a. Hispanic or Latino			11b. Non-Hispanic/Non-Latino												11b-1. x											
	11b-1. Men			11b-2. Women						11b-3. y						11b-4. z											
11a-1.	11a-2.	11a-3.	White	Black or	Native	Asian	Native	Two or	White	Black or	Native	Asian	Native	Two or	White	Black or	Native	Asian	Native	Two or	White	Black or	Native	Asian	Native	Two or	
Jobs Created	1			15			1			4																	0
Jobs Retained																											21

12-a. Does this project include some workforce elements that are unionized? Yes No x

12-b. Are workers provided access to union educators/organizers on employer property or during the work day? Yes No x

12-c. Does your MM project utilize a project labor agreement? Yes No x

12-d. Did workers receive additional information or training about their workplace rights in addition to already required notice postings? Yes x No

**H. Workforce Continuity Plan**  
 National Labor Relations Act [29 U.S.C. 158 (f)]

As stated in the MM NOFO, if a recipient has not provided a certification that a project either will use a unionized project workforce or included a project labor agreement, meaning a pre-hire collective bargaining agreement consistent with section 8(f) of the National Labor Relations Act (29 U.S.C. 158 (f)), then the recipient must provide a project workforce continuity plan.

**Workforce Continuity Plan**

11a. Please describe the steps taken to ensure the project has ready access to a sufficient supply of appropriately skilled and unskilled labor to ensure construction is completed skillfully throughout the project's life (as required in Section 8(f) of the MM NOFO). As stated in the MM NOFO, the middle mile grant recipient is capable of carrying out the proposed project in a competent manner, including a plan to attract or retain an appropriate skilled and credentialed workforce.

For your MM project, please provide a brief description of efforts made to attract, train or retain a skilled and credentialed workforce.

Has the team offered any of the following resources to assist with maintaining a sufficient supply of appropriately skilled labor force for this reporting period? If so, which resources (please provide a brief description of any of the following that apply):

- Professional Certifications
- In-House Training
- Registered Apprenticeships
- Labor-Management Partnerships
- Partnerships with entities like unions, community colleges, or community-based groups

Zayo is 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. Zayo deliberately builds inclusivity into our programs, processes, and mindset.

Zayo offers an internship/ apprenticeship program based on the company requirement to upskill/hire local talent. It regularly conducts in-house training and encourages its workforce to take up Professional Certifications as required by different roles within the organization. Zayo also has a tuition reimbursement program offering employees the opportunity to self-select training, certifications, or college credits that will advance their knowledge in their current role. The company engages with community-based groups to ensure our future workforce to attract and retain the highest quality talent.

11b. Please describe below, the steps taken to minimize risks of labor disputes and disruptions that would jeopardize the timeliness and cost-effectiveness of completing the MM project.

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 equal employment opportunity requirements, pay scales, overtime eligibility, employee benefits, and worker safety requirements. Also, the Code of Conduct explicitly states that Zayo retains the right to monitor and ensure compliance with each contractor and subcontractor. 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 the Master Construction Services Agreements with construction contractors require them to comply with our OSP Manual, Code of Conduct, and Safety Requirements and all employment and safety laws. 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. For ongoing maintenance, our local team of field operations professionals work hand in hand with local groups.

All Zayo contractors must 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. Each contractor must provide employees with all safety equipment required by OSHA, Zayo, and the various governing agencies.

11c. Please describe below the steps to ensure a safe and healthy workplace that avoids delays and costs associated with workplace illnesses, injuries, and fatalities.



16e. Total of new towers	0	1	2	5	10	18					
16f. Total of new interconnection points	0	0	1	3	74	74					
16g. Total of signed agreements with broadband wholesalers or last mile providers	0	0	0	0	5	10					
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	10	15					

**L. QUANTIFIABLE METRICS**

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 Fiber										
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	0										
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.											

17B. Microwave Based	Year 1		Year 2		Year 3		Year 4		Year 5		
	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.											

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**

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

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	
20b. Signature of Certifying Official:	20d. Email Address:
Joel Daly	joel.daly@zayo.com
	20e. Date:
	11/30/23



## Federal Financial Report

(Follow form Instructions)

1. Federal Agency and Organizational Element to Which Report is Submitted National Telecommunications and Information Administration		2. Federal Grant or Other Identifying Number Assigned by Federal Agency (To report multiple grants, use FFR Attachment) 08-40-MM228	
3. Recipient Organization (Name and complete address including Zip code) Recipient Organization Name: Zayo Group, LLC Street1: 1805 29th Street Street2: Suite 2050 City: Boulder County: Boulder County State: Colorado Province: Country: United States ZIP / Postal Code: 80301			
4a. UEI EACWBKJV6636	4b. EIN 26-2012549	5. Recipient Account Number or Identifying Number (To report multiple grants, use FFR Attachment)	
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: 7/1/23 To: 12/31/25	9. Reporting Period End Date 09/30/23
10. Transactions (Use lines a-c for single or multiple grant reporting)			Cumulative
<b>Federal Cash (To report multiple grants, also use FFR attachment):</b>			
a. Cash Receipts			0.00
b. Cash Disbursements			0.00
c. Cash on Hand (line a minus b)			0.00
(Use lines d-o for single grant reporting)			
<b>Federal Expenditures and Unobligated Balance:</b>			
d. Total Federal funds authorized			13,688,241.00
e. Federal share of expenditures			75,410.18
f. Federal share of unfiquidated obligations			0.00
g. Total Federal share (sum of lines e and f)			75,410.18
h. Unobligated balance of Federal Funds (line d minus g)			13,612,830.82
<b>Recipient Share:</b>			
i. Total recipient share required			5,866,389.00
j. Recipient share of expenditures			70,761.79
k. Remaining recipient share to be provided (line i minus j)			5,795,627.21
<b>Program Income:</b>			
l. Total Federal program income earned			0.00
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						
N/A						
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:  First Name:  Middle Name:

Last Name:  Suffix:

Title:

b. Signature of Authorized Certifying Official

**Joel Daly** Digitally signed by Joel Daly  
Date: 2023.11.30 10:40:45 -07'00'

c. Telephone (Area code, number and extension)  
Personal Cell Phone

d. Email Address

e. Date Report Submitted

14. Agency use only: