

# Application to DHCD Submitted through CAMS

Northern Neck Planning District Commission

Northern Neck Broadband Project- Phase II

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**Application ID:** 86509102021090530

**Application Status:** Pending

**Program Name:** Virginia Telecommunications Initiative 2022

**Organization Name:** Northern Neck Planning District Commission

**Organization Address:** P.O. Box 1600  
Warsaw, VA 22572

**Profile Manager Name:** Jerry Davis

**Profile Manager Phone:** (804) 333-1900

**Profile Manager Email:** jdavis@nnpdc17.state.va.us

**Project Name:** Northern Neck Broadband Project- Phase II

**Project Contact Name:** Jerry Davis

**Project Contact Phone:** (804) 333-1900

**Project Contact Email:** jdavis@nnpdc17.state.va.us

**Project Location:** P.O. Box1600, 457 Main Street  
Warsaw, VA 22572-0000

**Project Service Area:** King George County, Lancaster County, Northumberland County

**Total Requested Amount:** \$3,190,500.00

**Required Annual Audit Status:** Accepted

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## Budget Information:

Cost/Activity Category	DHCD Request	Other Funding	Total
<b>Telecommunications</b>	<b>\$3,190,500.00</b>	<b>\$20,477,692.25</b>	<b>\$23,668,192.25</b>
Construction	\$2,273,589.14	\$18,788,511.48	\$21,062,100.62
Construction Related Soft Costs	\$694,158.32	\$694,158.32	\$1,388,316.64
Other: Other CAPEX	\$222,752.54	\$995,022.45	\$1,217,774.99
<b>Total:</b>	<b>\$3,190,500.00</b>	<b>\$20,477,692.25</b>	<b>\$23,668,192.25</b>

### Budget Narrative:

This project seeks \$3,190,500 in VATI funding to complete and accelerate a regional broadband deployment initiative.

## Questions and Responses:

### 1. Project Description and Need

Describe why and how the project area(s) was selected. Describe the proposed geographic area including specific boundaries of the project area (e.g. street names, local and regional boundaries, etc.). Attach a copy of the map of your project area(s). Label map: Attachment 1 – Project Area Map.

### Answer:

This application is submitted by the Northern Neck Planning District Commission (NNPDC) for the Northern Neck 2022 Accelerated Fiber Deployment Initiative (“Initiative”) and is submitted by NNPDC and All Points Broadband (“APB” or “All Points”), as applicant and co-applicant, respectively, on behalf of the counties of King George and Northumberland Counties, and the Lancaster County Broadband Authority (Authority) on behalf of Lancaster County (each a “County”).

The attached map and shape files demonstrate the specific boundaries of the proposed project area. The proposed project area was selected to achieve universal coverage in the Counties by extending universal fiber-to-the-home (“FTTH”) broadband to areas not included in the 2021 VATI grant awarded to NNPDC and APB, and to accelerate APB’s construction of FTTH in areas within areas in Lancaster and King George where APB was the RDOF winner.

The project is the culmination of the successful partnership between NNPDC, APB, Dominion Energy Virginia (Dominion), Northern Neck Electric Cooperative (NNEC) and King George, Northumberland, Lancaster, Richmond and Westmoreland Counties to achieve universal FTTH broadband on the Northern Neck

A map of the project area is attached as Attachment 1.

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2. List existing providers in the proposed project area and the speeds offered. Please do not include satellite. Describe your outreach efforts to identify existing providers and how this information was compiled with source(s).

**Answer:**

The wireline broadband provider in the Counties is Atlantic Broadband (ABB). The proposed project area contains those communities and neighborhoods where ABB is not offering service. All Points has visited each area proposed to be served by the project to visually verify that wireline broadband does not exist at the locations in these areas.

3. Describe if any areas near the project have received funding from federal grant programs, including but not limited to Connect America Funds II (CAF II), ACAM, ReConnect, Community Connect, and Rural Digital Opportunity Funds (RDOF). If there have been federal funds awarded near the project area(s), provide a map showing these areas, verifying the proposed project area does not conflict with these areas. Do not include areas awarded to satellite broadband providers. Label Map: Attachment 2 – Documentation on Federal Funding Area.

**Answer:**

Other than RDOF funding awarded to APB and discussed below, no federal grant funds have been awarded to any portion of the proposed project area. Attachment 2 demonstrates that no part of the project area has received any federal broadband-related funding other than RDOF.

4. Describe if any blocks awarded in Rural Digital Opportunity Fund (RDOF), excluding those awarded to satellite internet service providers, are included in the VATI application area. If RDOF areas awarded to terrestrial internet service providers are included in the VATI application, provide a map of these areas and include information on number of passings in RDOF awarded areas within the VATI application area, and Census Block Group ID number for each block group in the project area. Label Attachment: Attachment 3 – RDOF Awarded Areas Form in VATI Area

**Answer:**

Attachment 3 includes a map of the project area showing the areas where APB was the RDOF winner and areas where other providers were provisionally awarded RDOF funds. The project includes 2,308 passings that are within APB's RDOF areas.

5. Overlap: To be eligible for VATI, applicants must demonstrate that the proposed project area(s) is unserved. An unserved area is defined as an area with speeds below 25/3 mbps and with less than 25% service overlap within the project area for wireless projects and 10% for wireline projects. Describe any anticipated service overlap with current providers within the project area. Provide a detailed explanation as to how you determined the percentage overlap. Label Attachment: Attachment 4 – Documentation Unserved Area VATI Criteria.

**Answer:**

All Points conducted extensive field surveys in each portion of the project area to determine unserved areas. All Points visited and visually inspected the areas proposed to be served by the project to verify they are not currently served by wireline technology (cable or fiber) that is capable of providing 25/3 service.

These areas where All Points completed its field surveys were then mapped to determine the project area and compared to data available and supplied by the Counties. APB has published public maps of its planned FTTH deployment, funded by VATI in the 2021 cycle, and encouraged residents who are outside of that project area to register their locations as unserved.

The map of currently served areas in the County is included as Attachment 4.

6.

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**Total Passings:** Provide the number of total serviceable units in the project area. Applicants are encouraged to prioritize areas lacking 10 Megabits per second download and 1 Megabits per second upload speeds, as they will receive priority in application scoring. For projects with more than one service area, each service area must have delineated passing information. Label Attachment: Attachment 5 – Passings Form.

a. Of the total number of VATI passings, provide the number of residential, business, non-residential, and community anchors in the proposed project area. (Up to 10 points for businesses and community anchor institutions)

b. If applicable, of the total number of RDOF passings, provide the number of residential, business, non-residential, and community anchors in the proposed project area.

c. If applicable, provide the number of passings that will require special construction costs, defined as a one-time fee above normal service connection fees required to provide broadband access to a premise . Describe the methodology used for these projections.

d. If applicable, provide the number of passings included in the application that will receive broadband access because special construction costs have been budgeted in the VATI application. Describe the methodology used for determining which passings with special construction costs were budgeted in the application.

e. Provide the number of passings in the project area that have 10/1 mbps or less. Describe the methodology used for these projections. (up to 15 points)

**Answer:**

As set out in Attachment 5, the project area includes 3,411, of which 2,308 are in APB's RDOF areas.

a.

To determine the number of residential, business, non-residential and community anchor institutions in the proposed project area, each of the 3,411 locations in the proposed project area were cross-referenced with parcel-specific land use data in County GIS information. This process resulted in 3,151 passings categorized as residential, 121 passings categorized as non-home based businesses, 28 residential passings where a home based business was located, 5 community anchor institutions, and 134 passings categorized as non-residential.

Among the business passings in the proposed project area are the Corpetoman Thrift Shop, Reynolds Garage, Inc., Ellen's Country Store, Lancaster Tavern and Inn, Yankee Point Marina, UPS Customer Center, BooKoo Foods, Northern Neck Meat Processing, Wide Sky Flower Farm

Among the community anchor passings in the proposed project area are an office of the Virginia Department of Forestry, the Morattico Waterfront Museum, Sealston Elementary School and Belle Isle State Park.

b.

The total number of passings within APB's RDOF areas is 2,308 as set out in attachment 3.

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c.

None of the passings included in the proposed project area will require special construction costs. For the first twelve months after service is available at any location within the proposed project, All Points' standard installation fee of \$199.00 will include any length of service drop required to make service available to that location. Therefore, as All Points has confirmed with DHCD during the technical assistance process prior to submission of this application, all of the passings within the proposed service area will be considered serviceable units.

d.

As noted above, for the first twelve months after service is available at any location within the proposed project, All Points' standard installation fee of \$199.00 will include any length of service drop required to make service available to that location. All Points' detailed design for the project calculated the projected service drop length for all locations in the proposed project area and the average drop length used to determine the project budget is based on the weighted average drop length indicated by the project design.

e.

All 3,411 passings in the project area (including the 1,103 outside of APB's RDOF areas and the 2,308 within APB's RDOF areas) lack access to service of at least 10/1 mbps.

APB has confirmed through field surveys that none of the passings in the project area have access to DSL service.

7. **For wireless projects only:** Please explain the ownership of the proposed wireless infrastructure. Please describe if the private co-applicant will own or lease the radio mast, tower, or other vertical structure onto which the wireless infrastructure will be installed.

**Answer:**

Not applicable as this is a FTTH project.

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8. Speeds: Describe the internet service offerings, including download and upload speeds, to be provided after completion of the proposed project. Detail whether that speed is based on dedicated or shared bandwidth, and detail the technology that will be used. This description can be illustrated by a map or schematic diagram, as appropriate. List the private co-applicant's tiered price structure for all speed offerings in the proposed project area, including the lowest tiered speed offering at or above 25/3 mbps. (up to 10 points)

**Answer:**

The last-mile FTTH network will offer three speed tiers that are fully symmetrical: 50/50 mbps, 100/100 mbps, and 1/1 gbps, with no data caps. The intended monthly pricing for these plans is \$59.99, \$99.99, and \$149.99, respectively, with a flat \$5 service fee to cover applicable taxes and FCC fees.

Customers will also have the ability to subscribe to VOIP phone service with multiple calling features and local and continental US long distance calls included for an additional \$14.99 per month.

Because the project is a FTTH network, the only locations sharing of bandwidth may occur are at a fiber concentration cabinet or at the network core. All Points has planned more than adequate capacity to consistently deliver advertised speeds to all customers.

9. Network Design: Provide a description of the network system design used to deliver broadband service from the network's primary internet point(s) of presence to end users, including the network components that already exist and the ones that would be added by the proposed project. Provide a detailed explanation of how this information was determined with sources. Provide information on how capacity for scalability, or expansion, of how the network can adapt to future needs. If using a technology with shared bandwidth, describe how the equipment will handle capacity during peak intervals. For wireless projects, provide a propagation map for the proposed project area with a clearly defined legend for scale of map. Label Map: Attachment 6 – Propagation Map Wireless Project.

**Answer:**

The project is a new FTTH deployment that will make FTTH service available to currently unserved locations in the Counties. The network includes approximately 273 miles of distribution fiber, of which 169 which will be constructed by APB, and approximately 104 miles will be built by Dominion pursuant to the Utility Leverage Statute. The final mileage to be constructed by Dominion is contingent of approval of Dominion's related petition to be submitted to the State Corporation Commission ("SCC") under the Utility Leverage Statute. As indicated in its letter included in Attachment 13, Tilson Technology Management, Inc. has assisted All Points with the planning and design of this network, and preparation of indicative bills of materials, and related cost estimates.

At completion, the network will connect to APB's FTTH network on the Northern Neck that is currently under construction, leveraging 6 upstream connection points to All Points' network core in the data center cluster in Ashburn, Virginia and two independent connection to All Points' redundant network core in the Cermak data center in Chicago, Illinois.

All existing and new fiber distribution infrastructure will use all-dielectric self-supporting ("ADSS") fiber cable, with AFL Telecommunications ("AFL") as the principal cable manufacturer. Because ADSS cable is fully self-supporting and requires no messenger wire, in can be installed in a single pass, resulting in lower construction costs and more rapid deployment timeframes. ADSS is optimized for deployments on electric utility poles and infrastructure and can be

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placed in closer proximity to conductors, which reduces pole make ready expense. The project will use cables of various strand counts, generally ranging from 24 to 288 strands, depending on the specific network segment. As indicated in the letter included in Attachment 13, AFL, APB's primary supplier of fiber optic cables, connectors, terminals, and related hardware, has allocated committed manufacturing capacity to support APB's materials requirements and specific schedule for this project.

The network will include approximately 5 fiber feeder hubs and approximately 10 fiber distribution hubs. Service drops will be made to one of approximately 706 fiber distribution terminals. Fiber distribution terminals will be AFL Titan Ready-to-Deploy Multipoint Terminals in multiple sizes depending on location and network requirements.

Service drops will be made using AFL Trident hardened drop cables.

All customer premises equipment, including optical network terminals and Wi-Fi internet access gateways will be from the Calix ecosystem of products.

All network optronics will use the XGS-PON (ITU G.9807.1) architecture, which is capable of delivering 10 gigabit, symmetric service, to all end users.

The network has been designed to be scalable and expandable to meet future needs as new locations are built within the project area and as end user demands require higher bandwidth connections.

For example, throughout all distribution routes, a minimum of 12 fiber strands will be reserved to accommodate future needs. This will ensure sufficient distribution capacity so that no additional fiber routes would need to be constructed to offer service to any new locations built in the proposed project area after project completion.

At all feeder and distribution hubs, sufficient capacity has been reserved to enable the network to be upgraded to offer 10 gigabit, symmetric service, to all end users on the network in the future as consumer demands require higher bandwidth connections. All distribution terminals have been sized to accommodate additional connections in the future to accommodate new and in-fill development without requiring additional splicing.

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10. Explain how the proposed project achieves universal broadband coverage for the locality or fits into a larger plan to achieve universal broadband coverage for the locality. If applicable, explain the remaining areas of need in the locality and a brief description of the plan to achieve universal broadband coverage. (up to 50 points)

**Answer:**

Achieving universal broadband access has been a long-term objective of each of the Counties.

As discussed above, All Points have undertaken extensive field inspections, franchisee network review, and community outreach to ensure that all remaining unserved locations in the Counties are included in the proposed project area. These are the few remaining areas in King George and Northumberland that were not served by the NNPDC's 2021 VATI project or within APB's RDOF award areas, all of APB's RDOF areas in Lancaster, and all the remaining unserved locations in Lancaster outside of APB's RDOF areas.

Because this project includes all 3,411 locations in the Counties that remain unserved, completing the project will achieve universal broadband in the Counties. Because this project will enable APB to accelerate its RDOF deployments in the Counties, it will enable all locations in APB's RDOF areas to achieve full FTTH broadband coverage within 36 months instead of 6 years.

11. **Project Readiness**

Describe the current state of project development, including but not limited to: planning, preliminary engineering, identifying easements/permits, status of MOU or MOA, and final design. Prepare a detailed project timeline or construction schedule, identifying specific tasks, staff, contractor(s) responsible, collection of data, etc., and estimated start and completion dates. Applicants must include Memorandums of Understanding (MOUs) or Memorandums of Agreement (MOAs) between applicants (drafts are allowable). Label Attachments: Attachment 7 – Timeline/Project Management Plan; Attachment 8 – MOU/MOA between Applicant/Co-Applicant; (up to 20 points)

**Answer:**

This project will leverage and extend APB's ongoing FTTH deployments in the Counties that were funded by a combination of VATI and RDOF funding.

In March of 2020, King George, Northumberland, Richmond and Westmoreland Counties entered into an agreement with APB, Dominion and NNEC to develop a comprehensive regional strategy to achieve universal FTTH broadband (see Attachment 8). In April of 2021, Lancaster entered into an MOU with APB and Dominion and joined this regional initiative (see Attachment 8).

From April of 2021 until the date of this application, APB, the NNPDC the Counties and the Authority have held routine coordination meetings to advance the regional initiative and to develop this project to expand the regional initiative to achieve universal coverage in all 5 Counties on the Northern Neck.

The SCC petition for approval of Dominion's participation in the original Northern Neck Initiative was submitted in



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September of 2020, and the SCC's final order approving that project was issued in March of 2021.

Dominion and APB are completing low level design activities for the initial 4-County project that was funded by VATI in the 2021 cycle on a rolling basis as construction proceeds. Construction of fiber distribution routes for the initial 4-County project commenced in July of 2021 and customer installations are on schedule to commence in December 2021. The initial 4-County project is on schedule for completion in the third quarter of 2023. The project set forth in this application will be an expansion of the original project scope and is timed to run concurrently with completion of the initial 4-County project.

In May and June of 2021, All Points completed high-level network design for this expansion of the initial project in collaboration with Dominion and NNEC, and the network design now incorporates those design consultations with Dominion and NNEC, including the specific routes to be constructed by Dominion. The high-level network design is now complete.

Through our shared experience achieving SCC approval of Dominion's participation in the VATI-supported Northern Neck Initiative, All Points and Dominion have developed a standard final design coordination process that runs concurrently with the SCC petition process. This approach reduces costs for All Points and Dominion, ensures that all information required to be submitted to the SCC is available on the required timeframes, and enables network construction to begin immediately upon SCC approval of Dominion's petitions under the Utility Leverage Statute.

APB and Dominion have teams of project managers, right-of-way agents, designers and field crews actively working in the region to construct the original 4-County network, which teams will expand their work to include this project.

As indicated in the letter included in Attachment 13, AFL Telecommunications, APB's cable manufacturer, has allocated committed manufacturing capacity to support APB's requirements and specific schedule for this project. By involving AFL in the design and fiber technology evaluation from the beginning, APB has ensured that the project will benefit from APB's strategic partnership with AFL, including firm pricing and dedicated manufacturing capacity. Further details from bills of materials and cost estimates are provided in Attachment 13.

Dominion will also be preparing needed environmental permits for its proposed routes for this project during the pendency of the SCC petition. Provided the SCC petition is submitted and approved on the planned timeframe, APB and Dominion will both commence network construction for this expansion of the original 4-County project in Q3 of 2022.

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APB is constructing its last-mile infrastructure concurrently with Dominion's construction. APB will deploy, and provision service terminals and service drop in conjunction with Dominion's construction schedule so that end users can be connected to the network as soon as there is distribution fiber in place to connect their location to APB's network core.

Once network is deployed in each area of this project, APB will be able to rapidly deliver service to customers who have pre-registered their locations for service using All Points' Crowd Fiber tool which is currently accepting pre-registrations for these project areas.

The NNPDC will serve as fiscal agent and administer VATI funds for the project.

Substantial completion of the entire Northern Neck Initiative, including this expansion project will be complete 36 months from grant award, and ensure that Lancaster is fully served by broadband within 36 months instead of 6 years.

12. Has the applicant or co-applicant received any VATI grants? If so, provide a list of these grants, with a detailed summary of the status of each.

**Answer:**

NNPDC and All Points received a VATI grant in the 2021 application cycle for the ongoing project too achieve universal FTTH access on the rest of the Northern Neck. The expansion project proposed in this application is an extension of that successful ongoing initiative.

Construction of fiber distribution routes for the Northern Neck Initiative commenced in July of 2021 and construction is now underway. Customer installations are on schedule to commence in December 2021, and the overall project is on schedule for completion in the third quarter of 2023.

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13. Matching funds: Complete the funding sources table indicating the cash match and in-kind resources from the applicant, co-applicant, and any other partners investing in the proposed project (VATI funding cannot exceed 80 percent of total project cost). In-kind resources include, but are not limited to: grant management, acquisition of rights of way or easements, waiving permit fees, force account labor, etc. Please note that a minimum 20% match is required to be eligible for VATI, the private sector provider must provide 10% of the required match. If the private co-applicant cash match is below 10% of total project cost, applicants must provide financial details demonstrating appropriate private investment. Label Attachments: Attachment 9 - Funding Sources Table; Attachment 10 – Documentation of Match Funding

**Answer:**

As set forth in Attachment 9, the total cost of the proposed project is \$23,668,192 and this application is requesting VATI funds in the amount of \$3,190,500 million representing 13.5% of the total project cost. All Points will be responsible for providing \$14,117,692, representing 59.9% of the total project cost. King George is contributing \$125,000, representing 0.6% of the total project cost, Northumberland is contributing \$325,000, representing 1.4% of total project cost, and Lancaster is contributing \$575,000, representing 2.4% of project cost. Dominion is anticipated to invest \$5.23 million, representing 22.2% of the total project cost, pending SCC approval of Dominion's participation in this project.

The County's commitments are reflected in the letters included in Attachment 10.

All Points's lead equity sponsor, Searchlight Capital Partners, has committed all required financing to complete the project, as demonstrated in the letter included in Attachment 10.

Dominion is providing support for the project through the Utility Leverage Program. Dominion has entered into MOU with each of the Counties and APB, has already received SCC approval for the rest of the Northern Neck Initiative, will submit this expansion project to secure SCC approval as required (see Attachment 8) and has confirmed its participation pending final approval from the SCC (see Attachment 10). The project budget only includes that portion of Dominion's anticipated investment that will be allocated to broadband deployment.

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14. Leverage: Describe any leverage being provided by the applicant, co-applicant, and partner(s) in support of the proposed project. (up to 10 points)

**Answer:**

The Counties have provided extensive in-kind support to the planning process that resulted in the proposed project. Since April of 2021, senior County personnel and the Authority have participated in routine coordination meetings with the APB project team. The Counties have also agreed to provide all required support for the SCC Petition process on an in-kind basis and at no cost to the project.

King George and Northumberland have previously invested a combined \$825,000 in local funds to support the initial 4-County VATI project.

Lancaster contributed preliminary plans and feasibility materials valued at \$75,000 to this expansion project.

All Points has dedicated a full-time sales manager who is leading all marketing and adoption activities on the Northern Neck and APB has allocated a \$750,000 marketing budget for the overall project in its first three years (which is not included in the project budget set forth in this application).

Support from the Counties and Dominion will continue through final design and construction. The relevant County supervisors will participate in joint marketing events and public meetings to market the project and encourage adoption by their residents. Dominion and APB will each incur significant costs related to the SCC Petition Process, including legal fees and other related costs that are not included in the project construction costs.

In addition to the other FTTH infrastructure that APB and Dominion are building in partnership with NNEC on the Northern Neck, this project will leverage APB's existing network core and related data-center infrastructure, as well as All Points's customer service, support, and billing functions.

15. Marketing: Describe the broadband adoption plan.

a. Explain how you plan to promote customer take rate, including marketing activities, outreach plan, and other actions to reach the identified serviceable units within the project area. Provide the anticipated take rate and describe the basis for the estimate. (up to 10 points)

b. Describe any digital literacy efforts to ensure residents and businesses in the proposed project area sufficiently utilize broadband. Please list any partnering organizations for digital literacy, such as the local library or cooperative extension office.

**Answer:**

a.

APB's marketing activities in the region are already well planned and underway. To date, more than 2,000 residents,

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including more than 400 within the project area, have provided their contact information, pre-registered for service and requested to be contacted when it becomes available.

APB prepared an extensive marketing campaign to ensure that customers are connected to the network as soon as it is available. See Attachment 17. APB has dedicated a sales manager to oversee marketing and adoption activities and allocated a \$750K marketing budget for the project in its first two years.

The pre-construction marketing phase will begin with a series of mailings to all serviceable units, and a series of joint-marketing events and public meetings conducted in conjunction with community organizations and members of the County Boards. APB will also use its website, social media, and yard signs to market the service.

All marketing communications will direct potential customers to APB's Crowd Fiber tool to register their desire to subscribe for service, and to inform APB of their preferred contact method. APB will use Crowd Fiber to accept pre-registrations from customers and to keep those customers informed regarding the deployment schedule, so that these customers will be ready to subscribe and receive service as soon as it is available.

90 days before service is available at a specific location, APB will send an additional series of direct mail to potential customers that have not pre-registered for service.

APB's marketing materials will also highlight APB's commitment, for the first 12 months after it is available, to provide service to any serviceable unit (regardless of service drop length) for the same one-time installation charge of \$199.00. This offering is projected to increase take rates.

In addition, APB will continue to use its website and social media channels, billboards, and public meetings in conjunction with the County to market the project. As last-mile construction is completed in each area of the project, APB will place door hangers at each serviceable location and yard signs in each serviceable neighborhood.

To project take rates for this project, a third party was commissioned to perform a residential survey and conjoint analysis, which was completed in June of 2021. Redacted excerpts from this third party analysis are attached as part of Attachment 17. As demonstrated in the attached excerpts, the analysis concluded that APB could achieve market share of broadband subscribers of 75%, 71%, and 95%, respectively, in various portions of the proposed project area, depending on whether the options currently available to consumers are (a) satellite and DSL, (b) DSL and fixed wireless, or (c) only satellite. APB has applied these projections across the proposed project to estimate a take rate of 75% for the project.

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b.

All service offerings made available through this project will be eligible for the federal EBB program and future affordability programs available to LMI households.

For the first 12 months of service availability, APB will provide service drops to all locations within the project area, regardless of drop length, for the same fixed installation fee of \$199.00.

All Points has developed a Digital Inclusion Academy through Google for Education (see Attachment 18), based on best practices and recommendation from the National Digital Equity Center, the National Digital Inclusion Alliance, and NTIA's BroadbandUSA toolkits, which includes courses such as "Use Digital Tools for Everyday Tasks", "Avoid Online Scams", "Build Healthy Digital Habits", "Edit Your Resume", and others of a similar nature. All Points will offer free access to this Academy and all related courses to all locations within the proposed project area and all County residents.

The County will support community events to ensure that residents and businesses in the proposed project area are aware of their new ability to access broadband, and of the affordable pricing tiers offered by APB.

16. Project Management: Identify key individuals who will be responsible for the management of the project and provide a brief description of their role and responsibilities for the project. Present this information in table format. Provide a brief description of the applicant and co applicant's history and experience with managing grants and constructing broadband communication facilities. Please attach any letters of support from stakeholders. If the applicant is not a locality(s) in which the project will occur, please provide a letter of support from that locality. Attachment 11 – Letters of Support.

**Answer:**

The following table depicts key members of the project team from the NNPDC, All Points and Dominion:

Key Individual

Roles and Responsibilities

Previous Experience

*Jimmy Carr*

CEO, APB

See attachment 20

*Sean Flora*

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Director of Fiber Construction, APB

See attachment 20

*Brandon Ogilvie*

CFO, APB

See attachment 20

*Tom Innes*

SVP of Public-Private Partnerships, APB

See attachment 20

*Chuck Hogg*

SVP of FTTH Deployments, APB

See attachment 20

*Darren Glatt*

Partner and Co-Head of Infrastructure Investing, Searchlight Capital Partners

See attachment 20

*Ajit Pai*

Partner, Searchlight Capital Partners

See attachment 20

*Ed Diggs*

Manager, Rural Broadband, Dominion

See attachment 20

*Jerry Davis*

Executive Director, NNPDC

See attachment 20

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Additional information regarding the project team is included in Attachment 20.

The NNPDC has extensive experience administering grant-funded activities, including projects funded by state agencies including DHCD, DMME, VDEM, DEQ and VDOT, as well as federal agencies including the USDA and US Department of Commerce.

All Points Broadband is a highly successful rural broadband provider that operates last-mile fiber, fixed-wireless, and hybrid-fiber-wireless networks serving locations in Virginia, West Virginia, Maryland, and Kentucky. All Points has grown through acquisitions and organic network expansions and been named to Inc. magazine's list of America's 5000 fastest-growing companies in each of the last four years. All Points has successfully managed numerous rural broadband deployments in partnership with rural Counties, and it has managed the development of a similar multi-partner broadband initiative on the Northern Neck.

The company's senior managers hold leadership positions in our national industry association. All Points CEO is a member of Virginia's Broadband Advisory Council and has testified before the US Senate and Virginia General Assembly on rural broadband deployment strategies.

Searchlight Capital Partners is APB's lead equity sponsor. Searchlight is a private investment firm with over \$9 billion of assets under management with extensive expertise investing in the global telecommunications and media sectors. Over the last two years, Searchlight has invested in excess of \$1.25 billion in FTTH in the United States, making Searchlight the number one investor in domestic FTTH infrastructure in that period. And as of today, through its investments in All Points, Consolidated Communications and Ziplly Fiber, Searchlight is the fourth largest builder of FTTH passings in America. All Points benefits from the tremendous volume purchasing arrangements for Searchlight's portfolio companies, which ensure availability of required supply and the best available pricing.

Searchlight has deep familiarity with broadband markets and the associated competitive dynamics in the broader United States. Searchlight's leadership, both through their time at Searchlight and at previous investment firms, have also acquired multiple decades of experience investing specifically in fiber-based broadband businesses in the U.S. and globally, which has made it a core competency and strategic focus for the firm.



# Application to DHCD Submitted through CAMS

Northern Neck Planning District Commission

Northern Neck Broadband Project- Phase II

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## 17. Project Budget and Cost Appropriateness

Budget: Applicants must provide a detailed budget that outlines how the grant funds will be utilized, including an itemization of equipment, construction costs, and a justification of proposed expenses. If designating more than one service area in a single application, each service area must have delineated budget information. For wireless projects, please include delineated budget information by each tower. Expenses should be substantiated by clear cost estimates. Include copies of vendor quotes or documented cost estimates supporting the proposed budget. Label Attachments: Attachment 12 – Derivation of Costs; Attachment 13 - Documentation of Supporting Cost Estimates. (up to 10 points)

### Answer:

As set forth in Attachment 12, the total cost of the proposed project is \$23,668,192 and this application is requesting VATI funds in the amount of \$3,190,500 representing 13.5% of the total project cost.

Dominion's investment in broadband related infrastructure in support of this project is anticipated to be \$5.25 million, representing 22.2% of total project cost, pending SCC approval of Dominion's participation in this expansion of the original Northern Neck project. Dominion's investment included in the project budget is limited to that portion of its total investment that will be allocated to broadband.

The Derivation of Costs divides the project into the following categories: Final Design and Engineering, Project & Construction Management, Headed/Central Office, Field Network Equipment, Utility Middle Mile, Aerial Make Ready & Construction, Underground Construction, Fiber Drop Construction, Subscriber Equipment & Installation Labor, Other Capex and Construction Bond.

To develop the project budget, All Points prepared a high-level design for the project and developed an indicative bill of materials based on that design.

As part of APB's design and cost estimation process, All Points engaged Tilson Technology Management, Inc. ("Tilson") to supplement APB's internal engineering and design resources and to assist in the development of the high-level design and related bill of materials and cost estimates. Tilson is one of America's leading providers of consulting, design and construction management services to the telecommunications industry. As described in Tilson's letter included in Attachment 13, the cost estimates that form the basis of the project budget are based on Tilson's bill of materials and related cost estimates and reflect current pricing available to All Points.

All Points then obtained current pricing for each item on the bill of materials from its primary vendors, including AFL, APB's primary supplier of fiber optic cables, connectors, terminals, and related hardware. As described in AFL's letter included in Attachment 13, AFL provided the pricing used for all relevant cost categories included in the project budget and AFL has allocated committed manufacturing capacity to support APB's materials requirements and specific schedule for this project.

# Application to DHCD Submitted through CAMS

Northern Neck Planning District Commission

Northern Neck Broadband Project- Phase II

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18. The cost benefit index is comprised of state cost per unit passed. Individual cost benefit scores are calculated and averaged together to create a point scale for a composite score. Provide the following:

a. Total VATI funding request

b. Number of serviceable units  
(up to 125 points)

**Answer:**

a.

This application is requesting VATI funds in the amount of \$3,190,500.

b.

3,411

19. **Commonwealth Priorities (Up to 40 points)**

Additional points will be awarded to proposed projects that reflect Commonwealth priorities. If applicable, describe the following:

a. Businesses, community anchors, or other passings in the proposed project area that will have a significant impact on the locality or region because of access to broadband.

b. Unique partnerships involved in the proposed project. Examples include electric utilities, universities, and federal/state agencies.

c. Digital equity efforts to ensure low to moderate income households in the proposed project area will have affordable access to speeds at or above 25/3 mbps.

**Answer:**

a.

The project area includes 121 non-home based businesses and 5 community anchor institutions.

Among the business passings in the proposed project area are the Corpetoman Thrift Shop, Reynolds Garage, Inc., Ellen's Country Store, Lancaster Tavern and Inn, Yankee Point Marina, UPS Customer Center, BooKoo Foods, Northern Neck Meat Processing, Wide Sky Flower Farm

Among the community anchor passings in the proposed project area are an office of the Virginia Department of Forestry, the Morattico Waterfront Museum, Sealston Elementary School and Belle Isle State Park.

b.

This project is an expansion of a successful partnership between the five Counties, a regional planning district commission, a last-mile ISP, and two electric utility companies. It is an expansion of the successful model for rural broadband expansion in partnership with electric utilities that this region and these partners pioneered.

# Application to DHCD Submitted through CAMS

Northern Neck Planning District Commission

Northern Neck Broadband Project- Phase II

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This project does not take an incremental, "cherry picking" approach. Instead, it represents the region's comprehensive strategy for achieving universal broadband access in the County.

The project leverages the Utility Leverage Statute with an investor-owned utility to simultaneously upgrade and harden Virginia's electric grid while making last-mile FTTH available to all remaining unserved locations in the County. Pursuing these two objectives simultaneously reduces aggregate costs for all the partners and benefits the entire community. Achieving universal broadband access throughout the County will only be possible if this project is leveraged in coordination with Dominion's ongoing fiber-deployment activities in the manner contemplated by the Utility Leverage Statute.

c.

The project area includes 1656 LMI households as defined by the VHDA and LMI households represent 53% of all households in the project area. This project will have a significant benefit by making high quality broadband available to all remaining unserved LMI households in these Counties. The broadband digital equity and inclusion programs made available to LMI households would not be limited to the estimated number of households at the time of application; instead, LMI households would be deemed eligible on a rolling basis throughout the duration of the project.

All service offerings made available through this project will be eligible for the federal Emergency Broadband Benefit program and future affordability programs available to LMI households in which APB is a participating provider.

For the first twelve months after its service is available, APB will provide service drops to all locations within the project area, regardless of drop length, for the same fixed installation fee of \$199.00.

APB has developed a Digital Inclusion Academy through Google for Education (see Attachment 18), based on best practices and recommendation from the National Digital Equity Center, the National Digital Inclusion Alliance, and NTIA's BroadbandUSA toolkits, which includes courses such as "Use Digital Tools for Everyday Tasks", "Avoid Online Scams", "Build Healthy Digital Habits", "Edit Your Resume", and others of a similar nature. All Points will offer free access to this Academy and all related courses to all locations within the proposed project area and all County residents.

# Application to DHCD Submitted through CAMS

Northern Neck Planning District Commission

Northern Neck Broadband Project- Phase II

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## 20. Additional Information

Provide the two most recent Form 477 submitted to the FCC, or equivalent, as well as point, polygon, and, for wireless providers, RSSI shapefiles for the project area **in .zip file form**. With attachments 17 through 20, attach any other information that the applicant desires to include. Applicants are limited to four additional attachments.

Label Additional Attachments as:

- a. Attachment 14 – Two most recent Form 477 submitted to the FCC or equivalent
- b. Attachment 15 - Point and Polygon shapefiles, in.zip file form, showing proposed passings and project area
- c. Attachment 16 - For wireless applicants: shapefiles, in .zip file form, indicating RSSI projections in the application area
- d. Attachment 17 – XXXXXXXX
- e. Attachment 18 – XXXXXXXX
- f. Attachment 19 – XXXXXXXX
- g. Attachment 20 – XXXXXXXX

**Answer:**

N/A

## **Attachments:**

Map(s) of project area, including proposed infrastructure

Attachment1ProjectAreaMapNNPDC914202170301.pdf

Documentation of Federal Funding (CAF/ACAM/USDA/RDOF, etc...) in and/or near proposed project area.

Attachment2DocumentationonFederalFundingAreaNNPDC912202163359.pdf

RDOF Awarded Areas included in VATI Application (Use template provided)

Attachment3RDOFAwardedAreasandFormincludedinVATIApplicationNNPDC914202172152.pdf

Documentation that proposed project area is unserved based on VATI criteria

Attachment4DocumentationUnservedAreaVATICriteriaNNPDC914202152701.pdf

# Application to DHCD Submitted through CAMS

Northern Neck Planning District Commission

Northern Neck Broadband Project- Phase II

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Passings Form (Use template provided)

Attachment5PassingsFormNNPDC914202182936.pdf

Propagation Map if Wireless Project

Attachment6PropagationMapWirelessProjectonly912202163415.pdf

Timeline/Project Management Plan

Attachment7TimelineProjectManagementPlanNNPDC914202183019.pdf

MOU/MOA between applicant/co-applicant (can be in draft form)

Attachment8MOUBetweenCountyandCoApplicantNNPDC914202181336.pdf

Funding Sources Table (Use template provided)

Attachment9FundingSourcesTableNNPDC914202180620.pdf

Documentation of Match Funding

Attachment10DocumentationofMatchFundingNNPDC914202180548.pdf

Derivation of Cost/Project Budget (Use template provided)

Attachment12DerivationofCostsNNPDC914202182157.pdf

Documentation of Supporting Cost Estimates

Attachment13DocumentationofSupportingCostEstimatesNNPDC914202182244.pdf

Two most recent Form 477 submitted to the FCC or equivalent

Attachment14TwoMostRecentForm477sRedacted912202163437.pdf

Point and Polygon shapefiles, in .zip file form, showing proposed passings and project area

Attachment15PointandPolygonShapefilesNNPDC914202183258.zip

For wireless applicants: shapefiles, in .zip file form, indicating RSSI projections in the application area

Attachment16RSSIProjectionShapefiles912202163450.pdf

# Application to DHCD Submitted through CAMS

Northern Neck Planning District Commission

Northern Neck Broadband Project- Phase II

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Optional

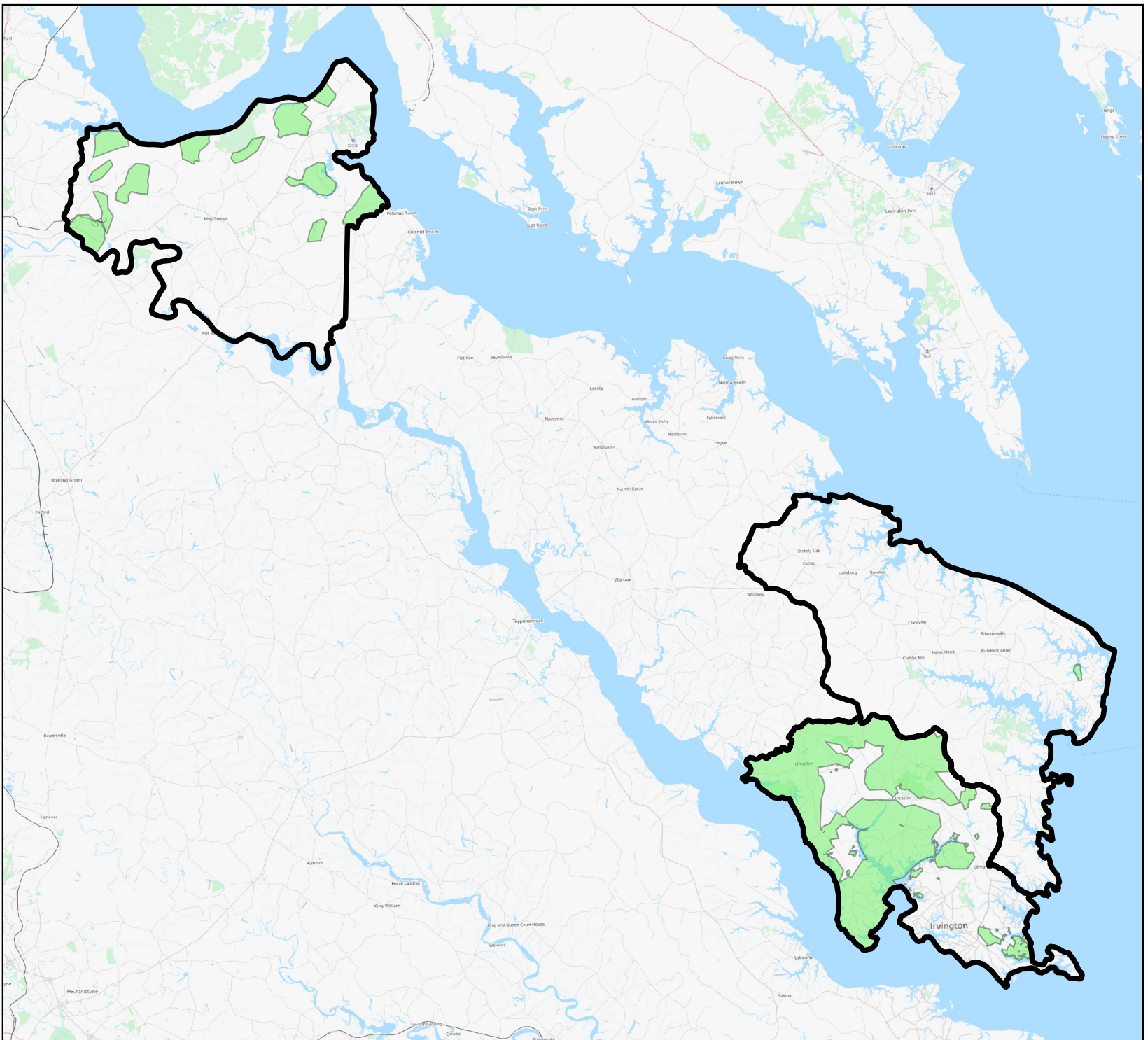
Attachment17MarketingPlanNNPDC914202185349.pdf

Optional

Attachment18AllPointsBroadbandDigitalInclusion912202163508.pdf

Optional

Attachment20ProjectManagementTeamNNPDC914202185513.pdf

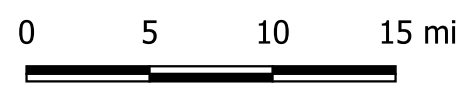


# NNPDC Project

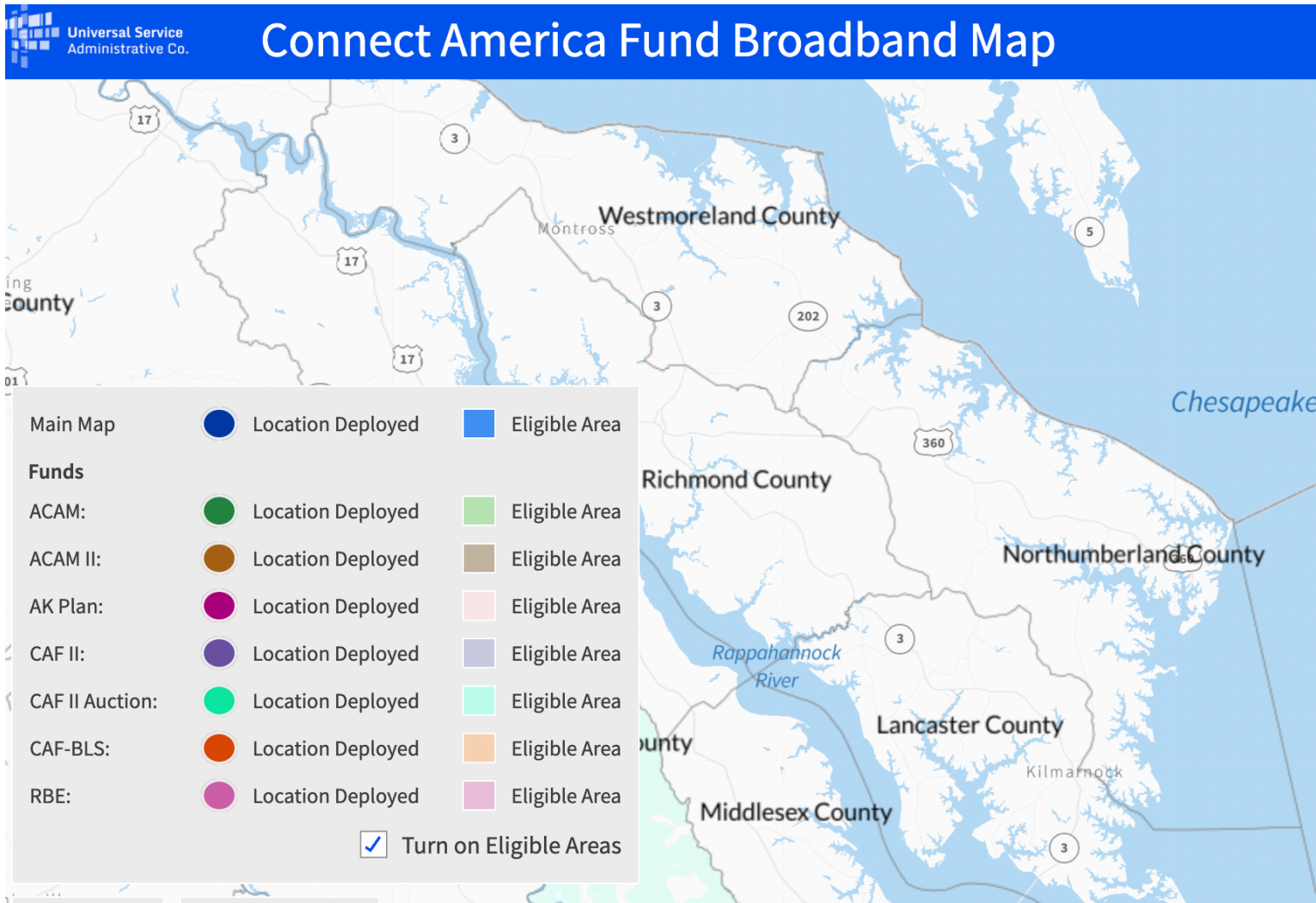
## Legend

-  Project Area
-  County border

King George County  
Northumberland County  
Lancaster County

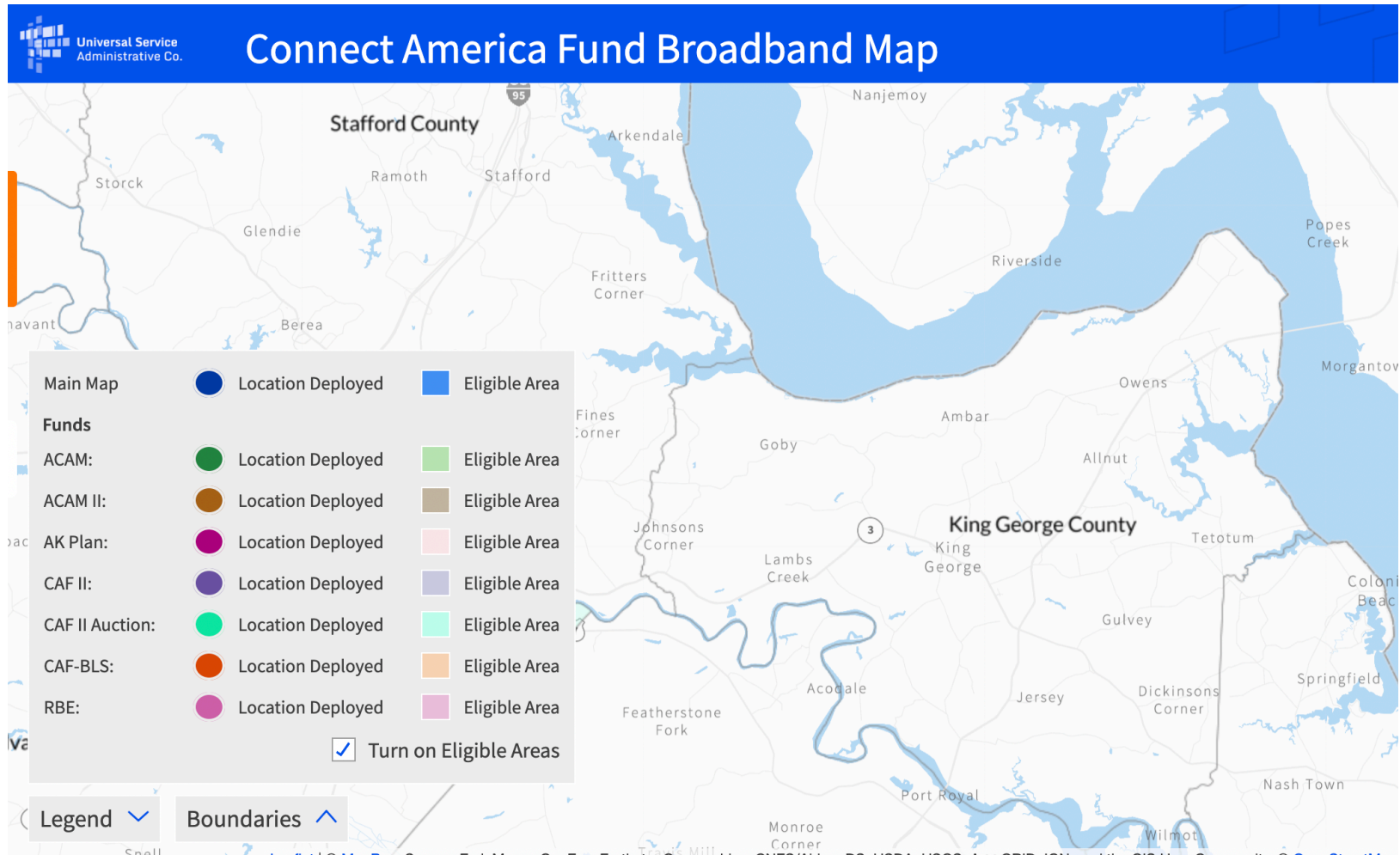


# Attachment 2 – Documentation of Federal Funding – Northumberland & Lancaster County





## Attachment 2 – Documentation of Federal Funding – King George County



# 2022 Virginia Telecommunication Initiative (VATI)

## RDOF Passings Form

Type of Passings	Total Number of Passings in the Project Area that lie within Preliminarily Awarded RDOF Areas <sup>1</sup>
Residential	2308
Businesses (non-home based)	0
Businesses (home-based)	23
Community Anchors	0
Non-residential	0
<b>Total Number of RDOF Passings</b>	<b>2308</b>

*Note: The Total Number of RDOF Passings **MUST** be equal to the Residential, Business (non-home based), Non-residential and Community Anchors sum.*

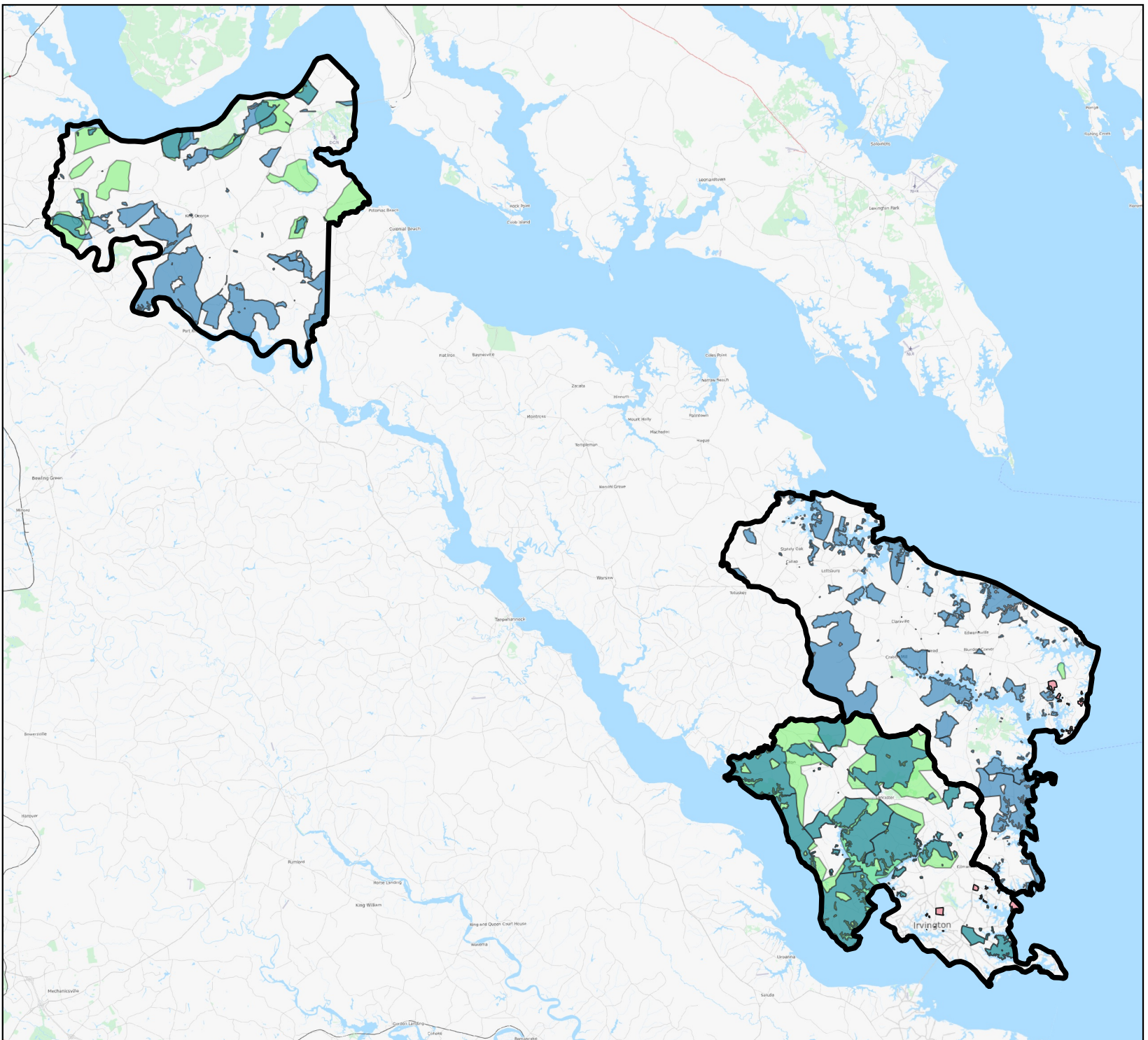
### Definitions

**Passing** – any structure that can receive service. Multi-unit structures may be counted as more than 1 passing, provided individual connections and account are planned at that structure.

**Business** – An organization or entity that provides goods or services in order to generate profit. Businesses based in residential homes can count if they are a registered business (BPOL, LLC, etc.).





**Community Anchor** - schools, libraries, medical and health care providers, public safety entities, community colleges and other institutions of higher education, and other community support organizations and agencies that provide outreach, access, equipment, and support services to facilitate greater use of broadband service by vulnerable populations, including low-income, unemployed, and the aged.

**Non-Residential Passing** – places of worship, federal, state, or local facilities or other potential customers that are neither a residence, business or a community anchor as defined above.

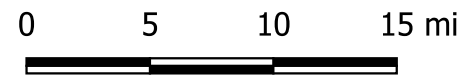


# NNDPC Area, VA

## Legend

-  APB RDOF
-  Non-APB RDOF
-  Project Area
-  County border

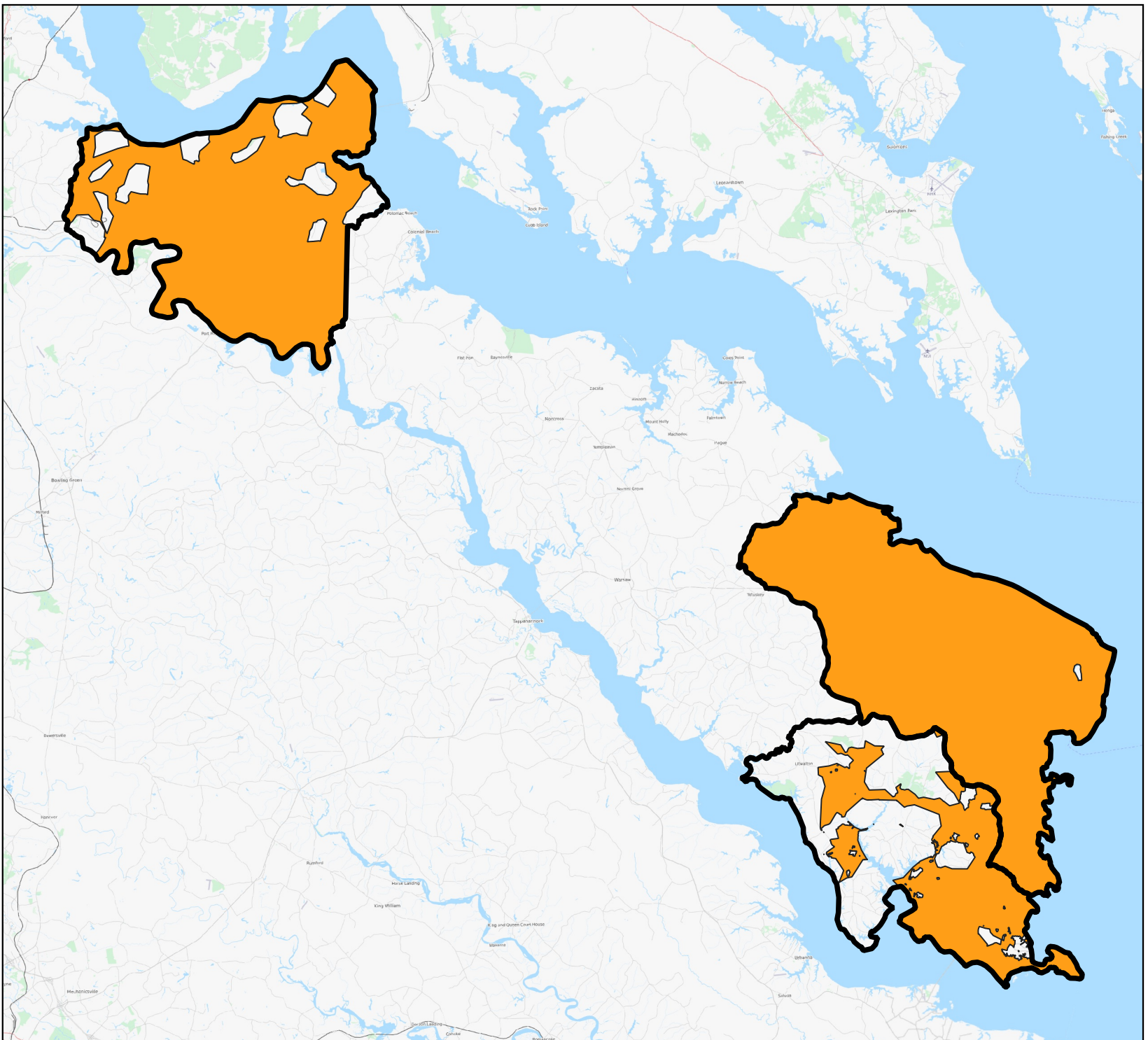
- NOTES:
1. This RDOF area map supplements Attachment 2.
  2. See table for APB RDOF location included in Project.



**Attachment 3 - RDOF-Awarded Areas Locations & Passings Table**

\*\*Separated by Co-applicant & Non co-applicant awarded blocks

County	RDOF-Awarded Census Block Group ID	Locations within In Census Block Group	Estimated Passings in RDOF awarded areas within the VATI application area (by County)
King George	510990405002	47	
King George	510990403001	163	
King George	510990403002	75	
King George	510990401001	106	
King George	510990404002	1	
King George	510990405001	175	
King George	510990402002	39	
King George	510990404001	119	
King George		725	239
Lancaster	511030301004	894	
Lancaster	511030301002	259	
Lancaster	511030301001	299	
Lancaster	511030302002	91	
Lancaster	511030303004	216	
Lancaster	511030301003	149	
Lancaster	511030302001	253	
Lancaster		2161	2069
Northumberland	511330203006	229	
Northumberland	511330203005	63	
Northumberland	511330203004	96	
Northumberland	511330203001	54	
Northumberland	511330202003	105	
Northumberland	511330202002	252	
Northumberland	511330202001	321	
Northumberland	511330201001	53	
Northumberland	511330201003	47	
Northumberland	511330201002	359	
Northumberland		1579	0
<b>Total Co-applicant</b>		<b>4465</b>	<b>2308</b>
Lancaster	511030000000	24	
Lancaster	511030000000	46	
Lancaster		70	0
Northumberland	511330000000	62	0
<b>Total Non Co-applicant</b>		<b>132</b>	<b>0</b>

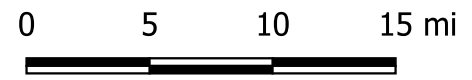


# NNDPC Area

King George County  
Northumberland County  
Lancaster County

## Legend

-  County border
-  Served Area



## 2022 Virginia Telecommunication Initiative (VATI) Passing Form

Type of Passings	Total Number of Passings in the Project Area <sup>1</sup>	Passings in the Project Area, without Special Construction Costs Required <sup>2</sup>	Passings with Special Construction Costs budgeted in the Application <sup>3</sup>	Number of Passings with Speeds at 10/1 or below in Project Area <sup>4</sup>
Residential	843	843		843
Businesses (non-home based)	121	121		121
Businesses (home-based)	6	6		6
Community Anchors	5	5		5
Non-residential	134	134		134
<b>Total</b>	1103	1103		1103

**Note:** The Total Number of Passings **MUST** be equal to the Residential, Business (non-home based), Non-residential and Community Anchors sum.

**Note:** Do not include passings in RDOF awarded areas that were awarded to the co-applicant; these passings should be included in the RDOF Passings Form. Passings included in this application in RDOF awarded areas that were not awarded to the co-applicant, unless successfully challenged, are considered unserved and should be counted as passings in this form.

<sup>1</sup>The total number of structures in the project area that can receive service. See definition of passing below for more detail.

<sup>2</sup>The number of structures in the project area that will not require special construction costs to provide service to. These passings fall within the broadband provider's standard service connection drop length and do not require nonstandard equipment or any additional fees above normal service connection fees required to provide broadband access to a premise.

<sup>3</sup>The number of structures in the project area with all construction costs budgeted in the application. These passings will not require any additional special construction costs beyond those budgeted for in the VATI application.

<sup>4</sup>The number of structures in the project area that do not have access to internet at speeds of at least 10 mbps download and 1mbps upload.

## Definitions

**Passing** – any structure that can receive service. Multi-unit structures may be counted as more than 1 passing, provided individual connections and account are planned at that structure.

**Business** – An organization or entity that provides goods or services in order to generate profit. Businesses based in residential homes can count if they are a registered business (BPOL, LLC, etc.).

**Community Anchor** - schools, libraries, medical and health care providers, public safety entities, community colleges and other institutions of higher education, and other community support organizations and agencies that provide outreach, access, equipment, and support services to facilitate greater use of broadband service by vulnerable populations, including low-income, unemployed, and the aged.

**Non-Residential Passing** – places of worship, federal, state, or local facilities or other potential customers that are neither a residence, business or a community anchor as defined above.

Attachment 6 – Propagation Map (Wireless Projects only)

-This page intentionally left blank as this is not a Wireless Project-





MEMORANDUM OF UNDERSTANDING

This Memorandum of Understanding (this "Memorandum") is made effective as of April 26, 2021 (the "Effective Date"), by and between Virginia Electric and Power Company dba Dominion Energy Virginia, a Virginia public service corporation ("Dominion"), All Points Northern Neck, LLC, a Virginia limited liability company ("All Points"), and Lancaster County Broadband Authority ("LCBA") for Lancaster County, Virginia (the "County"). Dominion and All Points are the "Organizing Parties". Dominion, All Points and LCBA are each a "Party" and collectively the "Parties".

RECITALS

- A. Pursuant to the Virginia Code § 56-585.1:9, effective July 1, 2019 (the "Broadband Statute") the Commonwealth of Virginia is seeking to expand broadband service into unserved areas of the Commonwealth. The Broadband Statute further permits electric utilities to pursue pilot programs with broadband providers and local counties and municipalities to facilitate such expansion.
- B. Dominion and All Points have explored the feasibility of Dominion deploying middle mile infrastructure in the County, in the manner set forth in the Broadband Statute, to facilitate All Points' extension of last-mile service to unserved areas containing approximately 2,700 currently unserved locations, and agreed to proceed with the development of a proposal to present to the State Corporation Commission ("Commission") for approval.
- C. The Parties are pursuing a relationship whereby: (i) pursuant to the Broadband Statute, Dominion would construct a fiber route that maximizes the number of unserved areas to be served by All Points within the County, (ii) Dominion will leverage the additional fiber installed along the route to connect Dominion's devices that maynot have had fiber connectivity under the original plan pursuant to the Grid Transformation and Security Act, (iii) All Points will collaborate with and invest in the County and use the additional Dominion fiber capacity to serve broadband end users in unserved locations in the County, (iv) All Points and the County will collaborate to recruit and engage other partners, as appropriate, to advance the Project, and (v) the LCBA will share relevant information with the Organizing Parties and collaborate with the Organizing Parties to advance the Project. The efforts of the Parties herein shall be referred to as the "Project".
- D. It is the intention of the Parties that the Project will result in the deployment of a fiber-to-the-premises last-mile broadband network to offer service to all locations within the County that are unserved by broadband as of the date hereof and not planned to be served by any Virginia Telecommunications Initiative grant awards designated to the LCBA prior to the date hereof. The Parties acknowledge and agree that the specific details and characteristics of the Project will be analyzed and refined as it proceeds.
- E. All Points will offer service to unserved locations within the Project according to its standard rates for the market area.

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NOW, THEREFORE, the Parties hereby agree as follows:

### 1. INFORMATION SHARING AND COORDINATION

- a) LCBA and each Organizing Party agrees to share with the Organizing Parties such information as it has in its possession related to broadband deployment and availability that may be useful to the Organizing Parties in conducting their analysis or otherwise facilitate the Project.
- b) All Points will serve as the central conduit for all information sharing activities and will be responsible for overall coordination of the Project.
- c) The Parties will coordinate any communication releases to the public, and all announcements are subject to the prior written consent of Dominion.

### 2. PHASE ONE TIMEFRAME AND ACTIVITIES

- a) The Parties anticipate that Phase I of the Project will continue until approximately August 1, 2021.
- b) During Phase I:
  - a. The Organizing Parties will conduct community and stakeholder engagement activities in the County.
  - b. The Organizing Parties will collaborate to develop preliminary plans and network design criteria that: (i) are consistent with the Broadband Statute and required for development of the Petition, and (ii) facilitate the extension of broadband availability to as many presently unserved locations as possible. It is the intention of the Parties that the Project will result in the deployment of a fiber-to-the-premises last-mile broadband network to offer service to all locations within the County that are unserved by broadband as of the date hereof and not planned to be served by any Virginia Telecommunications Initiative grant awards designated to the LCBA prior to the date hereof.
- c) At the Conclusion of Phase I:
  - a. All Points, in coordination with the other Organizing Party, will present the proposed Project to the LCBA.
  - b. The LCBA intends to contribute \$575,000 to All Points to support deployment of the Project, provided the Project is otherwise consistent with the expectations of the Parties.

### 3. PHASE TWO TIMEFRAME AND ACTIVITIES

- a) The Parties anticipate that Phase II of the Project will commence upon the conclusion of Phase I and continue until approximately May 15, 2022.
- b) During Phase II:
  - i. Dominion and All Points will prepare a petition (the "Petition") under the Broadband Statute to the Commission seeking approval of Dominion's participation in the Project. Dominion and All Points anticipate that the Petition will be submitted in the third quarter of 2021. All Points will serve as the nongovernmental internet service provider pursuant to the Broadband Statute. All Points and each of the other Parties will provide such information and assistance to Dominion as it may reasonably

## EXECUTION COPY

request to advance the Project and will commit to continuing to be involved in the Petition until and after approval of the Petition is received. The Parties agree that implementation of the Project shall be contingent upon Commission approval of such Project on terms and conditions approved by Dominion that are not materially adverse to Dominion.

- ii. All Points will identify all available state and federal grant, loan, loan guarantee, and other support mechanisms (collectively, "Public Support Mechanisms") that may be available to support the Project, and All Points will coordinate and oversee the development and submission of applications for relevant Public Support Mechanisms.
- iii. LCBA and each Organizing Party, as applicable, will coordinate and concur on application(s) for any Public Support Mechanisms identified by All Points prior to the submission of any application(s).
- iv. If the Petition related to the Project is approved by the Commission on terms and conditions approved by Dominion that are not materially adverse to Dominion, the Parties intend to negotiate and execute one or more binding mutual definitive agreements ("Definitive Agreements") setting forth their respective commitments and obligations and such other particulars as the parties thereto may deem appropriate.

#### 4. EXPENSES

The Parties understand that various costs will be incurred in relation to activities contemplated herein. Except to the extent set forth in any other agreements between any of the Parties, including any Definitive Agreements, the Parties understand that none of the Parties herein shall be responsible for reimbursement of expenses to any of the other Parties.

#### 5. GOOD FAITH COMMITMENT TO THE PROJECT

- a) LCBA agrees that, for so long as it is a Party to this Memorandum, it shall not participate in any activity or course of conduct that is inconsistent with or competitive to the Project.
- b) The Organizing Parties recognize that the purpose of the LCBA, pursuant to its Articles of Incorporation, includes providing affordable and reliable broadband internet access to all citizens of Lancaster County. Therefore, with respect to residences and businesses that are not included in the Project, the Organizing Parties acknowledge LCBA will continue to devote time and effort in order to obtain reliable affordable broadband internet services for those residents and businesses and those efforts will not be inconsistent or in conflict with LCBA's obligations under this Memorandum.
- c) The Parties understand and agree that, except as provided in the next sentence, this Memorandum (i) constitutes only a statement of intentions, (ii) does not

reflect all matters upon which Definitive Agreements must be reached in order for the transactions contemplated hereby to be consummated, (iii) binding obligations with respect to a Project will only result from the execution of one or more Definitive Agreements and subject to the terms and conditions stated therein, and (iv) does not obligate the Parties to enter into any Definitive Agreement relating to any Project. This Memorandum is not intended to be binding, other than Paragraphs 3(b)(i), 4, and 5.

**6. TERMINATION**

Any Party may terminate its participation in this Memorandum at any time, with or without cause, upon written notice to the other Parties. In addition, this Memorandum shall terminate and be of no further force and effect if the Commission rejects the petition.

**7. LIMITATION OF LIABILITY**

No Party shall be liable to the other Parties in contract, tort, or otherwise, for any claims, liabilities or losses arising out of this Memorandum or alleged to result from the failure of the other Party to enter into any Definitive Agreements. The Parties hereby waive, in advance, any claims (whether such claims are based on breach of contract, tort, equity or any other theory) for the failure for any reason to enter into the Definitive Agreements. In no event shall any Party be liable to the other for any incidental, indirect, special, punitive or consequential damages (including without limitation damages for lost profits).

**8. GENERAL**

**8.1. Governing Law.**

This Memorandum shall be governed in all respects by the laws of the Commonwealth of Virginia.

**8.2. Amendments.**

No modification, amendment or waiver of any of the provisions of this Memorandum will be binding without the written consent of the Parties hereto.

**8.3. Binding Effect; Assignment.**

This Memorandum will inure to the benefit of and be binding upon each of the Parties hereto and their respective successors and permitted assigns to the extent provided in Section 8, but in no respect shall give rise to any third party beneficiary rights or claims. No Party may assign any of its rights, interests, or obligations hereunder without the prior written consent of the other Parties, except that any of the Organizing Parties may assign this Memorandum to an affiliated entity upon written notice to the other Parties.

**8.4. Counterparts.**

**EXECUTION COPY**

This Memorandum may be executed in counterparts, all of which for all purposes shall be deemed to be an original and all of which shall, taken together, constitute one and the same instrument.

8.5. Relationship of Parties.

Nothing in this Memorandum shall be deemed to constitute, create, give effect to, or otherwise recognize a joint venture, partnership, or formal business entity of any kind.

8.6. Notices.

All notices, requests and other communications hereunder shall be in writing and delivered by hand, by nationally-recognized delivery service that guarantees overnight delivery, or by first-class registered or certified mail, return receipt requested, postage prepaid, addressed as follows:

If to Dominion:

Dominion Energy Virginia  
600 Canal Street  
Richmond, Virginia 23219  
Attention: Director, New Technologies and Energy Conservation

with a copy to:

Dominion Energy Services, Inc.  
120 Tredegar Street  
Richmond, Virginia 23219  
Attention: Deputy General Counsel – State Regulatory  
Fax: (804) 819-2677

If to All Points:

All Points Northern Neck, LLC  
Attn: Legal Notices  
908 Trailview Boulevard, SE  
Suite 170  
Leesburg, Virginia 20175

If to LCBA, to the address set forth for LCBA on the counterpart signature page to this Memorandum.

Any Party may change its address at any time upon notice to the other Parties.

**EXECUTION COPY**

IN WITNESS WHEREOF, the Parties have executed this Memorandum as of the Effective Date.

**VIRGINIA ELECTRIC AND POWER COMPANY  
DBA DOMINION ENERGY VIRGINIA**

  
\_\_\_\_\_  
Augustus Johnson (Apr 28, 2021 09:30 EDT)

Name: Augustus Johnson, IV  
Title: Director, Electric Distribution Grid Solutions

**ALL POINTS NORTHERN NECK, LLC**

  
\_\_\_\_\_  
James G. Carr (Apr 27, 2021 08:39 EDT)

Name: James G. Carr  
Title: Chief Executive Officer

**LANCASTER COUNTY BROADBAND AUTHORITY VIRGINIA**

  
\_\_\_\_\_  
Ocassa Thompson (Apr 27, 2021 09:25 EDT)

Name: Ocassa Thompson  
Title: Chair

County Address for Notice:

**Attention:** LCBA Executive Director

Lancaster County Broadband Authority  
Lancaster County Administration Building  
8311 Mary Ball Road  
Lancaster, Virginia 22503

npascaretti@gmail.com with copy to: cthompson@lancova.com

[SIGNATURE PAGE TO MEMORANDUM OF UNDERSTANDING]

## PHASE ONE MEMORANDUM OF UNDERSTANDING

This Phase One Memorandum of Understanding (this "Memorandum") is made effective as of March 30, 2020 (the "Effective Date"), by and between Virginia Electric and Power Company dba Dominion Energy Virginia, a Virginia public service corporation ("Dominion"), All Points Broadband Partners, LLC, a Virginia limited liability company ("All Points"), Northern Neck Electric Cooperative ("NNEC"), and each of the participating counties who subsequently join this Memorandum in the manner set forth herein ("Participating Counties"). Dominion, All Points and NNEC are, collectively, the "Organizing Parties", and Dominion, All Points, NNEC and each Participating County are each a "Party" and collectively the "Parties".

### RECITALS

- A. Pursuant to the Virginia Code § 56-585.1:9, effective July 1, 2019 (the "Pilot Statute") the Commonwealth of Virginia is seeking to expand broadband service into unserved areas of the Commonwealth. The Pilot Statute further permits electric utilities to pursue pilot programs with broadband providers and local counties and municipalities to facilitate such expansion.
- B. Dominion and All Points have explored the feasibility of Dominion deploying middle mile service to facilitate All Points in extending last-mile service to unserved populations throughout the communities comprising the Northern Neck of Virginia and have identified several counties as viable candidates based on the legislative requirements for such a pilot program.
- C. NNEC desires to collaborate with Dominion and All Points to leverage the proposed middle-mile and last-mile deployments by Dominion and All Points, respectively, to improve the security, reliability and efficiency of NNEC's electric system and to extend broadband availability to as many of NNEC's unserved members as possible.
- D. The Organizing Parties believe their partnership as set forth herein (the "Initiative") can dramatically expand broadband access to presently unserved areas throughout the Northern Neck, and are inviting counties that could benefit from the Initiative to join this Memorandum and become Participating Counties.
- E. The Parties will pursue a relationship whereby: (i) pursuant to the Pilot Statute, Dominion would construct a fiber route that maximizes the number of unserved areas to be served by All Points within each Participating County, (ii) Dominion will leverage the additional fiber installed along the route to connect devices that may not have had fiber connectivity under the original plan pursuant to the Grid Transformation and Security Act, (iii) NNEC will leverage the Initiative to improve the security, reliability and efficiency of NNEC's electric system and to facilitate the extension of broadband availability to as many of NNEC's unserved members as possible, (iv) All Points will collaborate with and invest in each Participating County and use the additional Dominion fiber capacity and network elements contributed by NNEC to serve broadband end users in unserved locations in each Participating County, and (v) each Participating County will share relevant information with the Organizing Parties and collaborate with the Organizing Parties to advance the Initiative. The efforts of the Parties herein in each such Participating County shall be referred to as a "Project", and collectively the "Projects").
- F. It is the intention of the Parties that the Initiative will result in the deployment of a fiber-to-the-premises last-mile broadband network to offer service to all locations within each Participating County that are unserved as of the date hereof. The Parties acknowledge and agree that the specific details and characteristics of each Project will be analyzed and refined



as the Initiative proceeds.

G. The Organizing Parties have divided the Initiative into three phases.

NOW, THEREFORE, the Parties hereby agree as follows:

**1. PROCEDURE TO BECOME A PARTICIPATING COUNTY**

Any county that is invited to join the Initiative by the Organizing Parties shall have until April 1, 2020 to return a counterpart signature page to this Memorandum to the Organizing Parties; provided the Organizing Parties may extend this deadline for good cause if such extension will not materially delay the Initiative. Upon acceptance of the counterpart signature page by the Organizing Parties, such county shall become a Participating County.

**2. INFORMATION SHARING AND COORDINATION**

- a) Each Participating County and each Organizing Party agrees to share with the Organizing Parties such information as it has in its possession related to broadband deployment and availability that may be useful to the Organizing Parties in conducting their analysis or otherwise facilitate the Initiative.
- b) All Points will serve as the central conduit for all information sharing activities and will be responsible for overall coordination of the Initiative.
- c) The Parties will coordinate any communication releases to the public, and all announcements are subject to the prior written consent of Dominion.

**3. PHASE ONE TIMEFRAME AND ACTIVITIES**

- a) The Parties anticipate that Phase I of the Initiative will continue until approximately June 30, 2020.
- b) During Phase I:
  - a. The Organizing Parties will conduct community and stakeholder engagement activities in each Participating County.
  - b. The Organizing Parties will collaborate to develop preliminary plans and design criteria that: (i) are consistent with the Pilot Statute, (ii) support NNEC's desire to leverage the Initiative to improve the security, reliability and efficiency of NNEC's electric system, and (iii) facilitate the extension of broadband availability to as many presently unserved locations as possible.
  - c. All Points will perform a last-mile feasibility study ("Initial Feasibility Study") for the Project within each Participating County.
  - d. All Points will prepare a preliminary financial analysis for the Project within each Participating County.
  - e. The Participating Counties, and each Organizing Party, as applicable, will agree to support an application for one or more grant programs ("Phase I Grants") to partially offset the cost of the Initial Feasibility Study and financial analysis. All Points will coordinate and oversee the development and submission of applications for Phase I Grants. The Parties anticipate that the Phase I Grants will not require any local matching funding.
- c) At the Conclusion of Phase I:
  - a. All Points, in coordination with the other Organizing Parties, will present the results of the Initial Feasibility Study and financial analysis to each Participating County.
  - b. All Points will identify the cost of Proceeding to Phase II for each Participating County and identify grants and other sources of potential funding to reduce or eliminate each Participating County's out-of-pocket costs to proceed.
  - c. Each Participating County will decide whether or not to continue to Phase II. Counties that

elect to withdraw from the Initiative at the conclusion of Phase I will have no further obligations under this Memorandum.

#### 4. PHASE TWO TIMEFRAME AND ACTIVITIES

- a) The Parties anticipate that Phase II of the Initiative will commence upon the conclusion of Phase I and continue until approximately December 31, 2020.
- b) During Phase II:
  - i. Dominion will prepare a petition (the "Petition") under the Pilot Statute to the Virginia State Corporation Commission (the "Commission") seeking approval of the Projects that are then included in the Initiative. All Points will serve as the nongovernmental internet service provider pursuant to the Pilot Statute. All Points and each of the other Parties will provide such information and assistance to Dominion as it may reasonably request to advance the Initiative and will commit to continuing to be involved in the Petition until and after approval of the Petition is received. The Parties agree that implementation of each Project shall be contingent upon Commission approval of such Project on terms and conditions approved by Dominion that are not materially adverse to Dominion.
  - ii. All Points will complete preliminary last-mile designs for each Project based upon the Dominion middle-mile infrastructure and such network elements as NNEC elects to contribute to the Initiative. Such last-mile designs will be tailored to maximize each Project's eligibility for all available state and federal grant, loan, loan guarantee, and other support mechanisms (collectively, "Public Support Mechanisms").
  - iii. All Points will prepare detailed financial plans for each Project. Each financial plan will address initial capital investment needs, ongoing operational expenses and provide more than one indicative approach for funding each Project through a combination of private capital, Public Support Mechanisms and contributions from Participating Counties.
  - iv. The Participating Counties, and each Organizing Party, as applicable, will agree to support an application for one or more grant programs ("Phase II Grants") to partially offset the cost of the activities to be conducted during Phase II. All Points will coordinate and oversee the development and submission of applications for Phase II Grants.
  - v. All Points will coordinate and oversee the development and submission of applications for all available Public Support Mechanisms to fund each Project within the Initiative.
- c) At the Conclusion of Phase II:
  - i. All Points will present the anticipated outcome of its last-mile designs to each Participating County.
  - ii. Each Participating County will decide whether or not to continue to Phase III. Counties that elect to proceed to Phase III will enter into negotiations with All Points for one or more binding mutual definitive agreements ("Definitive Agreements"), setting forth their respective commitments and obligations and such particulars as the parties thereto may deem appropriate. Counties that elect to withdraw from the Initiative at the conclusion of Phase II will have no further obligations under this Memorandum.

#### 5. EXPENSES

The Parties understand that various costs will be incurred in relation to activities contemplated herein. The Parties understand that regardless of which party incurs such costs, none of the Parties herein shall be responsible for reimbursement of expenses to any of the others, unless such reimbursement is to be funded by a Phase I Grant or Phase II Grant, or otherwise agreed to in the Definitive Agreements.

#### 6. GOOD FAITH COMMITMENT TO INITIATIVE

- a) Each Participating County agrees that, for so long as it is a Party to this Memorandum, it shall not participate in any activity or course of conduct that is inconsistent with or competitive to the Initiative, and that it will devote its broadband-related attention and resources to the Initiative.
- b) The Parties understand and agree that, except as provided in the next sentence, this Memorandum (i) constitutes only a statement of intentions, (ii) does not reflect all matters upon which Definitive Agreements must be reached in order for the transactions contemplated hereby to be consummated, (iii) binding obligations with respect to a Project will only result from the execution of one or more Definitive Agreements and subject to the terms and conditions stated therein, and (iv) does not obligate the Parties to enter into any Definitive Agreement relating to any Project. This Memorandum is not intended to be binding, other than Paragraphs 4(b)(i), 5 and 6.

## **7. TERMINATION**

Any Party may terminate its participation in this Memorandum at any time, with or without cause, upon written notice to the other Parties. In addition, this Memorandum shall terminate and be of no further force and effect if the Commission rejects the petition.

## **8. LIMITATION OF LIABILITY**

No Party shall be liable to the others in contract, tort, or otherwise, for any claims, liabilities or losses arising out of this Memorandum or alleged to result from the failure of the other Party to enter into any Definitive Agreements. The Parties hereby waive, in advance, any claims (whether such claims are based on breach of contract, tort, equity or any other theory) for the failure for any reason to enter into the Definitive Agreements. In no event shall any Party be liable to the other for any incidental, indirect, special, punitive or consequential damages (including without limitation damages for lost profits).

## **9. GENERAL**

### **9.1. Governing Law.**

This Memorandum shall be governed in all respects by the laws of the Commonwealth of Virginia.

### **9.2. Amendments.**

No modification, amendment or waiver of any of the provisions of this Memorandum will be binding without the written consent of the Parties hereto.

### **9.3. Binding Effect; Assignment.**

This Memorandum will inure to the benefit of and be binding upon each of the Parties hereto and their respective successors and permitted assigns to the extent provided in Section 6, but in no respect shall give rise to any third party beneficiary rights or claims. No Party may assign any of its rights, interests, or obligations hereunder without the prior written consent of the other Parties, except that any of the Organizing Parties may assign this Memorandum to an affiliated entity upon written notice to the other Parties.

### **9.4. Counterparts.**

This Memorandum may be executed in counterparts, all of which for all purposes shall be deemed to be an original and all of which shall, taken together, constitute one and the same instrument.

9.5. Relationship of Parties.

Nothing in this Memorandum shall be deemed to constitute, create, give effect to, or otherwise recognize a joint venture, partnership, or formal business entity of any kind.

9.6. Notices.

All notices, requests and other communications hereunder shall be in writing and delivered by hand, by nationally-recognized delivery service that guarantees overnight delivery, or by first-class registered or certified mail, return receipt requested, postage prepaid, addressed as follows:

If to Dominion:

Dominion Energy Virginia  
600 Canal Street  
Richmond, Virginia 23219  
Attention: Director, New Technologies and Energy Conservation

with a copy to:

Dominion Energy Services, Inc.  
120 Tredegar Street  
Richmond, Virginia 23219  
Attention: Deputy General Counsel – State Regulatory  
Fax: (804) 819-2677

If to All Points:

All Points Broadband Partners, LLC  
Attn: Legal Notices  
908 Trailview Boulevard, SE  
Suite 170  
Leesburg, Virginia 20175

If to NNEC:


Northern Neck Electric Cooperative  
85 St. Johns Street  
Warsaw, VA 22572

If to a Participating County, to the address set forth on such Participating County's counterpart signature page to this Memorandum.


Any Party may change its address at any time upon notice to the other Parties.

IN WITNESS WHEREOF, the Parties have executed this Memorandum as of the Effective Date.


VIRGINIA ELECTRIC AND POWER COMPANY  
DBA DOMINION ENERGY VIRGINIA

  
\_\_\_\_\_  
Joseph A Woomer (Mar 26, 2020)  
Name: Joseph A. Woomer  
Title: Vice President – Grid & Technical Solutions

ALL POINTS BROADBAND

  
\_\_\_\_\_  
Name: Jimmy Carr  
Title: Chief Executive Officer

NORTHERN NECK ELECTRIC COOPERATIVE

  
\_\_\_\_\_  
James A. Moss (Mar 26, 2020)  
Name: James A. Moss  
Title: Vice President - Operations

IN WITNESS WHEREOF, the County named below has executed this Memorandum as of the Effective Date.

[WESTMORELAND COUNTY]

Norm Risavi

Norm Risavi (Mar 30, 2020)

Name: Norm Risavi  
Title: County Administrator

Address for Notice Information:  
County Administrator  
County of Westmoreland  
P. O. Box 1000  
Montross, VA 22520

[KING GEORGE COUNTY]

Neiman C. Young, PhD

Neiman C. Young, PhD (Mar 27, 2020)

Name: Neiman C. Young, PhD  
Title: County Administrator

Address for Notice Information:  
County Administrator  
King George County  
10459 Courthouse Drive, Suite 200  
King George, VA 22485

[RICHMOND COUNTY]

R. Morgan Quicke

R. Morgan Quicke (Mar 30, 2020)

Name: R. Morgan Quicke  
Title: County Administrator

Address for Notice Information:  
County Administrator  
PO Box 1000  
101 Court Circle  
Warsaw, Virginia 22572

[NORTHUMBERLAND COUNTY]

E. Luttrell Tadlock

E. Luttrell Tadlock (Mar 27, 2020)

Name: Luttrell Tadlock  
Title: County Administrator

Address for Notice Information:  
County Administrator  
E. Luttrell Tadlock  
P.O. Box 129  
Heathsville, Virginia 22473

[SIGNATURE PAGE TO PHASE ONE MEMORANDUM OF UNDERSTANDING]

**ATTACHMENT 9 - FUNDING SOURCES TABLE**

<b>Source</b>	<b>Amount</b>	<b>%</b>	<b>Status</b>
Requested VATI	\$ 3,190,500	13.5%	Pending
King George	\$ 150,000	0.6%	Secured
Lancaster	\$ 575,000	2.4%	Secured
Northumberland	\$ 325,000	1.4%	Secured
Electric Utility, DEV	\$ 5,250,000	22.2%	SCC Pending
All Points Broadband	\$ 14,177,692	59.9%	Secured
<b>Total Funding Sources</b>	<b>\$ 23,668,192</b>	<b>100.0%</b>	

**CATHY BINDER**  
Shiloh Election District

**JEFFREY BUECHE**  
James Monroe Election District

**ANN C. CUPKA**  
At-Large Election District

**RICHARD A. GRANGER**  
James Madison Election District

**JEFFREY L. STONEHILL**  
Dahlgren Election District



**County Administration Department**  
10459 Courthouse Drive Suite 200  
King George, VA 22485  
Telephone: (540) 775-9181  
Fax: (540) 775-5248  
[cmiller@co.kinggeorge.state.va.us](mailto:cmiller@co.kinggeorge.state.va.us)  
<https://www.kinggeorgecountyva.gov/>

September 7, 2021

Tamarah Holmes, Ph.D.  
Director, Office of Broadband  
Virginia Department of Housing and Community Development  
600 East Main Street, Suite 300  
Richmond, Virginia 23219

RE: Support for 2022 VATI Application and Confirmation of Local Match

Dr. Holmes:

This letter will confirm the strong support of King George County (the "County") for the application to be submitted by the Northern Neck Planning District Commission and All Points Broadband, as applicant and co-applicant, respectively, to the 2022 Virginia Telecommunication Initiative (the "VATI Application").

At its meeting of June 1, 2021 the County's Board of Supervisors has committed \$150,000 in local matching funds to support completion of this important regional broadband initiative which will be used as local match for the VATI Application.

We appreciate your consideration of this important regional initiative.

Sincerely,

A handwritten signature in blue ink, appearing to read "Chris Miller", with a long horizontal flourish extending to the right.

Christopher Miller  
County Administrator  
10459 Courthouse Rd. Suite 200  
King George County, 22485



SUPERVISORS

*James W. Brann*

Callao, VA 22435

District I

*Richard F. Haynie*

Heathsville, VA 22473

District II

*James M. Long*

Wicomico Church, VA 22579

District III

*Thomas H. Tomlin*

Wicomico Church, VA 22579

District IV

*Ronald L. Jett*

Heathsville, VA 22473

District V



COUNTY ADMINISTRATOR

E. Luttrell Tadlock

Heathsville, VA 22473

804-580-7666 (Voice)

804-580-7053 (Fax)

ltadlock@co.northumberland.va.us

**Northumberland County, Virginia**

***Board of Supervisors***

P. O. Box 129 • 72 Monument Place

Heathsville, Virginia 22473

Tamarah Holmes, Ph.D.  
Director, Office of Broadband  
Virginia Department of Housing and Community Development  
600 East Main Street, Suite 300  
Richmond, Virginia 23219

RE: Support for 2022 VATI Application and Confirmation of Local Match

Dr. Holmes:

This letter will confirm the strong support of Northumberland County (the "County") for the application to be submitted by the Northern Neck Planning District Commission and All Points Broadband, as applicant and co-applicant, respectively, to the 2022 Virginia Telecommunication Initiative (the "VATI Application").

The County's Board of Supervisors has previously committed \$325,000 in local matching funds to support completion of this important regional broadband initiative which will be used as local match for the VATI Application.

We appreciate your consideration of this important regional initiative.

Sincerely,

E. Luttrell Tadlock

County Administrator



September 13, 2021

VIA ELECTRONIC MAIL

Tamarah Holmes, Ph.D.  
Director, Office of Broadband  
Virginia Department of Housing and Community Development  
600 East Main Street, Suite 300  
Richmond, Virginia 23219

RE: Support for 2022 VATI Application and Confirmation of Local Match

Dear Dr. Holmes:

This letter confirms the strong support of the Lancaster County Broadband Authority (the "Authority") for the application to be submitted by the Northern Neck Planning District Commission and All Points Broadband, as applicant and co-applicant, respectively, to the 2022 Virginia Telecommunication Initiative (the "VATI Application").

The Authority has authorized a local match commitment of \$575,000 to support completion of the Lancaster County portion of this regional broadband initiative, which will serve as the local match for Lancaster County's portion of the VATI Application.

We appreciate your consideration of this important project for the future of the County.

Sincerely,

A handwritten signature in blue ink, appearing to read "Nicholas Pascaretti". The signature is fluid and cursive, with a long horizontal stroke at the end.

Nicholas Pascaretti  
Executive Director  
Lancaster County Broadband Authority

cc: LCBA Board of Directors



September 14, 2021

Tamarah Holmes, Ph.D  
Director, Office of Broadband  
Virginia Department of Housing and Community Development  
600 East Main Street, Suite 300  
Richmond, Virginia 23219

RE: 2022 VATI Application

Dear Dr. Holmes:

This letter will confirm All Points Broadband's ("APB") support for this application to the 2022 Virginia Telecommunication Initiative program ("VATI"). APB confirms that it is committing all required financing to satisfy All Points' match commitment set forth in the application.

We are excited to be part of this important project and appreciate your consideration.

Sincerely,

A handwritten signature in blue ink, appearing to read "J. Carr", is positioned above the printed name.

James G. Carr  
Chief Executive Officer



Tamarah Holmes, Ph.D.  
Director, Office of Broadband  
Virginia Department of Housing and Community Development  
600 East Main Street, Suite 300  
Richmond, Virginia 23219

RE: All Points Broadband – 2022 Accelerated Fiber Deployment Initiative

Dr. Holmes:

On behalf of Searchlight Capital Partners, L.P. (“Searchlight”), I am pleased to submit this letter in support of the applications that All Points Broadband (“All Points”) is making to the 2022 Virginia Telecommunication Initiative (“VATI”).

Searchlight is All Points Broadband’s lead equity sponsor. Our investment in All Points is made for the specific purpose of accelerating All Points’ successful track record of deploying last-mile, fiber-to-the-home (“FTTH”) broadband through public-private partnerships and in partnership with electric utilities. Through its VATI and Utility Leverage programs, Virginia and the Department of Housing and Community Development (“DHCD”) have created a framework that is now recognized as a national model for attracting private capital to making last-mile FTTH available to currently unserved locations. Searchlight strongly supports All Points’ efforts to leverage that forward-thinking framework to deliver connectivity to unserved locations across the Commonwealth.

For the current VATI cycle, All Points has designed networks that will extend FTTH broadband to more than seventy five thousand currently unserved locations in Virginia. Collectively, we refer to these projects as the 2022 Accelerated Fiber Deployment Initiative (the “Initiative”). Each project in the Initiative has been designed to achieve universal FTTH access in the relevant county and/or region. Detailed bills of material and cost estimates based on current pricing have been prepared for each project and All Points and its vendors have secured materials required to execute the Initiative. In light of the pressures on the global supply chain for FTTH construction, the best way to secure required materials and labor at the lowest unit pricing is to aggregate multiple large projects into significant volume commitments. This is the approach that All Points and Searchlight have taken for the 2022 Accelerated Fiber Deployment Initiative.

***This letter will confirm that Searchlight has committed all of the equity financing required to complete all of the projects included in All Points’ 2022 Accelerated Fiber Deployment Initiative and related VATI applications.***

## About Searchlight Capital Partners

Searchlight is a private investment firm with over \$9 billion of assets under management with extensive expertise investing in the global telecommunications and media sectors. Over the last two years, Searchlight has invested in excess of \$1.25 billion in FTTH in the United States, making Searchlight the number one investor in domestic FTTH infrastructure in that period. And as of today, through our investments in All Points, Consolidated Communications and Zply Fiber, Searchlight is the fourth largest builder of FTTH passings in America. All Points benefits from the tremendous volume purchasing arrangements for Searchlight's portfolio companies, which ensure availability of required supply and the best available pricing.

Searchlight has deep familiarity with broadband markets and the associated competitive dynamics in the broader United States. Searchlight's leadership, both through their time at Searchlight and at previous investment firms, have also acquired multiple decades of experience investing specifically in fiber-based broadband businesses in the U.S. and globally, which has made it a core competency and strategic focus for the firm.

In addition to myself, Ajit Pai is another Partner at Searchlight who focuses on the firm's broadband and digital infrastructure efforts and is a key member of the All Points team. Ajit is a Virginia resident and served as a member (2012-2017) and then Chairman (2017-2021) of the Federal Communications Commission.

## Searchlight is Committed to All Points' 2022 Accelerated Fiber Deployment Initiative

The projects comprising the All Points 2022 Accelerated Fiber Deployment Initiative will extend FTTH broadband to more than seventy five thousand currently unserved locations in the Commonwealth and finally bridge the digital divide for more than 32% of the remaining unserved locations estimated by Virginia's broadband team. Searchlight has committed all equity financing required to complete all of the projects set forth in the VATI applications submitted by All Points. We look forward to providing the significant private capital that will make Virginia the first state in the nation to achieve universal broadband access.

Sincerely,



Darren Glatt  
Partner & Co-Head of Infrastructure Investing  
Searchlight Capital Partners, L.P.



September 9, 2021

Tamarah Holmes, Ph.D  
Director, Office of Broadband  
Virginia Department of Housing and Community Development  
600 East Main Street, Suite 300  
Richmond, Virginia 23219

RE: 2022 VATI Applications from All Points Broadband

Dear Ms. Holmes:

Dominion Energy Virginia (“Dominion”) is pleased to be a party to several Memoranda of Understanding with All Points Broadband, Rappahannock Electric Cooperative, Shenandoah Valley Electric Cooperative, Northern Neck Electric Cooperative, and the Counties of Augusta, Clarke, Culpeper, Hanover, Fauquier, Frederick, King George, King William, Lancaster, Loudoun, Middlesex, Northumberland, Page, Rappahannock, Rockingham and Warren (each, a “Participating County”).

Dominion, All Points, and our electric cooperative partners have developed a unique approach for achieving universal broadband access with individual Counties, and through broader, regional approaches. Dominion’s participation in each of these projects will be pursuant to, and in a manner consistent with the provisions of, Virginia Code § 56-585.1:9 (the “Utility Leverage Statute”).

This letter confirms Dominion’s support for the applications to the 2022 Virginia Telecommunication Initiative to be submitted by All Points and our Participating County partners named above. Dominion’s specific investments that will support each proposed project will be set forth in petitions under the Utility Leverage Statute that will be submitted to the State Corporation Commission (“SCC”). Dominion’s participation in each project, and its specific level of related investment, will be subject to the approval of the SCC and the terms set forth in the SCC’s Final Order related to each project.

Dominion is pleased to be part of these important County-wide and regional initiatives in the manner contemplated by the Utility Leverage Statute.

Sincerely,

A handwritten signature in black ink, appearing to read "D.F. Walker".

David F. Walker  
Director, Rural Broadband

**ATTACHMENT 12 - DERIVATION OF COSTS**

<b>Project / Product Cost Category</b>	<b>Total</b>	<b>VATI</b>	<b>Non-VATI</b>	<b>Source of Estimate</b>	<b>Date, Most Recent Revision</b>
Final Design and Engineering	\$ 852,106	\$ 426,053	\$ 426,053	Tilson	5/10/2021
Project & Construction Mgmt.	\$ 536,210	\$ 268,105	\$ 268,105	Tilson	5/10/2021
Headend/Central Office	\$ 532,600	\$ 40,520	\$ 492,080	Tilson	5/10/2021
Field Network Equipment	\$ 909,438	\$ 86,758	\$ 822,681	Tilson	5/10/2021
Utility Middle Mile	\$ 5,250,000	\$ -	\$ 5,250,000	APB / DEV	9/10/2021
Aerial Make Ready & Construction	\$ 8,604,619	\$ 872,590	\$ 7,732,029	AFL / Tilson	5/10/2021
Underground Construction	\$ 1,127,122	\$ 114,142	\$ 1,012,981	Tilson	5/10/2021
Fiber Drop Construction	\$ 3,841,001	\$ 960,250	\$ 2,880,751	AFL / Tilson	5/10/2021
Subscriber Equipment & Installation Labor	\$ 797,320	\$ 199,330	\$ 597,990	Tilson	5/10/2021
Other Capex	\$ 945,585	\$ 86,658	\$ 858,927	APB / Tilson	5/10/2021
Construction Bond (1.5%)	\$ 272,190	\$ 136,095	\$ 136,095	APB	9/10/2021
<b>Total</b>	<b>\$ 23,668,192</b>	<b>\$ 3,190,500</b>	<b>\$ 20,477,692</b>		

*\*\* please see Attachment 13 for unit and unit cost assumptions used to tabulate total cost*



September 13, 2021

Tamarah Holmes, Ph.D  
Director, Office of Broadband  
Virginia Department of Housing and Community Development  
600 East Main Street, Suite 300  
Richmond, Virginia 23219

RE: Cost Estimates for 2022 VATI Application

Dear Dr. Holmes:

To develop the project budget included with this application, All Points Broadband (“APB”) prepared a high-level design for the project and developed an indicative bill of materials based on that design.

As part of APB’s design and cost estimation process, All Points engaged Tilson Technology Management, Inc. (“Tilson”) to supplement APB’s internal engineering and design resources and to assist in the development of the high-level design and related bill of materials and cost estimates. Tilson is one of America’s leading providers of consulting, design and construction management services to the telecommunications industry. As described in Tilson’s letter included in Attachment 13, the cost estimates that form the basis of the project budget are based on Tilson’s bill of materials and related cost estimates and reflect current pricing available to All Points.

All Points then obtained current pricing for each item on the bill of materials from its primary vendors, including AFL Telecommunications (“AFL”), APB’s primary supplier of fiber optic cables, connectors, terminals, and related hardware. As described in AFL’s letter included in Attachment 13, AFL provided the pricing used for all relevant cost categories included in the project budget and AFL has allocated committed manufacturing capacity to support APB’s materials requirements and specific schedule for this project.

Sincerely,

A handwritten signature in blue ink, appearing to read "J. Carr", is positioned below the word "Sincerely,".

James G. Carr  
Chief Executive Officer



September 7, 2021

**Tamarah Holmes, Ph.D**  
**Director, Office of Broadband**  
**Virginia Department of Housing and Community Development**  
600 East Main Street, Suite 300  
Richmond, Virginia 23219

**RE: Applications of All Points Broadband to the Virginia Telecommunications Initiative**

Dear Dr. Holmes:

Tilson Technology Management, Inc. ("Tilson") is a leading provider of consulting, design and construction management services to leading telecommunications firms throughout the United States. Tilson is pleased to have been engaged by All Points Broadband ("APB") to support its planning and high-level design activities for each of the projects included in APB's 2022 Accelerated Fiber Deployment Initiative (the "Initiative").

This letter will confirm that Tilson has assisted APB in the development of high-level designs, indicative bills of material, and related cost estimates for each of the projects included in the Initiative. We understand that APB has incorporated our work into the project budgets that APB is submitting as part of the Initiative.

We hope that the significant work we have performed with All Points will result in the expansion of fiber-to-the-home broadband access to tens of thousands of currently unserved Virginians.

Sincerely,

  
John Ford (Sep 7, 2021 15:02 EDT)

Jay Ford

Director



**Corporate Headquarters**

170 Ridgeview Center Drive, Duncan, SC 29334 USA

TEL: (800) 235-3423 TEL: (864) 433-0333

FAX: (864) 433-5560 WEB: [www.AFLglobal.com](http://www.AFLglobal.com)

September 8, 2021

Dr. Tamarah Holmes  
Director, Office of Broadband  
Virginia Department of Housing and Community Development  
600 East Main Street, Suite 300

**RE: Letter of Support for APB's 2022 Accelerated Fiber Deployment Initiative**

Dear Dr. Holmes,

AFL Telecommunications ("AFL") is a leading global manufacturer of fiber optic cables, connectors, terminals, and related hardware. Headquartered in Duncan, South Carolina, AFL manufactures its products at several locations in the United States and abroad, including manufacturing locations in North Carolina, South Carolina, and Bristol, Virginia.

AFL is excited to be partnering with All Points Broadband ("APB") and its electric utility partners, as part of APB's 2022 Accelerated Fiber Deployment Initiative that will deliver best-in-class fiber-to-the-home broadband access to thousands of currently unserved locations in Virginia.

AFL has a strong working relationship with All Points Broadband and will serve as APB's strategic supplier for all of the projects included in the 2022 Accelerated Fiber Deployment Initiative. APB evaluated multiple technology solutions, ultimately selecting AFL as the best fit for its rural fiber optic projects. AFL's ADSS-style self-supporting cable technology and dedicated manufacturing capacity enables faster, less complicated deployment that reduces overall time to market at a competitive total cost of ownership.

This letter will confirm that AFL is committed to supporting All Points Broadband's 2022 Accelerated Fiber Deployment Initiative. AFL and APB have reviewed the specific projects and related bills of materials associated with the projects APB is submitting and AFL has provided APB with pricing that is incorporated in APB's applications. AFL is also allocating committed manufacturing capacity to support APB's requirements and project schedules.

We appreciate the opportunity to support this important initiative to bridge the digital divide in the Commonwealth of Virginia.

Sincerely,

A handwritten signature in black ink, appearing to read 'Ryan O'Sullivan', written in a cursive style.

Ryan O'Sullivan  
Director, Rural Fiber to the Home (RFTTH) Program Management

**ATTACHMENT 13 - DOCUMENTATION OF SUPPORTING COST ESTIMATES**

PROJECT COST ROLLUP	Unit of Measure	Units	Unit Cost	Project Cost
<b>Construction</b>				
Final Design and Engineering	Miles	273.3	\$ 3,118	\$ 852,106
Project & Construction Mgmt.	Miles	273.3	\$ 1,962	\$ 536,210
Headend/Central Office	Project	1	\$ 532,600	\$ 532,600
Field Network Equipment	No. Unreserved Passings	3,411	\$ 267	\$ 909,438
Utility Middle Mile	Miles	105.0	\$ 50,000	\$ 5,250,000
Aerial Make Ready & Construction	Miles	159.9	\$ 53,817	\$ 8,604,619
Underground Construction	Miles	8.4	\$ 133,942	\$ 1,127,122
<b>Construction Subtotal</b>				<b>\$ 17,812,096</b>
<b>Customer Installations</b>				
Fiber Drop Construction	No. Subscribers	2,558	\$ 1,502	\$ 3,841,001
Subscriber Equipment & Installation Labor	No. Subscribers	2,558	\$ 312	\$ 797,320
<b>Installation Subtotal</b>				<b>\$ 4,638,321</b>
<b>Other</b>				
Other Capex	Project	1	\$ 945,585	\$ 945,585
Construction Bond (1.5%)	Insured Activity	\$ 18,146,002	\$ 0.01500	\$ 272,190
<b>Other Subtotal</b>				<b>\$ 1,217,775</b>
<b>Total</b>				<b>\$ 23,668,192</b>

HEADEND / CENTRAL OFFICE	Category	Units	Unit Cost	Extended Cost
CO Site Acquisitions	Headends Total	5	\$ 30,000.00	\$ 150,000
Tax		0		\$ 7,950
ODC 100 Cabinet - Adtran, Nokia, Calix	Small Headends	5	\$ 14,437.00	\$ 72,185
1XTA5000 5 GEN SMART FIBER (mounting bracket)	Small Headends	5	\$ 1,346.22	\$ 6,731
30AMP Generator Connector	Small Headends	5	\$ 1,650.00	\$ 8,250
5TH GEN SMART POLE MOUNT KIT	Small Headends	5	\$ 1,410.59	\$ 7,053
Pole 30-5 (Labor and Materials)	Headends Total	5	\$ 1,500.00	\$ 7,500
<b>Headend / Central Office Subtotal</b>				<b>\$ 259,669</b>
Installation Labor, Freight, Tax, and Contingency				\$ 272,931
<b>Headend / Central Office Total</b>				<b>\$ 532,600</b>

FIELD NETWORK EQUIPMENT	Category	Units	Unit Cost	Extended Cost
Netbotz Environmental Monitor including all sensors	Headends, all	5	\$ 850.00	\$ 4,250
OLT Management Server (CMS)	Local Networks	3	\$ 8,000.00	\$ 24,000
000-00372 - E7-2 Field Install Package (CO & ODC/RT): Shelf with Blank Card, FTA, and Field installation Kit	Chassis and spares	47	\$ 616.90	\$ 28,994
100-05529 - E7-2 XG 801 XGS-PON	Modules, XGSPON	15	\$ 11,670.00	\$ 175,050
100-04651 QSFP, 40GE Single Mode transceiver 40km, 1310nm, Duplex LC, C-Temp	Headends, all	10	\$ 6,497.00	\$ 64,970
100-05642- OIM 10G PON Laser	Modules, XGSPON	120	\$ 695.00	\$ 83,400
Generator - Generac 25 KV - 24 hour backup system	Headends, all	5	\$ 17,000.00	\$ 85,000
BATTERY STRING, 190AH	Small + Medium Headends	5	\$ 2,992.94	\$ 14,965
ELTEK FLATPKS RECTIFIER 1000W	Small + Medium Headends	20	\$ 642.35	\$ 12,847
<b>Field Network Equipment, Subtotal</b>				<b>\$ 493,476</b>
Installation Labor, Freight, Tax, and Contingency				\$ 415,962
<b>Field Network Equipment, Total</b>				<b>\$ 909,438</b>

ATTACHMENT 13 - DOCUMENTATION OF SUPPORTING COST ESTIMATES (CONTINUED)

DISTRIBUTION FIBER DESIGN BASIS	TOTAL	AERIAL	UNDERGROUND	UNIT COST, AERIAL	UNIT COST, UG
Straight Poles	3,711	3,711	-		
Curved Poles	928	928	-		
Total Poles	4,638	4,638	-		
Average Drop Length (feet)	2,155	-	-		
Path (feet)	888,625	844,194	44,431		
Cable Size 12 (feet)	457,480	434,606	22,874		
Cable Size 24 (feet)	128,221	121,810	6,411		
Cable Size 48 (feet)	109,172	103,713	5,459		
Cable Size 72 (feet)	120,188	114,179	6,009		
Cable Size 96 (feet)	150,400	142,880	7,520		
Cable Size 144 (feet)	221,522	210,446	11,076		
Cable Size 288 (feet)	-	-	-		
Cable Size 432 (feet)	-	-	-		
Cable Total (feet)	1,178,649	1,119,717	58,933		
Serving Terminal Size 4	189	180	9		
Serving Terminal Size 8	518	492	26		
Serving Terminal Total	706	671	35		
Distribution Splices at Drop Hubs and Distribution Splice Points - TOTAL	13,315	12,650	665		
Distribution Splices at Distribution Hubs - TOTAL	4,632	4,401	231		
Drop Tail Splices - TOTAL	-	-	-		
Feeder Splices at Distribution Hubs and Feeder Splice Points - TOTAL	279	265	14		
Feeder Splices at Headend - TOTAL	425	404	21		
Splices Total	18,651	17,719	933		
Splice Cases	183	174	9		
Small Headends	5	-	-		
Medium Headends	-	-	-		
Large Headends	-	-	-		
Headends Total	5	-	-		
Large Preterm Shelves - Total	10	-	-		
Small Preterm Shelves - Total	4	-	-		
Preterm Shelves Total - Total	15	-	-		
FDH Size 96	-	-	-		
FDH Size 144	-	-	-		
FDH Size 288	1	-	-		
FDH Size 432	9	-	-		
FDH Total	10	-	-		
Splitter Module Size 2 - Distribution	-	-	-		
Splitter Module Size 4 - Distribution	-	-	-		
Splitter Module Size 8 - Distribution	-	-	-		
Splitter Module Size 16 - Distribution	-	-	-		
Splitter Module Size 32 - Distribution	112	-	-		
Splitter Module Size 64 - Distribution	-	-	-		
Splitter Module All Size - Distribution	112	-	-		
Splitter Module All Size - Total	112	-	-		
Handhold Size 4 HUB	25	-	25		
Handhold Size 8 HUB	18	-	18		
Handhold Size 0 Splice	4	-	4		
Handhold Total	39	-	39		

(RETAIN FOR YOUR RECORDS)  
Form 477 Filing Summary

FRN: 0023524705 | Data as of: Jun 30, 2020 | Operations: Non-ILEC | Submission Status: Original - Submitted | Last Updated: Sep 1, 2020 22:03:25

**Filer Identification**

Section	Question	Response
<b>Filer Information</b>	Company Name	All Points Broadband
	Holding Company Name	Virginia Everywhere, LLC
	SAC ID	
	499 ID	831251
<b>Data Contact Information</b>	Data Contact Name	[REDACTED]
	Data Contact Phone Number	(703) 554-6600
	Data Contact E-mail	[REDACTED]
<b>Emergency Operations Contact Information</b>	Emergency Operations Name	Don McElroy
	Emergency Operations Phone Number	(703) 554-6600
	Emergency Operations E-mail	[REDACTED]
<b>Certifying Official Contact Information</b>	Certifying Official Name	James Carr
	Certifying Official Phone Number	(703) 554-6600
	Certifying Official E-mail	[REDACTED]

**Data Submitted**

Form Section	File Name	Date & Time	Number of Rows
Fixed Broadband Deployment	FCC477-Deployment-1H2020.csv	Sep 1, 2020 12:56:17	[REDACTED]
Fixed Broadband Subscription	fcc477_20200901.csv	Sep 1, 2020 18:25:33	[REDACTED]
Fixed Voice Subscription	fcc477_voip_20200701.csv	Sep 1, 2020 18:28:08	[REDACTED]

**Fixed Broadband Deployment**

**Census Block Counts by State, DBA Name and Technology**

State	DBA Name	Technology	Blocks
<b>Kentucky</b>	All Points Broadband	Optical Carrier/Fiber to the End User	[REDACTED]
		Terrestrial Fixed Wireless	
<b>Maryland</b>	All Points Broadband	Terrestrial Fixed Wireless	[REDACTED]
<b>Virginia</b>	All Points Broadband	Terrestrial Fixed Wireless	[REDACTED]
<b>West Virginia</b>	All Points Broadband	Terrestrial Fixed Wireless	[REDACTED]

State	DBA Name	Technology	Blocks
<b>Total</b>			

**Fixed Broadband Subscription**

**Fixed Broadband Subscriptions by State, Technology and End-user Type**

State	Technology	Census Tracts	Subscriptions		
			Consumer	Business / Govt	Total
Kentucky	Optical Carrier/Fiber to the End User	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
	Terrestrial Fixed Wireless				
Maryland	Terrestrial Fixed Wireless				
Texas	Terrestrial Fixed Wireless				
Virginia	Terrestrial Fixed Wireless				
West Virginia	Terrestrial Fixed Wireless				
<b>Total</b>					

**Fixed Broadband Subscriptions by Bandwidths and End-user Type**

Downstream Bandwidth (in Mbps)	Upstream Bandwidth (in Mbps)	Consumer	Business / Govt	Total
[REDACTED]				

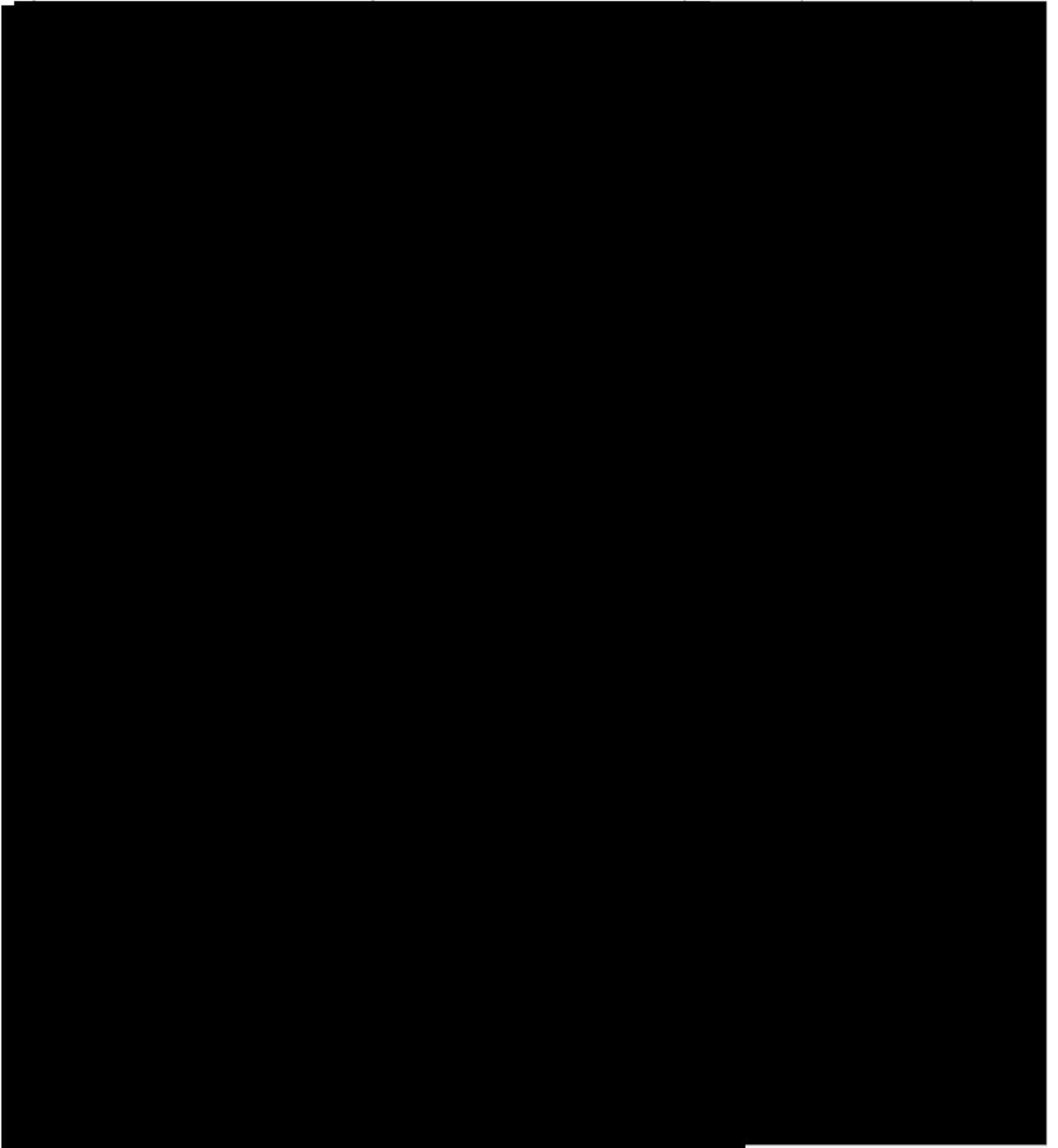
Downstream Bandwidth (in Mbps)

Upstream Bandwidth (in Mbps)

Consumer

Business / Govt

Total



**Fixed Broadband Subscriptions by Technology, Bandwidths and End-user Type**

Technology	Downstream Bandwidth (in Mbps)	Upstream Bandwidth (in Mbps)	Consumer	Business / Govt	Total
Optical Carrier/Fiber to the End User	[Redacted]				

Technology	Downstream Bandwidth (in Mbps)	Upstream Bandwidth (in Mbps)	Consumer	Business / Govt	Total
Terrestrial Fixed Wireless					



Technology	Downstream Bandwidth (in Mbps)	Upstream Bandwidth (in Mbps)	Consumer	Business / Govt	Total
<b>Total</b>					

**Fixed Voice Subscription**

VGE Lines and VoIP Subscriptions by State and End-user Type

State	Total VGE Lines	Consumer VGE Lines	Total VoIP Subscriptions	Consumer VoIP Subscriptions
Kentucky				
Virginia				
<b>Total</b>				

**Fixed Voice Subscription (iVoIP)**

Over-the-top VoIP Subscriptions by State and End-user Type

State	Total	Consumer	Business / Govt
Kentucky			
Virginia			
<b>Total</b>			

All other VoIP Subscriptions by State, End-user Type, Bundle and Last-mile Medium

State	Total	by End-user Type		by Bundle		by Last-mile Medium			
		Consumer	Business / Government	Sold w/ Internet	Sold w/o Internet	FTTP	Coax	Fixed Wireless	Copper
Kentucky									
Virginia									
<b>Total</b>									

(RETAIN FOR YOUR RECORDS)  
Form 477 Filing Summary

FRN: 0023524705 | Data as of: Dec 31, 2020 | Operations: Non-ILEC | Submission Status: Original - Submitted | Last Updated: Mar 16, 2021 15:11:37

**Filer Identification**

Section	Question	Response
<b>Filer Information</b>	Company Name	All Points Broadband
	Holding Company Name	Virginia Everywhere, LLC
	SAC ID	
	499 ID	831251
<b>Data Contact Information</b>	Data Contact Name	[REDACTED]
	Data Contact Phone Number	(703) 554-6600
	Data Contact E-mail	[REDACTED]
<b>Emergency Operations Contact Information</b>	Emergency Operations Name	Don McElroy
	Emergency Operations Phone Number	(703) 554-6600
	Emergency Operations E-mail	[REDACTED]
<b>Certifying Official Contact Information</b>	Certifying Official Name	James Carr
	Certifying Official Phone Number	(703) 554-6600
	Certifying Official E-mail	[REDACTED]

**Data Submitted**

Form Section	File Name	Date & Time	Number of Rows
Fixed Broadband Deployment	fcc477Deployment_20201231.csv	Mar 16, 2021 15:01:06	[REDACTED]
Fixed Broadband Subscription	fcc477_20201231.csv	Mar 16, 2021 15:01:27	[REDACTED]
Fixed Voice Subscription	voip_20201231.csv	Mar 16, 2021 15:01:46	[REDACTED]

**Fixed Broadband Deployment**

**Census Block Counts by State, DBA Name and Technology**

State	DBA Name	Technology	Blocks
<b>Kentucky</b>	All Points Broadband	Optical Carrier/Fiber to the End User	[REDACTED]
		Terrestrial Fixed Wireless	
<b>Maryland</b>	All Points Broadband	Terrestrial Fixed Wireless	
<b>Virginia</b>	All Points Broadband	Terrestrial Fixed Wireless	
<b>West Virginia</b>	All Points Broadband	Terrestrial Fixed Wireless	

State	DBA Name	Technology	Blocks
Total			

**Fixed Broadband Subscription**

**Fixed Broadband Subscriptions by State, Technology and End-user Type**

State	Technology	Census Tracts	Subscriptions		
			Consumer	Business / Govt	Total
Kentucky	Optical Carrier/Fiber to the End User	[REDACTED]			
	Terrestrial Fixed Wireless				
Maryland	Terrestrial Fixed Wireless				
Texas	Terrestrial Fixed Wireless				
Virginia	Terrestrial Fixed Wireless				
West Virginia	Terrestrial Fixed Wireless				
Total					

**Fixed Broadband Subscriptions by Bandwidths and End-user Type**

Downstream Bandwidth (in Mbps)	Upstream Bandwidth (in Mbps)	Consumer	Business / Govt	Total
[REDACTED]				

Downstream Bandwidth (in Mbps)

Upstream Bandwidth (in Mbps)

Consumer

Business / Govt

Total

**Fixed Broadband Subscriptions by Technology, Bandwidths and End-user Type**

Technology	Downstream Bandwidth (in Mbps)	Upstream Bandwidth (in Mbps)	Consumer	Business / Govt	Total
Optical Carrier/Fiber to the End User					

Technology	Downstream Bandwidth (in Mbps)	Upstream Bandwidth (in Mbps)	Consumer	Business / Govt	Total
Terrestrial Fixed Wireless	[REDACTED]				

Technology	Downstream Bandwidth (in Mbps)	Upstream Bandwidth (in Mbps)	Consumer	Business / Govt	Total
<b>Total</b>					

**Fixed Voice Subscription**

VGE Lines and VoIP Subscriptions by State and End-user Type

State	Total VGE Lines	Consumer VGE Lines	Total VoIP Subscriptions	Consumer VoIP Subscriptions
California				
Kentucky				
Virginia				
<b>Total</b>				

**Fixed Voice Subscription (iVoIP)**

Over-the-top VoIP Subscriptions by State and End-user Type

State	Total	Consumer	Business / Govt
California			
Kentucky			
Virginia			
<b>Total</b>			

All other VoIP Subscriptions by State, End-user Type, Bundle and Last-mile Medium

State	Total	by End-user Type		by Bundle		by Last-mile Medium			
		Consumer	Business / Government	Sold w/ Internet	Sold w/o Internet	FTTP	Coax	Fixed Wireless	Copper
California									
Kentucky									
Virginia									

State	Total	by End-user Type		by Bundle		by Last-mile Medium			
		Consumer	Business / Government	Sold w/ Internet	Sold w/o Internet	FTTP	Coax	Fixed Wireless	Copper
Total									

## Attachment 16 – RSSI Projection Shapefiles

-This page intentionally left blank as this is not a Wireless Project-





# FTTH Rapid Assessment

Follow Up Results

TAKE RATE SURVEY

# Altman Solon has conducted a Rapid primary research study to assess ARPU and take rate viability in underserved areas

## Target Audience Process

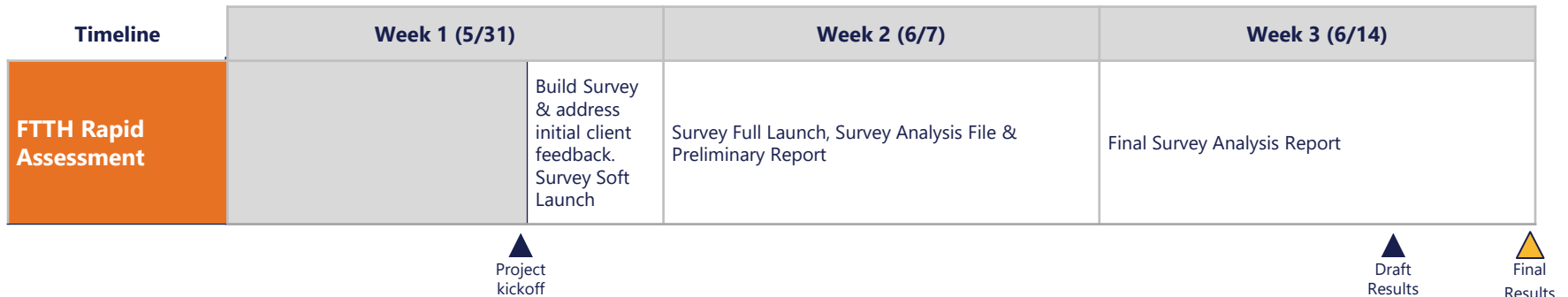
We targeted Zip Codes to address the following priorities:

- **Priority #1 (Underserved BB HHs):** Required 50% of HH within a zip code to have no cable or fiber availability

## Qualification Criteria

### Must

- Be above 18 years of age
- Purchase Wireless Phone or Home Internet
- Be either solely or partially involved in these purchasing decisions
- Not have access to Cable



Sources: Underserved BB Survey (N=1042), Altman Solon Research & Analysis

# In our conjoint, respondents are asked to select product packages they are most likely to purchase

## Sample Choice Based Conjoint (CBC) Question

If these were your only options, which would you choose?  
(1 of 12)

	Satellite Internet (e.g. HughesNet, ViaSat)	Fiber (e.g. Verizon FiOs, MetroNet)	Fixed Wireless / Wireless Broadband (e.g. Belwave, Wisper, Nextlink)	DSL (e.g. Centurylink, Frontier, AT&T, Windstream)
<b>Internet Technology</b>				
<b>Internet Speed</b>	10 Mbps	1 Gbps	100 Mbps	5 Mbps
<b>Landline Phone Offer</b>	Not included	Unlimited	Not included	Unlimited
<b>Monthly Offer Price</b>	\$60	\$225	\$80	\$30
	Select	Select	Select	Select

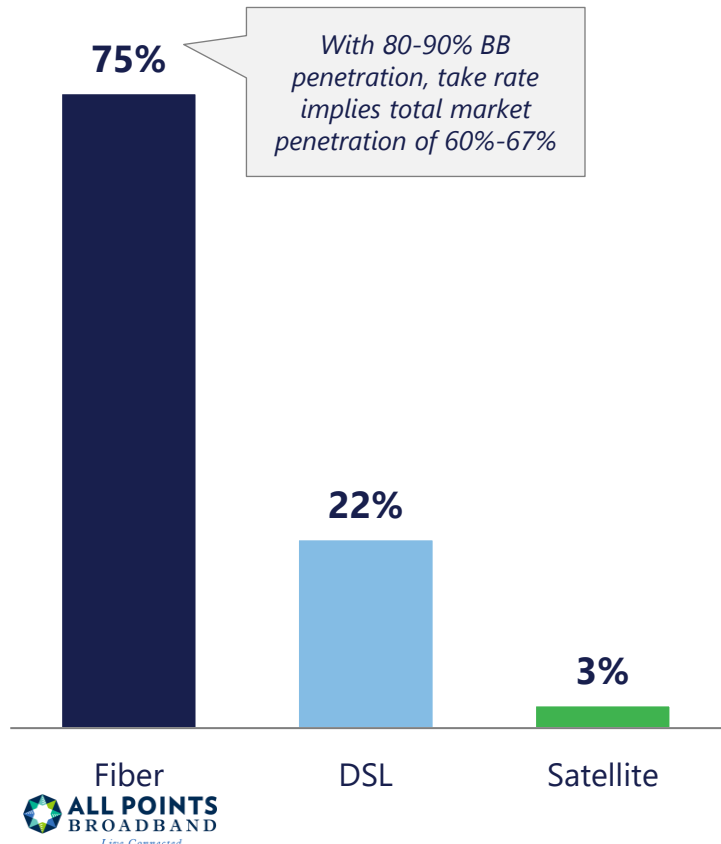
Given what you know about the market, would you really buy the Internet Package you chose above?

- Respondents see 10-12 screens, and on each must select their **favored option out of the given options**, and indicate whether they would purchase this option in the marketplace
- A conjoint has two pieces:
  - **Attributes** (e.g., Internet Technology and Monthly Price)
  - **Levels** (e.g., DSL, Fiber, or \$60, \$120) which define the different options an attribute can take on
- By showing multiple randomized packages, conjoint surveys can determine the **relative value of product features based on survey-taker tradeoffs**
- Altman Solon uses Hierarchical Bayes estimations to determine **relative importance of each attribute and level**

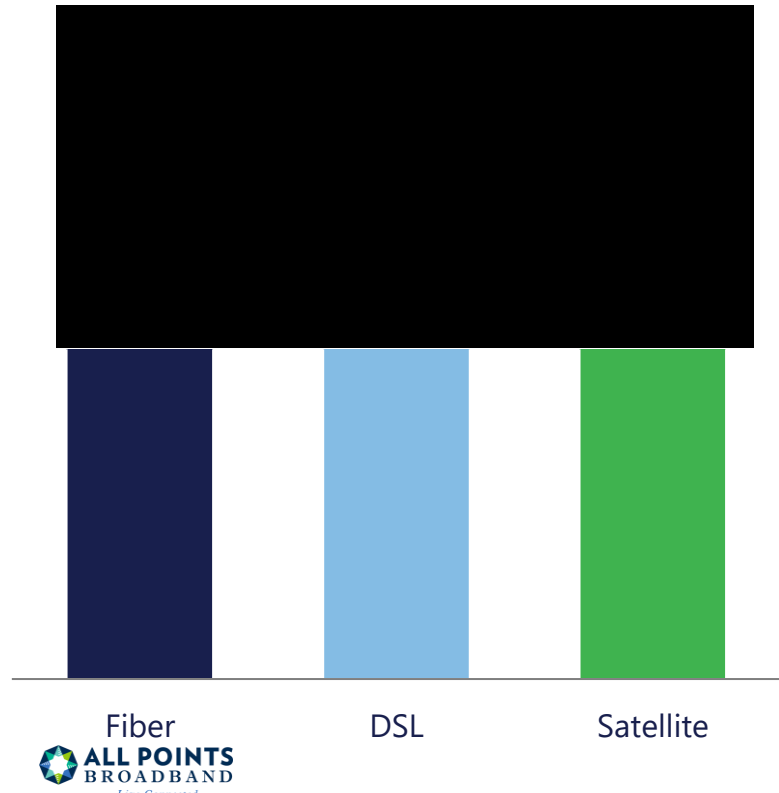
Note: This page would be preceded by a description page which defines each attribute and level, including the channels included in each channel package  
Sources: Underserved BB Survey (N=1042), Altman Solon Research & Analysis

# In Satellite + DSL markets with baseline prices, we observe 75% take rate and an ARPU well in line with APB targets

Take Rate by Technology  
N=1042, % of simulated respondents



ARPU by Technology  
N=1042, Simulated ARPU<sup>1</sup>

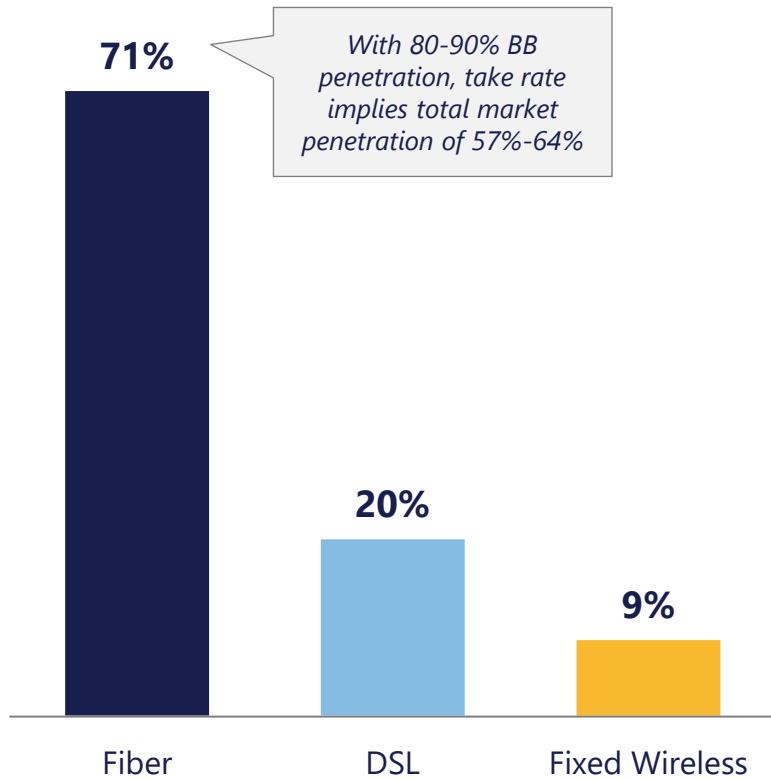


Notes: Calculated by multiplying take rate of each existing promo offer by cost of the promo offer  
Sources: Underserved BB Survey (N=1042), Altman Solon Research & Analysis

# In DSL + Fixed Wireless markets, we observe 71% take rate and an ARPU well in line with APB targets

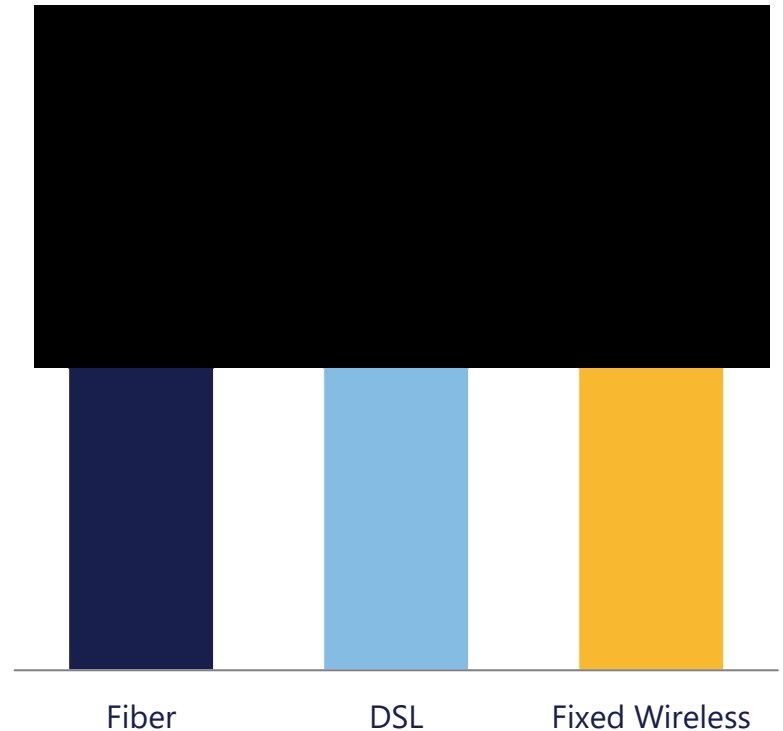
### Take Rate by Technology

N=1042, % of simulated respondents



### ARPU by Technology

N=1042, Simulated ARPU



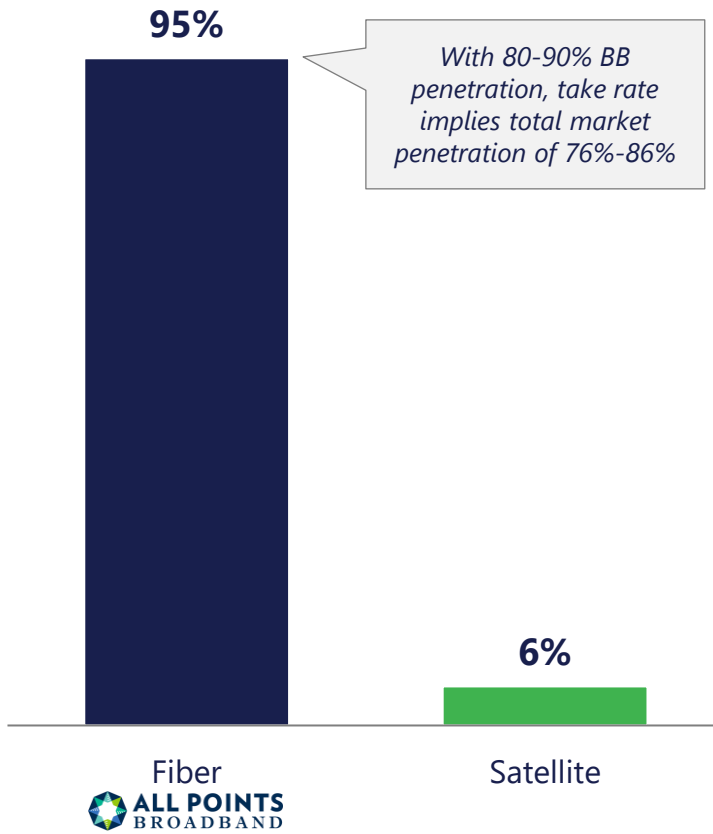
Notes: Calculated by multiplying take rate of each existing promo offer by cost of the promo offer  
Sources: Underserved BB Survey (N=1042), Altman Solon Research & Analysis



# In satellite only markets, we observe 95% take rate

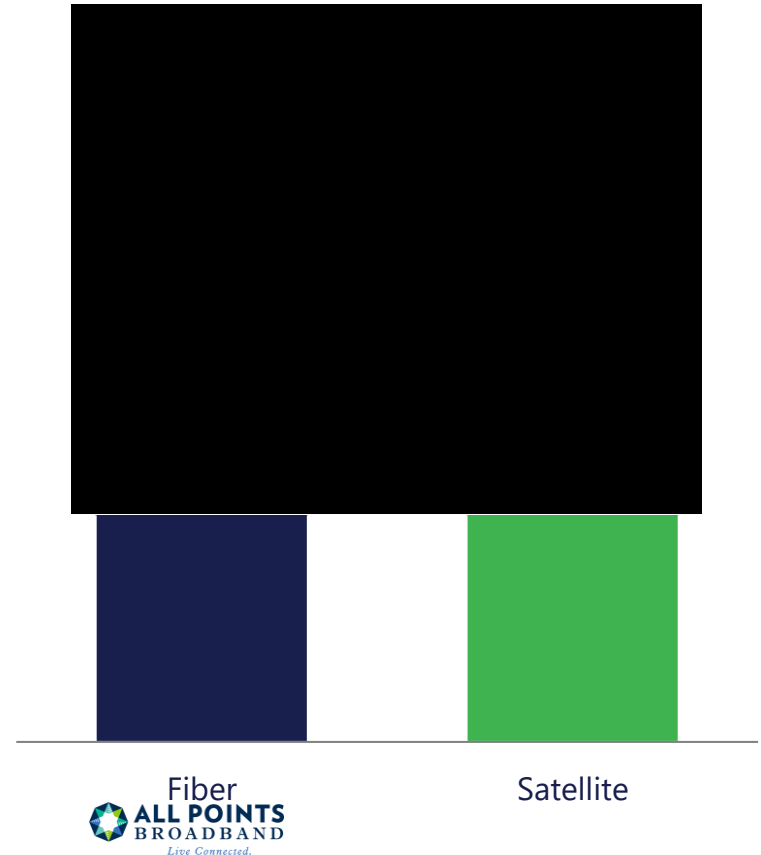
### Take Rate by Technology

N=1042, % of simulated respondents



### ARPU by Technology

N=1042, Simulated ARPU<sup>1</sup>



Notes: Calculated by multiplying take rate of each existing promo offer by cost of the promo offer  
Sources: Underserved BB Survey (N=1042), Altman Solon Research & Analysis

## Live Connected.

At All Points Broadband, we empower communities by bringing utility grade broadband to underserved markets, deploying fiber and state-of-the-art fixed-wireless technology to homes and businesses in communities throughout Virginia, West Virginia, Maryland and Kentucky.

## Register Here for Fiber to Your Home

# CROWD FIBER LANDING PAGE

## Gig Fiber Broadband in Your Home

All Points Broadband is engaged with its electric utility partners in several large scale fiber-to-the-home projects in Virginia. We are collecting information from customers in the zones below to ensure universal coverage and to finalize our construction sequence within each zone. All Point's standard FTTH architecture is capable of offering 10Gbps service to the home.

To get started please follow these directions:

**Step 1:** Enter an address and press Go.

**Step 2:** Confirm your Pin/location is correct. If not, just grab it and move it to the correct location on the map. Press next.

**Step 3:** Enter your contact information. Press next.

**Step 4:** Answer the quick questionnaire so we can provide the same great service for your friends and neighbors. Press next.

**Step 5:** Review your information and then tell everyone the great news and how to get registered. Submit

**NO COMMITMENTS. PAY NOTHING UPFRONT. JUST SHOW YOUR INTEREST!**

## Residential Fiber Broadband Plans

At All Points Broadband, we empower communities by bringing utility grade broadband to underserved markets, deploying fiber and state-of-the-art fixed-wireless technology to homes and businesses in communities throughout Virginia, West Virginia, Maryland and Kentucky.

Please select from one of our plans below to request for service.

50 MEGABIT

**\$59.99**

per month

- ↕ Equipment Install & Provisioning fee of \$199 with 1 year commitment
- ↕ Download up to 50 Mbps
- ↕ Upload up to 50 Mbps

GET STARTED

100 MEGABIT

**\$79.99**

per month

- ↕ Equipment Install & Provisioning fee of \$199 with 1 year commitment
- ↕ Download up to 100 Mbps
- ↕ Upload up to 100 Mbps

GET STARTED

GIGABIT!

**\$149.99**

per month

- ↕ Equipment Install & Provisioning fee of \$199 with 1 year commitment
- ↕ Download up to 1000 Mbps
- ↕ Upload up to 1000 Mbps

GET STARTED





# GET BETTER BROADBAND NOW!

HIGH SPEED BROADBAND  
IN YOUR NECK OF THE WOODS!

## FASTER INTERNET IS NOW AVAILABLE!

UNHAPPY WITH YOUR INTERNET?  
INTERNET WHERE YOU LIVE



USE PROMO CODE

**ICANSTREAM**

FREE INSTALLATION WITH  
A 12 MONTH TERM

### FEATURES:

- ✔ Unlimited Data Usage
- ✔ Reliable High Speed Internet
- ✔ Low Latency for Gamers
- ✔ 24x7 Customer Support
- ✔ Stream your favorite programs
- ✔ Online Account Management

ENJOY FAST DOWNLOADS, SMOOTH STREAMING, AND LOW LATENCY

CALL TODAY TO SCHEDULE YOUR INSTALLATION

**888-888-8888**

SAMPLE FLYERS & DOOR HANGERS

- FEATURES:**
- Unlimited Data Usage
  - Reliable High Speed Internet
  - Low Latency for Gamers
  - 24x7 Customer Support
  - Stream your favorite programs
  - Online Account Management



**ENJOY  
FAST DOWNLOADS,  
SMOOTH STREAMING,  
& LOW LATENCY**

CALL TODAY TO SCHEDULE YOUR INSTALLATION  
**888-888-8888**



**GET BETTER  
BROADBAND NOW!**

**HIGH SPEED BROADBAND  
IN YOUR NECK OF THE WOODS!  
FASTER INTERNET  
IS NOW AVAILABLE!**

**UNHAPPY WITH YOUR INTERNET?  
INTERNET WHERE YOU LIVE**

**PICK FROM ONE OF THE PROMOS BELOW**

<p>USE PROMO CODE</p> <p><b>NEED4SPEED</b></p> <p>\$50 INSTALLATION, \$10 DISCOUNT FOR THE FIRST 6 MONTHS (A \$199+ SAVINGS) WITH A 12 MONTH TERM</p>	<p>USE PROMO CODE</p> <p><b>ICANSTREAM</b></p> <p>FREE INSTALLATION WITH A 12 MONTH TERM (A \$99 SAVINGS)</p>	<p>USE PROMO CODE</p> <p><b>GOFASTER</b></p> <p>\$50 INSTALLATION, \$5 DISCOUNT OFF ANY PLAN FOR 12 MONTHS (A \$199+ SAVINGS) WITH A 12 MONTH TERM</p>
---	---	--

**CALL US NOW AT 888-888-8888**

**FRONT SIDE**

**ALL POINTS  
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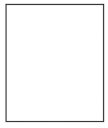
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  - Low Latency for Gamers
  - 24x7 Customer Support
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**Features:**

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- ✓ Stream your favorite programs
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- Low Latency for Gamers
- 24x7 Customer Support
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


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-  Low Latency for Gamers
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-  Stream your favorite programs
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- LOW LATENCY FOR GAMERS
- STREAM YOUR FAVORITE PROGRAMS
- RELIABLE HIGH SPEED INTERNET
- 24X7 CUSTOMER SUPPORT
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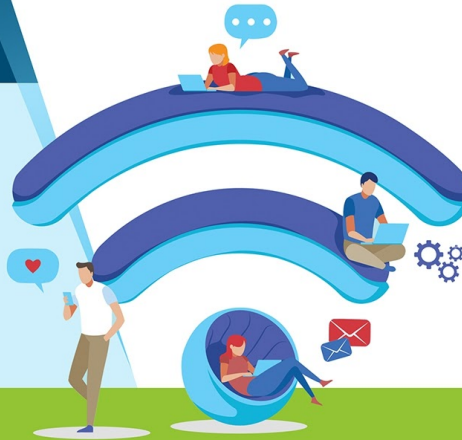


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- 24x7 Customer Support
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a new customer in your area  
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**24x7 Customer Support**

  
**Reliable High Speed Internet**

  
**Stream your favorite programs**

  
**Low Latency for Gamers**

  
**Online Account Management**

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# Attachment 18 - All Points Broadband Digital Inclusion Academy Sample

My classes >

All Points Broadband Digital Inclusion Academy 

Class code: 7byvf6 

Lessons

People

CURRENT LESSONS

+ Add lessons

## Google Workspace: Gmail

Learn the basic components of Gmail to help you send and receive emails.

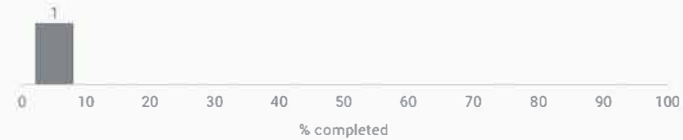
 1 activity

[View lesson](#)

[View materials](#)

### Progress summary

Number of students and percent completed



[Videos watched](#)

[Projects submitted](#)

[Quiz results](#)

## Use Digital Tools for Everyday Tasks

Learn to communicate more efficiently through emails, internet search, and digital documents.

 7 activities

### Progress summary

Number of students and percent completed

1

### Avoid Online Scams

Learn to identify and avoid online scams by analyzing a real-life situation in a group.

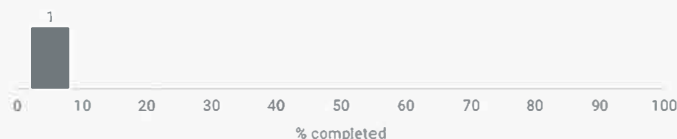
1 activity

[View lesson](#)

[View materials](#)

#### Progress summary

Number of students and percent completed



[Videos watched](#)

[Projects submitted](#)

[Quiz results](#)

### Build Healthy Digital Habits

Create a healthy technology balance by reflecting on digital habits with one of three creative projects.

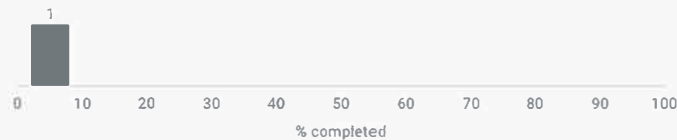
4 activities

[View lesson](#)

[View materials](#)

#### Progress summary

Number of students and percent completed



[Videos watched](#)

[Projects submitted](#)

[Quiz results](#)

### Edit Your Resume

your resume to make it stronger and more appealing to an employer.

#### Progress summary

Number of students and percent completed

### Use Google to Get a New Job

Conduct a successful job search using digital tools.

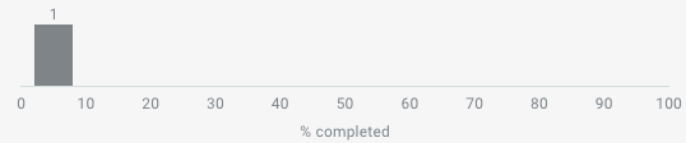
7 activities

View lesson

View materials

#### Progress summary

Number of students and percent completed



Videos watched

Projects submitted

Quiz results

### Create a Budget in Google Sheets

Learn to make good financial decisions by researching and comparing costs and spending in a spreadsheet.

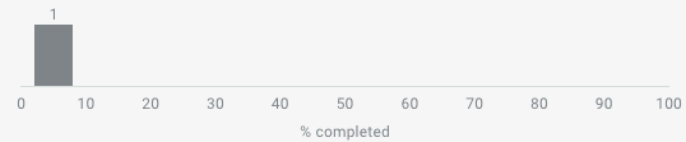
5 activities

View lesson

View materials

#### Progress summary

Number of students and percent completed



Videos watched

Projects submitted

Quiz results

### Plan and Budget

alyze spending, research costs, and plan for purchases using a spreadsheet.

#### Progress summary

Number of students and percent completed

[View lesson](#)

[View materials](#)

[Videos watched](#)

[Projects submitted](#)

[Quiz results](#)

Google

### Track Your Monthly Expenses

Use a spreadsheet to track your monthly expenses.

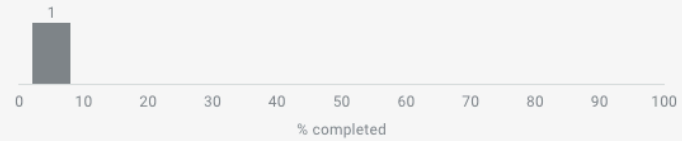
📅 1 activity

[View lesson](#)

[View materials](#)

#### Progress summary

Number of students and percent completed



[Videos watched](#)

[Projects submitted](#)

[Quiz results](#)

### Connect and Collaborate From Anywhere with Digital Tools

Improve your digital collaboration and communication skills using online tools.

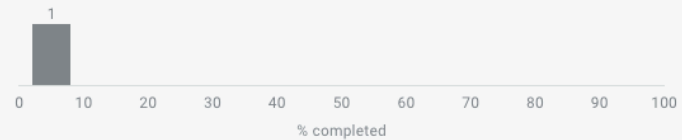
📅 1 activity

[View lesson](#)

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#### Progress summary

Number of students and percent completed



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### My classes

All Points Broadband Digital Inclusion Academy 

Class code: 7byvf6

**Current lessons**

- [Google Workspace: Gmail](#)  
0/1 activities completed
- [Use Digital Tools for Everyday Tasks](#)  
0/7 activities completed
- [Avoid Online Scams](#)  
0/1 activities completed



## Attachment 20 – Project Management Team

The following table depicts key members of the project team from the NNPDC, All Points and Dominion:

Key Individual	Roles and Responsibilities	Previous Experience
<i>Jimmy Carr – CEO (APB)</i>	CEO, APB	See below
<i>Sean Flora</i>	Director of Fiber Construction, APB	See below
<i>Brandon Ogilvie</i>	CFO, APB	See below
<i>Tom Innes</i>	SVP of Public-Private Partnerships, APB	See below
<i>Chuck Hogg</i>	SVP of FTTH Deployments, APB	See below
<i>Darren Glatt</i>	Partner and Co-Head of Infrastructure Investing, Searchlight Capital Partners	See below
<i>Ajit Pai</i>	Partner, Searchlight Capital Partners	See below
<i>Ed Diggs</i>	Manager, Rural Broadband, Dominion	See below
<i>Jerry Davis</i>	Executive Director, Northern Neck Planning District Commission	See below

### Jimmy Carr, Chief Executive Officer

Jimmy is the Chief Executive Officer of All Points Broadband. In this role he is responsible for the Company's strategic direction and is focused on expanding All Points' portfolio of public-private partnerships to provide fiber-to-the-home access to currently unserved areas in partnership with investor-owned and cooperative electric utilities.

After growing a successful rural-focused internet service provider in another market, he founded All Points to bring state-of-the-art connectivity to underserved communities in Virginia, Kentucky and throughout the mid-Atlantic. Jimmy is a former member of the Board of Directors of the Wireless Internet Service Providers Association and former Chairman of its Government Affairs Committee. He represents the rural broadband industry on the Virginia Broadband Advisory Council and has testified before the U.S. Senate and Virginia General Assembly as an expert on rural broadband deployment.

Jimmy was the principal architect of All Points' innovative strategy to partner with investor-owned and cooperative electric utilities to achieve universal FTTH access in APB's partner jurisdictions. He led the APB team that developed and implemented this new approach with two electric utilities and five counties on Virginia's Northern Neck and has developed the specific electric utility partnerships that will apply this approach for this project.

Before joining the telecommunications industry, Jimmy was an associate with the law firm of Sullivan & Cromwell LLP. He previously served as Virginia's Assistant Secretary of Transportation in two administrations, directing legislative and regulatory affairs for six agencies with an annual budget in excess of four billion dollars. He is also the founder and principal architect of the public-private partnership to build the 55-mile Virginia Capital Trail.

Jimmy earned a law degree and an MBA at the University of Virginia, where he was the Managing Editor of the *Virginia Law Review*, President of the JD/MBA society and inducted into the Raven Society. He is an Order of the Coif graduate of the law school and received the business school's Shermet Award and Faculty Award for Academic Excellence. Jimmy graduated from Davidson College *cum laude* and with departmental honors.

### Sean Flora, Director of Fiber Construction

## Attachment 20 – Project Management Team

Sean Flora is All Points' Director of Fiber Construction, overseeing the Company's OSP engineering and construction activities. Sean and his team are responsible for delivering best-in-class, fiber-to-the-home networks to All Points' partners and customers.

Prior to joining All Points, Sean spent 19 years at Cincinnati Bell in roles of increasing responsibility, including Senior Manager of OSP Construction and Contracts and Senior Manager of OSP Engineering. Sean was instrumental in Cincinnati Bell's FTTH deployments in multiple states.

Sean has been recognized as an ICT Visionary by ISE Magazine. He has served on the Fiber Broadband Association's Technology Committee, as well as the Education Subcommittee for the past 5 years. Sean holds a B.A. in Communications from Northern Kentucky University.

### Brandon Ogilvie, Chief Financial Officer

Brandon leads All Points Broadband's finance and capital investment initiatives and oversees its accounting and administrative functions. He launched his career in Silicon Valley managing high-frequency product lines for telecommunications and networking applications. After relocating to Virginia, he formed a renewable energy company with a team of talented individuals where, as CFO, he led the development and financing of bioenergy facilities with rated outputs up to 50 MW. More recently he served as President and CFO of a national fuel distributor for five years.

Brandon earned an MBA from the University of Virginia's Darden School of Business where he was inducted into the Raven Society, received the Shermet Award, and was awarded the Thomas G. Labrecque Scholarship for Ethics. He graduated from Purdue University with highest distinction earning a B.S. and M.S. in Civil Engineering.

### Tom Innes, Senior Vice President, Public-Private Partnerships

Tom works with All Points' partners to structure public-private partnerships that bring high-quality, FTTH broadband to unserved areas. He also manages APB's human capital functions.

Tom holds an MBA and a Master of Arts in Public Policy from the College of William & Mary. Prior to William & Mary, Tom was a civil engineer at The Louis Berger Group. He graduated from the Virginia Military Institute, where he earned a B.S. in Civil Engineering. He is a native of Richmond, Virginia and is an Eagle Scout.

### Chuck Hogg, Senior Vice President for Fiber to the Home

Chuck is All Points' SVP for Fiber to the Home deployments and technical lead for All Points' groundbreaking partnerships with electric utilities. Prior to joining All Points, Chuck co-founded and spent 13 years growing Shelby Broadband, a highly successful, rural-focused ISP acquired by All Points in 2018.

Chuck is a recognized industry leader and pioneer in the conversion of fixed wireless networks to FTTH. He has served on the Board of the Wireless Internet Service Providers Association for 10 years and currently serves as its Vice Chairman. Chuck's career has included owning and partnering in various internet and technology companies, including Shelby Broadband, QuickLink Wireless, VIA Studio, FatHosting, AC Ventures, and Avolutia Ads. Chuck earned his BSBA in Information Systems from Xavier University.

### Darren Glatt, Director and Operating Partner

## Attachment 20 – Project Management Team

Mr. Glatt is a Partner and Co-Head of Infrastructure Investing at Searchlight Capital Partners, overseeing the firm's efforts in the Technology, Media and Telecommunications ("TMT") sectors. Mr. Glatt is actively engaged in All Points' public-private partnerships. Prior to joining Searchlight in 2013, Mr. Glatt worked as a Partner in the Private Equity Group at Apollo Management, L.P., where he focused on both equity and credit investing in a range of industries that included TMT, Consumer, Leisure and Shipping, among others. Mr. Glatt also held positions at Apax Partners and The Cypress Group. He started his career at Bear Stearns in 1998 in New York. Mr. Glatt is currently a member of the Boards of Bezeq and B Communications Ltd., and formerly a member of the Boards of Charter Communications, Rackspace, Ocean Outdoor, PatientPoint, MediaMath, 160over90, PlayPower, Veritable Maritime and Core Media. Mr. Glatt received a BS from The George Washington University and an MBA from Harvard Business School.

### Ajit Pai, Director and Operating Partner

Ajit Pai is a Partner at Searchlight Capital Partners who focuses on the firm's broadband and digital infrastructure efforts and is one of Searchlight's representatives on All Points' Board of Directors. Ajit served as Chairman of the FCC from January 2017 until January 2021. During Pai's tenure at the FCC as both Commissioner and Chairman from 2012-2021, he implemented major initiatives to help close the digital divide including the Connect America Fund and the Rural Digital Opportunity Fund; advance U.S. leadership in 5G, Open Radio Access Networks, Wi-Fi 6, and other wireless technologies; promote innovation; protect consumers, public safety, and national security; and make the agency itself more open, transparent, and data-driven. Earlier in his career, he served in various positions of increasing responsibility at the FCC, the U.S. Department of Justice, and the U.S. Senate. Before becoming a Commissioner at the FCC, he worked as a Partner at the law firm of Jenner & Block and served as in-house counsel at Verizon. Mr. Pai graduated with honors from Harvard University in 1994 and from the University of Chicago Law School in 1997.

### Ed Diggs, Manager, Rural Broadband Program

Mr. Diggs is a Manager in Dominion Energy Virginia's Rural Broadband Program and will be responsible for coordinating the company's participation in this project. Mr. Diggs led Dominion's Rural Broadband Program during its pilot phase and was instrumental in creating the framework that Dominion and All Points now apply to all of their coordinated projects to deliver universal FTTH broadband in currently unserved areas.

Prior to launching Dominion's Rural Broadband Program, Mr. Diggs held a series of roles of increasing responsibility within the Company, including Project Manager, Right of Way Design Supervisor and Electric Distribution Design Supervisor.

### Jerry Davis, Executive Director, NNPDC

Jerry Davis is the Executive Director of the NNPDC and leads the PDC's partnership with APB on the Northern Neck on behalf of all 5 of its Counties.