

Application to DHCD Submitted through CAMS

Culpeper County

Culpeper County 2022 Accelerated Fiber Deployment Initiative

Application ID: 86508112021174118
Application Status: Pending
Program Name: Virginia Telecommunications Initiative 2022
Organization Name: Culpeper County
Organization Address: 302 North Main Street
Culpeper, VA 22701
Profile Manager Name: Laura Loveday
Profile Manager Phone: (540) 727-3410
Profile Manager Email: lloveday@culpepercounty.gov

Project Name: Culpeper County 2022 Accelerated Fiber Deployment Initiative
Project Contact Name: Laura Loveday
Project Contact Phone: (540) 727-3410
Project Contact Email: lloveday@culpepercounty.gov
Project Location: 302 North Main Street
Culpeper, VA 22701-1762
Project Service Area: Culpeper County

Total Requested Amount: \$8,600,000.00

Required Annual Audit Status: Accepted

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Budget Information:

Cost/Activity Category	DHCD Request	Other Funding	Total
Telecommunications	\$8,600,000.00	\$21,914,455.00	\$30,514,455.00
Construction	\$6,836,035.40	\$19,922,182.40	\$26,758,217.80
Construction Related Soft Costs	\$1,358,185.19	\$1,358,185.19	\$2,716,370.38
Other: Other CAPEX	\$405,779.41	\$634,087.41	\$1,039,866.82
Total:	\$8,600,000.00	\$21,914,455.00	\$30,514,455.00

Budget Narrative:

This application seeks \$8.6 million in VATI funding for a universal broadband deployment project.

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 for Culpeper County is for the Culpeper County 2022 Accelerated Fiber Deployment Initiative (“Initiative”) and is submitted by Culpeper County (“County”) and All Points Broadband (“APB” or “All Points”), as applicant and co-applicant, respectively.

The attached map and shape files demonstrate the specific boundaries of the proposed project area. Communities within the project area include Reva, Novum, Boston, Korea, Alanthus, Brandy Station, Lignum, Richardsville, and many others.

In September of 2020, the County and All Points entered into a Broadband Partnership Agreement (see Attachment 8) through which the County engaged All Points as a broadband deployment partner to pursue broadband deployment for all areas of the County that are unserved by broadband, with the objective of developing and implementing a strategy for achieving universal broadband availability in the County.

In November of 2020, the County, All Points and Dominion Energy Virginia ("Dominion") entered into a Memorandum of Understanding (see attachment 8) pursuant to which All Points assumed primary responsibility for developing a VATI-eligible network that would offer FTTH service to all locations within the County that are unserved by broadband.

From November of 2020 until the date of this application, APB and County staff have held routine coordination

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meetings to refine the proposed project.

In June of 2021, APB and Rappahannock Electric Cooperative (“REC”) entered into an MOU pursuant to which REC agreed to partner with APB to extend FTTH service into unserved areas of the County, leveraging the extensive Fiber Utility Network that REC is constructing to support and modernize its electric grid (see Attachment 8).

To determine the proposed project area, All Points’ field teams visited and visually inspected all areas within the County where incumbent cable providers are not offering service. Specifically, All Points personnel visited all of the areas proposed to be served by the project to verify that each such area is not currently served by wireline technology (cable or fiber) that is capable of providing 25/3 service. All Points’ preliminary analysis was reviewed by the County and compared to County information gathered from previous studies and analysis.

Jointly, the County and All Points then published a map of the proposed service area and an online survey which residents and property owners could complete to verify whether a specific location was served or unserved by broadband. More than 350 online surveys were completed by residents and property owners and the survey data was used to refine the proposed service area and to ensure that the unserved locations in the County will be included in the proposed project.

The project will extend FTTH infrastructure so that broadband service will be made available to 4,269 discrete locations in the County. On the basis of the extensive field inspections, comparisons to County data, and the online survey results, the County and All Points agree that the proposed project area will provide broadband access to all of the locations in the County that remain unserved by broadband as of the date of this application. The primary reason why the proposed project area was selected is because the proposed project area includes the remaining unserved locations in the County.

A secondary reason why the proposed project area was selected is because it is an ideal area in which partnerships with electric utilities can make FTTH broadband available. Approximately 30% of the project area is within Dominion’s electric service area, and Dominion is participating in this project pursuant to Virginia Code §56-585.1:9, as amended, (the "Utility Leverage Statute").

The remaining 70% of the project area is within REC’s electric service area. REC is building its Fiber Utility Network to replace 30-year-old microwave communications between each of its offices and key devices on its electric grid. REC’s Fiber Utility Network is being installed on REC's existing infrastructure such as poles and related equipment. The design for REC’s Fiber Utility Network includes additional strands of fiber within its core routes to support All Points extension of last mile FTTH to currently unserved areas within the proposed project area.

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By partnering with Dominion under the Utility Leverage Statute and REC through its Fiber Utility Network, All Points and the County will realize significant cost savings and can complete the project with significantly less grant funding than would otherwise be required to extend FTTH throughout the proposed project area.

The project area includes approximately 2,392 Low or Moderate Income (“LMI”) households as defined by the Virginia Housing Development Authority. To determine the LMI household count, the County and APB analyzed the currently available U.S. Census data for the proposed project area by Census tracts (9301.02, 9302.02, 9304, 9305.01 and 9305.02). LMI households account for approximately 56% of all households in the proposed project area, 24% of which are considered low income and 32% are considered moderate income. The project will therefore have a significant benefit by making high quality broadband available to 2,392 LMI households, which is the total number of remaining unserved LMI households in the County. Due to the nature of Census tract boundaries not matching project area boundaries, and the fact that Census data itself is based on estimates, there may actually be more LMI households within the project area. 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.

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

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 County is Comcast, which has a franchise agreement with the County.

The proposed project area contains those communities and neighborhoods where Comcast is not required to complete network buildout under the thresholds in the County’s franchise agreement. 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.

In addition, Virginia Broadband is a fixed-wireless provider reporting offering internet service in various portions of the County. Neither All Points nor the County were able to field-verify that Virginia Broadband offers speeds of 25/3 in any of the areas to be served by the project. None of the locations in the proposed project area that completed the broadband survey used to confirm the proposed project area indicated the ability to subscribe to reliable service of 25/3 or greater from Virginia Broadband.

On July 15, 2021, All Points submitted a petition to DHCD to have the entire proposed project area designated as unserved by broadband under the Utility Leverage Statute. Under the DHCD guidelines for the Utility Leverage program, any provider has the ability to provide evidence that they already offer service within the proposed project area. A final determination on the petition submitted in July is pending as of the date of this application.

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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 discussed below, no federal grant funds have been awarded to any portion of the County or in any portion of the proposed project area. The Maps attached in Attachment 2 demonstrate that no area of the County, nor any portion of the proposed 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:

It is estimated that 927 locations within the project were awarded to another terrestrial internet service provider. See Attachment 3.

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:

As noted above, 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. Neither All Points nor the County were able to field-verify that any fixed wireless provider offers speeds of 25/3 in any of the areas to be served by the project. None of the locations in the proposed project area that completed the broadband survey used to confirm the proposed project area indicated the ability to subscribe to fixed wireless service of 25/3 or greater.

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 County.

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:

a. To determine the number of passings by type, each of the 4269 locations in the project area were cross-referenced with parcel-specific land use data in the County's GIS database. This process resulted in 4138 passings categorized as residential, 97 passings categorized as non-home based businesses, 339 residential passings where a home based business was located, 8 community anchor institutions, and 26 passings categorized as non-residential.

Among the business passings in the proposed project area are Rappahannock Organics, Mountain Field Farm, Mystic Hill Farms, Grovespring Farm, Inn at Kelly's Ford, Woodward Turf Farms, Remington Mulch Company, United Site Services, Bright Farms, C.P. Johnson Lumber, Euro-Composites Corporation, Culpeper Retreat Center, Old Trade Brewery, Rappahannock River Campground.

Among the community anchors in the proposed project area are the Culpeper Regional Airport, Central Virginia Horse Rescue, the Richardsville Volunteer Fire Department & Rescue Squad, Cedar Mountain Youth 4H, George Washington Carver Agricultural Research Center, Salvation Army Camp Happyland, the Rapidan Volunteer Fire Department and Childhelp USA.

b.

APB did not receive RDOF funding in any portion of the proposed project area.

c.

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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 \$99.00 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 \$99.00 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.

It is estimated that 2,629 of the passings in the proposed project area lack access to wireline service of at least 10/1 Mbps. This estimate was developed by comparing the most recent data available from FCC Form 477 and the results online sampling of availability.

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.

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 four speed tiers that are fully symmetrical: 50/50 Mbps, 100/100 Mbps, 500/500 Mbps, and 1/1 Gbps, with no data caps. The intended monthly pricing for these plans is \$59.99, \$79.99, \$99.99, and \$109.99, 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.

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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 County. The network includes approximately 536 miles of distribution fiber, of which approximately 100 miles consist of routes within REC's Fiber Utility Network. Approximately 378 miles will be built by All Points and approximately 58 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 include two upstream connection points to All Points' network core in the data center cluster in Ashburn, Virginia and one independent connections 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, it 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 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 4 fiber feeder hubs and approximately 17 fiber distribution hubs. Service drops will be made to one of approximately 1014 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.

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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.

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 the County.

In December 2015, Culpeper County was selected as one of four locations in the Nation to study a new fixed wireless AT&T product. Public interest meetings were held and a number of residents were paid \$100 and given free, unlimited internet for 3 months in exchange for data collected on their usage, coverage, and speeds. AT&T completed the study term and shared that while AT&T has launched the Fixed Wireless Internet product targeting rural areas in GA, AL, FL, KY, MS, NC, SC, TN and LA as part of the FCC's Connect America Fund program, there were no plans to include Virginia in the Fixed Wireless Internet rollout.

In March 2016, Culpeper County was one of eight localities in Virginia to be awarded a \$75,000 Virginia Department of Housing and Community Development (DHCD) Virginia Telecommunications Initiative (VATI) grant to assess current and future broadband needs, evaluate current broadband service offerings, costs, and availability in the town and the county, identify public/private partnership opportunities with service providers, assess market demand, and recommend a comprehensive list of strategies to improve broadband connectivity. Through a competitive RFP, Culpeper County selected Design 9 as the consultants to draft the County's Broadband Plan. The process included six months of steering committee meetings comprised of a number of local ISP's, electric companies, interested citizens, planners, educators, and business owners.

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In October 2016, Culpeper County applied for and received a PATH Foundation grant in the amount of \$5,760 to purchase 12 Verizon hotspots and pay for 1 year of service (Gov. rate \$40.00 per month per unit) to place in the library for the community to check out.

In January 2018 with supporting language in the 2015 Comprehensive Plan and the 2016 Broadband Plan, the Culpeper County Board of Supervisors amended the zoning ordinance to allow for the administrative approval of towers under 99' in order help facilitate "line of sight" for broadband.

In March 2018, Culpeper County in partnership with Virginia Broadband (VABB) applied for and received a \$120,800 VATI grant. Culpeper County was one of four VATI awards in the state that year at a time when \$1m was available statewide. VABB had a change in leadership between proposal and award contract and declined acceptance of the grant.

In September 2019, Culpeper County responded to an RFP from Dominion regarding the Utility Leverage program. In January 2020, Culpeper County was approached by Dominion with interest in our proposed build, but Culpeper was unable to identify an ISP partner for the build.

In September of 2020, the County and All Points entered into a Broadband Partnership Agreement (see Attachment 8) through which the County engaged All Points as a broadband deployment partner to pursue broadband deployment for all areas of the County that are unserved by broadband, with the objective of developing and implementing a strategy for achieving universal broadband availability in the County.

In November of 2020, the County, All Points and Dominion entered into a Memorandum of Understanding (see attachment 8) pursuant to which All Points assumed primary responsibility for developing a VATI-eligible network that would offer FTTH service to all locations within the County that are unserved by broadband.

As discussed above, the County and All Points have undertaken extensive field inspections, franchisee network review, and community outreach to ensure that all remaining unserved locations in the County are included in the proposed project area. All Points' field teams visited and visually inspected all areas within the County where the incumbent cable provider is not offering service and verified that each such area is not currently served by wireline technology (cable or fiber) that is capable of providing 25/3 Mbps service. All Points' preliminary analysis was reviewed by the County and compared to County information gathered from previous studies and analysis.

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All Points and the County then published a map of the proposed service area and an online survey which residents and property owners could complete to verify whether a specific location was served or unserved by broadband. The County and members of the Board of Supervisors publicized this survey through email communications and news coverage to ensure it was widely available. More than 350 online surveys were completed by residents and property owners and the survey data was used to refine the proposed service area and to ensure that the unserved locations in the County will be included in the proposed project.

Because this project includes all 4,269 locations in the County that remain unserved, completing the project will achieve universal broadband in the County.

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:

In September of 2020, the County and APB entered into an agreement (see Attachment 8) through which the County engaged All Points as a broadband deployment partner. The County, APB and Dominion then entered into an MOU (Attachment 8) pursuant to which APB assumed primary responsibility for developing a VATI-eligible network that would offer FTTH service to all locations unserved locations in the County.

From November of 2020 until the date of this application, APB and County staff have held routine coordination meetings to refine the proposed project.

In June of 2021, APB REC entered into an MOU pursuant to which REC agreed to partner with APB to extend FTTH service into unserved areas of the County, leveraging the extensive Fiber Utility Network that REC is constructing to support and modernize its electric grid (see Attachment 8).

In May and June of 2021, APB completed high-level network design for the project in collaboration with Dominion and REC, and the network design now incorporates those design consultations with Dominion and REC, including the specific routes to be constructed by Dominion and the portions of REC's Fiber Utility Network to be leveraged by APB's network. The high-level network design is now complete.

REC commenced construction of its Fiber Utility Network in late 2020 and the portions of that network within the County are on schedule for completion by Q1 2022.

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In July of 2021, All Points included the proposed project in a petition to DHCD for a certification that the proposed project area is unserved for purposes of the Utility Leverage Statute. Upon receipt of DHCD's final determination regarding the Utility Leverage petition, All Points and Dominion will finalize the petition to be submitted to the SCC related to Dominion's participation in this project.

In August of 2021, All Points and REC agreed on the specific terms that will apply to APB's use of REC's Fiber Utility Network and commenced preliminary make-ready analysis for all fiber distribution routes proposed to be located on REC infrastructure. All Points and REC have agreed on a timeframe for completing make-ready engineering and construction that will enable the project to be completed on the proposed timeframe.

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. All Points commenced final design for this project in July and will complete final design during the pendency of the SCC petition.

Dominion and REC have each assigned dedicated project managers who will lead their participation in in this project.

APB and Dominion have an agreed form of fiber lease in place for the 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.

Dominion anticipates initiating contact with potentially affected property owners regarding the project and commencing discussions regarding easements and related rights in the fourth quarter of 2021. Because the project has been designed to place all new fiber distribution routes within public rights of way or within areas subject to existing easements held by the electric utilities, APB does not anticipate requiring a significant number of new easements.

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Dominion will also be preparing needed environmental permits for its proposed routes 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 in Q3 of 2022.

APB will construct its last-mile infrastructure concurrently with Dominion's construction and completion of related REC Fiber Utility Network Routes. All Points 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 All Points' network core.

Once construction has commenced, APB will be able to rapidly deliver service to customers who have pre-registered their locations for service. The same survey that APB and the County made available for property owners to confirm whether their location was unserved by broadband also provided the option for owners of locations within the proposed project area to subscribe for updates regarding the project and to request to be contacted in advance of service availability at their location. To date, more than 350 online surveys have been completed by residents and property owners who have provided their contact information, pre-registered for service and requested to be contacted when service becomes available at their location.

To ensure the network is successfully and promptly used by presently unserved locations, All Points will begin marketing the network to potential customers as soon as the SCC has ruled on the SCC Petition.

The County will serve as fiscal agent and administer VATI funds for the project. In accordance with the terms of the MOU that is already in place, upon receipt of a VATI award the County and All Points will enter into a definitive agreement reflecting the terms of this application.

Substantial completion of the project will be complete 18 months from grant award and SCC approval of Dominion's participation

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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:

In March 2016, Culpeper County was awarded a \$75,000 Virginia Department of Housing and Community Development (DHCD) Virginia Telecommunications Initiative (VATI) grant to assess current and future broadband needs, evaluate current broadband service offerings, costs, and availability in the town and the county, identify public/private partnership opportunities with service providers, assess market demand, and recommend a comprehensive list of strategies to improve broadband connectivity. Through a competitive RFP, Culpeper County selected Design 9 as the consultants to draft the County's Broadband Plan. The process included six months of steering committee meetings comprised of a number of local ISP's, electric companies, interested citizens, planners, educators, and business owners. The 2016 Broadband Plan was approved by the Board of Supervisors and the project was completed and closed successfully.

In March 2018, Culpeper County was awarded a \$120,800 Virginia Department of Housing and Community Development (DHCD) Virginia Telecommunications Initiative (VATI) grant in partnership with Virginia Broadband (VABB). VABB had a change in leadership between the proposal submission and award and ultimately declined acceptance of the grant.

All Points received a VATI grant in the 2021 application cycle for another project that will achieve universal FTTH access within a project area in four counties on Virginia's Northern Neck (the "Northern Neck Initiative"). Similar to the project proposed in this application, the Northern Neck Initiative was a partnership between All Points, Dominion, an electric cooperative (the Northern Neck Electric Cooperative) and participating counties, and Dominion's participation in the Northern Neck Initiative also required approval from the State Corporation Commission.

The SCC petition for approval of Dominion's participation in the Northern Neck Initiative was submitted in September of 2020, and the SCC's final order approving that project was issued in March of 2021.

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 \$30,514,454 and this application is requesting VATI funds in the amount of \$8.6 million representing 28.2% of the total project cost. All Points will be responsible for providing \$12,414,454, representing 40.7% of the total project cost. The County is contributing \$6.6 million, representing 21.6% of the total project cost. Dominion is anticipated to invest \$2.9 million, representing 9.5% of the total project cost, pending SCC approval of Dominion's participation in this project.

The County's commitment of \$6.6 million is reflected in the County's letter 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 an MOU with All Points and the County to submit its Utility Leverage Petition for this project (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 County has provided extensive in-kind support to the planning process that resulted in the proposed project. Since September of 2020, senior County personnel have participated in routine coordination meetings with the APB project team. The County has also agreed to provide all required support for the SCC Petition process on an in-kind basis and at no cost to the project.

In September of 2020, Culpeper County invested \$175,000 to engage All Points as a broadband deployment partner to pursue broadband deployment for all areas of the County that are unserved by broadband, with the objective of developing and implementing a strategy for achieving universal broadband availability in the County. This application is the result of that investment.

The County will also administer the VATI grant funds and support project construction without charging administrative costs to the project.

All Points has dedicated a full-time sales manager who will oversee all marketing and adoption activities within the County and APB has allocated a \$125,000 marketing budget for the project in its first two years (which is not included in the project budget set forth in this application).

Dominion and REC have also participated in the planning process at no cost to the project.

By providing APB with access to its Utility Fiber Network, REC is providing leverage of in the form of \$3,500,000 in cost savings.

Support from the locality and electric utility partners 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.

The 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.

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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 has already performed substantial marketing activities. The same survey that APB and the County made available to determine broadband availability provided the option for locations within the project area to subscribe for project updates and request to be contacted in advance of service availability. To date, more than 350 surveys were completed by residents who provided their contact information, pre-registered for service and requested to be contacted when service is 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 \$125,000 marketing budget for the project in its first two years. This marketing budget is not included in the VATI project budget.

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 Board. APB will also use its website, social media, and yard signs to market the service.

APB will also leverage REC customer marketing channels to reach potential customers, including direct communications to REC's members via email and regular mail, and use of REC's monthly magazine, website and social media. All marketing communications will direct potential customers to APB's Crowd Fiber tool to preregister for service and to inform APB how to be contacted. APB will use Crowd Fiber tool 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.

APB and the County will conduct media events to keep media outlets informed about the project and generate media coverage to reinforce APB's direct marketing activities. As each area of the network is nearing completion, APB will use the preferred contact method selected by each pre-registered customer to inform them of their service availability date and to schedule installations. As of the date of this application, more than 350 preregistrations have been entered into APB's system.

The County will leverage community events to ensure that residents and businesses in the proposed project area are aware of their access to broadband. APB will provide and make resources available on the best practices from the

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National Digital Equity Center, the National Digital Inclusion Alliance, and NTIA's BroadbandUSA toolkits. Information regarding APB's Digital Academy is described below and in Attachment 18.

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, and leverage REC's customer marketing channels to inform REC's members that have not pre-registered about the availability of 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.

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 after service is available, APB will provide service drops to all passings, regardless of drop length, for the same fixed installation fee of \$99.

APB and the County will partner with the County's library system to conduct digital literacy training and awareness events. The County library has established multiple remote public access wifi locations and has 22 cellular wifi units available for the public. The units have circulated 1,266 times since the program began in 2016. The library provides assistance with resumes, online job applications and continuing education classes and tests through many online databases.

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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.

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 County, All Points, Dominion and REC:

Key Individual

Roles and Responsibilities

Previous Experience

Jimmy Carr

CEO, APB

See attachment 20

Sean Flora

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

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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

Mark Ponton

Director of Broadband and Fiber Services, Rappahannock Electric Cooperative

See attachment 20

Laura Loveday

Project Lead, Culpeper County

See attachment 20

Additional information regarding the County, All Points and project team members is set forth in Attachment 20.

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

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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 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.

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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 \$30,514,454 and this application is requesting VATI funds in the amount of \$8.6 million representing 28.2% of the total project cost. All Points will be responsible for providing \$12,414,454, representing 40.7% of the total project cost. The County is contributing \$6.6 million, representing 21.6% of the total project cost.

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.

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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 \$8.6 million.

b. 4,269

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:

As noted above, within the proposed project area, there are 97 business and 8 community anchor passings.

The project will make high quality internet access available at 8 community anchor institutions, Among the community anchors in the proposed project area are the Culpeper Regional Airport, Central Virginia Horse Rescue, the Richardsville Volunteer Fire Department & Rescue Squad, Cedar Mountain Youth 4H, George Washington Carver Agricultural Research Center, Salvation Army Camp Happyland, the Rapidan Volunteer Fire Department and and Childhelp USA.

b. This project is a partnership between the County, a last-mile ISP, and two electric utilities, and is following the successful model developed by All Points and Dominion for the Northern Neck Initiative that was also supported by VATI funding.

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

The project leverages the Utility Leverage Statute with an investor-owned utility and the participation of an electric

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cooperative (REC) 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 and with REC's deployment of its Fiber Utility Network.

c.

As noted above, the project area includes approximately 2,392 LMI households. LMI households account for approximately 56% of all households in the proposed project area, 24% of which are considered low income and 32% are considered moderate income. The project will therefore have a significant benefit by making high quality broadband available to 2,392 LMI households, which is the total number of remaining unserved LMI households in the County. 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.

APB and the County have agreed that, for the first twelve months after its service is available, All Points will provide service drops to all locations within the project area, regardless of drop length, for the same fixed installation fee of \$99.00.

In order to ensure that high quality broadband is available to all currently unserved locations that are within the proposed project area, All Points has committed to maintain the 50/50 mbps service tier at the fixed price of \$59.99 for the life of the project. This rate will be indexed to inflation and will not increase in real terms.

APB and the County will partner with the County's library system to conduct digital literacy training and awareness events.

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.

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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.

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

Attachment1ProjectAreaMapCulpeper9132021110130.pdf

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

Attachment2DocumentationonFederalFundingAreaCulpeper911202122337.pdf

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

Attachment3RDOFAwardedAreasincludedinVATIApplicationCulpeper9142021100611.pdf

Documentation that proposed project area is unserved based on VATI criteria

Attachment4DocumentationUnservedAreaVATICriteriaCulpeper913202170626.pdf

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Passings Form (Use template provided)

Attachment5PassingsFormCulpeper9142021105527.pdf

Propagation Map if Wireless Project

Attachment6PropagationMapWirelessProjectonly9122021110904.pdf

Timeline/Project Management Plan

Attachment7TimelineProjectManagementPlanCulpeper9142021101238.pdf

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

Attachment8MOUBetweenCountyandCoApplicantCulpeper913202182931.pdf

Funding Sources Table (Use template provided)

Attachment9FundingSourcesTableCulpeper913202164837.pdf

Documentation of Match Funding

Attachment10DocumentationofMatchFundingCulpeper913202164850.pdf

Letters of Support

Attachment11LettersofSupportCulpeper913202175141.pdf

Derivation of Cost/Project Budget (Use template provided)

Attachment12DerivationofCostsCulpeper9122021102120.pdf

Documentation of Supporting Cost Estimates

Attachment13DocumentationofSupportingCostEstimatesCulpeper9122021102222.pdf

Two most recent Form 477 submitted to the FCC or equivalent

Attachment14TwoMostRecentForm477sRedacted911202175438.pdf

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

Attachment15PointandPolygonShapefilesCulpeper9132021110444.zip

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

Attachment16RSSIProjectionShapefiles9122021110926.pdf

Optional

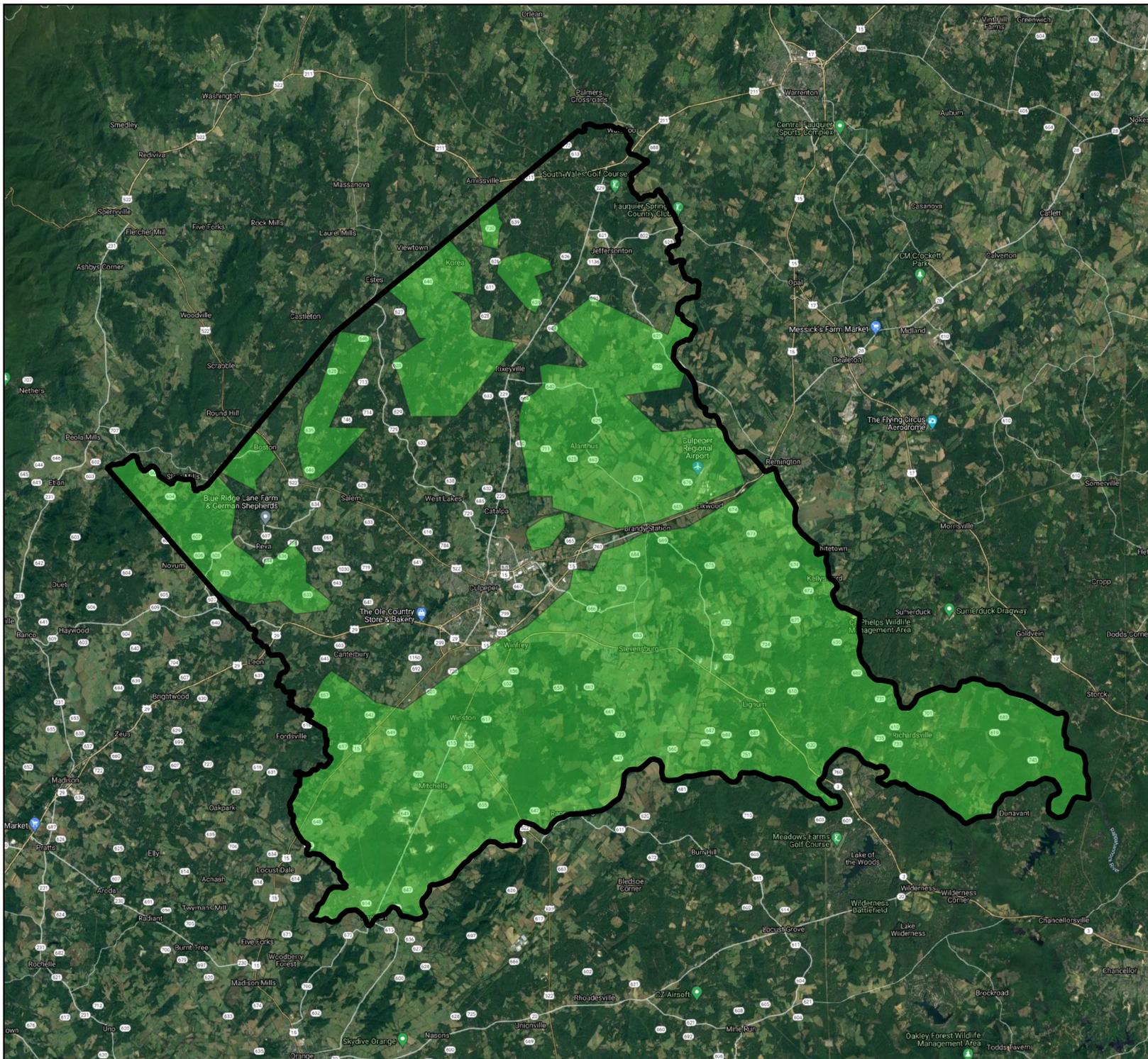
Attachment18AllPointsBroadbandDigitalInclusion911202175534.pdf

Optional

Attachment17MarketingPlanCulpeper913202145658.pdf

Optional

Attachment20ProjectManagementTeamCulpeper9132021110529.pdf



Culpeper County, VA

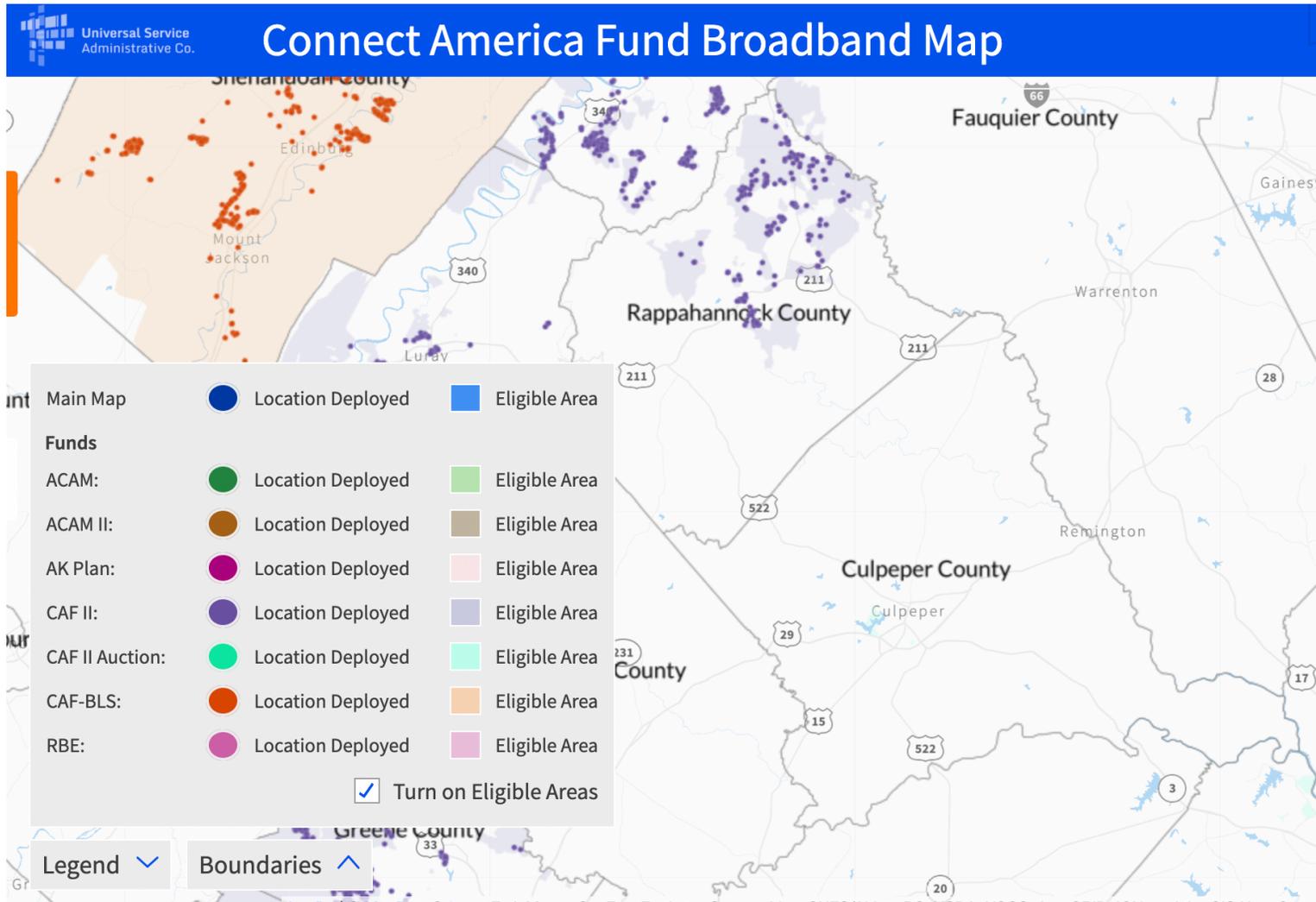
Legend

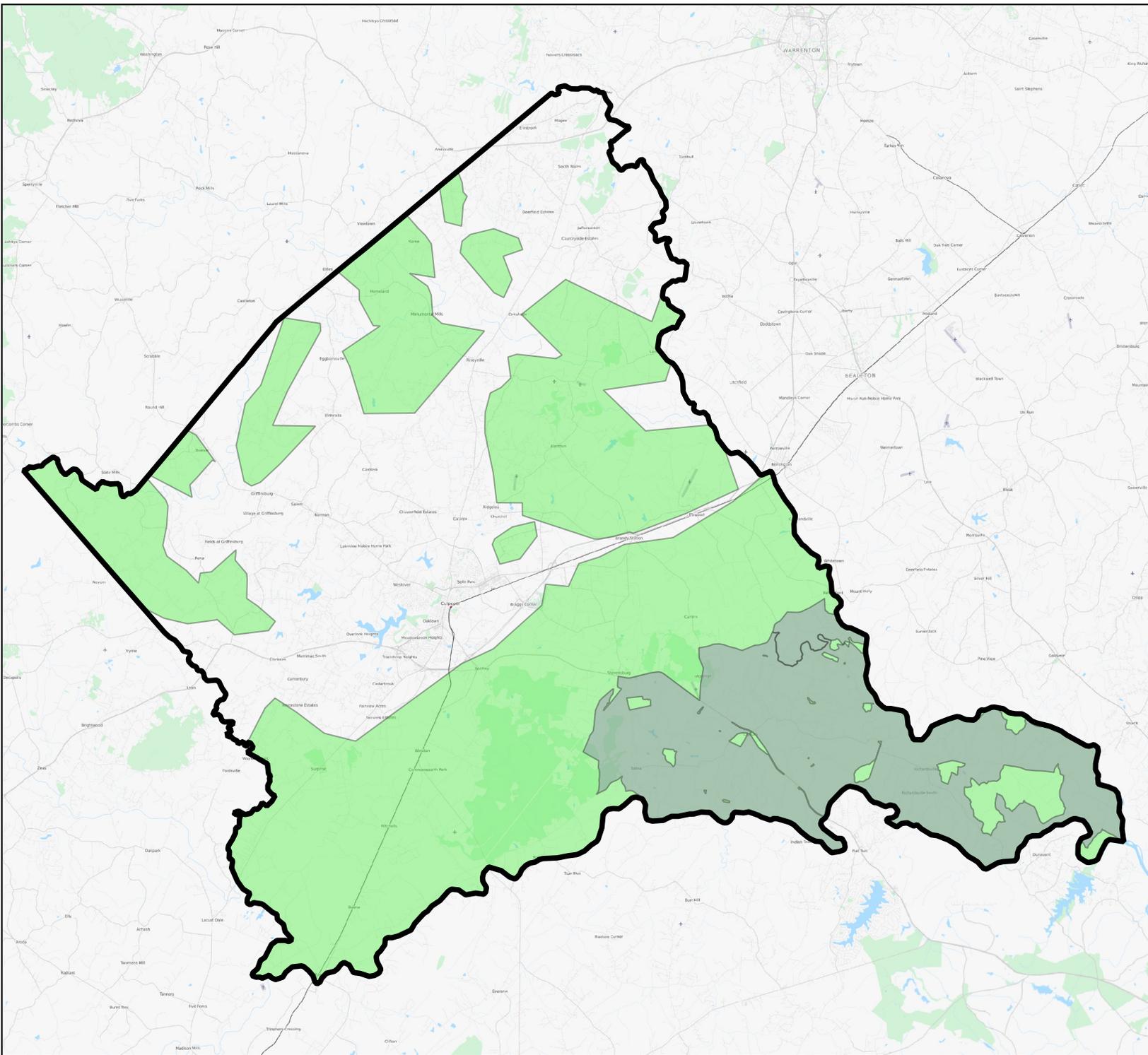
-  Project Area
-  County Border



All route and area information is confidential and proprietary.

Attachment 2 – Documentation of Federal Funding – Culpeper County





Culpeper County, VA

Legend

-  RDOF
-  Project Area
-  County border

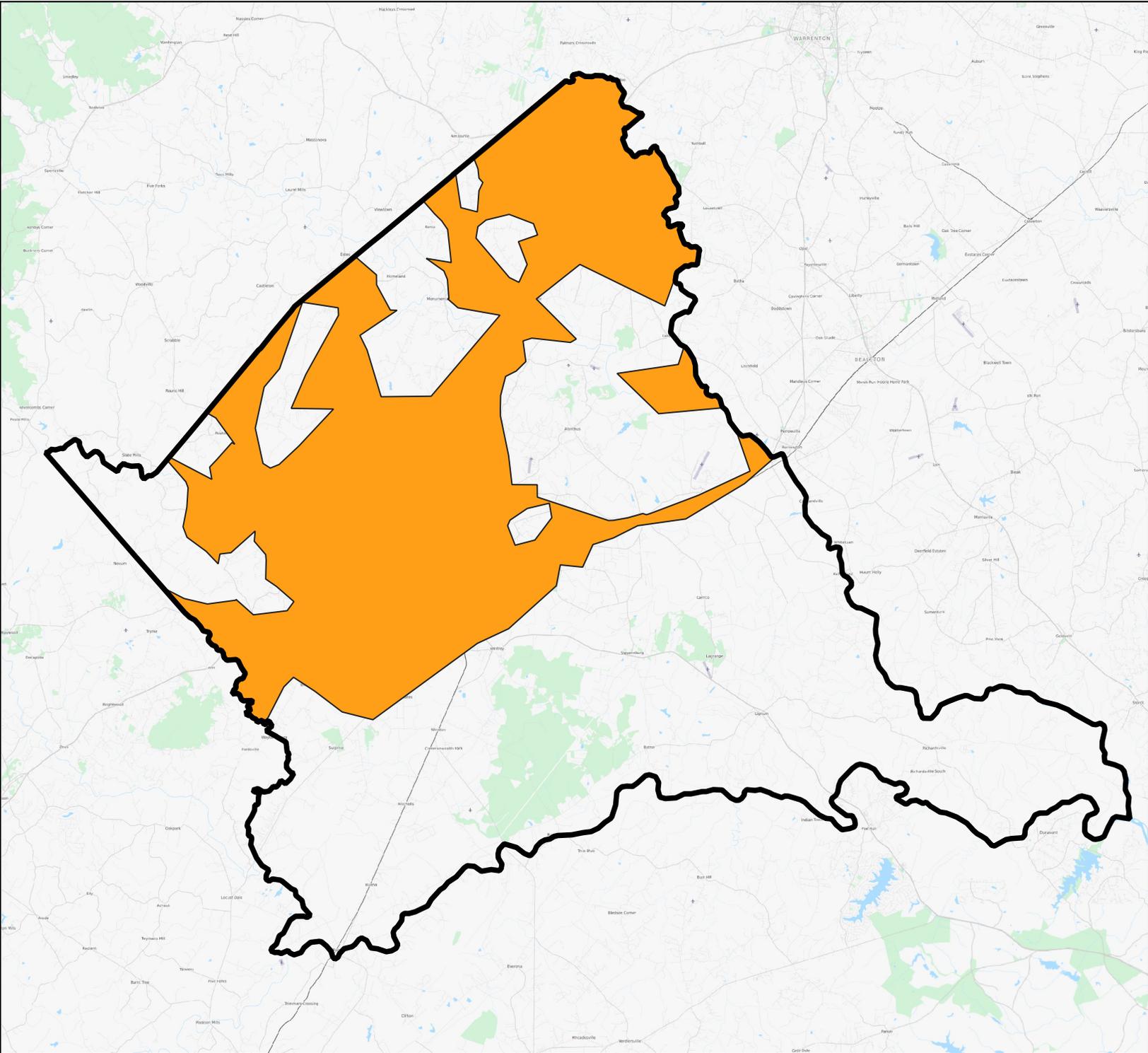
1. This RDOF area map supplements Attachment 2.

2. Co-applicant is not the RDOF awardee in these areas.



Attachment 3 - RDOF-Awarded Areas Locations & Passings Table

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)
Culpeper	510479304003	927	
Culpeper		927	927



Culpeper County, VA

Legend

- Served Area
-  Served Area
-  County border



All route and area information is confidential and proprietary.

2022 Virginia Telecommunication Initiative (VATI) Passing Form

Type of Passings	Total Number of Passings in the Project Area ¹	Passings in the Project Area, without Special Construction Costs Required ²	Passings with Special Construction Costs budgeted in the Application ³	Number of Passings with Speeds at 10/1 or below in Project Area ⁴
Residential	4138	4138		2554
Businesses (non-home based)	97	97		49
Businesses (home-based)	339	339		222
Community Anchors	8	8		6
Non-residential	26	26		20
Total	4269	4269		2629

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.

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

²The 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.

³The 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.

⁴The 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-

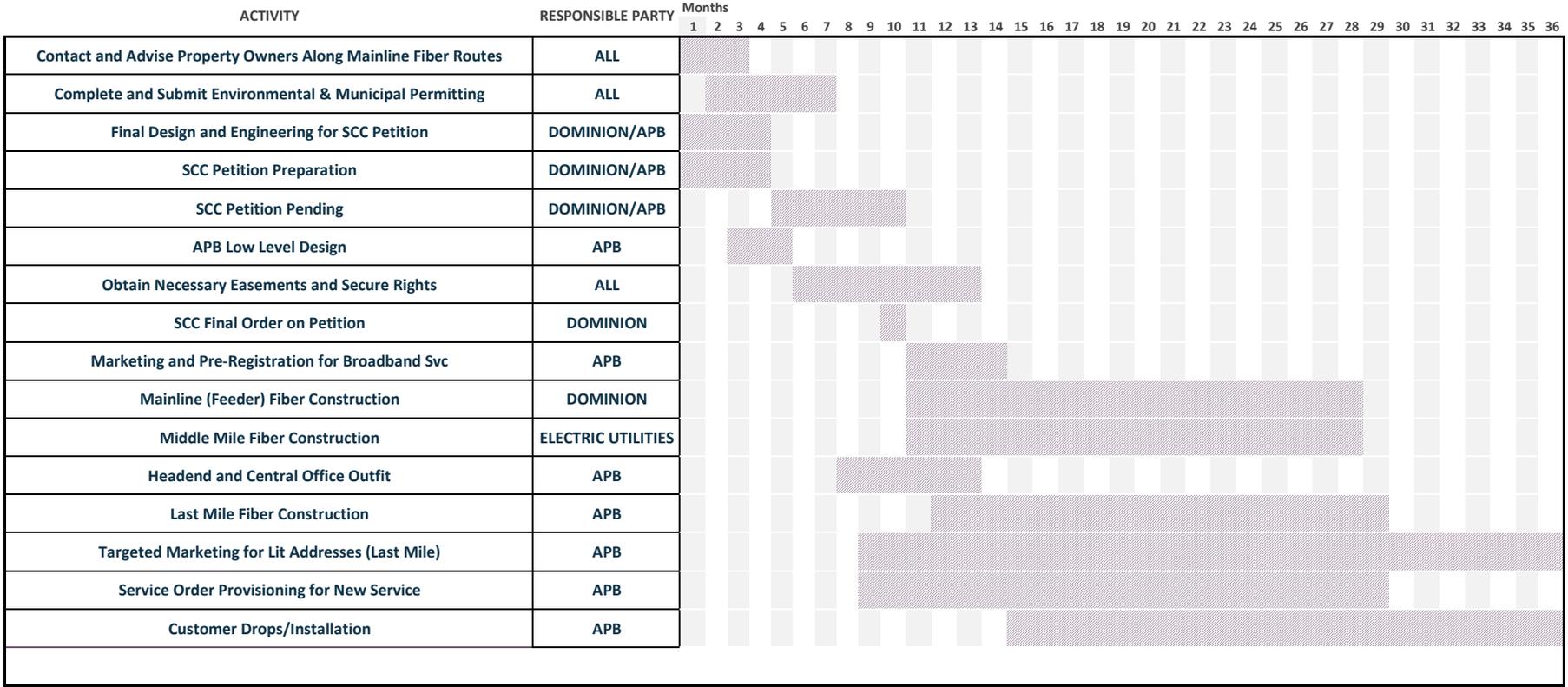


**Culpepper County Project Timeline
(Collapsed)**

Previously Completed Prior to Project Kickoff:

1. Field Verification of Unserved Locations
2. Preparation of Utility Leverage Unserved Determination
3. High Level Designs by APB
4. Secured Fiber Manufacturing Capacity

Plan Duration Actual Start % Complete Actual (beyond plan) % Complete (beyond plan)



BROADBAND PARTNERSHIP AGREEMENT

This Broadband Partnership Agreement (“Agreement”) dated as of the date last set forth below, is entered into by and between Culpeper County, Virginia (“County”), a political subdivision of the Commonwealth of Virginia, and All Points Broadband Partners, LLC (“APB”), a Virginia limited liability company (Va. SCC # 11018733). County and APB are each a “Party” and collectively the “Parties”.

WHEREAS, the COVID-19 pandemic has caused significant disruption to the County’s customary modes of operation, including by significantly increasing the need to ensure that County employees and County businesses can conduct business via teleworking and other remote means; and

WHEREAS, the COVID-19 pandemic has caused significant disruption to the County’s public education system, including by necessitating a shift to a blended or 100% distance learning model for all students for some or all of each week; and

WHEREAS, the County desires to engage a broadband deployment partner that can plan and deploy immediate upgrades to the existing broadband infrastructure in the County in order to maximize the ability of County employees, County businesses, and students in the County’s public school system to telework and fully participate in distance learning; and,

WHEREAS, the County recognizes the critical importance of ensuring universal broadband access for all of the residents and businesses of the County in order to support economic development, educational advancement, and quality of life in the County, especially at this time and in light of Covid-19; and

WHEREAS, the County desires to engage a broadband deployment partner to develop and execute a comprehensive strategy for achieving universal broadband access for all residents and businesses in the County; and

WHEREAS, APB responded to RFP 2020-09 dated May 28, 2020, including Addenda #1 and #2 (the “Procurement”) issued by King William County, Virginia, including but not limited to, in accordance with the provisions of § 2.2-4304 of the Code of Virginia (1950), as amended; and

WHEREAS, APB provided the County with its response to the Procurement and supplemental information regarding its qualifications to perform similar services in the County to those described in its response to the Procurement (such response and supplemental information, collectively, the “RFP Response”); and

WHEREAS, the County has elected to engage APB under the Procurement pursuant to § 2.2-4304 of the Code of Virginia (1950), as amended, and as an emergency procurement and in limited instance a sole source procurement, as documented with the Purchasing Department.

NOW THEREFORE, the County and APB, for the consideration specified herein, agree as follows.

1. The Contract Documents consist of this Agreement and the following:
 - a. Exhibit A (General Conditions for Purchase Agreements)
 - b. Exhibit B (Key Deliverables)
 - c. Exhibit C (RFP Response)

Where the terms and provisions of this Agreement vary from the terms and provisions of the other Contract Documents, the terms and provisions of the Agreement shall prevail over the Contract Documents. In the like manner, Exhibit A shall prevail over Exhibit B, and Exhibit B shall prevail over Exhibit C.

The Contract Documents set forth the entire Agreement between the County and APB. The County and APB agree that no representative or agent of either of them has made any representation or promise with respect to this Agreement which is not contained in the Contract Documents, and that all terms and conditions with respect to this Agreement are expressly contained herein.

2. Engagement of APB as Broadband Partner. The County, potentially in conjunction with other County entities or authorities, engages APB as a broadband deployment partner to pursue one or more broadband deployment projects for all of the areas of the County that are currently underserved or unserved by broadband with the objective of developing a strategy for achieving universal broadband availability in the County, obtaining state and federal grant funding to offset the costs of executing such strategy, and building, operating and maintaining new broadband infrastructure in the County. Recognizing that APB will be a broadband deployment partner for the term hereof, the County agrees that it will not provide financial resources to broadband deployment proposals that are inconsistent with the whole-of-County approach the County has engaged APB to aid in planning.
3. Broadband Planning Scope of Work. APB shall deliver planning and feasibility services described in the RFP Response (the "APB Services"). Without limiting the foregoing, the key milestones and indicative timeframes for such activities are set forth in Exhibit B.
4. Broadband Service Objectives. In performing the APB Services, APB shall prioritize deployments of gigabit-capable, fiber-to-the-home networks to the greatest extent feasible. The Parties aspire to establish broadband access with minimum download rates of at least 50 Mbps for all new deployments to be developed through the APB Services.
5. Engagement of Partners. APB has identified Dominion Energy Virginia ("Dominion") and Rappahannock Electric Cooperative ("REC") as immediate priorities for the establishment of deployment partnerships in pursuit of achieving universal access for the County. The extent to which REC elects to participate in any broader partnership for achieving universal broadband in the County will be determined by REC. The County will support and facilitate APB's outreach to REC. APB will also seek to engage all other infrastructure partners whose existing, planned, or potential assets or deployments can support the achievement of universal broadband access in the most cost-effective manner.

6. Regular Planning Meetings. The Parties will designate a “Management Committee” comprised of relevant County personnel and senior management from APB, which management committee shall hold meetings no less than monthly (“Status Meetings”) to review the status of APB’s deliverables comprising the APB Services, and to discuss future steps and milestones related to the APB Services. At each Status Meeting, APB will present a written report of its activities and progress against milestones.
7. Information Sharing and In-Kind Support for Grant Applications and Regulatory Proceedings. Upon request from APB, the County agrees reasonably to provide APB with all relevant information in its possession that will facilitate APB’s provision of the APB Services. The County agrees to designate one point of contact on the County’s GIS team to serve as the primary interface for APB’s broadband design and deployment activities. The County further agrees to provide reasonable and customary in-kind support to APB in the development of grant applications and the advancement of regulatory proceedings related to the APB Services. APB at all times agrees to designate one point of contact to communicate with the County’s contact, Management Team, and the County Administrator.
8. Deployment and Operation of Broadband Networks. APB will be solely responsible for building, operating, and maintaining any new broadband infrastructure that is developed through the APB Services. Aside from the specific fees and in-kind assistance described in this Agreement, the County shall not have any further obligation to provide local matching funds or other financial support for deployment activities (collectively, “Local Match”), unless such Local Match is specifically agreed to by the County and APB in writing. Ownership of any and all purchased infrastructure shall be determined on a per project per contract basis, including as to the Interim Deployment, as well as the long term solutions and projects, as may be approved in the future as contemplated under the Contract Documents, subject to the agreement of the parties.
9. Fees for the APB Services. In exchange for the APB Services, the County agrees to pay APB the “Planning Services Fees” in the amount of one-hundred, seventy-five thousand dollars (\$175,000). The first fifty thousand dollars (\$50,000) of the Planning Services Fees shall be paid within 20 days of the execution of this Agreement, and the balance shall be paid in ten (10) equal installments, monthly in advance, commencing with the third month of the Initial Term.
10. Interim Deployment Services. As part of the APB Services, APB will develop an interim deployment strategy to rapidly deploy fixed-wireless and other last-mile access technologies in order to ensure that, to the greatest extent achievable before December 30, 2020, the maximum number of County employees, County businesses and their local employees, and County students have the ability to telework, conduct business, and participate in distance learning, respectively, (the “Interim Deployment Plan”), and present such Interim Deployment Plan to the Management Committee no later than 45 days after execution of this Agreement. The Interim Deployment Plan will specify the costs the County would incur for APB to purchase, install, and operate all supplemental broadband infrastructure set forth in the Interim Deployment Plan for a period of no less than two

years (or such other period as APB and the County may agree) (the “Interim Deployment Costs”). Upon receipt of the Interim Deployment Plan, the Management Committee shall have thirty days to confer with APB to make adjustments or modifications to the Interim Deployment Plan, and to elect to engage APB to execute the Interim Deployment Plan as it may have been modified by the mutual consent of the Parties. In the event the County elects to engage APB to execute the Interim Deployment Plan, the County shall pay to APB the Interim Deployment Costs according to the schedule set forth in the Interim Deployment Plan. The intent is for any expenditures hereunder to be CARES Act eligible and compliant.

11. Term. The Initial Term of this Agreement will be twelve months, commencing on the last date set forth below. At the conclusion of the Initial Term, this Agreement shall continue on a month-to-month basis until either Party provides the other with no less than 60 days advance notice of its intention to terminate this Agreement.
12. Ownership of Records. Any reports, studies, photographs, negatives, or other documents prepared by APB and delivered to the County in the performance of its obligations under this Agreement shall be remitted to the County upon completion, termination, or cancellation of the contract to the fullest extent permitted by law. For the avoidance of doubt, the Parties agree that APB will not release propriety or confidential information which has been disclosed to APB by any third parties pursuant to a promise of confidentiality. The County shall own the planning and feasibility reports and other deliverable research and reports regarding Culpeper County produced under this Agreement.
13. Audit. APB hereby agrees to retain all books, records, and other documents related to this Agreement for at least seven (7) years after final payment or after all other pending matters related to this Agreement are closed, whichever is longer. The County and its authorized agents, state auditors, the grantor of the funds to the County, the Comptroller of Virginia or of the United States, or any of their duly authorized representatives shall have access to any books, documents, papers and records of APB which are directly pertinent to the Agreement for the purpose of making audits, examinations, excerpts or transcriptions.
14. Agreement Amendments and Waivers. Changes can be made to the Contract Documents only by mutual agreement of the parties evidenced by a signed writing. To be effective, any waiver of any provision within the Contract Documents may only be effectuated in writing signed by the party granting the waiver.
15. Assignment. The contract may not be assigned, sublet, or transferred without the written consent of the County, which consent may be withheld at the discretion of the County.
16. No Waiver. Any decision or failure of the County to demand rigid adherence to one or more terms and provisions of this Contract Documents shall not be construed as a waiver or limit or prevent the County from demanding and insisting upon APB’s strict compliance with the terms of the Contract Documents.

17. Notice. Any and all notices under this Agreement shall be provided to one another via USPS priority mail or private commercial carrier, in either instance with written delivery confirmation, (and with duplicate copies, which shall not constitute notice, sent via email to the other Party and its legal counsel or other representative as may be designated below) to the following:

APB: Name: James G. Carr
 Position: CEO
 Address Ln1: 908 Trailview Blvd SE
 Address Ln 2: STE 170
 City/St/Zip: Leesburg, VA 20175
 Email: legal@allpointsbroadband.com

with an additional copy to: Name: All Points Broadband Partners, LLC
 Position: ATTN: Legal Notices
 Address Ln 1: 908 Trailview Boulevard SE
 Address Ln 2: STE 170
 City/St/Zip: Leesburg, VA 20175
 Email: legal@allpointsbroadband.com_

County: Name: John Egertson
 Position: County Administrator
 Address Ln 1: 302 N. Main Street
 Address Ln 2:
 City/St/Zip: Culpeper, VA 22701
 Email: jegertson@culpepercounty.gov

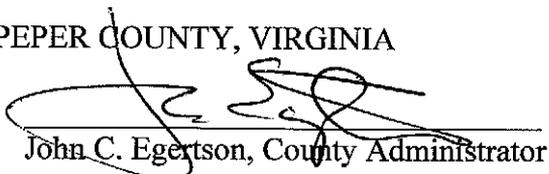
with an additional copy to: Name: Bobbi Jo Alexis
 Position: County Attorney
 Address Ln 1: 306 N. Main Street
 Address Ln 2:
 City/St/Zip: Culpeper, VA 22701
 Email: bjalexis@culpepercounty.gov

[SIGNATURE PAGE FOLLOWS]

WITNESSETH the following signatures:

CULPEPER COUNTY, VIRGINIA

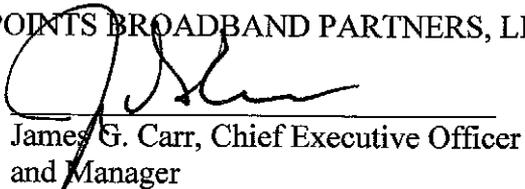
By:


John C. Egertson, County Administrator

Date: 9-9-2020

ALL POINTS BROADBAND PARTNERS, LLC

By:


James G. Carr, Chief Executive Officer
and Manager

Date: 7/14/2020

MEMORANDUM OF UNDERSTANDING

This Memorandum of Understanding (this “Memorandum”) is made effective as of November 9, 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”), and Culpeper County, Virginia (the “County”). Dominion and All Points are the “Organizing Parties”. The County and any additional counties that may subsequently execute this Memorandum are each a “Participating County,” and collectively, the “Participating Counties”. Dominion, All Points 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 “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. The County and All Points have entered into that certain Broadband Partnership Agreement dated as of September 14, 2020 (the “BPA”), pursuant to which All Points has been engaged to support the County’s efforts to increase broadband access.
- C. 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 and agreed to proceed with the development of a proposal to present to the State Corporation Commission (“Commission”) for approval.
- D. 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 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) All Points will collaborate with and invest in each Participating County and use the additional Dominion fiber capacity to serve broadband end users in unserved locations in each Participating County, (iv) All Points and the County will collaborate to recruit and engage other partners, including other electric utility companies as appropriate, to advance the Project, and (v) each Participating County will share relevant information with the Organizing Parties and collaborate with the Organizing Parties to advance the Project. The efforts of the Parties herein in each such Participating County shall be referred to as a “Project” and collectively, the “Projects.”
- E. It is the intention of the Parties that each Project 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 it proceeds.

NOW, THEREFORE, the Parties hereby agree as follows:

1. PROCEDURE TO ADD PARTICIPATING COUNTIES

With the consent of all Organizing Parties that have executed this Memorandum, any new county that is invited to join this Memorandum by the Organizing Parties shall have until December 31, 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 specified Project. 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 each Project.
- b) All Points will serve as the central conduit for all information sharing activities and will be responsible for overall coordination of each Project.
- 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 Project will continue until approximately February 1, 2021.
- 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 Broadband Statute, and (ii) 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 each of the Projects within each Participating County.
 - d. All Points will prepare a preliminary financial analysis for each of the Projects within each Participating Company.
- 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.

4. 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 December 31, 2021.
- 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 Projects as set forth in the Initial Feasibility Study. Dominion and All Points anticipate that the Petition will be submitted on or about July 1, 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 request to advance the Projects 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 any other additional partners desire to contribute to the Project. 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. The 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 application(s) for one or more grant programs ("Phase II Grants") to partially offset the capital investments required to construct each Project. All Points will coordinate and oversee the development and submission of applications for Phase II Grants.
- v. If the Petition related to each 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.

5. 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 others.

6. GOOD FAITH COMMITMENT TO EACH PROJECT

- 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 its Project, and that it will devote its broadband-related attention and resources to its Project.
- 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)1, 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 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



Augustus Johnson IV (Nov 9, 2020 15:12 EST)

Name: Augustus Johnson
Title: Director – Electric Distribution Grid Solutions

ALL POINTS BROADBAND

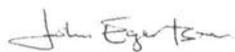


Name: Jimmy Carr
Title: CEO

[SIGNATURE PAGE TO MEMORANDUM OF UNDERSTANDING]

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

Culpeper County, Virginia



Name: John Egerston
Title: County Administrator

Address for Notice Information:

County of Culpeper
302 N. Main St.
Culpeper, VA 22701

With a mandatory copy to:

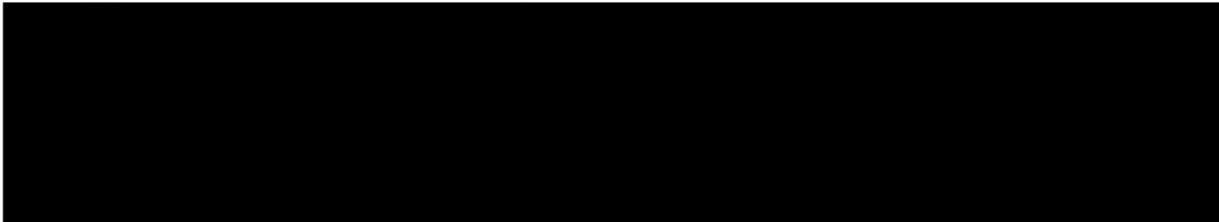
Culpeper County Attorney
306 N. Main St., Second Floor
Culpeper, VA 22701

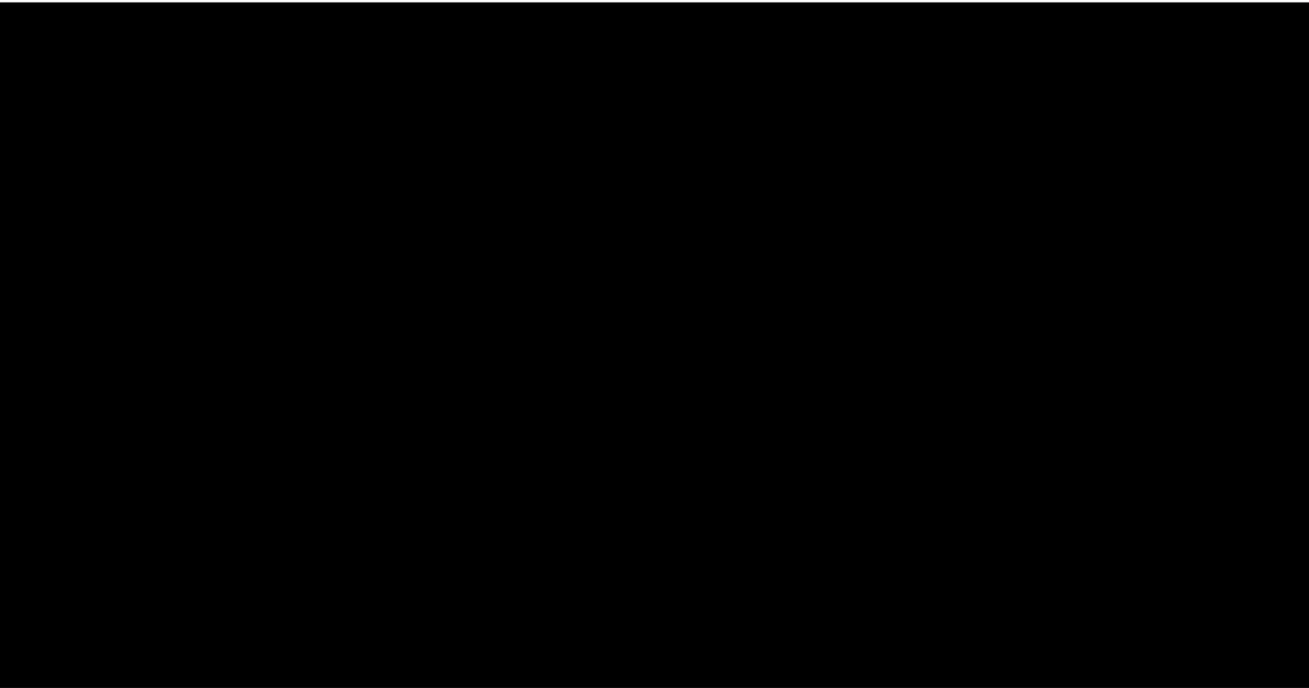
[SIGNATURE PAGE TO MEMORANDUM OF UNDERSTANDING]

MEMORANDUM OF UNDERSTANDING

This Memorandum of Understanding (“MOU”) is made effective as of June 30, 2021, by and between Rappahannock Electric Cooperative, a Virginia corporation (“REC”) and All Points Broadband Partners, LLC, a Virginia limited liability company (collectively with its affiliates, “APB”, and, collectively with REC, each a “Party” and collectively the “Parties”).

1. Purpose. APB desires to offer high-quality, fiber-to-the-home (“FTTH”) last-mile broadband service (the “Service”) to locations within or adjacent to REC’s service territory and REC desires to facilitate the provision of Service to its members in a manner consistent with applicable law. This MOU sets forth certain mutual expectations between the Parties for developing and advancing their collaboration to support APB’s delivery of Service.
2. Initial Areas. The Parties have agreed to collaborate to expand access to the Service within and adjacent to REC’s service territory through two initial projects (each an “Initial Project”). The Initial Projects include initiatives to enable APB to make Service available to: (1) all currently unserved REC member locations within Culpeper County, Virginia, and (2) certain currently unserved REC member locations within King William County, Virginia. Culpeper County and King William County are each an “Initial County”.
3. Relation to Ongoing APB & Dominion Energy Virginia Initiatives in Initial Areas. The Parties acknowledge and agree that APB and Dominion Energy Virginia (“Dominion”) have related initiatives underway in each Initial County to make Service available to currently unserved locations within Dominion’s service territory in each Initial County (each such project, a “Dominion Project”), and that Dominion’s participation in each Dominion Project is subject to approval of the Virginia State Corporation Commission (“SCC”). The Parties intend to integrate each Initial Project with the related Dominion Project in a manner that will facilitate extension of Service to as many currently unserved locations as feasible within each Initial County. The anticipated timeframes set forth in Paragraph 6 below are intended to support APB’s ability to integrate each Initial Project with the related Dominion Project before the Dominion Projects are submitted for SCC approval, which submission is anticipated to be made on or about October 1, 2021.

- 
5. Middle-Mile Coordination. REC intends to facilitate APB’s delivery of the Service by supporting the installation of middle-mile fiber within REC’s electric service territory. The specific manner by which REC will facilitate APB’s delivery of the Service (the “Support Mechanism”) will be determined by REC in its sole discretion, and may include:



7. Anticipated Timeframe. The Parties anticipate the following timeframe for advancing the Initial Projects.

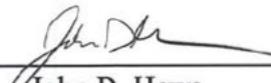
Date	Milestone
By June 15, 2021	APB to complete preliminary network design for each Initial Project and provide REC with specific REC routes where it will seek to lease capacity.
By July 1, 2021	REC and APB to agree on indicative terms for APB's lease of middle mile capacity from REC in each Initial Project area.
By August 1, 2021	REC and APB to complete negotiation on the specific terms of each Definitive Agreement such that the final form of each Definitive Agreement is in a mutually agreed form
By September 1, 2021	APB to integrate each Initial Project with the related Dominion Project prior to submission of the SCC petition for the related Dominion Project

8. Coordination with APB's Design Process. During APB's network design process, REC agrees to share commercially reasonable information regarding its assets, to make its personnel reasonably available to APB and APB's third party service providers, on an occasional basis to answer customary questions, and otherwise to facilitate APB's network design activities.



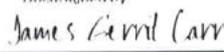
In witness whereof, the Parties have executed this Memorandum of Understanding as of the date first set forth above.

Rappahannock Electric Cooperative



By: John D. Hewa
Its: President & CEO

All Points Broadband Partners, LLC

DocuSigned by


By: James G. Carr
Its: Chief Executive Officer

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ATTACHMENT 9 - FUNDING SOURCES TABLE

Source	Amount	%	Status
Requested VATI	\$ 8,600,000	28.2%	Pending
Culpeper County	\$ 6,600,000	21.6%	Secured
Electric Utility, DEV	\$ 2,900,000	9.5%	SCC Pending
All Points Broadband	\$ 12,414,454	40.7%	Secured
Total Funding Sources	\$ 30,514,454	100.0%	



**John C. Egertson, AICP
County Administrator**

302 N. Main Street, Culpeper, Virginia 22701

Phone: (540) 727-3427

E-mail: jegertson@culpepercounty.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 Culpeper (the “County”) for the application to be submitted by the County and All Points Broadband, as applicant and co-applicant, respectively, to the 2022 Virginia Telecommunication Initiative (the “VATI Application”).

At its meeting on July 6, 2021, the County’s Board of Supervisors voted to approve submission of the VATI Application, and authorized a local match commitment of \$6,600,000 to be included with the VATI Application.

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

Sincerely,

John Egertson, AICP, County Administrator



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



Office of the Division Superintendent

www.culpeperschools.org

450 Radio Lane

Culpeper, Virginia 22701

Tel./TTY (540) 825-3677 * Fax (540) 829-2111

September 10, 2021

Tamarah Holmes, Ph.D.
Associate Director of Policy and Strategic Development
Virginia Department of Housing and Community Development
600 East Main Street, Suite 300
Richmond, VA 23219

Re: Virginia Telecommunication Initiative (VATI) 2022- “Culpeper County Fiber to the Home”

Dr. Holmes,

I am writing to convey my support of the application submitted by Culpeper County and All Points Broadband. The project known as “Culpeper County Fiber to the Home” will allow Culpeper County to install a 460-mile fiber network to reach 4,300 currently unserved homes. The project will serve residences and businesses that do not have access to high-speed internet. As I understand it, the goal of the Virginia Telecommunication Initiative (VATI) is to extend broadband service to currently unserved areas. VATI prepares communities to build, utilize, and capitalize on telecommunications infrastructure with the goal of creating strong, competitive communities. This project is an innovative collaboration of both public and private entities that will help the Commonwealth achieve those goals.

For Culpeper County Public Schools this effort is greatly needed to provide access for underserved and unserved families and students. Internet access is critical to the success and sustainability of public education. From communication to instruction, our services are highly dependent on access to technology.

Sincerely,

Anthony S. Brads Ed.D.
Division Superintendent

“... every student will be inspired, empowered, and educated for success. “



1835 Industry Drive
P. O. Box 1355
Culpeper, Virginia 22701
(540) 727-0372

September 6, 2021

Tamarah Holmes, Ph.D.
Associate Director of Policy and Strategic Development
Virginia Department of Housing and Community Development
600 East Main Street, Suite 300
Richmond, VA 23219

Re: Virginia Telecommunication Initiative (VATI) 2022- “Culpeper County Fiber to the Home”

Dear Dr. Holmes,

I am writing to convey my support of the application submitted by Culpeper County and All Points Broadband. The project known as “Culpeper County Fiber to the Home” will allow Culpeper County to install a 460-mile fiber network to reach 4,300 currently unserved homes. The project will serve residences and businesses that do not have access to high-speed internet.

As I understand it, the goal of the Virginia Telecommunication Initiative (VATI) is to extend broadband service to currently unserved areas. VATI prepares communities to build, utilize, and capitalize on telecommunications infrastructure with the goal of creating strong, competitive communities. This project is an innovative collaboration of both public and private entities that will help the Commonwealth achieve those goals.

As the Director of Culpeper Human Services, we support this effort to expand broadband service as we have seen first hand how important it is for our constituents to have access to high-speed internet service. We pivoted to almost all of our constituent contact/applications being available on-line, including posting important and ever-changing information about office availability, program services and benefits and emergency response to needs in our community. Having connectivity and the ability to have remote access to the internet is empowering to reduce the digital divide and help more children by eliminating the homework gap. If you have any questions, please feel free to contact me at extension 394.

Sincerely,

A handwritten signature in black ink, appearing to read "Lisa Ann Peacock". The signature is fluid and cursive, with a long horizontal stroke at the end.

Lisa Ann Peacock
Director

cc: CHS Board

File



September 10, 2021

Re: Virginia Telecommunication Initiative (VATI) 2022- “Culpeper County Fiber to the Home”

Dr. Holmes,

I am writing to convey my support of the application submitted by Culpeper County and All Points Broadband. The project known as “Culpeper County Fiber to the Home” will allow Culpeper County to install a 460 mile fiber network to reach 4,300 currently unserved homes. The project will serve residences and businesses that do not have access to high-speed internet.

As I understand it, the goal of the Virginia Telecommunication Initiative (VATI) is to extend broadband service to currently unserved areas. VATI prepares communities to build, utilize, and capitalize on telecommunications infrastructure with the goal of creating strong, competitive communities. This project is an innovative collaboration of both public and private entities that will help the Commonwealth achieve those goals.

As the President/CEO of the Culpeper Chamber of Commerce, we hear daily how much our residents need broadband. It’s a utility, not a luxury. Residents in the more rural areas of the county have told us stories about how they have to drive to a neighbours’ house and park in an elevated driveway to get cell service to make work calls or do homework. We’ve heard about businesses losing opportunities because they cannot connect or use point of sales due to unreliable or non-existent high-speed internet. High-speed internet is needed for those homes in Culpeper that do not have access currently, and receiving aid from this application will go a long way in helping connect them. On a personal note, I just purchased a home that is one of the 4,300 unserved in the county. I’m praying that All Points Broadband and Culpeper County will be able to service me within a year. This project is needed for our county to compete in the Commonwealth.

Sincerely,

Jeff Say

President/CEO, Culpeper Chamber of Commerce

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: All Points Broadband – 2022 Accelerated Fiber Deployment Initiative

Dr. Holmes:

On behalf of Rappahannock Electric Cooperative (REC), I am pleased to submit this letter in support of the applications that All Points Broadband (All Points) is submitting for grant funding from the 2022 Virginia Telecommunication Initiative.

REC is a member-owned, member-focused electric cooperative serving portions of 22 counties. We appreciate the focus from the Commonwealth on this critical need to make high-quality broadband internet service available in our unserved and underserved communities. REC's primary role in this effort has been to serve as the facilitator of solutions like those being presented by All Points. We have worked closely to facilitate the partnerships with All Points and the counties we serve, as well as with our other electric utility partners. Our efforts have facilitated commitments that will deliver universal, fiber-to-the-home broadband access in each of the partnered counties. Additionally, REC is constructing a utility fiber backbone network designed to facilitate the successful completion of these broadband partnership solutions.

Partnerships between Internet service providers and electric utilities create opportunities to simultaneously address critical needs such as modernizing the energy grid and strengthening the reliability and security of our electric infrastructure, while making broadband access universally available. REC is proud to be facilitator and to contribute to these important projects. We also look forward to continuing our work with All Points.

Thank you for your consideration of awarding the funding necessary to complete these important projects.

Sincerely,



Peter Muhoro, Ph.D.
Chief Strategy, Technology and Innovation Officer
Rappahannock Electric Cooperative

Rappahannock Electric Cooperative is an equal opportunity provider and employer.

ATTACHMENT 12 - DERIVATION OF COSTS

Project / Product Cost Category	Total	VATI	Non-VATI	Source of Estimate	Date, Most Recent Revision
Final Design and Engineering	\$ 1,667,225	\$ 833,613	\$ 833,613	Tilson	5/10/21
Project & Construction Mgmt.	\$ 1,049,145	\$ 524,573	\$ 524,573	Tilson	5/10/21
Headend/Central Office	\$ 384,635	\$ 114,002	\$ 270,633	Tilson	5/10/21
Field Network Equipment	\$ 515,972	\$ 152,929	\$ 363,043	Tilson	5/10/21
Utility Middle Mile	\$ 2,900,000	\$ -	\$ 2,900,000	APB / DEV	9/10/21
Aerial Make Ready & Construction	\$ 15,960,659	\$ 4,730,580	\$ 11,230,079	AFL / Tilson / REC	5/10/21
Underground Construction	\$ 1,924,704	\$ 570,463	\$ 1,354,241	Tilson	5/10/21
Fiber Drop Construction	\$ 4,200,390	\$ 1,050,097	\$ 3,150,292	AFL / Tilson	5/10/21
Subscriber Equipment & Installation Labor	\$ 871,858	\$ 217,965	\$ 653,894	Tilson	5/10/21
Other Capex	\$ 560,649	\$ 166,171	\$ 394,478	APB / Tilson	5/10/21
Grant Administration	\$ -	\$ -	\$ -	NSVRC	9/10/21
Construction Bond (1.5%)	\$ 479,218	\$ 239,609	\$ 239,609	APB	9/10/21
Total	\$ 30,514,454	\$ 8,600,000	\$ 21,914,454		

*** 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

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
Construction				
Final Design and Engineering	Miles	536.4	\$ 3,108	\$ 1,667,225
Project & Construction Mgmt.	Miles	536.4	\$ 1,956	\$ 1,049,145
Headend/Central Office	Project	1	\$ 384,635	\$ 384,635
Field Network Equipment	No. Unserved Passings	4,269	\$ 121	\$ 515,972
Utility Middle Mile	Miles	58.0	\$ 50,000	\$ 2,900,000
Aerial Make Ready & Construction	Miles	459.4	\$ 34,740	\$ 15,960,659
Underground Construction	Miles	18.9	\$ 101,742	\$ 1,924,704
Construction Subtotal				\$ 24,402,340
Customer Installations				
Fiber Drop Construction	No. Subscribers	3,202	\$ 1,312	\$ 4,200,390
Subscriber Equipment & Installation Labor	No. Subscribers	3,202	\$ 272	\$ 871,858
Installation Subtotal				\$ 5,072,248
Other				
Other Capex	Project	1	\$ 560,649	\$ 560,649
Grant Administration	Project	1	\$ -	\$ -
Construction Bond (1.5%)	Insured Activity	\$ 24,650,511	\$ 0.01944	\$ 479,218
Other Subtotal				\$ 1,039,866
Total				\$ 30,514,454

HEADEND / CENTRAL OFFICE	Category	Units	Unit Cost	Extended Cost
CO Site Acquisitions	Headends Total	4	\$ 30,000.00	\$ 120,000
Tax		0	\$ -	\$ 6,360
ODC 100 Cabinet - Adtran, Nokia, Calix	Small Headends	3	\$ 14,437.00	\$ 43,311
1XTA5000 5 GEN SMART FIBER (mounting bracket)	Small Headends	3	\$ 1,346.22	\$ 4,039
30AMP Generator Connector	Small Headends	3	\$ 1,650.00	\$ 4,950
5TH GEN SMART POLE MOUNT KIT	Small Headends	3	\$ 1,410.59	\$ 4,232
Pole 30-5 (Labor and Materials)	Headends Total	4	\$ 1,500.00	\$ 6,000
ODC 1000 Cabinet	Medium Headends	1	\$ 32,000.00	\$ 32,000
Headend / Central Office Subtotal				\$ 220,891
Installation Labor, Freight, Tax, and Contingency				\$ 163,743
Headend / Central Office Total				\$ 384,635

FIELD NETWORK EQUIPMENT	Category	Units	Unit Cost	Extended Cost
Netbotz Environmental Monitor including all sensors	Headends, all	4	\$ 850.00	\$ 3,400
OLT Management Server (CMS)	Local Networks	1	\$ 8,000.00	\$ 8,000
000-00372 - E7-2 Field Install Package (CO & ODC/RT): Shelf with Blank Card, FTA, and Field installation Kit	Chassis and spares	16	\$ 616.90	\$ 9,870
100-05529 - E7-2 XG 801 XGS-PON	Modules, XGSPON	8	\$ 11,670.00	\$ 93,360
100-04651 QSFP, 40GE Single Mode transceiver 40km, 1310nm, Duplex LC, C-Temp	Headends, all	8	\$ 6,497.00	\$ 51,976
100-05642- OIM 10G PON Laser	Modules, XGSPON	64	\$ 695.00	\$ 44,480
Generator - Generac 25 KV - 24 hour backup system	Headends, all	4	\$ 17,000.00	\$ 68,000
BATTERY STRING, 190AH	Small + Medium Headends	4	\$ 2,992.94	\$ 11,972
ELTEK FLATPKS RECTIFIER 1000W	Small + Medium Headends	16	\$ 642.35	\$ 10,278
Field Network Equipment, Subtotal				\$ 301,336
Installation Labor, Freight, Tax, and Contingency				\$ 214,637
Field Network Equipment, Total				\$ 515,972

ATTACHMENT 13 - DOCUMENTATION OF SUPPORTING COST ESTIMATES (CONTINUED)

DISTRIBUTION FIBER DESIGN BASIS	TOTAL	AERIAL	UNDERGROUND	UNIT COST, AERIAL	UNIT COST, UG
Straight Poles	8,342	8,342	-		
Curved Poles	2,086	2,086	-		
Total Poles	10,428	10,428	-		
Average Drop Length (feet)	785	-	-		
Path (feet)	2,525,696	2,399,411	126,285		
Cable Size 12 (feet)	1,032,868	981,224	51,643		
Cable Size 24 (feet)	298,860	283,917	14,943		
Cable Size 48 (feet)	208,175	197,766	10,409		
Cable Size 72 (feet)	435,071	413,317	21,753		
Cable Size 96 (feet)	340,461	323,438	17,023		
Cable Size 144 (feet)	486,310	461,995	24,315		
Cable Size 288 (feet)	-	-	-		
Cable Size 432 (feet)	-	-	-		
Cable Total (feet)	2,801,745	2,661,658	140,087		
Serving Terminal Size 4	391	371	20		
Serving Terminal Size 8	623	592	31		
Serving Terminal Total	1,014	963	51		
Distribution Splices at Drop Hubs and Distribution Splice Points - TOTAL	24,931	23,684	1,247		
Distribution Splices at Distribution Hubs - TOTAL	6,852	6,509	343		
Drop Tail Splices - TOTAL	-	-	-		
Feeder Splices at Distribution Hubs and Feeder Splice Points - TOTAL	322	306	16		
Feeder Splices at Headend - TOTAL	432	410	22		
Splices Total	32,537	30,910	1,627		
Splice Cases	292	277	15		
Small Headends	3	-	10		
Medium Headends	1	-	3		
Large Headends	-	-	-		
Headends Total	4	-	13		
Large Preterm Shelves - Total	14	-	-		
Small Preterm Shelves - Total	3	-	-		
Preterm Shelves Total - Total	17	-	-		
FDH Size 96	2	-	-		
FDH Size 144	-	-	-		
FDH Size 288	2	-	-		
FDH Size 432	13	-	-		
FDH Total	17	-	-		
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	140	-	-		
Splitter Module Size 64 - Distribution	-	-	-		
Splitter Module All Size - Distribution	140	-	-		
Splitter Module All Size - Total	140	-	-		
Handhold Size 4 HUB	10	-	-		
Handhold Size 8 HUB	3	-	-		
Handhold Size 0 Splice	-	-	-		
Handhold Total	13	-	-		

(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
Filer Information	Company Name	All Points Broadband
	Holding Company Name	Virginia Everywhere, LLC
	SAC ID	
	499 ID	831251
Data Contact Information	Data Contact Name	[REDACTED]
	Data Contact Phone Number	(703) 554-6600
	Data Contact E-mail	[REDACTED]
Emergency Operations Contact Information	Emergency Operations Name	Don McElroy
	Emergency Operations Phone Number	(703) 554-6600
	Emergency Operations E-mail	[REDACTED]
Certifying Official Contact Information	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
Kentucky	All Points Broadband	Optical Carrier/Fiber to the End User	[REDACTED]
		Terrestrial Fixed Wireless	
Maryland	All Points Broadband	Terrestrial Fixed Wireless	[REDACTED]
Virginia	All Points Broadband	Terrestrial Fixed Wireless	[REDACTED]
West Virginia	All Points Broadband	Terrestrial Fixed Wireless	[REDACTED]

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				
	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

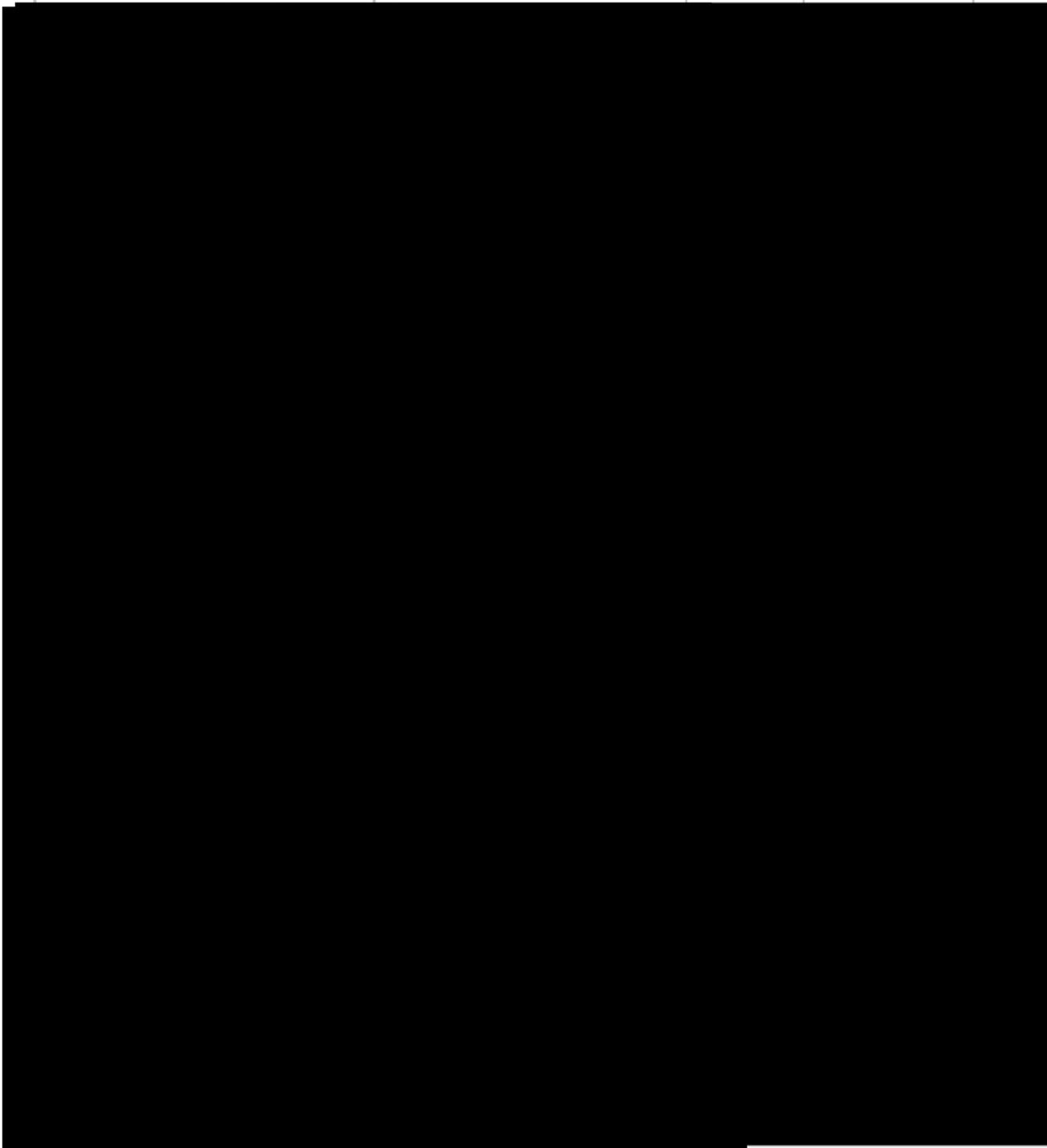
Downstream Bandwidth (in Mbps)

Upstream Bandwidth (in Mbps)

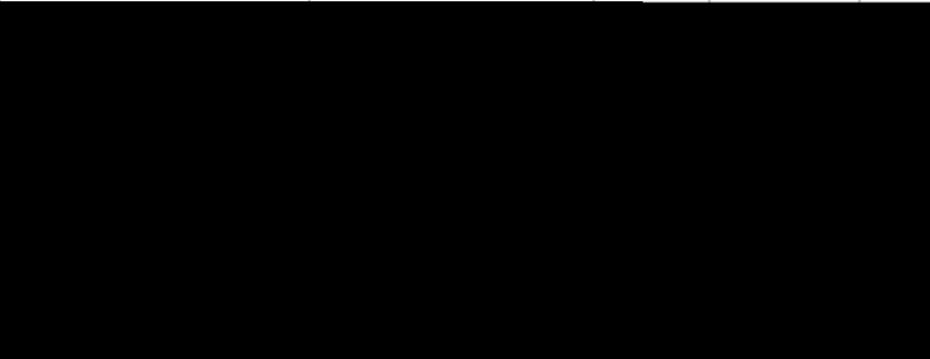
Consumer

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					

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

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		[REDACTED]		
Virginia		[REDACTED]		
Total		[REDACTED]		

Fixed Voice Subscription (iVoIP)

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

State	Total	Consumer	Business / Govt
Kentucky		[REDACTED]	
Virginia		[REDACTED]	
Total		[REDACTED]	

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		[REDACTED]							
Virginia		[REDACTED]							
Total		[REDACTED]							

(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
Filer Information	Company Name	All Points Broadband
	Holding Company Name	Virginia Everywhere, LLC
	SAC ID	
	499 ID	831251
Data Contact Information	Data Contact Name	[REDACTED]
	Data Contact Phone Number	(703) 554-6600
	Data Contact E-mail	[REDACTED]
Emergency Operations Contact Information	Emergency Operations Name	Don McElroy
	Emergency Operations Phone Number	(703) 554-6600
	Emergency Operations E-mail	[REDACTED]
Certifying Official Contact Information	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
Kentucky	All Points Broadband	Optical Carrier/Fiber to the End User	[REDACTED]
		Terrestrial Fixed Wireless	
Maryland	All Points Broadband	Terrestrial Fixed Wireless	[REDACTED]
Virginia	All Points Broadband	Terrestrial Fixed Wireless	[REDACTED]
West Virginia	All Points Broadband	Terrestrial Fixed Wireless	[REDACTED]

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]				

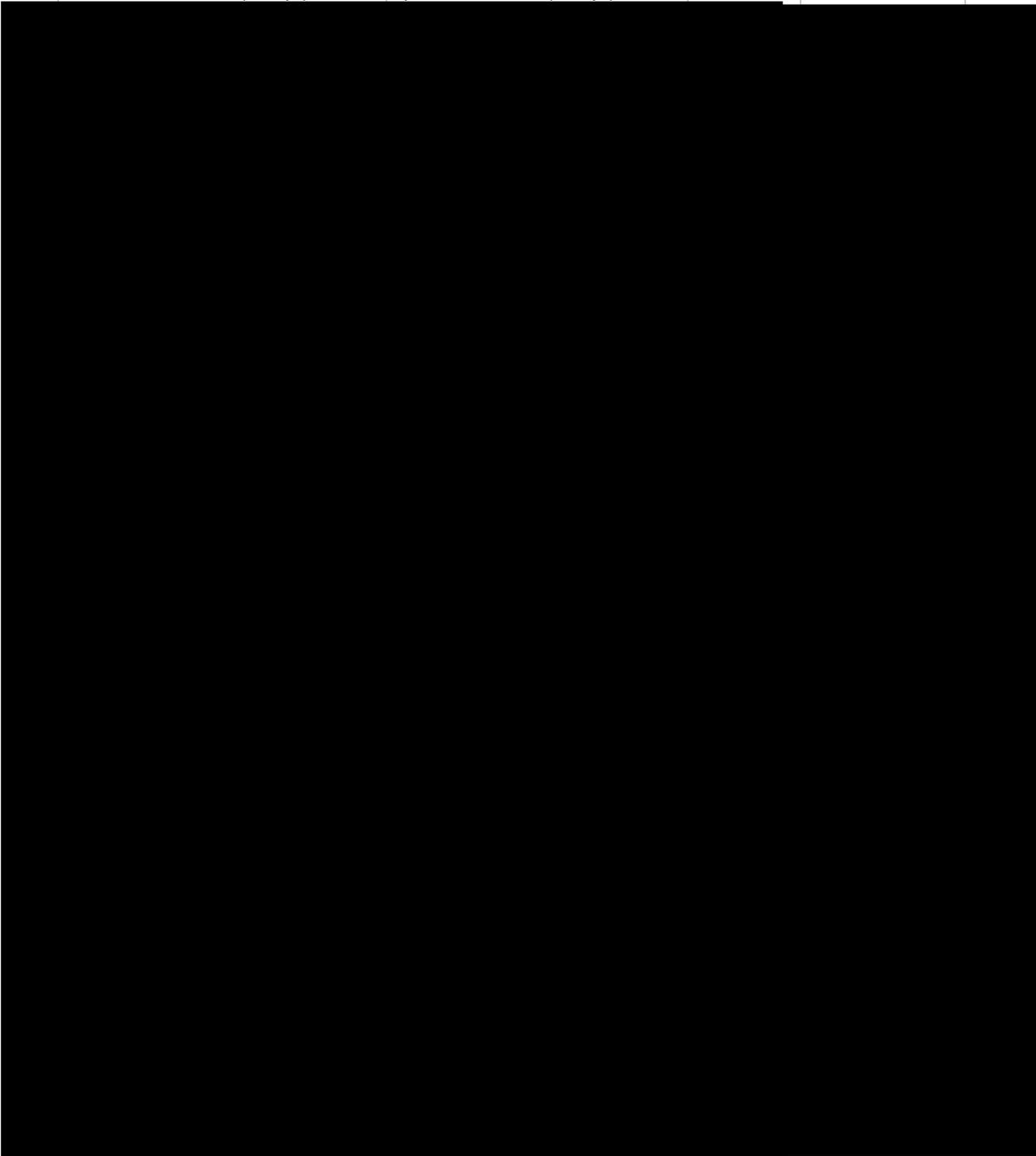
Downstream Bandwidth (in Mbps)

Upstream Bandwidth (in Mbps)

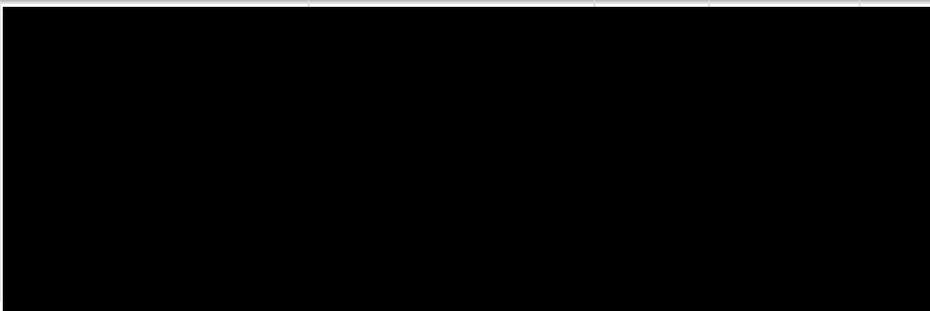
Consumer

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]				

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

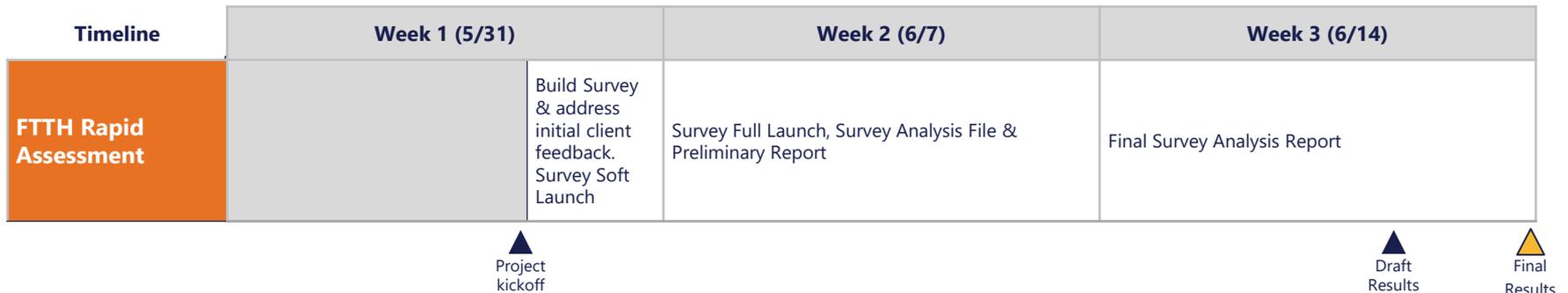
We targeted Zip Codes to address the following priorities:

- **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)
Internet Technology	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)
Internet Speed	10 Mbps	1 Gbps	100 Mbps	5 Mbps
Landline Phone Offer	Not included	Unlimited	Not included	Unlimited
Monthly Offer Price	\$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?

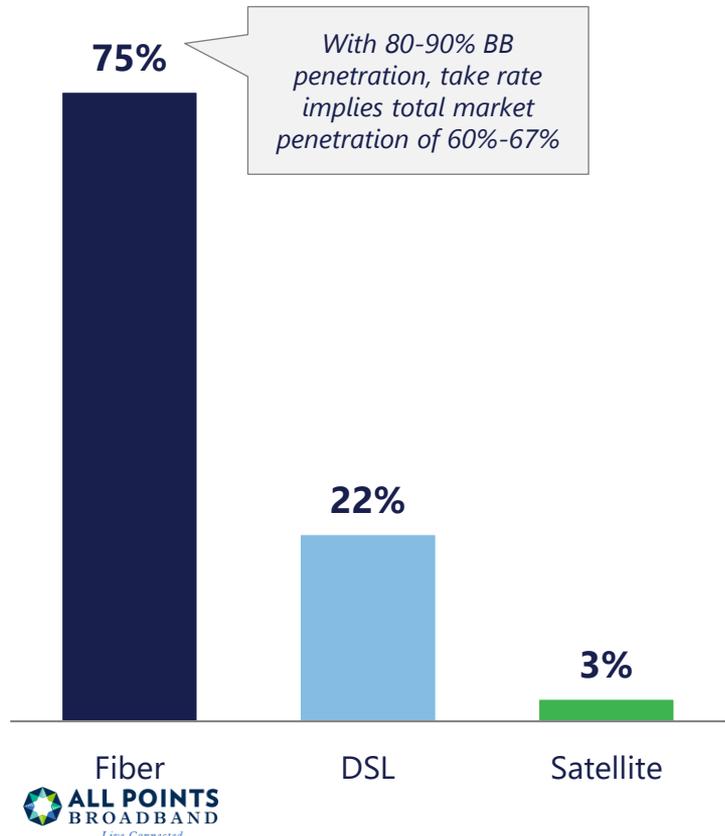
- Respondents see 10-12 screens, and on each must select their **favored option out of the given options**, and indicate whether they would purchase this option in the marketplace
- A conjoint has two pieces:
 - **Attributes** (e.g., Internet Technology and Monthly Price)
 - **Levels** (e.g., DSL, Fiber, 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

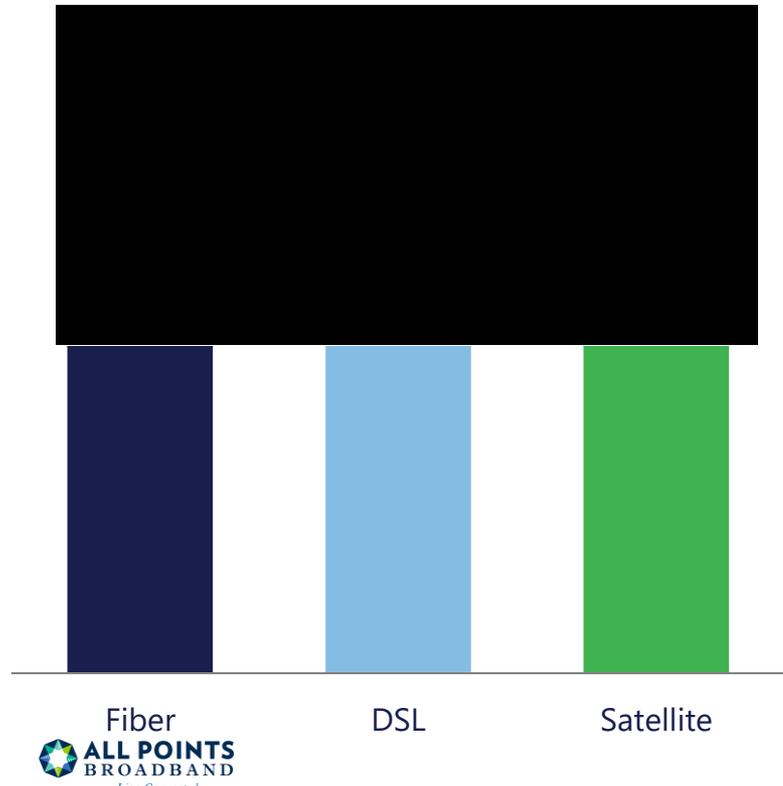
Take Rate by Technology

N=1042, % of simulated respondents



ARPU by Technology

N=1042, Simulated ARPU¹

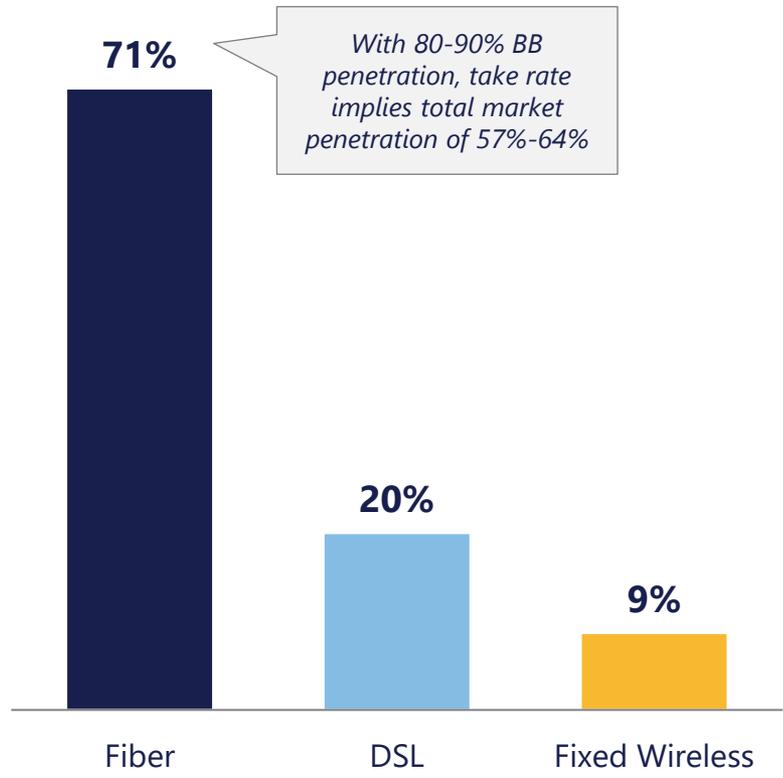


Notes: Calculated by multiplying take rate of each existing promo offer by cost of the promo offer
Sources: Underserved BB Survey (N=1042), Altman Solon Research & Analysis

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

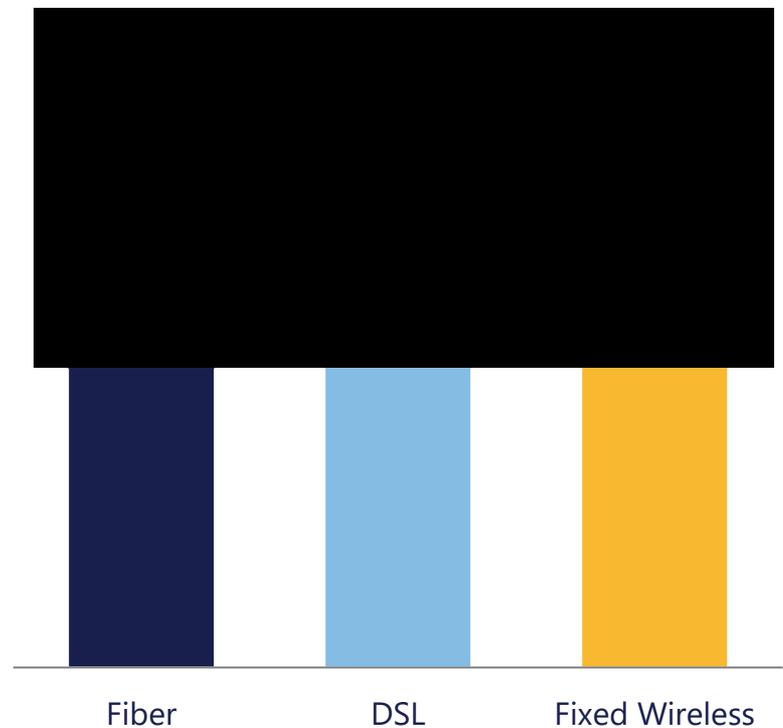
Take Rate by Technology

N=1042, % of simulated respondents



ARPU by Technology

N=1042, Simulated ARPU



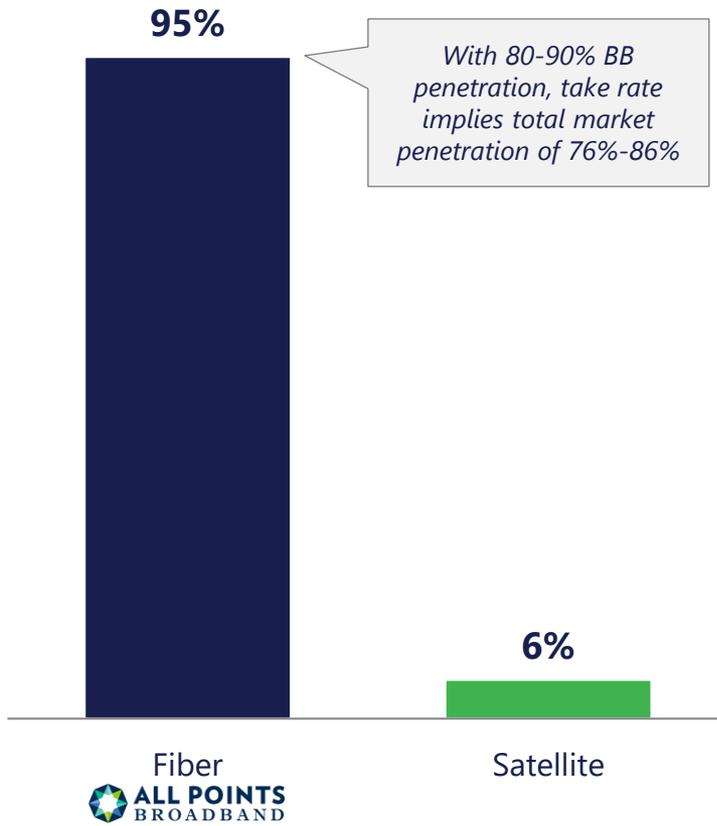
Notes: Calculated by multiplying take rate of each existing promo offer by cost of the promo offer
Sources: Underserved BB Survey (N=1042), Altman Solon Research & Analysis



In satellite only markets, we observe 95% take rate

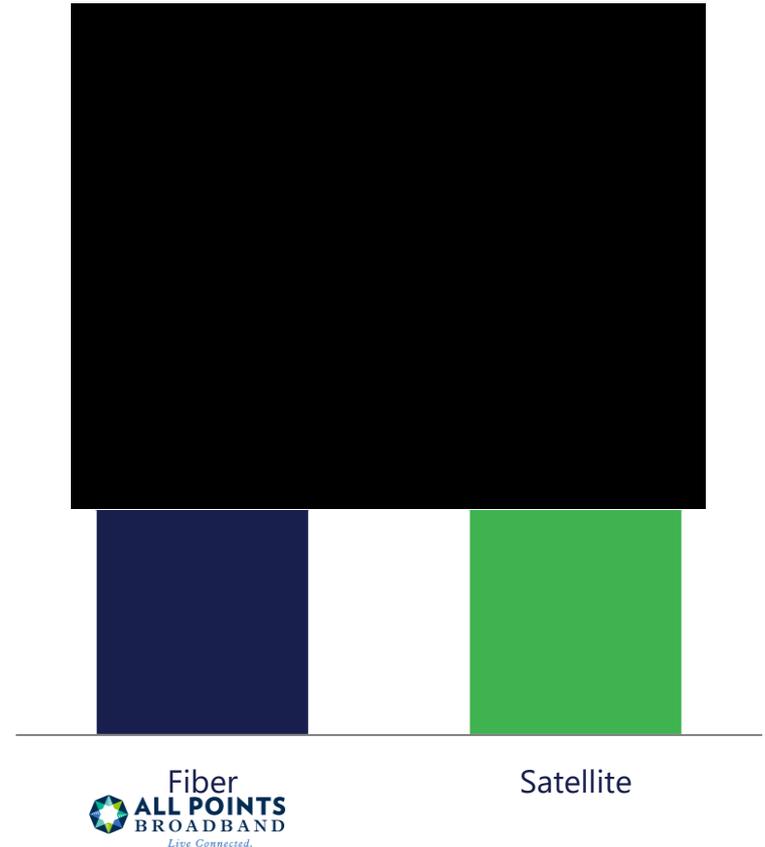
Take Rate by Technology

N=1042, % of simulated respondents



ARPU by Technology

N=1042, Simulated ARPU¹



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

Address

Unit

Zip

Go

CROWD FIBER LANDING PAGE

Gig Fiber Broadband in Your Home

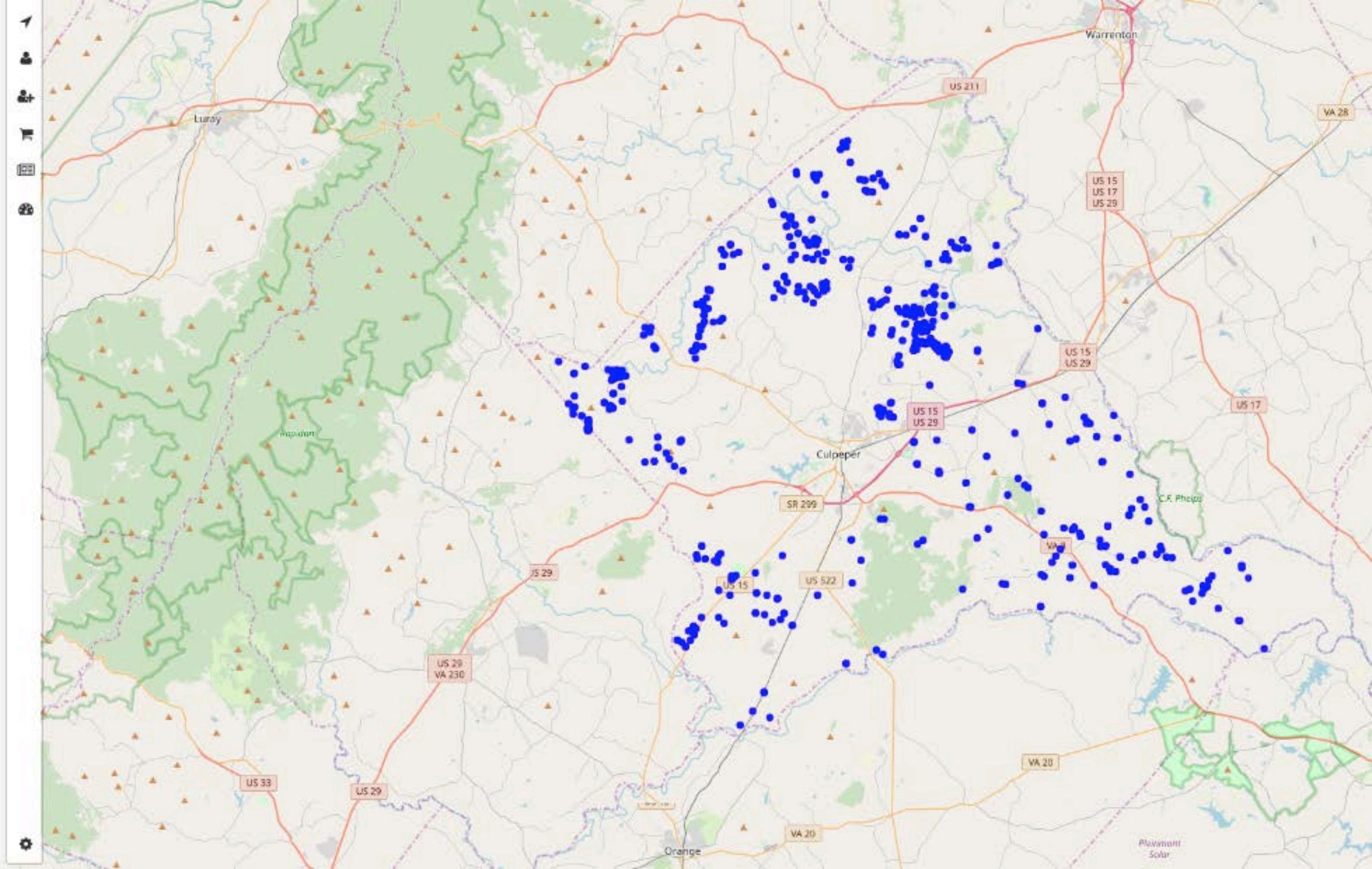
All Points Broadband is engaged with its electric utility partners in several large scale fiber-to-the-home projects in Virginia. We are collecting information from customers in the zones below to ensure universal coverage and to finalize our construction sequence within each zone. All Point's standard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

- Dashboard
- Map
- Auction control center
- Tasks
- Addresses
- Contacts
- Sales
- Products
- Zones
- My files
- Documents
- Terms
- Engagement
- Users
- Settings
- Integrations
- Language



Fiber Internet Plans

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50/50

\$59.99

per month

- ✓ Equipment Install & Provisioning fee of \$99 with 1 year commitment
- ✓ Download up to 50 Mbps
- ✓ Upload up to 50 Mbps

GET STARTED

100/100

\$79.99

per month

- ✓ Equipment Install & Provisioning fee of \$99 with 1 year commitment
- ✓ Download up to 100 Mbps
- ✓ Upload up to 100 Mbps

GET STARTED

500/500

\$99.99

per month

- ✓ Equipment Install & Provisioning fee of \$99 with 1 year commitment
- ✓ Download up to 500 Mbps
- ✓ Upload up to 500 Mbps

GET STARTED

GIGABIT

\$109.99

per month

- ✓ Equipment Install & Provisioning fee of \$99 with 1 year commitment
- ✓ Download up to 1,000 Mbps
- ✓ Upload up to 1,000 Mbps

GET STARTED



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SAMPLE FLYERS

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

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|--|--|---|
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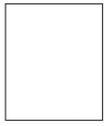
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- Low Latency for Gamers
- 24x7 Customer Support
- Stream your favorite programs
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SMOOTH STREAMING



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We just qualified
a new customer in your area
and they can get up to

Upload	X	Download
<input type="text"/>		<input type="text"/>

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FEATURES



**Unlimited Data
Usage**



**24x7 Customer
Support**



**Reliable High Speed
Internet**



**Stream your favorite
programs**



**Low Latency for
Gamers**



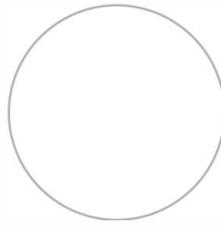
**Online Account
Management**

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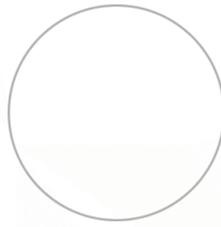
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Attachment 18 - All Points Broadband Digital Inclusion Academy Sample

My classes >

All Points Broadband Digital Inclusion Academy 

Class code: 7byvf6 

Lessons

People

CURRENT LESSONS

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Google Workspace: Gmail

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

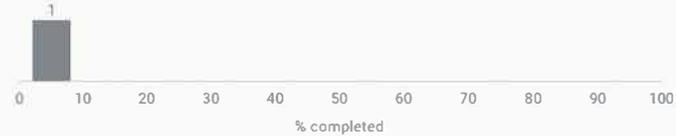
 1 activity

[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.

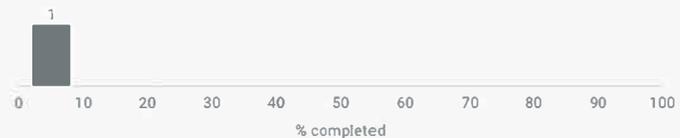
1 activity

[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.

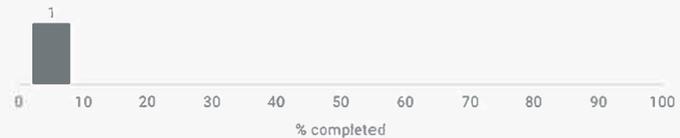
4 activities

[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.

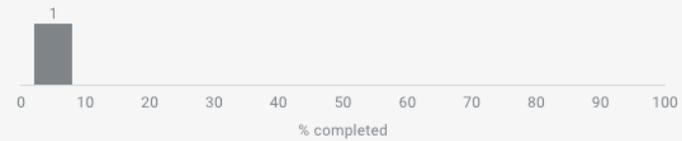
7 activities

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.

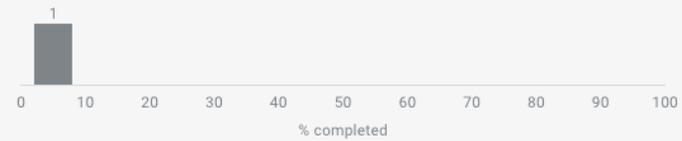
5 activities

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.

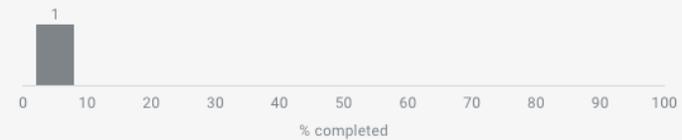
1 activity

[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.

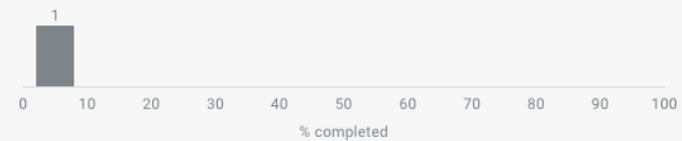
1 activity

[View lesson](#)

[View materials](#)

Progress summary

Number of students and percent completed



[Videos watched](#)

[Projects submitted](#)

[Quiz results](#)

Welcome All Points Broadband Customer!



START LEARNING

[Browse our lessons](#) to start learning new skills.

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

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

Key Individual	Roles and Responsibilities	Previous Experience
<i>Jimmy Carr</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>Mark Ponton</i>	Director of Broadband and Fiber Services, Rappahannock Electric Cooperative	See below
<i>Laura Loveday</i>	Project Lead, Culpeper County	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

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

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.

Mark Ponton, Director of Broadband and Fiber Services

Mr. Ponton is Rappahannock Electric Cooperative's Director of Broadband and Fiber Services. In this role, he is responsible for directing REC's fiber utility network project, negotiating contracts with broadband service providers and working with counties in REC's service territory on broadband initiatives. Mr. Ponton has coordinated high-level design activities with All Points and will coordinate REC's ongoing involvement in this project.

Prior to his current role, Mr. Ponton was REC's supervisor of SCADA load management and telecommunications. He earned an associate's degree of Applied Science in computer technology from ECPI and a bachelor's degree in leadership and management from the University of Mary Washington.

Laura Loveday, Special Projects and Grants Administrator

Laura Loveday, AICP has served as Culpeper County Special Projects and Grants Administrator since 2017. Ms. Loveday has overseen Culpeper's broadband expansion efforts for many years and will serve as Culpeper County's lead for this project.

Prior to being named Special Projects and Grants Administrator she was Culpeper County Comprehensive Planner since 2004. Mr. Loveday holds a BA in Public and Urban Affairs from Virginia Tech and a Graduate Certificate in Economic Development from Penn State University. She received her Grant Proposal Writing Certification through Fort Hayes University and is a certified AICP Planner.

In her current role, Ms. Loveday has applied for, received, and managed many Federal, State, Local, and Foundation grants and coordinated high-level planning and construction initiatives in Culpeper County.