



Response of
Underline Infrastructure Services, LLC
and Partners
to the City of Salinas Request for Proposals
For

Salinas Municipal Broadband Network:
Services and Operations

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Submitted electronically to Andrew Myrick, CECD, EDFP
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A. Introduction

Underline Infrastructure Services (“Underline”) is the nation’s pre-eminent intelligent community infrastructure platform, focused on building vibrant communities on a foundation of open access fiber. Specifically, Underline develops modern communication networks and the supporting technologies to establish multi-use infrastructure that creates significant efficiencies and greater equity.

Underline’s fiber-to-the premises (FTTP) networks provide affordable gigabit+ internet connections for homes, businesses, and carriers through a competitive marketplace of services, as well as solutions for large enterprises (with connections up to 100gig), schools districts, libraries, local governments, and more.

Core members of the Underline team have experience designing and building fiber optic networks. This skill set is enhanced with other relevant experience: from efficient network design and buildout, to proprietary knowledge science systems, scale-structured finance, and Silicon Valley technology—all coupled with government and community engagement expertise. Additional Underline information and experience can be found in Exhibit A.

In addition, Underline has established the Underline Infratech Consortium¹ where Underline has strategic teaming agreements with industry-leading companies that have agreed to join this response. Consortium partners in this response include:

1. *Fujitsu Network Communications* (“FNC”), a leading provider of digital transformation solutions for network operators, service providers, and content providers (FNC parent company has a public market value of \$31 billion)
2. *Mears Group* (an operating subsidiary of *Quanta Services, Inc.*, which has a public market value of \$13 billion), an infrastructure solutions provider specializing in the engineering, maintenance, and construction of telecommunication systems
3. *Corning*, a trusted supplier of optical connectivity solutions for communications networks (Corning has a public market value of \$34 billion)

Additional relevant information and experience is set forth in Exhibits B and C.

With the power of the Consortium brought to bear on technology, construction, and supply-chain, this team meets the selection criteria established by your RFP seeking implementation and expansion of a fiber optic project. The team has the human and management resources to focus on the Salinas

¹ The Underline Infratech Consortium is a group of companies with the following expertise to help implement Underline-initiated projects: cyber research and secure Smart City solutions, conduit supply and sensing technology, network and security operations, fiber supply and R&D, labor and EPC services, general supply and logistics.

project, manage a network and sustain it over time, and meet the requirements and objectives established for the community.

Underline has a flexible approach to funding the network. In addition to private capital partners that Underline will source, Underline can factor in funding that may be available to the City from the American Rescue Act. In addition, Underline remains open to a partnership, including granting partial ownership in the Underline network, should Salinas or other government entities play a significant role in overall project economics and investment.

The RFP requests a summary of financial structure. Key Consortium partners are public companies with public financials that we have made available in Exhibit D. Underline is a private company and can provide appropriate company financial information under direct non-disclosure agreement with the City, and therefore Underline financial information is not included as part of this RFP response.

Underline looks forward to answering your questions, and continuing a conversation on the viability of operating and expanding an open access fiber network with cost-competitive, reliable, gigabit information access for Salinas.

B. Proposal

Underline acknowledges that the RFP provides flexibility in the nature of the response and is not based on any particular design, technology, business model, or solution. Underline will coordinate between work that can be managed by Underline or is better assigned to the appropriate specialist Consortium teaming partner.

Design and other aspects of the Underline network plan consider need, efficiency, reliability and security:

1. Needs of the City

- a. Flexibility on City financial contribution/role, and resulting City ownership
- b. Flexibility on fit of Salinas Network, and use of City resources
- c. Underline and Consortium partners can deliver high-quality solution quickly
- d. Underline has a strong social responsibility corporate mandate, and strives to provide broad coverage
 - i. Geographic

- ii. Lower income households
- iii. Open access model fosters competition for content and services

2. Underline future ready network provides high-quality connectivity, supporting a wide range of services

a. Active Ethernet-based design

- i. High-capacity strand of fiber connects each customer to the Underline outside plant cabinets
- ii. Allows upgrades to customer connectivity speeds without customer site visits
- iii. Avoids peak local network congestion based on local shared connectivity
- iv. Allows for a true open access user experience, allowing customer to select individual suite of network services
- v. Permits for greater network security, due to reduced reliance on local shared connectivity

b. Most upgrades are expected to occur in network electronics and inside plant, avoiding costly outside plant

c. Modern inside plant architecture should minimize need for substantial upgrades for many years

3. Industry leading expertise and experience

a. Best of breed since each Consortium partner is an industry leader in its contemplated role

b. Reliance on modern network optimization software, data science, and other advanced tools

c. Underline has a highly experienced staff, in areas including:

- i. Network design
- ii. Network construction
- iii. Network engineering
- iv. Data science

- v. Web user experience
- vi. Marketing
- vii. Finance
- viii. Legal and compliance

4. Long-term ownership cost view, allows to balance:

- a. Upfront network capital expenditures
- b. Recurring operations and maintenance (O&M) cost
- c. Expected need for replacement plant/upgrades

With this framework in mind, Underline is providing the following proposed solution to the RFP.

Salinas Network

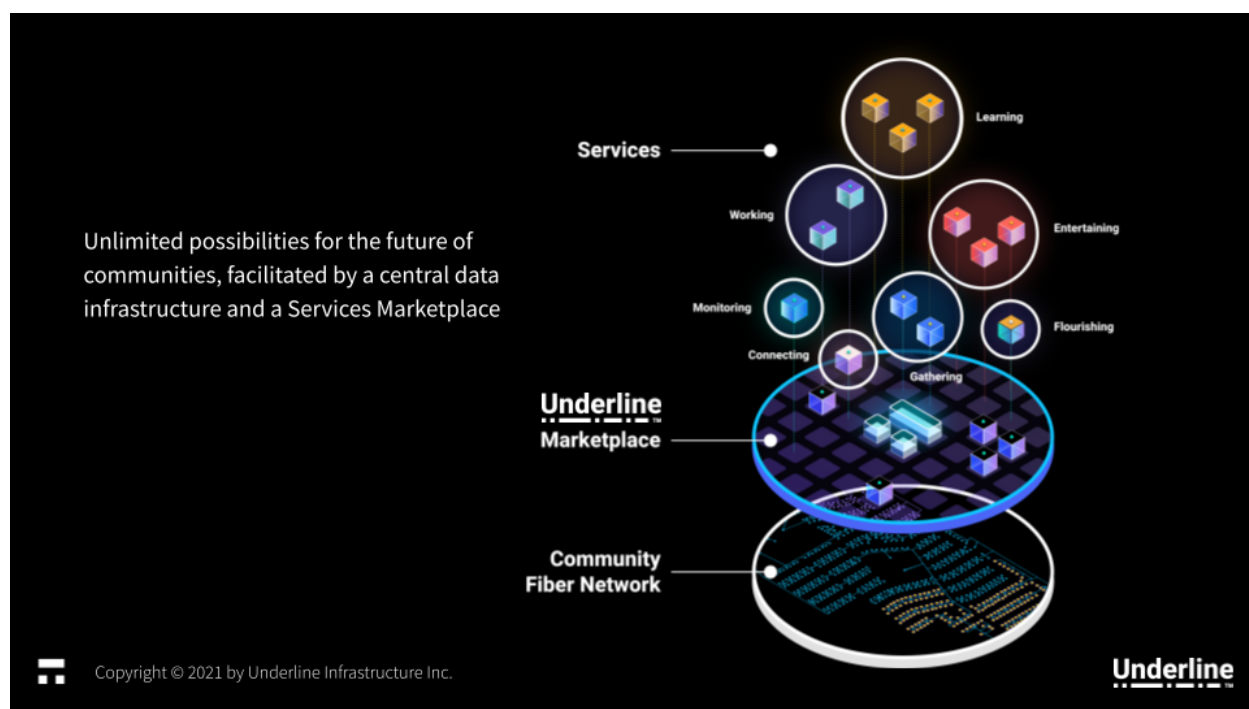
Underline is flexible in working with Salinas Network, Salinas, ExteNet and any other involved party. One possibility is for Underline to enter into a leasing arrangement on market terms. Another possibility, depending on objectives of the City, is for Underline to operate and maintain the Salinas Network on a contract basis. In that case, Underline could license all or part of the Salinas Network from the City on market terms. In addition, Underline can effectuate arrangements with ExteNet to obtain access to additional fiber.

Network Operations

The details of network monitoring and operation would be handled by Underline and FNC, an experienced operator, as evidenced by the company background included as part of Exhibit B. FNC has vast experience in achieving positive network operations metrics. Typical metrics are listed under Exhibit C.

Open Access

With Underline's management, the network would be operated as an open-access network. Underline will provide its proprietary software-based marketplace where numerous service providers are empowered to compete to provide services, and customers can select desired services based on clear, accurate and competitive service options. In addition, the Underline open access fiber infrastructure can serve as the essential foundation for connected utilities, new wireless solutions (e.g., for 5G mobile phone carriers), and other modernized infrastructure, including responsible energy and water systems.

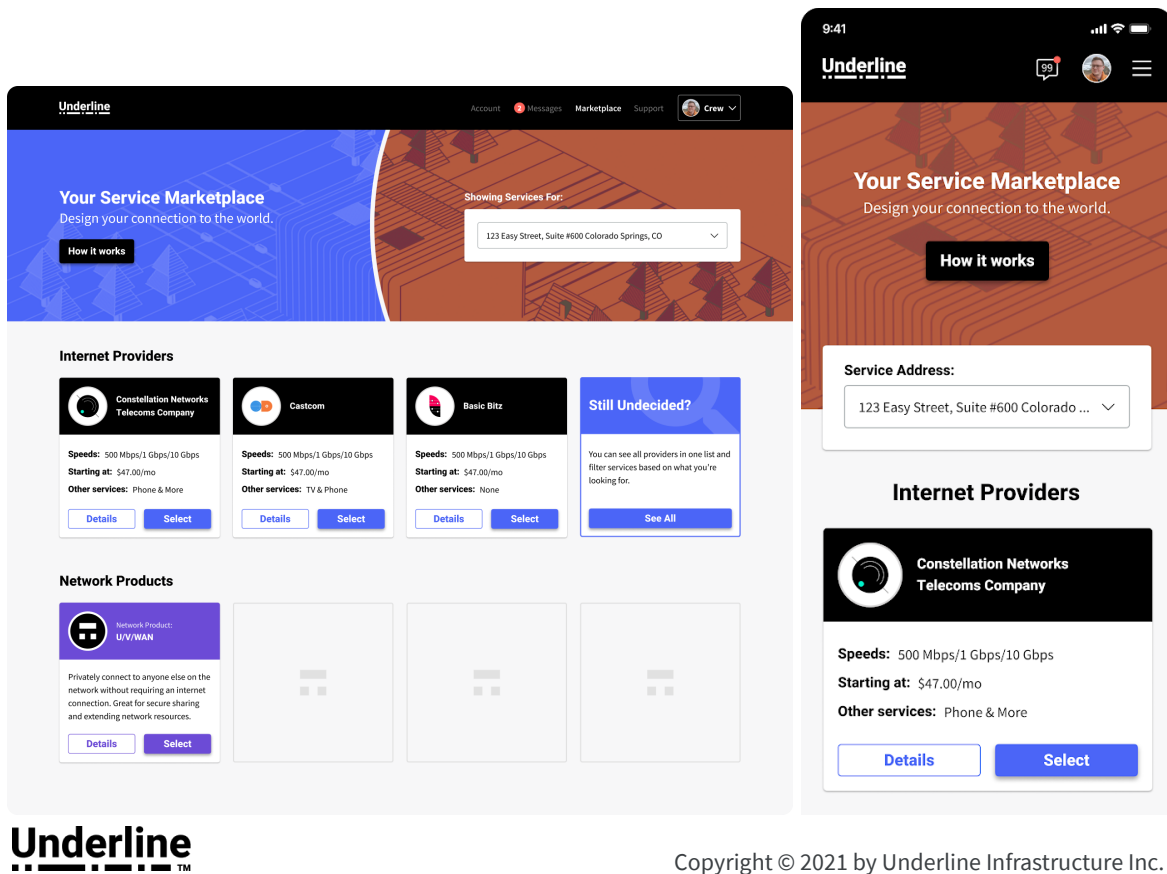


Software Defined Networking

Although the visible work is the installation of fiber and hardware components, a robust modern communication network includes a software layer—often known as software defined networking (SDN). This technology—central to Underline-designed networks—powers the competitive marketplace for services, is critical to support the privacy and power of dedicated networks, and supports systems of “intelligent” edge devices, for example, to support modernized water systems.

With a software-defined open access fiber network, power companies and water utilities can deploy programs like secure automatic metering, with the Underline network transforming into a private intranet for Salinas utility systems dynamically. In addition, the utility will benefit from increased efficiency at networking operation centers, power-generating facilities and substations, and in various other functions for supervisory control and data acquisition. This same principle can benefit current and future businesses and institutions that would like to enhance their variable workplace strategy, or promote distance learning, telehealth, secure financial transactions, etc.

Underline’s proprietary software marketplace brings the promise of open access to life. This marketplace is where customers can review, select, add, and switch their services (e.g., from one ISP in the Underline Marketplace to another competitive ISP) with a few taps or clicks. This ability to switch services and/or service providers effortlessly and with minimal delay/great transparency helps ensure that customers in Salinas aren’t locked into underperforming service providers and/or no longer desired services. A rendering of this marketplace (showing sample generic information) is shown below:



Underline
TM

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Quickly Serve Salinas Communities In Urgent Need

In addition to the core FTTP offering, Underline can utilize novel wireless technology to offer a hybrid solution that serves to connect the portions of the community most in need as quickly as possible, while the full build-out is commencing. Depending on needs, Underline can lay a preliminary fiber-based foundation within six (6) months post construction starting to be able to service early FTTP and wireless technology-based customers, who otherwise may have continued to lack high speed internet access. Please note that such wireless solutions are also capable of providing symmetrical gigabit service to the premise.

Construction

In the course of expanding the Network, Underline would call upon the construction services available from Mears and would plan to purchase key material from Corning as well as other manufacturers of similar repute.

Underline will project manage network construction. Underline handles the high-level design (or may outsource to a knowledgeable local engineering design firm), network architecture, and inside plant

design. Underline will then work with its engineering, procurement, and construction (EPC) vendor partner Mears to achieve the detailed design and subsequent construction. Underline will use a combination of regional workforce and national vendors (e.g., Mears and FNC) to design, construct, operate, and maintain the network and equipment. As the project manager, Underline will also act as the liaison to the City to ensure a smooth process and no unnecessary strain on City systems.

Marketing

Underline builds networks based on measured demand for service using an approach called demand aggregation. Demand aggregation measures and prioritizes real infrastructure needs resulting from deep community engagement, ensuring overall network economic viability.

The demand aggregation campaign—to include consumer education and grassroots marketing alongside other engagement efforts—is designed and organized centrally, by Underline, but with a firm belief in the power of local network “champions” to accelerate understanding, excitement, and interest. Local “champions” will be recruited from the community, onboarded with educational content and training, and provided with the resources and tools (physical and digital) to engage their neighbors, friends, and co-workers. Champions can also include school districts (e.g., to help message to low income households lacking or having substandard internet connectivity on affordable high-quality options), chamber of commerce (e.g., to help message breadth of network footprint and range of competitive customer-service-oriented offerings), and other local organizations. The Underline network will also benefit from marketing and communications support that the City is able to offer.

Services Overview

Underline provides subscribers with access to a neutral, open access, fiber-based connectivity network, and the software marketplace supporting competitive choice. Underline recruits ISPs and other providers (telehealth, streaming entertainment, VOIP, wireless, etc.) to join the Underline Marketplace. For example, Underline expects to have under contract three (3) distinct competitive ISPs at inception of the network, bringing consumers true choice in their ISP from day one.

Additional Services

As noted, a key advantage to building open access multi-purpose fiber infrastructure is that additional services can be provided across the same network. For example, there are opportunities to install IoT and Smart City applications, autonomous building infrastructure, public safety networks, traffic management solutions, etc. The capex required for these services will be greatly reduced by Underline’s additional fiber capacity and private networking capabilities.

In addition to IOT and Smart City applications, Underline designs and operates these networks in such a way that makes entering the market significantly easier for cellular, wireless, and other service

providers. Providers utilize Underline’s private networking infrastructure, are listed on our marketplace, and expand dynamically through the market.

Pricing Strategy

The Underline network will provide ultra-fast, affordable, and reliable connections, delivered to residents and businesses.

The monthly cost to network subscribers will be determined by a number of components. Customers pay: (1) a “utility” fee to Underline to have connectivity on the network; plus (2) a fee for specific services (e.g., internet service) selected by each customer. An open access network allows multiple service providers, and types of service, to share the neutral Underline infrastructure and compete for customers. So, in addition to internet service (chosen from a range of providers), some customers may also opt for telehealth services, streaming entertainment, VOIP, wireless, etc.

Underline residential pricing—utility fee plus ISP fee— is expected to be as follows:

- 500M Up/500M Down: \$49/month
- 1G Up/1G Down: \$65/month
- 10G Up/10G Down: \$250/month
- Low Income 130%-185% FPL*: \$25/month
- Low Income Under 130% FPL*: \$15/month

**FPL denotes Federal Poverty Level; under 130% FPL for free lunch qualification; 130-185% FPL for reduced price lunch*

Underline can work with the City to develop funding strategies and rate schedules to ensure that low income households have access to high-quality internet connectivity at sufficiently affordable prices.

In addition to the residential market, Underline expects to serve the business and enterprise communities. Underline expects to offer a minimum service speed level of 500M Up/500M Down, going all the way up to 100G Up/100G Down. Underline has designed its network to be cost competitive for superior service than what currently exists on the market. Business and enterprise plans are expected to include service-level options such as “best efforts” service and high-availability service level agreements (SLAs). The Underline network is also designed to offer additional advanced services, such as “Infrastructure as a Service (IaaS)” or “Network as a Service (NaaS),” as well as higher-level network security options, so that the business and enterprise communities in Salinas, inclusive of their potential work-from-home (WFH) employee-base, remain competitive in an increasingly online-based technology economy.

Salinas as a Customer

Underline would welcome the City as a customer on the Underline network. The City can utilize the Underline software defined product to perform functions across common community infrastructure that would normally require the investment of dedicated infrastructure.

Support & Maintenance

Underline is committed to a top-tier customer experience. Underline has developed an intuitive web-based customer experience encompassing service ordering, service modifications, billing, customer service, customer care, and other integrations with service partners, etc. With this, Underline will manage customer support centrally with the additional benefit of support from a local office. Whether the issue is network related or service related, Underline manages the front door and coordinates with service providers or other vendors on the back end to resolve the issue.

Underline will also have local service technicians for timely installation and network maintenance. In addition, Underline will contract with Consortium partners for certain services. Additional information on support and maintenance capabilities can be found in Exhibit B, with overviews of each Consortium partner, and Exhibit C where support and maintenance capabilities are detailed.

Staffing Plans

Underline will require substantial staffing in construction of the network. Of the capital expenditure of \$88 million, approximately \$51 million is for labor-related costs. At a sample \$50 hourly rate, this \$51 million translates into a capital expenditure-related full-time equivalents (FTEs) of over 200, spread over a three (3) year anticipated full-construction period. Underline expects to front load, so that most of the network will actually be built over the initial two (2) year period.

On an on-going basis, Underline is committed to local and grassroots engagement, and intends to staff a local office with an additional 35 full-time employees, including—but not limited to—the following roles:

1. Outside Plant (OSP) Manager
2. Construction Manager
3. Commercial Account Manager
4. Multi-Dwelling Unit (MDU) Account Manager
5. Customer Service Rep(s)
6. Enterprise Sales
7. Field Service Supervisor
8. Service Technician
9. Office Manager
10. Network Operations Technician
11. Finance Manager

In addition, Underline will retain local professional services firms such as for engineering, legal, etc., when feasible.

Funding

Underline seeks to construct a fiber-based network that, in conjunction with the footprint of the Salinas Network, would serve substantially all of Salinas. Underline will obtain 100% of budgeted capital, plus a contingency amount, prior to commencing construction. In consideration of network construction, Underline will retain Consortium partner Mears, which is a subsidiary of publicly listed Quanta Services, Inc. with a market capitalization of \$13 billion. To support the timeliness of construction and to manage any construction cost overrun, Underline expects to enter into a fixed price contract for network construction, inclusive of a performance bond backed by a well-rated insurance company.

Underline expects to invest a total of \$103 million within the first 4 years of operations, excluding financing (interest) costs:

1. Capital Expenditures: \$88 million
2. Operating Expenditures: \$14 million
3. Working Capital and Cash: \$1 million

Underline has a flexible approach to funding the network. As part of this proposal, Underline expects to fund approximately \$13 million of this investment from utility fee revenue generated by the constructed network, with the remaining \$90 million sourced primarily from Underline capital partners. Subject to discussion, Underline remains open to support and/or a partnership should Salinas or other government entities play a significant role in overall project economics and investment.

Underline expects to discuss with Salinas its connectivity needs, and would like Salinas to consider Salinas becoming a customer on the Underline network on market-standard terms. This can entail connectivity for public schools and other city and/or local utility connectivity needs, “smart city” applications, traffic light management, and other new public services.

Underline also expects to discuss with Salinas special needs, such as providing “opportunity pricing” for the same connectivity options for low income households. Underline is committed to ensuring equitable access to ultra-fast connectivity, regardless of the ability to pay. At the same time, Underline is very open to additional funding available from the City to support identified special and other needs.

C. Schedule

Underline anticipates starting construction within 30 days of submitting and receiving back an approved permit from the City to excavate in the city's ROW. The entire network would be completed within three (3) years of construction commencement.

D. Conclusion

If Underline is selected to operate, manage, and expand the existing Salinas Network, the City will minimize its day-to-day involvement, obtain a return on its investment, boost economic development, and promote greater social equity. Underline can finance, construct and operate an open access Underline network that is complementary to the Salinas Network, where Underline can leverage the Salinas Network on market or other terms to benefit Salinas residents, businesses, government entities, and other parties, including potentially other carriers such as 5G mobile phone companies.

This Proposal contains a set of interwoven solutions to the issues raised in the RFP as a non-binding expression of interest. Underline is excited to serve the City of Salinas, and its community, and is available to proceed with in-depth discussions to reach a mutually satisfactory agreement.

Respectfully submitted,

Underline Infrastructure Services, LLC & Partners

Exhibit A

Underline is an indirect, wholly owned subsidiary of the parent company, Underline Infrastructure Inc.

The Company's address is
Underline Infrastructure Services,
LLC 200 Park Avenue South
Suite 1611
New York, NY 10003

The website can be found at www.underline.com

1. Organization type

Underline is a limited liability company formed in the State of Delaware.

2. Contact information

Underline representatives responsible for ongoing communications are:

Eva Arevuo, Communications & Marketing
Email: earevuo@underline.com

Jaime Espinosa, Industry Partnerships
Email: [jespinosa@underline.com](mailto:jespinos@underline.com)

Mark Kropilak, General Counsel
Email: mkropilak@underline.com

3. Capabilities

Members of the Underline team have been involved in all aspects of designing and constructing fiber networks, innovative project finance and capital solutions, operating service companies, and working with municipalities on cooperative partnerships.

Underline was founded to work with communities across the U.S. to deliver foundational intelligent infrastructure—starting with open access fiber-optic networks.

Committed to a better approach to deploying this critical infrastructure;

- Underline works hand-in-hand with communities to build networks that satisfy specific community needs
- Underline employs proprietary data science to guide project origination and design
- Underline assembles future-ready technologies to optimize the infrastructure
- Underline leverages innovative capital structures to fund these solutions in a non-procurement model

Underline CEO, Robert Thompson, has deep experience with scale structured finance, designing innovative capital structures tailored to unique economic and or commercial activity, and managing a multidisciplinary team.

Kyle Glaeser leads network design; construction services and network installation will be under the supervision of Lance Addison; network project management and partnership support will be under Jaime Espinosa; Jason White and Coty Beasley oversee software development and user experience; business support and financial modeling will be provided by the Company's economist, Rahul Aggarwal, and its data scientist; legal support, negotiations, and document preparation will be provided by the Company's General Counsel, Mark Kropilak; and marketing and communications support is the responsibility of Eva Arevuo.

4. Experience

Underline team network design and construction experience:

- Construction of Fiber to the Home Network in Huntsville, Alabama for Huntsville Utilities—a partially open access network that supports Huntsville Utilities operations and Google Fiber deployed to each home.
- Network Engineering and construction for Google Fiber in multiple tier 1 markets, including Kansas City, Nashville, Austin, and San Antonio
- Network Engineering and construction for Verizon in multiple tier 1 markets, including Minneapolis, Philadelphia, Long Island, NY, Baltimore, MD, Roanoke, VA, Elmwood Park, NJ, Austin, and Atlanta.

Other relevant experience:

- PPP projects with municipal entities and municipal authorities—with a particular focus on water and wastewater utilities, service extensions, acquisitions, and installing infrastructure improvement technologies
- Municipal coordination for local bond projects whereby the bonds were sold in small denominations to members of the community. Work included project planning, consumer education, engagement, grassroots marketing, and bond sales.

Bob Thompson, Founder & CEO

Bob Thompson is the Founder & CEO of Underline, a venture-backed company focused on deploying intelligent infrastructure for U.S. communities. Prior to founding Underline, Bob served as SVP & Head of Corporate Finance Solutions for Guardian Life, a Fortune 200 U.S. based insurer, where his group's mandate ranged from Treasury & Liquidity Risk Management to Capital Markets Strategy and Balance Sheet Optimization to Corporate Development, M&A, and Strategic Investments. During his tenure with Guardian, Bob led a number of strategic initiatives, including serving as Chairman and President of Guardian Investor Services and Guardian Strategic Ventures. Over the years, Bob has led multiple efforts including acting as Head of Capital Markets for a boutique insurance bank and Group Head of the Special Transactions Group at CIBC World Markets, working with the UBS Global Structured Products Group, and executing various other first-of-their-kind derivative/concentrated risk transactions. In 2009, Bob and his wife founded One Life Missions, operating in the U.S. and internationally. As a result, Bob has worked in various missions and relief capacities in the U.S., Haiti, and Guatemala. Bob attended Georgetown University's School of Foreign Service, earning a Bachelors in Science of Foreign Service.

Lance Addison, National Head of Construction

Lance Addison has over twenty-five years of Wireline and Wireless senior leadership experience where he served in a variety of operational and support disciplines, both as a network operator and infrastructure service provider. Experience includes engineering and construction, shared service operations, program/project management, strategic planning, employee relations, and mergers and acquisitions. Most recently, Lance served as a business unit Director for the nation's largest Infrastructure Service Provider, Quanta Services (NYSE: PWR). Prior to joining Quanta, Lance was the President/COO for Bear Communications, a leading Fiber Construction firm. Lance also served as Vice President Corporate Development of UniTek Global Services (NASDAQ: UNTK), a 5500 employee based Wireline and Wireless Engineering, Procurement and Construction firm. Experience relative to network operations, Lance was Vice President of the first competitive CATV/Telephony overbuild operations in Kansas City for Everest Connections, a Utilicorp United subsidiary. Prior to joining Everest, Lance was a Regional Vice President of Charter Communications Advance Services Division in the upper Midwest where he assumed a number of critical leadership roles in the areas of business operations, financial and cost analysis as well as sales and marketing. In addition, Lance held several key leadership

positions at the nation's largest Competitive Local Exchange Carrier, McLeodUSA (now Windstream).

Kyle Glaeser, Network Design Lead

Kyle brings deep experience innovating in the architecture, engineering, and implementation of fiber optic networks. He has focused specifically on open access architectures and how they relate to connected community infrastructure. Kyle was previously the manager of technology at Foresite Group, ensuring that communities received appropriately-designed information infrastructure to realize their smart city initiatives. Before that he provided engineering and construction solutions for fiber-to-the-home builds around the world with Actavo.

5. Core Technologies

Underline networks are built with carrier grade, industry standard networking equipment, fiber cabling, and communication protocols.

At Layer 1, Underline designs, engineers, builds, and activates a future-ready fiber network via efficient, scalable, and cost effective deployment methods such as utilizing configurable MicroDuct.

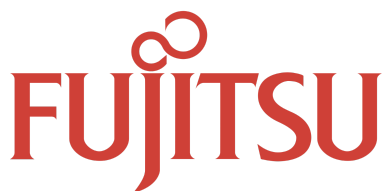
At Layer 2, Underline utilizes standard Ethernet (IEEE 802) technologies to achieve connectivity from subscriber to service provider, as well as to ensure complete isolation of subscriber and service systems and data from each other.

Layer 3 is employed for some standard Ethernet scalability techniques across the network, but handoffs at both sides of the subscriber and service provider of the network are realized at Layer 2.

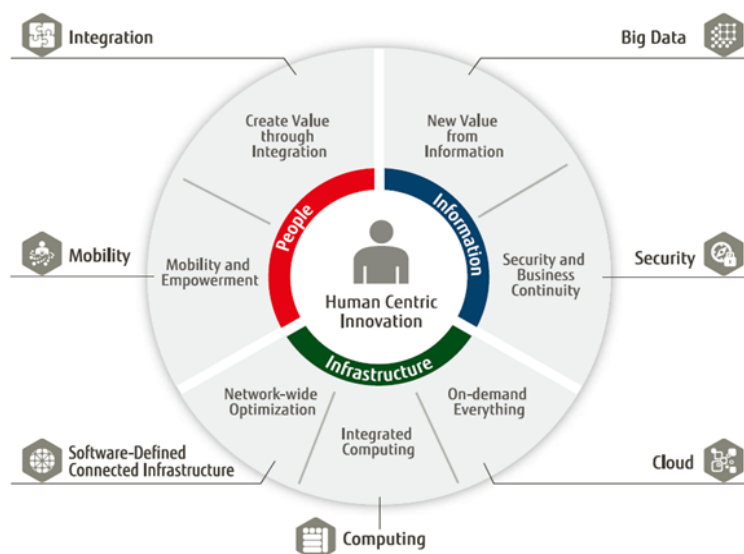
The network will also be what's known as a "software defined network" (SDN). End-to-end SDN allows for software, not hardware, to control how data is routed. This means that all pieces of the network can be programmatically driven, making processes that once took a technician driving out to a data center and directly updating several pieces of equipment happen immediately and automatically. This saves time and money on equipment and personnel while also adding a new dimension to capability with algorithmic maintenance. This system also makes the open access operations far more manageable as device hardware can be neutral and subscribers can effortlessly change providers with the click of a button—no new installation or configurations required.

Additional details can be provided in follow-up meetings.

Exhibit B



Fujitsu Network Communications Inc. (Fujitsu) is a subsidiary of Fujitsu Ltd., a financially durable \$40 billion company with 80 years of heritage in global Information and Communication Technology (ICT) industries offering a full range of technology products, solutions, and services. We use our experience and the power of ICT to shape the future of society with our company. 132,000 Fujitsu employees support customers in more than 100 countries. The cornerstone of Fujitsu's business strategy is its interlocked value chain of Technologies, Platforms, and Services, creating value by building on a solid foundation of expertise at each link along the chain. Fujitsu's primary corporate vision is to create Human Centric Innovation by bringing together people with data and physical things. We empower people to work more creatively and support the success of our customers.



Experience

Our teams have successfully built and operated state wide, multi-county and city wide broadband networks with many more in development.

For 40 years, Fujitsu has been a trusted partner to a broad spectrum of customers across all industries, enabling them to realize the maximum value from their communications networks. Our solutions combine the best wireline, wireless, and software technology with extensive multi-vendor services expertise to deliver custom, end-to-end network integration, and management solutions. Our current client base includes electric utilities, national carriers, CLECs, state and local governments, enterprise customers, and transportation authorities. Our teams have successfully built and operated statewide, multi-county and city wide broadband networks with many more in development. Our ability to manage an ecosystem of suppliers and partners means our customers manage fewer project deliverables.

Fujitsu supports network operators and enterprise customers of all types and sizes with our vendor-neutral, custom professional service solutions that enable successful network transformation and integrated telecommunication solutions across North America.

Technologies

Fujitsu is an innovator of complex network solutions and technologies. Fujitsu designs, builds, operates, and maintains customer specific multi-vendor fiber, 5G, and Wi-Fi networks.

Services

As corporations focus on their core competencies and making their businesses more efficient and responsive, Fujitsu's expertise in the full array of services from consulting and systems integration to operational and managed services and outsourcing enables us to offer innovative and cost-effective solutions tailored to specific customer objectives.

Fujitsu offers a broad array of Turnkey project implementation services. Fujitsu is recognized for developing collaborative deployments, with a proven track record of combining the best and most optimized technology choices and OEM partners for network products to create flexible network architectures capable of providing superior service for the long term. Our solution methodology is to meet unique needs combining the products and services of multiple vendors to create an integrated network solution.

Fujitsu Turnkey Project Implementation Services

Fujitsu's multi-vendor approach to designing and deploying networks, assures our customers that we will recommend the best solutions for the project. We work with our customers each step of the way to determine what solution best meets their needs and requirements.

Please visit our link, it highlights Fujitsu's broadband experience and capabilities: [Fujitsu Solutions for Muni Broadband](#)



Mears is a leading energy infrastructure solutions provider specializing in the engineering, maintenance, and construction of Broadband telecommunication systems. We also have significant capabilities with oil & gas transmission pipelines, gas distribution systems, electric transmission & distribution networks, , and water transportation systems in North America and beyond.

Mears' Broadband Division is focused on developing Fiber Optic Network infrastructure solutions that create value for our customers and their members. Mears has the capability to deliver complete Turnkey Development of FTTX Networks to Electric Cooperatives

- Planning, Deployment and Construction of Fiber FTTX Networks
- Program level management (PMO) for OSP Construction and installation support for Fiber Drops to connect members
- Integration of Splicing and deployment of Technical Services associated Network test & turnup of fiber optic equipment

In addition to Mears five core operating divisions, Mears has coordinated the resources of its affiliate company, [InfraSource](#), a specialist provider of underground construction services for gas and electric transmission and distribution systems. Combined, Mears and InfraSource have over 450 gas distribution crews nationwide inclusive of an additional 1,600+ InfraSource personnel to perform GLE's work scope requirements.

The Mears Broadband Division has the expertise & capability to deliver complete turnkey FTTH solutions and construction expertise to manage the development plan for the OSP Build program supporting the construction of an advanced ADSS fiber network with Great Lakes Energy.

Mears is focused on developing Fiber Network cable infrastructure solutions that create value for our customers and their members, and our goal is to introduce our Construction team that is focused on the client's requirements daily, working to strengthen the relationship through coordination, collaboration and to deliver expert performance of Construction Services.

CONTRACTOR SPECIALTY- Utilities and Broadband Construction Services, providing excavation, fiber aerial cabling, horizontal boring, underground placement of conduit and fiber optic cable, grading, and backfilling necessary for construction of a utility or telecommunication system prior to the line of demarcation. S-Pipeline Inspection, Maintenance, Directionally Drilled Pipeline Crossings. We support full turnkey Project Management and complete design to delivery of Broadband fiber network infrastructure services.

Type of Equipment Owned (Construction machinery, etc.): Mears has a significant catalogue of internal equipment and personnel resources, in addition to the resources of its operating divisions and Quanta Services. Mears equipment is subject to calibration at regular intervals by Mears administrators to ensure pricing models lead the industry in their competitiveness.

Mears further enhances the resources of its core operating divisions and InfraSource via its strategic relationship with [Quanta Services](#), North America's largest specialty pipeline and electric transmission & distribution contractor. As a wholly-owned subsidiary of Quanta, Mears has access to North America's largest pool of specialist skilled labor (41,000+ personnel in over 400 strategic operating centers); Fortune 300 financing resources for capital intensive projects including A++ bonding capacity in excess of \$5b and a secured revolving credit facility of \$1.8b; the industry's largest fleet of specialized construction equipment; and, world-class training facilities including Quanta's Lazy Q Ranch, a 2,200-acre training center, located in La Grange, Texas, and Northwest Lineman College, the largest accredited training facility in the United States, where employees receive hands-on instruction from master trainers in controlled environments, focusing on safety, skills development, and certifications. Quanta has extensive experience as a strategic partner for large-scale combination utilities (electric and gas) where both gas and electric work are performed, specifically: Puget Sound Energy Alliance, CenterPoint Energy, and Duke Energy.

Since 1970, Mears has prioritized the delivery of its core values, namely: safety, quality, ownership, integrity, service, and team. Mears continuously works to improve its processes and ever-strengthen best practice in service of our clients and personnel. Continuous improvement is both codified and incentivized in adherence to US Department of Labor OSHA 1910 and 1926 standards, various state OSHA standards, and other regulatory agencies and third-party registrars reflective of operations. Culturally, Mears has established Health, Safety, Environmental, and Quality ("HSEQ") excellence as the baseline for all its activities, a fact showcased by its multiple HSEQ awards and committee participations; and, some of the industry's most proactive safety initiatives (e.g. Cross Bore Safety Association Board membership; Gold Shovel Standard member; Gold Shovel Metrics Committee Chair).

Mears equipment and personnel resources are significant. Mears owns over 10,000 independent equipment assets; and, directs considerable resources to enable its project teams, namely in the areas of HSEQ and skills training, remuneration and incentives, and career mobility. Mears has also

concentrated significant efforts to develop merit-based neutral hiring practices in support of workforce diversity. Mears and InfraSource combine for over \$50M in TIER II diverse spending in 2018. Mears has also aligned with Vector Force Development as a strategic recruiting partner to attract transitioning military veterans into its workforce.

The extensive combined capacities of Mears five core operating divisions, InfraSource, and Quanta Services derive significant value for GLE. Shared systems, procedures, standards, and cross-divisional resource utilizations allow for in-house project adaptations in observance of real-time operational realities resulting in less risk. Complemented by Mears dedication to ever-improving HSEQ and cost/schedule outcomes, Mears all-in resource offerings represent a distinct value advantage to GLE in consideration of its Fiber Construction Services work scope requirements.

CORNING

Corning Optical Communications, one of the world's leading and most trusted suppliers of optical connectivity solutions for communications networks, is globally known for its award-winning service and support. Headquartered in Charlotte, North Carolina, United States, we manufacture tip-to-tip fiber optic solutions for voice, data, and video network applications worldwide. Our customer focused solutions include cables, connectors, related hardware, and network services that include network design, project management, installation and maintenance, equipment rental, and training programs. As a pioneer in passive optical networks, we developed many of the product innovations now considered industry standards in both the Carrier and Enterprise markets. Our solutions for carrier networks and original equipment manufacturers (OEM) deliver comprehensive solutions for fiber-to-the-home (FTTH) or -business (FTTB) in access networks, multi-dwelling units (MDUs), and wireless deployments. By providing world-class, high-bandwidth solutions from the central switching center or headend to the customer premises, Corning enables consistent performance and reliability throughout your network. We continue the rich history of innovation established by our parent company, Corning Incorporated. Drawing on more than 160 years of invention, Corning has positioned itself as the world leader in specialty glass and ceramics, creating and manufacturing keystone components that enable high-technology systems.

Locations and Capabilities

Corning Optical Communications is a global organization which has employees and manufacturing or business operations in more than 20 countries. With manufacturing locations in all major regions across the globe, we are equipped and accustomed to handling projects of all sizes.

Quality Manufacturing

A large number of Corning Optical Communications' global manufacturing facilities have achieved ISO 14001 certification including the Hickory Cable Facility (Hickory, North Carolina) and our Reynosa, Mexico plant. ISO 14001 is an international specification for an environmental management system (EMS). Corning Optical Communications is dedicated to providing Total Quality products and services to customers before, during, and after the sale. Our long-term commitment to quality begins with executive endorsement and continues throughout the organization. Corning Optical Communications has received numerous quality supplier awards from customers and has earned the Award of Excellence from the International Customer Service Association (ICSA).

Corning Optical Communications adheres to the two directives, Restriction of Hazardous Substances (RoHS) and Waste Electrical and Electronic Equipment (WEEE), when applicable to our products. For the compliance status of a particular product, contact your Corning Optical Communications Customer Care Representative.

Supplier Diversity

Corning Optical Communications proactively endeavors to involve small disadvantaged, women owned, minority-owned, veteran-owned, service-disabled veteran-owned and HUBZone businesses in any logical step of the process of a total sale. We have searched for, screened, and selected many of these businesses for involvement in the value-added reseller distribution channel.

Commitment to the Environment

Our mission is to support "green" initiatives through every aspect of our business, including our product offerings, manufacturing processes, packaging initiatives and industry leadership, and to help our customers achieve the same. Optical fiber solutions, such as Corning Optical Communications' solutions for carrier networks, are inherently environmentally friendly, requiring less energy for powering and cooling than copper systems.

Exhibit C

Operations, Support, and Maintenance details

The Underline full-scale network system operations, maintenance, and support are maintained and supervised by Fujitsu's Network Operation Services and the Underline dedicated Software Network Operation team. Problems, events, and issues with the Underline Network System and its applications are continually monitored, identified, and resolved to ensure that the network system meets ongoing functional needs and performance.

Should a network issue be detected or reported by a customer, Underline's response team will field the request and immediately start a workflow to determine the cause of the issue. Should the issue be related to the physical network or a device connected to it, a resolution workflow will be enacted with our operation center by Fujitsu. If the issue that arises is related to a particular service provider on the network, that service provider will be notified immediately. Our service providers are held to a strong standard of repair times and allowed network downtime, should they repeatedly fall short of customer expectations, they will be removed from the Underline marketplace.

Responsibilities

The Underline team will implement all the functions and responsibilities to ensure 24x7x365 operational reliability of the network; these functions and responsibilities include:

- Project Manager
- Technical Support
- Vendor Support
- Help Desk
- Customer Service
- Program Analysts and Programmers
- Configuration Control
- Contract Manager
- Data Administrator
- Telecommunications Analyst and Network System Analyst
- Information Systems Security
- Critical Partners

Activities

Fujitsu will act as the Network Operations Center. This includes:

Fault Management for Core devices

- 24x7x365 Monitor & Notify & Troubleshoot
- Automated Notification of Alarms (e.g., via email/text)
- Monthly Reporting/Customized Reports
- Incident Ticket Management
- Program & Project Management
- Service Delivery Manager
- Remote Break/Fix Ownership to Restoration
- Problem Management Restoration
- OEM Maintenance Support/Third-Party Support

Event Management for Access/CPE devices

- 24x7x365 Monitor & Notify
- Automated Notification of Alarms (e.g., via email/text)
- Monthly Reporting/Customized Reports
- Incident Ticket Management
- Program & Project Management
- Service Delivery Manager

Exhibit D

Please see links to Consortium partner public financials below:

Corning 10K 2020:

https://www.corning.com/media/worldwide/global/documents/2020_Form_10K_FINAL.pdf

Quanta 10K 2020:

<https://investors.quantaservices.com/sec-filings/annual-reports/content/0001050915-21-000009/0001050915-21-000009.pdf>

Quanta Annual Report 2020:

https://d1io3yog0oux5.cloudfront.net/_4b34f5aea1f830010d722ec6f63b3342/quantaservices/db/734/6431/annual_report/Quanta+2020+AR+FINAL.pdf

Fujitsu Financials PPT FY2020: <https://pr.fujitsu.com/jp/ir/finance/2020/pdf/en/pm.pdf>

Fujitsu Financials FY2020: <https://pr.fujitsu.com/jp/ir/finance/2020/pdf/en/all.pdf>