

RECIPIENT NAME:OpenCape Corporation

AWARD NUMBER: NT10BIX5570039

DATE: 11/30/2012

OMB CONTROL NUMBER: 0660-0037

EXPIRATION DATE: 12/31/2013

### QUARTERLY PERFORMANCE PROGRESS REPORT FOR BROADBAND INFRASTRUCTURE PROJECTS

#### General Information

<b>1. Federal Agency and Organizational Element to Which Report is Submitted</b>  Department of Commerce, National Telecommunications and Information Administration	<b>2. Award Identification Number</b>  NT10BIX5570039	<b>3. DUNS Number</b>  825181949
<b>4. Recipient Organization</b>  OpenCape Corporation 3225 Main Street, Barnstable, MA 02630-1105		
<b>5. Current Reporting Period End Date (MM/DD/YYYY)</b>  09-30-2012	<b>6. Is this the last Report of the Award Period?</b>  <input type="radio"/> Yes <input checked="" type="radio"/> No	
<b>7. Certification: I certify to the best of my knowledge and belief that this report is correct and complete for performance of activities for the purposes set forth in the award documents.</b>		
<b>7a. Typed or Printed Name and Title of Certifying Official</b>  Daniel Gallagher  CEO	<b>7c. Telephone (area code, number and extension)</b>  5085245901	
	<b>7d. Email Address</b>  dgallagher@opencape.com	
<b>7b. Signature of Certifying Official</b>  Submitted Electronically	<b>7e. Date Report Submitted (MM/DD/YYYY):</b>  11-30-2012	

**Project Indicators (This Quarter)**

**1. Please describe significant project accomplishments completed during this quarter (600 words or less).**

OpenCape has completed installation of 180 miles of fiber optic cable through Q3 2012 with an additional 75 miles released for construction for a total of 255 miles constructed or released for construction. OpenCape has successfully stimulated the pole owners to increase production of make ready to the point that a backlog of miles released for construction has resulted. OpenCape's build contractor has contracted with a third sub-contractor and asked the existing two sub-contractors to bring on additional crews to increase fiber construction production.

OpenCape concluded agreements for all 11 regeneration sites. Construction is underway in these sites for the receipt and installation of DWDM and other network equipment.

OpenCape is negotiating a contract for access to an existing riverbed conduit under the Taunton River in Fall River, MA. An award amendment request has been submitted related to this agreement.

OpenCape has received all but two microwave tower licenses, completed nearly all civil engineering, and begun preparing permit applications for installation of equipment on towers. Simultaneously, FCC interference studies were begun and submitted to the FCC for licensed spectrum allocation. OpenCape has received seven FCC licenses thus far.

OpenCape's building renovation contractor, Stateside Construction, substantially completed the general renovation of the OpenCape Regional Collocation Center. IBM was selected to procure, install, and configure the Collocation Data Center equipment.

OpenCape selected a new CEO to lead the company. An award amendment request was submitted for Change of Key Person.

OpenCape submitted an award amendment request to change two towers and another to build 34 additional CAI laterals.

**2. Please provide the percent complete for the following key milestones in your project. Write "0" in the Percent Complete column and "N/A" in the Narrative column if your project does not include this activity. If you provided additional milestones in your baseline plan, please insert them at the bottom of the table. Unless otherwise indicated in the instructions, figures should be reported cumulatively from award inception to the end of the most recent reporting quarter. Please provide a narrative description if the percent complete is different from the target provided in your baseline plan (300 words or less).**

	Milestone	Percent Complete	Narrative (describe reasons for any variance from baseline plan or subsequent written updates provided to your program officer)
2a.	Overall Project	66	OpenCape lags its Baseline Projection and federal expenditure pace for several reasons: 1) OpenCape pursued its grant with a construction contractor as a partner, but had to initiate a new RFP process six months into its grant; 2) the process of obtaining a Finding of No Significant Impact was far more lengthy than anticipated; 3) the process of negotiating the many legal contracts associated with the project has taken longer than anticipated; 4) Commonwealth of Massachusetts procurement laws have caused delays in obtaining underlying rights or leases from county and municipal entities; 5) the process of negotiating Master Agreements with utility pole and conduit owners took far longer than anticipated; 6) the capacity of utility companies to perform make ready assessment and make ready work is limited and insufficient using conventional processes; 7) pole survey and make ready work was negatively impacted by a Verizon strike and Hurricane Irene in August, and an unusual October 2011 Noreaster snow event; 8) the crossing of major waterways under difficult circumstances, lengthy processes, and high cost has required innovative and time consuming alternative strategy development; 9) Verizon New England reported in Q3 2011 that it had erred in conduit availability and reduced by several thousand feet the amount available for lease, requiring adjustments by OpenCape; 10) an insufficient response to an RFP for the design, build, and operation of the collocation data center resulted in the need to issue a separate RFQ for the design; 11) the need to implement an alternative pole placement in the NSTAR territory, to negotiate that placement, and perform a make ready reassessment was a major hurdle to beginning construction, but was unavoidable. OpenCape has adapted and adjusted to the challenges that have negatively impacted its time line and expects to complete the project on time.

	Milestone	Percent Complete	Narrative (describe reasons for any variance from baseline plan or subsequent written updates provided to your program officer)
2b.	Environmental Assessment	100	OpenCape received its original FONSI, but submitted an Environmental Assessment Amendment to reflect route and other changes. Approval of the EA Amendment was received in the fourth quarter of 2011.
2c.	Network Design	98	The design of the microwave, transport, and municipal RAN networks are complete and final fiber strand maps are near complete.
2d.	Rights of Way	95	All pole and conduit applications submitted, all assessments done, and all invoices for make ready paid. Pole make ready well underway and licenses flowing. All off-Cape path has been released for construction. Conduit lease applications all received less one. OpenCape received easement for both bridge crossings of the Cape Cod Canal from the Army Corps of Engineers. Negotiating contract for crossing of the Taunton River. Licenses for all Cape Cod towers in hand or near issued. License for primary tower on Martha's Vineyard in hand. Secondary towers under negotiation.
2e.	Construction Permits and Other Approvals	95	All building and fiber network permits are in hand. Permits for installation of antennas on towers are in preparation.
2f.	Site Preparation	0	N/A
2g.	Equipment Procurement	92	OpenCape is on a path for procurement consistent with on time completion of the project. One hundred percent of the fiber reels are in hand. All switching and routing equipment has been delivered. DWDM equipment assembly and configuration is complete. 75% of microwave radio equipment is in hand. Elevator for the building has been delivered and installed. Generator for the building has been ordered and is enroute for delivery. Chillers, PDU, and UPS for Collocation Data Center ordered.
2h.	Network Build (all components - owned, leased, IRU, etc)	60	180 miles of fiber has been installed and an additional 55 miles has been released for construction. Over 90% of underground construction is complete. Fifteen anchor laterals are complete and interior work finished. Two microwave tower laterals complete. The Cape Cod Canal Railroad Bridge construction is complete.
2i.	Equipment Deployment	35	Equipment deployment is dependent on the procurement of equipment, obtaining necessary rights and permits, engineering, and construction completion. It is anticipated equipment deployment will follow at an acceptable pace in parallel with fiber construction. DWDM equipment is assembled and configured. Construction in 11 regeneration sites has begun. Installation of DWDM will begin after construction is complete.
2j.	Network Testing	25	Network testing shall keep pace with the construction of segments of the network; however, a minor amount is accomplished upon delivery of fiber and during splicing.
2k.	Other (please specify):	95	Additional contract work was required that has necessitated continued work through the fourth quarter.

**3. To the extent not covered above, please describe any challenges or issues faced during this past quarter in achieving planned progress against the project milestones listed above. In particular, please identify any areas or issues where technical assistance from the BTOP program may be useful (600 words or less).**

Make ready pace of completion is the greatest threat to on time project completion. OpenCape is working with both NSTAR and Verizon in a weekly conference call to prioritize all make ready and expedite the make ready process. Verizon is maintaining a pace consistent with construction requirements. NSTAR has recently picked up the pace of make ready completion. OpenCape made significant inroads in this area in Q3, but must be ever vigilant to ensure adequate production. OpenCape hopes to conclude all remaining make ready before the first snowfalls of the winter season.

Microwave links are a difficult task to complete. Obtaining licenses from tower owners under difficult Massachusetts procurement rules and local control within each town took far longer than anticipated. With the licenses in hand, it is now necessary to complete permitting processes in each of 13 different town jurisdictions. Each town has a different process, some with very long timelines that include 30 day public comment periods. Obtaining all of the permits in a timely manner to allow construction to be completed on time is a major challenge.

The OpenCape Regional Collocation Center will be largely complete in Q4, 2012. The one concern about full completion is the

delivery of adequate power to the facility by the power company, NSTAR. Most testing of equipment can be accomplished using generator capacity, but full testing requires the new additional power to be installed. NSTAR's ability to deliver this power within the grant timeline is in question. OpenCape will do all that it can to influence the pace of this work.

Massachusetts Department of Transportation inserted into several recent permits a requirement that OpenCape seek and obtain a Lease from Mass DOT for the use of the right of way along its highways prior to lighting services on its network. This is a recent change. OpenCape questions the authority of DOT to impose this requirement and the efficacy of this requirement for economic development throughout the Commonwealth. OpenCape will work with state authorities to eliminate this requirement from its permits. It is a major threat to sustaining the OpenCape network over time if it is not addressed.

**4. Please report the following information regarding network build progress. Write "0" in the Total column and "N/A" in the Narrative column if your project does not include this activity. Unless otherwise indicated in the instructions, figures should be reported cumulatively from award inception to the end of the most recent reporting quarter. Please provide a narrative description if the total is different from the target provided in your baseline plan (600 words or less).**

Indicator	Total	Narrative (describe your reasons for any variance from the baseline plan or any other relevant information)
New network miles deployed	180	Below goals indicated in PIP. See Sections 2a and 3 above. OpenCape is confident that its build will be completed on time. The construction time line has been adjusted based on new circumstances. Contractors and sub-contractors are prepared to deploy the necessary crews to accomplish the construction within the period of the grant award.
New network miles leased	0	N/A
Existing network miles upgraded	0	N/A
Existing network miles leased	0	N/A
Number of miles of new fiber (aerial or underground)	180	Below goals indicated in PIP. Lack of completion of make ready by NSTAR is the primary cause of this shortcoming. This pushes more fiber construction into Q4.
Number of new wireless links	0	Below goals indicated in PIP. Long process of obtaining licenses and daunting permitting process has delayed completion of links.
Number of new towers	0	N/A
Number of new and/or upgraded interconnection points	16	Below goals indicated in PIP. Make Ready delays have caused this shortcoming.

For questions 5 and 6 please include information relating to agreements that you are negotiating or have entered into, or that your sub recipient, contractor or subcontractor is negotiating or entered into.

**5a. If applicable, please provide the following information with regard to agreements with broadband wholesalers and/or last mile providers as a result of your project.**

Indicators	
Number of signed agreements with broadband wholesalers or last mile providers	0
Number of agreements currently being negotiated with broadband wholesalers or last mile providers	0
Average term of signed agreements (in quarters)	0

**5b. Please list the names of the wholesale and last mile providers with whom you have signed agreements (100 words or less). Providers:**  
None at this time.

**5c. What wholesale services are being provided by this project? Please describe below. As an attachment to this report, please provide pricing plans (in \$ per month) associated with each wholesale service provided by your product (100 words or less). Wholesale services description:**

No services yet being offered.

**5d. If you have designated a third party to operate all or a portion of your network, please provide the name and contact information for this third party, indicate if this entity is a sub recipient, contractor, and/or subcontractor, and describe with specificity the portion of your network this this third party operates (600 words or less).**

OpenCape awarded a contract to CapeNet LLC to design, build, and operate the OpenCape network. CapeNet LLC is a joint venture of Telecom Global Inc. and CapeNet Partners, Inc. CapeNet LLC is a contractor. The primary contact for CapeNet LLC is Alan Davis 1900 West Park Drive, Suite 280, Westborough, MA 01581, 508-983-1475.

OpenCape has licensed CapeNet LLC to operate sixty percent (60%) of the total fiber optic strands (User Fibers) in both dark and lit services to fulfill the obligations of the grant award.

**6. Please provide the data according to the type of subscriber. Write "0" in the Total column and "N/A" in the Narrative column if your project does not pass or serve a particular subscriber type. Unless otherwise indicated in the instructions, figures should be reported cumulatively from award inception to the end of the most recent reporting quarter. Please provide a narrative description if the total is different from the target provided in your baseline plan (300 words or less).**

Subscriber Type	Access Type	Total	Narrative (describe your reasons for any variance from the baseline plan or any other relevant information)
Broadband Wholesalers or Last Mile Providers	Providers with signed agreements receiving new access	0	No signed agreements in place. OpenCape and its design, build and operate contractor are engaging last mile providers in order to develop potential last mile solutions. Several companies are interested in offering services.
	Providers with signed agreements receiving improved access	0	No signed agreements in place. OpenCape and its design, build and operate contractor are engaging last mile providers in order to develop potential last mile solutions. Several companies are interested in offering services.
	Providers with signed agreements receiving access to dark fiber	0	No signed agreements for dark fiber lease have been signed with wholesale or last mile providers. OpenCape and its design, build and operate contractor are conducting outreach to encourage wholesalers and last mile provider leases.
	Please identify the speed tiers that are available and the number of subscribers for each	0	No speed tiers are as yet available as no wholesale or last mile provider agreements are yet in place.
Community Anchor Institutions (including Government institutions)	Total subscribers served	0	No CAI subscribers are yet served. OpenCape is addressing anchor institutions in several ways, to include aggressive community outreach. OpenCape founded the SmarterCape Partnership on Cape Cod and held the second SmarterCape Summit on May 14 and 15, 2012 to bring together the community to discuss OpenCape as an underpinning infrastructure of economic development, but more so on how the community can shape its future using broadband. OpenCape staff meet frequently with town, school, library, and college leaders, as well as many other stake holders to discuss the build process, time-line, and implications.
	Subscribers receiving new access	0	No CAI subscribers are yet served. OpenCape is addressing anchor institutions in several ways, to include aggressive community outreach. OpenCape founded the SmarterCape Partnership on Cape Cod held the second SmarterCape Summit on May 14 and 15, 2012 to bring together the community to discuss OpenCape as an underpinning infrastructure of economic development, but more so on how the community can shape its future using broadband. OpenCape staff meet frequently with town, school, library, and college leaders, as well as many other stake holders to discuss the build process, time-line, and implications.
	Subscribers receiving improved access	0	No CAI subscribers are yet served. OpenCape is addressing anchor institutions in several ways, to include aggressive community outreach. OpenCape founded the SmarterCape Partnership on Cape Cod and held the second SmarterCape Summit on May 14 and 15, 2012 to bring together the community to discuss OpenCape as an underpinning infrastructure of economic development, but more so on how the community can shape its future using broadband. OpenCape staff meet frequently with town, school, library, and college leaders, as well as many other stake holders to discuss the build process, time-line, and implications.
	Please identify the speed tiers that are available and the number or subscribers for each	0	No service is yet available. Anticipate the full breadth of speeds from 10Mbps to 1000Mbps Ethernet, Wavelengths of Light, and Dark Fiber availability to CAIs.

Subscriber Type	Access Type	Total	Narrative (describe your reasons for any variance from the baseline plan or any other relevant information)
Residential / Households	Entities passed	0	N/A
	Total subscribers served	0	N/A
	Subscribers receiving new access	0	N/A
	Subscribers receiving improved access	0	N/A
	Please identify the speed tiers that are available and the number of subscribers for each	0	N/A
Businesses	Entities passed	0	N/A
	Total subscribers served	0	N/A
	Subscribers receiving new access	0	N/A
	Subscribers receiving improved access	0	N/A
	Please identify the speed tiers that are available and the number of subscribers for each	0	N/A

**7. Please describe any special offerings you may provide (600 words or less).**  
Discounts for non-profits and government entities.

**8a. Have your network management practices changed over the last quarter?**  Yes  No

**8b. If so, please describe the changes (300 words or less).**

**9. Community Anchor Institutions:**  
Using the table below, please provide a list by service area of the community anchor institutions (including Government institutions) connected to your network as a result of BTOP funds. Figures should be reported for the most recent reporting quarter only (NOT cumulatively). Also indicate whether your organization is currently providing broadband service to the anchor institution. Finally, provide a short narrative description with examples of how institutions are using BTOP-funded infrastructure (300 words or less).

Institution Name	Service Area (town or county)	Type of Anchor Institution (as defined in your baseline)	Are you also the broadband service provider for this institution? (Yes / No)	Narrative description of how anchor institutions are using BTOP-funded infrastructure
0	0	0	0	0

**Project Indicators (Next Quarter)**

**1. Please describe significant project accomplishments planned for completion during the next quarter (600 words or less).**  
OpenCape will complete 150 miles of fiber installation in Q4, 2012 for a total of approximately 330 miles complete by the end of the quarter.  
An additional 40 CAI lateral and interior construction will be completed in Q4 of 2012. No Last Mile Provider agreements are anticipated in Q4 of 2012.  
The Regional Collocation Center Data Center equipment will be installed and configured.  
An agreement will be concluded for access to an existing riverbed conduit in the Taunton River in Q4 of 2012.  
Tower rights will be obtained for all remaining towers hosting the microwave public safety backup system, a majority of permits will be received, and installation of microwave equipment will begin.

**2. Please provide the percent complete for the following key milestones in your project. Write "0" in the Planned Percent Complete column and "N/A" in the Narrative column if your project does not include this activity. If you provided additional milestones in your baseline plan, please insert them at the bottom of the table. Unless otherwise indicated in the instructions, figures should be reported cumulatively from**



**award inception to the end of the next reporting quarter. Please provide a narrative description if the percent complete is different from the target provided in your baseline plan (300 words or less).**

	Milestone	Planned Percent Complete	Narrative (describe reasons for any variance from baseline plan or any other relevant information)
2a.	<b>Overall Project</b>	84	OpenCape remains behind its original baseline for reasons described in Sections 2a and 3 above. However, OpenCape has adjusted and is on target for on time completion based on its revised construction schedule. OpenCape expects to complete the project on time by taking advantage of built in flexibility within its original plan and creating flexibility by compressing certain aspects of the project such as the installation of fiber within a more aggressive timeline. OpenCape anticipates expending in total over 90% of its funds by the end of this quarter, but anticipates the true project progress to be much higher based on an assessment of tasks and milestones that will be complete or near complete.
2b.	<b>Environmental Assessment</b>	100	Complete
2c.	<b>Network Design</b>	99	The design of the microwave, transport, and municipal RAN networks are complete and final fiber strand maps will be nearly completed.
2d.	<b>Rights of Way</b>	99	OpenCape expects to secure remaining underlying rights to the Taunton River crossing this quarter. Obtaining these rights has taken longer than anticipated. OpenCape anticipates obtaining licenses to all remaining necessary towers in this quarter. Obtaining access to municipal towers has proven much more difficult and time consuming than anticipated, largely due to Commonwealth of Massachusetts procurement laws.
2e.	<b>Construction Permits and Other Approvals</b>	99	Nearly all permits are in hand with the exception of permits associated with installation of antennas on towers. These final remaining permits are anticipated in Q4.
2f.	<b>Site Preparation</b>	9	N/A
2g.	<b>Equipment Procurement</b>	99	Nearly all equipment has been received.
2h.	<b>Network Build (all components - owned, leased, IRU, etc.)</b>	90	Network Build is greatly dependent on make ready completion and obtaining licenses and permits for microwave construction. It is therefore delayed when compared with baseline or PIP. OpenCape holds weekly conference calls with pole owners to expedite and coordinate on make ready. See section 3.
2i.	<b>Equipment Deployment</b>	75	Equipment is on hand to support construction and deployment timelines. As underlying rights to facilities are obtained the equipment will be deployed. It is antici
2j.	<b>Network Testing</b>	55	Network testing shall keep pace with the construction of segments of the network; however, a minor amount is accomplished upon delivery of fiber. pated that equipment deployment will maintain a pace supportive of fiber build, and as rights to regeneration sites and towers are obtained.
2k.	<b>Other (please specify):</b>	99	Additional contract work was required that has necessitated continued work through the fourth quarter.

**3. Please describe any challenges or issues anticipated during the next quarter that may impact planned progress against the project milestones listed above. In particular, please identify any areas or issues where technical assistance from the BTOP program may be useful (600 words or less).**

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**Infrastructure Budget Execution Details**

**Activity Based Expenditures (Infrastructure)**

1. Please provide details below on your total budget, cumulative actual expenditures (for the period ending the current quarter), and cumulative anticipated expenditures (for the period ending next quarter) for each line item, including detailed disbursements of both matching funds and federal funds from project inception through end of this quarter (actual) or next quarter (anticipated). Actual and anticipated figures should be reported cumulatively from award inception to the end of the applicable reporting quarter.

Budget for Entire Project				Actuals from Project Inception through End of Current Reporting Period			Anticipated Actuals from Project Inception through End of Next Reporting Period		
Cost Classification	Total Cost (plan)	Matching Funds (plan)	Federal Funds (plan)	Total Cost	Matching Funds	Federal Funds	Total Costs	Matching Funds	Federal Funds
a. Administrative and legal expenses	\$1,280,532	\$419,300	\$861,232	\$1,728,532	\$633,144	\$1,095,389	\$1,850,000	\$633,144	\$1,216,856
b. Land, structures, right-of-ways, appraisals, etc.	\$750,000	\$750,000	\$0	\$750,000	\$750,000	\$0	\$750,000	\$750,000	\$0
c. Relocation expenses and payments	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
d. Architectural and engineering fees	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
e. Other architectural and engineering fees	\$1,515,885	\$325,000	\$1,190,885	\$1,619,950	\$580,869	\$1,039,082	\$1,887,000	\$580,869	\$1,306,131
f. Project inspection fees	\$814,114	\$165,000	\$649,114	\$182,000	\$9,000	\$173,000	\$600,000	\$165,000	\$435,000
g. Site work	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
h. Demolition and removal	\$100,000	\$20,000	\$80,000	\$88,483	\$85,653	\$2,830	\$88,485	\$85,653	\$2,832
i. Construction	\$24,364,298	\$4,110,000	\$20,254,298	\$13,776,050	\$2,870,065	\$10,872,382	\$18,000,000	\$3,150,000	\$14,850,000
j. Equipment	\$11,336,564	\$2,300,000	\$9,036,564	\$8,355,565	\$716,057	\$7,639,508	\$10,500,000	\$1,500,000	\$9,000,000
k. Miscellaneous	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
<b>l. SUBTOTAL (add a through k)</b>	\$40,161,393	\$8,089,300	\$32,072,093	\$26,500,580	\$5,644,788	\$20,822,191	\$33,675,485	\$6,864,666	\$26,810,819
m. Contingencies									
<b>n. TOTALS (sum of l and m)</b>	\$40,161,393	\$8,089,300	\$32,072,093	\$26,500,580	\$5,644,788	\$20,822,191	\$33,675,485	\$6,864,666	\$26,810,819

2. Program Income: Please provide the program income you listed in your application budget and actuals to date through the end of the reporting period.

a. Application Budget Program Income: \$5,000,000	b. Program Income to Date: \$3,064,950
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