Certification Requirements for BTOP

U.S. Department of Commerce
Broadband Technology Opportunities Program

I certify that I am the duly authorized representative of the applicant organization, and that I have been authorized to submit the attached application on its behalf. A copy of the applicant organization's authorization for me to submit this application as its official representative is on file in the applicant's office, and I am identified as the applicant organization's Authorized Organization Representative (AOR) in the Central Contractor Registration database. By signing this certification, I certify that the statements contained in the application are true, complete, and accurate to the best of my knowledge, and that if an award is made, the applicant organization will comply with all applicable award terms and conditions.

8/7/2009
(Date)

Daniel J. Gallagher
(Authorized Representative's Signature)

Daniel J. Gallagher
Name:

President, OpenCape Corporation
Title:

OpenCape

ATTACHMENT E - PROJECT PLAN (KEY PHASES AND MILESTONES TO DEMONSTRATE DEGREE OF COMPLETION)

Use the following table to list the major network build-out phases and milestones that can demonstrate that your entire project will be substantially complete by the end of Year 2 and fully complete by the end of Year 3. This is to be done at the aggregate level (combining all proposed funded service areas.) Indicate how the milestones listed below will demonstrate these completion objectives. The applicant should consider such project areas as: a) network design; b) securing all relevant licenses and agreements; c) site preparation; d) equipment procurement; e) inside plant deployment; f) outside plant deployment; g) equipment deployment; h) network testing; i) network complete and operational. The applicant may provide any other milestones that it believes showcase progress. Project inception (Year 0) starts at the date when the applicant receives notice that the project has been approved for funding. In the table, provide any information (e.g., facts, analysis) to: a) demonstrate the reasonableness of these milestones; b) substantiate the ability to reach the milestone by the quarter indicated. On a separate sheet, describe the key challenges, if any, to a timely completion of the project, including any applicable mitigation plans.

OpenCape prepared a detailed list of phases and milestones. The online grant application system would not convert the pdf file in its entirety. Therefore, we are providing two of the items here and the full phases and milestone plan as Supplemental 3 within our submission. Please refer to Supplemental 3 for our full Attachment E submission.

ATTACHMENT E (CONTINUED) - BUILD-OUT TIMELINE

Complete the following schedule for each proposed funded service area (or, if a middle mile project, for each last mile service area) to indicate the planned build-out in terms of: 1) the requested infrastructure funds; and 2) the entities passed. Entities passed include households, businesses, and "strategic institutions" comprised of critical community facilities, community anchor institutions, and public safety entities. In addition, please complete a separate schedule that aggregates all projected broadband subscribers within the proposed funded service area (or if a middle mile project, for each last mile service area). For BIP only, please include this information for the non-funded service areas as well.

	Name: OpenCape Corporation													
	Year 0	YEAR 1				YEAR 2				YEAR 3				YEAR 4	YEAR 5
		Qtr. 1	Qtr. 2	Qtr. 3	Qtr. 4	Qtr. 1	Qtr. 2	Qtr. 3	Qtr. 4	Qtr. 1	Qtr. 2	Qtr. 3	Qtr. 4		
Infrastructure Funds															
Intrstructure Funds Advanced (estimate)		600,000	1,500,000	4,250,000	6,000,000	6,500,000	7,500,000	6,000,000	3,000,000	2,500,000	1,500,000	700,000	300,000		
Percentage of Total Funds		1.5%	3.7%	10.5%	14.9%	16.1%	18.6%	14.9%	7.4%	6.2%	3.7%	1.7%	0.7%		
Entities Passed & %															
Households			7387	7270	37276	120743	16257	48543	5040	47475	16510	14703			
Percentage of Total Households			2.3%	2.3%	11.6%	37.6%	5.1%	15.1%	1.6%	14.8%	5.1%	4.6%			
Business			811	361	3095	8158	4067	1693	165	1798	775	713			
Percentage of Total Businesses			3.7%	1.7%	14.3%	37.7%	18.8%	7.8%	0.8%	8.3%	3.6%	3.3%			
Strategic Institutions (Comm. Anchor, Public Safety, etc)			30	30	100	133	43	38	0	60	40	78			
Percentage of Total Institutions			5.4%	5.4%	18.1%	24.1%	7.8%	6.9%	0.0%	10.9%	7.2%	14.1%			

ATTACHMENT E - PROJECT PLAN (Key Challenges and Applicable Mitigation plans)

Threat/Risk	***OpenCape response***
Incumbent providers apply political pressure to prevent competition in the region	Proactively demonstrate that incumbents can themselves benefit from the investment; gain political support for the need of middle mile infrastructure in this underserved region.
Pole owners stalls on access to pole rights for fiber in passive-aggressive tactic to stall deployment citing perceived competition	Establish relationships with private partners that can gain access to rights of way and utility resources. Diversify path and technology to overcome a single obstacle; proactively negotiate and build regional, state, and federal political support for the effort.
Access to underground rights or canal crossing stall deployment	Develop redundant paths using available and planned canal crossings; continue working proactively with state agencies to raise awareness and incorporate need into plan; continue on development and deployment of wireless backbone; develop alternatives for underground installation; develop alternatives for crossing the canal.
Inability technically or cost-inadvisable to connect to Internet backbone	Support development of Boston/Providence connection project; continue ongoing awareness and interaction with UMass Dartmouth, MBTA, Northern Crossroads, NEREN, and OSHEAN; continue building relationships with other regional projects; expand outreach to all of southeastern and south coast political base
Lack of funds to complete network construction	Identify and partner on five key areas of potential funding and follow up aggressively in Foundation, Local/Regional, State, Federal, and Private capital options
Lack of funds/vision to leverage for regional good	Incorporate plans for funding local applications into operational goals; proactively partner with regional organizations to create ground-up vision investment; identify foundation or grant sources for specific collaborative applications, i.e. education; plan for fund and personnel to deliver message and mange relationships.
Lack of funds to maintain and sustain network operations	Carefully screen and select operator for ability and intent to execute on network sales; in partnership with operator develop an executable plan for sales and marketing; leverage existing relationships to build foundation client base; demonstrate return to community to establish relationship with key municipal clients; use asset in/credit out approach to connect municipal clients to 'ownership' of network.
Natural disaster "act of god" such as hurricane hits Cape Cod, causing damage and delays	Prepare recovery plans in the event of a natural disaster and in all planning build for survivability and/or quick recovery.

Addressable Market for the Open Cape Transport Network

The embedded worksheets of this document are submitted as Attachment H. Two market studies were conducted on behalf of OpenCape Corporation. These professional market studies provide a detailed view into the market share that OpenCape's partner, RCN may capture over time based on detailed study. The Reviewer should read worksheets from far right to left.

Value of Retail Market for 5-County Market of Interest

Total Retail Communications Market												
Communication Service	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021
	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10	Year 11	Year 12
Voice	$495,847,698	$489,587,548	$481,500,637	$473,446,761	$466,763,882	$460,712,052	$455,259,713	$450,377,237	$446,036,809	$442,212,320	$441,484,029	$443,839,356
Video	$227,127,760	$239,458,008	$252,398,331	$266,038,243	$280,415,585	$295,287,336	$299,270,370	$303,307,424	$307,399,238	$311,546,559	$315,750,146	$320,010,770
Data	$193,863,882	$214,283,393	$235,795,859	$253,181,393	$269,735,644	$284,664,371	$300,504,340	$317,315,304	$335,161,120	$350,802,914	$358,014,734	$365,489,307
Wireless	$416,724,161	$436,127,794	$456,434,906	$477,687,563	$499,929,793	$508,502,149	$511,710,746	$514,939,590	$518,188,807	$521,458,627	$524,748,878	$528,059,991
Total	$1,333,563,501	$1,379,456,743	$1,426,129,732	$1,470,353,961	$1,516,844,903	$1,549,166,907	$1,566,745,169	$1,585,939,555	$1,606,785,973	$1,626,020,320	$1,639,997,787	$1,657,399,424

Typical Portion of the Telecom Value Chain Committed to Transport as %of Retail Revenue

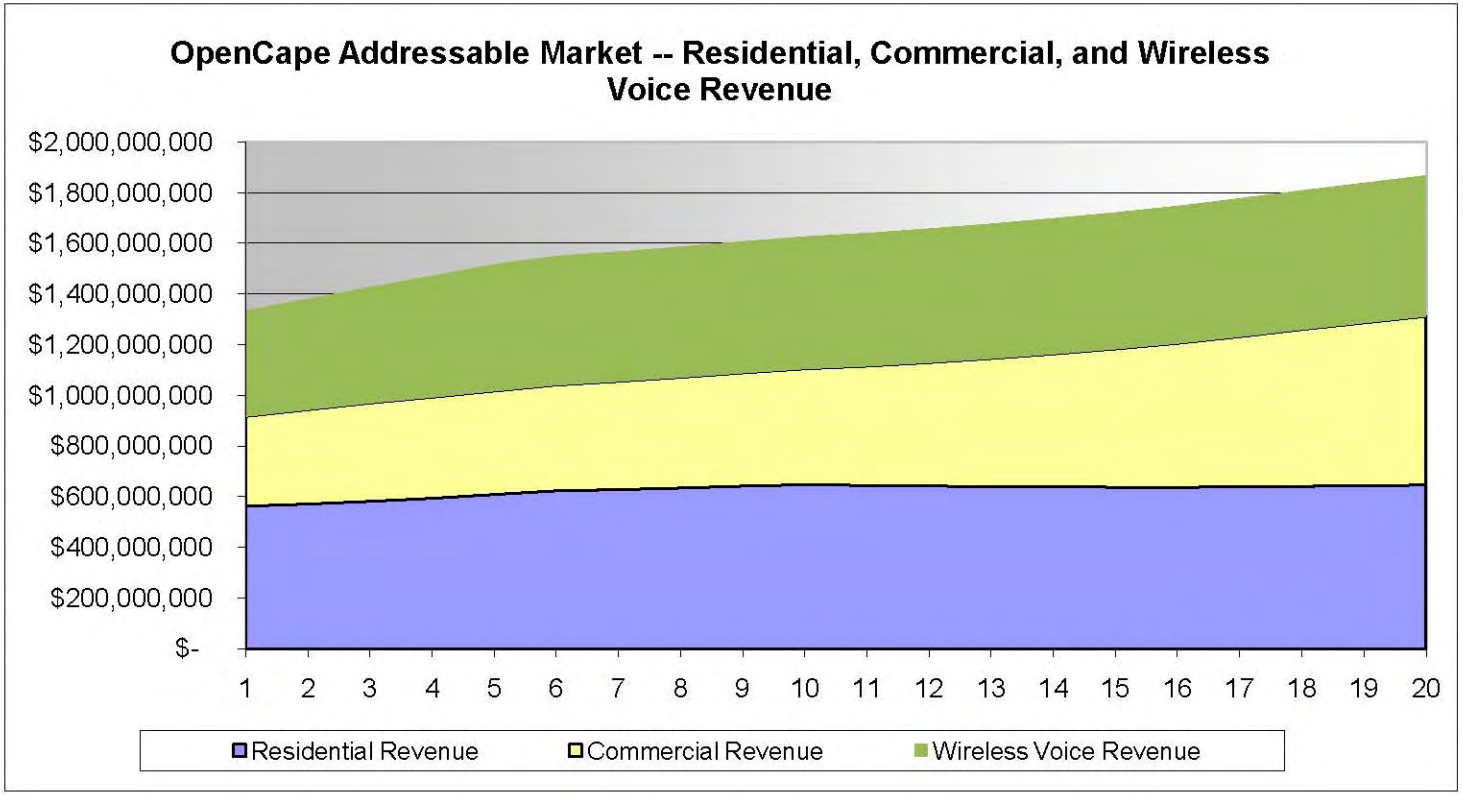
Communication Service	Transport cost as % of Retail Rev.
Voice	10%
Video	5%
Data	23%
Wireless	12%

Total Addressable Transport Market for the OpenCape Network

Transport Services	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10	Year 11	Year 12
Voice	$ 49,584,770	$ 48,958,755	$ 48,150,064	$ 47,344,676	$ 46,676,388	$ 46,071,205	$ 45,525,971	$ 45,037,724	$ 44,603,681	$ 44,221,232	$ 44,148,403	$ 44,383,936
Video	$ 11,356,388	$ 11,972,900	$ 12,619,917	$ 13,301,912	$ 14,020,779	$ 14,764,367	$ 14,963,519	$ 15,165,371	$ 15,369,962	$ 15,577,328	$ 15,787,507	$ 16,000,538
Data	$ 44,588,693	$ 49,285,180	$ 54,233,047	$ 58,231,720	$ 62,039,198	$ 65,472,805	$ 69,116,998	$ 72,982,520	$ 77,087,058	$ 80,684,670	$ 82,343,389	$ 84,062,541
Wireless	$ 50,006,899	$ 52,335,335	$ 54,772,189	$ 57,322,508	$ 59,991,575	$ 61,020,258	$ 61,405,290	$ 61,792,751	$ 62,182,657	$ 62,575,023	$ 62,969,865	$ 63,367,199
Total	$ 155,536,750	$ 162,552,171	$ 169,775,216	$ 176,200,816	$ 182,727,941	$ 187,328,635	$ 191,010,778	$ 194,978,365	$ 199,243,357	$ 203,058,253	$ 205,249,164	$ 207,814,214

Marginal or New transport business will be the high-potential addressable market for OpenCape

	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10	Year 11	Year 12
New (on the margin transport each year)	$ 7,015,421	$ 7,223,045	$ 6,425,600	$ 6,527,124	$ 4,600,694	$ 3,682,143	$ 3,967,588	$ 4,264,992	$ 3,814,896	$ 2,190,911	$ 2,565,049
Cumulative high-potential market	$ 7,015,421	$ 14,238,466	$ 20,664,066	$ 27,191,191	$ 31,791,885	$ 35,474,028	$ 39,441,615	$ 43,706,607	$ 47,521,503	$ 49,712,414	$ 52,277,464


OpenCape Addressable Market -- Residential, Commercial, and Wireless Voice Revenue
$2,000,000,000
$1,800,000,000
$1,600,000,000
$1,400,000,000
$1,200,000,000
$1,000,000,000
$800,000,000
$600,000,000
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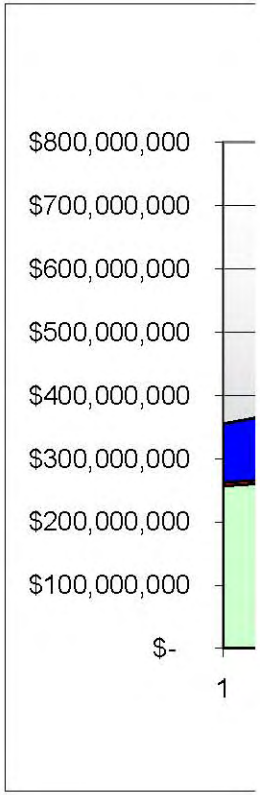
1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20
Residential Revenue
Commercial Revenue
Wireless Voice Revenue


$800,000,000
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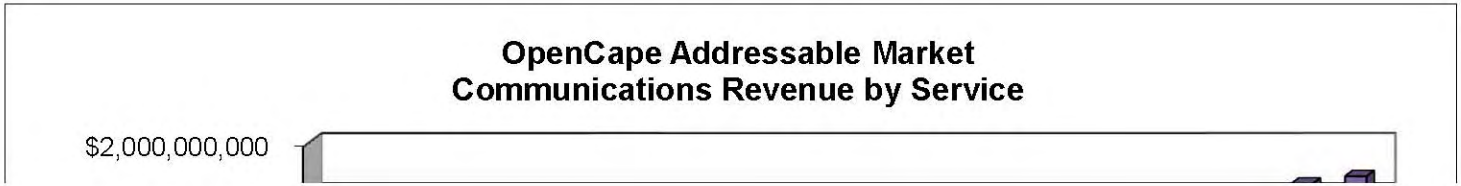
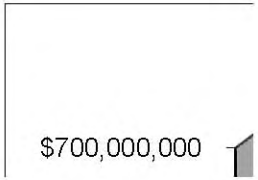

OpenCape Addressable Market
Communications Revenue by Service
$2,000,000,000


$700,000,000

Total Annual Revenue by Service	1 2010	2 2011	3 2012	4 2013	5 2014	6 2015	7 2016	8 2017	9 2018	10 2019
Voice Services										
Residential	239,087,150	226,574,168	214,746,239	202,294,671	192,396,524	182,390,939	172,965,431	164,049,427	155,614,154	147,632,529
Commercial	256,760,548	263,013,380	266,754,398	270,552,091	274,407,358	278,321,112	282,294,282	286,327,810	290,422,665	294,579,791
Annual Revenue - Voice	$495,847,698	$489,587,548	$481,500,637	$473,446,761	$466,763,882	$460,712,052	$455,259,713	$450,377,237	$446,036,809	$442,212,320
Video Services										
Residential	221,766,017	233,711,736	246,300,927	259,968,252	273,560,238	288,226,383	292,129,092	296,024,049	299,970,938	303,970,450
Commercial	5,361,743	5,746,272	6,097,404	6,469,992	6,865,347	7,001,954	7,141,278	7,283,376	7,428,300	7,576,109
Annual Revenue - Video	$227,127,760	$239,458,008	$252,398,331	$266,038,243	$280,415,585	$295,227,336	$299,270,370	$303,307,424	$307,399,238	$311,546,559
Data Services										
Residential	101,170,362	110,072,499	119,796,523	130,419,716	142,026,672	151,808,726	162,294,613	173,536,725	185,587,224	195,201,191
Commercial	92,693,520	104,210,896	115,999,336	122,761,677	127,708,973	132,855,644	138,209,727	143,779,579	149,573,896	155,601,724
Annual Revenue - Data	$193,863,882	$214,283,393	$235,795,859	$253,181,393	$269,735,644	$284,664,371	$300,504,340	$317,315,304	$335,161,120	$350,802,914
Wireless Services										
All wireless customers	416,724,161	436,127,794	456,434,906	477,687,963	499,929,793	508,502,149	511,710,746	514,939,590	518,188,807	521,458,527
Annual Revenue - Wireless Services	$416,724,161	$436,127,794	$456,434,906	$477,687,963	$499,929,793	$508,502,149	$511,710,746	$514,939,590	$518,188,807	$521,458,527
Gross Annual Addressable Market (including wireless)	$1,333,563,501	$1,379,456,743	$1,426,129,733	$1,470,353,361	$1,516,844,903	$1,549,105,907	$1,566,746,169	$1,585,939,555	$1,606,735,973	$1,626,020,320

Total Annual Revenue by Service	11 2020	12 2021	13 2022	14 2023	15 2024	16 2025	17 2026	18 2027	19 2028	20 2029
Voice Services										
Residential	139,715,789	132,236,258	125,167,930	118,488,642	112,175,968	109,502,267	109,144,300	109,206,666	109,567,048	109,928,619
Commercial	301,768,241	311,603,498	322,590,691	334,792,294	348,278,399	363,120,259	379,400,045	397,201,834	416,618,233	437,750,775
Annual Revenue - Voice	$441,484,029	$443,839,396	$447,758,621	$453,281,536	$460,454,367	$472,623,127	$488,544,344	$506,408,501	$526,185,281	$547,679,394
Video Services										
Residential	308,023,288	312,130,163	316,291,794	320,508,912	324,782,258	326,003,090	327,078,900	328,158,260	329,241,183	330,327,679
Commercial	7,726,858	7,880,607	8,037,415	8,197,344	8,360,456	8,526,811	8,761,545	9,026,143	9,298,733	9,579,555
Annual Revenue - Video	$315,750,146	$320,010,770	$324,329,209	$328,706,256	$333,142,712	$334,529,901	$335,840,445	$337,184,404	$338,539,916	$339,907,233
Data Services										
Residential	196,142,260	197,093,373	198,054,725	199,026,514	200,008,945	201,002,227	202,006,574	203,022,204	204,049,341	205,088,213
Commercial	161,872,473	168,396,934	175,182,290	182,242,136	189,586,494	197,226,830	205,175,071	213,443,627	217,380,456	219,554,260
Annual Revenue - Data	$358,014,734	$365,489,307	$373,237,015	$381,268,650	$389,595,439	$398,229,058	$407,181,645	$416,465,831	$421,429,797	$424,642,473
Wireless Services										
All wireless customers	524,748,878	528,059,991	531,391,997	534,745,027	538,119,215	541,514,693	544,931,597	548,370,060	551,830,221	555,312,214
Annual Revenue - Wireless Services	$524,748,878	$528,059,991	$531,391,997	$534,745,027	$538,119,215	$541,514,693	$544,931,597	$548,370,060	$551,830,221	$555,312,214
Gross Annual Addressable Market (including wireless)	$1,639,997,787	$1,657,399,424	$1,676,716,841	$1,698,001,469	$1,721,311,724	$1,746,896,773	$1,776,498,031	$1,808,428,796	$1,837,986,214	$1,867,541,314

Total Revenues by Segment	1 2010	2 2011	3 2012	4 2013	5 2014	6 2015	7 2016	8 2017	9 2018	10 2019
Residential										
Voice Services	239,087,150	226,574,168	214,746,239	202,294,671	192,396,524	182,390,939	172,965,431	164,049,427	155,614,154	147,632,529
Video Services	221,766,017	233,711,736	246,300,927	259,968,252	273,560,238	288,226,383	292,129,092	296,024,049	299,970,938	303,970,450
Data Services	101,170,362	110,072,499	119,796,523	130,419,716	142,026,672	151,808,726	162,294,613	173,536,725	185,587,224	195,201,191
Annual Revenue - Residential	$562,023,529	$570,358,402	$580,843,689	$592,682,638	$607,983,433	$622,425,048	$627,389,136	$633,609,201	$641,172,316	$645,804,170
Commercial										
Voice Services	256,760,548	263,013,380	266,754,398	270,552,091	274,407,358	278,321,112	282,294,282	286,327,810	290,422,665	294,579,791
Video Services	5,361,743	5,746,272	6,097,404	6,469,992	6,865,347	7,001,954	7,141,278	7,283,376	7,428,300	7,576,109
Data Services	92,693,520	104,210,896	115,999,336	122,761,677	127,708,973	132,855,644	138,209,727	143,779,579	149,573,896	155,601,724
Annual Revenue - Commercial	$354,815,812	$372,970,547	$388,851,137	$399,783,760	$408,981,678	$418,178,710	$427,645,287	$437,390,764	$447,424,851	$457,757,624
Gross Annual Addressable Market (including wireless)	$1,333,563,501	$1,379,456,743	$1,426,129,733	$1,470,353,361	$1,516,844,903	$1,549,105,907	$1,566,746,169	$1,585,939,555	$1,606,735,973	$1,626,020,320

Total Revenues by Segment	11 2020	12 2021	13 2022	14 2023	15 2024	16 2025	17 2026	18 2027	19 2028	20 2029
Residential										
Voice Services	139,715,789	132,236,258	125,167,930	118,488,642	112,175,968	109,502,267	109,144,300	109,206,666	109,567,048	109,928,619
Video Services	308,023,288	312,130,163	316,291,794	320,508,912	324,782,258	326,003,090	327,078,900	328,158,260	329,241,183	330,327,679
Data Services	196,142,260	197,093,373	198,054,725	199,026,514	200,008,945	201,002,227	202,006,574	203,022,204	204,049,341	205,088,213
Annual Revenue - Residential	$643,881,337	$641,459,394	$639,514,448	$638,024,068	$636,967,201	$636,507,585	$638,229,774	$640,387,131	$642,857,572	$645,344,510
Commercial										
Voice Services	301,768,241	311,603,498	322,590,691	334,792,294	348,278,399	363,120,259	379,400,045	397,201,834	416,618,233	437,750,775
Video Services	7,726,858	7,880,607	8,037,415	8,197,344	8,360,456	8,526,811	8,761,545	9,026,143	9,298,733	9,579,555
Data Services	161,872,473	168,396,934	175,182,290	182,242,136	189,586,494	197,226,830	205,175,071	213,443,627	217,380,456	219,554,260
Annual Revenue - Commercial	$471,367,572	$487,880,038	$505,810,396	$525,232,374	$546,225,308	$568,874,900	$593,336,661	$619,671,605	$643,298,021	$666,884,590
Gross Annual Addressable Market (including wireless)	$1,639,997,787	$1,657,399,424	$1,676,716,841	$1,698,001,469	$1,721,311,724	$1,746,896,773	$1,776,498,031	$1,808,428,796	$1,837,986,214	$1,867,541,314

Residential Segment	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20
	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029
Estimate of Population in 5-County OpenCape Region	873,397	876,279	879,171	882,072	884,983	887,904	890,834	893,773	896,723	899,682	902,651	905,630	908,618	911,617	914,625	917,643	920,672	923,710	926,758	929,816
Estimate of Households in 5-County OpenCape Region	385,010	386,281	387,556	388,835	390,118	391,405	392,697	393,993	395,293	396,597	397,906	399,219	400,537	401,858	403,185	404,515	405,850	407,189	408,533	409,881
VOICE SERVICES																				
Access Lines per Household	1.26	1.19	1.13	1.08	1.02	0.97	0.92	0.88	0.83	0.79	0.75	0.71	0.68	0.64	0.61	0.60	0.60	0.60	0.60	0.60
Monthly cost per residential phone service (provisioned with vertical services)	$ 24.48	$ 24.57	$ 24.67	$ 24.77	$ 24.87	$ 24.97	$ 25.07	$ 25.17	$ 25.27	$ 25.37	$ 25.37	$ 25.37	$ 25.37	$ 25.37	$ 25.37	$ 25.37	$ 25.37	$ 25.37	$ 25.37	$ 25.37
Long distance expenditure per month	$ 16.72	$ 16.39	$ 16.06	$ 15.74	$ 15.42	$ 15.11	$ 14.81	$ 14.52	$ 14.22	$ 13.94	$ 13.66	$ 13.39	$ 13.12	$ 12.86	$ 12.60	$ 12.35	$ 12.10	$ 12.00	$ 12.00	$ 12.00
Monthly revenue per Household - Voice Services	$ 51.75	$ 48.88	$ 46.18	$ 43.63	$ 41.23	$ 38.96	$ 36.83	$ 34.81	$ 32.91	$ 31.12	$ 29.36	$ 27.69	$ 26.13	$ 24.65	$ 23.26	$ 22.63	$ 22.48	$ 22.42	$ 22.42	$ 22.42
VIDEO SERVICES																				
Households using subscription video services	80%	81%	82%	82%	83%	84%	85%	86%	87%	87%	88%	89%	90%	91%	92%	92%	92%	92%	92%	92%
Average monthly expenditure per household	$ 60.00	$ 62.40	$ 64.90	$ 67.49	$ 70.19	$ 73.00	$ 73.00	$ 73.00	$ 73.00	$ 73.00	$ 73.00	$ 73.00	$ 73.00	$ 73.00	$ 73.00	$ 73.00	$ 73.00	$ 73.00	$ 73.00	$ 73.00
Revenue per Household - Video Services	$48	$50	$53	$56	$58	$61	$62	$63	$63	$64	$65	$65	$66	$66	$67	$67	$67	$67	$67	$67
DATA SERVICES																				
Monthly cost for basic high-speed data service (ADSL, Cable Modem)	$41	$42	$43	$44	$45	$45	$45	$45	$45	$45	$45	$45	$45	$45	$45	$45	$45	$45	$45	$45
Percentage of households using basic high-speed data services in OpenCape region (	47%	50%	54%	58%	62%	66%	71%	76%	81%	85%	85%	85%	85%	85%	85%	85%	85%	85%	85%	85%
Monthly cost for enhanced data services	$50	$51	$51	$52	$52	$52	$52	$52	$52	$52	$52	$52	$52	$52	$52	$52	$52	$52	$52	$52
Percentage of households using enhanced data svcs	5%	5%	5%	5%	5%	6%	6%	6%	6%	6%	6%	6%	6%	6%	7%	7%	7%	7%	7%	7%
Revenue per Household - Data Services	$22	$24	$26	$28	$30	$32	$34	$37	$39	$41	$41	$41	$41	$41	$41	$41	$41	$42	$42	$42
Total Monthly Revenue per Residential Household	$122	$123	$125	$127	$130	$133	$133	$134	$135	$136	$135	$134	$133	$132	$132	$131	$131	$131	$131	$131
Total Annual Revenue per Residential Household	$1,459.76	$1,476.54	$1,498.74	$1,526.49	$1,559.96	$1,591.92	$1,599.10	$1,609.55	$1,623.32	$1,632.11	$1,619.33	$1,607.88	$1,597.68	$1,588.66	$1,580.76	$1,574.40	$1,573.46	$1,573.59	$1,574.46	$1,575.35

All Commercial Segments	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20
	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029
VOICE SERVICES																				
Number of Access Lines per employee	0.6	0.5	0.5	0.5	0.5	0.5	0.5	0.5	0.5	0.5	0.5	0.4	0.4	0.4	0.4	0.4	0.4	0.4	0.4	0.4
Average cost per access line per month (incl. vertical services)	$49	$50	$51	$52	$53	$54	$55	$56	$57	$58	$57	$55	$53	$52	$50	$49	$47	$46	$44	$43
Long distance minutes of use per access line per month per line	545	578	613	649	688	730	773	820	869	921	976	1035	1097	1163	1233	1306	1385	1468	1556	1649
Cost per minute of use long distance service	$0.08	$0.08	$0.07	$0.07	$0.07	$0.06	$0.06	$0.06	$0.05	$0.05	$0.05	$0.05	$0.05	$0.05	$0.05	$0.05	$0.05	$0.05	$0.05	$0.05
Monthly Revenue per Employee - Voice Services	$71	$71	$71	$72	$72	$72	$72	$73	$73	$73	$74	$76	$78	$80	$83	$85	$88	$91	$95	$99
VIDEO SERVICES																				
Percentage of Businesses Using Video Services	25%	26%	26%	27%	27%	28%	28%	29%	29%	30%	30%	31%	32%	32%	33%	34%	34%	35%	36%	36%
Monthly Cable Rate	$69	$71	$73	$75	$77	$76	$76	$75	$74	$73	$73	$72	$71	$71	$70	$69	$69	$69	$69	$69
Average number of employees per Business	12	12	12	12	12	12	12	12	12	12	12	12	12	12	12	12	12	12	12	12
Monthly Revenue per Employee - Video Services	$ 1.48	$ 1.55	$ 1.63	$ 1.71	$ 1.80	$ 1.81	$ 1.83	$ 1.85	$ 1.87	$ 1.89	$ 1.91	$ 1.92	$ 1.94	$ 1.96	$ 1.98	$ 2.00	$ 2.04	$ 2.08	$ 2.12	$ 2.16
DATA SERVICES																				
Percentage of Businesses using High Speed Data Services	85%	91%	97%	99%	99%	99%	99%	99%	99%	99%	99%	99%	99%	99%	99%	99%	99%	99%	99%	99%
Monthly cost for data services per employee	$30	$31	$32	$33	$34	$35	$36	$37	$38	$39	$40	$42	$43	$44	$45	$47	$48	$50	$50	$50
Monthly Revenue per Employee - Data Services	$25	$28	$31	$32	$33	$34	$35	$37	$38	$39	$40	$41	$42	$44	$45	$46	$48	$49	$50	$50
Total Monthly Revenue per Employee	$98	$101	$104	$106	$107	$108	$110	$111	$113	$114	$116	$119	$122	$126	$129	$133	$138	$143	$146	$150
Total Annual Revenue per Employee	$1,171.32	$1,206.99	$1,245.92	$1,268.27	$1,284.60	$1,300.49	$1,316.76	$1,333.43	$1,350.52	$1,368.02	$1,394.75	$1,429.32	$1,467.18	$1,508.43	$1,553.19	$1,601.57	$1,653.90	$1,710.21	$1,757.84	$1,804.24

Wireless Segment	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20
	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029
Wireless Services																				
Wireless Subscriptions per Resident	0.80	0.84	0.87	0.90	0.94	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95
Monthly Wireless Revenue per Subscription	$49	$50	$50	$50	$50	$50	$50	$51	$51	$51	$51	$51	$51	$51	$52	$52	$52	$52	$52	$52
Monthly Revenue per Resident - Wireless Services	$40	$41	$43	$45	$47	$48	$48	$48	$48	$48	$48	$49	$49	$49	$49	$49	$49	$49	$50	$50
Total Annual Revenue per Resident – Wireless Services	$477.13	$497.70	$519.17	$541.55	$564.90	$572.70	$574.42	$576.14	$577.87	$579.60	$581.34	$583.09	$584.84	$586.59	$588.35	$590.11	$591.88	$593.66	$595.44	$597.23

Residential Access Lines								
	Barnstable County	Dukes County	Nantucket County	60% Fractional Portion of Plymouth County	Fractional Component of Bristol County	5-County Addressable Market	Massachusetts	USA
Population 2008	221,049	15,527	11,215	295,240	327,494	870,524	6,497,967	304,059,724
Households 2008	97,003	6,572	3,795	133,828	142,546	383,744	2,499,782	113,918,509
Median Household Income 2007	$ 59,365	$ 57,553	$ 66,782	$ 70,606	$ 54,635	$ 61,571	$ 62,383	$ 50,740
Economic Index (relative to US)	117.0%	113.4%	131.6%	139.2%	107.7%	121.3%	122.9%	100%
Economic Index (relative to MA avg)	95.2%	92.3%	107.1%	113.2%	87.6%	98.7%		
Estimate of Total Access Lines	119,625	8,146	6,828	190,029	163,109	488,606	3,695,288	163,170,000
Estimate of Residential Phone Penetration	95.0%	95.0%	95.0%	95.0%	95.0%	95.0%	90.0%	82.0%
Estimate of Second lines	25.7%	25.0%	29.0%	30.6%	23.7%	26.7%	27.0%	22.0%
Non-farm businesses	8,654	1,026	885	7,395	8,074	26,034	175,463	7,601,160
Non-farm employment	75,544	5,011	4,121	95,026	123,218	302,920	3,044,080	119,917,165

FCC trends in telephony August 2008			
	Total	Res	Bus
Local Telephony			
US Access Lines	163,170,000	96,766,337	66,403,663
Massachusetts Access Lines	3,695,288	2,318,405	1,376,883
AVG. Cost per Line/Mo.		$ 24.80	$ 48.80
TOLL Telephony			
$ of Toll per year (includes access)	################	$16,000,000,000	$ 48,000,000,000
Toll MOU annually (intra and inter)	################	108,600,000,000	434,400,000,000
AVG. Monthly MOU / line	277	94	545
Toll $ per year per line	$ 392	$ 165	$ 723
Toll $ per MOU	$ 0.118	$ 0.13	$ 0.080
Wireless Telephony			
US Wireless Subscribers	240,000,000		
Massachusetts Wireless Subscribers	5,289,432		
Average Monthly MOU	714		
Average Monthly $ per subscriber	$ 49.49		
High Speed Data			
US High Speed Data Services	100,921,000		
Massachusetts High-Speed Lines	2,660,501		
Average Monthly cost	$35.00		

Total National Employment			
2007 quarterly average non-farm civilian labor force			119,917,165
Commercial access lines per employee			0.5537

Trends in telephony tables 8.1 and 8.2			
US	ILEC	CLEC	Total
Residential	84,704,810	12,061,526	96,766,337
Commercial	49,747,270	16,656,394	66,403,663
Total	134,452,080	28,717,920	163,170,000

FCC ARMIS REPORT 43-01		
Massachusetts	Business	Residential
	37.3%	62.7%
3,695,288	1,376,883	2,318,405

Source information: National Statistics for High-Speed Data Access from FCC Trends in Telephony

Blue Ridge Estimates of Residential High-Speed Internet Service					
County	**Population**	**Total Housing Units**	**Total Households**	**Estimated Households w/ Cable Modem Service ACCESS**	**Estimated Households w/ DSL Service**
Barnstable County	221,049	155,555	97,003	27,403	18,268
Dukes County	15,527	16,260	6,572	1,856	1,238
Nantucket County	11,215	10,683	3,795	1,072	715
60% Fractional Portion of Plymouth County	295,240	115,570	133,828	37,805	25,204
60% Fractional Portion of Bristol County	327,494	135,020	142,546	40,268	26,845
5-County Market of Interest	870,524	433,087	383,744	108,404	72,270

US total High-Speed Data Circuits	100,921,647
US total High-Speed Data Circuits -- Residential	61,102,810
Percent of high-speed Data Circuits for Residential Service	60.5%
US total Household High-speed data Adoption	50.8%
Urban Adoption of high-speed	53.8%
Rural Adoption of high-speed	38.8%
Massachusetts High Speed Data Circuits	2,660,501
MA High-Speed Data Res Subs (using same factor for US split of residential vs. C&I)	1,610,795
MA Households	2,499,782
Estimated State-wide adoption of Broadband in Massachusetts	64.4%
Estimate adoption of Broadband for 5-county market of interest based upon economic index	47.1%
Source Trends in Telephony August 08, Section 2	

People QuickFacts	Barnstable County	Dukes County	Nantucket County	60% Fractional Portion of Plymouth County	60% Fractional Portion of Bristol County	5-County Addressable Market	Massachusetts	US
Population, 2008 estimate	221,049	15,527	11,215	295,240	327,494	870,524	6,497,967	304,059,724
Population, percent change, April 1, 2000 to July 1, 2008	-0.50%	3.60%	17.80%	4.10%	2.10%	2.3%	2.30%	8%
CAGR (calculated by Blue Ridge) OLD X (1+CAGR)^N = NEW						0.330%		
Population estimates base (April 1) 2000	222,232	14,987	9,520	283,693	320,807	851,239	6,349,113	281,424,602
Persons under 5 years old, percent, 2007	4.30%	5.10%	7.20%	6.20%	5.90%	5.6%	5.80%	7%
Persons under 18 years old, percent, 2007	17.90%	18.90%	20.70%	24.50%	22.90%	22.0%	22.20%	25%
Persons 65 years old and over, percent, 2007	23.60%	14.90%	10.40%	12.40%	13.60%	15.8%	13.30%	13%
Female persons, percent, 2007	52.70%	51.20%	49.00%	51.10%	51.80%	51.8%	51.50%	51%
White persons, percent, 2007 (a)	95.10%	92.10%	87.60%	89.10%	92.90%	92.13%	86.50%	80%
Black persons, percent, 2007 (a)	2.20%	2.70%	10.00%	8.20%	3.70%	4.86%	6.90%	13%
American Indian and Alaska Native persons, percent, 2007 (a)	0.60%	2.30%	Z	0.30%	0.40%	0.45%	0.30%	1%
Asian persons, percent, 2007 (a)	1.00%	0.90%	1.20%	1.30%	1.80%	1.40%	4.90%	4%
Native Hawaiian and Other Pacific Islander, percent, 2007 (a)	Z	0.10%	0.10%	0.10%	0.10%	0.07%	0.10%	0%
Persons reporting two or more races, percent, 2007	1.10%	1.90%	1.10%	1.20%	1.30%	1.22%	1.30%	2%
Persons of Hispanic or Latino origin, percent, 2007 (b)	1.70%	1.70%	5.30%	2.80%	4.80%	3.28%	8.20%	15%
White persons not Hispanic, percent, 2007	93.50%	90.70%	82.70%	86.90%	88.80%	89.36%	79.70%	66%
Living in same house in 1995 and 2000, pct 5 yrs old & over	57.60%	61.20%	54.30%	63.50%	62.40%	61.40%	58.50%	54%
Foreign born persons, percent, 2000	4.90%	6.30%	8.00%	6.30%	11.70%	7.99%	12.20%	11%
Language other than English spoken at home, pct age 5+, 2000	6.80%	8.20%	10.50%	10.10%	21.10%	13.36%	18.70%	18%
High school graduates, percent of persons age 25+, 2000	91.80%	90.40%	91.60%	87.60%	73.20%	83.36%	84.80%	80%
Bachelor's degree or higher, pct of persons age 25+, 2000	33.60%	38.40%	38.40%	27.80%	19.90%	26.64%	33.20%	24%
Persons with a disability, age 5+, 2000	42,178	2,528	1,783	47,371	59,813	153,673	1,084,746	49,746,248
Mean travel time to work (minutes), workers age 16+, 2000	24.1	16.5	9.5	32.3	25.6	27.1	27	26
Housing units, 2007	155,555	16,260	10,683	115,570	135,020	433,087	2,722,190	127,901,934
Homeownership rate, 2000	77.80%	71.30%	63.10%	75.60%	61.60%	71.6%	61.70%	66%
Housing units in multi-unit structures, percent, 2000	13.00%	6.30%	9.40%	22.90%	44.20%	25.0%	42.70%	26%
Median value of owner-occupied housing units, 2000	$178,800	$304,000	$577,500	$179,200	$151,500	$ 184,931	$185,700	$119,600
Households, 2008 Blue Ridge Estimate	97,003	6,572	3,795	133,828	142,546	383,744	2,499,782	113,918,509
Persons per household, 2000	2.28	2.3	2.37	2.74	2.54	2.54	2.51	2.59
Median household income, 2007	$59,365	$57,553	$66,782	$70,606	$54,635	$ 61,571	$62,383	$50,740
Per capita money income, 1999	$25,318	$26,472	$31,314	$24,789	$20,978	$ 23,604	$25,952	$21,587
Persons below poverty, percent, 2007	6.60%	6.80%	5.30%	6.50%	9.30%	7.6%	10.00%	13%

Business QuickFacts	Barnstable Cour	Dukes County	Nantucket Coun	Plymouth County	Bristol County	5-County Market	Massachusetts	USA
Private nonfarm establishments, 2006	8,654	1,026	885	7,395	8,074	26,034	175,463	7,601,160
Private nonfarm employment, 2006	75,544	5,011	4,121	95,026	123,218	302,920	3,044,080	119,917,165
Private nonfarm employment, percent change 2000-2006	4.70%	-0.10%	7.90%	7.20%	1.10%	4.0%	-1.40%	5%
Employment CAGR (Blue Ridge Calculation)						1.0%		
Nonemployer establishments, 2006	24,105	3,329	2,088	20,568	18,128	68,218	453,998	20,768,555
Total number of firms, 2002	31,064	4,229	2,679	25,428	23,555	86,955	563,539	22,974,655
Black-owned firms, percent, 2002	1.00%	F	F	2.30%	1.20%		2.30%	5%
American Indian and Alaska Native owned firms, percent, 2002	0.40%	F	F	S	S		0.40%	1%
Asian-owned firms, percent, 2002	1.10%	F	F	1.10%	1.60%		3.20%	5%
Native Hawaiian and Other Pacific Islander owned firms, percent, 2	F	F	F	F	F	S		0%
Hispanic-owned firms, percent, 2002	1.50%	F	F	0.90%	1.10%		2.80%	7%
Women-owned firms, percent, 2002	26.10%	34.30%	15.70%	28.20%	27.90%		28.70%	28%
Manufacturers shipments, 2002 ($1000)	$ 411,126	NA	NA	$ 2,134,108	$ 7,398,678	9,943,912	77,996,586	3,916,136,712
Wholesale trade sales, 2002 ($1000)	D	D	$ 29,274	$ 5,591,985	$ 14,394,030	20,015,289	127,129,789	4,634,755,112
Retail sales, 2002 ($1000)	$ 3,393,996	$ 288,858	$ 264,487	$ 5,536,746	$ 7,352,497	16,836,584	73,903,837	3,056,421,997
Retail sales per capita, 2002	$ 14,911	$ 18,736	$ 26,773	$ 11,425	$ 13,519	85,364	$11,525	$10,615
Accommodation and foodservices sales, 2002 ($1000)	$ 757,207	$ 87,295	$ 85,791	$ 651,742	$ 727,872	2,309,907	11,789,582	449,498,718
Building permits, 2007	$ 818	$ 186	$ 139	$ 1,322	$ 1,147	3,612	15,358	1,398,414
Federal spending, 2007 ($1000)	$ 2,180,424	$ 103,383	$ 50,346	$ 2,894,007	$ 4,178,888	9,407,048	61,027,983	2,536,629,405

Geography QuickFacts	Barnstable Cour	Dukes County	Nantucket Coun	Plymouth County	Bristol County		Massachusetts	USA
Land area, 2000 (square miles)	396	104	48	661	556	1,764	7,840	3,537,438
Persons per square mile, 2000	561	144	198	715	961.7	711	810	80
FIPS Code	1	7	19	23	5		25	
Metropolitan or Micropolitan Statistical Area	Barnstable Towr	None	None	Boston-Cambridge-C	Providence-New	Bedford-Fall River,		

The following major assumptions were used in developing the evaluation of the Addressable Market and the Financial Proforma Statements for the OpenCape Project:

1 In defining the addressable market for Open Cape, we assumed that telecommunications statistics published in the FCC Trends in Telephone Service Report, and the FCC ARMIS reports, which are published on a state-wide basis, can be factored down to the OpenCape footprint based upon population and remain valid. For example, Massachusetts has a population of 6.5 million people, and 5.3 million wireless subscribers. This yields a wireless service for every 1.23 persons. The OpenCape footprint has a total population of 870,000. We are forecasting the wireless subscribers in the addressable market of 707,000. This methodology was applied to all communications services. It is important to note that the population cited her is larger than is indicated as OpenCape's service area. Because OpenCape must build fiber to further connection points in Providence it will also have the opportunity to generate revenues in those areas over time.

2 In calculating the addressable market we assumed there is a correlation between household income and adoption rates for broadband and other communications services. The relative wealth of the OpenCape region is greater than the national average. The weighted-average median-household-income for the OpenCape region is $61,651 per year. The national average is $50,740. We believe this creates an economic index of 121.3% for the OpenCape region relative to the US, and using the same methodology, and economic index of 98.7% relative to the Commonwealth of Massachusetts. So, if the Massachusetts state-wide adoption of broadband is 64.4%, and rural adoption of broadband at the national level is 38.8%, we used the economic index of the OpenCape region to forecast the addressable-market adoption of broadband at 47.1%

3 OpenCape's business strategy is to address the "transport" portion of the telecommunications value chain, a so-called carriers' carrier strategy, and provide retail commercial services. In determining the addressable market, we used industry-wide statistics for calculating the size of the transport market. For example, the retail wireless market in the OpenCape region is approximately $400 Million annually, the industry-wide average cost of transport for wireless networks is about 12% of retail sales. This yielded an addressable market of $50 Million. However, we did not use $50 Million as the potential market as we believe that once a circuit is provisioned, it is difficult to capture that portion of the market. Rather, we calculated the size of the high-potential addressable market – the new transport business that is provisioned in support of organic growth – in the case of wireless about $2 Million in the first year. This same methodology was applied to all segments of the transport market. We calculated market share as a percentage of high-potential-market, only.

4 Market segment growth rates. We have modeled the addressable market using the following assumptions. Wireline telephony will continue to decline at a rate of 5% per year and will stabilize at 60% penetration (40% of homes will have supplanted wireleline telephony with wireless voice). Broadband adoption will slow to 7% annual growth rate until 95% penetration is achieved, at which point it will stabilize. Subscription video service is mature and static, however, prices will continue to increase at 4% annual growth rate for the planning horizon. Wireless voice growth rate in subscribership and Minute of Use (MOU) will slow to a 4% annual growth rate and stabilize at 98% market saturation.

5 The initial plan for OpenCape is to work through a private partner for the sales, marketing, provisioning of services, and customer care -- including billing. OpenCape used a disciplined RFI process to select the private partner. The market share, customer retention, and overall success of OpenCape in the marketplace is directly linked to the quality of the efforts of that partner. Public-private partnerships can present unique challenges. This plan assumes the operator will be a good operator and deliver on the vigilance of effort and quality of customer care that they committed to in the RFP process.

6 Market share estimates were determined from the experiences of others who launched similar networks, in similarly under-served markets. Market share for transport was calculated as a percent of the high-potential addressable market, as described in assumption 3. The market share capture for retail commercial services was calculated as a percent of total market as retail customers are motivated to change service provider for cost savings.

7 The precise category breakdown of the capital plant in service is not known at this time. The depreciation schedule we used for the financial proforma is based upon an average life of 12 years. The actual depreciation schedule by class of asset is as follows:

FORM CD-512
(REV 12-04)

CERTIFICATION REGARDING LOBBYING
LOWER TIER COVERED TRANSACTIONS

U.S. DEPARTMENT OF COMMERCE

Applicants should review the instructions for certification included in the regulations before completing this form. Signature on this form provides for compliance with certification requirements under 15 CFR Part 28, "New Restrictions on Lobbying."

LOBBYING As required by Section 1352, Title 31 of the U.S. Code, and implemented at 15 CFR Part 28, for persons entering into a grant, cooperative agreement or contract over $100,000 or a loan or loan guarantee over $150,000 as defined at 15 CFR Part 28, Sections 28.105 and 28.110, the applicant certifies that to the best of his or her knowledge and belief, that:

(1) No Federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress in connection with the awarding of any Federal contract, the making of any Federal grant, the making of any Federal loan, the entering into of any cooperative agreement, and the extension, continuation, renewal, amendment, or modification of any Federal contract, grant, loan, or cooperative agreement.

(2) If any funds other than Federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a member of Congress in connection with this Federal contract, grant, loan, or cooperative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions.

(3) The undersigned shall require that the language of this certification be included in the award documents for all subawards at all tiers (including subcontracts, subgrants, and contracts under grants, loans, and cooperative agreements) and that all subrecipients shall certify and disclose accordingly.

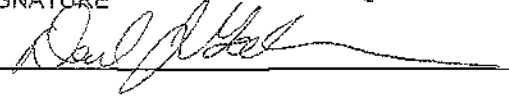
This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by section 1352, title 31, U.S. Code. Any person who fails to file the required certification shall be subject to a civil penalty of not less than $10,000 and not more than $100,000 for each such failure occurring on or before October 23, 1996, and of not less than $11,000 and not more than $110,000 for each such failure occurring after October 23, 1996.

Statement for Loan Guarantees and Loan Insurance The undersigned states, to the best of his or her knowledge and belief, that:

If any funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with this commitment providing for the United States to insure or guarantee a loan, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions.

Submission of this statement is a prerequisite for making or entering into this transaction imposed by section 1352, title 31, U.S. Code. Any person who fails to file the required statement shall be subject to a civil penalty of not less than $10,000 and not more than $100,000 for each such failure occurring on or before October 23, 1996, and of not less than $11,000 and not more than $110,000 for each such failure occurring after October 23, 1996.

As the duly authorized representative of the applicant, I hereby certify that the applicant will comply with the above applicable certification.

NAME OF APPLICANT	AWARD NUMBER AND/OR PROJECT NAME
Daniel Gallagher	Open Cape
PRINTED NAME AND TITLE OF AUTHORIZED REPRESENTATIVE	
Daniel Gallagher,	
SIGNATURE	DATE
	8/16/09

The following major assumptions were used in developing the evaluation of the Addressable Market and the Financial Proforma Statements for the OpenCape Project:

1 In defining the addressable market for Open Cape, we assumed that telecommunications statistics published in the FCC Trends in Telephone Service Report, and the FCC ARMIS reports, which are published on a state-wide basis, can be factored down to the OpenCape footprint based upon population and remain valid. For example, Massachusetts has a population of 6.5 million people, and 5.3 million wireless subscribers. This yields a wireless service for every 1.23 persons. The OpenCape footprint has a total population of 870,000. We are forecasting the wireless subscribers in the addressable market of 707,000. This methodology was applied to all communications services. It is important to note that the population cited her is larger than is indicated as OpenCape's service area. Because OpenCape must build fiber to further connection points in Providence it will also have the opportunity to generate revenues in those areas over time.

2 In calculating the addressable market we assumed there is a correlation between household income and adoption rates for broadband and other communications services. The relative wealth of the OpenCape region is greater than the national average. The weighted-average median-household-income for the OpenCape region is $61,651 per year. The national average is $50,740. We believe this creates an economic index of 121.3% for the OpenCape region relative to the US, and using the same methodology, and economic index of 98.7% relative to the Commonwealth of Massachusetts. So, if the Massachusetts state-wide adoption of broadband is 64.4%, and rural adoption of broadband at the national level is 38.8%, we used the economic index of the OpenCape region to forecast the addressable-market adoption of broadband at 47.1%

3 OpenCape's business strategy is to address the "transport" portion of the telecommunications value chain, a so-called carriers' carrier strategy, and provide retail commercial services. In determining the addressable market, we used industry-wide statistics for calculating the size of the transport market. For example, the retail wireless market in the OpenCape region is approximately $400 Million annually, the industry-wide average cost of transport for wireless networks is about 12% of retail sales. This yielded an addressable market of $50 Million. However, we did not use $50 Million as the potential market as we believe that once a circuit is provisioned, it is difficult to capture that portion of the market. Rather, we calculated the size of the high-potential addressable market -- the new transport business that is provisioned in support of organic growth -- in the case of wireless about $2 Million in the first year. This same methodology was applied to all segments of the transport market. We calculated market share as a percentage of high-potential-market, only.

4 Market segment growth rates. We have modeled the addressable market using the following assumptions. Wireline telephony will continue to decline at a rate of 5% per year and will stabilize at 60% penetration (40% of homes will have supplanted wireleline telephony with wireless voice). Broadband adoption will slow to 7% annual growth rate until 95% penetration is achieved, at which point it will stabilize. Subscription video service is mature and static, however, prices will continue to increase at 4% annual growth rate for the planning horizon. Wireless voice growth rate in subscribership and Minute of Use (MOU) will slow to a 4% annual growth rate and stabilize at 98% market saturation.

5 The initial plan for OpenCape is to work through a private partner for the sales, marketing, provisioning of services, and customer care -- including billing. OpenCape used a disciplined RFI process to select the private partner. The market share, customer retention, and overall success of OpenCape in the marketplace is directly linked to the quality of the efforts of that partner. Public-private partnerships can present unique challenges. This plan assumes the operator will be a good operator and deliver on the vigilance of effort and quality of customer care that they committed to in the RFP process.

6 Market share estimates were determined from the experiences of others who launched similar networks, in similarly under-served markets. Market share for transport was calculated as a percent of the high-potential addressable market, as described in assumption 3. The market share capture for retail commercial services was calculated as a percent of total market as retail customers are motivated to change service provider for cost savings.

Year	1	2	3	4	5	6	7	8	9	10	11	12
	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021
Market share												
Commercial Retail	0.0%	0.1%	0.4%	1.0%	2.0%	4.0%	6.0%	8.0%	10.0%	11.0%	12.0%	13%
Commercial Transport	0.0%	0.5%	1.0%	3.0%	5.0%	7.0%	9.0%	10.0%	11.0%	12.0%	13.0%	14%

7 The precise category breakdown of the capital plant in service is not known at this time. The depreciation schedule we used for the financial proforma is based upon an average life of 12 years. The actual depreciation schedule by class of asset is as follows:

Depreciation Schedules	Months	Years
Aerial Fiber	180	15
Underground Fiber	240	20
Electronics	84	7
Shelters and Generators	120	10

8 It is important to note that OpenCape, with the assistance of Robert Picchi, Certified Management Consultant of the Blue Ridge Advisory Services Group, developed twelve year projections within a very detailed financial analysis. This analysis reveals a very favorable outlook for OpenCape. We would like to have provided this analysis in the first round, but were constrained by the requirements for grant submissions to only 5 years of projections. We look forward to providing our complete analysis.

OpenCape Supplement 2
Table of Contents

August 12, 2009

Daniel Gallagher
President and Chairman
OpenCape Corporation
P.O. Box 762
West Barnstable, MA 02668-1599

Dear Mr. Gallagher:

Thank you for submitting a written request to the Massachusetts Broadband Institute ("MBI") to provide $5,000,000 in matching funds from the Massachusetts Broadband Incentive Fund ("Fund") for the OpenCape Corporation's application to the National Telecommunications Information Administration's Broadband Technology Opportunities Program ("BTOP"). It is our understanding from your presentations to the MBI Board of Directors that the OpenCape Corporation ("OpenCape") is seeking $32 million in grant funds through BTOP to support the development of a next-generation middle-mile infrastructure to support the needs of Cape Cod and southeastern Massachusetts.

The MBI Board of Directors voted on August 12, 2009, to reserve $5,000,000 from the Fund for a cash match for the OpenCape's BTOP application. By reserving $5,000,000, the MBI Board of Directors has indicated its support for the conceptual framework and objectives that OpenCape seeks to advance through its BTOP Application. This action is consistent with the long-term capital plan previously approved by the MBI Board of Directors.

The MBI Board of Directors has made the reservation of funds subject to satisfaction of the following conditions: (1) OpenCape must receive a BTOP grant award from the National Telecommunications and Information Administration; (2) each dollar of matching funds provided by the MBI must leverage four dollars in federal funds awarded to OpenCape; (3) any subsequent commitment of matching funds to OpenCape shall be subject to the review and approval by the MBI Board of Directors of a detailed proposal to be submitted by OpenCape; and (4) the use and expenditure of matching funds by OpenCape must comply with all legal requirements and conditions applicable to the expenditure of state bond proceeds deposited in the Fund. Upon satisfaction of these conditions, the MBI stands ready to request that the Executive Office for Administration and Finance execute a binding written commitment to the MBI to deposit monies in the Fund in an amount sufficient to provide the match to OpenCape.

We look forward to seeing OpenCape pursue its plan and objectives in a manner that is consistent with, and supportive of, the broader goals of the Commonwealth of Massachusetts to provide ubiquitous broadband to its citizens, a robust

telecommunications infrastructure to support economic development, and low cost, high-speed Internet service to anchor institutions.

Sincerely,

Sharon Eisner Gillett
Director, Massachusetts Broadband Institute

cc: C. Stanley McGee, Assistant Secretary for Policy and Planning, Massachusetts Executive Office of Housing and Economic Development
Mitchell Adams, Executive Director, Massachusetts Technology Collaborative

August 13, 2009

Dan Gallagher
Open Cape Corporation
PO Box 762
West Barnstable, MA 02668-1599

Dear Dan:

Thank you for selecting RCN Metro Optical Networks as your OpenCape Partner to provide and operate a fiber optic cable backbone to Cape Cod and the Islands. We appreciate you selecting us and having this opportunity to serve OpenCape.

Subject to successful BTOP funding and the negotiation of the necessary mutually agreeable contract agreement, RCN Metro will build and operate a fiber optic cable network on Cape Cod and the Islands with connections to the Brockton, MA Verizon Central Office and RCN Metro's Central Office in Providence, RI.

RCN Metro will contribute $2,000,000 plus in-kind services to OpenCape towards the matching funds required by BTOP.

Sincerely,

Felipe Alvarez
President
RCN Metro Optical Networks

PARTNERSHIP AGREEMENT
BETWEEN
BARNSTABLE COUNTY AND OPENCAPE CORPORATION

This agreement by and between Barnstable County, a political subdivision of the Commonwealth of Massachusetts, having its principal place of business at Superior Court House, Route 6A, Barnstable, Massachusetts, and OpenCape Corporation, a not-for-profit enterprise having its principal place of business at P.O. Box 762 West Barnstable, MA 02668.

WITNESSETH

WHEREAS, Barnstable County wishes to assist in the development of a regional collocation and data center as part of the OpenCape high speed data network, and,

WHEREAS, OpenCape Corporation wishes to partner with Barnstable County in its endeavor to develop such a collocation and data center.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, Barnstable County and OpenCape Corporation do hereby agree as follows.

1. MUTUAL TASKS. Barnstable County and OpenCape Corporation agree to work to create a regional collocation and data center as part of a broader regional telecommunications system proposed by the OpenCape Corporation for the purposes of delivering aggregation and other services to both commercial and public entities, and creating the technical capacity for the delivery of regional umbrella service models and other collaborative activities by government entities of the region. Both parties agree that no financial commitment beyond specific grant funding provided for the purposes of the "OpenCape" project is required or assumed under this Agreement.

2. COUNTY TASKS. Barnstable County agrees to provide the ground floor and one half of the first floor of the County Public safety building for a period of twenty-five (25) years at the Barnstable County Complex within the Public Safety building for the purpose of constructing and operating a regional collocation and data center, and associated technical, equipment, security, fiber termination, and administrative space.

3. OPENCAPE Corporation OpenCape Corporation agrees to renovate the Public Safety building to provide space for both OpenCape needs and the needs of Barnstable County. Any costs of whatever nature, including those costs which are necessary to make the leased premises in a condition satisfactory for the uses proposed by Open Cape Corporation shall be the sole responsibility of Open Cape Corporation. Barnstable County shall not pay any part or portion of any costs relating to the renovation of the building.

4. INSURANCE. Open Cape Corporation shall maintain insurance on the leased premises in amounts set forth as follows: the Lessee agrees to maintain comprehensive general liability coverage in companies qualified to do business in the Commonwealth of Massachusetts in amounts not less than one million dollars with respect to injury to any one person and not less than one million with respect to property damage. The policy shall include the interest of Barnstable County as an additional insured and a certificate of insurance with thirty (30) days notice of any material change shall be provided to Barnstable County.

5. INDEMNIFICATION. Open Cape Corporation agrees to assume all liability of any nature arising from the use of the premises and covenants to indemnify Barnstable County from any and all claims, of whatever nature, and any and all damages, of whatever nature, including the cost of defense of such claims by Barnstable County.

6. ASSIGNMENT. The OpenCape Corporation may further license and lease space within that portion of the building identified as the collocation and data center to its assigns for the purpose of equiping, operating, maintaining, securing, and administering the collocation and data center.

7. ENTIRE AGREEMENT The Parties agree that no amendment or modification of this Agreement shall be valid or binding unless in writing and executed by both Parties. No provision of this Agreement shall be altered, waived, amended or extended except in writing by both Parties. The paragraph headings contained herein are for convenience only and shall in no way enlarge or limit the scope or meaning of the provision of this Agreement.

Executed this 12 day of August, 2009.

Barnstable County

By: Chairman

Open Cape Corporation

By: President

Congress of the United States

Washington, DC 20510

August 19, 2009

Mr. Daniel Gallagher
OpenCape Corporation
P.O. Box762
West Barnstable, Massachusetts 02668

Dear Mr. Gallagher,

We are pleased to endorse and support the efforts of OpenCape Corporation as it seeks funding under the Broadband Technology Opportunity Program (BTOP) to bring a next-generation broadband infrastructure to Cape Cod, the Islands, and Southeastern Massachusetts. This critical infrastructure is essential to the economic prosperity of this underserved region, and it will aid municipalities and school districts in finding better and more efficient ways to provide services to the citizens of the region.

The Southeast Massachusetts region lacks the robust telecommunications infrastructure needed to fully participate in the 21st Century economy. In addition, this region is vulnerable to a hurricane and must have redundant and reliable telecommunications systems that can prevent loss of economic assets in a hurricane and aid in rapid recovery after a hurricane has occurred.

The inclusion of $7.2 billion for broadband in the American Recovery and Reinvestment Act of 2009 was intended to address the needs of regions such as Southeastern Massachusetts. Over the past three years, the region has coalesced around the OpenCape concept and invested its resources to analyze the issues surrounding broadband opportunity, capacity, and affordability in the region.

It has been our pleasure to work with OpenCape to address this need and we offer our support in your effort to obtain funding for this vital, innovative, and well prepared project.

Please don't hesitate to contact Nick Christiansen of Senator Kerry's office at 202-224-2742, John Dutton of Senator Kennedy's office at 202-224-4543, or Pilar Falo of Barney Frank's office at 202-225-5931 if you have any questions.

Sincerely,

John F. Kerry
U.S. Senator

Edward M. Kennedy
U.S. Senator

Barney Frank
U.S. Representative

BILL DELAHUNT
TENTH DISTRICT, MASSACHUSETTS

2454 RAYBURN HOUSE OFFICE BUILDING
WASHINGTON, DC 20515
(202) 225-3111
www.house.gov/delahunt

SOUTH SHORE
1-800-794-9911

1250 HANCOCK STREET
SUITE 802 N
QUINCY, MA 02169

CAPE COD & ISLANDS
1-800-870-2626

146 MAIN STREET
HYANNIS, MA 02601

Congress of the United States
House of Representatives
Washington, DC 20515–2110

COMMITTEE ON FOREIGN AFFAIRS
SUBCOMMITTEES ON:
INTERNATIONAL ORGANIZATIONS, HUMAN RIGHTS AND OVERSIGHT
CHAIRMAN
EUROPE
VICE CHAIRMAN

COMMITTEE ON THE JUDICIARY
SUBCOMMITTEES ON:
THE CONSTITUTION, CIVIL RIGHTS, AND CIVIL LIBERTIES
IMMIGRATION, CITIZENSHIP, REFUGEES, BORDER SECURITY, AND INTERNATIONAL LAW
COMMERCIAL AND ADMINISTRATIVE LAW
VICE CHAIRMAN

CO-CHAIR:
CONGRESSIONAL COAST GUARD CAUCUS
OLDER AMERICANS CAUCUS

August 12, 2009

Dr. Bernadette McGuire-Rivera
Associate Administrator
National Telecommunications and Information Administration
Herbert C. Hoover Building (HCHB)
U.S. Department of Commerce / NTIA
1401 Constitution Avenue, N.W.
Washington, D.C. 20230

Dear Dr. McGuire-Rivera:

I am writing to lend my full support for the Broadband Technology Opportunity Program (BTOP) grant application of OpenCape Corporation. OpenCape seeks funding to bring a next-generation broadband infrastructure to Southeastern Massachusetts including the islands of Nantucket and Martha's Vineyard. This critical infrastructure is essential to the economic prosperity of this underserved region, and it will aid municipalities and school districts in finding better and more efficient ways to provide services to the citizens of the region.

The Southeast Massachusetts region lacks the robust telecommunications infrastructure needed to fully participate in the 21st Century economy. Also, as coastal communities, our region is vulnerable to hurricanes and other severe ocean storms. Having redundant and reliable telecommunications systems that can prevent loss of economic assets and aid in rapid recovery after such occurrences is vital to the safety and wellbeing of the region.

These communities have worked in a collaborative effort around the OpenCape concept and have invested their resources over the past three years to analyze broadband opportunity, capacity, and affordability in the region. This grant application supports a vital, innovative, and extremely well prepared project.

Thank you for giving this application your full consideration. Please don't hesitate to contact Chris Adams on my staff at 508-771-0666 if you have any questions.

Sincerely,

Bill Delahunt

Bill Delahunt

The Commonwealth of Massachusetts

House of Representatives

State House, Boston 02133-1054

July 30, 2009

Daniel Gallagher, President
OpenCape Corporation
P.O. Box762
West Barnstable, MA 02668

Dear Mr. Gallagher,

We are writing in support of OpenCape Corporation as it seeks funding under the Broadband Technology Opportunity Program (BTOP) to bring a next-generation broadband infrastructure to Cape Cod, the Islands, and Southeastern Massachusetts. This critical infrastructure is essential to the economic prosperity of this underserved region.

The Southeast Massachusetts region lacks the robust telecommunications infrastructure needed to fully participate in the 21st Century economy. In addition, this region is vulnerable to a hurricane and must have redundant and reliable telecommunications systems that can prevent loss of economic assets in a hurricane, and aid in rapid recovery after a hurricane has occurred.

The delegation was highly supportive of the Broadband Bill of 2008 that was introduced by Governor Deval Patrick to address the needs of unserved and underserved regions in Massachusetts through the creation of the Massachusetts Broadband Institute (MBI) and the creation of the $40 million Incentive Fund. We support fully the use of those funds for the purposes of obtaining federal grant dollars available in the American Recovery and Reinvestment Act of 2009.

Please use this letter of support in your efforts to obtain funding for this vital, innovative, and extremely well prepared project.

Sincerely,

SARAH K. PEAKE
State Representative
4th Barnstable District

MATTHEW C. PATRICK
State Representative
3rd Barnstable District

CLEON H. TURNER
State Representative
1st Barnstable District

JEFFREY DAVIS PERRY
State Representative
5th Barnstable District

PATRICIA A. HADDAD
State Representative
5th Bristol District

TIMOTHY MADDEN
State Representative
Barnstable, Dukes & Nantucket

DEMETRIUS J. ATSALIS
State Representative
2nd Barnstable District

ROBERT A. O'LEARY
State Senator
Cape & Islands

SUSAN WILLIAMS GIFFORD
State Representative
2nd Plymouth

NSTAR ELECTRIC GAS

One NSTAR Way
Westwood, Massachusetts 02090

August 10, 2009

Mr. Daniel Gallagher
OpenCape Corporation
Post Office Box 762
West Barnstable, MA

Dear Dan:

On behalf of the NSTAR team I would like to thank you for the informative and productive discussion we had today among NSTAR, OpenCape, and RCN Metro regarding areas of common interest. At this meeting you provided additional information since our first meeting in April and subsequent correspondence in June and July.

The OpenCape project and NSTAR's objectives in potential smart grid applications appear to be focused on the same geographic and demographic areas in Southeastern Massachusetts, which deserves further examination and analysis for potential collaboration. In particular, the OpenCape NTIA Broadband Technology Opportunity Program $40 million grant application and NSTAR's Department of Energy smart grid grant request may complement each other to some degree and thereby potentially produce a greater impact of federal stimulus funds through our coordinated action in the region.

OpenCape clearly is an innovative approach to creating high capacity fiber optic capabilities that will serve economic development and public safety.

NSTAR staff will examine further the information you provided today and will respond in the near term regarding further action we might take together.

Sincerely,

Amin R. Jessa
Director, Distribution Engineering

BARNSTABLE COUNTY
REGIONAL EMERGENCY PLANNING COMMITTEE
SUPERIOR COURT HOUSE
POST OFFICE BOX 427
BARNSTABLE, MA 02630

Phone: (508) 375-6618
FAX: (508) 362-2603
Email: bcrepc@barnstablecounty.org

July 20, 2009

Mr. Daniel Gallagher, President
OpenCape Corporation
P. O. Box 762
West Barnstable, MA 02668

RE: Support for OpenCape Corporation's Cape Cod Broad Band Initiative

Dear Mr. Gallagher:

On behalf of the Barnstable County Regional Emergency Planning Committee (BCREPC) I am very pleased to fully endorse and support the efforts of OpenCape Corporation as it seeks funding under the Broadband Technology Opportunity Program (BTOP) to bring a next-generation broadband infrastructure to Cape Cod. Your efforts are consistent with, and supportive of, the efforts of BCREPC to build public safety telecommunications capacity throughout Cape Cod and the Southeastern Massachusetts region by building a reliable and redundant backbone communications system.

Our organization requires greater mobile communication capacity, redundant connections, a regional public safety wide area network, and connectivity to statewide public safety resources. We are deficient in all of these areas and particularly exposed due to the region's vulnerability to a hurricane and our limited geographic accessibility.

BCREPC is a multidiscipline committee from public safety and support agencies that assists the communities in the region with "All Hazard" emergency planning. Our committee would see expanded broadband infrastructure assist and expand public safety in many different ways. Potential projects would include a wireless network for police for further utilization the Criminal Justice Information System (CJIS), redundancy for the 800 MHz public safety radio system, wireless internet capabilities for EMS and Fire Department response, wireless internet capabilities at the regional emergency shelters and for support of Intelligent Transportation Solutions (ITS) as a part of the Cape Cod Traffic Plan. These and other projects using this technology would greatly enhance our service to the public.

The extensive communication you have had with our organization and others in the public safety arena has enabled all of us to focus more clearly to develop collaborative solutions to our regional challenges. OpenCape stands as the fundamental backbone of all of our other initiatives in this area. We look forward to working with you to implement these essential solutions in our region.

Should you have any questions or need any additional information, please feel free to contact me at (508) 375-6618.

Sincerely

Chief George Baker
Mashpee Fire Department
Chair

CAPE COD REGIONAL LAW ENFORCEMENT COUNCIL, INC.
685 Route 134, South Dennis, MA 02660
Telephone (508) 760-6262, Fax (508) 760-2210 Chief Michael J. Whalen, Secretary /Treasurer

July 1, 2009

OpenCape Corporation
Attn: Dan Gallagher
P.O. Box762
West Barnstable, MA

Dear Dan,

On behalf of the Cape Cod Regional Law Enforcement Council I am very pleased to fully endorse and support the efforts of OpenCape Corporation as it seeks funding under the Broadband Technology Opportunity Program (BTOP) to bring a next-generation broadband infrastructure to Cape Cod. Your efforts are consistent with, and supportive of, the efforts of all Cape Cod and the Islands Police Departments to build public safety telecommunications capacity throughout Cape Cod and the Southeastern Massachusetts Region 5 by building a reliable and redundant backbone communications system.

The members of the Cape Cod Regional Law Enforcement Council require greater mobile communication capacity, redundant connections, a regional public safety wide area network, and connectivity to statewide public safety resources. We are deficient in all of these areas and particularly exposed due to the region's constant vulnerability to high wind storms and the real possibility for hurricanes.

The Cape is part of Homeland Security Region 5. We need access to Building a statewide network that would allow public safety to communicate its needs with off Cape Police and Fire Departments. Dependable access and rapid response from CJIS provides for the safety of nearly 500 Cape Cod Police Officers and the people we serve. The heavy use of our 800Mhz system, particularly during an emergency supports the need for 800Mhz trunk redundancy. A mobile network for Harbor Video Monitoring, and video monitoring of our more troublesome street intersections would be a tremendous assistance to all police departments in this difficult economic time. Police Officers would spend less time observing certain intersections and devote more time to community policing.

The extensive communication you have had with our organization and our partners in the public safety arena has enabled all of us to focus more clearly to develop collaborative solutions to our regional challenges. OpenCape stands as the fundamental backbone of all of our other initiatives in this area. We look forward to working with you to implement these essential solutions in our region.

Sincerely,

Chief Michael J. Almonte
President CCRLEC

Barnstable County Fire Chiefs' Association, Inc.
95 High School Road, Ext.
Hyannis, MA 02601
(508) 775-1300

OpenCape Corporation
Attn: Dan Gallagher
P.O. Box762
West Barnstable, MA

July 22, 2009

Dear Dan,

On behalf of the Barnstable County Fire Chiefs' Association I am very pleased to fully endorse and support the efforts of OpenCape Corporation as it seeks funding under the Broadband Technology Opportunity Program (BTOP) to bring a next-generation broadband infrastructure to Cape Cod. Your efforts are consistent with, and supportive of, the efforts of the Barnstable County Fire Chiefs' Association to build public safety telecommunications capacity throughout Cape Cod and the Southeastern Massachusetts region by building a reliable and redundant backbone communications system.

Our organization requires greater mobile communication capacity, redundant connections, a regional public safety wide area network, and connectivity to statewide public safety resources. We are deficient in all of these areas and particularly exposed due to the region's vulnerability to a hurricane.

The Cape's Fire Departments need a statewide network that would allow us to communicate with off Cape departments. The Barnstable County Fire Chiefs' Association needs a mobile network for its GPS for vehicles, so that we know where vehicle are in an emergency. Also, the heavy use of our 800 MHz system, particularly during an emergency supports the need for an 800 MHz trunk system.

The extensive communication you have had with our organization and others in the public safety arena has enabled all of us to focus more clearly to develop collaborative solutions to our regional challenges. OpenCape stands as the fundamental backbone of all of our other initiatives in this area. We look forward to working with you to implement these essential solutions in our region.

Sincerely,

Chief George Russell
President BCFCA

Robert L. Whritenour, Town Manager
Town of Falmouth, 59 Town Hall Square, Falmouth MA 02540
rwhritenour@falmouthmass.us 508-495-7320 Office

To: Dan Gallagher
dgallagher@capecod.edu
Cape Cod Community College
2240 Iyannough Rd., West Barnstable, MA 02668

Date: July 22, 2009

Re: The OpenCape Corporation NTIA Broadband Application

The Town of Falmouth supports the efforts of OpenCape and is extremely excited about their application to the National Telecommunications and Information Agency (NTIA) under its Broadband Technology Opportunity Program (BTOP) of the American Recovery and Reinvestment Act (ARRA) 2009. We feel that extending fiber optic routes on Cape Cod is one of the most essential pieces to the economic future of Cape Cod as well as providing connectivity for libraries, schools, public safety buildings, and for emergency response.

Falmouth is ready and prepared to fully participate in this project. The Town of Falmouth is 44 square miles with high technology businesses, research institutions, harbors and seaports, five CLAMs Libraries, a large hospital complex, two Evacuation Centers (EVAC), an Emergency Operations Center (EOC), eight school buildings, full Police and Fire Stations and many town buildings. The Town of Falmouth has a technical IT Staff supporting a limited wireless network, and we have needed a better broadband network for years, but not able to fund such an effort. There is also a crucial need for high speed broadband for the Falmouth Economic Development and Industrial Corporation (EDIC) at Falmouth Technology Park in order to attract more high technology industries.

For the past ten years Falmouth has included Networking Infrastructure as a separate line item in our Capital Improvement Plan and will continue to do so that we will be prepared to connect to the broadband in your initiative. Falmouth also has experience sharing and managing a network infrastructure with Woods Hole Oceanographic Institution. Please find attached our building priority table and let us know if you need any more information.

Sincerely,

Robert L. Whritenour

Nauset Public Schools

78 Eldredge Park Way, Orleans, Massachusetts 02653
Phone: 508-255-8800 • Fax: 508-240-2351• http://nausetschools.org

Dr. Richard J. Hoffmann
Superintendent of Schools

Gail M. Briere
Assistant Superintendent

Dr. Ann M. Caretti
Director of Student Services

Hans Baumhauer
Business Manager

Kathleen Schrock
Director of Technology

July 31, 2009

OpenCape Corporation
Attn: Dan Gallagher
P.O. Box762
West Barnstable, MA

Dear Dan:

On behalf of the Nauset School Committees (Brewster, Eastham, Orleans, Wellfleet and Nauset Regional), I am very pleased to fully endorse and support the efforts of OpenCape Corporation as it seeks funding under the Broadband Technology Opportunity Program (BTOP) to bring a next-generation broadband infrastructure to Cape Cod. Your efforts are consistent with, and supportive of, the efforts of our towns to improve access to and utilization of digital resources to enhance services to our citizens.

Our school committees are eager to participate more fully in collaborative activities within our community and to find areas of common interest for regional services. We lack the robust telecommunications infrastructure to pursue these activities and would like to participate with OpenCape in developing them within the region.

The OpenCape proposal clearly goes to the needs of the region and our schools. Municipal governments are looking for opportunities to regionalize common services to gain efficiency and improve services. A regional umbrella services model for all of Cape Cod and the Islands can only be achieved if the underpinning technology is in place. The construction of a regional middle mile network that includes a wide area network (WAN) to link all of the towns and school districts across the region is essential in that effort.

Linking the municipal, school and library WANs to a collocation/data center where service needs for Internet bandwidth and other services can be aggregated will create the opportunity for higher speeds and lower costs. The funding by your grant of a core virtual machine (VM) and storage area network (SAN) within the collocation/data center will permit towns within the region the opportunity to collaborate on common geographic information systems (GIS), assessor data systems, and other applications that are difficult and costly for small towns to create and maintain.

The extensive communication you have had with our town administrator, selectmen, and information technology staff has enabled all of us to focus more clearly to develop collaborative solutions to our regional challenges. OpenCape stands as the fundamental backbone of all of our other initiatives in this area. We look forward to working with you to implement these essential solutions in our region.

Sincerely,

Richard J. Hoffmann, Ed.D.

/wn

August 14, 2009

OpenCape Corporation
Attn: Dan Gallagher
P.O. Box762
West Barnstable, MA

Dear Dan,

On behalf of the leadership of the major Healthcare providers in the Cape Cod / Southeastern Massachusetts region, we are very pleased to fully endorse and support the efforts of OpenCape Corporation as it seeks funding under the Broadband Technology Opportunity Program (BTOP) to bring a next-generation broadband infrastructure to Cape Cod and Southeastern Massachusetts. Your efforts are consistent with, and supportive of, the efforts of local / regional Healthcare Providers to build telecommunications capacity throughout Cape Cod and the Southeastern Massachusetts, by building a reliable and redundant backbone communications system which will enable new, and enhance existing, critical Healthcare services in our region.

Enhanced broadband access will broaden and enhance the quality of care, and help to reduce the costs of healthcare services overall; and will specifically enable or enhance:

- Provider access to complete patient medical records across the continuum of care
- Interoperability of healthcare systems and applications requiring robust data exchange
- Enhanced Emergency Response by connecting EMS, Police, Fire and other first responders to a myriad of connected healthcare services and providers
- Enhanced Clinical Research by connecting underserved healthcare providers, and patients
- Enhanced Disaster Preparedness & Response by enhancing primary and redundant communication networks connecting healthcare providers and facilities; and designated disaster sites and responders
- Telemedicine including telesurgery, teleradiology, remote consultations and remote monitoring of patients with chronic medical conditions
- Consumer healthcare including lifestyle medicine and personal health records
- Health Education including consumer and clinician education, CMEs and research
- Reliability of Healthcare Information Systems by providing a regional, disaster-tolerant datacenter

The Healthcare providers of the region require greater and more cost effective communication capacity, redundant communications connections, enhanced public safety communications capabilities, and enhanced connectivity to local regional and national Healthcare resources. Our region is well behind the nation in all of these areas; and is particularly vulnerable to a disaster in the form of a hurricane.

We look forward to working with you to implement these essential services in our region.

Sincerely,

Cape Cod Healthcare	**Sheryl Crowley, CIO**	**Richard Salluzzo, MD, CEO**
Jordan Hospital	**Dennis Fonseca, CIO**	**Peter Holden, CEO**
CareGroup / Beth Israel Deaconness Medical Center	**John Halamka, CIO**	
Partners Healthcare System, Inc. (PHS)	**John Glaser, CIO**	
Masachusetts General Hospital (PHS)	**James Noga, CIO**	
Martha's Vineyard Hospital (PHS)	**Keith Jennings, Manager, IS**	**Timothy Walsh, CEO**
Nantucket Cottage Hospital (PHS)	**Keith Jennings, Manager, IS**	**Sylvia Sather Getman, CEO**
Outer Cape Health Services		**Roberta Berrien, M.D., CEO**
Partners Continuing Care (PHS)	**Cara Babachicos, CIO**	**David Storto, CEO**
Rehabilitation Hospital of the Cape and Islands (PHS)	**John Campbell, CIO**	**Carol Sim, CEO**
Massachusetts Health Data Consortium		**Ray Campbell, Executive Director**

CONNECT
A Southeastern Massachusetts Public Higher Education Partnership

July 21, 2009

OpenCape Corporation
P.O. Box762
West Barnstable, MA 02668-1599

Dear Dan,

The CONNECT College Presidents are pleased to fully endorse and support the efforts of OpenCape Corporation as it seeks funding under the Broadband Technology Opportunity Program (BTOP) to bring a next-generation broadband infrastructure to Cape Cod, the Islands, and Southeastern Massachusetts. This critical infrastructure is essential to the economic prosperity of this underserved region, and it will aid municipalities, school districts, and institutions of higher education in finding better and more efficient ways to provide services to the citizens of the region.

The inclusion of $7.2 billion for broadband in the American Recovery and Reinvestment Act of 2009 was intended to address the needs of regions such as Southeastern Massachusetts. It is extremely fortunate that the region has coalesced around the OpenCape concept and invested its resources over the past three years to analyze the issues surrounding broadband opportunity, capacity, and affordability in the region.

The CONNECT Colleges have individual institutional needs for greater and greater symmetrical bandwidth that OpenCape will address. OpenCape will also create the opportunity for greater collaboration among our member colleges through shared resources and services.

The CONNECT Colleges have worked with OpenCape to ensure that public higher education needs are addressed in its network design and we are extremely proud to have provided support to the effort through both in-kind contributions and time. The participation of Vice Chancellor of Information Technology and Libraries, Bob Green, of UMass Dartmouth as a board member of OpenCape, and the leadership of Cape Cod Community College's CIO, Dan Gallagher, as President and Chairman of OpenCape Corporation, is expressive of our level of commitment and our recognition of the vital need for this project.

We fully endorse your efforts and offer our continuing support.

Sincerely,

Connect Member Institutions

Bridgewater State College
Dr. Dana Mohler-Faria
President

Bristol Community College
Dr. John Sbrega
President

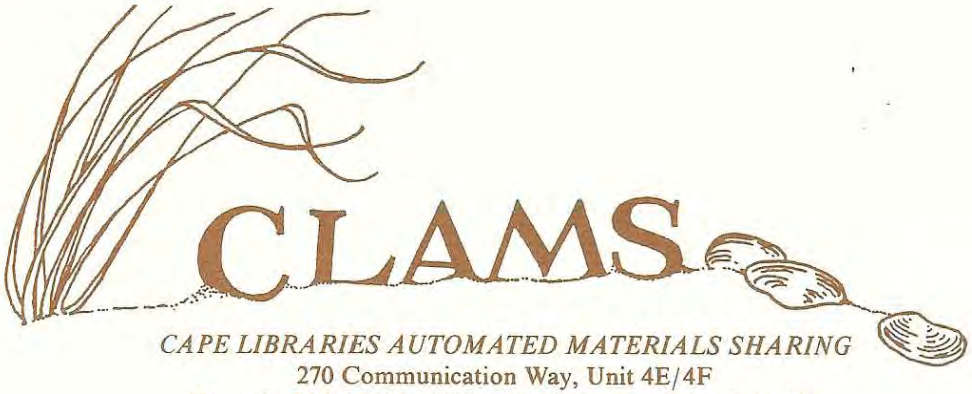
Cape Cod Community College
Dr. Kathleen Schatzberg
President

Massachusetts Maritime Academy
RADM Richard Gurnon
President

Massasoit Community College
Dr. Charles Wall
President

University of Massachusetts Dartmouth
Dr. Jean MacCormack
Chancellor

Contact Information
Dr. Jane M. Souza
Executive Director
66 Hooper Street
Burnell Hall, Room 119
Bridgewater, MA 02325
Jane.Souza@connectsemass.org
Telephone: 508.531.1437
Fax: 508.531.5437
www.connectsemass.org



CAPE LIBRARIES AUTOMATED MATERIALS SHARING
270 Communication Way, Unit 4E/4F
Hyannis, MA 02601 (508) 790-4399 Fax (508) 771-4533

July 31, 2009

RE: OpenCape Corporation NTIA BTOP Grant Proposal

The non-profit 501(c)(3) OpenCape Corporation is applying for a Broadband Technology Opportunities Program (BTOP) grant for the purpose of creating a fiber optic network on Cape Cod. The Cape Libraries Automated Materials Sharing (CLAMS) library consortium supports this application.

CLAMS, a non-profit 501(c)(3) organization, is a consortium of 35 libraries on Cape Cod and the Islands of Martha's Vineyard and Nantucket. As a consortium, these libraries share resources through a computerized system with terminals located in each library. Citizens in member towns can borrow books and other materials from all public member libraries. This improves services by providing immediate information on the location of 1.5 million items including books, periodicals and audiovisual resources, and savings through cooperative development of library collections. The libraries act as public computing centers, providing internet access to residents and visitors, and they provide valuable information resources to aid in disaster recovery. The population in the service area soars in the summer (estimated to be approximately triple the year-round population), and both year-round residents and summer visitors rely on the libraries for their internet and information needs (including wireless access even when the libraries are closed; people sit outside or in their cars accessing the internet on their laptop computers).

The physical network that currently connects each of the libraries within the CLAMS consortium consists of two types. A frame relay system connects 21 of the libraries over 384Kbps connections, and 14 libraries connect to the network using a Virtual Private Network (VPN) over a Comcast cable modem. The CLAMS office, as the aggregation point, further provides access to the Internet over two T1 lines provided by Verizon. Within the CLAMS office a Packeteer 7500 is used to shape traffic, a CISCO 3800 router is used for routing and firewalling, and several Dell and Sun servers are used for data services. Each of the 35 libraries has a separate internet connection, in most cases a Comcast cable modem, for public use computers.

The OpenCape backhaul fiber optic network will pass close by almost all of the member libraries on Cape Cod. Connecting the libraries via OpenCape's planned fiber optic network will create a more robust Wide Area Network for the libraries with the bandwidth needed for data transmissions for both the staff workstations and public access computers. It would also provide more consistent service to the member libraries than the current hybrid approach of frame relay and cable. The frame relay network is becoming obsolete, and cannot provide bandwidth required by today's internet needs in a cost-effective manner. Fiber optic connections have the potential to accommodate more public use computers with greater internet bandwidth capacity at a lower cost than the current cable and frame relay connections, resulting in both improved public service and cost savings for the libraries.

CLAMS may consider moving its existing production servers to the OpenCape collocation/data center to improve all aspects of service delivery to its clients. CLAMS would then contract with competing Internet service providers (ISP) at the aggregation point for the amount of bandwidth it needs to service the libraries. The COMCAST cable modems in each library can remain as a backup service to the primary CLAMS ISP service for both CLAMS terminals and public use computers. Libraries are increasingly viewed as a location for public gathering to obtain information in a crisis. A redundant Internet connection will help to support that mission.

Attached is a listing of the library locations in the CLAMS network. We expect that all of the member libraries will benefit from OpenCape Corporation's proposed fiber optic network.

Sincerely,

Gayle Simundza
Executive Director
CLAMS (Cape Libraries Automated Materials Sharing)

CLAMS

CLAMS Central Location: 270 Communication Way, Unit 4E; Hyannis, MA 02601

CLAMS Participating Libraries July 2009

Barnstable	**Cape Cod Community College Library-LRC** 2240 Iyanough Rd.; West Barnstable, MA 02668
Barnstable	**Centerville Public Library** 585 Main St.; Centerville, MA 02632
Barnstable	**Cotuit Library** 871 Main St.; Cotuit, MA 02635
Barnstable	**Hyannis Public Library** 401 Main St.; Hyannis, MA 02601
Barnstable	**Marstons Mills Public Library** 2160 Main St.; Marstons Mills, MA 02648
Barnstable	**Osterville Free Library** 43 Wianno Ave.; Osterville, MA 02655
Barnstable	**Sturgis Library** 3090 Main St.; Barnstable, MA 02630
Barnstable	**Whelden Memorial Library** Meetinghouse Way, Rt. 149; West Barnstable, MA 02668
Bourne	**Jonathan Bourne Public Library** 19 Sandwich Rd.; Bourne, MA 02532
Brewster	**Brewster Ladies Library** 1822 Main St.; Brewster, MA 02631
Chatham	**Eldredge Public Library** 564 Main St.; Chatham, MA 02633
Dennis	**Dennis Public Library** 5 Hall St.; Dennisport, MA 02639
Dennis	**Dennis Memorial Library** 1020 Old Bass River Rd.; Dennis, MA 02638
Dennis	**South Dennis Library** 389 Main St.; South Dennis, MA 02660
Dennis	**West Dennis Library** 260 Main St.; West Dennis, MA 02670
Dennis	**Jacob Sears Library** 23 Center St.; East Dennis, MA 02641
Eastham	**Eastham Public Library** 190 Samoset Rd.; Eastham, MA 02642
Edgartown	**Edgartown Public Library** 58 N. Water St.; Edgartown, MA 02539
Falmouth	**Falmouth Public Library** 123 Katharine Lee Bates Rd.; Falmouth, MA 02540 Branches: East Falmouth Branch: 310 E. Falmouth Highway; East Falmouth, MA 02536 North Falmouth Branch: Chester St.; North Falmouth, MA 02556
Falmouth	**West Falmouth Library** 575 West Falmouth Hwy.; West Falmouth, MA 02574
Falmouth	**Woods Hole Library** 581 Woods Hole Rd.; Woods Hole, MA 02543
Harwich	**Brooks Free Library** 739 Main St.; Harwich, MA 02645
Mashpee	**Mashpee Public Library** 100 Nathan Ellis Hwy. (Rt. 151); Mashpee, MA 02649
Nantucket	**Nantucket Atheneum** 1 India St.; Nantucket, MA 02554
Oak Bluffs	**Oak Bluffs Public Library** Corner of Circuit & Penacook Ave.; Oak Bluffs, MA 02557
Orleans	**Snow Library** 67 Main St.; Orleans, MA 02653
Provincetown	**Provincetown Public Library** 330 Commercial St.; Provincetown, MA 02657
Tisbury	**Vineyard Haven Public Library** Main St. (Corner of Greenwood Ave); Vineyard Haven, MA 02568
Truro	**Truro Public Library** 5 Library Lane (off Standish Way); North Truro, MA 02652
Wellfleet	**Wellfleet Public Library** 55 West Main St., Wellfleet, MA 02667
Yarmouth	**Yarmouth Libraries:** South Yarmouth, 312 Main St.; South Yarmouth, MA 02664 Branch: West Yarmouth: 391 Main St.; West Yarmouth, MA 02673
Yarmouth	**Yarmouth Port Library** 297 Main St.; Yarmouthport, MA 02675

WOODS HOLE OCEANOGRAPHIC INSTITUTION

Dr. Susan K. Avery, *President and Director*

February 9, 2009

The Honorable William D. Delahunt
U.S. House of Representatives
2454 Rayburn House Office Building
Washington, D.C. 20515

Dear Congressman Delahunt:

I am writing to express the support of the Woods Hole Oceanographic Institution for the efforts of OpenCape to create a regional broadband network infrastructure on Cape Cod and parts of Southeastern Massachusetts and encourage your support for including digital broadband infrastructure in the stimulus package. Our region of the state has long been underserved by the traditional communications carriers, and as a result, the area suffers from a shortage of the data networking resources necessary to support scientific research, education and economic development of the region. In mild storms, the Cape is extremely vulnerable to lengthy communications outages, so there is a clear need for a survivable, emergency communications network that is independent of the existing communications infrastructure. OpenCape is a grassroots effort specifically formed to provide the infrastructure necessary to fix these problems. It has the endorsement of every town and school district on the Cape, and the support of major employers and higher educational institutions in the area. WHOI has participated in the project since its inception and provided the equipment and expertise required to create the first operational link in the OpenCape network (from Woods Hole to UMass Dartmouth).

The Institution's data networking needs are, perhaps, the most extensive of any organization on the Cape. We need to have the highest bandwidth connections available and physically independent and redundant connections to the Internet in order to maintain our competitiveness within a highly connected scientific field. Our autonomous instruments are continuously gathering information around the globe and must be able to communicate with us. Our scientific data and databases are used by people globally and cannot be unavailable for extended period of times. The new Ocean Observatories Initiative will dramatically increase the amount of data that are being continuously collected and will place stringent data availability requirements upon WHOI. The lack of connectivity options impacts the research efforts and growth of WHOI as well as our neighbors at the Marine Biological Laboratory, the United States Geological Survey Field Station, and the National Marine Fisheries Service. The OpenCape alternative wireless and fiber optic networks are precisely what we need to resolve this problem.

I want to thank you for all of your efforts on behalf of the Woods Hole, Cape Cod, and Southeastern Massachusetts communities.

Sincerely,

Susan K. Avery

MS# 40A • Woods Hole, MA 02543 USA • 508.289.2500 • Fax 508.457.2190 • savery@whoi.edu

CapeCod®
CHAMBER OF COMMERCE

Leading Cape Cod businesses since 1921

July 17, 2009

OpenCape Corporation
Attn: Dan Gallagher
P.O. Box 762
West Barnstable, MA

Dear Dan,

On behalf of the Cape Cod Chamber of Commerce, representing over 1350 businesses in the region, I am very pleased to fully endorse and support the efforts of OpenCape Corporation as it seeks funding under the Broadband Technology Opportunity Program (BTOP) to bring a next-generation broadband infrastructure to Cape Cod. Your efforts are consistent with, and supportive of, the efforts of our organization to improve services to businesses, diversify our economy, and create economic opportunity in the region.

Our region lacks the robust telecommunications infrastructure needed to fully participate in the 21st Century economy. In addition, this region is vulnerable to a hurricane and must have redundant and reliable systems that can prevent loss of economic assets in a hurricane and aid in rapid recovery after a hurricane has occurred.

Our existing businesses require high speed symmetrical broadband service at reasonable rates to compete on a level playing field with other regions of the country. Our highly educated and innovative population can more readily participate in the creation of companies that are clean and low impact if a robust, redundant and reasonably priced broadband service is available to them.

Improved broadband will make greater diversification of the Cape's economy possible by enhancing the climate for a broader variety of businesses. Without improved broadband services there is a real concern that the Cape's efforts to diversify its economy, expand selected industrial clusters—healthcare, technology, marine science, education--and create a greater number of higher paying jobs will be jeopardized.

The extensive communication you have had with businesses and stakeholder organizations on Cape Cod has enabled all of us to focus more clearly to develop collaborative solutions to our regional challenges. OpenCape is a critical enabling technology that is essential to the future economic sustainability of Cape Cod. We look forward to working with you to implement these essential solutions in our region.

Sincerely,

Wendy K. Northcross, CCE
Chief Executive Officer

5 Shoot Flying Hill Road, Centerville, MA 02632 USA
T: 508-362-3225 TF: 888-33-CapeCod F: 508-362-3698
www.eCapeChamber.com • info@capecodchamber.org

Nutter

Direct Line: 508-790-5400
Fax: 508-771-8079

August 13, 2009
107808-1

Administrator
Rural Utilities Service
U. S. Department of Agriculture
Washington, D. C. 20250-1500

Assistant Secretary
National Telecommunications and Information Administration
U.S. Department of Commerce
Washington, D.C. 20230

Re: OpenCape Corporation

Dear Sir:

We are counsel for OpenCape Corporation, a Massachusetts non-profit corporation (the "Applicant"). In such capacity, we acted as counsel to the Applicant in connection with its ability to apply to the Broadband Technology Opportunities Program (the "Program") and in the review of the grant agreement, as referenced in the Notice of Funds Availability (the "Grant Agreement").

We are of the opinion that:

(a) the Applicant is a duly organized and existing Massachusetts non-profit corporation under the laws of the Commonwealth of Massachusetts.

(b) the Applicant has corporate power: (1) to execute and deliver the Grant Agreement; and (2) to perform all acts required to be done by it under said agreement.

(c) no legal proceedings have been instituted or are pending against the Applicant, the outcome of which would adversely affect the Applicant's ability to perform the duties under the Grant Agreement, and there are no judgments against the Applicant which would adversely affect the Applicant's ability to perform the duties under the Grant Agreement.

(d) The Applicant has the power to own its property and carry out its business as now conducted.

Our opinion is subject to the following assumptions and qualifications:

1. In rendering this opinion, we have assumed that the Program and all officers executing and delivering documents on its behalf have all necessary power and authority to fund the grant, that all such transactions have been duly authorized by all necessary corporate action by the Program and that all such officers have been duly elected to hold the offices they purport to hold.

2. In rendering this opinion, we have relied upon the facts and statements contained in the organizational documents of the Applicant. We are aware of no facts or material information which would lead to a contrary opinion.

3. We have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photo static copies.

4. We have made such examination of Massachusetts law as we have deemed relevant for the purposes of this opinion, but we have not made an independent review of the laws of any other state or jurisdiction. We express no opinion as to whether the laws of any particular jurisdiction (other than Massachusetts) apply or the extent that the laws of any jurisdiction other than that identified above are applicable to the subject matter hereof.

5. This opinion is limited to the matters expressly stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated herein.

6. The opinions expressed herein are based upon certain dated certificates and organizational documents. We are not aware and have been informed that no act or event has occurred between the dates thereof and the date hereof that would in any way affect any of the matters opined upon or that would in any manner alter those certificates.

7. No opinion is expressed as to whether any provisions of the Grant Agreement is specifically enforceable in equity, whether such enforceability is considered in a proceeding in equity or at law.

This opinion is rendered solely for the benefit of the Program in connection with the Grant Agreement. This opinion may not be relied upon by any other party or entity without our prior written consent.

This opinion is rendered solely for the benefit of the Program in connection with the Grant Agreement. This opinion may not be relied upon by any other party or entity without our prior written consent.

Sincerely,

Nutter McClennen & Fish LLP

1850266.1

Supplement 1
OpenCape Middle Mile Service Area Details

The OpenCape network proposed funded service area consists of the entirety of Barnstable, Dukes and Nantucket counties plus the towns of Plymouth, Carver, Kingston, Plympton, Middleboro, Bridgewater, Halifax, East Bridgewater, Brockton, Wareham, Marion, and Mattapoisett in Plymouth County.

The OpenCape service area does not include the communities of Bristol County along what is commonly referred to as the South Coast of Massachusetts. However, OpenCape must run fiber through this area to establish its connection with Providence, RI. The communities of the South Coast will be able to exploit the OpenCape fiber to their own advantage in developing a comprehensive solution for this region similar to that fashioned for Cape Cod and the Islands. The University of Massachusetts Dartmouth is leading an effort to do just that. In light of the economic challenges faced by this region, particularly in New Bedford and Fall River, with unemployment in excess of 14%, OpenCape could prove a vital underpinning resource for economic development in the region.

ANCHOR INSTITUTIONS

At least 70 anchor institutions will be connected to the OpenCape network via laterals as part of the build out as indicated in the following table:

Community Evacuation Shelters (12)	**Libraries (30)**
Upper Cape Regional Technical School	Cape Cod Community College Library
Falmouth High School	Centerville Public Library
Mashpee High School	Chatham/Eldredge Public Library
Oak Ridge School	Cotuit Public Library
Barnstable High School	Dennis Public Library
Cape Cod Regional Technical School	Falmouth Public Library
Chatham High School	Falmouth East Public Library
Nauset Regional Middle School	Hyannis Public Library
Nauset Regional High School	Jonathan Bourne Public Library
Wellfleet Elementary School	Marstons Mills Public Library
Truro Central School	Mashpee Public Library
Veterans Memorial School	Osterville Free Library
	Snow Library (Orleans)
Higher Education and Research Institutions(11)	South Yarmouth Library
	West Dennis Free Public Library
Cape Cod Community College	West Falmouth Library
Woods Hole Oceanographic Institution	West Yarmouth Library
Marine Biological Laboratory	Eastham Public Library
Woods Hole Research Center	Harwich/Brooks Free Library
US Geological Survey	South Dennis Free Public Library
National Marine Fisheries Service	Truro Public Library

Sea Education Association Massachusetts Maritime Academy Massasoit Community College Bridgewater State College Bristol Community College **Town Government Facilities (18)** Each of 18 towns will provide a list of its buildings in priority order. OpenCape will connect at least one priority building in each town along the final fiber path.	Wellfleet Public Library Barnstable/Sturgis Library Brewster Ladies Library Dennis Memorial Library East Dennis Library (Jacob Sears) Provincetown Public Library W.Barnstable/Whelden Memorial Library Yarmouthport Library Woods Hole Public Library **Penikese Island School for Boys**

The OpenCape path is specifically intended to connect these vital institutions. Also, the path permits many additional anchor institutions the ability to rapidly obtain service from the network including six hospitals, eight additional libraries, two additional higher education institutions, ten county, state or federal institutions, five commercial/industrial centers, and potentially 150 public safety facilities. These institutions include:

Hospitals (7)	**County, State and Federal (10)**
Falmouth Hospital Cape Cod Hospital Outer Cape Health Care Jordon Hospital Martha's Vineyard Hospital Nantucket Cottage Hospital South Coast Hospital	Wampanoag Tribal Center - Mashpee Massachusetts State Police County Sheriff Department Barnstable County Emergency Planning Otis Air Force Base US Coast Guard – Falmouth and Provincetown National Academy of Science Cape Cod National Seashore Cape Cod Education Collaborative Highland Center – Cape Cod National Seashore
Higher Education (2) University of Massachusetts Dartmouth School of Marine Science and Technology	
Public Safety The OpenCape network will create the opportunity for over 150 public safety buildings to be connected to the network.	**Industrial/Commercial (5)** Falmouth Technology Park Raymond Technology Park Plymouth Rock Studios Mashpee Commons Shopping Center Mashpee Industrial Park
Libraries (8) Sandwich Public Library Plymouth Public Library Brockton Public Library CLAMS Office Edgartown Free Public Library Nantucket Atheneum Oak Bluffs Public Library Vineyard Haven Public Library	

UNSERVED AND UNDERSERVED CENSUS BLOCKS

There are over 175 unserved or underserved census blocks within the OpenCape service area. The census blocks are listed below. The OpenCape network will provide termination points in at least the unserved census blocks in Truro (census tract 010200, block group 4, block 400) and in Edgartown (census tract 200300, block group 1, block 1020) and the underserved census block on Penikese Island (census tract 200400, block group 6, block 6043).

Unserved Census blocks
Census Tract 101 blocks 1000, 1006
Census Tract 102 blocks 1000-1005, 2000, 2040-2042, 4000-4003, 4033, 4069-4070, 4083-4084
Census tract 2003 blocks 1004-1005, 1020, 1031-1039
Census tract 2004, blocks 6012-6039, 6043-6060

Underserved Census Blocks
Census tract 104 blocks 3013, 3015-3016, 3020
Census tract 108 blocks 5015-5021, 5024-5028
Census tract 109 blocks 1012, 1034-1036
Census tract 2003 blocks 1000-1003, 1006-1019, 1021-1030, 1040-1066
Census tract 2004 blocks 6000-6011, 6061-6071

TOTAL SERVICE AREA DESCRIPTION

The OpenCape service area consists of over 15,000 census blocks. The list below reflects all of the service blocks in the OpenCape service area. The list has been consolidated and formatted to avoid providing a list of each census block number. The census blocks are available as a list, but that list is 850 pages long. At the request of NTIA officials we are providing this much shorter consolidated list:

All of Barnstable County including:

Census tract 0101 blocks 1000 – 1038, 2000 - 2020, 3001 - 3017, 4000 - 4016, 5001 - 5030
Census tract 0102 blocks 1000 - 1057, 2000 - 2043, 4000 - 4084, 6001 - 6040, 8000 - 8052, 9001 - 9050
Census tract 0103 blocks 1000 - 1036, 3000 - 3045, 4000 - 4058, 6000 - 6023, 7001 - 7035, 8000 - 8045
Census tract 0104 blocks 1000 - 1024, 2000 - 2015, 3000 - 3022, 4000 - 4034
Census tract 0105 blocks 1000 - 1037, 2000 - 2042, 5000 - 5030, 6000 - 6036
Census tract 0106 blocks 1000 - 1043, 2000 - 2030, 3000 - 3043, 4000 - 4030
Census tract 0107 blocks 1000 - 1032, 2000 - 2021, 3000 - 3049, 5000 - 5037, 6000 - 6992
Census tract 0108 blocks 1000 - 1030, 2000 - 2045, 4000 - 4017, 5000 - 5994, 6000 - 6017
Census tract 0109 blocks 1000 - 1039, 2000 - 2020, 3000 - 3038, 4000 - 4023

Census tract 0110 blocks 1000 - 1062, 2000 - 2012, 3000 - 3045, 5000 - 5045
Census tract 0111 blocks 1000 - 1028, 2000 - 2023, 3000 - 3076, 4000 - 4029
Census tract 0112 blocks 1000 - 1047, 2000 - 2015, 4000 - 4020, 5000 - 5025, 6000 - 6031
Census tract 0113 blocks 1000 - 1027, 2000 - 2030, 3000 - 3018, 4000 - 4027
Census tract 0114 blocks 1000 - 1033, 2000 - 2016, 3000 - 3020, 4000 - 4021
Census tract 0115 blocks 1000 - 1019, 2000 - 2031, 3000 - 3046, 4000 - 4029, 5000 - 5014
Census tract 0116 blocks 1000 - 1025, 2000 - 2021, 3000 - 3009, 4000 - 4104
Census tract 0117 blocks 1000 - 1030, 2000 - 2108
Census tract 0118 blocks 1000 - 1023, 2000 - 2040, 3000 - 3030, 4000 - 4032, 5000 - 5034
Census tract 0120 blocks 1000 - 1062, 3000 - 3043, 4000 - 4043, 5000 - 5040, 6000 - 6044, 7000 - 7051, 8000 - 8069
Census tract 0121 blocks 1000 - 1038, 2000 - 2059, 3000 - 3030, 4000 - 4026, 5000 - 5037, 6000 - 6027, 7000 - 7041, 8000 - 8034, 9000 - 9051
Census tract 0122 blocks 1000 - 1060, 2000 - 2023, 3000 - 3024, 4000 - 4033
Census tract 0123 blocks 1000 - 1034
Census tract 0124 blocks 1000 - 1023, 2000 - 2038
Census tract 0125 blocks 1000 - 1017, 2000 - 2010, 3000 - 3019, 4000 - 4057
Census tract 0126 blocks 1000 - 1022, 2000 - 2017, 3000 - 3008, 4000 - 4013, 5000 - 5019, 6000 - 6022
Census tract 0127 blocks 1000 - 1028, 2000 - 2026, 3000 - 3039, 4000 - 4045
Census tract 0128 blocks 1000 - 1056, 2000 - 2030
Census tract 0129 blocks 1000 - 1010, 2000 - 2034, 3000 - 3024
Census tract 0130 blocks 1000 - 1038, 3000 - 3022, 4000 - 4060
Census tract 0131 blocks 1000 - 1053, 2000 - 2041, 3000 - 3020
Census tract 0132 blocks 1000 - 1047, 2000 - 2055, 3000 - 3031
Census tract 0133 blocks 1000 - 1051, 2000 - 2031, 3000 - 3019, 4000 - 4032
Census tract 0134 blocks 1000 - 1032, 2000 - 2008, 3000 - 3030, 4000 - 4032
Census tract 0135 blocks 1000 - 1031, 2000 - 2020, 3000 - 3039, 4000 - 4012
Census tract 0136 blocks 1000 - 1059, 2000 - 2061
Census tract 0137 blocks 1000 - 1040, 2000 - 2018, 3000 - 3034, 4000 - 4033
Census tract 0138 blocks 1000 - 1043, 2000 - 2039, 3000 - 3036
Census tract 0139 blocks 1000 - 1026, 2000 - 2053, 3000 - 3046, 4000 - 4044
Census tract 0140 blocks 1000 - 1099, 3000 - 3017, 4000 - 4063, 5000 - 5026
Census tract 0141 blocks 1000 - 1021
Census tract 0143 blocks 1000 - 1068, 2000 - 2036, 3000 - 3026, 5000 - 5025, 6000 - 6026
Census tract 0144 blocks 1000 - 1036, 2000 - 2081
Census tract 0145 blocks 1000 - 1034, 2000 - 2037, 3000 - 3054, 4000 - 4049
Census tract 0146 blocks 1000 - 1022, 2000 - 2015, 3000 - 3054, 4000 - 4038
Census tract 0147 blocks 1000 - 1027, 2000 - 2011, 3000 - 3026, 5000 - 5065
Census tract 0148 blocks 1000 - 1021, 2000 - 2011, 3000 - 3028, 4000 - 4054, 5000 - 5020
Census tract 0149 blocks 1000 - 1062, 3000 - 3025, 4000 - 4023, 5000 - 5024, 6000 - 6014, 7000 - 7011
Census tract 0150 blocks 1000 - 1060, 2000 - 2082, 3000 - 3036
Census tract 0151 blocks 1000 - 1047, 2000 - 2036

Census tract 0152 blocks 1000 - 1104, 5000 – 5057

All of Dukes County including:

Census tract 2001 blocks 1000 - 1065, 2000 - 2044, 3000 - 3022, 4000 - 4030, 5000 - 5035
Census tract 2002 blocks 1000 - 1060, 2000 - 2093, 3000 - 3075, 4000 - 4045, 5000 - 5029
Census tract 2003 blocks 1000 - 1066, 2000 - 2084, 3000 - 3099, 4000 - 4046
Census tract 2004 blocks 1000 - 1045, 2000 - 2092, 3000 - 3061, 4000 - 4039, 5000 - 5047, 6000 – 6072

All of Nantucket County including:

Census tract 9501 blocks 1000 - 1058, 2000 - 2028, 3000 - 3031, 4000 - 4050
Census tract 9502 blocks 1000 - 1027, 2000 - 2021, 3000 - 3008, 4000 - 4039
Census tract 9503 blocks 1000 - 1046, 2000 - 2022, 3000 - 3033, 4000 - 4019
Census tract 9504 blocks 1000 - 1009, 2000 - 2018, 3000 - 3015, 4000 - 4005
Census tract 9505 blocks 1000 - 1036, 2000 - 2100, 3000 - 3042, 4000 – 4042

11 towns in Plymouth County including:

Census tract 5091 blocks 1000 - 1051, 2000 - 2030, 3000 - 3008, 4000 - 4044, 5000 - 5044, 6000 - 6031
Census tract 5101 blocks 1000 - 1020, 2000 - 2009, 3000 - 3013, 4000 - 4008
Census tract 5102 blocks 1000 - 1014, 2000 - 2019, 3000 - 3015, 4000 - 4020, 5000 - 5011
Census tract 5103 blocks 1000 - 1021, 2000 - 2008, 3000 - 3009
Census tract 5104 blocks 1000 - 1009, 2000 - 2009, 3000 - 3009, 4000 - 4008
Census tract 5105 blocks 1000 - 1016, 2000 - 2014, 3000 - 3004, 4000 - 4004, 5000 - 4003
Census tract 5106 blocks 1000 - 1014, 2000 - 2011, 3000 - 3012
Census tract 5107 blocks 1000 - 1005, 2000 - 2004, 3000 - 3009, 4000 - 4009, 5000 - 5011, 6000 - 6018, 7000 - 7013
Census tract 5108 blocks 1000 - 1003, 2000 - 2013, 3000 - 3006, 4000 - 4010, 5000 - 5009, 6000 - 6010
Census tract 5109 blocks 1000 - 1019, 2000 - 2020, 3000 - 3009
Census tract 5110 blocks 1000 - 1009, 2000 - 2009, 3000 - 3009, 4000 - 4007
Census tract 5111 blocks 1000 - 1012, 2000 - 2009, 3000 - 3032, 4000 - 4011, 5000 - 5006, 6000 - 6015
Census tract 5112 blocks 1000 - 1007, 2000 - 2016, 3000 - 3006, 4000 - 4008, 5000 - 5004
Census tract 5113 blocks 1000 - 1019, 2000 - 2007, 3000 - 3020, 4000 - 4026, 5000 - 4003
Census tract 5114 blocks 1000 - 1009, 2000 - 2009, 3000 - 3007, 4000 - 4008
Census tract 5115 blocks 1000 - 1009, 2000 - 2008, 3000 - 3014, 4000 - 4007
Census tract 5116 blocks 1000 - 1013, 2000 - 2011, 3000 - 3011, 4000 - 4005, 5000 - 5010, 6000 - 6021, 7000 - 7011
Census tract 5117 blocks 1000 - 1010, 2000 - 2025, 3000 - 3011, 4000 - 4010, 5000 - 3016
Census tract 5231 blocks 1000 - 1036, 2000 - 2009

Census tract 5232 blocks 1000 - 1022, 2000 - 2006, 3000 - 3009, 4000 - 4033
Census tract 5251 blocks 1000 - 1019, 2000 - 2006, 3000 - 3009, 4000 - 4028, 5000 - 4024
Census tract 5252 blocks 1000 - 1012, 2000 - 2027, 3000 - 3019, 4000 - 4009, 5000 - 5007
Census tract 5253 blocks 1000 - 1015
Census tract 5261 blocks 1000 - 1024, 2000 - 2015, 3000 - 3027, 4000 - 4018, 5000 - 5031
Census tract 5301 blocks 1000 - 1017, 2000 - 2019
Census tract 5302 blocks 1000 - 1010, 2000 - 2009, 3000 - 3008, 4000 - 4006
Census tract 5303 blocks 1000 - 1011, 2000 - 2004, 3000 - 3011, 4000 - 4012, 5000 - 5024
Census tract 5304 blocks 1000 - 1026, 2000 - 2011, 3000 - 3032, 4000 - 4025
Census tract 5305 blocks 1000 - 1030, 2000 - 2009, 3000 - 3006, 4000 - 4008, 5000 - 5025
Census tract 5306 blocks 1000 - 1068, 2000 - 2033, 3000 - 3063, 4000 - 4109
Census tract 5307 blocks 1000 - 1031, 2000 - 2993
Census tract 5308 blocks 1000 - 1025, 2000 - 2019, 3000 - 3019, 4000 - 4050, 5000 - 5041, 6000 - 6042, 7000 - 7058
Census tract 5309 blocks 1000 - 1030, 2000 - 2030, 3000 - 3030, 4000 - 4058, 5000 - 5026, 6000 - 6077
Census tract 5421 blocks 1000 - 1034, 2000 - 2029, 3000 - 3041, 4000 - 4062
Census tract 5422 blocks 1000 - 1045, 2000 - 2008, 3000 - 3005, 4000 - 4020
Census tract 5423 blocks 1000 - 1015, 2000 - 2016, 3000 - 3012, 4000 - 4026, 5000 - 5031, 6000 - 6007
Census tract 5431 blocks 1000 - 1014, 2000 - 2032
Census tract 5441 blocks 1000 - 1022, 2000 - 2021, 3000 - 3030, 4000 - 4019
Census tract 5442 blocks 1000 - 1124, 2000 - 2102, 3000 - 3076
Census tract 5451 blocks 1000 - 1052, 2000 - 2026, 3000 - 3106, 4000 - 4060
Census tract 5452 blocks 1000 - 1122, 2000 - 2062, 3000 - 3084, 4000 - 4994, 5000 - 5027
Census tract 5453 blocks 1000 - 1100, 2000 - 2059, 3000 - 3055, 4000 - 4045
Census tract 5454 blocks 1000 - 1017, 2000 - 2099, 3000 - 3037, 4000 - 4063
Census tract 5601 blocks 1000 - 1074, 2000 - 2026, 3000 - 3062, 4000 - 4017, 5000 - 5023, 6000 - 6021
Census tract 5611 blocks 1000 - 1061, 2000 - 2022, 3000 - 3039, 4000 - 4015, 5000 – 5013

OpenCape Historical Financial
Cash Flow Statement

	Historical Years	
	2008	2009
Operating Cash Flow [(CAPeX+NetInc) - Depreciation)]		
Net Income	$ -	$ -
Depreciation	$ -	$ -
CAPX	$ -	$ -
Operating Cash Flow	$ -	$ -
Sources of Financing		
Initial Grants from Community Sponsors	$ 68,136	$ 107,603
	$ -	$ -
	$ -	$ -
	$ -	$ -
	$ -	$ -
Total Capital Available	$ 68,136	$ 107,603
Annual Capital Reserves (Deficits)	$ -	$ -
Cumulative Capital Reserves (Deficits)	$ -	$ -

OpenCape Historical

Income Statement

		Historical Years	
		2008	2009
Revenue			
	Barnstable County EDC	$ 16,890	$ 18,984
	John Adams Innovation Institute Grant	$ 51,246	$ 88,619
	Other Contributions	$ -	$ -
OpenCape Gross Revenue		**$ 68,136**	**$ 107,603**
Cost of Sales			
	Other	$ -	$ -
	Other	$ -	$ -
Cost of Sales		**$ -**	**$ -**
Gross Margin		$ 68,136	$ 107,603
General, & Administrative			
	Number of SG&A Employees	0	0
	Salary / Wages (Grant Period, then Operationa	$ -	$ -
	Employee Benefits (30% of Salary/wages)	$ -	$ -
	Office Space Utilities, rent, etc.	$ -	$ -
	Office Equipment/Furniture/Supplies/Employee	$ -	$ -
	Office Supplies and Misc	$ 750	$ -
	Travel Expenses and Reimbursable	$ 371	$ 89
	Media / Collateral Material/Web site	$ 2,767	$ 3,243
	Board Meetings	$ -	$ -
	Telephone and Internet	$ -	$ -
	Professional Services - Legal, Accounting, Con	$ 61,948	$ 102,087
	Insurance Premiums (D&O, Property, Liability)	$ 2,300	$ 2,184
General, & Administrative		**$ 68,136**	**$ 107,603**
	SG&A as % of Revenue	100%	100%
Total Operational Costs:		**$ 68,136**	**$ 107,603**
EBITDA		**$ 0**	**$ 0**

OpenCape Historical
Balance Sheet

	Historical Years	
	2008	2009
ASSETS		
Current Assets		
Cash	$ -	$ -
Accounts Receivable	$ -	$ -
Grants Receivable	$ -	$ -
Reserves Established for Plant Replacement	$ -	$ -
Prepayments	$ -	$ -
Total Current Assets	$ -	$ -
Broadband Plant		
Construction work-in-progress	$ -	$ -
Spares and Supplies	$ -	$ -
Plant in Service, at Cost	$ -	$ -
	$ -	$ -
Less Accumulated Depreciation	$ -	$ -
Net Broadband Plant	$ -	$ -
Total Assets	**$ -**	**$ -**
LIABILITIES AND NET ASSETS (EQUITY)		
Current Liabilities		
Accounts Payable	$ -	$ -
Prepaid Services	$ -	$ -
Total Current Liabilities	$ -	$ -
Long-Term Liabilities		
Debt Financing	$ -	$ -
Capital Leases	$ -	$ -
Total Long-Term Liabilities	$ -	$ -
Total Liabilities	$ -	$ -
Net Assets (Equity)		
Temporarily Restricted Net Assets	$ -	$ -
Unrestricted Net Assets	$ -	$ -
Fund Balance	$ -	$ -
Total Liabilities and Net Assets	**$ -**	**$ -**

SERVICE AREA or COMMON NETWORK FACILITIES:		Eligibility (Yes/No)	Unit Cost	No of Units	Total Cost	Support of Reasonableness
NETWORK & ACCESS EQUIPMENT						
Switching	Ethernet Transport	Yes	15000	10	$150,000	Representative RCN Metro pre-negotiated equipment cost from vendors such as Nortel, Ciena, and Cisco were used to establish the network equipment cost. Cost for the following were included:
	Engineering, Installation, & Test	Yes	2695	10	$26,950	
Routing						
Transport	5°DWDM ROADM Node w/2° lit	Yes	85850	7	$600,950	(1) Optical networking equipment to establish the DWDM ROADM network
	5°DWDM ROADM Node w/3° lit	Yes	129500	2	$259,000	
	5°DWDM ROADM Node w/4° lit	Yes	162600	2	$325,200	
	Installation Materials - Verizon COs	Yes	6891	9	$62,019	
	Installation Materials - RCN Metro CO	Yes	1500	1	$1,500	(2) Ethernet transport circuit packs to provide three 10Gb/s Ethernet Rings
	Installation Materials - Barnstable Collo	Yes	1500	1	$1,500	
Access	Ethernet Switch	Yes	4000	65	$260,000	
	Backup power & materials	Yes	4100	65	$266,500	(3) Ethernet access switches for 65 OpenCape participants
Other	Transport Engineering, Installation, Configuration, & Test	Yes	10955	11	$120,505	(4) Engineering, Installation, Configuration, and Test
	Access Engineering, Installation, Configuration, & Test	Yes	1995	65	$129,675	All work to be preformed by RCN Metro or RCN Metro's representatives in accordance with RCN Metro standards and customary telecommunications practices.
	Ethernet Ring Engineering, Installation, Configuration, & Test	Yes	2695	8	$21,560	
Category Total					***$2,225,359***	
	OUTSIDE PLANT					
Cables	**Aerial Cabling**					By making use of aerial cabling to the greatest extent possible, it allows the best use of financial resources, minimizes the effect on wetlands and other sensitive environmental areas. In addition, the timely installation of about two hundred and forty miles of cable by using existing structures will help to complete.
	Aerial Survey	Yes	62	20000	$1,240,313	Cost of survey Public Utilities (per pole)
	Aerial Make-Ready	Yes	279	20000	$5,581,406	Make-ready required for pole attachments (per pole)
	Cable Exterior	Yes	2	1958880	$3,004,987	Cost of the all cable - 288F ADSS (per ft.)
	Hardware	Yes	345,037	1	$345,037	Cost of splice cases, slack management/snow shoes (total)
Conduits & Ducts Exterior	**Underground Conduit & Ducts**					The strategic use of underground cabling into the data center, colo, Pop's and microwave systems allows the use of some of the existing underground infrastructure and the utility entrances into buildings. Engineering and Installation to be done in accordance with standard and customary practices.
	Permitting/Bonding/ROW	Yes	85,050	1	$85,050	Permitting/bonding/ROW costs for UG construction (total)
	Telco UG Conduit Survey	Yes	4.00	74665	$298,662	Verizon Telephone conduit survey fees (per foot)
	Telco Conduit Make-Ready	Yes	4.2	74665	$314,124	Make-ready (innerduct placement) for OpenCape fiber
	Telco Manhole Breakouts	Yes	1,584	40	$63,375	Cost to break in and out of Verizon manholes (per MH)
	Contract Work Inspector	Yes	124	400	$49,613	Verizon inspectors to oversee work in their conduits (per hr)
	Conduit Placing	Yes	191,548	31	$5,937,978	New conduit expense (cost per mile, grass/concrete/asph)
	Innerduct Placing	Yes	10,623	31	$329,314	Innerduct expense and placement in new conduit
Conduits and Ducts Interior	**Interior Construction Costs**					Allows the connectivity between the optronics equipment and the network.
	Conduit Placing	Yes	11,340	50	$567,000	EMT conduit construction (per location)
	Innerduct Placing	Yes	1,198	50	$59,875	Cost and placement of Innerduct in EMT conduit (per location)
	Cable Placing	Yes	425	50	$21,263	ISP Cable placement costs (per location)
	Cable Splicing	Yes	1,515	70	$106,029	ISP Splicing expense (per location), incl. Central Offices
	Cable Testing and review	Yes	35	20160	$714,420	Testing after cable is in place (per fiber per location)

SERVICE AREA or COMMON NETWORK FACILITIES:		Eligibility (Yes/No)	Unit Cost	No of Units	Total Cost	Support of Reasonableness
NETWORK & ACCESS EQUIPMENT						
	Telco CATT Application/M-R	Yes	3,402	15	$51,030	Verizon Central Office Vault splice location fees
Poles						
	Not Required					Using existing utility structures
Towers						
	Microwave Equipment	Yes	105000	15	$1,575,000	Equipment, materials, installation, configuration, and testing costs extrapolated from an 8 node microwave design quote provided by RCN Metro. The installation of the proposed microwave network will primarily provide service for public safety and emergency services between the Cape and Islands. The network provides a reasonable amount of backup bandwidth for commercial services between the Cape & Islands, and between Provincetown and Orleans.
	Materials	Yes	40000	15	$600,000	
	Installation contractor	Yes	20000	15	$300,000	
	Public Safety 700Mhz System	Yes	40000	15	$600,000	
Repeaters	Not Required					
Other	Engineering / Project Mgmt.	Yes	100	1375	$137,781	Contract and in-house Engineering / Project Mgmt.
	Exterior Cable Placing	Yes	13,019	371	$4,829,919	Costs associated with cable placement (total aerial and UG)
	Exterior Cable Splicing	Yes	150	1588	$238,140	Splicing expense (per splice location)
	Police Details	Yes	63	65000	$4,082,400	Traffic Control (hourly cost per detail) - multiple details per day
Category Total					***$31,132,714***	
	BUILDINGS					
New Construction						
Pre-Fab Huts						
Improvements and Renovations	Barn. Cty. Bldg. IRU	Yes	1000000	1	$1,000,000	25 year IRU/Capital Lease from Barnstable County of 10,000 soft building
	Barn. Cty. Bldg. Renovation	Yes	1410000	1	$1,410,000	Building general renovation, ADA compliance, utility infrastructure upgrade
Data Center	ISPE	Yes				
	HVAC	Yes	452000	1	$452,000	3 tons of cooling for the electric room, 10 tons of cooling for the data center & 9 APC in row cooling racks .
	UPS	Yes	115000	1	$115,000	Installation contractor for the UPS, HVAC, Infrastructure materials
	Trans	Yes			$0	
	Materials	Yes	435000	1	$435,000	Equipment Racks, Cable ladder system, grounding & Fire Suppression system
	Inergen	Yes			$0	
	VM SAN	Yes	425000	1	$425,000	Storage Area Network
	Generator & Infrastructure	Yes	348000	1	$348,000	Includes generator pad, transfer switch, and wiring for the Data Center Emergency electrical backup system
	In row cabs	Yes	3472	36	$124,992	Provide 36 cabinets for the housing of the optronics
	Electrical Infrastructure	Yes	201000	1	$201,000	New electric service to the building, electrical distribution panels, transformer and interior electrical wiring.
CO's	POPs	Yes	68334	3	$205,002	Installation of the racks to support the installation of the Cisco 3750s, & the FDP to accept the OSP fiber.

SERVICE AREA or COMMON NETWORK FACILITIES:		Eligibility (Yes/No)	Unit Cost	No of Units	Total Cost	Support of Reasonableness
NETWORK & ACCESS EQUIPMENT						
CO's	Verizon CO's	Yes	16016	8	$128,128	Co's provide for regeneration and the handoff to those without laterals into their facilities
	Materials	Yes	57348	1	$57,348	Materials for the installation of equipment in the CO's.
Other	Project Management	Yes	81550	1	$81,550	In house project management for the construction of the Data Center
Category Total					***$4,983,020***	
Customer Premise Equipment						
Modems						
Set Top Boxes						
Inside Cabling						
Other						
Category Total					***$0***	
BILLING SUPPORT and OPERATIONS SUPPORT SYSTEMS						
Billing Support Systems						
Customer Care Systems						
Other Support						
Category Total					***$0***	
OPERATING EQUIPMENT						
Vehicles						
Office Equipment/ Furniture	Furniture	Yes	23000	1	$23,000	
	Computer and Phone Equip	Yes	21000	1	$21,000	
Other						
Category Total					***$44,000***	
PROFESSIONAL SERVICES						
Engineering Design						
Project Management (OpenCape)	Director	Yes	90	6,150	$553,500	3 years w/30% benefits
	Construction Coordinator	Yes	60	6,150	$369,000	3 years w/30% benefits
	Administrative Support	Yes	30	6,150	$184,500	3 years w/30% benefits
	Overhead & Other Admin	Yes	60000	3	$180,000	
Consulting	Legal, Accounting, Compliance, Enviro	Yes	290	2,000	$580,000	
Category Total					***$1,867,000***	
OTHER UPFRONT COSTS						
Site Preparation						
Other						
Proposal Prep 1	OpenCape Volunteers 7/9-8/14	Yes	90	980	$88,200	
Proposal Prep 2	OpenCape Volunteers 8/14-12/31	Yes	90	890	$80,100	
Post Award	OpenCape Volunteers Post Award	Yes	90	1,900	$171,000	
Category Total					***$339,300***	
Total					**$40,591,393**	

OpenCape Business Plan Financial Proforma
Cash Flow Statement

	Historical Years		1	2	3	4	5
	2008	2009	2010	2011	2012	2013	2014
Operating Cash Flow [(CAPeX+NetInc) - Depreciation)]							
Net Income	$ -	$ -	$ (100)	$ (1,016,396)	$ (2,746,849)	$ (2,930,775)	$ (2,524,814)
Depreciation	$ -	$ -	$ -	$ 1,375,000	$ 3,208,333	$ 3,208,333	$ 3,208,333
CAPX	$ -	$ -	$ 16,500,000	$ 22,000,000	$ -	$ -	$ -
Operating Cash Flow	$ -	$ -	$ (16,500,100)	$ (21,641,396)	$ 461,485	$ 277,558	$ 683,520
Sources of Financing							
Initial Grants from Community Sponsors	$ 68,136	$ 107,603	$ -	$ -	$ -	$ -	$ -
Barnstable County Building Contribution	$ -	$ -	$ 1,000,000				
RCN Initial Contribution	$ -	$ -	$ 500,000	$ 1,000,000	$ 500,000		
Massachusetts Incentive Fund Contribution	$ -	$ -	$ 2,500,000	$ 2,500,000	$ -	$ -	$ -
NTIA BTOP Grant	$ -	$ -	$ 13,000,000	$ 19,000,000	$ -	$ -	$ -
Total Capital Available	$ 68,136	$ 107,603	$ 17,000,000	$ 22,500,000	$ 500,000	$ -	$ -
Annual Capital Reserves (Deficits)	$ -	$ -	$ 499,900	$ 858,604	$ 961,485	$ 277,558	$ 683,520
Cumulative Capital Reserves (Deficits)	$ -	$ -	$ 499,900	$ 1,358,504	$ 2,319,988	$ 2,597,547	$ 3,281,066

Note: This Proforma Cash Flow statement in not refined and does not reflect the impact of changes in working capital – growing inventory, receivables, etc.

OpenCape Business Plan Financial Proforma
Proforma Balance Sheet

31-Dec	Historical Years 2008	2009	1 2010	2 2011	3 2012	4 2013	5 2014
ASSETS							
Current Assets							
Cash	$ -	$ -	$ 300,000	$ 300,000	$ 300,000	$ 300,000	$ 300,000
Accounts Receivable	$ -	$ 500,000	$ 1,000,000	$ 500,000	$ 11,852	$ 31,585	$ 64,661
Grants Receivable	$ -	$ 15,500,000	$ 21,500,000	$ -	$ -	$ -	$ -
Reserves Established for Plant Replacement	$ -	$ -	$ -	$ 858,604	$ 1,820,088	$ 2,097,647	$ 2,781,166
Prepayments	$ -	$ -	$ 28,862	$ 29,487	$ 20,987	$ 21,762	$ 22,569
Total Current Assets	$ -	$ 16,000,000	$ 22,828,862	$ 1,688,091	$ 2,152,927	$ 2,450,993	$ 3,168,397
Broadband Plant							
Construction work-in-progress	$ -	$ -	$ 15,900,000	$ 20,900,000	$ -	$ -	$ -
Spares and Supplies	$ -	$ -	$ -	$ 362,000	$ 755,240	$ 785,105	$ 785,702
Plant in Service, at Cost	$ -	$ -	$ 2,200,000	$ 16,500,000	$ 38,500,000	$ 38,500,000	$ 38,500,000
	$ -	$ -	$ 18,100,000	$ 37,762,000	$ 39,255,240	$ 39,285,105	$ 39,285,702
Less Accumulated Depreciation	$ -	$ -	$ 1,375,000	$ 4,583,333	$ 7,791,667	$ 11,000,000	$ 14,208,333
Net Broadband Plant	$ -	$ -	$ 16,725,000	$ 33,178,667	$ 31,463,573	$ 28,285,105	$ 25,077,369
Total Assets	**$ -**	**$ 16,000,000**	**$ 39,553,862**	**$ 34,866,757**	**$ 33,616,500**	**$ 30,736,098**	**$ 28,245,765**
LIABILITIES AND NET ASSETS (EQUITY)							
Current Liabilities							
Accounts Payable	$ -	$ -	$ 46,925	$ 43,776	$ 32,836	$ 19,044	$ 19,851
Prepaid Services	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Total Current Liabilities	$ -	$ -	$ 46,925	$ 43,776	$ 32,836	$ 19,044	$ 19,851
Long-Term Liabilities							
Debt Financing	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Capital Leases	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Total Long-Term Liabilities	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Total Liabilities	$ -	$ -	$ 46,925	$ 43,776	$ 32,836	$ 19,044	$ 19,851
Net Assets (Equity)							
Temporarily Restricted Net Assets	$ -	$ 15,500,000	$ 21,500,000	$ -	$ -	$ -	$ -
Unrestricted Net Assets	$ -	$ 500,000	$ 18,006,937	$ 34,822,982	$ 33,583,665	$ 30,717,055	$ 28,225,915
Fund Balance	$ -	$ 16,000,000	$ 39,506,937	$ 34,822,982	$ 33,583,665	$ 30,717,055	$ 28,225,915
Total Liabilities and Net Assets	**$ -**	**$ 16,000,000**	**$ 39,553,862**	**$ 34,866,757**	**$ 33,616,500**	**$ 30,736,098**	**$ 28,245,765**

Income Statement

	Historical Years		1	2	3	4	5
	2008	2009	2010	2011	2012	2013	2014
Revenue							
Barnstable County EDC	$ 16,890	$ 18,984	$ -	$ -	$ -	$ -	$ -
John Adams Innovation Institute Grant	$ 51,246	$ 88,619	$ -	$ -	$ -	$ -	$ -
Partner 8% of Gross	$ -	$ -	$ -	$ 35,844	$ 142,223	$ 379,021	$ 775,935
Partner Licensing Fee w/ 3% inflation	$ -	$ -	$ -	$ 300,000	$ 309,000	$ 318,270	$ 327,818
NTIA Grant Administration and Compliance	$ -	$ -	$ 600,000	$ 600,000	$ 600,000	$ -	$ -
Service Fees (County, Erate, etc)	$ -	$ -	$ -	$ -	$ -	$ -	$ 10,000
Other Contributions	$ -	$ -	$ -	$ -	$ -	$ -	$ 5,000
OpenCape Gross Revenue	**$ 68,136**	**$ 107,603**	**$ 600,000**	**$ 935,844**	**$ 1,051,223**	**$ 697,291**	**$ 1,118,754**
Cost of Sales							
Pole Attachment Fees (240 miles, 8448 poles @$4.92 per)	$ -	$ -	$ -	$ 5,000	$ 41,564	$ 42,811	$ 44,095
State Innerduct Lease Fees (50 miles, 264,000' @ .10 per)	$ -	$ -	$ -	$ 5,000	$ 26,400	$ 27,192	$ 28,008
Utility Innerduct Lease Fees (10 miles, 52,800' @$.46 per)	$ -	$ -	$ -	$ 5,000	$ 24,288	$ 25,017	$ 25,767
Generator Maintenance ($450/set/yr for 2x visits)	$ -	$ -	$ -	$ -	$ 13,500	$ 13,905	$ 14,322
Physical Plant fiber insurance	$ -	$ -	$ -	$ -	$ 20,000	$ 20,600	$ 21,218
Microwave Plant insurance	$ -	$ -	$ -	$ -	$ 4,000	$ 4,120	$ 4,244
Collocation Center Insurance	$ -	$ -	$ -	$ -	$ 15,000	$ 15,450	$ 15,914
Other	$ -	$ -	$ -	$ -	$ 1,000	$ 1,030	$ 1,061
Other	$ -	$ -	$ -	$ -	$ 2,000	$ 2,060	$ 2,122
Cost of Sales	**$ -**	**$ -**	**$ -**	**$ 15,000**	**$ 147,752**	**$ 152,185**	**$ 156,750**
Gross Margin	$ 68,136	$ 107,603	$ 600,000	$ 920,844	$ 903,471	$ 545,106	$ 962,003
Gross Margin%	N/A	N/A	100%	98%	86%	78%	86%
General, & Administrative							
Number of SG&A Employees	0	0	3	3	3	2	2
Salary / Wages (Grant Period, then Operational)	$ -	$ -	$ 287,000	$ 287,000	$ 287,000	$ 135,000	$ 140,400
Employee Benefits (30% of Salary/wages)	$ -	$ -	$ 86,100	$ 86,100	$ 86,100	$ 40,500	$ 42,120
Office Space Utilities, rent, etc.	$ -	$ -	$ 20,000	$ 20,600	$ 21,218	$ 21,855	$ 22,510
Office Equipment/Furniture/Supplies/Employee Technology	$ -	$ -	$ 6,000	$ 5,000	$ 15,000	$ 5,000	$ 5,150
Office Supplies and Misc	$ 750	$ -	$ 2,000	$ 2,060	$ 2,122	$ 2,185	$ 2,251
Travel Expenses and Reimbursable	$ 371	$ 89	$ 6,000	$ 5,000	$ 7,500	$ 9,375	$ 10,313
Media / Collateral Material/Web site	$ 2,767	$ 3,243	$ 7,000	$ 6,000	$ 6,000	$ 6,000	$ 6,600
Board Meetings	$ -	$ -	$ 2,000	$ 2,060	$ 2,122	$ 2,185	$ 2,251
Telephone and Internet	$ -	$ -	$ 7,000	$ 7,210	$ 7,426	$ 7,649	$ 7,879
Professional Services - Legal, Accounting, Compliance, etc.	$ 61,948	$ 102,087	$ 170,000	$ 130,000	$ 100,000	$ 30,000	$ 30,900
Insurance Premiums (D&O, Property, Liability)	$ 2,300	$ 2,184	$ 7,000	$ 7,210	$ 7,498	$ 7,798	$ 8,110
General, & Administrative	**$ 68,136**	**$ 107,603**	**$ 600,100**	**$ 558,240**	**$ 541,986**	**$ 267,548**	**$ 278,484**
SG&A as % of Revenue	100%	100%	100%	60%	52%	38%	25%
Total Operational Costs:	**$ 68,136**	**$ 107,603**	**$ 600,100**	**$ 573,240**	**$ 689,738**	**$ 419,733**	**$ 435,234**
EBITDA	**$ 0**	**$ 0**	**$ (100)**	**$ 362,604**	**$ 361,485**	**$ 277,558**	**$ 683,520**
Depreciation							
Depreciation Expense	$ -	$ -	$ -	$ 1,375,000	$ 3,208,333	$ 3,208,333	$ 3,208,333
Net Income	$ 0	$ 0	$ (100)	$ (1,012,396)	$ (2,846,849)	$ (2,930,775)	$ (2,524,814)
Net Income as % of Revenue	N/A	N/A	0%	-108%	-271%	-420%	-226%

Attachment_K_OpenCape_Income_StatementA

CAPX								
Cape Cod Network	$ -	$ -	$ 8,000,000	$ 8,000,000	$ -			
Internet Backbone Network - Providence and Boston	$ -	$ -	$ 6,000,000	$ 8,000,000	$ -			
Regional Collocation/Data Center	$ -	$ -	$ 2,200,000	$ 2,000,000	$ -			
Start up Investment	$ -	$ -	$ 300,000	$ -	$ -	$ -	$ -	
PSMC	$ -	$ -		$ 1,500,000	$ -			
CLAMS	$ -	$ -		$ 1,000,000	$ -			
Pandemic / Public Computing	$ -	$ -		$ 750,000	$ -			
GIS	$ -	$ -	$ -	$ 750,000	$ -	$ -	$ -	
Total Annual CAPX	$ -	$ -	$ 16,500,000	$ 22,000,000	$ -	$ -	$ -	
Depreciation Expense Calculations								
Network economic life in years	12	12	12	12	12	12	12	
First Year Capital Stock Depreciation Expense	$ -	$ -	$ -	$ 1,375,000	$ 1,375,000	$ 1,375,000	$ 1,375,000	
Second Year Capital Stock Depreciation Expense	$ -	$ -	$ -	$ -	$ 1,833,333	$ 1,833,333	$ 1,833,333	
Third Year Capital Stock Depreciation Expense	$ -	$ -	$ -	$ -	$ -	$ -	$ -	
Depreciation Expense	$ -	$ -	$ -	$ 1,375,000	$ 3,208,333	$ 3,208,333	$ 3,208,333	
Accumulated Depreciation	$ -	$ -	$ -	$ 1,375,000	$ 4,583,333	$ 7,791,667	$ 11,000,000	

Depreciation Schedules	Months	Years
Aerial Fiber	180	15
Underground Fiber	240	20
Electronics	84	7
Shelters and Generators	120	10

The following major assumptions were used in developing the evaluation of the Addressable Market and the Financial Proforma Statements for the OpenCape Project:

1 In defining the addressable market for Open Cape, we assumed that telecommunications statistics published in the FCC Trends in Telephone Service Report, and the FCC ARMIS reports, which are published on a state-wide basis, can be factored down to the OpenCape footprint based upon population and remain valid. For example, Massachusetts has a population of 6.5 million people, and 5.3 million wireless subscribers. This yields a wireless service for every 1.23 persons. The OpenCape footprint has a total population of 870,000. We are forecasting the wireless subscribers in the addressable market of 707,000. This methodology was applied to all communications services. It is important to note that the population cited her is larger than is indicated as OpenCape's service area. Because OpenCape must build fiber to further connection points in Providence it will also have the opportunity to generate revenues in those areas over time.

2 In calculating the addressable market we assumed there is a correlation between household income and adoption rates for broadband and other communications services. The relative wealth of the OpenCape region is greater than the national average. The weighted-average median-household-income for the OpenCape region is $61,651 per year. The national average is $50,740. We believe this creates an economic index of 121.3% for the OpenCape region relative to the US, and using the same methodology, and economic index of 98.7% relative to the Commonwealth of Massachusetts. So, if the Massachusetts state-wide adoption of broadband is 64.4%, and rural adoption of broadband at the national level is 38.8%, we used the economic index of the OpenCape region to forecast the addressable-market adoption of broadband at 47.1%

3 OpenCape's business strategy is to address the "transport" portion of the telecommunications value chain, a so-called carriers' carrier strategy, and provide retail commercial services. In determining the addressable market, we used industry-wide statistics for calculating the size of the transport market. For example, the retail wireless market in the OpenCape region is approximately $400 Million annually, the industry-wide average cost of transport for wireless networks is about 12% of retail sales. This yielded an addressable market of $50 Million. However, we did not use $50 Million as the potential market as we believe that once a circuit is provisioned, it is difficult to capture that portion of the market. Rather, we calculated the size of the high-potential addressable market -- the new transport business that is provisioned in support of organic growth -- in the case of wireless about $2 Million in the first year. This same methodology was applied to all segments of the transport market. We calculated market share as a percentage of high-potential-market, only.

4 Market segment growth rates. We have modeled the addressable market using the following assumptions. Wireline telephony will continue to decline at a rate of 5% per year and will stabilize at 60% penetration (40% of homes will have supplanted wireleline telephony with wireless voice). Broadband adoption will slow to 7% annual growth rate until 95% penetration is achieved, at which point it will stabilize. Subscription video service is mature and static, however, prices will continue to increase at 4% annual growth rate for the planning horizon. Wireless voice growth rate in subscribership and Minute of Use (MOU) will slow to a 4% annual growth rate and stabilize at 98% market saturation.

5 The initial plan for OpenCape is to work through a private partner for the sales, marketing, provisioning of services, and customer care -- including billing. OpenCape used a disciplined RFI process to select the private partner. The market share, customer retention, and overall success of OpenCape in the marketplace is directly linked to the quality of the efforts of that partner. Public-private partnerships can present unique challenges. This plan assumes the operator will be a good operator and deliver on the vigilance of effort and quality of customer care that they committed to in the RFP process.

6 Market share estimates were determined from the experiences of others who launched similar networks, in similarly under-served markets. Market share for transport was calculated as a percent of the high-potential addressable market, as described in assumption 3. The market share capture for retail commercial services was calculated as a percent of total market as retail customers are motivated to change service provider for cost savings.

Year	1	2	3	4	5	6	7	8	9	10	11	12
	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021
Market share												
Commercial Retail	0.0%	0.1%	0.4%	1.0%	2.0%	4.0%	6.0%	8.0%	10.0%	11.0%	12.0%	13%
Commercial Transport	0.0%	0.5%	1.0%	3.0%	5.0%	7.0%	9.0%	10.0%	11.0%	12.0%	13.0%	14%

7 The precise category breakdown of the capital plant in service is not known at this time. The depreciation schedule we used for the financial proforma is based upon an average life of 12 years. The actual depreciation schedule by class of asset is as follows:

Depreciation Schedules	Months	Years
Aerial Fiber	180	15
Underground Fiber	240	20
Electronics	84	7
Shelters and Generators	120	10

8 It is important to note that OpenCape, with the assistance of Robert Picchi, Certified Management Consultant of the Blue Ridge Advisory Services Group, developed twelve year projections within a very detailed financial analysis. This analysis reveals a very favorable outlook for OpenCape. We would like to have provided this analysis in the first round, but were constrained by the requirements for grant submissions to only 5 years of projections. We look forward to providing our complete analysis.

Attachment B – Middle Mile Service Offerings
OpenCape

OpenCape anticipates that the licensed network operator (RCN Metro) will generate revenues adequate to operate, maintain, and upgrade the transport network and to generate a profit on an ongoing basis. It is anticipated it will do so by selling capacity on the network to what are known as "Access Entities".

A variety of Access Entities are intended to lease network facilities and services from the operator and offer end user products. Access entities take many shapes and forms, including institutional bulk purchasers, municipal users, nonprofit consortia, private companies, and regional aggregation entities. None of these entities alone could cost justify the investment in a backhaul network in the region, but OpenCape anticipates that these organizations would, once the network is established, purchase prorated transport capacity and run access businesses upon it.

The rate table for services is below:

Service Offering	**Distance Band or Point to Point**	**Minimum Peak Load Network Band width Capacity (Mbps)**	**Monthly /Yearly Pricing**	**Other**
Switched Ethernet	Dedicated point to point – on Cape Cod	10 – 1000	$918 - $5130/mo	
Point to Point Ethernet	Dedicated point to point – on Cape Cod	50 – 1000	$1721 - $6464/mo	
SONET	Dedicated Point to Point	45 – 2488	$1500 - $23438/mo	DS3 – OC12
Wavelength	Dedicated point to point – on Cape Cod	1000 - 10000	$6000 - $15000/mo	1, 2.5 & 10Gig
Internet Access	Dedicated – from Cape Cod to Peering Point	10 -1000	$737 - $12792/mo	Peering at 1 Summer St., Boston, Ma
Dark Fiber	Point to Point	Determined by user	$200 per fiber mile	Dark fiber IRU
Colocation	N/A	N/A	$22/sqft/mo	Also ½ & Full cabinets

Because OpenCape is an open access network, it will be made available to any Access Entity that meets the technical requirements, can pay the rates, and intends to use the network for legal purposes. OpenCape Corporation has required, and RCN Metro Optical Networks has accepted two principles with regard to pricing on the network:

1. There shall be no distance or loop charges on the network. Customers will pay a port charge and a capacity charge.
2. There shall be a three tiered pricing model whereby non-profits shall receive a 15% discount on retail, and government entities shall receive a 25% discount.

The OpenCape middle mile network path has been selected in part to ensure that it reaches the broadest possible number of tenants. In many instances, the path selection will result in the fiber passing public safety, town administration, school buildings, and libraries. OpenCape has already committed to providing service to all of twelve emergency shelters in the region. It has also committed to connecting at least 30 of the CLAMS library consortium libraries in the region. Additional connections will be made in each town based on a prioritized list of buildings provided by each town to OpenCape Corporation. OpenCape will attempt to make at least three connections in each town based on those lists and other factors.

OpenCape includes creation of a regional wide area network (WAN) for towns, school districts, and libraries. OpenCape also intends to create within the regional collocation center a government data center for county, municipal, and education entities to develop a regional umbrella services model of greater impact and efficiency. OpenCape intends to build a virtual machine (VM) server and storage area network (SAN) in the regional collocation/data center where municipalities and school districts will be able to install any number of applications they may wish to place under a regional service umbrella such as geographic information systems (GIS), learning management systems (LMS), assessor databases, web services, and other applications well suited to a regional services model. OpenCape Corporation intends to partner with the Barnstable County Commission in this effort.

Network Design and Implementation Plan Certification (to be complete for projects requesting more than $1 million in federal assistance)

U.S. Department of Agriculture and U.S. Department of Commerce
BIP and BTOP Program

We the undersigned, certify that the proposed broadband system will work as described in the System Design and Network Diagram sections, and can deliver the proposed services outlined in the Service Offerings Section. Moreover, the system, as designed, can meet the proposed build-out timeframe based on the resources designated in Project Viability Section, and will be substantially complete in two years, and complete within three years.

8/4/09
(Date)

(Authorized Representative's Signature)

Dan Gallagher
Name:

President
Title:

8/12/09
(Date)

(Certifying Engineer's Signature)

Edward A. Welch, P.E., PLS
Name:

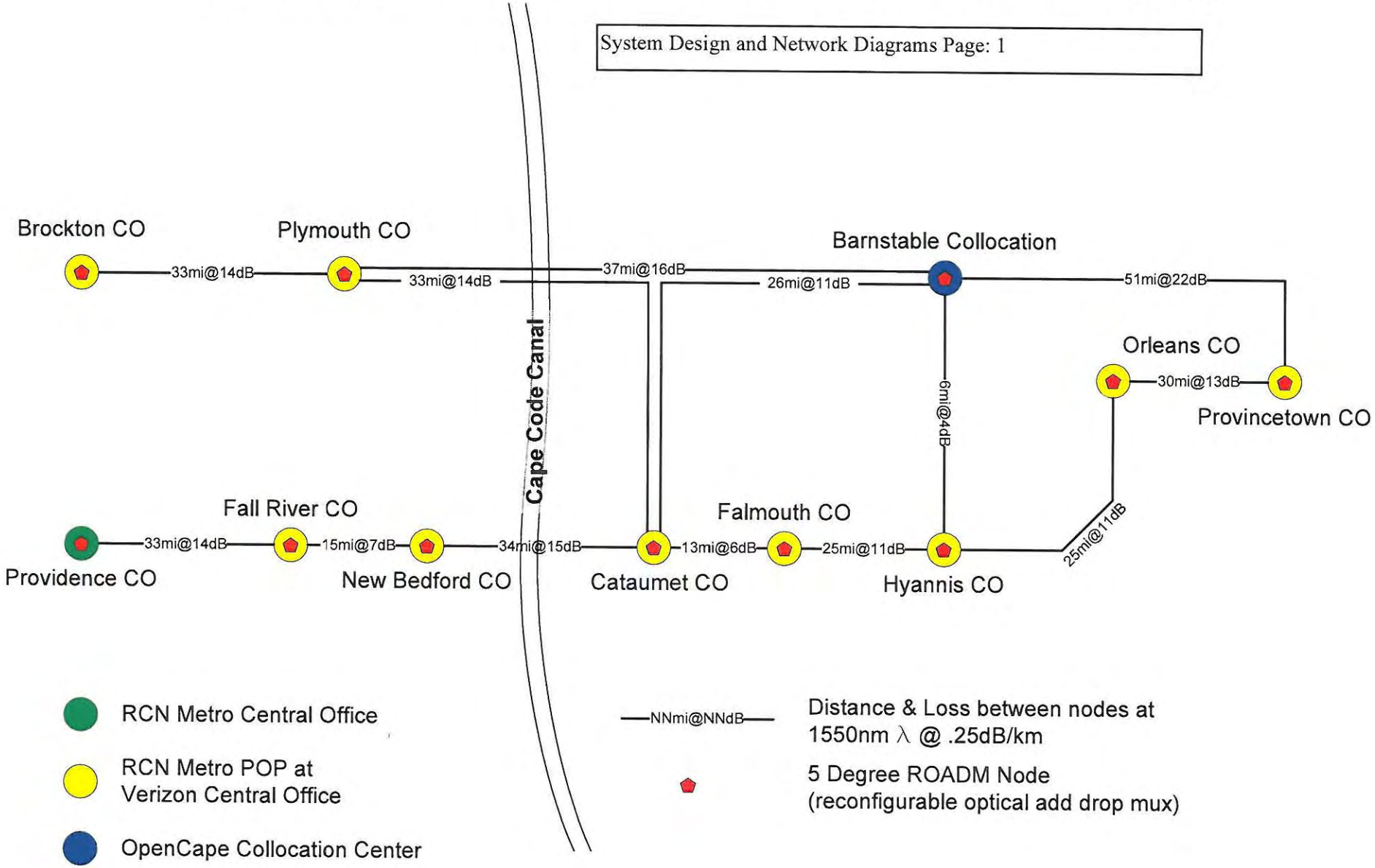
Senior Project Manager -
Title:
Siena Engineering Group, Inc.

COMMONWEALTH OF MASSACHUSETTS
EDWARD ARTHUR WELCH
No. 20190
REGISTERED PROFESSIONAL ENGINEER

Attachments:
System Design and Network Diagrams Pages: 1 - 4
Schedule B Service Offerings: Pages 5 - 6
Build-out timeframe summary: Page 7
Build-out timeframe detail: Pages: 8-12

OpenCape Proposed 44 λ DWDM ROADM Network

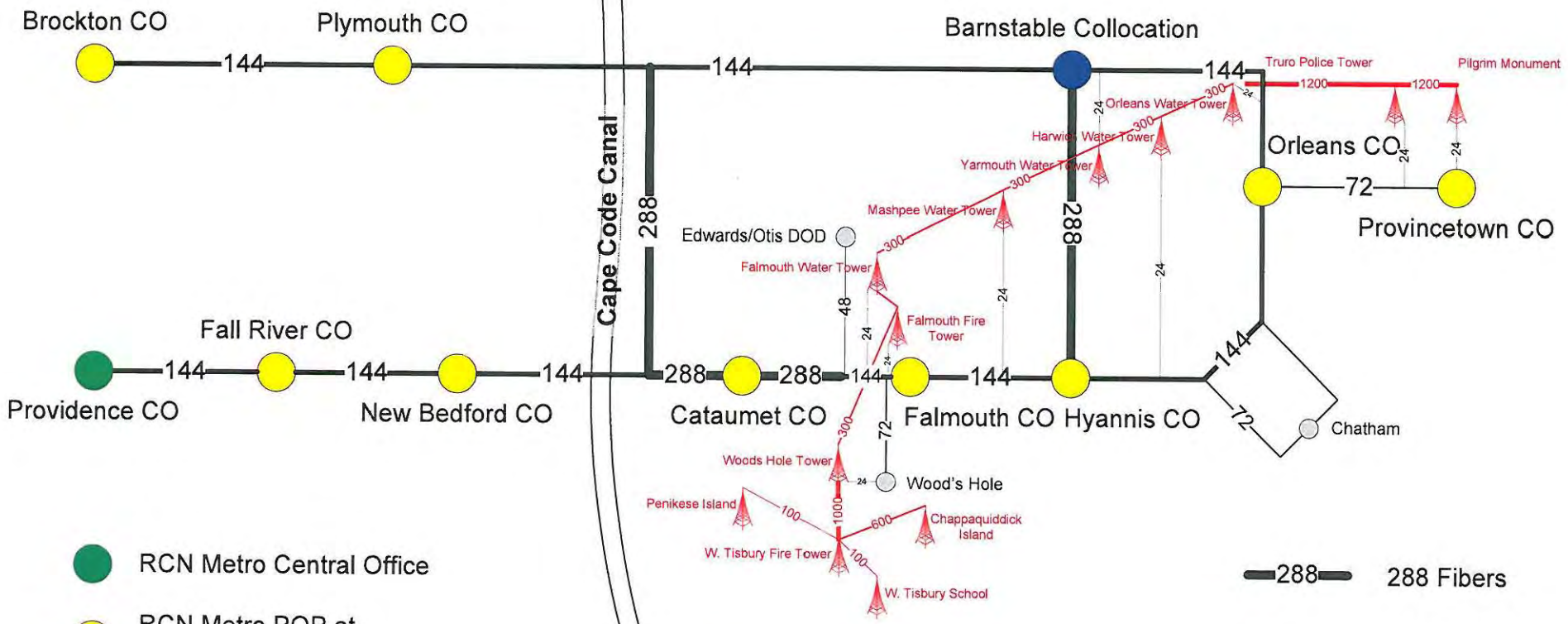
System Design and Network Diagrams Page: 1



OpenCape Proposed
Fiber & Microwave Middle Mile Schematic

Fiber Counts & Microwave Speeds

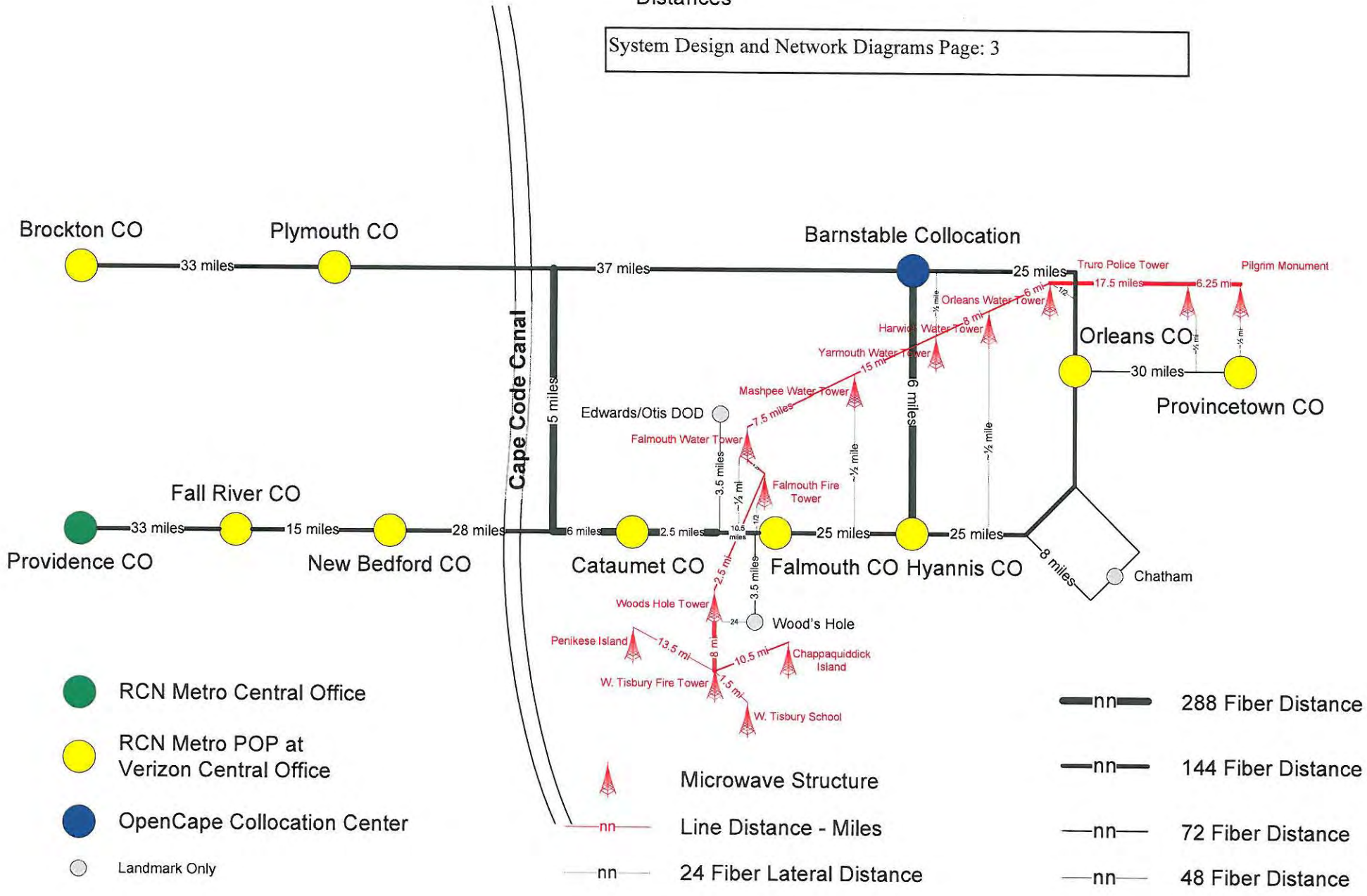
System Design and Network Diagrams Page: 2



OpenCape Proposed
Fiber & Microwave Middle Mile Schematic

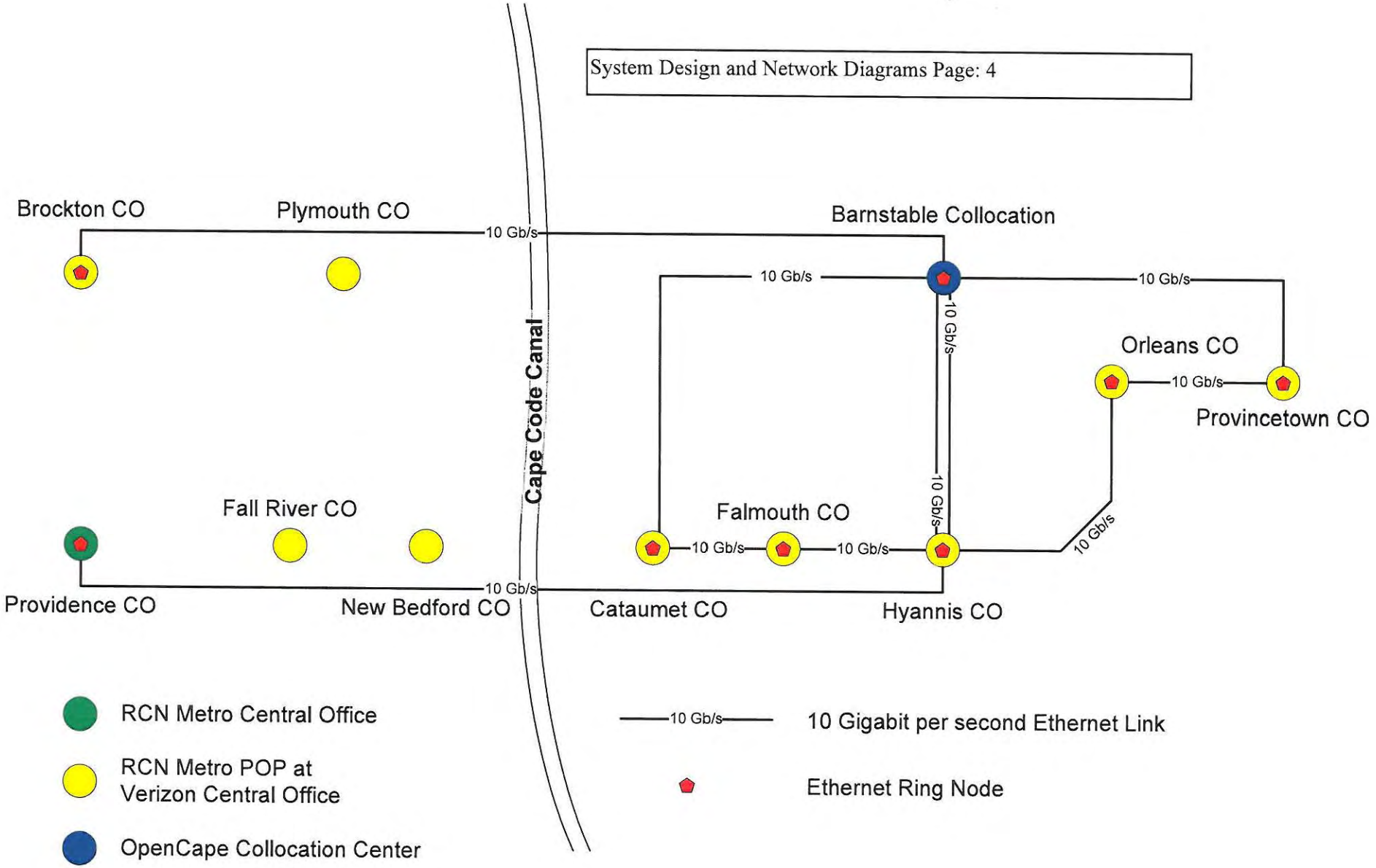
Distances

System Design and Network Diagrams Page: 3



OpenCape Proposed Ethernet Transport Network

System Design and Network Diagrams Page: 4



Attachement B – Middle Mile Service Offerings
OpenCape

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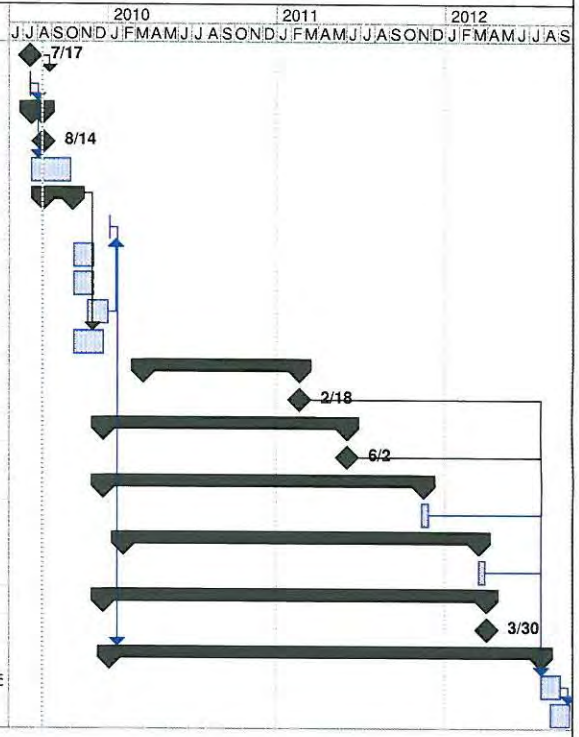
Daniel Gallagher President and Chairman
Teresa Martin Vice Chair
Art Gaylord
Gary Delius

Build-out timeframe summary: Page 7

OPENCAPE

RCN Metro Optical Networks

ID	Task Name	Duration	Start	Finish	Predecessors
1	Receive letter of approval	0 days	Fri 7/17/09	Fri 7/17/09	
2	Kick off meeting with Open Cape	1 day	Fri 7/17/09	Fri 7/17/09	1
3	**Prepare Stage I submission package**	**18 days**	**Mon 7/20/09**	**Wed 8/12/09**	**2**
23	**OPENCAPE SUBMITTIAL of STAGE I APPLICATION**	0 days	Fri 8/14/09	Fri 8/14/09	22
24	Contract Negotiations between OpenCape - RCN	60 days	Mon 7/20/09	Mon 10/12/09	2
25	**Prepare Stage II submission Package**	**45 days**	**Fri 8/14/09**	**Fri 10/16/09**	
37	Sign Contract between Open Cape and RCN	1 day	Mon 1/4/10	Mon 1/4/10	36
34	Obtain final tie down locations from OpenCape	30 days	Mon 10/19/09	Mon 11/30/09	33
35	Final Network Design	30 days	Mon 10/19/09	Mon 11/30/09	33
36	**Receive approval of Application Grant**	30 days	Wed 11/18/09	Thu 12/31/09	33
38	Complete the Network Design	45 days	Mon 10/19/09	Mon 12/21/09	25
102	**Ring Two Barnstable CO -Orleans CO-Barnstable Data Center**	**236 days**	**Thu 3/18/10**	**Fri 2/18/11**	
122	**Ring Two In Service**	0 days	Fri 2/18/11	Fri 2/18/11	121
123	**Orleans to Provincetown**	**369 days**	**Tue 12/22/09**	**Thu 6/2/11**	
148	**Orleans to Provincetown In Service**	0 days	Thu 6/2/11	Thu 6/2/11	147
168	**Brockton CO to Eastern end of CCC Cape Side**	**485 days**	**Tue 12/22/09**	**Tue 11/15/11**	
185	**Brockton CO to Ring One in Service**	10 days	Fri 11/11/11	Fri 11/25/11	184
149	**Providence RI to Western end of CCC Cape Side**	**538 days?**	**Thu 2/4/10**	**Tue 3/13/12**	
167	**Providence RI to Ring One in Service**	10 days	Wed 3/14/12	Tue 3/27/12	166
55	**Ring One Canal-Falmouth CO-Barnstable CO-Barnstable CO-Canal**	**581 days**	**Tue 12/22/09**	**Fri 3/30/12**	
101	**Ring One In Service**	0 days	Fri 3/30/12	Fri 3/30/12	100
39	**Micro Wave Systems**	**657 days**	**Tue 1/5/10**	**Thu 7/26/12**	**37**
186	**Punch List items & clean up**	30 days	Fri 7/27/12	Thu 9/6/12	185,167,148,122,5
187	**Project Closeout and records**	30 days	Fri 8/17/12	Thu 9/27/12	186FS-15 days



Project: Open Cape Schedule 8-11-09
Date: Tue 8/11/09

Task | Progress | Summary | External Tasks | Deadline
Split | Milestone | Project Summary | External Milestone

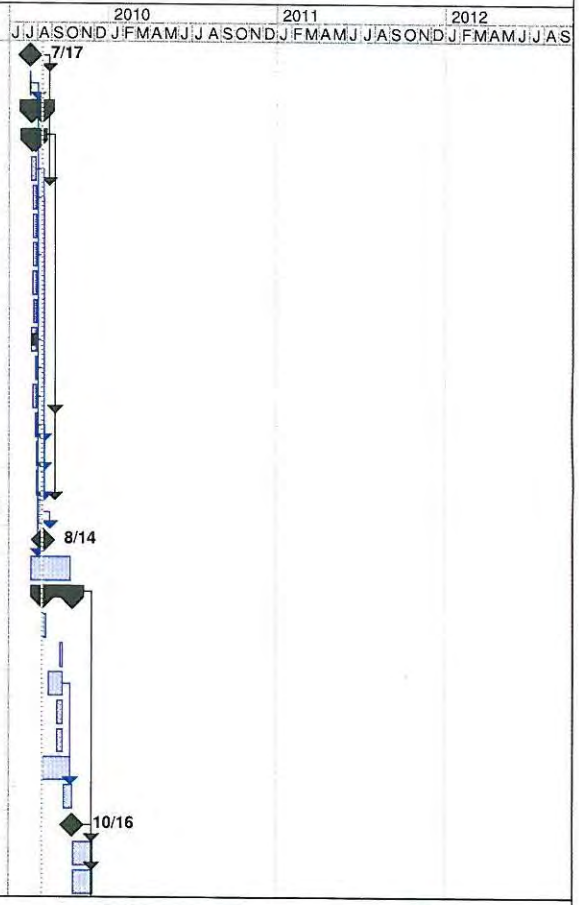
Daniel Gallagher President and Chairman
Teresa Martin Vice Chair
Art Gaylord
Gary Delius

Build-out timeframe detail: Page 8

OPENCAPE

RCN Metro Optical Networks

ID	Task Name	Duration	Start	Finish	Predecessors
1	Receive letter of approval	0 days	Fri 7/17/09	Fri 7/17/09	
2	Kick off meeting with Open Cape	1 day	Fri 7/17/09	Fri 7/17/09	1
3	**Prepare Stage I submission package**	**18 days**	**Mon 7/20/09**	**Wed 8/12/09**	**2**
11	**Resumes for Key Employees**	**5 days**	**Wed 7/22/09**	**Tue 7/28/09**	
21	Estimated value of in kind match for design and preparation services	8 days	Mon 7/20/09	Wed 7/29/09	
4	Network Map	6 days	Thu 7/23/09	Thu 7/30/09	1
6	Pricing for major classes	6 days	Thu 7/23/09	Thu 7/30/09	
7	Project Plan	6 days	Thu 7/23/09	Thu 7/30/09	
9	Request Buy America waivers	7 days	Wed 7/22/09	Thu 7/30/09	
10	Budget Breakdown	5 days	Fri 7/24/09	Thu 7/30/09	
18	Network Management Plan	9 days	Mon 7/20/09	Thu 7/30/09	
19	Financials for last three years	2 days	Wed 7/29/09	Thu 7/30/09	
20	Radio Frequencies	6 days	Thu 7/23/09	Thu 7/30/09	
17	**Organization Chart**	3 days	Wed 7/29/09	Fri 7/31/09	11
5	Signed Certification letter stating design is OK	2 days	Fri 7/31/09	Mon 8/3/09	4
8	Signed certification letter stating project plan is OK	2 days	Fri 7/31/09	Mon 8/3/09	7
22	Work with Open Cape to complete their submission package Stage 1	8 days	Mon 8/3/09	Wed 8/12/09	11,17,18,19,20,21
23	**OPENCAPE SUBMITTIAL of STAGE I APPLICATION**	0 days	Fri 8/14/09	Fri 8/14/09	22
24	Contract Negotiations between OpenCape - RCN	60 days	Mon 7/20/09	Mon 10/12/09	2
25	**Prepare Stage II submission Package**	**45 days**	**Fri 8/14/09**	**Fri 10/16/09**	
26	Outstanding Obligations	5 days	Fri 8/14/09	Thu 8/20/09	
27	Working Capital	5 days	Mon 9/21/09	Fri 9/25/09	
28	Detailed Network Design	21 days	Thu 8/27/09	Fri 9/25/09	
30	Environmental Questionnaire	10 days	Mon 9/14/09	Fri 9/25/09	
31	Service Metric	10 days	Mon 9/14/09	Fri 9/25/09	
32	Work with Open Cape to complete their submission package Stage II	41 days	Fri 8/14/09	Mon 10/12/09	
29	Detailed Build Out Schedule	15 days	Mon 9/28/09	Fri 10/16/09	28
33	OPENCAPE SUBMITTIAL of STAGE II APPLICAION	0 days	Fri 10/16/09	Fri 10/16/09	
34	Obtain final tie down locations from OpenCape	30 days	Mon 10/19/09	Mon 11/30/09	33
35	Final Network Design	30 days	Mon 10/19/09	Mon 11/30/09	33



Project: Open Cape Schedule 8-11-09
Date: Tue 8/11/09

Task | Progress | Summary | External Tasks | Deadline
Split | Milestone | Project Summary | External Milestone

Daniel Gallagher President and Chairman
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Art Gaylord
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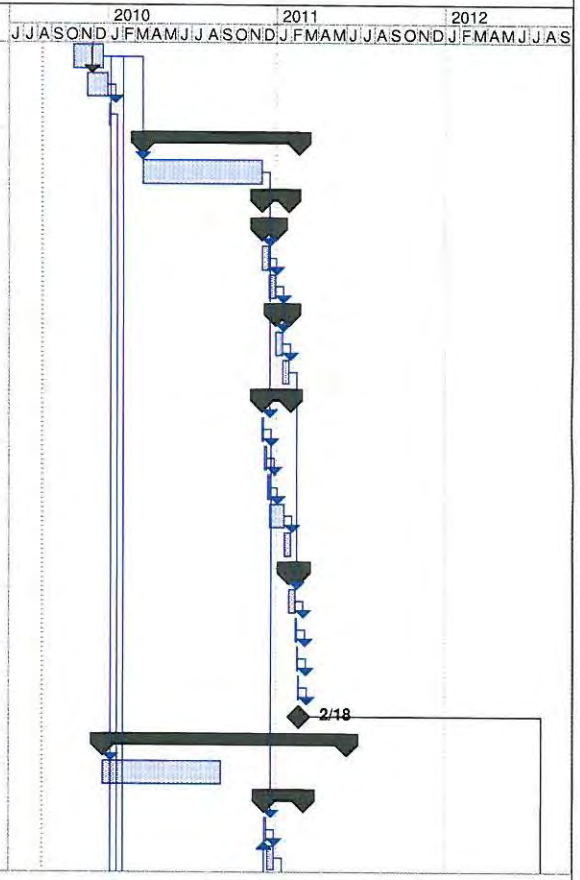
Build-out timeframe detail: Page 9

OPENCAPE

RCN Metro Optical Networks

ID	Task Name	Duration	Start	Finish	Predecessors
38	Complete the Network Design	45 days	Mon 10/19/09	Mon 12/21/09	25
36	**Receive approval of Application Grant**	30 days	Wed 11/18/09	Thu 12/31/09	33
37	Sign Contract between Open Cape and RCN	1 day	Mon 1/4/10	Mon 1/4/10	36
102	**Ring Two Barnstable CO -Orleans CO-Barnstable Data Center**	**236 days**	**Thu 3/18/10**	**Fri 2/18/11**	
103	Make Ready	180 days	Thu 3/18/10	Tue 11/30/10	38FS+60 days
110	**Outside Plant**	**40 days**	**Wed 12/1/10**	**Thu 1/27/11**	
111	**Barnstable CO to Orleans CO**	**20 days**	**Wed 12/1/10**	**Wed 12/29/10**	
112	Barnstable CO to Chatham Water Tower	10 days	Wed 12/1/10	Tue 12/14/10	103
113	Chatham Water Tower to Orleans CO	10 days	Wed 12/15/10	Wed 12/29/10	112
114	**Orleans CO to Barnstable Data Center**	**20 days**	**Thu 12/30/10**	**Thu 1/27/11**	**113**
115	Orleans CO to Eddy Elementary School	10 days	Thu 12/30/10	Thu 1/13/11	113
116	Eddy Elementary School to Barnstable Data Center	10 days	Fri 1/14/11	Thu 1/27/11	115
104	**Points of Presence & CO's**	**42 days**	**Wed 12/1/10**	**Mon 1/31/11**	
105	Obtain approval for the installation of the equipment	3 days	Wed 12/1/10	Fri 12/3/10	103
106	Prepare POP RFP	5 days	Mon 12/6/10	Fri 12/10/10	105
107	Award POP Contract	4 days	Mon 12/13/10	Thu 12/16/10	106
108	Install POP	20 days	Fri 12/17/10	Mon 1/17/11	107
109	Install Electronics	10 days	Tue 1/18/11	Mon 1/31/11	108
117	**Network Deployment for Ring Two**	**16 days**	**Fri 1/28/11**	**Fri 2/18/11**	
118	Commission Equipment	10 days	Fri 1/28/11	Thu 2/10/11	116
119	Test and Turn up Barnstable CO to Orleans CO	2 days	Fri 2/11/11	Mon 2/14/11	118
120	Test and Turn Up Orleans to Barnstable Data center	2 days	Tue 2/15/11	Wed 2/16/11	119
121	Validate Network	2 days	Thu 2/17/11	Fri 2/18/11	120
122	**Ring Two In Service**	0 days	Fri 2/18/11	Fri 2/18/11	121
123	**Orleans to Provincetown**	**369 days**	**Tue 12/22/09**	**Thu 6/2/11**	
124	Make Ready	180 days	Tue 12/22/09	Fri 9/3/10	38
125	**Points of Presence & CO's**	**59 days**	**Mon 12/6/10**	**Mon 2/28/11**	
126	Obtain approval for the installation of the equipment	5 days	Mon 12/6/10	Fri 12/10/10	76,105
127	Prepare POP RFP	10 days	Mon 12/13/10	Mon 12/27/10	126



Project: Open Cape Schedule 8-11-09
Date: Tue 8/11/09

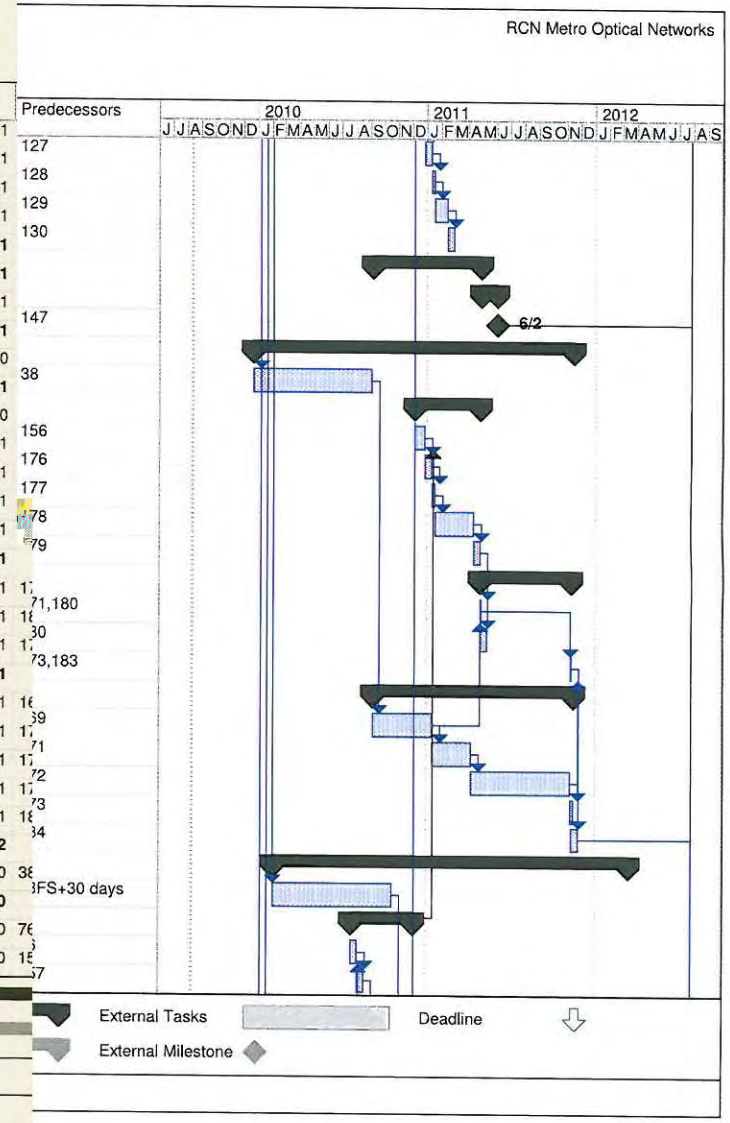
Task | Progress | Summary | External Tasks | Deadline
Split | Milestone | Project Summary | External Milestone

out timeframe detail: Page 10

OPENCAPE

RCN Metro Optical Networks

	Duration	Start	Finish	Predecessors
	10 days	Tue 12/28/10	Tue 1/11/11	127
	4 days	Wed 1/12/11	Mon 1/17/11	128
	20 days	Tue 1/18/11	Mon 2/14/11	129
	10 days	Tue 2/15/11	Mon 2/28/11	130
	165 days	**Tue 9/7/10**	**Thu 4/28/11**	
o	**24 days**	**Fri 4/29/11**	**Thu 6/2/11**	
	0 days	Thu 6/2/11	Thu 6/2/11	147
Cape Side	**485 days**	**Tue 12/22/09**	**Tue 11/15/11**	
	180 days	Tue 12/22/09	Fri 9/3/10	
	100 days	**Mon 12/6/10**	**Tue 4/26/11**	38
tion of the equipment	15 days	Mon 12/6/10	Mon 12/27/10	
	10 days	Tue 12/28/10	Tue 1/11/11	156
	5 days	Wed 1/12/11	Tue 1/18/11	176
	60 days	Wed 1/19/11	Tue 4/12/11	177
	10 days	Wed 4/13/11	Tue 4/26/11	178
nce, RI to Western end CCC Cape side	**139 days**	**Wed 4/27/11**	**Thu 11/10/11**	179
to Plymouth CO	2 days	Wed 4/27/11	Thu 4/28/11	1
	10 days	Wed 4/27/11	Tue 5/10/11	1
) to Barnstable data Center	2 days	Wed 11/9/11	Thu 11/10/11	1
	305 days	**Tue 9/7/10**	**Tue 11/15/11**	
	90 days	Tue 9/7/10	Thu 1/13/11	1
th High School	60 days	Fri 1/14/11	Thu 4/7/11	1
ool to eastern end of CCC - Cape side	150 days	Fri 4/8/11	Tue 11/8/11	1
	5 days	Wed 11/9/11	Tue 11/15/11	1
	10 days	Fri 11/11/11	Fri 11/25/11	1
Cape Side	**538 days?**	**Thu 2/4/10**	**Tue 3/13/12**	
	180 days	Thu 2/4/10	Mon 10/18/10	3
	94 days	**Fri 7/23/10**	**Fri 12/3/10**	FS+30 days
ion of the equipment	10 days	Fri 7/23/10	Thu 8/5/10	7
	10 days	Fri 8/6/10	Thu 8/19/10	1



Progress
Milestone
Summary
Project Summary

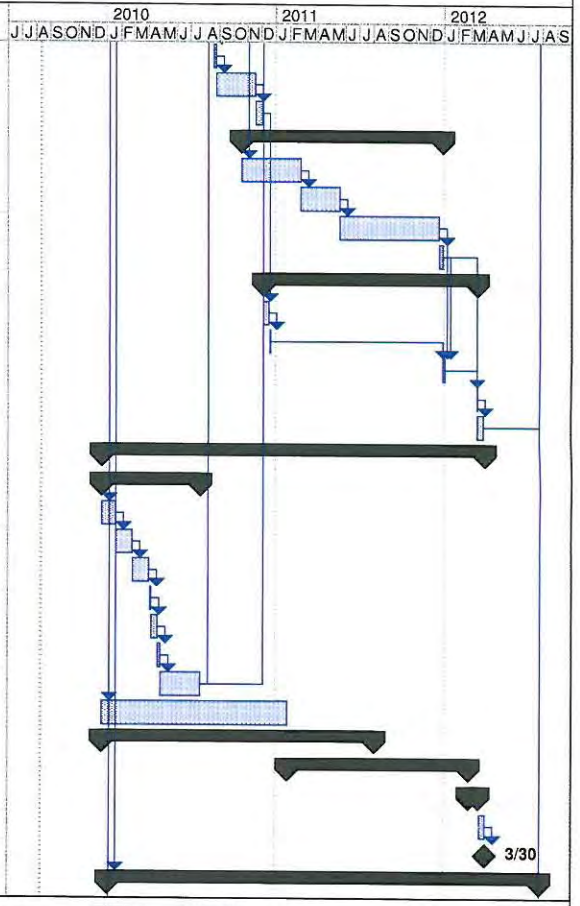
Daniel Gallagher President and Chairman
Teresa Martin Vice Chair
Art Gaylord
Gary Delius

Build-out timeframe detail: Page 11

OPENCAPE

RCN Metro Optical Networks

ID	Task Name	Duration	Start	Finish	Predecessors
159	Award POP Contract	4 days	Fri 8/20/10	Wed 8/25/10	158
160	Install POP	60 days	Thu 8/26/10	Thu 11/18/10	159
161	Install Electronics	10 days	Fri 11/19/10	Fri 12/3/10	160
151	**Outside Plant**	**305 days**	**Tue 10/19/10**	**Thu 12/29/11**	
152	Providence RI to New Bedford CO	90 days	Tue 10/19/10	Thu 2/24/11	150
153	New Bedford CO to Mass Maritime Academy	60 days	Fri 2/25/11	Thu 5/19/11	152
154	Mass Maritime Academy to western end CCC Cape Side	150 days	Fri 5/20/11	Wed 12/21/11	153
155	Splice into Ring One	5 days	Thu 12/22/11	Thu 12/29/11	154
162	**Network Deployment for Providence, RI to Western end CCC Cape side**	**325 days?**	**Mon 12/6/10**	**Tue 3/13/12**	
163	Commission Equipment	10 days	Mon 12/6/10	Fri 12/17/10	161
164	Test and Turn up Providence, RI to New Bedford	2 days	Mon 12/20/10	Tue 12/21/10	163
165	Test and Turn Up New Bedford to Mass Maritime Academy	2 days	Fri 12/30/11	Mon 1/2/12	164,154,155
166	Test and turn up Mass Maritime Academy to Falmouth CO	1 day?	Tue 3/13/12	Tue 3/13/12	165,97,155
167	**Providence RI to Ring One in Service**	10 days	Wed 3/14/12	Tue 3/27/12	166
55	**Ring One Canal-Falmouth CO-Barnstable CO-Barnstable CO-Canal**	**581 days**	**Tue 12/22/09**	**Fri 3/30/12**	
69	**Points of Presence & CO's**	**149 days**	**Tue 12/22/09**	**Thu 7/22/10**	
70	Determine POP's	20 days	Tue 12/22/09	Wed 1/20/10	38
71	ISPE due diligence for each site	26 days	Thu 1/21/10	Thu 2/25/10	70
72	Prepare ISPE design for each POP	26 days	Fri 2/26/10	Fri 4/2/10	71
73	Obtain approval for the installation of the equipment	3 days	Mon 4/5/10	Wed 4/7/10	72
74	Prepare POP RFP	10 days	Thu 4/8/10	Wed 4/21/10	73
75	Award POP Contract	4 days	Thu 4/22/10	Tue 4/27/10	74
76	Install POP	60 days	Wed 4/28/10	Thu 7/22/10	75
56	Make Ready	280 days	Tue 12/22/09	Thu 1/27/11	38
57	**Barnstable Collocation Facility**	**412 days**	**Tue 12/22/09**	**Wed 8/3/11**	
77	**OSP Fiber Routes**	**275 days**	**Fri 1/28/11**	**Thu 2/23/12**	
95	**Network Deployment for Ring One**	**16 days**	**Fri 2/24/12**	**Fri 3/16/12**	
100	Validate Network	10 days	Mon 3/19/12	Fri 3/30/12	99
101	**Ring One In Service**	0 days	Fri 3/30/12	Fri 3/30/12	100
39	**Micro Wave Systems**	**657 days**	**Tue 1/5/10**	**Thu 7/26/12**	**37**



Project: Open Cape Schedule 8-11-09
Date: Tue 8/11/09

Task | Progress | Summary | External Tasks | Deadline
Split | Milestone | Project Summary | External Milestone

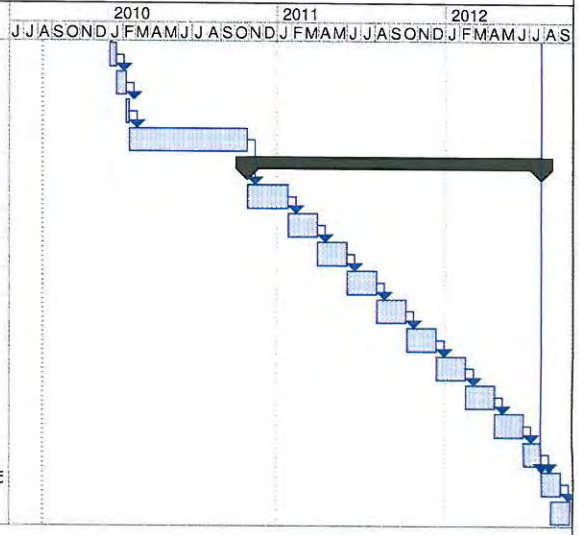
Daniel Gallagher President and Chairman
Teresa Martin Vice Chair
Art Gaylord
Gary Delius

Build-out timeframe detail: Page 12

OPENCAPE

RCN Metro Optical Networks

ID	Task Name	Duration	Start	Finish	Predecessors
40	Prepare RFP's for Micro Wave portion of the project	10 days	Tue 1/5/10	Mon 1/18/10	38
41	Bid Micro Wave portion of project	15 days	Tue 1/19/10	Mon 2/8/10	40
42	Award Micro Wave portion of project	5 days	Tue 2/9/10	Mon 2/15/10	41
43	Obtain Licenses and ROWS	180 days	Tue 2/16/10	Thu 10/28/10	42
44	**Build Micro Wave system**	**447 days**	**Fri 10/29/10**	**Thu 7/26/12**	
45	Martha's Vineyard	60 days	Fri 10/29/10	Tue 1/25/11	43
46	Tisbury Water Tower	45 days	Wed 1/26/11	Tue 3/29/11	45
47	Woods Hole Oceanographic Institute	45 days	Wed 3/30/11	Wed 6/1/11	46
48	Falmouth Water Tower	45 days	Thu 6/2/11	Thu 8/4/11	47,81
49	Mashpee Water Tower	45 days	Fri 8/5/11	Fri 10/7/11	48
50	Barnstable/Yarmouth Water Tower	45 days	Mon 10/10/11	Mon 12/12/11	49
51	Harwich Water Tower	45 days	Tue 12/13/11	Tue 2/14/12	50
52	Orleans Water Tower	45 days	Wed 2/15/12	Tue 4/17/12	51,139
53	Truro Police Tower	45 days	Wed 4/18/12	Tue 6/19/12	52,139
54	Test and turn up systems	27 days	Wed 6/20/12	Thu 7/26/12	53
186	**Punch List items & clean up**	30 days	Fri 7/27/12	Thu 9/6/12	185,167,148,122,5
187	**Project Closeout and records**	30 days	Fri 8/17/12	Thu 9/27/12	186FS-15 days



Project: Open Cape Schedule 8-11-09
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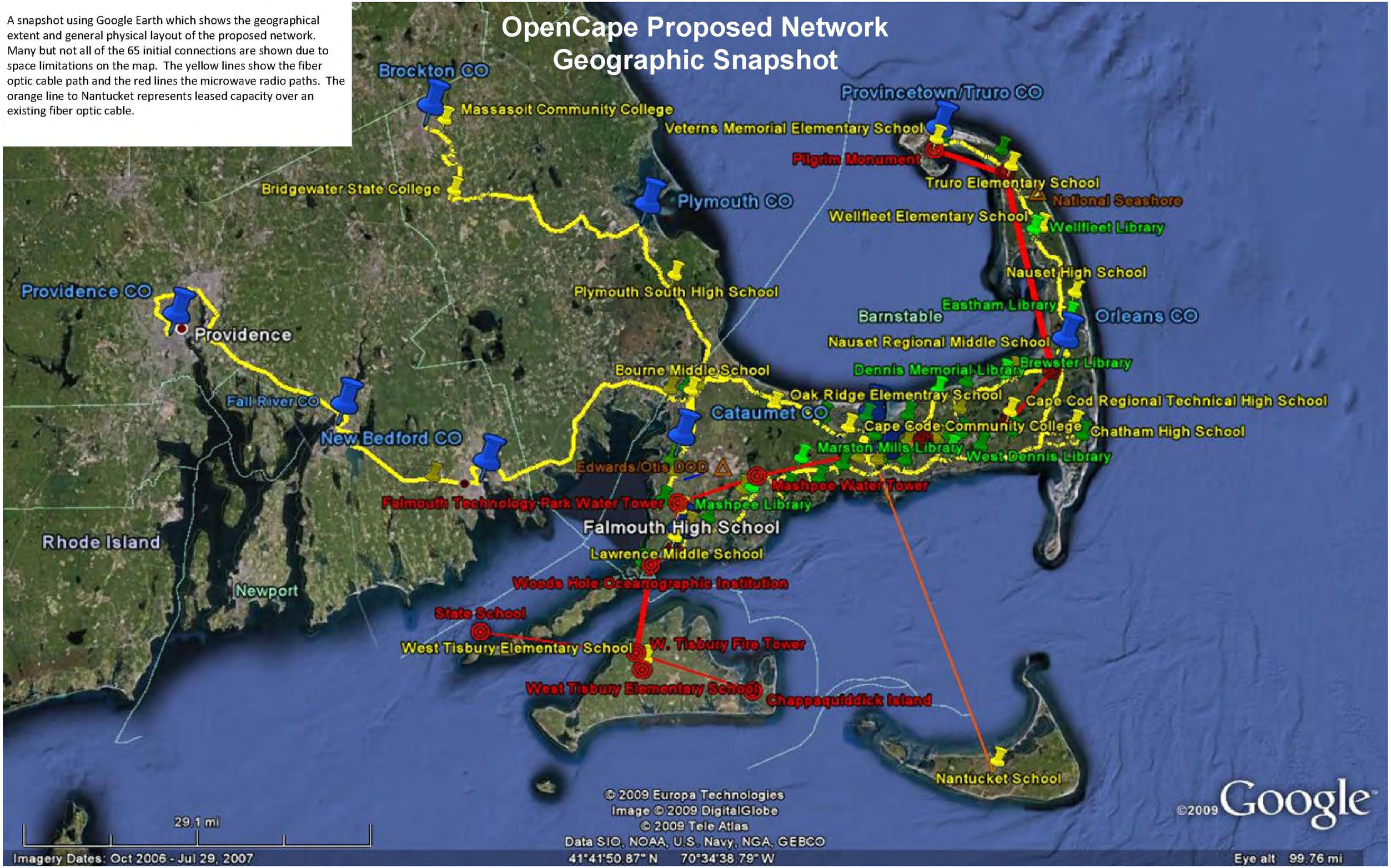
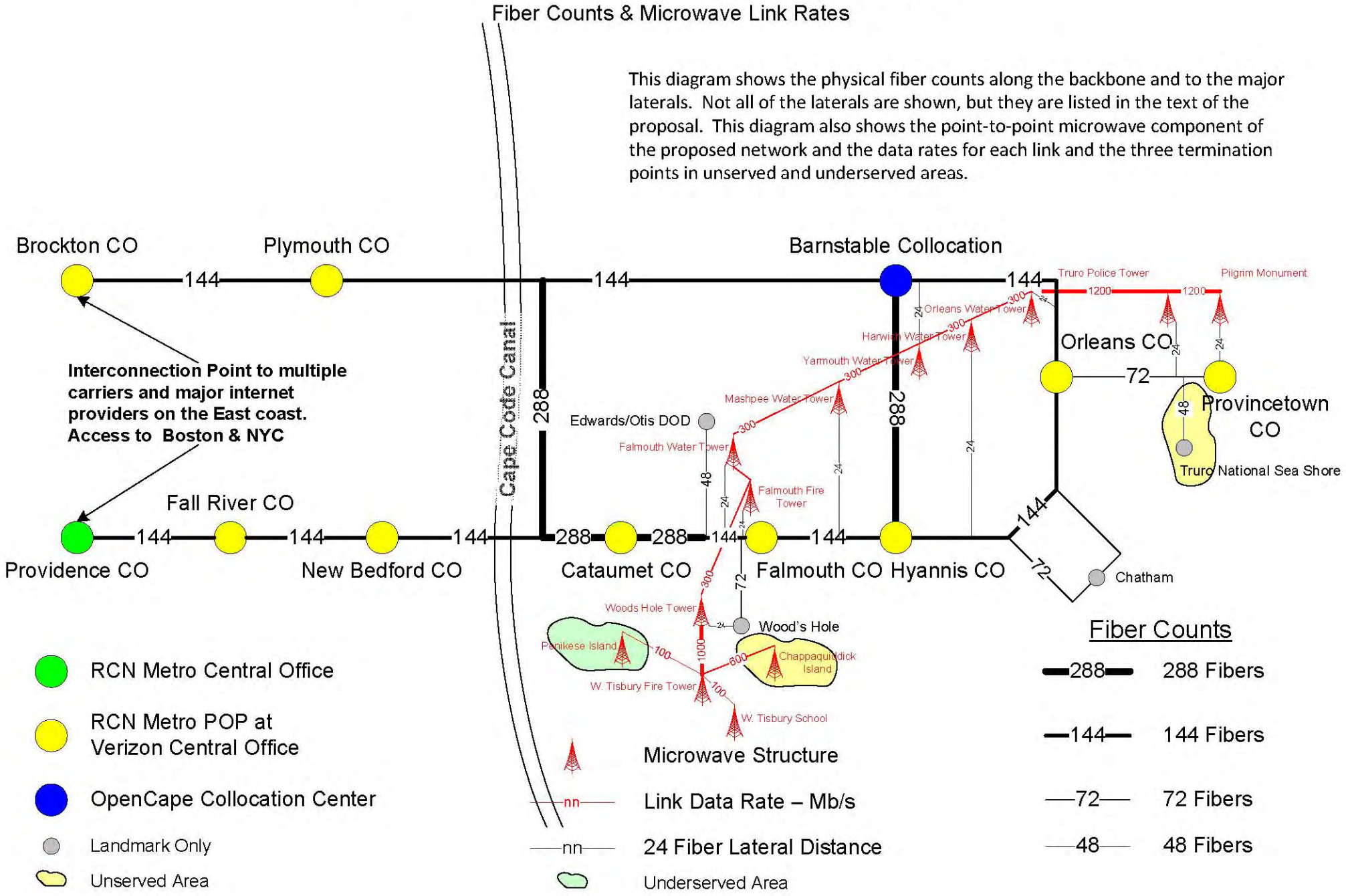
Task | Progress | Summary | External Tasks | Deadline
Split | Milestone | Project Summary | External Milestone

A snapshot using Google Earth which shows the geographical extent and general physical layout of the proposed network. Many but not all of the 65 initial connections are shown due to space limitations on the map. The yellow lines show the fiber optic cable path and the red lines the microwave radio paths. The orange line to Nantucket represents leased capacity over an existing fiber optic cable.

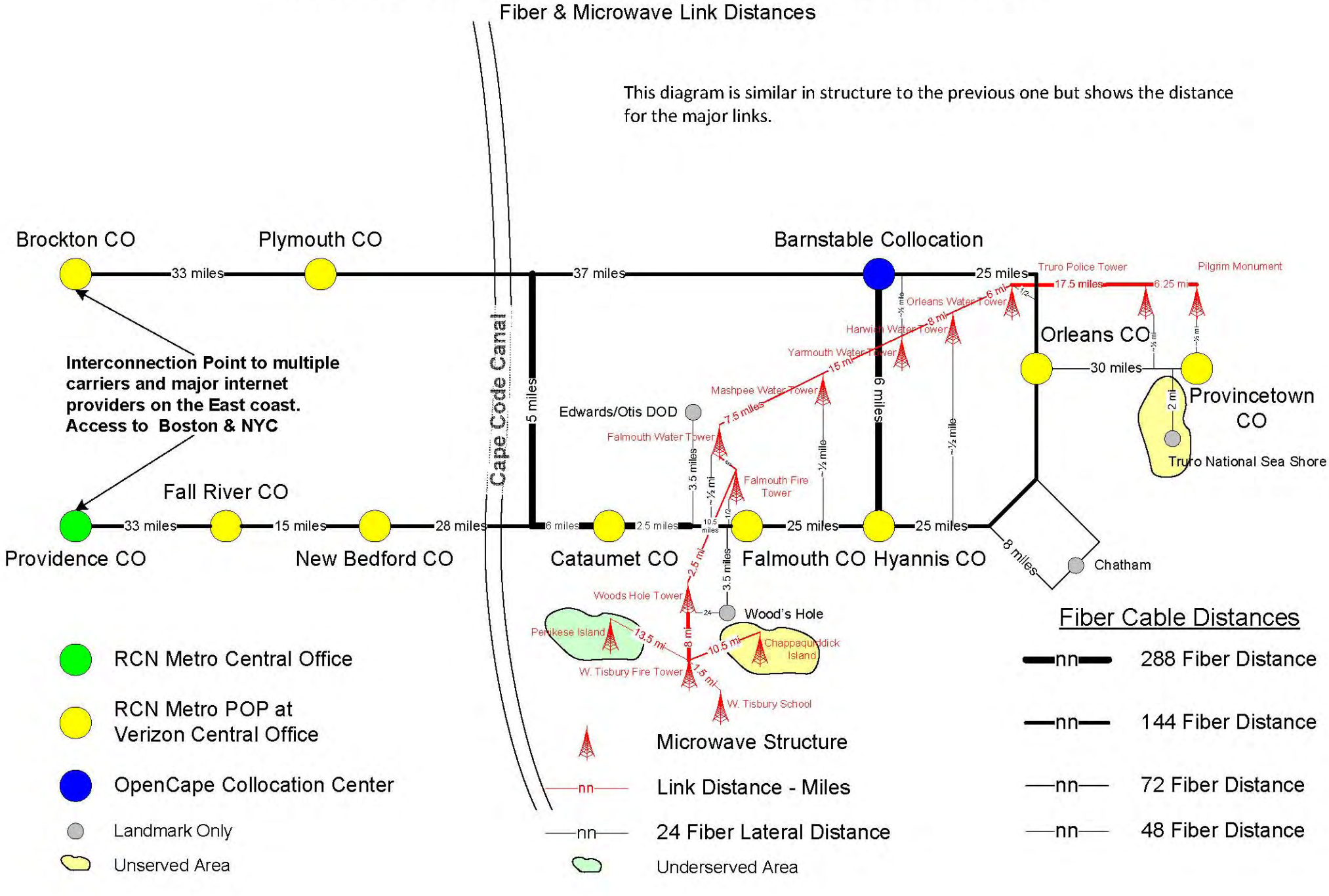
OpenCape Proposed Network
Geographic Snapshot



OpenCape Proposed
Fiber & Microwave Middle Mile Schematic

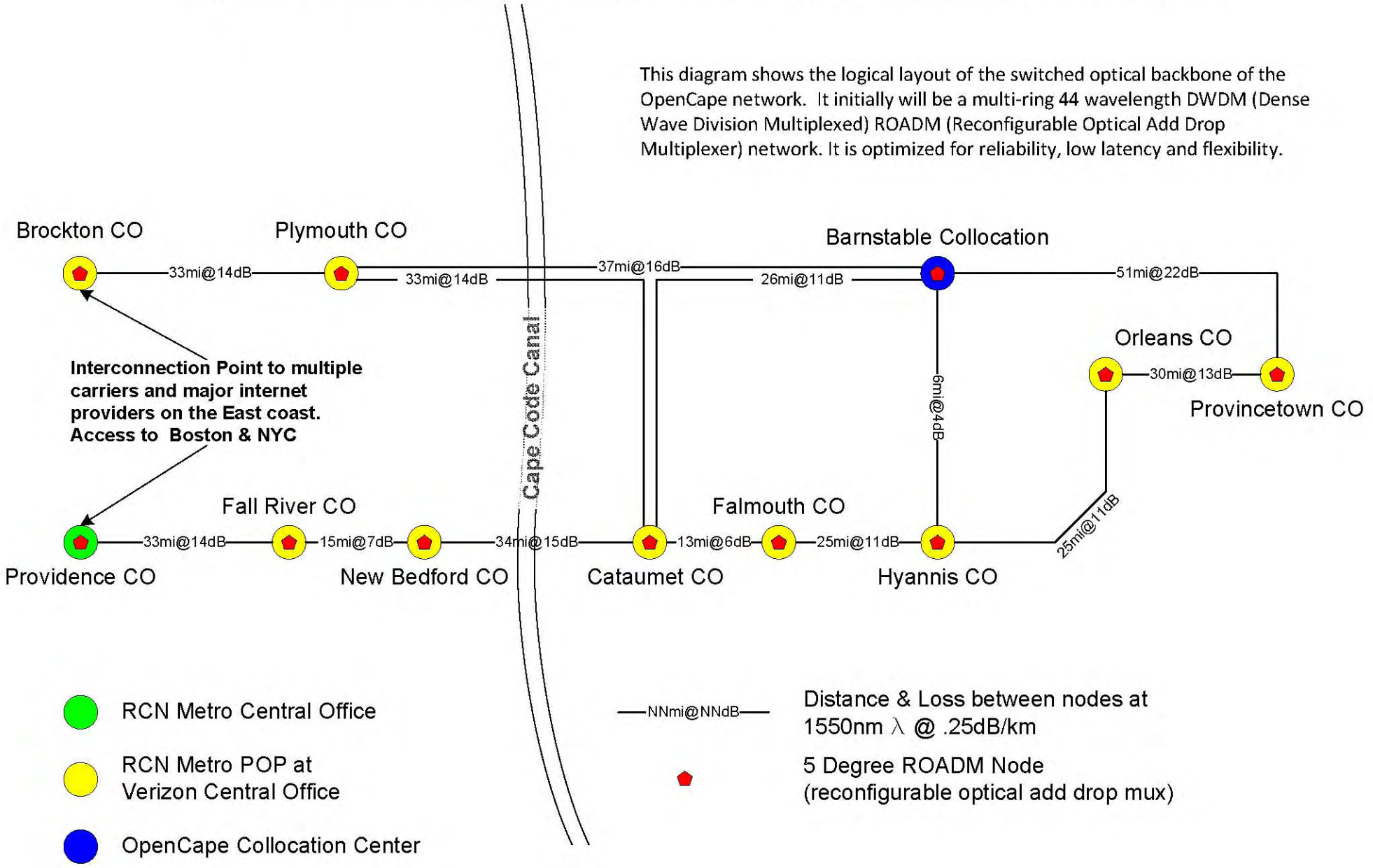


OpenCape Proposed
Fiber & Microwave Middle Mile Schematic

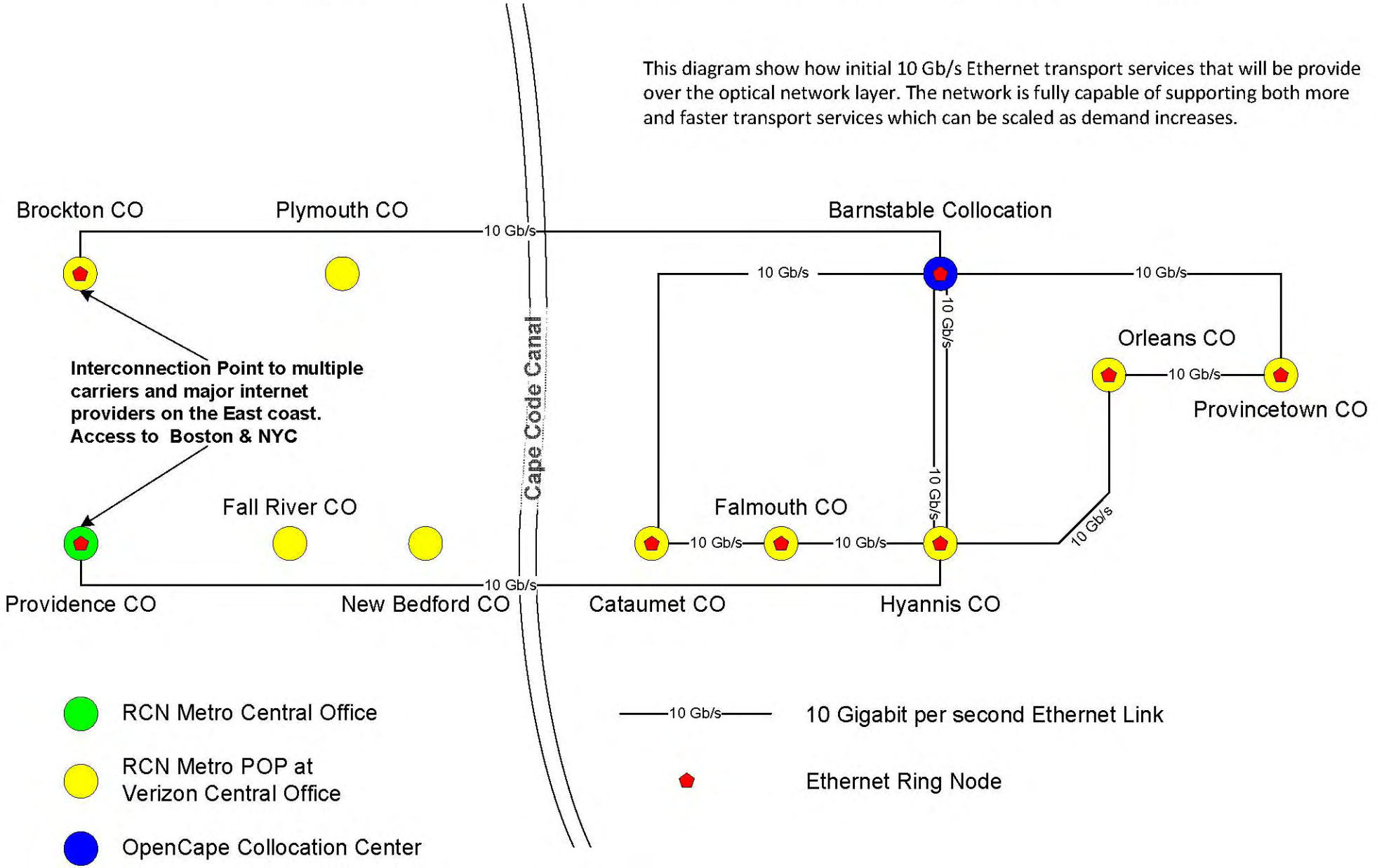


OpenCape Proposed 44 λ DWDM ROADM Network

This diagram shows the logical layout of the switched optical backbone of the OpenCape network. It initially will be a multi-ring 44 wavelength DWDM (Dense Wave Division Multiplexed) ROADM (Reconfigurable Optical Add Drop Multiplexer) network. It is optimized for reliability, low latency and flexibility.



OpenCape Proposed Ethernet Transport Network



Attachment C – Competitor Table – Middle Mile
OpenCape

Service Area	Middle Mile Services Provider	Technology Platform	Service Tier	Point to Point	Minimum Peak Load Network Bandwidth Capacity	Pricing	Other Comments
Cape Cod & the Island	Verizon	Ethernet	Entry Level	Yes	10Mbps	$4120	Average Price for 1 yr contract
Cape Cod & the Island	Verizon	Ethernet	Entry Level	Yes	50Mbps	$5606	Average Price for 1 yr contract
Cape Cod & the Island	Verizon	Ethernet	Entry Level	Yes	100Mbps	$7041	Average Price for 1 yr contract
Cape Cod & the Island	Verizon	Gig Ethernet	Highest Level	Yes	150Mbps	$7599	Average Price for 1 yr contract
Cape Cod & the Island	Verizon	Gig Ethernet	Highest Level	Yes	600Mbps	$13548	Average Price for 1 yr contract
Cape Cod & the Island	Verizon	Gig Ethernet	Highest Level	Yes	1000Mbps	$16044	Average Price for 1 yr contract
Cape Cod & the Island	Verizon	SONET	Other Plans	Yes	DS3	$3870	Average Price for 1 yr contract
Cape Cod & the Island	Verizon	SONET	Other Plans	Yes	OC3	$8554	Average Price for 1 yr contract
Cape Cod & the Island	Verizon	SONET	Other Plans	Yes	OC12	$22370	Average Price for 1 yr contract

Management Team Resumes

The OpenCape Corporation leadership team consists of four seasoned professionals who offer a broad range of experience in technology, business, and public service.

Dan Gallagher, President/Chair. Dan is the CIO of Cape Cod Community College, and is a retired Naval Intelligence Officer. He has more than 20 years of experience providing vision, leadership, planning, and management of information technologies in analytical, information processing, strategic planning, and educational organizations.

Art Gaylord, Vice Chair. Art is the Director of Computer Information Services, Woods Hole Oceanographic Institution where he is responsible for all non-administrative computing, networking and telecommunications services. He has been actively involved with the Internet for more than 25 years and computing technology and operations for more than 40 years.

Teresa Martin, Vice Chair/Clerk. Teresa works with organizations to compete and build business in the digital age. She is the former CEO of the Cape Cod Technology Council and prior to that was a CEO/COO at several emerging technology companies. She has founded multiple startups in the innovation sector on both East and West coasts.

Gary Delius, Treasurer. Gary is the IT Director for the town of Truro and has spent the last 27 years in hardware and software development for international companies. As director of EMS for a 14-county governmental co-operative in Tennessee, he oversaw the design, specification, and deployment of a multi-gigahertz, fully redundant microwave communication system located on mountain tops throughout eastern Tennessee.

OpenCape Corporation has selected RCN Metro Optical Networks to design and build the network, as well as operate the network when it is complete. RCN has engaged many of its senior staff in business, project management, construction and operation to aid in preparation for this grant. The primary leadership team consists of:

Maura Mahoney, Vice President - Sales & Marketing
Marc Webb, Director, Corporate Development and Strategic Planning
Bob Bartelmes, Sr. Project Manager
Scott Richardson, Manager – OSP Construction New England
Dave Bigelow - Sr. Mgr. Network Planning & Technology

Daniel J. Gallagher

Exceptional leader and manager with over 20 years of experience devising and implementing innovative concepts in support of institutional goals. A systematic problem solver with extensive technical knowledge. A highly skilled communicator who organizes resources to achieve objectives. Recruits collaborators, builds teams, develops a shared vision, and motivates action.

Professional Experience

Chief Information Officer, Cape Cod Community College **2005-Present**
Responsible for all aspects of technology planning, policy, implementation and support of 7000 users, nearly 1000 client computers, and 50 servers within a $3 million budget. Lead and manage twenty-nine developers, network engineers, and technical support personnel. Completely renovated the nine building main campus network infrastructure with new fiber optics and Cisco routing and switching. Fully integrated the Hyannis campus into the main campus data and voice architecture using point-to-point microwave between the two campuses. Created wireless network access throughout the campuses. Created multi-terabyte production and disaster recovery storage systems with block level replication. Increased Internet bandwidth and introduced shaping and load balancing technologies for more efficient utilization.

President and Chairman, OpenCape Corporation **2006-Present**
Pivotal role in the creation of this grass roots non-profit to create the telecommunications infrastructure of Southeast Massachusetts that will serve the region for the next 50 years.

Technology Manager, Dover, Sherborn, and Dover-Sherborn Regional Schools **1999-2005**
Responsible for all aspects of technology services to three high performing K-12 school districts. Successful oversight of the data, voice and video networks in three newly constructed school buildings. Managed related capital budgets for local building committees. Coordinated all RFP development, vendor selection, and contract execution. Created a wide-area network to connect all school buildings within and among districts.

Intelligence Officer, Strategic Studies Group, Newport, RI **1996-1999**
Office of Naval Intelligence liaison to the Chief of Naval Operation's Strategic Study Group. Provided direct access to the U.S. Intelligence Community and technical support to the U.S. Navy's think tank for senior officers. U.S. Navy retirement from this position after attaining the rank of Commander.

Intelligence Officer, USS NASSAU, Norfolk, VA **1993-1996**
Directly managed approximately 100 intelligence collectors and analysts, researchers, and technicians. Responsible for all aspects of technical equipment installation and operation from ship-wide local area network to SHF satellite communications to national authorities. Managed and supervised all aspects of intelligence collection and reporting to the National Security Agency (NSA) and other national consumers.

Branch Chief, Defense Intelligence Agency (DIA), Washington, DC **1990-1993**
Head of a national-level intelligence analysis and production organization of 80 personnel. Supervised the production of analytical documents for senior government leaders. Principal author and coordinator of a National Intelligence Estimate (NIE) under the auspices of the Central Intelligence Agency.

Positions prior to 1990 included: Intelligence analyst for the Director of Naval Intelligence (1986-1989); Intelligence Officer aboard the USS Dwight D. Eisenhower (CVN-69) (1983-1986); Helicopter flight crew chief – (1975-1979)

Education and Certification

BA, Boston State College, 1982
MS, Defense Intelligence College, 1990
Massachusetts Teaching Certification
Mandarin Chinese Language School, Middlebury College, 1982
Microsoft Certified Systems Engineer (MCSE), 1999

Arthur Gaylord

Arthur Gaylord is the Director of Computer and Information Services at the Woods Hole Oceanographic Institution (WHOI). He is responsible for all non-administrative computing, networking and telecommunications services including a mixed fiber optic and wireless network serving six major private and federal government organizations in the Woods Hole area. He manages a $6M/year budget and 36 staff members. Prior to taking this position in 1999, he developed and directed computing facilities at the University of Massachusetts Amherst (17 years) and University of Illinois (4 years). He has over 40 years of experience in information technology with expertise in collaborative and distributed computing, scientific computing, networking and voice over IP. He has led several large research projects funded by state and federal government agencies as well as major corporations including Digital Equipment, HP, IBM, GTE and Hughes. Mr, Gaylord has been a speaker at numerous conferences worldwide and has publications in both computer science and chemistry. He holds a BA and MA from Wesleyan University and an MS from the University of California, Berkeley.

Relevant Networking Achievements:
Installed the first local area network at UMass Amherst for the Computer Science Dept.
Installed the first DoD sponsored Internet connection and then the first pubic Internet connection at UMass Amherst. Allocated and managed the UMass IP address space.
Installed the first Internet 2 connection at Woods Hole Oceanographic Institution
Arranged a public/private partnership for networks between WHOI and Falmouth.

Network and IT related committees
NEARnet Technical Planning Committee, helped to get higher speed Internet services out of the Boston area and to western Massachusetts
Board of Regents Network Planning Committee for Mass Higher Education System
UMass Provost's Network Planning and Implementation Committee
UMass President's System-wide Information Technology Task Force
Five Colleges Information Technology Task Force
WHOI Information Technology Advisory Committee and Cyberinfrastructure Committee
Internet 2 SIP.edu and Presence and Integrated Communications Working Groups

Significant Projects:
Project Pilgrim - $11M – 1989-95. Originator and Director: Research and development of advanced distributed computing environments. Jointly funded by state and private industry.
UMass Amherst Student Information System replacement - $10M – 1995 – 99. System architect and technical lead; design through initial implementation.
Shutesbury Elementary School - $4.5M - 1988-94 – Chaired building committee from design phase through completion.
WHOI network replacement - $4M – 1999-2001. –Directed the overall project, coordinating internal staff and private contractors.
WHOI phone system replacement - $2.5M – 2004-08 –Designed a VoIP phone from open source components and directed its implementation. NASA/Hughes EOS project – 1994-1998 – Consultant on distributed computing, network design and security. No direct financial responsibility but had significant input on this $1B project.

TERESA A. MARTIN

Professional Summary: 25+ years experience in both startup and Fortune 500 environments. Lead organizations through transition and growth by creating vision, building teams that can execute extremely well, uniting diverse groups to work on a common goal, building products in categories that never existed before. Additional strengths: branding, internal and external outreach, and strategic messaging.

Education:
EdM, concentration in Interactive Technology, Harvard University, Cambridge MA, 1987
BS, Journalism, magna cum laude, Boston University, Boston, MA, 1983

Board Service & Elected Office (Current):
Elected Official: Eastham Delegate to the Barnstable County Assembly of Delegates
Member and Officer, Board of Directors, Open Cape Corporation,
Member Board of Directors, YMCA Cape Cod

Professional Experience:
Present - Provide strategy, coalition building, and related services to a variety of organizations. Sample client: in second year of working with a regional bank group's senior management team, playing role of fractional CTO helping Board and senior team make key strategic technology decisions and investment.
2004- 2008: CEO, Cape Cod Technology Council, Inc. West Barnstable, MA
High visibility public leadership role. Key projects - Unwired Village (public broadband access in partnership with local chambers of commerce), OpenCape (launch partner), JrTech (STEM education grades 4-12 serving 400+ students, partnerships with schools and community-based STEM organizations).
2002-2003: CEO, Borderless Games, Inc., Forestdale, MA
Led 5-person expert team to launch company, raise capital, develop biz plan for massively multiplayer online game company. An MMOG is entertainment content with paid subscription model. It requires an extremely robust network and database infrastructure to support 3D images and transactions.
2000-2002: COO/VP of Strategic Planning, MerlinOne, Inc., Quincy, MA
Transitional leadership helping founder develop professional team for digital asset management company. Customer base of 70+ major corporations including The New York Times Co, MSNBC, Harvard University and Pfizer, archived tens of millions of image and other bandwidth intense objects for remote and local access.
1996-2000: CEO and Co-Founder , Project Cool, Inc., Palo Alto, CA
Highly public leadership role in emerging web industry. Founded and took company from startup through growth to successful acquisition in less than 5 years.
1993-1996: Senior Manger & Editor/Internal Development Consultant , Knight-Ridder, Inc.

Gary Delius

Gary Delius is the Information Technology Director for the Town of Truro, MA where he has served for the past 5 years, previously holding the same position in Provincetown, MA. In both Towns he started the Information Technology departments bringing server based networks, email, web sites, GIS for land use decisions and modern municipal management and accounting software.

From 1991 to 1999 Mr. Delius worked for Lexitech, a multi-media production company which specialized in developing and deploying kiosk based, public access information systems for state, local, and the federal government. While working at Lexitech Mr. Delius managed development and deployment of Department of Labor job search systems known as ALIX for New Jersey, Connecticut, Tennessee and city information Kiosk systems for San Diego, Newark, New York and Boston and teamed with other key partners for the U.S. Postal Service Kiosk self-service system.

During the late 1980's Mr. Delius was deeply involved with the rapidly emerging computer graphics market as the Marketing Director for Cadkey, a 3-dimensional Computer Aided Design (CAD) software used in mechanical design and Computer Aided Manufacturing (CAM). From 1981 to 1984 Mr. Delius was Vice President for Technical Services for Bateson, Beeman and Saelens, Marketing and Advertising. From 1979 to 1981 Mr. Delius was the government affairs manager for the 12 northeastern states for Upjohn Healthcare Services.

From 1974 to 1976 Mr. Delius was the Executive Director for the East Tennessee Emergency Medical Service Coop, a regional government entity connected to the regional Health System Planning agency. In this role Mr. Delius oversaw the writing and award of a 2.5 million dollar HEW Grant for the design and implementation of a 14 county emergency medical service delivery system involving a regional radio network, some 400 ambulances and 37 hospital emergency rooms. A major part of the system was the implementation of a regional radio network based on four mountain top towers containing transceivers for low-band voice communications and high band data radios to transmit patient telemetry direct to the hospital while an emergency vehicle was in route.

Mr. Delius has been active in local community service by serving on the Provincetown Board of Health from 1999 till 2000 when he was hired by the Town. He served on the Provincetown Finance Committee from 2004 till 2008, serving as its Chairman from 2006 through 2008.

Mr. Delius and his partner own a Cottage colony in Provincetown which specializes in people who travel with their pets.

Education. From 1977 to 1979, Mr. Delius completed his Master's degree in Public Health with an emphasis in planning and administration. As a health care systems planner, Mr. Delius received a congressional internship and worked for the House Ways and Means Committee, Subcommittee on Health. Mr Delius received a BS in Business Administration with a major in Transportation Management in 1971 from the University of Tennessee and returned in 1976 to earn a Masters degree in Public Health.

»

Maura Mahoney - Vice President - Sales & Marketing

Maura Mahoney is Vice President of Sales & Marketing. Ms. Mahoney joined RCN Metro Optical Networks in May 2002 where she is responsible for attainment of revenue targets, customer relationship management, marketing communications, product management, new product development as well as market development for the business unit. Ms. Mahoney has over 19 years in the communications industry holding Sales & Marketing roles of increasing responsibility with companies such as Bell Atlantic and its various predecessors.

Ms. Mahoney holds a B.S. degree in Finance from Bentley College, Waltham and an M.B.A. from Boston University, Boston.

Marc Webb

Director, Corporate Development and Strategic Planning

Marc Webb is Director of Corporate Development and Strategic Planning at RCN Metro, he leads business development activities and carries a wide range of responsibilities, including network expansion, business partnerships, planning, and M&A type activities. He brings an effective set of experiences to this work with ten plus years in developing private telecommunications infrastructure and twenty plus years in public sector planning / development activities.

Mr. Webb holds a Bachelor of Business Administration from Northeastern University and a Master of Community Planning from the University of Rhode Island.

[redacted] • E-MAIL DAVID.BIGELOW@RCNMETRO.COM

DAVID BIGELOW

SUMMARY OF QUALIFICATIONS

- Managed key departments at RCN Metro/NEON that directly contributed to the company's top and bottom line.
- 24 years of telecommunications experience.
- SONET, DWDM, & Ethernet network architecture and solutions expertise.
- Vendor management.

PROFESSIONAL EXPERIENCE

Aug 2005 – Present RCN Metro/NEON Communications

Sr. Mgr. Network Architecture & Solutions

In this role I work for the VP of Engineering and am responsible for defining the transport network architecture and insuring that all custom solutions complement the network architecture. I am directly responsible for all network expansion designs, complex pre-sale network solutions, and technology direction. I advise Sales, Marketing, Product Development, and Strategic Planning on technology and applications.

Jun 2002 – Aug 2005 Globix Corp. /NEON Communications

Sr. Mgr. Provisioning

Responsible for the circuit design, documentation, testing, and activation of all new circuits on the network. This required tracking access and transport capacity and initiating capacity augments in a timely manner to insure compliance with committed installation intervals. I assumed responsibility for the Provisioning department amidst pre-bankruptcy turmoil and managed the department through bankruptcy. In this period I significantly improved the efficiency of the network by grooming circuits though a central switch core, thus freeing up network equipment for reuse as resources for growth. Directly responsible for meeting monthly installation revenue.

Apr 1999 – Jun 2002 NEON Communications

Sr. Mgr. Field Operations

Built and managed, from the ground up, the management and technician work force to cover a geographic area from Portland, ME to Washington, DC.

Aug 1988 – Apr 1999 MCI Communications

Sr. Field Engineer – New England TSO

Responsible for the maintenance, repair, and restoration of all fiber optic systems and fiber cable in my region.

EDUCATION

2007 – Present	Northeastern University, Boston, MA Electronic Engineering Technology program
2003 – 2006	Mass Bay Community College, Wellesley, MA, AS Business Administration
1984	Unites States Air Force, San Antonio, TX, Wideband Communications Equipment Specialist

ROBERT BARTHELMES, SR.

[redacted]
(*E Mail*) robert.barthelmes@rcnmetro.com

PROJECT MANAGEMENT EXPERIENCE

TELECOMMUNICATIONS (9 Years):

- Responsible for Design and Construction of Point of Presence sites.
- Implementation of Customer Orders from after the sale through the turn up of their circuits.
- Coordination of the site design including Structural, Architectural, MEP and DC Power design.
- DC Power Upgrades in existing Point of Presence Sites.
- Design and Installation of Regeneration Shelters.
- Responsible for the management of Infrastructure Projects
  - Collocation site @ 1 Summer St Boston, MA
  - Construction of the Burlington, VT CO including fiber builds to Manchester NH and Brattleboro VT
  - Collocation Site 80 Merritt Blvd Trumbull, CTC
  - Infinera Core Overbuild – Diverse routes from Boston , MA to New York City

DESIGN BUILD: (12 years):

- Responsible for project presentation, owner's contract, estimates, scheduling, purchasing, construction and project close out.
- Collaborated with design to create a project that would meet and/or exceed the client's expectations.
- Scheduled projects to ensure completion within allotted time frame and within the budget.

PUBLIC/PRIVATE PROJECTS: (27 years):

- Supervised projects from estimate through close out.
- Promoted company to clients and architects for placement on bid lists.
- Estimated and prepared bids for submission.
- Negotiated sub contracts and purchase orders.
- Created project and procurement schedules.
- Calculated monthly cost projections.
- Prepared and submitted close out documents.

Scott Richardson

[redacted]

PROFESSIONAL EXPERIENCE

RCN Metro / NEON Communications, Inc.: Westborough, MA (August, 2000 - present)

Manager – Outside Plant Construction New England

- Manage New England Outside Plant Construction Team
- Design and manage the placement, rearrangement and removal of Aerial and Underground fiber optic cables throughout the Northeast and Mid-Atlantic
- Perform aerial and underground site surveys and determine cable routing to provide customer diversity
- Permit Townships for Rights-of-Way to construct new underground and aerial plant
- Hire, manage, and supervise contractors to construct a quality network
- Develop, implement and supervise outside facilities provisioning
- Establish and maintain contacts with all field locations, landlords, managers, and vendor representatives
- Create and maintain construction schedules

VERIZON / BELL ATLANTIC / NYNEX: Boston, MA (February, 1997 – August, 2000)

Outside Plant Engineer

- Single Point of Contact (SPOC) for all Hi-cap services through Boston and South Boston
- Engineered the installation of fiber optic multiplexers for digital services ranging from DS0 to OC-48.
- Designed Underground Feeder and Distribution routes for fiber and copper relief

EDUCATION

Rensselaer Polytechnic Institute, Troy, NY (1992-1996)
Bachelor of Science, Mechanical Engineering, May, 1996

SPECIAL SKILLS AND QUALIFICATIONS

Software – Microsoft Office, Visio, Fastcad, TIRKS, LFACS, Flex-R (Fujitsu), Autocad.

Related Experience / Training – **Basic Outside Plant Engineering** (Bellcore) TIRKS/FEPS/SCS (Bellcore) Fujitsu FLM 150/600 Sonet Multiplexers (Fujitsu)

George Washington University – Project Management Certification

Approved by OMB
0348-0046

Disclosure of Lobbying Activities

Complete this form to disclose lobbying activities pursuant to 31 U.S.C. 1352
(See reverse for public burden disclosure)

1. Type of Federal Action:	2. Status of Federal Action:	3. Report Type:
a. contract ✓ b. grant c. cooperative agreement d. loan e. loan guarantee f. loan insurance	a. bid/offer/application ✓ b. initial award c. post-award	✓ a. initial filing ____ b. material change For material change only: Year _____ quarter _____ Date of last report _____

4. Name and Address of Reporting Entity:	5. If Reporting Entity in No. 4 is Subawardee, Enter Name and Address of Prime:
✓ Prime ____ Subawardee Tier ____, if Known: Daniel Gallagher OPENCAPE Corporation PO Box 762 West Barnstable, MA 02668 **Congressional District**, *if known*: 10th MA	**Congressional District**, *if known*:
6. Federal Department/Agency: Department of Commerce NTIA	7. Federal Program Name/Description: (BTOP) Broadband Technology Opportunities Program CFDA Number, *if applicable*: 11.557
8. Federal Action Number, *if known*:	9. Award Amount, *if known*: $
10. a. Name and Address of Lobbying Registrant *(if individual, last name, first name, MI)*:	b. Individuals Performing Services *(including address if different from No. 10a)* *(last name, first name, MI)*:
11. Information requested through this form is authorized by title 31 U.S.C. section 1352. This disclosure of lobbying activities is a material representation of fact upon which reliance was placed by the tier above when this transaction was made or entered into. This disclosure is required pursuant to 31 U.S.C. 1352. This information will be reported to the Congress semi-annually and will be available for public inspection. Any person who fails to file the required disclosure shall be subject to a civil penalty of not less than $10,000 and not more than $100,000 for each such failure.	**Signature:** [signature] **Print Name:** Daniel J. Gallagher **Title:** President **Telephone No.:** 508 362-2131 x 4701 **Date:** 8/7/09
Federal Use Only	**Authorized for Local Reproduction** Standard Form - LLL (Rev. 7-97)

FORM CD-511
(REV 1-05)

U.S. DEPARTMENT OF COMMERCE

CERTIFICATION REGARDING LOBBYING

Applicants should also review the instructions for certification included in the regulations before completing this form. Signature on this form provides for compliance with certification requirements under 15 CFR Part 28, "New Restrictions on Lobbying." The certifications shall be treated as a material representation of fact upon which reliance will be placed when the Department of Commerce determines to award the covered transaction, grant, or cooperative agreement.

LOBBYING

As required by Section 1352, Title 31 of the U.S. Code, and implemented at 15 CFR Part 28, for persons entering into a grant, cooperative agreement or contract over $100,000 or a loan or loan guarantee over $150,000 as defined at 15 CFR Part 28, Sections 28.105 and 28.110, the applicant certifies that to the best of his or her knowledge and belief, that:

(1) No Federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress in conncection with the awarding of any Federal contract, the making of any Federal grant, the making of any Federal loan, the entering into of any cooperative agreement, and the extension, continuation, renewal, amendment, or modification of any Federal contract, grant, loan, or cooperative agreement.

(2) If any funds other than Federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a member of Congress in connection with this Federal contract, grant, loan, or cooperative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions.

(3) The undersigned shall require that the language of this certification be included in the award documents for all subawards at all tiers (including subcontracts, subgrants, and contracts under grants, loans, and cooperative agreements) and that all subrecipients shall certify and disclose accordingly. This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into.

Submission of this certification is a prerequisite for making or entering into this transaction imposed by section 1352, title 31, U.S. Code. Any person who fails to file the required certification shall be subject to a civil penalty of not less than $10,000 and not more than $100,000 for each such failure occurring on or before October 23, 1996, and of not less than $11,000 and not more than $110,000 for each such failure occurring after October 23, 1996.

Statement for Loan Guarantees and Loan Insurance

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

If any funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with this commitment providing for the United States to insure or guarantee a loan, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions.

Submission of this statement is a prerequisite for making or entering into this transaction imposed by section 1352, title 31, U.S. Code. Any person who fails to file the required statement shall be subject to a civil penalty of not less than $10,000 and not more than $100,000 for each such failure occurring on or before October 23, 1996, and of not less than $11,000 and not more than $110,000 for each such failure occurring after October 23, 1996.

As the duly authorized representative of the applicant, I hereby certify that the applicant will comply with the above applicable certification.

NAME OF APPLICANT	AWARD NUMBER AND/OR PROJECT NAME
Daniel J. Gallagher	OPENCAPE

PRINTED NAME AND TITLE OF AUTHORIZED REPRESENTATIVE

Daniel J. Gallagher, President

SIGNATURE	DATE
Daniel J. Gallagher	8/7/09

OMB Approval No. 0348-0042

ASSURANCES - CONSTRUCTION PROGRAMS

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

NOTE: Certain of these assurances may not be applicable to your project or program. If you have questions, please contact the Awarding Agency. Further, certain Federal assistance awarding agencies may require applicants to certify to additional assurances. If such is the case, you will be notified.

As the duly authorized representative of the applicant, I certify that the applicant: Open Cape Corporation

1. Has the legal authority to apply for Federal assistance, and the institutional, managerial and financial capability (including funds sufficient to pay the non-Federal share of project costs) to ensure proper planning, management and completion of the project described in this application.

2. Will give the awarding agency, the Comptroller General of the United States and, if appropriate, the State, through any authorized representative, access to and the right to examine all records, books, papers, or documents related to the assistance; and will establish a proper accounting system in accordance with generally accepted accounting standards or agency directives.

3. Will not dispose of, modify the use of, or change the terms of the real property title, or other interest in the site and facilities without permission and instructions from the awarding agency. Will record the Federal interest in the title of real property in accordance with awarding agency directives and will include a covenant in the title of real property acquired in whole or in part with Federal assistance funds to assure non-discrimination during the useful life of the project.

4. Will comply with the requirements of the assistance awarding agency with regard to the drafting, review and approval of construction plans and specifications.

5. Will provide and maintain competent and adequate engineering supervision at the construction site to ensure that the complete work conforms with the approved plans and specifications and will furnish progress reports and such other information as may be required by the assistance awarding agency or State.

6. Will initiate and complete the work within the applicable time frame after receipt of approval of the awarding agency.

7. Will establish safeguards to prohibit employees from using their positions for a purpose that constitutes or presents the appearance of personal or organizational conflict of interest, or personal gain.

8. Will comply with the Intergovernmental Personnel Act of 1970 (42 U.S.C. 4728-4763) relating to prescribed standards for merit systems for programs funded under one of the 19 statutes or regulations specified in Appendix A of OPM=s Standards for a Merit System of Personnel Administration (5 C.F.R. 900, Subpart F).

9. Will comply with the Lead-Based Paint Poisoning Prevention Act (42 U.S.C. 4801 et seq.) which prohibits the use of lead-based paint in construction or rehabilitation of residence structures.

10. Will comply with all Federal statutes relating to non-discrimination. These include but are not limited to: (a) Title VI of the Civil Rights Act of 1964 (P.L. 88-352) which prohibits discrimination on the basis of race, color or national origin; (b) Title IX of the Education Amendments of 1972, as amended (20 U.S.C. 1681-1683, and 1685-1686), which prohibits discrimination on the basis of sex; (c) Section 504 of the Rehabilitation Act of 1973, as amended (29 U.S.C. 794), which prohibits discrimination on the basis of handicaps; (d) the Age Discrimination Act of 1975, as amended (42 U.S.C. 6101-6107), which prohibits discrimination on the basis of age; (e) the Drug Abuse Office and Treatment Act of 1972 (P.L. 92-255), as amended, relating to nondiscrimination on the basis of drug abuse; (f) the Comprehensive Alcohol Abuse and Alcoholism Prevention, Treatment and Rehabilitation Act of 1970 (P.L. 91-616), as amended, relating to nondiscrimination on the basis of alcohol abuse or alcoholism; (g) 523 and 527 of the Public Health Service Act of 1912 (42 U.S.C. 290 dd-3 and 290 ee-3), as amended, relating to confidentiality of alcohol and drug abuse patient records; (h) Title VIII of the Civil Rights Act of 1968 (42 U.S.C. 3601 et seq.), as amended relating to nondiscrimination in the sale, rental or financing of housing; (i) any other nondiscrimination provisions in the specific statute(s) under which application for Federal assistance is being made; and (j) the requirements of any other nondiscrimination statute(s) which may apply to the application.

11. Will comply, or has already complied, with the requirements of Titles II and III of the Uniform Relocation Assistance and Real Property Acquisition Policies Act of 1970 (P.L. 91-646) which provide for fair and equitable treatment of persons displaced or whose property is acquired as a result of Federal and federally-assisted programs. These requirements apply to all interests in real property acquired for project purposes regardless of Federal participation in purchases.

12. Will comply with the provisions of the Hatch Act (5 U.S.C. 1501-1508 and 7324-7328) which limit the political activities of employees whose principal employment activities are funded in whole or in part with Federal funds.

13. Will comply, as applicable, with the provision of the Davis-Bacon Act (40 U.S.C. 276a to 276a-7), the Copeland Act (40 U.S.C. 276c and 18 U.S.C.874), and the Contract Work Hours and Safety Standards Act (40 U.S.C. 327-333) regarding labor standards of federally assisted construction subagreements.

14. Will comply with flood insurance purchase requirements of Section 102(a) of the Flood Disaster Protection Act of 1973 (P.L. 93-234) which requires recipients in a special flood hazard area to participate in the program and to purchase flood insurance if the total cost of insurable construction and acquisition is $10,000 or more.

15. Will comply with environmental standards which may be prescribed pursuant to the following: (a) institution of environmental quality control measures under the National Environmental Policy Act of 1969 (P.L. 91-190) and Executive Order (EO) 11514; (b) notification of violating facilities pursuant to EO 11738; (c) protection of wetlands pursuant to EO 11990; (d) evaluation of flood hazards in flood plains in accordance with EO 11988; (e) assurance of project consistency with the approved State management program developed under the Coastal Zone Management Act of 1972 (16 U.S.C. 1451 et seq.); (f) conformity of Federal actions to State (Clean Air) Implementation Plans under Section 176(c) of the Clean Air Act of 1955, as amended (42 U.S.C. 7401 et seq.); (g) protection of underground sources of drinking water under the Safe Drinking Water Act of 1974, as amended (P.L. 93-523); and (h) protection of endangered species under the Endangered Species Act of 1973, as amended (P.L. 93-205).

16. Will comply with the Wild and Scenic Rivers Act of 1968 (16 U.S.C. 1271 et seq.) related to protecting components or potential components of the national wild and scenic rivers system.

17. Will assist the awarding agency in assuring compliance with Section 106 of the National Historic Preservation Act of 1966, as amended (16 U.S.C. 470), EO 11593 (identification and protection of historic properties), and the Archaeological and Historic Preservation Act of 1974 (16 U.S.C. 469a-1 et seq.).

18. Will cause to be performed the required financial and compliance audits in accordance with the Single Audit Act Amendments of 1996 and OMB Circular No. A-133, AAudits of States, Local Governments, and Non-Profit Organizations.@

19. Will comply with all applicable requirements of all other Federal laws, executive orders, regulations, and policies governing this program.

SIGNATURE OF AUTHORIZED CERTIFYING OFFICIAL	TITLE
[signature]	President, Opencape Corp
APPLICANT ORGANIZATION	DATE SUBMITTED
Open Cape Corporation	8/7/09

U.S. Department of Commerce
Broadband Technology Opportunities Program

(i) I certify that I am authorized to submit this grant application on behalf of the eligible entity(ies) listed on this application, that I have examined this application, that all of the information and responses in this application, including certifications, and forms submitted, all of which are part of this grant application, are material representations of fact and true and correct to the best of my knowledge, that the entity(ies) that is requesting grant funding pursuant to this application and any subgrantees and subcontractors will comply with the terms, conditions, purposes, and federal requirements of the grant program; that no kickbacks were paid to anyone; and that a false, fictitious, or fraudulent statements or claims on this application are grounds for denial or termination of a grant award, and/or possible punishment by a fine or imprisonment as provided in 18 U.S.C. §1001 and civil violations of the False Claims Act.

(ii) I certify that the entity(ies) I represent have and will comply with all applicable federal, state, and local laws, rules, regulations, ordinances, codes, orders and programmatic rules and requirements relating to the project. I acknowledge that failure to do so may result in rejection or deobligation of the grant or loan award. I acknowledge that failure to comply with all federal and program rules could result in civil or criminal prosecution by the appropriate law enforcement authorities.

(iii) I certify that the entity(ies) I represent has and will comply with all applicable administrative and federal statutory, regulatory, and policy requirements set forth in the DOC Pre-Award Notification, published in the Federal Register on February 11, 2008 (73 FR 7696), as amended; DOC Financial Assistance Standard Terms and Conditions (Mar. 8, 2009); DOC American Recovery and Reinvestment Act Award Terms (April 9, 2009); and any Special Award Terms and Conditions that are included by the Grants Officer in the award."

8/7/2009
(Date)

Daul J Gallagher
(Authorized Representative's Signature)

David J. GALLAGHER
Name:

President, Opencape Corp.
Title:

Certification Requirements for BTOP

U.S. Department of Commerce
Broadband Technology Opportunities Program

I certify that I am the duly authorized representative of the applicant organization, and that I have been authorized to submit the attached application on its behalf. A copy of the applicant organization's authorization for me to submit this application as its official representative is on file in the applicant's office, and I am identified as the applicant organization's Authorized Organization Representative (AOR) in the Central Contractor Registration database. By signing this certification, I certify that the statements contained in the application are true, complete, and accurate to the best of my knowledge, and that if an award is made, the applicant organization will comply with all applicable award terms and conditions.

8/7/2009
(Date)

Daniel J. Gallagher
(Authorized Representative's Signature)

Daniel J. Gallagher
Name:

President, OpenCape Corporation
Title:

ATTACHMENT E - PROJECT PLAN (KEY PHASES AND MILESTONES TO DEMONSTRATE DEGREE OF COMPLETION)

- Use the following table to list the major network build-out phases and milestones that can demonstrate that your entire project will be substantially complete by the end of Year 2 and fully complete by the end of Year 3. This is to be done at the aggregate level (combining all proposed funded service areas.)
- Indicate how the milestones listed below will demonstrate these completion objectives. The applicant should consider such project areas as: a) network design; b) securing all relevant licenses and agreements; c) site preparation; d) equipment procurement; e) inside plant deployment; f) outside plant deployment; g) equipment deployment; h) network testing; i) network complete and operational. The applicant may provide any other milestones that it believes showcase progress.
- Project inception (Year 0) starts at the date when the applicant receives notice that the project has been approved for funding.
- In the table, provide any information (e.g., facts, analysis) to: a) demonstrate the reasonableness of these milestones; b) substantiate the ability to reach the milestone by the quarter indicated.
- On a separate sheet, describe the key challenges, if any, to a timely completion of the project, including any applicable mitigation plans.

Time Period	Qtr	OpenCape Corp. Middle Mile Project		
Year 0		Item	List All Relevant Milestones	Support for Reasonableness/data points
		1.	Finalize contracts with all partners	Complete final negotiations with all partners and sign contracts for each partners deliverables.
		2.	Establish Management Office	In preparation for an award; 1. A site convenient to all partners and central to the project will have been identified and lease papers prepared, 2. Furniture identified from either surplus resources within local government, used furniture stores or other immediately available suppliers will have been spotted and tagged for procurement. 3. Utilities will have been contacted and installation time table determined. Orders will be placed for installation on the day the office space become available.(typically, one to two weeks from order to service installation in this region.) 4. Ads will have been written and ready to be placed for hiring key staff.

				Ads will be placed on the day the award is received.(estimated 4-6 weeks, from employee hire decision to employment) In the interim, Members off the OpenCape Executive committee will continue in their role as project overseers until employees can assume their roles. The executive committee with the approval of the OpenCape Board of Directors will conduct the hiring process in conjunction with all required stipulations and Human Resource best practices. 5. Computers, printers, network infrastructure, phone switch, copiers will have all been pre-identified and purchase orders will be issued on the day the award is announced. 6.Standard procedures and Human Resource policies will be established prior to award and implemented as each segment of administration is implemented.
		3.	Establish integrated management systems for all partners	Most of this work will have been completed in advance of award however, implementation will identify areas where further coordination will be required as real data hits real accounting and management processes. Estimate it will take 2 accounting cycles to normalize and accommodate all systems. This will include normalizing accounting to meet the needs of the Granting agencies.

		4.	Schedule and establish OpenCape Project Management for on-budget and on-time completion.	Procedures will have already been established between OpenCape and its strategic Partners prior to award. These will include weekly project meetings with the project team ie; RCN Metro, OpenCape management and representation from the OpenCape Board of Directors, and Barnstable County Government. Each meeting will cover at a minimum; 1. Progress to date toward steps to reach milestones, 2. Review of outstanding issues and changes to the critical path, 3. Steps which need to be expedited to keep project on-time and on-budget, 4. Review of project change orders and their effect on Budget and timetable, 5. Review of agenda items for next meeting.
		5.	Establish OpenCape oversight	Already established and functioning, during the course of the project OpenCape Corp's Monthly Board meetings will focus on the; 1. The achievements and challenges to date, 2. The financial status of the OpenCape Corp and the project, 3. The relationship with the partners and the status of the feed-back loop process to maintain control and reduce conflict, 4. The status of the outreach program and the follow-up necessary to insure stakeholders and customers and prospects needs are being addressed,

				5. Status of the outreach program in attracting new users or assisting existing users to exploit the systems capabilities.
		6.	Develop & Maintain Contact with the funding sources	Immediately following notice of award, OpenCape will determine with the Granting agency all reporting requirements and attend all training and information sharing opportunities. As we have learned over the last three years of planning sharing between other interested entities is the best tool to secure the development of successful projects. OpenCape is committed to that process.
		7.	Establish lease and formalize relationship for the Collocation center	Finalize building lease and gain control over facility which will become the Collocation Center.
		8.	Develop advisory groups to represent each of the stakeholder organizations	OpenCape will develop advisory groups to the Board of Directors who represent each major group of stakeholders making up the middle-mile customer base. 1. The purpose of these groups will be to act as a sounding board for service concerns as service is implemented to their constituents, 2. These groups will also serve as a feedback loop for identifying and correcting problems as early as possible. 3. These groups will also serve as the template for expanding services to other similar groups along the service corridor from Boston To Plymouth as those corridors become ready for implementation 4. These organizations

				would be municipal govt, public safety, libraries, schools, health care facilities, colleges and research facilities, Federal facilities, State facilities, last mile provider representatives, and end-user representatives (a listing of all Key institutions and stakeholders may be found under Supplemental Information #1.
		9.	Begin to secure ROW, Licenses and permits	Continuing research work which is ongoing, RCN and OpenCape will formally apply for ROW permissions, RF Licenses where needed and local permits where needed.
Year 1	Qtr 1	10.	Continue negotiations for ROW's for fiber routes. Continue permitting and licensing.	Perfecting Rights of Ways (ROW's), licensing and permitting for fiber routes will continue.
		11.	Manage project	Hold 12 weekly project meetings, Hold 3 monthly OpenCape Board of Directors meetings. Provide 3 monthly reports and 1 quarterly report to funding agencies.
		12.	Complete wireless engineering. Specify and bid wireless equipment.	Complete the final engineering for the wireless portion of the system, specify, and bid the hardware and electronics.
		13.	Complete system engineering for the wired portion of the system	Finalize engineering for fiber routes, prepare detailed specifications, bid the major components of the system.

		14.	Complete engineering and design for the Collocation Center, develop specifications, bid and award construction contract.	Finalize engineering, design and specifications for Collocation Center, bid the construction of the Collocation Center.
		15.	Identify Points of Presence (POP's) Central offices (CO's) for fiber ring 1 (R1), fiber corridor North to Brocton (N1), and fiber corridor South to providence. Scout and locate other POIP/CO's for remainder of the project	Identify POP & CO locations, conduct ISPE due diligence fro each location, Prepare ISPE design for each POP, Obtain approval for the installation of the equipment in each POP & CO. Identify prospective locations for the other system POP/CO locations.
	Qtr 2	16.	Continue negotiations for ROW's for fiber routes. Continue permitting and licensing.	Perfecting Rights of Ways (ROW's), licensing and permitting for fiber routes will continue.
		17.	Manage project and begin outreach program	Hold 12 weekly project meetings, Hold 3 monthly OpenCape Board of Directors meetings. Provide 3 monthly reports and 1 quarterly report to funding agencies. Meet with 5 Board of Selectmen, 1 County Commission meeting and 25% of the stake holders and key institutions.
		18.	Begin installation of the wireless system. Construction Team 1	Install antenna sets on Martha's vineyard.
		19.	Begin Make Ready on R1, Make Ready Team 1	Based on completion of ROW negotiations prepare Poles and conduits from Cape Cod Canal to Falmouth.
		20.	Obtain Building permits for Collocation Center	File for local building permits for construction of Collocation Center.
		21.	Bid, award POP contract. Receive and install POP equipment	Develop RFP, conduct bid process, receive and install POP equipment in

				POP/CO locations.
		22.	Begin make ready on Boston Leg (N1) and Providence leg (S1) Make ready team 2 & 3	Prepare these corridors to receive fiber.
	Qtr 3	23.	Manage project and begin outreach program	Hold 12 weekly project meetings, Hold 3 monthly OpenCape Board of Directors meetings. Provide 3 monthly reports and 1 quarterly report to funding agencies. Meet with 5 Board of Selectmen, 1 County Commission meeting and 25% of the stake holders and key institutions.
		24.	Wireless system construction continues.	Complete Tisbury and Woods Hole wireless sites.
		25.	Construct fiber OSP sections from Cape Cod Canal to Falmouth (R1-1; R1-2; R1-3). Start fiber OSP sections for Brocton CO to Plymouth CO (N1-1) and Providence, RI to New Bedford, MA CO (S1-1) Continue make-ready for R1-4, R1-5, R1-6, N1-2, S1-2, Construction team 2, 3 & 4	Based on completion of make ready, begin installation of fiber on the first 3 legs of the first ring of the system. Make ready continues for next legs on R1 , N1 and S1.
		26.	Collocation Center construction continues. Order equipment for collocation Center	Construction is in full development. Order equipment to arrive Y2-qtr1.
		27.	Continue negotiations for ROW's for fiber routes. Continue permitting and licensing.	Perfecting Rights of Ways (ROW's), licensing and permitting for fiber routes will continue.
		28.	Plan for third Broad band summit for stake holders and Key Institutions	Continuing on the success of first two Broadband summits in '06 & '08. Plan a 3rd Summit to keep stakeholders informed and to answer questions.
	Qtr 4	27.	Manage project and begin outreach program	Hold 12 weekly project meetings, Hold 3 monthly

				OpenCape Board of Directors meetings. Provide 3 monthly reports and 1 quarterly report to funding agencies. Meet with 5 Board of Selectmen, 1 County Commission meeting and 25% of the stake holders and key institutions.
		28.	Continue negotiations for ROW's for fiber routes. Continue permitting and licensing.	Perfecting Rights of Ways (ROW's), licensing and permitting for fiber routes will continue.
		29.	Wireless system construction continues.	Complete Falmouth wireless sites.
		30.	Construct fiber sections from Falmouth CO to Falmouth High School and Falmouth Hospital (R1-4; R1-5; R1-6). Continue Make-Ready for R1-7, R1-8, R1-9, N1-2, N1-3, N1-4 and S1-2, S1-3	Based on completion of make ready, begin installation of fiber on the next 3 legs of the first ring of the system and next legs on the north and south corridors. From Brocton and Providence. Continue make-ready
		31.	Collocation Center construction continues	Construction continues
Year 2	Qtr 1	32.	Manage project and begin outreach program	Hold 12 weekly project meetings, Hold 3 monthly OpenCape Board of Directors meetings. Provide 3 monthly reports and 1 quarterly report to funding agencies. Meet with 5 Board of Selectmen, 1 County Commission meeting and 25% of the stake holders and key institutions.
		33.	Continue negotiations for ROW's for fiber routes. Continue permitting and licensing.	Perfecting Rights of Ways (ROW's), licensing

				and permitting for fiber routes will continue.
		34.	Wireless system construction continues.	Complete Mashpee and Barnstable/Yarmouth wireless sites.
		35.	Construct fiber sections from Falmouth High School to Barnstable High School to Barnstable CO to CCCC (R1-7; R1-8; R1-9, R1-10) and New Bedford CO to Mass Maritime Academy (S1-2) and Plymouth CO to Plymouth South High School (N1-2). Continue make-ready for R1-11, R1-12,	Based on completion of make ready, begin installation of fiber on the next 4 legs of the first ring of the system and the next leg of both the North and South Corridors.
		36.	Collocation Center construction continues	Construction completes and equipment installation begins
	Qtr 2	37.	Manage project and begin outreach program	Hold 12 weekly project meetings, Hold 3 monthly OpenCape Board of Directors meetings. Provide 3 monthly reports and 1 quarterly report to funding agencies. Meet with 5 Board of Selectmen, 1 County Commission meeting and 25% of the stake holders and key institutions.
		38.	Wireless system construction continues.	Complete Harwich wireless sites.
		39.	Construct OSP fiber sections from CCCC to Collocation Center to Water Tower to Sandwich Human Services, R1-11, R1-12, R1-13 and start build-out from Mass Maritime Academy to Western end of Cape Cod Canal S1-4 and Plymouth South side High School to cape Cod Canal N1-3. begin make ready R2-1	Based on completion of make ready, begin installation of fiber on the next 3 legs completing ring 1 of the system. Beginning at S1-3 continuing to S1-4. beginning at N1-2 to N1-3.
		40.	Collocation Center construction continues	Construction completes and equipment installation completes notice of substantial completion given.
		41.	Prepare to move project and system management office to permanent facility	Create specifications and bid packing and moving services. Bid and award

				moving contract. Identify utility service cutover lead time and order facility cutovers for date following CO issuance.
		42.	RCN and OpenCape develop procedures and training for customer connection and hold 3rd Broadband Summit	Develop and test procedures for assisting customers in connecting and turning up their systems. Hold the 3rd Broadband Summit to introduce training and connection protocols.
		43.	Identify Points of Presence (POP's) for fiber ring 2 (R2)	Identify POP locations, conduct ISPE due diligence fro each location, Prepare ISPE design for each POP, Obtain approval for the installation of the equipment in each POP & CO.
		44.	Install POP R1	Install and configure equipment in R1 POP/COs.
	Qtr 3	45.	Manage project and begin outreach program	Hold 12 weekly project meetings, Hold 3 monthly OpenCape Board of Directors meetings. Provide 3 monthly reports and 1 quarterly report to funding agencies. Meet with 5 Board of Selectmen, 1 County Commission meeting and 25% of the stake holders and key institutions.
		46.	Wireless system construction continues.	Complete Orleans wireless sites.
		47.	Construct OSP fiber sections from Sandwich CO to East end of Cape Cod Canal. (R1-14) Completing OSP install of R1. Continue S1-4 and N1-3. Continue Make Ready on R2-1, R2-2, R3-1, R3-2, R3-3, R3-4, R3-5, R3-6	Based on completion of make ready, begin installation of fiber on final leg ring 1 of the system. Continuing S1-3 to S1-4. Continuing N1-2

				to N1-3. Prepare R2 for fiber. Prepare R3 for fiber.
		48.	Collocation Center construction continues	CO received, move in begins at Collocation Center.
		49.	Third party testing and Certification begins at Collocation.	Using outside 3rd party test organization verify Collocation Center meets design specifications.
		50.	Prepare to move project and system management office to permanent facility	Create specifications and bid packing and moving services. Identify utility service cutover lead time and order facility cutovers for date following CO issuance.
		51.	RCN and OpenCape develop procedures and training for customer connection	Develop and test procedures for assisting customers in connecting and turning up their systems.
		52.	Identify POP's & CO's for fiber ring 3 (R3).	Identify POP locations, conduct ISPE due diligence fro each location, Prepare ISPE design for each POP, Obtain approval for the installation of the equipment in each POP & CO.
		53.	Install POP/CO R1, R2, R3, N1, S1	Install and configure equipment in R1 POP/COs.
	Qtr 4	54.	Manage project and begin outreach program	Hold 12 weekly project meetings, Hold 3 monthly OpenCape Board of Directors meetings. Provide 3 monthly reports and 1 quarterly report to funding agencies. Meet with 5 Board of Selectmen, 1 County Commission meeting and 25% of the stake holders and key institutions.

		55.	Wireless system construction continues.	Complete Truro Police tower wireless sites. Completing Wireless build-out
		56.	Test and turn-up Wireless System	Wireless System prepares to go online
		57.	Third party testing and Certification begins on wireless system.	Using outside 3rd party test organization verify wireless system meets design specifications.
		58.	Test and turn up R1	First ring prepares to go online
		59.	Third party testing and Certification begins on first fiber ring.	Using outside 3rd party test organization verify first fiber ring meets design specifications.
		60.	Wireless system goes into service	Wireless system accepts customers.
		61.	Ring one goes into service	Ring one accepts customers.
		62.	RCN and OpenCape Training and cutover program to assist new customers implemented.	Program designed during step 42 implemented
		63.	Construct OSP fiber sections from Orleans CO to Nauset High School to Wellfleet to Truro Public Safety and Truro Central School to Provincetown CO to Provincetown Fire Department to Provincetown Pilgrim Monument (R3-1, R3-2, R3-3, R3-4, R3-5, R3-6). Make Ready R2-3, R2-4	Based on completion of make ready, begin installation of fiber on final leg ring 1 of the system. Continuing S1-3 to S1-4. Continuing N1-2 to N1-3. Prepare R2 for fiber.
		64.	Collocation Center goes into service	Collocation Center accepts customers
Year 3	Qtr 1	65.	Manage project and begin outreach program	Hold 12 weekly project meetings, Hold 3 monthly OpenCape Board of Directors meetings. Provide 3 monthly reports and 1 quarterly report to funding agencies. Meet with 5 Board of Selectmen, 1 County Commission meeting and 25% of the stake holders and key institutions.
		66.	Splice South and North corridor into Cape Cod R1	Providence to Ring 1 now ready for

				deployment
		67.	Third party testing and Certification begins on Providence and Brocton first and fiber ring 1.	Using outside 3rd party test organization verify first fiber ring from Providence and Brocton to Hyannis meets design specifications.
		68.	Brocton and Providence corridors ready to accept customers	Lower Cape and South East Massachusetts portion of the system now ready for customers.
	Qtr 2	69.	Manage project and begin outreach program	Hold 12 weekly project meetings, Hold 3 monthly OpenCape Board of Directors meetings. Provide 3 monthly reports and 1 quarterly report to funding agencies. Meet with 5 Board of Selectmen, 1 County Commission meeting and 25% of the stake holders and key institutions.
		70.	Construct OSP fiber sections from Orleans CO to Eddy School to Collocation Center	Construct OSP fiber sections for the remainder of R2.
		71.	R3 OSP complete and ready for deployment	Ring three complete and ready for system testing.
		72.	Third party testing and Certification begins on R3	Using outside 3rd party test organization verify third fiber ring from Orleans to Provincetown.
		73.	Plan for transition to full-time operations	Prepare for post-construction phase and long term operations.
	Qtr 3	74.	Manage project and begin outreach program	Hold 12 weekly project meetings, Hold 3 monthly OpenCape Board of Directors meetings. Provide 3 monthly reports and 1 quarterly report to funding

				agencies. Meet with 5 Board of Selectmen, 1 County Commission meeting and 25% of the stake holders and key institutions.
		75.	Full system deployment and testing begins	Test and adjust until design specifications are met.
		76.	Third party testing and Certification begins on full system.	Using outside 3rd party test organization verify entire system meets all design specifications.
	Qtr 4	77.	Punch list and clean-up work	Finalize any construction details.
		78.	Implement full-time sustainability and operations plan.	Begin full time operations as a sustainable system.
		79.	Pay-out final invoices	Pay for last quarter work and any remaining bills
		80.	Close out project and complete final records.	Construction project ends and final reports are filed.

ATTACHMENT E (CONTINUED) - BUILD-OUT TIMELINE

Complete the following schedule for each proposed funded service area (or, if a middle mile project, for each last mile service area) to indicate the planned build-out in terms of: 1) the requested infrastructure funds; and 2) the entities passed. Entities passed include households, businesses, and "strategic institutions" comprised of critical community facilities, community anchor institutions, and public safety entities. In addition, please complete a separate schedule that aggregates all projected broadband subscribers within the proposed funded service area (or if a middle mile project, for each last mile service area). For BIP only, please include this information for the non-funded service areas as well.

	Name: OpenCape Corporation													
	Year 0	YEAR 1				YEAR 2				YEAR 3				YEAR 4	YEAR 5
		Qtr. 1	Qtr. 2	Qtr. 3	Qtr. 4	Qtr. 1	Qtr. 2	Qtr. 3	Qtr. 4	Qtr. 1	Qtr. 2	Qtr. 3	Qtr. 4		
Infrastructure Funds															
Intrstructure Funds Advanced (estimate)		600,000	1,500,000	4,250,000	6,000,000	6,500,000	7,500,000	6,000,000	3,000,000	2,500,000	1,500,000	700,000	300,000		
Percentage of Total Funds		1.5%	3.7%	10.5%	14.9%	16.1%	18.6%	14.9%	7.4%	6.2%	3.7%	1.7%	0.7%		
Entities Passed & %															
Households			7387	7270	37276	120743	16257	48543	5040	47475	16510	14703			
Percentage of Total Households			2.3%	2.3%	11.6%	37.6%	5.1%	15.1%	1.6%	14.8%	5.1%	4.6%			
Business			811	361	3095	8158	4067	1693	165	1798	775	713			
Percentage of Total Businesses			3.7%	1.7%	14.3%	37.7%	18.8%	7.8%	0.8%	8.3%	3.6%	3.3%			
Strategic Institutions (Comm. Anchor, Public Safety, etc)			30	30	100	133	43	38	0	60	40	78			
Percentage of Total Institutions			5.4%	5.4%	18.1%	24.1%	7.8%	6.9%	0.0%	10.9%	7.2%	14.1%			

ATTACHMENT E - PROJECT PLAN (Key Challenges and Applicable Mitigation plans)

Threat/Risk	***OpenCape response***
Incumbent providers apply political pressure to prevent competition in the region	Proactively demonstrate that incumbents can themselves benefit from the investment; gain political support for the need of middle mile infrastructure in this underserved region.
Pole owners stalls on access to pole rights for fiber in passive-aggressive tactic to stall deployment citing perceived competition	Establish relationships with private partners that can gain access to rights of way and utility resources. Diversify path and technology to overcome a single obstacle; proactively negotiate and build regional, state, and federal political support for the effort.
Access to underground rights or canal crossing stall deployment	Develop redundant paths using available and planned canal crossings; continue working proactively with state agencies to raise awareness and incorporate need into plan; continue on development and deployment of wireless backbone; develop alternatives for underground installation; develop alternatives for crossing the canal.
Inability technically or cost-inadvisable to connect to Internet backbone	Support development of Boston/Providence connection project; continue ongoing awareness and interaction with UMass Dartmouth, MBTA, Northern Crossroads, NEREN, and OSHEAN; continue building relationships with other regional projects; expand outreach to all of southeastern and south coast political base
Lack of funds to complete network construction	Identify and partner on five key areas of potential funding and follow up aggressively in Foundation, Local/Regional, State, Federal, and Private capital options
Lack of funds/vision to leverage for regional good	Incorporate plans for funding local applications into operational goals; proactively partner with regional organizations to create ground-up vision investment; identify foundation or grant sources for specific collaborative applications, i.e. education; plan for fund and personnel to deliver message and mange relationships.
Lack of funds to maintain and sustain network operations	Carefully screen and select operator for ability and intent to execute on network sales; in partnership with operator develop an executable plan for sales and marketing; leverage existing relationships to build foundation client base; demonstrate return to community to establish relationship with key municipal clients; use asset in/credit out approach to connect municipal clients to 'ownership' of network.
Natural disaster "act of god" such as hurricane hits Cape Cod, causing damage and delays	Prepare recovery plans in the event of a natural disaster and in all planning build for survivability and/or quick recovery.

Nutter

Direct Line: 508-790-5400
Fax: 508-771-8079

August 13, 2009
107808-1

Administrator
Rural Utilities Service
U. S. Department of Agriculture
Washington, D. C. 20250-1500

Assistant Secretary
National Telecommunications and Information Administration
U.S. Department of Commerce
Washington, D.C. 20230

Re: OpenCape Corporation

Dear Sir:

We are counsel for OpenCape Corporation, a Massachusetts non-profit corporation (the "Applicant"). In such capacity, we acted as counsel to the Applicant in connection with its ability to apply to the Broadband Technology Opportunities Program (the "Program") and in the review of the grant agreement, as referenced in the Notice of Funds Availability (the "Grant Agreement").

We are of the opinion that:

(a) the Applicant is a duly organized and existing Massachusetts non-profit corporation under the laws of the Commonwealth of Massachusetts.

(b) the Applicant has corporate power: (1) to execute and deliver the Grant Agreement; and (2) to perform all acts required to be done by it under said agreement.

(c) no legal proceedings have been instituted or are pending against the Applicant, the outcome of which would adversely affect the Applicant's ability to perform the duties under the Grant Agreement, and there are no judgments against the Applicant which would adversely affect the Applicant's ability to perform the duties under the Grant Agreement.

(d) The Applicant has the power to own its property and carry out its business as now conducted.

Our opinion is subject to the following assumptions and qualifications:

1. In rendering this opinion, we have assumed that the Program and all officers executing and delivering documents on its behalf have all necessary power and authority to fund the grant, that all such transactions have been duly authorized by all necessary corporate action by the Program and that all such officers have been duly elected to hold the offices they purport to hold.

2. In rendering this opinion, we have relied upon the facts and statements contained in the organizational documents of the Applicant. We are aware of no facts or material information which would lead to a contrary opinion.

3. We have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photo static copies.

4. We have made such examination of Massachusetts law as we have deemed relevant for the purposes of this opinion, but we have not made an independent review of the laws of any other state or jurisdiction. We express no opinion as to whether the laws of any particular jurisdiction (other than Massachusetts) apply or the extent that the laws of any jurisdiction other than that identified above are applicable to the subject matter hereof.

5. This opinion is limited to the matters expressly stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated herein.

6. The opinions expressed herein are based upon certain dated certificates and organizational documents. We are not aware and have been informed that no act or event has occurred between the dates thereof and the date hereof that would in any way affect any of the matters opined upon or that would in any manner alter those certificates.

7. No opinion is expressed as to whether any provisions of the Grant Agreement is specifically enforceable in equity, whether such enforceability is considered in a proceeding in equity or at law.

This opinion is rendered solely for the benefit of the Program in connection with the Grant Agreement. This opinion may not be relied upon by any other party or entity without our prior written consent.

This opinion is rendered solely for the benefit of the Program in connection with the Grant Agreement. This opinion may not be relied upon by any other party or entity without our prior written consent.

Sincerely,

Nutter McClennen & Fish LLP

1850266.1

General Budget Overview: OpenCape (1174)

Budget	Loan Request	Federal Funding Request	Matching Funds (Cash)	Matching Funds (In-Kind)	Equity	Debt	Bond	Other	TOTAL
Network & Access Equipment (switching, routing, transport, access)		2,225,359							**$2,225,359**
Outside Plant (cables, conduits, ducts, poles, towers, repeaters, etc.)		23,695,669	7,000,000						**$30,695,669**
Buildings and Land – (new construction, improvements, renovations, lease)		4,420,065		1,000,000					**$5,420,065**
Customer Premise Equipment (modems, set-top boxes, inside wiring, etc.)									**$0**
Billing and Operational Support Systems (IT systems, software, etc.)									**$0**
Operating Equipment (vehicles, office equipment, other)		44,000							**$44,000**
Engineering/Professional Services (engineering design, project management, consulting, etc.)		1,687,000							**$1,687,000**
Testing (network elements, IT system elements, user devices, test generators, lab furnishings, servers/computers, etc.)									**$0**
Site Preparation									**$0**
Other				339,300					**$339,300**
TOTAL BROADBAND SYSTEM:	**$0**	**$32,072,093**	**$7,000,000**	**$1,339,300**	**$0**	**$0**	**$0**	**$0**	**$40,411,393**

BROADBAND TECHNOLOGY OPPORTUNITIES PROGRAM
Federal Request and Match Verification

Name of Applicant Organization Openscape Corporation
DUNS Number 825181949
Easy Grants # of Submitted Application 1174

As an Authorized Organizational Represented of the entity listed above, I verify that

(i.) The amounts in the "Grant Request" column from the budget table submitted by the entity I represent in response to Question 44 on page 17 of the Broadband Infrastructure Application completely and accurately reflect the amount of the organization's Federal grant request to NTIA; and

(ii.) The amounts in the "Cash $" and "In-kind $" fields submitted by the entity I represent in response to Question 52 on page 19 of the Broadband Infrastructure Application completely and accurately reflect, respectively, the organization's cash and in-kind matching contributions for the proposed project.

Signature of authorized person _____ Date 11/09/09
Print name of authorized person Daniel J. Gallagher
Title or position President

DETAIL OF PROJECT COSTS: OpenCape (1174)

PLEASE COMPLETE THE TABLE BELOW FOR THE DIFFERENT CATEGORIES OF EQUIPMENT THAT WILL BE REQUIRED FOR COMPLETING THE PROJECT. EACH CATEGORY SHOULD BE BROKEN DOWN TO THE APPROPRIATE LEVEL FOR IDENTIFYING UNIT COST

SERVICE AREA or COMMON NETWORK FACILITES:		Eligibility (Yes/No)	Unit Cost	No. of Units	Total Cost	Support of Reasonableness
NETWORK & ACCESS EQUIPMENT					**$2,225,359**	
Switching	Ethernet Transport	Yes	15000	10	$150,000	Representative RCN Metro pre-negotiated equipment cost from vendors such as Nortel, Ciena, and Cisco were used to establish the network equipment cost. Cost for the following were included: (1) Optical networking equipment to establish the DWDM ROADM network (2) Ethernet transport circuit packs to provide three 10Gb/s Ethernet Rings (3) Ethernet access switches for 65 OpenCape participants (4) Engineering, Installation, Configuration, and Test All work to be preformed by RCN Metro or RCN Metro's representatives in accordance with RCN Metro standards and customary telecommunications practices.
	Engineering, Installation, & Tes	Yes	2695	10	$26,950	
Routing						
Transport	5°DWDM ROADM Node w/2° li	Yes	85850	7	$600,950	
	5°DWDM ROADM Node w/3° li	Yes	129500	2	$259,000	
	5°DWDM ROADM Node w/4° li	Yes	162600	2	$325,200	
	Installation Materials - Verizon	Yes	6891	9	$62,019	
	Installation Materials - RCN Me	Yes	1500	1	$1,500	
	Installation Materials - Barnstab	Yes	1500	1	$1,500	
Access	Ethernet Switch	Yes	4000	65	$260,000	
	Backup power & materials	Yes	4100	65	$266,500	
Other	Transport Engineering, Installation, Configuration, & Test	Yes	10955	11	$120,505	
	Access Engineering, Installation, Configuration, & Test	Yes	1995	65	$129,675	
	Ethernet Ring Engineering, Installation, Configuration, & Test	Yes	2695	8	$21,560	
					0	
OUTSIDE PLANT					**$30,695,669**	
Cables						By making use of aerial cabling to the greatest extent possible, it allows the best use of financial resources, minimizes the effect on wetlands and other sensitive environmental areas. In addition, the timely installation of about two hundred and forty miles of cable by using existing structures will help to complete.
	Aerial Survey	Yes	62	20000	$1,240,000	Cost of survey Public Utilities (per pole)
	Aerial Make-Ready	Yes	279	20000	$5,580,000	Make-ready required for pole attachments (per pole)
	Cable Exterior	Yes	2	1958880	$3,917,760	Cost of the all cable - 288F ADSS (per ft.)
	Hardware	Yes	345,037	1	$345,037	Cost of splice cases, slack management/snow shoes (total)

Conduits, Ducts Exterior						The strategic use of underground cabling into the data center, colo, Pop's and microwave systems allows the use of some of the existing underground infrastructure and the utility entrances into buildings. Engineering and Installation to be done in accordance with standard and customary practices.
	Permitting/Bonding/ROW	Yes	85,050	1	$85,050	Permitting/bonding/ROW costs for UG construction (total)
	Telco UG Conduit Survey	Yes	4.00	74665	$298,660	Verizon Telephone conduit survey fees (per foot)
	Telco Conduit Make-Ready	Yes	4.2	74665	$313,593	Make-ready (innerduct placement) for OpenCape fiber
	Telco Manhole Breakouts	Yes	1,584	40	$63,360	Cost to break in and out of Verizon manholes (per MH)
	Contract Work Inspector	Yes	124	400	$49,600	Verizon inspectors to oversee work in their conduits (per hr)
	Conduit Placing	Yes	191,548	31	$5,937,988	New conduit expense (cost per mile, grass/concrete/asph)
	Innerduct Placing	Yes	10,623	31	$329,313	Innerduct expense and placement in new conduit
Conduits, Ducts, Interior	Conduit Placing	Yes	11,340	50	$567,000	Allows the connectivity between the optronics equipment and the network. EMT conduit construction (per location)
	Innerduct Placing	Yes	1,198	50	$59,900	Cost and placement of Innerduct in EMT conduit (per location)
	Cable Placing	Yes	425	50	$21,250	ISP Cable placement costs (per location)
	Cable Splicing	Yes	1,515	70	$106,050	ISP Splicing expense (per location), incl. Central Offices
	Cable Testing and review	Yes	35	20160	$705,600	Testing after cable is in place (per fiber per location)
	Telco CATT Application/M-R	Yes	3,402	15	$51,030	Verizon Central Office Vault splice location fees
Poles	Not Required				0	Using existing poles
Towers	Microwave Equipment	Yes	122000	13	$1,586,000	Equipment, materials, installation, configuration, and testing costs extrapolated for a 12 link, 13 node microwave communication system and 700Mhz mobile public safety system. The cost estimates are based on queries of vendors experienced in such installations. Cost includes licensed spectrum for radios.
	Materials	Yes	48500	13	$630,500	
	Installation contractor labor det	Yes	379000	1	$379,000	
	Public Safety 700Mhz System	Yes	46500	13	$604,500	
Repeaters	Not Required				0	
Other	Engineering / Project Mgmt / Ot	Yes	100	2566	$256,600	Contract and in-house Engineering / Project Mgmt /Testing /Etc
	Exterior Cable Placing	Yes	13,018	371	$4,829,678	Costs associated with cable placement (total aerial and UG)
	Exterior Cable Splicing	Yes	150	1588	$238,200	Splicing expense (per splice location)
	Police Details	Yes	50	50000	$2,500,000	Traffic Control (hourly cost per detail) - multiple details per day. Massachusetts General Law and local regulations and by-laws in Massachusetts require the use of police details rather than flag men at all road construction sites and along the adjoining right of way.
					0	

SERVICE AREA or COMMON NETWORK FACILITES:		Eligibility (Yes/No)	Unit Cost	No. of Units	Total Cost	Support of Reasonableness
BUILDINGS					**$5,420,065**	
New Construction					0	
					0	
					0	
Pre-Fab Huts					0	
					0	
					0	
Improvements & Renovation Bldg	Barn. Cty. Bldg. IRU	Yes	1000000	1	$1,000,000	25 year IRU/Capital Lease from Barnstable County of 10,000 soft building
	Barn. Cty. Bldg. Renovation	Yes	1410045	1	$1,410,045	Building general renovation, ADA compliance based on engineering estimates form contractors
Improvements & Renovation Data Center						Data center estimates based on RCN extensive experience in other colos through in house engineers.
	HVAC	Yes	452000	1	$452,000	3 tons of cooling for the electric room, 10 tons of cooling for the data center & 9 APC in row cooling racks .
	UPS	Yes	115000	1	$115,000	Installation contractor for the UPS, HVAC, Infrastructure materials
	Materials	Yes	435000	1	$435,000	Equipment Racks, Cable ladder system, grounding & Fire Suppression system
	VM SAN	Yes	425000	1	$425,000	Storage Area Network
	Generator & Infrastructure	Yes	348000	1	$348,000	Includes generator pad, transfer switch, and wiring for the Data Center Emergency electrical backup system
	In row cabs	Yes	3472	36	$124,992	Provide 36 cabinets for the housing of the optronics
	Equipment	Yes	410000	1	$410,000	Switching, routing and other associated integration equipment
	Electrical Infrastructure	Yes	228000	1	$228,000	New electric service to the building, electrical distribution panels, transformer and interior electrical wiring.
Improvements & Renovation Central Offices	POPs	Yes	68334	3	$205,002	Installation of the racks to support the installation of the Cisco 3750s, & the FDP to accept the OSP fiber.
	Verizon CO's	Yes	16016	8	$128,128	Co's provide for regeneration and the handoff to those without laterals into their facilities
	Materials	Yes	57348	1	$57,348	Materials for the installation of equipment in the CO's.
	Project Management	Yes	81550	1	$81,550	In house project management for the construction of the Data Center
CUSTOMER PREMISE EQUIPMENT					**$0**	
Modems					0	
					0	
					0	
Set Top Boxes					0	
					0	
					0	
Inside Writing					0	
					0	
					0	
Other					0	
					0	

					0	
BILLING SUPPORT AND OPERATIONS SUPPORT SYSTEMS					**$0**	
Billing Support Systems					0	
					0	
					0	
Customer Care Systems					0	
					0	
					0	
Other Support					0	
					0	
					0	

SERVICE AREA or COMMON NETWORK FACILITES:		Eligibility (Yes/No)	Unit Cost	No. of Units	Total Cost	Support of Reasonableness
OPERATING EQUIPMENT					**$44,000**	
Vehicles					0	
					0	
					0	
Office Equipment / Furniture	Furniture	Yes	23000	1	$23,000	
	Computer and Phone Equip	Yes	21000	1	$21,000	
					0	
Other					0	
					0	
					0	
PROFESSIONAL SERVICES					**$1,687,000**	
Engineering Design					0	
					0	
					0	
Project Management	Director	Yes	90	6,150	$553,500	
	Construction Coordinator	Yes	60	6,150	$369,000	
	Administrative Support	Yes	30	6,150	$184,500	
Consulting	Legal, Accounting, Compliance	Yes	290	2,000	$580,000	
					0	
Other						
					0	
					0	
TESTING					**$0**	
Network Elements					0	
					0	
					0	
IT System Elements					0	
					0	
					0	
User Devices					0	
					0	
					0	
Test Generators					0	
					0	
					0	
Lab Furnishings					0	
					0	
					0	
Servers / Computers					0	
					0	
					0	

SERVICE AREA or COMMON NETWORK FACILITES:		Eligibility (Yes/No)	Unit Cost	No. of Units	Total Cost	Support of Reasonableness
OTHER UPFRONT COSTS					**$339,300**	
Site Preparation					0	
					0	
					0	
Other	OpenCape Volunteers 7/9-8/14	Yes	90	980	$88,200	
	OpenCape Volunteers 8/14-12/	Yes	90	890	$80,100	
	OpenCape Volunteers Post Aw	Yes	90	1,900	$171,000	
				PROJECT TOTAL:	**$40,411,393**	

U.S. Department of Commerce
Broadband Technology Opportunities Program

(i) I certify that I am authorized to submit this grant application on behalf of the eligible entity(ies) listed on this application, that I have examined this application, that all of the information and responses in this application, including certifications, and forms submitted, all of which are part of this grant application, are material representations of fact and true and correct to the best of my knowledge, that the entity(ies) that is requesting grant funding pursuant to this application and any subgrantees and subcontractors will comply with the terms, conditions, purposes, and federal requirements of the grant program; that no kickbacks were paid to anyone; and that a false, fictitious, or fraudulent statements or claims on this application are grounds for denial or termination of a grant award, and/or possible punishment by a fine or imprisonment as provided in 18 U.S.C. §1001 and civil violations of the False Claims Act.

(ii) I certify that the entity(ies) I represent have and will comply with all applicable federal, state, and local laws, rules, regulations, ordinances, codes, orders and programmatic rules and requirements relating to the project. I acknowledge that failure to do so may result in rejection or deobligation of the grant or loan award. I acknowledge that failure to comply with all federal and program rules could result in civil or criminal prosecution by the appropriate law enforcement authorities.

(iii) I certify that the entity(ies) I represent has and will comply with all applicable administrative and federal statutory, regulatory, and policy requirements set forth in the DOC Pre-Award Notification, published in the Federal Register on February 11, 2008 (73 FR 7696), as amended; DOC Financial Assistance Standard Terms and Conditions (Mar. 8, 2009); DOC American Recovery and Reinvestment Act Award Terms (April 9, 2009); and any Special Award Terms and Conditions that are included by the Grants Officer in the award."

8/7/2009
(Date)

Daul J Gallagher
(Authorized Representative's Signature)

David J. GALLAGHER
Name:

President, Opencape Corp.
Title:

Certification Requirements for BTOP

U.S. Department of Commerce
Broadband Technology Opportunities Program

I certify that I am the duly authorized representative of the applicant organization, and that I have been authorized to submit the attached application on its behalf. A copy of the applicant organization's authorization for me to submit this application as its official representative is on file in the applicant's office, and I am identified as the applicant organization's Authorized Organization Representative (AOR) in the Central Contractor Registration database. By signing this certification, I certify that the statements contained in the application are true, complete, and accurate to the best of my knowledge, and that if an award is made, the applicant organization will comply with all applicable award terms and conditions.

8/7/2009
(Date)

Daniel J. Gallagher
(Authorized Representative's Signature)

Daniel J. Gallagher
Name:

President, OpenCape Corporation
Title:

FORM CD-512
(REV 12-04)

CERTIFICATION REGARDING LOBBYING
LOWER TIER COVERED TRANSACTIONS

U.S. DEPARTMENT OF COMMERCE

Applicants should review the instructions for certification included in the regulations before completing this form. Signature on this form provides for compliance with certification requirements under 15 CFR Part 28, "New Restrictions on Lobbying."

LOBBYING As required by Section 1352, Title 31 of the U.S. Code, and implemented at 15 CFR Part 28, for persons entering into a grant, cooperative agreement or contract over $100,000 or a loan or loan guarantee over $150,000 as defined at 15 CFR Part 28, Sections 28.105 and 28.110, the applicant certifies that to the best of his or her knowledge and belief, that:

(1) No Federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress in connection with the awarding of any Federal contract, the making of any Federal grant, the making of any Federal loan, the entering into of any cooperative agreement, and the extension, continuation, renewal, amendment, or modification of any Federal contract, grant, loan, or cooperative agreement.

(2) If any funds other than Federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a member of Congress in connection with this Federal contract, grant, loan, or cooperative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions.

(3) The undersigned shall require that the language of this certification be included in the award documents for all subawards at all tiers (including subcontracts, subgrants, and contracts under grants, loans, and cooperative agreements) and that all subrecipients shall certify and disclose accordingly.

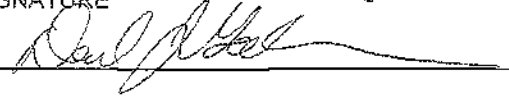
This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by section 1352, title 31, U.S. Code. Any person who fails to file the required certification shall be subject to a civil penalty of not less than $10,000 and not more than $100,000 for each such failure occurring on or before October 23, 1996, and of not less than $11,000 and not more than $110,000 for each such failure occurring after October 23, 1996.

Statement for Loan Guarantees and Loan Insurance The undersigned states, to the best of his or her knowledge and belief, that:

If any funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with this commitment providing for the United States to insure or guarantee a loan, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions.

Submission of this statement is a prerequisite for making or entering into this transaction imposed by section 1352, title 31, U.S. Code. Any person who fails to file the required statement shall be subject to a civil penalty of not less than $10,000 and not more than $100,000 for each such failure occurring on or before October 23, 1996, and of not less than $11,000 and not more than $110,000 for each such failure occurring after October 23, 1996.

As the duly authorized representative of the applicant, I hereby certify that the applicant will comply with the above applicable certification.

NAME OF APPLICANT	AWARD NUMBER AND/OR PROJECT NAME
Daniel Gallagher	Open Cape
PRINTED NAME AND TITLE OF AUTHORIZED REPRESENTATIVE	
Daniel Gallagher,	
SIGNATURE	DATE
	8/16/09

FORM CD-511
(REV 1-05)

U.S. DEPARTMENT OF COMMERCE

CERTIFICATION REGARDING LOBBYING

Applicants should also review the instructions for certification included in the regulations before completing this form. Signature on this form provides for compliance with certification requirements under 15 CFR Part 28, "New Restrictions on Lobbying." The certifications shall be treated as a material representation of fact upon which reliance will be placed when the Department of Commerce determines to award the covered transaction, grant, or cooperative agreement.

LOBBYING

As required by Section 1352, Title 31 of the U.S. Code, and implemented at 15 CFR Part 28, for persons entering into a grant, cooperative agreement or contract over $100,000 or a loan or loan guarantee over $150,000 as defined at 15 CFR Part 28, Sections 28.105 and 28.110, the applicant certifies that to the best of his or her knowledge and belief, that:

(1) No Federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress in conncection with the awarding of any Federal contract, the making of any Federal grant, the making of any Federal loan, the entering into of any cooperative agreement, and the extension, continuation, renewal, amendment, or modification of any Federal contract, grant, loan, or cooperative agreement.

(2) If any funds other than Federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a member of Congress in connection with this Federal contract, grant, loan, or cooperative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions.

(3) The undersigned shall require that the language of this certification be included in the award documents for all subawards at all tiers (including subcontracts, subgrants, and contracts under grants, loans, and cooperative agreements) and that all subrecipients shall certify and disclose accordingly. This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into.

Submission of this certification is a prerequisite for making or entering into this transaction imposed by section 1352, title 31, U.S. Code. Any person who fails to file the required certification shall be subject to a civil penalty of not less than $10,000 and not more than $100,000 for each such failure occurring on or before October 23, 1996, and of not less than $11,000 and not more than $110,000 for each such failure occurring after October 23, 1996.

Statement for Loan Guarantees and Loan Insurance

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

If any funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with this commitment providing for the United States to insure or guarantee a loan, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions.

Submission of this statement is a prerequisite for making or entering into this transaction imposed by section 1352, title 31, U.S. Code. Any person who fails to file the required statement shall be subject to a civil penalty of not less than $10,000 and not more than $100,000 for each such failure occurring on or before October 23, 1996, and of not less than $11,000 and not more than $110,000 for each such failure occurring after October 23, 1996.

As the duly authorized representative of the applicant, I hereby certify that the applicant will comply with the above applicable certification.

NAME OF APPLICANT	AWARD NUMBER AND/OR PROJECT NAME
Daniel J. Gallagher	OPENCAPE

PRINTED NAME AND TITLE OF AUTHORIZED REPRESENTATIVE

Daniel J. Gallagher, President

SIGNATURE	DATE
Daniel J. Gallagher	8/7/09

OMB Approval No. 0348-0042

ASSURANCES - CONSTRUCTION PROGRAMS

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

NOTE: Certain of these assurances may not be applicable to your project or program. If you have questions, please contact the Awarding Agency. Further, certain Federal assistance awarding agencies may require applicants to certify to additional assurances. If such is the case, you will be notified.

As the duly authorized representative of the applicant, I certify that the applicant: Open Cape Corporation

1. Has the legal authority to apply for Federal assistance, and the institutional, managerial and financial capability (including funds sufficient to pay the non-Federal share of project costs) to ensure proper planning, management and completion of the project described in this application.

2. Will give the awarding agency, the Comptroller General of the United States and, if appropriate, the State, through any authorized representative, access to and the right to examine all records, books, papers, or documents related to the assistance; and will establish a proper accounting system in accordance with generally accepted accounting standards or agency directives.

3. Will not dispose of, modify the use of, or change the terms of the real property title, or other interest in the site and facilities without permission and instructions from the awarding agency. Will record the Federal interest in the title of real property in accordance with awarding agency directives and will include a covenant in the title of real property acquired in whole or in part with Federal assistance funds to assure non-discrimination during the useful life of the project.

4. Will comply with the requirements of the assistance awarding agency with regard to the drafting, review and approval of construction plans and specifications.

5. Will provide and maintain competent and adequate engineering supervision at the construction site to ensure that the complete work conforms with the approved plans and specifications and will furnish progress reports and such other information as may be required by the assistance awarding agency or State.

6. Will initiate and complete the work within the applicable time frame after receipt of approval of the awarding agency.

7. Will establish safeguards to prohibit employees from using their positions for a purpose that constitutes or presents the appearance of personal or organizational conflict of interest, or personal gain.

8. Will comply with the Intergovernmental Personnel Act of 1970 (42 U.S.C. 4728-4763) relating to prescribed standards for merit systems for programs funded under one of the 19 statutes or regulations specified in Appendix A of OPM=s Standards for a Merit System of Personnel Administration (5 C.F.R. 900, Subpart F).

9. Will comply with the Lead-Based Paint Poisoning Prevention Act (42 U.S.C. 4801 et seq.) which prohibits the use of lead-based paint in construction or rehabilitation of residence structures.

10. Will comply with all Federal statutes relating to non-discrimination. These include but are not limited to: (a) Title VI of the Civil Rights Act of 1964 (P.L. 88-352) which prohibits discrimination on the basis of race, color or national origin; (b) Title IX of the Education Amendments of 1972, as amended (20 U.S.C. 1681-1683, and 1685-1686), which prohibits discrimination on the basis of sex; (c) Section 504 of the Rehabilitation Act of 1973, as amended (29 U.S.C. 794), which prohibits discrimination on the basis of handicaps; (d) the Age Discrimination Act of 1975, as amended (42 U.S.C. 6101-6107), which prohibits discrimination on the basis of age; (e) the Drug Abuse Office and Treatment Act of 1972 (P.L. 92-255), as amended, relating to nondiscrimination on the basis of drug abuse; (f) the Comprehensive Alcohol Abuse and Alcoholism Prevention, Treatment and Rehabilitation Act of 1970 (P.L. 91-616), as amended, relating to nondiscrimination on the basis of alcohol abuse or alcoholism; (g) 523 and 527 of the Public Health Service Act of 1912 (42 U.S.C. 290 dd-3 and 290 ee-3), as amended, relating to confidentiality of alcohol and drug abuse patient records; (h) Title VIII of the Civil Rights Act of 1968 (42 U.S.C. 3601 et seq.), as amended relating to nondiscrimination in the sale, rental or financing of housing; (i) any other nondiscrimination provisions in the specific statute(s) under which application for Federal assistance is being made; and (j) the requirements of any other nondiscrimination statute(s) which may apply to the application.

11. Will comply, or has already complied, with the requirements of Titles II and III of the Uniform Relocation Assistance and Real Property Acquisition Policies Act of 1970 (P.L. 91-646) which provide for fair and equitable treatment of persons displaced or whose property is acquired as a result of Federal and federally-assisted programs. These requirements apply to all interests in real property acquired for project purposes regardless of Federal participation in purchases.

12. Will comply with the provisions of the Hatch Act (5 U.S.C. 1501-1508 and 7324-7328) which limit the political activities of employees whose principal employment activities are funded in whole or in part with Federal funds.

13. Will comply, as applicable, with the provision of the Davis-Bacon Act (40 U.S.C. 276a to 276a-7), the Copeland Act (40 U.S.C. 276c and 18 U.S.C.874), and the Contract Work Hours and Safety Standards Act (40 U.S.C. 327-333) regarding labor standards of federally assisted construction subagreements.

14. Will comply with flood insurance purchase requirements of Section 102(a) of the Flood Disaster Protection Act of 1973 (P.L. 93-234) which requires recipients in a special flood hazard area to participate in the program and to purchase flood insurance if the total cost of insurable construction and acquisition is $10,000 or more.

15. Will comply with environmental standards which may be prescribed pursuant to the following: (a) institution of environmental quality control measures under the National Environmental Policy Act of 1969 (P.L. 91-190) and Executive Order (EO) 11514; (b) notification of violating facilities pursuant to EO 11738; (c) protection of wetlands pursuant to EO 11990; (d) evaluation of flood hazards in flood plains in accordance with EO 11988; (e) assurance of project consistency with the approved State management program developed under the Coastal Zone Management Act of 1972 (16 U.S.C. 1451 et seq.); (f) conformity of Federal actions to State (Clean Air) Implementation Plans under Section 176(c) of the Clean Air Act of 1955, as amended (42 U.S.C. 7401 et seq.); (g) protection of underground sources of drinking water under the Safe Drinking Water Act of 1974, as amended (P.L. 93-523); and (h) protection of endangered species under the Endangered Species Act of 1973, as amended (P.L. 93-205).

16. Will comply with the Wild and Scenic Rivers Act of 1968 (16 U.S.C. 1271 et seq.) related to protecting components or potential components of the national wild and scenic rivers system.

17. Will assist the awarding agency in assuring compliance with Section 106 of the National Historic Preservation Act of 1966, as amended (16 U.S.C. 470), EO 11593 (identification and protection of historic properties), and the Archaeological and Historic Preservation Act of 1974 (16 U.S.C. 469a-1 et seq.).

18. Will cause to be performed the required financial and compliance audits in accordance with the Single Audit Act Amendments of 1996 and OMB Circular No. A-133, AAudits of States, Local Governments, and Non-Profit Organizations.@

19. Will comply with all applicable requirements of all other Federal laws, executive orders, regulations, and policies governing this program.

SIGNATURE OF AUTHORIZED CERTIFYING OFFICIAL	TITLE
[signature]	President, Opencape Corp
APPLICANT ORGANIZATION	DATE SUBMITTED
Open Cape Corporation	8/7/09

Approved by OMB
0348-0046

Disclosure of Lobbying Activities

Complete this form to disclose lobbying activities pursuant to 31 U.S.C. 1352
(See reverse for public burden disclosure)

1. Type of Federal Action:	2. Status of Federal Action:	3. Report Type:
a. contract ✓ b. grant c. cooperative agreement d. loan e. loan guarantee f. loan insurance	a. bid/offer/application ✓ b. initial award c. post-award	✓ a. initial filing ____ b. material change For material change only: Year _____ quarter _____ Date of last report _____

4. Name and Address of Reporting Entity:	5. If Reporting Entity in No. 4 is Subawardee, Enter Name and Address of Prime:
✓ Prime ____ Subawardee Tier ____, if Known: Daniel Gallagher OPENCAPE Corporation PO Box 762 West Barnstable, MA 02668 **Congressional District**, *if known*: 10th MA	**Congressional District**, *if known*:
6. Federal Department/Agency: Department of Commerce NTIA	7. Federal Program Name/Description: (BTOP) Broadband Technology Opportunities Program CFDA Number, *if applicable*: 11.557
8. Federal Action Number, *if known*:	9. Award Amount, *if known*: $
10. a. Name and Address of Lobbying Registrant *(if individual, last name, first name, MI)*:	b. Individuals Performing Services *(including address if different from No. 10a)* *(last name, first name, MI)*:
11. Information requested through this form is authorized by title 31 U.S.C. section 1352. This disclosure of lobbying activities is a material representation of fact upon which reliance was placed by the tier above when this transaction was made or entered into. This disclosure is required pursuant to 31 U.S.C. 1352. This information will be reported to the Congress semi-annually and will be available for public inspection. Any person who fails to file the required disclosure shall be subject to a civil penalty of not less than $10,000 and not more than $100,000 for each such failure.	**Signature:** [signature] **Print Name:** Daniel J. Gallagher **Title:** President **Telephone No.:** 508 362-2131 x 4701 **Date:** 8/7/09
Federal Use Only	**Authorized for Local Reproduction** Standard Form - LLL (Rev. 7-97)