

Special Award Conditions

Award Number: NT10BIX5570136

Amendment Number: 5

1) Match Milestone 2 SAC

Quarterly or as requested by NTIA, until it has secured all of the leases and program income necessary to satisfy the matching requirement under its award, GovNET must submit to NTIA an updated spreadsheet of CAI leases and report on program income under the award. GovNET also must submit an updated match matrix if its plans for other sources of match change.

2) EHP Milestone 1 SAC

Within 15 days of the date of this letter, GovNET must submit an updated Batch 4 route modification request with the list of CAI sites that are eligible for an exemption from Section 106 of the National Historic Preservation Act (NHPA). This request should include a letter from GovNET's environmental consultant expressing an opinion as to the environmental and cultural impact of adding these sites to the project.

Due Date: 05/14/2013

3) Organizational Milestone 1 SAC

Within 30 days from the date of this letter, GovNET must implement a management restructuring plan to transition from the current management structure to support:

- Grant oversight and better separation of fiscal duties to ensure that all costs submitted for reimbursement under the award are:
 - o Consistent with the approved budget and approved project activities;
 - o Reasonable in nature and amount;
 - o Allowable under the applicable cost principles;
 - o Appropriately documented;
 - o Allocable to the BTOP project; and
 - o Necessary for the project.
- Avoidance of real or apparent conflicts of interests, in general and specifically in transactions between GovNET and Telink Networks SW LLC (Telink).

As a part of its management restructuring, GovNET must hire a manager to oversee all decisions related to the grant. To meet this milestone, GovNET must submit a copy of its management restructuring plan as well as an updated organizational chart to the NOAA Grants Office and NTIA.

Due Date: 05/29/2013

4) Organizational Milestone 2 SAC

Within 45 days from the date of this letter, GovNET must submit the following to the NOAA Grants Office and NTIA:

- A copy of its updated invoice review and payment process, which should include:

- o Review of project costs against the approved budget and approved project activities;
 - o Review of project costs for reasonableness and necessity;
 - o Review of project costs for allowability under the applicable cost principles and other terms of the award;
 - o Documentation requirements for project costs, including personnel time and contractor invoices; and
 - o Clear and adequate allocation of personnel, space, and other costs between Telink Networks SW LLC and GovNET.
- A copy of its updated procurement and purchasing procedures, which should provide for open and free competition to the maximum extent practical, and should include:
 - o Cost or price analysis for each purchase;
 - o Consideration of lease alternatives where appropriate; and
 - o At least three quotes for most purchases that do not go through a request for proposal process.
 - A copy of its policies related to conflicts of interest, which should include:
 - o Clear definitions of conflict of interest; and
 - o Policies for addressing potential conflicts of interest.

The current versions of these policies are included in GovNET's Internal Controls, Business Ethics, and Conflict of Interest Policies. These policies and procedures should reflect GovNET's new management and organizational structure.

Due Date: 06/13/2013

5) Match Milestone 1 SAC

Within 45 days from the date of this letter, GovNET must submit to NTIA and NOAA:

1. An updated match matrix.
2. A budget modification request, including an updated SF-424C, budget narrative, and detailed budget spreadsheet. This revised budget should reflect GovNET's revised federal share and its revised matching sources.
3. A report on program income earned to date under the award and a projection of future program income, including anticipated sources.
4. A spreadsheet of CAIs that have signed in-kind leases and CAIs that GovNET anticipates will sign in-kind leases.

The spreadsheet should list the following: (a) (b) (4)

[Redacted]

[Redacted]

[Redacted]

[Redacted]

Due Date: 06/13/2013

6) EHP Milestone 2 SAC

Within 60 days of the date of this letter, GovNET must provide to NTIA and NOAA a written EHP Communication Plan that explains how it will do the following:

- (a) Place all new and existing employees on notice of the requirement to obtain approval for project changes, and the location where employees can reference the currently approved EHP documentation for the project.
- (b) Place all relevant contractors on notice of the requirement to obtain approval for project changes, and the location where contractors who require this information can reference the currently approved EHP documentation for the project.

(c) Place all relevant employees and relevant contractor personnel on notice regarding specific EHP requirements that affect engineering or construction, such as construction windows, agave impact requirements, avoidance measures for condors, migratory bird stipulations, and inadvertent discovery procedures. The plan should address the addition of new employees and contractor personnel. The plan should also address the fact that different project sites have different associated EHP requirements.

(d) Prevent GovNET from implementing unauthorized project changes or incurring costs for them.

Due Date: 06/28/2013