

PROJECT PLAN

- 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.)
- Indicated 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) inside plant deployment; e) outside plan deployment; f) deployment of business & operational support systems; g) network testing; f) network 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 milestones by the quarters indicated.

Time Period	Quarter	Milestones	Support for Reasonableness/Data Points
Year 0	-		
Year 1	Qtr. 1		
	Qtr. 2		

7 Pages

Withheld in their entirety
pursuant to FOIA Exemption 4
(5 U.S.C. § 552 (b)(4))

BUILD-OUT TIMELINE

The following schedule should be completed for each Last Mile or Middle Mile service area to note the degree of build-out based on: 1) infrastructure funds awarded; and 2) the number and percentage of entities passed, including households, businesses, and community anchor institutions (Applicants should include only households, businesses, and community anchor institutions that will be directly connected by the Applicant's network and not through a third party service provider). In addition, the Applicant should complete a schedule that aggregates the build-out timeline across all of the Proposed Funded Service Area.

Service Area	BayWEB Service Area												
	YEAR 0	YEAR 1				YEAR 2				YEAR 3			
		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													
Infrastructure Funds Advanced (estimate)													
Percentage of Total Funds													
Entities Passed & %													
Households													
Percentage of Total Households													
Businesses													
Percentage of Total Businesses													
Community Anchor Institutions													
Percentage of Total Institutions													

Broadband Subscriber Estimates

[illegible]

Table of Customer Types	
	Residential/Individual
	Business
	Community Anchor Inst.
	Third Party Service Provider
	Indirect - Res./Ind.
	Indirect - Business
	Indirect - Com. Anchor Inst.

Explanation of Methodology:

Name of Service Offering	Customer Type		Year 5					Year 6				Year 7				Year 8			
		Qtr 4	Qtr 1	Qtr 2	Qtr 3	Qtr 4	Qtr 1	Qtr 2	Qtr 3	Qtr 4	Qtr 1	Qtr 2	Qtr 3	Qtr 4	Qtr 1	Qtr 2	Qtr 3	Qtr 4	

Table of Customer Types

Residential/Individual

Business

Community Anchor Inst.

Third Party Service Provider

Indirect - Res./Ind.

Indirect - Business

Indirect - Com. Anchor Inst.

Name of Service Offering	Customer Type	Year 0	Cumulative/ Net Add	Year 1				Year 2				Year 3				Year 4		
				Qtr 1	Qtr 2	Qtr 3	Qtr 4	Qtr 1	Qtr 2	Qtr 3	Qtr 4	Qtr 1	Qtr 2	Qtr 3	Qtr 4	Qtr 1	Qtr 2	Qtr 3

Name of Service Offering	Customer Type		Year 5				Year 6				Year 7				Year 8			
		Qtr 4	Qtr 1	Qtr 2	Qtr 3	Qtr 4	Qtr 1	Qtr 2	Qtr 3	Qtr 4	Qtr 1	Qtr 2	Qtr 3	Qtr 4	Qtr 1	Qtr 2	Qtr 3	Qtr 4

Broadband Technology Opportunities Program,
Comprehensive Community Infrastructure
Application

The San Francisco Bay Area
Wireless Enhanced
Broadband Project
(BayWEB)

SUPPLEMENTAL ATTACHMENT:
Evidence of Political Support

EVIDENCE OF POLITICAL SUPPORT

1. Letter of Support from Senator Dianne Feinstein, California
2. Letter of Support from Congressman Michael M. Honda, 15th District, California
3. Letter of Support from Congresswoman Zoe Lofgren, 16th District, California
4. Letter of Support from Mayor Ronald v. Dellums, Mayor of Oakland, California
5. Letter of Support from Mayor Gavin Newsom, Mayor of San Francisco, California
6. Letter of Support from Mayor Chuck Reed, Mayor of San Jose, California
7. Letter of Support from Senator Mark Leno, Third Senate District, California State Senate



United States Senate

WASHINGTON, DC 20510-0504

<http://feinstein.senate.gov>

March 22, 2010

The Honorable Gary Locke
Department of Commerce
1401 Constitution Ave NW
Washington, District of Columbia 20024

Dear Secretary Locke,

I am writing in support of the Bay Area Urban Area Security Initiative's (UASI) application for a Broadband Technology Opportunities Program (BTOP) grant from the National Telecommunications and Information Administration (NTIA).

If awarded, this funding will be used to complete the Bay Area Wireless Enhanced Broadband (BAYWEB) system. This network is a subsystem of the Public Safety Regional Interoperable Communications System (BayRICS). The design of the network will utilize licensed 700MHz spectrum for Public Safety users and unlicensed spectrum for non-public safety users (for key institutions or sectors requiring resiliency) to build a mission critical broadband network. This resilient network will be designed to provide day to day interoperability for public safety users and a partitioned segment will provide resilient broadband for key institutions critical to the recovery efforts after a disaster.

The project has strong support from Bay Area governments and public safety agencies. As a United States Senator representing the State of California, I thank you for giving this grant proposal your full consideration.

Sincerely,

A handwritten signature in blue ink, reading "Dianne Feinstein".

Dianne Feinstein
United States Senator

MICHAEL M. HONDA
15TH DISTRICT, CALIFORNIA

WASHINGTON OFFICE:
1713 LONGWORTH HOUSE OFFICE BUILDING
WASHINGTON, DC 20515
PHONE: (202) 225-2631
FAX: (202) 225-2699
<http://www.honda.house.gov>

DISTRICT OFFICE:
1999 SOUTH BASCOM AVENUE
SUITE #815
CAMPBELL, CA 95008
PHONE: (408) 558-8085
FAX: (408) 558-8086
GILROY RESIDENTS: (888) 643-4715



Congress of the United States
House of Representatives

COMMITTEE ON APPROPRIATIONS
SUBCOMMITTEES:
COMMERCE, JUSTICE, AND SCIENCE
LABOR, HEALTH AND HUMAN SERVICES,
AND EDUCATION
LEGISLATIVE BRANCH
SENIOR MAJORITY WHIP
CONGRESSIONAL ASIAN PACIFIC
AMERICAN CAUCUS, CHAIR
CONGRESSIONAL ETHIOPIAN
AMERICAN CAUCUS, CHAIR
CONGRESSIONAL-EXECUTIVE
COMMISSION ON CHINA

March 10, 2010

The Honorable Lawrence Strickling
Assistant Secretary and Administrator
National Telecommunications and Information Administration
U.S. Department of Commerce
1401 Constitution Avenue, NW
HCHB, Room 4887
Washington, DC 20230

Dear Honorable Strickling:

I am writing in support of the Bay Area Public/Private Partnership for the Bay Area Wireless Enhanced Broadband (BayWEB) System, a regional 4G LTE broadband system.

BayWEB is a multi-jurisdictional project that encompasses all ten Bay Area counties. This system will provide high speed broadband services and information which shares capability throughout the region. Funding BayWEB will support the underserved regional public safety first responders by enhancing emergency communications in this high risk area. It should be a high priority to support our police officers, firefighters, and emergency medical personnel and to help restructure and improve emergency communications using a comprehensive, unified approach.

I support the efforts of the San Francisco Bay Area in their pursuit of providing an efficient, effective, regional broadband system. I ask that their grant application under the Broadband Technology Opportunities Phase II Program be given full and fair consideration consistent with applicable laws and regulations. Thank you.

Sincerely,

Michael M. Honda
Member of Congress

COMMITTEE ON STANDARDS OF OFFICIAL CONDUCT
• CHAIR

COMMITTEE ON THE JUDICIARY
• CHAIR — SUBCOMMITTEE ON IMMIGRATION,
CITIZENSHIP, REFUGEES, BORDER SECURITY, AND
INTERNATIONAL LAW
• SUBCOMMITTEE ON CRIME, TERRORISM, AND
HOMELAND SECURITY
• SUBCOMMITTEE ON COMMERCIAL AND
ADMINISTRATIVE LAW

COMMITTEE ON HOUSE ADMINISTRATION
• CHAIR — SUBCOMMITTEE ON ELECTIONS
• THE JOINT COMMITTEE ON THE LIBRARY

COMMITTEE ON HOMELAND SECURITY
• SUBCOMMITTEE ON BORDER, MARITIME AND GLOBAL
COUNTERTERRORISM

Congress of the United States

House of Representatives
Washington, DC 20515

ZOE LOFGREN
16TH DISTRICT, CALIFORNIA

March 19, 2010

635 NORTH FIRST STREET
SUITE B
SAN JOSE, CA 95112
(408) 271-8700

102 CANNON HOUSE OFFICE BUILDING
WASHINGTON, DC 20515
(202) 225-3072

WWW.HOUSE.GOV/LOFGREN

CHAIR, CALIFORNIA DEMOCRATIC CONGRESSIONAL
DELEGATION

CO-CHAIR, CONGRESSIONAL CAUCUS ON VIETNAM

CO-CHAIR, DIVERSITY & INNOVATION CAUCUS

CO-CHAIR, CONGRESSIONAL HAZARDS CAUCUS

The Honorable Lawrence Strickling
Assistant Secretary and Administrator
National Telecommunications and Information Administration
U.S. Department of Commerce
1401 Constitution Avenue, NW
HCHB, Room 4887
Washington, DC 20230

Dear Assistant Secretary Strickling:

I am writing to request that serious consideration be given to the Bay Area Public/Private Partnership's application for funding from the Broadband Technology Opportunities Program (BTOP), for the Bay Area Wireless Enhanced Broadband (BayWEB) System.

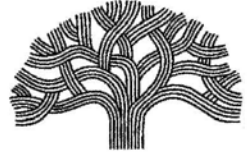
BayWEB is a regional 4G broadband network for use by public safety agencies in ten Bay Area counties. It is my understanding that BTOP funds would be used to complete this network. The applicant reports that BayWEB will enhance the daily operations of public safety agencies, build on existing communications infrastructure, and provide a resilient network for critical communications during emergencies.

Thank you for giving full and fair consideration to this application, consistent with all applicable laws and regulations.

Sincerely,


Zoe Lofgren
Member of Congress

CITY OF OAKLAND



1 FRANK H. OGAWA PLAZA • 3RD FLOOR • OAKLAND, CALIFORNIA 94612

Office of the Mayor
Ronald V. Dellums
Mayor

(510) 238-3141
FAX: (510) 238-4731
TDD: (510) 839-6451

March 15, 2010

The Honorable Lawrence E. Strickling
Assistant Secretary and Administrator
National Telecommunications and Information Administration
U.S. Department of Commerce
1401 Constitution Avenue, NW
HCHB, Room 4887
Washington, DC 20230

Dear Assistant Secretary Strickling:


I am writing in support of the Broadband Technology Opportunities Program (BTOP) grant application submitted on behalf of multi-jurisdictional public safety organizations within the San Francisco Bay Area. The application supports the development of the Bay Area Wireless Enhanced Broadband (BayWEB) System, which would provide a regionally shared public safety broadband 4G LTE system.

As you know, the Oakland/San Francisco Bay Area is a geographically diverse metropolitan region with many natural threats to public safety such as earthquakes, wild fires, and flooding. The region also includes many potential homeland security targets, such as the Port of Oakland, the Golden Gate Bridge, major petrochemical refineries and pipelines, educational institutions and many historical landmarks.

BayWEB is a collaborative approach by the ten Bay Area counties and provides a critically important coordinated approach. Funding for this application will strengthen the communication processes, procedures and systems for emergency first responders. BayWEB would enable seamless communication among key public safety agencies during a time of disaster and crisis, which is a necessity when time is of the essence. The System is of critical importance to not just the public safety needs of the region, but also the continuation of our economic development efforts as we work diligently to turn the corner on this unprecedented economic crisis.

Thank you for your consideration of the BayWEB application. Please do not hesitate to contact me should you have any questions about my support.

Sincerely,

A handwritten signature in black ink, reading "Ronald V. Dellums". The signature is written in a cursive style with a prominent, sweeping flourish at the end.

Ronald V. Dellums
Mayor



March 15, 2010

The Honorable Lawrence Strickling
Assistant Secretary and Administrator
National Telecommunications and Information Administration
United States Department of Commerce
1401 Constitution Avenue, NW
Washington, D.C. 20230

Dear Administrator Strickling:

I am pleased to support the application for Broadband Technology Opportunities Program (BTOP) funding for the Bay Area Wireless Enhanced Broadband (BayWEB) System. BayWEB is a subsystem of the Bay Area Regional Interoperability Communications System (BayRICS). It will build an innovative, first of its kind, strong and resilient 4G, LTE broadband network through a public-private partnership. This regional solution is a collaboration of the ten Bay Area counties of Alameda, Contra Costa, Marin, Napa, Santa Clara, Santa Cruz, San Mateo, San Francisco, Solano, and Sonoma that will tackle the critical communications challenges faced by first responders.

The San Francisco Bay Area region is at particular risk for major disasters, whether natural or man-made. Regional interoperable communications are critical to providing rapid and effective emergency response to any event, both during a major emergency and day-to-day. The BayWEB project will help provide important broadband coverage and capacity required for various first responders in multiple jurisdictions in the event of a terrorist event or disaster. Specifically, the grant will fund equipment, software, and services to establish a broadband network that will allow first responders to share both voice and data.

Thank you for giving this important project your highest consideration.

Sincerely,

A handwritten signature in black ink, appearing to read "Gavin Newsom", written over a horizontal line.

Gavin Newsom
Mayor

March 11, 2010

The Honorable Lawrence Strickling
Assistant Secretary and Administrator
National Telecommunications and Information Administration
U.S. Department of Commerce
1401 Constitution Avenue, NW
HCHB, Room 4887
Washington, DC 20230

Dear Assistant Secretary Strickling,

I write in support of the proposed Broadband Technology Opportunities Program (BTOP) grant application submitted on behalf of public safety organizations across the San Francisco Bay Area to fund the Bay Area Wireless Enhanced Broadband (BayWEB) System. BayWeb, a collaboration of the ten Bay Area counties, will provide a regionally shared public safety broadband 4G LTE system by building on previous public safety infrastructure investments.

The Bay Area is a geographically diverse metropolitan region with many natural threats to public safety such as earthquakes, wild fires, and flooding. Additionally, this region offers many targets that are threats to homeland security. Public safety has been my top priority as Mayor, and in the event of a disaster, it is imperative to have the type of seamless communication between Police, Fire and EMS first responders that BayWeb can provide.

I urge you to give this application your strongest consideration.

Sincerely,



Chuck Reed
Mayor

STATE CAPITOL
SACRAMENTO, CA 95814
(916) 651-4003

California State Senate

SENATOR
MARK LENO
THIRD SENATE DISTRICT



March 15, 2010

The Honorable Lawrence Strickling
Assistant Secretary and Administrator
National Telecommunications and Information Administration
United States Department of Commerce
1401 Constitution Avenue, NW
Washington, D.C. 20230

Dear Administrator Strickling,

I am writing to support the application for Broadband Technology Opportunities Program (BTOP) funding for the Bay Area Wireless Enhanced Broadband (BayWEB) System. BayWEB is a subsystem of the Bay Area Regional Interoperability Communications System (BayRICS). It will build an innovative, first of its kind, strong and resilient 4G, LTE broadband network through a public-private partnership. This regional solution is a collaboration of the ten Bay Area counties of Alameda, Contra Costa, Marin, Napa, Santa Clara, Santa Cruz, San Mateo, San Francisco, Solano, and Sonoma that will tackle the critical communications challenges faced by first responders.

Regional interoperable communications are critical to providing rapid and effective emergency response to any event, both during a major emergency and day-to-day. The BayWEB project will help provide important broadband coverage and capacity required for first responders in multiple jurisdictions in the event of a terrorist event or disaster. Specifically, the grant will fund equipment, software and services to establish a broadband network that will allow first responders to share both voice and data.

Funding BayWEB will support the underserved regional public safety first responders by enhancing emergency communications in the Bay Area. Thank you for your consideration.

Sincerely,

A handwritten signature in black ink that reads "Mark Leno".

MARK LENO
Senator, 3rd District

Broadband Technology Opportunities Program,
Comprehensive Community Infrastructure
Application

The San Francisco Bay Area
Wireless Enhanced
Broadband Project
(BayWEB)

ATTACHMENT:
Government and Key Partnerships

GOVERNMENT AND KEY PARTNERSHIPS

1. Sheriff Gregory J. Ahern, Alameda County Sheriff's Office, Executive Sponsor of the Policy Board of the Bay Area Interoperability Communications System
2. Northern California Regional Intelligence Center (Fusion Center)
3. 101Netlink
4. airCloud Communications
5. Cal DSL
6. Internet Free Planet, Inc.
7. JAB Wireless Inc.
8. Skyline Broadband Service
9. Surfnets Communications

Alameda County Sheriff's Office

LAKE SIDE PLAZA, 1401 LAKE SIDE DRIVE, 12th FLOOR, OAKLAND, CA 94612-4305



Gregory J. Ahern, Sheriff

Coroner - Public Administrator - Marshal
Director of Emergency Services

March 3, 2010

The Honorable Lawrence Strickling
Assistant Secretary and Administrator
National Telecommunications and Information Administration
United States Department of Commerce
1401 Constitution Avenue, NW
Washington, D.C. 20230

Re: Bay Area Wireless Enhanced Broadband (BAYWEB)

Dear Honorable Strickling:

As the Regional Law Enforcement Mutual Aid Coordinator for sixteen (CA Region II) San Francisco Bay Area Counties and the Executive Sponsor of the Bay Area Regional Interoperable Communications Systems (BAYRICS) Initiative, which is the ten Bay Area Counties public safety communications initiative, I have witnessed how vital it is to be able to communicate between agencies in response to a critical incident or disaster. Our San Francisco Bay Area is larger than thirty eight states in our country and experiences the challenges of vast and significant rural areas punctuated by dense, heavily populated areas.

Bay Area Regional Interoperable Communications Systems: BAYRICS

The ten Bay Area counties of Alameda, Contra Costa, San Francisco, San Mateo, Santa Clara, Marin, Sonoma, Solano, Napa and Santa Cruz have joined our efforts towards effective communications through the Bay Area Regional Interoperable Communications Systems (BAYRICS) Initiative. This multi-year collaborative effort has been funded through general funds, Homeland Security Grant Funds (SHSGP/UASI), Public Safety Interoperable Communications Grant Funds (PSIC), Justice Grant Funds (COPS TECH) and Interoperable Emergency Communications Grant Program funds. BAYRICS is a "system of systems" that will provide robust, resilient, voice and data communications for public safety and transportation within the Bay Area. A subsystem of our BAYRICS network, Bay Area Wireless Enhanced Broadband (**BAYWEB**) will build a robust and resilient (4G, LTE) broadband network through a public-private partnership. BAYWEB will provide high speed broadband services and enhanced interoperable communications and information sharing capability throughout the region. This project will have the most significant impact on public safety emergency communications within this decade and into the next.

I am proud to be the Executive Sponsor for this exciting initiative and ask for your support of our BTOP application. Thank you for your time and consideration.

Sincerely,

A handwritten signature in blue ink that reads "Gregory J. Ahern".

Gregory J. Ahern
Sheriff-Coroner
Law Enforcement Mutual Aid Coordinator, Region II

GJA/RTL/daw



NORTHERN CALIFORNIA Regional Intelligence Center

All Threats - All Crimes

Ronald E. Brooks
Director

March 10, 2010

The Honorable Lawrence Strickling
Assistant Secretary and Administrator
National Telecommunications and Information Administration
U.S. Department of Commerce
1401 Constitution Avenue, NW
HCHB, Room 4887
Washington, DC 20230

Dear Honorable Strickling,

This shall serve as my endorsement of the proposed Broadband Technology Opportunities Program (BTOP) grant application submitted on behalf of public safety organizations within the San Francisco Bay Area. From the lessons learned from September 11, 2001 reliable communications and information sharing plays a vital role in the response and prevention of a terrorist attack. BayWEB (Bay Area Wireless Enhanced Broadband), a regional public safety broadband network will provide 4G LTE mobile data communications and information sharing capabilities with the capacity and reliability required by our first responders when responding to a regional disaster.

With the high speed capabilities of a LTE 4G Broadband system we will be able to provide a wide array of media to our first responders, such as real-time video, building blue prints, mapping information as well as information sharing capabilities critical to the prevention of a terrorist attack. This Regional solution is a collaboration of the Bay Area's 10 counties and over 100 cities.

The need for regional broadband communications has never been more essential. The Bay Area Fusion Center, NCRIC (Northern California Regional Intelligence Center) supports funding towards this objective. We appreciate your consideration for this multi-jurisdictional and multi-disciplinary broadband communications project.

Sincerely,

Ronald Brooks
Director
Northern California Regional Intelligence Center
(Fusion Center)



101NETLINK

PO Box 101 • Whitethorn, CA 95589
Main (707) 923-4000 • Fax (707) 383-4301
Email: inquiries@101netlink.com
www.101netlink.com

March 19, 2010

Derek Phipps
MSSI Vice President
Motorola's Inc.
927 W 18th Ave
Spokane, WA. 99203

Re: The San Francisco Bay Area Wireless Enhanced Broadband (BayWEB) Project

Dear Derek:

I am writing on behalf of 101Netlink and Partners in support of the Comprehensive Community Infrastructure application of Motorola, Inc. (Motorola) for funding under the Broadband Technology Opportunities Program (BTOP).

Motorola seeks funding for the San Francisco Bay Area Wireless Enhanced Broadband (BayWEB) project, which is a public-private partnership between Motorola and the counties of Alameda, Contra Costa, Marin, Napa, Santa Clara, Santa Cruz, San Francisco, San Jose, San Mateo, and Solano, California. Leveraging an existing public safety network, it is our understanding that an important component of the project will be to facilitate expanded broadband Internet access to end user customers in ten counties and over 100 cities in the San Francisco Bay area.

101Netlink and Partners is committed to broadband in Northern California. 101Netlink currently owns/operates a wireless network spanning more than 300 miles along Highway 101. 101Netlink and Partners see this opportunity to work with the BayWEB project as an ideal relationship between the private and the public sectors. This will ensure that a healthy and reliable service is provided to both customers of the private sector and voters of the public sector. In our experience with these types of relationships all parties succeed.

The BayWEB project provides an important opportunity for all broadband providers to meet the increased broadband needs of customers throughout the San Francisco Bay area.

For 101Netlink and partners, the BayWEB project will increase broadband capacity and backhaul options to support more vibrant and diverse wireless broadband services offerings. In addition, the BayWEB project would facilitate increased broadband coverage to end users. For example, as we understand the network deployment plans, the project would allow 101Netlink and partners to begin offering wireless broadband services to end users in areas where we currently do not offer service today and where broadband is not currently available from any provider. 101Netlink and partners can draw upon its extensive experience with and portfolio of broadband services to support efforts to expand the availability of wireless broadband service to end users.

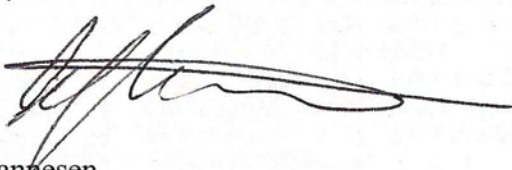
101Netlink and partners is eager to make use of the broadband facilities for which Motorola is seeking BTOP funding. We have begun negotiations with Motorola regarding mutually acceptable and commercially

reasonable rates, terms, and conditions for access to these facilities assuming Motorola's application is granted. 101Netlink and partners looks forward to successfully concluding these negotiations and to working closely with Motorola and its partners in the BayWEB project. We particularly support and endorse Motorola's effort to expand broadband services to end users throughout the San Francisco Bay area, and we believe the BayWEB project is exactly the type of project that BTOP funds were intended to support and further.

Feel free to include this letter in your application. Of course, in the event Motorola obtains a grant under BTOP, a separate agreement must be negotiated and executed between Motorola and 101Netlink and Partners for access to the broadband network for which BTOP funding is being requested, which 101Netlink and partners hopes to use to expand its wireless broadband service offerings to end users in the San Francisco Bay area.

We are enthusiastic about the BayWEB project and look forward to working with you on this project. If you have are any questions please contact me by telephone (cell) at 707-223-0790 or by e-mail at seth@101netlink.com.

Sincerely,

A handwritten signature in black ink, appearing to read 'Seth Johannesen', with a long horizontal flourish extending to the right.

Seth Johannesen
Network Manager/Partner
101Netlink
P.O. Box 101
Whitethorn, CA 95589
seth@101netlink.com
www.101netlink.com
707-923-4000 (Main)
707-223-0790 (Cell)



March 12, 2010

Brent A. Schnell Motorola, Inc.

Re: The San Francisco Bay Area Wireless Enhanced Broadband (BayWEB) Project

Dear Mr. Schnell

I am writing on behalf of airCloud Communications in support of the Comprehensive Community Infrastructure application of Motorola, Inc. (Motorola) for funding under the Broadband Technology Opportunities Program (BTOP).

Motorola seeks funding for the San Francisco Bay Area Wireless Enhanced Broadband (BayWEB) project, which is a public-private partnership between Motorola and the counties of Alameda, Contra Costa, Marin, Napa, Santa Clara, Santa Cruz, San Francisco, San Jose, San Mateo, and Solano, California. Leveraging an existing public safety network, it is our understanding that an important component of the project will be to facilitate expanded broadband Internet access to end user customers in ten counties and over 100 cities in the San Francisco Bay area.

airCloud Communications is committed to broadband in the San Francisco Bay area. Our company provides voice and Internet services to businesses and residents in Contra Costa and Alameda Counties. The BayWEB project provides an important opportunity for all broadband providers to meet the increased broadband needs of customers throughout the San Francisco Bay area.

For airCloud Communications, the BayWEB project will increase broadband capacity and backhaul options to support more vibrant and diverse wireless broadband services offerings. In addition, the BayWEB project would facilitate increased broadband coverage to end users. For example, as we understand the network deployment plans, the project would allow airCloud Communications to begin offering wireless broadband services to end users in areas where we currently do not offer service today and where broadband is not currently available from any provider. airCloud Communications can draw upon its extensive experience with and portfolio of broadband services to support efforts to expand the availability of wireless broadband service to end users.

airCloud Communications is eager to make use of the broadband facilities for which Motorola is seeking BTOP funding. We have begun negotiations with Motorola regarding mutually acceptable and commercially reasonable rates, terms, and conditions for access to these facilities assuming Motorola's application is granted. airCloud Communications looks forward to successfully concluding these negotiations and to working closely with Motorola and its partners in the BayWEB project. We particularly support and endorse Motorola's effort to expand broadband services to end users throughout the San Francisco Bay area, and we believe the BayWEB project is exactly the type of project that BTOP funds were intended to support and further.



Feel free to include this letter in your application. Of course, in the event Motorola obtains a grant under BTOP, a separate agreement must be negotiated and executed between Motorola and airCloud Communications for access to the broadband network for which BTOP funding is being requested, which airCloud Communications hopes to use to expand its wireless broadband service offerings to end users in the San Francisco Bay area.

We are enthusiastic about the BayWEB project and look forward to working with you on this project. If you have any questions please contact me by telephone at 425-577-1170 or by e-mail at dwilson@aircloud.com

Sincerely,

A handwritten signature in blue ink, appearing to be "Dan J. Wilson", with a long horizontal flourish extending to the right.

Dan J. Wilson
President



March 18, 2010

Derek Phipps
MSSI Vice President
Motorola Inc.
927 West 18th Ave
Spokane WA 99203

Re: The San Francisco Bay Area Wireless Enhanced Broadband (BayWEB) Project

Dear Mr. Phipps,

I am writing on behalf of Zinnia Networks Inc dba CalDSL in support of the Comprehensive Community Infrastructure application of Motorola, Inc. (Motorola) for funding under the Broadband Technology Opportunities Program (BTOP).

Motorola seeks funding for the San Francisco Bay Area Wireless Enhanced Broadband (BayWEB) project, which is a public-private partnership between Motorola and the counties of Alameda, Contra Costa, Marin, Napa, Santa Clara, Santa Cruz, San Francisco, San Jose, San Mateo, and Solano, California. Leveraging an existing public safety network, it is our understanding that an important component of the project will be to facilitate expanded broadband Internet access to end user customers in ten counties and over 100 cities in the San Francisco Bay area.

CalDSL is committed to broadband in the San Francisco Bay area. The BayWEB project provides an important opportunity for all broadband providers to meet the increased broadband needs of customers throughout the San Francisco Bay area.

For CalDSL, the BayWEB project will increase broadband capacity and backhaul options to support more vibrant and diverse wireless broadband services offerings. In addition, the BayWEB project would facilitate increased broadband coverage to end users. For example, as we understand the network deployment plans, the project would allow CalDSL to begin offering wireless broadband services to end users in areas where we currently do not offer service today and where broadband is not currently available from any provider. CalDSL can draw upon its extensive experience with and portfolio of broadband services to support efforts to expand the availability of wireless broadband service to end users.

CalDSL is eager to make use of the broadband facilities for which Motorola is seeking BTOP funding. We have begun negotiations with Motorola regarding mutually acceptable and commercially reasonable rates, terms, and conditions for access to these facilities assuming Motorola's application is granted. CalDSL looks forward to successfully concluding these negotiations and to working closely with Motorola and its partners in the BayWEB project. We particularly support and endorse Motorola's effort to expand broadband services to end users throughout the San Francisco Bay area, and we believe the BayWEB project is exactly the type of project that BTOP funds were intended to support and further.

Feel free to include this letter in your application. Of course, in the event Motorola obtains a grant under BTOP, a separate agreement must be negotiated and executed between



Motorola and CalDSL for access to the broadband network for which B TOP funding is being requested, which CalDSL hopes to use to expand its wireless broadband service offerings to end users in the San Francisco Bay area.

We are enthusiastic about the BayWEB project and look forward to working with you on this project. If you have any questions please contact me by telephone at (209) 832 4420 or by e-mail at chau@caldsl.com. Thank you.

Sincerely,

Chau Jasty
President



March 10, 2010

Derek Phipps
MSSI Vice President
Motorola Inc.
927 West 18th Ave
Spokane WA 99203

Re: The San Francisco Bay Area Wireless Enhanced Broadband (BayWEB) Project

Dear Mr. Phipps:

This commitment letter is being submitted on behalf of Internet Free Planet, Inc. (IFP), which is partnering with Motorola, Inc. (Motorola) in connection with its application under the Broadband Technology Opportunities Program (BTOP) for funding of the San Francisco Bay Area Wireless Enhanced Broadband (BayWEB) project.

IFP owns and operates wireless broadband networks throughout the United States. Some of our larger projects include the 2200 store roll-out of K-Mart's network upgrade and wireless enhancements in all 50 states; and the Corporate data center relocation for Gap, Inc. We are an experienced wireless broadband network operator, and the BayWEB project provides an important opportunity for IFP to expand its operations in California.

BayWEB is a public-private partnership between Motorola and the counties of Alameda, Contra Costa, Marin, Napa, Santa Clara, Santa Cruz, San Francisco, San Jose, San Mateo, and Solano, California. The project will leverage an existing public safety network in order to accomplish two distinct purposes; first, enlarge the interoperability of public safety communications across the region and enable emergency responders to have broadband access to mission critical information utilizing 700 MHz spectrum and 4G LTE broadband technology; and, second, expand broadband Internet access to community anchor institutions and end user customers in ten counties and over 100 cities in the San Francisco Bay area. IFP is committed to working with Motorola and its other partners to accomplish this second project purpose.

Specifically, as part of the BayWEB project, Motorola intends to deploy a public Internet access network through the San Francisco Bay area. This broadband network will utilize the same towers and support facilities that Motorola plans to use in deploying the expanded public safety network – an approach designed to achieve efficiencies and economies in implementation of the project. The public Internet access network will utilize Motorola's point-to-multi-point wireless broadband technology, which is a proven system ideally suited for expanding the availability of wireless broadband services in an efficient and economic manner. Assuming Motorola's application is granted and the public Internet access network is deployed, IFP has agreed to operate the public Internet access network in order to promote greater broadband availability in the San Francisco Bay area.



IFP is delighted about the opportunity to partner with Motorola on the BayWEB project. Doing so will combine Motorola's cutting-edge technology with IFP's proven track record in operating wireless broadband networks. Consistent with the interconnection and nondiscrimination requirements of the program, Motorola and IFP will deploy, operate, and maintain the public Internet access network funded by BTOP in a manner designed to maximize customer choice. In particular, these network facilities will be available for use at reasonable rates and terms by any broadband provider that may need broadband capacity or additional backhaul options in offering broadband services to customers in the San Francisco Bay area.

Motorola, Solano Ultraband, Solano Wireless, Castles Internet, and several other small WISP's have reached an agreement in principle regarding our involvement in the BayWEB project. However, we are continuing to negotiate the specific terms of the parties' relationship – negotiations that we have every reason to believe will be concluded well before any action is taken on Motorola's application.

We are excited about the BayWEB project, which we believe represents an important step in satisfying the requirements of BTOP and meeting our nation's broadband goals. If you have any questions, please contact me by telephone at 707-469-7930 or by e-mail at george@myifp.com.

Sincerely,

George Abernathy
CEO/President
Internet Free Planet, Inc.
3069 Alamo Dr.
Suite 313
Vacaville, CA 95687
Office: 707-469-7930
FAX: 707-667-2023
Cell: 707-330-3872



March 18, 2010

Derek Phipps
MSSI Vice President Motorola Inc.
927 West 18th Ave
Spokane WA 99203

Re: The San Francisco Bay Area Wireless Enhanced Broadband (BayWEB) Project

Dear Mr. Phipps

I am writing on behalf of JAB Wireless, Inc. in support of the Comprehensive Community Infrastructure application of Motorola, Inc. (Motorola) for funding under the Broadband Technology Opportunities Program (BTOP).

Motorola seeks funding for the San Francisco Bay Area Wireless Enhanced Broadband (BayWEB) project, which is a public-private partnership between Motorola and the counties of Alameda, Contra Costa, Marin, Napa, Santa Clara, Santa Cruz, San Francisco, San Jose, San Mateo, and Solano, California. Leveraging an existing public safety network, it is our understanding that an important component of the project will be to facilitate expanded broadband Internet access to end user customers in ten counties and over 100 cities in the San Francisco Bay area.

JAB Wireless, Inc. is committed to evaluating broadband in the San Francisco Bay area. JAB currently provides a last mile wireless Internet service in five states and is looking to expand. The BayWEB project provides an important opportunity for all broadband providers to meet the increased broadband needs of customers throughout the San Francisco Bay area.

For JAB, the BayWEB project would increase broadband capacity and backhaul options to support more vibrant and diverse wireless broadband services offerings. In addition, the BayWEB project would facilitate increased broadband coverage to end users. For example, as we understand the network deployment plans, the project would allow JAB to begin offering wireless broadband services to end users in areas where we currently do not offer service today and where broadband is not currently available from any provider. JAB could draw upon its extensive experience with and portfolio of broadband services to support efforts to expand the availability of wireless broadband service to end users.

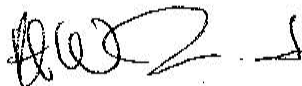
JAB is eager to evaluate and potentially make use of the broadband facilities for which Motorola is seeking BTOP funding. We have begun discussions with Motorola regarding mutually acceptable and commercially reasonable rates, terms, and conditions for access to these facilities assuming Motorola's application is granted. JAB looks forward to

continuing these discussions and to working closely with Motorola and its partners in the BayWEB project if mutually acceptable terms are reached. We particularly support and endorse Motorola's effort to expand broadband services to end users throughout the San Francisco Bay area, and we believe the BayWEB project is exactly the type of project that BTOP funds were intended to support and further.

Feel free to include this letter in your application. Of course, in the event Motorola obtains a grant under BTOP, a separate agreement must be negotiated and executed that is mutually acceptable to both Motorola and JAB for access to the broadband network for which BTOP funding is being requested, which JAB hopes to use to expand its wireless broadband service offerings to end users in the San Francisco Bay area.

We are enthusiastic about the BayWEB project and look forward to working with you on this project. If you have any questions please contact me by telephone at 801-437-0747 or by e-mail at bwestwood@jabbroadband.com.

Sincerely,

A handwritten signature in black ink, appearing to read "Bret Westwood", followed by a small horizontal line.

Bret Westwood
Vice President Technical Operations
Jab Broadband

Coastal Sierra, Inc. dba
Skyline Broadband Service
Locally Owned & Operated Since 2004

March 15, 2010

Derek Phipps
MSSI Vice President
Motorola Inc.
927 West 18th Ave
Spokane WA 99203

Re: The San Francisco Bay Area Wireless Enhanced Broadband (BayWEB) Project

Dear Derek Phipps:

I am writing on behalf of Coastal Sierra, Inc dba Skyline Broadband Service (SBS) in support of the Comprehensive Community Infrastructure application of Motorola, Inc. (Motorola) for funding under the Broadband Technology Opportunities Program (BTOP).

Motorola seeks funding for the San Francisco Bay Area Wireless Enhanced Broadband (BayWEB) project, which is a public-private partnership between Motorola and the counties of Alameda, Contra Costa, Marin, Napa, Santa Clara, Santa Cruz, San Francisco, San Jose, San Mateo, and Solano, California. Leveraging an existing public safety network, it is our understanding that an important component of the project will be to facilitate expanded broadband Internet access to end user customers in ten counties and over 100 cities in the San Francisco Bay area.

Skyline Broadband Service is committed to broadband in the San Francisco Bay area and has been providing broadband services to the unserved areas of San Mateo, Santa Clara, and Santa Cruz counties since 2004. We started SBS because of our own need for high speed Internet access here in the mountains. There are challenges for metropolitan services to operate up here, because of the unattractive economics of running wires to homes that are spread over a very wide area. The BayWEB project provides an important opportunity for all broadband providers to meet the increased broadband needs of customers throughout the San Francisco Bay area.

For Skyline Broadband Service, the BayWEB project will increase broadband capacity and backhaul options to support more vibrant and diverse wireless broadband services offerings. In addition, the BayWEB project would facilitate increased broadband coverage to end users.

(continued page two)

17287 Skyline Blvd PMB 102, Woodside CA 94062-3780

E-mail: info@skylinebroadbandservice.com

Phone: 650-917-9279

Skyline Broadband Service
March 15, 2010
To Derek Phipps/Motorola Inc.
Page 2 of 2

For example, as we understand the network deployment plans, the project would allow Skyline Broadband Service to begin offering wireless broadband services to end users in areas where we currently do not offer service and where broadband is not currently available from any provider. Skyline Broadband Service can draw upon its extensive experience with and portfolio of broadband services to support efforts to expand the availability of wireless broadband service to end users.

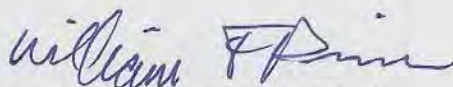
Skyline Broadband Service is eager to make use of the broadband facilities for which Motorola is seeking BTOP funding. We have begun negotiations with Motorola regarding mutually acceptable and commercially reasonable rates, terms, and conditions for access to these facilities assuming Motorola's application is granted.

Skyline Broadband Service looks forward to successfully concluding these negotiations and to working closely with Motorola and its partners in the BayWEB project. We particularly support and endorse Motorola's effort to expand broadband services to end users throughout the San Francisco Bay area, and we believe the BayWEB project is exactly the type of project that BTOP funds were intended to support and further.

Feel free to include this letter in your application. Of course, in the event Motorola obtains a grant under BTOP, a separate agreement must be negotiated and executed between Motorola and Coastal Sierra Inc. dba Skyline Broadband Service for access to the broadband network for which BTOP funding is being requested, which Skyline Broadband Service hopes to use to expand its wireless broadband service offerings to end users in the San Francisco Bay area.

We are enthusiastic about the BayWEB project and look forward to working with you on this project. If you have any questions please contact us by telephone or e-mail as shown below.

Sincerely,



Bill Prince and Georgia Stigall
Owners/Operators

17287 Skyline Blvd PMB 102, Woodside CA 94062-3780

E-mail: info@skylinebroadbandservice.com

Phone: 650-917-9279

FORM NON-BINDING LETTER OF INTENT FROM LAST MILE PROVIDER



March 12, 2010

Derek Phipps
MSSI Vice President
Motorola Inc.
927 West 18th Ave
Spokane WA 99203

Re: The San Francisco Bay Area Wireless Enhanced Broadband (BayWEB) Project

Dear Derek:

I am writing on behalf of Surfnet Communications in support of the Comprehensive Community Infrastructure application of Motorola, Inc. (Motorola) for funding under the Broadband Technology Opportunities Program (BTOP).

Motorola seeks funding for the San Francisco Bay Area Wireless Enhanced Broadband (BayWEB) project, which is a public-private partnership between Motorola and the counties of Alameda, Contra Costa, Marin, Napa, Santa Clara, Santa Cruz, San Francisco, San Jose, San Mateo, and Solano, California. Leveraging an existing public safety network, it is our understanding that an important component of the project will be to facilitate expanded broadband Internet access to end user customers in ten counties and over 100 cities in the San Francisco Bay area.

Surfnet Communications is committed to broadband in the San Francisco Bay area. Surfnet is a wireless broadband internet service provider that has built its reputation on mastering the capabilities of wireless communications in a topologically difficult environment. While we provide a complete line of internet access including dial-up, and DSL, our emphasis is on broadband wireless access for mountain and coastal communities that are un-served or under-served.

In March of 2008, Surfnet acquired CIC Wireless expanding its coverage region into San Luis Obispo County. This acquisition was enabled by the reputation we had achieved for reliability and customer support. In a few short months, we were able to re-engineer, re-tool and revive this company - finally providing good service to its frustrated (but now grateful) customers.

FORM NON-BINDING LETTER OF INTENT FROM LAST MILE PROVIDER

The BayWEB project provides an important opportunity for all broadband providers to meet the increased broadband needs of customers throughout the San Francisco Bay area.

For Surfnet Communications, the BayWEB project will increase broadband capacity and backhaul options to support more vibrant and diverse wireless broadband services offerings. In addition, the BayWEB project would facilitate increased broadband coverage to end users. For example, as we understand the network deployment plans, the project would allow Surfnet Communications to begin offering wireless broadband services to end users in areas where we currently do not offer service today and where broadband is not currently available from any provider. Surfnet Communications can draw upon its extensive experience with and portfolio of broadband services to support efforts to expand the availability of wireless broadband service to end users.

Surfnet Communications is eager to make use of the broadband facilities for which Motorola is seeking BTOP funding. We have begun negotiations with Motorola regarding mutually acceptable and commercially reasonable rates, terms, and conditions for access to these facilities assuming Motorola's application is granted. Surfnet Communications looks forward to successfully concluding these negotiations and to working closely with Motorola and its partners in the BayWEB project. We particularly support and endorse Motorola's effort to expand broadband services to end users throughout the San Francisco Bay area, and we believe the BayWEB project is exactly the type of project that BTOP funds were intended to support and further.

Feel free to include this letter in your application. Of course, in the event Motorola obtains a grant under BTOP, a separate agreement must be negotiated and executed between Motorola and Surfnet Communications for access to the broadband network for which BTOP funding is being requested, which Surfnet Communications hopes to use to expand its wireless broadband service offerings to end users in the San Francisco Bay area.

We are enthusiastic about the BayWEB project and look forward to working with you on this project. If you have any questions please contact me by telephone at 408-353-1386 or by e-mail at mark@SurfnetUSA.com.

Sincerely,



Mark Morgenthaler
CEO, Surfnet Communications, Inc.
25600 Hillside Road
Los Gatos, CA 95033
408-353-1386

BROADBAND TECHNOLOGY
OPPORTUNITIES PROGRAM,
COMPREHENSIVE COMMUNITY
INFRASTRUCTURE APPLICATION

BAYWEB

SUPPLEMENTAL ATTACHMENT: LETTER OF
SUPPORT FROM VERIZON WIRELESS



Government Sales Organization
7600 Montpelier Road,
Laurel, Maryland 20723

E-Mail and U.S. Mail

Robert Schassler
Government & Public Safety Solutions
Motorola, Inc.
1301 E. Algonquin Rd.
Schaumburg, IL 60196

Re: Application for BTOP Funds regarding San Francisco Bay Area's
Bay Area Regional Interoperable Communications System (BayRICS)

Dear Mr. Schassler:

Verizon Wireless is writing this letter of support in connection with the Comprehensive Community Infrastructure (CCI) application filed by Motorola under the Broadband Technology Opportunities Program. Specifically, Motorola seeks funding for its BayRICS broadband network project, and Verizon Wireless is pleased to support this initiative. Motorola may include a copy of this letter of support in its application, and with Verizon Wireless' previous review, reference Verizon Wireless in its grant application.

Verizon Wireless is a leader in broadband wireless voice and data services over its nationwide network. Today, Verizon Wireless operates America's most reliable wireless network, serving more than 91 million customers nationwide.

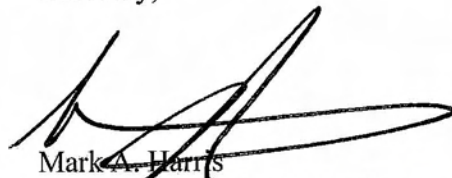
As part of the BayRICS project, Verizon Wireless is willing to provide wireless roaming services, equipment, and wireless broadband data and voice service to users of the BayRICS public safety and first responder broadband network, as well as, support their continued wireless communications via the Verizon Wireless commercial network. Also, Verizon Wireless is willing to consider allowing Motorola, if necessary, to rent access to Verizon Wireless' available sites within the 10 counties to be covered by the BayRICS network for the purpose of installing equipment at the sites to build out the BayRICS broadband network. These would be conditioned upon Motorola's execution of a contract containing mutually acceptable terms and conditions. In addition, Verizon Wireless is willing to meet regularly (on an as needed basis) with Motorola's project management team to help ensure the success of the project.

In describing Verizon Wireless' role in the project in its CCI application, Motorola should identify Verizon Wireless as a contractor or vendor, and not as a sub-recipient.

Verizon Wireless will have no responsibility for programmatic decision making or adherence to applicable federal program compliance requirements. Rather, Verizon Wireless is providing services as a contractor within normal business operations in a competitive market that are similar to services that Verizon Wireless provides to many other customers.

Verizon Wireless is pleased to support Motorola's application for BTOP funds in relation to the BayRICS project. Please let us know if you have questions about or a different understanding of our role in the project.

Sincerely,

A handwritten signature in black ink, appearing to read 'Mark A. Harris', with a large, sweeping horizontal stroke extending to the right.

Mark A. Harris
Vice President - National Government Sales
Verizon Wireless
Mark.A.Harris@VerizonWireless.com
240-568-1300

Broadband Technology Opportunities Program,
Comprehensive Community Infrastructure
Application

The San Francisco Bay Area
Wireless Enhanced
Broadband Project
(BayWEB)

SUPPLEMENTAL ATTACHMENT:
Public Private Cooperative
Agreement

Public Private Cooperative Agreement

Bay WEB

This Public Private Cooperative Agreement ("Agreement") is entered into as of March 15, 2010, between Alameda County Sheriff's Office as the Region 2 Coordinator of mutual aid and the executive sponsor of this initiative (the "Sheriff"), acting on behalf of the Bay RICS Policy Group which is the governing body of the shared San Francisco Bay Area Regional Interoperability Communications System ("Bay RICS") and Motorola, Inc. a Delaware corporation ("Motorola"). Motorola and the Sheriff may be referred to individually as a "party" or collectively as the "parties" to this Agreement. The parties enter into this Agreement with reference to the following factual recitals.

Recitals

A. The Sheriff as the Region 2 Coordinator of mutual aid and the executive sponsor of this initiative, for the benefit of itself, the other participants of the San Francisco Bay Area UASI, and other cities, governmental agencies, and districts within the ten (10) county Bay RICS region and their residents, is interested in completing a regional 700 MHz wireless mobile broadband network known as "Bay WEB" (the "Network") and has selected Motorola to design, deploy, own, operate, and maintain the Network.

B. The Sheriff, acting on behalf of the BayRICS Policy Group, and Motorola both wish for the Network completion to be funded in principal part with NTIA Broadband Technology Opportunities Program ("BTOP") grant funds for Comprehensive Community Infrastructure ("CCI") projects. Additionally, the Sheriff and Motorola both wish for ancillary systems described in the BTOP grant application, such as a Point-to-Multipoint system to improve broadband internet access within the region ("Ancillary Systems"), to be funded in principal part with BTOP grant funds, which meets all the requirements of the grant program, servicing the greatest need of stakeholders in the region.

C. The BTOP grant program encourages the grant applicant to form and participate in a "Public Private Cooperative Agreement" for the project.

D. In support of that purpose, this Agreement generally describes the various roles and responsibilities of the parties as members of the Public Private Cooperative Agreement.

E. The parties intend for this Agreement to be consistent with and supportive of the BTOP grant application and for a copy of this Agreement to be included with the BTOP grant application.

F. If the BTOP grant application is successful, the parties intend to enter into one or more additional agreements to describe in more detail their respective rights and responsibilities concerning the design, deployment, ownership, operation and maintenance of the Network, all in a manner that is consistent with this Agreement and the requirements of the BTOP grant application and program requirements.

Agreement

The parties to this Agreement agree as follows:

1. Joint Responsibilities. The parties will jointly perform the following roles and responsibilities.

1.1. The parties will work together in the preparation and filing of a BTOP grant application for the purpose of obtaining BTOP grant funds which together with the grant matches contributed to the project by the parties will fund the completion of the design, deployment, operation and maintenance of the Network.

1.2. Although the Sheriff, as the executive sponsor of this initiative, will review and approve the BTOP grant application, Motorola will serve as the BTOP grant applicant with all fiscal responsibility within the grant as requested by the BayRICS Policy Group through the Sheriff. The Sheriff understands and agrees that Motorola may take reasonable exceptions to the BTOP grant requirements (especially concerning intellectual property rights) and that Motorola does not guarantee BTOP grant application success.

1.3. The parties will take such actions as may be reasonable or necessary to promote the probability of success of the BTOP grant application, and if successful, to promote compliance with applicable laws and the BTOP grant program requirements.

1.4. If the BTOP grant application is approved, the parties will before any BTOP grant funds are awarded negotiate in good faith and enter into the additional agreement(s) described above in Recital F.

2. Motorola Responsibilities. Motorola shall perform the following roles and responsibilities.

2.1. Retain and pay for the Washington, D.C. law firm of Wiley Rein, LLP to provide BTOP grant expertise (subject to the right of reimbursement from BTOP grant funds if the application is successful).

2.2. File the BTOP grant application as the applicant.

2.3. Using Motorola engineering and other personnel, and to the extent necessary other experts or consultants, design the Network and Ancillary Systems that will use a minimum of 150 existing "shovel ready" sites (as agreed by the parties) that are owned or leased by the Bay RICS participants within the ten (10) county San Francisco Bay Area region. As used in this Agreement, the term "shovel ready" means the sites are ready and suitable for Motorola to install the intended equipment and comply with the Motorola design requirements (including design requirements for tower access, tower space, electrical power availability and access, wind loading, and the like).

2.4. Negotiate and enter into a Teaming Agreement with Verizon Wireless and other Internet Service Providers (Collectively, "third party providers") to promote greater broadband internet access within the region and to support the BTOP grant application. If the BTOP grant application is successful, Motorola and its third party providers will enter into one or more additional agreements that will set forth in more detail the rights and responsibilities of Motorola, the third party providers, the Sheriff, as executive sponsor of this initiative, and the users, through the Bay RICS Policy Group, of the Network concerning (i) connectivity of the Network to the third party providers' networks in the region, and (ii) roaming rights and responsibilities of the users of the Network on the Verizon Wireless network in the region. If Verizon Wireless so agrees, the Network design may include some of its existing sites to improve coverage and other Network functionality as well as user access. Any roaming or site use compensation paid

to Verizon Wireless while Motorola is the owner of the Network will be paid as a Network operating cost.

2.5. Develop a subcontractor plan and, if the BTOP grant application is successful, use appropriate and qualified subcontractors (including Minority/Disadvantaged Business Enterprises) for services concerning the design and deployment of the Network and Ancillary Systems.

2.6. If the BTOP grant application is successful, provide the equipment and software for the Network and Ancillary Systems, much of which will be manufactured by Motorola but some of which may be manufactured by other companies.

2.7. Commit in the BTOP grant application to provide (and provide if the BTOP grant application is successful) a BTOP grant match of at least 25% of the project cost, which match may be in the form of cash, equipment and software products, services, or any combination thereof. If the BTOP grant match is in the form of equipment and software products or services, the value of those products or services will be reasonable and consistent with the BTOP grant requirements and the additional agreements referred to in Recital F.

2.8. In addition to the design and deployment of the Network and Ancillary Systems, which will occur within the maximum three (3) year BTOP grant term period, Motorola will own, operate and maintain the Network and Ancillary Systems for the life of the systems subject to allowable transfers under the BTOP grant program as more fully described in Section 2.9.

2.9. At some point in time after the three (3) year grant term has been fulfilled, with the precise time, price and other terms and conditions of transfer to be mutually agreed by the parties, Motorola will transfer ownership of the Network and Ancillary Systems to the Sheriff or some other representative of the Bay RICS Policy Group. The parties will cooperate with each other in seeking any necessary approvals (including BTOP grant waivers, if applicable) to permit this transfer.

2.10. During the BTOP grant term, Motorola will use project income as authorized in the BTOP grant award, including payment for project operating and maintenance expenses.

3. Sheriff Responsibilities. The Sheriff, as executive sponsor of this initiative, and through the Bay RICS Policy Group, will perform the following roles and responsibilities and, to the extent such performance is dependent upon other participants of Bay RICS, will cause those participants to perform the following roles and responsibilities.

3.1. The Sheriff will facilitate, through the BayRICS Policy Group, site access and continuous use of a minimum of 150 "shovel ready" sites (as agreed by the parties) that are owned or leased by the Bay RICS participants within the ten (10) county San Francisco Bay Area region so that Motorola may install Network and Ancillary Systems equipment at these agreed sites. Site access and continuous use as described in this Section 3.1 will be provided at no cost or expense to Motorola.

3.2. The Sheriff through and on behalf of the BayRICS Policy Group shall provide at its cost and expense during the life of the Network and Ancillary Systems all necessary FCC licenses (or special temporary authorizations) and related FCC licensing services. In addition, the Sheriff, as the executive sponsor of this initiative through and on behalf of the BayRICS Policy Group, will enter into term lease or licensing agreements with the PSBL. The parties intend that

payments to lessors or licensors of any such term lease or licensing fees will be a project operating cost.

3.3. The Sheriff through the BayRICS Policy Group shall provide at its cost and expense the Network "backhaul" to each agreed site so that Motorola may operate the Network as designed; provide at its cost and expense access to the Bay RICS' microwave system and radio voice system in the condition that exists upon award of the BTOP grant. If BTOP grant funds are awarded, Motorola will expand the microwave system and radio voice system as reasonable and necessary to conform to the Network design, and Motorola will own the installed equipment that comprise the expansion of those systems. At some point after the three (3) year grant term has been fulfilled, with the precise time, price and other terms and conditions of transfer to be mutually agreed by the parties, Motorola will seek necessary approvals to transfer ownership of those system expansions to the Sheriff, as the executive sponsor of this initiative, or some other representative of the Bay RICS Policy Group. The parties will cooperate with each other in seeking any necessary approvals (including BTOP grant waivers, if applicable) to permit this transfer.

3.4. Utilizing the staff from the Bay Area UASI Interoperability Team, in support of the BTOP grant application, provide letters of support from various government authorities and community anchor institutions, all environmental compliance services to comply with the BTOP grant award, and such other services as mutually agreed by the parties.

3.5. If the BTOP grant application is successful, the Sheriff, through the BayRICS Policy Group shall provide Network operation specifications (such as user access requirements; interfacing with Network users; user loading scheduling; Network use priorities and preemption rules; fleet mapping; and as requested by Motorola, grant monitoring, audit, and reporting services).

3.6. Coordinate through the Bay RICS Policy Group the billing to the various Network users and the collection of Network user fees, and remit to Motorola in one monthly payment the aggregated monthly Network user fees.

4. No Formal Business Entity Created. Although this Agreement is called a "Public Private Cooperative Agreement," the parties do not intend by this Agreement to form a partnership, joint venture, or other legal business entity, or a relationship of principal and agent. Neither party has the right or authority to make binding commitments on behalf of the other party. The employees of one party shall not be deemed to be the employees of the other party. Further, this Agreement does not involve the transfer of technology or any intellectual property rights from one party to the other party.

5. Disclaimer of Indirect Damages. In no event shall either party be liable to the other party for any loss of use, loss of time, inconvenience, commercial loss, lost profits or savings or any other incidental, special or consequential damages.

6. Dispute Resolution. The parties, through their respective managers, will attempt to settle any dispute arising from this Agreement through consultation and negotiation in good faith and a spirit of mutual cooperation. The dispute will be escalated to appropriate higher-level managers of the parties, if necessary. If cooperative efforts fail, the dispute will be mediated by a mediator chosen jointly by the parties within thirty (30) days after notice by one of the parties demanding non-binding mediation. The parties will not unreasonably withhold consent to the selection of a mediator, and they will share the cost of the mediation equally. The parties may

postpone mediation until they have completed some specified but limited discovery about the dispute. The parties may also replace mediation with some other form of non-binding alternative dispute resolution ("ADR").

Any claim relating to intellectual property and any dispute that cannot be resolved between the parties through negotiation or mediation within two (2) months after the date of the initial demand for non-binding mediation as described above may be submitted by either party to a court of competent jurisdiction in the State of California. Each party consents to jurisdiction over it by such a court. The use of ADR procedures will not be considered under the doctrine of laches, waiver, or estoppel to affect adversely the rights of either party. Either party may resort to the judicial proceedings described in this section before the expiration of the two-month ADR period if (i) good faith efforts to resolve the dispute under these procedures have been unsuccessful; or (ii) interim relief from the court is necessary to prevent serious and irreparable injury to such party or any of its affiliates, agents, employees, customers, suppliers, or subcontractors.

7. Notices. Any notice required or permitted to be given under this Agreement shall be deemed properly given if reduced to writing and personally delivered or transmitted by courier or Federal Express (or other major overnight express delivery service) to the addresses shown below, and shall be effective upon receipt or at such time as delivery is refused by addressee upon presentation.

Motorola, Inc.
927 West 18th Ave
Spokane, WA 99203
Attn: Derek Phipps, MSSI Vice President, Motorola Inc.

Alameda County Sheriff's Office
c/o 10 Lombard Street
Suite 410
San Francisco, CA 94111
Attn: Laura Phillips, Executive Director, Bay Area UASI

8. Governing Law. The validity, performance, and all matters relating to the effect of this Agreement and any amendment hereto shall be governed by the laws of the State of California.

9. Assignment. Neither this Agreement nor any right hereunder may be transferred, assigned or delegated by a party without the prior written consent of the other party. Any attempted assignment, delegation or transfer shall be void. Notwithstanding the foregoing, Motorola may assign this Agreement to any of its affiliates without the prior consent of Licensee. In addition, in the event Motorola separates one or more of its businesses (each a "Separated Business"), whether by way of a sale, establishment of a joint venture, spin-off or otherwise (each a "Separation Event"), Motorola may, without the prior written consent of the other Party and at no additional cost to Motorola, assign this Agreement such that it will continue to benefit the Separated Business and its affiliates (and Motorola and its affiliates, to the extent applicable) following the Separation Event.

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed by their duly authorized representatives.

ALAMEDA COUNTY
SHERIFF'S OFFICE

By: Gregory J. Ahern
Name: Gregory J. Ahern
Title: Sheriff - Alameda County
Date: 3/15/10

MOTOROLA

By: Robert Schassik
Name: Robert Schassik
Title: Senior VP - Motorola
Date: 3/16/2010

Proposed Last Mile Service Offerings

Name of Service Tier	Advertised Speeds		Estimated Average Speeds		Average Latency	Pricing Plan (\$ per month)	Other Comments/Description/Features or Limitations
	Downstream Mbps	Upstream Mbps	Downstream Mbps	Upstream Mbps	@ End User CPE milliseconds		

Explanation of Average Speed Calculations:

Proposed Middle Mile Service Offerings

Name of Service Offering	Distance Band or Point to Point	Minimum Peak Load Network Bandwidth Capacity (Mbps)	Monthly/Yearly Pricing (\$)	Other Comments/Description/Features or Limitations
Motorola Wholesale package	Point to Point			One-time connection fees depending on bandwidth required, starting at
Mobile Broadband for Government Personnel	700 MHz	0.768 DL 0.200 UL		The mobile broadband network has been designed to support a minimum of 768 kbps. It is likely the user will experience speeds significantly greater (multiple MB). The throughput is dependent upon the users proximity to the base site, number of users in the sector, application profile, etc.

Competitor Data

Competitor Data - Last Mile Service Providers

Service Provider	Service Areas Where Service Available	Technology Platform	Service Tiers	Downstream Speed	Monthly Pricing	Other Comments/Description/Features or Limitations
airCloud Communications	BayWEB Service Area	Wireless	SOHO	up to 1.5	\$99 or \$109	Select communities in Contra Costa, Alameda and Solano counties. Requires 1 or 2 year commitment.
airCloud Communications	BayWEB Service Area	Wireless	Business 2000/3000/5000	up to 5.0	\$179, \$249 or \$399	Select communities in Contra Costa, Alameda and Solano counties.
airCloud Communications	BayWEB Service Area	Wireless	Business Dedicated	up to 45	not available	Select communities in Contra Costa, Alameda and Solano counties.
airCloud Communications	BayWEB Service Area	Wireless and wireline	Business Continuity	not available	not available	Select communities in Contra Costa, Alameda and Solano counties.
airCloud Communications	BayWEB Service Area	Wireless	Retail Wi-Fi	up to 1.5	\$199.00	Select communities in Contra Costa, Alameda and Solano counties.
airCloud Communications	BayWEB Service Area	Wireless	Home	up to 1.0	\$59 or \$64	Select communities in Contra Costa, Alameda and Solano counties. Requires 1 or 2 year commitment.

airCloud Communications	BayWEB Service Area	DSL	Business DSL	up to 7.1	\$29 to \$199	Select communities in Contra Costa, Alameda and Solano counties. Service limited to 3.2 miles from Telco Central Office.
Astound Broadband	BayWEB Service Area	Cable Modem	Mid Speed	up to 1.5	\$34.95	Alamo, Burlingame, Concord, Daly City, Redwood City, San Francisco, San Mateo, South San Francisco, Walnut Creek.
Astound Broadband	BayWEB Service Area	Cable Modem	High Speed 3	up to 3.0	\$39.95	Alamo, Burlingame, Concord, Daly City, Redwood City, San Francisco, San Mateo, South San Francisco, Walnut Creek.
Astound Broadband	BayWEB Service Area	Cable Modem	High Speed 6	up to 6.0	\$44.95	Alamo, Burlingame, Concord, Daly City, Redwood City, San Francisco, San Mateo, South San Francisco, Walnut Creek.
Astound Broadband	BayWEB Service Area	Cable Modem	High Speed 10	up to 10	\$54.95	Alamo, Burlingame, Concord, Daly City, Redwood City, San Francisco, San Mateo, South San Francisco, Walnut Creek.
Astound Broadband	BayWEB Service Area	Cable Modem	High Speed 18	up to 18	\$74.95	Alamo, Burlingame, Concord, Daly City, Redwood City, San Francisco, San Mateo, South San Francisco, Walnut Creek.

AT&T	BayWEB Service Area	DSL	DSL Direct Elite	up to 6.0	\$45.00	No service in Dillon Beach, Nicasio, Woodville, Aetna Springs, Oakville, Seacliff, Loma Mar, Pescadero, Birds Landing, Pierce
AT&T	BayWEB Service Area	DSL	DSL Direct Pro	up to 3.0	\$40	No service in Dillon Beach, Nicasio, Woodville, Aetna Springs, Oakville, Seacliff, Loma Mar, Pescadero, Birds Landing, Pierce
AT&T	BayWEB Service Area	DSL	DSL Direct Express	up to 1.5	\$35	No service in Dillon Beach, Nicasio, Woodville, Aetna Springs, Oakville, Seacliff, Loma Mar, Pescadero, Birds Landing, Pierce
ATT Wireless	BayWEB Service Area	HSDPA/UMTS	PDA Enterprise plus Tethering 5GB	0.600 to 1.4 mbps	\$60.00	No service in Dillon Beach, Nicasio, Woodville, Aetna Springs, Oakville, Seacliff, Loma Mar, Pescadero, Birds Landing, Pierce
Charter Communications	BayWEB Service Area	DSL	Lite	up to 1.0	\$19.99	Select communities in Santa Cruz and Santa Clara counties
Charter Communications	BayWEB Service Area	DSL	Express	up to 8.0	29.99 for first 12 months	Select communities in Santa Cruz and Santa Clara counties Requires subscription to 2 services for 6 months or 3 services for 12 months.

Charter Communications	BayWEB Service Area	DSL	Plus	up to 16	\$39.99 for first 12 months	Select communities in Santa Cruz and Santa Clara counties Requires subscription to 2 services for 6 months or 3 services for 12 months.
Charter Communications	BayWEB Service Area	DSL	Max	up to 25	\$54.99 for first 12 months	Select communities in Santa Cruz and Santa Clara counties Requires subscription to 2 services for 6 months or 3 services for 12 months.
Comcast	BayWEB Service Area	Cable Modem	Performance Special Offer	up to 12	\$19.99 for first 6 months	No service in Dillon Beach, Nicasio, Woodville, Aetna Springs, Oakville, Spanish Flat, Seacliff, Loma Mar, Pescadero, Birds Landing and Piercy.
Comcast	BayWEB Service Area	Cable Modem	Economy Internet Service	up to 1.0	\$24.95	No service in Dillon Beach, Nicasio, Woodville, Aetna Springs, Oakville, Spanish Flat, Seacliff, Loma Mar, Pescadero, Birds Landing and Piercy.
Comcast	BayWEB Service Area	Cable Modem	Performance	up to 12	\$42.95	No service in Dillon Beach, Nicasio, Woodville, Aetna Springs, Oakville, Spanish Flat, Seacliff, Loma Mar, Pescadero, Birds Landing and Piercy.

Comcast	BayWEB Service Area	Cable Modem	Blast	up to 20	\$52.95	No service in Dillon Beach, Nicasio, Woodville, Aetna Springs, Oakville, Spanish Flat, Seacliff, Loma Mar, Pescadero, Birds Landing and Piercy.
Comcast	BayWEB Service Area	Cable Modem	Ultra	up to 30	\$62.95	No service in Dillon Beach, Nicasio, Woodville, Aetna Springs, Oakville, Spanish Flat, Seacliff, Loma Mar, Pescadero, Birds Landing and Piercy.
Comcast	BayWEB Service Area	Cable Modem	Extreme 50	up to 50	\$99.95	No service in Dillon Beach, Nicasio, Woodville, Aetna Springs, Oakville, Spanish Flat, Seacliff, Loma Mar, Pescadero, Birds Landing and Piercy.
Frontier Communications	BayWEB Service Area	DSL	Frontier <i>Fast</i> High-Speed	up to 3.0	\$49.99	Select communities in Alameda, Santa Clara and Solano counties.
Frontier Communications	BayWEB Service Area	DSL	Frontier Business High Speed	up to 12	n/a	Select communities in Alameda, Santa Clara and Solano counties.
Frontier Communications	BayWEB Service Area	DSL	Frontier Metro Ethernet	up to 50	n/a	Select communities in Alameda, Santa Clara and Solano counties.
HughesNet	BayWEB Service Area	Satellite	Home	up to 1.0	\$59.99	n/a
HughesNet	BayWEB Service Area	Satellite	Pro	up to 1.2	\$69.99	n/a
HughesNet	BayWEB Service Area	Satellite	ProPlus	up to 1.6	\$79.99	n/a
HughesNet	BayWEB Service Area	Satellite	Elite	up to 2.0	\$119.99	n/a
HughesNet	BayWEB Service Area	Satellite	Elite Plus	up to 3.0	\$189.99	n/a
HughesNet	BayWEB Service Area	Satellite	Elite Premium	up to 5.0	\$349.99	n/a

Internet Free Planet	BayWEB Service Area	Wireless	Residential	Up to 3.0	\$79 to \$99	Cordelia, Dixon, Fairfield, Suisun City, Vacaville and Winters in Northern Solano County.
Internet Free Planet	BayWEB Service Area	Wireless	Business	Up to 3.0	\$99.00	Cordelia, Dixon, Fairfield, Suisun City, Vacaville and Winters in Northern Solano County. Requires 1 yr contract.
Skyline Broadband	BayWEB Service Area	Wireless	Tier 1	up to 1.0	\$49 to \$69	Los Gatos, La Honda, Loma Mar, Los Altos, Los Altos Hills, Los Trancos Woods, Palo Alto, Pescadero, Portola Valley, San Gregorio, Saratoga, Woodside.
Skyline Broadband	BayWEB Service Area	Wireless	Tier 2	up to 1.5	\$99 to \$119	n/a
Skyline Broadband	BayWEB Service Area	Wireless	Dedicated	up to 20	not available	n/a
Sprint	BayWEB Service Area	EVDO Rev A	Mobile Broadband 3G - 5 GB Plan	0.600 to 1.4 mbps	\$59.95	No service in Dillon Beach, Nicasio, Woodville, Aetna Springs, Oakville, Spanish Flat, Seacliff, Loma Mar, Pescadero, Birds Landing and Piercy.
Surfnet Communications	BayWEB Service Area	Wireless	2.4 GHz Basic	up to 1.0	\$49.95	Riverside Grove, Forest Park, Boulder Creek, Ben Lomond, Olympia, Felton, Scotts Valley, Bethany Park, Redwood Lodge, Laurel, Lexington Hills, Day Valley, Lompico.

Surfnet Communications	BayWEB Service Area	Wireless	2.4 GHz Advanced	up to 2.0	\$69.95	Riverside Grove, Forest Park, Boulder Creek, Ben Lomond, Olympia, Felton, Scotts Valley, Bethany Park, Redwood Lodge, Laurel, Lexington Hills, Day Valley, Lompico.
Surfnet Communications	BayWEB Service Area	Wireless	2.4 GHz Premium	up to 3.0	\$89.95	Riverside Grove, Forest Park, Boulder Creek, Ben Lomond, Olympia, Felton, Scotts Valley, Bethany Park, Redwood Lodge, Laurel, Lexington Hills, Day Valley, Lompico.
Surfnet Communications	BayWEB Service Area	Wireless	5.8 GHz ADV	up to 3.5	\$149.00	Riverside Grove, Forest Park, Boulder Creek, Ben Lomond, Olympia, Felton, Scotts Valley, Bethany Park, Redwood Lodge, Laurel, Lexington Hills, Day Valley, Lompico.
Surfnet Communications	BayWEB Service Area	Wireless	5.8 GHz ADV Plus	up to 6.0	\$199.00	Riverside Grove, Forest Park, Boulder Creek, Ben Lomond, Olympia, Felton, Scotts Valley, Bethany Park, Redwood Lodge, Laurel, Lexington Hills, Day Valley, Lompico in Santa Cruz County.

Surfnet Communications	BayWEB Service Area	DSL	DSL Primary	up to 1.5	\$39.95	Riverside Grove, Forest Park, Boulder Creek, Ben Lomond, Olympia, Felton, Scotts Valley, Bethany Park, Redwood Lodge, Laurel, Lexington Hills, Day Valley, Lompico in Santa Cruz County.
Surfnet Communications	BayWEB Service Area	DSL	DSL Basic-Low	up to 1.5	\$49.95	Riverside Grove, Forest Park, Boulder Creek, Ben Lomond, Olympia, Felton, Scotts Valley, Bethany Park, Redwood Lodge, Laurel, Lexington Hills, Day Valley, Lompico.
Surfnet Communications	BayWEB Service Area	DSL	DSL Basic	up to 1.5	\$69.95	Riverside Grove, Forest Park, Boulder Creek, Ben Lomond, Olympia, Felton, Scotts Valley, Bethany Park, Redwood Lodge, Laurel, Lexington Hills, Day Valley, Lompico in Santa Cruz County.
Surfnet Communications	BayWEB Service Area	DSL	DSL Advanced	up to 3.0	\$75.95	Riverside Grove, Forest Park, Boulder Creek, Ben Lomond, Olympia, Felton, Scotts Valley, Bethany Park, Redwood Lodge, Laurel, Lexington Hills, Day Valley, Lompico in Santa Cruz County.

Surfnet Communications	BayWEB Service Area	DSL	DSL Premium	up to 6.0	\$89.95	Riverside Grove, Forest Park, Boulder Creek, Ben Lomond, Olympia, Felton, Scotts Valley, Bethany Park, Redwood Lodge, Laurel, Lexington Hills, Day Valley, Lompico.
Surfnet Communications	BayWEB Service Area	DSL	DSL Advanced Plus	up to 6.0	\$109.95	n/a
Verizon	BayWEB Service Area	DSL	Starter Plan	up to 1.0	\$19.99 to \$29.99	Price varies depending on landline service and 1 or 2 year contract.
Verizon	BayWEB Service Area	DSL	Power Plan	up to 3.0	\$29.99 to \$39.99	Price varies depending on landline service and 1 or 2 year contract.
Verizon	BayWEB Service Area	DSL	Turbo Plan	up to 7.1	\$39.99 to \$49.99	Price varies depending on landline service and 1 or 2 year contract.
Verizon Wireless	BayWEB Service Area	EVDO Rev A	Mobile Broadband - 5 GB Plan	0.600 to 1.4 mbps	\$59.95	No service in Dillon Beach, Nicasio, Woodville, Aetna Springs, Oakville, Spanish Flat, Seacliff, Loma Mar, Pescadero, Birds Landing and Piercy.
Wave Broadband	BayWEB Service Area	Cable Modem	High Speed 3	up to 3.0	\$39.95	n/a
Wave Broadband	BayWEB Service Area	Cable Modem	High Speed 6	up to 6.0	\$44.95	Alamo, Burlingame, Concord, Daly City, Redwood City, San Francisco, San Mateo, South San Francisco, and Walnut Creek

Wave Broadband	BayWEB Service Area	Cable Modem	High Speed 10	up to 10	\$34.95 for first 12 months	Alamo, Burlingame, Concord, Daly City, Redwood City, San Francisco, San Mateo, South San Francisco, and Walnut Creek
Wave Broadband	BayWEB Service Area	Cable Modem	High Speed 18	up to 18	\$49.95 for first 12 months	Alamo, Burlingame, Concord, Daly City, Redwood City, San Francisco, San Mateo, South San Francisco, and Walnut Creek
Wave Broadband	BayWEB Service Area	Cable Modem	High Speed 3 Business	up to 3.0	\$44.95	Alamo, Burlingame, Concord, Daly City, Redwood City, San Francisco, San Mateo, South San Francisco, and Walnut Creek
Wave Broadband	BayWEB Service Area	Cable Modem	High Speed 10 Business	up to 10	\$69.95	Alamo, Burlingame, Concord, Daly City, Redwood City, San Francisco, San Mateo, South San Francisco, and Walnut Creek Requires 3-yr contract.
Wave Broadband	BayWEB Service Area	Cable Modem	High Speed 18 Business	up to 18	\$89.95	Alamo, Burlingame, Concord, Daly City, Redwood City, San Francisco, San Mateo, South San Francisco, and Walnut Creek Requires 3-yr contract.

WildBlue	BayWEB Service Area	Satellite	Select	up to 1.0	\$69.95 for 24 mnths	No service in Dillon Beach, Nicasio, Woodville, Aetna Springs, Oakville, Spanish Flat, Pierce.
WildBlue	BayWEB Service Area	Satellite	Pro	up to 1.5	\$79.95 for 24 months	No service in Dillon Beach, Nicasio, Woodville, Aetna Springs, Oakville, Spanish Flat, Pierce.

Competitor Data - Middle Mile Service Providers

Service Provider	Service Areas Where Service Available	Technology Platform	Service Tiers	Distance Band or Point-to-Point	Minimum Peak Load Network Bandwidth Capacity	Pricing	Other Comments/Description/Features or Limitations
Global Valley Networks	BayWEB Service Area	High Capacity Service	DS1	Point to Point	1.544 mbps	\$176.82/month	Non-recurring charge - \$181
			DS3	Point to Point	44.736 mbps	\$2051.19/month	Non-recurring charge - \$499
Frontier Communications: Citizens Telecommunications Company of California	BayWEB Service Area	High Capacity Service	DS1	Point to Point	1.544 mbps	\$175.00	Non-recurring charge - \$633
			DS3	Point to Point	44.736 mbps	ICB	
							Includes Adin, Alameda, Alturas, Arbuckle, Bieber, Brooks, Burney, Cedarville, Chester, Colusa, Copay, Courtland, Eagle Lake, Elk Grove, Fall River Mills, Ferndale, Greenville, Grimes, Guinda, Herlong, Isleton, Janesville, Keddie, Lake Almanor, Livingston, Maxwell, McCloud, Meadowview, Merced, Milville, Mineral, Montgomery Creek, Needles, Oak Run, Patterson, Paynes Creek, Princeton, Ravendale, Petrolia, Rio Vista, Rumsey in Yolo County, San Antonio, Santa Clara Counties, Shingletown, Stanislaus, Susanville, Tuolumne and Walnut Grove, Westley, Westwood and Williams areas
			DS3	Point to Point	44.736 mbps	\$3,176.30/month	Non-recurring charge - \$3,375 Minimum 1 year

Verizon	BayWEB Service Area	High Capacity Service	12xDS3	Point to Point	12x 44.736 mbps	\$6,337.50/month	Non-recurring charge -\$5,250 Minimum 1 year
			24xDS3	Point to Point	24x 44.736 mbps	\$10,875.00/month	Non-recurring charge -\$9,000 Minimum 1 year
AT&T	BayWEB Service Area	High Capacity Service	GigaMAN	Point to Point	1.25 gbps	\$2216.67/month	Non-recurring charge - \$181
			DS3 - Fiber	Point to Point	44.736 mbps	\$2364.48/month	Non-recurring charge - \$29,319
			3XDS3 - Fiber	Point to Point	3x 44.736 mbps	\$7148/month	Non-recurring charge - \$53,153
			12xDS3 - Fiber	Point to Point	12x 44.736 mbps	\$10,403/month	Non-recurring charge - \$3310 Minimum 3-year
Cox Communications	BayWEB Service Area	High Capacity Service	DS3	> 1 mile	44.736 mbps	\$1000/month \$10/mile	Non-recurring charge - \$500 Minimum 1 year
			DS3	< 1 mile	44.736 mbps	\$950/month	Non-recurring charge - \$500 Minimum 1 year
			OC3	> 1 mile	155.52 mbps	\$2800/month \$50/mile	Non-recurring charge - \$2500 Minimum 1 year
			OC3	< 1 mile	155.52 mbps	\$2600/month	Non-recurring charge - \$2500 Minimum 1 year
			OC12	> 1 mile	622.08 mbps	\$7900/month \$300/mile	Non-recurring charge - \$3000 Minimum 1 year
			OC12	< 1 mile	622.08 mbps	\$7500/month	Non-recurring charge - \$3000 Minimum 1 year
			OC48	> 1 mile	2.4 gbps	\$23,000/month \$200/mile	Non-recurring charge - \$5000 Minimum 1 year
			OC48	< 1 mile	2.4 gbps	\$22,000/month	Non-recurring charge - \$5000 Minimum 1 year
Level 3 Communications	BayWEB Service Area	High Capacity Service	DS1	> 1 mile	1.544 mbps	\$13.55/mile	Non-recurring charge - \$525 Minimum 1 year
			DS1	Fixed	1.544 mbps	\$200/month	Non-recurring charge - \$525 Minimum 1 year
			DS3	<1 mile	44.736 mbps	950/month	Non-recurring charge - \$500 Minimum 1 year
			DS3	> 1 mile	44.736 mbps	\$1000/month \$10/mile	Non-recurring charge - \$500 Minimum 1 year
			OC3	> 1 mile	155.52 mbps	\$2800/month \$50/mile	Non-recurring charge - \$2500 Minimum 1 year
			OC3	< 1 mile	155.52 mbps	\$2600/month	Non-recurring charge - \$2500 Minimum 1 year
			OC12	> 1 mile	622.08 mbps	\$7900/month \$300/mile	Non-recurring charge - \$3000 Minimum 1 year
			OC12	< 1 mile	622.08 mbps	\$7500/month	Non-recurring charge - \$3000 Minimum 1 year
			OC48	> 1 mile	2.4 gbps	\$23,000/month \$200/mile	Non-recurring charge - \$5000 Minimum 1 year

			OC48	< 1 mile	2.4 gbps	\$22,000/month	Non-recurring charge - \$5000 Minimum 1 year
AirCloud Communications	BayWEB Service Area	Point to Multipoint	Business 5G		5 mbps sync	\$399/month	
Covad Wireless	BayWEB Service Area	Point to Multipoint	Business 1.5 Mbps T1		1.5 mbps sync	\$389.00	1-Year contract required

Income Statement

	Forecast Period							
	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8
Revenues								
Broadband Offerings								
Wholesale Data								
Retail Data								
Dark Fiber								
Collocation								
Other (list specific services) Public Safety								
Other Network Driven Revenues								
Video Services								
Voice Services (local/toll/long distance)								
Other (list specific services)								
Universal Service Fund								
Installation Revenues								
Other Revenues								
Total Revenues								
Expenses								
Backhaul								
Network Maintenance/Monitoring								
Utilities								
Leasing								
Sales/Marketing								
Customer Care								
Billing								
Corporate G&A								
Other Operating Expense								
Total								
EBITDA								
Depreciation								
Amortization								
Earnings Before Interest and Taxes								
Interest Expense								
Income Before Taxes								
Property Tax								
Income Taxes								
Net Income								

Revenue Assumptions:

Motorola is the owner and operator of the Network. There are multiple types of users that will utilize the Network. The public safety anchor institution will join the network and will pay a monthly, per subscriber, airtime fee. The revenue stated above in the Other category reflects the direct revenue Motorola would receive from the Public Safety users. The other two categories of users are the other anchor institutions, businesses and residential users. The model used in the revenue assumption for these two groups of customers is a wholesale model. Motorola owns the network and would sell airtime to wholesalers. The wholesalers would then sell airtime to the retailers (the WiSPs in our Model). The WiSP would then in turn sell the service to the Anchor institutions and residential users.

The direct revenue to Motorola, and reflected in the numbers above, is the fee from the Wholesalers to Motorola.

Note: There is no revenue associated with the capital purchase of the subscriber units included in the above numbers. The reason for that is, they are not obligated to purchase the subscriber units from Motorola and we do not have an agreement in place for the pricing and purchase of the subscriber units.

Statement of Cash Flows

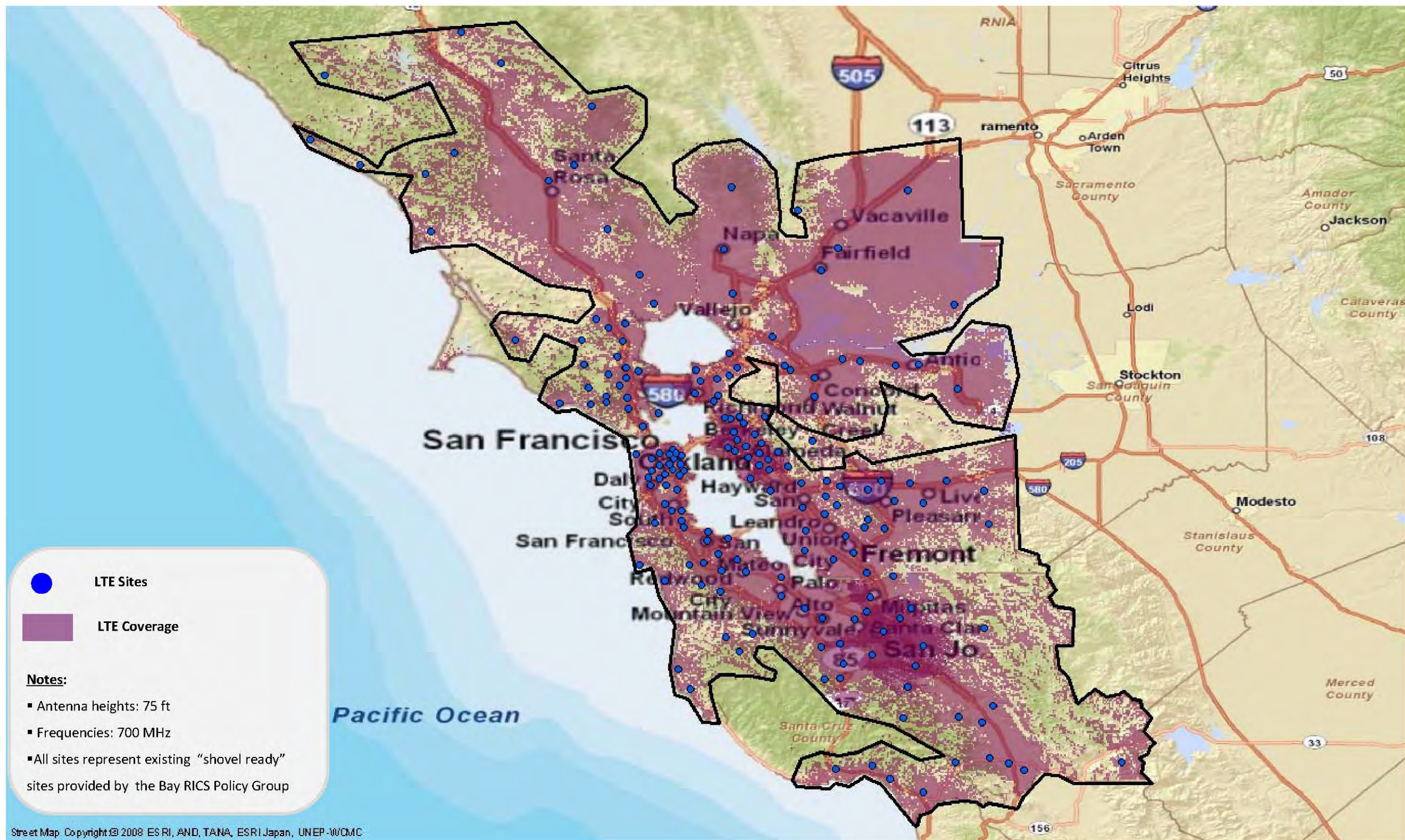
	Forecast Period							
	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8
Beginning Cash								
CASH FLOWS FROM OPERATING ACTIVITIES:								
Net Income								
<i>Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities</i>								
Add: Depreciation								
Add: Amortization								
<i>Changes in Current Assets and Liabilities:</i>								
Marketable Securities								
Accounts Receivable								
Inventory								
Prepayments								
Other Current Assets								
Accounts Payable								
Other Current Liabilities								
Net Cash Provided (Used) by Operations								
CASH FLOWS FROM INVESTING ACTIVITIES:								
Capital Expenditures								
Amortizable Asset (Net of Amortization)								
Long-Term Investments								
Net Cash Used by Investing Activities								
CASH FLOWS FROM FINANCING ACTIVITIES:								
Notes Receivable								
Notes Payable								
Principal Payments								
New Borrowing (Grant Obligation)								
Additional Paid-in Capital								
Additions to Patronage Capital Credits								
Payment of Dividends								
Net Cash Used by Investing Activities								
Net Increase (Decrease) in Cash								
Ending Cash								

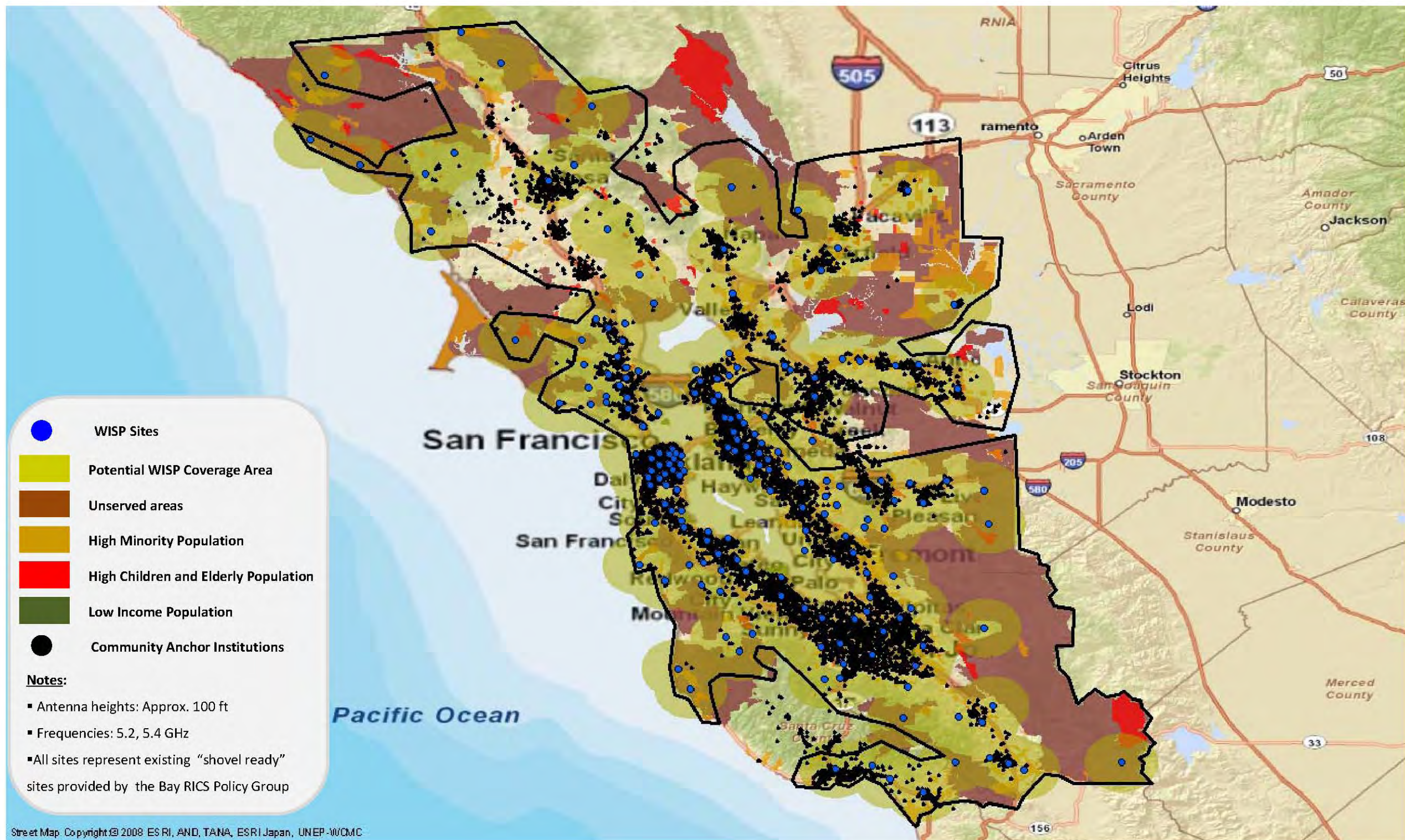
NPV/IRR Table

	Net Present Value	Internal Rate of Return
Without BTOP Funding		
With BTOP Funding		

Revenue Assumptions		
Factor	Specific Metric Used in Analysis	Rationale (Cite Basis)
Customers Passed		
Anchor Institutions - Public Safety	Subscriber units, based on the Subscriber Estimates attachment, multiplied by a monthly subscription rate per subscriber [REDACTED]	Since Motorola will be the owner and operator of this network, the model is a carrier type model which charges users a fee to use the system. This is consistent with other build, own and operate models with which Motorola has been involved.
Anchor Institutions - Segment B		
Businesses		
Households		
Last Mile Providers	Usage fees, based on the Subscriber Estimates attachment, calculated using expected capacity based on the type of end user served by the last-mile provider [REDACTED]	Since Motorola will be the owner and operator of this network, the model is a carrier type model which charges users a fee to use the system. This is consistent with other build, own and operator models with which Motorola has been involved.
Other		
Take Rate (should likely vary across 8-Year Forecast)		
Anchor Institutions - Segment A		
Anchor Institutions - Segment B		
Businesses		
Households		
Last Mile Providers		
Direct Customer Connections		
Customer Segment A		
Customer Segment B		
Other		
Average Revenue per User (may vary across 8-year forecast)		
Anchor Institutions - Segment A		
Anchor Institutions - Segment B		
Businesses		
Households		
Last Mile Providers		
Other		

Expense Assumptions		
Factor	Specific Metric Used in Analysis	Rationale (Cite Basis)
Network Expenses		
Backhaul		
Maintenance	[REDACTED]	The types of services that are included in the maintenance and operations include: Software and Hardware maintenance of Motorola and Third Party equipment, System support center, Field resources, building and site leases, lease lines, computers and billing system.
Utilities		
Leasing		
Depreciation	Straight line Depreciation [REDACTED]	
Other		
Sales & Marketing		
Advertising		
Commissions		
Salaries		
Other		
Customer Care & Billing		
Systems		
Personnel		
Other		
General & Administrative		
Professional Services		
Insurance		
Non-Network Utilities		
Travel		
Supplies		
Miscellaneous		
Interest Expenses		
Debt Instrument A		
Debt Instrument B		
Taxes		
Federal Tax Rate	[REDACTED]	
Other Tax Rates - Personal Property Tax	[REDACTED]	





4 Pages

Withheld in their entirety
pursuant to FOIA Exemption 4
(5 U.S.C. § 552 (b)(4))

**U.S. Department of Commerce
Broadband Technology Opportunities Program
Authentication and Certifications (Modified)**

1. I certify that I am the duly Authorized Organization Representative (AOR) of the applicant organization, and that I have been authorized to submit the attached application on its behalf.
2. I certify 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.
3. 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.
4. 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 Department of Commerce Pre-Award Notification Requirements for Grants and Cooperative Agreements ("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); the Department of Commerce American Recovery and Reinvestment Act Award Terms (Apr. 9, 2009); and any Special Award Terms and Conditions that are included by the Grants Officer in the award*.
5. I certify that any funds awarded to the entity(ies) I represent as a result of this application will not result in any unjust enrichment of such entity(ies) or duplicate any funds such entity(ies) receive under federal universal service support programs administered by the Universal Service Administrative Corporation (USAC).
6. I certify that the entity(ies) I represent has secured access to pay the 20% of total project cost or has petitioned the Assistant Secretary of NTIA for a waiver of the matching requirement.

*** Subject to the Request for Waiver under NOFA Section X.N Waiver Authority and Exceptions to BTOP Grant Requirements that is included in the application.**

25th March 2010
Date


Authorized Organization Representative Signature

Derek Phipps
Print Name

Vice President, Motorola Sales and Service Inc.
Title