

RECIPIENT NAME:Utopia

AWARD NUMBER: NT10BIX5570127

DATE: 02/23/2012

OMB CONTROL NUMBER: 0660-0037
EXPIRATION DATE: 12/31/2013

QUARTERLY PERFORMANCE PROGRESS REPORT FOR BROADBAND INFRASTRUCTURE PROJECTS

General Information

| | | |
|---|---|--|
| 1. Federal Agency and Organizational Element to Which Report is Submitted Department of Commerce, National Telecommunications and Information Administration | 2. Award Identification Number NT10BIX5570127 | 3. DUNS Number 023764206 |
| 4. Recipient Organization Utopia 2175 S Redwood Rd, Salt Lake City, UT 84119-1319 | | |
| 5. Current Reporting Period End Date (MM/DD/YYYY) 12-31-2011 | 6. Is this the last Report of the Award Period? <input type="radio"/> Yes <input checked="" type="radio"/> No | |
| 7. Certification: I certify to the best of my knowledge and belief that this report is correct and complete for performance of activities for the purposes set forth in the award documents. | | |
| 7a. Typed or Printed Name and Title of Certifying Official Scott Woolsey | 7c. Telephone (area code, number and extension) 8016133800 | |
| | 7d. Email Address swoolsey@utopianet.org | |
| 7b. Signature of Certifying Official Submitted Electronically | 7e. Date Report Submitted (MM/DD/YYYY): 02-23-2012 | |

Project Indicators (This Quarter)

1. Please describe significant project accomplishments completed during this quarter (600 words or less).
 Thirty eight Community Anchor Institutions and Thirty remote facilities for Community Anchor Institutions are now connected using BTOP funds. These connections consist of public safety entities, schools (k-12), Institutions of higher education, community colleges, community support organizations, government facilities, and medical facility. Twenty-Five miles of fiber have been installed collectively in the cities of Centerville, Orem, Midvale, West Valley and Murray. Network Design is complete in Centerville, Murray, 40% of Midvale, 15% West Valley, 40% of Layton, and 80% of Orem. Construction activities are well underway with 27.49 full-time equivalent jobs created during the quarter. Some delays are being experienced in obtaining rights of way and permits, and obtaining commitments from planned anchor institutions, but these delays will not currently affect final completion of the project as planned in Q4_2012.

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

| | Milestone | Percent Complete | Narrative (describe reasons for any variance from baseline plan or subsequent written updates provided to your program officer) |
|-----|--|------------------|---|
| 2a. | Overall Project | 14 | See Narratives below indicating reasons for variance. It is actually more than 14% complete. |
| 2b. | Environmental Assessment | 100 | No variance. A FONSI was issued for the project. UTOPIA has implemented protocols and measures to ensure compliance with required Best Management Practices for attaching the Broadband Cable to Historic structures provided by NTIA and in concurrence with the State Historic Preservation Society requirements. Protocols and measures to be implemented include technical training, compliance directives, site specific surveys identifying special compliance requirements, and inspection/supervision during and after installations. Project Protection Protocols and Measurement activities are being implemented. |
| 2c. | Network Design | 38 | Milestone baseline variance continued due to longer than expected time frames to secure rights of way and easements for many points of interconnect in Midvale, West Valley, Layton, and Orem, and a delay in incurring the costs for work performed which would add an additional 10%. The network design and detailed route engineering is dependent on securing these sites in order for work to begin. The expenditures for 2c, 2d, and 2e are captured collectively as the engineering for the project. Generally the physical completion of the Network Design lags slightly behind the completion of the associated Rights of Way. These delays are not expected to impact project completion. |
| 2d. | Rights of Way | 38 | Milestone baseline variance continued due to longer than expected time frames to secure rights of way and easements for many points of interconnect in Midvale, West Valley, Layton, and Orem, and a delay in incurring the costs for work performed which would add an additional 10%. The expenditures for 2c, 2d, and 2e are captured collectively as the engineering for the project. The network design and detailed route engineering is dependent on securing these sites in order for work to begin. These delays are not expected to impact project completion. |
| 2e. | Construction Permits and Other Approvals | 38 | Milestone baseline variance continued due to longer than expected time frames to secure rights of way and easements for many points of interconnect in Midvale, West Valley, Layton, and Orem, and a delay in incurring the costs for work performed which would add an additional 10%. The network design and detailed route engineering is dependent on securing these sites in order for work to begin. The expenditures for 2c, 2d, and 2e are captured collectively as the engineering for the project. These delays are not expected to impact project completion. |
| 2f. | Site Preparation | 8 | Five points of interconnect are complete. Milestone baseline variance is because site preparation for six points of interconnection that are still in progress or costs have not been fully incurred. This variance is not |

| | Milestone | Percent Complete | Narrative (describe reasons for any variance from baseline plan or subsequent written updates provided to your program officer) |
|-----|--|------------------|--|
| | | | expected to impact project completion |
| 2g. | Equipment Procurement | 16 | Significant progress was made during this Quarter, however milestone baseline variance continued into this quarter. Some equipment has been ordered but costs have not been incurred to the project. Costs for this equipment will be incurred during the next few quarters as they are received and installed. |
| 2h. | Network Build (all components - owned, leased, IRU, etc) | 13 | Significant progress was made during this Quarter. The milestone baseline variance is partially due to use of existing conduit resulting in lower costs. Seven additional miles of fiber were installed during this quarter and significant amounts of construction activities are in progress. The expenditures for 2h, 2i, and 2j are captured collectively as the construction for the project. This variance will not negatively impact completion of the project. |
| 2i. | Equipment Deployment | 13 | Significant progress was made during this Quarter. The milestone baseline variance is partially due to use of existing conduit resulting in lower costs. Seven additional miles of fiber were installed during this quarter and significant amounts of construction activities are in progress. The expenditures for 2h, 2i, and 2j are captured collectively as the construction for the project. Generally the physical completion of the Equipment Deployment lags slightly behind the completion of the Network Build. This variance will not negatively impact completion of the project. |
| 2j. | Network Testing | 13 | Significant progress was made during this Quarter. The milestone baseline variance is partially due to use of existing conduit resulting in lower costs. Seven additional miles of fiber were installed during this quarter and significant amounts of construction activities are in progress. The expenditures for 2h, 2i, and 2j are captured collectively as the construction for the project. Generally the physical completion of the Network Testing lags slightly behind the completion of the Network Build. This variance will not negatively impact completion of the project. |
| 2k. | Other (please specify): | 26 | Milestone baseline variance is due to lower than expected installation costs and challenges in finalizing community anchor institution agreements. A primary resource for securing community anchor institution agreements left the organization a few months ago. New resources are now in place. Thirty eight community anchor connections are connected , but costs are fully not incurred. This variance will not negatively impact completion of the project. |

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

Some delays have been experienced in obtaining community anchor institution agreements, acquisition of rights of way, procurement of fiber optic cable, construction, and network equipment procurement. These delays will not impact overall completion. Alternative supplier sources and rights of way locations have been secured to avoid delays in subsequent quarters. Contract negotiations with community anchor institutions are improving through strategic partnerships with our service providers.

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

| Indicator | Total | Narrative (describe your reasons for any variance from the baseline plan or any other relevant information) |
|-----------|-------|---|
| | | |

| Indicator | Total | Narrative (describe your reasons for any variance from the baseline plan or any other relevant information) |
|--|-------|---|
| New network miles deployed | 25 | Milestone baseline variance continued due to longer than expected time frames to secure rights of way and easements for many points of interconnect, procure fiber optic cable, and construction delays. These delays are not expected to significantly impact project completion. The baseline is expected to be recovered by the end of Q2-2012 |
| New network miles leased | 0 | N/A |
| Existing network miles upgraded | 0 | N/A |
| Existing network miles leased | 0 | N/A |
| Number of miles of new fiber (aerial or underground) | 25 | Milestone baseline variance continued due to longer than expected time frames to secure rights of way and easements for many points of interconnect, procure fiber optic cable, and construction delays. These delays are not expected to significantly impact project completion. The baseline is expected to be recovered by the end of Q2-2012 |
| Number of new wireless links | 0 | N/A |
| Number of new towers | 0 | N/A |
| Number of new and/or upgraded interconnection points | 7 | Milestone baseline variance continued due to longer than expected time frames to secure rights of way and easements for many points of interconnect and construction delays. These delays are not expected to significantly impact project completion. The baseline is expected to be recovered by the end of Q2-2012 |

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

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

| Indicators | |
|---|----|
| Number of signed agreements with broadband wholesalers or last mile providers | 13 |
| Number of agreements currently being negotiated with broadband wholesalers or last mile providers | 2 |
| Average term of signed agreements (in quarters) | 0 |

5b. Please list the names of the wholesale and last mile providers with whom you have signed agreements (100 words or less). Providers: Thirteen agreements with providers have improved access to subscribers resulting from the investment of BTOP funds.

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

29 wholesale data packages are available to service providers and other government entities. Please see attachment.

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

N/A

6. Please provide the data according to the type of subscriber. Write "0" in the Total column and "N/A" in the Narrative column if your project does not pass or serve a particular subscriber type. Unless otherwise indicated in the instructions, figures should be reported

cumulatively from award inception to the end of the most recent reporting quarter. Please provide a narrative description if the total is different from the target provided in your baseline plan (300 words or less).

| Subscriber Type | Access Type | Total | Narrative (describe your reasons for any variance from the baseline plan or any other relevant information) |
|--|---|-------|---|
| Broadband Wholesalers or Last Mile Providers | Providers with signed agreements receiving new access | 0 | N/A |
| | Providers with signed agreements receiving improved access | 13 | Thirteen existing service providers are receiving improved access to subscribers because of BTOP funds |
| | Providers with signed agreements receiving access to dark fiber | 0 | N/A |
| | Please identify the speed tiers that are available and the number of subscribers for each | 29 | See the attached service offerings. |
| Community Anchor Institutions (including Government institutions) | Total subscribers served | 38 | Fewer agreements were secured than anticipated due to challenges in finalizing terms and an unexpected reduction in resources. Additional resources are now secured and we anticipate recovering the baseline during the next two quarters. |
| | Subscribers receiving new access | 9 | Receiving new services through UTOPIA or UTOPIA Service Providers |
| | Subscribers receiving improved access | 29 | Receiving improved services through UTOPIA or UTOPIA Service Providers |
| | Please identify the speed tiers that are available and the number of subscribers for each | 28 | There are 28 speed tiers currently available to community anchor institutions. See attachment indicating the number of subscribers for each. |
| Residential / Households | Entities passed | 10 | Passed using the middle mile lateral cable to an anchor. |
| | Total subscribers served | 0 | N/A |
| | Subscribers receiving new access | 0 | N/A |
| | Subscribers receiving improved access | 0 | N/A |
| | Please identify the speed tiers that are available and the number of subscribers for each | 1 | There are 1 speed tier currently available to residential service providers which they re-sale to residential households. See attachment indicating the number of subscribers for each. |
| Businesses | Entities passed | 5 | Passed using the middle mile lateral cable to an anchor institution. |
| | Total subscribers served | 0 | N/A |
| | Subscribers receiving new access | 0 | N/A |
| | Subscribers receiving improved access | 0 | N/A |
| | Please identify the speed tiers that are available and the number of subscribers for each | 15 | There are 15 speed tiers currently available to businesses through existing service providers. See attachment indicating the number of subscribers for each. |

7. Please describe any special offerings you may provide (600 words or less).

N/A

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

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

N/A

9. Community Anchor Institutions:

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

| Institution Name | Service Area (town or county) | Type of Anchor Institution (as defined in your baseline) | Are you also the broadband service provider for this institution? (Yes / No) | Narrative description of how anchor institutions are using BTOF-funded infrastructure |
|--|-------------------------------|--|--|---|
| Centerville City Hall: AID# 291414 | Centerville | Other Government Facility | Yes | Broadband Communications for Operations, Security, and Facility Management Systems |
| Centerville Parks & Recreation: AID# 365843 | Centerville | Other Government Facility | Yes | Broadband Communications for Operations, Security, and Facility Management Systems |
| Centerville Public Works: AID# 289488 | Centerville | Other Government Facility | Yes | Broadband Communications for Operations, Security, and Facility Management Systems |
| CV Community Park: AID# 365877 | Centerville | Other Government Facility | Yes | Broadband Communications for Operations, Security, and Facility Management Systems |
| CV Freedom Hills Park: AID# 365984 | Centerville | Other Government Facility | Yes | Broadband Communications for Operations, Security, and Facility Management Systems |
| CV Porter Walton Park: AID# 349675 | Midvale | Other Government Facility | Yes | Broadband Communications for Operations, Security, and Facility Management Systems |
| Beehive Homes: AID# 292820 | Centerville | Medical or Healthcare Provider | No | Broadband Communications for Internet Access, Operations, Security, and Facility Management Systems |
| MD Sewer Lift Station: AID# 365946 | Midvale | Other Government Facility | Yes | Broadband Communications for Operations, Security, and Facility Management Systems |
| MD Sewer Lift Station River Reserve Court: AID# 365947 | Midvale | Other Government Facility | Yes | Broadband Communications for Operations, Security, and Facility Management Systems |
| CV Island View Park: AID# 365870 | Centerville | Other Government Facility | Yes | Broadband Communications for Operations, Security, and Facility Management Systems |

Project Indicators (Next Quarter)

1. Please describe significant project accomplishments planned for completion during the next quarter (600 words or less).
 UTOPIA will provide new broadband connections to approximately 30 additional community anchor institutions throughout West Valley, Layton, Murray, Centerville, Midvale, and Orem. We will construct an additional 47 miles of fiber in parts of Midvale, West Valley, Layton, and Orem. We are working with local leaders using joint community outreach efforts to target business districts in these areas who will use the network to bolster economically distressed areas. Engineering will be completed in 90% of Orem, 30% of West Valley, 50% of Midvale, and 80% of Layton. We will deploy and test an additional 18 points of interconnection. Procurement activities will include the purchase of network equipment, test equipment, construction materials, fiber optic cable, and construction management and inspection equipment.

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

| Milestone | Planned Percent Complete | Narrative (describe reasons for any variance from baseline plan or any other relevant information) |
|-----------|--------------------------|--|
| | | |

| | Milestone | Planned Percent Complete | Narrative (describe reasons for any variance from baseline plan or any other relevant information) |
|-----|--|--------------------------|--|
| 2a. | Overall Project | 42 | Milestone baseline variance will continue into this quarter but will be much closer to the original baseline. Reasons for variance are indicated below. Overall the project will track closely with most key indicators as cost factors are lagging due to lower than expected project costs or pending payments for goods or services received. This variance will not negatively impact completion of the project. We anticipate catching up to our baseline projections by the end of Q2-2012. |
| 2b. | Environmental Assessment | 100 | No Variance. A FONSI was issued for the project. UTOPIA has implemented protocols and measures to ensure compliance with required Best Management Practices for Attaching to Broadband Cable to Historic structures provided by NTIA and in concurrence the State Historic Preservation Society requirements. Protocols and measures to be implemented include technical training, compliance directives, site specific surveys identifying special compliance requirements and inspection/supervision during and after installations. |
| 2c. | Network Design | 80 | Milestone baseline variance continued due to longer than expected time frames to secure rights of way and easements for many points of interconnect in Midvale, West Valley, and Orem. The expenditures for 2c, 2d, and 2e are captured collectively as the engineering for the project. Generally the physical completion of the Network Design lags slightly behind the completion of the associated Rights of Way. The network design and detailed route engineering is dependent on securing these sites in order for design work to begin. These delays are not expected to significantly impact project completion, key indicators and initial construction activities. We anticipate catching up to our baseline projections by end of Q2-2012. |
| 2d. | Rights of Way | 80 | Milestone baseline variance continued due to longer than expected time frames to secure rights of way and easements for many points of interconnect in Midvale, West Valley, and Orem. The expenditures for 2c, 2d, and 2e are captured collectively as the engineering for the project. These delays are not expected to significantly impact project completion, key indicators and initial construction activities. We anticipate catching up to our baseline projections by end of Q2-2012. |
| 2e. | Construction Permits and Other Approvals | 80 | Milestone baseline variance continued due to longer than expected time frames to secure rights of way and easements for many points of interconnect in Midvale, West Valley, and Orem. The Construction Permits and Other Approvals are dependent upon finalizing design and route engineering. The expenditures for 2c, 2d, and 2e are captured collectively as the engineering for the project. These delays are not expected to significantly impact project completion, key indicators and initial construction activities. We anticipate catching up to our baseline projections by end of Q2-2012. |
| 2f. | Site Preparation | 45 | Milestone baseline will be exceeded during this Quarter. Sixteen additional points of interconnection will be completed during this quarter with six more progress. |
| 2g. | Equipment Procurement | 55 | Milestone baseline variance will continue into this quarter but the project will make significant gains and track much closer to the original baseline. Additional equipment is ordered and costs are incurred as they are needed rather than procuring all the equipment up front. This variance will not negatively impact completion of the project. We anticipate catching up to our baseline projections by end of Q3-2012. |
| 2h. | Network Build (all components - owned, leased, IRU, etc.) | 38 | Milestone baseline will be met and continue to track much closer to the original baseline. The expenditures for 2h, 2i, and 2j are captured collectively as the construction for the project. An additional 47 miles of fiber and 18 points of interconnect will be completed during this quarter. |
| 2i. | Equipment Deployment | 38 | Milestone baseline will be met and continue to track much closer to the original baseline. The expenditures for 2h, 2i, and 2j are captured collectively as the construction for the project. An additional 47 miles of fiber and 18 points of interconnect will be completed during this quarter. |
| 2j. | Network Testing | 38 | Milestone baseline will be met and continue to track much closer to the original baseline. The expenditures for 2h, 2i, and 2j are captured collectively as the construction for the project. An additional 47 miles of fiber and 18 points of interconnect will be completed during this quarter. |
| 2k. | Other (please specify): | 40 | Milestone baseline will be met during this Quarter. This indicator will continue to track closely to the original baseline based on costs associated with community anchor institution connections. |

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

Challenges will continue to be in securing the necessary rights of way and easements to place points of interconnect and finalize the project detailed route engineering. UTOPIA continues to make adjustments to the initial project deployment locations and time frames to mitigate the impacts from these challenges and issues. The project will continue to make significant progress. We anticipate catching up to our baseline projections by end of Q2-2012.

Infrastructure Budget Execution Details

Activity Based Expenditures (Infrastructure)

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

| Budget for Entire Project | | | | Actuals from Project Inception through End of Current Reporting Period | | | Anticipated Actuals from Project Inception through End of Next Reporting Period | | |
|--|---------------------|-----------------------|----------------------|--|--------------------|--------------------|---|--------------------|--------------------|
| Cost Classification | Total Cost (plan) | Matching Funds (plan) | Federal Funds (plan) | Total Cost | Matching Funds | Federal Funds | Total Costs | Matching Funds | Federal Funds |
| a. Administrative and legal expenses | \$60,925 | \$60,925 | \$0 | \$45,000 | \$45,000 | \$0 | \$47,250 | \$47,250 | \$0 |
| b. Land, structures, right-of-ways, appraisals, etc. | \$1,879,920 | \$583,926 | \$1,295,994 | \$225,910 | \$38,923 | \$186,987 | \$520,593 | \$161,703 | \$358,890 |
| c. Relocation expenses and payments | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 |
| d. Architectural and engineering fees | \$1,213,358 | \$376,884 | \$836,474 | \$482,684 | \$83,396 | \$399,288 | \$970,686 | \$301,507 | \$669,179 |
| e. Other architectural and engineering fees | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 |
| f. Project inspection fees | \$1,056,000 | \$603,762 | \$452,238 | \$289,048 | \$225,333 | \$63,715 | \$528,000 | \$301,881 | \$226,119 |
| g. Site work | \$1,560,000 | \$484,555 | \$1,075,445 | \$129,608 | \$114,367 | \$15,241 | \$624,000 | \$193,822 | \$430,178 |
| h. Demolition and removal | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 |
| i. Construction | \$16,130,066 | \$5,010,193 | \$11,119,873 | \$1,947,127 | \$592,394 | \$1,354,733 | \$6,290,725 | \$1,953,975 | \$4,336,750 |
| j. Equipment | \$2,171,421 | \$722,124 | \$1,449,297 | \$352,689 | \$22,879 | \$329,810 | \$1,194,281 | \$397,168 | \$797,113 |
| k. Miscellaneous | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 |
| l. SUBTOTAL (add a through k) | \$24,071,690 | \$7,842,369 | \$16,229,321 | \$3,472,066 | \$1,122,292 | \$2,349,774 | \$10,175,535 | \$3,357,306 | \$6,818,229 |
| m. Contingencies | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 |
| n. TOTALS (sum of l and m) | \$24,071,690 | \$7,842,369 | \$16,229,321 | \$3,472,066 | \$1,122,292 | \$2,349,774 | \$10,175,535 | \$3,357,306 | \$6,818,229 |

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

| | |
|---|------------------------------------|
| a. Application Budget Program Income: \$953,688 | b. Program Income to Date: \$4,840 |
|---|------------------------------------|