

**QUARTERLY PERFORMANCE PROGRESS REPORT FOR BROADBAND INFRASTRUCTURE PROJECTS**

**General Information**

<b>1. Federal Agency and Organizational Element to Which Report is Submitted</b>  Department of Commerce, National Telecommunications and Information Administration	<b>2. Award Identification Number</b>  NT10BIX5570146	<b>3. DUNS Number</b>  142605331
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<b>4. Recipient Organization</b>  SHO-ME Technologies, L.L.C. 301 W Jackson St., Marshfield, MO 65706-2128
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<b>5. Current Reporting Period End Date (MM/DD/YYYY)</b>  09-30-2012	<b>6. Is this the last Report of the Award Period?</b>  <input type="radio"/> Yes <input checked="" type="radio"/> No
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**7. Certification:** I certify to the best of my knowledge and belief that this report is correct and complete for performance of activities for the purposes set forth in the award documents.

<b>7a. Typed or Printed Name and Title of Certifying Official</b>  Miles Brusherd	<b>7c. Telephone (area code, number and extension)</b>  X
	<b>7d. Email Address</b>  Mbrusherd@shometech.com

<b>7b. Signature of Certifying Official</b>  Submitted Electronically	<b>7e. Date Report Submitted (MM/DD/YYYY):</b>  11-15-2012
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**Project Indicators (This Quarter)****1. Please describe significant project accomplishments completed during this quarter (600 words or less).****a) Special Award Condition (SAC) accomplishments:**

- [i] Issuance, submittal and approval of American Recovery and Reinvestment Act (ARRA) Prime Recipient Report for 2nd Quarter 2012.
- [ii] Issuance, submittal and approval of Federal Financial Report (FFR) Standard Form 425 (SF-425) for 2nd Quarter 2012.
- [iii] Issuance, submittal and approval of Performance Progress Report (PPR) for 2nd Quarter 2012.
- [iv] Satisfied obligation of 67% substantial project completion due in 3rd Quarter 2012.

**b) Overall Project Accomplishments:**

- [i] Underground construction continued resulting in an additional 91 miles of underground fiber during the quarter, of which 3 miles of optical ground wire (OPGW) were hung on electrical transmission lines, bringing our new fiber construction total to 301 miles. An additional 72 miles of in-kind fiber was contributed. The progress in 3rd Quarter 2012 brings overall project total of underground and aerial fiber to 937 miles.
- [ii] Completed splicing and testing of fiber as well as the installation and commissioning of dense wavelength division multiplexing (DWDM) equipment on 8 routes between Points of Presence (PoP) locations including: Marshfield to Buffalo, Preston to Warsaw, Warsaw to Sedalia, Sedalia to Tipton, Jefferson City to Linn, Linn to Hermann, Linn to Vienna, and Tipton to Jefferson City.
- [iii] Pre-construction meeting with contractor awarded fiber installation to 24 Community Anchor Institutions. Construction began on this project during 3rd Quarter 2012.
- [iv] Pre-construction meeting with contractor awarded underground fiber route between Springfield and Noble Hill. Construction began on this project during 3rd Quarter 2012.
- [v] Sho-Me prepared and submitted an Award Action Request (AAR) for a route modification from the "Bakersfield to Thayer" route to an alternative "Marshfield to Preston" route. NTIA approved the AAR in 4th Quarter 2012.
- [vi] Preparation of an EHP checklist for a proposed AAR to replace 12 original Community Anchor Institutions with 12 new CAIs.
- [vii] Fiber construction contractor continues on the 63-mile "Hermann to Washington to Bem" underground fiber route completing 62 miles of innerduct, to date, ahead of crews blowing in 46 miles of fiber.
- [viii] Secured all known and necessary permits for fiber construction routes within rights of way from federal, state and local agencies.
- [ix] Successful Community Outreach continuing with ongoing participation in final sessions of the Regional Technology Planning Teams across Missouri which include citizens, policy makers, business, industry, higher education, schools, healthcare, Internet Service Providers to advance broadband demand and adoption, broadband service and infrastructure availability, within the 30-county project region. Ongoing media participation including live interviews on local radio stations and local newspapers feature articles covering fiber construction and local excitement of fiber availability coming to various communities. Weekly newsletter updates are posted to the "Sho-Me MO" project website and distributed via e-mail.
- [x] Ongoing PI/PD oversight, including compliance oversight, field inspections of construction throughout the project, biweekly team update meetings, ongoing Davis-Bacon Act SF-1445 labor standards interviews of construction crews by Sho-Me personnel and conference calls with FPO and BTOP Team. PI/PDs participated in BTOP webinars covering Award Closeout Procedures, Program Income, Davis-Bacon Act, Compliance, Regional Interconnections, Effective Collaboration among CCI projects, Sustainability Needs, Interconnections, and Successful Outreach and Marketing.
- [xii] Received all shipments of Phase 3 and 4 DWDM and Ethernet equipment procurement at end of Q2 2012 and paid invoices received in Q3 2012.
- [xiii] Procured and received security equipment for the 15 new telecommunications shelters. Installation began in 3rd Quarter 2012.
- [xiv] As a MoBroadbandNow Partner Provider; Sho-Me Technologies completed and submitted the 2nd Qtr 2012 project tracking form as requested by the State of Missouri in accordance with its broadband initiative.

**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	78	Below Baseline by 8% due to fiber availability issues, a longer than anticipated EA process, and because many costs have come in lower than anticipated thus far. Sho-Me anticipates it will meet baseline projections by 1st Quarter 2013.
2b.	Environmental Assessment	90	Below Baseline by 10% due to costs being lower than anticipated. A minimal amount of EA related work is possible in the future, thus the remaining budgeted amount may be expended at a future date.
2c.	Network Design	84	Above Baseline by 4% due to more engineering and design work being performed at the onset of the project than anticipated.
2d.	Rights of Way	38	Below Baseline by 62% due to lower than anticipated rights of way costs. Sho-Me anticipates this category will remain under budget for the remainder of the project as rights of way costs continue to come in under budget.
2e.	Construction Permits and Other Approvals	79	Below Baseline by 21% due to costs being lower than anticipated. Sho-Me anticipates this category will remain under budget for the remainder of the project as permitting costs continue to come in under budget.
2f.	Site Preparation	100	No variance.
2g.	Equipment Procurement	76	Below Baseline by 19% due to lower than anticipated costs relating to DWDM equipment. Sho-Me anticipates this category will remain under budget for the remainder of the project due to lower than anticipated costs.
2h.	Network Build (all components - owned, leased, IRU, etc)	76	Below Baseline by 2% due to the delay in fiber optic cable. Sho-Me plans to meet the baseline by the end of 2012.
2i.	Equipment Deployment	100	Above Baseline by 17% due to increased cost of innerduct.
2j.	Network Testing	0	Below Baseline by 78% because these expenses were moved to another category in Sho-Me's approved 2010 budget revision. Sho-Me will not use this baseline category for remainder of the project.
2k.	Legal, Administrative, Pre-Award Expenses	68	Below Baseline by 15% due to legal and administrative costs being lower than anticipated. Sho-Me anticipates this category will remain under budget for the remainder of the project due to lower than anticipated costs.

**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).**

In early 2011, the Missouri Department of Transportation (MoDOT) announced closing 135 facilities and downsizing its staff size by 1,200 employees which may become a potential constraint on securing timely rights of way and permitting required for fiber route construction.

**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	301	Below baseline of 456 due to unforeseen fiber availability constraints from manufacturers in 2011. However, in the face of this fiber shortage, Sho-Me persisted with continued underground construction. Crews have quickly progressed; resulting in an additional 91 miles of installed fiber during the quarter. Crews remain active; installing fiber into the new conduits to progress towards our baseline. Sho-Me anticipates catching up to baseline by 1st Quarter 2013.
New network miles leased	0	N/A
Existing network miles upgraded	636	Below baseline of 757 due to fiber availability delays which also offsets our ability to splice in-kind segments to pending new fiber builds. Ongoing testing of remaining in-kind fiber continues toward baseline goal of 880 miles. Sho-Me anticipates catching up to baseline by the end of 2012.
Existing network miles leased	0	N/A
Number of miles of new fiber (aerial or underground)	301	Below baseline of 456 due to unforeseen fiber availability constraints from manufacturers in 2011. However, in the face of this fiber shortage, Sho-Me persisted with continued underground construction and installed additional conduit during the quarter. Crews remain active; installing fiber into the new conduits to progress towards our baseline. Sho-Me anticipates catching up to baseline by 1st Quarter 2013.
Number of new wireless links	0	N/A
Number of new towers	0	N/A
Number of new and/or upgraded interconnection points	26	Below baseline of 32 due to unforeseen fiber availability constraint from manufacturers in 2011. An additional 8 interconnection points were installed this quarter and Sho-Me anticipates catching up to baseline by 2nd Quarter 2013.

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	7
Number of agreements currently being negotiated with broadband wholesalers or last mile providers	33
Average term of signed agreements (in quarters)	12

5b. Please list the names of the wholesale and last mile providers with whom you have signed agreements (100 words or less). Providers: Missouri State Office of Administration, Missouri Research and Education Network, Missouri Office of State Courts Administrator, Jefferson City Medical Group, Missouri Wi-Fi, Mid-Missouri Broadband, Central Missouri Computer Services.

Negotiations with other additional providers are in process with no final determination at this time, however, commitments are likely nearer to the project completion date.

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:

Sho-Me MO project offers Dedicated Internet Access, Time Division Multiplexing (TDM) circuits available at line rates from T-1 to OC-48, native Ethernet products from 5 Mb/s to GigE, Optical Wave Services available in 2.5 Gb/s and 10 Gb/s line rates for express routes between Points of Presence.

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 third party operates (600 words or less).

N/A

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**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)
<b>Broadband Wholesalers or Last Mile Providers</b>	Providers with signed agreements receiving new access	5	Above plan due to more providers receiving new access than anticipated. Negotiations with other additional providers are in process with no final determination at this time, however, commitments are likely nearer to the project completion date.
	Providers with signed agreements receiving improved access	2	Below plan due to more providers receiving new access than anticipated. Negotiations with other additional providers are in process with no final determination at this time, however, commitments are likely nearer to the project completion date.
	Providers with signed agreements receiving access to dark fiber	0	No variance.
	Please identify the speed tiers that are available and the number of subscribers for each	7	5 Mbps (0); 10 Mbps (1); 20 Mbps (1); 40Mbps (1); 45Mbps (1); 50 Mbps (1); 100 Mbps (2); 200 Mbps (0); 500 Mbps (0); GigE (0); DS1 (0); DS3 (0); OC-3 (0); OC-12 (0); OC-48 (0); 2.5 Gbps (0); 10 Gbps (0)
<b>Community Anchor Institutions (including Government institutions)</b>	Total subscribers served	51	Below baseline by 28 due to delay in fiber, however Sho-Me has received all fiber ordered for the project and plans to catch up toward baseline by 1st Quarter 2013.
	Subscribers receiving new access	20	Above plan as more CAIs will actually be in the new vs. improved category and due to delay in the fiber, however, Sho-Me has received all fiber ordered for the project and plans to catch up to baseline by 1st Quarter 2013.
	Subscribers receiving improved access	31	Below plan as more CAIs will actually be in the new vs. improved category and due to delay in fiber, however, Sho-Me has received all fiber ordered for the project and plans to catch up to baseline by 1st Quarter 2013.
	Please identify the speed tiers that are available and the number or subscribers for each	6	5 Mbps (0); 10 Mbps (1); 20 Mbps (2); 50 Mbps (0); 100 Mbps (3); 200 Mbps (0); 500 Mbps (0); GigE (0); DS1 (0); DS3 (0); OC-3 (0); OC-12 (0); OC-48 (0); 2.5 Gbps (0); 10 Gbps (0)
<b>Residential / Households</b>	Entities passed	0	N/A
	Total subscribers served	0	N/A
	Subscribers receiving new access	0	N/A
	Subscribers receiving improved access	0	N/A
	Please identify the speed tiers that are available and the number of subscribers for each	0	N/A
<b>Businesses</b>	Entities passed	0	N/A
	Total subscribers served	0	N/A
	Subscribers receiving new access	0	N/A
	Subscribers receiving improved access	0	N/A
	Please identify the speed tiers that are available and the number of subscribers for each	0	N/A

**7. Please describe any special offerings you may provide (600 words or less).**  
None at this time.

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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 BTOP funds. Figures should be reported for the most recent reporting quarter only (NOT cumulatively). Also indicate whether your organization is currently providing broadband service to the anchor institution. Finally, provide a short narrative description with examples of how institutions are using BTOP-funded infrastructure (300 words or less).

Institution Name	Service Area (town or county)	Type of Anchor Institution (as defined in your baseline)	Are you also the broadband service provider for this institution? (Yes / No)	Narrative description of how anchor institutions are using BTOP-funded infrastructure
Mercy Data Center	Washington	Medical or Healthcare	Yes	TBD
Washington Fire Department #3	Washington	Public Safety	Yes	TBD
Beaufort Elementary School	Beaufort	School (K-12)	Yes	TBD

**Project Indicators (Next Quarter)**

1. Please describe significant project accomplishments planned for completion during the next quarter (600 words or less).  
 Rights of Way: Expected to be secured as necessary for ongoing construction.  
 Construction Permits and Other Approvals: Expected to be secured as necessary for ongoing construction.  
 Equipment Procurement: Vendor/RFP/procurement activities will continue for next construction phase.  
 Network Build: Expect to continue installation of DWDM and Ethernet into remaining PoP site shelters, as well as, test, splice, light, and contribute additional miles of in-kind fiber to the project. Continue underground construction on several routes with expected installation of 98 miles of new fiber to rapidly catch up with recently installed conduits. Receiving and paying for construction invoices of Phase 3 and 4 through Q4 2013.  
 Equipment Deployment: Expect to connect the next wave of new CAIs after construction of fiber laterals. Continue negotiation of additional Interconnection Agreements.  
 Community Outreach: Campaign efforts continue with local media and will include participation with initiative partners for coordination of planned broadband development, accessibility and sustainability.  
 Sho-Me's planned project accomplishments through Q4 2012:

- New network miles deployed - bringing total new network miles to 399.
- New network miles leased - 0 miles (not planned)
- Total CAI subscribers connected - 72 CAIs
- Number of signed agreements with broadband wholesalers or last mile providers - 7 agreements

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	87	Below Baseline by 5% due to fiber availability issues, a longer than anticipated EA process, and because many costs have come in lower than anticipated thus far. Sho-Me anticipates it will meet baseline projections by 1st Quarter 2013.
2b.	Environmental Assessment	90	Below Baseline by 10% due to costs being lower than anticipated. A minimal amount of EA related work is possible in the future, thus the remaining budgeted amount may be expended at a future date.
2c.	Network Design	88	Below Baseline by 2% due to more engineering and design work being performed at the onset of the project, the costs attributable to Network Design are expected to decrease.
2d.	Rights of Way	38	Below Baseline by 62% due to lower than anticipated rights of way costs. Sho-Me anticipates this category will remain under budget for the remainder of the project as rights of way costs continue to come in under budget.
2e.	Construction Permits and Other Approvals	79	Below Baseline by 21% due to costs being lower than anticipated. Sho-Me anticipates this category will remain under budget for the remainder of the project as permitting costs continue to come in under budget.
2f.	Site Preparation	100	No variance.
2g.	Equipment Procurement	80	Below Baseline by 20% due to lower than anticipated costs relating to DWDM equipment. Sho-Me anticipates this category will remain under budget for the remainder of the project due to lower than anticipated costs.
2h.	Network Build (all components - owned, leased, IRU, etc.)	97	Above Baseline by 13% due to construction costs being greater than anticipated.
2i.	Equipment Deployment	100	Above Baseline by 8% due to increased cost of innerduct.
2j.	Network Testing	0	Below Baseline by 84% because these expenses were moved to another category in Sho-Me's approved 2010 budget revision. Sho-Me will not use this baseline category for remainder of the project.
2k.	Other (please specify): Legal, Administrative, Pre-Award Expenses	73	Below Baseline by 19% due to legal and administrative costs being lower than anticipated. Sho-Me anticipates this category will remain under budget for the remainder of the project due to lower than anticipated costs.

**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).**

In early 2011, the Missouri Department of Transportation (MoDOT) announced closing 135 facilities and downsizing its staff size by 1,200 employees which may become a potential constraint on securing timely rights of way and permitting required for fiber route construction.

In previous quarters fiber availability was a concern. However, Sho-Me not longer believes fiber availability poses a threat to Sho-Me's project success.

**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	\$583,281	\$0	\$583,281	\$395,628	\$66,508	\$329,120	\$425,628	\$68,173	\$357,454
b. Land, structures, right-of-ways, appraisals, etc.	\$572,400	\$0	\$572,400	\$218,138	\$55,618	\$162,520	\$218,138	\$56,471	\$162,666
c. Relocation expenses and payments	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
d. Architectural and engineering fees	\$1,190,000	\$0	\$1,190,000	\$1,010,292	\$188,475	\$821,817	\$1,040,292	\$192,546	\$847,746
e. Other architectural and engineering fees	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
f. Project inspection fees	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
g. Site work	\$295,000	\$150,000	\$145,000	\$810,536	\$117,984	\$692,552	\$824,376	\$121,210	\$703,167
h. Demolition and removal	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
i. Construction	\$24,114,319	\$8,800,000	\$15,314,319	\$17,231,761	\$7,311,989	\$9,919,772	\$20,759,085	\$8,363,596	\$12,385,689
j. Equipment	\$11,245,000	\$2,450,000	\$8,795,000	\$9,828,734	\$1,129,226	\$8,699,508	\$9,859,200	\$1,167,804	\$8,700,197
k. Miscellaneous	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
<b>l. SUBTOTAL (add a through k)</b>	<b>\$38,000,000</b>	<b>\$11,400,000</b>	<b>\$26,600,000</b>	<b>\$29,495,089</b>	<b>\$8,869,800</b>	<b>\$20,625,289</b>	<b>\$33,126,719</b>	<b>\$9,969,800</b>	<b>\$23,156,919</b>
m. Contingencies	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
<b>n. TOTALS (sum of l and m)</b>	<b>\$38,000,000</b>	<b>\$11,400,000</b>	<b>\$26,600,000</b>	<b>\$29,495,089</b>	<b>\$8,869,800</b>	<b>\$20,625,289</b>	<b>\$33,126,719</b>	<b>\$9,969,800</b>	<b>\$23,156,919</b>

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: \$0	b. Program Income to Date: \$0
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