SOUTHSIDE HAMPTON ROADS
REGIONAL FIBER CONNECTIVITY RING
SNA-RFP-2021-02
August 24, 2021
ELECTRONIC
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INTRODUCTORY LETTER
August 24, 2021

WANRack, LLC
15700 College Blvd, Ste. 200
Lenexa, KS 66219

Hampton Roads Planning District Commission
Attn: Danetta Jankosky, Procurement Officer
723 Woodlake Drive
Chesapeake, VA 23320

Dear Ms. Jankosky,

WANRack, LLC (WANRack) is pleased to submit this comprehensive public-private partnership proposal for a fiber optic wide area network (WAN) in response to RFP No. SNA-RFP-2021-02 (RFP) issued by the Southside Network Authority (SNA). WANRack has extensive experience building fiber WANs similar to the proposed regional connectivity ring (RCR) included in the RFP. Our executive management team collectively has more than 182 years of proven successes constructing and operating fiber networks and has delivered over 200 turnkey WANs across 24 states. We strive to be the premier leased private WAN provider for the K-12 educational and municipal sectors. Fiber WANs are our key product and our primary focus. Once understanding our background and our extensive list of executive management references, we firmly believe SNA will be more than comfortable choosing WANRack for its critical fiber WAN project.

WANRack understands SNA is at a crossroads in deciding the direction it will take in building the RCR. Will it build its own network or will it have one built to lease from the owner? We also understand and appreciate that SNA is taking a dual path approach to explore which of these alternatives to pursue. To accommodate this process, WANRack submits two alternative structures -- one where WANRack would build, own and lease the RCR to SNA, and another where SNA would own the RCR and lease dark fibers on this network to WANRack. The first alternative in which WANRack owns the RCR also includes a revenue sharing program designed to help member cities establish additional revenue streams. As part of this revenue share program, WANRack would also be willing to build sales and service organizations in the region.

We believe this revenue share program could not only help SNA pay for the RCR, but together with the open architecture design of the RCR, could also further benefit SNA's member communities by:

- developing a competitive internet market,
- addressing the residential and business "digital divide,"
- fostering technology business creation, and
- retaining a skilled and educated workforce.

These are just a few of the potential benefits -- more on that in the Executive Summary.
The included value proposition in our proposal will position SNA and the RCR with an unlimited supply of bandwidth for the foreseeable future. We believe that no other provider will offer this opportunity. Our tagline is “The last network you will ever need, guaranteed”.

Here are some key points of our value proposition:

- 100% control of construction and maintenance management,
- identification and submission of requests for state and federal grants to pay for a portion of the RCR,
- a private fiber network design, and
- a potential revenue share program.

WANRack is headquartered in the Kansas City metropolitan area and has a dedicated operations team with many years of fiber construction and management assigned to your project from start to finish. With our vast experience constructing WANs, we have in-depth local knowledge of utilities requirements and certifications across the country necessary to work in the local right of way (ROW).

WANRack is a competitive local exchange carrier (CLEC) registered with the State Corporation Commission in Virginia and can assure SNA that all of its contractors hired for this project would be fully registered with the State of Virginia. Our likely candidate for a general contractor for this project would be Henkel and McCoy Group Inc. (HMI).

WANRack’s surety bonding company - Travelers - has supplied us with a letter of reference to our bonding capability. We would also likely be able to move up our bonding capability if required by SNA as a result of our recently completed second round funding by CBRE Caledon, a capital management firm with more with more than $122 billion in assets under management.

WANRack is excited by the prospect of entering a public-private partnership with SNA. We believe our revenue share proposal will help SNA lower monthly recurring charges for the RCR and will benefit the SNA member communities in both the short and long term.

WANRack looks forward to the opportunity of making an oral presentation detailing the many benefits and options to SNA of choosing WANRack as your network provider. We are confident that WANRack will satisfy SNA with our background and ability to deliver the RCR once it has reviewed our proposal in its entirety.

WANRack’s network partnership will be the last one SNA ever needs, period.

Best regards,

Steve Bergeron
Director of Business Development
steve.bergeron@wanrack.com
515-401-7462
EXECUTIVE SUMMARY

HOLISTIC APPROACH

The WANRack proposal demonstrates a depth of understanding of “what it really takes” to construct and operate a network of the size and complexity of the RCR. WANRack will take a world-class class technical approach to the construction and operation of the RCR, underpinned by a comprehensive funding strategy focused on capturing funding for build-out and use of the network from participating municipalities, the Commonwealth of Virginia, the federal government, and private organizations and foundations.

WANRack’s proposal is as unique as our company’s position in the market. We will not only address the technical aspects of the RCR, but will also provide insight and strategies for leveraging “once in a generation” levels of broadband build-out. We will provide use-case specific information, such as E-Rate or Healthcare connectivity, for construction funds at the local, state and federal level to not only support construction but also maintain the proposed infrastructure. Central to the sustainability strategy is building powerful alliances with the region’s strong core of urban economic anchor institutions (universities and hospitals, municipal governments, community foundations, corporations, sports teams, and arts and cultural organizations) to identify and pursue programmatic funding. WANRack believes that our background and expertise working with anchor institutions to garner necessary funding, and then building and operating state-of-the-art fiber networks, will enable us to meet the multiple priorities of SNA as listed on page 6 of the RFP.

WANRack’s history of working with federal funding mechanisms, and building strong community relationships with anchor institutions, demonstrates our ability to not only supply the services that the community requires for economic growth but also supplies demand for the network. Our executive leadership team has been in the business of building networks for a combined 182 years with a cross section of technical knowledge and industry expertise. The one thing we all have in common is selling at multiple levels of the marketplace, pushing our networks to grow through enterprise, cellular, healthcare, school district, and municipal relationships. We feel our proposal will show this expertise and instill in SNA the desire to do business with WANRack because we can build the network and bring the customers.

TECHNICAL COMPETENCIES

WANRack proposes to construct, own and lease a private fiber network to SNA. We will expand on the "60% Design" provided by CTC Technology & Energy (CTC) by completing 100% of the proposed ring. This will be the “first installment” of the larger, long-term network conceptually planned to span the entire Hampton Roads Public District Commission (HRPDC) region.
It is important for SNA to understand our view of network building. We like to say "If you've seen one fiber network construction project, you've seen one fiber network construction project." All networks come with their own unique "personality," or set of challenges. One may have weather issues, another may have railroad permitting issues, another state DOT issues, and still another may have waterway crossing issues that demand outside-the-box thinking. But SNA may rest assured that WANRack's executive management team has seen these challenges and overcome them to meet and exceed timelines, and expectations of every project we undertake. So, while the network may start as a school district directed request and morph into a municipally focused project, or vice versa, we view each network as part of a drive toward connected communities across the nation. WANRack builds fiber WAN's - fiber WAN's are our sole purpose and product.

**VALUE PROPOSITION**

WANRack is offering SNA future expandability of the network through the negotiated use of as many dark fibers as are needed throughout the RCR for SNA's dedicated use. It is initially expected that each site on the RCR will have at least a 12-count fiber cable installed. But if more strands are required, that can be discussed. As we are sure you are aware, once the trench is open (or the poles made ready) adding fiber strands to the project is a matter of adding cents per fiber foot.

WANRack will deliver:

- 100% construction and maintenance management
- Private fiber network design for SNA and member cities
- Network and market development
- Potential revenue share with SNA

WANRack uses local contractors and subcontractors on all of our construction projects. There are several reasons for this. Local contractors know the topological "lay of the land", they understand the local political climate - the right people to talk to in order to accomplish the job, and the dollars spent building the project stay in the local economy. This construction management philosophy has served both us and our customers well.

WANRack offers unprecedented control for its fiber WAN customers. WANRack will work with the SNA to determine what level of control you desire and then provide it. If desired, WANRack will have complete control of equipment (Layer 2), including configuration and provisioning. In this way, we can manage the network more efficiently and effectively. Further, since SNA may want to have its own IT Networking personnel for oversight, WANRack will train SNA personnel in the elements and use of network connectivity management so that SNA personnel could reconfigure parts of the network if desired. Service is a hallmark of WANRack's dedication to our customers - we are obsessively, relentlessly at our customer's service 24x7x365.
BACKGROUND OF FIRM & TEAM QUALIFICATIONS

WANRack, LLC is a Delaware Limited Liability Company. We have been in business for 9 years.

We are managed by an Executive Team of our CEO - Rob Oyler, COO - Mike Brigman, CFO - Nick Gentry, and CLO - Todd Barfield. Below, you will see a short career synopsis of those that will take a highly active role in the SNA project. While our CFO and CLO will participate in the usual way they do in sizeable projects, their oversite will not be a requirement of the project's completion. The resumes of WANRack team members who will take an active role in the project's success are attached below as well.

WANRack provides high-bandwidth, fiber-based communications networks and related services nationwide. WANRack specializes in custom-built Private Fiber Wide Area Networks (WANs) for school districts and municipalities, leveraging our federal funding capabilities to build community wide fiber networks. Private Fiber WANs are WANRack’s sole purpose and product.

WANRack’s executive management team has over 182 years of combined experience in the telecommunications industry with a history of successful completion of large and complex fiber-optic construction projects for school districts, wireless carriers and private enterprises. The executive management team has helped over 200 school districts and municipalities realize the benefits of their own Private WAN.

We have built fiber WAN’s for Taylor County, WI - 89 miles; Hernando County Florida - 66 miles; Yuma County, Arizona - 50 miles - please see our attached list of references for more information.

Customer relationships typically include long-term lease agreements (5-20 years) for fiber-optic connectivity between multiple facility locations. WANRack manages all phases of the customer relationship, including RFP response, construction management, network reliability, technical assistance, and customer service, to facilitate a long-term partnership with the customer.

WANRack has significant experience working with federal funding programs, including E-Rate, NTIA, and ECF. Our success in building fiber networks for communities stems from our many years of success building WAN’s for K-12 school districts. Typically, we start with building out a school district WAN. Once the city and/or county hear about what we’re doing for the school district, they take interest and want some of the fiber for their own use. Thus, the entire community benefits from the E-rate federal funding accessed by the schools. In the case of SNA’s RCR, there are a multitude of ways that we can access federal funding, and an equal multitude of ways to structure the relationship which we will discuss later in this proposal.
WANRack is regulated by the Public Service Commission in each state in which we operate, and also by the Federal Communication Commission, with periodic reporting requirements to ensure we meet specific service standards. WANRack is a federally certified E-Rate service provider, as well as having a current SAM.gov registration, and CAGE Code, in order to assist our clients in accessing federal funding through NTIA for building their WAN's.

WANRack is a privately held company. Therefore, financial statements are not readily available. We will provide such information as a condition of award and under NDA only.

Headquartered in the Kansas City metro area, WANRack executive management has been providing customer-focused communications solutions since 2005. WANRack is privately owned and is backed by a leading infrastructure and private equity solutions provider, CBRE Caledon Capital Management Inc. and CBRE Global Investors. WANRack has several existing banking relationships. Bank references are available upon request.

Mr.'s Oyler and Brigman have experience in the industry working with Public / Private Partnerships. Please see their resumes below. Brian Turner - WANRack's Director of Engineering has experience in the fiber construction, and operation of internet projects. His latest project has been connecting our Phoenix, AZ fiber network to data centers in order to deliver internet services across the Phoenix Metro area.
SENIOR MANAGEMENT TEAM

ROB OYLER  
CEO & FOUNDER  
Rob founded WANRack after spending the last 15 years building fiber optic networks for the K-12 market and hearing firsthand challenges with technology, budgets, and personnel. He has experience selling & installing over 200 school districts nationwide.

Previously, Rob was one of the original employees of Unite Private Networks (UPN) and the largest non-founding shareholder. As EVP & CMO, he was responsible for all sales, marketing, and business development. He personally sold over 47% of company revenue under his tenure and built record breaking national sales teams. He participated in a successful exit after a Private Equity investment at UPN and founded WANRack to continue delivering Fiber Optic WANs to the K-12 Education vertical.

Rob is a Kauffman Foundation Fasttrac alumnus and holds a BS in Finance and Business Management from Baker University.

MIKE BRIGMAN  
PRESIDENT & COO  
Mike was appointed as the President & Chief Operating officer and brings over 25 years of experience in telecommunications management with deep roots in the fiber, wholesale, and wireless sectors.

Prior to joining WANRack, Mike served as President & General Manager of Kansas Fiber Network, a network serving the needs of the rural carrier customers. Under Mike’s leadership, the struggling company was quickly transformed into a profitable, highly reliable, and respected provider. Previously, Mike served as the Senior Director of Territory Sales at Nokia, responsible for all facets of business within a six-state region. Before that, Mike was the VP of Business Development & Sales at Fidelity Communications. As a senior executive at Fidelity, Mike established a successful carrier sales channel, led a team of 15 direct sales and support staff, streamlined the sales and back office processes, and was instrumental in developing a new strategic vision that transitioned the company into a nimble, entrepreneurial-focused communications provider. While serving as VP of Business Development & Network Planning with Bluebird Network, Mike built the carrier sales division, envisioned and implemented strategic network expansions, and managed carrier relations and member services.

Along with numerous technical certifications, Mike earned a Bachelor’s Degree in Computer Science, with honors, from Rockhurst University, as well as a Master’s in Telecommunications Management and an MBA from Webster University. He is also a veteran of the US Marine Corps.
NICK GENTRY

CFO

Nick brings over 30 years of finance expertise to WANRack, working with both public and private companies, serving domestic and global markets.

Prior to joining WANRack, Nick was the CFO for 4 different organizations, across 4 different industries, featuring ownership with 3 different private equity funds and 4 owner/entrepreneurs over the last 16 years. Most recently he was the Chief Financial Officer for Labor Source Holdings, LLC, a nationwide general labor staffing business.

Prior to his role with Labor Source Holdings, LLC, Mr. Gentry served as CFO for eSolutions, Inc., a healthcare IT SaaS company, leading to a successful sale of the company to one of the largest private equity firms in the country. He has also served as CFO for myFreightWorld Technologies Inc., an on-line freight logistics company and WRS Group Ltd, a family-owned diversified manufacturer/distributor. Prior to these CFO roles, Mr. Gentry served as a top financial officer for a leading private global energy trading company, managing banking relationships primarily in Europe, the Middle East and the Pacific Rim.

Prior to these executive positions, Mr. Gentry had eight year stints with two large, publicly traded companies: Sprint PCS (now T-Mobile) and Unitog Company (now Cintas). Mr. Gentry holds a Bachelor’s degree in Accounting from the University of Missouri and an MBA from Rockhurst University.

TODD BARFIELD

CLO

Todd has more than 25 years of experience advising public and privately held companies on transactional and corporate law matters, with nearly two decades of experience in the telecommunications industry. He began his career in private practice working for the law firms of Shook, Hardy & Bacon L.L.P., Dentons, and Lathrop & Gage LP. In 2002, he moved in-house with Sprint Corporation where he most recently served as Senior M&A Counsel on some of the most transformative transactions in the wireless industry prior to Sprint’s successful sale to T-Mobile US, Inc. in 2020.

Todd earned his juris doctorate, with highest honors, from the University of Missouri – Kansas City School of Law where he was Articles Editor of the UMKC Law Review and a bachelor’s degree from the University of Missouri - Columbia.

SEAN BROWN

EVP CONSTRUCTION

High performing professional with 30+ years of operational experience in the telecommunications industry. Successful at leveraging career experience to enhance organizational productivity and efficiency by directing and supporting operations, network design, and back office systems. Sean has an in-depth knowledge of operations at all levels -specializing in corporate development, strategic planning and discovering cost-saving solutions to operational problems. He is proficient in training, development, and operational management as well. Sean’s Naval career in communications led him to a highly successful career in building communications companies that specialize in fiber network design and development.
INVESTMENT TEAM

CBRE CALEDON

CBRE Caledon Capital Management Inc. is a leading infrastructure and private equity solutions provider. We create long-term value for clients by accessing and managing high-quality investment opportunities and building comprehensive infrastructure and private equity portfolios. Today, our dedicated team of 52 professionals represents $8.5 billion on behalf of institutional investors globally. CBRE Caledon is a separate business unit within CBRE’s independently operated investment management subsidiary, CBRE Global Investors. For more information about CBRE Caledon, please visit www.cbrecaledon.com.

CBRE GLOBAL INVESTORS

CBRE Global Investors is a global real assets investment management firm with $122.7 billion in assets under management* as of December 31, 2020. The firm sponsors investment programs across the risk/return spectrum for investors worldwide.

CBRE Global Investors is an independently operated affiliate of CBRE Group, Inc. (NYSE:CBRE) It harnesses the research, investment sourcing and other resources of the world’s largest commercial real estate services and investment firm (based on 2020 revenue) for the benefit of its investors. CBRE Group, Inc. has over 100,000 employees serving clients in over 100 countries. For more information about CBRE Global Investors, please visit www.cbreglobalinvestors.com.

NOI SPYRATOS

PARTNER AT CBRE CALEDON AND THE DEPUTY PORTFOLIO MANAGER FOR THE CBRE CALEDON GLOBAL INFRASTRUCTURE FUND (“CGIF”)

Noi Spyratos is a Partner at CBRE Caledon and the Deputy Portfolio Manager for the CBRE Caledon Global Infrastructure Fund (“CGIF”), based in Toronto, Canada. She brings over 14 years of principal private infrastructure investing experience across communications infrastructure, energy, transportation, utilities and social infrastructure. Noi is actively involved in the ongoing asset management and monitoring of CBRE Caledon’s infrastructure investments and currently represents the firm on two portfolio company boards. She is a Chartered Professional Accountant (CPA), Certified Management Accountant (CMA), and a CFA Charter holder. She received her Bachelor of Commerce with Honors from the University of Guelph.

DARRIN PICKETT

SENIOR DIRECTOR AT CBRE CALEDON

Darrin is a Senior Director at CBRE Caledon based in Toronto, Canada and has been with the firm since 2019. Darrin brings over 23 years of experience in infrastructure, private equity, project finance, business valuations, mergers & acquisitions and public accounting. He is responsible for the overarching asset management strategy for the firm’s infrastructure investments, working in conjunction with the investment teams to drive company and portfolio performance. Darrin holds CA, CPA and CBV designations and received an Honours Business Administration (HBA) degree from the Richard Ivey School of Business at the University of Western Ontario.
DIEL BAKALLI

DIRECTOR AT CBRE CALEDON

Diell is a Director at CBRE Caledon based in Toronto, Canada, and has been with the firm since 2018. Diell brings over 10 years of experience in M&A, advisory and project development of infrastructure projects in North America and Europe, with experience across telecommunications, renewable energy, transportation, and utilities. He was previously at KPMG’s deal advisory practice in Toronto, Canada and Budapest, Hungary, and also has a background in entrepreneurship. Diell received his MBA specializing in International Finance at MIIS in Monterey, California and a BA in Business Finance & International Relations from the American University in Bulgaria.

ERIC LAKACZ

DIRECTOR AT CBRE CALEDON

Eric has operated in the communications infrastructure space for over 25 years and is the President of Wireless Infrastructure Group US, a division of Wireless Infrastructure Group which is headquartered in the UK. WIG is a market leader that provides both public and private cellular networks to enhance connectivity for enterprise customers and building owners.

He was the co-founder and Executive Vice President of Business Development & Strategy for ExteNet Systems, the largest privately held company providing communication infrastructure and services for advanced connectivity. He had Business Development responsibility for the outdoor distributed network business and lead ExteNet’s expansion into the indoor networks business. As ExteNet grew, he assumed responsibility for developing and implementing the long-term strategy for the company, mergers and acquisitions, strategic alliances and new product development. ExteNet Systems was sold in November 2015 to a consortium of private equity investors that invested and arranged for $1.4 billion capital.

He has also served as a Senior Advisor for numerous Private Equity firms and sits on the Board of Directors for Neo Network Development.
# PROJECT TEAM

## ORGANIZATIONAL CHART

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<th>Name</th>
<th>Title</th>
<th>Email</th>
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<tr>
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<td>813.673.8886</td>
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Proven Sales and Account Management leader. Highly capable of establishing and building relationships in the E-Rate School District, and Enterprise sales market. Has helped telecommunications companies build strong, lasting, business relationships that deliver long term revenue, and network development.

EXPERIENCE

2019 – PRESENT
DIRECTOR OF SALES, WANRACK
Duties included primarily selling fiber networks to school districts utilizing the US Government E-Rate system. I called on School Districts that showed some interest in broadband development of their communications network, developed the relationship, and culminated the relationship with the sale of a fiber network connecting the schools in that district with fiber. I exceeded sales expectations in my first year.

Highlights:
• $4M sale of fiber WAN to Richmond Public Schools

JUNE 2018 – MAY 2019
SALES DIRECTOR IOWA, WIN (WISCONSIN INDEPENDENT NETWORK)
Duties included cold calling, and interviewing prospects all over Iowa for connection to the Iowa fiber network. I called on prospects that wanted to develop higher level bandwidth capacity and/or bandwidth connectivity between locations across the Midwest.

FEBRUARY 2008 – AUGUST 2016
SALES DIRECTOR, UNITE PRIVATE NETWORKS
Duties included primarily selling fiber networks to school districts utilizing the US Government E-Rate system. I called on School Districts that showed some interest in broadband development of their communications network, developed the relationship, and culminated the relationship with the sale of a fiber network connecting the schools in that district with fiber. I exceeded sales expectations every year except 2016 (when the company was sold to Cox Communications who owned network, and had a sales force, in my territory).

Highlights:
• $5MM sale of Omaha Public Schools (the second largest sale in corporate history at the time) – the corporate “Bullseye” for network activity.
• Thru the E-Rate system’s Rural Health Care Program, I culled a relationship with the ICN (Iowa Communications Network), that culminated in a $4MM cash sale of fiber network builds.
OCTOBER 2020 – PRESENT
PRESIDENT & CHIEF OPERATING OFFICER, WANRACK
- Responsible for all aspects of executing and managing the company’s business plans and growth strategies.
- Developed management plan to effect transition of company from niche segment provider to broad portfolio service provider with emphasis on fiber optic infrastructure on a national level.
- Executed reorganization plan to best utilize doubling of company staff to support growth.
- Led operational transition stemming from transaction to new PE Infrastructure Fund ownership.

MAY 2017 – OCTOBER 2020
PRESIDENT & GENERAL MANAGER, KANSAS FIBER NETWORK, LLC.
- Responsible for all aspects of managing the company (P&L, governance, compliance, and operational service level agreements).
- Envisioned and executed strategic direction in collaboration with Board of Directors.
- Recruited top talent to strengthen senior staff; Developed corporate scorecard with KPI’s.
- Budgeted and achieved financial targets and growth objectives.
- Led grant application process resulting in nearly $3M in State of Kansas broadband grants.
- Doubled EBITDA and company’s enterprise value in a three-year period.

DECEMBER 2014 – MAY 2017
SENIOR DIRECTOR- TERRITORY SALES, NOKIA
- Responsible for managing and delivering revenue objectives in a five-state territory. Routinely exceeded sales objectives and forecast accuracy.
- Provided customer support and facilitated SME involvement in customer projects.
- Represented company at various industry events and coordinated marketing resources.
- Facilitated strategic direction discussions with carrier customers for developing business plans in regard to industry trends and product roadmap (i.e. SD-WAN, Network Virtualization, Internet of Things, Carrier Grade Wi-Fi, etc.).

APRIL 2013 – DECEMBER 2014
VICE PRESIDENT OF BUSINESS DEVELOPMENT & SALES, FIDELITY COMMUNICATIONS
- Responsible for managing and delivering revenue objectives of a 15-person Sales & Support Team, while creating a Carrier Sales Channel, as an individual contributor, that doubled initial sales goals and exceeded volume expectations.
- Developed and managed over a dozen new Carrier relationships; including dark fiber leases, high-capacity circuit leases, fiber swaps, and driving strategic relationships with buy/sell arrangements.
• Standardized and streamlined Sales and Service Delivery processes, facilitating engagements and buy-in across all company disciplines resulting in reduced OpEx and increased revenue velocity.

• Instrumental in overhauling the culture of a 75-year-old telephone company into a nimble, entrepreneurial communications company. Facilitated executive strategic planning discussions which led to the development, and company-wide adoption, of the Corporate Vision, Mission Statement, Core Values, and Five-Year Goals.

• Sought out, performed due diligence on, and recommended acquisition targets to aid in the development of achieving the company’s strategic growth plans.

MARCH 2011 – APRIL 2013  
VICE PRESIDENT OF BUSINESS DEVELOPMENT & SALES, BLUEBIRD NETWORK, LLC.

• Responsible for all revenues in P/L and COGS management for all four strategic business units.

• Led sales team to consistently deliver and exceed sales objectives.

• Designed sales management system to increase sales production, reporting, and deal closing velocity. Implementation significantly reduced sales lifecycles and increased efficiencies.

• Championed long-term vision and led strategic efforts to secure large market share of wireless backhaul within the company’s network footprint.

• Served as primary facilitator of strategic partnerships including ILEC shareholders, utility service providers, municipal service providers, and cable operators to maximize revenue opportunities.

• Represented company as subject matter expert while serving as a panelist at national telecom industry events. Actively engaged in INDATEL, a national consortium of statewide network providers.

• Routinely interact with outside counsel for evaluation of contracts and regulatory issues.

EDUCATION

2008  
MASTER’S DEGREE, BUSINESS ADMINISTRATION, WEBSTER UNIVERSITY

2003  
MASTER’S DEGREE, TELECOMMUNICATIONS MANAGEMENT, WEBSTER UNIVERSITY

2000  
BACHELOR’S DEGREE, COMPUTER TECHNOLOGY, ROCKHURST UNIVERSITY

1996  
ASSOCIATE IN ARTS DEGREE, CAMPBELL UNIVERSITY
High-performing professional with 18+ years of operational experience in the telecommunications industry. Successfully leveraging career experience to enhance organizational productivity and efficiency by directing and supporting operations, network design, and back office systems. I have an in-depth knowledge of operations at all levels—specializing in corporate development, strategic planning, and discovering cost-saving solutions to operational problems. I am proficient in training, development, and operational management as well.

EXPERIENCE

APRIL 2018 - PRESENT
VP OF OPERATIONS & CONSTRUCTION, WANRACK

• Negotiated or renegotiated new and existing agreements or statements of work, where necessary, including requests for information or requests for proposal and facilitation.
• Prepared scope of work documents, communication plans, and contract awards.
• Actively partnered with legal teams and stakeholders to develop and execute negotiation strategies that included optimal targets for pricing, service, and quality.
• Provided team leadership to continually identify and implement new opportunities for cost savings, cost avoidance, and proactively tracked progress towards these objectives.
• Implemented and measured cost savings, reduction, and avoidance programs and strategies. Continually refined these programs to deliver optimal results for the company.
• Demonstrated Company’s values, maintained a positive open demeanor, encouraged different points of view, moved team forward through change; provided timely information; communicated context for business decisions; recognized accomplishments; fostered teamwork and collaboration.
• Managed and coordinated outside plant construction and protection, facility and equipment maintenance, and installation of fiber optic equipment throughout the assigned geographical area.
• Ensured performance results met or exceeded established service levels; on-time performance for service installation, customer response, network restoration, routine repair work, and installation quality.
• Developed and implemented department systems and processes in areas of Construction to ensure the successful execution, on-time and within budget. Oversaw permitting process.

2000 - 2018
SR. DIRECTOR OPERATIONS OSP, UNITE PRIVATE NETWORKS

• SME fiber optic networks
• Personnel integration after an acquisition
• Reorganize of projects in jeopardy to bring it back on track timeline or budget Evaluate issues and find a solution that will minimize the impact
• Develop and roll out new policies
• Create construction standards
• Assist sales teams in on-site customer meetings to complete the sale
Implement new procedures and processes

1995 - 2000
OWNER, GET WIRED COMMUNICATIONS

• Reviewed plans and specs during the schematic design of pre-construction. Coordinated utility service providers according to project schedules.
• Obtained building and specialty permits from local jurisdictional agencies. Conducted weekly production and operations contractor meetings, which facilitated stronger communication and the ability to resolve critical issues.
• Performed regular job site observations to provide direction for all general contractor personnel.
• Conducted all critical pre-installation conferences with general contractors, subcontractors, consultants and manufacturer’s representatives.
• Offered technical assistance to service providers.
• Reported the quality of performance on site to all site construction managers. Conducted routine quality audits to ensure that work was progressing per the specifications and initiated corrective actions.
• Avoided construction delays by efficiently following through with all site inspections in a timely manner.
• Guided and directed third-party inspectors through project construction, commissioning and closeout.
• Supported construction management in emergency repair and restoration on fiber optic networks.
• Scheduled all contractors and materials deliveries.
EXPERIENCE

2017-CURRENT
PROJECT MANAGER, WANRACK
Coordinate between school districts, construction managers and construction companies to oversee fiber projects from beginning to end.

2015-2017
PROJECT ADMINISTRATOR, SCHUFF STEEL COMPANY
- Supporting six Project Managers and Vice President of Project Management
- Producing Monthly Billings
- Working with risk management to supply proper insurance to General Contractors
- Releasing accounts payable halt codes - Compliance by sub-contractors
- Supplying lien waivers to subs and materialmen
- Assisting PMs to do job cost forecasting

2003-2015
ADMINISTRATIVE ASSISTANT, SPEC ELECTRIC, INC.
- AP-record expenses to accounts/specific projects, pay vendors-monitor for discount opportunities, schedule & prepare checks, verify invoices with supplier quotes
- AR-post payments, monitor unpaid invoices, prepare AIA billing
- Project tracking-entering labor hours & material into Excel worksheets
- Prepare bookkeeping for accountant: reconciliation of bank accounts and credit cards, entering all transactions into QuickBooks and producing necessary reports
- Implementing, managing 401K Simple Plan & Health Benefits
- HR- maintaining employee files, initial screen calls
- General office duties including: writing correspondence, organizing project documents, collecting information for project bids, reviewing contracts and proofreading scopes of work & change order requests
- Coordinating with insurance company to meet general liability & workmen’s comp insurance requirements per contract requirements
- Monitor sub- contractors files for proper documentation and liability insurances
EXPERIENCE

Fourteen years of experience in owning investment properties: marketing, qualifying tenants, writing leases, assisting residents throughout residency, coordination of maintenance issues, and collecting rent.

EDUCATION

2011
JOHNSON COUNTY COMMUNITY COLLEGE, OVERLAND PARK, KS
- Completed 18 additional credit hours of Accounting/Econ classes
- Continuing Education – Employment Law Fundamentals, Understanding the Human Resources Function

1996
JOHNSON COUNTY COMMUNITY COLLEGE, OVERLAND PARK, KS
Associate of Arts Degree
EXPERIENCE

2018-2019
VP OF CONSTRUCTION, WANRACK
Design, Engineer, Estimate Projects
Plan and budget projects
Coordinating Contractors
QC Aerial and Underground Construction
Maintaining and Completing Projects on time and on budget

2013-2017
CONSTRUCTION MANAGER, UNITE PRIVATE NETWORKS
Design, Engineer, Estimate Projects
Plan and budget projects
Coordinating Contractors
QC Aerial and Underground Construction
Maintaining and Completing Projects on time and on budget

1999-2013
OWNER, KIM WILSON CONSTRUCTION, INC.
Design, Engineer, Estimate Projects
Plan and budget projects
Coordinating Contractors
QC Aerial and Underground Construction
Maintaining and Completing Projects on time and on budget

EDUCATION

1980
OSCEOLA PUBLIC SCHOOL DISTRICT

CATI INSTALLER TECH, CATI SERVICE TECH, CATI HEADEND TECH, OSHA 10 SAFETY AND HEALTH
Seasoned, ambitious executive with 18-year record of achievement directing the strategic planning and development of complex mechanical systems and tools. Intuitive leader with strong technical and business acumen, along with expertise in the architecture and network configuration diagrams. Forge relationships with Sr. Leaders built on honesty, trust, and performance. Strong ability to align team with specific skillsets and improving on corporate goals and objectives to enhance ROI.

Solid history of success using technical knowledge to developing complex solutions, while managing resources to deliver on committed scope. Agile-minded and willing to adapt to changing strategy and technologies while communicating, training and implementing the best practices and procedures with all staff and stakeholders.

EXPERIENCE

2018-CURRENT

SR. SALES ENGINEER, WANRACK

- Responsible for all technical requirements, designs, and technical responses for RFPs and quote request from sales agents.
- Manages vendor relations, reviews fiber network design attributes, creates Statement of Work (SOW) Bill of Materials (BOM) and provides sales agents with technical support on customer calls and site visits as required.
- Technical trainer for workgroup.
- Creates Visio Logical diagrams of network design concepts and provides detailed analysis of projects and quotes to executive management.

2018

ESTIMATOR, TAMPA ARMATURE WORKS

- Positioned in the Custom Equipment Division of the organization, offering Medium Voltage and Low Voltage switchgear and associated cubicle enclosures, as well as custom power, pump, and sub-station sleds, enclosures, and custom fabricated shelters.
- Reviewed RFP and customer quote requests.
- Developed Statement of Work, and preliminary design based on customer specifications.
- Provided sales team calculated Bill of Materials from design provided by customer or developed by engineering.
- Maintained updated pricing in Dynamics AX and internal pricing tools. Participated in customer meetings and calls to insure cohesive understanding of requirements and deliverables.
• Supported sales, production, project management, and procurement in support of sales and financial objectives.

2014-2017
SALES ENGINEER, UNITI FIBER
• Developed new protocol to manage access to source documents from multiple distributed systems, leading to stronger procedures and elimination of error and access.
• Processed and designed roughly 1,000 sales opportunities, leading to increased revenue and stability.
• Successfully increased fault tolerance and improved redundancy by developing diverse backhaul routes.
• Drove unique projects from the ideation phase through completion; collaborating on specific action items and tasks and ensuring functional departments completed scope according to commitments.

EDUCATION

2012
UNIVERSITY OF PHOENIX
Master of Information Systems

2010
GEORGE WASHINGTON UNIVERSITY
Master of Certification in Project Management

2009
UNIVERSITY OF PHOENIX
Bachelor of Science in Business Management

2009
UNIVERSITY OF PHOENIX
Bachelor of Science in Communications
PROJECT CHARACTERISTICS AND APPROACH

WANRack will build an open architecture network accessible to all interested parties. It will be a middle mile network with last mile capabilities. Competition will be fair and open for last mile providers with product and service overlays. The Authority can manage the network and lease it back to WANRack, or WANRack can own the network and lease it to the Authority (more on this later). Our goal is to build a true "Public - Private Partnership" network with the Authority. The construction and operation of the network is built on an anchor-tenant model where the design “passes” large/high-consumption/strategic organizations and locations (anchor tenants) capable of producing stable, reoccurring revenues and possibly capex for the network. The anchor tenants’ participation in the network in turn underpins the business case for building out into smaller, less-revenue stable communities and driving network affordability. There are several approaches for how this can happen, which we will discuss in Parts C and D of this proposal.

As illustrated in our Google Earth kmz, we have based our route on the CTC-60% design included in the RFP. However, some routes are subject to evolve as we approach anchor institutions (universities and hospitals, municipal governments, community foundations, corporations, sports teams, and arts and cultural organizations) in the area who may be in a position to partner with WANRack and, with the assistance of our partners, Apogee Strategic Partners, apply for funding related to - construction, cost subsidies, adoption support, and/or community development activities.

Given WANRack’s proven track record for leveraging federal E-Rate funding to improve and enhance connectivity for school districts, we believe we are singularly positioned to build upon our success. WANRack knows how to fill some network gaps (leveraging E-Rate funds) which will not only benefit the schools but also fit the needs of local public safety entities as well as the governmental needs of the five cities as defined in the RFP. It has been our experience that (generally) cities are commonly laid out with schools being located near more population dense areas. This leverage makes it feasible to build a school district network designed so that it has some commonality to the city (and/or county locations) for network development.

It is important to note that while E-Rate funds are restricted to build-out for schools, we can design the network such that they have shared touch points on the network. Once the trench is open, it is a simple task to cost allocate the additional fiber into the equation. As we build the network, we can connect schools first, or last, since they add critical infrastructure to the near and distant spots of the community making the network adaptable for FirstNet use, as well as for supporting economic development activities to attract new enterprises with high-paying jobs to the region.

Building on Virginia’s position as the “World’s Largest Data Center Market” with about 70% of the world’s internet traffic moving through Virginia daily, one of the main anchor tenant groups we view as “high-priority/high opportunity” for this network is Data Centers. Due in part to the transatlantic cables, Hampton Roads (Virginia Beach predominantly) is developing into a significant location for data center operations. The revenue generated from providing ultra-high levels of connectivity into current Data
Centers and partnering with economic developers in the region to bring in even more, will give the localities the lower cost Internet service they need to establish the regional commercial platform the desired by the Authority. As with any competitive product or service, once the prices drop for some, they drop for all. This will create the competitive environment the Authority desires and begin to address the Digital Divide, including developing a cost-effective internet platform for the needs of each community.

One of the key tenets of WANRack’s fiber WAN strategy with the Authority is to develop relationships with key funding partners throughout the area. We are actively pursuing relationships with community-based organizations such as The Boys and Girls Clubs, YMCA, YWCA, ForKids, Inc., and the region’s Historically Black Colleges and Universities (HBCU). These organizations, often located in economically disadvantaged areas, currently have access to competitive broadband funding through some private capital grants that could contribute to the construction and sustainability of a pervasive network throughout the region. These funds will further enable strategic partnerships between commercial providers leveraging subsea cables, data centers and anchor institutions such as colleges, universities, hospitals, the Commonwealth of Virginia, and the armed forces.

WANRack will be responsible for contracting, and completing final designs, as well as all permitting. We will also have our own project management team on the project from start to finish. The WANRack team will work with CTC (as the Authority’s project manager) to provide additional oversight on a project for which we and the Authority are ultimately responsible. Upon award, and during contract negotiations, the Authority and WANRack will discuss all facets of the project, including to what degree the Authority will specify design attributes, along with, but not limited to, physical routes, conduit capacity, fiber capacity, and how fiber and conduit capacity is allocated to the Authority for its internal purposes.

WANRack prides itself on being a flexible partner. Our strategy is to create a winning environment for the Authority, WANRack, LLC, and our joint community of customers.

CONSTRUCTION

WANRack will be responsible for all construction services, such as contracting, providing the material, and labor resources for construction, management, and oversight. WANRack will likely work with Henkels and McCoy, Inc. (HMI), a Virginia communications general contractor. HMI has their Virginia General Contractor’s license. HMI certifies all subcontractors with whom they do business as part of their contracting arrangement with WANRack, LLC. WANRack and all our construction partners adhere to all OSHA rules and regulations, as well as all BICSI communications rules and regulations.

WANRack prides itself on maintaining the highest levels of safety and service. We take part in the "Call Before You Dig" program in each state where we have operations. We stake our fiber routes with fiber identification poles and utilize WANRack name branded concrete vaults. We work with a variety of conduit, fiber, hand hole, and associated equipment providers all over the US and will work with the Authority to define warehousing options in the area for project-related supplies and materials.

WANRack will meet with the Authority to provide project updates as often as deemed desirable by the Authority. We provide all our clients with a customized project Dashboard to provide real-time information on the progress/status of the project and provide answers to frequently asked questions. You will also have a list of project personnel and their cell phone numbers, who you can contact 24x7. This includes the President and COO.
The equipment to be used on the project and the approach to work area protection will be determined by our construction general contractors. A list of HMI’s subcontractors will be provided to the Authority upon contract award. We will also provide all quality control standards and safety policies to the Authority.

PROJECT BUILD PLAN

Securing access for WANRack to utilize the ROW from the city and county (if needed) is the first step for field engineering process. This process will take approximately 4-8 weeks, depending on the requirements of each individual entity. If there are no significant impediments to WANRack obtaining the ROW agreements, most entities will provide their process for obtaining permits and any ordinances related to their requirements for outside plant construction before the agreement is finalized.

WANRack will proceed with the field engineering and design process when the OSP requirements have been obtained from each city and county. This process will include obtaining all the information regarding distance, location, running line, proposed vault placement, locations of streets, driveways, sidewalks, and any significant obstructions for the underground construction.

Any aerial construction - if required - will require information regarding distance, location, running line, locations of the poles with measurements taken to determine the attachment height of existing utilities, the proposed WANRack attachment height and noting any Make Ready work that will need to be completed to enable WANRack to attach to the pole. Measurements will be taken at streets and driveways to ensure WANRack’s facilities comply with NESC and any local ordinances in place.

When the field engineering information is gathered and processed by the engineering company, the fiber design, bill of materials, and splicing documentation drawings will be prepared and submitted to the Authority for review and sign off.

After the Authority has signed off on the design plan for the Outside Plant (“OSP”) fiber network, the materials will be ordered and delivered to WANRack at a staging site located in the project area. WANRack has had several conversations with its vendors and suppliers, and they have indicated that delivery times are in the normal 3-4 week timeframe and they do not anticipate any significant delays for the foreseeable future.

Once permits have been issued by the various permitting entities, the Underground OSP, building entrance work will commence. The underground and building entrance work may be performed either concurrently or independently due to the complexity of the project and/or various site conditions. When the OSP infrastructure has been completed the fiber cable will be installed. The fiber cable will then be spliced and tested. The endpoint user equipment will be installed and tested back to the core site (Hub) and from core site(s) (Hubs) to the Edge site locations to ensure the integrity and ability of the completed fiber links to deliver the intended services.
PROPOSED LONG-TERM OPERATIONS AND MAINTENANCE STRATEGY

WANRack is experienced in the area of large-scale fiber optic network construction management. Recently, we acquired several large community contracts in the Phoenix, Arizona Metro area including both school districts and municipalities. In developing the ongoing management strategy for this area, we worked with our investing partners at CBRE Caledon to determine the size and cost of the build, and how best to use their expertise in Data Center and Enterprise Property Management to develop the market.

We would envision the same type of operations strategy here. We will build to the Authority’s prioritized list of anchor institutions - schools, universities, city, county, and state government buildings, and data centers. These will comprise the core tenants on the ring. WANRack and the Authority would realize a certain revenue stream from these anchor tenants creating income for both and paying for the ongoing maintenance of the ring.

Given the strategy above, over time, and according to the Authority's ability, or appetite, for marketing communications services onto the network, it will be incumbent upon the manager of the network to hire an enterprise type of sales organization to sell services to businesses within acceptable reach of the network, and to increase revenues as the network grows. WANRack is familiar with this sort of network growth and development and will hire, employ, and manage such an organization for the Authority's and WANRack's benefit. There will be a decision point at some time during contract negotiations - early on, we would think - at which time the Authority will need to decide, do you want to own, manage and operate the network, or do you want WANRack to own, manage and operate it? We believe WANRack should own, manage and operate the network, and that the Authority should take a high level management view, while taking advantage of a revenue sharing opportunity for their communities.

Before the network enters the build stage, WANRack will hire a local seasoned fiber network construction manager to assist in not only the development and construction of the network, but to manage the ongoing operations of the ring. We will hire this person to hold our subcontractors to the same SLA's that we agree to in the contract with the Authority. This same construction manager will work with, and direct, other local providers who want access to the ring for their own services and customer base. We have found this method to be a very workable solution in our other markets and gives the construction manager autonomy to work with the Authority and WANRack on network development since he/she is local to the effort.

All enterprise, telco, MSO, local, state, and federal government entities that want access to the network will be put through the network design and pricing function to give them a fair and competitive price for network access. WANRack will compete in that process for network access as well. Any organization that
requires a specific carrier for access or long haul will be allowed their desired carrier, but it will be
granted on the same terms and conditions as all other providers.

WANRack always uses local contractors and subcontractors to do our fiber network builds. It allows us
to keep the dollars in the local economy, while taking advantage of their local knowledge of how to get
things done, and the topology of the land - where to build and where not to build. This strategy has
developed strong relationships wherever we have built networks in the country.

MAINTENANCE

WANRack will maintain the network to exacting specifications. We will regularly drive the routes,
keeping careful watch for construction anomalies along the way. The routes will be marked with fiber
marker poles, and WANRack stamped concrete hand-hole covers identifying WANRack as the owner of
the hand-hold and its contents. We will keep a database of fiber connections across the network so that
we and the Authority are aware of what customers are connected to what fibers and where they start
and stop. We will keep a GIS mapping database of the ring(s) laterals showing us fiber counts, which
sheath, binder, and color fiber has been assigned to each customer, and where those fibers start and
stop. Having a GIS database specialist on staff is key to long term successful network development.
Knowing which fibers do what at the touch of a button, or computer screen, is essential in today's
network building environment.

Maintenance schedules are developed based on the complexity of the network and associated
equipment. The problem resolution procedures will be developed specifically for the Authority based on
the Level of Service requirements as agreed to in the contract.

Outside plant failures are treated on an individual case basis due to the complexity and multiple non-
WANRack controlled factors (storms, pole damage, cable cuts, accidents). There is no simple method to
resolution for all situations. WANRack recognizes this and will enter into repair and maintenance
contracts with Outside Plant contractors in the local area with a three (3) hour response time
incorporated into the contracts. WANRack’s availability of WAN services to customers will exceed
99.99% uptime.

As this is a full turnkey solution, sites will be turned up and replace existing services on a per site basis
once the Hub locations are operational and all OTDR testing and equipment operational abilities have
been performed. A cut over time will be established with the district for each site as they come online.
WANRack’s turn up time, once advance work has been completed, will be discussed and determined
with the help of the Authority.

In summary, WANRack feels we are the best positioned provider to deliver your Fiber WAN, providing a
long-term solution, in a well-executed way. Our corporate experience and core focus aligns well with the
Authority’s goals and objectives as outlined in the RFP and we have repeatedly delivered “like” solutions
for similar marketplaces. At WANRack, we are project management and federal funding process
management experts. Our team is comprised of longtime telecom industry veterans with extensive
experience building WANs and working through the complexities of this process. WANRack’s goal on
every project is to under promise and over deliver. We look forward to presenting further details of our
proposal orally to the Authority.
PROPOSED LEGAL STRUCTURE & FINANCING STRATEGY

WANRack is open to ALL legal structures for this public-private partnership that meet its financial thresholds and those of its investors. As mentioned before in this proposal, WANRack prides itself on being a partner with whom it is easy to do business. It is in that spirit that we offer the following legal structures for your consideration:

- **SNA Ownership.** Under this alternative, SNA would own the RCR and lease back some percentage of the network to WANRack under a long-term Indefeasible Right of Use (IRU) agreement. The specifics of this arrangement would depend upon the number of fiber strands included in the RCR, and the percentage of these strands SNA would be willing to lease to WANRack. WANRack would pay SNA a certain lease fee per month with a mutually agreeable ramp up over a specified period. Each of WANRack and SNA would manage and maintain its own fiber. There would be no revenue share under this alternative, and WANRack and SNA would be competitors in the region. (Be aware that under this structure, all functions of the fiber network fall under the Authority's responsibility.... Local access builds throughout the territory of the ring; middle mile builds to reach specific prospect locations; billing; fiber distribution and count management; mapping; fiber construction, locate and repair; 24x7x365 customer service; marketing for customer adoption; a sales force; network engineers and managers etc...).

- **WANRack Ownership.** Under this structure, WANRack would own, operate, manage, and maintain the RCR. We would lease the requested amount of fiber strands to SNA for an ongoing maintenance fee every month. Following payment of all required monthly lease payments, SNA could purchase the leased portion of the network for an agreed-upon amount. This alternative would give SNA effective ownership over its fiber strands and all operational functions would be our responsibility. All fiber locates, fiber moves, and fiber outages would be WANRack's sole responsibility. WANRack would manage the network locally to develop customer interest and uptake, as well as the operational processes of building out access to the network and middle mile development. We see this as a great opportunity for SNA to develop extensive technological and commercial gains in the Hampton Roads area, as well as provide a growth opportunity for WANRack to develop and expand our growing Virginia presence. This ownership option would include a revenue share model which would help SNA fund the monthly maintenance fee with an agreed upon percentage payout.

Besides these alternatives, WANRack and its investors have explored other public-private partnership structures in markets they consider to have significant growth opportunities. These discussions have involved certain elements of the alternatives described above, as well as entirely distinct features. We welcome the opportunity to explore these additional structural alternatives with SNA to develop a structure that maximizes the opportunities for this partnership.
According to the RFP, SNA's consultant, CTC, has put the cost of the "60% Design" at roughly $23.8 million. We believe this estimate does not properly account for waterway crossings or connecting to certain anchor institutions that would provide revenue share opportunities for this public-private partnership. We believe the aggregate construction costs will be closer to $30 million.

That said, WANRack has engaged Apogee Strategic Partners, LLC (Apogee) to assist in the investigation, assessment and accessing of state and federal funding for this project. We believe their expertise, combined with WANRack's track record of accessing public funding through E-Rate and other state and federal programs, makes our team uniquely situated to undertake this project with a high confidence in funding success. Based on our experience, we propose the following financing strategies.

First, given SNA's ability to reach anchor educational institutions in the area, it has at its disposal a valuable funding mechanism in E-Rate which could infuse significant amounts of capital into the project. While the E-Rate program would require WANRack to compete with other vendors in a fair and open competitive bidding process for school district projects in the area, a partnership with SNA would allow us to deliver a pricing mechanism that could leverage all school districts in the SNA communities by spreading fixed costs across many subscribers. This multi-party build-out would permit maximum network coverage and maximum federal funding for the project.

Equally important would be funding opportunities currently available for broadband infrastructure projects at the state and federal levels. The CARES, CRRSA, and ARP Acts provide sufficient funding opportunities for the municipalities involved in SNA to build the RCR themselves. It is our belief that any partnership between SNA and WANRack could take advantage of these funding opportunities for at least half of the network build costs.

WANRack and Apogee would work with SNA to secure additional funding through other state, federal, and foundational resources, such as VATI (Virginia Telecommunications Initiative), NTIA (National Telecommunications and Information Administration) and HBCU (Historically Black Colleges and Universities). Through these programs, the municipalities in SNA and/or the anchor tenants on the network could obtain funds for unserved and underserved communities in and around the Hampton Roads area. Our partners at Apogee are also searching for funds at the local level, which would further fill out the network and develop long-term relationships within the Hampton Roads communities. We believe proper utilization of these funding opportunities, along with E-Rate funding, could provide sufficient funding for the remaining construction costs of the RCR.

In addition, it is our understanding that five municipalities making up the core of the RCR footprint have recently received significant amounts of direct financial support from ARPA. These municipalities include Chesapeake ($29.25 million), Norfolk ($112.43 million), Portsmouth ($40.24 million), Suffolk ($11.98 million), and Virginia Beach ($51.25 million), for a combined total of $245.15 million. We believe SNA could fund fifty percent, if not all, of the estimated build costs for the RCR using a portion of these funds. The region would not want to squander this "once in a lifetime” opportunity to create the network it needs to grow and develop globally.
The search for broadband funding would not end following construction of the network. There would be underserved territories in the area where fixed wireless opportunities could provide residential broadband service. It is our intent to work with a wireless partner who could help us cover the area with a wireless canopy, delivering wireless internet to the very hard to reach areas. With this combined effort of local, state, federal and strategic funding, SNA and WANRack could provide a formidable network for a long time into the future.

Finally, WANRack is a prime position with our investors at CBRE, our E-Rate and other federal funding strategies, to deliver a network to SNA that we believe no other company in the country can offer. We are excited to deliver this proposal to SNA and we can guarantee this is the last network it will ever need, period!
PROJECT EXPERIENCE & REFERENCES

WANRack’s Executive Management team has over 15 years of experience selling and installing Private WANs for the K-12 market. Our Executive Management team has sold and built over 200 school districts nationwide since 2005.

The following projects are a snapshot of a few large projects, each with unique engineering, permitting, and construction characteristics.

**Yuma Union High School District & Yuma Elementary School District—Yuma, AZ**
Contact: Dean Farar, Director of Technology  
928-502-4250  
dfarar1@yumaed.org  
Contract length: 5 + 5 years  
Network size—33 miles, 26 locations  
Contract value: $4,930,440

**Phoenix Union High School District 210—Phoenix, AZ**
Contact: Jason Jordan, Network and Technology Services Director  
602-764-1224  
jjordan@phoenixunion.org  
Contract length: 5 years  
Network size—39 miles, 20 locations  
Contract value: $2,552,500

**Taylor County Middle Mile Fiber Optic Network WAN—Taylor County, WI**
Contact: Michael Bub, Board Supervisor & Broadband Committee Chair  
715-965-7748  
michael.bub@co.taylor.wi.us  
Contract length: 5 years  
Network size—85 miles  
Contract value: $8,093,286
UNIQUE OR UNUSUAL CAPABILITIES OF THE FIRM

As stated previously in this proposal, WANRack feels we are in a unique position in the market. Our experience with federal funding mechanisms and approval processes puts WANRack several steps ahead of incumbent carriers, ILEC's, and even other fiber providers. The true differentiator is not only our experience in the funding arena, but our corporate decision to make the purchase and/or lease of DARK fiber a main product differentiator for us. WANRack is committed to the proliferation of fiber throughout the United States. It is our intent to connect as many communities with low-cost fiber as possible.

Since school districts have been our primary target for several years, it should come as no surprise that we believe that every community network starts with a school district network. This then benefits the surrounding communities who take advantage of the fiber already present because of the school district's forward thinking and use of E-Rate to the cost benefit of themselves and the community. We are WAN building experts delivering cost savings and future growth and network expansion with every WAN we build. WE have been delivering 100% pure fiber WAN's with symmetric speeds (XX speed up / XX speed down) for 9 years. This alone differentiates us from our competitors, and those that consider themselves our equals in the industry.

Whether in Phoenix, Arizona, or in Taylor County, Wisconsin, we are turning the industry on its head because we truly build the network for the community with which we work, and not just for our own network use. We will deliver Internet, VoIP, voice, video, and data when required by the community with which we work, or none of the above, but dark fiber delivered for the use of the local community. While your local incumbents, and Telco, and MSO operators are building networks for their use, for their revenue streams, and for their investors, WANRack is building networks for the communities that we call customers and partners.
OTHER MATTERS DEEMED RELEVANT BY THE FIRM/CONSORTIUM

SLA AND CREDIT POLICY

Service Outage

- A “Service Outage” shall mean that a circuit is unavailable during the relevant period either because the circuit experiences a complete loss of service.
- A Service Outage shall begin upon the earlier of WANRACK’s actual knowledge of the Service Outage or WANRACK’s receipt of notice from Customer of the Service Outage and shall end upon the correction of the loss of.
- Notwithstanding the above, a Service Outage shall not be deemed to have occurred and no Service Outage Credits will apply: (i) during periods (A) of less than forty-five (45) minutes, (B) in which WANRACK is not given access to its facilities or equipment that are required to provide the Services or to remedy any Service Outage, (C) in which planned or scheduled maintenance or repair activities are occurring, (ii) for interruptions that are caused by or due to (A) acts or omissions of Customer, (B) the failure or malfunction of facilities or equipment not owned or operated by WANRACK, including without limitation the failure of the power supply, or (C) a Force Majeure Event.

Service Level Agreement (“SLA”) & Credits

Lit Leased Fiber SLAs

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<thead>
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<td>&lt;2ms</td>
</tr>
</tbody>
</table>

Dark Fiber SLAs

<table>
<thead>
<tr>
<th>Performance</th>
<th>Availability: 99.99</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mean Time To Respond</td>
<td>Service Outage: &lt;3 Hours</td>
</tr>
</tbody>
</table>
SLA Credit Structure
If the Service fails to meet the standards set forth in this agreement, the Customer shall be due a credit in accordance with the following credit structure. In order to request a credit, Customer must have previously opened a Ticket at the time of the Service Outage. The Customer must notify WANRACK Customer Care of a SLA Credit event in writing, and WANRACK will validate the claim within 10 business days. If WANRACK validates that the Service did not meet the performance standards set forth in this agreement, WANRACK will issue a credit in accordance with the terms on the next invoice. Force majeure and planned maintenance events effecting service will not be factored into how the SLA performance will be credited and will be credited only on a prorated basis. The credit is awarded on a per site basis whose service is affected.

Availability Credit Structure

<table>
<thead>
<tr>
<th>Cumulative Calendar Month’s Unavailability (in hours: minutes: seconds)</th>
<th>Duration of Interruption</th>
</tr>
</thead>
<tbody>
<tr>
<td>00:00:01-00:45:00</td>
<td>No Credit</td>
</tr>
<tr>
<td>00:45:01-04:00:00</td>
<td>5% of MRR</td>
</tr>
<tr>
<td>04:00:01-08:00:00</td>
<td>10% of MRR</td>
</tr>
<tr>
<td>08:00:01-12:00:00</td>
<td>20% of MRR</td>
</tr>
<tr>
<td>12:00:01-16:00:00</td>
<td>50% of MRR</td>
</tr>
<tr>
<td>16:24:01-24:00:00</td>
<td>75% of MRR</td>
</tr>
<tr>
<td>24:00:01 or greater</td>
<td>100% of MRR</td>
</tr>
</tbody>
</table>

Major Outage Definition
A Major Outage is considered an incident that: a) results from a fiber cut on a main fiber cable resulting in more than one service to be affected b) results in three or more services to experience a total loss of service for any reason.

Minor Outage Definition
A Minor Outage is considered an incident that results in a total loss of service in two or less services. Any Minor Outage can be upgraded to a Major Outage when escalated to through the appropriate process and agreed by the escalation point.
**WANRack Ticket Process and Escalation Policy**

**Initial Case Received**
When a Customer contacts our NOC, a Customer Support specialist gathers the details of the problem and opens a Ticket. A Ticket number is generated and provided to the Customer. All subsequent replies by Customer must retain the Case identification information included in the email used by our Ticket management system. A Customer Support specialist will provide an acknowledgment of the outage within 60 minutes.

Most problems are resolved within Two (2) hours. If the problem is complex or involves additional troubleshooting, the Customer will be notified and provided an explanation of what action is being taken.

<table>
<thead>
<tr>
<th>First Level Escalation</th>
</tr>
</thead>
<tbody>
<tr>
<td>WANRack 24 / 7 / 365 Number</td>
</tr>
<tr>
<td>1-855-482-RACK (7225)</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Second Level Escalation</th>
</tr>
</thead>
<tbody>
<tr>
<td>Brian Turner, Sr Sales Engineer</td>
</tr>
<tr>
<td><a href="mailto:brian.turner@wanrack.com">brian.turner@wanrack.com</a></td>
</tr>
<tr>
<td>(813) 924-5992</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Third Level Escalation</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sean Brown, VP Operations and Construction</td>
</tr>
<tr>
<td><a href="mailto:sean.brown@wanrack.com">sean.brown@wanrack.com</a></td>
</tr>
<tr>
<td>(913) 601-8493</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Fourth Level Escalation</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mike Brigman, COO and President</td>
</tr>
<tr>
<td><a href="mailto:mike.brigman@wanrack.com">mike.brigman@wanrack.com</a></td>
</tr>
<tr>
<td>(913) 359-7988</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Fifth Level Escalation</th>
</tr>
</thead>
<tbody>
<tr>
<td>Rob Oyler, CEO</td>
</tr>
<tr>
<td><a href="mailto:rob.oyler@wanrack.com">rob.oyler@wanrack.com</a></td>
</tr>
<tr>
<td>(913) 601-8861</td>
</tr>
</tbody>
</table>
PROOF OF INSURANCE

CERTIFICATE OF LIABILITY INSURANCE

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONfers NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

PRODUCER
Brush Creek Partners
520 Pennway, Suite 111
Kansas City, MO 64108

INSURED
WANRack LLC
15700 College Blvd., Suite 200
Lenexa, KS 66219

CONTACT NAME

PHONE
(816) 523-2223

FAX
(913) 800-8249

EMAIL
info@brushtkc.com

INSURER(S) AFFIRMING COVERAGE

NAME

INSURER A
Federal Insurance Company, a member of Chubb Group
20281

INSURER B
Coalition Insurance Solutions, Inc.
524210

COVERAGES

CERTIFICATE NUMBER:

REVISION NUMBER:

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

<table>
<thead>
<tr>
<th>LORL</th>
<th>TYPE OF INSURANCE</th>
<th>ADOR. MWRD</th>
<th>POLICY NUMBER</th>
<th>POLICY EXP</th>
<th>POLICY COUP</th>
<th>LIMITS</th>
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<tbody>
<tr>
<td>A</td>
<td>COMMERCIAL GENERAL LIABILITY</td>
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<td>36036779</td>
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<td>5/1/2022</td>
<td>$1,000,000</td>
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<tr>
<td></td>
<td>CLAIMS-MADE</td>
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<tr>
<td></td>
<td>GENL AGGREGATE LIMIT APPLIES PER</td>
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<td>POLICY</td>
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<td>73597715</td>
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<td>5/1/2022</td>
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<tr>
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<tr>
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<td>UMBRELLA LIABILITY</td>
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<td>78181699</td>
<td>5/1/2021</td>
<td>5/1/2022</td>
<td>$10,000,000</td>
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<tr>
<td></td>
<td>EXCESS LIA</td>
<td>X OCCUR</td>
<td></td>
<td></td>
<td></td>
<td>$10,000,000</td>
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<tr>
<td></td>
<td>CLAIMS-MADE</td>
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<td></td>
<td>$10,000,000</td>
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<tr>
<td>B</td>
<td>Tech E&amp;O/Cyber</td>
<td></td>
<td>C-4LRA-161995-CYBER-2021</td>
<td>5/1/2021</td>
<td>5/1/2022</td>
<td>Limits $3,000,000</td>
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<tr>
<td>B</td>
<td>Cyber</td>
<td></td>
<td>C-4LRA-161995-CYBER-2021</td>
<td>5/1/2021</td>
<td>5/1/2022</td>
<td>Limits $3,000,000</td>
</tr>
</tbody>
</table>

CERTIFICATE HOLDER

CANCELLATION

Proof of Insurance

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

AUTHORIZED REPRESENTATIVE

ACORD 25 (2015/03)

© 1988-2015 ACORD CORPORATION. All rights reserved.

The ACORD name and logo are registered marks of ACORD.
The business entity identified above has been assessed an annual registration fee by the State Corporation Commission pursuant to Virginia law. Payment of the annual registration fee must be received by the Commission on or before the payment due date to avoid imposition of a late payment penalty.

If the payment due date falls on a weekend or scheduled holiday, payment, if delivered by mail or in person, will need to be received on or before the last business day that precedes the payment due date. Postmarks cannot be considered and extensions of time cannot be granted.

See the additional information that follows this page.

Annual registration fees and penalties can be paid online at sccefile.scc.virginia.gov.

DO NOT INCLUDE ANY DOCUMENT OR CORRESPONDENCE WITH THE PAYMENT AND ITS COUPON.

Documents and correspondence should be separately addressed and mailed to State Corporation Commission, Clerk's Office, P.O. Box 1197, Richmond, VA 23218, or delivered to State Corporation Commission, Clerk's Office, 1300 E. Main Street, Richmond, Virginia 23219.

For assistance, call the Clerk's Office at (804) 371-9733 or toll-free in Virginia at 1-866-722-2551.

If payment will be mailed:
1. Make the check payable to State Corporation Commission.
2. Write the Company's SCC ID No. on the front of the check.
3. Send the check and this payment coupon to the State Corporation Commission in the envelope provided. (The mailing address is also listed in the information that follows.)

---

### STATE CORPORATION COMMISSION ANNUAL REGISTRATION FEE - PAYMENT COUPON

<table>
<thead>
<tr>
<th>SCC ID No.</th>
<th>Business Entity Name</th>
<th>WANRack, LLC</th>
</tr>
</thead>
<tbody>
<tr>
<td>T073142-4</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Assessment Year</th>
<th>Date of Assessment</th>
<th>Total Amount Due</th>
<th>Payment Due Date</th>
<th>Amount Paid</th>
</tr>
</thead>
<tbody>
<tr>
<td>2019</td>
<td>November 1, 2018</td>
<td>$50.00</td>
<td>January 31, 2019</td>
<td></td>
</tr>
</tbody>
</table>

A penalty will be imposed if payment of the total amount due has not been received on or before the payment due date. See the instruction above if the due date is on a weekend or holiday.

20300005073142400000050003
INFORMATION REGARDING ANNUAL REGISTRATION FEES

If the business entity has not paid all annual registration fees and/or penalties assessed in any previous year, the unpaid amounts are included in the total amount due. Payments will be applied against the fees and penalties that have remained unpaid for the longest period of time, as directed by Virginia law.

Failure to submit payment for the total amount due could result in underpayment of the assessment for the assessment year, imposition of a late payment penalty and, ultimately, termination or cancellation of the existence of a Virginia business entity or, in the case of a foreign business entity, cancellation or revocation of its certificate of authority or registration to transact business in Virginia.

The late payment penalty for a corporation is equal to 10% of the annual registration fee assessment or $10.00, whichever is greater. For a limited liability company, limited partnership or business trust, the late payment penalty is $25.00.

Entities That Have Ceased To Conduct Business

A business entity will not be required to pay this year's annual registration fee if (i) all fees and penalties from a prior year have been paid and (ii) on or before the payment due date, it has voluntarily terminated or canceled its existence as a Virginia business entity or, in the case of a foreign business entity, it has withdrawn from the Commonwealth or canceled its registration to transact business in Virginia. A voluntary termination, cancellation or withdrawal is accomplished by submitting the appropriate document(s) and filing fee(s) to the Clerk's Office in time for the office to review, process and file the submission, which normally takes about five business days. Forms and instructions can be obtained from the Clerk's Office website at www.scc.virginia.gov/cik/formfee.aspx or by contacting the Clerk's Office.

Checks and payment coupons should be mailed to the appropriate address, depending on the entity type.

<table>
<thead>
<tr>
<th>Corporations</th>
<th>Limited Liability Companies</th>
<th>Limited Partnerships</th>
<th>Business Trusts</th>
</tr>
</thead>
<tbody>
<tr>
<td>PO Box 7607, Merrifield, VA 22116-7607</td>
<td>PO Box 7621, Merrifield, VA 22116-7621</td>
<td>PO Box 7613, Merrifield, VA 22116-7613</td>
<td>PO Box 1197, Richmond, VA 23216-1197</td>
</tr>
</tbody>
</table>
Virginia State Corporation Commission (SCC)

**VA SCC Clerks Office**

<table>
<thead>
<tr>
<th>Confirmation Number:</th>
<th>071736</th>
</tr>
</thead>
<tbody>
<tr>
<td>Payment Date:</td>
<td>Tuesday, December 4, 2018</td>
</tr>
<tr>
<td>Payment Time:</td>
<td>10:23AM PT</td>
</tr>
</tbody>
</table>

**Payer Information**

- **Name:** Tony Gamelin
- **Street Address:**
  - 100 N Washington Blvd
  - Ste 102
  - Sarasota, FL 34236
  - United States
- **Daytime Phone Number:** (941) 330 - 0393
- **E-mail Address:** diana.kowalewski@wanrack.com
- **Transaction Type:** Annual Registration Fee
- **Name of Filer:** Diana Kowalewski
- **Name of Entity:** WANRACK, LLC
- **SCC ID:** T0731424

**Card Information**

- **Card Type:** MasterCard
- **Card Number:** **********6069

**Payment Information**

- **Payment Type:** VA SCC Clerks Office
- **Payment Amount:** $50.00

---

Thank you for using Official Payments. If you have a question regarding your payment, please call us toll free at 1-866-621-4109. To make payments in the future, please visit our website at www.officialpayments.com.

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Attachment A

Experience

Provide information on similar projects carried out by your firm/consortium below. If the consortium has formed for the purpose of the present project, provide project and references for key members of the consortium.

If you believe additional information on projects is desirable, please attach further information.

Representative Project 1: Yuma, Arizona City-Wide & School District Fiber Project

Project Name: Yuma, Arizona City-Wide & School District Fiber Project

Project Address: 
1 City Plaza
Yuma, AZ 85364

Public Entity Name: The City of Yuma Arizona - Ricky Rinehart and Dean Farar

Public Entity Address: 
1 City Plaza
Yuma, AZ 85364

Public Entity Phone: Ricky 928-373-5031
Dean 928-502-4250
Public Entity Fax: N/A

Public Entity Email: Ricky.rinehart@yumaaz.gov
dfarar1@yumaed.org

Describe key lessons learned:

Yuma was a collaborative approach between the city and the school district. The network installation greatly impacted the reach, and technology of the community as a whole. This was a city-wide project of 33 miles.
### Representative Project 2: Phoenix Union Leased Lit Fiber WAN Project

<table>
<thead>
<tr>
<th>Project Name:</th>
<th>Phoenix Union Leased Lit Fiber WAN Project</th>
</tr>
</thead>
<tbody>
<tr>
<td>Project Address:</td>
<td>2902 North Central Avenue</td>
</tr>
<tr>
<td></td>
<td>Phoenix, AZ 85012</td>
</tr>
<tr>
<td>Public Entity Name:</td>
<td>Phoenix Union High School District</td>
</tr>
<tr>
<td>Public Entity Address:</td>
<td>2902 North Central Avenue</td>
</tr>
<tr>
<td></td>
<td>Phoenix, AZ 85012</td>
</tr>
<tr>
<td>Public Entity Phone:</td>
<td>602-764-1210</td>
</tr>
<tr>
<td>Public Entity Fax:</td>
<td>N/A</td>
</tr>
<tr>
<td>Public Entity Email:</td>
<td><a href="mailto:jjordan@phoenixunion.org">jjordan@phoenixunion.org</a></td>
</tr>
</tbody>
</table>

#### Describe key lessons learned:

This project build is in the urban area of Phoenix and has 21 sites covering 40 miles. We learned that if we covered a large enough metro area like Phoenix that we'd be able to connect other communities around the Phoenix metro that our network is now touching, that we could cost effectively build out the whole metro area and become major provider in the market in both MDU and FTTH services.
Representative Project 3: Taylor County Middle Mile Fiber Optic Network WAN

Project Name: ____________________________

Project Address: 224 South Second Street

________________________________________

Medford, WI 54451

________________________________________

Public Entity Name: Taylor County, Wisconsin

Public Entity Address: 224 South Second Street

________________________________________

Medford, WI 54451

________________________________________

Public Entity Phone: 715-965-7748; Public Entity Fax: N/A

Public Entity Email: michael.bub@co.taylor.wi.us

Describe key lessons learned:

WANRack entered a public-private partnership with Taylor County in Wisconsin to construct a middle mile fiber optic wide area network (WAN) that will connect 34 county sites. WANRack is overbuilding the 85 mile network with a sufficient fiber count to serve the county's future needs. Working with the County in such a collaborative way will provide complementary benefits to countless other entities in the area.

This network is already allowing Medford Area Public School District to benefit and upgrade all their sites from 1 Gbps to 10 Gbps which will have an immediate impact on the students in that district.
Attachment B

Financial Responsibility

I. Financial Responsibility

For the partner in the consortium that will carry out construction activities, provide a letter from your surety company listing your organization’s current single Project and total Projects bonding capacity, including such information for the local or regional office that will be used in delivering the services to be provided on the Project; attach this letter to this Application. If you propose to bid out construction separately, this section may be omitted.

Name of Bonding Company: Travelors

Address: 7465 West 132nd Street

Overland Park, KS 66213

Information on Attorney-in-Fact:

Telephone: 816.523.2323 Fax: 913.800.8249

Email: bonds@brushkc.com

Is the Bonding Company on the United States Department of the Treasury list of acceptable surety corporations?

☒ Yes ☐ No

Is the Bonding Company licensed to transact surety business in the Commonwealth of Virginia?

☒ Yes ☐ No

Describe the capacity of your organization to meet the project schedule and demands. Include an analysis of your current workload.

II. Judgments

This section should be completed by each principal entity within the consortium. In the last ten years, has your organization, or any officer, director, partner or owner, had judgments entered against it or them for the breach of contracts for construction?
If yes, on a separate attachment, state the person or entity against whom the judgment was entered, give the location and date of the judgment, describe the project involved, and explain the circumstances relating to the judgment, including the names, addresses and phone numbers of persons who might be contacted for additional information.

III. Convictions and Debarment

This section should be completed by each principal entity within the consortium. If you answer yes to any of the following, on a separate attachment, state the person or entity against whom the conviction or debarment was entered, give the location and date of the conviction or debarment, describe the project involved, and explain the circumstances relating to the conviction or debarment, including the names, addresses and phone numbers of persons who might be contacted for additional information.

1. In the last ten years, has your organization or any officer, director, partner, owner, project manager, procurement manager or chief financial officer of your organization:
   a. ever been fined or adjudicated of having failed to abate a citation for building code violations by a court or local building code appeals board?
      □ Yes
      ☒ No
   b. ever been found guilty on charges relating to conflicts of interest?
      □ Yes
      ☒ No
   c. ever been convicted on criminal charges relating to contracting, construction, bidding, bid rigging or bribery?
      □ Yes
      ☒ No
   d. ever been convicted: (i) under Va. Code Section 2.2-4367 et seq. (Ethics in Public Contracting); (ii) under Va. Code Section 18.2-498.1 et seq. (Va. Governmental Frauds Act); (iii) under Va. Code Section 59.1-68.6 et seq. (Conspiracy to Rig Bids); (iv) of a criminal violation of Va. Code Section 40.1-49.4 (enforcement of occupational safety and health standards); or (v) of violating any substantially similar federal law or law of another state?
      □ Yes
      ☒ No
e. ever been convicted on charges relating to employment of illegal aliens on construction projects?

☐ Yes
☒ No

2. Is your organization or any officer, director, partner or owner currently debarred or enjoined from doing federal, state or local government work for any reason?

☐ Yes
☒ No

3. Has your organization or any officer, director, partner or owner ever been debarred or enjoined from doing federal, state or local government work for any reason?

☐ Yes
☒ No

IV. Compliance

If you answer yes to any of the following, on a separate attachment give the date of the termination order, or payment, describe the project involved, and explain the circumstances relating to same, including the names, addresses and phone numbers of persons who might be contacted for additional information.

1. Has your organization:

a. Ever been terminated on a contract for cause?

☐ Yes
☒ No

b. within the last five years, made payment of actual and/or liquidated damages for failure to complete a project by the contracted date?

☐ Yes
☒ No

2. Has your organization, in the last three years, received a final order for willful and/or repeated violation(s) for failure to abate issued by the United States Occupational Safety and Health Administration or by the Virginia Department of Labor and Industry or any other government agency of similar jurisdiction?

☐ Yes
☒ No

3. Have any Performance or Payment Bond claims ever been paid by any surety on behalf of your organization?
4. Has your organization been more than thirty (30) days late, without good cause, in achieving the contracted substantial completion date where there was no liquidated damages provision on more than two (2) projects in the last three (3) years?

☐ Yes
☒ No

5. Has your organization finally completed a project more than ninety (90) days after achieving substantial completion on two (2) or more projects in the last three (3) years, for reasons within the contractor’s control? Documented delay of delivery of material necessary to perform remaining work or seasonal conditions that bear on performing the work or operating specific equipment or building systems shall be considered in mitigation.

☐ Yes
☒ No

6. Has your organization received more than two (2) cure notices on a single project in the past two (2) years and/or more than one (1) cure notice on five (5) separate projects in the past five (5) years?

☐ Yes
☒ No

7. For any partner within your consortium that anticipates carrying out construction work, has your organization had repeated instances on a project of installation and workmanship deviations which exceed the tolerances of the standards referenced in the contract documents? Documentation of such instances shall be the written reports and records of the Owner’s representatives on the project.

☐ Yes
☒ No
Non-Collusion Statement

My signature certifies that the accompanying proposal is not the result of, or affected by, any unlawful act of collusion with another person or company engaged in the same line of business or commerce, or any act of fraud punishable under the Virginia Governmental Frauds Act, sections 18.2-498.1 et seq. of the Code of Virginia, 1950, as amended. Furthermore, I understand that fraud and unlawful collusion are crimes under the Virginia Governmental Frauds Act, laws against bid rigging (sections 59.1-68.6 et seq.), the Virginia Antitrust Act (sections 59.1-9.1 et seq.), and Federal laws regarding the same, and can result in fines, prison sentences, and civil damage awards.

I hereby certify that I am authorized to sign, personally or as a Representative for the Firm:

Name of Firm or Individual: WANRack, LLC

Address: 15700 College Blvd

Lenexa, KS 66219

Signature: ________________________________

Name (type/print): Steve Bergeron

Title: Vice President of Business Development

Telephone: 515-401-7462   Fax: N/A

FEI/FIN No. 38-3904798   Date: August 20, 2021
Attachment D

Certification of Compliance with Immigration Laws and Regulations

Any person or entity doing business with the Authority, must include a sworn certification of compliance with all federal immigration laws and regulations. These laws include the Federal Immigration Reform and Control Act, which makes it unlawful for a person or other entity to hire, recruit or refer for a fee for employment in the United States, an alien knowing the alien is unauthorized, and § 40.1-11.1 of the Code of Virginia, which makes it unlawful for any employer to knowingly employ an alien who cannot provide documents indicating that he or she is legally eligible for employment in the United States. The state law, in particular, places an affirmative duty on employers to ensure that aliens have proof of eligibility for employment.

Accordingly, this certification shall be completed and attached to all contracts and agreements for goods and services made by the Authority. Failure to attach a completed certification renders the contract or agreement void.

Type or print legibly when completing this form.

Legal Name of Proposer: WANRack, LLC

(Note: This is your name as reported to the IRS. This should match your Social Security card or Federal ID number.)

Type of Business Entity:

☐ Sole Proprietorship (Provide full name and address of owner):

☐ Limited Partnership (Provide full name and address of all partners):

☐ General Partnership (Provide full name and address of all partners):

☒ Limited Liability Company (Provide full name and address of all managing members):

WANRack, LLC
15700 College Blvd, Lenexa, KS 66219

☐ Corporation (Provide full name and address of all officers): (on separate sheet, attached)

Doing Business As (if applicable):

(Note: This is the name that appears on your invoices but is not used as your reporting name.)

Name and Position of Person Completing this Certificate:

Name: Todd Barfield

Position: Chief Legal Officer

SNA-RFP-2021-02  25
Physical Business Address:

15700 College Blvd
Lenexa, KS 66219

Primary Correspondence Address (if different from physical address):


Number of Employees: 26

Are all Employees Who Work in the United States Eligible for Employment in the United States?

☐ Yes
☒ No

Under penalties of perjury, I declare on behalf of the proposer listed above that to the best of my knowledge and based upon reasonable inquiry, each and every one of the proposer’s employees who work in the United States are eligible for employment in the United States as required by the Federal Immigration Reform and Control Act of 1986 and § 40.1-11.1 of the Code of Virginia. I further declare on behalf of the proposer that I and my firm will use due care and diligence to ensure that all employees hired in the future who will work in the United States will be eligible for employment in the United States. I affirm that the information provided herein is true, correct, and complete.

Sworn this 19th day of August, 2021, by Todd Barfield, on behalf of WAURACK LLC as evidenced by the following signature and seal:

Name of Contractor/Vendor: WAURACK, LLC
Printed Name of Signatory: Todd Barfield
Signature: [signature] [seal]
Date: August 19, 2021

STATE/COMMONWEALTH OF KS:
CITY/COUNTY OF JOHNSON to wit:

The foregoing instrument was acknowledged before me this 19th day of August, 2021, by Macie Heller

[Signature]
Notary Public: Macie Heller
Registration No. 1150442
My commission expires: 11/1/22
Attachment E

State Corporation Commission Certification

Pursuant to Code of Virginia § 2.2-4311.2(b), a proposer organized or authorized to transact business in the Commonwealth pursuant to Title 13.1 or Title 50 is required to include in its proposal the identification number issued to it by the State Corporation Commission (SCC). Any proposer that is not required to be authorized to transact business in the Commonwealth as a foreign business entity under Title 13.1 or Title 50 or as otherwise required by law is required to include in its proposal a statement describing why the proposer is not required to be so authorized.

SCC Identification Number: T073142-4 (REQUIRED)
Attachment F

SWaM/DBE Certification Form

Each principal member of a proposing consortium should fill out this form separately.

Proposer Name: ____________________________________________

Proposer Address: __________________________________________

________________________________________________________________

Contact Person (Name/Title): ______________________________________

Contact’s Direct Telephone Number: _______________________________

Contact’s Email Address: ________________________________________

Certifications

☐ DBE Certification

Certification No.: __________________________

NAICS Code: __________

Certifying Agency: __________________________

Description: ________________________________________________

☐ SWaM Certification

Certification No.: __________________________

☐ Service-Disabled Vet

SWaM Type: __________

Certification No.: __________________________

Date: ________________

Certifying Agency: __________________________

Exp. Date: ________________

Years in Business: ______

Minority Indicator

☐ African-American  ☐ Asian-Indian  ☐ Asian-Pacific

☐ Hispanic American  ☐ Native American  ☐ Non-minority woman
During the performance of this contract, the contractor, for itself, its assignees and successors in interest (hereinafter referred to as the "contractor") agrees as follows:

(1) **Compliance with Regulations:** The contractor shall comply with the Regulation relative to nondiscrimination in federally-assisted programs of the Department of Transportation (hereinafter, "DOT") Title 49, Code of Federal Regulations, Part 21, as they may be amended from time to time, (hereinafter referred to as the Regulations), which are herein incorporated by reference and made a part of this contract.

(2) **Nondiscrimination:** The contractor, with regard to the work performed by it during the contract, shall not discriminate on the grounds of race, color, or national origin in the selection and retention of subcontractors, including procurements of materials and leases of equipment. The contractor shall not participate either directly or indirectly in the discrimination prohibited by section 21.5 of the Regulations, including employment practices when the contract covers a program set forth in Appendix B of the Regulations.

(3) **Solicitations for Subcontractors, Including Procurements of Materials and Equipment:** In all solicitations either by competitive bidding or negotiation made by the contractor for work to be performed under a subcontract, including procurements of materials or leases of equipment, each potential subcontractor or supplier shall be notified by the contractor of the contractor's obligations under this contract and the Regulations relative to nondiscrimination on the grounds of race, color, or national origin.

(4) **Information and Reports:** The contractor shall provide all information and reports required by the Regulations or directives issued pursuant thereto, and shall permit access to its books, records, accounts, other sources of information, and its facilities as may be determined by the (Recipient) or the (Name of Appropriate Administration) to be pertinent to ascertain compliance with such Regulations, orders and instructions. Where any information required of a contractor is in the exclusive possession of another who fails or refuses to furnish this information the contractor shall so certify to the (Recipient) or the (Name of Appropriate Administration) as appropriate, and shall set forth what efforts it has made to obtain the information.

(5) **Sanctions for Noncompliance:** In the event of the contractor's noncompliance with the nondiscrimination provisions of this contract, the (Recipient) shall impose such contract sanctions as it or the (Name of Appropriate Administration) may determine to be appropriate, including, but not limited to:
   (a.) withholding of payments to the contractor under the contract until the contractor complies, and/or
   (b.) cancellation, termination or suspension of the contract, in whole or in part.

(6) **Incorporation of Provisions:** The contractor shall include the provisions of paragraphs (1) through (6) in every subcontract, including procurements of materials and leases of equipment, unless exempt by the Regulations, or directives issued pursuant thereto.

The contractor shall take such action with respect to any subcontract or procurement as the (Recipient) or the (Name of Appropriate Administration) may direct as a means of enforcing such provisions including sanctions for non-compliance: Provided, however, that, in the event a contractor becomes involved in, or is threatened with, litigation with a subcontractor or supplier as a result of such direction, the contractor may request the (Recipient) to enter into such litigation to protect the interests of the (Recipient), and, in addition, the contractor may request the United States to enter into such litigation to protect the interests of the United States.
ATTACHMENT 1B  
NONDISCRIMINATION  
Contractor / Consultant / Supplier Agreement: USDOT 1050.2A – Appendix E

During the performance of this contract, the contractor, for itself, its assignees, and successors in interest (hereinafter referred to as the “contractor”) agrees to comply with the following non-discrimination statues and authorities; including but not limited to:

Pertinent Nondiscrimination Authorities:

- Title VI of the Civil Rights Act of 1964 (42 U.S.C. § 2000d et seq., 78 stat. 252), (prohibits discrimination on the basis of race, color, national origin); and 49 CFR Part 21;
- The Uniform Relocation Assistance and Real Property Acquisition Policies Act of 1970, (42 U.S.C. § 4601), prohibits unfair treatment of persons displaced or whose property has been acquired because of Federal or Federal-aid programs and projects;
- Federal-Aid Highway Act of 1973, (23 U.S.C. § 324 et. seq.), (prohibits discrimination on the basis of sex);
- The Age Discrimination Act of 1975, as amended, (42 U.S.C. § 6101 et. seq.), (prohibits discrimination on the basis of age);
- Airport and Airway Improvement Act of 1982, (49 U.S.C. § 471, Section 47123), as amended, (prohibits discrimination based on race, creed, color, national origin, or sex);
- The Civil Rights Restoration Act of 1987, (Pl 100-209), (Broadened the scope, coverage and applicability of Title VI of the Civil Rights Act of 1964, The Age Discrimination Act of 1975 and Section 504 of the Rehabilitation Act of 1973, by expanding the definition of the terms “programs or activities” to include all of the programs or activities of the Federal-aid recipients, sub-recipients and contractors, whether such programs or activities are Federally funded or not);
- Titles II and III of the Americans with Disabilities Act, which prohibit discrimination on the basis of disability in the operation of public entities, public and private transportation systems, places of public accommodation, and certain testing entities (42 U.S.C. §§ 12131 – 12189) as implemented by Department of Transportation regulations at 49 CFR parts 37 and 38;
- The Federal Aviation Administration’s Non-discrimination statute (49 U.S.C. § 47123) (prohibits discrimination on the basis of race, color, national origin and sex);
- Executive Order 12898, Federal Actions to Address Environmental Justice in Minority Populations and Low-Income Populations, which ensures non-discrimination against minority populations by discouraging programs, policies, and activities with disproportionately high and adverse human health or environmental effects on minority and low-income populations;
- Executive Order 13166, Improving Access to Services for Persons with Limited English Proficiency, and resulting agency guidance, national origin discrimination includes discrimination because of limited English proficiency (LEP). To ensure compliance with Title VI, you must take reasonable steps to ensure that LEP persons have meaningful access to your programs (79 Fed. Reg. at 74087 to 74100);
- Title IX of the Education Amendments of 1972, as amended, which prohibits you from discriminating because of sex in education programs or activities (20 U.S.C. 1681 et seq.).