

Application to DHCD Submitted through CAMS

Chesterfield County

Chesterfield VA VATI 2023 Application

Application ID: 95708032022100747
Application Status: Pending
Program Name: Virginia Telecommunication Initiative 2023 - Application
Organization Name: Chesterfield County
Organization Address: 9901 Lori Road
Chesterfield, VA 23832
Profile Manager Name: Barry Condrey
Profile Manager Phone: (804) 928-8214
Profile Manager Email: CondreyBA@Chesterfield.gov

Project Name: Chesterfield VA VATI 2023 Application
Project Contact Name: Barry Condrey
Project Contact Phone: (804) 928-8214
Project Contact Email: CondreyBA@Chesterfield.gov
Project Location: 6730 Public Safety Way
Chesterfield, VA 23832-6674
Project Service Area: Chesterfield County

Total Requested Amount: \$755,523.00
Required Annual Audit Status: Accepted

Application to DHCD Submitted through CAMS

Chesterfield County

Chesterfield VA VATI 2023 Application

Budget Information:

Cost/Activity Category	DHCD Request	Other Funding	Total
Telecommunications	\$755,523.00	\$13,007,379.35	\$13,762,902.35
Construction	\$590,416.57	\$5,541,681.56	\$6,132,098.13
Construction Related Soft Costs	\$165,106.43	\$1,549,697.79	\$1,714,804.22
Other: Utility Middle Mile	\$0.00	\$5,916,000.00	\$5,916,000.00
Total:	\$755,523.00	\$13,007,379.35	\$13,762,902.35

Budget Narrative:

Questions and Responses:

1. Project Description and Need

Describe why and how the project area(s) was selected. Describe the proposed geographic area including specific boundaries of the project area (e.g. street names, local and regional boundaries, etc.). Attach a copy of the map of your project area(s). Label map: Attachment 1 – Project Area Map.

Answer:

This application is for the Chesterfield County Fiber Deployment Initiative (“Initiative”) and is submitted by Chesterfield County (“County”) and All Points Broadband (“APB” or “All Points”), as applicant and co-applicant, respectively. Several responses exceeded the CAMS character limit, so we have followed DHCD guidance to provide responses to those questions elsewhere in the application.

The map included as Attachment 1 and related shape files demonstrate the specific boundaries of the proposed project area. The project encompasses neighborhoods along the Western, Southern, and Eastern borders of the County. Communities within the project area include Ettrick, Matoaca, Lake Chesdin, Skinquarter, Bermuda Hundred, Windsor Hills, Winterpock, Hallsboro, and many others.

To determine the proposed project area, All Points’ field teams visited and visually inspected all areas within the County where incumbent broadband providers are not offering service according to publicly available data. Specifically, All Points personnel visited all the areas proposed to be served by the project to verify that each area is not currently served by wireline technology (cable or fiber) that can provide 100/20 mbps. Unserved locations within or adjacent to presumably served areas were visually confirmed to not have qualifying existing serviceability. All Points’ preliminary analysis was reviewed by the County and compared to County information gathered from previous studies and analysis. The proposed project area was also compared to previous VATI applications submitted by the County and its FY22 Co-applicant, Comcast.

Application to DHCD Submitted through CAMS

Chesterfield County

Chesterfield VA VATI 2023 Application

On July 28, 2021, All Points submitted a Utility Leverage Program (ULP) petition for unserved certification to Department of Housing and Community Development (DHCD) Under the DHCD guidelines for ULP, Comcast, Verizon, and any other incumbent providers had the ability to provide evidence that they already offer service within the proposed unserved area. No such challenge was provided and a final determination on the petition was issued on November 15, 2021, determining that all 251 submitted locations were unserved. Those locations are included in the current application.

In Q2 2022, the County partnered with All Points and Dominion to explore a project to achieve universal broadband across the County. The County, All Points and Dominion entered into a Memorandum of Understanding (attached as Attachment 8), pursuant to which All Points assumed primary responsibility for developing a VATI-eligible network that would offer FTTH service to all locations within the County that are unserved by broadband.

Using field surveys, ULP determinations, County coverage data, and previous VATI applications, All Points developed a proposed project area and published an online survey in which residents and property owners could complete to verify whether a specific location was served or unserved by broadband. Survey data was then used to refine the proposed service area and to ensure that the unserved locations in the County were included in the proposed project. A survey example is included with Attachment 3.

The project will extend FTTH infrastructure to 580 serviceable units in the County. Based on the extensive field inspections, comparisons to County data, and the online survey results, the County and All Points agree that the proposed project area will provide broadband access to all the locations in the County that remain unserved by broadband as of the date of this application. The primary reason the proposed project area was selected is because the proposed project area includes all remaining unserved locations in the County. As described in the response to question 5 and listed in in Attachment 4, none of the 580 serviceable units can receive 25/3 mbps access today.

A secondary reason the proposed project area was selected is because it is an ideal area in which Virginia Code §56-585.1:9, as amended, (the "Utility Leverage Statute") can be leveraged to achieve cost-effective universal broadband coverage in a county. Approximately 80% of the project area is within Dominion's electric service territory. By partnering with Dominion under the Utility Leverage Statute, All Points and the County will realize significant cost savings and can complete the project with significantly less public subsidy funding than would otherwise be required to extend FTTH throughout the proposed project area.

Application to DHCD Submitted through CAMS

Chesterfield County

Chesterfield VA VATI 2023 Application

A map of the project area is attached as Attachment 1.

2. List existing providers in the proposed project area and the speeds offered. Describe your outreach efforts to identify existing providers and how this information was compiled with source(s).

Answer:

The wireline broadband providers in the County are Comcast and Verizon, both of which have a franchise agreement with the County. These providers offer service plans that deliver speeds above the 100/20 mbps threshold in many areas of the county. As is common in many rural areas, the services available according to FCC Form 477 data dramatically overstates service to specific locations because the basis of serviceability is at the census block level. This overstatement is present in much of unserved Chesterfield County.

The proposed project area contains those communities and neighborhoods where neither Comcast nor Verizon are required to complete network buildout in accordance with their franchise agreements. All Points has visited each of the proposed areas to be served by the project to visually verify that wireline broadband capable of 100/20 mbps does not exist at these locations.

On July 28, 2021, All Points submitted a Utility Leverage Program (ULP) petition for unserved certification to Department of Housing and Community Development (DHCD) Under the DHCD guidelines for ULP, Comcast, Verizon, and any other incumbent providers had the ability to provide evidence that they already offer service within the proposed unserved area. A final determination on the petition was issued on November 15, 2021, and determined that 251 locations in the submitted petition area were unserved.

The County and Comcast, as co-applicant, applied for FY22 VATI funding in areas included in the current proposed project area.

3. Describe if any areas near the project have received funding from federal grant programs, including but not limited to Connect America Funds II (CAF II), ACAM, ReConnect, Community Connect, and Rural Digital Opportunity Funds (RDOF). If there have been federal funds awarded near the project area(s), provide a map showing these areas, verifying the proposed project area does not conflict with these areas. Label Map: Attachment 2 – Documentation on Federal Funding Area.

Answer:

Other than RDOF funding discussed in the subsequent question, there are minimal Connect America Funds II (CAF) that were awarded to Verizon in portions of the proposed project area. There are no portions of the County in or near the project area that have been funded by ACAM, ReConnect, or Community Connect. See Attachment 2 for the visualization of federally funded areas.

Application to DHCD Submitted through CAMS

Chesterfield County

Chesterfield VA VATI 2023 Application

4. **Overlap:** To be eligible for VATI, applicants must demonstrate that the proposed project area(s) is unserved. An unserved area is defined as an area with speeds below 100/20 Mbps and with less than 25% service overlap within the project area for wireless projects and 20% for wireline projects. Describe any anticipated service overlap with current providers within the project area. Provide a detailed explanation as to how you determined the percentage overlap. Label Attachment: Attachment 3 – Documentation Unserved Area VATI Criteria.

Answer:

As noted above, All Points conducted extensive field surveys, utilized both ULP and VATI applications, and input county data to determine the unserved areas. All Points visited and visually inspected the areas proposed to be served by the project to verify they are not currently served by wireline technology (cable or fiber) capable of providing 100/20 mbps service. Field verification of existing infrastructure occasionally misses underground or otherwise hidden cables serving a neighborhood; however, we anticipate the number of potentially served locations within the project to be substantially below the 20% threshold. This same process was utilized for All Points' FY22 VATI applications with a 97% success rate. These verified areas were then mapped to determine the project area and compared to publicly available FCC data, the Commonwealth Connection Map, and data from the County. The map of the ULP determination and FY22 VATI application are included as Attachment 3.

5. **Total Passings:** Provide the number of total serviceable units in the project area. Applicants are encouraged to prioritize areas lacking 25 Megabits per second download and 3 Megabits per second upload speeds, as they will receive priority in application scoring. For projects with more than one service area, each service area must have delineated passing information. Label Attachment: Attachment 4 – Passings Form.
- a. Of the total number of VATI passings, provide the number of residential, business, non-residential, and community anchors in the proposed project area.
 - b. If applicable, of the total number of RDOF passings, provide the number of residential, business, non-residential, and community anchors in the proposed project area.
 - c. If applicable, provide the number of passings that will require special construction costs, defined as a one-time fee above normal service connection fees required to provide broadband access to a premise. Describe the methodology used for these projections.
 - d. If applicable, provide the number of passings included in the application that will receive broadband access because special construction costs have been budgeted in the VATI application. Describe the methodology used for determining which passings with special construction costs were budgeted in the application.
 - e. Provide the number of passings in the project area that have 25/3 Mbps or less. Describe the methodology used for these projections. (up to 15 points)

Answer:

As noted in Attachment 5, there are 580 total serviceable units in the project area. Verizon reports ADSL technology able to serve many census blocks; however, a review of the Form 477 data revealed that maximum download speeds of Verizon ADSL to be 15 mbps and frequently much lower. All locations within the project area lack access to 25/3 mbps broadband from a wireline service provider.

A. To determine the number of residential, business, non-residential and community anchor institutions in the proposed project area, each of the 580 locations in the proposed project area were cross-referenced to parcel-specific land use data in the County's GIS database or the USPS service address database. This process resulted in 536 passings categorized as residential, 43 passings categorized as non-home-based businesses, and 1 community anchor institution.

Application to DHCD Submitted through CAMS

Chesterfield County

Chesterfield VA VATI 2023 Application

The project area also includes a significant community anchor institution at the Seven Springs Marina on Lake Chesdin .

The project area includes the community of Ettrick, a historic African American community dating from 1765 or earlier . African Americans makeup approximately 75% of the community and Ettrick is closely intertwined with nearby Virginia State University. This project will make FTTH broadband access to the unserved locations in Ettrick.

B. The majority of RDOF passings in the County had been provisionally awarded to SpaceX which has recently been disqualified from receiving RDOF funding. After removing these passings, All Points estimates that 7 locations within the project area have been provisionally awarded RDOF funding to Connect Everyone, LLC; however, the RDOF award for these passings has not been fully authorized.

C. None of the passings included in the proposed project area will require special construction costs. All Points commits to providing a Standard Installation, regardless of drop length, to all locations in the project for the same fixed fee of \$199.00 during the first year of service availability. Therefore, all the passings within the proposed service area will be considered serviceable units.

D. As noted above, none of the passings included in the proposed project area will require special construction costs. All Points commits to providing a Standard Installation, regardless of drop length, to all locations in the project for the same fixed fee of \$199.00 during the first year of service availability. All Points' detailed design for the project calculated the projected service drop length for all locations in the proposed project area and the average drop length used to determine the project budget is based on the weighted average drop length indicated by the project design.

Application to DHCD Submitted through CAMS

Chesterfield County

Chesterfield VA VATI 2023 Application

E. All 580 of the passings in the proposed project area lack access to broadband service of at least 25/3 mbps. Neither of the County's cable franchisees are offering service in the proposed project area. Verizon offers ADSL service in certain portions of the project area; however, Form 477 data and a spot-check on the Verizon service website indicates that only speeds well below 25/3 mbps are available. All Points has also conducted extensive field surveys to determine the existence of wired broadband service. Further, many of the locations included in the proposed project were 1) determined to be unserved via DHCD's ULP program and 2) included in Chesterfield's FY22 VATI application with Comcast. Therefore, there is no verified provider offering wired broadband of 25/3 Mbps or greater in the proposed project area. There are no terrestrial fixed wireless providers in the area.

6. Describe if any blocks awarded in Rural Digital Opportunity Fund (RDOF) are included in the VATI application area. If RDOF areas are included in the VATI application, provide a map of these areas and include information on number of passings in RDOF awarded areas within the VATI application area, and Census Block Group ID number for each block group in the project area. Label Attachment: Attachment 5 – RDOF Awarded Areas Form in VATI Area

Answer:

Attachment 5 includes a map showing the minimal number of locations provisionally awarded RDOF funding in the project area and a table of location by census block. The project includes 29 locations provisionally awarded to SpaceX. On August 10, 2022, the Federal Communications Commission (FCC) rejected the long form RDOF applications for all SpaceX awarded locations, including those in Virginia. Following the rejection of SpaceX's provisional RDOF funding, these locations are even more at risk for remaining completely unconnected without a funded VATI project in FY23. Connect Everyone, LLC have been provisionally awarded for 7 passings in the County, however their award has not yet been fully authorized and many of their RDOF awarded blocks were already subjected to Preliminary Defaults in 2021.

7. **For wireless projects only:** Please explain the ownership of the proposed wireless infrastructure. Please describe if the private co-applicant will own or lease the radio mast, tower, or other vertical structure onto which the wireless infrastructure will be installed.

Answer:

Wireless infrastructure is not applicable as this project will provide FTTH based on XGS-PON standards to all locations

8. Network Design: Provide a description of the network system design used to deliver broadband service from the network's primary internet point(s) of presence to end users, including the network components that already exist and the ones that would be added by the proposed project. Provide a detailed explanation of how this information was determined with sources. Provide information on how capacity for scalability, or expansion, of how the network can adapt to future needs. If using a technology with shared bandwidth, describe how the equipment will handle capacity during peak intervals. For wireless projects, provide a propagation map for the proposed project area with a clearly defined legend for scale of map. Label Map: Attachment 6 – Propagation Map Wireless Project.

Answer:

The project is a new FTTH deployment based on XGS-PON standard that will make FTTH service available to all currently unserved locations in the County. The network includes 197 miles of fiber, of which approximately 98.4 miles will be built by All Points and approximately 98.6 miles will be built by Dominion pursuant to the Utility Leverage Statute. The final mileage to be constructed by Dominion is contingent of approval of Dominion's related petition to be submitted to the State Corporation Commission ("SCC") under the Utility Leverage Statute.

Application to DHCD Submitted through CAMS

Chesterfield County

Chesterfield VA VATI 2023 Application

At completion, the network will include two upstream connection points to All Points' network core in the data center cluster in Ashburn, Virginia, and path-diverse connections to All Points' redundant network core in the Cermak data center in Chicago, Illinois.

The network will utilize a 32:1 ratio XGS-PON network, capable of delivering 10 gigabit, symmetric service to each location and capacity to accommodate future demands of network subscribers over the life of the infrastructure. All new fiber distribution infrastructure will be sourced from AFL Telecommunications ("AFL") as the principal cable manufacturer. The project will future-proof the network with cables of various strand counts, ranging from 24 to 288 stands, depending on the specific network segment. As indicated in the letter included in Attachment 13, AFL, APB's primary supplier of fiber optic cables, connectors, terminals, and related hardware, has allocated committed manufacturing capacity to support APB's materials requirements and specific schedule for this project. During times of supply chain uncertainty, having committed US-based manufacturing capacity sets this project apart from others in the region.

Approximately 80% of the fiber distribution routes will be aerial and 20% of fiber distribution routes will be underground. The network will include approximately 87 fiber feeder hubs and fiber distribution hubs. Service drops will be made to one of approximately 261 fiber distribution terminals. Fiber distribution terminals will be AFL Titan Ready-to-Deploy Multiport Terminals in multiple sizes depending on location and network requirements. Service drops will be made using AFL Trident hardened drop cables. Terminals, hubs, and related components will be sourced by Anixter Wesco as described in Attachment 13.

All customer premises equipment, including optical network terminals and Wi-Fi internet access gateways will be from the industry-leading Calix ecosystem. All network optonics will use the XGS-PON (ITU G.9807.1) architecture, which can deliver 10 gigabit, symmetric service to all end users. As indicated in the letter included in Attachment 13, Calix has allocated manufacturing capacity to support the Chesterfield project bill of materials.

The network has been designed to be scalable and expandable to meet future needs as new locations are built within the project area and as end user demands require higher bandwidth connections. For example, throughout all distribution routes, a minimum of 24 fiber strands will be reserved to accommodate future needs and in some routes this count will reach 288 strands. This will ensure sufficient distribution capacity so that no additional fiber routes would need to be constructed to offer service to any new locations built in the proposed project area after project completion and throughout the life of the infrastructure.

Application to DHCD Submitted through CAMS

Chesterfield County

Chesterfield VA VATI 2023 Application

At all feeder and distribution hubs, sufficient capacity has been reserved to enable the network to be upgraded to offer 10 gigabit, symmetric service, to all end users on the network in the future as consumer demands require higher bandwidth connections. All distribution terminals have been sized to accommodate additional connections in the future to accommodate new and in-fill development without requiring additional splicing.

Bills of materials derived from the high-level process have been reviewed and verified by various third-party partners as described in Attachment 13.

9. Speeds: Describe the internet service offerings, including download and upload speeds, to be provided after completion of the proposed project. Detail whether that speed is based on dedicated or shared bandwidth, and detail the technology that will be used. This description can be illustrated by a map or schematic diagram, as appropriate. List the private co-applicant's tiered price structure for all speed offerings in the proposed project area, including the lowest tiered speed offering at or above 100/20 Mbps. (up to 10 points)

Answer:

The last-mile FTTH network will initially offer three speed tiers that are fully symmetrical: 50/50 Mbps, 100/100 Mbps, and 1/1 Gbps, with no data caps. The intended, initial non-promotional, monthly pricing for residential service levels is \$59.99, \$89.99, and \$119.99 respectively, with a \$5 service fee to cover applicable taxes and FCC fees. Standard commercial service levels will be offered up to 2/2 Gbps and custom levels up to 10/10 Gbps may be offered.

Customers will also have the ability to subscribe to VOIP phone service with multiple calling features and local and continental US long distance calls included for an additional \$19.99 per month.

Because the project is a FTTH network, the only locations sharing of bandwidth may occur are at a fiber concentration cabinet or at the network core in accordance with XGS-PON standards. All Points has designed the network to consistently deliver advertised speeds as though all customers subscribed to the 1/1 Gbps service level. All Points is committed to open and transparent network operations as described in the company's Open Internet Statement, which is available at: allpointsbroadband.com/legal/ois/.

10. Explain how the proposed project achieves universal broadband coverage for the locality or fits into a larger plan to achieve universal broadband coverage for the locality. If applicable, explain the remaining areas of need in the locality and a brief description of the plan to achieve universal broadband coverage. (up to 50 points)

Answer:

This project includes all 580 locations in the County that remain unserved and completing the project will achieve universal broadband in the County.

Application to DHCD Submitted through CAMS

Chesterfield County

Chesterfield VA VATI 2023 Application

Achieving universal broadband access has been a long-term objective of the County. The areas included in this submission are the remaining areas that other broadband providers have forgone serving because of unprofitable density, difficult terrain, and/or land use status (including agricultural areas and large parcels). All Points was selected by the County in part due to its steadfast commitment to universal service provided by cost-effective, world-class FTTH.

As discussed above, the County and All Points have undertaken extensive field inspections, franchisee network review, and community outreach to ensure that all remaining unserved locations in the County are included in the proposed project area. All Points' field teams visited and visually inspected all areas within the County where incumbent providers are not offering service and verified that each such area is not currently served by wireline technology (cable or fiber) that can provide 100/20 mbps service. Locations deemed to have service have been removed from the proposed project area. This includes dozens of locations from the FY22 Chesterfield/Comcast VATI application that were inadvertently included as unserved, such as the Vinings Apartments, Colony Village, and Bellgrade Apartments. The final proposed network removed served locations, added previously excluded unserved locations, and achieves truly universal service for Chesterfield County.

The Commonwealth Connection map provided another useful data set to determine unserved areas. All Points inspected all areas indicated by that mapping service to be potentially unserved. Potentially unserved areas were inspected in-person or remotely to verify existing service.

The vast majority of the 580 passings included in the proposed project have been available for public review and remain unchallenged by incumbent providers, either through previous VATI applications or the previously discussed ULP petition. All Points' preliminary analysis was reviewed by the County and compared to County information gathered from previous studies and analysis.

Multiple years of broadband expansion efforts of the County have culminated in this universal application. Beginning in 2018 the county began an effort to develop a broadband strategy that would provide universal coverage to every resident in the county. Partnerships were formed with Commonwealth Connect, the Virginia Telecommunications Officers Association (VATOA), and the Central Virginia Regional Broadband group. Vendors were interviewed for potential projects to increase coverage. The incumbent franchise holders offered compliance with state regulations requiring service availability based on density of dwellings per route mile.

Application to DHCD Submitted through CAMS

Chesterfield County

Chesterfield VA VATI 2023 Application

In 2019 Chesterfield responded to the Dominion Energy RFI for interest in middle-mile fiber pilots. The County then began building models and GIS maps to support availability maps based on wireless using existing county communications towers and vertical assets, as well as wired connections using existing vendors. In a first of its kind approach, Chesterfield built systems to interrogate publicly available websites for Comcast and Verizon, checking every residential address for service availability. This allowed the County to visualize in GIS the unserved locations in the county. Pockets of unserved exist in every part of the county, with lower income and rural areas especially impacted.

With the pandemic in 2020 came an urgent need to provide better broadband access, and the county turned to tactical efforts to provide immediate relief to residents. 1,800 cellular broadband "hotspots" were distributed to K12 students. WIFI network access points were mounted on the outside of county building to provide access to residents, socially distanced in their cars in parking lots. Maps of public broadband access locations were created and published to residents, pushed out via social media and in public meetings. Work continued to refine and analyze the locations of the unserved in the county. A survey was offered to residents of Chesterfield and is still active, providing new responses monthly. 98% of the respondents classify broadband access as "Critical - Like Electricity or Water".

The Chesterfield Board of Supervisors gave approval for the County's first VATI grant request for the 2021 cycle. Partnering with Comcast, the application was submitted and was ultimately unsuccessful. In 2022, the county strategy shifted to develop new partnerships with All Points Broadband and Dominion Energy and prioritize bringing a third ISP to the county, developing a buildout project that ensures universal coverage, and providing a competitive cost-per-passing to VATI.

11. Project Readiness

Describe the current state of project development, including but not limited to: planning, preliminary engineering, identifying easements/permits, status of MOU or MOA, and final design. Prepare a detailed project timeline or construction schedule, identifying specific tasks, staff, contractor(s) responsible, collection of data, etc., and estimated start and completion dates. Applicants are encouraged to extensively discuss, where applicable, easements relating to railroad crossings, federally-owned lands and parks, partnerships with the Virginia Department of Transportation, and mobile home parks. Applicants must include Memorandums of Understanding (MOUs) or Memorandums of Agreement (MOAs) between applicants (drafts are allowable). Label Attachments: Attachment 7 – Timeline/Project Management Plan; Attachment 8 – MOU/MOA between Applicant/Co-Applicant; (up to 10 points)

Answer:

The County, All Points and Dominion entered into an MOU (Attachment 8) setting forth the overall timeframes for applying for VATI support and for submitting the SCC petition in accordance the Utility Leverage Statute. Furthermore, the County and All Points have fully executed a Broadband Partnership Agreement and an External Data Custodian Agreement. These types of agreements would not be in final executed status if the stakeholders were committed to any objective other than universal broadband access. Project mobilization is only contingent on VATI funding.

Application to DHCD Submitted through CAMS

Chesterfield County

Chesterfield VA VATI 2023 Application

In Q2 2022, All Points completed high-level network design for the project in collaboration with Dominion, and the network design incorporates the specific routes to be constructed by Dominion. The high-level network design is now complete. To accelerate materials procurement, bills of materials have been reviewed by appropriate vendors as described in Attachment 13.

Through the shared experience achieving SCC approval of Dominion's participation in the VATI-supported Northern Neck Initiative, All Points and Dominion have developed a standard final design coordination process that runs concurrently with the SCC petition process. This approach reduces administrative costs for All Points and Dominion, ensures that all information required to be submitted to the SCC is available on the required timeframes, and enables network construction to begin immediately upon SCC approval of Dominion's petitions under the Utility Leverage Statute. All Points will complete low-level design during the pendency of the SCC petition.

Dominion has assigned a dedicated project manager who will lead Dominion's involvement in this project. All Points and Dominion have an agreed form of fiber lease in place for the project, which will be entered into upon final SCC approval of Dominion's participation.

As indicated in the letter included in Attachment 13, AFL Telecommunications, APB's cable manufacturer, has allocated committed manufacturing capacity to support APB's requirements and specific schedule for this project. AFL is a leading global manufacturer of fiber optic cables, connectors, terminals, and related hardware. By involving AFL in the design and fiber technology evaluation from the beginning, APB has ensured that the project will benefit from APB's strategic partnership with AFL, including firm pricing and dedicated manufacturing capacity. Further details from bills of materials and material unit estimates are provided in Attachment 12.

Dominion anticipates initiating contact with potentially affected property owners regarding the project and commencing discussions regarding easements and related rights promptly after final VATI approval. Because the project has been designed to place all new fiber distribution routes within public rights of way or within areas subject to existing easements held by the electric utilities, APB does not anticipate requiring a significant number of new easements.

Application to DHCD Submitted through CAMS

Chesterfield County

Chesterfield VA VATI 2023 Application

Dominion will prepare environmental permits for its proposed routes during the pendency of the SCC petition. Provided the SCC petition is submitted and approved on the planned timeframe, APB and Dominion will commence network construction in accordance with the Utility Leverage Statute.

All Points will construct its last-mile infrastructure concurrently with Dominion's construction. All Points will deploy, and provision service terminals and service drop in conjunction with Dominion's construction schedule so that end users can be connected to the network as soon as there is distribution fiber in place to connect their location to All Points' network core.

Several critical path activities have already been completed, as described on the project timeline attachment, including executed MOU/BPA, completed field verifications, high-level design, and materials supply chain risk mitigation. Once construction commences, All Points will be able to rapidly deliver service to customers who have pre-registered their locations for service. The same survey that All Points and the County made available for property owners to confirm whether their location was unserved by broadband also provided the option for owners of locations within the proposed project area to subscribe for updates regarding the project and to request to be contacted in advance of service availability at their location. To ensure the network is successfully and promptly used by presently unserved locations, All Points will implement the communications plans described in this application, including emphasis on enrolling in the Affordable Connectivity Program.

The County will serve as fiscal agent and administer VATI funds for the project. In accordance with the terms of the MOU that is already in place, upon receipt of a VATI award the County and All Points will enter into a definitive agreement reflecting the terms of this application. It is anticipated that substantial completion of the project will require 18 months from the final grant award.

During the high-level design process, All Points minimized railroad crossings and other fiber paths requiring new easements. APB has identified multiple railroad crossings, owned by CSX and Norfolk Southern, necessary for the last mile distribution fiber network. All Points has already prepared the information necessary to submit crossing applications and, if awarded, plans to submit these to CSX and Norfolk Southern promptly.

The project does not cross or interact with federally owned lands and parks. The project does not serve any mobile home parks.

Application to DHCD Submitted through CAMS

Chesterfield County

Chesterfield VA VATI 2023 Application

12. Has the applicant or co-applicant received any VATI grants? If so, provide a list of these grants, with a detailed summary of the status of each.

Answer:

The County has not previously received VATI grants.

All Points has received VATI grants in the FY21 and FY22 VATI grant rounds for projects that achieve universal FTTH access in 19 counties. For the FY21 grant round, these counties include King George, Westmoreland, Richmond, and Northumberland. For the FY22 grant round, these counties include Lancaster, King William, Hanover, Culpeper, Loudoun, Fauquier, Clarke, Frederick, Warren, Rappahannock, Rockingham, Page, Augusta, Middlesex, and Pulaski. Similar to the project proposed in this application, 12 of these 19 counties have utilized a partnership between All Points, Dominion, and a county.

Construction of fiber distribution routes is underway and customer installations are ongoing for projects awarded in the FY21 grant round. All Points has stayed within budget, on-schedule, and is poised to complete the Northern Neck network and fulfill the VATI grant terms by Q4 2023. The SCC petition for approval of Dominion's participation in the Northern Neck Initiative was submitted in September 2020, and the SCC's final order approving that project was issued in March, 2021.

For projects awarded in the FY22 grant round, All Points and its co-applicants have either executed the award contracts as of August 2022 or submitted necessary materials for projects funded by state general funds and State & Local Fiscal Recovery Fund, and the project timelines have commenced. One project funded by Capital Projects Fund is subject to an environmental checklist review period expected to be completed after the FY23 VATI application date. All existing VATI projects have fully executed Grant Administration Agreements, and All Points anticipates the final SLFRF award to be under contract shortly after the FY23 VATI application date. These projects range in timeline from 12-36 months and all projects remain on schedule, with the necessary construction materials already procured from All Points' suppliers. The SCC petition for approval of Dominion's participation in Lancaster and King William Counties was submitted May 2022, with a hearing date of September 8, 2022. Dominion is expected to submit the SCC petitions for the remaining counties for SCC within the parameters set forth in the Utility Leverage Statute.

Application to DHCD Submitted through CAMS

Chesterfield County

Chesterfield VA VATI 2023 Application

13. Matching funds: Complete the funding sources table indicating the cash match and in-kind resources from the applicant, co-applicant, and any other partners investing in the proposed project (VATI funding cannot exceed 80 percent of total project cost). In-kind resources include, but are not limited to: grant management, acquisition of rights of way or easements, waiving permit fees, force account labor, etc. Please note that a minimum 20% match is required to be eligible for VATI, the private sector provider must provide 10% of the required match. If the private co-applicant cash match is below 10% of total project cost, applicants must provide financial details demonstrating appropriate private investment. If applicants and co-applicants are seeking to include prior expended funds as matching funds, Attachment 11 must be completed. Label Attachments: Attachment 9 - Funding Sources Table; Attachment 10 – Documentation of Match Funding; Attachment 11 - Prior Expended Match Form

Answer:

The total cost of the proposed project is \$13.7 million. This application is requesting VATI funds in the amount of \$755,523 representing 5.5% of the total project cost. All Points will be responsible for providing \$5.79 million, representing 42.1% of the total project cost. The County is contributing \$1.3 million, representing 9.4% of the total project cost. Dominion is anticipated to invest \$5.91 million, representing 43% of the total project cost, pending SCC approval of Dominion's participation in this project.

The County's commitment of \$1.3 million is reflected in the County's documentation of match letter included in Attachment 10.

All Points's lead equity sponsor, Searchlight Capital Partners, has committed all required financing to complete the project, as demonstrated in the letter included in Attachment 10. Searchlight is one of the nation's leading investors in FTTH deployments and is committed to do its part to close the digital divide in Virginia.

Dominion is providing support for the project through the Utility Leverage Statute. Dominion has entered into an MOU with All Points and the County to submit its Utility Leverage Petition for this project (see Attachment 8) and has confirmed its participation pending final approval from the SCC (see Attachment 10). The project budget only includes that portion of Dominion's anticipated investment that will be allocated to broadband deployment.

14. Leverage: Describe any leverage being provided by the applicant, co-applicant, and partner(s) in support of the proposed project. (up to 10 points)

Answer:

The County has provided extensive in-kind support during the planning process that resulted in the proposed project. Since March 2022, the County's Chief Information Officer (CIO) has participated in bi-monthly coordination meetings with the APB project team. The County has contributed valuable survey data and other broadband data sets to inform the project area. The County has contributed and reviewed the high-level design. The County has coordinated with community organizations to ensure that important program outcomes, such as digital literacy, adoption, and equity are all met. This includes working with Virginia State University (digital equity), Chesterfield Health District (telehealth), Chesterfield Library System (digital literacy and adoption), and the Chesterfield Cooperative Extension (smart

Application to DHCD Submitted through CAMS

Chesterfield County

Chesterfield VA VATI 2023 Application

farming). If funded, the County will provide in-kind to support these project partnerships and their community engagements. The County has also agreed to provide all required support for the SCC Petition process on an in-kind basis and at no cost to the project. Finally, the County will administer the VATI grant funds and support project construction without charging administrative costs to the project. The substantial project development and administrative costs expended by the County are not being counted as match in Attachment 9. Instead, the County is leveraging those costs to improve cost efficiency of the overall project.

All Points committed substantial resources to project development, high-level design, and unserved field verification. Those sunk costs are considered as leverage since repayment will not be requested.

All Points has dedicated a full-time sales manager who will oversee all marketing and adoption activities within the County and APB has allocated a \$58,000 marketing budget for the project in its first two years (which is not included in the project budget set forth in this application). Due to the proximity to existing projects in the Richmond region in Hanover and King William Counties, the proposed project will leverage economies of scale and reduce costs that otherwise would be incurred if not adjacent to these networks. The Chesterfield network will share a regional office, construction prep yard, service vehicles, and other facilities/equipment with APB networks providing service to the other Richmond regional counties. Field sales representatives, fiber technicians, and office personnel serving the Richmond region will also service the Chesterfield project, reducing staffing and labor costs dramatically. The estimated savings from leveraging the Richmond regional projects is \$289,000 compared to a stand-alone network.

Dominion has also contributed significant amounts in the planning process at no cost to the project, including providing valuable input during the formulation of the project's high-level design. The most impactful leverage from Dominion's participation is that no VATI funding will be needed for the construction of fiber miles within Dominion's network to serve the project.

As detailed in the attached letter in Attachment 14, All Points will collaborate with Southside Electric Cooperative in the project area that serves co-op members. All Points and Southside Electric Cooperative have committed to exploring additional partnerships to reduce costs and expedite deployment, similar to partnerships All Points has developed with 4 other Virginia electric cooperatives.

Support from the locality and electric utility partners will continue through low-level design and construction. The relevant County representatives will participate in joint marketing events and public meetings to market the project and encourage adoption by their residents. Dominion and APB will each incur significant costs related to the SCC Petition

Application to DHCD Submitted through CAMS

Chesterfield County

Chesterfield VA VATI 2023 Application

Process, including legal fees and other related costs, which are not included in the project construction costs.

The County and All Points are partnering with Virginia State University, the Chesterfield County Library System, and the Chesterfield Cooperative Extension to hold numerous community events regarding digital literacy, digital adoption, precision agriculture, and digital equity. The staff and technical costs associated with preparing and staging these events have not been included in the project costs of this application.

15. Communications Plan: Describe efforts to keep the public informed of project progress and the broadband adoption plan.
- a. Explain how you plan on communicating the project status to stakeholders, including but not limited to County leadership, project areas residents, etc. (Up to 10 points)
 - b. Explain how you plan to promote customer take rate, including marketing activities, outreach plan, and other actions to reach the identified serviceable units within the project area. Provide the anticipated take rate and describe the basis for the estimate. (up to 10 points)
 - c. Describe any digital literacy efforts to ensure residents and businesses in the proposed project area sufficiently utilize broadband. Please list any partnering organizations for digital literacy, such as the local library or cooperative extension office.

Answer:

1. A. All Points will provide the County with a written report each month of the project timeline, detailing All Points' progress against established project milestones. This report will include a breakdown of progress against project milestones consistent with the DHCD-required report format. The County and All Points will also hold a quarterly coordination meeting during which All Points will present a report on progress against established project milestones in the previous quarter, and an update on project activities anticipated in the next quarter. Quarterly coordination will include the county's project lead as well as representatives from All Points, and Dominion (as appropriate).
- 2.
3. The County, All Points and Dominion (as appropriate) will hold at least two public events in Chesterfield, which will be coordinated with the county. The first event will be a public webinar, in which All Points and the County will provide an overview of the awarded network, the project map, the service levels, and the project timeline. Chesterfield residents will be able to participate in the webinar and ask questions regarding the project.
- 4.
5. The subsequent public events will be chosen from several options, selected by the County as most appropriate for their community and stakeholders, to be an in-person event marking the project's progress. These events

Application to DHCD Submitted through CAMS

Chesterfield County

Chesterfield VA VATI 2023 Application

could include:

1. 1. Commencement of Construction / Groundbreaking
1. 2. Lighting of First Fiber Distribution Area / Initial Customer Access
1. 3. Construction Progress or Completion of Utility Middle-Mile Fiber
1. 4. Construction Progress or Completion of Distribution Network
1. 5. Other County Selected Events

In addition to events open to the public, All Points and DEV (as appropriate) will invite local media for project tours / construction ride-outs during construction. All Points will also provide a project update before the Chesterfield Board of Supervisors on a semi-annual basis, on a timeframe coordinated with the County's project lead.

A sample of the communications plan is attached for reference. In addition to large-scale events and webinars, All Points will fund several channels of communications to project area residents, including social media ads, yard signs, door hangers, mail flyers, and small-scale community events as described below. All these communications will encourage eligible households to pre-register for the Affordable Connectivity Program.

Application to DHCD Submitted through CAMS

Chesterfield County

Chesterfield VA VATI 2023 Application

Finally, All Points plans to participate in County-led digital literacy, adoption, and equity events held by community organizations. As described in the letter set forth in Attachment 14, Virginia State University, in partnership with the County and All Points, will organize a series of community events to improve digital literacy, provide cyber security training and provide awareness for financial assistance opportunities for hardware and broadband in the home. As described in the letter set forth in Attachment 14, the Chesterfield Cooperative Extension will organize and hold seminars for local agribusiness on using Precision Agriculture, digital technologies, and broadband connectivity.

B. All Points prepared an extensive marketing campaign to ensure that customers are connected to the network as soon as it is available as described in Attachment 18.

All Points has dedicated a sales manager to oversee marketing and adoption activities and allocated a \$58,000 marketing budget for the project. This marketing budget is not included in the VATI project budget.

The pre-construction marketing phase will begin with a series of mailings to all serviceable units, and a series of joint-marketing events and public meetings conducted in conjunction with community organizations and representatives of the County. All Points will also use its website, social media, door hangers, and yard signs to market the service and spread awareness.

During the pre-construction marketing phase, all marketing communications will direct potential customers to All Points' mobile-friendly tool to register for notifications or subscribe to service as soon as it is available. All Points will use this tool to accept pre-registrations from customers and to keep those customers informed regarding the deployment schedule, so that they will be ready to subscribe and receive service as soon as it is available at their locations.

The County will support All Points as it conducts media events and project tours to keep local media outlets informed about the project and its status, and to generate media coverage that will reinforce All Points' direct marketing activities. As each area of the network is nearing completion, All Points will use the preferred contact method selected by each customer that has pre-registered to inform them of their service availability date and to schedule installations for these

Application to DHCD Submitted through CAMS

Chesterfield County
Chesterfield VA VATI 2023 Application

pre-registered customers.

Approximately 90 days before service is available at a specific location, All Points will send an additional series of direct mail to potential customers that have not pre-registered for service. These mailers will highlight the project, the services soon to be available, and any promotions to encourage registering, such as half-off installations or a free streaming device with installation. Customers will receive a printed user guide to their Internet connection which includes descriptions of services not previously available to an unserved resident and basic troubleshooting steps.

All Points’ marketing materials will also highlight the commitment, for the first 12 months after it is available, to providing a Standard Installation, regardless of drop length, to all funded serviceable units for an installation fee of \$199.00. This unique offering differs greatly from the special construction fee policy of current incumbent providers and is projected to increase take rates within the VATI funded area. These materials will also highlight All Points’ participation in the ACP and outline steps for eligible households to enroll.

See Section 20: Additional Information for the remainder of response to Question 15.b due to character count limit.

See Attachment 19 for the remainder of response to Question 15.c due to character count limit.

16. Project Management: Identify key individuals who will be responsible for the management of the project and provide a brief description of their role and responsibilities for the project. Present this information in table format. Provide a brief description of the applicant and co applicant’s history and experience with managing grants and constructing broadband communication facilities.

Answer:

The following table depicts key members of the project team from the County, All Points and Dominion:

Application to DHCD Submitted through CAMS

Chesterfield County

Chesterfield VA VATI 2023 Application

Key Individual

Roles and Responsibilities

Previous Experience

Jimmy Carr

CEO, APB

See attachment 20

Tom Whitaker

COO, APB

See attachment 20

Application to DHCD Submitted through CAMS

Chesterfield County

Chesterfield VA VATI 2023 Application

Brandon Ogilvie

CFO, APB

See attachment 20

Tom Innes

SVP of Public-Private Partnerships, APB

See attachment 20

Sean Flora

Director of Fiber Construction

See attachment 20

Application to DHCD Submitted through CAMS

Chesterfield County

Chesterfield VA VATI 2023 Application

Chuck Hogg

SVP of FTTH Deployments, APB

See attachment 20

Darren Glatt

Partner and Co-Head of Infrastructure Investing, Searchlight Capital Partners

See attachment 20

Ajit Pai

Partner, Searchlight Capital Partners

See attachment 20

David Walker

Application to DHCD Submitted through CAMS

Chesterfield County

Chesterfield VA VATI 2023 Application

Director, Rural Broadband, Dominion

See attachment 20

Barry Condrey

Chief Information Officer, Chesterfield County

See attachment 20

Clay Bowles

Deputy County Administrator, Chesterfield County

See attachment 20

Additional information regarding the County, All Points and project team members is set forth in Attachment 20.

Application to DHCD Submitted through CAMS

Chesterfield County

Chesterfield VA VATI 2023 Application

Chesterfield County has a robust project management office (PMO) for technology initiatives. All technology projects are executed within the governance of the PMO, implementing standards from the Project Management Body of Knowledge (PMBOK). Projects are reported monthly for both a schedule performance index as well as a cost performance index, incurring special reviews and assessments when tolerances are exceeded. At any given time between 60 and 80 technology projects are in flight, governed by the PMO. Total capital for the portfolio of active projects exceeds \$35,000,000. Chesterfield County has experience managing the construction and operation of a metropolitan area network composed over 50 nodes, as well as county-wide public access Wi-Fi, CitizenWiFi, available broadly in the county.

All Points Broadband is a highly successful rural broadband provider that operates last-mile fiber, fixed-wireless, and hybrid-fiber-wireless networks serving locations in Virginia, West Virginia, Maryland, and Kentucky. All Points has grown through acquisitions and organic network expansions and been named to Inc. magazine's list of America's 5000 fastest-growing companies in each of the last four years. All Points has successfully managed numerous rural broadband deployments in partnership with dozens of rural Counties across Virginia and Kentucky.

The company's senior managers hold leadership positions in the national industry association. All Points CEO is a member of Virginia's Broadband Advisory Council and has testified before the US Senate and Virginia General Assembly on rural broadband deployment strategies.

Searchlight Capital Partners is APB's lead equity sponsor. Searchlight is a private investment firm with over \$9 billion of assets under management with extensive expertise investing in the global telecommunications and media sectors. Over the last two years, Searchlight has invested more than \$1.7 billion in FTTH in the United States, making Searchlight the number one investor in domestic FTTH infrastructure in that period. And as of today, through its investments in All Points, Consolidated Communications and Ziply Fiber, Searchlight is the fourth largest builder of FTTH passings in America. All Points benefits from the tremendous volume purchasing arrangements for Searchlight's portfolio companies, which ensure availability of required supply and the best available pricing.

Searchlight has deep familiarity with broadband markets and the associated competitive dynamics in the broader United States. Searchlight's leadership, both through their time at Searchlight and at previous investment firms, have also acquired multiple decades of experience investing specifically in fiber-based broadband businesses in the U.S. and globally, which has made it a core competency and strategic focus for the firm.

Application to DHCD Submitted through CAMS

Chesterfield County

Chesterfield VA VATI 2023 Application

17. Project Budget and Cost Appropriateness

Budget: Applicants must provide a detailed budget that outlines how the grant funds will be utilized, including an itemization of equipment, construction costs, and a justification of proposed expenses. If designating more than one service area in a single application, each service area must have delineated budget information. For wireless projects, please include delineated budget information by each tower. Expenses should be substantiated by clear cost estimates. Include copies of vendor quotes or documented cost estimates supporting the proposed budget. Label Attachments: Attachment 12 – Derivation of Costs; Attachment 13 - Documentation of Supporting Cost Estimates. (up to 10 points)

Answer:

As set forth in Attachment 12, the total cost of the proposed project is \$13.7 million.

The Derivation of Costs divides the project into the following categories: Final Design and Engineering, Project & Construction Management, Headend/Central Office, Field Network Equipment, Utility Middle Mile, Aerial Make Ready & Construction, Underground Construction, Fiber Drop Construction, Subscriber Equipment & Installation Labor, Other Capex and Construction Bond.

To develop the project budget, All Points prepared a high-level design for the project and developed an indicative bill of materials based on that design. Bills of materials and labor requirements were verified by appropriate vendors as described elsewhere in this application.

All Points then obtained current pricing for each item on the bill of materials from its primary vendors, AFL, All Points' primary suppliers of fiber optic cables, connectors, terminals, and related hardware, and Calix, All Points' primary supplier of customer premise equipment. Both AFL and Calix have also allocated committed manufacturing capacity to support APB's materials requirements and specific schedule for this project. AFL, Calix, and All Points' primary distributor Anixter Wesco have reviewed the bill of materials for the project and provided the pricing used for all relevant cost categories included in the project budget. Due to the extremely competitive nature of materials procurement, the unit cost of most items has been redacted from the bill of materials. Several of All Points' primary labor contractors have also reviewed the project parameters and have provided pricing that have informed the project budget. As is the case for materials, the rate card of third-party labor services cannot be provided publicly due to the competitive nature of those agreements. Attachment 13 contains letters specifying these points from primary All Points vendors.

Application to DHCD Submitted through CAMS

Chesterfield County

Chesterfield VA VATI 2023 Application

18. The cost benefit index is comprised of state cost per unit passed. Individual cost benefit scores are calculated and averaged together to create a point scale for a composite score. Provide the following:

- a. Total VATI funding request
- b. Number of serviceable units
(up to 125 points)

Answer:

A. This application is requesting VATI funds in the amount of \$755,523.

B. 580 serviceable units.

19. **Commonwealth Priorities (Up to 50 points)**

Additional points will be awarded to proposed projects that reflect Commonwealth priorities. If applicable, describe the following:

- a. Businesses, community anchors, or other passings in the proposed project area that will have a significant impact on the locality or region because of access to broadband.
- b. Unique partnerships involved in the proposed project. Examples include electric utilities, universities, and federal/state agencies.
- c. Digital equity efforts to ensure low to moderate income households in the proposed project area will have affordable access to speeds at or above 100/20 mbps, include information regarding the internet service provider's participation in the Affordable Connectivity Program
- d. The co-applicant's efforts to mitigate supply chain constraints, including labor shortages and order-to-delivery delays on telecommunications materials required to construct broadband networks.
- e. The applicant's and co-applicant's efforts to promote broadband adoption, including, but not limited to: telehealth, smart farming, e-entrepreneurship, and distance learning.

Answer:

- 1. A. As noted above, within the proposed project area, there are at least 43 business passings and 1 community anchor passings. The project will include service to the USPS location in Mosley, VA. The proposed project area will be capable of serving the Upper Magnolia Green development area, approximately 2,500 acres in Southwestern Chesterfield that has been rezoned for residential, business, industrial, and public facilities. Planned community anchors in this district include a new elementary, middle, and high school, as well as a library and fire station. Approximately 600 acres have been zoned for industrial development and many of the principal uses for this development prioritized by the county will require robust and redundant broadband. These include computer equipment manufacturing, data centers, electronic component and accessories manufacturing, laboratories, offices, pharmaceutical products manufacturing, and research and development facilities. The Upper Magnolia Green development area is the preeminent development in Chesterfield and will benefit with the addition of All Points Broadband in the market.

B. This project is a partnership between the County, a last-mile ISP, and an electric utility, and is following the successful model developed by All Points and Dominion for 14 other Virginia Counties that were supported by VATI funding.

Application to DHCD Submitted through CAMS

Chesterfield County

Chesterfield VA VATI 2023 Application

The project leverages the Utility Leverage Statute with an investor-owned utility to simultaneously upgrade and harden Virginia's electric grid while making last-mile FTTH available to all remaining unserved locations in the County. Pursuing these two objectives simultaneously reduces aggregate costs for all the partners and benefits the entire community. Achieving universal broadband access throughout the County will only be possible if this project is leveraged in coordination with Dominion's ongoing fiber-deployment activities in the manner contemplated by the Utility Leverage Statute.

For approximately 112 locations within Southside Electric Cooperative's service territory, All Points and Southside Electric Cooperative have committed to exploring additional partnerships, beyond a pole attachment agreement, to reduce costs and expedite deployment. All Points currently has partnerships with 4 Virginia electric cooperatives, which would serve as a reference point for developing a partnership with Southside Electric Cooperative. This is described in Attachment 14.

As described in the letter set forth in Attachment 14, the project applicants will partner with Virginia State University, a historically black college and university (HBCU), and one of Virginia's two land-grant institutions. Located in the village of Ettrick, in southeastern Chesterfield County, Virginia State University will be a critical messenger in the project's community outreach and digital equity efforts. Virginia State University is a valued and trusted institution in the proposed project area and is critical to informing residents of the expanded opportunities and financial assistance that the proposed project will deliver to Chesterfield County.

Chesterfield County Schools and Chesterfield County Government will partner in this project to ensure student households have access to high-quality broadband and can take advantage of the digital equity programs offered by All Points Broadband. The county Citizen Information and Resources Department will perform outreach to the Latinx community regarding the broadband benefits available.

C. Digital equity and inclusion are critically important to all broadband deployments, especially when connecting currently unserved locations. All Points proudly participates in the FCC's Affordable Connectivity Program (ACP) and all service offerings made available through the proposed project will be eligible for ACP. All Points will provide an unlimited 100/100 Mbps service level at \$59.99 per month, reflecting the ACP discount. The entry level service of 50/50 mbps, capable of streaming 10 simultaneous video feeds, will be offered at \$29.99 for ACP-enrolled households.

As detailed in Attachment 19, the ACP program is aggressively promoted across All Points' outreach and marketing portfolio, including a dedicated webpage to the program, an ACP specific page in a customer's welcome package, a banner on the landing webpage to register for service, and inclusion of ACP program promotions on advertising materials (mailers, door hangers, etc.) All Points' customer service representatives are trained in the ACP program parameters and the process for registering. All Points has launched a mobile-friendly eligibility and ACP registration site for current and future customers.

Application to DHCD Submitted through CAMS

Chesterfield County

Chesterfield VA VATI 2023 Application

All Points marketing collateral and customer paperwork will include instructions & tips to further reduce telecommunications expenses of subscribers. This includes “cutting the cord” of traditionally bundled offerings or cancelling high-cost mobile hotspot services.

As part of our digital equity strategy, All Points recognizes the importance of lowering the cost of long drops. Therefore, for the first twelve months after service is available, All Points commits to providing a Standard Installation, regardless of drop length, to all locations for the same fixed fee of \$199.00. This promotion will be included in All Points’ marketing materials, including door hangers, yard signs, mailers, digital advertising, and other methods. While not all installation costs can be avoided or waived, those fees will be presented to the County and future customers in a transparent & consistent fashion.

C. and E. See section 20 (Additional Information) for remainder of response to 19.c and 19.e due to character count limit.

D. See summary of Attachment 13 for response to Question 19.d due to character count limit.

20. **Additional Information**

Please attach any letters of support from stakeholders. If the applicant is not a locality(s) in which the project will occur, please provide a letter of support from that locality.

Attachment 14 – Letters of Support.

Provide the two most recent Form 477 submitted to the FCC, or equivalent, as well as point, polygon, and, for wireless providers, RSSI shapefiles for the project area **in .zip file form**. With attachments 17 through 20, attach any other information that the applicant desires to include. Applicants are limited to four additional attachments.

Label Additional Attachments as:

- a. Attachment 15 –Two most recent Form 477 submitted to the FCC or equivalent
- b. Attachment 16 - Point and Polygon shapefiles, in.zip file form, showing proposed passings and project area
- c. Attachment 17 - For wireless applicants: shapefiles, in .zip file form, indicating RSSI projections in the application area
- d. Attachment 18 – XXXXXXXX
- e. Attachment 19 – XXXXXXXX
- f. Attachment 20 – XXXXXXXX

Answer:

Application to DHCD Submitted through CAMS

Chesterfield County

Chesterfield VA VATI 2023 Application

Continued from response to Question 15.b.:

Throughout the construction phase, All Points will continue to use its website and social media channels, billboards, and public meetings in conjunction with the County to market the project. As last-mile construction is completed in each area of the project, All Points will place door hangers at each serviceable location, yard signs in each serviceable neighborhood, and door-to-door sales.

To estimate take rates, All Points commissioned a third party to perform a residential survey and conjoint analysis for Virginia markets. Redacted excerpts from this third-party analysis are attached as part of Attachment 18. As demonstrated in the attached excerpts, the analysis concluded that All Points could achieve market share of broadband subscribers of 75%, 71%, and 95%, respectively, in various portions of the proposed project area, depending on whether the options currently available to consumers are (a) satellite and DSL, (b) DSL and fixed wireless, or (c) only satellite. All Points have applied these projections across the proposed project to estimate a take rate of 75% for the project.

Continued from response to Question 19.c.:

The project applicants are partnering with Virginia State University, a historically black college and university, and one of Virginia's two land-grant institutions. Located in the village of Ettrick, in southeastern Chesterfield County, Virginia State University will be a critical part of the project's community outreach and digital equity efforts. In partnership with the County and All Points, Virginia State University will organize a series of community events which, among a variety of topics, plans to promote and provide awareness for financial assistance opportunities for broadband. These community events will be attended by All Points team members, who will take the opportunity to sign up customers, register eligible households for ACP, and answer questions about service. Virginia State University is a valued and trusted institution in the proposed project area and is crucial to informing residents of the expanded opportunities and financial assistance that the proposed project will deliver to Chesterfield County.

APB has developed a Digital Inclusion Academy through Google for Education (see Attachment 18), based on best practices and recommendation from the National Digital Equity Center, the National Digital Inclusion Alliance, and NTIA's BroadbandUSA toolkits, which includes courses such as "Use Digital Tools for Everyday Tasks", "Avoid Online Scams", "Build Healthy Digital Habits", "Edit Your Resume", and others of a similar nature. All Points will offer free access to this Academy and all related courses to all locations within the proposed project area and all County

Application to DHCD Submitted through CAMS

Chesterfield County

Chesterfield VA VATI 2023 Application

residents.

Chesterfield County Schools and Chesterfield County Government will partner in this project to ensure student households have access to high-quality broadband and can take advantage of the digital equity programs offered by All Points Broadband. The county Citizen Information and Resources Department will perform outreach to the Latinx community regarding the broadband benefits available.

19. E. Virginia State University, in partnership with the County and All Points, will organize a series of community events which, among other topics, will promote digital literacy education and provide cyber security training for residents in the project area and the community at-large. Virginia State University has extensive experience in digital literacy curriculum as one of only six HBCUs in the nation to receive a \$2.5m grant from the Digital Learning Infrastructure (DLI) led by Complete College America and supported by the Bill & Melinda Gates Foundation.

To promote smart farming and digital literacy for County farmers, the Chesterfield Cooperative Extension, in partnership with the County, will organize and hold seminars for local agribusiness on using Precision Agriculture, digital technologies and broadband connectivity. The letter of support can be found in Attachment 14.

The universal FTTH network will promote distance learning as a permanent solution to the homework gap. In response to the COVID-19 pandemic, Chesterfield County Public Schools (CCPS) deployed approximately 3,000 cellular hotspots to enable distance learning for unconnected students. Awarded funding will dramatically improve the connectivity for hundreds of CCPS students. The letter of support can be found in Attachment 14.

In addition to the digital literacy programming conducted by Chesterfield County Public Libraries, the libraries offer free public courses in robotics, digital printing, and coding. The Ettrick Branch, which is adjacent to the project area, will be hosting a series of digital learning courses regarding professional social media apps such as LinkedIn and other productivity programs. The letter of support can be found in Attachment 14.

Attachments:

Application to DHCD Submitted through CAMS

Chesterfield County

Chesterfield VA VATI 2023 Application

Map(s) of project area, including proposed infrastructure

Attachment1ProjectAreamapChesterfield8252022120417.pdf

Documentation of Federal Funding (CAF/ACAM/USDA/RDOF, etc...) in and/or near proposed project area.

Attachment2DocumentationofFederalFundingAreaChesterfield8252022120429.pdf

Documentation that proposed project area is unserved based on VATI criteria

Attachment3DocumentationUnservedAreaVATICriteriaChesterfield8252022120442.pdf

Passings Form (Use template provided)

Attachment4PassingFormChesterfield8252022120451.pdf

Documentation of RDOF awarded area in VATI project Area (Use template provided)

Attachment5RDOFTableandMapChesterfield8252022120502.pdf

Timeline/Project Management Plan

Attachment7ChesterfieldTimelineProjectManagementPlan8252022120531.pdf

MOU/MOA between applicant/co-applicant (can be in draft form)

Attachment8APBChesterfieldBPAandMOU8252022120542.pdf

Funding Sources Table (Use template provided)

Attachment9Chesterfield8252022120556.pdf

Documentation of Match Funding

Attachment10ChesterfieldCountyAPBSCPDEV8252022120609.pdf

Derivation of Cost/Project Budget (Use template provided)

Attachment12Chesterfield8252022120623.pdf

Documentation of Supporting Cost Estimates

Attachment13ChesterfieldSummaryBOMandLetters8252022120713.pdf

Application to DHCD Submitted through CAMS

Chesterfield County

Chesterfield VA VATI 2023 Application

Letters of Support

Attachment14Chesterfield8252022120724.pdf

Two most recent Form 477 submitted to the FCC or equivalent

Attachment15TwoMostRecentForm477s8252022120742.pdf

Optional

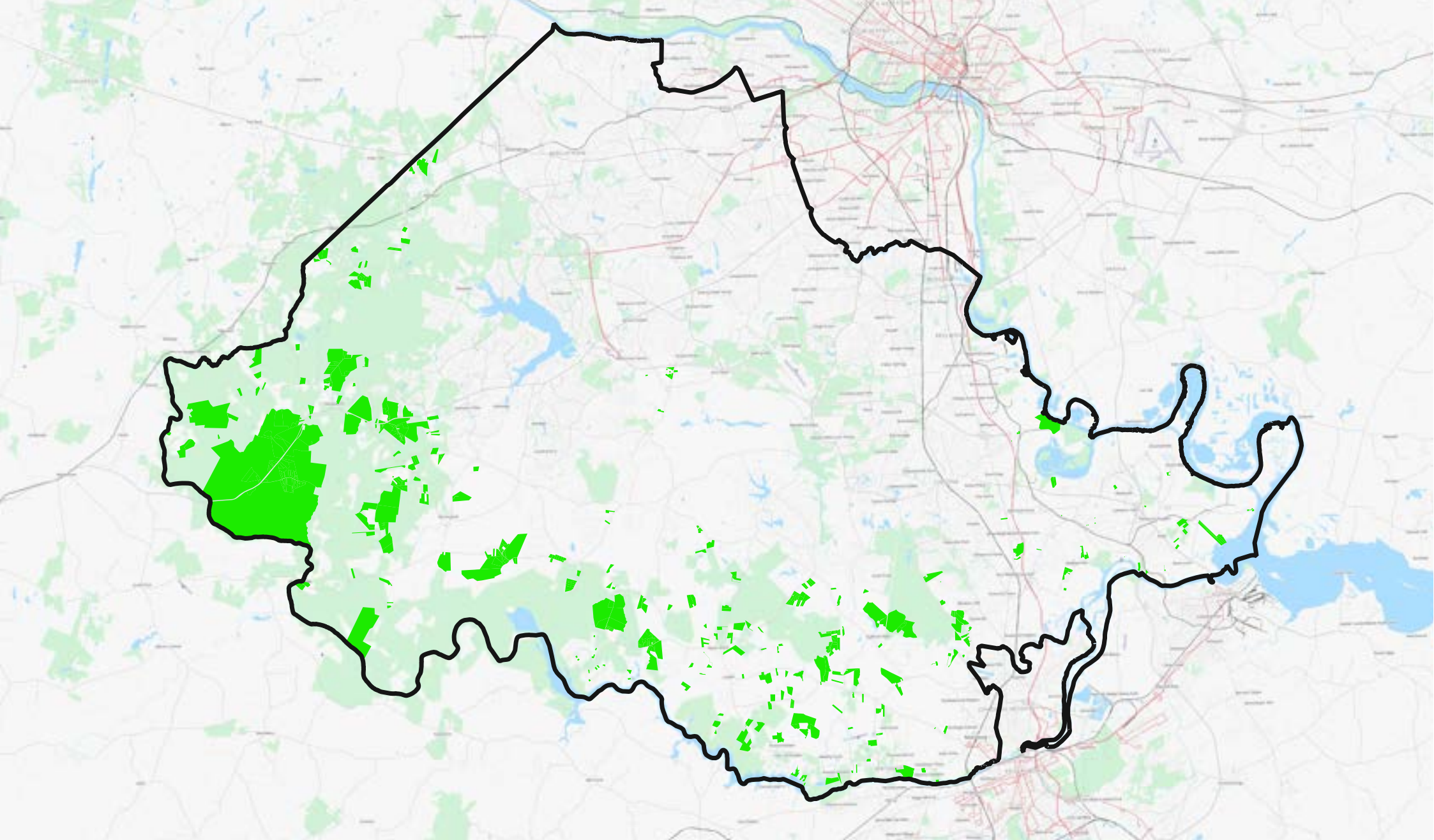
Attachment18MarketingAnalysisandCollateral8252022120849.pdf

Optional

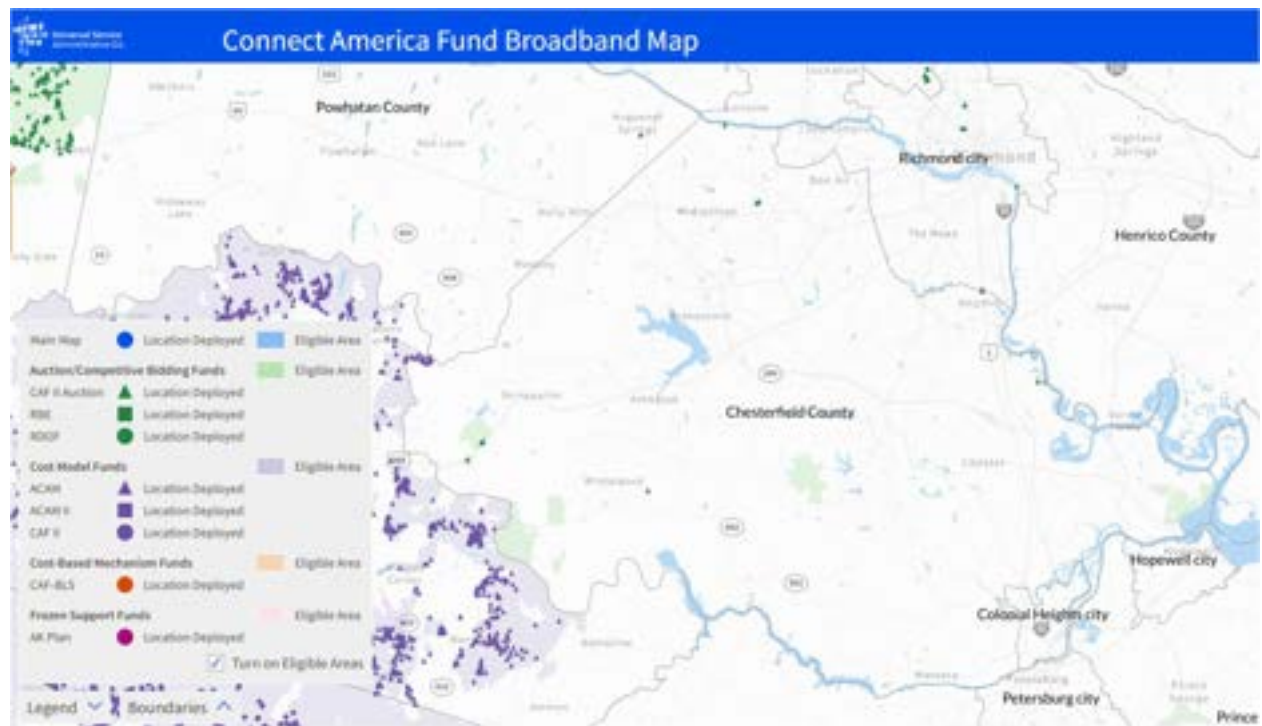
Attachment19DigitalEquityInclusionAdoptionChesterfield8252022120913.pdf

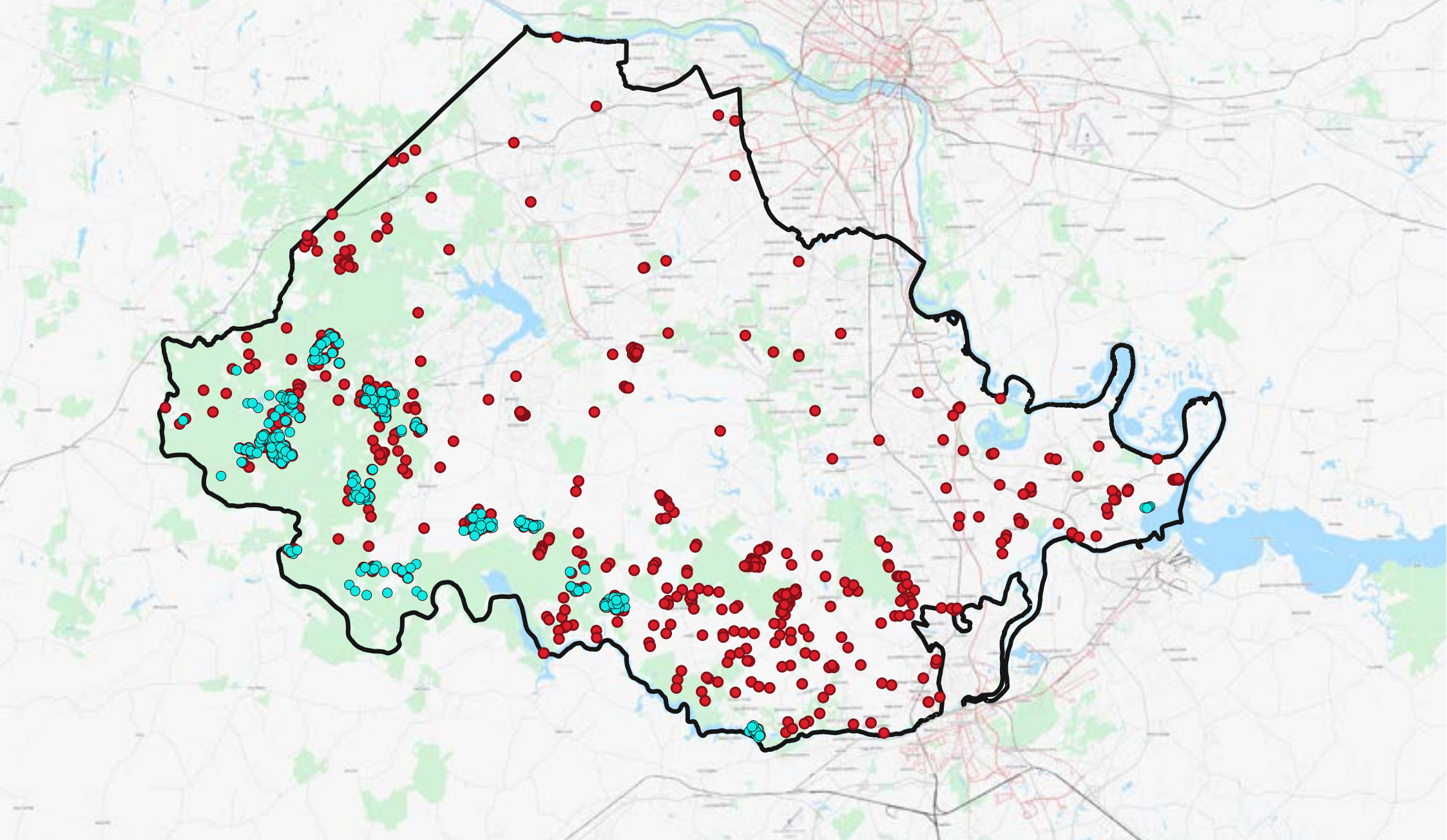
Optional

Attachment20ManagementTeamBiosAPBandChesterfield8252022120930.pdf



Attachment 2 - Documentation of Federal Funding Area





Chesterfield Unserved Area VATI Criteria

-  Chesterfield ULP Determination Locations 2021
-  Comcast FY 2022 VATI Passings
-  County Border

Crowd Sourced Survey to Verify Access

<https://www.allpointsbroadband.com>

ALL POINTS BROADBAND
Ever Connected.

FREQUENTLY ASKED QUESTIONS FIBER ZONES

Live Connected.
At All Points Broadband, we empower communities by bringing affordable broadband to underserved markets, bringing fiber and more of the services and technology to homes and businesses in communities throughout Virginia, Maryland, and Kentucky.

Register Here for Fiber to Your Home

Address Unit Zip

Gig Fiber Broadband in Your Home

All Points Broadband is engaged with its electric utility partners in several large scale fiber-to-the-home projects in Virginia. We are collecting information from customers in the zones below to ensure universal coverage and to finalize our construction sequence within each zone. All Point's standard FTTH architecture is capable of offering 10Gbps service to the home.

To get started please follow these directions:

Step 1: Enter an address and press Go.

Step 2: Confirm your pin location is correct. If not, just grab it and move it to the correct location on the map. Press next.

Step 3: Enter your contact information. Press next.

Step 4: Answer the quick questionnaire so we can provide the same great service for your friends and neighbors. Press next.

Step 5: Review your information and then tell everyone the great news and how to get registered. Submit

NO COMMITMENTS. PAY NOTHING UPFRONT. JUST SHOW YOUR INTEREST!

Steps to verify whether a location currently has broadband access:

1. Enter your address and click Go
2. The next page will ask for you to verify your home's location within the parcel

ALL POINTS BROADBAND
Ever Connected.

We found this address: 903 SUNNYSIDE LN [enter a new address](#)

Verify that the marker below is the correct location for your address. If not, drag the blue marker to your actual location before continuing.



Crowd Sourced Survey to Verify Access

Your Address: 900 Sunnyside Ln, Warsaw Va 22572 - Zone: Richmond County Unsewed

CONFIRM LOCATION SURVEY CONTACT INFO SUBMIT

Survey Questions

Your input is valuable to us. Please take a few minutes to answer these important questions about broadband internet service.

GOOD NEWS, your location is proposed to be served by the NEW All Points Broadband Project. How did you hear about this survey?

☐ Mail/Flyer
☐ Social Media (Facebook, Twitter, etc)
☐ Local News
☐ Cooperative Publication
☐ Friend/Neighbor
☐ Other

If you currently have broadband internet service, what type of service is it?

☐ Fiber
☐ Cable
☐ Fixed Wireless
☐ Mobile Hotspot
☐ DSL
☐ Satellite
☐ I do not currently have broadband internet service

If you currently have broadband internet service, who is the provider?

- Survey questions for locations predicted to be unserved by field verification and existing broadband mapping will receive a Good News notification.
- Locations predicted to be served will receive an alternate set of survey questions.
- To make sure the VATI application removes currently served locations, the survey requires residents to indicate whether they receive broadband service today.

Crowd Sourced Survey to Verify Access

A horizontal progress bar at the top shows four steps: 'CONFIRM LOCATION', 'SURVEY', 'CONTACT INFO', and 'SUBMIT'. The 'SUBMIT' step is highlighted with a blue dot and line. Below the progress bar, the text reads: 'Please confirm your registration details below and click Complete Process to complete the survey.'

Your Details

Test Test

Area	Richmond County Unserved
Address	903 Sunnyside Ln Warsaw Va 22572

[Complete Process](#)

- To complete the survey, respondents need to verify their address and contact information.
- We will then provide a verification notice that you have registered.
- Preregistering is not a service commitment but it does enroll the respondent in APB's Marketing & Communications Plan.

6.

A horizontal progress bar at the top shows four steps: 'CONFIRM LOCATION', 'SURVEY', 'CONTACT INFO', and 'SUBMIT'. The 'SUBMIT' step is highlighted with a blue dot and line. Below the progress bar, the text reads: 'Thank you for registering your address to receive gigabit-capable, fiber internet! As the project proceeds, we will use this email address to contact you with updates and announcements. Before we begin construction, we will contact you again and request a deposit to confirm your desire to subscribe to fiber. Please share our website link (<https://fiber.allpointsbroadband.com/>) with your neighbors – we need to hear from as many people as possible so we can start construction ASAP!'

[Go to Dashboard](#)

Your Details

Test Test

Area	Richmond County Unserved
Address	903 Sunnyside Ln Warsaw Va 22572

Crowd Sourced Survey Response to Location Presumed to be Served

If a submitted location is presumed to be served, the survey response will indicate that service is available and present alternative questions

- Respondent will verify existing service
- If unable to access broadband previously, the respondent will be prompted to explain their experience
- Respondent can sign up for future notifications

We found this address: 5031 RICHMOND RD (enter a new address)

Verify that the marker below is the correct location for your address. If not, drag the blue marker to your actual location before continuing.



Next

CONFIRM LOCATION SURVEY CONTACT INFO SUBMIT

Survey Questions

Your input is valuable to us. Please take a few minutes to answer these important questions about broadband internet service.

Your location is in an area that is either 1) in a future phase or 2) where service is indicated to be available from Atlantic Broadband. By completing the following survey you will accelerate our efforts to improve broadband access. Have you previously tried to subscribe to internet service from Atlantic Broadband (previously Metronet)?

☒ Yes
☐ No

If so, what response did you receive?

☒ Atlantic Broadband indicated service was available at my location
☐ Atlantic Broadband indicated service was available at my location if I were willing to pay an additional fee. Please provide any details you received from Atlantic Broadband regarding the cost you would have to pay in order to receive service.
☐ Atlantic Broadband indicated service was NOT available at my location.

Please provide any details you received from Atlantic Broadband regarding the cost you would have to pay in order to receive service.

By giving us permission to contact you, you will help us ensure that All Points' new fiber network will cover your location. May we have your permission to contact you by email and/or phone in the future?

☒ Yes
☐ No

Next

2023 Virginia Telecommunication Initiative (VATI) Passing Form

Type of Passings	Total Number of Passings in the Project Area ¹	Passings in the Project Area, without Special Construction Costs Required ²	Passings with Special Construction Costs budgeted in the Application ³	Number of Passings with Speeds at 25/3 or below in Project Area ⁴
Residential	536	536		536
Businesses (non-home based)	43	43		43
Businesses (home-based)				
Community Anchors	1	1		1
Non-residential				
Total	580	580		580

Note: The Total Number of Passings **MUST** be equal to the Residential, Business (non-home based), Non-residential and Community Anchors sum.

Note: Do not include passings in RDOF awarded areas that were awarded to the co-applicant; these passings should be included in the RDOF Passings Form. Passings included in this application in RDOF awarded areas that were not awarded to the co-applicant, unless successfully challenged, are considered unserved and should be counted as passings in this form.

¹ The total number of structures in the project area that can receive service. See definition of passing below for more detail.

² The number of structures in the project area that will not require special construction costs to provide service to. These passings fall within the broadband provider's standard service connection drop length and do not require nonstandard equipment or any additional fees above normal service connection fees required to provide broadband access to a premise.

³ The number of structures in the project area with all construction costs budgeted in the application. These passings will not require any additional special construction costs beyond those budgeted for in the VATI application.

⁴ The number of structures in the project area that do not have access to internet at speeds of at least 25 mbps download and 3 mbps upload.

Definitions

Passing – any structure that can receive service. Multi-unit structures may be counted as more than 1 passing, provided individual connections and account are planned at that structure.

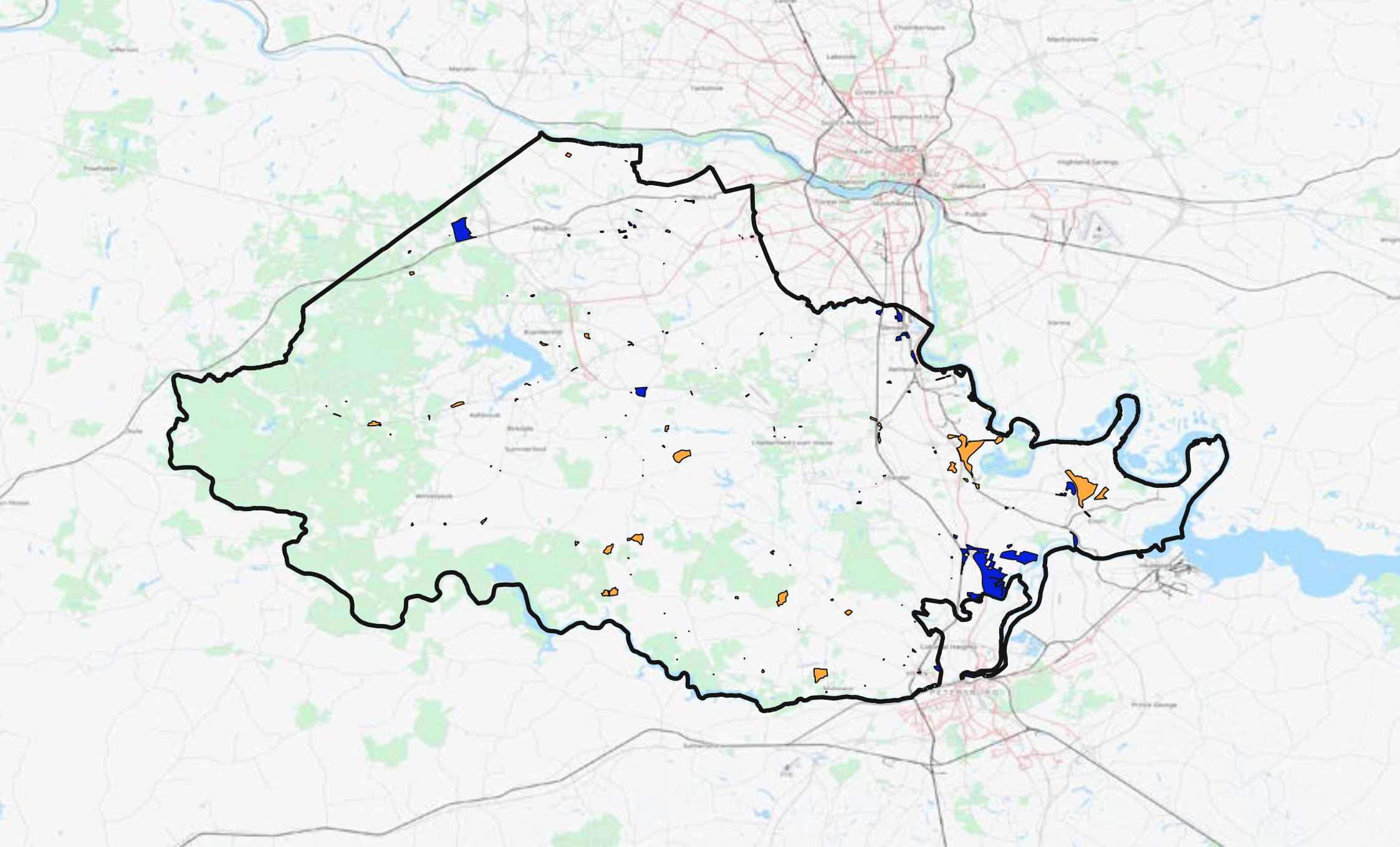
Business – An organization or entity that provides goods or services in order to generate profit. Businesses based in residential homes can count if they are a registered business (BPOL, LLC, etc.).

Community Anchor - schools, libraries, medical and health care providers, public safety entities, community colleges and other institutions of higher education, and other community support organizations and agencies that provide outreach, access, equipment, and support services to facilitate greater use of broadband service by vulnerable populations, including low-income, unemployed, and the aged.

Non-Residential Passing – places of worship, federal, state, or local facilities or other potential customers that are neither a residence, business or a community anchor as defined above.

Attachment 5 - RDOF-Awarded Areas Locations & Passings Table
Chesterfield County RDOF Data

Provisional RDOF Awardee	RDOF-Awarded Census Block Group ID	Addresses within In Census Block Group	Estimated Passings in RDOF awarded areas within the VATI project area
Space Exploration Technologies Corp.	510411010042	7	1
	510411004031	9	1
	510411004033	48	4
	510411007021	8	1
	510411007032	15	9
	510411007034	14	7
	510411010041	7	3
	510411010031	6	3
			29
Connect Everyone e LLC	510411010131	11	7
Total		125	36



RDOF Auction Awards

-  Connect Everyone LLC
-  Space Exploration Technologies Corp.
-  County border



1. Execute MOU with County/APB/Dominion
2. Field Verification of Unserved Locations
3. High Level Designs by APB
4. VATI Contract Execution
5. Secure US-Based Fiber/Electronics Materials

[illegible]

BROADBAND PARTNERSHIP AGREEMENT

This Broadband Partnership Agreement (this “Agreement”) dated as of the date last set forth below, is entered into by and between Chesterfield County, Virginia (the “County”) and All Points Broadband Partners, LLC (“APB”). The County and APB are each a “Party” and are, collectively, the “Parties”.

WHEREAS, the COVID-19 pandemic has caused significant disruption to the County’s customary modes of operation, including by significantly increasing the need to ensure that employees of the County’s government can conduct business via teleworking and other remote means; and

WHEREAS, the County recognizes the critical importance of ensuring universal broadband access for all of the residents and businesses of the County in order to support economic development, educational advancement, and quality of life in the County; and

WHEREAS, the County desires to engage a broadband deployment partner to develop and execute a comprehensive strategy for achieving universal broadband access for all residents and businesses in the County; and

WHEREAS, APB responded to RFP 2020-09 dated May 28, 2020 (the “Procurement”) issued by King William County, Virginia (“King William County”), in accordance with the provisions of § 2.2-4304 of the Code of Virginia; and

WHEREAS, APB provided the County with its response to the Procurement and supplemental information regarding its qualifications to perform similar services in the County to those described in its response to the Procurement (such response and supplemental information, collectively, the “RFP Response”); and

WHEREAS, the County has elected to engage APB under the Procurement pursuant to § 2.2-4304 of the Code of Virginia.

NOW THEREFORE, the County and APB agree as follows.

1. Contract Documents. The “Contract Documents” consist of:
 - a. This Agreement;
 - b. The Procurement and RFP Response, as amended with all addenda, as in effect with King William County as of the date hereof (the “RFP Documents”); and
 - c. The County’s General Terms and Conditions, attached hereto as Exhibit A (the “General Terms and Conditions”).

Where the terms and provisions of this Agreement vary from, or conflict with, the terms and provisions of any other Contract Documents, the order of precedence shall be as follows: this Agreement, the General Terms and Conditions, and the RFP Documents.

The Contract Documents set forth the entire agreement between the County and APB. The County and APB agree that no representative or agent of either of them has made any representation or promise with respect to this Agreement that is not contained in the Contract Documents, and that all terms and conditions with respect to this Agreement are expressly contained herein.

2. Engagement of APB as Broadband Partner. For the duration of this Agreement, the County agrees to engage APB as its exclusive broadband deployment partner to pursue broadband deployment projects for all of the areas of the County that are currently unserved by broadband with the objective of leveraging APB's partnership with Dominion Energy Virginia ("Dominion") and Virginia Code § 56-585.1:9 (the "Broadband Statute") to make fiber-to-the-home ("FTTH") broadband access available to all of the County's currently unserved locations. Nothing herein shall prevent other broadband providers from offering their services to County residents without partnership with the County.

3. Broadband Planning Scope of Work. APB shall deliver those planning and feasibility services described in the RFP Response (the "APB Services").

4. Broadband Service Objectives. In performing the APB Services, APB shall develop the deployment of a gigabit-capable, FTTH network in the County.

5. Engagement of Partners. APB has identified Dominion as its priority partner for achieving universal FTTH access for the County and recruited Dominion to participate in Broadband Statute Activities promptly upon execution of this Agreement. APB will also seek to engage all other infrastructure partners whose existing, planned, or potential assets or deployments can support the achievement of universal broadband access in the most cost-effective manner.

6. Regular Planning Meetings. The Parties will designate a "Management Committee" comprised of relevant County personnel and senior management from APB, which Management Committee shall hold meetings no less than quarterly ("Status Meetings") to review the status of APB's deliverables comprising the APB Services, and to discuss future steps and milestones related to the APB Services. At each Status Meeting, APB will present a written report of its activities and progress against milestones once established.

7. Information Sharing and In-Kind Support for Grant Applications and Regulatory Proceedings. Upon request from APB, the County agrees to provide APB with all relevant information in its possession that will facilitate APB's provision of the APB Services. The County agrees to designate one point of contact on the County's GIS team, or equivalent, to serve as the primary interface for APB's broadband design and deployment activities. The County further agrees to provide reasonable and customary in-kind support to APB in the development of grant applications and the advancement of regulatory proceedings related to the APB Services.

8. Deployment and Operation of Broadband Networks. APB will be solely responsible for building, operating and maintaining any new broadband infrastructure that is developed through the APB Services. Aside from the in-kind assistance described in this Agreement, the County shall not have any further obligation to provide local matching funds or other financial support for deployment activities (collectively, "Local Match"), unless such Local Match is specifically

agreed to by the County in writing. For the avoidance of doubt, APB will not be providing design or construction services to the County; rather, APB will undertake all design and construction activities independently and on its own account.

9. Assignment. No Party may assign any of its rights, interests, or obligations hereunder without the prior written consent of the other Party, except that APB may assign this Agreement to an affiliated entity upon written notice to the County.

10. Term. The initial term of this Agreement will be twelve months, commencing on the last date set forth below. At the conclusion of the initial term, this Agreement shall continue on a month-to-month basis until either Party provides the other with no less than 60 days' advance notice of its intention to terminate this Agreement. For the avoidance of doubt, Paragraph U of the General Terms and Conditions shall not be applicable to this Agreement.

[SIGNATURE PAGE FOLLOWS]

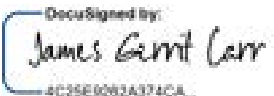
WITNESSETH the following signatures:

CHESTERFIELD COUNTY, VIRGINIA

By: 
Name: Clay Bowles
Title: Deputy County Administrator

Date: 7/26/22

ALL POINTS BROADBAND PARTNERS, LLC

By: 
Name: James G. Carr
Title: Chief Executive Officer

Date: 7/26/2022

EXHIBIT A

Chesterfield County – General Terms and Conditions

(see attached)

CHESTERFIELD COUNTY – GENERAL TERMS AND CONDITIONS

The following terms and conditions are applicable to, and incorporated by reference in, any governmental procurement from a nongovernmental source conducted by the Chesterfield County Procurement Department (or pursuant to delegated purchasing authority) on behalf of all Chesterfield County public bodies, as public bodies are defined in *Code of Virginia* Section 2.2-4301, as amended, including any agencies, boards, authorities, or other entities for which the Chesterfield County Procurement Department acts as purchasing agent. The term “County” as used in any general or special terms and conditions includes the applicable entity or entities listed above as the context may require.

- A. **Appropriation of Funds:** The continuation of the terms, conditions, and provisions of the contract entered into between the County and Contractor (the “Contract”) beyond June 30 of any year, the end of the County’s fiscal year, are subject to approval and ratification by the Chesterfield County Board of Supervisors and appropriation by them of the necessary money to fund said Contract for each succeeding year. In the event of non-appropriation of funds, the Contract shall be automatically terminated with no recourse for Contractor.
- B. **Assignment of Contract:** The County and Contractor bind themselves, and any successors, and assigns to the Contract. The employees of the Contractor will perform the work necessary to fulfill the Contract. The Contractor shall not assign, sublet, subcontract or transfer any of its interest in the Contract without written consent of the County. Nothing herein shall be construed as creating any personal liability on the part of any officer or agent of the County, nor shall it be construed as giving any rights or benefits hereunder to anyone other than the County and Contractor.
- C. **Audit of Vendor Records:** Contractor shall maintain full and accurate records with respect to all matters covered under the Contract including, without limitation, accounting records, written policies and procedures, time records, telephone records, reproduction cost records, travel and living expense records, and any other supporting evidence necessary to substantiate performance and charges related to the Contract. Contractor’s records shall be open to inspection and subject to audit and/or reproduction, during normal working hours by the County and its employees, agents or authorized representatives to the extent necessary to adequately permit evaluation and verification of any invoices, payments or claims submitted by Contractor pursuant to the Contract. Such records subject to examination shall also include, without limitation, those allocations as they may apply to costs associated with the Contract. The County shall have access to such records from the effective date of the Contract, for the duration of the Contract, and until two (2) years after the date of final payment by the County to Contractor pursuant to the Contract. The County’s employees, agents or authorized representatives shall have access to the Contractor’s facilities, shall have access to all necessary records, and shall be provided adequate and appropriate work space, in order to conduct audits in compliance with this paragraph.
- D. **Change Orders:** Change orders must be approved by the County prior to work being performed.
- E. **Contractor Background Checks:** In order to preserve the integrity and security of County government operations, workers performing work under the Contract (“contract workers”) may be required to undergo a criminal background check conducted by Chesterfield County. The County will conduct these checks for any contract worker it believes will have unsupervised access to County designated Security Sensitive areas. Contract workers providing goods, services or construction in these designated areas are required to confine

themselves to the area of the work. Based on the results of the background check, the contract worker may be disqualified from providing work/services for Chesterfield County.

- F. **Contractor's Authorization to Transact Business:** In accordance with *Code of Virginia* Section 2.2-4311.2, as amended, any contractor organized as a stock or nonstock corporation, limited liability company, business trust, or limited partnership or registered as a registered limited liability partnership must be authorized to transact business in the Commonwealth as a domestic or foreign business entity if so required by Title 13.1 or Title 50 or as otherwise required by law. Contractor shall not allow its existence to lapse or its certificate of authority or registration to transact business in the Commonwealth of Virginia, if so required under Title 13.1 or Title 50 of the *Code of Virginia*, to be revoked or cancelled at any time during the term of the Contract. The County may void the Contract if the Contractor fails to remain in compliance with the provisions of this section.
- G. **Default:** In case of failure to deliver the goods or services in accordance with the Contract terms and conditions, the County may, without prejudice to any other right or remedy, and after giving the Contractor seven (7) calendar days written notice, terminate the employment of Contractor and procure such goods or services from other sources. In such event, Contractor shall be liable to the County for any resulting additional purchase and administrative costs. This remedy shall be in addition to any other remedies the County may have.
- H. **Drug Free Workplace:** (*Code of Virginia* Section 2.2-4312, as amended) This provision only applies to contracts valued in excess of \$10,000.
1. During the performance of the Contract, the Contractor agrees to:
 - a. Provide a drug-free workplace for the Contractor's employees;
 - b. Post in conspicuous places, available to employees and applicants for employment, a statement notifying employees that the unlawful manufacture, sale, distribution, dispensation, possession, or use of a controlled substance or marijuana is prohibited in the Contractor's workplace and specifying the actions that will be taken against employees for violations of such prohibition;
 - c. State in all solicitations or advertisements for employees placed by or on behalf of the Contractor that the Contractor maintains a drug-free workplace; and
 - d. Include the provisions of the foregoing clauses in every subcontract or purchase order over \$10,000, so that the provisions will be binding upon each subcontractor or vendor.
 2. For the purposes of this section, "drug-free workplace" means a site for the performance of work done in connection with a specific contract awarded to a contractor in accordance with this chapter, the employees of whom are prohibited from engaging in the unlawful manufacture, sale, distribution, dispensation, possession or use of any controlled substance or marijuana during the performance of the contract.
- I. **Employment Discrimination:** (*Code of Virginia* Section 2.2-4311, as amended) This provision only applies to contracts valued in excess of \$10,000.
1. During the performance of the Contract, the Contractor agrees as follows:

- a. The Contractor will not discriminate against any employee or applicant for employment because of race, religion, color, sex, national origin, age, disability, or any other basis prohibited by state law relating to discrimination in employment, except where there is a bona fide occupational qualification reasonably necessary to the normal operation of the Contractor. The Contractor agrees to post in conspicuous places, available to employees and applicants for employment, notices setting forth the provisions of this nondiscrimination clause.
- b. The Contractor, in all solicitations or advertisements for employees placed by or on behalf of the Contractor, will state that such is an equal opportunity employer.
- c. Notices, advertisements and solicitations placed in accordance with federal law, rule or regulation shall be deemed sufficient for the purpose of meeting the requirements of this section.

2. The Contractor shall include the provisions of the foregoing paragraphs a, b, and c in every subcontract or purchase order of over \$10,000, so that the provisions will be binding upon each subcontractor or vendor.

- J. **Environmental, Health & Safety (EHS):** Contractor shall follow all federal, state and local environmental and safety laws and regulations. Contractor, its employees and Subcontractors shall comply with all current applicable local, state and federal policies, regulations and standards relating to occupational health and safety, including, by way of illustration and not limitation, the standards of the Virginia Occupational Safety and Health (VOSH) Compliance Program administered by the Virginia Department of Labor and Industry. The provisions of all rules and regulations governing safety as adopted by the Safety and Health Codes Board of the Commonwealth of Virginia and issued by the Department of Labor and Industry under Title 40.1 of the Code of Virginia shall apply to all work under the Contract. Contractor shall provide, or cause to be provided, all technical expertise, qualified personnel, equipment, tools and material to safely accomplish the work specified and performed by Contractor.
- K. **ePayables:** Chesterfield County recognizes the importance of timely payments to its vendors. Therefore, the County offers its vendors the opportunity to enroll in the County's ePayables program. This program allows the County to make card payments to its vendors and features an online portal to facilitate payments as well as reduce payment processing times. The County's ePayables program is mutually beneficial and is the County's preferred method of payment. If Contractor chooses not to enroll in this program, payments will be made by check and mailed through the postal service, which could impact how quickly Contractor receives payments. No action is required for vendors already enrolled in the program. Please contact the Accounting Department at (804) 748-1673 with questions.
- L. **Faith-Based Organizations:** (*Code of Virginia* Section 2.2-4343.1, as amended) The County does not discriminate against faith-based organizations.
- M. **Finance/Interest Charges:** Finance and/or interest charges imposed by Contractor on any invoice shall not be paid by the County.
- N. **Force Majeure:** Neither party shall be held liable or responsible to the other party nor be deemed to have defaulted under or breached the Contract for failure or delay in fulfilling or performing any obligation under the

Contract when such failure or delay is caused by or results from causes beyond the reasonable control of the affected party, including but not limited to fire, floods, embargoes, war, acts of war (whether war is declared or not), insurrections, riots, civil commotions, strikes, lockouts or other labor disturbances, acts of God or acts, epidemics, omissions or delays in acting by any governmental authority; provided, however, that the party so affected shall use reasonable commercial efforts to avoid or remove such causes of nonperformance, and shall continue performance hereunder with reasonable dispatch whenever such causes are removed. The party claiming force majeure shall provide the other party with prompt written notice of any delay or failure to perform that occurs by reason of force majeure. The parties shall mutually seek a resolution of the delay or the failure to perform as noted above.

- O. **Indemnification:** The Contractor shall hold harmless and indemnify the County and its officers, officials, employees and agents against any and all injury, loss or damage arising out of the Contractor's negligent or intentionally wrongful acts or omissions. As a matter of law, the County is prohibited from indemnifying the Contractor, subcontractors, or any third party beneficiaries of the Contract.
- P. **Invoices:** Invoices for goods and services ordered and delivered shall be submitted by the Contractor to the remittance address shown on the purchase order. All invoices shall show the purchase order number, description of the goods and services, stock number and contract price as applicable. The County's obligation to pay amounts due under the Contract shall be contingent upon receipt of invoices in sufficient detail to permit identification of the goods and services.
- Q. **Payment:** If Contractor performs all of the obligations of the Contract to the satisfaction of the County, the County shall pay the Contractor for the performance of the work in the manner and within the time specified in the Contract, which shall be consistent with the provisions of *Code of Virginia* Sections 2.2-4352 and 2.2-4354, as amended. Furthermore, Contractor shall, within seven days after receipt of payment by the County, take the following actions:
1. Pay the subcontractor for the proportionate share of the total payment received from the County attributable to the work performed by the subcontractor under that contract; or
 2. Notify the County and subcontractor, in writing, of its intention to withhold all or a part of the subcontractor's payment with the reason for nonpayment.
- R. **Security Breach:** "Security Breach" means a security-relevant event in which the security of a system or procedure used to create, obtain, transmit, maintain, use, process, store or dispose of data is breached, and in which County data is exposed to unauthorized disclosure, access, alteration, or use. Upon becoming aware of a security breach or a suspected security breach, Contractor agrees to promptly (but no later than 48 hours after becoming aware of a breach or suspected breach) notify the County; fully investigate the event; and cooperate fully with the County's investigation of and response to the event. Except as otherwise provided by law, Contractor will not provide notice of the incident directly to individuals whose Personally Identifiable Information was involved, regulatory agencies, or other entities, without prior written permission from the County.
- S. **Sensitive Information Handling:** Any information in the possession of the County which is specific to an employee, student, citizen, County business function, private business entity or other government entity which is not generally available to the public shall be designated Sensitive Information. Contract workers will under no

circumstances remove Sensitive Information from County facilities. Any Sensitive Information which must reside temporarily on a hard drive or portable storage device (USB Key, CD ROM, memory card, etc.) for processing must remain within the County facility. No Sensitive Information may be remotely accessed by contract workers by dial in, VPN, web interface or other means without expressed consent of the County's department head, if any, and the specific entity's information systems technology department manager or director. In the event the County entity entering into the Contract does not have an information systems technology department, then the consent must be obtained from the Chesterfield County Chief Information Officer, or his or her designee. Any access to County information by contract workers from outside the County intranet shall be in accordance with existing technology security policies and procedures as required by the Contract. Contract worker network connected computer equipment will be subject to all applicable County policies and procedures. Any exception to the application of these policies shall require approval by the information systems technology department manager or director of the County entity entering into the Contract. In the event the County entity entering into the Contract does not have an information systems technology department, then the approval must be obtained from the Chesterfield County Chief Information Officer, or his or her designee.

- T. **Taxes:** The County is exempt from payment of Federal Excise Tax and State and Local Sales and Use Tax on all tangible personal property purchased or leased by the County for its use or consumption. Tax exemption certification will be furnished upon request. Sales tax, however, is paid by the County on materials and supplies that are installed by a Contractor and become a part of real property.
- U. **Termination:** It shall be the sole right of the County to terminate the Contract upon thirty (30) days' written notification to the Contractor.
- V. **Unauthorized Aliens:** (*Code of Virginia* Section 2.2-4311.1, as amended) Contractor agrees that it does not, and shall not during the performance of the Contract, knowingly employ an unauthorized alien as defined in the federal Immigration Reform and Control Act of 1986.
- W. **Waiver of One Breach Not Waiver of Others:** No waiver by the County or its agents or employees of any breach of the Contract by Contractor shall be construed as a waiver of any other or subsequent breach of the contract by Contractor. All remedies provided by the Contract are cumulative, and in addition to each and every other remedy under the law.

PHASE ONE MEMORANDUM OF UNDERSTANDING

This Phase One Memorandum of Understanding (this “Memorandum”) is made effective as of April 22, 2022 (the “Effective Date”), by and between Virginia Electric and Power Company dba Dominion Energy Virginia, a Virginia public service corporation (“Dominion”), All Points Broadband Partners, LLC, a Virginia limited liability company (“All Points”), and Chesterfield County, Virginia (the “County”). Dominion and All Points are the “Organizing Parties.” Dominion, All Points and the County are each a “Party” and are, collectively, the “Parties.”

RECITALS

- A. Pursuant to the Virginia Code § 56-585.1 :9, effective July 1, 2019 (the “Broadband Statute”) the Commonwealth of Virginia is seeking to expand broadband service into unserved areas of the Commonwealth. The Broadband Statute further permits electric utilities to pursue deployments with broadband providers and counties and municipalities to facilitate such expansion.
- B. Dominion and All Points have explored the feasibility of Dominion deploying middle mile service to facilitate All Points’ extension of last-mile service to unserved areas and have identified the County as viable candidate based on the requirements of the Broadband Statute.
- C. The Parties will pursue a relationship whereby: (i) pursuant to the Broadband Statute, Dominion would construct a fiber route that maximizes the number of unserved areas to be served by All Points within the County, (ii) Dominion will leverage the additional fiber installed along the route to connect devices that may not have had fiber connectivity under the original plan pursuant to the Grid Transformation and Security Act, (iii) All Points will collaborate with and invest in the County and use the additional Dominion fiber capacity to serve broadband end users in unserved locations in the County, (iv) All Points and the County will collaborate to recruit and engage other partners, including other electric utility companies as appropriate, to advance the Project, and (v) the County will share relevant information with the Organizing Parties and collaborate with the Organizing Parties to advance the Project. The efforts of the Parties herein in the County shall be referred to as the “Project.”
- D. It is the intention of the Parties that the Project will result in the deployment of a fiber-to-the-premises last-mile broadband network to offer service to all locations within the County that are unserved as of the date hereof. The Parties acknowledge and agree that the specific details and characteristics of the Project will be analyzed and refined as it proceeds.
- E. The Organizing Parties have divided the Project into three phases.

NOW, THEREFORE, the Parties hereby agree as follows:

1. INFORMATION SHARING AND COORDINATION

- a) The County and the Organizing Parties each agree to share with the Organizing Parties such information as it has in its possession related to broadband deployment and availability that may be useful to the Organizing Parties in conducting their analysis or otherwise facilitate the Project.
- b) All Points will serve as the central conduit for all information sharing activities and will be responsible for overall coordination of the Project. Upon request

from time to time, All Points will provide updates to Dominion as to the status of the Project.

- c) The Parties will coordinate any communication releases to the public, and all announcements are subject to the prior written consent of Dominion and the County.
- d) Notwithstanding anything to the contrary hereunder, in no event does this Memorandum require any Party to disclose confidential or proprietary information not otherwise authorized for release to any Party or Parties.

2. PHASE ONE TIMEFRAME AND ACTIVITIES

- a) The Parties anticipate that Phase I of the Project will continue until approximately August 10, 2022.
- b) During Phase I:
 - i. All Points will evaluate submission of a Utility Leverage Program (“ULP”) unserved determination filing by May 1, 2022.
 - ii. The Organizing Parties will conduct community and stakeholder engagement activities in the County.
 - iii. The Organizing Parties will collaborate to develop preliminary plans and design criteria that: (i) are consistent with the Broadband Statute, and (ii) facilitate the extension of broadband availability to as many presently unserved locations as possible.
 - iv. All Points will perform a last-mile feasibility study (“Initial Feasibility Study”) for the Project within the County and All Points will complete preliminary last-mile designs for the Project based upon the middle-mile infrastructure of Dominion. Such last-mile designs will be tailored to maximize each Project’s eligibility for all available state and federal grant, loan, loan guarantee, and other support mechanisms (collectively, “Public Support Mechanisms”).
 - v. All Points will prepare a preliminary financial analysis for the Project within the County.
- c) At the Conclusion of Phase I:
 - i. All Points, in coordination with Dominion, will present the results of the Initial Feasibility Study and financial analysis to the County.
 - ii. All Points will identify the cost of proceeding to Phase II for the County and identify grants and other sources of potential funding to reduce or eliminate the County’s out-of-pocket costs to proceed.
 - iii. The County will decide whether or not to continue to Phase II. Counties that elect to withdraw from the Project at the conclusion of Phase I will have no further obligations under this Memorandum.

3. PHASE TWO TIMEFRAME AND ACTIVITIES

- a) The Parties anticipate that Phase II of the Project will commence upon the conclusion of Phase I and continue until approximately December 31, 2022.

b) During Phase II:

- i. All Points will prepare an application to the Virginia Telecommunication Initiative (“VATI”) program, and other relevant Public Support Mechanisms, to receive state and/or federal funds to support the Project. The County, and each Organizing Party, as applicable, will support an application for one or more Public Support Mechanisms (“Phase II Grants”) to partially offset the cost of the activities to be conducted during Phase II. All Points will coordinate and oversee the development and submission of applications for Phase II Grants.
- ii. All Points will coordinate and oversee the development and submission of applications for all available Public Support Mechanisms to fund the Project.

c) At the Conclusion of Phase II:

- i. If the County elects to proceed, the County will enter into negotiations with All Points for one or more binding mutual definitive agreements (“Definitive Agreements”), to the extent not already described in the Phase II Grant Applications, setting forth their respective commitments and obligations and such particulars as the parties thereto may deem appropriate.
- ii. If the County elects to withdraw from the Project at the conclusion of Phase II, it will have no further obligations under this Memorandum.
- iii. Dominion and All Points will prepare a petition (the “Petition”) under the Broadband Statute to the Virginia State Corporation Commission (the “Commission”) seeking approval of the Project on a timeframe consistent with the Broadband Statute. All Points will serve as the nongovernmental internet service provider pursuant to the Broadband Statute. All Points and each of the other Parties will provide such information and assistance to Dominion as each may reasonably request to advance the Project and will commit to continuing to be involved in the Petition and any other regulatory proceedings that may be required until and after approval of the Petition and/or other regulatory proceedings is received. The Parties agree that implementation of each Project shall be contingent upon Commission approval, or such other regulatory approval as may be necessary, of such Project on terms and conditions approved by Dominion and REC, depending on the location of the Project, that are not materially adverse to Dominion.

4. EXPENSES

The Parties understand that various costs will be incurred in relation to activities contemplated herein. The Parties understand that regardless of which party incurs such costs, none of the Parties herein shall be responsible for reimbursement of expenses to any of the others, unless such reimbursement is to be funded by a Phase II Grant, or otherwise agreed to in the Definitive Agreements.

5. GOOD FAITH COMMITMENT TO THE PROJECT

- a) The County agrees that, for so long as it is a Party to this Memorandum, it shall not participate in any activity or course of conduct that is inconsistent with or competitive to the Project, and that it will devote its broadband-related attention and resources to the Project.
- b) The Parties understand and agree that, except as provided in the next sentence, this Memorandum (i) constitutes only a statement of intentions, (ii) does not reflect all matters upon which Definitive Agreements must be reached in order for the transactions contemplated hereby to be consummated, and (iii) does not obligate the Parties to enter into any Definitive Agreement relating to the Project. This Memorandum is not intended to be binding, other than Paragraphs 5 and 6, and binding obligations with respect to the Project will only result from the execution of one or more Definitive Agreements and subject to the terms and conditions stated therein.

6. TERMINATION

Any Party may terminate its participation in this Memorandum at any time, with or without cause, upon written notice to the other Parties. In addition, this Memorandum shall terminate and be of no further force and effect if the Commission rejects the petition.

7. LIMITATION OF LIABILITY

No Party shall be liable to the others in contract, tort, or otherwise, for any claims, liabilities or losses arising out of this Memorandum or alleged to result from the failure of the other Party to enter into any Definitive Agreements. The Parties hereby waive, in advance, any claims (whether such claims are based on breach of contract, tort, equity or any other theory) for the failure for any reason to enter into the Definitive Agreements. In no event shall any Party be liable to the other for any incidental, indirect, special, punitive or consequential damages (including without limitation damages for lost profits).

8. GENERAL

- 8.1. Governing Law. This Memorandum shall be governed in all respects by the laws of the Commonwealth of Virginia.
- 8.2. Amendments. No modification, amendment or waiver of any of the provisions of this Memorandum will be binding without the written consent of the Parties hereto.
- 8.3. Binding Effect; Assignment. This Memorandum will inure to the benefit of and be binding upon each of the Parties hereto and their respective successors and permitted assigns to the extent provided in Section 5, but in no respect shall give rise to any third party beneficiary rights or claims. No Party may assign any of its rights, interests, or obligations hereunder without the prior written consent of the other Parties, except that any of the Organizing Parties may assign this Memorandum to an affiliated entity upon written notice to the other Parties.

- 8.4. Counterparts. This Memorandum may be executed in counterparts, all of which for all purposes shall be deemed to be an original and all of which shall, taken together, constitute one and the same instrument.
- 8.5. Relationship of Parties. Nothing in this Memorandum shall be deemed to constitute, create, give effect to, or otherwise recognize a joint venture, partnership, or formal business entity of any kind.
- 8.6. Notices. All notices, requests and other communications hereunder shall be in writing and delivered by hand, by nationally-recognized delivery service that guarantees overnight delivery, or by first-class registered or certified mail, return receipt requested, postage prepaid, addressed as follows:

If to Dominion:

Dominion Energy Virginia
600 Canal Street
Richmond, Virginia 23219
Attention: Director, New Technologies and Energy Conservation

with a copy to:

Dominion Energy Services, Inc.
120 Tredegar Street
Richmond, Virginia 23219
Attention: Deputy General Counsel – State Regulatory
Fax: (804) 819-2677

If to All Points:

All Points Broadband Partners, LLC
Attn: Legal Notices
1021 East Cary St.
Suite 1150
Richmond, Virginia 23219

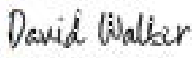
If to the County, to the address set forth on such County's counterpart signature page to this Memorandum.

Any Party may change its address at any time upon notice to the other Parties.

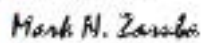
[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the Parties have executed this Memorandum as of the Effective Date.

VIRGINIA ELECTRIC AND POWER COMPANY
DBA DOMINION ENERGY VIRGINIA

DocuSigned by:

ABDC66C4FCE84DD...
Name: David walker
Title: Director Rural Broadband

ALL POINTS BROADBAND PARTNERS, LLC

DocuSigned by:

79B31972D5C84A1...
Name: Mark Zaruba
Title: General Counsel

IN WITNESS WHEREOF, the Parties have executed this Memorandum as of the Effective Date.

CHESTERFIELD COUNTY



Name: Clay Bowles

Title: Deputy County Administrator

Notice details:

Chesterfield County, Virginia - IST

6730 Public Safety Way

Chesterfield, Virginia 23832

Attn: Barry Condrey / CIO

ATTACHMENT 9 - FUNDING SOURCES TABLE

Source	Amount	%	Status
Requested VATI	\$ 755,523	5.5%	Pending
County Match	\$ 1,300,000	9.4%	Secured
All Points Broadband	\$ 5,791,379	42.1%	Secured
Dominion Energy Virginia	\$ 5,916,000	43.0%	SCC Pending
Total Funding Sources	\$ 13,762,902	100.0%	



Chesterfield County, Virginia

Gerard H. Durkin, Budget Director

9901 Lori Road – P.O. Box 40 – Chesterfield, VA 23832-0040

Phone: (804) 748-1548 – Fax: (804) 751-4988 – Internet: chesterfield.gov/budget

BOARD OF SUPERVISORS

CHRISTOPHER M. WINSLOW, CHAIR

Clover Hill District

JAMES M. "Jim" HOLLAND, VICE CHAIR

Dale District

JIM A. INGLE

Bermuda District

KEVIN P. CARROLL

Mattaca District

TARA C. CARROLL

Madison District

August 24, 2022

Dr. Tamara Holmes
600 East Main Street, Suite 300
Richmond, VA 23219
tamarah.holmes@dhcd.virginia.gov

Dear Dr. Holmes:

Chesterfield County Administration and the Budget and Management Department support the county Virginia Telecommunications Initiative grant application.

Access to broadband is critical to the lives of all who live and work in Chesterfield County. The project will provide universal coverage and ensure all residents of Chesterfield County have access to quality broadband. As such, the County has committed \$1,300,000 in funding as a match for the project.

On behalf of the Chesterfield County Division of Finance and Administration, I thank you for your consideration.

Sincerely,

A handwritten signature in black ink, appearing to read "Gerard H. Durkin", with a long horizontal line extending to the right.

Gerard H. Durkin
Budget Director



August 25, 2022

Tamarah Holmes, Ph.D
Director, Office of Broadband
Virginia Department of Housing and Community Development
600 East Main Street, Suite 300
Richmond, Virginia 23219

RE: 2023 VATI Applications from All Points Broadband

Dear Dr. Holmes:

Dominion Energy Virginia ("Dominion") is pleased to be a party to several Memoranda of Understanding with All Points Broadband and the Counties of Henrico and Chesterfield (each, a "Participating County").

Dominion and All Points have developed a unique approach for achieving universal broadband access with individual Counties, and through broader, regional approaches. Dominion's participation in each of these projects will be pursuant to, and in a manner consistent with the provisions of, Virginia Code § 56-585.1:9 (the "Utility Leverage Statute").

This letter confirms Dominion's support for the applications to the 2023 Virginia Telecommunication Initiative to be submitted by All Points and our Participating County partners named above. Dominion's specific investments that will support each proposed project will be set forth in petitions under the Utility Leverage Statute that will be submitted to the State Corporation Commission ("SCC"). Dominion's participation in each project, and its specific level of related investment, will be subject to the approval of the SCC and the terms set forth in the SCC's Final Order related to each project.

Sincerely,

David F Walker

David F. Walker
Director Rural Broadband



August 24, 2022

Tamarah Holmes, Ph.D.
Director, Office of Broadband
Virginia Department of Housing and Community Development
600 East Main Street, Suite 300
Richmond, Virginia 23219

RE: All Points Broadband – 2023 Accelerated Fiber Deployment Initiative

Dr. Holmes:

On behalf of Searchlight Capital Partners, L.P. (“Searchlight”), I am pleased to submit this letter in support of the applications that All Points Broadband (“All Points”) is making to the 2023 Virginia Telecommunication Initiative (“VATI”).

Searchlight is All Points Broadband’s lead equity sponsor. Our investment in All Points is made for the specific purpose of accelerating All Points’ successful track record of deploying last-mile, fiber-to-the-home (“FTTH”) broadband through public-private partnerships and in partnership with electric utilities. Through its VATI and Utility Leverage programs, Virginia and the Department of Housing and Community Development (“DHCD”) have created a framework that is now recognized as a national model for attracting private capital to making last-mile FTTH available to currently unserved locations. Searchlight strongly supports All Points’ efforts to leverage that forward-thinking framework to deliver connectivity to unserved locations across the Commonwealth.

For the current VATI cycle, All Points has designed networks that will extend FTTH broadband to more than four thousand currently unserved locations in Virginia. Collectively, we refer to these projects as the 2023 Accelerated Fiber Deployment Initiative (the “Initiative”). Each project in the Initiative has been designed to achieve universal FTTH access in the relevant county and/or region. Detailed bills of material and cost estimates based on current pricing have been prepared for each project and All Points and its vendors have secured materials required to execute the Initiative. In light of the pressures on the global supply chain for FTTH construction, the best way to secure required materials and labor at the lowest unit pricing is to aggregate multiple large projects into significant volume commitments. This is the approach that All Points and Searchlight have taken for the 2023 Accelerated Fiber Deployment Initiative.

This letter will confirm that Searchlight has committed all of the equity financing required to complete all of the projects included in All Points’ 2023 Accelerated Fiber Deployment Initiative and related VATI applications.

About Searchlight Capital Partners

Searchlight is a private investment firm with over \$9 billion of assets under management with extensive expertise investing in the global telecommunications and media sectors. Over the last three years, Searchlight has invested in excess of \$1.7 billion in FTTH in the United States, making Searchlight the number one investor in domestic FTTH infrastructure in that period. And as of today, through our investments in All Points, Consolidated Communications and Ziply Fiber, Searchlight is the fourth largest builder of FTTH passings in America. All Points benefits from the tremendous volume purchasing arrangements for Searchlight's portfolio companies, which ensure availability of required supply and the best available pricing.

Searchlight has deep familiarity with broadband markets and the associated competitive dynamics in the broader United States. Searchlight's leadership, both through their time at Searchlight and at previous investment firms, have also acquired multiple decades of experience investing specifically in fiber-based broadband businesses in the U.S. and globally, which has made it a core competency and strategic focus for the firm.

In addition to myself, Ajit Pai is another Partner at Searchlight who focuses on the firm's broadband and digital infrastructure efforts and is a key member of the All Points team. Ajit is a Virginia resident and served as a member (2012-2017) and then Chairman (2017-2021) of the Federal Communications Commission.

Searchlight is Committed to All Points' 2023 Accelerated Fiber Deployment Initiative

The projects comprising the All Points 2023 Accelerated Fiber Deployment Initiative will extend FTTH broadband to more than four thousand currently unserved locations in the Commonwealth and finally bridge the digital divide for three entire counties. Searchlight has committed all equity financing required to complete all of the projects set forth in the VATI applications submitted by All Points. We look forward to providing the significant private capital that will make Virginia the first state in the nation to achieve universal broadband access.

Sincerely,

A handwritten signature in blue ink, appearing to read "Darren Glau", with a stylized flourish at the end.

Darren Glau

Partner & Head of Infrastructure Investing
Searchlight Capital Partners, L.P.



August 25, 2022

Tamarah Holmes, Ph.D
Director, Office of Broadband
Virginia Department of Housing and Community Development
600 East Main Street, Suite 300
Richmond, Virginia 23219

RE: FY 2023 VATI Application

Dear Dr. Holmes:

This letter will confirm All Points Broadband's ("APB") support for this application to the 2023 Virginia Telecommunication Initiative program ("VATI"). APB confirms that it is committing all required financing to satisfy All Points' match commitment set forth in the application.

We are excited to be part of this important project and appreciate your consideration.

Sincerely,

A handwritten signature in blue ink, appearing to read "J. Carr".

James G. Carr
Chief Executive Officer

Attachment 12 - Derivation of Costs
Chesterfield Count

Project / Product Cost Category	Total	VATI	Non-VATI	Source of Estimate	Date, Most Recent Revision
Final Design and Engineering	\$ 450,964	\$ 43,420	\$ 407,544	APB	8/23/22
Project & Construction Mgmt.	\$ 559,180	\$ 53,840	\$ 505,341	APB	8/23/22
Headend/Central Office	\$ 132,742	\$ 12,781	\$ 119,962	APB	8/23/22
Field Network Equipment	\$ 168,793	\$ 16,252	\$ 152,541	APB/Anixter	8/23/22
Aerial Make Ready & Construction	\$ 3,172,623	\$ 305,470	\$ 2,867,154	APB/DRG	8/23/22
Underground Construction	\$ 1,219,332	\$ 117,401	\$ 1,101,931	APB	8/23/22
Serviceable Units Preconstruction & Construction	\$ 1,755,846	\$ 169,058	\$ 1,586,788	APB/DRG	8/23/22
Serviceable Units Equipment & Labor	\$ 286,470	\$ 27,582	\$ 258,888	APB/Anixter	8/23/22
Other Capex	\$ 100,951	\$ 9,720	\$ 91,232	APB	8/23/22
Utility Middle Mile	\$ 5,916,000	\$ -	\$ 5,916,000	APB / DEV	8/23/22
Total	\$ 13,762,902	\$ 755,523	\$ 13,007,379		

*** please see Attachment 13 for unit basis assumptions used to tabulate total cost*

Attachment 13 – Documentation of Supporting Cost Estimates

Summary of Attachment 13

And

Response to Question 19. d. The co-applicant's efforts to mitigate supply chain constraints, including labor shortages and order-to-delivery delays on telecommunications materials required to construct broadband networks.

All Points mitigates supply chain constraints through a variety of strategies and has so far avoided most of the supply chain issues plaguing other broadband providers in the current environment. First, All Points benefits from the tremendous volume purchasing arrangements for Searchlight's portfolio companies, which ensure availability of required supply and the best available pricing. Through All Points and other investments, Searchlight is the fourth largest builder of FTTH passings in the nation. Similarly, All Points' strategic partnerships with electric utilities such as Dominion have benefited its ability to purchase sufficient volume and secure manufacturing capacity for future projects. Upon being notified of a project award, All Points coordinates with its suppliers and distributors to secure sufficient additional production capacity of long lead-time materials and equipment. All Points issues purchase orders to lock-in this capacity, then stores these materials across a combination of its distributors and company-operated warehouses. For example, All Points has already procured all distribution fiber, related electronics, and cabinets for 2023's construction requirements. All Points also manages costs by pooling the demand across projects to increase its purchasing power.

As detailed in Attachment 13 and described previously, All Points' primary suppliers and labor contractors have reviewed the specifics of the proposed project and have committed to executing the project within the provided timeline and budget. Both AFL and Calix have also allocated committed manufacturing capacity to support APB's materials requirements and specific schedule for this project. AFL, Calix, and All Points' primary distributor Anixter Wesco have reviewed the bill of materials for the project and provided the pricing used for all relevant cost categories included in the project budget. Due to the extremely competitive nature of materials procurement, the unit cost of most items has been redacted from the bill of materials. Several of All Points' primary labor contractors have also reviewed the project parameters and have provided pricing that have informed the project budget. As is the case for materials, the rate card of third-party labor services cannot be provided publicly due to the competitive nature of those agreements. Attachment 13 contains letters specifying these points from primary All Points vendors.

All Points has implemented a Labor Continuity Plan to mitigate labor availability risks and to ensure compliance with future federal funding requirements. Routine and frequent reporting by labor contractors provide All Points confidence that the project will be completed on time and on budget. Leading indicators of labor insufficiencies will be flagged in advance on any issue that would impact construction. Since All Points relies on multiple contractors, including one of the largest employee-owned companies in the United States, we can increase or decrease the amount of construction labor as needed per project. To avoid any gap in labor utilization and ensure continuity of work, All Points will generate a backlog of at least 30 days' worth of permitted and constructable fiber route miles before mobilizing a construction crew.

Attachment 13 - Documentation of Supporting Cost Estimates, Verified BOM

Group	Id	Description	Unit	Quantity	Available Per Forecast	Unit Cost	Total Cost
Cable installation - Aerial	AER-PATH	Total distance between poles that have at least 1 cable between them (excluding drops), or total length of strand if using strand	feet	1,146,168.91	Yes		
Cable installation - Aerial	AER-PATH-DROP	Total distance between poles that have only drop cables between them	feet	388,254.54	Yes		
Cable installation - Underground	UG-PATH	Total length of path with at least 1 underground cable (excluding drops)	feet	450,638.90	Yes		
Cable installation - Underground	UG-PATH-DROP	Total length of path with only drop cables	feet	127,505.54	Yes		
Poles	AER-POLE	Total number of poles that are supporting at least 1 cable (including drops) or device	count	5,415.00	Yes		
Pedestals, flowerpots, pits, vaults etc	UGS-XS	Total number of underground structures that do not contain any hubs or splices (e.g. for pulling through a drop)	count	132.00	Yes		
Pedestals, flowerpots, pits, vaults etc	UGS-S	Total number of underground structures that contain a drop hub (and nothing else)	count	112.00	Yes		
Pedestals, flowerpots, pits, vaults etc	UGS-M	Total number of underground structures that contain a splice attached to the end of cables up to 144ct	count	13.00	Yes		
Cables	AER-1ct-DROP	Total length of Aerial drop cable, 1ct	feet	360,099.98	Yes		
Cables	AER-12ct	Total length of Aerial cable, 12ct	feet	391,872.38	Yes		
Cables	AER-24ct	Total length of Aerial cable, 24ct	feet	98,352.89	Yes		
Cables	AER-48ct	Total length of Aerial cable, 48ct	feet	126,830.32	Yes		
Cables	AER-144ct	Total length of Aerial cable, 144ct	feet	169,013.34	Yes		
Cables	UG-1ct-DROP	Total length of Underground drop cable, 1ct	feet	122,768.71	Yes		
Cables	UG-12ct	Total length of Underground cable, 12ct	feet	220,857.72	Yes		
Cables	UG-24ct	Total length of Underground cable, 24ct	feet	14,674.13	Yes		
Cables	UG-144ct	Total length of Underground cable, 144ct	feet	90,482.74	Yes		
Cables	AER-D-100	Total count of Aerial and Transitional drop between 0ft (inclusive) and 100ft (exclusive)	count	21.00	Yes		
Cables	AER-D-200	Total count of Aerial and Transitional drop between 100ft (inclusive) and 200ft (exclusive)	count	46.00	Yes		
Cables	AER-D-300	Total count of Aerial and Transitional drop between 200ft (inclusive) and 300ft (exclusive)	count	32.00	Yes		
Cables	AER-D-300+	Total count of Aerial and Transitional drop 300ft (inclusive) and higher	count	308.00	Yes		
Cables	UG-D-100	Total count of Underground drop between 0ft (inclusive) and 100ft (exclusive)	count	5.00	Yes		
Cables	UG-D-200	Total count of Underground drop between 100ft (inclusive) and 200ft (exclusive)	count	17.00	Yes		
Cables	UG-D-300	Total count of Underground drop between 200ft (inclusive) and 300ft (exclusive)	count	15.00	Yes		
Cables	UG-D-300+	Total count of Underground drop 300ft (inclusive) and higher	count	129.00	Yes		
Terminals, cabinets, splitters	AER-DROP-4	Drop hub with 4 ports, pole mounted or pole adjacent	count	118.00	Yes		
Terminals, cabinets, splitters	AER-DROP-8	Drop hub with 8 ports, pole mounted or pole adjacent	count	31.00	Yes		
Terminals, cabinets, splitters	AER-DIST-288	Distribution hub with 288 ports, pole mounted or pole adjacent	count	2.00	Yes		
Terminals, cabinets, splitters	AER-SPL-M	Aerial splice case to branch cables of size up to 144ct	count	74.00	Yes		
Terminals, cabinets, splitters	UG-DROP-4	Drop hub with 4 ports, pedestal or buried	count	109.00	Yes		
Terminals, cabinets, splitters	UG-DROP-8	Drop hub with 8 ports, pedestal or buried	count	3.00	Yes		
Terminals, cabinets, splitters	UG-SPL-M	Underground splice case to branch cables of size up to 144ct	count	13.00	Yes		
Terminals, cabinets, splitters	PRI-1x8	Primary Splitter Module - 1x8 (in Distribution hubs)	count	38.00	Yes		
Terminals, cabinets, splitters	SEC-1x4	Secondary Splitter Module - 1x4 (in Drop hubs)	count	295.00	Yes		



Corporate Headquarters

170 Ridgeview Center Drive, Duncan, SC 29334 USA

TEL: (800) 235-3423 TEL: (864) 433-0333

FAX: (864) 433-5560 WEB: www.AFLglobal.com

August 25, 2022

RE: Letter of Support for APB's Response to Chesterfield County VATI Application

To Whom It May Concern:

AFL Global ("AFL") is a leading global manufacturer of fiber optic cables, connectors, terminals, and related hardware. Headquartered in Duncan, South Carolina, AFL manufactures its products at several locations in the United States and abroad, including manufacturing locations in North Carolina, South Carolina, and Bristol, Virginia.

AFL is excited to be partnering with All Points Broadband ("APB") on the Broadband Expansion Project that will deliver best-in-class fiber-to-the-home broadband access to currently unserved locations across Chesterfield County.

AFL has a strong working relationship with All Points Broadband and will serve as APB's strategic supplier for all of public private partnerships. AFL's fiber-optic cable technology and dedicated manufacturing capacity enables faster, less complicated deployment that reduces overall time to market at a competitive total cost of ownership.

This letter will confirm that AFL is committed to supporting APB's project. AFL and APB have reviewed the specific projects and related bills of materials associated with the projects APB is submitting and AFL has provided APB with pricing that is incorporated in APB's response. AFL is also allocating committed manufacturing capacity to support APB's requirements and project schedules.

We appreciate the opportunity to support this important initiative to bridge the digital divide in the Chesterfield County.

Sincerely,

A handwritten signature in black ink, appearing to read 'Ryan O'Sullivan', with a stylized, flowing script.

Ryan O'Sullivan
Director, Rural Fiber to the Home (RFTTH) Program Management



August 25, 2022

RE: Letter of Support for APB's Chesterfield VATI Project

To Whom It May Concern:

Calix is a leading global manufacturer of fiber optic network electronics, customer premises equipment, software, and related hardware necessary for broadband deployments including the FCC required Performance Testing. Headquartered in San Jose, California, Calix has offices throughout the United States where our solutions are engineered, supported and developed.

Calix is excited to be partnering with All Points Broadband ("APB") on the Chesterfield County VATI Project that will deliver best-in-class fiber-to-the-home broadband access to hundreds of currently unserved locations throughout the County.

Calix has a strong working relationship with APB and serves as APB's strategic supplier for its public private partnerships. APB evaluated multiple technology solutions, ultimately selecting Calix as the best fit for its rural fiber-optic projects. APB will deploy a Calix XGS-PON network in Chesterfield County, capable of delivering 10 Gbps speeds to the home with enough capacity to scale for future growth.

This letter will confirm that Calix is committed to supporting APB's Chesterfield project. Calix and APB have reviewed the specific project and related bills of materials associated and Calix has provided APB with pricing that is incorporated in APB's response. Calix is also allocating committed manufacturing capacity to support APB's requirements and project schedules.

We appreciate the opportunity to support this important initiative to bridge the digital divide in Chesterfield.

Sincerely,

Mark Johnson

Vice President – Sales East

2777 Orchard Parkway
San Jose, CA 95134



August 25, 2022

RE: Letter of Support for APB's Chesterfield County VATI Project

To Whom It May Concern:

Davey Resource Group, Inc. ("DRG") is one of the nation's premier telecommunications services companies, providing a full suite of solutions from make ready engineering to large fiber deployments. Founded in 1880 and employee-owned since 1979, DRG has over 10,000 employees and is the eighth-largest employee-owned company in the nation.

DRG is excited to be partnering with All Points Broadband ("APB") on the Chesterfield County VATI Project that will deliver best-in-class fiber-to-the-home broadband access to hundreds of currently unserved locations throughout the County. DRG has a strong working relationship with All Points Broadband and has provided make ready engineering and OSP construction solutions to several of APB's current projects, including the Northern Neck Initiative.

This letter will confirm that DRG is committed to supporting All Points Broadband's Chesterfield VATI Project. DRG has reviewed the specific project scope and related labor needs, provided APB with pricing that is incorporated in APB's response, and is committed to supporting APB's requirements and project schedules if the Chesterfield VATI Project is awarded. DRG successfully mitigates labor shortages by:

- National recruiting with regional redeployments
- Partnerships with Trade Schools
- Cross training with other areas of company to mitigate season changes and volume demands

We appreciate the opportunity to support this important initiative to bridge the digital divide in Chesterfield County.

Sincerely,

James "Jay" Martin
Davey Resource Group



August 25, 2022

RE: Letter of Support for APB's Chesterfield County VATI Project

To Whom It May Concern:

National OnDemand is one of the nation's fastest growing OSP fiber construction companies and hires and trains local residents for contract fiber construction work across the nation. Headquartered in Burlington, North Carolina, National OnDemand teams consist of leaders that are well experienced in large project management and all aspects of OSP fiber construction, from fiber splicing and testing to construction of both aerial and underground fiber plant to last mile delivery of the services to the end user.

National OnDemand is excited to be partnering with All Points Broadband ("APB") on the Chesterfield County VATI Project that will deliver best-in-class fiber-to-the-home broadband access to hundreds of currently unserved locations throughout the County. National OnDemand has a strong working relationship with All Points Broadband and serves as APB's primary fiber construction contractor for APB's Northern Neck Initiative.

This letter will confirm that National OnDemand is committed to supporting All Points Broadband's Chesterfield VATI Project. National OnDemand has reviewed the specific project scope and related labor needs, provided APB with pricing that is incorporated in APB's response, and is committed to supporting APB's requirements and project schedules if the Chesterfield VATI Project is awarded. National OnDemand successfully mitigates labor shortages by promoting internally, providing industry-leading compensation and benefits, establishing world class training schools and maintaining a strong, motivated HR and recruiting team.

We appreciate the opportunity to support this important initiative to bridge the digital divide in Chesterfield County.

Sincerely,

Wade Boteler

Director, Business Development

245 W. Davis Street
Burlington, NC 27215



August 25, 2022

RE: Letter of Support for APB's Chesterfield County VATI Project

To Whom It May Concern:

WESCO | Anixter is a leading provider of business-to-business (B2B) distribution, logistics services and supply chain solutions. WESCO | Anixter streamlines complex supply chain challenges with best-in-class customizable distribution and logistical services including consultation, asset management, eProcurement, VMI, warehousing, project management and kitting. Headquartered in Pittsburgh, PA with warehouse facilities in Ashland, VA, WESCO | Anixter has deployed over 100,000 miles of fiber optic broadband and is set to complete 25,000 miles in 2022 alone.

WESCO | Anixter is excited to be partnering with All Points Broadband ("APB") on the Chesterfield County VATI Project that will deliver best-in-class fiber-to-the-home broadband access to hundreds of currently unserved locations throughout the County. WESCO | Anixter has a strong working relationship with All Points Broadband and serves as APB's primary logistics and supply chain management vendor for APB's current Virginia deployments.

This letter will confirm that WESCO | Anixter is committed to supporting APB's Chesterfield VATI Project. WESCO | Anixter has reviewed the specific project scope and related supply chain needs, provided APB with pricing that is incorporated in APB's response, and is committed to supporting APB's requirements and project schedules if the Chesterfield VATI Project is awarded. WESCO | Anixter helps APB successfully mitigate supply chain constraints by coordinating with APB engineering and design team to forecast their material needs to meet the construction schedule timelines. WESCO | Anixter and APB communicate via weekly calls to monitor progress on lead-times, supply chain fluctuations and manage inventory.

We appreciate the opportunity to support this important initiative to bridge the digital divide in Chesterfield County.

Sincerely,

Jay Monahan

Jay Monahan – Sales Manager

jay.monahan@anixter.wescodist.com

804.731.1372

Dr. Tim Tillman
Chief Technology Officer
Division of Technology Services



804-639-8931
timothy_tillman@ccpsnet.net

Chesterfield County Public Schools
Innovative. Engaging. Relevant.

Aug 23, 2022

Dr. Tamara Holmes
600 East Main Street, Suite 300
Richmond, VA 23219
tamarah.holmes@dhcd.virginia.gov

Dear Dr. Holmes:

The Division of Technology Services of Chesterfield County Public Schools expresses support for the Chesterfield County application for broadband funding as part of the Virginia Telecommunications Initiative grant program.

As a school district, CCPS provides 64,000 students with the tools needed to engage in 21st Century Learning including mobile computing devices and digital curriculum. Our students have been the beneficiaries of extreme efforts in infrastructure that allowed for quick and sustainable action during the pandemic of 2020. During this time, our eyes were opened to a number of families in our community that did not have quality broadband access or the ability to obtain it. To answer the call to close the digital divide, the school district utilized almost 3000 cellular hotspots. The best solution, however, is continued investments in broadband infrastructure that make it possible for growth and stability to sustain our computing environment outside and inside our student's homes.

Awarding grant funding to Chesterfield will allow more of our students the access required for daily instruction. As Chesterfield and our school district continue to grow in population, the need for equitable access to broadband continues to expand. While new neighborhoods are being established with broadband in mind, our older communities and our rural and underserved populations can become overlooked. Awarding grant funding will help to serve future school construction in new communities as well.

Sincerely,

Tim Tillman, Ed.D.
Chief Technology Officer
Chesterfield County Public Schools



Chesterfield County Public Library Chesterfield County, Virginia

P.O. Box 297, 9501 Lori Road – Chesterfield, VA 23832

Phone: (804) 748-1601 – Fax: (804) 751-4679 – Internet: <http://library.chesterfield.gov>

Michael R. Mabe
Library Director

August 22, 2022
Dr. Tamara Holmes
600 East Main Street, Suite 300
Richmond, VA 23219
tamarah.holmes@dhcd.virginia.gov

Dear Dr. Holmes:

Chesterfield County Public Library is a mid-range public library system consisting of 10 branch libraries. Our physical branches are strategically located throughout the county to ensure maximum brick and mortar coverage for Chesterfield County, VA. This approach works well for customers seeking brick and mortar access to information services and resources but is limiting for customers seeking digital access in many rural areas of the county that lack digital coverage. The County's request to fund universal broadband access for county residents would be very helpful to CCPL customers in these rural areas seeking access to the public library digitally.

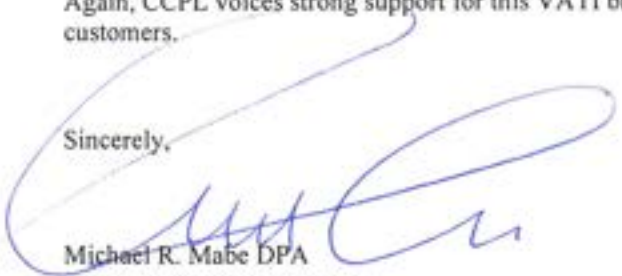
CCPL staff and resources are approached daily by dozens of 'digitally needed' citizens with questions related to connecting to CCPL digitally, using digital technologies and enhancing their overall knowledge of digital technology. To help, we provide digital literacy programming in the form of one-on-one YPL (Your Personal Librarian) sessions and public informational programming.

The YPL sessions occur between a CCPL librarian and a customer. This one-on-one approach provides the perfect setting for customers struggling to use and apply technology in their personal and professional life. Most (90%) of the YPL sessions deal with topics related to downloading digital books, using a tablet, or learning how to better use Microsoft Office products or other productivity apps. We currently host about 35 YPL sessions per week system wide. Ettrick Branch customers request about 3 YPL sessions per week and Clover Hill customers request about 7 sessions per, primarily dealing digital literacy topics as described.

In addition to these YPL sessions, CCPL also offers a wide range of public programming including programs dealing with digital literacy topics. Our Central Library for example hosts programs each month in our Makerspace that address science and engineering topics related to robotics, digital printing, coding and basic computer literacy. And the Ettrick Branch will also be hosting a series of digital learning classes in the coming months that deal with using professional social media apps such as LinkedIn and other productivity apps and programs.

Again, CCPL voices strong support for this VATI broadband grant and the positive impact it will have on CCPL customers.

Sincerely,


Michael R. Mabe DPA
Director of Library Services
Chesterfield County Public Library



VIRGINIA STATE UNIVERSITY
P.O Box 9404, PETERSBURG, VIRGINIA 23806-0001
dpalm@vsu.edu

Office of the Executive Vice President

Phone: (804) 524-5654

August 19, 2022

Dr. Tamara Holmes
600 East Main Street, Suite 300
Richmond, VA 23219
tamarah.holmes@dhcd.virginia.gov

Dear Dr. Holmes:

Virginia State University (VSU) wishes to express its strong support for the Chesterfield County application for broadband project funding in the Virginia Telecommunications Initiative (VATI) grant program. VSU is a historically black college and university (HBCU), and one of Virginia's two land-grant institutions. Located in the village of Ettrick, in south-eastern Chesterfield County, VSU supports the county efforts to provide universal broadband coverage to the county.

We have long identified universal broadband coverage as an important element in accomplishing our mission in Chesterfield to be a valued partner in improving the lives of our residents. Today, access to broadband is critical to the lives of all who call Chesterfield home and/or do business here. It's also critical toward preparing future generations, and this project will ensure all 63,000 school-aged children and college students have appropriate broadband access for learning.

Ettrick has a population of 7,241, with African Americans representing 78.5% of the population. Of the census tracts that cover Ettrick many have median household incomes below the 250% poverty threshold. Many residents do not own a computer and lack basic computer skills. VSU and Chesterfield County desire to elevate the level of broadband access and digital literacy in the surrounding community and address the issue of digital equity that is so prevalent in the area. The VATI grant award will spur investment in the local area which can leverage the improved broadband infrastructure and enable partnerships. Upon award, VSU and Chesterfield County will organize a series of community events in the area to improve digital literacy, provide cyber security training and provide awareness for financial assistance opportunities for hardware and broadband in the home.

The project will implement universal coverage in Chesterfield, ensuring every resident, student and business has access to high-quality broadband. The project will ensure no part of the county is left behind in a digital divide and ensure that partnership efforts between VSU and Chesterfield County to expand digital inclusion and digital equity have a firm foundation from which to grow.

Respectfully,

Donald E. Palm III, Ph.D.
Executive Vice President

"VSU: Education, Research and Community Service in Central and Southside Virginia..."
An Equal Opportunity Employer/Equal Access Institution



Virginia Cooperative Extension
Chesterfield County Office
9501 Lori Rd
P.O. Box 146
Chesterfield, Virginia 23832
804-751-4401 Fax: 804-751-0515
email: vce@chesterfield.gov
www.chesterfield.gov/429/Cooperative-Extension

August 22, 2022

Dr. Tamarah Holmes
600 East Main Street, Suite 300
Richmond, VA 23219
tamarah.holmes@dhcd.virginia.gov

Dear Dr. Holmes:

The Chesterfield Cooperative Extension wishes to express its strong support for the Chesterfield County application for broadband project funding in the Virginia Telecommunications Initiative (VATI) grant program.

Virginia Cooperative Extension is a joint program of Virginia Tech, Virginia State University and Chesterfield County. Cooperative Extension provides programs and information covering the broad areas of agriculture, families, and 4-H.

The grant request will fund a project to provide universal broadband access to county residents. Cooperative Extension has many customers in the rural parts of Chesterfield most frequently neglected by the incumbent broadband providers. Farms, agricultural businesses, and horticulturalists are among the least served by current providers.

Broadband access is necessary for all types of agribusiness. For example, a type of technology enabled farming, known as "precision agriculture", allows farmers and business owners to be very precise with the treatment of crops and resources, ensuring the best yields and outcomes. Precision agriculture requires access to quality broadband. Access that is missing in most of rural Chesterfield.

We have long identified universal broadband coverage as an important element in accomplishing our mission in Chesterfield. The funded broadband project will allow Cooperative Extension to partner with Chesterfield County to provide Precision Agriculture programs, services and briefings to local businesses. Upon award, Chesterfield County and Cooperative Extension will organize and hold seminars for local agribusiness on using Precision Agriculture, digital technologies and broadband connectivity to drive success in rural Chesterfield.

The project will implement universal coverage in Chesterfield, ensuring every farmer and business owner in rural Chesterfield has access to high-quality broadband and the technologies that drive agribusiness in the 21st century. The project will close the digital divide that exists between the suburban enclaves in the county and the larger, rural parts of the county.

VIRGINIA POLYTECHNIC INSTITUTE AND STATE UNIVERSITY

Extension is a joint program of Virginia Tech, Virginia State University, the U.S. Department of Agriculture, and state and local governments.

Virginia Cooperative Extension programs and employment are open to all, regardless of age, color, disability, gender, gender identity, gender expression, national origin, political affiliation, race, religion, sexual orientation, genetic information, veteran status, or any other basis protected by law. An equal opportunity/affirmative action employer.



Sincerely,

A handwritten signature in dark ink, appearing to read "Sierra Seekford", written in a cursive style.

Sierra Seekford

Associate Extension Agent

Agriculture and Natural Resources



SOUTHSIDE ELECTRIC COOPERATIVE

Your Touchstone Energy® Cooperative



August 17, 2022

Tamarah Holmes, Ph.D.
Director, Office of Broadband
Virginia Department of Housing and Community Development
600 East Main Street, Suite 300
Richmond, Virginia 23219

RE: All Points Broadband – 2023 Fiber Deployment Initiative

Dear Dr. Holmes:

Southside Electric Cooperative (“SEC”) supports the application that All Points Broadband (“All Points”) is making to the 2023 Virginia Telecommunications Initiative.

SEC wants all of its member-consumers have access to world-class, affordable fiber broadband service. Enabling SEC members to take advantage of all the internet has to offer, as well as to enable the next generation of connected, energy-efficient devices, is a goal both SEC and All Points share. SEC and All Points will explore additional partnerships to reduce costs and expedite deployment if the application is funded.

I appreciate your consideration of this important project.

Sincerely,

Jason C. Loehr
President and Chief Executive Officer
Southside Electric Cooperative



COMMONWEALTH OF VIRGINIA
HOUSE OF DELEGATES
RICHMOND

CARRIE E. COYNER
9910 WAGNERS WAY
POST OFFICE BOX 58
CHESTERFIELD, VIRGINIA 23832

SIXTY-SECOND DISTRICT

COMMITTEE ASSIGNMENTS:
EDUCATION
GENERAL LAWS
APPROPRIATIONS

August 11, 2022

Tamarah Holmes, Ph.D.
Director, Office of Broadband
Virginia Department of Housing and Community Development
600 East Main Street, Suite 300
Richmond, VA 23219-2430

Dear Dr. Holmes,

I am writing to express my support for Chesterfield County's Virginia Telecommunication Initiative (VATI) Grant Application. In partnership with All Points Broadband, this project will provide universal broadband services to approximately 600 homes and businesses across Chesterfield County. If funded, this project would deliver world class fiber internet to unserved constituents in my district.

Broadband has become an essential utility and those without it are being left behind. With universal broadband access throughout the County, residents can telework, participate in distance learning, utilize telemedicine, and enjoy the 21st century amenities that accompany a reliable and fast internet connection. The lack of quality broadband is one of the top issues I hear about from constituents. The universal broadband coverage that would be provided through this proposed project will greatly improve the quality of life in the community and expand opportunity for all.

I would appreciate your consideration of this VATI application. Please let me know if you have any questions or need additional information.

Sincerely,

Carrie E. Coyner

SENATE OF VIRGINIA

GHAZALA F. HASHMI
10TH SENATORIAL DISTRICT
ALL OF POWHATAN COUNTY, PART OF
CHESTERFIELD COUNTY, AND PART OF
THE CITY OF RICHMOND
P. O. BOX 396
RICHMOND, VIRGINIA 23218



COMMITTEE ASSIGNMENTS:
AGRICULTURE, CONSERVATION AND
NATURAL RESOURCES
EDUCATION AND HEALTH
GENERAL LAWS AND TECHNOLOGY
LOCAL GOVERNMENT

August 12, 2022

Tamarah Holmes, Ph.D.
Director, Office of Broadband
Virginia Department of Housing and Community Development
600 East Main Street, Suite 300
Richmond, VA 23219-2430

VIA EMAIL

Dear Dr. Holmes,

I write in support of Chesterfield County's Virginia Telecommunication Initiative (VATI) Grant Application. In partnership with All Points Broadband, this project will provide universal broadband services to approximately 600 homes and businesses across Chesterfield County. If funded, this project will deliver world class fiber internet to unserved constituents in my district.

Broadband has become an essential utility, and those without it are being left behind. With universal broadband access throughout the County, residents can telework, participate in distance learning, have access to telemedicine services, and enjoy numerous amenities that accompany a reliable and fast internet connection. The universal broadband coverage that would be provided through this proposed project will greatly improve the quality of life in the community and expand opportunity for all.

I appreciate your consideration of this VATI application. Please let me know if you have any questions or need additional information.

Warmest regards,

A handwritten signature in black ink, appearing to read "Ghazala Hashmi".

Ghazala F. Hashmi, PhD
Member, Virginia Senate

SENATE OF VIRGINIA

JOSEPH D. MORRISSEY

16TH SENATORIAL DISTRICT
ALL OF THE CITIES OF HOPEWELL AND
PETERSBURG; PART OF CHESTERFIELD,
DINWIDDIE, AND PRINCE GEORGE COUNTIES;
AND PART OF THE CITY OF RICHMOND

701 GERMAN SCHOOL ROAD
RICHMOND, VIRGINIA 23225
(804) 737-1626



COMMITTEE ASSIGNMENTS:
AGRICULTURE, CONSERVATION AND NATURAL
RESOURCES
JUDICIARY
LOCAL GOVERNMENT
REHABILITATION AND SOCIAL SERVICES

August 25, 2022

Tamarah Holmes, Ph.D.
Director, Office of Broadband
Virginia Department of Housing and Community Development
600 East Main Street, Suite 300
Richmond, VA 23219-2430

Dear Dr. Holmes,

I am writing to you to express my support for Chesterfield County's **Virginia Telecommunication Initiative (VATI)** Grant Application. In partnership with All Points Broadband, this project will provide universal broadband services to approximately 600 homes and businesses across Chesterfield County. If funded, this project would deliver world class fiber internet to unserved constituents in my district.

Broadband has become an essential utility and those without it are being left behind. With universal broadband access throughout the County, residents can telework, participate in distance learning, utilize telemedicine, and enjoy the 21st century amenities that accompany a reliable and fast internet connection. The lack of quality broadband is one of the top issues I hear about from constituents. The universal broadband coverage that would be provided through this proposed project will greatly improve the quality of life in the community and expand opportunity for all.

Thank you for your consideration of Chesterfield County's VATI application. Please let my office know if you have any questions or need additional information.

Sincerely yours,

A handwritten signature in dark ink, appearing to read "Joe Morrissey", written over a light blue circular stamp.

Senator Joseph D. Morrissey
16th Senate District



COMMONWEALTH OF VIRGINIA
HOUSE OF DELEGATES
RICHMOND

MICHAEL A. CHERRY

POST OFFICE BOX 1146
COLONIAL HEIGHTS, VIRGINIA 23834

SIXTY-SIXTH DISTRICT

COMMITTEE ASSIGNMENTS:
EDUCATION
COUNTIES, CITIES AND TOWNS
HEALTH, WELFARE AND INSTITUTIONS

August 25, 2022

Dr. Tamarah Holmes
Director, Office of Broadband
Department of Housing and Community Development
600 East Main Street, Suite 300
Richmond, VA 23219-2430

Dear Dr. Holmes,

I am writing to express my support for Chesterfield County's Virginia Telecommunication Initiative (VATI) Grant Application. In partnership with All Points Broadband, this project will provide universal broadband services to approximately 600 homes and businesses across Chesterfield County. If funded, this project would deliver world class fiber internet to unserved constituents in my district.

Broadband has become an essential utility and those without it are being left behind. With universal broadband access throughout the County, residents can telework, participate in distance learning, utilize telemedicine, and enjoy the 21st century amenities that accompany a reliable and fast internet connection. The lack of quality broadband is one of the top issues I hear about from constituents. The universal broadband coverage that would be provided through this proposed project will greatly improve the quality of life in the community and expand opportunity for all.

I would appreciate your consideration of this VATI application. Please let me know if you have any questions or need additional information.

Sincerely,

A handwritten signature in black ink, appearing to read "M. Cherry".

Mike Cherry

Form 477 Filing Summary

FRN:

0023524705

Data as of:

Dec 31, 2021

Operations:

Non-ILEC

Submission Status:

Original - Submitted

Last Updated:

Mar 1, 2022 09:33 PM

Filer Identification

Section	Field	Response
Filer Information	Company Name	All Points Broadband
	Holding Company Name	Virginia Everywhere
	Filing Type	Non-ILEC
	SAC ID	N/A
	499 ID	831251
Data Contact Information	Data Contact Name	
	Data Contact Phone Number	
	Data Contact E-mail	
Emergency Operations Contact Information	Emergency Operations Name	
	Emergency Operations Phone Number	
	Emergency Operations E-mail	
Certifying Official Contact Information	Certifying Official Name	
	Certifying Official Phone Number	
	Certifying Official E-mail	

Data Submitted

Form Section	File Name	Date & Time	Number of Rows
Fixed Broadband Deployment	FCC477-Deployment-DEC2021.csv	Mar 1, 2022 09:28 PM	26,371
Fixed Broadband Subscription	fcc477_20211231.csv	Mar 1, 2022 08:35 PM	823
Fixed Voice Subscription	fcc477_voip_20211231.csv	Mar 1, 2022 11:52 AM	32

Fixed Broadband Deployment

Census Block Counts by State, DBA Name and Technology

State	DBA Name	Technology	Blocks
-------	----------	------------	--------

State	DBA Name	Technology	Blocks
Kentucky	All Points Broadband	Optical Carrier/Fiber to the End User	
		Terrestrial Fixed Wireless	
Maryland	All Points Broadband	Terrestrial Fixed Wireless	
Virginia	All Points Broadband	Terrestrial Fixed Wireless	
West Virginia	All Points Broadband	Terrestrial Fixed Wireless	
Total			

Fixed Broadband Subscription

Fixed Broadband Subscriptions by State, Technology and End User Type

State	Technology	Census Tracts	Subscriptions		
			Consumer	Business/Govt.	Total
Kentucky	Optical Carrier/Fiber to the End User				
	Terrestrial Fixed Wireless				
Maryland	Terrestrial Fixed Wireless				
Virginia	Optical Carrier/Fiber to the End User				
	Terrestrial Fixed Wireless				
West Virginia	Terrestrial Fixed Wireless				
Total					

Fixed Broadband Subscriptions by Bandwidths and End User Type

Downstream Bandwidth (in Mbps)	Upstream Bandwidth (in Mbps)	Consumer	Business/Govt.	Total
1.000	1.000			
2.000	1.000			
2.000	2.000			
3.000	0.500			
3.000	0.512			
3.000	1.000			
3.000	1.500			
4.000	1.000			
5.000	1.000			
5.000	2.000			
5.000	5.000			

Downstream Bandwidth (in Mbps)	Upstream Bandwidth (in Mbps)	Consumer	Business/Govt.	Total
6.000	1.000			
6.000	2.000			
9.000	2.000			
10.000	2.000			
10.000	3.000			
10.000	4.000			
10.000	5.000			
10.000	10.000			
12.000	2.000			
12.000	3.000			
15.000	2.000			
15.000	3.000			
15.000	4.000			
15.000	5.000			
15.000	15.000			
20.000	4.000			
20.000	5.000			
20.000	20.000			
24.000	3.000			
25.000	2.000			
25.000	3.000			
25.000	5.000			
25.000	25.000			
30.000	10.000			
30.000	30.000			
35.000	5.000			
50.000	3.000			
50.000	10.000			
50.000	20.000			
50.000	50.000			
100.000	100.000			
200.000	200.000			

Downstream Bandwidth (in Mbps)	Upstream Bandwidth (in Mbps)	Consumer	Business/Govt.	Total
250.000	250.000			
300.000	300.000			
Total				

Fixed Broadband Subscriptions by Technology, Bandwidths and End User Type

Technology	Downstream Bandwidth (in Mbps)	Upstream Bandwidth (in Mbps)	Consumer	Business/Govt.	Total
Optical Carrier/Fiber to the End User	10.000	10.000			
	25.000	25.000			
	30.000	30.000			
	50.000	50.000			
	100.000	100.000			
	200.000	200.000			
Terrestrial Fixed Wireless	1.000	1.000			
	2.000	1.000			
	2.000	2.000			
	3.000	0.500			
	3.000	0.512			
	3.000	1.000			
	3.000	1.500			
	4.000	1.000			
	5.000	1.000			
	5.000	2.000			
	5.000	5.000			
	6.000	1.000			
	6.000	2.000			
	9.000	2.000			
	10.000	2.000			
	10.000	3.000			
	10.000	4.000			
	10.000	5.000			
	10.000	10.000			
	12.000	2.000			

Technology	Downstream Bandwidth (in Mbps)	Upstream Bandwidth (in Mbps)	Consumer	Business/Govt.	Total
	12.000	3.000			
	15.000	2.000			
	15.000	3.000			
	15.000	4.000			
	15.000	5.000			
	15.000	15.000			
	20.000	4.000			
	20.000	5.000			
	20.000	20.000			
	24.000	3.000			
	25.000	2.000			
	25.000	3.000			
	25.000	5.000			
	25.000	25.000			
	30.000	10.000			
	35.000	5.000			
	50.000	3.000			
	50.000	10.000			
	50.000	20.000			
	50.000	50.000			
	100.000	100.000			
	200.000	200.000			
	250.000	250.000			
	300.000	300.000			
Total					

Fixed Voice Subscription

VGE Lines and VoIP Subscriptions by State and End User Type

State	Total VGE Lines	Consumer VGE Lines	Total VoIP Subscriptions	Consumer VoIP Subscriptions
Kentucky	0	0		

State	Total VGE Lines	Consumer VGE Lines	Total VoIP Subscriptions	Consumer VoIP Subscriptions
Virginia				
Total				

Fixed Voice Subscription (iVoIP)

Over-the-Top VoIP Subscriptions by State and End User Type

State	Total	Consumer	Business/Govt.
Kentucky			
Virginia			
Total			

All Other VoIP Subscriptions by State, End User Type, Bundle and Last-Mile Medium

State	Total	by End User Type		by Bundle		by Last-Mile Medium			
		Consumer	Business/Govt.	Sold w/ Internet	Sold w/o Internet	FTTP	Coax	Fixed Wireless	Copper
Kentucky									
Virginia									
Total									

Reminder: Use 2010 Census geographies for data as of June 30, 2021 and before. Use 2020 Census geographies for data as of December 31, 2021 and after.

For help or assistance, please contact (877) 480-3201 or (717) 338-2834 (TTY) or you may submit an [online e-support ticket](#).

Federal Communications Commission
45 L St NE, Washington, DC 20002
[Phone: 1-888-225-5322](#)
[TTY: 1-888-835-5322](#)
[Videophone: 1-844-432-2275](#)
[Fax: 1-866-418-0232](#)
[Contact Us](#)

[Website Policies & Notices](#)
[FOIA](#)
[No Fear Act Data](#)
[FCC Digital Strategy](#)
[Open Government Directive](#)

- [Plain Writing Act](#)
- [RSS Feeds & Email Updates](#)
- [Disability Rights](#)
- CATEGORIES
 - [About the FCC](#)
 - [Proceedings & Actions](#)
 - [Licensing & Databases](#)
 - [Reports & Research](#)
 - [News & Events](#)
 - [For Consumers](#)
- BUREAUS & OFFICES
 - [Consumer](#)
 - [Enforcement](#)
 - [Inspector General](#)
 - [International](#)
 - [Media](#)
 - [Public Safety](#)
 - [Wireless](#)
 - [Wireline](#)
 - [Offices](#)

Form 477 Filing Summary

FRN:
0023524705

Data as of:
Jun 30, 2021

Operations:
Non-ILEC

Submission Status:
Original - Submitted

Last Updated:
Sep 2, 2021 10:10 AM

Filer Identification

Section	Field	Response
Filer Information	Company Name	All Points Broadband
	Holding Company Name	Virginia Everywhere, LLC
	Filing Type	Non-ILEC
	SAC ID	N/A
	499 ID	831251
Data Contact Information	Data Contact Name	
	Data Contact Phone Number	
	Data Contact E-mail	
Emergency Operations Contact Information	Emergency Operations Name	
	Emergency Operations Phone Number	
	Emergency Operations E-mail	
Certifying Official Contact Information	Certifying Official Name	
	Certifying Official Phone Number	
	Certifying Official E-mail	

Data Submitted

Form Section	File Name	Date & Time	Number of Rows
Fixed Broadband Deployment	FCC477-Deployment-JUN2021.csv	Sep 1, 2021 05:30 PM	
Fixed Broadband Subscription	fcc477_20210630.csv	Aug 23, 2021 10:36 AM	
Fixed Voice Subscription	fcc477_voip_20210630.csv	Aug 23, 2021 11:58 AM	

Fixed Broadband Deployment

Census Block Counts by State, DBA Name and Technology

State	DBA Name	Technology	Blocks
-------	----------	------------	--------

9/2/2021

Form 477

State	DBA Name	Technology	Blocks
Kentucky	All Points Broadband	Optical Carrier/Fiber to the End User	
		Terrestrial Fixed Wireless	
Maryland	All Points Broadband	Terrestrial Fixed Wireless	
Virginia	All Points Broadband	Terrestrial Fixed Wireless	
West Virginia	All Points Broadband	Terrestrial Fixed Wireless	
Total			

Fixed Broadband Subscription

Fixed Broadband Subscriptions by State, Technology and End User Type

State	Technology	Census Tracts	Subscriptions		
			Consumer	Business/Govt.	Total
Kentucky	Optical Carrier/Fiber to the End User				
	Terrestrial Fixed Wireless				
Maryland	Terrestrial Fixed Wireless				
Virginia	Terrestrial Fixed Wireless				
West Virginia	Terrestrial Fixed Wireless				
Total					

Fixed Broadband Subscriptions by Bandwidths and End User Type

Downstream Bandwidth (in Mbps)	Upstream Bandwidth (in Mbps)	Consumer	Business/Govt.	Total
1.000	1.000			
2.000	1.000			
2.000	2.000			
3.000	0.500			
3.000	0.512			
3.000	1.000			
3.000	1.500			
4.000	1.000			
5.000	1.000			
5.000	2.000			
5.000	5.000			
6.000	1.000			

Downstream Bandwidth (in Mbps)	Upstream Bandwidth (in Mbps)	Consumer	Business/Govt.	Total
6.000	2.000			
8.000	2.000			
9.000	2.000			
10.000	2.000			
10.000	3.000			
10.000	4.000			
10.000	5.000			
10.000	10.000			
12.000	2.000			
12.000	3.000			
15.000	2.000			
15.000	3.000			
15.000	4.000			
15.000	5.000			
20.000	4.000			
20.000	5.000			
20.000	20.000			
24.000	3.000			
25.000	2.000			
25.000	3.000			
25.000	5.000			
25.000	25.000			
30.000	10.000			
30.000	30.000			
35.000	5.000			
50.000	3.000			
50.000	20.000			
50.000	50.000			
100.000	100.000			
200.000	200.000			
250.000	250.000			
300.000	300.000			
Total				

Fixed Broadband Subscriptions by Technology, Bandwidths and End User Type

Technology	Downstream Bandwidth (in Mbps)	Upstream Bandwidth (in Mbps)	Consumer	Business/Govt.	Total
Optical Carrier/Fiber to the End User	10.000	10.000			
	25.000	25.000			
	30.000	30.000			
	50.000	50.000			
	100.000	100.000			
	200.000	200.000			
Terrestrial Fixed Wireless	1.000	1.000			
	2.000	1.000			
	2.000	2.000			
	3.000	0.500			
	3.000	0.512			
	3.000	1.000			
	3.000	1.500			
	4.000	1.000			
	5.000	1.000			
	5.000	2.000			
	5.000	5.000			
	6.000	1.000			
	6.000	2.000			
	8.000	2.000			
	9.000	2.000			
	10.000	2.000			
	10.000	3.000			
	10.000	4.000			
	10.000	5.000			
	10.000	10.000			
	12.000	2.000			
	12.000	3.000			
	15.000	2.000			
	15.000	3.000			
	15.000	4.000			
	15.000	5.000			

9/2/2021

Form 477

Technology	Downstream Bandwidth (in Mbps)	Upstream Bandwidth (in Mbps)	Consumer	Business/Govt.	Total
	20.000	4.000			
	20.000	5.000			
	20.000	20.000			
	24.000	3.000			
	25.000	2.000			
	25.000	3.000			
	25.000	5.000			
	25.000	25.000			
	30.000	10.000			
	35.000	5.000			
	50.000	3.000			
	50.000	20.000			
	50.000	50.000			
	100.000	100.000			
	200.000	200.000			
	250.000	250.000			
300.000	300.000				
Total					

Fixed Voice Subscription

VGE Lines and VoIP Subscriptions by State and End User Type

State	Total VGE Lines	Consumer VGE Lines	Total VoIP Subscriptions	Consumer VoIP Subscriptions
Kentucky				
Virginia				
Total				

Fixed Voice Subscription (iVoIP)

Over-the-Top VoIP Subscriptions by State and End User Type

State	Total	Consumer	Business/Govt.
Kentucky			
Virginia			

9/2/2021

Form 477

State	Total	Consumer	Business/Govt.
Total			

All Other VoIP Subscriptions by State, End User Type, Bundle and Last-Mile Medium

State	Total	by End User Type		by Bundle		by Last-Mile Medium			
		Consumer	Business/Govt.	Sold w/ Internet	Sold w/o Internet	FTTP	Coax	Fixed Wireless	Copper
Kentucky									
Virginia									
Total									

Reminder: You must continue to use Census 2010 geographic codes in FCC Form 477.

For help or assistance, please contact (877) 480-3201 or (717) 338-2834 (TTY) or you may submit an [online e-support ticket](#).

Federal Communications Commission
445 12th Street SW, Washington, DC 20554
[Phone: 1-888-225-5322](#)
[TTY: 1-888-835-5322](#)
[Videophone: 1-844-432-2275](#)
[Fax: 1-866-418-0232](#)
[Contact Us](#)

- [Website Policies & Notices](#)
- [FOIA](#)
- [No Fear Act Data](#)
- [FCC Digital Strategy](#)
- [Open Government Directive](#)
- [Plain Writing Act](#)
- [RSS Feeds & Email Updates](#)
- [Disability Rights](#)
- CATEGORIES
- [About the FCC](#)
- [Proceedings & Actions](#)
- [Licensing & Databases](#)
- [Reports & Research](#)
- [News & Events](#)
- [For Consumers](#)
- BUREAUS & OFFICES
- [Consumer](#)

- [Enforcement](#)
- [Inspector General](#)
- [International](#)
- [Media](#)
- [Public Safety](#)
- [Wireless](#)
- [Wireline](#)
- [Offices](#)

MANAGING YOUR ACCOUNT



Customer Portal Instructions

The portal is located at <https://support.allpointsbroadband.com> and can be accessed using the email address and password you entered when creating your account.

Update your information by clicking on the Billing Info link on the left side and submitting your credit card information (VISA, MasterCard, Discover) or your Bank acct/routing details for ACH payment.

Change your password by clicking "Edit" next to the Password field under Account Info.

Update your account contact information by clicking on the Address and Phone links on the left side



Additional Resources

How To Videos and guides: Are you still stuck with connectivity issues? The customer portal can help to serve as a valuable guide with print resources and videos to ensure you remain connected.

Upgrade Services: You can upgrade services with the click of a button. Interested in transitioning your existing landline to All Points Broadband, we have a solution for you. Increase to Gig speeds and experience streaming like never before or purchase a battery backup to keep the phone up and running in case of a storm.

Notify Us: Plan your next move with limited service disruption. You can notify us that you are moving through the customer portal and we will work with you to ensure limited interruption of service. You may even be able to transfer service if you are remaining in an area that All Points broadband serves.



AFFORDABLE CONNECTIVITY PROGRAM

The FCC's Affordable Connectivity Program



UP TO \$30/MONTH

discount for internet service.



UP TO \$75/MONTH

*discount for households on qualifying
Tribal lands, and a one-time*



TWO STEPS TO ENROLL

*Step 1: Visit your customer portal to find
a direct link to apply or email support for
the link.*

*Step 2: Contact All Points Broadband
after your approval, and have the
discount applied to your bill.*

*Eligible households must both apply
for the program and contact All Points
Broadband after approval.*

WHO IS ELIGIBLE?

*A household is eligible if one member of the household
meets at least one of the criteria below:*

- ☒ Has an income that is at or below 200% of the Federal Poverty Guidelines.
- ☒ Participates in certain assistance programs, such as SNAP, Medicaid, Federal Public Housing Assistance, SSI, WIC, or Lifeline.
- ☒ Participates in Tribal specific programs, such as Bureau of Indian Affairs General Assistance, Tribal TANF, or Food Distribution Program on Indian Reservations.
- ☒ Is approved to receive benefits under the free and reduced-price school lunch program or the school breakfast program, including through the USDA Community Eligibility Provision.
- ☒ Received a Federal Pell Grant during the current award year
Meets the eligibility criteria for a participating broadband provider's existing low-income program.

Find out more about ACP qualifications.

Visit Our Website: <https://allpointsbroadband.com/acp/>

Contact Us: acp@allpointsbroadband.com

Affordable Connectivity Program

CONTACT ALL POINTS BROADBAND

We look forward to hearing from you

Upgrade your plan

Do you want to harness the power of the U6 router with Gig speeds to stream, game, or talk like never before. Upgrading is as easy as signing onto your customer portal, but we are happy to speak with you over the phone. For examples of upgrade items please refer to the last page of the welcome packet.

Connectivity issues:

Are you still experiencing connectivity issues after attempting the troubleshooting steps in the welcome packet and reviewing the self help tutorials available through the customer portal? We have a live support staff available to help. Email or call the customer support line below and we will get you back online as soon as we can.



TECHNICAL SUPPORT

24 Hours a Day
7 Days a Week

SALES AND BILLING

M-F / 8 AM – 6 PM



703.554.6600 - Northern Virginia
540.953.0283 - New River Valley
502.722.9292 - Kentucky
888.217.7827 - Toll Free



support@allpointsbroadband.com



Happy with your All Points Broadband Service.?

We want to hear about it. Please leave us a review on Google and let us know how you are Living Connected with your new broadband internet service.

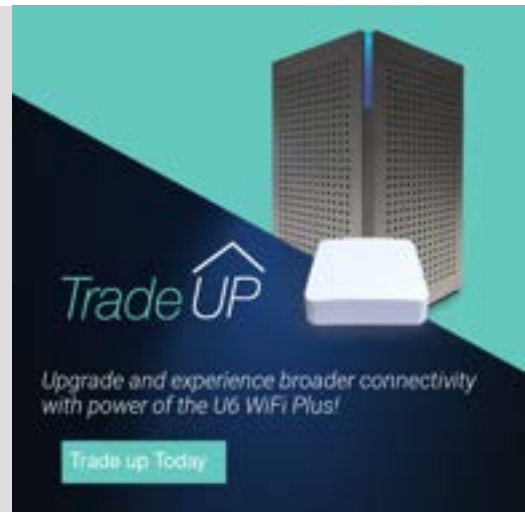
Contact Us

UPGRADE YOUR SERVICE

GET MORE OUT OF YOUR ALL POINTS BROADBAND EXPERIENCE

Router Upgrades:

While the standard base Wi-Fi unit does a great job of connecting your home, you can upgrade to the Wi-Fi Plus unit and experience more coverage in the home. Help to ensure that you are gaming, streaming, working, and learning with the power the connectivity.



Speed Upgrades:

If you are not taking advantage of the lightning fast speeds of Gig broadband service easily upgrade today experience the difference. Game with confidence knowing that you have a leg up on the competition using the APB Bolt speed tier.

ADD VOIP and Battery Backup:

It's time to switch to All Points Broadband VOIP phone service and bundle your services. Most customers save over higher priced landline phone services offered by competitors. Help to ensure your phone and internet stay connected during a power outage by adding a battery backup unit.



Upgrade Your Service

Attachment 19 -- Digital Inclusion and Literacy

Summary of Attachment 19 Digital Inclusion & Literacy

and

Response to 15.c. Describe any digital literacy efforts to ensure residents and businesses in the proposed project area sufficiently utilize broadband. Please list any partnering organizations for digital literacy, such as the local library or cooperative extension office.

The County will leverage community events with partner organizations to ensure that residents are aware of their access to broadband and the positive impact it can have on their lives. Jointly, the County and All Points will conduct outreach to farmers' markets, public libraries, and local chambers of commerce as well as other organizations to partner in ways to inform the population how to use broadband access to improve their quality of life and access to economic opportunity.

As shown in Attachments 19 and 14, County libraries have a variety of digital literacy efforts, especially in the Clover Hill and Ettrick library branches, which are the closest branches to the project area. Digital literacy programming includes YPL (Your Personal Librarian) sessions, which are one-on-one sessions between a librarian and customer. Most YPL sessions deal with topics such as using Microsoft Suite products, using a computer or tablet, and other common digital literacy education topics. Currently the libraries host 35 YPL session per week system wide.

To promote smart farming and digital literacy for County farmers, the Chesterfield Cooperative Extension, in partnership with the County, will organize and hold seminars for local agribusiness on using Precision Agriculture, digital technologies and broadband connectivity. The accompanying letter of support can be found in Attachments 19 and 14.

Virginia State University, in partnership with the County and All Points, will organize a series of community events to improve digital literacy, provide cyber security training and provide awareness for financial assistance opportunities for hardware and broadband in the home. The accompanying letter of support can be found in Attachments 19 and 14.

All Points will offer a free a Digital Inclusion Academy through Google for Education (see Attachment 19), based on best practices and recommendation from the National Digital Equity Center, the National Digital Inclusion Alliance, and NTIA's BroadbandUSA toolkits. The online courses include valuable digital literacy topics like "Use Digital Tools for Everyday Tasks", "Avoid Online Scams", "Build Healthy Digital Habits", "Edit Your Resume", and others of a similar nature. All Points will offer free access to this Academy and all related courses to all locations within the proposed project area and all County residents.

Attachment 19 - All Points Broadband Digital Inclusion Academy Sample

My classes >

All Points Broadband Digital Inclusion Academy

Class code: 7byvf6



Lessons People

CURRENT LESSONS

+ Add lessons

Google Workspace: Gmail

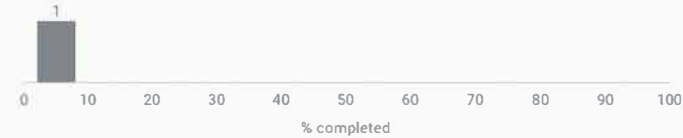
Learn the basic components of Gmail to help you send and receive emails.

1 activity

View lesson View materials

Progress summary

Number of students and percent completed



Videos watched Projects submitted Quiz results

Use Digital Tools for Everyday Tasks

Learn to communicate more efficiently through emails, internet search, and digital documents.

7 activities

Progress summary

Number of students and percent completed



Avoid Online Scams

Learn to identify and avoid online scams by analyzing a real-life situation in a group.

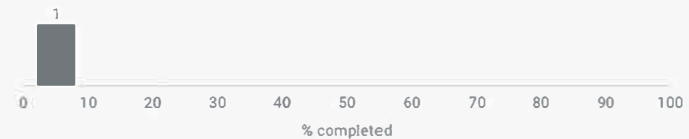
1 activity

[View lesson](#)

[View materials](#)

Progress summary

Number of students and percent completed



[Videos watched](#)

[Projects submitted](#)

[Quiz results](#)

Build Healthy Digital Habits

Create a healthy technology balance by reflecting on digital habits with one of three creative projects.

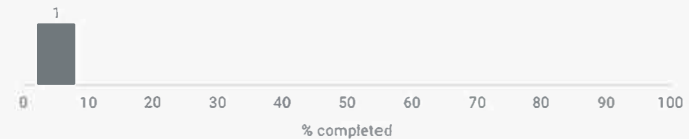
4 activities

[View lesson](#)

[View materials](#)

Progress summary

Number of students and percent completed



[Videos watched](#)

[Projects submitted](#)

[Quiz results](#)

Edit Your Resume

Progress summary

Number of students and percent completed

Use Google to Get a New Job

Conduct a successful job search using digital tools.

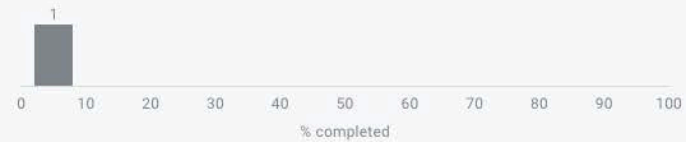
 7 activities

[View lesson](#)

[View materials](#)

Progress summary

Number of students and percent completed



[Videos watched](#)

[Projects submitted](#)

[Quiz results](#)

Create a Budget in Google Sheets

Learn to make good financial decisions by researching and comparing costs and spending in a spreadsheet.

 5 activities

[View lesson](#)

[View materials](#)

Progress summary

Number of students and percent completed



[Videos watched](#)

[Projects submitted](#)

[Quiz results](#)

Plan and Budget

Analyze spending, research costs, and plan for purchases using a spreadsheet.

Progress summary

Number of students and percent completed

View lesson

View materials

Videos watched

Projects submitted

Quiz results

Google

Track Your Monthly Expenses

Use a spreadsheet to track your monthly expenses.

1 activity

View lesson

View materials

Progress summary

Number of students and percent completed



Videos watched

Projects submitted

Quiz results

Connect and Collaborate From Anywhere with Digital Tools

Improve your digital collaboration and communication skills using online tools.

1 activity

View lesson

View materials

Progress summary

Number of students and percent completed



Videos watched

Projects submitted

Quiz results




Classes


Archived
classes


Profile

Welcome All Points Broadband Customer!



START LEARNING

[Browse our lessons](#) to start learning new skills.

My classes

All Points Broadband Digital Inclusion Academy

Class code: 7byvf6

Current lessons

[Google Workspace: Gmail](#)
0/1 activities completed

[Use Digital Tools for Everyday Tasks](#)
0/7 activities completed

[Avoid Online Scams](#)
0/1 activities completed



Chesterfield County Public Library Chesterfield County, Virginia

P.O. Box 297, 9501 Lori Road – Chesterfield, VA 23832

Phone: (804) 748-1601 – Fax: (804) 751-4679 – Internet: <http://library.chesterfield.gov>

Michael R. Mabe
Library Director

August 22, 2022
Dr. Tamara Holmes
600 East Main Street, Suite 300
Richmond, VA 23219
tamarah.holmes@dhcd.virginia.gov

Dear Dr. Holmes:

Chesterfield County Public Library is a mid-range public library system consisting of 10 branch libraries. Our physical branches are strategically located throughout the county to ensure maximum brick and mortar coverage for Chesterfield County, VA. This approach works well for customers seeking brick and mortar access to information services and resources but is limiting for customers seeking digital access in many rural areas of the county that lack digital coverage. The County's request to fund universal broadband access for county residents would be very helpful to CCPL customers in these rural areas seeking access to the public library digitally.

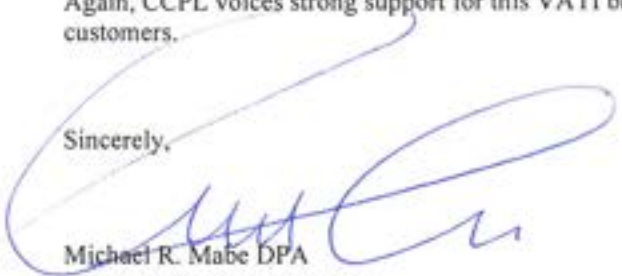
CCPL staff and resources are approached daily by dozens of 'digitally needed' citizens with questions related to connecting to CCPL digitally, using digital technologies and enhancing their overall knowledge of digital technology. To help, we provide digital literacy programming in the form of one-on-one YPL (Your Personal Librarian) sessions and public informational programming.

The YPL sessions occur between a CCPL librarian and a customer. This one-on-one approach provides the perfect setting for customers struggling to use and apply technology in their personal and professional life. Most (90%) of the YPL sessions deal with topics related to downloading digital books, using a tablet, or learning how to better use Microsoft Office products or other productivity apps. We currently host about 35 YPL sessions per week system wide. Ettrick Branch customers request about 3 YPL sessions per week and Clover Hill customers request about 7 sessions per, primarily dealing digital literacy topics as described.

In addition to these YPL sessions, CCPL also offers a wide range of public programming including programs dealing with digital literacy topics. Our Central Library for example hosts programs each month in our Makerspace that address science and engineering topics related to robotics, digital printing, coding and basic computer literacy. And the Ettrick Branch will also be hosting a series of digital learning classes in the coming months that deal with using professional social media apps such as LinkedIn and other productivity apps and programs.

Again, CCPL voices strong support for this VATI broadband grant and the positive impact it will have on CCPL customers.

Sincerely,


Michael R. Mabe DPA
Director of Library Services
Chesterfield County Public Library



Virginia Cooperative Extension
Chesterfield County Office
9501 Lori Rd
P.O. Box 146
Chesterfield, Virginia 23832
804-751-4401 Fax: 804-751-0515
email: vce@chesterfield.gov
www.chesterfield.gov/429/Cooperative-Extension

August 22, 2022

Dr. Tamarah Holmes
600 East Main Street, Suite 300
Richmond, VA 23219
tamarah.holmes@dhcd.virginia.gov

Dear Dr. Holmes:

The Chesterfield Cooperative Extension wishes to express its strong support for the Chesterfield County application for broadband project funding in the Virginia Telecommunications Initiative (VATI) grant program.

Virginia Cooperative Extension is a joint program of Virginia Tech, Virginia State University and Chesterfield County. Cooperative Extension provides programs and information covering the broad areas of agriculture, families, and 4-H.

The grant request will fund a project to provide universal broadband access to county residents. Cooperative Extension has many customers in the rural parts of Chesterfield most frequently neglected by the incumbent broadband providers. Farms, agricultural businesses, and horticulturalists are among the least served by current providers.

Broadband access is necessary for all types of agribusiness. For example, a type of technology enabled farming, known as "precision agriculture", allows farmers and business owners to be very precise with the treatment of crops and resources, ensuring the best yields and outcomes. Precision agriculture requires access to quality broadband. Access that is missing in most of rural Chesterfield.

We have long identified universal broadband coverage as an important element in accomplishing our mission in Chesterfield. The funded broadband project will allow Cooperative Extension to partner with Chesterfield County to provide Precision Agriculture programs, services and briefings to local businesses. Upon award, Chesterfield County and Cooperative Extension will organize and hold seminars for local agribusiness on using Precision Agriculture, digital technologies and broadband connectivity to drive success in rural Chesterfield.

The project will implement universal coverage in Chesterfield, ensuring every farmer and business owner in rural Chesterfield has access to high-quality broadband and the technologies that drive agribusiness in the 21st century. The project will close the digital divide that exists between the suburban enclaves in the county and the larger, rural parts of the county.

VIRGINIA POLYTECHNIC INSTITUTE AND STATE UNIVERSITY

Extension is a joint program of Virginia Tech, Virginia State University, the U.S. Department of Agriculture, and state and local governments.

Virginia Cooperative Extension programs and employment are open to all, regardless of age, color, disability, gender, gender identity, gender expression, national origin, political affiliation, race, religion, sexual orientation, genetic information, veteran status, or any other basis protected by law. An equal opportunity/affirmative action employer.



Sincerely,

A handwritten signature in dark ink, appearing to read "Sierra Seekford", written in a cursive style.

Sierra Seekford

Associate Extension Agent

Agriculture and Natural Resources



VIRGINIA STATE UNIVERSITY
P.O Box 9404, PETERSBURG, VIRGINIA 23806-0001
dpalm@vsu.edu

Office of the Executive Vice President

Phone: (804) 524-5654

August 19, 2022

Dr. Tamara Holmes
600 East Main Street, Suite 300
Richmond, VA 23219
tamarah.holmes@dhcd.virginia.gov

Dear Dr. Holmes:

Virginia State University (VSU) wishes to express its strong support for the Chesterfield County application for broadband project funding in the Virginia Telecommunications Initiative (VATI) grant program. VSU is a historically black college and university (HBCU), and one of Virginia's two land-grant institutions. Located in the village of Ettrick, in south-eastern Chesterfield County, VSU supports the county efforts to provide universal broadband coverage to the county.

We have long identified universal broadband coverage as an important element in accomplishing our mission in Chesterfield to be a valued partner in improving the lives of our residents. Today, access to broadband is critical to the lives of all who call Chesterfield home and/or do business here. It's also critical toward preparing future generations, and this project will ensure all 63,000 school-aged children and college students have appropriate broadband access for learning.

Ettrick has a population of 7,241, with African Americans representing 78.5% of the population. Of the census tracts that cover Ettrick many have median household incomes below the 250% poverty threshold. Many residents do not own a computer and lack basic computer skills. VSU and Chesterfield County desire to elevate the level of broadband access and digital literacy in the surrounding community and address the issue of digital equity that is so prevalent in the area. The VATI grant award will spur investment in the local area which can leverage the improved broadband infrastructure and enable partnerships. Upon award, VSU and Chesterfield County will organize a series of community events in the area to improve digital literacy, provide cyber security training and provide awareness for financial assistance opportunities for hardware and broadband in the home.

The project will implement universal coverage in Chesterfield, ensuring every resident, student and business has access to high-quality broadband. The project will ensure no part of the county is left behind in a digital divide and ensure that partnership efforts between VSU and Chesterfield County to expand digital inclusion and digital equity have a firm foundation from which to grow.

Respectfully,

Donald E. Palm Digitally signed by Donald E. Palm
Date: 2022.08.19 16:44:34 -04'00'

Donald E. Palm III, Ph.D.
Executive Vice President

"VSU: Education, Research and Community Service in Central and Southside Virginia..."
An Equal Opportunity Employer/Equal Access Institution

Jimmy Carr, Chief Executive Officer

Jimmy is the Chief Executive Officer of All Points Broadband. In this role he is responsible for the Company's strategic direction and is focused on expanding All Points' portfolio of public-private partnerships to provide fiber-to-the-home access to currently unserved areas in partnership with investor-owned and cooperative electric utilities.

After growing a successful rural-focused internet service provider in another market, he founded All Points to bring state-of-the-art connectivity to underserved communities in Virginia, Kentucky and throughout the mid-Atlantic. Jimmy is a former member of the Board of Directors of the Wireless Internet Service Providers Association and former Chairman of its Government Affairs Committee. He represents the rural broadband industry on the Virginia Broadband Advisory Council and has testified before the U.S. Senate and Virginia General Assembly as an expert on rural broadband deployment.

Jimmy was the principal architect of All Points' innovative strategy to partner with investor-owned and cooperative electric utilities to achieve universal FTTH access in APB's partner jurisdictions. He led the APB team that developed and implemented this new approach with two electric utilities and five counties on Virginia's Northern Neck and has developed the specific electric utility partnerships that will apply this approach for this project.

Before joining the telecommunications industry, Jimmy was an associate with the law firm of Sullivan & Cromwell LLP. He previously served as Virginia's Assistant Secretary of Transportation in two administrations, directing legislative and regulatory affairs for six agencies with an annual budget in excess of four billion dollars. He is also the founder and principal architect of the public-private partnership to build the 55-mile Virginia Capital Trail.

Jimmy earned a law degree and an MBA at the University of Virginia, where he was the Managing Editor of the *Virginia Law Review*, President of the JD/MBA society and inducted into the Raven Society. He is an Order of the Coif graduate of the law school and received the business school's Shermet Award and Faculty Award for Academic Excellence. Jimmy graduated from Davidson College *cum laude* and with departmental honors and is an Eagle Scout.

Tom Whitaker, Chief Operating Officer

Tom is an experienced telecom industry leader with 37 years of experience building and operating wired and wireless communications networks. He has been a leader in startup companies and established service operators like Shentel, a Virginia based service provider since 1902. Tom's focus as a manager is to successfully support and elevate his team and share in the enjoyment of our success. With that ethos, he has been successful building and operating great broadband networks throughout his career.

Continuous improvement is an important core value for all leaders. Tom is passionate about leadership best practices and helping young leaders understand the attributes of top-level

Attachment 20 – Project Management Team

leadership. Tom served on the Board of Directors at the National Cable Television Cooperative (NCTC). He attended and completed the SCTE Leadership Program at the Tuck School of Business at Dartmouth College in 2011 as well as the Change Management Certification Program at Cornell University. In the spring of 2020, Tom completed his graduate degree in Leadership from the University of Virginia. Tom earned his B.A.Sc from West Virginia Wesleyan College.

Sean Flora, Director of Fiber Construction

Sean Flora is All Points' Director of Fiber Construction, overseeing the Company's OSP engineering and construction activities. Sean and his team are responsible for delivering best-in-class, fiber-to-the-home networks to All Points' partners and customers.

Prior to joining All Points, Sean spent 19 years at Cincinnati Bell in roles of increasing responsibility, including Senior Manager of OSP Construction and Contracts and Senior Manager of OSP Engineering. Sean was instrumental in Cincinnati Bell's FTTH deployments in multiple states.

Sean has been recognized as an ICT Visionary by ISE Magazine. He has served on the Fiber Broadband Association's Technology Committee, as well as the Education Subcommittee for the past 5 years. Sean holds a B.A. in Communications from Northern Kentucky University.

Brandon Ogilvie, Chief Financial Officer

Brandon leads All Points Broadband's finance and capital investment initiatives and oversees its accounting and administrative functions. He launched his career in Silicon Valley managing high-frequency product lines for telecommunications and networking applications. After relocating to Virginia, he formed a renewable energy company with a team of talented individuals where, as CFO, he led the development and financing of bioenergy facilities with rated outputs up to 50 MW. More recently he served as President and CFO of a national fuel distributor for five years.

Brandon earned an MBA from the University of Virginia's Darden School of Business where he was inducted into the Raven Society, received the Shermet Award, and was awarded the Thomas G. Labrecque Scholarship for Ethics. He graduated from Purdue University with highest distinction earning a B.S. and M.S. in Civil Engineering. He lives with his family in Henrico County, VA.

Tom Innes, Senior Vice President, Public-Private Partnerships

Tom works with All Points' partners to structure public-private partnerships that bring high-quality, FTTH broadband to unserved areas. During the course of the previous three years, the

Attachment 20 – Project Management Team

All Points PPP team has secured in excess of \$500M of public and private investment to fund universal FTTH access in 19 Virginia counties.

Tom holds an MBA and a Master of Arts in Public Policy from the College of William & Mary. Prior to William & Mary, Tom was a civil engineer at The Louis Berger Group. He graduated from the Virginia Military Institute, where he earned a B.S. in Civil Engineering and is an Eagle Scout. He lives with his family in Henrico County, VA.

Chuck Hogg, Senior Vice President for Fiber to the Home

Chuck is All Points' SVP for Fiber to the Home deployments and technical lead for All Points' groundbreaking partnerships with electric utilities. His methodology to verify broadband access to specific locations results in 98% accuracy during grant funding challenge process. Prior to joining All Points, Chuck co-founded and spent 13 years growing Shelby Broadband, a highly successful, rural-focused ISP acquired by All Points in 2018.

Chuck is a recognized industry leader and pioneer in the conversion of fixed wireless networks to FTTH. He has served on the Board of the Wireless Internet Service Providers Association for 10 years and currently serves as its Vice Chairman. Chuck's career has included owning and partnering in various internet and technology companies, including Shelby Broadband, QuickLink Wireless, VIA Studio, FatHosting, AC Ventures, and Avolutia Ads. Chuck earned his BSBA in Information Systems from Xavier University.

Darren Glatt, Director and Operating Partner

Mr. Glatt is a Partner and Co-Head of Infrastructure Investing at Searchlight Capital Partners, overseeing the firm's efforts in the Technology, Media and Telecommunications ("TMT") sectors. Mr. Glatt is actively engaged in All Points' public-private partnerships. Prior to joining Searchlight in 2013, Mr. Glatt worked as a Partner in the Private Equity Group at Apollo Management, L.P., where he focused on both equity and credit investing in a range of industries that included TMT, Consumer, Leisure and Shipping, among others. Mr. Glatt also held positions at Apax Partners and The Cypress Group. He started his career at Bear Stearns in 1998 in New York. Mr. Glatt is currently a member of the Boards of Bezeq and B Communications Ltd., and formerly a member of the Boards of Charter Communications, Rackspace, Ocean Outdoor, PatientPoint, MediaMath, 160over90, PlayPower, Veritable Maritime and Core Media. Mr. Glatt received a BS from The George Washington University and an MBA from Harvard Business School.

Ajit Pai, Director and Operating Partner

Ajit Pai is a Partner at Searchlight Capital Partners who focuses on the firm's broadband and digital infrastructure efforts and is one of Searchlight's representatives on All Points' Board of Directors. Ajit served as Chairman of the FCC from January 2017 until January 2021. During Pai's tenure at the FCC as both Commissioner and Chairman from 2012-2021, he implemented

Attachment 20 – Project Management Team

major initiatives to help close the digital divide including the Connect America Fund and the Rural Digital Opportunity Fund; advance U.S. leadership in 5G, Open Radio Access Networks, Wi-Fi 6, and other wireless technologies; promote innovation; protect consumers, public safety, and national security; and make the agency itself more open, transparent, and data-driven. Earlier in his career, he served in various positions of increasing responsibility at the FCC, the U.S. Department of Justice, and the U.S. Senate. Before becoming a Commissioner at the FCC, he worked as a Partner at the law firm of Jenner & Block and served as in-house counsel at Verizon. Mr. Pai graduated with honors from Harvard University in 1994 and from the University of Chicago Law School in 1997.

Barry Condrey – Chesterfield Chief Information Officer

Barry has worked in the IT field for 40 years holding a variety of technology leadership positions in the public and private sectors and is presently the CIO for Chesterfield County, Virginia where he pursues initiatives based on digital transformation, open government and citizen centricity. Under his leadership Chesterfield County, VA has been four times recognized as the #1 digital county in the USA. He has been an adjunct faculty for Virginia Commonwealth University, is an active NACo contributor, two-time president of the Virginia Local Government IT Executives (VALGITE) organization, a certified government CIO, a certified information security manager and a national top 25 Doer, Dreamer & Driver. He likes to teach, write code and blog about technology leadership.

Clay Bowles – Chesterfield Deputy County Administrator

In December 2021, Clay was appointed to his current position of Deputy County Administrator where he oversees the Community Operations portfolio consisting of the departments of General Services, Information Technology, Parks and Recreation, Risk Management and the County's public libraries. He also serves as liaison to the elected Commonwealth's Attorney and Sheriff as well as to the County's public safety departments. Prior to his appointment, Clay was Director of the Chesterfield Department of General Services and civilian Chief Deputy of the Chesterfield County Sheriff's Office. Clay holds a Masters Degree in Public Administration from Virginia Commonwealth University.