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|-----------------------------------|-----------------------------|-------------------|-----------------------|
| FORM CD-450 (REV 10/98) | U.S. DEPARTMENT OF COMMERCE | X GRANT | COOPERATIVE AGREEMENT |
| FINANCIAL ASSISTANCE AWARD | | ACCOUNTING CODE | |
| | | ** See Attached** | |

| | |
|--------------------------------------|------------------------------|
| RECIPIENT NAME MILWAUKEE, CITY OF | AWARD NUMBER 55-42-B10549 |
|--------------------------------------|------------------------------|

| | |
|--------------------------------------|---|
| STREET ADDRESS 200 E WELLS STREET | FEDERAL SHARE OF COST \$2,479,742.00 |
|--------------------------------------|---|

| | |
|--|---|
| CITY, STATE ZIP MILWAUKEE, WI 532023515 | RECIPIENT SHARE OF COST \$1,046,760.00 |
|--|---|

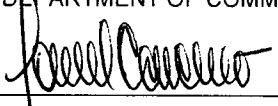
| | |
|---|--|
| AWARD PERIOD 08/01/2010 - 07/31/2013 | TOTAL ESTIMATED COST \$3,526,502.00 |
|---|--|

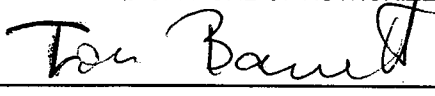
AUTHORITY
P.L. 111-5, Section 6001

CFDA NO. AND PROJECT TITLE:
11.557 American Recovery and Reinvestment Act - PCC - Connecting Milwaukee Communities (CMC)

This Award approved by the Grants Officer is issued in triplicate and constitutes an obligation of Federal funding. By signing the three documents, the Recipient agrees to comply with the Award provisions checked below and attached. Upon acceptance by the Recipient, two signed Award documents shall be returned to the Grants Officer and the third document shall be retained by the Recipient. If not signed and returned without modification by the Recipient within 30 days of receipt, the Grants Officer may unilaterally terminate this Award.

- Department of Commerce Financial Assistance Standard Terms and Conditions (March 2008)
- Special Award Conditions
- Line Item Budget
 - 15 CFR Part 14, Uniform Administrative Requirements for Grants and Agreements with Institutions of Higher Education, Hospitals, Other Non-Profit, and Commercial Organizations
- 15 CFR Part 24, Uniform Administrative Requirements for Grants and Agreements to State and Local Governments
 - OMB Circular A-21, Cost Principles for Educational Institutions
- OMB Circular A-87, Cost Principles for State, Local, and Indian Tribal Governments
 - OMB Circular A-122, Cost Principles for Nonprofit Organizations
- 48 CFR Part 31, Contract Cost Principles and Procedures
- OMB Circular A-133, Audits of States, Local Governments, and Non-Profit Organizations
- Other(s) *DoC American Recovery and Reinvestment Act Award Terms attached.

| | | |
|---|------------------------|---------------------|
| SIGNATURE OF DEPARTMENT OF COMMERCE GRANTS OFFICER Joyce Brigham  | TITLE GRANT OFFICER | DATE AUG 19 2010 |
|---|------------------------|---------------------|

| | | |
|--|----------------|------------------|
| TYPED NAME AND SIGNATURE OF AUTHORIZED RECIPIENT OFFICIAL Tom Barrett  | TITLE Mayor | DATE 9.8.2010 |
|--|----------------|------------------|

14

Award Number: 55-42-B10549, Amendment Number 0

Federal Program Officer: Richard Sebenoler

Requisition Number: 6822

Employer Identification Number: 396005532

Dun and Bradstreet Number: 00-64-34211

Recipient ID:

Requestor ID:

Treasury Account Symbol (TAS): 0554

Award ACCS Information

| Bureau | FCFY | Project-Task | Organization | Object Class | Obligation Amount |
|--------|------|--------------|------------------------|--------------|-------------------|
| 61 | 2010 | 4803011-300 | 06-10-0000-00-00-00-00 | 41-19-00-00 | \$2,479,742.00 |

Award Contact Information

| Contact Type | Contact Name | Email | Phone |
|----------------|-------------------|---------------------------|----------------|
| Administrative | Ms. Nancy A Olson | Nancy.Olson@milwaukee.gov | (414) 286-8710 |

NIST Grants Officer:

Joyce Brigham
100 Bureau Drive, MS 1650
Gaithersburg, MD 20899-1650
(301) 975-6329

NIST Grants Specialist:

Jacqueline Roberts
100 Bureau Drive, MS 1650
Gaithersburg, MD 20899-1650
(301) 975-2005

**AMERICAN RECOVERY AND REINVESTMENT ACT
BROADBAND TECHNOLOGY OPPORTUNITIES PROGRAM
SPECIAL AWARD CONDITIONS**

1. This award number 55-42-B10549, to Milwaukee, City of, supports the work describes in the Recipient's proposal entitled: "Connecting Milwaukee Communities (CMC)" on March 14, 2010 and revision on June 24, 2010, which are incorporated into the award by reference. Where the terms of the award and proposal differ, the terms of the award shall prevail.

2. **The Recipient Contact's name, title, address, and telephone number are:**

Nancy Olson
Chief Information Officer
809 N Broadway, Suite 400
Milwaukee, WI 53202-3617
Phone: (414) 286-8710
E-mail: Nancy.Olson@milwaukee.gov

3. **The Federal Program Officer's name, address, and telephone number are:**

Richard Sebenoler
US Department of Commerce
504 Lavaca, Suite 1100
Austin, Texas 78701-2858
Phone: (512) 381-8155
E-mail: rsebenoler@eda.doc.gov

4. **The Grant Officer's name, address, and telephone number are:**

Joyce F. Brigham
National Institute of Standards and Technology
Grants and Agreements Management Division
Bldg. 411, Room B-100
100 Bureau Drive, Mail Stop 1650
Gaithersburg, Maryland 20899-1650
Phone: (301) 975-6329; Fax: (301) 926-6458
E-mail: joyce.brigham@nist.gov

5. **The Grant Specialist's name, address, telephone and fax number and email address:**

Jacqueline Roberts
National Institute of Standards and Technology
Grants and Agreements Management Division
Bldg. 411, Room B-100
100 Bureau Drive, Mail Stop 1650
Gaithersburg, Maryland 20899-1650
Phone: (301) 975-2005; Fax: (301) 840-5976
E-mail: jacqueline.roberts@nist.gov

6. **Automated Standard Application for Payments system (ASAP):**

Notwithstanding Section A.02 of the DoC Financial Assistance Standard Terms and Conditions, dated March 2008:

a. The advanced method of payment shall be authorized unless otherwise specified in a special award condition.

b. Payments will be made through electronic funds transfers, using the Department of Treasury's Automated Standard Application for Payment (ASAP) system and in accordance with the requirements of the Debt Collection Improvement Act of 1996. **The following information is required when making withdrawals for this award: (1) ASAP account identification (id) = award number found on the cover sheet of this award; (2) Agency Location Code (ALC) = 13060001; and (3) Region Code = 02.** Recipients do not need to submit a "Request for Advance or Reimbursement" (SF-270) for payments relating to this award. **All non-ASAP Recipient Organizations must enroll electronically. The ASAP system no longer accepts paper forms for enrollment. If you are not currently enrolled in the ASAP system you must provide the Federal Awarding Agency with a Point of Contact name, e-mail address, mailing address, telephone number, EIN and DUNS numbers of your organization in order for the Federal Awarding Agency Enrollment Initiator (EI) to begin the on-line enrollment. If you have questions on this requirement please contact the Grant Specialist responsible for this award. If you have questions on the electronic process step-by-step instructions you may contact your responsible Regional Finance Center.**

Advances taken through the ASAP shall be limited to the minimum amounts necessary to meet immediate disbursement needs. Advanced funds not disbursed in a timely manner must be promptly returned, via an ASAP credit, to the account from which the advanced funding was withdrawn. Advances shall be for periods not to exceed 30 days.

c. This award has the following control or withdrawal limits set in ASAP:

- None
- Agency Review required for all withdrawals (see explanation below)
- Agency review required for all withdrawal requests over
\$ _____ (see explanation below)
- Maximum Draw Amount controls (see explanation below)
- \$ _____ each month
- \$ _____ each quarter
- \$ _____ each year

- d. Funds that have been withdrawn through ASAP may be returned to ASAP via the Automated Clearing House (ACH) or via FEDWIRE. The ACH or FEDWIRE transaction may only be performed by the Recipient's financial institution. Full or partial payments received by a Payment Requestor/Recipient Organization may be returned to ASAP. All funds returned to the ASAP system will be credited to the ASAP Suspense Account. The Suspense Account allows the Regional Financial Center to monitor returned funds and ensure that they are credited to the correct ASAP account. Returned funds that cannot be identified and classified to an ASAP account will not be accepted and will be returned to the originating depository financial institution (ODFI).

It is essential that the Payment Requestor/Recipient Organization provide its financial institution with ASAP account information (ALC, Recipient ID and Account ID) to which the returned funds are to be credited. Additional detailed information can be found at: <http://www.fms.treas.gov/asap/pay-return2.pdf>

There is a 10-day deadline for the head of the organization to initiate recipient enrollment upon receipt of ASAP registration notification. Failure to comply could subject the award to a change in the method of payment to reimbursement only.

7. Interest-Bearing Account

This award is subject to 15 CFR 24.21(i) requiring recipients of Federal financial assistance to maintain advances of Federal funds in interest bearing accounts. Interest earned on Federal advances deposited in such accounts (with the exception of \$100 per year, which may be retained for administrative expenses) shall be remitted promptly.

The complete address for remitting checks for interest earned on Federal advances is Department of Health and Human Services, Payment Management System, P.O. Box 6021, Rockville, MD 20852. Recipients that do not have electronic remittance capability should send a check to this address.

In keeping with Electronic Funds Transfer rules (31 USC part 206), interest should be remitted to the HHS Payment Management System through an electronic medium such as the FEDWIR Deposit System. Electronic remittances should be in the format and should

include any data that are specified by the HHS as being necessary to facilitate direct deposit in HHS' account at the Department of Treasury.

8. Guidelines for Matching Funds

Recipient will provide, from non-Federal sources, not less than 20 percent of the total project cost. The matching costs proposed in the Recipient's application represents the Recipient's best estimate of actual required matching costs, and the Recipient must submit a revised documentation of matching funds reflecting the funded award to the Federal Program Officer for review and approval within 30 days of the date of this award. The final approved matching costs will not be less than 20 percent of the total project cost. Matching funds can be in the form of either cash or in-kind contributions consistent with the 15 CFR 14.23, 24.3 and 24.24 as applicable. The recipient may be asked to provide supporting documentation upon request.

9. Department of Commerce Pre-Award Notification Requirements for Grants and Cooperative Agreements

The Department of Commerce Pre-Award Notification Requirements for Grants and Cooperative Agreements contained in 73 Fed. Reg.7696 (February 11, 2008) apply to this award.

10. Incorporation of Requirements from the Notice of Funding Availability (NOFA):

The recipient shall comply with the requirements found in the Department of Commerce, National Telecommunications and Information Administration Broadband Technology Opportunities Program, 75 FR 3792, January 22, 2010

(http://www.ntia.doc.gov/frnotices/2010/FR_BTOPNOFA_100115.pdf)

11. Whistleblower Protection Act Requirements

The Recipient shall comply with the Whistleblower Protection requirements of the American Recovery and Reinvestment Act (Recovery Act), Section 1553 of Division A, Title XV, Public Law 111-5 which provides protection for employees of non-federal employers making specified disclosures relating to possible fraud, waste, or abuse of Recovery Act funds. The act requires any non-federal employer receiving Recovery Act funds to post a notice of the rights and remedies provided under the Act. The Recipient shall display a poster at their job sites. Recipients are reminded that the Office of Inspector General will verify the appropriate place of this poster as part of any field work

conducted. Failure to display the poster may result in an audit finding. The poster can be downloaded from the following web site:

<http://www.oig.doc.gov/recovery/whistleblower.html>

12. Post-Award Reporting Requirements

The recipient shall submit a "Financial Status Report" (SF-425) on a quarterly basis for the periods ending March 31, June 30, September 30, and December 31 or any portion thereof. Reports are due no later than 30 days following the end of each reporting period. A final SF-425 shall be submitted within 90 days after the expiration date of the award.

The SF-425 shall be submitted electronically as long as it reflects an electronic signature/date.

The recipient shall submit program-specific quarterly performance reports electronically to the Federal Program Officer in the same frequency as the Financial Status Report (SF-425) unless otherwise authorized by the Grants Officer. The Federal Program Officer will provide updated instructions for accurate report completion at least 30 days prior to reporting period end date.

13. Baseline Project Plan

Recipients shall submit baseline project plans and details regarding key outputs and outcomes from their projects within 45 days of the close of the first quarter. Federal Program Officers will provide guidance on the format and content of these baseline plans and details for this one-time data gathering activity.

14. Notice of Limited Waiver of Section 1605 (Buy American Requirement) of the American Recovery and Reinvestment Act of 2009 (ARRA)

In accordance with Section 1605 of the Recovery Act, the Secretary of Commerce has granted a limited waiver of the Recovery Act's Buy American requirements with respect to certain broadband equipment that will be used in projects funded under the BTOP. A description of this equipment is included in the notice of waiver published in the Federal Register at 74 FR 31410 (July 1, 2009).

15. Nondiscrimination and Interconnection

The recipient shall comply with the nondiscrimination and network interconnection obligations set forth in section V.D.3.b of the NOFA and in Section 6001(j) of the Recovery Act. Recipients may be asked to provide supporting documentation upon request from the Grants Officer. Failure to comply with this provision of the award may be considered grounds for any or all of the following actions: establishment of an account receivable for affected BTOP award, withholding payments under any and all BTOP awards to the recipient, changing the method of payment from advance to reimbursement only, or the imposition of other special award conditions, suspension of any BTOP active awards, and termination of any BTOP active awards.

16. Davis-Bacon Act Requirement

Consistent with U.S. Department of Commerce American Recovery and Reinvestment Act Award Term A.3., the Recipient shall obtain and maintain in its official records documentation of weekly certified payroll reports and the Statement of Compliance from itself and all subrecipients, contractors, and subcontractor(s) in accordance with Section 1606 of the American Recovery and Reinvestment Act of 2009 and the Davis-Bacon Act.

Davis-Bacon prevailing wage requirements apply to mechanics and laborers employed under federally assisted contracts or subcontracts in excess of \$2,000 for construction, alteration, or repair (including painting and decorating) of public buildings or public works, pursuant to Department of Labor regulations at 29 C.F.R. Parts 1, 3, and 5.

The Recipient is not required to submit this documentation to NIST, except in response to a request for this information from its Grants Officer. The authorized representatives and agents of NIST shall be permitted to inspect all work, materials, payrolls, personnel records, invoices of materials, and other relevant data and records.

Ten days prior to bid opening, any party soliciting a subrecipient, contractor, or subcontractor for work under this Award to which Davis-Bacon wage determinations apply must verify whether there have been any updates to the applicable Davis-Bacon wage determinations by reviewing the Department of Labor Wage Determinations OnLine website, free of charge, at www.wdol.gov. If there have been updates to the wage determinations, then these updated wage rates must be issued in a bid addendum.

The Davis Bacon wage rates that are current ten days prior to the bid opening are the wage rates that will govern work performed under such solicitation.

17. No Duplication of Funding

No federal funds may be used to duplicate services, connections, facilities, or equipment that have been authorized through another federal program. To the extent that a BTOP project is later deemed to include duplicate funding from another federal program, the Grants Office and NTIA reserve the right to remove the costs associated with the duplication or reallocate the funds to allowable activities within the project.

18. Excluded Parties List System Check

Due to past A-133 audit findings, the recipient shall search the General Services Administration's Excluded Parties List System (<https://www.epls.gov/>) prior to initiating work with any vendor or subrecipient to ensure that the entity has not been debarred or excluded from receiving Federal funds.

BUDGET INFORMATION - Non-Construction Programs

SECTION A - BUDGET SUMMARY

OMB Approval No. 4940-0096
Expiration Date 9/23/2008

| Grant Program Function or Activity (a) | Catalog of Federal Domestic Assistance Number (b) | Estimated Unobligated Funds | | New or Revised Budget | | Total (g) |
|--|---|-----------------------------|-----------------|-----------------------|-----------------|-----------|
| | | Federal (c) | Non-Federal (d) | Federal (e) | Non-Federal (f) | |
| 1. Connecting Milwaukee Communities | 11.557 | \$ | \$ | \$ | \$ | \$0.00 |
| 2. | | | | | | 0.00 |
| 3. | | | | | | 0.00 |
| 4. | | | | | | 0.00 |
| 5. Totals | | \$0.00 | \$0.00 | \$0.00 | \$0.00 | \$0.00 |

SECTION B - BUDGET CATEGORIES

| 6. Object Class Categories | GRANT PROGRAM FUNCTION OR ACTIVITY | | | | Total (5) |
|--|------------------------------------|---------|---------|---------|-----------------|
| | (1) | (2) | (3) | (4) | |
| a. Personnel | \$ 906,030.00 | \$ | \$ | \$ | \$ 906,030.00 |
| b. Fringe Benefits | 535,369.00 | | | | 535,369.00 |
| c. Travel | 0.00 | | | | 0.00 |
| d. Equipment | 807,709.00 | | | | 807,709.00 |
| e. Supplies | 0.00 | | | | 0.00 |
| f. Contractual | 145,024.00 | | | | 145,024.00 |
| g. Construction | 0.00 | | | | 0.00 |
| h. Other | 13,404.00 | | | | 13,404.00 |
| i. Total Direct Charges (sum of 6a-6h) | 2,407,516.00 | 0.00 | 0.00 | 0.00 | 2,407,516.00 |
| j. Indirect Charges | 72,226.00 | | | | 72,226.00 |
| k. TOTALS (sum of 6i and 6j) | \$ 2,479,742.00 | \$ 0.00 | \$ 0.00 | \$ 0.00 | \$ 2,479,742.00 |
| 7. Program Income | \$ 0.00 | \$ | \$ | \$ | \$ |

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Standard Form 424A (Rev. 7-97)
Prescribed by OMB (Circular A-113) Page 1A

| SECTION C - NON-FEDERAL RESOURCES | | | | | |
|---|----------------------------------|-----------------|----------------|-------------------|---------------|
| | (a) Grant Program | (b) Applicant | (c) State | (d) Other Sources | (e) TOTALS |
| 8. | Connecting Milwaukee Communities | \$ 787,505.00 | \$ 23,405.00 | \$ 73,000.00 | \$ 883,910.00 |
| 9. | | | | | 0.00 |
| 10. | | | | | 0.00 |
| 11. | | | | | 0.00 |
| 12. TOTAL (sum of lines 8-11) | | \$ 787,505.00 | \$ 23,405.00 | \$ 73,000.00 | \$ 883,910.00 |
| SECTION D - FORECASTED CASH NEEDS | | | | | |
| | Total for 1st Year | 1st Quarter | 2nd Quarter | 3rd Quarter | 4th Quarter |
| 13. Federal | \$ 1,335,828.00 | \$ 382,883.00 | \$ 277,478.00 | \$ 321,687.00 | \$ 143,779.00 |
| 14. Non-Federal | \$ 360,835.00 | 69,358.00 | 69,358.00 | 82,560.00 | 79,560.00 |
| 15. TOTAL (sum of lines 13 and 14) | \$ 1,696,663.00 | \$ 452,241.00 | \$ 346,836.00 | \$ 404,247.00 | \$ 223,339.00 |
| SECTION E - BUDGET ESTIMATES OF FEDERAL FUNDS NEEDED FOR BALANCE OF THE PROJECT | | | | | |
| | (a) Grant Program | (b) First | (c) Second | (d) Third | (e) Fourth |
| 16. | Connecting Milwaukee Communities | \$ 1,335,828.00 | \$ 1494,933.00 | \$ 576,756.00 | \$ 0.00 |
| 17. | | | | | |
| 15. | | | | | |
| 19. | | | | | |
| 20. TOTAL (sum of lines 16 - 19) | | \$ 1,335,828.00 | \$ 1494,933.00 | \$ 576,756.00 | \$ 0.00 |
| SECTION F - OTHER BUDGET INFORMATION | | | | | |
| 21. Direct Charges: | 3291426.00 | | | | |
| 22. Indirect Charges: | | | 235076.00 | | |
| 23. Remarks: | | | | | |

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Broadband Technology Opportunities Program- ARRA Reporting Cover Sheet

The following information is required when you file your report with FederalReporting.gov.

It is important that you include this information exactly as it is indicated below, as this will expedite the review of your materials.

Recipient Name: MILWAUKEE, CITY OF

Award Type: G

Award Number: 55-42-B10549

Funding Agency Code: 1335

Awarding Agency Code: 1341

Amount of Award: \$2,479,742

Catalogue of Federal Domestic Assistance (CFDA) Number: 11.557

Program Source (TAS) Code: 13-0554

DUNS Number: 00-64-34211

Congressional District: 4

Activity Code: W01