

RECIPIENT NAME:CVIN, LLC

AWARD NUMBER: NT10BIX5570126

DATE: 05/27/2014

OMB CONTROL NUMBER: 0660-0037

EXPIRATION DATE: 6/30/2015

QUARTERLY PERFORMANCE PROGRESS REPORT FOR BROADBAND INFRASTRUCTURE PROJECTS

General Information

| | | |
|---|---|--|
| 1. Federal Agency and Organizational Element to Which Report is Submitted Department of Commerce, National Telecommunications and Information Administration | 2. Award Identification Number NT10BIX5570126 | 3. DUNS Number 010738198 |
| 4. Recipient Organization CVIN, LLC 1346 N Floyd Ave, Fresno, CA 93723-9519 | | |
| 5. Current Reporting Period End Date (MM/DD/YYYY) 03-31-2014 | 6. Is this the last Report of the Award Period? <input type="radio"/> Yes <input checked="" type="radio"/> No | |
| 7. Certification: I certify to the best of my knowledge and belief that this report is correct and complete for performance of activities for the purposes set forth in the award documents. | | |
| 7a. Typed or Printed Name and Title of Certifying Official David Douglas | 7c. Telephone (area code, number and extension) X | |
| | 7d. Email Address douglasd@CVIN.com | |
| 7b. Signature of Certifying Official Submitted Electronically | 7e. Date Report Submitted (MM/DD/YYYY): 05-27-2014 | |

Project Indicators (This Quarter)

1. Please describe significant project accomplishments completed during this quarter (600 words or less).

Underground construction, fiber optic cable installation, and fiber optic network equipment deployment continued through this quarter. Equipment hut/cabinet installation is complete. Permitting processes are complete. Construction inspection and environmental monitoring firms continue to work closely with CVIN staff and construction contractors to insure compliance with all aspects of grant project construction. Underground conduit construction is nearing completion. So far, 722 miles of conduit and 642 miles of fiber optic cable have been installed. All fiber optic network equipment, network management equipment, and anchor institution switches and routers have been received. 98% of the fiber optic network equipment has been deployed. All equipment cabinets and backup power systems have been received. All seventeen (17) equipment cabinets and all five (5) equipment huts have been received and installed. CVIN was granted an extension through May 31, 2014.

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

| | Milestone | Percent Complete | Narrative (describe reasons for any variance from baseline plan or subsequent written updates provided to your program officer) |
|-----|--|------------------|---|
| 2a. | Overall Project | 100 | Actual expenditures are 118% of overall budget. The overage has been funded entirely by additional CVIN matching funds. |
| 2b. | Environmental Assessment | 100 | No change from the baseline. |
| 2c. | Network Design | 100 | No change from the baseline. |
| 2d. | Rights of Way | 100 | No change from the baseline. |
| 2e. | Construction Permits and Other Approvals | 100 | No change from the baseline. |
| 2f. | Site Preparation | 100 | No change from the baseline. |
| 2g. | Equipment Procurement | 100 | No change from the baseline. |
| 2h. | Network Build (all components - owned, leased, IRU, etc) | 98 | Behind schedule due to initial underground construction delays. |
| 2i. | Equipment Deployment | 98 | Behind schedule due to initial underground construction delays. |
| 2j. | Network Testing | 98 | Behind schedule due to initial underground construction delays. |
| 2k. | Other (please specify): | 0 | N/A |

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

Construction challenges due to rocky terrain and winter weather conditions in northern mountainous segments.

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

| Indicator | Total | Narrative (describe your reasons for any variance from the baseline plan or any other relevant information) |
|---------------------------------|-------|--|
| New network miles deployed | 642 | Construction efforts are focused on placement of underground conduit and fiber optic cable. 722 miles of underground conduit have been placed. 59 miles of new fiber in existing conduit and 583 miles in new underground conduit. |
| New network miles leased | 0 | N/A |
| Existing network miles upgraded | 487 | All of the planned network miles to be upgraded is complete. |

| Indicator | Total | Narrative (describe your reasons for any variance from the baseline plan or any other relevant information) |
|--|-------|---|
| Existing network miles leased | 0 | Construction efforts are focused on placement of underground conduit and new fiber optic cable. 36 miles of leased fiber will be implemented during the network turn-up processes in the April 2014 time frame. |
| Number of miles of new fiber (aerial or underground) | 642 | Fiber installation continued this quarter. 59 miles of new fiber in existing conduit and 583 miles in new underground conduit. |
| Number of new wireless links | 0 | Not feasible nor prudent to deploy proposed 3.65MHz WiMax. |
| Number of new towers | 0 | N/A |
| Number of new and/or upgraded interconnection points | 32 | The remaining two interconnection points will be established during the April 2014 time frame |

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

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

| Indicators | |
|---|----|
| Number of signed agreements with broadband wholesalers or last mile providers | 7 |
| Number of agreements currently being negotiated with broadband wholesalers or last mile providers | 29 |
| Average term of signed agreements (in quarters) | 16 |

5b. Please list the names of the wholesale and last mile providers with whom you have signed agreements (100 words or less). Providers:

Sebastian (DBA: Audeamus)
Sierra Tel Internet
Ponderosa Telephone
Optic Access
CalTel Internet
Kings COE ISP
Kings COE (dark fiber)

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

Internet access bandwidth at 100Mbps to 10Gbps (see attached pricing plans).

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

Once the project is complete, the services provided to Anchor Institutions will be managed by our partner, the Corporation for Education Network Initiatives in California (CENIC) who is a sub-recipient. We (CVIN) will manage all commercial services to third party providers, business and residential customers. CENIC's Chief Technology Officer, David Reese, is their operations contact for the project (dave@cenic.org, 714-220-3444).

6. Please provide the data according to the type of subscriber. Write "0" in the Total column and "N/A" in the Narrative column if your project does not pass or serve a particular subscriber type. Unless otherwise indicated in the instructions, figures should be reported cumulatively from award inception to the end of the most recent reporting quarter. Please provide a narrative description if the total is different from the target provided in your baseline plan (300 words or less).

| Subscriber Type | Access Type | Total | Narrative (describe your reasons for any variance from the baseline plan or any other relevant information) |
|--|---|-------|--|
| Broadband Wholesalers or Last Mile Providers | Providers with signed agreements receiving new access | 2 | Behind schedule due to initial construction delays which has delayed turn-up of the network. We have quoted services to many more than are currently being negotiated. Some are waiting for current contracts with other providers to term out before moving to our network. We are confident that we will reach the projected target within a short time frame. |

| Subscriber Type | Access Type | Total | Narrative (describe your reasons for any variance from the baseline plan or any other relevant information) |
|---|---|-------|--|
| | Providers with signed agreements receiving improved access | 4 | Behind schedule due to initial construction delays which has delayed turn-up of the network. We have quoted services to many more than are currently being negotiated. Some are waiting for current contracts with other providers to term out before moving to our network. We are confident that we will reach the projected target within a short time frame. |
| | Providers with signed agreements receiving access to dark fiber | 1 | Behind schedule due to initial construction delays. |
| | Please identify the speed tiers that are available and the number of subscribers for each | 5 | Six wholesale providers, one at 100Mbps, two at 500Mbps, one at 1Gbps, one at 3Gbps and one at 10Gbps. |
| Community Anchor Institutions (including Government institutions) | Total subscribers served | 45 | Behind schedule due to initial construction delays. |
| | Subscribers receiving new access | 23 | Behind schedule due to initial construction delays. |
| | Subscribers receiving improved access | 22 | Behind schedule due to initial construction delays. |
| | Please identify the speed tiers that are available and the number of subscribers for each | 2 | Two speed tiers, either 1Gbps or 10Gbps. 40 anchors receiving 1Gbps and 5 receiving 10Gbps. |
| Residential / Households | Entities passed | 0 | Not feasible nor prudent to deploy proposed 3.65MHz WiMax. |
| | Total subscribers served | 0 | Not feasible nor prudent to deploy proposed 3.65MHz WiMax. |
| | Subscribers receiving new access | 0 | Not feasible nor prudent to deploy proposed 3.65MHz WiMax. |
| | Subscribers receiving improved access | 0 | Not feasible nor prudent to deploy proposed 3.65MHz WiMax. |
| | Please identify the speed tiers that are available and the number of subscribers for each | 0 | Not feasible nor prudent to deploy proposed 3.65MHz WiMax. |
| Businesses | Entities passed | 0 | Not feasible nor prudent to deploy proposed 3.65MHz WiMax. |
| | Total subscribers served | 0 | Not feasible nor prudent to deploy proposed 3.65MHz WiMax. |
| | Subscribers receiving new access | 0 | Not feasible nor prudent to deploy proposed 3.65MHz WiMax. |
| | Subscribers receiving improved access | 0 | Not feasible nor prudent to deploy proposed 3.65MHz WiMax. |
| | Please identify the speed tiers that are available and the number of subscribers for each | 0 | Not feasible nor prudent to deploy proposed 3.65MHz WiMax. |

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

N/A

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

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

N/A

9. Community Anchor Institutions:

Using the table below, please provide a list by service area of the community anchor institutions (including Government institutions) connected to your network as a result of BTOP funds. Figures should be reported for the most recent reporting quarter only (NOT

cumulatively). Also indicate whether your organization is currently providing broadband service to the anchor institution. Finally, provide a short narrative description with examples of how institutions are using BTOP-funded infrastructure (300 words or less).

| Institution Name | Service Area (town or county) | Type of Anchor Institution (as defined in your baseline) | Are you also the broadband service provider for this institution? (Yes / No) | Narrative description of how anchor institutions are using BTOP-funded infrastructure |
|---------------------------------------|-------------------------------|--|--|---|
| Modesto Junior College | Modesto CA | Community Colleges | Yes (CENIC) | Broadband Internet used by campus students and staff. |
| Yosemite Community College District | Modesto CA | Community Colleges | Yes (CENIC) | Broadband Internet used by campus students and staff. |
| Stanislaus County Office of Education | Modesto CA | Other Government Facilities | Yes (CENIC) | Broadband Internet distributed to school districts in county. |
| Stanislaus County Library | Modesto CA | Libraries | Yes (CENIC) | Broadband Internet used by library staff and patrons. |

Project Indicators (Next Quarter)

1. Please describe significant project accomplishments planned for completion during the next quarter (600 words or less).
 Underground conduit construction, fiber installation and splicing, network equipment installation and testing are expected to be completed. We anticipate 848 miles of fiber placed, 63 Community Anchor Institutions connected, and 8 Wholesale providers. Our no cost extension to extend the period of performance of our award to May 31, 2014 was approved. We anticipate beginning closeout processes.

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

| | Milestone | Planned Percent Complete | Narrative (describe reasons for any variance from baseline plan or any other relevant information) |
|-----|---|--------------------------|--|
| 2a. | Overall Project | 100 | Anticipated expenditures are expected to be 118% of our overall budget. The overage will be funded entirely by additional CVIN matching funds. |
| 2b. | Environmental Assessment | 100 | No change from the baseline. |
| 2c. | Network Design | 100 | No change from the baseline. |
| 2d. | Rights of Way | 100 | No change from the baseline. |
| 2e. | Construction Permits and Other Approvals | 100 | No change from the baseline. |
| 2f. | Site Preparation | 100 | No change from the baseline. |
| 2g. | Equipment Procurement | 100 | No change from the baseline. |
| 2h. | Network Build (all components - owned, leased, IRU, etc.) | 100 | No change from the baseline. |
| 2i. | Equipment Deployment | 100 | No change from the baseline. |
| 2j. | Network Testing | 100 | No change from the baseline. |
| 2k. | Other (please specify): | 0 | N/A |

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

Infrastructure Budget Execution Details

Activity Based Expenditures (Infrastructure)

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

| Budget for Entire Project | | | | Actuals from Project Inception through End of Current Reporting Period | | | Anticipated Actuals from Project Inception through End of Next Reporting Period | | |
|--|-------------------|-----------------------|----------------------|--|----------------|---------------|---|----------------|---------------|
| Cost Classification | Total Cost (plan) | Matching Funds (plan) | Federal Funds (plan) | Total Cost | Matching Funds | Federal Funds | Total Costs | Matching Funds | Federal Funds |
| a. Administrative and legal expenses | \$227,000 | \$68,100 | \$158,900 | \$983,738 | \$402,642 | \$581,096 | \$1,000,000 | \$418,904 | \$581,096 |
| b. Land, structures, right-of-ways, appraisals, etc. | \$215,963 | \$64,789 | \$151,174 | \$1,996,377 | \$688,412 | \$1,307,965 | \$2,000,000 | \$692,035 | \$1,307,965 |
| c. Relocation expenses and payments | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 |
| d. Architectural and engineering fees | \$1,212,173 | \$363,652 | \$848,521 | \$4,906,466 | \$1,687,553 | \$3,218,913 | \$4,910,000 | \$1,691,087 | \$3,218,913 |
| e. Other architectural and engineering fees | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 |
| f. Project inspection fees | \$730,319 | \$219,096 | \$511,223 | \$3,854,907 | \$1,947,255 | \$1,907,652 | \$3,900,000 | \$1,992,348 | \$1,907,652 |
| g. Site work | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 |
| h. Demolition and removal | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 |
| i. Construction | \$64,214,212 | \$19,264,273 | \$44,949,939 | \$66,750,177 | \$27,146,046 | \$39,604,131 | \$66,800,000 | \$27,195,869 | \$39,604,131 |
| j. Equipment | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 |
| k. Miscellaneous | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 |
| l. SUBTOTAL (add a through k) | \$66,599,667 | \$19,979,910 | \$46,619,757 | \$78,491,665 | \$31,871,908 | \$46,619,757 | \$78,610,000 | \$31,990,243 | \$46,619,757 |
| m. Contingencies | | | | | | | | | |
| n. TOTALS (sum of l and m) | \$66,599,667 | \$19,979,910 | \$46,619,757 | \$78,491,665 | \$31,871,908 | \$46,619,757 | \$78,610,000 | \$31,990,243 | \$46,619,757 |

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

| | |
|---|--------------------------------------|
| a. Application Budget Program Income: \$0 | b. Program Income to Date: \$391,524 |
|---|--------------------------------------|