AWARD NUMBER: NT10BIX5570136

DATE: 05/16/2013

OMB CONTROL NUMBER: 0660-0037 EXPIRATION DATE: 12/31/2013

| 57772. 00/10/2010 | | | | | | |
|---------------------------------------------------------------------------------------------------|----------------------|-----------------|--------------------|-------------------------|--------------------------|--|
| QUARTERLY PERFORMANCE PROG | RESS REPOR | T FOR BRO | DADBAN | D INFRASTRUCTUI | RE PROJECTS | |
| General Information | | | | | | |
| Federal Agency and Organizational Element to Which Report is Submitted | 2. Award Identific | ation Numbe | oer 3. DUNS Number | | | |
| Department of Commerce, National Telecommunications and Information Administration | NT10BIX5570136 | | | 831335448 | | |
| 4. Recipient Organization | I | | | I | | |
| GOVNET, INC. 7835 E. McClain Dr., Scottsdale, | AZ 85260-1872 | | | | | |
| 5. Current Reporting Period End Date (MM/DD/YYY | Y) | 6. Is this the | last Repoi | rt of the Award Period? | | |
| 03-31-2013 | | | | ○ Yes ● No | | |
| 7. Certification: I certify to the best of my knowledg purposes set forth in the award documents. | e and belief that th | is report is co | orrect and | complete for performan | ce of activities for the | |
| 7a. Typed or Printed Name and Title of Certifying O | fficial | 70 | c. Telephoi | ne (area code, number a | and extension) | |
| Karen McCoy | | 48 | 804241411 | 1 | | |
| | | 70 | d. Email Ad | ddress | | |
| Vice President | | k | aren.m@ç | govnet.net | | |
| 7b. Signature of Certifying Official | | 76 | e. Date Rep | port Submitted (MM/DD/ | YYYY): | |
| Submitted Electronically | | С |)5-16-2013 | 3 | | |
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Project Indicators (This Quarter)

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

GovNET continued to respond to further NTIA/NOAA requests for information based on GovNET CAP Response submitted September 4, 2012. No project work was allowed.

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 | 44 | Slight increase due to outstanding vendor invoices that were processed by NTIA and allowed to be paid. |
| 2b. | Environmental Assessment | 87 | GovNET received its FONSI in Q4 2011. Additional funding remains in this category to cover future EA amendments and administration costs. |
| 2c. | Network Design | 82 | No change due to no project work allowed. |
| 2d. | Rights of Way | 64 | No change due to no project work allowed. |
| 2e. | Construction Permits and Other Approvals | 25 | No change due to no project work allowed. |
| 2f. | Site Preparation | 40 | No change due to no project work allowed. |
| 2g. | Equipment Procurement | 40 | Slight increase due to outstanding vendor invoice paid. |
| 2h. | Network Build (all components - owned, leased, IRU, etc) | 25 | No change due to no project work allowed. |
| 2i. | Equipment Deployment | 10 | No change due to no project work allowed. |
| 2j. | Network Testing | 17 | No change due to no project work allowed. |
| 2k. | Other (please specify): | 46 | No change due to no project work allowed. |

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).

n/a

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 | 0 | 450 miles were on track Q2 2012, only awaiting scheduled radio install. Behind baseline due to issue of FONSI in November 2011 and project suspension in May 2012 by NTIA. |
| New network miles leased | 0 | n/a |
| Existing network miles upgraded | 0 | n/a |
| Existing network miles leased | 0 | n/a |
| Number of miles of new fiber (aerial or underground) | 0 | n/a |

RECIPIENT NAME:GOVNET, INC.

AWARD NUMBER: NT10BIX5570136

DATE: 05/16/2013

OMB CONTROL NUMBER: 0660-0037 EXPIRATION DATE: 12/31/2013

| Indicator | Total | Narrative (describe your reasons for any variance from the baseline plan or any other relevant information) |
|------------------------------------------------------|-------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Number of new wireless links | 0 | 12 Backbone links & 62 CAI links were on track for Q2 2012. Behind baseline projections due to issue of FONSI November 22, 2011 restricting construction, and a suspension of the project by NTIA in May 2012. |
| Number of new towers | 2 | 3 new towers were on track for Q2 2012 Behind baseline projections due to issue of FONSI in Q4 2011 restricting construction, and suspension of the project by NTIA. |
| Number of new and/or upgraded interconnection points | 5 | 74 interconnects were on track for Q2 2012. Behind baseline projections due to issue of FONSI in Q4 2011 restricting construction, and a suspension of the project by NTIA. |

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 | 0 |
| Number of agreements currently being negotiated with broadband wholesalers or last mile providers | 3 |
| Average term of signed agreements (in quarters) | 0 |

5b. Please list the names of the wholesale and last mile providers with whom you have signed agreements (100 words or less). Providers: No agreements were allowed to be signed during suspension period.

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:

The project is expected to provide the following wholesale services: Ds1, Ds3, Ethernet Transport and VOIP. Final pricing for services has not been determined but will be competitive with current market rates.

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).

No third-party operators will be used on this project.

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 | 0 | Behind baseline due to delay of FONSI in Q4 2011 restricting construction, and project suspension by NTIA in May 2012. | | | |
| | Providers with signed agreements receiving improved access | 0 | n/a | | | |
| | Providers with signed agreements receiving access to dark fiber | 0 | n/a | | | |
| | Please identify the speed tiers that are available and the number of | 0 | n/a | | | |

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AWARD NUMBER: NT10BIX5570136

DATE: 05/16/2013

OMB CONTROL NUMBER: 0660-0037

| DATE: 05/16/2013 | | | | | | EXPIRATION DATE: 12/31/2013 |
|----------------------------------------------------------------------------|-------------------------------------------------------------|---------------------------------------|-----------------------------------------------------------|-------------------------------------|--------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Subscriber Type | | Access Type | | Total | | Narrative (describe your reasons for any variance from the baseline plan or any other relevant information) |
| | subscribers fo | r each | | | | |
| Community Anchor Institutions (including Government institutions) | Total subscribe | ers served | | 0 | | Behind baseline due to delay of FONSI in Q4 2011 restricting construction, and project suspension by NTIA in May 2012. |
| | Subscribers re | eceiving new acces | ss | 0 | r | n/a |
| | Subscribers re | eceiving improved | access | 0 | r | n/a |
| | Please identify available and t subscribers fo | | nat are | 0 | r | n/a |
| Residential / Households | Entities passed | d | | 0 | r | n/a |
| | Total subscribe | ers served | | 0 | r | n/a |
| | Subscribers re | eceiving new acces | ss | 0 | r | n/a |
| | Subscribers re | eceiving improved | access | 0 | r | n/a |
| | Please identify available and t subscribers fo | | nat are | 0 | r | n/a |
| Businesses | Entities passed | | | 0 | r | n/a |
| | Total subscribe | ers served | | 0 | r | n/a |
| | Subscribers re | eceiving new acces | ss | 0 | r | n/a |
| | Subscribers re | eceiving improved | access | 0 | r | n/a |
| | Please identify available and t subscribers for | | nat are | 0 | r | n/a |
| 7. Please describe any | special offering | ıs vou may provide | e (600 w | ords or les | is) | |
| | , distance learr | ning, video confei | rencing, | secure in | terop | perable public safety channel for all 15 County perations Centers. |
| | | | • | | | wave network in the country. |
| 8a. Have your network | management pr | ractices changed of | over the | last quarte | er? | ○ Yes ● No |
| 8b. If so, please describ n/a | be the changes | (300 words or less | s). | | | |
| connected to your netw cumulatively). Also ind | olease provide a fork as a result of icate whether ye | of BTOP funds. Fi our organization is | igures sh s current | nould be re tly providi | eporte | chor institutions (including Government institutions) ed for the most recent reporting quarter only (NOT oadband service to the anchor institution. Finally, provide a nded infrastructure (300 words or less). |
| Institution Name | Area (town | Institution (as | Are you broad service p for t institu (Yes | lband provider this ution? | Narra | ative description of how anchor institutions are using BTOP- funded infrastructure |

RECIPIENT NAME: GOVNET, INC.

AWARD NUMBER: NT10BIX5570136

DATE: 05/16/2013

OMB CONTROL NUMBER: 0660-0037 EXPIRATION DATE: 12/31/2013

| Institution Name | Service Area (town or county) | " | Are you also the broadband service provider for this institution? (Yes / No) | funded infrastructure |
|------------------|-------------------------------------|-----|---------------------------------------------------------------------------------------------|-----------------------|
| n/a | n/a | n/a | n/a | n/a |

Project Indicators (Next Quarter)

1. Please describe significant project accomplishments planned for completion during the next quarter (600 words or less).

GovNET is hopeful to re-engage in project work and network construction to finish the project for the deserving citizens of Arizona. Due to pending route changes and/or modifications awaiting approval, we do not anticipate being able to turn up CAIs or add route miles by end of June 2013. We plan to re-initiate discussions with last mile providers and start community outreach.

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 | 49 | Projected increase in funds reimbursed for outstanding vendors. |
| 2b. | Environmental Assessment | 90 | Increase in environmental/cultural work if suspension is lifted. |
| 2c. | Network Design | 82 | FCC licenses will be held until site construction is imminent. |
| 2d. | Rights of Way | 64 | No change due to necessary lead time to re-engage. |
| 2e. | Construction Permits and Other Approvals | 30 | Increase in advance activity. |
| 2f. | Site Preparation | 40 | No change. |
| 2g. | Equipment Procurement | 42 | Increase due to outstanding vendor invoice payments. |
| 2h. | Network Build (all components - owned, leased, IRU, etc.) | 28 | Increase due to restarting of project activity. |
| 2i. | Equipment Deployment | 15 | Increase due to restarting of project activity. |
| 2j. | Network Testing | 17 | No change. |
| 2k. | Other (please specify): In-Kind leases | 90 | Anticipated approval by NTIA for 'exempt' sites to be added to project. |

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).

The unknown length of time to process a necessary route change impacts progress greatly. Once authorized to commence, GovNET is planning releasing an RFP for construction management, so until that vendor is in place, progress may be initially delayed but made up for in efficiency and multiple crews.

DATE: 05/16/2013

EXPIRATION DATE: 12/31/2013

OMB CONTROL NUMBER: 0660-0037

Activity Based Expenditures (Infrastructure)

Infrastructure Budget Execution Details

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.

| annoipatou rigaroc | | portou ouman | | | | | | | | | |
|---------------------------------------------------------------|----------------------|-----------------------------|----------------------------|---------------|-------------------------------------------|------------------|---------------------------------------------------------------------------------------|-------------------|------------------|--|--|
| В | udget for Enti | re Project | | | from Project nd of Current 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 | \$2,197,000 | \$35,000 | \$2,162,000 | \$1,590,351 | \$0 | \$1,590,351 | \$2,000,351 | \$0 | \$2,000,351 | | |
| b. Land, structures, right-of-ways, appraisals, etc. | \$20,023,726 | \$8,562,569 | \$11,461,157 | \$11,946,630 | \$5,433,840 | \$6,512,790 | \$12,812,770 | \$5,599,980 | \$7,212,790 | | |
| c. Relocation expenses and payments | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | | |
| d. Architectural and engineering fees | \$1,687,259 | \$771,509 | \$915,750 | \$1,451,271 | \$518,696 | \$932,575 | \$1,522,459 | \$569,884 | \$952,575 | | |
| e. Other architectural and engineering fees | \$401,340 | \$0 | \$401,340 | \$353,507 | \$0 | \$353,507 | \$403,507 | \$0 | \$403,507 | | |
| f. Project inspection fees | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | | |
| 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 | \$6,570,942 | \$3,262,000 | \$3,308,942 | \$774,400 | \$4,250 | \$770,150 | \$1,062,350 | \$72,200 | \$990,150 | | |
| j. Equipment | \$20,007,698 | \$33,180 | \$19,974,518 | \$6,331,440 | \$33,180 | \$6,298,260 | \$7,331,440 | \$33,180 | \$7,298,260 | | |
| k. Miscellaneous | \$1,051,170 | \$0 | \$1,051,170 | \$165,132 | \$0 | \$165,132 | \$265,132 | \$0 | \$265,132 | | |
| I. SUBTOTAL (add a through k) m. Contingencies | \$51,939,135 | \$12,664,258 | \$39,274,877 | \$22,612,731 | \$5,989,966 | \$16,622,765 | \$25,398,009 | \$6,275,244 | \$19,122,765 | | |
| n. TOTALS (sum of I and m) | \$51,939,135 | \$12,664,258 | \$39,274,877 | \$22,612,731 | \$5,989,966 | \$16,622,765 | \$25,398,009 | \$6,275,244 | \$19,122,765 | | |

^{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: \$2,762,000

b. Program Income to Date: \$58,310