



MASSACHUSETTS
TECHNOLOGY
COLLABORATIVE

NETWORK OPERATOR & MBI PARTNER FOR WESTERN MASSACHUSETTS MIDDLE MILE BROADBAND INITIATIVE

**Massachusetts Technology Collaborative
Massachusetts Broadband Institute
75 North Drive
Westborough, MA 01581-3340
<http://www.masstech.org>**

**Request Issued: *February 18th*
Questions Due: *February 23rd*
Responses Due: *March 3rd***

NETWORK OPERATOR & MBI PARTNER FOR WESTERN MASSACHUSETTS MIDDLE MILE BROADBAND INITIATIVE

INTRODUCTION

The Massachusetts Broadband Institute (“MBI”), a non-divisible component of the Massachusetts Technology Collaborative (“MTC”) is issuing this request for information (“the Request”) to potential partners for a broadband network initiative in western Massachusetts. The Request seeks background information on potential partners and invites contribution on proposed legal and business relationships.

The MBI is currently installing a 288-count fiber optic cable the entire length of Interstate 91 (from the Connecticut border to the Vermont border) and is seeking federal funding through the National Telecommunications and Information Administration (NTIA) Broadband Technology Opportunities Program (BTOP) to expand this network infrastructure throughout western Massachusetts. This second round of federal funding concludes when applications are due on March 15th.

This bold initiative provides an exciting opportunity for partners to support MBI in the construction and operation of a state-of-the-art network. The network will carry commercial services, connect significant public institutions and bring broadband access to rural communities in western Massachusetts.

Through this Request, MBI will gather information from potential partners interested in constructing and operating the MBI network on its behalf and explore options with regard to the structure of the MBI-partner relationship. In responding to the Request, Respondents have an opportunity to provide inputs that will be considered in developing the final structure of the MBI-partner relationship and that will help shape the ultimate Request for Proposals (“RFP”) to select one or more partners for this initiative. Respondents are encouraged to suggest approaches that maximize the benefits of this network for the people and anchor institutions of Western Massachusetts.

As stated above, the MBI will use the responses to this Request as one of the inputs considered in a formal and binding RFP process which will occur after Round II NTIA BTOP awards have been announced. The scope of the RFP will be determined by the results of the BTOP grant; should the grant application be unsuccessful, MBI will build a less extensive network with state bond funds. In support of the BTOP grant application, prospective partners are strongly encouraged to supply non-binding letters of intent outlining their interest in working with the MBI to construct and/or operate this network and outlining the resources and capabilities that they would bring to bear on the project. Strong letters of intent from potential partners may be included in the MBI’s BTOP application, as they will increase the likelihood of a successful grant award.

1. BACKGROUND

1.1 The Massachusetts Technology Collaborative

MTC is an independent, non-partisan development agency chartered by the Commonwealth of Massachusetts to promote new economic opportunity and foster a more favorable environment for the formation, retention and expansion of technology-related enterprise in Massachusetts. MTC serves as a catalyst in growing the knowledge- and technology-based industries that comprise the Commonwealth's Innovation Economy. MTC operates at the intersection of government, industry and academia. It brings together leaders and stakeholders to advance technology-based solutions that lead to economic growth. MTC energizes emerging markets by filling gaps in the marketplace, connecting key stakeholders, conducting critical economic analyses, and providing access to intellectual and financial capital. MTC operates three programmatic divisions that support economic growth and innovation and that attempt to generate public benefits for Massachusetts citizens: (1) the Massachusetts Broadband Institute; (2) the Massachusetts e-Health Institute and Life Sciences Initiative; and (3) the John Adams Innovation Institute. For more information about MTC and its programs and activities generally, please visit the web site at www.masstech.org. MTC functions as the contracting entity acting on behalf of its Massachusetts Broadband Institute division (MBI). As such, MTC will be the contractual counter-party or joint venture partner with the RTNO. For purposes of this Request, MTC and MBI are collectively referred to as MBI.

1.2 The Massachusetts Broadband Institute

The Massachusetts Broadband Institute (MBI) was created on August 4, 2008, when Governor Deval Patrick signed Chapter 231 of the Acts of 2008, *An Act Establishing and Funding the Massachusetts Broadband Institute* (Broadband Act). The mission of the MBI is to extend affordable, robust high-speed Internet access to all homes, businesses, schools, libraries, medical facilities, government offices and other public places across our state. For more information about the Massachusetts Broadband Institute and its activities and investments, please visit the web site at www.massbroadband.org.

The Broadband Act gives MBI the authority to invest up to \$40 million of state bond funds into broadband infrastructure. This bonding authority is structured as an "incentive fund" intended to stimulate private industry investments that will complement the MBI's public investments. MBI is expected to invest its funds in long-lived infrastructure assets, such as conduit, fiber-optic cable, and wireless towers, that will lower the cost of entry for broadband providers and make it economically feasible for such firms to provide broadband access service to currently unserved residential and business customers.

Over 25,000 businesses and 221,000 households are located in the 95 Massachusetts communities that currently lack adequate broadband because of limited or no broadband availability. All of the communities with no broadband access, and many of those with partial coverage, are located in western Massachusetts, defined as Berkshire, Franklin, Hampshire and Hampden counties.

In December 2008, the MBI completed a “Call for Solutions” process to introduce its public-private partnership model to western Massachusetts stakeholders and to begin soliciting reactions to it, particularly from potential partnering firms. A key conclusion from this process was that the lack of broadband service in western Massachusetts is a reflection of deficits at all levels of the hierarchy of network infrastructure: not only is “last-mile” infrastructure lacking, but also backbone and regional distribution network capacity are insufficient in the region. This result, combined with the availability of potentially significant additional funding available to both MBI and the industry through the broadband grant and loan programs of the *American Recovery and Reinvestment Act (ARRA)* enacted in February 2009, led the MBI to begin the process of developing a preliminary plan for public investment in backbone and regional distribution network capacity in western Massachusetts (hereinafter, the “MBI Project”).

1.3 Interstate 91 Dark Fiber Build

Seizing on an opportunity to link broadband deployment with the ongoing construction and repair of roadways, the MBI is collaborating with the Massachusetts Department of Transportation (MassDOT) to place an MBI owned fiber optic cable for 55 miles along the length of Interstate 91 from the Connecticut border to the Vermont border. The partnership builds on the existing MassDOT Intelligent Traffic System project, which has consisted of six 1.25” fiber-optic conduits that run from the Connecticut border 50 miles up I-91 to 4.56 miles south of the Vermont border. The MBI investment extends the conduits the additional 4.56 miles to the Vermont border and places an MBI owned 288-count fiber optic cable into one of the conduits. Two conduits will be used by MassHighway for their Intelligent Traffic System. The other four conduits, reserved for economic development and the build out of broadband networks in Western Massachusetts, will be leased by the MBI.

The MBI cable will be the first leg of a regional western MA fiber optic ring that will serve as the backbone of the network that will bring broadband to unserved citizens in western Massachusetts for years to come. The western MA ring will provide a robust, redundant and survivable network that will terminate in a carrier-neutral facility at One Federal Street in Springfield and will have the ability to connect to the Commonwealth’s new proposed Data Center back to Boston.

1.4 The MBI Project

The objective of the MBI Project is to address the gap in broadband service availability in Western Massachusetts by building on and expanding the infrastructure being built along I-91. Western Massachusetts is a rural region in which many communities have no wired broadband available. To close this gap and ensure that the broadband needs of western MA are met for the next 30 years, the Massachusetts Broadband Institute (MBI) proposes to build over the next 2-3 years a carrier-class, fiber-optic middle-mile infrastructure project, spanning over 500 miles providing scalable access from 1.5Mbps to 40Gps, and covering a service area in excess of 1,500 square miles.

To fund the Project, MBI applied to the Rural Utilities Service (RUS) and NTIA in the first round of broadband stimulus funding in August 2009. This first round application was unsuccessful.

The first-round application was based on a three tier operational model encompassing the MBI, a network operator (known as the “run-the-network-operator” or “RTNO”), and retail ISPs. The RTNO partnership structure proposed in the MBI’s first round application was as follows:

“The MBI will run a competitive procurement process, in partnership with the state’s IT Department, to select one or more firms to light the fiber, operate and maintain the network, and offer the following services: (1) dark fiber connectivity, offered on non-discriminatory terms to any customer; (2) non-discriminatory wholesale access, starting at 100 Mbps Ethernet port connections, to last-mile ISPs at interconnection points in the 43 un- and underserved communities; (3) wholesale to ISPs serving, at minimum, the 30 regional Community Anchor Institutions (CAI) directly connected to the middle-mile network, starting at 100 Mbps Ethernet over fiber; and (4) retail data and voice services to state agencies as well as local CAIs (such as police stations) funded and configured as needed by the state in the 43 communities. The MBI’s publicly owned network will offer open access wholesale services on a nondiscriminatory basis to any last-mile ISP or other carrier. All non-discrimination and interconnection obligations agreed to by the MBI will flow through to all operators contracting with the MBI and will meet or exceed the non-discrimination and network interconnection requirements outlined in the NOFA.”

MBI is now preparing a grant application under the second round of BTOP funding. While the overall goals of the project remain unchanged, the scope of the network and services will be adjusted. In support of this application, the MBI is seeking to identify potential partners and further explore potential business model structures.

Following the Round II NTIA BTOP award process, MBI will conduct a formal and binding RFP process to select and enter into contracts with chosen partners for the operation or construction or to act as MBI’s owner’s representative on the construction of the network. The scope of the RFP will be determined by the results of the BTOP grant and is expected to include the operation of the I91 Dark Fiber network at a

minimum. The RFP process will be open and competitive and is expected to generate responses from Respondents to this Request, as well as other interested parties.

2. OBJECTIVES

The objectives of this Request are:

1. To identify organizations that are interested in participating in the operation or construction or to act as the MBI's owner's representative on the construction of the MBI Project network ("potential partners");
2. To gather background information on potential partners;
3. To explore potential business models with regard to the structure of the MBI - partner relationship;
4. To obtain letters of intent from Respondents who express interest in becoming partners in support of the BTOP grant application.

3. REQUEST RESPONSE

Responses should follow the format set out below.

3.1 Executive Summary:

Responding firms should provide a summary of the firm, its credentials and the firm's proposed approach for working with MBI. This summary should be a maximum of six (6) pages in length. At a minimum this summary should include the following information:

- Overview of the recommended legal and business relationship structure with the MBI;
- Overview of the overall benefits of the responding firm's proposal relative to the MBI's policy goals of enhancing services for covered local communities & anchor institutions;
- An indication of whether the Respondent has previous experience and success with Round I broadband stimulus applications.

Respondents are also encouraged to provide information outlined in sections 3.3 to 3.7, however this is optional.

3.2 Responding Firm Questionnaire:

Responding firms must complete and attach the Responding Firm Questionnaire which is found in Attachment C of this Request.

3.3 Respondent Overview

- 3.3.1. Provide a general description of your firm including the nature of the business or organization, company history and corporate/legal structure.
- 3.3.2. List the types of services provided and types of clients served.
- 3.3.3. Provide a summary of any existing network that you operate. Can your network be leveraged to reduce the cost of the proposed MBI Project (for example through lease or IRU of existing fiber in Western MA)? Could your network be used to augment the proposed MBI Project?
- 3.3.4. Provide an overview of any relevant Rights-of Way your organization has.
- 3.3.5. How many staff does your firm employ (excluding contractors)?
- 3.3.6. Identify any subcontractors proposed to be used in this project.

3.4 Company Experience

- 3.4.1. List representative public and private clients for whom similar services have been provided, with a description of specific services performed, including full contact information for the person responsible for managing the agreement for the client.
- 3.4.2. Describe experience in obtaining rights and permits to deploy outside plant cabling. Please include any information on pre-existing arrangements or relationships that may reduce the time for this process (e.g. existing rights of way or pole attachment rights).
- 3.4.3. Provide evidence of experience in the operation of a fiber optic network, on a sustainable basis, over a period of years. Highlight experience with wholesale services to other service providers and retail services to businesses and government agencies.
- 3.4.4. Identify the key commercial and operational members of the project team to be assigned to work with MBI. Identify proposed roles and include resumes for each individual highlighting the areas of expertise and current position with the organization, their experience, credentials, employment history and relevant project experience.

3.5 Service Proposal

- 3.5.1. Provide a high-level overview of the network architecture that you propose for this opportunity. Identify the primary technologies and network elements that would be used.

- 3.5.2. Describe the range of services that you propose to offer on the network. Identify retail and wholesale services
- 3.5.3. What customers would you target and what level of service revenue guarantees would you require from anchor tenants, if any?
- 3.5.4. How many fiber strands do you wish to retain for your own use, if any?

3.6 Would you welcome or oppose sharing proposed fiber routes with other network operators?

3.7 Business Model

The structure of the MBI - partner relationship proposed in the Round I application is described in Section 1.4 above. Respondents should indicate whether this structure would be satisfactory from their perspective and outline any perceived advantages and disadvantages of this structure.

Through this Request, MBI is also seeking input from Respondents on alternative structures that would achieve the MBI Project objectives and satisfy the NTIA BTOP application requirements. Respondents should describe any preferred alternatives and justify why these would be advantageous versus the original proposal.

3.8 Letter of Intent

To support and strengthen the credibility of the BTOP grant application, Respondents are strongly encouraged to provide a non-binding Letter of Intent that the MBI can submit to the NTIA in an appendix to its application. MBI believes that the chances of receiving funding in BTOP Round II are materially enhanced by the receipt of such letters of intent.

In drafting the letter, Respondents should describe their interest in the MBI Project and in developing a fiber network in Western Massachusetts. Respondents should explain how the MBI Project would create value for their firm.

Respondents are encouraged to consider the differentiating aspects of their organization, its assets and capabilities, which would contribute to the success of the MBI Project. Illustrative examples would include, but are not limited to:

- Experience, knowledge and abilities in providing similar services to public and private sector clients, particularly projects winning BTOP grants in round I;
- Examples of similar partnerships or other business/legal relationships entered into;
- Existing network, IT systems, and physical assets that can be leveraged for the project;
- Existing operational teams that can fulfill construction or network operations or owner's representatives roles;
- The ability to contribute Rights of Way for the network construction.

Respondents should indicate in the letter of intent the extent to which they would be willing to make a cash or in-kind contribution to the MBI Project, particularly ability to fund operating expenses. The NTIA guidelines for Round II funding applications states applications will receive a higher score and prioritization if the match equals or exceeds 30%.

4. SUBMITTAL REQUIREMENTS

4.1 Schedule: The Request process will proceed according to the following anticipated schedule:

February 18 th	Request Issued
February 23 rd	Deadline for all questions and clarification inquiries, preferably submitted via e-mail to broadband@masstech.org
February 26 th	Deadline for all answers to Respondents questions.
March 3 rd	Responses due by 3:00 p.m.

Responses will be due no later than 3:00 p.m. EST, on March 3rd. Responses received later than the date and time specified will be deemed non-conforming and returned to the Respondent unopened. MTC assumes no responsibility or liability for late delivery or receipt of responses.

The responses will be reviewed pursuant to the criteria set forth in this Request.

4.2 Questions

Questions regarding this Request may be submitted to the address set forth in Section 6.3 or by electronic mail to broadband@masstech.org. All questions must be received by 5:00 PM EST on **February 23rd**. Submission of questions by electronic mail is strongly encouraged. Please include the Request name on the envelope or in the subject heading. Questions and answers will be posted on the MTC website by 5:00 PM **February 26th**.

4.3 Instructions for Submission of Responses

Respondents should read carefully and conform to the requirements of this specific Request.

- All responses must be submitted in writing, on 8 ½ x 11 paper (including all required submissions), with one (1) unbound original and one (1) electronic version (.pdf or .doc) thereof.

RESPONDENTS ARE CAUTIONED TO REVIEW ATTACHMENT A, PRIOR TO SUBMITTING AN ELECTRONIC COPY OF THEIR RESPONSE. THE REQUIREMENTS SET FORTH IN ATTACHMENT A ARE STRICTLY ENFORCED. IN ACCORDANCE WITH THE PROCEDURES SET FORTH IN ATTACHMENT A, ANY INFORMATION THAT RESPONDENT HAS IDENTIFIED AS “SENSITIVE INFORMATION” IN THE HARD COPY OF THEIR RESPONSE SHOULD BE DELETED FROM THE ELECTRONIC COPY PRIOR TO SUBMISSION TO MTC.

- Responses **must** be delivered to:

Network Operator & MBI Partner for Western Massachusetts Middle Mile Broadband Initiative
Massachusetts Technology Collaborative
75 North Drive
Westborough, MA 01581

- A statement indicating compliance with the terms, conditions and specifications contained in this Request must be presented in the response. Submission of the signed Authorized Respondent's Signature and Acceptance Form (Attachment B) shall satisfy this requirement.
- Any and all data, materials and documentation submitted to MTC in response to this Request shall become MTC's property and shall be subject to public disclosure under the Massachusetts Public Records Act.

RESPONDENTS PLEASE NOTE : BY EXECUTING THE AUTHORIZED RESPONDENT'S SIGNATURE AND ACCEPTANCE FORM AND SUBMITTING A RESPONSE TO THIS REQUEST, RESPONDENT CERTIFIES THAT IT (1) ACKNOWLEDGES, UNDERSTANDS AND HAS COMPLIED WITH THE PROCEDURES FOR HANDLING MATERIALS SUBMITTED TO MTC, AS SET FORTH IN ATTACHMENT A HERETO, (2) AGREES TO BE BOUND BY THOSE PROCEDURES, AND (3) AGREES THAT MTC SHALL NOT BE LIABLE UNDER ANY CIRCUMSTANCES FOR THE DISCLOSURE OF ANY MATERIALS SUBMITTED TO IT PURSUANT TO THIS REQUEST OR UPON RESPONDENT'S SELECTION.

5. OTHER SUBMISSION GUIDANCE

5.1 General Information

- (a) All responses, proposals, related documentation and information submitted in response to this Request are subject to the Massachusetts Freedom of Information Law, M.G. L. c. 66, §10, and to M.G.L. c. 4, §7(26), regarding public access to such documents. Any statements reserving any confidentiality or privacy rights in submitted responses or otherwise inconsistent with these statutes will be void and disregarded. The foregoing notwithstanding, MTC has developed a set of procedures to deal with all documents submitted to it in response to this Request, and those procedures are set forth in Attachment A hereto. **The requirements and procedures set forth in Attachment A are strictly enforced.** By executing the Authorized Respondent's Signature and Acceptance Form, appended hereto as Attachment B, Respondent acknowledges, understands and agrees to be bound by the procedures set forth in Attachment A and agrees that it is compliant with them, and agrees that MTC shall not be liable under any circumstances for the subsequent disclosure of any materials submitted to it by Respondent pursuant to this Request. Any questions concerning issues of confidentiality, the submission of materials to MTC, application of the procedures set forth in Attachment A or any other questions related to these matters, please contact Matthew L. Schemmel, Esq., at MTC.
- (b) Unless otherwise specified in this Request, all communications, responses, and documentation must be in English.. All responses must be submitted in accordance with the specific terms of this Request. Respondents should note that the procedures for handling information deemed sensitive by Respondent and submitted to MTC set forth in Attachment A apply only to hard copy documents, and

are not applicable to information submitted by, among other methods, electronic mail, facsimile or verbally.

- (c) MTC shall not be responsible for any costs or expenses incurred by Respondents in responding to this Request.
- (d) The Respondent may not alter the Request or its components except for those portions intended to collect the Respondent's response. Modifications to the body of this Request or which change the intent of this Request are prohibited.
- (e) If MTC determines that it is necessary to revise any part of this Request, or if additional data is necessary to clarify any of its provisions, a supplement will be posted to MTC's website. MTC reserves the right to amend the Request at any time prior to the deadline for submission of responses.

5.2 Disclaimer

This Request does not commit MTC to award any funds, pay any costs incurred in preparing a response, or procure or contract for services or supplies. MTC reserves the right to cancel or modify the Request in part or in its entirety, or change the response guidelines, when it is in its best interests.

5.3 Changes/Amendments to Request

This Request has been distributed electronically using MTC's website. It is the responsibility of respondents to check MTC's website for any addenda or modifications to a Request to which they intend to respond. MTC, the Commonwealth of Massachusetts, and its subdivisions are not liable to Respondents who submit a response based on an out-of-date Request document.

Attachment A

THE MASSACHUSETTS TECHNOLOGY COLLABORATIVE POLICY AND PROCEDURES REGARDING SUBMISSION OF "SENSITIVE INFORMATION"

The Massachusetts Technology Collaborative, the John Adams Innovation Institute, the Massachusetts e-Health Institute and the Massachusetts Broadband Institute (collectively referred to herein as "MTC") are subject to the requirements concerning disclosure of public records under the Massachusetts Public Records Act, M.G.L. c. 66 (the "Public Records Act"), which governs the retention, disposition and archiving of public records. For purposes of the Public Records Act, "public records" include all books, papers, maps, photographs, recorded tapes, financial statements, statistical tabulations, or other documentary materials or data, regardless of physical form or characteristics, made or received by MTC. As a result, any information submitted to MTC by a grant applicant, recipient grantee, respondent to a request for response (including, but not limited to an RFQ, REQUEST and RFI), contractor, or any other party (collectively the "Submitting Party") is subject to public disclosure as set forth in the Public Records Act.

The foregoing notwithstanding, "public records" do not include certain materials or data which fall within one of the specifically enumerated exemptions set forth in the Public Records Act or in other statutes, including MTC's enabling act, M.G.L. Chapter 40J. One such exemption that may be applicable to documents submitted by a Submitting Party is for any documentary materials or data made or received by MTC that consists of trade secrets or commercial or financial information regarding the operation of any business conducted by the Submitting Party, or regarding the competitive position of such Submitting Party in a particular field of endeavor (the "Trade Secrets Exemption").

IT IS MTC'S EXPECTATION AND BELIEF THAT THE OVERWHELMING PERCENTAGE OF DOCUMENTS IT RECEIVES FROM A SUBMITTING PARTY DOES NOT CONTAIN ANY INFORMATION THAT WOULD WARRANT AN ASSERTION BY MTC OF AN EXEMPTION FROM THE PUBLIC RECORDS ACT. SUBMITTING PARTIES SHOULD THEREFORE TAKE CARE IN DETERMINING WHICH DOCUMENTS THEY SUBMIT TO MTC, AND SHOULD ASSUME THAT ALL DOCUMENTS SUBMITTED TO MTC ARE SUBJECT TO PUBLIC DISCLOSURE WITHOUT ANY PRIOR NOTICE TO THE SUBMITTING PARTY AND WITHOUT RESORT TO ANY FORMAL PUBLIC RECORDS REQUEST.

In the event that a Submitting Party wishes to submit certain documents to MTC and believes such a document or documents may be proprietary in nature and may fall within the parameters of the Trade Secrets Exemption and/or some other applicable exemption, the following procedures shall apply:

1. At the time of the Submitting Party's initial submission of documents to MTC, the Submitting Party must provide a cover letter, addressed to MTC's General Counsel, indicating that it is submitting documents which it believes are exempt from public disclosure, including a description of the specific exemption(s) that the Submitting Party contends is/are applicable to the submitted materials, a precise description of the type and magnitude of harm that would result in the event of the documents' disclosure, and a specific start date and end date within which the claimed exemption applies. If different exemptions, harms and/or dates apply to different documents, it is

the Submitting Party's responsibility and obligation to provide detailed explanations for each such document.

2. At the time of the Submitting Party's initial submission of documents to MTC, the Submitting Party must also clearly and unambiguously identify each and every such document that it contends is subject to an exemption from public disclosure as "Sensitive Information." It is the Submitting Party's responsibility and obligation to ensure that all such documents are sufficiently identified as "Sensitive Information," and Submitting Party's designation must be placed in a prominent location on the face of each and every document that it contends is exempt from disclosure under the Public Records Act.

INFORMATION SUBMITTED TO MTC IN ANY FORM OTHER THAN A HARD COPY DOCUMENT WILL NOT BE SUBJECT TO THE PROCEDURES SET FORTH IN THIS POLICY. FOR EXAMPLE, INFORMATION SUBMITTED BY E-MAIL, FACSIMILE AND/OR VERBALLY WILL NOT BE SUBJECT TO THESE PROCEDURES AND MAY BE DISCLOSED AT ANY TIME WITHOUT NOTICE TO THE SUBMITTING PARTY.

3. Documents that are not accompanied by the written notification to MTC's General Counsel or are not properly identified by the Submitting Party as "Sensitive Information" at the time of their initial submission to MTC are presumptively subject to disclosure under the Public Records Act, and the procedures for providing the Submitting Party with notice of any formal public records request for documents, as set forth below, shall be inapplicable.
4. At the time MTC receives documents from the Submitting Party, any such documents designated by Submitting Party as "Sensitive Information" shall be segregated and stored in a secure filing area when not being utilized by appropriate MTC staff. By submitting a grant application, request for response, or any other act that involves the submission of information to MTC, the Submitting Party certifies, acknowledges and agrees that (a) MTC's receipt, segregation and storage of documents designated by Submitting Party as "Sensitive Information" does not represent a finding by MTC that such documents fall within the Trade Secrets Exemption or any other exemption to the Public Records Act, or that the documents are otherwise exempt from disclosure under the Public Records Act, and (b) MTC is not liable under any circumstances for the subsequent disclosure of any information submitted to MTC by the Submitting Party, whether or not such documents are designated as "Sensitive Information" or MTC was negligent in disclosing such documents.
5. In the event that MTC receives an inquiry or request for information submitted by a Submitting Party, MTC shall produce all responsive information without notice to the Submitting Party. In the event that the inquiry or request entails documents that the Submitting Party has previously designated as "Sensitive Information" in strict accordance with this Policy, the inquiring party shall be notified in writing that one or more of the documents it has requested has been designated by the Submitting Party as "Sensitive Information", and, if not already submitted, that a formal,

written public records request must be submitted by the requesting party to MTC's General Counsel for a determination of whether the subject documents are exempt from disclosure.

6. Upon the General Counsel's receipt of a formal, written public records request for information that encompass documents previously designated by Submitting Party as "Sensitive Information", the Submitting Party shall be notified in writing of MTC's receipt of the public records request, and MTC may, but shall not be required to provide Submitting Party an opportunity to present MTC with information and/or legal arguments concerning the applicability of the Trade Secrets Exemption or some other exemption to the subject documents.
7. The General Counsel shall review the subject documents, the Public Records Act and the exemption(s) claimed by the Submitting Party in making a determination concerning their potential disclosure.

THE GENERAL COUNSEL IS THE SOLE AUTHORITY WITHIN MTC FOR MAKING DETERMINATIONS ON THE APPLICABILITY AND/OR ASSERTION OF AN EXEMPTION TO THE PUBLIC RECORDS ACT. NO EMPLOYEE OF MTC OTHER THAN THE GENERAL COUNSEL HAS ANY AUTHORITY TO ADDRESS ISSUES CONCERNING THE STATUS OF "SENSITIVE INFORMATION" OR TO BIND MTC IN ANY MANNER CONCERNING MTC'S TREATMENT AND DISCLOSURE OF SUCH DOCUMENTS.

FURTHERMORE, THE POTENTIAL APPLICABILITY OF AN EXEMPTION TO THE DISCLOSURE OF DOCUMENTS DESIGNATED BY THE SUBMITTING PARTY AS "SENSITIVE INFORMATION" SHALL NOT REQUIRE MTC TO ASSERT SUCH AN EXEMPTION. MTC'S GENERAL COUNSEL RETAINS THE SOLE DISCRETION AND AUTHORITY TO ASSERT AN EXEMPTION, AND HE MAY DECLINE TO EXERT SUCH AN EXEMPTION IF, WITHIN HIS DISCRETION, THE PUBLIC INTEREST IS SERVED BY THE DISCLOSURE OF ANY DOCUMENTS SUBMITTED BY THE SUBMITTING PARTY.

8. MTC shall provide the requesting party and Submitting Party with written notice of its determination that the subject documents are either exempt or not exempt from disclosure.
9. In the event that MTC determines that the subject documents are exempt from disclosure, the requesting party may seek review of MTC's determination before the Supervisor of Public Records, and MTC shall notify the Submitting Party in writing in the event that the requesting party pursues a review of MTC's determination.
10. In the event the requesting party pursues a review of MTC's determination that the documents are exempt from disclosure and the Supervisor of Public Records concludes that the subject documents are not exempt from disclosure and orders MTC to disclose such documents to the requester, MTC shall notify the Submitting Party in writing prior to the disclosure of any such documents, and Submitting Party may pursue injunctive relief or any other course of action in its discretion.

11. In the event that MTC determines that the subject documents are not exempt from disclosure or the General Counsel determines that, under the circumstances and in his discretion, MTC shall not assert an exemption, MTC shall notify the Submitting Party in writing prior to the disclosure of any such documents, and Submitting Party may pursue injunctive relief or any other course of action in its discretion.

THE SUBMITTING PARTY'S SUBMISSION OF DOCUMENTATION TO MTC SHALL REQUIRE A SIGNED CERTIFICATION THAT SUBMITTING PARTY ACKNOWLEDGES, UNDERSTANDS AND AGREES WITH THE APPLICABILITY OF THE FOREGOING PROCEDURES TO ANY DOCUMENTS SUBMITTED TO MTC BY SUBMITTING PARTY AT ANY TIME, INCLUDING BUT NOT LIMITED TO THE ACKNOWLEDGEMENTS SET FORTH HEREIN, AND THAT SUBMITTING PARTY SHALL BE BOUND BY THESE PROCEDURES.

All documents submitted by Submitting Party, whether designated as "Sensitive Information" or not, are not returnable to Submitting Party.

ATTACHMENT B

MASSACHUSETTS TECHNOLOGY COLLABORATIVE
AUTHORIZED RESPONDENT'S SIGNATURE AND ACCEPTANCE FORM

The undersigned is a duly authorized representative of the Respondent listed below. The Respondent has read and understands the Request requirements. The Respondent acknowledges that all of the terms and conditions of the Request are (except as indicated in the body of the Request) mandatory, and that Respondent's response is compliant with such requirements. The Respondent specifically acknowledges the application of the procedures regarding disclosure of sensitive information as set forth in Attachment A of the Request, and specifically agrees that it shall be bound by those procedures.

I certify that Respondent is in compliance with all corporate filing requirements and State tax laws.

I further certify that the statements made in this Response to the Request, including all attachments and exhibits, are true and correct to the best of my knowledge.

Respondent: _____
(Printed Name of Respondent)

By: _____
(Signature of Authorized Representative)

Name: _____

Title: _____

Date: _____

ATTACHMENT C

RESPONDING FIRM QUESTIONNAIRE

Corporate Name:		Federal EIN:	
Corporate Address			
Corporate Address 2:			
DUNS Number		State of Incorporation	
FCC Registration Number (FRN):			

Primary Point of Contact:			
Name			
Address			
Primary Phone			
Email			
Alternate Point of Contact:			
Name			
Address			
Primary Phone			
Email			

Respondent confirms ability to comply with the requirements of federal and state law relative to Equal Employment Opportunity	Yes / No*
Respondent confirms that it is in "good standing" with the Federal Communications Commission ("FCC") and the Commonwealth of Massachusetts.	Yes / No*
Respondent confirms that it is not in the FCC "Red-Light Status"	Yes / No*

* Delete as applicable