

Exhibit C - American Dark Fiber, LLC
Work Order #: SBC02-LA010 (R1)
South Bay Cities Council of Government "SBCCOG"
Job Name: South Bay Fiber Network (Building Lateral Development)

I. CONTACT INFORMATION

PROVIDER ADDRESS American Dark Fiber, LLC ("ADF" or "Provider") 11110 Ohio Avenue Suite 111 Los Angeles, CA 90025		CUSTOMER ADDRESS South Bay Cities Council of Governments ("SBCCOG" or "Customer") 2355 Crenshaw Blvd., Suite 125 Torrance, CA 90501	
CONTACT: David J. Daigle	PHONE: 310-312-1818	Email: jacki@southbaycities.org	Phone: 310-371-7222
PAYMENT ADDRESS American Dark Fiber, LLC 11110 Ohio Avenue Suite 111 Los Angeles, CA 90025		INVOICE ADDRESS South Bay Cities Council of Governments 2355 Crenshaw Blvd., Suite 125 Torrance, CA 90501	
ATTN: Karen Wells, Controller	PH: 951-572-1204	Email: aaron@southbaycities.org	Phone: 310-371-7222

II. DESCRIPTION OF ROUTE/WORK

TERMINATION POINT A: SBFN Core Ring	PATCH PANEL: N/A
	CONNECTOR TYPE: N/A
TERMINATION POINT B: Individual Buildings (See Attached List)	PATCH PANEL: Termination Panel
	CONNECTOR TYPE: LC/UPC

DESCRIPTION AND DETAILS OF WORK

American Dark Fiber ("ADF") will deploy a minimum 24-strand fiber optic non-right of way lateral connection between the SBFN Ring and Extensions (as described in the executed Amended and Restated Work Order #1 "SBC01-LA009") and each of the 32 buildings detailed below. The Building Laterals will be the initial lateral connections made to SBCCOG Customer locations as described in the ARMSA executed by the parties. ADF will provide the Building Laterals from a vault or splice case near the ROW that then terminates inside each building listed (in space provided by a SBCCOG Customer). For clarity, fiber strands #1 through #12 in each lateral extension to a building will be allocated solely to and for use by ADF as it provides services to described locations. Per terms agreed to in the ARMSA, strands #13 through #24 in a building connection (non-ROW fiber installed in a vault or splice case at the curb of a below-listed location that is then routed to and terminates in a building listed below) will be available for use upon notice to an authorized SBCCOG Customer. Upon completion of work, ADF will provide documentation of the connection in a close-out package and as-built drawings that will be provided to SBCCOG. ADF anticipates a delivery interval of approximately nine (9) months from execution of this Work Order ("WO") for the completion of the Building Laterals. ADF shall submit for necessary jurisdictional permits required for public ROW work and building access requests needed to deploy the lateral connections. ADF will notify the SBCCOG of any hidden conditions that may arise during the Building Lateral construction process that may impact the delivery interval. Once the Building Lateral connections are completed, ADF will provide testing documentation of each lateral path in its close-out package.

ADF understands that the work contemplated under this WO is subject to the terms of the ARMSA including the provisions requiring payment of prevailing wages.

Summary of WO #3 Lateral Connection NRC Costs (w Prevailing Wage)

Total Buildings:	28	
Actual Cost:	\$ 1,122,861.72	
Work Order #2 Discount:	\$ (69,196.31)	<i>ADF would like to recover 50% in WO #3</i>
Total Work Order #2:	\$ 1,053,665.41	
Lateral Cost Credit for 4 Cancelled Sites:	\$ (126,207.32)	
ADF Cost for 4 Cancelled Sites:	\$ 30,384.00	
Revised Total Work Order #2:	\$ 957,842.09	

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III. TERMS AND CONDITIONS	
NUMBER OF ADF FIBER STRANDS: 4	WORK ORDER TERM: 4-30-2021
ESTIMATED START DATE: 7-01-2020	ESTIMATED END DATE: 4-30-2021
<p>This Work Order is subject to the terms and conditions of the Amended and Restated Master Service Agreement ("Agreement") executed with ADF. ADF hereby provides specific Fiber Optic related work as detailed herein that will provide for the connection to SBCCOG Customer controlled facilities at the locations detailed in this WO.</p> <p>The four payments on this WO will be as follows, subject to provision of satisfactory testing results and as built documentation.</p> <p>The NRC (Non-Recurring Charge) of \$974,775.83 will be billed as follows:</p> <ol style="list-style-type: none"> 1. Executed WO: 25% of the original executed Work Order value (or \$263,416.35), net 30-day payment upon receipt of invoice; 2. 33% Network Completion: 25% of the original executed Work Order value (or \$263,416.35), net 30-day payment upon receipt of invoice; 3. 67% Network Completion: 22.5% of the revised Work Order value (or \$215,504.70), net 30-day payment upon receipt of invoice; 4. Project Completion: Balance due, representing lesser of (a) remainder of total amount expended on Work Order not yet paid, or 22.5% of the revised Work order value (or \$215,504.70), net 30-day payment upon receipt of invoice. 	

American Dark Fiber, LLC

South Bay Cities Council Governments

By: _____

By: _____

Name: David Daigle

Name: _____

Title: CEO

Title: _____

Date: _____

Date: _____

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GENERAL SBFN SYSTEM ROUTING
28 Laterals

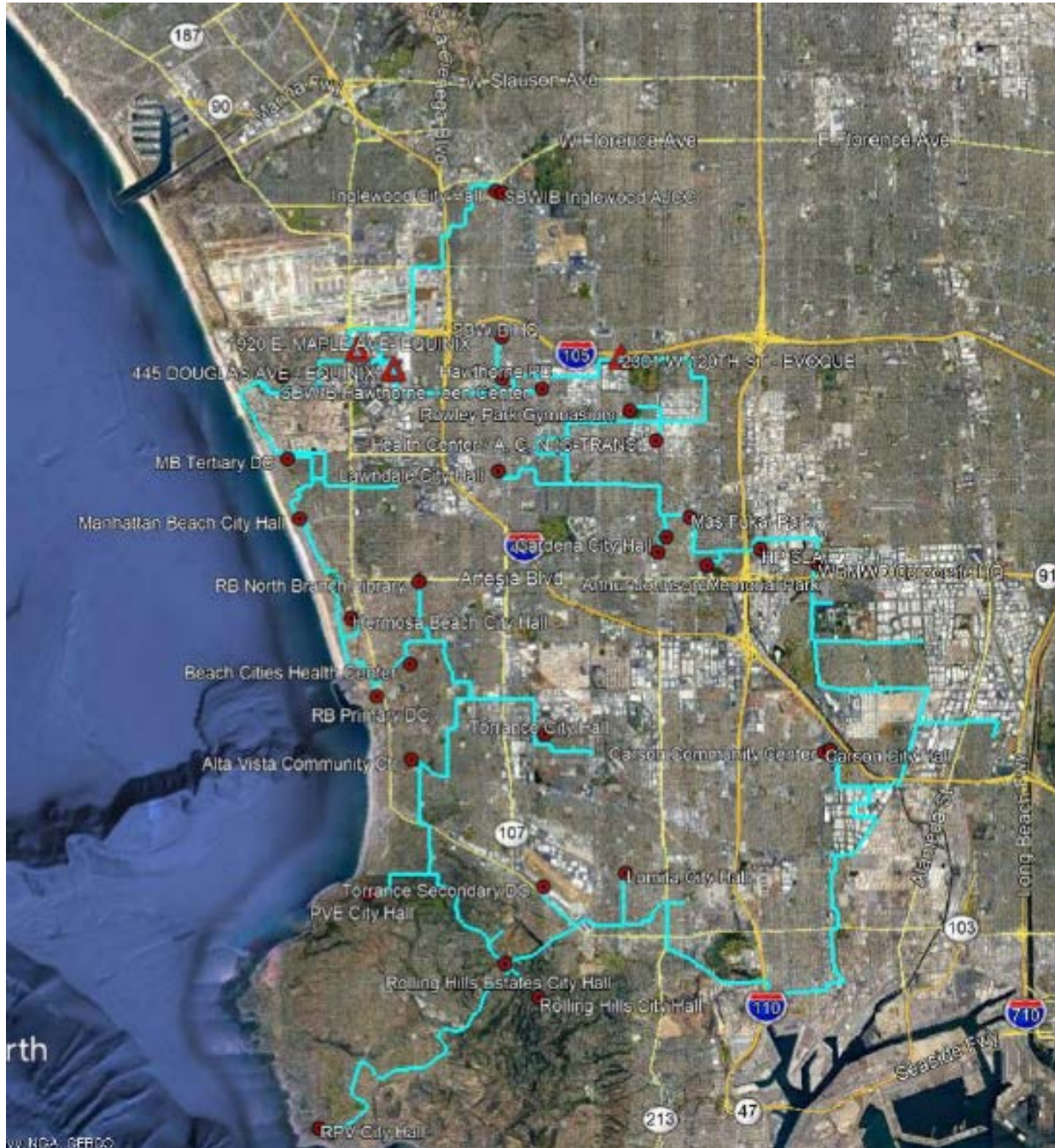


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#	Member City/Agency	Street Address	City	Bldg Reference	Lateral Cost	Comments
1	Carson	801 E Carson St.	Carson	Community Center	\$ 57,453.77	WO# Cost Based on Use of Carson City Conduit
2	Carson	701 E Carson St.	Carson	City Hall	\$ 22,833.00	WO# Cost Based on Use of Carson City Conduit
3	El Segundo	Equinix (included in WO #1)	El Segundo	Equinix (included in WO #1)	\$ -	
4	El Segundo	350 Main St.	El Segundo	City Hall	\$ 35,203.69	Cancelled (ADF Cost...\$6,590.00)
5	Gardena	1700 West 162 St.	Gardena	City Hall	\$ 34,317.88	
6	Gardena	13999 S Western Ave	Gardena	G-Trans	\$ 34,789.86	
7	Gardena	1200 W. 170th St.	Gardena	Johnson Park	\$ 33,371.68	Cancelled (ADF Cost...\$9,000.00)
8	Gardena	13220 Van Ness Ave	Gardena	Rowley Park	\$ 47,242.93	
9	Gardena	15800 Brighton Ave	Gardena	Fukai Park	\$ 34,937.43	Cancelled (ADF Cost...\$9,000.00)
10	Hawthorne	12501 Hawthorne Blvd	Hawthorne	Hawthorne Police Dept	\$ 20,124.50	
11	Hermosa Beach	1315 Valley Dr.	Hermosa Beach	City Hall	\$ 20,457.42	
12	Inglewood	1 W. Manchester	Inglewood	City Hall	\$ 31,136.44	
13	Lomita	24300 Narbonne	Lomita	City Hall	\$ 64,311.00	
14	Manhattan Beach	1400 Highland Ave	Manhattan Beach	City Hall	\$ 58,820.69	
15	Manhattan Beach	3621 Bell Ave	Manhattan Beach	Tertiary DC	\$ 20,111.56	
16	Palos Verdes Estates	340 Palos Verde Dr. W	Palos Verdes Estates	City Hall	\$ 33,495.97	
17	Rancho Palos Verdes	30940 Hawthorne	Rancho Palos Verdes	City Hall	\$ 22,668.70	
18	Redondo Beach	332 Carnelian St.	Redondo Beach	Primary Data Center	\$ 63,441.70	
19	Redondo Beach	715 Julia Ave	Redondo Beach	Alt Vista Community Center	\$ 22,694.53	Cancelled (ADF Cost...\$5,794.00)
20	Redondo Beach	2000 Artesia Blvd	Redondo Beach	North Branch Library	\$ 22,668.70	
21	Rolling Hills	2 Portuguese Bend Rd.	Rolling Hills	City Hall	\$ 18,428.36	
22	Rolling Hills Estates	4045 Palos Verdes Dr N	Rolling Hills Estates	City Hall	\$ 30,549.06	
23	Torrance	3031 Torrance Blvd	Torrance	City Hall	\$ 50,406.00	
24	Torrance	3301 Airport Dr.	Torrance	Secondary Data Center	\$ 19,282.91	
25	BCHD	514 N Prospect Ave	Redondo Beach	Health Center	\$ 27,983.60	
26	Metro	729 Vignes St.	Los Angeles	One Gateway Plaza	\$ 30,339.50	WO# Cost Type II Circuit
27	Metro	13892 Victoria Street	Fontana	Metro Second Site	\$ 85,000.00	WO# Cost Type II Circuit
28	SBWIB	11539 Hawthorne Blvd	Hawthorne	SBWIB HQ	\$ 57,645.02	
29	SBWIB	110 S LaBrea Ave	Inglewood	Inglewood AJCC	\$ 25,805.77	
30	SBWIB	16801 S Western Ave	Gardena	Gardena AJCC	\$ 18,047.02	
31	SBWIB	3901 W. El Segundo	Hawthorne	Teen Center	\$ 25,109.50	
32	WBMWD	17140 Avalon Blvd	Carson	Corporate HQ	\$ 54,183.54	

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FIBER SPECIFICATIONS

ADF will meet the optical specifications as defined in Exhibit E of the MSA which apply to single-mode fiber with the following general specifications:

Single-mode Fiber:

Operation Temperature	-60 c to 85 c
Optical Properties	1300-1550 nm
Standard Attenuation	≤ 0.400 dB/km @ 1310 nm ≤ 0.300 dB/km @ 1550 nm
Attenuation Uniformity	0.1 dB/km @ 1310 @ 1550 nm
Mode Field Diameter	9.15 ± .85 Microns @ 1300 nm 10.5 ± 1.0 Micron @ 1550 nm
Zero Dispersion Wavelength	1310 nm +/- 10 nm
Maximum Dispersion	< 2.8 ps/nm-km between 1285 – 1330 nm 18 ps/nm-km between 1510 – 1570 nm
Polarization Mode Dispersion	< 0.25 ps/sqrt-km
Macro Bending Loss	≤ 0.100 dB @ 1310 nm ≤ 0.050 dB @ 1550 nm
Tensile Testing Strength	100 kpsi w/1 second dwell time
Cladding Diameter	125 ± 2 Microns
Concentricity Error	≤ 1 Micron
Cladding Ovality Ratio	≤ 2%
Buffer Coating Diameter	250 ± 15 Microns
Fiber Coating Color Code	Bellcore Standard
Optical Connectors	LC/SC/FC/SPC with greater than 45 dB back reflection