

**Exhibit C - American Dark Fiber, LLC**  
**Work Order #: SBC03-LA012 (R1)**  
**South Bay Cities Council of Government "SBCCOG"**  
**Job Name: South Bay Fiber Network (Building Lateral Development)**

**I. CONTACT INFORMATION**

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

**II. DESCRIPTION OF ROUTE/WORK**

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

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**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 11 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 Non-Recurring Costs (NRC) (w Prevailing Wage)**

<b>Total Buildings:</b>	<b>10</b>	
<b>Actual Cost:</b>	<b>\$ 1,035,177.68</b>	
<b>WO #2 Discount Recoupment:</b>	<b>\$ 34,598.16</b>	<i>\$69,196.31 discount was provided in WO #2 in return for the "recoupment" of</i>
<b>Original Amount (Work Order #3):</b>	<b>\$ 1,069,775.83</b>	
<b>Credit for Cancelled Site (PV Transit):</b>	<b>\$ (25,520.00)</b>	
<b>Increase costs for sites:</b>	<b>\$ 280,297.00</b>	
<b>Revised Total Work Order #3:</b>	<b>\$ 1,324,552.83</b>	

**Change Order for Work Order #3: \$ 254,777.00**

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III. TERMS AND CONDITIONS	
<b>NUMBER OF ADF FIBER STRANDS: 4</b>	<b>WORK ORDER TERM: 4-30-2021</b>
<b>ESTIMATED START DATE: 7-01-2020</b>	<b>ESTIMATED END DATE: 4-30-2021</b>
<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 <b>NRC</b> (Non-Recurring Charge) of \$1,069,775.83 will be billed as follows:</p> <ol style="list-style-type: none"> <li>1. <b>Executed WO:</b> 25% of the original executed Work Order value (or \$267,443.96), net 30-day payment upon receipt of invoice;</li> <li>2. <b>33% Network Completion:</b> 25% of the original executed Work Order value (or \$267,443.96), net 30-day payment upon receipt of invoice;</li> <li>3. <b>67% Network Completion:</b> 25% of the original executed Work Order value (or \$267,443.96), net 30-day payment upon receipt of invoice;</li> <li>4. <b>Project Completion:</b> Balance due, representing lesser of (a) remainder of total amount expended on WO not yet paid, or 39% of revised Work Order value (or \$522,220.95), net 30-day payment upon receipt of invoice.</li> </ol>	

**American Dark Fiber, LLC**

By: \_\_\_\_\_

Name: David Daigle

Title: CEO

Date: \_\_\_\_\_

**South Bay Cities Council Governments**

By: \_\_\_\_\_

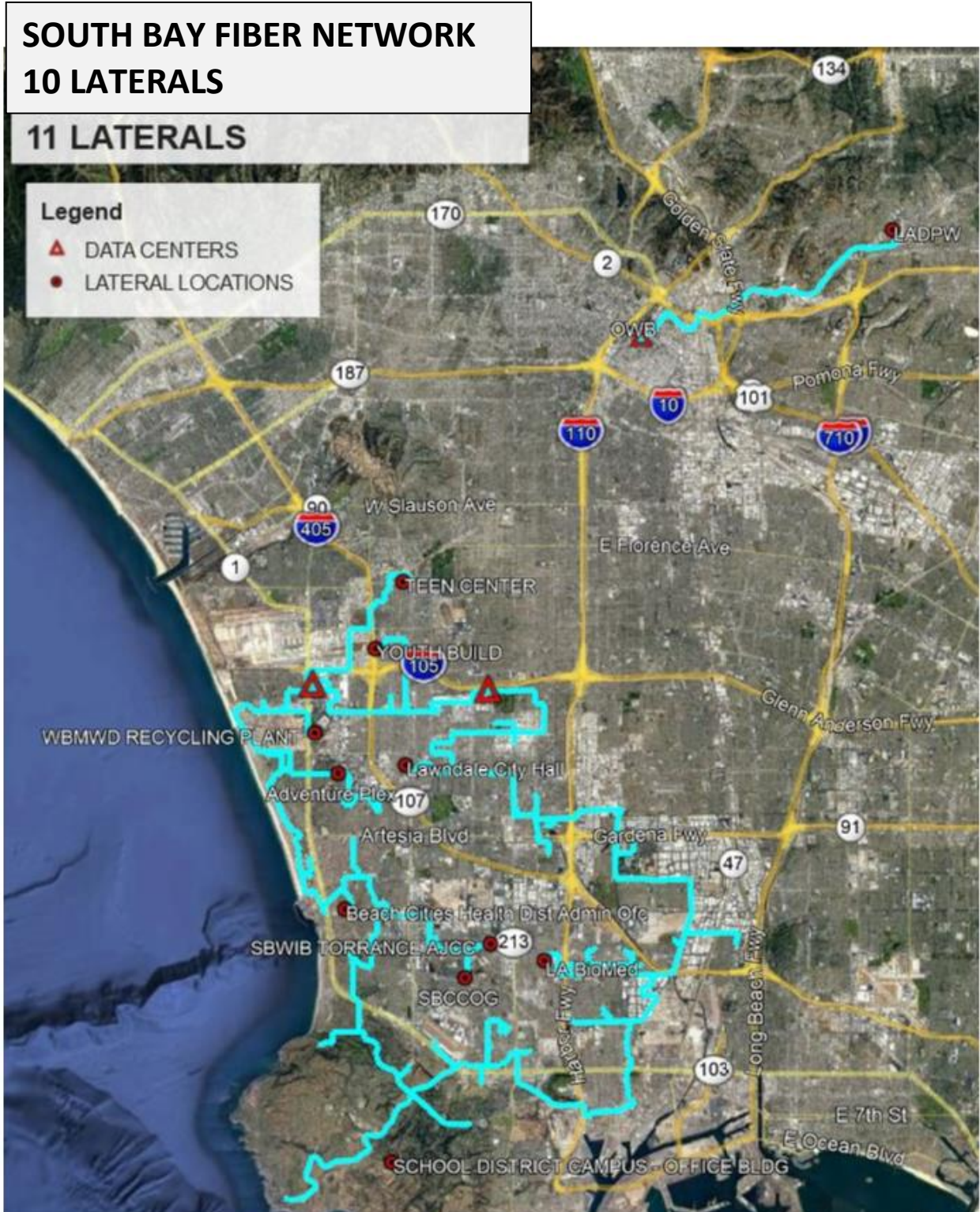
Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

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GENERAL SBFN SYSTEM ROUTING  
10 Laterals



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**AMERICAN DARK FIBER**  
**SBFN - WORK ORDER # 3 LATERAL LIST**

#	Member City/Agency	Street Address	City	Zip Code	Bldg Reference	Lateral Cost	C/O (12/31/20 & 2/09/21)	Comments
1	Lawndale	14717 Burin Ave	Lawndale	90260	City Hall	\$ 20,111.56		
2	LA BioMed	1124 W Carson St.	Torrance	90502		\$ 194,650.57	\$ 55,178.00	12/31/20: Cal-trans and AT&T denied 110 Fwy crossing at Carson St. Re-route resulted in add'l construction of: 3,000' aerial and 115' new underground structure
3	LA Cnty DPW	900 S. Fremont Ave	Alhambra	91803		\$ 110,385.00		
4	SBWIB	1220 Engracia Ave	Torrance	90501	Torrance AJCC	\$ 106,918.00	\$ 46,020.00	2/09/21: City Required Paving Restoration
5	SBWIB	101 W. Manchester Blvd	Inglewood	90301	Teen Center	\$ 35,891.00		
6	SBWIB	5201 Lennox Blvd	Lennox	90304	Youth Build	\$ 230,889.71	\$ 4,250.00	12/31/20: Needed customer access pole
7	WBMWD	1935 S Hughes Way	El Segundo	90245	El Segundo Recycling Plan	\$ 95,000.00		
8	SBCCOG	2355 Crenshaw Blvd	Torrance	90501		\$ 135,997.47	\$ 13,050.00	12/31/20: Needed to re-route AT&T lease structure due to failed structure & city paving moratorium
9	Beach Cities Health Dist (RB)	1200 Del Amo St.	Redondo Beach	90277	Admin Offices	\$ 57,497.96	\$ 48,500.00	12/31/20: Redondo Beach will not allow placement of right-of-way pole while SCE determines replacement of existing deteriorating pole. This will require approximately 500' of new trench.
10	Beach Cities Health Dist (MB)	1701 Marine Ave	Manhattan Beach	90266	Adventure Plex (MB)	\$ 22,316.40		
11	PV Transit	38 Crest Rd. W.	Rolling Hills	90274	School District Campus - Office Bldg	\$ 25,520.00	\$ (25,520.00)	Site Cancelled by SBFN Prior to Any Work
	Inglewood	1 W. Manchester	Inglewood	90301	City Hall		\$ 29,270.00	12/31/20 WO 2 Site: Initial cost factored use of City conduit which was not permitted during construction phase. New route required additional 125' of trenching and restoration (decorative pavers)
	SBWIB	110 S LaBrea Ave	Inglewood	90301	Inglewood AJCC		\$ 33,840.00	12/31/20 WO 2 Site: City inspector required additional 360 sq. ft (12ft wide) restoration
	Manhattan Beach	1400 Highland Ave	Manhattan Beach	90266	City Hall		\$ 50,189.00	1) Frontier & Edison denying attachment to existing poles 2) City of MHB not allowing temp poles in the Right-of-Way.
						\$ 1,035,177.68	\$ 280,297.00	

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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