Note: Form instructions and definitions will be created to support the report. Instructional guidance and training will be developed. Numbering to be updated based on final approved form.

RECIPIENT NAME	QSH PARENT HOLDCO LLC	**OMB Control No.**	OMB Control No. 0660-0052
		Expiration Date	Exp. Date: 2/28/2027

Middle Mile Grant Program Bi-Annual Performance Report								
A. GENERAL INFORMATION								
1a. Recipient Organization:	QSH PARENT HOLDCO LLC	**1h. Award Identification Number:**	02-40-MM503					
1b. Recipient Street Address:	3601 C St Ste 1000 Fl 10	**1i. Report Date (MM/DD/YYYY):**	05/22/2025					
1c. City, State, and Zip Code:	Anchorage, Alaska 99503-5937	**1j. Final Report:**	**Yes**		**No**	X		
1d. Unique Entity Identification (UEI) Number:	H2KRZBMTJQG3	**1k. Report Period Start Date (MM/DD/YYYY):**	10/01/2024					
1e. Award Start Date (MM/DD/YYYY):	07/01/2023	**1l. Report Period End Date (MM/DD/YYYY):**	03/31/2025					
1f. Award End Date (MM/DD/YYYY):	06/30/2027							
1g. Name of Person Completing Report:	Michael McHale							
B. PROJECT NARRATIVE								
Please use the section below to provide a project narrative of the project(s). This section aims to help reviewers better understand what project is being proposed and steps taken to achieve this goal.								
2a. A brief description of the recipient's organization and scope of work/project priorities.	QSH Parent Holdco LLC ("Quintillion" or "Applicant") is a leading integrated digital infrastructure provider founded in 2016 and headquartered in Anchorage, Alaska with a vision of bringing world-class telecommunications services to the Arctic to support economic development and improve the quality of life. Quintillion is the first and in many cases only provider to bring world-class telecommunications infrastructure to many areas of the Alaskan Arctic through our subsea and land-based fiber optic cable networks. As the wholesaler or "middle mile" provider, we sell access to our network to a variety of regional telecommunication service providers enabling them to provide better products, pricing, and services to their customers. Quintillion also directly							

	provides high-speed broadband to selective government and enterprise institutions.Quintillion's Phase 1 system, operational since 2017, delivers gigabit and higher bandwidth services on a 1,182-mile subsea and 505-mile terrestrial fiber optic network to Alaska's Northwest and North Slope Arctic regions, including to the remote markets of Nome, Kotzebue, Point Hope, Wainwright, Utqiagvik (Barrow), Oliktok Point, and Prudhoe Bay/Deadhorse, as well as the oil and gas infield extending along the Dalton Highway to Fairbanks where it connects with the Continental United States (CONUS) in cooperation with regional telecommunications companies. Initial Nome to Homer Express Project activities will be focused on preparing for the required marine survey, including developing the preliminary route to be surveyed, permitting survey activities, and contracting necessary resources to complete the marine bathymetry and geotechnical survey. For land facilities, initial project activities will be required to finalize land leases, permits, and other authorizations, consult with necessary stakeholders and permitting agencies, and complete site surveys, wetland determinations, and geotechnical surveys. The marine survey is a prerequisite and required before cable route, installation plans
2b. An overview of the significant outputs and outcomes to be accomplished in the project.	Extend its existing subsea and terrestrial network south from Nome to Emmonak, continuing along the Yukon-Kuskokwim Delta coast to Naknek, and then terrestrially and submerged about 230 miles to King Salmon, Igiugig, and on to Homer. There, it can interconnect with multiple regional providers for a diverse, resilient, lower latency, competitive pathway to U.S. and global interconnectivity and cloud services. Quintillion's Nome to Homer Express Route project will have a significant national security impact by addressing connectivity shortcomings to defense installations and critical facilities locations, as well as overall Alaska network resiliency and Arctic presence providing Gig-E and beyond data transmission capacity at incomparable levels of security in a remote, yet geopolitically significant region.
2c. How would the project meet the recipient's business and/or administrative need(s)?	The Nome to Homer Express Project will significantly extend Quintillion's network to nearly complete the circumnavigation of Alaska providing resilient and redundant access to Tier 1 internet backhaul and allowing services to be provided through the open access middle mile network by cooperating providers in a number of currently unserved and underserved communities.
2d. Provide an overview of key accomplishments achieved for this reporting period on the MM infrastructure project.	Following the successful completion of all major preparatory and initial survey activities in the previous reporting period, including the finalization of all subsea route segments and geophysical/geotechnical data, we have continued advancing the project through key environmental, permitting, engineering, procurement, and administrative milestones. Surveys & Contracting While the majority of marine survey efforts were finalized, there were missed survey segments due to shallow water, which includes intertidal and river outflow area of Emmonak, segment T2. An RFP was issued to conduct the remaining marine survey work in shallow waters, and successfully concluded, and we are currently in the intent-to-award phase for this scope of work. Grant Administration & Compliance We executed Amendment 2 with NTIA, which revised the Specific Award Conditions (SAC) and increased the Maximum Draw Amount under SAC #5 – Award Payments. Additionally, NTIA approved our revised 6-month pre-EHP expenditure plan (submitted 02/20/2025), allowing continued momentum while environmental and permitting reviews are underway. Crucially, we received an extension for General Terms #11 (Environmental Assessment) and #12 (National Historic Preservation Act), with the revised deadline for the draft NEPA compliance document now set for 6/28/2025. NTIA also approved the post-award technical changes to the Nome to Homer Express (NTHE) segment, ensuring alignment between evolving design details and the overall scope. Environmental Compliance & Tribal Coordination Environmental and historic preservation efforts have progressed significantly: •The first consultation meeting under the Programmatic Agreement (PA) has been completed, with subsequent steps now in motion. Next steps are to develop the preliminary PA, CRMP, and EA drafts in parallel, for stakeholder review. •We received formal participation agreements from five Tribal entities for the PA, reflecting strengthened engagement and coordination. •The U.S. Fish and Wildlife Service issued a Letter of Concurrence on 12/19/2024, marking the successful completion of the ESA Section 7 consultation. •A draft Essential Fish Habitat (EFH) assessment meeting NTIA and NMFS requirements has also been completed. •NMFS has provided their letter of concurrence Network Design & Engineering Engineering and design efforts are advancing, and nearing finalization, dealing with last minute issues/concerns with the currently proposed design. Our terrestrial engineering contractor, SGV, delivered the completed Bill of Materials (BOM), and updates to engineering design packages continue as we refine route details in preparation for Outside Plant (OSP) construction. Route Engineering and marine system design are also underway with our Marine Installer,

	and a preliminary location for the Nome Branching Unit (BU) has been identified. This period marked a significant transition from planning and survey completion into the execution and procurement phase of the project. Several critical accomplishments have accelerated the project's momentum, building upon the foundational work of environmental reviews, stakeholder engagement, and route engineering. Procurement and Vendor Coordination A major milestone has been the launch of procurement for long lead components, positioning the project to meet key construction windows. Notably: •Negotiations with major subsea cable suppliers, Prysmian and Nexans, are now in final stages and approaching contract award. •Submerged plant units have been included in Xtera's manufacturing schedule, aligned with our current Plan of Work timelines. •Similarly, dry plant infrastructure has been added to Xtera's schedule, ensuring parallel readiness for integrated deployment. •We have issued multiple critical Requests for Proposals (RFPs), including the Outside Plant (OSP) Engineering Construction RFP, Nome Seaward Conduit HDD RFP, and the final Emmonak Marine Survey RFP. •Change orders have been executed for the OSP scope to reflect recent route impacts, as well as for the Cultural Resource Management Plan (CRMP) effort to support the Programmatic Agreement (PA) development. These efforts reflect deliberate, proactive planning and mark a pivotal moment in project execution as we move from preparatory activities into full-scale mobilization. Maintaining Momentum Despite Baseline Variance While our current project baseline milestone schedule does not fully align with actual progress, this discrepancy is largely the result of external factors previously reported—including permitting complexity, environmental adjustments, tribal consultation timelines, and global procurement challenges. However, the project team has taken robust corrective actions: improving interagency coordination, realigning the Plan of Work to reflect new construction timelines, and accelerating procurement once permitting pathways were confirmed. These successful and important efforts have helped maintain strong forward momentum and demonstrate our commitment to adaptive project delivery. The substantial progress in procurement and finalized survey activities directly contributes to our overall percentage of completion and reflects the groundwork laid for timely implementation once environmental clearances are secured.
2e. Provide any roadblock experienced during this reporting period impacting the expansion of the MM infrastructure project (i.e., supply chain, availability of labor).	During the previous reporting period, we encountered several critical roadblocks that impacted alignment between projected and actual milestones. These included complexities in coordinating permits and rights-of-way (ROW), route modifications due to environmental factors, extensive tribal consultation requirements, and procurement delays driven by global supply chain disruptions. While many of these challenges have persisted into this reporting period, our team has made measurable progress in addressing them through adaptive planning and continuous process improvement. Process Improvement & Coordination Efforts: To navigate the ongoing complexity, we have instituted a weekly action register for our Project Mangement Working group with the Installers and suppliers. This continuous tracking mechanism has improved internal alignment, accountability, and real-time responsiveness to emerging issues. The internal/core Project Mangement team have adopted an agile methodology and are using sprints based on the SCRUM methodology to manage the everchanging project priorities. Stakeholder and Agency Alignment: Many of the initial misalignments with stakeholders have been addressed through continued engagement, including proactive route planning that better integrates agency feedback and tribal consultation outcomes. For example, SGV and Quintillion worked collaboratively to evaluate and revise several route segments—most notably between Naknek and Igiugig—resulting in a preferred river crossing that was more feasible and broadly supported. Design Adjustments & Issue Mitigation: SGV has continued to lead efforts in quickly identifying any route or design deviations. By flagging these prior to construction, we've successfully mitigated risk and avoided further delays. SGV is also managing updates to designs in response to ongoing permitting and land acquisition developments, ensuring our implementation plans remain compliant and efficient. Vendor Coordination and Equipment Availability: Recognizing the ongoing risk posed by supply chain instability and inflation, we have shifted to working with system and supply contractors who have past

	experience on similar scopes. Because of the specialized nature of the equipment, early coordination has been essential. We have also conducted informal Requests for Information (RFIs) to inform the upcoming Outside Plant (OSP) construction RFPs and streamline procurement timelines. Ongoing Stakeholder Challenges: We continue to navigate specific concerns with a key stakeholder in the Naknek T3 segment (King Salmon to Igiugig). Discussions remain active as we work toward final route acceptance and alignment with local priorities.
2f. Provide any barriers to improving job quality experienced during this reporting period.	None

C. INFRASTRUCTURE MILESTONE CATEGORIES AND PROJECT TIMELINE

Please use the chart below to provide the start date and end date of your project.

OVERALL PROJECT	PROJECT DURATION	3a. PROJECT START DATE	3b. PROJECT END DATE
	1460	07/01/2023	06/30/2027

Please provide the start and end dates for each milestone category of your project. The duration is be based on the start and end dates of each category.

Please use the table provided to indicate your EXPECTED percentage of completion on a bi-annual basis for each year of your project. Year 1 begins with your award start date.

The percentage of completion should be based primarily on the expenditure of your project budget and should be reported cumulatively from award inception through the end of each semi-annual reporting period. For example, if you expect to complete a particular milestone within the first three periods of your project, the third period and all subsequent periods should state 100%.

*** Period 1 ends September 30 and Period 2 ends March 31. Additional columns may be added for a Year 6, Period 1 or 2, Baseline if the Period of Performance is 5 years.

Please write “0” in the duration field if your project does not include an activity. If necessary, please insert additional milestones at the end.

ANTICIPATED PROJECT MILESTONES***				Year 1 Baseline		Year 2 Baseline		Year 3 Baseline		Year 4 Baseline		Year 5 Baseline	
3c. MILESTONE CATEGORIES	3d. DURATION (Days)	3e. START DATE	3f. END DATE	Period 1	Period 2	Period 1	Period 2	Period 1	Period 2	Period 1	Period 2	Period 1	Period 2
Overall Project	1368	2023-07-01	2027-03-30	2%	10%	25%	30%	48%	63%	76%	100%	100%	100%

Environmental Assessment	243	2023-11-01	2024-07-01	10%	100%	100%	100%	100%	100%	100%	100%	100%	100%
Network Design	595	2023-07-01	2025-02-15	10%	50%	80%	100%	100%	100%	100%	100%	100%	100%
Rights Of Way	396	2023-11-01	2024-12-01	10%	40%	100%	100%	100%	100%	100%	100%	100%	100%
Construction Permits And Other Approvals	472	2023-11-01	2025-02-15	0%	15%	80%	100%	100%	100%	100%	100%	100%	100%
Site Preparation	243	2025-04-02	2025-12-01	0%	0%	20%	100%	100%	100%	100%	100%	100%	100%
Equipment Procurement	668	2024-07-01	2026-04-30	0%	0%	10%	30%	60%	100%	100%	100%	100%	100%
Network Build (all components - owned, leased, Indefeasible Rights of Use, etc.)	668	2025-02-01	2026-12-01	2%	12%	17%	27%	32%	50%	69%	100%	100%	100%
Equipment Deployment	518	2025-05-15	2026-10-15	2%	14%	20%	31%	38%	59%	89%	100%	100%	100%

Network Testing	166	2026-10-15	2027-03-30	0%	0%	0%	0%	0%	0%	0%	100%	100%	100%
Status of Procurement	668	2024-07-01	2026-04-30	0%	0%	10%	30%	60%	100%	100%	100%	100%	100%
Other				%	%	%	%	%	%	%	%	%	%

Please use the table provided to indicate your ACTUAL percentage of completion on a bi-annual basis for each year of your project. Year 1 begins with your award start date.

The percentage of completion should be based primarily on the expenditure of your project budget and should be reported cumulatively from award inception through the end of each semi-annual reporting period. For example, if you expect to complete a particular milestone within the first three periods of your project, the third period and all subsequent periods should state 100%.

Please provide a brief description of the primary activities involved in meeting each milestone (a single description should be provided for each milestone, covering all periods in years one through N).

*** Period 1 ends September 30 and Period 2 ends March 31. Additional columns may be added for a Year 6, Period 1 or 2, Baseline if the Period of Performance is 5 years.

Please write the number “0” if your project does not include an activity. If necessary, please insert additional milestones at the bottom of the chart. Please add additional milestones as applicable.

ACTUAL PROJECT MILESTONES***		Year 1		Year 2		Year 3		Year 4		Year 5	
		Period 1	Period 2	Period 1	Period 2	Period 1	Period 2	Period 1	Period 2	Period 1	Period 2
4a. MILESTONE	**4b. DESCRIPTION**	**Actual Milestone Completion (Cumulative)**									
Overall Project	Overall Project is not on target compared against our baseline. The forecasted anticipated milestones assumed for specific categories are not on target case in point we anticipated 100% spend for 5 categories translating to full completion of those efforts by period 2 but this is not the case. Our estimates at that time did not account for the full complexity that has since emerged around the individual categories current project expenditures are 9% behind baseline projections.	1%	3%	6%	33%						
Environmental Assessment	While our final has not been submitted, expenditures are trending towards an overage with an 87% spend based on the actual spend rate and work expected. Plan is to manage closely and assess our burn rate. Quintillion handed in finalized Draft Project description and conducted consultations on schedule. We have also had additional design work and route modifications to avoid environmental impacts. We	0%	35%	68%	87%						

	are 13% behind baseline projections. The milestones evolving requirements have highlighted the need to revisit and refine our initial forecasting approach										
Network Design	As of the current reporting period we are tracking at 37% over budget. The spend trend and milestone delay are due to original costs projections and timeline that did not fully account for the scale and complexity of the network design modifications. Our contractors, SGV, have had to get additional engineering support to address the design route changes. 30/60/90% Design Phases have been completed. SGV is currently addressing changes brought forth by permitting and land acquisition process. Quintillion has documented any risks to the project. SGV has been working closely with Quintillion to promptly identify any route and/or design deviations. In parallel the project milestone is currently 10% behind schedule. The delay is attributed to the time required to analyze, validate, and implement revised route designs.	10%	45%	90%	100%						
Rights Of Way	Progress on Rights of Way (ROW) and easement acquisition has accelerated following the completion of 90% of the Outside Plant (OSP) network design. The OSP design serves as a critical dependency, providing the technical specifications required to initiate formal ROW applications. With this milestone nearly finalized, the project has transitioned into active ROW coordination and submission phases. During this reporting period: 90% of the OSP design has been completed, enabling downstream ROW planning to move forward. 65% of pre-application materials for ROW submissions have been prepared, including draft site plans and alignment sheets. 40% of necessary documentation for DNR easement applications is in draft or under internal review. 25% of BLM-related ROW components (including land status review and GIS overlays) have been completed. Internal Project Management (PM) support is operating at 100% readiness, with workflows and tracking tools developed in advance for “finish-to-start” activities. Although the actual construction schedule does not fully align with NTIA’s ROW milestone schedule, we are using the DNR and BLM submission process as indicators of progress. These agencies represent the most significant path-dependent approvals for advancing construction in several geographic areas. The team continues to track progress against both internal and federal timelines, maintaining regular engagement with permitting consultants and agency contacts to ensure alignment and readiness for formal submission. No permits or ROW fees have =been made	0%	10%	13%	0%						
Construction Permits And Other Approvals	Permitting activities for the Nome to Homer project continue to span a broad array of regulatory jurisdictions—including federal (e.g., NMFS, USACE), state (e.g., ADNR, ADF&G), local and Tribal authorities, private landowners, and cooperatives. This includes construction-related authorizations such as Horizontal Directional Drilling (HDD) permits, conduit route approvals, and land-use or right-of-entry requests. Progress during this reporting period was limited as the permitting process remains largely contingent on finalization of the 90% Outside Plant (OSP) design, which provides the necessary technical basis for accurate permit applications. However, key groundwork activities have progressed: •2 out of 5 known Construction Plan Exceptions have been documented, including the Naknek Alternate •A preliminary Area of Potential Effect (APE) boundaries have been defined to support NEPA compliance and permitting coordination. •0% of permits were submitted this period, though timelines for submittals have been forecasted and sequenced based on the OSP design schedule. Importantly, the team has now identified a clear "take-off	0%	5%	6%	0%						

	point" for permitting, tied to the 90% design milestone and anticipated Finding of No Significant Impact (FONSI) determination under NEPA. Once the FONSI is issued, permitting activity is expected to increase substantially, with a sharp rise in formal applications, coordination meetings with agencies, and submission of associated environmental, cultural, and construction support documents. To support this future workload, the permitting team is finalizing internal coordination tools, pre-filling templates, and confirming timelines with regulatory agencies in advance.										
Site Preparation	Not started	0%	0%	0%	0%						
Equipment Procurement	Quintillion has completed payment for Billing Milestone 2 with our suppliers, initiating the production schedule for the fiber optic cable (FOC) and power feed equipment. This marks a critical step in securing long-lead items and proactively addressing supply chain risks ahead of the planned installation timeline.	0%	0%	0%	22.26%						
Network Build (all components - owned, leased, Indefeasible Rights of Use, etc.)	Not started	0%	0%	0%	0%						
Equipment Deployment	Not started	0%	0%	0%	0%						
Network Testing	Not started	0%	0%	0%	0%						
Status of Procurement	A major milestone has been the launch of procurement for long lead components, positioning the project to meet key construction windows. Notably: •Negotiations with major subsea cable suppliers, Prysmian and Nexans, are now in final stages and approaching contract award. •Submerged plant units have been included in Xtera's manufacturing schedule, aligned with our current Plan of Work timelines. •Similarly, dry plant infrastructure has been added to Xtera's schedule, ensuring parallel readiness for integrated deployment. •We have issued multiple critical Requests for Proposals (RFPs), including the Outside Plant (OSP) Engineering Construction RFP, Nome Seaward Conduit HDD RFP, and the final Emmonak Marine Survey RFP. •Change orders have been executed for the OSP scope to reflect recent route impacts, as well as for the Cultural Resource Management Plan (CRMP) effort to support the Programmatic Agreement (PA) development. These efforts reflect deliberate, proactive planning and mark a pivotal moment in project execution as we move from preparatory activities into full-scale mobilization.	0%	0%	9%	22.26%						

Other	We did not have any anticipated Project Milestones documented. Updated our internal project management plan shows us behind on milestone activities projections. Other activities now being tracked here include Project management activities and compliance activities supporting the project. Tribal stakeholder engagement, and administrative activities. Project inspection fees that was carried out by our shipboard representatives during survey fall under this category.		25%	57%	38%						

Subrecipient and Subawards

List of Subrecipient(s) that received a subaward or subcontract from the eligible entity and a description of the specific project for which grant funds were provided.

Associate projects names to any subrecipient or subaward associated with grant, approved grant funds, and expenditures to date.

5a. Project Name	Status	5b. Project Description	5c. Subrecipient	5d. Minority Business Enterprise (MBE)	5e. Women's Business Enterprise (WBE)	5f. Labor Surplus Area Firm	5g. Awarded Funds	5h. Expenditures to Date	5i. Remaining Grant Balance	5j. % of work complete
Nome to Homer Express Project	Active	Quintillion Subsea Operations will be the subrecipient for the entire grant award -Engineering, permitting, manufacturing, installation, activation and operation of a subsea and terrestrial fiber optic communication network connecting Nome, AK, with Homer, AK.	Quintillion Subsea Operations -No elements of this award will be retained by QSH Parent Holdco-as everything passes through our subrecipient Quintillion Subsea Operations, LLC ("QSO") a wholly owned subsidiary of the Applicant. All operations and business	**true**	**false**	**false**	$88896493.83	$465658.77	$88430835.06	1%

D. INFRASTRUCTURE BUDGET EXECUTION DETAILS

Please provide details below on your total budget and total fund expended to date for each budget element, including detailed disbursements of both matching funds approved and federal funds obligated from project inception through end of this reporting period. Figures should be reported cumulatively from award inception to the end of the applicable reporting period.

6a. Projected Budget Element	6b. Federal Funds	6c. Non-Federal Funds	6d. Total Project Budget	6e. Total Federal Funds Expended to Date	6f. Total Non-Federal Funds Expended to Date	6g. Total Funds Expended	6h. Percent of Federal Funding Expended to Date (Cumulative)
6a. Administrative and legal expenses	$1,541,558.75	$809,941.25	$2,351,500.00	$689,067.02	$1,237,622.99	$1,926,690.01	45%
6a. Land, structures, rights-of way, appraisals, etc.	$2,515,680.17	$1,321,748.63	$3,837,428.80	$0.00	$0.00	$0.00	0%
6a. Relocation expenses and payments	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	N/A
6a. Architectural and engineering fees	$2,311,186.82	$1,214,306.99	$3,525,493.81	$1,002,872.58	$410,407.63	$1,413,280.21	43%
6a. Other architectural and engineering fees	$3,397,482.06	$4,785,050.94	$8,182,533.00	$2,572,578.77	$4,664,434.92	$7,237,013.69	76%
6a. Project inspection fees	$324,504.18	$170,495.82	$495,000.00	$30,828.30	$21,467.37	$52,295.67	10%
6a. Site work	$380,227.12	$199,772.88	$580,000.00	$0.00	$0.00	$0.00	0%
6a. Demolition and removal	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	N/A
6a. Construction	$49,387,286.27	$25,948,281.68	$75,335,567.95	$11,244,258.91	$2,209,030.05	$13,453,288.96	23%
6a. Equipment	$16,982,471.49	$8,922,659.80	$25,905,131.29	$4,241,743.33	$865,965.26	$5,107,708.59	25%

6a. Miscellaneous	$9,988,824.73	$27,209,419.27	$37,198,244.00	$2,000,000.00	$21,832,140.96	$23,832,140.96	20%
6a. Subtotal	$86,829,221.59	$70,581,677.26	$157,410,898.85	$21,781,348.91	$31,241,069.18	$53,022,418.09	25%
6a. Contingencies	$2,067,266.66	$1,086,150.34	$3,153,417.00	$0.00	$0.00	$0.00	0%
6a. Totals	$88,896,488.25	$71,667,827.60	$160,564,315.85	$21,781,348.91	$31,241,069.18	$53,022,418.09	25%

E. COMMUNITY BENEFIT AGREEMENT

As stated in the MM Grant Program NOFO a Community Benefit Agreement (CBA) is an agreement signed by community benefit groups and a developer, identifying the community benefits a developer agrees to deliver, in return for community support of the project.

Please use the fields below to state the Community Benefit Group and Developer Name and describe the activities in how this partnership has supported with the Middle Mile Infrastructure project (i.e. wage agreements, targeting hiring of apprentices and disadvantaged groups in labor marker, education and training opportunities, sub-contracting to local small business for construction, services, and supply chain needs).

Description of Community Agreement	
7a. Community Benefit Group Name: Please provide the name of the Community Benefit Group	These questions were answered via file upload. **Number of Community Agreements:** 0 **File(s) Uploaded with Responses:**
7b. Developer Name: Please provide the name of the Developer.	
7c. Community Benefit Group and Developer Partnership: Please describe in the space below the nature of the partnership and how the MM grant funds being used are assisting to provide community support for the infrastructure project.	

F. CLIMATE RESILIENCE

Recipients must demonstrate that they have sufficiently accounted for current and future weather and climate related risks to new MM infrastructure projects. At present, weather and climate related risks to broadband networks include wildfires, extreme heat and cold, inland and coastal flooding, and the extreme winds produced by weather events such as tornadoes, hurricanes, and other weather events. Because retrofitted and new infrastructure for broadband might be expected to have a lifetime of 20 years or more, recipients must account not only for current risks but also for how the frequency, severity, and nature of these extreme events may plausibly evolve as our climate continues to change over the coming decades.

Climate Resiliency Risk Mitigation

This purpose of this section is for the recipient to demonstrate that they have sufficiently accounted for current and future weather and climate-related risks to new MM infrastructure projects. In particular, each recipient should demonstrate how they've addressed the known and identifiable risks of current and future projected weather and climate conditions through measures such as (but not limited to) choice of a technology platform suitable to the climate risk of the region, reliance on alternatives siting of facilities (i.e., underground construction where appropriate), retrofitting, or hardening of existing assets, and use of network redundancy to safeguard against threats to infrastructure.

8a. Were any geographic areas identified for this reporting period subject to an initial and/or updated hazard screening for future weather and climate related risk? If so, please provide the date of the screening and provide related documentation as an attachment to this report.

No

8b. Climate Resilience Category	8c. Date of Most Recent Hazard Screening	8d. Name and Title of Representative Completing Most Recent Hazard Screening	8e. Date of Report Completion

No files uploaded for Hazard Screening.

8f. Identified Risk: For your MM project, what are the potential weather and climate hazards that may be most important to be addressed that could impact the resiliency of the middle mile infrastructure deployed (i.e. wildfires, extreme heat and cold, inland and coastal flooding, extreme winds: tornadoes, hurricanes and other weather events)?

N/A
8g. Weather and Climate Hazards: Were any significant climate or weather hazards experienced during this reporting period (i.e., floods, tornados) impacting infrastructure buildout or service? Briefly describe how you monitored for weather and climate caused issues for the reliability of the system. If so, please provide the date of the disaster, location and backup documentation related (i.e., news articles).
No N/A
8h. Risks to Deployment of New Infrastructure: Has the team identified any risks impacting the deployment of new or repaired infrastructure due to current and future weather and climate-related threats during this reporting period?
No
8i. Risk Mitigation: How will the project avoid and/or mitigate the risk identified? If not applicable, please explain why.
N/A
8j. Additional Information: Is there any additional information you would like to share during this reporting period that the grant team should be aware of regarding the management of sustainable climate resiliency for your MM project?
N/A
8k. Additional Resources Has the team utilized the available resources to assist with mitigation and long-term planning efforts for this reporting period? If so, which resources? 2018 National Climate Assessment NOAA's 2022 State Climate Summaries NOAA Disaster and Risk Mapping Tool NOAA's Storms Event Database NOAA Climate Explorer and Digital Coast FEMA National Risk Index Consulted FEMA-approved Hazard Mitigation Plans prepared by states in which they propose to build middle mile infrastructure to help identify key risk and hazards

No

G. Workforce
For projects receiving over $5,000,000 (based on expected total cost), as determined by the U.S. Secretary of Labor by subchapter IV of chapter 31 of title 40, United States Code (commonly known as the "Davis-Bacon Act"), all laborers and mechanics employed by contractors and subcontractors in the performance of such project are paid wages at rates not less than those prevailing.

Davis-Bacon Certification	
9a. Does the recipient have access to the information requested (all laborers and mechanics employed by contractors and subcontractors in the performance of such project are paid wages at rates not less than those prevailing?)	No

Local Hire Prioritization and Impact

Local hiring is a goal or requirement to hire people who live close to the place of work. This aim is often more specifically structured as a requirement for contractors awarded certain types of publicly funded projects to recruit a certain proportion of the people working on the project from a particular area. Please **provide all direct hires and contractors supporting** the MM Infrastructure project.

Please use the table below to describe how the project prioritizes local hiring.

Hires by Race, Ethnicity and Sex	Number of Hires																			
	Race/Ethnicity																			
	9b. Hispanic or Latino			9c. Non-Hispanic/Non-Latino																Totals
				9c-1. Men						9c-2. Women										
	9b-1. Men	9b-2. Women		White	Black or African American	Native Hawaiian or Pacific Islander	Asian	Native American or Alaska Native	Two or More Races	White	Black or African American	Native Hawaiian or Pacific Islander	Asian	Native American or Alaska Native	Two or More Races						

Number of Local Direct Hires	0	0		0	0	0	0	0	0	0	0	0	0	0	0						0
Number of Non-Local Direct Hires	0	0		1	0	0	0	1	0	0	0	0	0	0	0						2
Percentage of Local Direct Hires on Award	0%	0%		0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%						
Number of Local Subcontractors	0	0		0	0	0	0	0	0	0	0	0	0	0	0						0
Number of Non-Local Subcontractors	0	0		0	0	0	0	0	0	0	0	0	0	0	0						0
Percentage of Local Subcontractors on Award	0%	0%		0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%						

Davis-Bacon Act Wages
Please confirm if wages are at least prevailing*
*As stated in the MM NOFO as determined by the U.S. Secretary Labor in accordance with subchapter IV of chapter 31 of title 40, United States Code (commonly known as the "Davis-Bacon Act"), for the corresponding classes of laborers and mechanics employed on projects of a character similar to the contract work in the civil subdivision of the State (or the District of Columbia) in which the work is to be performed.

10a. Are wage rates at least the Davis-Bacon prevailing wage for all laborers?	Yes
10b. Please cite your source of how this information was gathered (for 10a).	Written confirmation by contractors
10c. Are wage rates at least the prevailing wage for all mechanics?	Yes
10d. Please cite your source of how this information was gathered (for 10c).	Written confirmation by contractors
10e. If you answered "No" to either 10a. or 10c., please provide an attachment reporting the wages and benefits of workers on the project by job classification, and whether those wages are less than the prevailing wage.	

Workforce Demographic Data					
Jobs by Race, Ethnicity and Sex	Number of Jobs				
	Race/Ethnicity				
	11-a. Hispanic or Latino	11b. Non-Hispanic/Non-Latino			Totals
		11b-1. Men	11b-2. Women		

Workforce Demographic Data																				
	11a-1. Men	11a-2. Women		White	Black or African American	Native Hawaiian or Pacific Islander	Asian	Native American or Alaska Native	Two or More Races	White	Black or African American	Native Hawaiian or Pacific Islander	Asian	Native American or Alaska Native	Two or More Races						
Jobs Created	0	0		1	1	0	0	0	0	0	0	0	0	1	0						3
Jobs Retained	0	0		1	0	0	0	0	0	0	0	0	0	0	0						1

Unionized Workforce	
12-a. Does this project include some workforce elements that are unionized?	Yes
12-b. Are workers provided access to union educators/organizers on employer property or during the work day?	Yes
12-c. Does your MM project utilize a project labor agreement?	Yes
12-d. Did workers receive additional information or training about their workplace rights in addition to already required notice postings?	Yes

H. Workforce Continuity Plan
National Labor Relations Act (29 U.S.C. 158 (f)

As stated in the MM NOFO, if a recipient has not provided a certification that a project either will use a unionized project workforce or included a project labor agreement, meaning a pre-hire collective bargaining agreement consistent with section 8(f) of the National Labor Relations Act (29 U.S.C. 158 (f)), then the recipient must provide a project workforce continuity plan.

Workforce Continuity Plan
13a. Please describe the steps taken to ensure the project has ready access to a sufficient supply of appropriately skilled and unskilled labor to ensure construction is completed skillfully throughout the project's life (as required in Section III.B of the MM NOFO). As stated in the MM NOFO, the middle mile grant recipient is capable of carrying out the proposed project in a competent manner, including a plan to attract or retain an appropriate skilled and credentialed workforce.
Subcontractor/Suppler Contract vetting occurs prior to hiring of the contractor. The main requirement of contractor is to have the appropriate personnel available to perform the requested duties of the project/operation. Audit of their companies are performed to ensure that we utilize reputable firms and have utilized the same company in the past if feasible.
For your MM project, please provide a brief description of efforts made to attract, train or retain a skilled and credentialed workforce.
Quintillion as well as their contractors attract top-tier talent by offering competitive compensation and fostering a highly collaborative work environment. To maintain sufficient staffing levels, SGV utilizes a combination of direct full-time hires and third-party subcontractors. This flexible approach ensures consistent and reliable resource availability to support project needs.
Has the team offered any of the following resources to assist with maintaining a sufficient supply of appropriately skilled labor force for this reporting period? If so, which resources (please provide a brief description of any of the following that apply): Professional Certifications In-House Training Registered Apprenticeships Labor-Management Partnerships Partnerships with entities like unions, community colleges, or community-based groups
For CLS and OSP work Xtera our system installer utilizes contractors and a number of vetted companies if required. For System test and commissioning Xtera has internal resources as our product is proprietary. For contract work, any potential local resources will be identified as part of the Site Surveys as local resources can be more cost effective.
13b. Please describe below, the steps taken to minimize risks of labor disputes and disruptions that would jeopardize the timeliness and cost-effectiveness of completing the MM project.
To minimize the risk of labor disputes and disruptions, we have implemented the following strategies: Engaged in early and ongoing communication with contractors and subcontractors to confirm labor availability and conditions. We have weekly Project working management team meeting where such issues can be discussed. Included clear terms related to labor expectations, dispute resolution, and performance in all contract agreements. Coordinated with local labor unions (where applicable) to ensure awareness and alignment with project timelines.
13c. Please describe below the steps to ensure a safe and healthy workplace that avoids delays and costs associated with workplace illnesses, injuries, and fatalities.
Xtera’s Safety management manual is available on request.
13d. For your MM project, please provide a brief description below of efforts made to ensure a safe and healthy workplace.
To ensure a safe and healthy workplace once construction begins, we have incorporated the following measures into our project planning to proactively prevent workplace illnesses, injuries, and fatalities, and to avoid associated delays or cost impacts: All contractors will be required to submit safety plan which our installers have done, this will be reviewed and approved by the project management team before field activities commence. We will implement an incident reporting and tracking system to ensure any workplace issues—whether injuries or near misses —are promptly investigated and addressed with corrective actions. Xtera’s Safety management manual is available on request. These steps are central to our goal of creating a proactive safety culture across the life of the project.

Has the team offered any of the following resources to assist with maintaining a safe and healthy workplace for this reporting period? If so, which resources (please provide a brief description of any of the following that apply): Safety Training Certifications and/or Licensure Requirements for all relevant works (e.g., OSHA 10, OSHA 30, confined space, traffic control, or other training required of workers employed by contractors) Issues raised by workplace safety committees and their resolutions
SGV-Outside Plant Engineering -contractor Professional Certifications The SGV Team has multiple professional certifications including but not limited to: •Professional Engineers •Project Management Professional •BICSI RCDD •BICSI OSP Design •Alaska General Contractor's License •Alaska Electrical Administrators In-House Training Extensive in-house safety program and are ISO 45001 certified. In addition, SGV provides extensive on-the-job training.

Subcontracted Entities Information			
As stated in the MM NOFO, if a recipient has not provided a certification that a project either will use a unionized project workforce or included a project labor agreement, meaning a pre-hire collective bargaining agreement consistent with section 8(f) of the National Labor Relations Act (29 U.S.C. 158 (f)), then the recipient must provide a project workforce continuity plan.			
13e. Please provide the name(s) below of any subcontracted entities performing work on the project, and the total number of workers employed by each entity.			
13e-1. Name of Subcontracted Entity Performing Work	**Status**	**13e-2. Total Number of Workers within this Subcontract**	**13e-3. Job Categories of Workers Supporting Project within this Subcontract**
TerraSond Limited	Active	11	Production Lead, Health, Safety, Environmental and Quality Advisor, Lead Processor Geophysicist, hydrographer, surveyor
Tetra Tech, Inc.	Active	4	Project Manager, Routing Lead Survey Engineer
Strategic Implementations Consulting	Active	1	Project Mangement & Engineering Support, Technical Consultant
Wopschall Consulting LLC	Active	1	Subsea Technical consultant

48 North Now known as ESA | Environmental Science Associates	Active	4	Owner Acquired Permitting/Environmental consultants
SGV International	Active	4	Outside Plant engineering
Benthic Geoscience	Active	3	Marine Surveyors
Deesrstone Consuting	Active	2	Tribal Engagement Resource
13f. Please describe below the steps taken to ensure that workers on the project receive wages and benefits sufficient to secure an appropriately skilled workforce in the context of the local and regional labor market.			
This requirement is part of our contract agreements.			

I. ANCHOR INSTITUTIONS	
Please provide Anchor Institution (AI) data for the current period only (not cumulative). Please add rows as needed.	
14a. Anchor Institution Name	These questions were answered via file upload. **File Uploaded with Responses:** Anchor Institutions _QSH Parent Hold Co_Bi-Annual Performance Report_ October 1st, 2024 to March 31st, 2025.xlsx
14b. Street Address	
14c. City	
14d. State	
14e. Type of Anchor Institution	
14f. Interconnection with 1,000 Feet of AI Enabling Gig Symmetrical Service	
14g. Narrative Description of how the Anchor Institution may benefit from the Grant Funded Infrastructure	

J. BROADBAND ACCESS KEY INDICATOR: SUBSCRIBERS AND SPEED

Please use the following table to provide anticipated key indicators with the projected totals for each beneficiary category, access type and speed category for your infrastructure service or project. Except as indicated, information should be reported cumulatively from award inception through the end of the bi-annual period for Bi-Annual Indicators. Please write the number "0" if your project does not include this indicator.

*** Period 1 ends September 30 and Period 2 ends March 31. Additional columns may be added for a Year 6, Period 1 or 2, Baseline if the Period of Performance is 5 years.

PROJECTED NUMBER OF SUBSCRIBERS AND SPEED	Year 1		Year 2		Year 3		Year 4		Year 5	
ACCESS TYPE	Period 1	Period 2	Period 1	Period 2	Period 1	Period 2	Period 1	Period 2	Period 1	Period 2
15a. Anchor Institutions (AIs)* **										
15a-1. Total Number of AIs passed	0	0	0	0						
15a-2 Number of AIs within 1,000 feet of the middle mile infrastructure	0	0	0	0						
15a-3. Total number of AIs served	0	0	0	0						
15a-4. AIs with new access	0	0	0	0						
15a-5. AIs with improved access	0	0	0	0						
15a-6. Total number of AIs served with speeds of at least 1/1Gbps	0	0	0	0						
15b. Broadband Wholesalers or Last Mile Providers* **										
15b-1. Total number of broadband wholesalers or last mile providers served	0	0	0	0						
15b-2 Broadband wholesalers or last mile providers with new access	0	0	0	0						
15b-3. Broadband wholesalers or last mile providers with improved access	0	0	0	0						
15b-4. Total number of broadband wholesalers or last mile providers offering speeds of at least 25/3 Mbps	0	0	0	0						

15b-5. Total number of broadband wholesalers or last mile providers offering speeds of at least 100/20 Mbps	0	0	0	0						
15b-6. Total number of broadband wholesalers or last mile providers offering speeds of at least 1/1 Gbps	0	0	0	0						

K. BROADBAND ACCESS KEY INDICATOR: NETWORK BUILD PROGRESS

Please use the following table to provide anticipated key indicators and progress of your Infrastructure project. Except as indicated, information should be reported cumulatively from award inception through the end of the bi-annual period. Please write the number "0" if your project does not include this indicator.

*** Period 1 ends September 30 and Period 2 ends March 31. Additional columns may be added for a Year 6, Period 1 or 2, Baseline if the Period of Performance is 5 years.

NETWORK BUILD PROGRESS***	Year 1		Year 2		Year 3		Year 4		Year 5	
KEY INDICATOR	**Period 1**	**Period 2**	**Period 1**	**Period 2**	**Period 1**	**Period 2**	**Period 1**	**Period 2**	**Period 1**	**Period 2**
16a. Total of new fiber miles (aerial or buried)	0	0	0	0						
16b. Total of fiber miles leased	0	0	0	0						
16c. Total of existing fiber miles upgraded	0	0	0	0						
16d. Total number of new microwave links	0	0	0	0						
16e. Total number of new towers	0	0	0	0						
16f. Total number of new interconnection points	0	0	0	0						

16g. Total number of signed agreements with broadband wholesalers or last mile providers	0	0	0	0						
16h. Total of potential agreements (i.e., agreements currently being negotiated) with broadband wholesalers or last mile providers (This Total should NOT be reported cumulatively)	0	0	0	0						

L. QUANTIFIABLE METRICS

Quantifiable Metrics - Section designed to assist with **reporting** and **audit** purpose to quantify how much progress was made and track the location of where the progress was made.

*** Period 1 ends September 30 and Period 2 ends March 31. Additional columns may be added for a Year 6, Period 1 or 2, Baseline if the Period of Performance is 5 years.

17a. Fiber Optic Based * **	**Year 1**		**Year 2**		**Year 3**		**Year 4**		**Year 5**	
	Period 1	**Period 2**	**Period 1**	**Period 2**	**Period 1**	**Period 2**	**Period 1**	**Period 2**	**Period 1**	**Period 2**
17a-1. Is the fiber a buried/aerial or undersea application?	0	0	0	0						
17a-2. Number of strands deployed	0	0	0	0						
17a-3. Number of miles of buried fiber deployed	0	0	0	0						
17a-4. Number of miles of aerial fiber deployed	0	0	0	0						
17a-5. Estimated capacity of fiber (i.e. throughput)	0	0	0	0						
17a-6. Deployment cost per mile of buried fiber optics	$0.00	$0.00	$0.00	$0.00						
17a-7. Deployment cost per mile of aerial fiber optics	$0.00	$0.00	$0.00	$0.00						
17a-8. Total Spent on Buried Fiber Deployment this reporting period	$0.00	$0.00	$0.00	$0.00						

17a-9. Total Spent on Aerial Fiber Deployment this reporting period	$0.00	$0.00	$0.00	$0.00						
17a-10. Total spent on Fiber Deployment this reporting period	$0.00	$0.00	$0.00	$0.00						
17a. Fiber Optic Based *, Long Text Responses and File Uploads**										
Current Period (Year 2, Period 2)										
17a-11. Please provide any additional information about the Fiber Optic deployment (200 words or less)	N/A									
17a-12. Please provide the digital mappings (e.g., CAD, Revit, KMZ, KML) for the new aerial fiber and buried fiber equipment installed during this reporting period.										

17b. Microwave Based ***	Year 1		Year 2		Year 3		Year 4		Year 5	
	Period 1	Period 2	Period 1	Period 2	Period 1	Period 2	Period 1	Period 2	Period 1	Period 2
17b-1. How many microwave nodes have been deployed?	0	0	0	0						
17b-2. How many microwave nodes are operating for reporting period?	0	0	0	0						
17b-3. Installation cost per microwavable node	$0.00	$0.00	$0.00	$0.00						
17b-4. Number of new towers built to support microwave structure	0	0	0	0						
17b-5. If applicable, what type of tower was constructed (a) Monopole (b) Self-Support, (c) Guyed, or (d) Other during this reporting period?	N/A	N/A	N/A	N/A						
17b-6. Average cost per tower installed	$0.00	$0.00	$0.00	$0.00						

17b-7. Total spend on Tower deployment this reporting period	$0.00	$0.00	$0.00	$0.00						
17b-8. Total spend on microwave deployment this reporting period	$0.00	$0.00	$0.00	$0.00						
17b. Microwave *, Long Text Responses and File Uploads**										
Current Period (Year 2, Period 2)										
17b-9. If you answered "Other" to question 17b-5 or if it is a combination of multiple types, please provide a detailed narrative description detailing what type of tower or what combination of towers is used for the project and the associated costs. (200 words or less).	N/A									
17b-10. Please provide the digital mappings (e.g., CAD, Revit, KMZ, KML) for the microwave nodes created during this reporting period.										

17c. Satellite * **	**Year 1**		**Year 2**		**Year 3**		**Year 4**		**Year 5**	
	Period 1	**Period 2**	**Period 1**	**Period 2**	**Period 1**	**Period 2**	**Period 1**	**Period 2**	**Period 1**	**Period 2**
17c-1. What satellite provider is being used?	0	0	0	0						
17c-2. What is the estimated capacity of the satellite link (i.e. throughput)?	0	0	0	0						
17c-3. What is the associated cost to use this satellite service?	$0.00	$0.00	$0.00	$0.00						
17c. Satellite *, Long Text Responses and File Uploads**										
Current Period (Year 2, Period 2)										
17c-4. Please provide any additional information about the Satellite deployment (200 words or less)	N/A									

17c-5. Please provide the digital mappings (e.g., CAD, Revit, KMZ, KML) for the satellite network accessed during this reporting period.	

Certifications
18. Please provide certification evidencing compliance with Federal labor and employment laws along with the requirements of Infrastructure Investment and Jobs Act and Middle Mile Grant Program, for the bi-annual period for which this report is being filed.
"I certify that Quintillion is in compliance with Federal labor and employment laws along with the requirements of the Infrastructure Investment and Jobs Act and Middle Mile Grant Program, for the bi-annual period for which this report is being filed
19. Please provide certification evidencing compliance with the Build America, Buy America Act. The Build America, Buy America Act requires that all of the iron, steel, manufactured products (including but not limited to fiber-optic communications facilities), and construction materials used in the project or other eligible activities are produced in the United States unless a waiver is granted.
A waiver is granted. Equipment inventory report uploaded to reflect that no equipment has been purchased at this time. **File Uploaded:** 02-40-MM503 QSH BABA Admin Letter 09.28.2023.pdf, QSH Parent Holdco Inventory Report_04.24.25 REP-003881_02-40-MM503.xlsx

20. 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.	
20a. Typed or Printed Name and Title of Authorized Certifying Official:	Michael McHale
20b. Signature of Certifying Official:	Michael McHale
20c. Telephone (area code, number and extension):	3038833599
20d. Email Address:	mmchale@quintillionglobal.com
20e. Date:	05/22/2025