

November 30, 2010

City of Lawrence

Jonathan Douglass, City Clerk
6 East 6th Street
PO BOX 708
Lawrence, KS 66044

RE: Application for a Telecommunications Franchise Agreement with City

Dear Mr. Douglass

Please accept this letter and enclosed information as formal request for a franchise agreement from the City of Lawrence. The information and responses following are provided at the direction of Mr. John Miller, Staff Attorney in his August 17, 2010 correspondence (attached).

Applicant:

NextG Networks of Illinois, Inc.
890 Tasman Drive
Milpitas, CA 95035

Contact for Notices

Anthony Rodriguez, Contracts Manager
890 Tasman Drive
Milpitas, CA 95035
408-468-5528 Office; 408-383-5397 Fax
arodriguez@nextgnetworks.net

Franchise

Seeking a Telecommunications franchise or other authorization to construct and operate a wireless and fiber optic network to provide regulated telecommunications services. NextG is seeking a ten (10) year term with an anticipated commencement date of March 1, 2011.

Regulatory Authority

NextG Networks was issued a Certificate of Convenience and Authority (CCA) by the Kansas Corporation Commission on 07/27/10 under docket number 10-NXTC-769-COC to provide Interexchange Telecommunications Services within the State of Kansas. A copy of this docket is included in this submittal package.

NextG Networks, Inc.

Headquarters
890 Tasman Drive, Milpitas, CA 95035-7439 • Tel 408.954.1580 • Fax 408.434.6285 • info@nextgntworks.net • www.nextgnetworks.net
Houston Office
8000 Research Forest Drive, Suite 115-250, The Woodlands, TX 77382 • Tel 281.205.9185 • Fax 281.205.9184



Depiction of Service Area and Equipment to be Deployed

A map showing the conceptual fiber route and node (antenna) locations along with specification sheets of the equipment to be deployed is enclosed with the letter. NextG can provide more detailed maps and drawings at the city's direction and requested in either hard copy or electronic form. It is also anticipated that construction level drawings will be needed for site specific permitting and construction. However, NextG would request that the city provide the standards and specifications so that these drawings can be properly prepared.

This letter and enclosed information should represent all the additional requested information from the City's correspondence. We ask that you review it and if acceptable, schedule for the next available City Commission meeting so that the next step of preparing a franchise ordinance can be commenced. If you have any questions or require additional information, please do not hesitate to contact me at (281) 205-9185 or via email at jmilone@nextgnetworks.net.

Respectfully Submitted,
NEXTG NETWORKS

A handwritten signature in black ink, appearing to read 'Joe Milone'.

Joe Milone, Director
Government Relations

Enclosures: Certificate of Convenience and Authority from the Kansas State Corporation Commission
 NextG Networks Corporate Information
 Conceptual Network Map depicting Fiber Route and Antenna Locations
 Equipment Specification Sheets

NextG Networks, Inc.

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City of Lawrence KANSAS

CITY COMMISSION

MAYOR
MIKE AMYX

COMMISSIONERS
ARON E. CROMWELL
LANCE M. JOHNSON
MICHAEL DEVER
ROBERT CHESTNUT

DAVID L. CORLISS
CITY MANAGER

City Offices
Box 708 66044-0708
TDD 785-832-3205
6 East 6th
785-832-3000
FAX 785-832-3405
www.lawrenceks.org

August 17, 2010

Mr. Joe Milone
Director of Government Relations
NextG Networks, Inc.
8000 Research Forest Drive
Suite 115-250
Woodlands, TX 77382

Dear Mr. Milone,

Please provide a written application for your request for a contract franchise ordinance to the City Clerk, Jonathan Douglass and the City Manager, David L. Corliss. Your application should be by letter and sent to the following address:

City Hall
6th East 6th Street
P.O. Box 708
Lawrence, Kansas 66044-708

Your application needs to provide the following information:

- The name and legal address of the applicant.
- If there is an agent acting on behalf of the applicant.
- The name of the individual and their address, telephone number, e-mail address, and fax number for the City to send notice and correspondence.
- The type of franchise you are requesting.
- The reason for the franchise request.
- The date for which the franchise is sought.
- The length of time the franchise is sought.
- A copy of any state of Kansas or federal permits or approvals required for your franchise.
- A depiction of the service area for your franchise.
- A description of the equipment and materials to be located in the right-of-way.

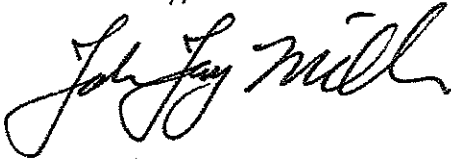


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Joe Milone / NextG Networks, Inc.

Upon receipt of the application for an initial franchise, the designated City official shall review the application to determine if it includes all the information required for processing. If the application does not include all of the required information, it will be deemed incomplete and notice will be provided to the applicant and applicant's agent explaining the application's deficiencies. Once the application is complete a designated City official shall prepare a report and make recommendations respecting such application to the City Commission. The City Commission will then direct city staff to prepare a contract franchise ordinance for their approval pursuant to K.S.A. 12-2001, if appropriate.

If you have any questions or concerns, please feel free to contact me.

Sincerely,

A handwritten signature in cursive script, appearing to read "John J. Miller".

John J. Miller
Staff Attorney

cc: David L. Corliss, City Manager
Toni Ramirez Wheeler, Director of Legal Services

THE STATE CORPORATION COMMISSION
OF THE STATE OF KANSAS

Before Commissioners: Thomas E. Wright, Chairman
Joseph F. Harkins
Ward Loyd

In the Matter of the Application of NextG)	
Networks of Illinois, Inc. d/b/a NextG)	
Networks Central for a Certificate of)	Docket No. 10-NXTC-769-COC
Convenience and Authority to Provide)	Telecom - IXC
Interexchange Telecommunications Services)	
Within the State of Kansas.)	

ORDER AND CERTIFICATE

The above-captioned matter comes before the State Corporation Commission of the State of Kansas (Commission) for consideration and determination. Having reviewed its files and being fully advised of all matters of record, the Commission finds and concludes as follows:

1. In its Order of April 30, 1984, in Docket No. 127,140-U, the Commission found that resellers were public utilities and subject to Commission regulation. As part of that regulation, the Commission directed resellers of telecommunications services to file applications for Certificates of Convenience and Authority and accompanying tariffs for approval.

2. In its Order of March 21, 1994, in Docket No. 187,168-U, the Commission adopted revised streamlined rules and regulations governing resellers and interexchange carriers, referred to here as interexchange carriers or IXCs, designed to reflect changes occurring in the marketplace.

3. On May 25, 2010, NextG Networks of Illinois, Inc. (NextG) filed an application for a Certificate of Convenience and Authority to engage in business as an interexchange services provider within the State of Kansas.

4. On July 6, 2010, the Commission Staff (Staff) submitted a memorandum recommending the Commission grant NextG's application for a Certificate of Convenience and Authority. Staff has reviewed the information provided, which supports NextG's technical, managerial and financial capabilities to provide telecommunications services on a resold basis to both residential and business customers.

5. Staff has reviewed the tariff submitted by NextG in conjunction with the application and notes the tariff does not propose a returned check charge, proposes to assess a late payment fee of 1.5%, will not require deposits, and proposes to offer services via tariff or on a contractual individual case basis (ICB). NextG proposes to direct bill its customers and provided Staff a satisfactory sample invoice bill. Staff also notes that NextG is registered with the Kansas Secretary of State's office to do business in Kansas and its current status is "active and in good standing." Finally Staff indicates that, to the extent NextG's presence in Kansas will increase consumer options, Staff believes the general public will benefit from Commission approval of this application.

6. The Commission finds and concludes that the public convenience will be promoted by the increased consumer options provided by NextG. The Commission grants the authority requested by NextG in this docket, without a public hearing, subject to all other rules, regulations or statutes of, by or governing the Commission.

7. NextG is required to file an annual report with the Commission and to notify the Commission of any changes in its structure or operations, in particular contact personnel with the company and their addresses and phone numbers. NextG shall also report its revenues, using the KUSF Carrier Remittance Worksheet, and report any changes in its name or corporate structure to the KUSF administrator for Kansas Universal Service purposes. NextG must also remain

authorized with the Kansas Secretary of State's office to do business in the state of Kansas, and promptly pay assessments made by this Commission.

IT IS, THEREFORE, BY THE COMMISSION ORDERED AND CERTIFIED THAT:

A. NextG Networks of Illinois, Inc. d/b/a NextG Networks Central's application to become a reseller of toll interexchange services in Kansas is approved and its proposed tariffs are accepted.

B. NextG Networks of Illinois, Inc. d/b/a NextG Networks Central is reminded of its ongoing obligation to provide telephone relay services and the regulatory obligations set forth in paragraph 7, above.

C. The parties have fifteen days, plus three days if service is by mail, from the date the order was served in which to petition the Commission for reconsideration of any issues decided herein. K.S.A. 66-118b; K.S.A. 2009 Supp. 77-529(a)(1).

D. The Commission retains jurisdiction over the subject matter and the parties for the purpose of entering such further order or orders as it may deem necessary.


BY THE COMMISSISON IT IS SO ORDERED.

Wright, Chmn.; Harkins, Com; Loyd, Com.

Dated: JUL 27 2010

ORDERED MAILED

JUL 27 2010

 EXECUTIVE
DIRECTOR

Susan K. Duffy
Executive Director

crh



NextG Networks®

NextG Networks, Inc. is a leading provider of innovative wireless infrastructure solutions that enhance network coverage, capacity, and performance for wireless carriers in the United States. NextG provides these wireless solutions by designing, permitting, building, operating, and managing distributed antenna systems, or DAS systems. NextG deploys its DAS systems by attaching discrete radio-frequency equipment to existing public-right-of-way infrastructure, such as utility poles and street lights. NextG connects its DAS sites to a wireless carrier's network using high-capacity fiber-optic cables. NextG has legally-enforceable rights under the Telecommunications Act of 1996 to attach fiber and equipment to its DAS sites on fair, reasonable, and non-discriminatory terms in 34 states. NextG effectively deploys DAS systems in areas where zoning restrictions, space constraints, local community resistance, or topographic barriers might otherwise delay, restrict, or prevent building or expanding traditional wireless sites, such as towers and rooftop sites.

Market

NextG works with wireless carriers to build DAS systems in metropolitan areas and other locations throughout the United States. Through the use of NextG's DAS systems, carriers can achieve faster time-to-market and uniform and precise coverage in areas that cannot be accessed through traditional wireless sites. NextG can precisely, quickly, and uniformly deploy DAS sites to improve network coverage, capacity, and performance for its wireless carrier customers, and thereby provide a more compelling solution than traditional wireless sites.

Services

As part of its carrier-class services, NextG Networks:

- Designs RF coverage schemes using computer tools and on-site measurements
- Obtains permits to build and deploy fiber and RF networks
- Constructs aerial poles, underground ducts, base station hotels, etc.
- Operates DAS systems via 24x7x365 operations centers
- Manages DAS systems for multiple carriers

Advantages

Carriers using NextG Networks® DAS systems can benefit from NextG's:

- Widespread availability of coverage in areas that cannot be accessed by traditional wireless sites
- Faster time-to-market network deployment
- More efficient utilization of spectrum assets
- Uniform coverage of entire areas with no coverage gaps and precise targeting of areas within a carrier's network that is currently experiencing coverage gaps
- Ability to consolidate all required backhaul traffic into a single high-bandwidth backhaul connection
- Ability to obtain public right-of-way access to allow DAS sites to overcome zoning restrictions

Corporate Status

NextG conducts its operations through regulated wholly-owned subsidiaries throughout the United States.

Corporate Management

David Cutrer, PhD, *CEO and Co-founder*
Randall I. Bambrough, *CFO*
Robert L. Delsman, Esq, *Senior VP, General Counsel*
Lawrence Doherty, *Senior VP, Business Development, Western Region*
Michael Hughes, *VP Engineering*
Bo Piekarski, *VP, Product Management and Marketing*
Patrick S. Ryan, *VP Government Relations & Regulatory Affairs*
Todd Schultz, *Senior VP, Implementation*

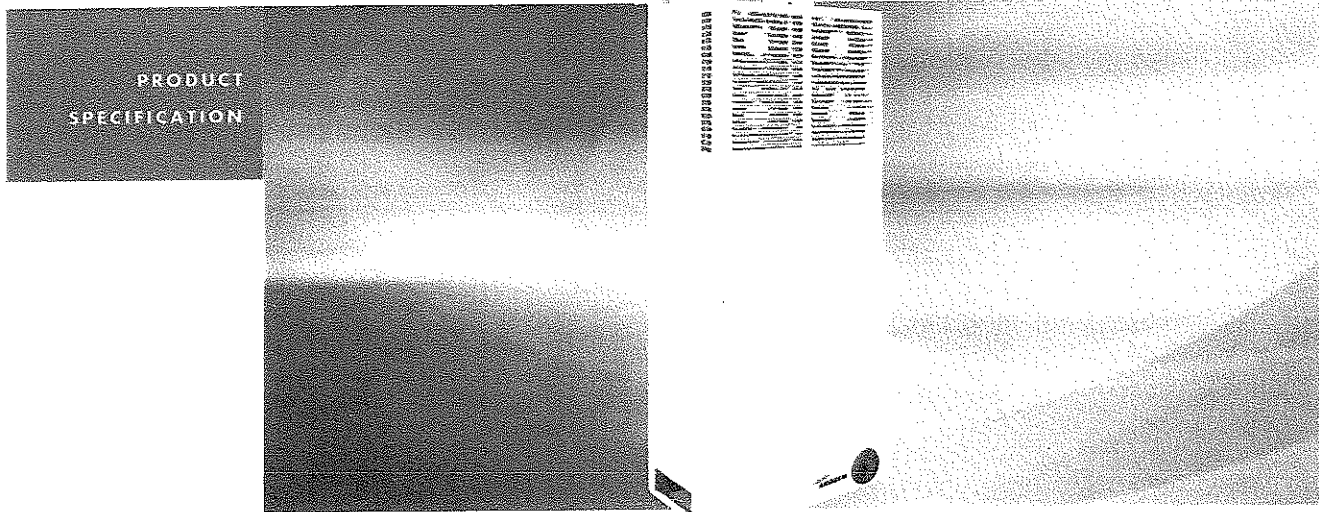
Headquarters

NextG Networks, Inc. 890 Tasman Drive Milpitas, CA 95035
408.954.1580 tel 408.383.5397 fax info@nextgnetworks.net
Visit www.nextgnetworks.net to learn more about the Company.

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Preliminary



ION™ is the unified platform for all conceivable optical distribution scenarios.

The ION optical distribution system leads the industry in flexibility while minimizing overall deployment cost.

Andrew Solutions

ION-M7P/7P/85(H)P/17(H)P/19P is a multi-band, multi-operator remote unit configuration used in conjunction with a master unit in the ION optical distribution system.

This system transports up to nine frequency bands simultaneously (700 MHz, 850 MHz, 1700/2100 MHz, 1900 MHz, and (factory consultation required!)), providing a cost-effective solution for distributing capacity from one or more base stations.

The ION system transports signals on the RF

ION™-M7P/7P/85(H)P/17(H)P/19P

layer in a very cost-effective manner enabling multiple operators to use multiple technologies and move their signals simultaneously from a cluster of base station to a number of remote locations over the same fiber.

The ION-M optical distribution system is a cost-effective coverage solution for dense urban areas, tunnels, subways, airports, convention centers, high-rise buildings and other locations where physical structures increase path loss.

The combination of these units gives maximum flexibility while providing a scalable solution. The system is optimized for GSM, EDGE, WCDMA and OFDM modulation in the 700 MHz, 850 MHz, 1900 MHz and 1700/2100 MHz bands as well as AMPS, LMR and analogue modulations. Furthermore it is provisioned for future HSPA and frequency bands.

The ION can be easily set-up and supervised from a graphical user interface (GUI). Remote units are commissioned through the use of built-in test equipment. An auto leveling function compensates for the optical link loss making installation easy and quick.

The entire system can be monitored remotely by the Andrew OMC. This platform uses SNMP protocol and is compliant to X.733

standard. Should a sophisticated interface not be required, the master unit can be directly connected to the alarm interface of a base station via its contact relay.

- Reduced visual impact form factor
- Optimized power consumption
- Efficient, high power amplifier
- Multi-operator support
- Complete operations and management system for configuration and alarming
- OMC with SNMP according to X.733 standard
- 3GPP TS25.143/TS25.106 and 3GPP2C.S0051-0 compliant
- Single fiber for multiple bands and multiple remotes
- Easy installation and commissioning

ION™-M7P/7P/85(H)P/17(H)P/19P - Product Specification

PCS 1900 MHz

Frequency range, MHz

Uplink	1850 to 1915
Downlink	1930 to 1995

Output power per carrier, dBm

Number of Carriers	1	2	4	8
GSM/EDGE	43.0	40.0	37.0	34.0
CDMA2000	43.0	40.0	37.0	34.0
WCDMA	43.0	40.0	37.0	34.0

DL output tolerance over frequency, dB

±1

DL output tolerance over temperature, dB

±0.5

Spectrum emission mask

<-13 dBm / 1 MHz

Input ICP3, dBm*

ICP3 optimized	-12.0 min
Noise figure optimized	-18.0 min

Noise figure, dB*

ICP3 optimized	+11.0
Noise figure optimized	+6.0

System Supervision and Control

Commands

RF on/off
4 external control ports

Alarms

Summary
Power Supply
Optical UL and DL
failure
RF UL and DL failure
Temperature
4 external alarm inputs

Supervision

Composite output
power

Support

External VSWR
(28 VDC power feed
from RU)

Mechanical**

Height, width, depth, mm (in)

ION-M7P/7P/85(H)P/17(H)P/19P	900 x 330 x 300 (35.4 x 13.0 x 11.8)
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Weight, kg (lb)

ION-M7P/7P/85P/17P/19P	50 (110)
ION-M7P/7P/85HP/17HP/19P	55 (121)

Environmental

Operating temperature range, °C

-33 to +50

Ingress protection

RF part	IP66
Fan part	IP55

* from Reference point B to A

** Spacing required 40 mm (1.58 in) around unit

All figures are typical values, unless otherwise stated.

ATTACHMENT ONE (Antenna Specification)

MFB-19008A

MFB19008A 1850-1990 MHz, 8 DBI GAIN,
OMNIDIRECTIONAL, N(F)

Manufacturer Maxrad

UOM	EA
Warranty	2 years
Alpha frequency	PCS
Gain	8 dBi
Frequency (bandwidth)	1850-1990 MHz
VSWR	<1.5:1
Connector	N(F)
Mounting hdw. included (Y/N)	N
Wind survival w/o ice (MPH)	125 MPH
Maximum power input (W)	25W
Vertical beamwidth (deg)	12 deg
Horizontal beamwidth (deg)	360 deg
Polarization	vertical
Frequency range	1000-2149
DB gain range	8.0 to 11.9
Lightning protection	DC ground
Vertical tilt (deg)	0 deg
Dimensions	3x5.08x24



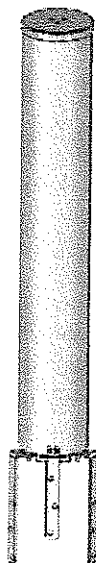
List Price \$150.35

Preliminary

WB3X080X06Fx00

X-Pol / 80° Az / 14.2 dBi

TRI-SECTOR Antenna



Electrical Specifications			
Frequency:	1710-1880 MHz	1850-1990 MHz	1900-2170 MHz
Gain:	13.5 dBi (11.4 dBd)	13.5 dBi (11.4 dBd)	14.2 dBi (12.1 dBd)
Omni Gain:	8.8 dBi (6.7 dBd)		
Input Impedance:	50 ohms		
VSWR:	< 1.4:1		
Polarization:	X-Pol		
Electrical Down tilt (x):	0°, 6°		
Azimuth Beamwidth:	74°	78°	80°
Elevation Beamwidth:	15.0°	13.6°	13.0°
1st Upper Sidelobe:	<-16 dB		
Front to Back Ratio:	> 18 dB		
Intermodulation:	<-147 dBc 3rd order for 20 W carriers		
Input Power:	6 x 300W		
Connector Type / Location:	6 x 7/16 DIN Female / Radial		
Operating Temperature:	-40°F (-40°C) to +140°F (+60°C)		

Mechanical Specifications	
Survival Wind Speed:	125 mph (200 km/h; 56 m/s)
Wind Loads (100mph, 160km/h, 45m/s):	Front: 15 lbf (68 N)
Antenna Weight and Dims (LxWxD):	Weight: 13 lbs (8.6 kg) 26.25" x 7.5" Dia. (667 mm x 191 mm Dia.)

Mounting Kit Options	
Pole Mounting Kit:	WB3X-MKS-01

Typical Patterns:

1800 MHz



Azimuth Pattern



0° Elevation Pattern

Pattern
Not
Available

6° Elevation Pattern

1900 MHz



Azimuth Pattern



0° Elevation Pattern

Pattern
Not
Available

6° Elevation Pattern

2100 MHz



Azimuth Pattern



0° Elevation Pattern

Pattern
Not
Available

6° Elevation Pattern

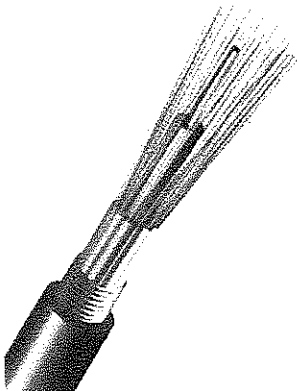


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Features:

- 1) Up to 432 fibers
- 2) The loose tube stranding technology make the fibers have good secondary excess length and allow the fibers free movement in the tube, which keeps the fiber stress free while the cable is subjected to longitudinal stress.
- 3) Aluminum tape armored providing property moisture resistance.
- 4) Metal strength member provides excellent strain performance.

Applications:

These aluminum tape armored cables are suitable for installation in aerial or duct environment for long haul communication, LAN, especially suitable for the situation of high requirements to moisture resistance.

Specifications:

Fiber Num.	Outer Diameter (mm)	Weight (kg/km)
2-24	10.1	100
26-36	10.8	120