

## MEMORANDUM OF UNDERSTANDING

THIS MEMORANDUM OF UNDERSTANDING ("**MOU**" of "**Agreement**") is made as of the "**Effective Date**" (defined in Section 12(i)) by and among the CITY OF ANN ARBOR, a Michigan municipal corporation ("**Ann Arbor**"), 301 E. Huron Street, Ann Arbor, Michigan 48104, ANN ARBOR SPARK, 330 E. Liberty Street, Ann Arbor, MI 48104 ("**Spark**"), and the CITY OF YPSILANTI, One South Huron St., Ypsilanti, MI 48197 ("**Ypsilanti**") (individually "**Party**" and collectively the "**Parties**"), with respect to the following.

### Background

A. In August of 2020, the Parties submitted a grant application for the U.S. Economic Development Administration ("**EDA**") Public Works and Economic Adjustment Assistance Program entitled ED-900 General Application for EDA Programs, attached and incorporated as Exhibit A ("**Grant Application**"). Spark acted as Lead Applicant, with Ann Arbor and Ypsilanti as co-applicants. The American Center for Mobility was initially a co-applicant, but later omitted from the application process and is neither an award recipient nor a party to this Agreement.

B. The Grant Application requested funds for construction of the Corridor Fiber Optic Backbone project to connect downtown Ann Arbor with downtown Ypsilanti, a multi-phased project to create a public broadband infrastructure consisting of approximately twenty (20) miles of underground high capacity fiber-optic cable and conduit in Ann Arbor, Ypsilanti, Washtenaw County, and the Michigan Department of Transportation (MDOT) rights of way, connecting to Ann Arbor's existing 35-mile fiber network (the "**Project**"). Phase 1 of the Project had been previously funded by the Ann Arbor/Ypsilanti Local Development Finance Authority ("LDFA") grant and construction was underway at the time of the Grant Application.

C. In response to the Grant Application, on July 22, 2021 the EDA issued a Financial Assistance Award to SPARK, Ann Arbor and Ypsilanti in the amount of Two Million Four Hundred Thousand Dollars (\$2,400,000) under Federal Award ID Number 06-79-06299 ("**Grant**") attached and incorporated as Exhibit B. The Grant required a "recipient share of cost" contribution of Six Hundred Thousand Dollars (\$600,000) to cover the total estimated cost of the Project of Three Million Dollars (\$3,000,000).

### Agreement

Acknowledging the accuracy of the Background facts recited above, the Parties enter into this MOU in an effort to memorialize their understanding of their mutual goals, and their respective roles in the administration of the Grant and construction of the Project. To that end, the Parties agree as follows:

1. Grant Terms and Conditions. The Parties agree to abide by all terms and conditions of the Grant promulgated by the U.S. Department of Commerce in all aspects of administration and construction of the Project. The Parties acknowledge and agree that they are bound by the Department of Commerce's Terms and Conditions, the EDA's Construction Standard Terms and Conditions and all other guidelines promulgated by the Department of Commerce and EDA in connection with the Grant.
2. Project Goals. The Parties' mutual purpose under this Agreement and for the use of the Grant funds is to construct approximately twenty miles of underground conduit and fiber in the City of Ann Arbor, the City of Ypsilanti, Ypsilanti Township, Pittsfield Township, Washtenaw County, and the Michigan Department of Transportation rights-of-way.

Conduit will be constructed by directional boring at a minimum depth of twenty-four inches. Conduit configuration will consist of two two-inch ducts. In one of the ducts a single 432-count loose-tube fiber optic cable with tracer wire will be installed and spliced. In addition, approximately 150 underground vaults and handholes of various sizes will be installed and all necessary site restoration will be completed, including pavement repair, erosion control, maintenance of traffic, landscape, and related appurtenances. These stated goals shall not be construed to limit alternative engineering solutions where required or in the best interests of facilitating completion of the Project.

3. Matching Funds. SPARK, Ann Arbor, Washtenaw County and the LDFA have each contributed to the required "recipient share" under the Grant, totaling Six Hundred Thousand Dollars (\$600,000) ("**Matching Funds**"). The Matching Funds are held in a restricted account administered by SPARK. The City shall submit Project-related invoices for payment to SPARK using the Matching Funds. SPARK shall obtain disbursements from the EDA to replenish the Matching Funds used in the payment of Project invoices. SPARK will not be required to pay invoices out of any fund outside of the Matching Funds.

4. SPARK Responsibilities and Obligations.

SPARK is the Lead Applicant per the Grant and, as such, shall perform all duties of Grant Administrator, including but not limited to the following:

- (a) Hold and account for all Matching Funds.
- (b) Administer all Project funds, including receipt, tracking and payment of all invoices, reimbursements of costs from the EDA and disbursements to required Parties and contractors.
- (c) Perform all scheduled financial reporting to the EDA.
- (d) Act as signatory for all documents pursuant to the EDA's terms and conditions.

5. Ann Arbor Responsibilities and Obligations.

Ann Arbor shall be responsible for management of the Project design, planning, and construction, under the direction of the Ann Arbor IT Director, including but not limited to the following:

- (a) Conduct regular Project status meetings with staff deemed necessary by the IT Director.
- (b) Create the Project plan.
- (c) Establish a central website and repository for all Project-related communications, resources and documentation to which all Parties have access.
- (d) Create and issue detailed design and construction RFPs or ITBs and select winning bidders of RFP/ITB according to RFP/ATB, ordinances and policies of Ann Arbor and enter into contract(s) with selected contractors for project design and construction.
- (e) Manage and oversee completion of detailed Project design and construction in accordance with the applicable contract documents.
- (f) Manage/oversee all vendors' and contractors' performance in accordance with the applicable contract documents.
- (g) Perform scheduled Project reporting to the EDA.

- (h) Abide by Ann Arbor procurement policies, procedures and ordinances, in addition to applicable EDA project terms and conditions.
- (i) Assume ownership of, and maintenance responsibilities for all infrastructure including the fiber-optic cable and conduit upon Project completion.

6. Ypsilanti Responsibilities and Obligations.

Ypsilanti shall comply with all Grant requirements and fulfil their duties as a co-applicant of the Grant pursuant to all EDA guidelines.

- 7. Duration. The duration of this MOU coincides with the grant period of performance, which ends thirty-four months from the date of the award ("**Grant Period**"). The Parties agree to full cooperation and participation, with one another and the EDA, toward achieving the Project goals throughout the Grant Period from July 22, 2021 through May 22, 2024, as well as any extensions of the Grant Period permitted by the EDA.
- 8. Ownership of Infrastructure. The Parties acknowledge and agree that Ann Arbor is the sole owner of all infrastructure installed pursuant to the Project, regardless of its location.
- 9. Compliance and Monitoring. The EDA has assigned a project manager to assist and support the Parties during the Project. The Parties shall abide by the directives of the EDA project manager throughout the duration of the Project, including responses to requests for status updates and submission of required and/or requested documentation.
- 10. Default and Remedies. A party alleged to be in default of this Agreement must have written notice and a reasonable opportunity to cure. Unless the circumstances dictate otherwise (due to a deadline, hearing, or the like) the cure period will be 10 days after notice. Without limitation, this Agreement may be specifically enforced.
- 11. Notices.

Notices required or given pursuant to this MOU shall be directed as follows:

SPARK:

Liz Perpich  
SPARK VP Administration and Finance  
330 East Liberty Street  
Ann Arbor, MI 48104  
Phone: 734-527-9167  
Cell: 734-262-0350  
liz@annarborusa.org

Ann Arbor:

Tom Shewchuk,  
IT Director, City of Ann Arbor  
301 E. Huron Street  
Ann Arbor, MI 48107  
Phone: 724-794-6551  
Cell: 517-719-4162  
[tshewchuk@a2gov.org](mailto:tshewchuk@a2gov.org)

Ypsilanti:

Frances McMullan  
City Manager, City of Ypsilanti  
One South Huron Street  
Ypsilanti, MI 48197  
Phone: 734-483-1100  
[fmcmullan@thecityofypsilanti.com](mailto:fmcmullan@thecityofypsilanti.com)

12. General Provisions.

(a) Entire Agreement. This MOU and the exhibits and documents referenced herein contain the complete understanding of the Parties with respect to their subject matter and all other agreements and discussions are merged herein.

(b) Amendments. No variation, modification, or alteration of this MOU shall be binding or effective unless in a writing signed by all parties. There will be no oral modification of this MOU. This section shall not prohibit the parties from entering into separate, two-party bilateral contracts among each other and/or users of this MOU.

(c) Counterparts and Delivery. This MOU may be executed in any number of counterparts and delivered by any reasonable means (including email); each such counterpart shall be deemed to be an original instrument, but all such counterparts together shall constitute by one agreement.

(d) Governing Law. This MOU shall be governed by and construed according to the laws of the State of Michigan. The Parties agree to submit to the jurisdiction and venue of the Circuit Court of Washtenaw County, MI, or if original jurisdiction is established, the U.S. District Ct. for Eastern District of MI, Southern Division. The Parties stipulate venues referenced are convenient and waive any claim of non-convenience. If any term herein is found to be ineffective, unenforceable or illegal under any present or future laws, such term shall be fully severable, and the remaining terms shall not be affected and shall remain full force and effect.

(e) Binding Effect. All of the terms and provisions in this MOU shall bind and inure to the benefit of the parties and their respective heirs, personal representatives, successors, and assigns.

(f) Construction. This MOU shall not be construed more strictly against one party than against the other merely by virtue of the fact that it may have been prepared by

counsel for one of the parties, it being acknowledged and agreed that this MOU shall be interpreted in light of the probable intent of the parties.

(g) Severability: The invalidity or enforceability of a particular provision of this MOU shall not affect the other provisions hereof, and this MOU shall be construed in all respects as if such invalid or unenforceable provision were omitted.

(h) Time of Essence. It is understood and agreed that time is deemed of the essence of this MOU.

(i) Effective Date. The "**Effective Date**" of this MOU shall be the date the last party hereto executes this MOU below.

**{Signatures appear on the following page. Remainder of this page left blank.}**

ANN ARBOR

By Milton Dohoney Jr 02/01/2022  
MILTON DOHONEY JR., INTERIM CITY ADMINISTRATOR  
Milton Dohoney Jr., Interim City Administrator

By Tom 01/31/2022  
TOM SHEWCHUK, INFORMATION TECHNOLOGY  
Tom Shewchuk, IT Director

Approved as to form and content

By Stephen K. Postema 02/01/2022  
STEPHEN POSTEMA, CITY ATTORNEY  
Stephen K. Postema, City Attorney

SPARK

By Paul Krutko Date 1/26/22  
Paul Krutko, President/CEO

YPSILANTI

By Frances McMullen Date 1/28/2022  
Frances McMullen, City Manager

**EXHIBIT A**  
**(Grant Application)**

OMB Number: 0610-0094  
Expiration Date: 11/30/2021



**ED-900 – General Application for EDA Programs**

**A. Applicant Information**

A.1. EDA Application Identifier (if available):

A.2. Please identify all applicants for this project:

	Name	SAM.gov CAGE Code	SAM.gov Registration Expiration Date	Fiscal Year End Date (mm/dd)
Lead Applicant	Ann Arbor SPARK	624Q6	02/03/2021	12/31
Co-Applicant 1	City of Ann Arbor	3R3C6	12/15/2020	06/30
Co-Applicant 2	American Center for Mobility	7N1N3	09/13/2020	12/31
Co-Applicant 3	City of Ypsilanti	EDU89	09/13/2021	06/30

**B. Project Information**

**B.1. Provide a geographical definition of the region to be served by the investment (project), including the specific geographic location of the project within the region.**

The project is located within Washtenaw County, Michigan and more specifically in the Cities of Ann Arbor and Ypsilanti and runs through Pittsfield Township and Ypsilanti Township and connects the Downtown business districts of Ann Arbor and Ypsilanti and connects to the American Center for Mobility.

**B.2. Describe and outline the scope of work for the proposed EDA investment, including a list of tasks to be undertaken.**

The Corridor Fiber Optic Backbone project will connect downtown Ann Arbor with downtown Ypsilanti and the American Center for Mobility. This creates public broadband infrastructure that tech companies, the cities and businesses can utilize along the corridor for innovative products, affordable & reliable broadband, and company location.

This is a multi-phased project, with Phase 1 already funded and engineering in progress. The City will begin construction of Phase 1 in early 2021 with completion in mid-2021. Phase 1 constructs high capacity fiber-optic cable and conduit within Ann Arbor's Downtown Development Authority District ("DDA") to ensure the City has the capacity to connect all commercial locations in the area. This network also connects to the City's existing 35-mile fiber network, which was funded by the City over the past 10 years and connects municipal, educational and other institutional users. Phase 1 is funded through a Local Development Finance Authority ("LDFA") grant.

Phase 2, for which the City seeks EDA funding, will consist of constructing new conduit and fiber network to connect the City of Ann Arbor SmartZone to the City of Ypsilanti SmartZone. It will extend the City's existing investments in fiber and conduit to the City of Ypsilanti SmartZone and the American Center for Mobility ("ACM"). The project will construct 113,990 feet of underground 4" conduit with 3 1/2 inch inner-ducts to connect the three target areas. A 432 count fiber optic cable will be installed in one of the three inner-ducts to supply high capacity fiber optic connectivity to ACM and the two SmartZones. All construction will occur in previously disturbed rights of way owned by the City of Ann Arbor, City of Ypsilanti, Washtenaw County and the Michigan Department of Transportation.

### B.3. Economic development needs

B.3.a. Does the region in which the project will be located have a Comprehensive Economic Development Strategy (CEDS)?

☒ Yes If Yes, what is the source?

This project aligns with CEDS Partnering for Prosperity: Economic Development Strategy for

Southeast Michigan, updated in 2016.

☐ No If No, then please check one:

☐ B.3.a.i. An alternate strategic planning document that governs this investment is attached.

[Add Attachment](#)

[Delete Attachment](#)

[View Attachment](#)

☐ B.3.a.ii. This investment is to develop a "strategy grant" to develop, update or refine a CEDS.

☐ N/A – Not Applicable

B.3.b. Describe the economic conditions of your region. Define the economic development need to be addressed by the proposed EDA investment and explain how the proposed investment will address that need.

See attachment titled Form ED-900 B3b Attachment

### B.4. Applicant's capability

Briefly describe the applicant's capability to administer, implement, and maintain the project.

The City of Ann Arbor will manage the project under the direction of Tom Shewchuk, the IT Director. The City has designed, planned, and constructed all aspects of its own 35-mile fiber network that went live in 2018. The network has multiple customers utilizing the fiber network and the city maintains the network and is responsible for managing network availability. The City's IT department has over 60 years+ of networking experience among the IT Director and the Network Team.

### B.5. List and describe the strategic partners and organizations to be engaged in this project

Ann Arbor SPARK, under the direction of CEO Paul Krukto, will be the lead applicant and grant administrator. Ann Arbor SPARK is the economic development organization of Washtenaw County

The City of Ann Arbor, under the direction of City Administrator and Director of IT will oversee the construction and provide ongoing maintenance.

American Center for Mobility, under the direction of Reuban Sarkar, CEO,



will be a co-applicant

The City of Ypsilanti, under the direction of City Manager Frances McMullan, will be a co-applicant

Both Ypsilanti Charter Township, under the direction of Township Supervisor Brenda Stumbo,

and Pittsfield Charter Township, under the direction of Township Supervisor Mandy Grewal, are partners on this project.

A resolution from each co-applicant is attached.

**B.6. Describe the investment (project) impact and fit with EDA funding priorities**

See attached Form 900 B6\_EDAFundingPriorities.pdf

**B.7. Identify the proposed time schedule for the project**

The project could begin as early as October of 2020 and be completed in May of 2022, with the following schedule:

1. Engineering Design - October 2020 - April 2021
2. Permitting - April 2021 - July 2021
3. Construction Procurement - April 2021 - June 2021
4. Construction RFB Award and Contracting - June 2021 - July 2021
5. Contractor Mobilization - July 2021 - August 2021
6. Construction August 2021 - April 2022
7. Certification, Punch List & Close Out - April 2022 - May 2022

**B.8. Economic impacts of the project**

**B.8.a. Please describe the economic impacts of the project:**

See attached Form 900\_B8b\_Economic\_Impact

**B.8.b. Please identify the total estimated jobs and private investment that is expected to be generated by this project:**

Estimated Jobs Created	Estimated Jobs Retained	Estimated Private Investment
1,500	548	\$92,670,000.00

**B.8.c. Please identify the source of Estimates above (check as many as apply):**

- ☒ Letters from Beneficiaries of the Project
- ☐ Input/Output Model (e.g. IMPLAN, REMI)
- ☒ Comparison to Similar Projects
- ☒ Other Method (specify below)

The Economic Outlook for Washtenaw County in 2020-22 Prepared by University of Michigan. The report is available online at <https://lsa.umich.edu/econ/rsqe.html>. A copy is also provided in the attachments.

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- ☒ Comparison to Similar Projects
- ☒ Other Method (specify below)

The Economic Outlook for Washtenaw County in 2020-22 Prepared by University of Michigan. The report is available online at <https://lsa.umich.edu/econ/rsqe.html>. A copy is also provided in the attachments.

### C.2. Economic Distress

Check all that apply in establishing regional eligibility (see NOFO for more details):

- ☐ C.2.A. Unemployment rate
- ☐ C.2.B. Per capita income
- ☒ C.2.C. Special need, including:
  - ☐ Substantial out-migration or population loss;
  - ☐ Underemployment; that is, employment of workers at less than full-time or at less skilled tasks than their training or abilities permit;
  - ☐ Military base closure or realignment, defense contractor reductions-in-force, or U.S. Department of Energy defense-related funding reductions;
  - ☐ Natural or other major disasters or emergencies;
  - ☐ Extraordinary depletion of natural resources;
  - ☐ Closing or restructuring of an industrial firm or loss of other major employer;
  - ☐ Negative effects of changing trade patterns; or
  - ☒ Other circumstances set forth in the applicable NOFO (please explain below).

The State of Michigan was declared a natural disaster area by FEMA due to the COVID-19 pandemic, in accordance with Michigan COVID-19 pandemic #DR-4494.

According to the State of Michigan's Bureau of Labor Market Information and Strategic Initiatives, in Washtenaw County, the unemployment rate in April increased by a factor of 6 to 14.9%. Unemployment in Washtenaw County exceeds the national average. Total employment declined by 35,200 or 16.2 percent over the month.

### C.3. Substantial Direct Benefit

If the project does not meet any of the criteria above, is it located in an Economic Development District (EDD), and will it provide substantial direct benefit to residents of an area within that EDD that does meet the distress criteria?

- ☐ Yes ☐ No

Which Economic Development District?

Please explain how the proposed project will provide a substantial direct benefit to this geographic area within the EDD.

### C.4. Source of data provided for regional eligibility determination

Check the box denoting what data source you used to establish eligibility:

- ☐ C.4.a. The most recent ACS data published by the U.S. Census Bureau.
- ☐ C.4.b. The most recent Bureau of Labor Statistics Data.
- ☐ C.4.c. The most recent other federal data for the region in which the project is located (e.g., U.S. Census Bureau or the Bureaus of Economic Analysis, Labor Statistics, Indian Affairs, etc.).
- ☐ C.4.d. If no federal data are available, the most recent data available through the state government for the region in which the project is located.
- ☒ C.4.e. Other data to substantiate regional eligibility based on a "Special Need" as defined in 13 C.F.R. § 300.3.

Please attach a copy of the documentation used to support your claim of eligibility:

Add Attachment

Delete Attachment

View Attachment

## D. Budget and Staffing

To be completed by applicants for non-construction assistance only

### D.1. Budget justification

### D.2. Indirect costs

### D.3. Key applicant staff

## E. Administrative Requirements

### E.1. Civil rights

E.1.a. Does the applicant understand and agree to comply with all applicable civil rights requirements (see 13 C.F.R. § 302.20)?

☒ Yes

☐ No (explain below)

E.1.b. Do identified "Other Parties" (as listed in question B.9.), businesses that will create and/or save fifteen or more jobs as a result of the EDA project, understand and agree to comply with all applicable civil rights requirements under 13 C.F.R. § 302.20, including the requirement to provide signed assurances of compliance (ED-900B)?

☐ Not Applicable (No Other Parties Identified) ☒ Yes ☐ No (explain below)

## E.2. Lobbying certifications

Will you be able to comply with federal requirements regarding lobbying?

☒ Yes ☐ No (explain below)

## E.3. Compliance with Executive Order 12372, State Single Point of Contact (SPOC)

Does the state in which the project will be located have a project review process that requires submission to a Single Point of Contact (SPOC)?

☐ E.3.a. No. Go to Question E.4

☒ E.3.b. Yes

If Yes, does this request for EDA investment assistance meet the SPOC process established by the state?

☒ E.3.b.i. No ☐ E.3.b.ii. Yes

Please explain why not

Not applicable for Michigan

If Yes, were SPOC comments/clearance received?

☐ E.3.b.ii.a. Yes

Please attach the comments/clearance:

Add Attachment

Delete Attachment

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☐ E.3.b.ii.b. No. The review period has expired and no comments were received.

☐ E.3.b.ii.c. No. Comments have been requested but the review period has not yet expired.

Please attach evidence of your request for comments:

Add Attachment

Delete Attachment

View Attachment

**E.4. Single Audit Act Requirement**

E.4.a. Does the applicant understand and agree to the requirements of subpart F of 2 C.F.R. part 200 regarding federal audits?

☒ Yes ☐ No

E.4.b. Is the applicant currently audited under the Single Audit Act?

☒ E.4.b.i. No

☐ E.4.b.ii. Yes, If yes:

E.4.b.ii.a. What is the date of the most recent audit?

E.4.b.ii.b. Was this audit submitted to the Federal Audit Clearinghouse?

☐ Yes ☐ No

## F. Requirements for Non-Governmental Applicants (Excluding Public Universities and Certain District Organizations)

As indicated below, non-governmental applicants (excluding public universities and district organizations) must also provide a copy of the following items, either using the Attachments form that is part of the application package downloaded from [www.Grants.gov](http://www.Grants.gov) or providing a hard copy.

- F.1. Non-profit organizations must provide a current Certificate of Good Standing from the State in which they are incorporated.

251651173-Cert\_of\_GS-Domest

Add Attachment

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- F.2. New non-profit organization applicants must provide their Articles of Incorporation and By-Laws. Non-profits with an active EDA grant must either provide a) a revised copy of their Articles of Incorporation or By-Laws if these have been amended or b) a statement certifying that there has been no change in the organization's Articles of Incorporation or By-Laws.

AAS Articles of Incorp and

Add Attachment

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View Attachment

- F.3. Non-profit organizations must provide a resolution passed by a general purpose political subdivision of a State (e.g., local government entity) or a letter signed by an authorized representative of a local government acknowledging that the applicant is acting in cooperation with officials of the political subdivision. EDA may waive this requirement for certain projects of significant regional or national scope (see 13 CFR § 301.2(b)).

SPARKAuthorizationLetter.pdf

Add Attachment

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- F.4. If applying for a construction or RLF investment, an applicant must afford the appropriate general purpose governmental authority a minimum of 15 days to review and comment on the proposed project (13 CFR § 302.9(a)).

Will the applicant be able to provide these comments?

☒ Yes

☐ Not applicable, because the applicant is not applying for a construction or RLF grant

☐ Not applicable, because this requirement has been satisfied under an existing RLF plan

☐ No, for another reason (explain below)



# Instructions for Form ED-900

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## A. Applicant Information

A.1. EDA Application Identifier – If EDA has previously provided an Identifier for your proposal/application, please enter that identifier here. Otherwise, leave blank.

A.2. Please identify all applicants for this project:

The Lead Applicant should be the party who is responsible for handling disbursement of funds and reporting to EDA.

Note that Sam.gov registration is required of all EDA applicants and awardees. Please list the relevant CAGE Code and SAM.gov expiration data for all applicants and co-applicants (if any).

## B. Project Information

B.1. Provide a geographical definition of the region to be served by the investment (project), including the specific geographic location of the project within the region.

Clearly and concisely describe the region where the project will be located, including the specific geographic location of the project within the region, as well as background on the assets of the area, which may include clusters, and workforce, physical, educational and financial infrastructure.

B.2. Describe and outline the scope of work for the proposed EDA investment, including a list of tasks to be undertaken.

List specific activities that will be undertaken and the specific deliverables that will be produced as a result of this investment. The description of the proposed project must include a clear statement of the overall purpose of the project.

Applicants for construction assistance (including design and engineering assistance) should also include a statement of project components. Indicate if the proposed project involves the construction of a new facility or facilities or the enlargement, expansion, renovation, or replacement of an existing facility or facilities. Describe the existing facility and proposed project components in terms of dimensions, capacities, quantities, etc.

Applicants for Partnership Planning Assistance should provide a narrative on the economic development activities that will be undertaken including managing and maintaining the CEDS process.

Applicants for Short Term Planning Assistance should provide a narrative explaining how the proposed scope of work will enhance economic development planning capacity of the identified region. Include any relationship or collaboration with other public and private entities. Please explain how the strategy will expand the capacity of public officials and economic development organizations to work effectively with employers and enable the region to plan and coordinate the use of available resources to support economic recovery and the development of a regional economy and/or develop innovative approaches to economic revitalization in the region.

Applicants for State Planning Assistance should provide a narrative outlining the proposed scope of work for the project. Include the relationship to any existing CEDS or similar planning processes in the region and the goals and objectives of the proposed project.

### **B.3. Economic development needs**

Except for grants to fund developing, updating or refining a CEDS as described in 13 C.F.R. § 303.7, the region in which Public Works or Economic Adjustment projects will be located must have a CEDS with which the project is consistent.

#### **B.3.a. Does the region in which the project will be located have a Comprehensive Economic Development Strategy (CEDS)?**

If Yes, what is the source? *Note: If you are unsure if your region has a CEDS, please contact your local District Organization. In areas without a District Organization, CEDS may also be obtained at the City, County, or State level.*

If No, then please check one of the indicated options:

B.3.a.i. There is an alternate strategic planning document that will govern this investment. Please identify the strategy and provide a copy of this planning document, either by attaching the document to this application or submitting a hard copy.

B.3.a.ii. This investment is to create a strategy plan to develop, update or refine a CEDS. Please explain how the strategy will expand the capacity of public officials and economic development organizations to work effectively with employers and enable the region to plan and coordinate the use of available resources to support economic recovery and the development of a regional economy and/or develop innovative approaches to economic revitalization in the region.

B.3.b. Briefly describe the economic conditions of the region described in B.1, as well as the economic adjustment problems or economic dislocations the region has experienced (or is about to experience) and the regional impact of these conditions. How does the project address the economic development needs of the region and the goals and objectives of the CEDS for the region or the alternate strategic planning document described in section b below? See 13 C.F.R. part 303.

### **B.4. Applicant's capability**

Briefly describe the applicant's capability to administer, implement, and maintain the project.

### **B.5. List and describe strategic partners and organizations to be engaged in this project**

Describe existing regional partnerships (if any) that are directly engaged in supporting the proposed project, including a discussion of the extent of participation of government agencies, private sector interests, education providers, non-profits, community and labor groups, workforce boards, utilities, etc.

### **B.6. Describe the investment (project) impact and fit with EDA funding priorities**

Concisely document how the proposed project aligns with one or more of EDA's investment priorities. Applicants that propose projects that do not align with EDA's investment priorities will not be as competitive as those that do. Applicants are strongly encouraged to review EDA's investment priorities, as outlined in the applicable Notice of Funding Opportunity (NOFO) announcement on [www.Grants.gov](http://www.Grants.gov).

### **B.7. Proposed time schedule for the project**

Provide a proposed time schedule for completion of the project, including when (month/year) the project will begin and end. Explain any potential issues that could affect project implementation.

#### **B.8. Economic impacts of the project**

Provide a clear and compelling justification for the long-term potential economic impact of the proposed project, through anticipated job creation or retention, private investment leveraging, number of businesses or collaborations supported, or other appropriate measures. All job and private investment estimates should reflect the anticipated impact within nine years of the potential EDA investment. Applicants must attach letters of commitment from any identified beneficiaries.

For all other measures, applicants should clearly identify the expected time frame. In all cases, applicants must document the benefit and provide third-party data or information available to support these claims.

#### **B.9. Beneficiaries of the project**

If applicants have identified specific private sector employers that are expected to create and/or save jobs as a result of the project, applicants should list those beneficiaries in the table provided. All job and private investment estimates should reflect the anticipated impact within nine years of the potential EDA investment.

**NAICS Code:** The NAICS code for the major industry category of the beneficiary company (see [www.naics.com](http://www.naics.com) for a searchable list).

**Jobs Created:** The number of jobs that the company expects to create as a result of the project.

**Jobs Retained:** The number of jobs that the company expects to retain as a result of the project.

**Private Investment:** The amount of private investment that the company expects to make in its business/ community as a result of the project.

Form ED-900B must be completed by each beneficiary that expects to create and/or save fifteen or more jobs as a result of the project.

#### **B.10. Non-EDA funding for the project**

Select the appropriate response to each question. Applicants should identify the source, nature and amount of all non-EDA funds, including in-kind contributions (non-cash contributions of space, equipment, services, or assumptions of debt). Explain the status of all funding commitments, including the date the funds will be available from each source, and describe any conditions or restrictions on the use of such funds. If in-kind contributions are included, explain the basis on which they are valued. If so, please describe the source, amount and any terms and conditions of the funding, and when the funding will be available for use by the applicant. Please attach evidence of commitment from all funding sources. For example, if bonds are contemplated as match, counsel opinion of the applicant's bonding authority and eligibility of the bonds for use as match, along with full disclosure of the type of bonds and the schedule of the applicant's intended bond issue, are required.

#### **B.11. Justification for sole source procurement**

Select the appropriate response to each question.

#### **B.12. Equipment**

Select the appropriate response to each question.

## C. Regional Eligibility

Public Works and Economic Adjustment Assistance projects must satisfy regional eligibility requirements (see NOFO for more details). This section will assist EDA in determining if the proposed project satisfies these eligibility requirements.

Planning and Technical Assistance applications: although meeting specific distress criteria is not a prerequisite for funding under these programs, the economic distress level of the region impacted by a project serves as the basis for establishing the EDA share of the total cost of the project and can inform competitiveness.

Please answer all questions completely and accurately and attach explanations and supporting documentation where applicable.

### C.1. Region

Clearly define the area/region that is the basis for your claim of eligibility.

### C.2. Economic Distress

Check all that apply in establishing regional eligibility (see NOFO for more details):

**C.2.A. Unemployment rate:** The project is located in a region that has an unemployment rate that is, for the most recent 24-month period for which data are available, at least one percentage point above the national unemployment rate.

**C.2.B. Per capita income:** The project is located in a region that has a per capita income that is, for the most recent period for which data are available, 80 percent or less of the national average per capita income.

**C.2.C. Special need:** The project is located in a region that has experienced or is about to experience a "Special Need" (as defined in 13 C.F.R. § 300.3) arising from actual or threatened severe unemployment or economic adjustment problems resulting from severe short-term or long-term changes in economic conditions, including: Substantial out-migration or population loss; Underemployment, that is, employment of workers at less than full-time or at less skilled tasks than their training or abilities permit; Military base closure or realignment, defense contractor reductions-in-force, or U.S. Department of Energy defense-related funding reductions; Natural or other major disasters or emergencies; Extraordinary depletion of natural resources; Closing or restructuring of an industrial firm or loss of other major employer; Negative effects of changing trade patterns; or other circumstances set forth in the applicable NOFO.

### C.3. Substantial Direct Benefit

A project located within an Economic Development District (EDD) that is located in a region that does not meet the economic distress criteria set forth in section C.2 above, is also eligible for EDA investment assistance if EDA determines that the project will be of "substantial direct benefit" to a geographic area within the EDD that meets the distress criteria set forth in question C.2 above by providing significant employment opportunities for unemployed, underemployed, or low-income residents of the distressed geographic area within the EDD. If applicable, identify the EDD in which the proposed project will be located, as well as the geographic area within the EDD that meets the economic distress criteria detailed in section C.2., and explain how the proposed project will provide a substantial direct benefit to this geographic area within the EDD. (See NOFO for more details.)

### C.4. Source of data provided for regional eligibility determination

Check the appropriate box denoting what data source you used to establish eligibility. Please attach data used to establish eligibility.

## **D. Budget and Staffing**

To be completed by applicants for non-construction assistance only

### **D.1. Budget justification**

Provide a clear budget justification that identifies how funds in each line item of the budget will be utilized to support the proposed project. Explain the proposed use of any amounts budgeted for "Equipment," "Contractual," or "Other," if any, on Form SF-424A, Budget Information - Non-Construction Programs.

### **D.2. Indirect costs**

Explain the types of indirect costs, if any, on Form SF-424A. If there are any indirect costs, please submit a copy of the current Indirect Cost Rate Agreement that your organization has with its cognizant Federal agency. Alternatively, applicants must provide supplemental documentation such as: a certificate of indirect costs and acknowledgment letter from the cognizant agency, a cost allocation plan, an indirect cost rate proposal and/or other acceptable documents under Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards (Uniform Guidance) as set forth in 2 C.F.R. part 200 or relevant procurement regulations.

### **D.3. Key applicant staff**

Identify key applicant staff who will undertake and complete project activities. Include a description of the knowledge, organizational experience, and expertise of individual staff members. In addition, explain how organizational resources will be used to complete project activities. For National Technical Assistance, Training and Research and Evaluation projects, specify which positions will be charged to the federal and non-federal portion of the project budget.

## **E. Administrative Requirements**

### **E.1. Civil rights**

Select the appropriate response, providing an explanation if "no."

### **E.2. Lobbying certifications**

All applicants for federal financial assistance must certify that federal funds have not been used and will not be used for lobbying in connection with this request for federal financial assistance (Form CD-511). If non-federal funds have been or are planned to be used for lobbying in connection with this request for federal financial assistance, Form SF-LLL also must be completed. Applicants must comply with 13 C.F.R. § 302.10 regarding attorneys' and consultants' fees and the employment of expeditors. This regulation requires that applicants identify and disclose the amount of fees paid to anyone engaged to assist the applicant in obtaining assistance under the Public Works and Economic Development Act of 1965 (PWEDA), as amended.

### **E.3. Compliance with Executive Order 12372, State Single Point of Contact (SPOC)**

Select the appropriate response to each question, please attach any comments that have been received. If the comment period has not yet expired or comments were not received, attach evidence of your request for comments.

### **E.4. Single Audit Act Requirement**

Select the appropriate response to each question.

## **F. Requirements for Non-Governmental Applicants (Excluding Public Universities and Certain District Organizations)**

As indicated, non-governmental applicants must also provide a copy of the requested items, either using the Attachments form that is part of the application package downloaded from [www.Grants.gov](http://www.Grants.gov) or submitting a hard copy. Public Universities and Certain District Organizations may be exempt from this requirement, please contact your Regional Office to determine the requirements applicable to your organization.



## City of Ann Arbor

301 E. Huron St.  
Ann Arbor, MI 48104  
<http://a2gov.legistar.com/Calender.aspx>

### Text File

File Number: 20-0796

**Agenda #** CA-21

**Introduced:** 6/15/2020

**Version:** 1

**Current Status:** Passed

**Matter Type:** Resolution

**Resolution to Approve a Grant Application with the U.S. Economic Development Administration (EDA) Public Works and Economic Adjustment Assistance Program**

The Economic Development Administration's (EDA's) mission is to lead the federal economic development agenda by promoting innovation and competitiveness, preparing American regions for economic growth and success in the worldwide economy. Periodically, the EDA solicits applications from applicants in order to provide investments that support construction, non-construction, planning, technical assistance, and revolving loan fund projects under EDA's Public Works program and EAA program.

The Ann Arbor/Ypsilanti Local Development Finance Authority (LDFA) has a goal to establish a connected high-tech ecosystem with infrastructure. One of its major planned projects is to provide access to a fiber optic network throughout Ann Arbor's downtown district.

The EDA has existing grant funds which could be applied for to establish a backbone route via the Washtenaw Avenue corridor connecting Ann Arbor's Tech Park, downtown Ypsilanti, and the American Center for Mobility. The backbone would benefit businesses along the route and establish an infrastructure to connect and support the SmartZone as an innovation district.

The City of Ann Arbor, the City of Ypsilanti, Washtenaw County, Ypsilanti Charter Township, Pittsfield Charter Township, and SPARK are being approached to be Co-applicants, with SPARK serving as the Lead Applicant and Grant Administrator. The grant application to the EDA under Funding Opportunity number PWEAA2020 will request grant funds of up to \$3,000,000.00.

LDFA Board met on June 5, 2020, to review the grant application proposal. The Board has passed a resolution in support of a project connecting Ann Arbor, Ypsilanti, and the American Center for Mobility by means of fiber-optic infrastructure, approved the submission of a grant application, and approved the use of up to \$600,000.00 of its grants fund budget as a 20% match in support of the grant.

Prepared by: Matthew V. Horning, Interim CFO & Financial Services Area Administrator

Reviewed by: Betsy Blake, Senior Assistant City Attorney

CA-21

File Number: 20-0798

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Approved by: Tom Crawford, Interim City Administrator



File Number: 20-0798

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Resolution to Approve a Grant Application with the U.S. Economic Development Administration (EDA) Public Works and Economic Adjustment Assistance Program

Whereas, The Economic Development Administration's (EDA's) mission is to lead the federal economic development agenda by promoting innovation and competitiveness, preparing American regions for economic growth and success in the worldwide economy;

Whereas, The EDA solicits applications from applicants in order to provide investments that support construction, non-construction, planning, technical assistance, and revolving loan fund projects under EDA's Public Works program and EAA program;

Whereas, The LDFA has a goal to establish a connected high-tech ecosystem with infrastructure;

Whereas, An integral part of this goal is the connection of the Ann Arbor downtown Tech Park with the City of Ypsilanti and the American Center for Mobility;

Whereas, The LDFA Board has passed a resolution in support of a project connecting the City of Ann Arbor, City of Ypsilanti and the American Center for Mobility with a fiber optic network, approved the submission of a grant application, and approved the use of up to \$600,000.00 of its grants fund budget as a 20% match in support of the grant at its June 5, 2020 meeting;

Whereas, The Ann Arbor/Ypsilanti SmartZone has authorized a match of \$600,000 to construct the Ann Arbor-Ypsilanti Fiber and Conduit Network Backbone which will be used as a matching grant funds that are a cash match that is readily available and unencumbered;

Whereas, The City of Ann Arbor, the City of Ypsilanti, Washtenaw County, Ypsilanti Charter Township, Pittsfield Charter Township, and SPARK will likely be Co-applicants with SPARK serving as the Lead Applicant and Grant Administrator; and

Whereas, The LDFA and Co-applicants desire to submit a grant application to the EDA under Funding Opportunity number PWEAA2020 requesting grant funds of up to \$3,000,000.00;

RESOLVED, City Council supports the EDA Grant Application under Funding Opportunity number PWEAA2020 requesting grant funds of up to \$3,000,000.00 on behalf of The City of Ann Arbor; and

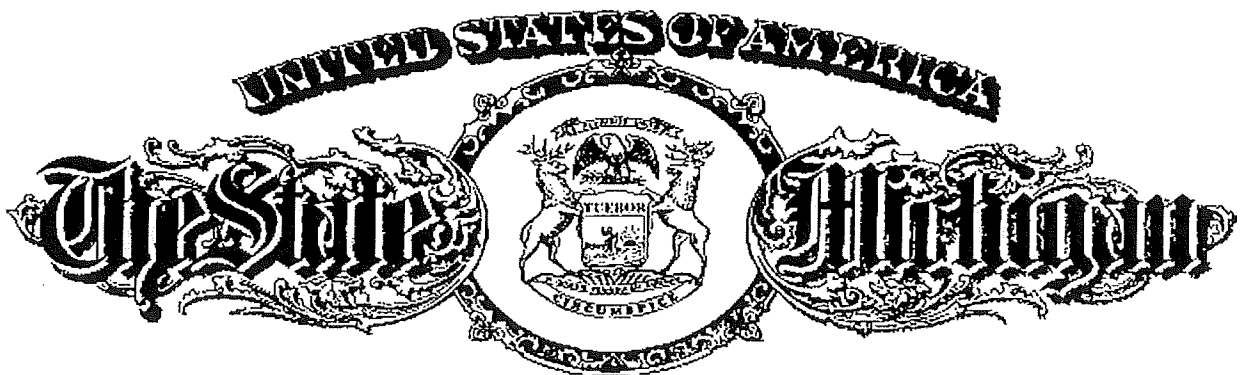
RESOLVED, That the City Administrator is the authorized representative on behalf of the EDA Grant, and is authorized to sign any and all documentation related to the application

CA-21

File Number: 20-0788

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for the grant.



Department of Licensing and Regulatory Affairs

Lansing, Michigan

*This is to Certify That*

**ANN ARBOR SPARK**

*was validly incorporated on November 29, 1982 as a Michigan nonprofit corporation, and said corporation is validly in existence under the laws of this state.*

*This certificate is issued pursuant to the provisions of 1982 PA 162 to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to conduct affairs in Michigan and for no other purpose.*

*This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.*



Sent by electronic transmission

Certificate Number: 20061405820

*In testimony whereof, I have hereunto set my hand,  
in the City of Lansing, this 10th day of June, 2020.*

*Linda Clegg*

Linda Clegg, Interim Director

Corporations, Securities & Commercial Licensing Bureau

Verify this certificate at: URL to eCertificate Verification Search <http://www.michigan.gov/corpverifycertificate>.

**The following attachment is not included in the view since it is not a read-only PDF file.**

**Upon submission, this file will be transmitted to the Grantor without any data loss.**

**AAS Articles of Incorporation and Bylaws.pdf**

# ANN ARBOR SPARK

August 6, 2020

Lee Shirey  
U.S. Department of Commerce  
1401 Constitution Ave. NW, Ste. 71014  
Washington, DC 20230

Dear Mr. Shirey:

We are excited to submit our application for the U.S. Economic Development Administration (EDA) Public Works and Economic Adjustment Assistance Program.

Section 6.04 of the Third Amended and Restated Bylaws of Ann Arbor SPARK authorizes me as President and Chief Executive Officer to sign all certificates, contracts, instruments, papers and documents of every conceivable kind and character whatsoever in the name of and on behalf of the corporation and charge me with the responsibility for the general supervision and management of the business and the affairs of the corporation.

In that capacity, I authorize Liz Perpich, Ann Arbor SPARK's Director of Finance and Administration, to sign the EDA grant application on behalf of SPARK. Ms. Perpich is a direct report to me, as President and CEO, and has delegated signature authority to sign documents when necessary on behalf of the President and Chief Executive Officer. It is the normal practice of Ann Arbor SPARK for the President and Chief Executive Officer or his designees to sign grant applications on behalf of the organization.

I would like to extend that authority to allow Ms. Perpich to submit the application on behalf of Ann Arbor SPARK and carry out all administrative duties associated with the award.

Please let me know if you have any questions.

Sincerely,

  
Paul Krutko  
President/CEO

board of directors  
David Parsigian (Chair)  
Horngren Miller Schwartz and Conn LLP  
David Ruse (Vice Chair)  
OTE Energy  
David Stodgema (Treasurer)  
Lake Trust Credit Union  
Dr. Rose Beldars (Secretary)  
Vishwanath Corporation (Vice Chair)  
Cynthia Wilbanks (Past Chair)  
University of Michigan  
Rob Gossling  
Terry Hays Michigan  
Rick DeVito  
PNC  
Bentl Grille  
Gulch Realty  
Paul Krutko  
Ann Arbor SPARK  
Bhushan Kulkarni  
GCI Energy, Inc.  
Trevor Lusk  
OTE Energy and OTE Energy  
Jonathan S. Newbold  
BAM Watson Group  
Mark Schmitt  
University of Michigan  
Richard B. Sheldis  
Merck Innovations LLC  
James M. Smith, Ph.D.  
Eastern Michigan University  
Chris Taylor  
City of Ann Arbor  
  
advisors (the committee)  
David Parsigian (Chair)  
Horngren Miller Schwartz and Conn LLP  
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Vishwanath County  
Mark Farmer  
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Tallmadge Ford  
University of Michigan Credit Union  
Lough R. Gorden  
Eastern Michigan University  
Marilyn Green, Ph.D.  
Piquette Charter Township  
All Housing  
Oxford Companies  
Brian Kelly  
Entrepreneur in Residence  
Paul Krutko  
Ann Arbor SPARK  
Mark LaRocca, MD, MBA  
FA  
Lori Lawton  
HETECOUT  
Timothy G. Marshall  
Bank of Ann Arbor  
Jason Morgan  
Vanderbilt County  
Vanderbilt County  
Consumer Energy  
Jesse Ray  
Mike Tard Bar  
Paul Thoney  
Eastern Michigan  
Ann Marie Eastley  
Angela  
Kelly Benton  
UM Office of Tech Transfer  
Christine Slay  
Adrian  
Brenda Gumbo  
Ypsilanti Township  
Mazzy Gonzalez  
Howe Engineering LLC  
Michigan Tech Center  
University of Michigan  
James Wickham  
Township of Huron  
Robert Young  
Toyota Technical Center

## k

U.S. DEPARTMENT OF COMMERCE (REV. 6-17)		<input checked="" type="checkbox"/> Grant <input type="checkbox"/> Cooperative Agreement																
FINANCIAL ASSISTANCE AWARD		FEDERAL AWARD ID NUMBER DE-79-06180 - IRI: 110132																
RECIPIENT NAME Ann Arbor Spinel STREET ADDRESS 330 East Liberty Street; Lower Level CITY, STATE, ZIP CODE		PERIOD OF PERFORMANCE 34 Months from Date of Award FEDERAL SHARE OF COST \$2,400,000																
Ann Arbor, MI 48104-2274 RECIPIENT NAME City of Ann Arbor STREET ADDRESS 301 East Huron Street CITY, STATE, ZIP CODE		RECIPIENT SHARE OF COST \$500,000 TOTAL ESTIMATED COST \$3,000,000																
Ann Arbor, MI 48107-0647 RECIPIENT NAME City of Ypsanti STREET ADDRESS 1 Huron Street CITY, STATE, ZIP CODE Ypsanti, MI 48197 AUTHORITY																		
Public Works and Economic Development Act of 1965, as amended (42 U.S.C. § 3121 et seq.) PROGRAM AND PROJECT TITLE 11.307 Economic Development Adjustment Assistance - CARES Act Supplemental Ann Arbor-Ypsanti Broadband Consult Project																		
This Award Document (Form CD-450) signed by the Grants Officer constitutes an obligation of Federal funding. By signing this Form CD-450, the Recipient agrees to comply with the Award provisions checked below and attached. Upon acceptance by the Recipient, the Form CD-450 must be signed by an authorized representative of the Recipient and returned to the Grants Officer. If not signed and returned without modification by the Recipient within 30 days of receipt, the Grants Officer may unilaterally withdraw this Award offer and de-obligate the funds.																		
<input type="checkbox"/> DEPARTMENT OF COMMERCE FINANCIAL ASSISTANCE STANDARD TERMS AND CONDITIONS (NOV. 2020) <input type="checkbox"/> R & D AWARD <input type="checkbox"/> FEDERAL-WIDE RESEARCH TERMS AND CONDITIONS, AS ADOPTED BY THE DEPT. OF COMMERCE <input checked="" type="checkbox"/> SPECIAL AWARD CONDITIONS <input checked="" type="checkbox"/> LINE ITEM BUDGET <input checked="" type="checkbox"/> 2 CFR PART 201, UNIFORM ADMINISTRATIVE REQUIREMENTS, COST PRINCIPLES AND AUDIT REQUIREMENTS AS ADOPTED PURSUANT TO 2 CFR § 1327.101 <input type="checkbox"/> 48 CFR PART 31, CONTRACT COST PRINCIPLES AND PROCEDURES <input type="checkbox"/> MULTI-YEAR AWARD: PLEASE SEE THE MULTI-YEAR SPECIAL AWARD CONDITION. <input checked="" type="checkbox"/> Other(s) <div style="margin-left: 20px;">           1. EDA Standard Terms and Conditions for Construction Projects (March 2021)            2. 13 CFR Chapter III            3. GPRA Data Collection Form            4. SF-429 Real Property Reporting Requirements            5. OIG Fraud Awareness Training FY20         </div>																		
SIGNATURE OF DEPARTMENT OF COMMERCE GRANTS OFFICER																		
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