

**Memorandum of Understanding  
between  
MidWest Fiber Networks, LLC  
and  
Wisconsin Department of Transportation**

**1. Introduction**

The purpose of this Memorandum of Understanding is to identify and define understandings concerning fiber optic facilities MidWest Fiber Networks, LLC ("MWFN") and Wisconsin Department of Transportation ("WisDOT") will exchange, and to define a cost sharing agreement for a fiber optic construction project to be jointly undertaken by the WisDOT and MWFN.

**2. Interconnection Agreements**

Refer to drawings titled "MWFN – WisDOT Fiber Agreement".

**MWFN – WISDOT Fiber Exchange**

- WisDOT will provide MWFN eight (8) SM fibers in an existing WisDOT 72 count cable and conduit running from WisDOT's handhole located at the intersection of I-94 and 27<sup>th</sup> Street to W. Watertown Plank Road and USH 45 intersection. WisDOT will also provide four (4) SM fibers in an existing WisDOT 72 count cable and conduit from Hut # 5 located at the intersection of USH 45 and Bluemound Road to the intersection of USH 94 and Sunnyslope Road. The approximate length of this fiber run is 8.1 miles. WISDOT will provide MWFN access to the fibers at the handhole locations specified above.(See Dwg 1)
- MWFN will provide WisDOT four (4) SM fibers in an existing MWFN cable from the Milwaukee Metropolitan Sewer District (MMSD) on E.Jones Street to six (6) cameras on or near Lake Parkway from the MMSD to E. Bay Street back to WisDOT's fiber on I-43. Two fibers will be used for connection to MMSD. Two fibers will be used for Camera's xx,xx,and xxs. This will be a folded ring design and all cameras will be daisy-chained. The approximate length of this fiber run is 2.35 miles.(See Dwg 2)

**3. Installation Dates**

Construction is to be completed by August 3, 2007.

**4. Maintenance**

- WISDOT will be responsible for maintenance of the fiber cable it is installing, and for existing WISDOT fiber being made available for MWFN for the purposes of this agreement.
- MWFN will be responsible for maintenance of fiber it installs as part of this agreement and for existing MWFN fiber being made available for WisDOT for the purposes of this agreement. .
- Each Organization will be responsible for the maintenance of its own equipment necessary to operate the fiber.

**5. Charges**

There will be no additional charges for use of the WISDOT provided fiber facilities described in Section 2 of this Agreement.

**6. Term of Agreement**

The Term of the MOU is 20 years, commencing from the date the MOU is executed.

**7. Service Level**

MWFN fiber will be monitored 24x7 by iNOC, WisDOT's Network Monitoring & Repair Center (NMRC) vendor (888-234-6858). Should the NMRC witness a loss of connectivity, the NMRC will contact MWFN @ 866-831-1661 to resolve the problem. MWFN may independently have their Network

Operations Center for any necessary repairs, should a reduced network problem resolution response time be required. WisDOT's State Traffic Operations Center (STOC) should also be contacted @ 414-227-2142.

**8. Dispute Resolution**

In the event that a dispute arises between the two organizations regarding the use of fiber or conduit, the parties agree to meet on a regular basis until the dispute is resolved.

**9. Warranty of Authority**

The signatories hereto warrant that they have full authority to enter into this Memorandum of Understanding and make it binding on the parties hereto without further action or approval. The effective date of this Lease Amendment shall be the date that the agreement has been signed by both parties.

**10. Held Harmless**

WisDOT will be held harmless for any service outages or interruption to MWFN's fiber that is in WisDOT's conduit or R/W.

IN WITNESS WHEREOF, the parties have caused this Memorandum of Understanding to be executed in duplicate by their duly authorized and empowered officers or representatives:

**Wisconsin Department of Transportation**

**MWFN,LLC**

By: *David Clith*

By: *[Signature]*

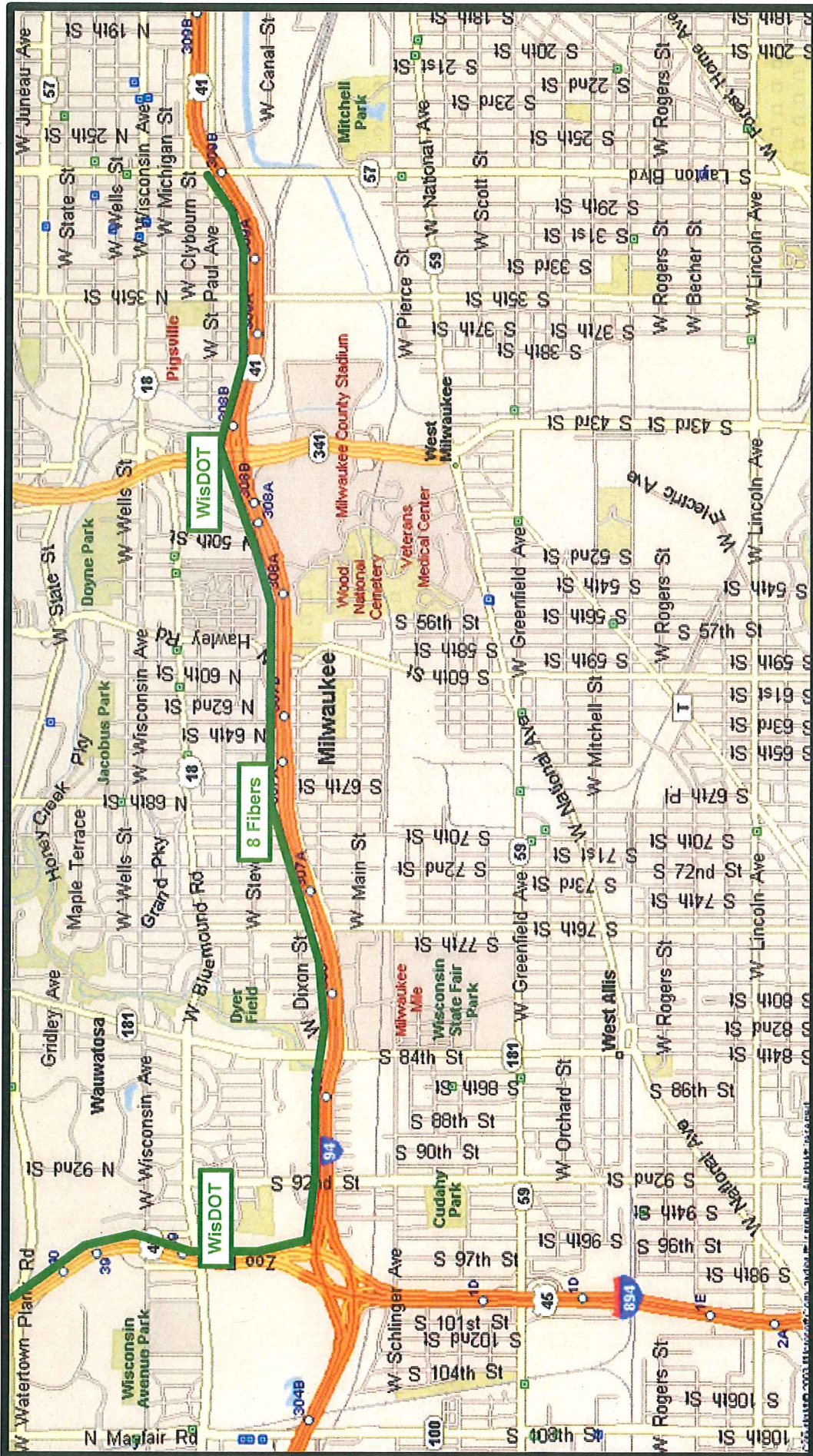
Title: *Director, Bureau of Highway Operations*

Title: *Partner*

Date: *7-20-07*

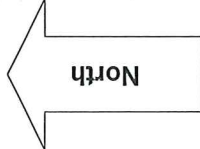
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# WisDOT MWFS MOU Fiber



Legend

WisDOT Fiber

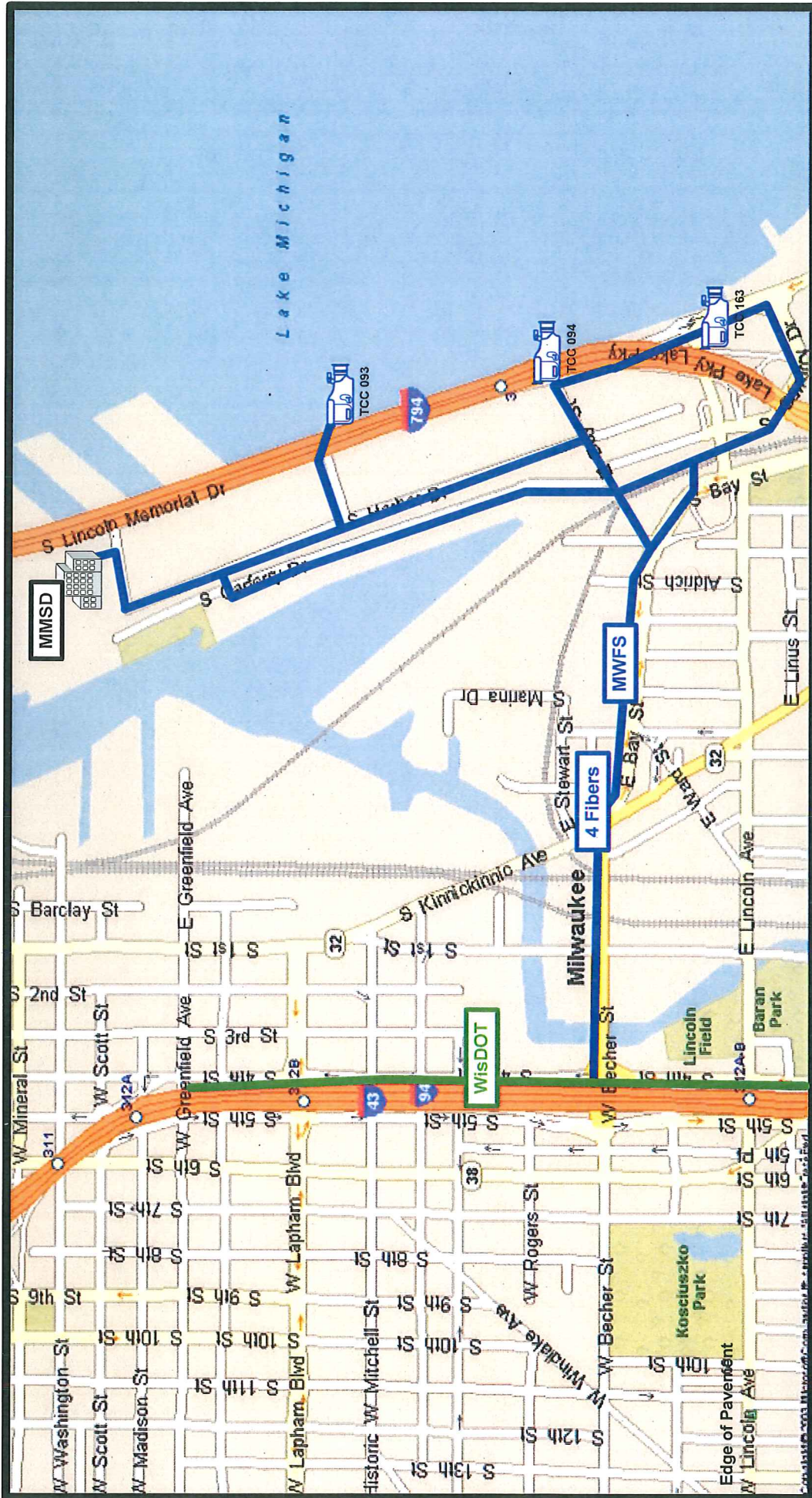




Dwg 1 of 2

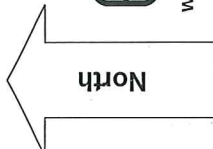
CLNet

Revised 5-30-2007

# WisDOT MWFS MOU Fiber



- Legend**
-  Traffic Camera  
TCC 040
  -  MWFS Fiber
  -  WisDOT Fiber



Dwg 2 of 2  
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Revised 5-30-2007

EOP