

# **PROJECT CHARTER**

*of*

## **The Hub Express System**

*As citizens and an enterprise lawfully conducting business in the Commonwealth, we hereby reaffirm our commitment to closing the digital divide and ensuring digital equity for all. Information wants to be free, and in recognizing the power of telecommunications in bringing people and communities together for the advancement of our society, we are determined to promote more accessible, open and free internet as private citizens and industry professionals working in the expansion of internet infrastructure in our Commonwealth. We therefore agree to the following principles in an undertaking contemplated under this Project Charter of the Hub Express System:*

### **Section 1**

The network interconnection and internet peering ecosystem in Boston have been plagued by the lack of competition in their supporting infrastructures, resulting in prolonged delays in new investments and adding inefficiencies to the routing of internet traffic. We therefore agree to embark upon a lawful undertaking to operate a new multi-cable, multi-conduit fiber optic transmission system dedicated to promoting interconnection freedom, accessibility, network neutrality, digital equality, freedom of enterprise and freedom of expression for all.

### **Section 2**

In promoting accessible infrastructure for broadband investments in our Commonwealth, we will lead the industry in implementing Dig Once practices, enabling future providers to more easily and cheaply install their networks in underground facilities operated by this Charter's undertaking. We will lawfully comply and work with requirements of each authority having jurisdiction to coordinate construction with other companies to minimize future disruptions upon public ways. If an authority does not require us to coordinate construction with other companies, we will then strive to exercise the latest best practices in joint building as adopted by the utility industry. We will notify and work with other interested providers to ensure that they have the opportunity to use the infrastructure we construct in this undertaking.

### **Section 3**

The Telecommunications Act of 1996 enacted by the 104th United States Congress is a pivotal law in granting opportunity to everyday citizens like ourselves to form enterprise to build communications infrastructure. The Act underscores that even in industries facing high barriers to entry such as telecommunications, free enterprise remains the bedrock of a prosperous American society, enabling economic growth, job creation, and the betterment of people's lives. We affirm our commitment to and support of the intent of this Act and will ensure compliance by this Charter's undertaking in all applicable laws of the United States of America and our Commonwealth.

#### **Section 4**

To ensure that fair access to facilities operated by this undertaking is provided on a competitively neutral and nondiscriminatory basis, we will form a subsidiary of our corporation who is dedicated to neutrally administering the facilities of this undertaking which fall under the authority of this Charter.

#### **Section 5**

We will form a network siting policy board to exercise high-level oversight in our Charter's undertaking of capital projects. The network siting policy board will have the authority to oversee the design, engineering and budget of any capital project contemplated by this undertaking, and will consist of at least one executive officer of our corporation and advisors so duly elected by our corporation's board of directors.

#### **Section 6**

In the event of a dispute arising in operations or implementation of a capital project, the network siting policy board will meet to amicably seek to resolve such disputes. The administrator of this undertaking as established in Section 4, may act as a neutral liaison and provide research and recommendations to the network siting policy board. If the dispute cannot be resolved effectively or may expose our corporation to a sanction or legal liability, the matter will then be deferred to our corporation's board of directors.

#### **Section 7**

This Charter may be amended from time to time by the board of directors of our corporation.

## Board Resolution

At the meeting of the Directors of the **TOWARDEX Technologies International, Inc.** duly called and held at 1 Marina Park Drive, Boston, Massachusetts on this 24<sup>th</sup> day of September 2021 at which a quorum was present and acting, it was VOTED that:

**WHEREAS**, the Corporation is embarking upon the development of a certain high-speed route for fiber optic communications to interconnect key internet infrastructure facilities in the Boston metropolitan region, and this development shall be named the Hub Express System;

**WHEREAS**, the proposed Project Charter of the Hub Express System has been recommended for adoption by the President and Chief Executive Officer and the Treasurer of the Corporation;

**NOW, THEREFORE, BE IT RESOLVED**, that the Board of Directors finds this proposed Project Charter of the Hub Express System (the "Charter") adequate and sufficient to perform the Corporation's proposed undertaking hereunder;

**FURTHER RESOLVED**, that the Board of Directors finds that the proposed Charter does not impact the Corporation's ongoing development of its environmental, social and governance goals;

**FURTHER RESOLVED**, that the Board of Directors hereby authorizes appointment of the Corporation's wholly-owned subsidiary TWDX Infrastructure, LLC, as the Joint Trench Administrator of the Hub Express System pursuant to Section 4 of its Charter;

**FURTHER RESOLVED**, that the Board of Directors hereby appoints Gavin Rowe Schoch as the General Manager of the Joint Trench Administrator;

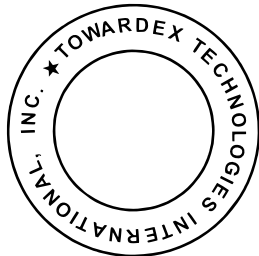
**FURTHER RESOLVED**, that this Board of Directors establishes Network Siting Policy Board of the Hub Express System pursuant to Section 5 of its Charter and hereby delegates, authorizes, and empowers the Network Siting Policy Board to oversee the management of capital projects for the Hub Express System, **PROVIDED HOWEVER**, that this Board of Directors shall have the final authority in approval, oversight and revocation of all budgets and capital expenditure activities of this Corporation, including those for the Hub Express System, and that capital budget for each activity under the Charter must be approved by this Board of Directors.

**FINALLY RESOLVED**, that the Board of Directors hereby ratifies, confirms and approves the Charter and authorizes the establishment of the Hub Express System and its operations in accordance with the Charter.


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**Board Resolution 564** establishing the Hub Express System.

**Attest:**



As adopted on this 24<sup>th</sup> day of September in the year of our Lord, two thousand twenty-one by the Board of Directors of the Corporation,



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(Clerk) (Secretary) of the Corporation

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