

Morgan Lewis

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April 1, 2019

Via Overnight Courier

Carlotta S. Stauffer, Commission Clerk
Florida Public Service Commission
Gerald Gunter Building
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399

REDACTED

Re: Hudson Fiber Network Inc.'s Application for Authority to Provide Telecommunications Service Within the State of Florida

Dear Ms. Stauffer:

On behalf of Hudson Fiber Network Inc. ("Applicant"), enclosed for filing is an original and one (1) copy of an Application for Authority to Provide Local Exchange Telecommunications Services within the State of Florida. Also enclosed is a check in the amount of \$500.00 to cover the requisite filing fee.

Pursuant to Sections 364.183(1) and 364.183(3), Florida Statutes, Applicant respectfully requests confidential treatment for the confidential and proprietary information included as *confidential Exhibit C* of the Application. Pursuant to Rule 25-22.006(5), Florida Administrative Code, one (1) highlighted copy of *confidential Exhibit C* has been submitted under seal. In addition, two (2) redacted copies of *confidential Exhibit C* are enclosed.

Please date-stamp the extra copy of this filing and return it in the envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,



Ronald W. Del Sesto, Jr.
Stephany Fan

Counsel for Hudson Fiber Network Inc.

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FLORIDA PUBLIC SERVICE COMMISSION

OFFICE OF INDUSTRY DEVELOPMENT AND MARKET ANALYSIS

APPLICATION FOR ORIGINAL AUTHORITY OR TRANSFER OF AUTHORITY TO PROVIDE TELECOMMUNICATIONS SERVICE IN THE STATE OF FLORIDA

INSTRUCTIONS

This form should be used as the application for an original certificate and transfer of an existing certificate (from a Florida certificated company to a non-certificated company). In the case of a transfer, the information shall be provided by the transferee. If you have other questions about completing the form, call **(850) 413-6600**.

Print or type all responses to each item requested in the application. If an item is not applicable, please explain. All questions must be answered. If unable to answer the question in the allotted space, please continue on a separate sheet.

Once completed, submit the **original and one copy** of this form along with a **non-refundable** fee of **\$500.00** to:

**Florida Public Service Commission
Office of Commission Clerk
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6770**

APPLICATION

This is an application for (check one):

Original certificate (new company)

Approval of transfer of existing certificate: Example, a non-certificated company purchases an existing company and desires to retain the original certificate rather than apply for a new certificate.

Please provide the following:

1. Full name of company, including fictitious name(s), that must match identically with name(s) on file with the Florida Department of State, Division of Corporations registration:

Hudson Fiber Network Inc. ("HFN" or "Applicant")

The Florida Secretary of State corporate registration number:

See Exhibit A for Applicant's Certificate of Authority to Transact Business in Florida. The Division of Corporations assigned Applicant the following Document Number: F17000002285.

2. F.E.I. Number: **26-2552717**

3. Structure of organization:

The company will be operating as a:
(Check all that apply):

- | | | | |
|-------------------------------------|---------------------------|--------------------------|------------------------------|
| <input checked="" type="checkbox"/> | Corporation | <input type="checkbox"/> | General Partnership |
| <input type="checkbox"/> | Foreign Corporation | <input type="checkbox"/> | Foreign Partnership |
| <input type="checkbox"/> | Limited Liability Company | <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Sole Proprietorship | <input type="checkbox"/> | Other, please specify below: |

If a partnership, provide a copy of the partnership agreement.

If a foreign limited partnership, proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS). The Florida registration number is: **N/A. Applicant's Florida registration number is F17000002285.**

4. Who will serve as point of contact to the Commission in regard to the following?

(a) This application:

Name: **Ronald W. Del Sesto, Jr. and Stephany Fan**
Title: **Outside Counsel at Morgan, Lewis & Bockius LLP**
Street Address: **1111 Pennsylvania Avenue, N.W.**
Post Office Box:
City: **Washington**
State: **DC**
Zip: **20004**
Telephone No.: **202-739-3000**
Fax No.: **202-739-3001**
E-Mail Address: **ronald.delsesto@morganlewis.com**
stephany.fan@morganlewis.com

(b) Ongoing operations of the company:

(This company liaison will be the point of contact for FPSC correspondence. This point of contact can be updated if a change is necessary but this must be completed at the time the application is filed).

Name: **Brian Kirk**
Title: **Deputy General Counsel**
Street Address: **3030 Warrenville Rd., Suite 340**
Post Office Box:
City: **Lisle**
State: **Illinois**
Zip: **60532**
Telephone No.: **630-505-3800**
Fax No.:
E-Mail Address: **compliance.util@extenetsystems.com**
Company Homepage: **www.extenetsystems.com**

(c) Optional secondary point of contact or liaison:

(This point of contact will not receive FPSC correspondence but will be on file with the FPSC).

Name: _____
Title: _____
Street Address: _____
Post Office Box: _____
City: _____
State: _____
Zip: _____
Telephone No.: _____
Fax No.: _____
E-Mail Address: _____

5. Physical address for the applicant that will do business in Florida:

Street address: **3030 Warrenville Rd., Suite 340**

City: **Lisle**

State: **Illinois**

Zip: **60532**

Telephone No.: **630-505-3800**

Fax No.:

E-Mail Address: **compliance.util@extenetsystems.com**

6. List the state(s), and accompanying docket number(s), in which the applicant has:

(a) **operated as a telecommunications company. HFN has operated as a telecommunications company in Illinois, New Jersey, and New York.**

(b) **applications pending to be certificated as a telecommunications company. At this time, Applicant does not have any telecommunications certificate applications pending. Applicant plans to apply for certification in the following states: California, Connecticut, the District of Columbia, Florida, Georgia, Illinois, Indiana, Kentucky, Louisiana, Massachusetts, Maryland Michigan, Minnesota, Missouri, New Jersey, Nevada, New York, North Carolina, Ohio, Oklahoma, Pennsylvania, Rhode Island, Tennessee, Utah, Virginia, Washington, and Wisconsin.**

(c) **been certificated to operate as a telecommunications company. Applicant has been certified to operate as a telecommunications company in Illinois, New Jersey, and New York.**

(d) **been denied authority to operate as a telecommunications company and the circumstances involved. Applicant has not been denied requested certification in any jurisdiction, nor has any authority been permanently revoked by any authority.**

(e) **had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved. To management's knowledge, Applicant has not incurred any regulatory penalties for violations of telecommunications statutes.**

(f) **been involved in civil court proceedings with another telecommunications entity, and the circumstances involved. Applicant has not been involved in civil court proceedings with another telecommunications entity.**

7. The following questions pertain to the officers and directors. Have any been:

(a) **adjudged bankrupt, mentally incompetent (and not had his or her competency**

restored), or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings? Yes No

If yes, provide explanation.

(b) granted or denied a certificate in the State of Florida (this includes active and canceled certificates)? Granted Denied Neither

The officers and directors of HFN have not themselves sought a certificate in Florida.

If granted provide explanation and list the certificate holder and certificate number.

If denied provide explanation.

(c) an officer, director, and partner in any other Florida certificated telecommunications company? Yes No

If yes, give name of company and relationship. If no longer associated with company, give reason why not.

The corporate officers and directors of HFN are also corporate officer and directors of its indirect parent company, ExteNet System, Inc. ("ESI"), which holds Certificate No. 8626, and ESI's indirect subsidiary ExteNet Asset Entity, LLC ("EAE"), which has a pending application for a certificate in Docket No. 20190046. Before joining ESI, certain corporate officers were officers for other companies that may have held certificates in Florida, including but not limited to American Fiber Systems, NextG Networks, and Zayo Group.

8. Florida Statute 364.335(1)(a) requires a company seeking a certificate of authority to demonstrate its managerial, technical, and financial ability to provide telecommunications service.

Note: *It is the applicant's burden to demonstrate that it possesses adequate managerial ability, technical ability, and financial ability. Additional supporting information may be supplied at the discretion of the applicant. For the purposes of this application, financial statements MUST contain the balance sheet, income statement, and statement of retained earnings.*

- (a) **Managerial ability:** An applicant must provide resumes of employees/officers of the company that would indicate sufficient managerial experiences of each. Please explain if a resume represents an individual that is not employed with the company and provide proof that the individual authorizes the use of the resume. **See Exhibit B.**
- (b) **Technical ability:** An applicant must provide resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance. Please explain if a resume represents an individual that is not employed with the company and provide proof that the individual authorizes the use of the resume. **See Exhibit B.**
- (c) **Financial ability:** An applicant must provide financial statements demonstrating financial ability by submitting a balance sheet, income statement, and retained earnings statement. An applicant that has audited financial statements for the most recent three years must provide those financial statements. If a full three years' historical data is not available, the application must include both historical financial data and pro forma data to supplement. An applicant of a newly established company must provide three years' pro forma data. If the applicant does not have audited financial statements, it must be so stated and signed by either the applicant's chief executive officer or chief financial officer affirming that the financial statements are true and correct.

Given that Applicant does not maintain financial statements separate from the consolidated financial statements of its indirect parent company, ESI, Applicant will rely on the financial statements of ESI to demonstrate Applicant's financial qualifications to operate within Florida. Pursuant to Section 364.183(1), Florida Statutes, the most recent audited consolidated financial statements of ESI are provided as Confidential Exhibit C. The financial statements are confidential and are being filed with a claim of confidentiality pursuant to Rule 25-22.006(5). As shown in the financial statements, Applicant is financially qualified to operate within the State of Florida.

10. Where will you officially designate as your place of publicly publishing your schedule a/k/a tariffs or price lists)? (Tariffs or price lists MUST be publicly published to comply with Florida Statute 364.04).

Florida Public Service Commission - **To be filed before commencing service**

Website – Please provide Website address:

Other – Please provide address: _____

THIS PAGE MUST BE COMPLETED AND SIGNED

REGULATORY ASSESSMENT FEE: I understand that all telecommunications companies must pay a regulatory assessment fee. A minimum annual assessment fee, as defined by the Commission, is required.

RECEIPT AND UNDERSTANDING OF RULES: I understand the Florida Public Service Commission's rules, orders, and laws relating to the provisioning of telecommunications company service in Florida.

APPLICANT ACKNOWLEDGEMENT: By my signature below, I, the undersigned owner or officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical ability, managerial ability, and financial ability to provide telecommunications company service in the State of Florida. I have read the foregoing and declare that, to the best of my knowledge and belief, the information is true and correct. I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules, orders and laws.

Further, I am aware that, pursuant to Chapter 837.06, Florida Statutes, "**Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his or her official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and s. 775.083.**"

I understand that any false statements can result in being denied a certificate of authority in Florida.

COMPANY OWNER OR OFFICER

Print Name: H. Anthony Lehv
Title: Secretary & Senior Vice President
Telephone No.: 630-505-3800
E-Mail Address: compliance.util@extenetsystems.com

Signature:  Date: 3/26/19

CERTIFICATE TRANSFER

As current holder of Florida Public Service Commission Certificate Number _____,
I have reviewed this application and join in the petitioner's request for a transfer of the
certificate.

COMPANY OWNER OR OFFICER

Print Name: _____
Title: _____
Street/Post Office Box: _____
City: _____
State: _____
Zip: _____
Telephone No.: _____
Fax No.: _____
E-Mail Address: _____

Signature: _____ Date: _____

EXHIBITS

- Exhibit A - Authority to Transact Business
- Exhibit B - Managerial and Technical Qualifications
- Exhibit C - Financial Statements
CONFIDENTIAL – Filed With Claim of Confidentiality

Exhibit A

Authority to Transact Business

State of Florida

Department of State

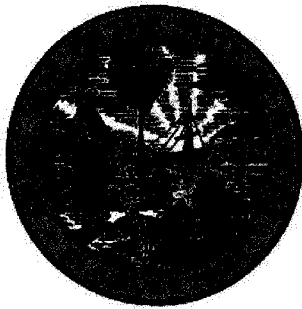
I certify from the records of this office that HUDSON FIBER NETWORK INC is a New Jersey corporation authorized to transact business in the State of Florida, qualified on May 18, 2017.

The document number of this corporation is F17000002285.

I further certify that said corporation has paid all fees due this office through December 31, 2018, that its most recent annual report/uniform business report was filed on January 16, 2018, and that its status is active.

I further certify that said corporation has not filed a Certificate of Withdrawal.

*Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this
the Nineteenth day of March, 2019*



Randy R. Lee
Secretary of State

Tracking Number: 3487781011CU

To authenticate this certificate, visit the following site, enter this number, and then follow the instructions displayed.

<https://services.sunbiz.org/Filings/CertificateOfStatus/CertificateAuthentication>

Exhibit B

Managerial and Technical Qualifications

Applicant has the technical and financial ability to provide the proposed services. Applicant will be managed and operated by capable, experienced executives and employees of its indirect parent, ESI, which individuals possess extensive managerial, financial, and technical experience in the telecommunications industry. These individuals have both highly effective management skills and considerable telecommunications expertise. The biographies of these key executives are submitted as evidence that Applicant possesses the managerial and technical capability necessary to provide high quality services to customers in Florida. Biographies of the key personnel that will be managing Applicant, are as follows:

James Hyde – President

James Hyde brings more than 20 years of experience in telecommunications and digital infrastructure to ExteNet as well as deep expertise in operations, general management and sales.

Prior to joining ExteNet, Mr. Hyde served as President of Prepaid Group, Wholesale, Affiliates and Strategic Partnerships at Sprint, where he led the company's efforts to build out its MVNO and prepaid services businesses. Mr. Hyde also ran a number of other business units at Sprint including Boost Mobile, Virgin Mobile, and Assurance Wireless.

Previously, Mr. Hyde was the Executive Chairman at Fastback Networks, a wireless backhaul solutions provider. Earlier in his career, Mr. Hyde held management and board director roles at GPS Industries, Lumos Networks, NTELOS Holdings and T-Mobile UK.

Mr. Hyde graduated from Arizona State University with a Bachelor of Science degree in Finance and was a member of the 1988 U.S. Olympic weightlifting team. He has been active in several industry associations including Competitive Carriers Association (CCA) and CTIA where he previously served in various leadership roles.

Richard Coyle, Executive Vice President

Richard Coyle has over twenty years of growing and improving the operational, financial and market position of businesses.

Prior to his role with ExteNet, Mr. Coyle served as Operating Partner for Fiber at Digital Bridge Holdings LLC, where was responsible for executing the firm's investments in global fiber networks and lending his operations expertise to the businesses. Previously, Mr. Coyle served as Senior Vice President of Network Operations at Wilcon, a fiber and data center infrastructure solutions provider, where he built the company into a leading fiber provider for Los Angeles-serving enterprises, carriers and dark fiber customers.

Before joining Wilcon, Mr. Coyle was Senior Vice President of Operations at Zayo Group where he led operations for their metro fiber networks throughout the United States. He has also held management roles at American Fiber Systems, IDACOMM and Sierra Pacific Resources.

Mr. Coyle graduated from City University of New York-Queens College with a degree in Accounting.

Daniel L. Timm – Executive Vice President and Treasurer

Dan Timm is an experienced senior executive, bringing to ExteNet a combination of investor perspective and managerial capabilities across all functional areas, with a record of demonstrated success in many growing companies. Throughout his career, Dan has built and led management teams, effectively managed relationships with all stakeholders, and played key roles in corporate acquisitions, divestitures,

recapitalizations and IPOs. He has significant experience across a broad spectrum of industries, including communications services and infrastructure, contract electronics manufacturing, food processing, transaction processing, business process outsourcing, healthcare services, IT services, and specialty pharmaceuticals.

Prior to joining ExteNet, Dan was an operating partner with GTCR Golder Rauner, where he was a director for numerous companies (public and private, large and small), acting as GTCR's primary interface with senior company executives and other constituents. He also has served as SVP and CFO of Chatham Technologies, president and director of The Bruss Company, and senior associate at Ridge Capital (a middle market focused private equity firm). He began his career at PricewaterhouseCoopers, advancing to manager of M&A consulting.

Dan earned an MBA in Finance from the University of Chicago, a BS in Accountancy from the University of Illinois-Urbana and is a CPA.

H. Anthony Lehv – Senior Vice President & Secretary

H. Anthony Lehv joined ExteNet in 2016 and has brought extensive legal skills and experience to the company, with more than 20 years as a telecommunications and business lawyer in private practice and corporate law departments. Mr. Lehv was most recently a Partner in the telecommunications and real estate practice at Prince, Lobel & Tye, a Boston-based law firm, where he represented tower companies and DAS and small cell providers. He previously served as the General Counsel and Corporate Secretary at NextG Networks through its sale to Crown Castle in 2012. In addition, Anthony was a Senior Vice President and Associate General Counsel with American Tower Corporation from 2001 to 2011. Mr. Lehv began his career as an attorney in private practice in Washington, D.C. representing telecommunications and media companies. Mr. Lehv received his JD summa cum laude from The American University Washington College of Law and his BA in History from the University of Michigan.

Exhibit C

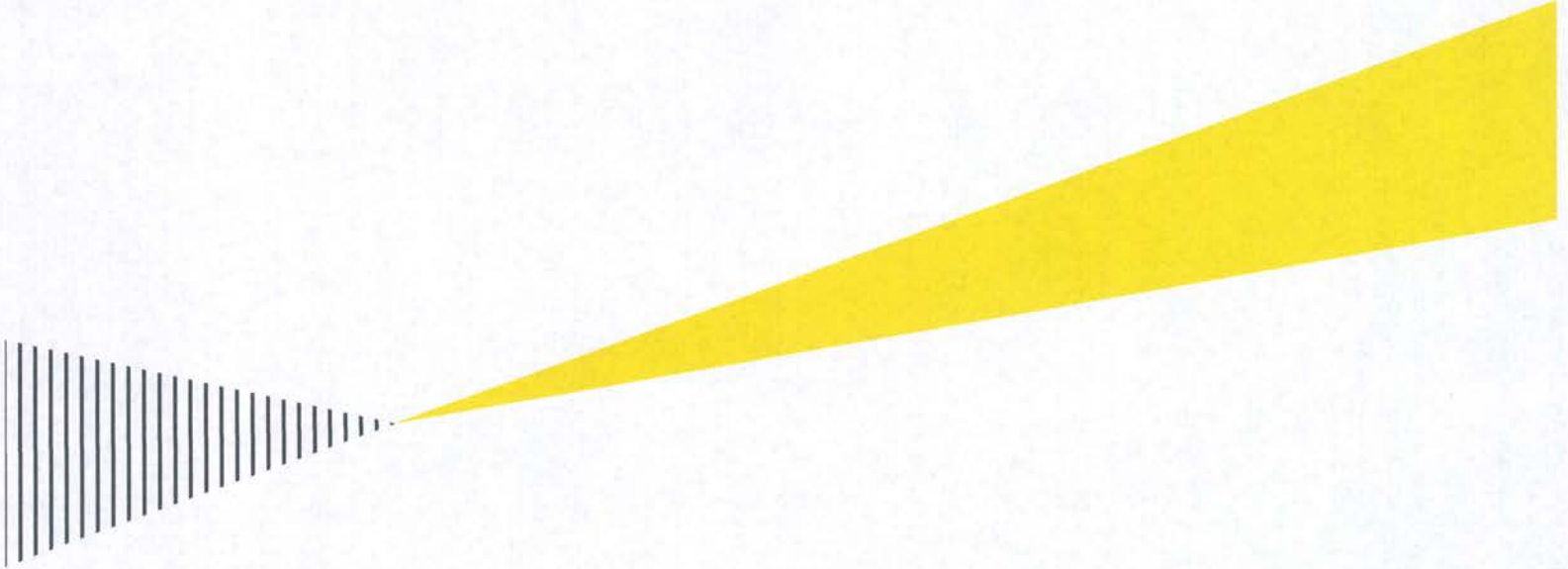
Financial Statements

CONFIDENTIAL – Filed With Claim of Confidentiality

CONSOLIDATED FINANCIAL STATEMENTS

ExteNet Systems, Inc. and Subsidiaries
As of December 31, 2017 and 2016, and for the
Years Ended December 31, 2017 and 2016
With Report of Independent Auditors

Ernst & Young LLP



Building a better
working world

ExteNet Systems, Inc. and Subsidiaries

Consolidated Financial Statements

**As of December 31, 2017 and 2016, and for the
Years Ended December 31, 2017 and 2016**

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Ernst & Young LLP
155 North Wacker Drive
Chicago, IL 60606-1787

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Fax: +1 312 879 4000
ey.com

Report of Independent Auditors

The Board of Directors
ExteNet Systems, Inc. and Subsidiaries

We have audited the accompanying consolidated financial statements of ExteNet Systems, Inc. and Subsidiaries, which comprise the consolidated balance sheets as of December 31, 2017 and 2016, and the related consolidated statements of operations and comprehensive loss, changes in stockholders' equity, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of ExteNet Systems, Inc. and Subsidiaries at December 31, 2017 and 2016, and the consolidated results of their operations and their cash flows for the years then ended, in conformity with U.S. generally accepted accounting principles.

Ernst & Young LLP

May 17, 2018

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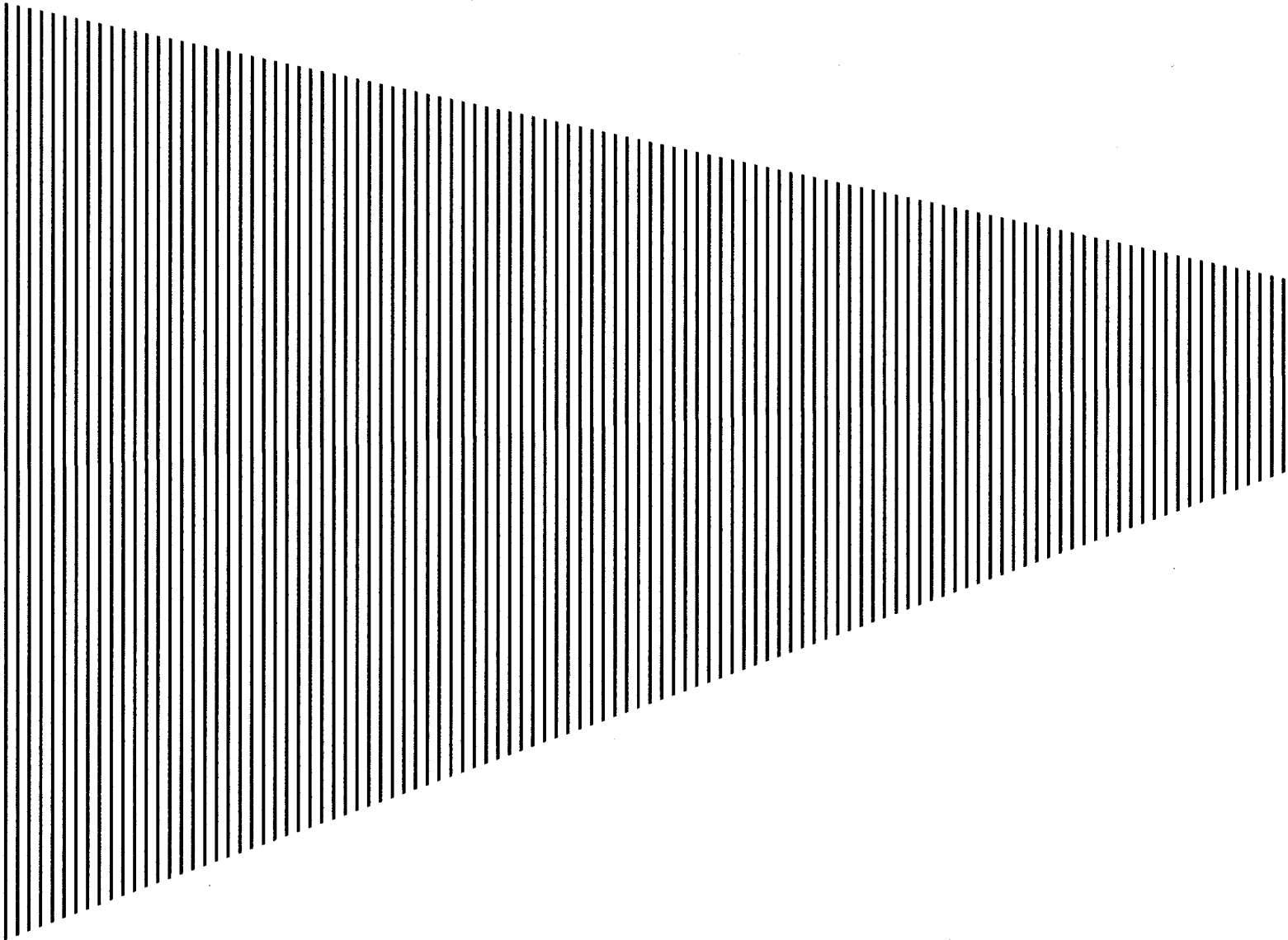
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CONSOLIDATED FINANCIAL STATEMENTS

ExteNet Systems, Inc. and Subsidiaries

As of December 31, 2016 and 2015, and for the Year Ended

December 31, 2016 and for the Period From November 14, 2015 to

December 31, 2015 (Successor), and for the Period From January 1, 2015

to November 13, 2015 (Predecessor)

With Report of Independent Auditors

Confidential and Proprietary

ExteNet Systems, Inc. and Subsidiaries

Consolidated Financial Statements

As of December 31, 2016 and 2015, and for the Year Ended December 31, 2016 and for the Period From November 14, 2015 to December 31, 2015 (Successor), and for the Period From January 1, 2015 to November 13, 2015 (Predecessor)

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