



151 Southhall Lane, Ste 450  
Maitland, FL 32751  
P.O. Drawer 200  
Winter Park, FL 32790-0200  
www.inteserra.com

December 11, 2020  
Via Overnight Delivery

Mr. Cayce Hinton, Director, Regulatory Analysis  
Florida Public Service Commission  
Office of Commission Clerk  
2540 Shumard Oak Boulevard  
Tallahassee, FL 32399-0850

REDACTED

**RE: Spectrotel of Florida LLC d/b/a Touch Base Communications  
Application for Transfer of Authority**

Dear Mr. Hinton:

Enclosed for filing please find the original and one (1) copy of the Application for Transfer of Authority submitted on behalf of Spectrotel of Florida LLC d/b/a Touch Base Communications. A check in the amount of \$500.00 is enclosed to cover the Application fee.

Any questions you may have regarding this filing should be directed to my attention at 407-740-3031 or via email to Sthomas@inteserra.com. Thank you for your assistance in this matter.

Sincerely,

Sharon Thomas  
Consultant

tms: FLx2002

Enclosures  
ST/rs

- COM \_\_\_\_\_
- AFD \_\_\_\_\_
- APA \_\_\_\_\_
- ECO \_\_\_\_\_
- ENG \_\_\_\_\_
- GCL \_\_\_\_\_
- IDM \_\_\_\_\_
- CLK \_\_\_\_\_

↓ Application packet (redacted)

RECEIVED-IT/SC  
2020 DEC 14 PM 12:11  
COMMISSION CLERK

Check received with filing and forwarded to Fiscal for deposit. Fiscal to forward deposit information to Records.

Initials of person who forwarded check

HTS  
12/14/20

## 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:

Spectrotel of Florida LLC

d/b/a Touch Base Communications

2. The Florida Secretary of State corporate registration number:

M20000007917

3. F.E.I. Number: 85-1765288

4. Structure of organization:

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

- |   |   |
|---|---|
| <input type="checkbox"/> Corporation                          | <input type="checkbox"/> General Partnership          |
| <input type="checkbox"/> Foreign Corporation                  | <input type="checkbox"/> Foreign Partnership          |
| <input checked="" 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: \_\_\_\_\_

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

(a) This application:

Name: Sharon Thomas  
Title: Consultant to Spectrotel of Florida LLC  
Street Address: 151 Southhall Lane Suite 450  
Post Office Box:  
City: Maitland  
State: Florida  
Zip: 32751  
Telephone No.: 407-740-3031  
Fax No.: 407-740-0613  
E-Mail Address: sthomas@inteserra.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: David Zahka  
Title: Chief Financial Officer  
Street Address: 3535 State Highway 66, Suite 7  
Post Office Box:  
City: Neptune  
State: New Jersey  
Zip: 07753  
Telephone No.: 732-345-7832  
Fax No.: 732-345-7893  
E-Mail Address: dzahka@spectrotel.com  
Company Homepage: www.spectrotel.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: Rebecca Sommi  
Title: VP of Vendor Management  
Street Address: 3535 State Highway 66 Suite 7  
Post Office Box:  
City: Neptune  
State: New Jersey  
Zip: 07753  
Telephone No.: 732-345-7997  
Fax No.: 732-345-7893  
E-Mail Address: rsommi@spectrotel.com

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

Street address: 115 North Calhoun Street Suite 4  
City: Tallahassee  
State: Florida  
Zip: 32301  
Telephone No.: \_\_\_\_\_  
Fax No.: \_\_\_\_\_  
E-Mail Address: \_\_\_\_\_

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

(a) **operated as a telecommunications company.** None. However the Applicant's predecessor, Spectrotel, Inc. and its affiliate's have operated as a telecommunications Company in 48 States and the District of Columbia

(b) **applications pending to be certificated as a telecommunications company.** None.

(c) **been certificated to operate as a telecommunications company.** None.

(d) **been denied authority to operate as a telecommunications company and the circumstances involved.** None.

(e) **had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.** None.

(f) **been involved in civil court proceedings with another telecommunications entity, and the circumstances involved.** None.

8. 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

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

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If denied provide explanation.

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(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.

Spectrotel, Inc. See Attachment A  
for explanation.

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9. 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. Please see Attachment 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. Please see Attachment 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.

Please see Attachment C.

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

Website – Please provide Website address: www.Spectrotel.com

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: Ross Artale  
Title: President  
Telephone No.: 732-345-7000  
E-Mail Address: rartale@spectrotel.com

Signature:  Date: 12/11/20

**CERTIFICATE TRANSFER**

As current holder of Florida Public Service Commission Certificate Number 8360,  
I have reviewed this application and join in the petitioner's request for a transfer of the  
certificate.

**COMPANY OWNER OR OFFICER**

Print Name: Ross Artale  
Title: President  
Street/Post Office Box: 3535 State Highway 66 Suite 7  
City: Neptune  
State: New Jersey  
Zip: 32751  
Telephone No.: 732-345-7000  
Fax No.: 732-345-7893  
E-Mail Address: rartale@spectrotel.com

Signature: \_\_\_\_\_



Date: \_\_\_\_\_

12/11/20



## **Attachment A**

Description of Corporate Reorganization

**Spectrotel, Inc.**  
**Description of Corporate Reorganization**

Spectrotel, Inc. has completed an internal corporate reorganization resulting in the creation of a new affiliate, Spectrotel of Florida LLC, which will become the telecommunications service provider for the Company's Florida customers. The effect of this reorganization is pro forma in nature and transparent to Florida customers. Spectrotel, Inc. respectfully requests that the Commission approve the transaction to the extent required by law and/or Commission rules and transfer or reissue Spectrotel Inc.'s Certificate of Public Convenience and Necessity to Spectrotel of Florida LLC, effective as soon as practicable.

A description of the transaction is set forth below.

**The Companies**

Spectrotel, Inc. is a privately held corporation organized under the laws of the State of Delaware. Spectrotel's principal business address is 3535 State Highway 66, Suite 7, Neptune, New Jersey, 07753. Spectrotel, Inc. was authorized to provide Competitive Local Exchange Telecommunications Services on August 1, 2003 in Docket No. 030398-TX and Intrastate Interexchange Telecommunications Services in Florida on July 16, 2003 in Docket No.030399-TI.

Spectrotel of Florida LLC is a newly created privately held limited liability company organized under the laws of the State of Delaware, with offices at the same location as Spectrotel, Inc. Attachment 1 includes Spectrotel of Florida LLC's Certificate of Formation of Limited Liability Company in Delaware, the certificate of good standing issued by the Delaware Secretary of State and the Certificate of Authority to transact business as a foreign LLC in Florida.

**The Transaction**

Spectrotel, Inc. has undertaken an internal corporate reorganization, creating Spectrotel of Florida LLC to serve its customers in Florida. The corporate reorganization will not impact customers, and service will continue under the current rates, terms, and conditions. The ultimate ownership and control of the Company will not change. Spectrotel of Florida LLC is a member managed LLC with Spectrotel Holding Company, LLC, a Delaware LLC, as its sole member. Spectrotel Holding Company, LLC is also a member managed LLC, with Spectrotel, Inc. as its primary member. Spectrotel, Inc., the ultimate parent company of Spectrotel of Florida LLC, will continue to be 100% owned by Jack Dayan.

No new parent corporation or other entity will acquire Spectrotel, Inc. and no change of control will occur. No other public service company or stock corporation will acquire Spectrotel, Inc. because of this transaction. An organizational chart depicting the operating entity's corporate ownership and status before and after the restructuring is displayed on Attachment 2.

Upon completion of this reorganization, there will be no change to the management, corporate ownership, employees, rates, services, or other contract rights and obligations of the company. All the current managerial, technical, and financial resources available to Spectrotel, Inc. will remain available to Spectrotel of Florida LLC, since the ultimate ownership of the Company will not change. Through this transaction, Spectrotel, Inc. is not seeking to expand or reduce its operating authority, and its services to customers (and service obligations) will not change as a result. Customer bills will continue to reflect the name "Spectrotel" or Touch Base Communications as applicable. The proposed restructuring is in the public interest because it will allow Spectrotel to achieve administrative efficiencies and potential cost savings, thus financially strengthening the company without altering its operations in any respect.

Because the internal corporate restructuring will be transparent to customers, customer notice was not provided, as it would likely be confusing to customers.

## **Attachment 1**

Certificate of Formation of Limited Liability Company in Delaware

Certificate of good standing issued by the Delaware Secretary of State

Certificate of Authority to transact business as a foreign LLC in Florida

# Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "SPECTROTEL OF FLORIDA LLC", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF JUNE, A.D. 2020, AT 10:07 O`CLOCK A.M.



  
Jeffrey W. Bullock, Secretary of State

3061831 8100  
SR# 20205687165

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 203112150  
Date: 06-15-20

**CERTIFICATE OF FORMATION**

**OF**

**SPECTROTEL OF FLORIDA LLC**

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

**FIRST:** The name of the limited liability company (hereinafter called the "limited liability company") is:

**Spectrotel of Florida LLC**

**SECOND:** The address of the registered office and the name and the address of the registered agent of the limited liability company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are:

Cogency Global Inc.  
850 New Burton Road  
Suite 201  
Dover, Delaware 19904

**THIRD:** This Certificate of Formation shall be effective upon filing.

Executed on June 4, 2020.

By:   
Jacob Dayan  
Authorized Person

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPECTROTEL OF FLORIDA LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF JULY, A.D. 2020.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SPECTROTEL OF FLORIDA LLC" WAS FORMED ON THE FIFTEENTH DAY OF JUNE, A.D. 2020.



3061831 8300

SR# 20206274829

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203304007

Date: 07-17-20

# *State of Florida*

## *Department of State*

I certify from the records of this office that SPECTROTEL OF FLORIDA LLC is a Delaware limited liability company authorized to transact business in the State of Florida, qualified on August 21, 2020.

The document number of this limited liability company is M20000007917.

I further certify that said limited liability company has paid all fees due this office through December 31, 2020 and that its status is active.

I further certify that said limited liability company 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 Fourteenth day of September,  
2020*



*Ronald R. Lee*  
**Secretary of State**

Tracking Number: 2159450619CU

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

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

## **Attachment 2**

Organizational chart



### Pre-Restructuring Organization



### Post-Restructuring Organization



## **Attachment B**

### **Jack Dayan**

*FOUNDER AND CEO*

Following the enactment of the Telecom Act of 1996, Jack Dayan saw an opportunity to create a telecommunications business focused on providing quality and affordable service with personalized care for consumers and businesses and founded what is now known as Spectrotel. As CEO for more than 17 years, through a sea of change within the telecommunication industry, including mass consolidation, Mr. Dayan steadily led the company through organic growth to not only survive through one of the most turbulent telecom eras, but to emerge as a multimillion dollar corporation on a significant growth trajectory. In addition, Mr. Dayan is the creative and business force behind several other successful enterprises he founded, including USA Gold Corp (2009) and most recently, SigBop (2012). Mr. Dayan began his career leading the Asian division of a family enterprise in consumer electronics. He earned his Bachelor of Science degree in Finance from New York University's Stern School of Business in 1992.

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### **Ross Artale**

*PRESIDENT AND COO*

Mr. Artale had over 16 years of telecommunications experience when he joined Spectrotel as Vice President of Operations in 2007. He was promoted to Chief Operating Officer in March 2012 and was named President in December 2013. He began his career at Mobile Comm, a Bell South Company, and then later took management positions at two start-up companies, Geotek and Prism Communications. In 2000, Mr. Artale moved into the role of Vice President, Customer Care for InfoHighway Communications, formerly known as Eureka Broadband Corporation, where over the next seven years he was part of the management team that grew the company from a small start up to a \$100 million corporation. At Spectrotel, he is responsible for managing and leading all day to day operations, including, sales, marketing, product management, engineering, provisioning, customer care, quality assurance, and regulatory functions.

### **David Zahka**

*CFO*

Mr. Zahka joined Spectrotel as CFO in October 2016 with responsibilities for all of financial operations and human resources. He came to Spectrotel with over 25 years' experience in financial management and leadership expertise in various industries including telecommunications and financial services. Prior to joining Spectrotel, he was Founder and Managing Member at Financial Dynamics Group, LLC in Short Hills, New Jersey. He also served as CFO for Guardtrax, LLC and Talk America, LLC. In addition, Mr. Zahka held several senior level positions at UBS Warburg, LLC and Paine Webber Incorporated. Mr. Zahka holds an MBA degree from the Darden School of Business at the University of Virginia and a BA degree from Colgate University.

## **Attachment B**

### Management Biographies

## **Jack Dayan**

*FOUNDER AND CEO*

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## **Mitch Wright**

*CIO*

As Chief Information Officer since 2002, Mr. Wright's responsibilities include corporate infrastructure, application development, billing operations, and revenue assurance. His 19 years of experience in telecommunications and information technology include management positions at Global Crossing, AT&T and Qwest (formerly US West). He was previously the billing committee co-chair of the OBF (Ordering and Billing Forum), a national collective of industry experts who address access and interconnection issues, as well as chair of Telcordia's Technical Review Group, responsible for the development of Carrier Access Billing Specifications (CABS). Mr. Wright is currently a member of the B/OSS Live! Conference and Businessplex advisory board. He has a Bachelor of Science degree in computer science from North Dakota State University.

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## **Christopher Ricca**

*EXECUTIVE VICE PRESIDENT*

Mr. Ricca joined Spectrotel as Vice President of VoIP in 2005 with over 19 years' experience in the Telecommunications industry. He was later promoted to Executive Vice President. Mr. Ricca began his career with AT&T as a communications technician and was then promoted to a series of positions in AT&T's Network Management Center. He then joined Polar Communications Corp. as a Switch Supervisor and was later appointed to the position of Vice President, Operations. In 1997 Mr. Ricca was Co-founder of Enhanced Telecommunications Solutions LLC (ETS), a domestic and international long-distance service provider. As President of ETS, he oversaw revenue growth from startup to \$12 M annually, and he was responsible for business planning, engineering and implementation of the International Private Network. At Spectrotel, Mr. Ricca is responsible for sales operations, account retention, and provisioning. Mr. Ricca is a graduate of DeVry Institute of Technology.

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## **Jeffrey Todor**

*VP SERVICE DELIVERY*

Jeffrey Todor joined Spectrotel as VP Service Delivery in 2019, bringing with him 19 years of industry experience. Beginning his carrier with ATX Communications in 2000, Jeffrey has held various roles including Project Management, Field Dispatch Manager, and Manager of Service Delivery. Prior to joining Spectrotel, Jeffrey was Managing Director of Enterprise Channel Management for Broadview Networks. In this role, Jeffrey lead a division of account managers, project managers, engineers, and billing specialists with the purpose of managing the onboarding and ongoing service experience of Broadview Network's largest business relationships. Under his leadership, Jeffrey's Enterprise team maintained a 90% or higher customer satisfaction rate and a sub one percent level of churn. In his current role as VP Service Delivery, Jeffrey has responsibility for Provisioning and Project Management. Jeffrey is a Six Sigma Green Belt and a graduate of Rowan University.

## **Attachment C**

Company financials to be submitted under confidential seal