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April 4, 2023

VIA CERTIFIED MAIL

Florida Public Service Commission
Office of Commission Clerk
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850

Re: HyperFiber, LLC Application

Dear Sir or Madam:

On behalf of our client, HyperFiber, LLC, a Delaware limited liability company, enclosed are an application for original authority to provide telecommunications service in the State of Florida and a check for the non-refundable \$500.00 application fee.

If you have any questions with respect to the enclosed, or require any additional documentation, please feel free to contact me at rwolfe@thompsoncoburn.com or (972) 629-7132.

Very truly yours,

Thompson Coburn LLP

By
Rebecca R. Wolfe, Esq.

Enclosures

RECEIVED-FPSC
2023 APR 14 AM 11:29
COMMISSION
CLERK

- COM _____
- AFD _____
- APA _____
- ECO _____
- ENG _____
- GCL _____
- IDM** 1 Application Packet
- CLK _____

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

Initials of person who forwarded check

MTS
4/4/23

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:

HyperFiber, LLC d/b/a HyperFiber of Florida LLC (hereinafter "**Applicant**").

2. The Florida Secretary of State corporate registration number: **M23000003667**
3. F.E.I. Number: **The Florida Secretary of State website states "NONE" for "FEI/EIN Number"; however, the EIN for Applicant is 87-4268177.**
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 checked="" type="checkbox"/> Other, please specify below: |

Applicant is a Delaware limited liability company qualified as a foreign limited liability company in the State of Florida. Applicant is registered to do business in the State of Florida as HyperFiber of Florida, LLC. As such, Applicant will be operating as a Foreign Limited Liability Company.

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:

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

(a) This application:

Name: Rebecca Wolfe
Title: Attorney at Thompson Coburn, LLP
Street Address: 2100 Ross Avenue, Suite 3200
Post Office Box: N/A
City: Dallas
State: Texas
Zip: 75201
Telephone No.: 972-629-7132
Fax No.: 972-629-7171
E-Mail Address: rwolfe@thompsoncoburn.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: Dan P. Kennedy
Title: President and CEO
Street Address: 9019 Spy Glass Place Drive
Post Office Box: N/A
City: O'Fallon
State: Missouri
Zip: 63368
Telephone No.: 314-422-4432
Fax No.: N/A
E-Mail Address: dkennedy@hyperfiber.com
Company Homepage: www.hyperfiber.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: Grier C. Raclin
Title: Executive Vice President and General Counsel
Street Address: 4021 Gulf Shore Blvd North
Post Office Box: N/A
City: Naples
State: Florida
Zip: 64103
Telephone No.: 314-448-1235
Fax No.: N/A
E-Mail Address: graclin@hyperfiber.com

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

Street address: 1200 South Pine Island Road
City: Plantation
State: Florida
Zip: 33324
Telephone No.: Address above is for Applicant's registered agent in Florida.
Fax No.: N/A
E-Mail Address: N/A

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

(a) **operated** as a telecommunications company.

Applicant is a newly formed entity and intends to operate as a telecommunications company in Florida, Arkansas, Louisiana, South Carolina, Georgia, and Alabama. Applicant is a Delaware limited liability company and is currently registered as a foreign limited liability company (d/b/a HyperFiber of Florida, LLC) in Florida. Applicant has formed HyperFiber of Arkansas, LLC, a Delaware limited liability company, and Applicant qualified the aforementioned entity to do business in the State of Arkansas as a foreign limited liability company. Applicant intends to form additional entities and submit foreign qualification applications as needed to operate in the states previously listed.

(b) **applications pending** to be certificated as a telecommunications company.

In addition to this application, Applicant intends to apply for certifications in Arkansas, Louisiana, South Carolina, Georgia, and Alabama. No other applications have been submitted to date.

(c) **been certificated** to operate as a telecommunications company.

Not applicable – Applicant is a newly formed entity and no other applications have been submitted to date.

(d) **been denied authority** to operate as a telecommunications company and the circumstances involved.

Not applicable – Applicant is a newly formed entity and no other applications have been submitted to date.

(e) **had regulatory penalties imposed** for violations of telecommunications statutes and the circumstances involved.

Not applicable – Applicant is a newly formed entity and has not yet commenced operations.

(f) **been involved in civil court proceedings** with another telecommunications entity, and the circumstances involved.

Not applicable – Applicant is a newly formed entity and has not yet commenced operations.

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.

Not applicable – No officer or director of Application has been granted a Florida certificate.

If denied provide explanation.

Not applicable – No officer or director of Application has been denied a Florida certificate.

(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.

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.

Below is biographical information for various officers of Applicant demonstrating managerial ability:

Dan Kennedy, President and Chief Executive Officer of HyperFiber, LLC, and a U.S. Army Veteran, has had an extensive career developing, managing and marketing complex telecommunications networks throughout the United States, as a corporate executive, entrepreneur and consultant. Dan's skills include business modeling, product development, market development, network architecture, and design of data, voice and video networks. At Fidelity Communications, Dan served for 6 years as the Vice President of Sales and Business Development, where he led teams implementing and deploying complex triple play solutions for RBOC, MSO, Municipal, Utility, independent CATV and Developer customers. Corporate and community leaders in Memphis TN then hired Dan to serve as the Vice President of Engineering and Product Development at Memphis Networx, where Dan developed the strategy to build out a municipality-owned, 250 route-mile fiber network in the metropolitan area, and developed all service offerings and brought the first Ethernet-based services to the community. Dan began his telecommunications career in the U.S. Army where he served as an essential member of the Army communications maintenance team, supervising and performing field and sustainment level maintenance on radio receivers, transmitters and communication security (COMSEC) equipment. During his deployment in the Middle East, he performed complex repairs of defective components, sub-assemblies, and related cabling, ensuring that National Security Agency-approved components were used in communication security/controlled cryptographic equipment, and was awarded the Bronze Star for distinguishing and meritorious service assistance to subordinates. Dan previously served as CEO, Vice President and COO of i3 Broadband.

Grier C. Raclin, Executive Vice President and General Counsel, has extensive experience developing, managing, and marketing Community Antenna Television ("CATV") companies and complex telecommunications companies throughout the United States and abroad. Grier has been one of the most senior officers in very large public and private, domestic and international cable television and fiber optic telecommunications systems. Grier formerly was General Counsel and Chief Administrative Officer of Charter Communications, the country's second largest cable television system operator and the owner and operator of many thousands of hybrid fiber/coax cable television franchises and systems throughout the United States. At Charter, Grier managed major areas of the company's operations, including legal and regulatory compliance, business development, programing acquisition, procurement, and governmental relations. Before joining Charter, Grier was General Counsel and Chief Administrative Officer of Global TeleSystems ("GTS") in London, England. Among other things, GTS built and operated the first trans-national

fiber optic network that provided fiber optic connectivity to virtually every country in Western Europe, was the largest private communications provider in Russia, operated the "Flag" trans-oceanic fiber optic systems that provided fiber optic connectivity literally around the World, and owned and operated the "GTS" fixed and mobile telecommunications system in Central Europe. At GTS, Grier managed key corporate departments, including Human Resources, legal and regulatory compliance, procurement and facilities, as well as the company's Asian operations. Grier also was General Counsel and Chief Administration Officer of SAVVIS, Inc. (now CenturyLink Technology Solutions), one of the largest data center operators worldwide, where he, among other things managed the acquisition and integration of major businesses, such as Cable and Wireless America and the Intel data centers, as well as corporate areas such as legal, regulatory, procurement and facilities (including the company's data centers). Grier currently serves as the President and CEO of CountryWide Broadband Group, LLC and i3 Broadband, which operates the fiber-to-the-home fiber optic system serving communities in central Illinois.

Jerry Dow, Chief Marketing Officer, is an expert at differentiating highly commoditized categories. Jerry was previously the Executive Vice President and Chief Marketing Officer at Metronet and held positions at Suddenlink, Brinks, and National/Alamo. Jerry has experience in various mergers and acquisitions transactions. Background in both agency and client-side organizations. Diverse brand and sales channel experience, across multiple industries ranging from CPG, durable goods, travel and the service-based security, cable/telecom.

- (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.

In addition to the biographical information in (a) above, below is biographical information for an officer of Applicant demonstrating technical ability:

Michael L. Whitaker, Chief Government Officer, has extensive experience leading teams to provide managed services in the telecommunications industry. Michael is currently the head of sales and marketing for CountryWide Broadband Group and i3 Broadband. Prior to that, Michael was Vice President for Strategic Alliances for Williams Communications. At Williams, Michael was part of a team that was responsible for building out a national network consisting of 43,000 miles of fiber optic cable with OC-192 capabilities. Michael also previously served as Vice President and General Manager of Broadband Services for Core Express, where he managed a team of professionals that provided managed services on a nation-wide OC-192 fiber network and as Chief Operations Officer at Memphis Networkx, where his team designed, built and helped lead a collaborative public and private effort with the City of

Memphis to Build a 110-mile metropolitan communications OC-48 network, connecting 12 Bell South central offices. The team developed a comprehensive operation support system that allowed for efficient provisioning, ordering, customer inventories, and billing. The network sold dark fiber indefeasible rights of use to wholesale customers.

- (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.

In addition to the biographical information in (a) and (b) above, below is biographical information for various officers of Applicant demonstrating financial ability:

Rob Campbell, Vice President of Finance, has more than 15 years in banking, finance, and sales and sales support experience. Rob graduated from Villanova University in 1998 and received his MBA in Finance from Georgia State University in 2003. Prior to joining Applicant, Rob provided sales and sales support at MCI WorldCom for three years and gained five years' experience in commercial banking with SunTrust and Truist. He also provided turnaround finance work for seven years to MasTec Inc., an American multinational infrastructure engineering and construction company based in Coral Gables, Florida.

Please see the attached Exhibit A for the pro forma data and Exhibit B for the officer's certificate affirming (i) the financial information is true and correct; and (ii) approved use of officers' biographical information.

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.hyperfiber.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:	Dan Kennedy
Title:	President & CEO of HyperFiber Holdco, LLC, sole member of HyperFiber, LLC
Telephone No.:	314-422-4432
E-Mail Address:	dkennedy@hyperfiber.com

Signature:

Date: April 3 2023



EXHIBIT A

PRO FORMA DATA

See attached.

Pro Forma Data¹

FLORIDA IRR ANALYSIS

Build Metrics	FY23	FY 24	FY 25	FY 26	FY 27	FY 28	
Passings-End of Period	25,520	100,247	107,717	107,717	107,717	107,717	
Net New Passings per Period	25,520	74,726	7,470	-	-	-	
New Installs	5,216	21,968	9,084	4,808	1,553	500	
Total Monthly Customers	5,216	27,184	36,268	41,077	42,630	43,130	
Customer Penetration %							40%
Cash Flow \$000s	FY23	FY24	FY25	FY26	FY27	FY28	FY23-FY28 Total
Gross Revenue	1,090	14,607	29,039	35,520	39,792	45,107	165,155
Churn (1%)	11	146	290	355	398	451	1,652
Net Revenue	1,080	14,461	28,748	35,165	39,394	44,656	163,503
Expenses	1,678	4,245	3,030	3,011	3,175	1,479	16,619
EBITDA	(598)	10,216	25,718	32,153	36,219	43,176	146,884
Net Cash from Operating Activities	(598)	10,216	25,718	32,153	36,219	43,176	146,884
Capex	33,000	45,000	4,874	2,971	987	974	87,807
Net Cash from Investing Activities	(33,000)	(45,000)	(4,874)	(2,971)	(987)	(974)	(87,807)
Total Cash Movement for Period	(33,598)	(34,784)	20,844	29,182	35,232	42,202	59,077
Cash at Beginning of Period		(33,598)	(68,382)	(47,539)	(18,357)	16,875	
Total Cash at End of Period	(33,598)	(68,382)	(47,539)	(18,357)	16,875	59,077	
IRR							
Total cash flow	(33,598)	(34,784)	20,844	29,182	35,232	42,202	59,077
IRR	21.7%						

¹ The analysis in the pro forma data yields a 21.7% IRR during the FY23-FY28 period.

EXHIBIT B

OFFICER CERTIFICATE

See attached.

OFFICER'S CERTIFICATE

April 3 __, 2023

The undersigned, being a duly appointed, qualified and acting officer of HyperFiber, LLC d/b/a HyperFiber of Florida, LLC, a Delaware limited liability company (the "**Company**"), hereby certifies in his capacity as an officer of the Company, and not in his individual capacity, that:

1. The pro forma data attached as Exhibit A are true and correct in all aspects, and all financial statements, documents or other data provided by the Company pursuant to the application to the Florida Public Service Commission's Office of Industry Development and Market Analysis (the "**Commission**") for the original authority to provide telecommunications service in the State of Florida can be relied on by the Commission when reviewing and approving the application (the "**Application**").
2. Each of the officers for which biographical information is included in this Application have confirmed and approved the use of the biographical information for the purposes of this Application to the Commission.



By: _____

Name: Dan Kennedy

Title: President and CEO of HyperFiber Holdco, LLC, the sole member of HyperFiber, LLC