

*M Giles*  
*Consulting, LLC*

Jul 15, 2008

**Via Overnight Delivery**

**And Electronic (Email) Delivery sharla.dillon@state.tn.us**

Ms. Sharla Dillon , Docket Clerk  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-0505

file electronically in docket office on 07/15/08

**Docket No. 08-00026**

RE: Supplement to the Application of Baldwin County Internet/DSSI Service, L.L.C. for Authority to Provide Competing Local and Interexchange Telecommunications Services throughout Tennessee

Dear Ms. Dillon,

On February 11, 2008, Baldwin County Internet/DSSI Service, L.L.C. (BCI) filed an Application for a Certificate of Convenience and Necessity to provide competing telecommunications services in the state of Tennessee. The Application was assigned Docket No. 08-00026. Since that time, certain key personnel and data have changed. With the hearing scheduled for July 24, 2008, BCI would like to update it application to provide current and accurate data to the Hearing Officer to enable her to make an accurate decision on the Company's application

This supplemental filing provides the following:

- (1) Section 1. Due to its expanding business, the Company is in the process moving to larger offices approximately 15 miles distance at:

Mailing Address: P.O. Box 1245, Gulf Shores, AL 36547

Physical Address: 1240 Commerce Drive, Suite A, Gulf Shores, AL 36542

Mail and telephone communications, at the original numbers, will continue at both locations until the move has been completed.

- (2) Harold R. (Harry) Bailes has joined BCI as the Company President. Background information is provided on Mr. Bailes in Exhibit D and Exhibit E. Additionally, he will be adopting the testimony of CEO Jeffery Hathaway and serving as the Company's witness at the hearing. Change pages to the testimony are being provided to accomplish this and are attached. Note that no substantive changes are being made to the testimony.

- (3) An update to the Articles of Organization, which corrects the ownership the correct level for Jeffery Hathaway. This percentage of ownership is 100% and the update to the Amendment to the Articles of Organization now is identical with the actual ownership as reported in Exhibit D to the Application. A copy of the Amendment is attached to this Supplemental Filing and should be added to the original Exhibit B.
- (4) In Section 4.A. of the Application, the third paragraph, the list of states approving BCI as a competitive carrier has expanded. Additional states have granted BCI the authority to operate as a competitive local exchange carrier (CLEC) and/or interexchange carrier (IXC). These include Georgia, New Mexico, Texas and Utah. The final order hearing in Illinois is scheduled for July 16, 2008, and the application is expected to be approved at that time. The hearing in Arizona is scheduled for August 14, 2008. The Company's projects in North Carolina have been postponed and BCI elected to withdraw its application for CLEC and IXC authority until it had a definite need. At that time, BCI expects to file again in North Carolina. South Carolina, Maryland and California remain in the process of being researched.
- (5) Section 4.B., managerial ability, has been updated. The new information is found in Exhibits D and E. In addition to adding Harry Bailes to the Company's officers, Bobby Brown has replaced Diane Cartmell as the General Manager Service Bureau, with the same telephone number and address. Mr. Brown's email is [bobby.brown@cnxntech.com](mailto:bobby.brown@cnxntech.com). Revised Exhibits D, Amendment 2, and E, Amendment 2, are attached.
- (6) Section 5, first paragraph, lists the states which have authorized BCI to provide service. See Paragraph (3) above for the changes. This paragraph should now read:

Baldwin County Internet/DSSI Service, L.L.C. is already authorized to provide telecommunications services in Florida, Alabama, Nevada, Mississippi, Wisconsin, Virginia, Colorado (the Company's transport services do not require certification in Colorado), Georgia, New Mexico, Utah, and Texas. Additionally, the company has pending applications for authority in Arizona and Illinois.
- (7) Section 7. Repair and Maintenance should also be changed to reflect Bobby Brown replacing Diane Cartmell. The last sentence of the first paragraph of Section 7 should now read:

The contact person knowledgeable about customer service problems is Bobby Brown, General Manager Service Bureau, or Harry Bailes, President.
- (8) In Mr. Bailes' testimony, the fax number listed for Mrs. Seab has been changed in Q30, page 12. The change page has been included with the other testimony change pages.



- (9) Exhibit K should also be changed to reflect Bobby Brown replacing Diane Cartmell. In Section 5., the contact information should be changed to:

The Company's customer service contact for the TRA is:

Mr. Bobby Brown, General Manager Service Bureau  
Address: 22645 Canal Road, Suite B, Orange Beach, AL 36561  
Telephone: 251-224-0880  
Fax No.: 251-224-0831  
Email: [bobby.brown@cnxntech.com](mailto:bobby.brown@cnxntech.com)

- (10) Section 13. A. The testimony of Jeffery L. Hathaway is being adopted by Harry Bailes. This paragraph should now read:

The sworn pre-filed testimony of Jeffery L. Hathaway is provided in Exhibit N. This testimony is being adopted by Harold R. Bailes, President.

- (11) The Small and Minority-Owned Telecommunications Business Participation Plan in Exhibit H should be updated to reflect Harry Bailes, President, as the Plan Administrator on page 4. The address and telephone numbers remain unchanged.
- (12) In the footer of all the Tariff pages in Exhibit O, the responsible key executive should be changed from "Jeffery L. Hathaway, Chief Executive Officer" to "Harold R. Bailes, President." The address in Cary, North Carolina, will remain the same. That is where tariff management under Accelera is located

As required by Rule 1220-1-1-.03(4), the Company is mailing the original and four (4) copies of this request by overnight mail, along with electronic delivery by email.

Any questions regarding this filing may be directed to my attention at 214-762-7576, email at [mike.giles@att.net](mailto:mike.giles@att.net), or physical address, 6601 County Rd 166, McKinney, TX 75071-7309. Thank you for your assistance in this matter.

Sincerely,



Michael N. Giles  
Consultant for  
Baldwin County Internet/DSSI Service, L.L.C.

Cc: Ms. Lisa Foust by email ( [lisa.foust@state.tn.us](mailto:lisa.foust@state.tn.us) )

AMENDMENT TO ARTICLES OF ORGANIZATION  
OF BALDWIN COUNTY INTERNET/DSSI SERVICE, L.L.C.

Pursuant to 10-12-11 of the Alabama Limited Liability Company Act, the undersigned hereby adopts the following Articles of Amendment:

Article 1  
Name

The name of this Limited Liability Company shall be Baldwin County Internet/DSSI Service, L.L.C. (hereinafter the "L.L.C.").

Article 2

The following amendment was adopted in the manner provided for by the Alabama Limited Liability Act:

Article IV  
Members

The members of the L.L.C. shall be amended as follows (collectively hereinafter the "Members"):

JEFFERY L. HATHAWAY, a resident of the full age of Foley, Alabama, and whose mailing address is 204 Oxford Way, Foley, Alabama 36535.

The percentage of ownership of the L.L.C. among the members shall be as follows:

JEFFERY L. HATHAWAY                      100%

Third persons dealing with the L.L.C. shall be entitled to conclusively presume that there are no additional or substituted Members of the L.L.C. unless and until these Articles are amended to include such additional or substituted Members.

Article VI  
Management

The L.L.C. shall be managed by Jeffery L. Hathaway.

Article 3

The amendment, constituent with the Limited Liability Company Act, was approved by a majority vote of the members entitled to vote or in accordance with the requirements set forth in the Articles of Organization and prescribed by law.

Date: April 17, 2008

Jeffery L. Hathaway  
Jeffery L. Hathaway, Managing Member

Prepared by:  
Linda Price  
111 Corning Road, Ste 250  
Cary, NC 27518

1113608

BALDWIN COUNTY, ALABAMA  
JUDGE ADRIAN T. JOHNS  
Filed/cert. 5/1/2008 9:48 AM  
TOTAL \$ 20.00  
1 Pages

STATE OF ALABAMA                      I, Adrian T. Johns  
BALDWIN COUNTY                      Judge of Probate in and  
for said State and County do hereby certify that the within  
and foregoing is a true and correct copy of  
Articles of Amend  
as the same appears of record in my office on this date.  
Instrument # 1113608  
Given under my hand and seal  
this 1st day of May 2008  
Adrian T. Johns  
JUDGE OF PROBATE

**LIST OF BALDWIN COUNTY INTERNET/ DSSI  
SERVICE, L.L.C.'S PRINCIPAL COMPANY OFFICERS**

Baldwin County Internet/DSSI Service, L.L.C. is an independent LLC, owned solely by Jeffery L. Hathaway, Chief Executive Officer. He and Harold R. Bailes, Company President, are the only internal employees of the Company, with all other management and business functions outsourced.

<u>Name/Address</u>	<u>Title</u>	<u>Percent Ownership</u>
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<u>Jeffery L. Hathaway</u> 22645 Canal Road, Suite B Orange Beach, AL 36561	<u>Chief Executive Officer</u>	100%
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Duties and responsibilities:

- Overall management of the company
- Determine strategic direction
- Provide executive direction to company
- Represent company before commissions

<u>Harold R. (Harry) Bailes</u> 22645 Canal Road, Suite B Orange Beach, AL 36561	<u>President</u>	0%
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Duties and responsibilities:

- Management of the company and its operations
- Formulate and implement strategic plans
- Provide executive and operational direction to company
- Represent company before commissions



## Non-Employee Officers

Richard M. Alder      Executive Officer and Vice President of Operations

### Duties and responsibilities:

- Manages day-to-day operations of company
- Documents company-wide processes to streamline workflow
- Implements strategic direction of company
- Responsible for network connectivity to FTTH (fiber to the home) developments
- Project management of development headend construction

Eric Landry      NOC (Network Operations Center) Director

### Duties and responsibilities:

- Manages Network Operations Center and oversees all technical operations of company
- Utilizes latest technology to connect the company's FTTH services
- Responsible for technical design and compliance with all rules for service
- Manages personnel of NOC to ensure optimum performance

Bobby Brown      General Manager Service Bureau (Customer Service)

### Duties and responsibilities:

- Manages personnel of Service Bureau Central
- Responsible for all customer service activities, including order-taking, service completion, repair reports and correction
- Responds to commission complaints

Scott Seab, Vice President – Regulatory Affairs

### Duties and responsibilities:

- Responsible for regulatory compliance
- Manages all regulatory contacts with state commissions and the Federal Communications Commission
- Negotiates and reviews real estate matters (rights of way, easements, towers, head-end leases)
- Responsible for all statewide cable television franchise agreements: responsible for franchise negotiations and agreements with LFAs, pole attachments, MDU/hospitality, and related third party contracts for various providers
- Oversees all CLEC certifications
- Negotiates and manages interconnection agreements
- Manages state and Federal regulatory reporting

**BIOGRAPHIES OF THE PRINCIPAL OFFICERS AND  
OTHER KEY TECHNICAL STAFF OF  
BALDWIN COUNTY INTERNET/ DSSI SERVICE, L.L.C.**

The biographies of the principal officers and any other key technical staff

Jeffery L. Hathaway, Chief Executive Officer, has over six years experience directly in the telecommunications industry as the owner and Chief Executive Officer of Baldwin County Internet/DSSI Service, L.L.C. (BCI), and over 25 years in the technology industry. Prior to forming Baldwin County Internet/DSSI Service, L.L.C., Mr. Hathaway had over 20 years experience holding various technical, sales, and executive positions in both Fortune 100 companies and smaller companies. He has significant entrepreneurial experiences in early-stage startup companies, including BCI. Mr. Hathaway's experience encompasses the gamut of executive leadership roles. During the period 1982 to 2002, he spent 8 years working inside billion-dollar corporations, including Xerox, Businessland and Brother International. The balance of his career and experience has been spent founding, building and selling several system integration businesses. He helped start Baldwin County Internet/DSSI Service, L.L.C. in 2002 and continued with the Company to the present, building it into a successful start-up company. During the 20 years prior to that he held different sales, supervisory and managerial positions in Xerox, Businessland, and Brother International. Mr. Hathaway's educational background includes a Certificate as an Electronics Technician from Radio-Electronics Technologies/ITT and an Associates Degree in Electronics Technology from Westshore Community College.

Harold R. Bailes (Harry), President, has spent his professional career in and around leading edge technology ventures. Harry graduated from law school at the University of Virginia and practiced law in Charlottesville, Virginia from 1971 until the mid 1980's. Harry was one of the first lawyers in Virginia to use a computer in the practice of law and designed one of the first timekeeping and billing systems for attorneys in the marketplace. Harry became Vice President of Strategic Business Development for Image Technology, Inc. in Greensboro, North Carolina in the early 1990's and was instrumental in the investment by then U. S. West in the company and the company's ultimate sale to MCI. Following that purchase, Harry left Image Technology, Inc. to form KOZ.Com, one of the first companies to build sophisticated community publishing software for the internet with a focus on media. Harry joined Connexion Technologies as one of its first 10 employees and served until this year as its Executive Vice President. He left Connexion Technologies to assume this position with Baldwin County Internet.



Richard M. Alder, Executive Officer and Vice President of Operations, has been with Connexion Technologies/Accelera since 2006. Prior to his association with Connexion Technologies/Accelera he was Executive Vice President for Madison River Communications, which was Connexion/Accelera's original Service Provider, from 1999 - 2006. He served in various capacities during his tenure at Madison River including President of MebTel, one of Madison River's independent telephone companies (CLECs), Executive Vice President of Business Analysis and Marketing, Executive Vice President – North Carolina Operations, and Vice President of Business Analysis. He held the position of Vice President of Major Account Sales for TAMCO/Telimage in 1996-1999 and worked as a Project Manager/Consultant for USRobotics/3COM from 1996-1997. From 1993 – 1996, he was President of Telecommute Solutions. From 1983 – 1993, he served in various positions in Centel/Central Telephone/Centel Business Systems and prior to those positions, he worked for Southwestern Bell as a Network Service Supervisor. Mr. Alder has over 27 years of operational experience in the telecommunications industry. He holds a B.S. in Mechanical Engineering from Texas Tech University (1976) and an MBA from the University of Houston (1987).

Eric Landry, NOC (Network Operations Center) Director, has been with Accelera/Connexion Technologies since 2007. He has over 20 years of telecommunications experience planning, managing, maintaining and administering all aspects of voice, data, wireless, and IP (Internet Protocol) networks. Prior to his association with Accelera/Connexion Technologies Mr. Landry was Director of Service Management Centers for Talk America. He also held various technical and engineering positions with Network Telephone Corporation, AirAd, Sjoborg, Landry and St.Pierre, Inc., and also served as Vice President, Systems and Engineering for Network USA, a division of Network Paging Corporation. Mr. Landry holds a B.S. in Computer Science from the University of Louisiana, Lafayette, Louisiana (1984).

Bobby Brown, General Manager Service Bureau, has over 16 years experience in the telecommunications and security industries, in several markets including Alabama, Florida and Louisiana. Mr. Brown joined the Accelera Services Bureau in April, 2008, bringing with him a successful history of commitment to excellent customer service. His management and customer service experience includes positions at BellSouth, Protection One, SecureComm, Saia Electronic/Advanced Automation, Total Home Electronics and McManus Security. Mr. Brown holds a Louisiana Burglar and Fire Alarm certification as a Class "B" Low Voltage Technician (Level I, II & IIB, Advanced Electronics, Fire System Installation Standards, Space Detection and Controls & Communication). Mr. Brown's team includes three management positions and growth for 75 agents.

R. Scott Seab, Vice President-Regulatory Affairs, has focused his legal career on addressing the legal issues that traditional telecommunications and cable operators encounter, primarily: local, state, and federal regulatory compliance, employment law, contract negotiations, and acquisitions. He has 18 years of legal experience and management skills gained from clients & employers including the U.S. Army JAG Corps (Captain) and the Colorado Springs City Attorney's Office as an Assistant Prosecutor. He has also owned or worked for various Internet Service Providers (ISPs), including being part-owner of Southern Colorado Internet Provider dba SCIP.NET, which was sold



to High Plains Internet in 2000; and several Competitive Local Exchange Carriers (CLECs). Mr. Seab served as Vice President - Regulatory Affairs with NOW Communications, Inc., beginning with the company start-up on February 29, 1996 (just 20 days after Congress signed the Telecommunications Act of 1996), and remained with the company until it was sold in late 2003. At that time, the company had operations in 41 states with nearly 50,000 customers. He then joined Adelphia Communications Corporation as in-house counsel (Director—Law & Public Policy), managing over 75 local franchising authorities in Adelphia's nine-state Western Region, engaging in franchise renewals, pole attachment/land use agreements, directing political & lobbying campaigns. He stayed on after the Comcast acquisition of Adelphia, to aid in the transition, departing in April, 2007. Mr. Seab joined a new "Fiber To The Home" (FTTH) telco/cable operator start-up, PanOptic, Inc. d/b/a PorchLight Communications, in Colorado Springs, Colorado, as its General Manager and General Counsel. Within nine months, he had obtained for the company over six local franchise agreements for its operating areas along with all national and local programming agreements. He also served as the "HR Department", managing new employee files and training a staff that grew from four to ten employees in that period. In January 2008, Mr. Seab joined a more established and seasoned operator, Connexion Technologies, as the Vice President - Regulatory Affairs. His educational background includes: a B.A. in Pre-Law from the University of Louisiana at Monroe (1987) and a J.D. from Tulane University (1990).

\* Accelera Services, LLC, a related company of Connexion Technologies, is a support services company that provides various regulatory, accounts payable, customer billing, and vendor assistance services to small ISP/VoIP/video service providers such as BCI

**BEFORE THE TENNESSEE REGULATORY AUTHORITY**

**IN THE MATTER OF THE APPLICATION OF  
BALDWIN COUNTY INTERNET/DSSI  
SERVICE, L.L.C.  
FOR A CERTIFICATE TO PROVIDE  
COMPETING LOCAL TELECOMMUNICATIONS  
SERVICES**

**PRE-FILED TESTIMONY OF JEFFERY L. HATHAWAY  
(ADOPTED BY HAROLD R. BAILES, IN ITS ENTIRETY, WITH REVISED  
RESPONSES TO QUESTIONS 1, 2, 3, 4, 23 and 30 – PAGES 1, 2, 9, 10 and 12)**

1 I, Jeffery L. Hathaway, do hereby testify as follows in support of the application of  
2 Baldwin County Internet/DSSI Service, L.L.C. (BCI) for a Certificate of Convenience  
3 and Necessity as a competing telecommunications services provider to provide  
4 telecommunications services throughout the State of Tennessee  
5

6 **A. IDENTIFICATION AND QUALIFICATION OF WITNESS**

7  
8 **Q1. What is your name and business address?**

9 A1. My name is Harold R. Bailes and my business address is 22645 Canal Road, Suite B,  
10 Orange Beach, Alabama 36561, which is in the process of becoming 1240 Commerce  
11 Drive, Suite A, Gulf Shores, Alabama 36542 (mail is received at either address).

12 **Q2. By whom are you employed and what is your position?**

13 A2. I am the President of Baldwin County Internet/DSSI Service, L.L.C. (BCI).

14 **Q3. Please describe your business experience and education background.**

15 A3. I have spent my professional career in and around leading edge technology ventures. I  
16 was one of the first lawyers in Virginia to use a computer in the practice of law and



17 designed one of the first timekeeping and billing systems for attorneys in the  
18 marketplace. I became Vice President of Strategic Business Development for Image  
19 Technology, Inc. in Greensboro, North Carolina in the early 1990's and was instrumental  
20 in the investment in the company by then U. S. West and the company's ultimate sale to  
21 MCI. Following that purchase, I left Image Technology, Inc. to form KOZ.Com, one of  
22 the first companies to build sophisticated community publishing software for the internet  
23 with a focus on media. I joined Connexion Technologies as one of its first 10 employees  
24 and served until this year as its Executive Vice President. In early 2008, I left Connexion  
25 Technologies to assume my current position as President of BCI.

26  
27 My educational background includes graduation from law school at the University of  
28 Virginia. I practiced law in Charlottesville, Virginia from 1971 until the mid 1980's..  
29

30 **Q4. Briefly describe your duties.**

31 A4. As the President, I am responsible for management of the company and its operations. I  
32 formulate and implement strategic plans in line with the strategic direction identified by  
33 the CEO and delegate the accomplishment of these plans to the executive staff, which  
34 handles the day-to-day functions of the Company. I represent the company before  
35 regulatory commissions.  
36

## 37 **B. PURPOSE OF DIRECT TESTIMONY**

38

39 **Q5. What is the purpose of your Direct Testimony?**

177 A22. Mr. Richard M. Alder has been with Connexion Technologies/Accelera since 2006 and  
178 is currently Executive Officer and Vice President of Operations. Prior to his association  
179 with Connexion Technologies/Accelera he was Executive Vice President for Madison  
180 River Communications, which was Connexion/Accelera's original Service Provider. He  
181 served in various capacities during his tenure at Madison River including President of  
182 MebTel, one of Madison River's independent telephone companies and Vice President of  
183 Marketing and Business Development. He has also worked for Sprint, Centel (Central  
184 Telephone and Centel Business Systems), 3Com/USRobotics, TAMCO and  
185 TeleCommute Solutions. Mr. Alder has over 27 years of operational experience in the  
186 telecommunications industry. He holds a B.S. in Mechanical Engineering from Texas  
187 Tech University (1976) and an MBA from the University of Houston (1987).

188  
189 **Q23. Describe the managerial experience and technical expertise of Mr. Bobby Brown,**  
190 **General Manager Service Bureau who is responsible for BCI's Customer Service.**

191 A23. Mr. Bobby Brown has over 16 years experience in the telecommunications and security  
192 industries, in several markets including Alabama, Florida and Louisiana. Mr. Brown  
193 joined the Accelera Service Bureau in April 2008, bringing with him a successful history  
194 of commitment to excellent customer service. His management and customer service  
195 experience includes positions at BellSouth, Protection One, SecureComm, Saia  
196 Electronic/Advanced Automation, Total Home Electronics and McManus Security. Mr.  
197 Brown holds a Louisiana Burglar and Fire Alarm certification as a Class "B" Low  
198 Voltage Technician (Level I, II & IIB, Advanced Electronics, Fire System Installation



Standards, Space Detection and Controls & Communication). Mr. Brown's team includes three management positions and growth for 75 agents.

**Q24. Describe the managerial experience and technical expertise of Mr. Eric Landry, NOC (Network Operations Center) Director.**

A24. Mr. Eric Landry has been with Accelera/Connexion Technologies since 2007 and currently serves as NOC (Network Operations Center) Director. He has over 20 years of telecommunications experience planning, managing, maintaining and administering all aspects of voice, data, wireless, and IP (Internet Protocol) networks. Prior to his association with Accelera/Connexion Technologies Mr. Landry was Director of Service Management Centers for Talk America. He has also worked with Network Telephone Corporation, AirAd, Sjoberg, Landry and St.Pierre, Inc., and also served as Vice President, Systems and Engineering for Network USA, a division of Network Paging Corporation. Mr. Landry holds a B.S. in Computer Science from the University of Louisiana, Lafayette, Louisiana (1984).

## **G. FINANCIAL RESULTS AND STRENGTHS**

**Q25. Does BCI possess the requisite financial capability to provide the services for which it has applied for authority?**

244

245 **Q29. Does Baldwin County Internet/DSSI Service, L.L.C. intend to comply with all TRA**  
246 **rules, statues, and orders pertaining to the provision of telecommunications services**  
247 **in Tennessee, including those for disconnection and reconnection of service?**

248 A29. Yes, the company intends to comply with all TRA rules, statues, and orders.

249

250 **Q30. Who is knowledgeable about BCI's operations and will serve as BCI's regulatory**  
251 **and customer service contact?**

252 A30. All contacts and questions dealing with regulatory and customer service issues from the  
253 TRA should be referred to the following centralized point of contact:

254 Name: R. Scott Seab, Vice President - Regulatory Affairs  
255 Address: 1644 Plowman Dr, Monument, CO 80132  
256 Telephone: 719-233-5138  
257 Fax No.: 509-272-5383  
258 Email: [scott.seab@cnxntech.com](mailto:scott.seab@cnxntech.com)  
259

260 **Q31. Please explain in detail BCI's proposed procedures for responding to information**  
261 **requests from the TRA and its staff.**

262 A31. All information requests should be transmitted to Mr. Scott Seab at the contacts listed in  
263 the response to Question 30. He will refer the questions to the correct resource within  
264 BCI and provide the responses back to the Staff within the allotted time period. He is  
265 also available to respond verbally to any informal questions regarding this Application or  
266 any other matters of interest to the Staff.

267

268