

BEFORE THE PUBLIC UTILITY COMMISSION

IN THE MATTER OF THE APPLICATION OF  
TRI-COUNTY FIBER COMMUNICATIONS, LLC  
FOR A CERTIFICATE TO PROVIDE COMPETING LOCAL  
TELECOMMUNICATION SERVICES

Docket No. 17-00053

APPLICATION FOR CERTIFICATE TO PROVIDE  
COMPETING LOCAL TELECOMMUNICATIONS SERVICES

Pursuant to applicable Tennessee Statutes and the Rules and Regulations of the Public Utility Commission and Section 253 of the Federal Telecommunications Act of 1996 ("Act"), Tri-County Fiber Communications ("TCFC") respectfully requests that the Public Utility Commission ("PUC") grant to TCFC authority to provide competing local telecommunications services, including exchange access telecommunications services, within the State of Tennessee. TCFC is willing and able to comply with all applicable rules and regulations in Tennessee pertaining to the provision of competing local telecommunications services. TCA 65-4-201

In support of its Application, TCFC submits the following:

1. The full name and address of the Applicant is:

Tri-County Fiber Communications, LLC  
405 College Street  
Lafayette, Tennessee 37083  
Telephone: (615) 666-2111

Questions regarding this application should be directed to:

Paul Thompson  
Executive V.P. & General Manager  
405 College Street  
Lafayette, Tennessee 37083  
Telephone: (615) 688-2100  
Facsimile: (615) 688-2141

Contact name and address at the Company is:

Paul Thompson  
Executive V.P. & General Manager  
405 College Street  
Lafayette, Tennessee 37083  
Telephone: (615) 688-2100  
Facsimile: (615) 688-2141

2. Organizational Chart of Corporate Structure: Include any pertinent acquisition or merger information.

See **Exhibit A**

3. Corporate information:

TCFC was incorporated in the state of Tennessee on April 28, 2017. It is a wholly owned subsidiary of Tri-County Electric Membership Corporation. A copy of TCFC's Articles of Organization (state and local) are provided in **Exhibit B**. A copy of TCFC's authority to transact business in the state of Tennessee is provided in **Exhibit C**. The Department of the Treasury IRS Employer Identification Number for TCFC is **Exhibit D**. The names and addresses of the principal corporate officers are in **Exhibit E**. The biographies of the principal officers and any other key technical staff are in **Exhibit F**.

4. TCFC possesses the managerial, technical, and financial ability to provide local telecommunications service in the State of Tennessee as demonstrated below:

A. Financial Qualifications:

TCEMC is a rural electric cooperative serving more than 50,000 member-owners in northern Middle Tennessee and south central Kentucky. Distributors of electricity in the Tennessee Valley, including TCEMC, are regulated by the Tennessee Valley Authority (TVA). TCEMC began installing fiber in 2012 for internal communications between its eight offices and seventeen substations. **Exhibit G** summarizes fiber installations, dark fiber leases and compensation for fiber Projects.

**Exhibit H** summarizes the recent financial performance of the parent company, TCEMC with the past three years of audited financials (2014, 2015, 2016). Thus, TCFC asserts that it has the financial resources necessary to operate as a competitive local service provider in Tennessee.

TCFC's business model is provided as **Exhibit I** and also includes a capital expenditures budget indicating construction costs and type of equipment to be purchased (page 3), 10 year projected income statement (pages 5-7) and source for funding of project (page 1).

TCFC's Corporate Surety Bond is provided as **Exhibit J**

B. Managerial Ability:

TCFC has an excellent senior management team, backed by experienced employees, who are competent in all aspects of business processes. It will also be utilizing the broad range of experience provided by the executive team at Pulse Broadband, that specialize in telephony engineering, operations and marketing. Attached hereto as **Exhibit F** are the biographies of the TCFC senior management team, as well as the biographies of the management team at Pulse Broadband. Pulse Broadband will provide the technical expertise during the start-up phase of the Company's telecommunications operations. A copy of the contract is provided in **Exhibit K**.

C. Technical Qualifications:

TCFC services will satisfy the minimum standards established by the PUC. The company will meet minimum basic local standards, including quality of service and billing standards required of all LEC'S regulated by the PUC.

Applicant will not require customers to purchase CPE, which cannot be used with the Incumbent Local Exchange Carrier's systems. Please see in the biographies (**Exhibit F**) of the principal officers and key staff, there is expertise in telecommunications, engineering, IT and fiber deployment. Applicant is technically qualified to provide the interconnected VoIP services that it proposes by utilizing the resources of its underlying wholesale VoIP provider which is well versed in all aspects of telecommunications. As indicated below, its management team has extensive business experience. Thus, TCFC is certainly technically qualified to provide local exchange service in Tennessee.

5. Proposed Service Area:

TCFC proposes to offer services to TCEMC member-owners in all of the electric cooperative's geographic footprint, in the service area of AT&T and any other ILEC that does not enjoy a rural exemption under Section 251(f) of the Telecommunications Act of 1996. TCFC intends to offer VoIP through the use of its own facilities, resold facilities, and through a combination of these provisioning methods.

6. Types of Local Exchange Service to be provided:

TCFC's initial line of local services will be comparable to that currently offered by the incumbent LECS. TCFC plans to offer VoIP and is utilizing the services of consultant, Pulse Broadband, to select an underlying carrier. The carrier selected will be approved by the FCC to obtain numbering resourcing.

7. Repair and Maintenance:

TCFC understands the importance of effective customer service for local service customers. TCFC has made arrangements to provide customer support 24/7/365. The toll free number will be printed on the customers' statements. In addition, customers may contact the company in writing at the headquarters address. The Tennessee contact person knowledgeable about providers operations is Paul Thompson reference (1.) above.

Grant of the Application will further the goals of the Tennessee Legislature and further the public interest by expanding the availability of competitive telecommunications services in the State of Tennessee. In addition, intrastate offering of these services is in the public interest because the services will provide Tennessee customers increased efficiencies and cost savings. Authorizing TCFC to provide local exchange telecommunications services will enhance materially the telecommunications infrastructure in the State of Tennessee and will facilitate economic development.

In particular, the public will benefit both directly, through the use of the competitive services to be offered by TCFC and indirectly, because TCFC's presence will increase the incentives for other telecommunications providers to operate more efficiently, offer more innovative services, reduce their prices, and improve their quality of service. Grant of this Application will further enhance the service options available to Hartsville/Trousdale County and Sumner County, Tennessee citizens for the reasons set forth above.

8. Small and Minority-Owned Telecommunications Business Participation Plan: (65-5-112): **Exhibit L**

9. Applicant has served notice of this application to the eighteen (18) incumbent local exchange telephone companies for this area with a statement regarding the company's intention of operating geographically. See **Exhibit M** for the list.
10. Numbering Issues: Statement provided in **Exhibit N**
11. Tennessee Specific Operational Issues: Statements provided in **Exhibit O**
12. Miscellaneous:
  - A. Sworn Pre-filed testimony: **Exhibit P**
  - B. Applicant does not require customer deposits
  - C. TCFC has not been subject to complaints in any states in which we are doing business.
  - D. TCFC will file an access services tariff with the PUC if the subsidiary ever decides to offer access exchange.

**CONCLUSION:**

TCFC respectfully requests that the PUC enter an order granting it a certificate of convenience and necessity to operate as a competing telecommunications service provider and authority to provide a full range of local exchange on a facilities-based and resale basis in our geographic footprint, in the service area of AT&T and any other ILEC that does not enjoy a rural exemption under Section 251(f) of the Telecommunications Act of 1996. For the reasons stated above, TCFC's provision of these services would promote the public interest by providing high-quality service at competitive prices and by creating greater economic incentives for the development and improvement for all competing providers.

Respectfully submitted this 1st day of June, 2017.



Ken Witcher  
Board Attorney

Exhibit A	Organizational Chart	
Exhibit B	Articles of Incorporation	
Exhibit C	Certificate of Existence/Authorization	
Exhibit D	IRS Employer Identification Number	*CONFIDENTIAL
Exhibit E	Principal Corporate Officers	
Exhibit F	Principal Officers/Key Technical Staff/Pulse Broadband Staff	
Exhibit G	Fiber Installations, Leases, Compensation	*CONFIDENTIAL
Exhibit H	Certified Audits	*CONFIDENTIAL
Exhibit I	Business Model/Capital Expenditures	*CONFIDENTIAL
Exhibit J	Corporate Surety Bond	*CONFIDENTIAL
Exhibit K	Pulse Broadband Contract	*CONFIDENTIAL
Exhibit L	Small & Minority Owned Telecommunications Plan	
Exhibit M	ILEC Notification	
Exhibit N	Numbering Issues	
Exhibit O	Tennessee Specific Operational Issues	
Exhibit P	Sworn Pre-Filed Testimony	

**Exhibit A**  
**ORGANIZATIONAL CHART OF CORPORATE STRUCTURE:**

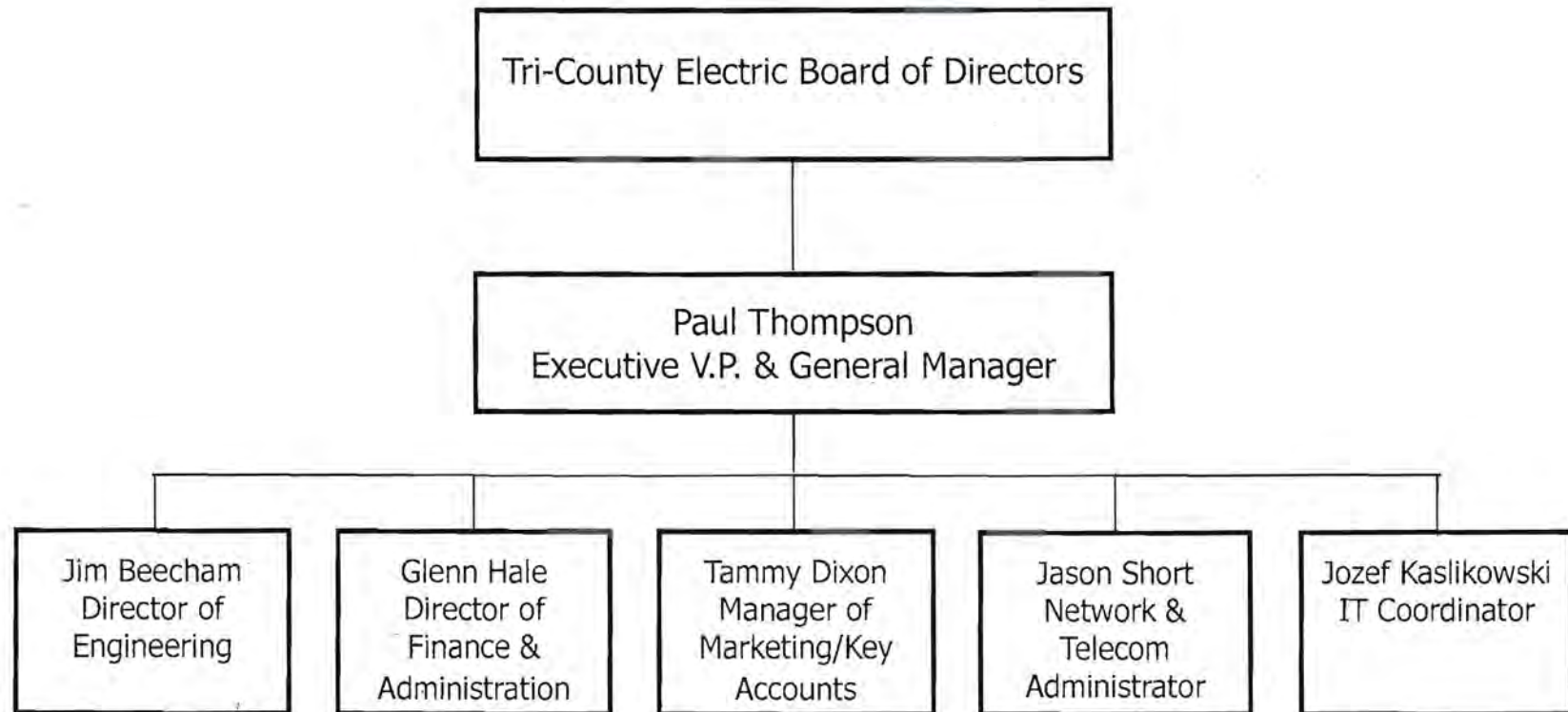




EXHIBIT B



000901260

**ARTICLES OF ORGANIZATION  
LIMITED LIABILITY COMPANY**

SS-4270

**Tre Hargett**  
Secretary of State**Division of Business Services  
Department of State**State of Tennessee  
312 Rosa L. Parks AVE, 6th FL  
Nashville, TN 37243-1102  
(615) 741-2286Filing Fee: \$50.00 per member  
(minimum fee = \$300.00, maximum fee = \$3,000.00)

For Office Use Only

**-FILED-**

Control # 000901260

**The Articles of Organization presented herein are adopted in accordance with the provisions of the Tennessee Revised Limited Liability Company Act.****1. The name of the Limited Liability Company is:** Tri-County Fiber Communications, LLC

(Note: Pursuant to the provisions of T.C.A. §48-249-106, each Limited Liability Company name must contain the words "Limited Liability Company" or the abbreviation "LLC" or "L.L.C.")

**2. Name Consent: (Written Consent for Use of Indistinguishable Name)**☐ This entity name already exists in Tennessee and has received name consent from the existing entity.**3. This company has the additional designation of:** None**4. The name and complete address of the Limited Liability Company's initial registered agent and office located in the state of Tennessee is:**TRI COUNTY ELECTRIC MEMBERSHIP CORPORATION  
405 COLLEGE ST  
LAFAYETTE, TN 37083-1729  
MACON COUNTY**5. Fiscal Year Close Month:** June**6. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is:**  
(none) (Not to exceed 90 days)**7. The Limited Liability Company will be:**☐ Member Managed☐ Manager Managed☒ Director Managed**8. Number of Members at the date of filing:** 1**9. Period of Duration:** Perpetual**10. The complete address of the Limited Liability Company's principal executive office is:**405 COLLEGE ST  
LAFAYETTE, TN 37083-1729  
MACON COUNTY

B0387-3288 04/28/2017 8:48 AM Received by Tennessee Secretary of State Tre Hargett



**ARTICLES OF ORGANIZATION  
LIMITED LIABILITY COMPANY**

SS-4270



**Tre Hargett**  
Secretary of State

**Division of Business Services  
Department of State**

State of Tennessee  
312 Rosa L. Parks AVE, 6th FL.  
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Filing Fee: \$50.00 per member  
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**-FILED-**

Control # 000901260

**The name of the Limited Liability Company is:** Tri-County Fiber Communications, LLC

**11. The complete mailing address of the entity (if different from the principal office) is:**

PO BOX 40  
LAFAYETTE, TN 37083-0040

**12. Non-Profit LLC (required only if the Additional Designation of "Non-Profit LLC" is entered in section 3.)**

- ☐ I certify that this entity is a Non-Profit LLC whose sole member is a nonprofit corporation, foreign or domestic, incorporated under or subject to the provisions of the Tennessee Nonprofit Corporation Act and who is exempt from franchise and excise tax as not-for-profit as defined in T.C.A. §67-4-2004. The business is disregarded as an entity for federal income tax purposes.

**13. Professional LLC (required only if the Additional Designation of "Professional LLC" is entered in section 3.)**

- ☐ I certify that this PLLC has one or more qualified persons as members and no disqualified persons as members or holders.

**Licensed Profession:**

**14. Series LLC (optional)**

- ☐ I certify that this entity meets the requirements of T.C.A. §48-249-309(a) & (b)

**15. Obligated Member Entity (list of obligated members and signatures must be attached)**

- ☐ This entity will be registered as an Obligated Member Entity (OME) Effective Date: (none)  
☐ I understand that by statute: THE EXECUTION AND FILING OF THIS DOCUMENT WILL CAUSE THE MEMBER(S) TO BE PERSONALLY LIABLE FOR THE DEBTS, OBLIGATIONS AND LIABILITIES OF THE LIMITED LIABILITY COMPANY TO THE SAME EXTENT AS A GENERAL PARTNER OF A GENERAL PARTNERSHIP. CONSULT YOUR ATTORNEY.

**16. This entity is prohibited from doing business in Tennessee:**

- ☐ This entity, while being formed under Tennessee law, is prohibited from engaging in business in Tennessee.

**17. Other Provisions:**

Electronic

Signature

Paul Thompson

Printed Name

Executive V. P. & General Manager

Title/Signer's Capacity

Apr 28, 2017 8:48AM

Date



000901260

**ARTICLES OF ORGANIZATION  
LIMITED LIABILITY COMPANY**

SS-4270

**Tre Hargett**  
Secretary of State**Division of Business Services****Department of State**State of Tennessee  
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MACON COUNTY**BK/PG: RB39/375-376****17001384**

2 PGS:AL-ARTICLES OF ORGANIZATION

NANCY BATCH: 40421

**05/05/2017 - 03:09:20 PM**

VALUE 0.00

MORTGAGE TAX 0.00

**5. Fiscal Year Close Month:** June**6. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is:**  
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LAFAYETTE, TN 37083-1729  
MACON COUNTY

TRANSFER TAX	0.00
RECORDING FEE	5.00
DP FEE	2.00
REGISTER'S FEE	0.00
TOTAL AMOUNT	7.00

STATE OF TENNESSEE, MACON COUNTY

**CYNTHIA JONES**  
REGISTER OF DEEDS



# ARTICLES OF ORGANIZATION LIMITED LIABILITY COMPANY

SS-4270



Tre Hargett  
Secretary of State

Division of Business Services  
Department of State  
State of Tennessee  
312 Rosa L. Parks AVE, 6th FL  
Nashville, TN 37243-1102  
(615) 741-2286

Filing Fee: \$50.00 per member  
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- ☐ I certify that this entity is a Non-Profit LLC whose sole member is a nonprofit corporation, foreign or domestic, incorporated under or subject to the provisions of the Tennessee Nonprofit Corporation Act and who is exempt from franchise and excise tax as not-for-profit as defined in T.C.A. §67-4-2004. The business is disregarded as an entity for federal income tax purposes.

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- ☐ I certify that this PLLC has one or more qualified persons as members and no disqualified persons as members or holders.

Licensed Profession:

14. Series LLC (optional)

- ☐ I certify that this entity meets the requirements of T.C.A. §48-249-309(a) & (b)

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- ☐ This entity, while being formed under Tennessee law, is prohibited from engaging in business in Tennessee.

17. Other Provisions:

Electronic

Signature

Paul Thompson

Printed Name

Executive V. P. &amp; General Manager

Title/Signer's Capacity

Apr 28, 2017 8:48AM

Date

EXHIBIT C



**Tre Hargett**  
Secretary of State

**Division of Business Services**  
**Department of State**  
State of Tennessee  
312 Rosa L. Parks AVE, 6th FL  
Nashville, TN 37243-1102

**PAUL THOMPSON**  
405 COLLEGE STREET  
LAFAYETTE, TN 37083

May 3, 2017

**Request Type: Certificate of Existence/Authorization**  
Request #: 0236675

Issuance Date: 05/03/2017  
Copies Requested: 1

**Document Receipt**

Receipt #: 003357529

Filing Fee: \$20.00

Payment-Credit Card - State Payment Center - CC #: 3701396853

\$20.00

**Regarding: Tri-County Fiber Communications, LLC**

Filing Type: Limited Liability Company - Domestic

Control #: 901260

Formation/Qualification Date: 04/28/2017

Date Formed: 04/28/2017

Status: Active

Formation Locale: TENNESSEE

Duration Term: Perpetual

Inactive Date:

Business County: MACON COUNTY

**CERTIFICATE OF EXISTENCE**

I, Tre Hargett, Secretary of State of the State of Tennessee, do hereby certify that effective as of the issuance date noted above

**Tri-County Fiber Communications, LLC**

\* is a Limited Liability Company duly formed under the law of this State with a date of incorporation and duration as given above;

\* has paid all fees, taxes and penalties owed to this State (as reflected in the records of the Secretary of State and the Department of Revenue) which affect the existence/authorization of the business;

\* has appointed a registered agent and registered office in this State;

\* has not filed Articles of Dissolution or Articles of Termination. A decree of judicial dissolution has not been filed.

Tre Hargett  
Secretary of State

Processed By: Cert Web User

Verification #: 022277325

**Exhibit E**  
**PRINCIPAL OFFICERS**

Jeff Downing, President  
Director District F  
469 Dunns Ford Road  
Fountain Run, Kentucky 42133

Tony Bentle, Vice-President  
Director District W  
1125 Rainbow Circle  
Westmoreland, Tennessee 37186

Ray Goad, Secretary  
Director District L  
4384 Long Creek Road  
Lafayette, Tennessee 37083

Ronald Bailey,  
Director District C  
4445 Gainesboro Highway  
Celina, Tennessee 38551

Bret Carver  
Director District B  
1399 Green Grove Road  
Burkesville, Kentucky 42717

Veachel Harlan  
Director District T  
221 7<sup>th</sup> Street  
Tompkinsville, Kentucky 42167

Mark Linkous  
Director District E  
P.O. Box 56  
Edmonton, Kentucky 42129

Mike Miller  
Director District S  
2174 Briarfield Road  
Scottsville, Kentucky 42164

Jack Osgatharp  
Director District R  
8531 Red Boiling Springs Road  
Lafayette, Tennessee 37083

Tommy Thompson  
Director District H  
P.O. Box 178  
Hartsville, Tennessee 37074

Ken Witcher, Jr.  
Board Attorney  
P.O. Box 301  
Lafayette, Tennessee 37083

**Exhibit F**  
**BIOGRAPHIES OF PRINCIPAL OFFICERS AND STAFF**

Tri-County Electric's Board of Directors serve as Principal Officers of the cooperative. Each is elected by members whose principal residence is in the district he serves.

*Jeff Downing* represents the Fountain Run, Kentucky district (District F) on the Tri-County Electric Board of Directors and is currently serving President. He owns and operates Downing Cattle Company.

*Tony Bentle* represents the Westmoreland, Tennessee district (District W) on the Tri-County Electric Board of Directors and is currently serving as Vice-President. He is retired from DuPont.

*Ray Goad* represents the Lafayette, Tennessee district (District L) on the Tri-County Electric Board of Directors and is currently serving as Secretary. He is retired from Macon Bank & Trust.

*Ronald Bailey* represents the Celina, Tennessee district (District C) on the Tri-County Electric Board of Directors. He is a former grocery store owner.

*Bret Carver* represents the Burkesville, Kentucky district (District C) on the Tri-County Electric Board of Directors. He is the Albany Manager of Blue Grass Stockyards.

*Veachel Harlan* represents the Tompkinsville, Kentucky district (District T) on the Tri-County Electric Board of Directors. He is retired from Tri-County Electric.

*Mark Linkous* represents the Edmonton, Kentucky district (District E) on the Tri-County Electric Board of Directors. He is the owner of Glass Thompson Insurance.

*Mike Miller* represents the Scottsville, Kentucky district (District S) on the Tri-County Electric Board of Directors. His company does residential and small commercial construction, sales and leasing.

*Jack Osgatharp* represents the Red Boiling Springs, Tennessee district (District R) on the Tri-County Electric Board of Directors. He is a farmer.

*General Tommy Thompson* represents the Hartsville, Tennessee district (District H) on the Tri-County Electric Board of Directors. He is the District Attorney General for the State of Tennessee 15<sup>th</sup> Judicial District.

*Judge Ken Witcher, Jr.* is the Board Attorney. He serves as Macon County General Sessions Judge and owns his own law practice.

*Paul Thompson* has served as the Executive Vice President and General Manager of Tri-County Electric since 2001 and has been employed by the cooperative since 1998. He has a B.S. in Biology from Tennessee Technological University.

*Jim Beecham*, P.E. has served as the Director of Engineering of Tri-County Electric, including supervision of the I.T. staff, since 1995 and has been employed by the cooperative since 1990. Jim implemented and administered Tri-County Electric's first computer network and telecommunication system for eight offices in the 1990's including: centralized data, voice and radio systems, networking hardware, servers, firewall, VPN, exchange server and PC support. Jim has a B.S. in Electrical Engineering from Tennessee Technological University Tennessee Technological University

*Glenn Hale*, CPA has served as Tri-County Electric's Director of Finance and Administration since 2001. Glenn has a B.S. in Accounting from Tennessee Technological University

*Tammy Dixon* has served as Tri-County Electric's Manager of Marketing/Key Accounts since 2001. Tammy has a B.A. from Cumberland University.

*Jason Short* has served as Tri-County Electric's Network and Telecom Administrator since 2003 and has been employed by the cooperative since 2000. Jason's responsibilities have included IT, telecommunication and networking. Specifically the design, procurement, provisioning, installation and support of infrastructure. He has experience in all the normal enterprise level IT aspects such as Servers, multiple operating systems, migration to a VM infrastructure, Active Directory, Exchange along with many industry specific platforms. Jason has fourteen years of support and migration from Meridian switches with PRI's and POTS to a Cisco IP platform with SIP delivery from the PSTN. Jason also has support and migration from mainly T1 data circuits which were leased from multiple communications companies to the design and construction of our own 1-10Gig circuits which currently spans ~200 miles of single mode fiber throughout Kentucky and Tennessee. This experience includes not only internal networking needs, but also delivery of IP and Metro services to end customers.

*Jozef Kaslikowski* is the IT Coordinator at Tri-County Electric and previously served as GIS Coordinator. He has been employed at the cooperative since 2005. With a BSc. in Computer Science from Tennessee Technological University, Jozef's experience has included: the consolidation and management of Tri-County Electric's phone system; the network configuration and monitoring for 25+ locations spanning 8 counties using multiple providers; the planning, implementation, and configuration of a 176 mile private fiber network with 10Gb backbone; the configuration and implementation of fiber to the premises using Calix software and hardware to numerous locations; and dark fiber leases to ISP's and private customers

## **PULSE BROADBAND MANAGEMENT TEAM LEVEL OF EXPERIENCE**

*Eric Freesmeier*, Chief Executive Officer – Prior to Pulse Broadband Mr. Freesmeier was Executive Vice President for Broadstripe, a cable and telecommunications company. He joined Broadstripe after working for the Company as a consultant, running the company's Mid-Atlantic Region as General Manager. Prior to Broadstripe, he was President/Founder of Deepwater Enterprises, which funded and advised startup and emerging businesses across multiple industries. Before that, Mr. Freesmeier was Senior VP, Human Resources and Administration for Charter Communications, Executive VP, Human Resources and Administration for Edison Brothers Stores, Inc. and held various senior management positions at Montgomery Ward. Mr. Freesmeier has over 30 years of experience in the telecommunications, retail and direct response marketing industries. Mr. Freesmeier holds BS degrees in Marketing and Industrial Relations from the University of Iowa and a Masters of Management Degree in finance from the Kellogg Graduate School of Management at Northwestern University.

*Jeff Spence*, Vice President of Engineering – Mr. Spence was most recently at Avenue Broadband as their Vice President of Engineering for three years. There he was responsible for all aspects of engineering and technology at the corporate level for this small MSO. He successfully completed major rebuilds and extensive fiber construction creating a 400+ mile regional fiber network, launched new services across many markets including high speed Internet, telephone, and business network services and successfully negotiated fiber trades allowing dramatic expansion of our network with minimal capital investment. Jeff has been in the industry for over the past 20 years with Rifkin and Associates, Cox, Time Warner, and US Cable. He is a member of SCTE.

*Shawn Sweeney*, Vice President of Finance – Prior to Pulse Broadband, Mr. Sweeney was a Senior Financial Analyst for Cracker Barrel Old Country Stores, a restaurant company. Shawn was responsible for business modeling for the \$1.4B company and was the liaison to the marketing department. Shawn's financial and business modeling experience is shown through Pulse's best in class financial model. Pulse shares our full financial model with partners providing confidentiality agreements. Mr. Sweeney has a B.S. in Finance from Indiana University – Kelley School of Business and a Master of Business Administration from the Massey School of Business at Belmont University.

*Terie Hannay*, Senior Vice President, Planning and Integration – Ms. Hannay has over 20 years' experience in the Communications Industry. Previously, Ms. Hannay was with Broadstripe, a regional cable operator. At Broadstripe, Terie was responsible for the launch of telephone services. In conjunction with the launch of this product, she managed the reengineering and alignment of all aspects of the business: sales, installation, dispatching, provisioning, billing, auditing, fraud control and monthly financial reporting. Prior to Broadstripe, Ms. Hannay held the position of Executive Vice President, Financial Operations with Cleartel Communications, a Competitive Local Exchange Carrier which supported over 300,000 access lines in 28 states. Prior to that, Terie spent 5 years with Charter Communications, as Regional, VP, Customer Care for the Michigan Region. For the prior 11 years, she held several positions with American Network Exchange, Inc. a Competitive Local Exchange and Operator Service Provider. As Divisional Vice President, Telecom Services, she was responsible for all aspects of the operation supporting a 1,000,000 customer base. During her tenure she directed the due diligence and successful integration of two corporate acquisitions.

*Frank Scotello*, Senior Vice President Programming and Operations – Mr. Scotello has held several positions over the past 25 years with programming and cable television operations. Most recently, he was Senior Vice President of Programming and Product Development for Broadstripe. There, he oversaw programming, ad sales, and new product launches. He was successful in the negotiation of retransmission/programming (\$540,000 a year savings with premium provider) and ad sales agreements (25% revenue increase). Previous positions included, Vice president of Media Services with Avail-TVN, Vice President, Sales and Marketing with Disney and ESPN Networks. There he managed affiliate carriage agreements with Mediacom, Insight and NCTC. His region had the highest penetration of Disney Channel, Disney XD and SoapNet. Frank holds a BA degree in Communications from DePaul University.

*Alan Van Buskirk*, Director of OSP Solution – Pulse's Director of OSP Solutions, is here to make sure it is done correctly the first time. Alan's experience as a construction inspector on numerous projects, and knowledge of NESC, gives Pulse a vast database of experience on how to get things right. His onsite field inspection of your communications network, terrain, current state of the plant, and organization structure is vital to truly customize all inputs into your model.

**Exhibit L**  
**SMALL AND MINORITY-OWNED TELECOMMUNICATIONS**  
**BUSINESS PARTICIPATION PLAN**

Pursuant to T.C.A. §65-5-112, as amended, Tri-County Fiber Communications (TCFC) submits this small and minority-owned Telecommunications business participation plan (the "Plan") along with its Application for a Certificate of Public Convenience and Necessity to provide competing intrastate and local exchange services in Tennessee.

**I. PURPOSE**

The purpose of §65-5-112 is to provide opportunities for small and minority-owned businesses to provide goods and services to Telecommunications service providers. TCFC is committed to the goals of §65-5-112 and to taking steps to support the participation of small and minority-owned Telecommunications businesses in the Telecommunications industry. TCFC will endeavor to provide opportunities for small and minority-owned Telecommunications businesses to compete for contracts and subcontracts for goods and services. As part of its procurement process, TCFC will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to TCFC of such opportunities. TCFC's representatives have visited the websites of Tennessee Department of Treasury's Small and Minority-Owned Business Assistance Program and the Tennessee Department of General Services, Governor's Office of Diversity Business Enterprise (GoDBE) Diversity Business Certified Directory, for information on obtaining a list of qualified vendors. Moreover, TCFC will seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement process.

**II. DEFINITIONS**

As defined in §65-5-112. *Minority-Owned Business.* Minority-owned business shall mean a business which is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000).

*Small Business.* Small Business shall mean a business with annual gross receipts of less than four million dollars (\$4,000,000).

**III. ADMINISTRATION**

TCFC's Plan will be overseen and administered by the individual named below, hereinafter referred to as the Administrator, who will be responsible for carrying out and promoting TCFC's full efforts to provide equal opportunities for small and minority-owned businesses.

The Administrator of the Plan will be:

Paul Thompson,  
Executive V.P. & General Manager  
Tri-County Fiber Communications, LLC  
405 College Street  
Lafayette, Tennessee 37083  
Telephone: 615-688-2100 Facsimile: 615-688-2141

The Administrator's responsibilities will include:

- (1) Maintaining an updated Plan in full compliance with §65-5-112 and the rules and orders of the Public Utility Commission.
- (2) Establishing and developing policies and procedures necessary for the successful implementation of the Plan.
- (3) Preparing and submitting such forms as may be required by the Public Utility Commission, including the filing of required annual updates.
- (4) Serving as the primary liaison to and cooperate with the Public Utility Commission, other agencies of the State of Tennessee, and small and minority-owned businesses to locate and use qualified small and minority-owned businesses as defined in §65-5-112.
- (5) Searching for and developing opportunities to use small and minority-owned businesses and encouraging such businesses to participate in and bid on contracts and subcontracts.
- (6) Providing records and reports and cooperating in any authorized surveys as required by the Public Utility Commission.
- (7) Establishing a record-keeping system to track qualified small and minority-owned businesses and efforts to use such businesses.
- (8) Providing information and educational activities to persons within TCFC and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses.

In performance of these duties, the Administrator will utilize a number of resources, including:

Chambers of Commerce

The Tennessee Department of Economic and Community Development

The United States Department of Commerce

Small Business Administration

Office of Minority Business

The National Minority Supplier Development Counsel

The National Association of Women Business Owners

The National Association of Minority Contractors

Historically Black Colleges, Universities, and Minority Institutions

The efforts to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above. Additional efforts to provide opportunities to small and minority-owned businesses will include offering, where appropriate and feasible, small and minority-owned businesses assistance with technical, insurance, bonding, licensing, production, and deadline requirements.

#### **IV. RECORDS AND COMPLIANCE REPORTS**

TCFC will maintain records of qualified small and minority-owned business and efforts to use the goods and services of such businesses. In addition, TCFC will maintain records of educational and training activities conducted or attended and of the internal procurement procedures adopted to support this plan.

TCFC will submit records and reports required by the Public Utility Commission concerning the Plan. Moreover, TCFC will cooperate fully with any surveys and studies required by the Public Utility Commission.

Tri-County Fiber Communications, LLC

By:   
Paul Thompson  
Executive V.P. & General Manager

Dated: June 1, 2017

**Exhibit M**  
**NOTIFICATION OF SERVICE TO ILECS**  
(Copy to the Public Utility Commission)

**BEFORE THE PUBLIC UTILITY COMMISSION**

IN THE MATTER OF THE APPLICATION     )  
OF TCFC FOR A CERTIFICATE             )  
TO PROVIDE COMPETING LOCAL         )  
TELECOMMUNICATIONS SERVICES         )

**NOTICE OF FILING**

TO: ALL INCUMBENT LOCAL EXCHANGE CARRIERS (ILECS)

PLEASE TAKE NOTICE, that in accordance with the Public Utility Commission Rules for the Provision of Competitive Intrastate Telecommunications Services, you are hereby given notice that on June 1, 2017, Tri-County Fiber Communications, LLC (TCFC) filed an Application for a Certificate of Public Convenience and Necessity to Provide Competing Local Telecommunications Services.

This 1st day of June, 2017.

TCFC

BY: 

Compliance Officer

**INCUMBENT LOCAL EXCHANGE CARRIERS (ILECs)**  
**JUNE 30, 2006**

Company Name	Address	City-State	Zip	Phone
Ardmore Telephone Company, Inc.	PO Box 549	Ardmore, TN	38449	256-423-2131
BellSouth Telecommunications, Inc.	333 Commerce Street	Nashville, TN	37201	615-214-4066
CenturyTel of Adamsville	PO Box 4065	Monroe, LA	71211	318-362-1583
CenturyTel of Claiborne, Inc.	PO Box 4065	Monroe, LA	71211	318-362-1583
CenturyTel of Ooltewah-Collegedale, Inc.	PO Box 4065	Monroe, LA	71211	318-362-1583
Frontier Communications of Tennessee	300 Bland Street, P.O. Box 770	Bluefield, WV	24701	304-325-1216
<i>Wk/a</i> Citizens Communications of Tennessee				
Frontier Communications of the Volunteer State	300 Bland Street, P.O. Box 770	Bluefield, WV	24701	304-325-1216
<i>Wk/a</i> Citizens Communications of the Volunteer State				
Concord Telephone Exchange (TDS Telecom)	PO Box 22995	Knoxville, TN	37933	865-671-4753
Crockett Telephone Company, Inc. (TEC)	C/O TSI Processing Center PO Box 24207	Jackson, MS	39225	731-677-8181
Humphrey's County Telephone Company	PO Box 22995	Knoxville, TN	37933	865-671-4753
Loretto Telephone Company, Inc.	PO Box 130	Loretto, TN	38469	931-853-4351
Millington Telephone Company, Inc.	4880 Navy Road	Millington, TN	38053	901-872-3311
Peoples Telephone Company, Inc. (TEC)	C/O TSI Processing Center PO Box 24207	Jackson, MS	39225	931-289-4221
<del>Embark Communications, Inc.</del> <i>See Attached</i>	14111 Capital Blvd.	Wake Forest, NC	27587	512-867-1071
Tellico Telephone Company (TDS Telecom)	PO Box 22995	Knoxville, TN	37933	865-671-4753
Tennessee Telephone Company (TDS Telecom)	PO Box 22995	Knoxville, TN	37933	865-671-4753
United Telephone Company	PO Box 38	Chapel Hill, TN	37034	931-364-2289
West Tennessee Telephone Company (TEC)	C/O TSI Processing Center PO Box 24207	Jackson, MS	39225	731-742-2211

# Tennessee Public Utility Commission List of ILEC Providers

ID	Company Name	Market Regulated
21	Armstrong Telephone Company	Yes
1	BeSouth Telecommunications, LLC	Yes
14	CenturyTel of Adamsville	Yes
15	CenturyTel of Claiborne	Yes
17	CenturyTel of Ooltewah-Collegeville	Yes
13	Concord Telephone Exchange, Inc.	Yes
16	Crockett Telephone Company	Yes
74668	Frontier Communications of Tennessee	Yes
20	Frontier Communications of The Volunteer State	Yes
22	Humphreys County Telephone Company	Yes
23	Loretto Telephone Company	Yes
24	Millington Telephone Company, Inc.	Yes
18	Peoples Telephone Company	Yes
12	Tellico Telephone Company	Yes
11	Tennessee Telephone Company	Yes
25	United Telephone Company, Inc.	No
3	United Telephone Southeast, LLC <i>formerly Embargo Communications</i>	Yes
19	West Tennessee Telephone Co.	Yes

## **Exhibit N**

### **Numbering Issues**

TCFC forecasts a total of approximately 400 VoIP customers. Of that, we anticipate 100 will need new telephone numbers. These will be provided through our underlying wholesale VoIP provider.

**Exhibit O**  
**Tennessee Specific Operational Issues:**

No calls that begin and terminate in the same county will be bill as long distance pursuant to TCA 65-21-114. The package offered will be unlimited local and LD for residential and small business. VoIP provider will have applicable routing and billing measures in place for their phone switch and billing platforms.

**Exhibit P**  
**SWORN PRE-FILED TESTIMONY**

BEFORE THE  
PUBLIC UTILITY COMMISSION  
NASHVILLE, TENNESSEE

APPLICATION OF TCFC  
FOR A CERTIFICATE TO PROVIDE  
COMPETING LOCAL TELEPHONE  
SERVICES

PRE-FILED TESTIMONY OF PAUL THOMPSON

I, Paul Thompson, do hereby testify as follows in support of the application of Tri-County Fiber Communications, LLC (TCFC) for a Certificate of convenience and necessity as a competing telecommunications services provider to provide telecommunication services throughout the State of Tennessee.

Q: Please state your full name, business address, and position.

A: Paul Thompson  
405 College Street, Lafayette, Tennessee 37083  
Executive Vice President & General Manager

Q: Please briefly describe your duties.

A: I am responsible for the day to day operations and general management of 140 employees and approximately 52,000 member-owners.

Q: Please describe your business experience and educational background.

A: Executive Vice President & General Manager from 2001-present and cooperative employee since 1998. B.S. in Biology from Tennessee Technological University in Cookeville, TN.

Q: Are all statements in TCFC's application true and correct to the best of your knowledge, information and belief?

A: Yes

Q: Please describe the current corporate structure of TCFC

A: A subsidiary of Tri-County Electric Membership Corporation, governed by a locally elected Board of Directors.

Q: Does TCFC possess the requisite managerial, financial, and technical abilities to provide the services for which it has applied for authority?

A: As shown through this application, TCFC will be managed by members of the same team responsible for the success of Tri-County Electric and the subsidiary is strengthened through the experience of consultant, Pulse Broadband.

Q: Please describe TCFC's financial qualifications.

A: Exhibit F, G & H show the audited financials for TCFC's parent company, in addition to the projected expenditures and business model for TCFC.

Q: Please describe TCFC's managerial and technical qualifications.

A: Please see Exhibit E

Q: What services will TCFC offer?

A: Retail Broadband, VOIP and Video

Q: Will TCFC offer service to all consumers within its service area

A: Yes, with the exception of those members residing in areas covered by the rural exemption under Section 251(f) of the Telecommunications Act of 1996.

Q: Does TCFC plan to offer local exchange telecommunications services in areas served by any incumbent local exchange telephone company with fewer than 100,000 total access lines?

A: No

Q: Will the granting of a certificate of convenience and necessity to TCFC serve the public interest?

A: There is absolutely no doubt this statement is true. The residents of Trousdale County are eager for us to begin providing services.

Q: Does TCFC intend to comply with all PUC rules, statues, and orders pertaining to the provision of telecommunications services in Tennessee, including those for disconnection and reconnection of service?

A: Yes

Q: Has any state ever denied TCFC or one of its affiliates authorization to provide intrastate service?

A: No

Q: Has any state ever revoked the certification of TCFC or one of its affiliates?

A: No

Q: Has TCFC or one of its affiliates ever been investigated or sanctioned by any regulatory authority for service or billing irregularities?

A: No

Q: Who is knowledgeable about TCFC's operations and will serve as TCFC's regulatory and customer service contact?

A: Paul Thompson, Executive V.P & General Manager

Q: Please explain in detail TCFC's proposed procedures for responding to information requests from the TRA and its staff.

A: Paul Thompson, Executive V.P. & General Manager will be available for requests from TRA and its staff. If the request is made outside normal business hours, TCFC support will be able to reach him.

Q: Does this conclude your testimony?

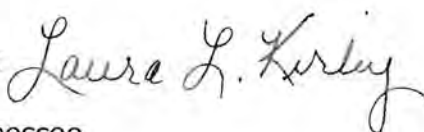
A: Yes

I swear that the foregoing testimony is true and correct to the best of my knowledge.



Paul Thompson  
Executive V.P. & General Manager  
Tri-County Fiber Communications

Respectfully submitted this 1st day of June, 2017.

Notary Public 

State of Tennessee

County of Macon

My commission expires 12/03/2019

