

BEFORE THE TENNESSEE REGULATORY AUTHORITY

Application of)	
)	
Vero Fiber Networks, LLC)	Application No. <u>18-00008</u>
)	
For a Certificate to Provide)	(Filed January __, 2018)
Competing Local Telecommunication)	
Services)	
)	

**APPLICATION OF VERO FIBER NETWORKS, LLC TO PROVIDE COMPETING
LOCAL TELECOMMUNICATIONS SERVICES**

Vero Fiber Networks, LLC, (“Vero Fiber” or “Applicant”) respectfully requests that the Tennessee Regulatory Authority (“TRA”) grant to Vero Fiber authority to provide competing local telecommunications services, including exchange access telecommunication services, within the State of Tennessee. Vero Fiber is willing and able to comply with all applicable TRA policies, rules, and orders in Tennessee pertaining to the provision of competing local telecommunications services. T.C.A. § 65-4-201.

Applicant submits the following information in support of its Application:

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

Vero Fiber Networks, LLC.
1023 Walnut Street
Boulder, CO 80302
(303) 350-4060
www.veronetworks.com

Questions regarding this application should be directed to:

Thorvald A. Nelson
Holland & Hart LLP
6380 S. Fiddlers Green Circle, Suite 500
Greenwood Village, Colorado 80111
Telephone: (303) 290-1600
Facsimile: (303) 975-5290
Email: tnelson@hollandhart.com

Scott Beer
Executive Vice President of Business Development and Chief Legal Officer
Vero Fiber Networks, LLC
1023 Walnut Street
Boulder, CO 80302
(303) 350-4060
sbeer@veronetworks.com

Contact name and address at the Company is:

Scott Beer
Executive Vice President of Business Development and Chief Legal Officer
Vero Fiber Networks, LLC
1023 Walnut Street
Boulder, CO 80302
(303) 350-4060
sbeer@veronetworks.com

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

Applicant does not have any parents, affiliates, or subsidiaries. A copy of Applicant's Organizational Chart is attached hereto as **Exhibit A**.

3. Corporate Information

Applicant is a limited liability company organized on October 13, 2017 under the laws of the state of Colorado. See Articles of Organization in **Exhibit B**. A copy of Applicant's authority to transact business in the State of Tennessee is provided in **Exhibit C**. The names and addresses of the principal corporate officers are in **Exhibit D**. There are no officers in Tennessee. The biographies of the principal officers and any other key technical staff are in **Exhibit E**.

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

A. Financial Qualifications

Applicant has the financial ability to render the local exchange telecommunications services for which this Application is submitted. In support of its financial qualifications, Applicant submits its pro forma financial report on a confidential basis provided in **Confidential Exhibit F**. Because Applicant is a privately held company, Applicant requests that the financial statements appended hereto as Exhibit F be treated as confidential. Accordingly, Applicant has provided the requisite labeling as “Confidential” on Exhibit F submitted with this Application.

In accordance with T.C.A. § 65-4-125(j), Applicant will supplement this Application, as **Exhibit H**, with a corporate surety bond or irrevocable letter of credit, as applicable.

B. Managerial Ability:

As previously shown on **Exhibit E** of this Application, Applicant has the managerial expertise to successfully operate a telecommunications enterprise in Tennessee. Applicant’s management team has extensive management and business experience in Telecommunications.

C. Technical Qualifications

Applicant will satisfy the standards established by the TRA, including quality of service and billing standards required of all LEC’s regulated by the TRA. Applicant will file and maintain tariffs in the manner prescribed by the TRA. Applicant will not require customers to purchase CPE, which cannot be used with the Incumbent Local Exchange Carriers’ systems. As noted in the biographies in **Exhibit E**, the principal officers of the company include many individuals with several years of telecommunications expertise. Thus, Applicant is technically qualified to provide local exchange service in Tennessee.

5. Proposed Service Areas

Applicant seeks authority to provide local exchange telecommunications services in any territory in the State of Tennessee.

6. Types of Local Exchange Service to be Provided

Applicant seeks authority to enter the Tennessee market as a provider of limited facilities-based local exchange service, specifically by primarily providing essential broadband infrastructure to schools and libraries by connecting district locations with fiber optic cable that provides reliable, scaleable, and secure connectivity through the federal E-rate program. Applicant intends to deliver an aggregation of technologies utilizing fiber optic cable depending on the customer's location and needs. Applicant will offer leasing of dedicated fiber optic strands to allow schools and libraries to create their own privately-operated fiber optic network. This type of dedicated, purpose-built dark fiber networks are physically separate from other customers and controlled by the end-user. Applicant will also provide private lit fiber network for schools and libraries wanting assistance with running their networks and associated equipment.

Applicant desires to provide broadband service using fiber optic cabling that is either leased from other providers, placed within existing rights-of-way and/or conduits that are leased from other providers, or constructed within existing rights-of-way or via pole attachment arrangements. Applicant may seek to deploy its own facilities in or on existing structures. It is Applicant's understanding that without a Certificate, incumbent local exchange carriers have refused to allow entities to use their conduit or poles. It is therefore necessary for Applicant to have a Certificate so that it may obtain interconnection agreements with the incumbent local exchange carriers, pole attachment agreements with local utility companies, and franchise agreements and permitting arrangements with local municipalities in Tennessee.

7. Repair and Maintenance

Applicant understands the importance of effective customer service for local service customers. Applicant will make arrangements for its customers to call the company at a toll-free customer service number. In addition, customers will be able to contact the company in writing at the headquarters address, as well as via email. The toll-free number will be printed on the customer's monthly billing statements. The customer service contact person knowledgeable about Applicant's operations is Scott Beer, Executive VP of Business Development and Chief Legal Officer. Mr. Beer's mailing address, telephone number, and email address are in Section 1 of this Application.

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 Applicant 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 Applicant, and indirectly because Applicant's presence in Tennessee 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 Tennessee citizens for the reasons set forth above.

8. Small and Minority-Owned Telecommunications Business Participation Plan (T.C.A. § 65-5-112):

See **Exhibit I**.

9. Toll Dialing Parity Plan:

Not applicable for this Application.

10. Notice of Filing:

Applicant has served notice of this Application on the seventeen (17) incumbent local exchange telephone companies in Tennessee with a statement regarding the company's intention of operating geographically. See **Exhibit K** for the Notice of Filing and list of carriers served.

11. Numbering Issues:

Not applicable for this Application.

12. Tennessee Specific Operational Issues:

Questions 1-4 concerning Tennessee Specific Operational Issues are not applicable to the services Applicant intends to offer. Scott Beer will be responsible to work with the TRA on resolving customer complaints. His contact information is in Section 1 of this Application. Applicant does not intend to telemarket its services in Tennessee.

13. Miscellaneous:

- a.** Sworn Pre-Filed Testimony: **Exhibit L**.
- b.** Applicant does not require customer deposits.
- c.** As a recently-formed entity, Applicant is not authorized to operate in any other state. Applicant is currently seeking authority to operate in Arizona, California, Colorado, Georgia, Idaho, Illinois, Indiana, Michigan, New Mexico, North Carolina, Tennessee, Texas, Virginia, Washington, and Wisconsin. Applicant has not been denied requested certification in any jurisdiction. Applicant has not been

subject to complaints in any of the states in which we are now seeking to do business.

- d. Subsequent to the approval of this Application, Applicant will file any necessary tariffs prior to providing the proposed services covered by this Application.

CONCLUSION

Vero Fiber respectfully requests that the TRA 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 services on a facilities-based and resale basis throughout the State of Tennessee. Vero Fiber also respectfully requests expedited treatment for approval of its application. For the reasons stated above, Vero Fiber'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.

**VERIFICATION AND SWORN STATEMENT
ON BEHALF OF VERO FIBER NETWORKS, LLC**


My name is Scott Beer. I am the Executive Vice President of Business Development and Chief Legal Officer of Vero Fiber Networks, LLC ("Vero Fiber" or "Applicant"). My personal knowledge of the facts stated herein has been derived from my employment with Applicant.

I affirm that Vero Fiber:

- agrees to comply with all federal and state statutes, rules, and regulations for a Certificate to Provide Competing Local Exchange Telecommunication Services, if granted the request as stated in this Application;
- certifies that all answers to the attached Application are true and correct; and

I affirm and declare under penalty of perjury under the laws of the State of Tennessee, that, to the best of my knowledge, all of the statements and representations made in this Application are true and correct.

Dated: December 22, 2017

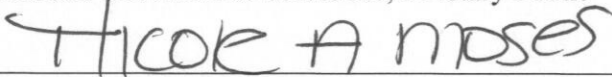


Scott Beer,
Executive Vice President of Business
Development and Chief Legal Officer

State of Colorado

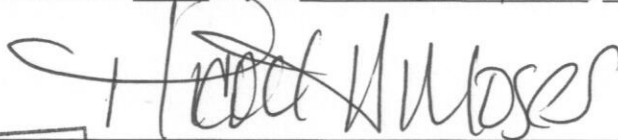
County of Douglas

Subscribed and sworn to before me, a Notary Public

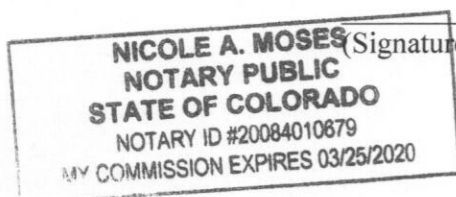


(Title of person authorized to administer oaths)

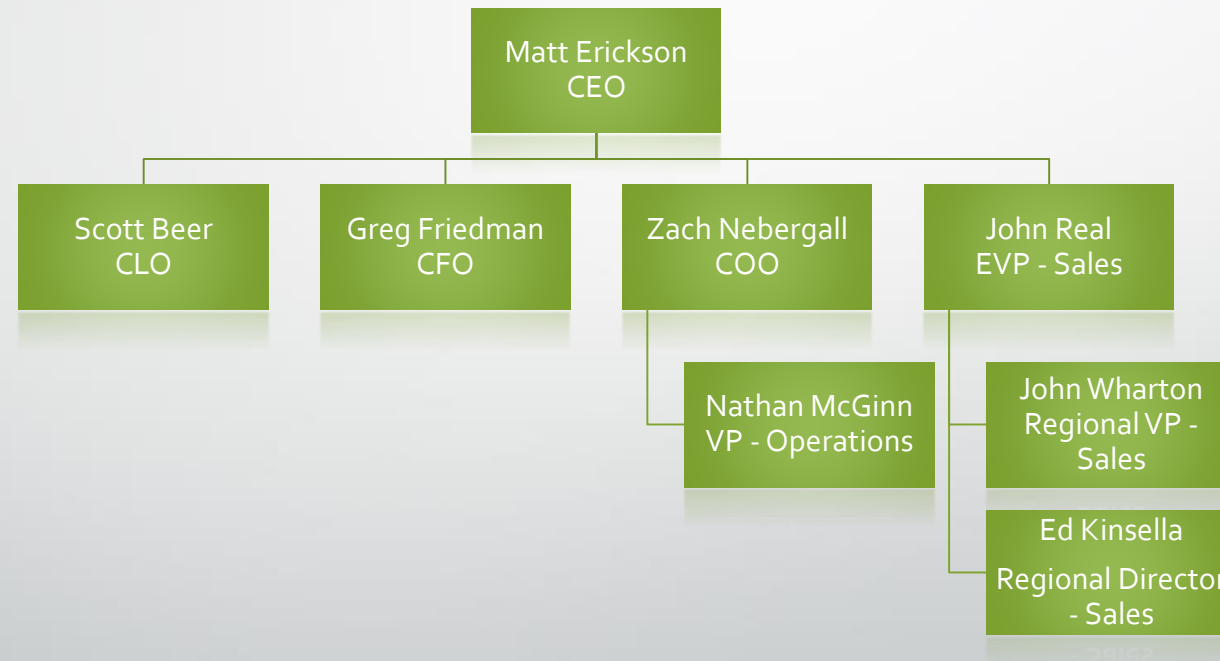
in the State and County above named, this 22 day of December, 2017



(Signature of person authorized to administer oath)



Vero Fiber Networks, LLC



OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE OF DOCUMENT FILED

I, Wayne W. Williams, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office, the attached document is a true and complete copy of the

Articles of Organization

with Document # 20171770786 of
Vero Fiber Networks, LLC

Colorado Limited Liability Company

(Entity ID # 20171770786)

consisting of 4 pages.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 12/21/2017 that have been posted, and by documents delivered to this office electronically through 12/28/2017 @ 10:43:46.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this official certificate at Denver, Colorado on 12/28/2017 @ 10:43:46 in accordance with applicable law. This certificate is assigned Confirmation Number 10625834 .



A handwritten signature in blue ink, reading "Wayne W. Williams".

Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Validate a Certificate page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click "Businesses, trademarks, trade names" and select "Frequently Asked Questions."



Document must be filed electronically.
 Paper documents are not accepted.
 Fees & forms are subject to change.
 For more information or to print copies
 of filed documents, visit www.sos.state.co.us.

Colorado Secretary of State
 Date and Time: 10/13/2017 03:43 PM
 ID Number: 20171770786
 Document number: 20171770786
 Amount Paid: \$50.00

ABOVE SPACE FOR OFFICE USE ONLY

Articles of Organization

filed pursuant to § 7-80-203 and § 7-80-204 of the Colorado Revised Statutes (C.R.S.)

1. The domestic entity name of the limited liability company is

Vero Fiber Networks, LLC

(The name of a limited liability company must contain the term or abbreviation "limited liability company", "ltd. liability company", "limited liability co.", "ltd. liability co.", "limited", "l.l.c.", "llc", or "ltd.". See §7-90-601, C.R.S.)

(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)

2. The principal office address of the limited liability company's initial principal office is

Street address

1023 Walnut Street

(Street number and name)

Boulder

(City)

CO

(State)

80302

(ZIP/Postal Code)

United States

(Country)

(Province – if applicable)

Mailing address

(leave blank if same as street address)

PO Box 1110

(Street number and name or Post Office Box information)

Boulder

(City)

CO

(State)

80306

(ZIP/Postal Code)

United States

(Country)

(Province – if applicable)

3. The registered agent name and registered agent address of the limited liability company's initial registered agent are

Name

(if an individual)

Friedman

(Last)

Gregory

(First)

(Middle)

(Suffix)

or

(if an entity)

(Caution: Do not provide both an individual and an entity name.)

Street address

431 7th Street

(Street number and name)

Unit 773811

Steamboat Springs

(City)

CO

(State)

80487

(ZIP Code)

Mailing address

(leave blank if same as street address)

PO Box 773811

(Street number and name or Post Office Box information)

Steamboat Springs CO 80477
(City) (State) (ZIP Code)

(The following statement is adopted by marking the box.)

- ☒ The person appointed as registered agent has consented to being so appointed.

4. The true name and mailing address of the person forming the limited liability company are

Name
(if an individual) Friedman Gregory
(Last) (First) (Middle) (Suffix)

or

(if an entity)
(Caution: Do not provide both an individual and an entity name.)

Mailing address PO Box 773811
(Street number and name or Post Office Box information)

Steamboat Springs CO 80477
(City) (State) (ZIP/Postal Code)
United States
(Province – if applicable) (Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

- ☒ The limited liability company has one or more additional persons forming the limited liability company and the name and mailing address of each such person are stated in an attachment.

5. The management of the limited liability company is vested in

(Mark the applicable box.)

☐ one or more managers.

or

☒ the members.

6. (The following statement is adopted by marking the box.)

- ☒ There is at least one member of the limited liability company.

7. (If the following statement applies, adopt the statement by marking the box and include an attachment.)

- ☒ This document contains additional information as provided by law.

8. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are _____.
(mm/dd/yyyy hour:minute am/pm)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is named in the document as one who has caused it to be delivered.

9. The true name and mailing address of the individual causing the document to be delivered for filing are

<u>Friedman</u>	<u>Gregory</u>		
<small>(Last)</small>	<small>(First)</small>	<small>(Middle)</small>	<small>(Suffix)</small>
<u>PO Box 773811</u>			
<small>(Street number and name or Post Office Box information)</small>			
<hr/>			
<u>Steamboat Springs</u>	<u>CO</u>	<u>80477</u>	
<small>(City)</small>	<small>(State)</small>	<small>(ZIP/Postal Code)</small>	
<u>United States</u>			
<small>(Province – if applicable)</small>	<small>(Country)</small>		

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

- ☒ This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

Disclaimer:

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).

Matt Erickson

- 950 Gilbert St., Boulder, CO 80302

Gregory Friedman

- PO Box 773811, Steamboat Springs, CO 80477

Scott Beer -

365 Morningstar Way, Castle Rock, CO 80108

Zach Nebergall -

1133 Mapleton Avenue, Boulder, CO 80304

John Real -

11885 Osceola St., Westminster, CO 80031

Matt Geraghty -

1780 Norwood Avenue, Boulder, CO 80304



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

EMANUEL COCIAN

January 3, 2018

STE 500

6380 S. FIDDLERS GREEN CIRCLE
GREENWOOD VILLAGE, CO 80111

Request Type: Certificate of Existence/Authorization

Issuance Date: 01/03/2018

Request #: 0262194

Copies Requested: 1

Document Receipt

Receipt #: 003724097

Filing Fee: \$20.00

Payment-Credit Card - State Payment Center - CC #: 3718389756

\$20.00

Regarding: Vero Fiber Networks, LLC

Filing Type: Limited Liability Company - Foreign

Control #: 932533

Formation/Qualification Date: 11/16/2017

Date Formed: 10/13/2017

Status: Active

Formation Locale: COLORADO

Duration Term: Perpetual

Inactive Date:

CERTIFICATE OF AUTHORIZATION

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

Vero Fiber Networks, LLC

* is a Limited Liability Company formed in the jurisdiction set forth above and is authorized to transact business in this State;

* has paid all fees, interest, 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 an Application for Certificate of Withdrawal.

Tre Hargett
Secretary of State

Processed By: Cert Web User

Verification #: 025811726

EXHIBIT D

Applicant's officers are listed below. The business address of the following individuals is:

Vero Fiber Networks, LLC
1023 Walnut Street
Boulder, Colorado 80302

Matt Erickson
Managing Partner
(303) 350-4060
merickson@veronetworks.com

Zach Nebergall
Chief Operating Officer
(303) 350-4060
znebergall@veronetworks.com

Greg Friedman
Chief Financial Officer
(303) 350-4060
gfriedman@veronetworks.com

John Real
Executive Vice President of Sales
(303) 350-4060
jreal@veronetworks.com

Scott Beer
Executive Vice President of Business Development and Chief Legal Officer
(303) 350-4060
sbeer@veronetworks.com

Matt Erickson

Matt Erickson is a founding member of Vero Networks and has served since its inception as Managing Partner. Prior to Vero, he was part of the senior executive team that founded Zayo Group Holdings (NYSE: ZAYO) in 2006. Over ten years at Zayo, Matt held various roles including Chief Operating Officer, President of Dark Fiber and Mobile Infrastructure Services and SVP of Corporate Strategy and Development. While at Zayo, Matt oversaw the successful construction of ~17,000 route miles of new fiber network. Prior to Zayo, Matt was a member of the senior team that successfully sold ICG to Level 3 Communications in 2006. Earlier in his career, Matt worked at Level 3 Communications and PricewaterhouseCoopers. Matt earned a B.S. (Summa Cum Laude with Honors) in Accounting from Colorado State University.

Zach Nebergall

Zach Nebergall is a founding member of Vero Networks and serves as its COO. Zach has 16 years of experience in the Communications and Internet industries. Before Vero, Zach worked for seven years at Zayo, holding various leadership roles. Most recently, Zach served as Senior Vice President of Zayo's largest business segment, the Metro Dark Fiber Group. In this role, he was responsible for managing the full operations and financial activities of the Metro Dark Fiber business, including pricing, capital management, engineering, service delivery, and network planning. Before joining Zayo, Zach held a variety of leadership roles at Level 3 Communications, including oversight of the Enterprise Voice Product Management and VoIP Services Product Management groups. Zach earned a B.S. in Business Administration with an emphasis in Finance from the University of Colorado.

Greg Friedman

Greg Friedman is a Founding Member of Vero Networks and serves as the CFO. Greg has 17 years of experience in the telecommunications, financial services and real estate industries. Greg was previously Executive Vice President at Zayo Group, LLC, where he managed all aspects of Zayo's datacenter business (colocation and cloud computing). Prior to that, Greg held various executive roles at Zayo, including CFO of Zayo's Fiber Infrastructure business and Senior Vice President / General Manager of Zayo's Ethernet business, as well as management positions at Level 3 Communications, Deloitte, and Cap Gemini. He received a BS in Economics from the University of Pennsylvania and an MBA with Honors from the Wharton School.

John Real

John Real is a Founding Member of Vero Networks and serves as EVP of Sales. Prior to Vero Networks, John spent over seven years at Zayo, holding various executive roles. During his tenure, John was charged with leading various segments of its enterprise sales channel, with specific focus on school districts and E-Rate, data centers, hospitals and universities, public sector, and enterprises of all sizes. John established a team focused on E-Rate and helped deliver Zayo's first handful of major successes in the school/E-Rate space including Weld County Schools District 6 in Greeley, Colorado and Tucson Unified School District. John was also responsible for strategic channel relationships for two years, creating and fostering Zayo's relationships with various public and private partners including VARs, Equipment Vendors, Data Centers and Municipalities. During his tenure at Zayo, he also ran the Ethernet Product Group, overseeing all strategic product decisions, P&L, implementation, delivery and engineering. Prior to Zayo, John spent 3 years as CEO of VoicePipe, an internet and telephony provider that was acquired by Zayo in 2007. John started his telecom career at ICG Communications.

Scott Beer

Scott Beer is a founding member of Vero Networks and serves as Executive Vice President of Business Development and Chief Legal Officer (CLO). Prior to Vero, he was part of the original executive team of Zayo Group Holdings, Inc. and served as its General Counsel and Board Secretary from 2007 until November 2015. Scott oversaw all legal and compliance affairs for Zayo, including legal support for over 35 acquisitions and Zayo's successful initial public offering in October 2014. His responsibilities also included all regulatory compliance efforts, including Zayo's Federal and State regulatory compliance and all USAC/E-rate filings. Prior to Zayo, Scott served as Vice President of Carrier Relations for Level 3 Communications, responsible for vendor relations covering \$1.8 billion in annual network expenses. From 2002 to 2006, Scott was Director of Government Affairs (including USAC/E-rate filings) and later General Counsel for ICG Communications. Scott was a member of the senior team that successfully sold ICG to Level 3 Communications in 2006. Prior to ICG, Scott worked at MCIWorldcom, where he managed various legal and regulatory responsibilities. He began his career at a Denver law firm, where he was a commercial litigator and represented several large communications companies. Scott holds a Juris Doctorate from Michigan State University Law School (formerly Detroit College of Law) and a B.A. in Communication from Michigan State University. Scott also served on the board of Silicon Flatirons Center at the University of Colorado Law School from 2012 to 2014 and on the board of CompTel from 2008 to 2011.

Nathan McGinn

Nathan serves as Vero Networks' Vice President of Operations. He has 12 years experience in the communications infrastructure and commercial real estate industries. Prior to joining Vero, Nathan spent eight years at Zayo Group holding various leadership positions with a focus on operations, construction, network development & client services. Prior to Zayo, Nathan was the Chief Operating & Financial Officer of Palm Beach Title Services. Early in his career, Nathan was a PGA Class-A credentialed golf professional in West Palm Beach, Florida. Nathan earned a B.A. (Summa Cum Laude) in Mathematics from the University of Vermont and a JD/MBA from the University of Colorado.

PUBLIC EXHIBIT F

Applicant submitted its confidential financial information to the Tennessee Public Utility Commission under seal as Confidential Exhibit F.

EXHIBIT H

[Placeholder]

In accordance with T.C.A. § 65-4-125(j), Applicant will supplement this Application with a corporate surety bond or irrevocable letter of credit, as applicable.

**SMALL AND MINORITY-OWNED TELECOMMUNICATIONS
BUSINESS PARTICIPATION PLAN
VERO FIBER NETWORKS, LLC**

Pursuant to T.C.A. § 65-5-112, as amended, Vero Fiber Networks, LLC (“Vero Fiber”) 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, T.C.A. is to provide opportunities for small and minority-owned businesses to provide goods and services to telecommunications service providers. Vero Fiber is committed to the goals of § 65-5-112, T.C.A. and to taking steps to support the participation of small and minority-owned telecommunications businesses in the telecommunications industry. Vero Fiber 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, Vero Fiber will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to Vero Fiber of such opportunities. Once it begins operations, Vero Fiber will contact the Department of Economic and Community Development, the administrator of the small and minority owned Telecommunications assistance program, to obtain a list of qualified vendors. Moreover, Vero Fiber 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, T.C.A.:

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

Vero Fiber’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 Vero Fiber’s full efforts to provide equal opportunities for small and minority owned businesses. The Administrator of the Plan will be:

Scott Beer
Executive Vice President of Business Development and Chief Legal Officer
Vero Fiber Networks, LLC
1023 Walnut Street
Boulder, CO 80302
(303) 350-4060
sbeer@veronetworks.com

The Administrator's responsibilities will include:

- (1) Maintaining an updated Plan in full compliance with T.C.A. § 65-5-112 and the rules and orders of the Tennessee Regulatory Authority.
- (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 Tennessee Regulatory Authority, including the filing of required annual updates.
- (4) Serving as the primary liaison to and cooperating with the Tennessee Regulatory Authority, 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 T.C.A. § 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 Tennessee Regulatory Authority.
- (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 Vero Fiber 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

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

Vero Fiber will submit records and reports required by the Tennessee Regulatory Authority concerning the Plan. Moreover, Vero Fiber will cooperate fully with any surveys and studies required by the Tennessee Regulatory Authority.

By: Scott Beer
Administrator

Dated: January 3, 2018

EXHIBIT K
BEFORE THE TENNESSEE REGULATORY AUTHORITY

Application of)	
)	
)	
Vero Fiber Networks, LLC)	Application No. _____
)	
For a Certificate to Provide)	
Competing Local Telecommunication)	
Services)	
)	

NOTICE OF FILING

TO: ALL INCUMBENT LOCAL EXCHANGE CARRIERS (ILECs)

PLEASE TAKE NOTICE, that in accordance with the Tennessee Regulatory Authority Rules for the Provision of Competitive Intrastate Telecommunications Services, you are hereby given notice that on January 8, 2017, Vero Fiber Networks, LLC filed an Application for a Certificate of Public Convenience and Necessity to Provide Competing Local Telecommunications Services. Vero Fiber Networks, LLC intends to operate within the entire state of Tennessee.

January 8, 2018

By /s/ Scott Beer

Scott Beer,
Executive Vice President of Business Development & Chief Legal Officer

Incumbent Local Exchange Carriers (ILEC s)

EXHIBIT K
Page 2 of 2

ID	Company Name					
21	Ardmore Telephone Company	237 N. 8th Street		Mayfield	KY	42066-0000
1	BellSouth Telecommunications, LLC	333 Commerce Street	Suite 2106	Nashville	TN	37201-3300
14	CenturyTel of Adamsville	1100 3rd Avenue N.	Apt. 532	Nashville	TN	37208-0000
15	CenturyTel of Claiborne	1100 3rd Avenue N.	Apt. 532	Nashville	TN	37208-0000
17	CenturyTel of Ooltewah-Collegedale	1100 3rd Avenue N.	Apt. 532	Nashville	TN	37208-0000
13	Concord Telephone Exchange, Inc.	10025 Investment Drive	Suite 200	Knoxville	TN	37932-0000
16	Crockett Telephone Company	PO Box 24207	Attention Lisa Wigington	Jackson	MS	39225-0000
74668	Frontier Communications of Tennessee	300 Bland Street		Bluefield	WV	24701-0000
22	Humphreys County Telephone Company	10025 Investment Drive	Suite 200	Knoxville	TN	37932-0000
23	Loretto Telephone Company	P. O. Box 130		Loretto	TN	38469-0000
24	Millington Telephone Company, Inc.	PO Box 17040		Jonesboro	AR	72403-0000
18	Peoples Telephone Company	PO Box 24207	Attention Lisa Wigington	Jackson	MS	39225-0000
12	Tellico Telephone Company	10025 Investment Drive	Suite 200	Knoxville	TN	37932-0000
11	Tennessee Telephone Company	10025 Investment Drive	Suite 200	Knoxville	TN	37932-0000
25	United Telephone Company, Inc.	P. O. Box 38		Chapel Hill	TN	37034-0000
3	United Telephone Southeast, LLC	1101 3rd Avenue North	Apt. 532	Nashville	TN	37208-0000
19	West Tennessee Telephone Co.	PO Box 24207	Attention Lisa Wigington	Jackson	MS	39225-0000

BEFORE THE TENNESSEE REGULATORY AUTHORITY

Application of)	
)	
Vero Fiber Networks, LLC)	Application No. _____
)	
For a Certificate to Provide)	
Competing Local Telecommunication)	
Services)	
)	

DIRECT TESTIMONY OF SCOTT BEER ON BEHALF OF

VERO FIBER NETWORKS, LLC

Q. PLEASE STATE YOUR NAME, BUSINESS ADDRESS AND TELEPHONE NUMBER.

A. My name is Scott Beer. My business address is 1023 Walnut Street, Boulder, Colorado 80302. My business telephone number is (303) 350-4060.

Q. WHAT IS YOUR POSITION WITH VERO FIBER NETWORKS, LLC?

A. I am the Executive Vice President of Business Development and Chief Legal Officer of Vero Fiber Networks, LLC ("Vero Fiber").

Q. ARE ALL STATEMENTS IN VERO FIBER'S APPLICATION TRUE AND CORRECT TO THE BEST OF YOUR KNOWLEDGE, INFORMATION, AND BELIEF?

Yes.

Q. WHAT IS THE PURPOSE OF YOUR TESTIMONY IN THIS PROCEEDING?

A. The purpose of my testimony is to describe the services that Vero Fiber proposes to offer in Tennessee, and to review issues related to Vero Fiber's request for a license to provide such services. My testimony specifically addresses Vero Fiber's managerial, technical, and financial competence to provide telecommunications services for which authority is requested, and its compliance with the rules and policies of the Tennessee Regulatory Authority ("TRA").

Q. WHAT AUTHORITY IS VERO FIBER SEEKING FROM THE TRA?

A. Vero Fiber seeks authority to offer basic local exchange service in all incumbent local exchange carriers' service territories throughout the state of Tennessee.

Q. IS VERO FIBER LEGALLY AUTHORIZED TO DO BUSINESS IN TENNESSEE?

A. Yes. Vero Fiber is a Colorado Limited Liability Company. It has no parents, subsidiaries, or

affiliates. Vero Fiber's Articles of Organization and authority to transact business in the State of Tennessee are attached to its Application as **Exhibit C**.

Q. PLEASE DESCRIBE YOUR BACKGROUND IN THE TELECOMMUNICATIONS INDUSTRY.

- A. I have 15 years' experience in the telecommunications industry including regulatory compliance and telecommunications management. Further, Vero Fiber has over 60 years of experience in the telecommunications industry as demonstrated in **Exhibit E** to Vero's Fiber's Application.

Q. PLEASE DESCRIBE VERO FIBER AND THE TYPES OF SERVICES THAT IT WILL PROVIDE IN TENNESSEE.

- A. Vero Fiber is a Colorado Limited Liability Company formed on October 13, 2017, with its headquarters in Boulder, Colorado. Vero Fiber seeks authority to provide basic local exchange service in all incumbent local exchange carriers' service territories throughout the state of Tennessee, specifically by primarily providing essential broadband infrastructure to schools and libraries by connecting district locations with fiber optic cable that provides reliable, scaleable, and secure connectivity through the federal E-rate program.

Vero Fiber intends to deliver an aggregation of technologies utilizing fiber optic cable depending on the customer's location and needs. Vero Fiber will offer leasing of dedicated fiber optic strands to allow schools and libraries to create their own privately-operated fiber optic network. This type of dedicated, purpose-built dark fiber networks are physically separate from other customers and controlled by the end-user. Vero Fiber will also provide private lit fiber network for schools and libraries wanting assistance with running their networks and associated equipment.

Vero Fiber desires to provide broadband service using fiber optic cabling that is either leased from other providers, placed within existing rights-of-way and/or conduits that are leased from other providers, or constructed within existing rights-of-way or via pole attachment arrangements. Vero Fiber may seek to deploy its own facilities in or on existing structures. It is Vero Fiber's understanding that without a license, incumbent local exchange carriers have refused to allow entities to use their conduit or poles. It is therefore necessary for Vero Fiber to have a license so that it may obtain interconnection agreements with the incumbent local exchange carriers, pole attachment agreements with local utility companies, and franchise agreements and permitting arrangements with local municipalities in Tennessee.

Q. DOES VERO FIBER HAVE ADEQUATE ACCESS TO THE CAPITAL NECESSARY TO PROVIDE SERVICE IN TENNESSEE?

A. Yes, Vero Fiber possesses the financial qualifications required of applicants for licenses. Vero Fiber has access to the financing necessary to fulfill any obligations it may undertake with respect to the operation and maintenance of the services specified in the Application. **Confidential Exhibit F** contains pro forma financials for Vero Fiber which demonstrates that it has adequate capital available to provide the proposed service in Tennessee. Because Vero Fiber is a privately held company and its financial statements are not public information, I am requesting confidential treatment of this exhibit.

Q. IF AUTHORIZED TO PROVIDE LOCAL TELECOMMUNICATIONS SERVICES, WILL VERO FIBER ABIDE BY THE RULES, STATUTES, REGULATIONS, POLICIES, AND ORDERS OF THE COMMISSION, AND THE LAWS OF TENNESSEE, IN ITS PROVISION OF SERVICES, INCLUDING

THOSE FOR DISCONNECTION AND RECONNECTION OF SERVICE?

A. Yes.

Q. DOES VERO FIBER PLAN TO OFFER LOCAL EXCHANGE TELECOMMUNICATIONS SERVICES IN AREAS SERVED BY AN INCUMBENT LOCAL EXCHANGE COMPANY WITH FEWER THAN 100,000 TOTAL ACCESS LINES?

A. Vero Fiber intends to offer services in the entire state of Tennessee.

Q. PLEASE DESCRIBE THE PUBLIC INTEREST BENEFITS ASSOCIATED WITH VERO FIBER'S PROPOSED OFFERING OF LOCAL SERVICES IN TENNESSEE.

A. Granting this Application will promote the public interest by increasing competition in the provision of telecommunications services in Tennessee. By enhancing competition, Vero Fiber will bring significant benefits to telecommunications users within Tennessee by providing: (a) lower-priced and better-quality service; (b) innovative telecommunications services; (c) efficient use of existing communications resources; and (d) increased diversification and reliability in the supply of communications services. Vero Fiber's proposed intrastate services are designed to meet the telecommunications needs of subscribers and permit customers to realize cost savings in communications services. Accordingly, Vero Fiber anticipates that its proposed service will provide its customers with better quality services and will increase consumer choice through innovative, diversified, and reliable service and equipment offerings. Vero Fiber will comply with all rules and orders of the Commission. Applicant will promptly provide any other information requested by the Commission.

Q. WILL VERO FIBER'S PRICING METHODS BENEFIT THE PUBLIC INTEREST?

A. Yes. Vero Fiber will implement competitive pricing plans.

Q. HAS ANY STATE EVER DENIED OR REVOKED THE CERTIFICATION OF VERO FIBER OR ONE OF ITS AFFILIATES?

A. No.

Q. HAS VERO FIBER 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 VERO FIBER'S OPERATIONS AND WILL SERVE AS VERO FIBER'S REGULATORY AND CUSTOMER SERVICE CONTACT?

A. I am knowledgeable about its operations and will serve as Vero Fiber's regulatory and customer service contact.

Q. PLEASE EXPLAIN IN DETAIL VERO FIBER'S PROPOSED PROCEDURES FOR RESPONDING TO INFORMATION REQUESTS FROM THE TRA AND ITS STAFF.

A. All requests should be routed to me, Scott Beer, Executive Vice President of Business Development and Chief Legal Officer via email or telephone.

Q. DOES THIS CONCLUDE YOUR TESTIMONY?

A. Yes.

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



Scott Beer,

Executive Vice President of Business Development and Chief Legal Officer
Vero Fiber Networks, LLC

Respectfully submitted this 22 day of December, 2017

State of Colorado

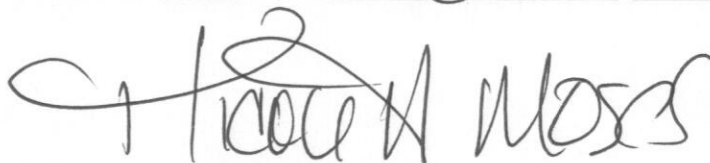
County of Douglas

Subscribed and sworn to before me, a Notary Public

Nicole A. Moses

(Title of person authorized to administer oaths)

in the State and County above named, this 22 day of December, 2017



(Signature of person authorized to administer oath)

