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May 18, 2018

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TN PUBLIC UTILITY COMMISSION
DOCKET OFFICE

VIA HAND DELIVERY

Hon. David Jones, Chairman
c/o Sharla Dillon
Tennessee Public Utility Commission
502 Deaderick Street, 4th Floor
Nashville, TN 37243

RE: *In Re: Application of BTC Communications, LLC for a Certificate of Public Convenience and Necessity to Provide Intrastate Telecommunications Services Statewide*, TPUC Docket No. 18-00059

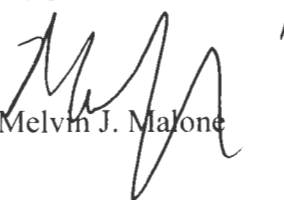
Dear Chairman Jones:

Enclosed please find one (1) original and thirteen (13) copies of the *Application of BTC Communications, LLC for a Certificate of Public Convenience and Necessity to Provide Intrastate Telecommunications Services Statewide* (the "Application"). Also enclosed is a check in the amount of \$25.00 for the required filing fee. Please note that Exhibit B to the Application is being submitted **UNDER SEAL** as **CONFIDENTIAL** and **PROPRIETARY**. Both a public version and a nonpublic, **CONFIDENTIAL** version of Exhibit B are attached.

Finally, one (1) additional copy of the Application is enclosed to be filed-stamped for our records. If you have any questions or require additional information, please let us know.

Very truly yours,

BUTLER SNOW LLP



Melvin J. Malone

clw
Enclosures

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Nashville, TN 37201*

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42230072.v1

BUTLER SNOW LLP

As provided further below, BTC seeks to provide a full array of telecommunications services on a statewide basis, as business conditions warrant, including, without limitation, in Rhea County, Tennessee. As set forth herein, BTC has the managerial, financial, and technical fitness to provide the applied-for services in the State of Tennessee. As demonstrated below, the granting of this *Application* will provide significant benefits to Tennessee consumers and thereby serve the public interest. In order to serve the public interest in a timely manner, BTC requests expedited consideration and approval of this *Application*.

In support of the *Application*, BTC submits the following.

I. DESCRIPTION OF THE APPLICANT

1. Legal Name and Address of Applicant: Applicant's legal name is BTC Communications, LLC. BTC maintains its principal place of business at:

BTC Communications, LLC
338 Cumberland Avenue
Pikeville, Tennessee 37367-5632

and Tennessee Telecommunications Company mailing address is:

Tennessee Telecommunications Company
338 Cumberland Avenue
Pikeville, Tennessee 37367-5632

and Bledsoe Telephone Cooperative Corporation's mailing address is:

Bledsoe Telephone Cooperative Corporation
338 Cumberland Avenue
Pikeville, Tennessee 37367-5632

2. Contact Persons: Correspondence or communications pertaining to this *Application* should be directed to:

Melvin J. Malone (BPR No. 13874)
BUTLER SNOW LLP
150 Third Avenue South Suite 1600
Nashville, TN 37201
Telephone: (615) 651-6705
melvin.malone@butlersnow.com

Caroline L. Eley (BPR No. 31109)
BUTLER SNOW LLP
150 Third Avenue South Suite 1600
Nashville, TN 37201
Telephone: (615) 651-6743
caroline.eley@butlersnow.com

3. Corporate Liaison: Questions concerning the ongoing operations of BTC should be directed to:

Charles H. Boring, General Manager
BTC Communications, LLC
P.O. Box 607
Pikeville, Tennessee 37367
Telephone: (423) 447-2121
Email: cboring@bledsoe.net

4. Corporate Information: As set forth and established by the Applicant, BTC was formed as a limited liability company in 2016. BTC's Articles of Organization are attached hereto in **Exhibit C**. The biographies of the principal corporate officers, members of the Board of Directors, and staff of BTC are attached hereto in **Exhibit A**. BTC is a wholly-owned subsidiary of TTC. TTC is a wholly-owned subsidiary of Bledsoe.

II. QUALIFICATIONS

Since 1953, Bledsoe, the parent entity of TTC, which wholly owns BTC, has gained valuable experience as a telecommunications provider. It provides landline, IPTV television, long distance, ADSL, fiber optic internet broadband, and surveillance services. With this

experience, and as demonstrated below and in the Pre-Filed Testimony of Charles H. Boring (attached as **Exhibit E**), BTC possesses the requisite managerial, technical, and financial ability to provide local telecommunications service throughout the State of Tennessee. BTC is the only entity owned by TTC, and TTC is similarly the only entity owned by Bledsoe. As such, Bledsoe's 65 years' of experience will manifest itself through BTC's services to Tennessee customers.

1. **Managerial:** Bledsoe has been providing telephone services in Tennessee since 1953, primarily to Tennesseans in the five (5) Tennessee counties serviced, namely Bledsoe, Sequatchie, Van Buren, Cumberland, and Hamilton Counties. As a result of BTC's owner's history as a telecommunications provider since 1953, BTC will operate under a seasoned, well-established telecommunications provider. Hence, BTC has the foundation necessary to provide the proposed telecommunications services and to serve Tennessee's telecommunications consumers throughout the state.

As it is owned by a long-serving telecommunications provider, BTC is managerially qualified to provide telecommunications services statewide. BTC is led by the same group of individuals leading Bledsoe, specifically John Lee Downey, President, and he is supported by highly qualified and competent directors, officers, and staff, including the General Manager, Charles H. Boring. Attached hereto as **Exhibit A** is a list of the names of the Applicant's principal company officers and a description of each officer's background and experience. As shown in **Exhibit A**, these officers of the company have substantial managerial experience in the areas of utility operations, utility customer service and utility marketing.

2. **Financial Qualifications:** BTC is financially qualified to provide a full array of telecommunications services statewide, as its owner has been successfully providing such

services for more than fifty (50) years. While neither BTC nor TTC has any financial statements to provide at this time, because they have not yet provided any services, BTC submits as **CONFIDENTIAL Exhibit B** the *2016 and 2017 Audited Financial Statements* of Bledsoe, which demonstrate that BTC's owner entity is financially qualified for its subsidiary to provide telecommunications services statewide. **CONFIDENTIAL Exhibit B** is being submitted **UNDER SEAL** as **CONFIDENTIAL AND PROPRIETARY**.

3. Technical Qualifications: Based in part on its parental entity's experience since 1953 as a telecommunications services provider, coupled with BTC's managerial experience, BTC possesses the necessary technical qualifications to provide a full array of telecommunications services throughout Tennessee. As noted earlier herein, BTC's owner entities have successfully serviced their telecommunications customers since 1953. Information concerning the technical expertise of BTC's senior management team, which are the same individuals who make up the management team of Bledsoe, is included in **Exhibit A**. This experience provides BTC with the foundation necessary to provide the proposed telecommunications services. BTC will file and maintain tariffs in the manner prescribed by the TPUC and will meet minimum basic local standards, including quality of service and billing standards required of all LEC's regulated by the TPUC. BTC possesses the requisite level of telecommunications expertise and is technically qualified to offer the proposed services.

III. PROPOSED SERVICES

1. In addition to its current offerings, BTC intends to offer a full range of telecommunications services via VoIP and other platforms, including, but not limited to, dedicated and switched access services, private line services, local dial tone, 911 and E911 emergency services, enhanced services and all other Commission-required Rule 1220-4-8-

.04(3)(b) services. To the extent appropriate and necessary, BTC may supplement its services by leasing the facilities of third party carriers and/or by reselling the services.

2. BTC desires to provide telecommunications services throughout the State of Tennessee in order to offer consumers increased carrier choices, competitive pricing, increased reliability, responsiveness, and innovation.

3. BTC understands the importance of effective customer service for local service customers. Upon obtaining the requested expanded certification, BTC will continue the operation of its toll free customer service number, which will continue to be printed on the customers' monthly billing statements. Additionally, customers may write to BTC at P.O. Box 607, Pikeville, Tennessee 37367 or call 1-888-437-7340. In the past year, Bledsoe has had two formal customer service complaints filed against it with the FCC, one regarding internet speed and another regarding the non-use of a required telephone land line. Bledsoe responded appropriately and timely to the FCC with respect to these complaints. Since responding to the FCC regarding these two complaints, Bledsoe has not been contacted by either the customer or the FCC regarding the same. Hence, Bledsoe considers the complaints resolved. As of the date of this filing, the FCC's Consumer Complaint Center indicates there are no complaints against Bledsoe, BTC, or TTC.

4. To the extent that any rural incumbent LEC possesses an exemption or suspension under Section 251(f) of the Federal Communications Act (the "Act") that applies to BTC, BTC does not seek interconnection under Section 251(c) at this time, nor does BTC seek at this time to challenge any such exemption from any of the other obligations specified in Section 251(c) of the Act.

IV. REGULATORY MATTERS

1. The Applicant is familiar with and will adhere to all applicable Commission policies, rules, and orders governing the provision of local exchange telecommunications services in the State of Tennessee.

2. The Applicant's Small and Minority Owned Business Plan is attached as **Exhibit D.**

3. Subsequent to the approval of its *Application*, BTC will file any necessary tariffs prior to providing the proposed service covered by this *Application*.

4. A certificate of service stating that notice of this *Application* has been served on all incumbent local exchange telephone companies in Tennessee is attached hereto.

5. BTC is aware of its obligation to comply with the requirements of county-wide calling, as set forth in Tenn. Code Ann. § 65-21-114.

6. BTC does not currently collect deposits from first time customers. To the extent that BTC requires a deposit for the establishment of service, the same shall be implemented in compliance with the Commission's rules and regulations and as properly provided in and consistent with tariffs.

V. PUBLIC INTEREST STATEMENT

1. The grant of this *Application* will further the public interest by expanding the availability of telecommunications services throughout the State of Tennessee. Specifically, Tennessee consumers will benefit directly through the use of the competitive local services to be offered by BTC. BTC will provide more choices for consumers. Further, the public will benefit indirectly because the competitive presence of BTC will increase the incentives for telecommunications providers to operate more efficiently, offer more innovative services, reduce

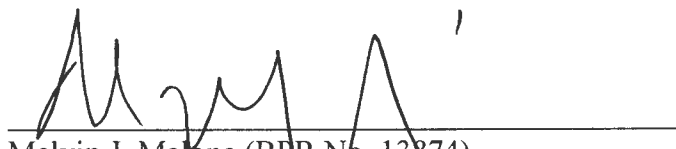
prices, improve the quality and coverage of their services, and increase investment in broadband infrastructure.

2. The granting of this *Application* would be consistent with the public policy of the State of Tennessee, as set forth at Tenn. Code Ann. § 65-4-123, “to foster the development of an efficient, technologically advanced statewide system of telecommunications services by permitting competition in all telecommunications services market[.]”

VI. CONCLUSION

For the foregoing reasons, BTC Communications, LLC respectfully requests the Commission to grant its Certificate of Public Convenience and Necessity on an expedited basis and authorize it to provide telecommunications services, as requested herein, throughout the State of Tennessee.

Respectfully submitted,



Melvin J. Malone (BPR No. 13874)
Caroline L. Eley (BPR No. 31109)
BUTLER SNOW LLP
150 Third Avenue South, Suite 1600
Nashville, Tennessee 37201
(615) 251-6700 telephone
melvin.malone@butlersnow.com
caroline.eley@butlersnow.com

Attorneys for:

BTC Communications, LLC

EXHIBIT A

BIOGRAPHIES OF OFFICERS, BOARD MEMBERS, AND STAFF

CHARLES H. BORING
161 Shadwick Road
Graysville, Tennessee 37338
(423) 554-3148

EDUCATION

CHATTANOOGA STATE TECHNICAL COMMUNITY COLLEGE, Chattanooga, Tennessee
Structural Engineering – Institutional Certificate – 2002
Surveying – Institutional Certificate – 2000
Associate Degree – Civil Engineering Technology – Graduated May 2004

CENTRAL CAROLINA COMMUNITY COLLEGE, Sanford, North Carolina
Various Courses including: Fundamentals of Cable Splicing – 1995,
Fundamentals of Pole Climbing – 1995, Basic Electricity – 1995

UNIVERSITY OF TENNESSEE, Chattanooga, Tennessee
Bachelor of Science Degree – Criminal Justice – Graduated May 1992
Concentration in Pre-Law – Law School Admittance Test – Passed December 1991

TECHNICAL TRAINING IN TELECOMMUNICATIONS – Various Locations
Continuing education courses in telecommunications, including; seminars, training workshops,
conferences, RUS Rural Telecommunications Symposia, Tennessee Tech Forklift Operator
Training, Tennessee Department of Safety Training.

CERTIFICATIONS

NATIONAL SAFETY COUNCIL, Chattanooga, Tennessee
CPR/First Aid/ Bloodborne Pathogen Instructor - 2015

EXPERIENCE

BLEDSON TELEPHONE COOPERATIVE, Pikeville, Tennessee

8/2015 – Present

General Manager

Direct company operations to ensure business and financial objectives are met. Oversee employee activities either directly or through subordinate managers. Represent Cooperative at partnership meetings. Serve as company spokesperson by meeting with industry, legislative, and regulatory officials. Handle human resource functions.

SPECIAL PROJECTS

2015 - Participated as a team member in implementation of the FTTH Buildout. Successfully directing the activities of the Bledson Management team as Project Leader, General Manager. The cost of the project was \$8 million.

01/2015 – 08/2015

Outside Plant Manager

Direct outside plant personnel by assigning work, checking quality of work, answering questions, and determining materials and methods for employee work in order to ensure timely completion of work within prescribed rules and regulations. Meet with other Department Managers to develop and implement company goals. Ensure quality customer service by responding to complaints and/or information requests from customers. Develop plans for current plant and future plant expansion. Duties involve managing engineering, construction, installation and repair, cable, right-of-way, and dispatch personnel; including four supervisors and seventeen employees. Coordinate work of engineering consulting firms and telecommunications contractors.

SPECIAL PROJECTS

2014 – FCC Five Year Plan: Successfully directing the redesign and construction of outside plant for Fiber to the Home.

04/2006 – 01/2015

Engineering Manager

Duties involve managing two engineering personnel and four construction personnel. Responsibilities include oversight of one supervisor, work planning, engineering projects, inspecting quality of work and compliance with RUS specifications, determining materials and methods for employee work. Provide project direction to construction crew personnel. Receive service orders and requests from other departments, confer with engineering consulting firms and telecommunications contractors to coordinate Outside Plant engineering projects, prepare RUS forms and contracts, provide training, and overall responsibility for the departments' production.

SPECIAL PROJECTS

2006 - Participated as a team member in implementation of the **IPTV** network. Successfully directed the redesign of outside plant for the IPTV project as the Engineering Manager. The cost of the project was \$5.5 million.

2006 - Participated as a team member in implementation of the **DSL High Speed Internet**.

Successfully directed the redesign of outside plant for the DSL High Speed Internet project as the Engineering Manager. The cost of the project was \$5 million.

2000 – 04/2006

Engineering Coordinator

Duties involved supervising three engineering personnel, ensuring all engineering projects are in compliance with RUS specifications, receiving engineering requests for general public, receiving, reviewing and processing service orders and inter-company engineering requests. Coordinated work of engineering consulting firms and telecommunications contractors.

1999 – 2000

Drafter

Maintained subscriber information in CAD system by updating maps, staking sheets and cable records, receiving requests for new service, creating construction drawings for new telephone and CATV lines, and answering customer questions.

1994 – 1999

Lineman

Duties involved constructing aerial and buried cable for telephone and CATV, setting new poles, repairing and maintaining aerial cable, operating trucks and heavy machinery used in construction process.

PROFESSIONAL/ CIVIC/ACTIVITIES

Certified Forklift Operator, Vice President Bledsoe County Quarterback Club, Brayton Baptist Church Junior Class Teacher, Former Bledsoe County Youth Soccer Board Member, 2013 President of the Tennessee/Kentucky Engineering Association, 2012 Vice President of the Tennessee/Kentucky Engineering Association, 2006 5Star Bledsoe County Leadership Training, 2004 Tennessee Young Leaders Conference

REFERENCES

City Mayor, Philip Cagle
P.O. Box 225
Pikeville, Tennessee 37367
423-447-2919

City Mayor, Dwain Land
P.O. Box 546
Dunlap, Tennessee 37327
423-949-2115

Andrew Billingsley
17114 Rankin Avenue North
Dunlap, Tennessee 37327
423-949-2146

Additional references available upon request

J. ROBBIN ROTHWELL
10500 Lower East Valley Road
Pikeville, Tennessee 37367
(423) 447-2255

OBJECTIVE Use extended educational background and broad experience in general business and the telecommunications industry, to gain a management position in the telecommunications arena.

EDUCATION **MIDDLE TENNESSEE STATE UNIVERSITY**, Murfreesboro, Tennessee
Bachelor of Business Administration, Accounting, May 1979
TENNESSEE TECHNOLOGICAL UNIVERSITY, Cookeville, Tennessee
Masters of Business Administration, General Management, August 1998
TECHNICAL TRAINING IN TELECOMMUNICATIONS, Various Locations
While in Masters Program and through continuing education related to my job, I have taken several courses and written several papers on network architecture and general telecommunications issues.

HONORS Graduated Magna cum Laude with BBA, ranked in 99th percentile of class. GPA: Major: 3.75, Overall: 3.89. Deans List and Honor Roll each semester. GPA: 3.92 Overall in the MBA program.

ACTIVITIES Educational -- Accounting Society, Scholastic Honorary Society, Beta Alpha Psi, and Work Scholarship Program
Employment --IRIS Networks Audit Committee 2002 to Present, Tennessee RUS Accounting Association Program Committee 1997-1998, Kentucky-Tennessee RUS Workshop Program Committee 1993-1994, Tennessee REA Accounting Association Program Committee Chairman 1992-1994, President 1991-1992, and Vice President 1990-1991.

EXPERIENCE
01/09 - Present **BLED SOE TELEPHONE COOPERATIVE**, Pikeville, Tennessee
Controller and Business Manager
Duties involve managing an accounting/commercial/revenue assurance/customer service department of fourteen in a rural telephone cooperative. The company is a full service telecommunications provider. Responsibilities include oversight of three supervisors, work planning, policy development and overall responsibility for the departments' production.

09/90 - 12/08 **BLED SOE TELEPHONE COOPERATIVE**, Pikeville, Tennessee
Controller
Duties involved managing an accounting staff of five in a rural telephone cooperative and CATV company. Responsibilities included internal reporting and control, financial planning and reporting, budgeting, settlements processing, daily financial operations, and preparing tax returns. I also worked with upper management on industry related issues.

SPECIAL PROJECTS
2006 - Participated as a team member in implementation of the **IPTV** network. Successfully directed the development and management of financial processes as the Controller. The cost of the project was \$5.5 million.
2006 - Participated as a team member in implementation of the **DSL High Speed Internet**. Successfully directed the development and management of financial processes as the Controller. The cost of the project was \$5 million.
1997 - Participated as a team member in implementation of the **Bledsoe Long Distance** network. Successfully directed the development and management of financial processes as the Controller. The cost of the project was under \$5 million.
1995 - Participated as a team member in implementation of the **Dial-up Internet** network. Successfully directed the development and management of financial processes as the Controller. The cost of the project was under \$5 million.

01/88 - 09/90 **BLUE CROSS AND BLUE SHIELD OF TENNESSEE**, Chattanooga, Tennessee
Supervisor Reimbursement Field Audit
01/83-12/87 **Senior and In-Charge Provider Reimbursement Field Auditor**
Duties involved supervising three levels of professional audit personnel in Government Programs Division. Scheduled audit assignments, reviewed audit files of eight auditors, and conducted exit conferences with reimbursement specialist and intermediary personnel. Researched issues and

implemented regulations on Medicare Reimbursement for hospitals, home health agencies, and skilled nursing facilities.

07/79 – 12/81

BLANKENSHIP, SUMMAR & ASSOCIATES, CPA, Nashville, Tennessee

Staff Accountant in Audit Department

Duties involved working in assistant and senior audit capacity on various types and sizes of audit engagements. Responsibilities also included preparation of federal and state tax returns, financial statements, and other required financial data.

SKILLS

Computer Skills – Microsoft Word, WordPerfect, Excel, Windows,

Office Equipment – Ten-Key Calculator, Facsimile, Copier

REFERENCES Available upon request

4709 Old Spencer Hwy
Pikeville, TN 37367

Phone C 423-618-5629
E-mail mboynton@bledsoe.net

Matthew A. Boynton, PhD, PE

Education

January 2011-May 2014 Virginia Tech University Blacksburg, VA Ph.D. in Engineering Education

August 2009-May 2010 Tennessee Technological University Cookeville, TN Ed.S. in Instructional Leadership

August 2008-August 2009 Tennessee Technological University Cookeville, TN Masters Degree in Civil & Environmental Engineering

August 2007-December 2007 Eight Hours taken through E.T.S.U. in Surveying and Mapping

August 2003 – December 2005 Tennessee Technological University Cookeville, TN
Major-Civil Engineering

August 2001-May 2003 Chattanooga State Chattanooga, TN Completed prerequisites for a B.S. in Civil Engineering

Work experience

March 2018-Present Chief Engineer at Bledsoe Telephone Cooperative in Pikeville Tennessee. This includes all aspects of telecommunications project management including design, funding, inspection and closeout. In addition, this assignment includes performing all duties that require a valid Tennessee Professional Engineering License. Typical duties focus on the design and construction of fiber optic telecommunication projects.

January 2014-March 2018 Engineering Coordinator at Bledsoe Telephone Cooperative in Pikeville Tennessee. This work includes a variety of assignments performed in association with the engineering activities necessary to provide telecommunication services to residents in a rural service area along Tennessee's Cumberland Plateau.

August 2012-December 2014-Graduate Research Assistant on NSF Grant No. EEC-1232629. The purpose of the project is to explore barriers to engineering as a career choice in the Appalachian Region of the U.S. Duties include finding participants, interviewing, and analyzing data.

January 2012-May 2012 Graduate Research Assistant Blacksburg VA Assisting Dr. Marie Paretti with research related to her CAREER Grant: An Exploration of Expert Teaching and Student Learning in Capstone Experiences, GSE-0936704 and an NSF Grant to better understand engineering as a career choice among Appalachian Youth.

January 2011-December 2011 Graduate Teaching Assistant Virginia Tech Blacksburg, VA Workshop Leader for EnGE 1114 Exploration of Engineering Design. This work included one semester implementing a Problem Based Learning approach to Engineering Education and one semester as lead TA responsible for preparing and organizing material for the workshop portion of the course.

January 2011-Present Boynton Surveying and Engineering Pikeville, TN Acquiring work and performing any and all tasks that may arise within a family owned and operated business.

August 2008-December 2014 Tennessee Technological University Cookeville, TN
Assignments Include:

August 2008-May 2009 Graduate Assistant in Extended Programs and Regional Development

Spring 2009-May 2013 Teaching Project Lead the Way Courses to students in local high schools through a partnership between the local school systems and TTU.

Classes include:

Spring 2009, Spring 2010, Fall 2011-Jackson County High School

2010, 2011, 2012, 2013-Clay County High School. Spring 2011- Present include the inclusion of a tablet PC lab and partnership with Mr. Derrick Upchurch to complete the course from a distance.

Summer 2009-Director of Eagle Engineering Summer Camp which included teacher training and materials for teachers to return to 12 Upper Cumberland Counties and implement an engineering summer camp for local students.

Summer 2009, 2010, & 2011-Director of Presidents Academy for Emerging Technologies, a weeklong engineering summer camp for students in the Upper Cumberland Region of Tennessee

Summer 2012-Assistant Director for the Governor's School for Emerging Technologies, a five week academic school for high school students across Tennessee designed to stimulate interest in Science, Technology, Engineering, and Mathematics

Summer 2012-Co-Instructor of ENGR 1210 Introduction to Engineering for the Governor's School for Emerging Technologies

Fall 2010 Adjunct Faculty teaching CUED 6921 Technology for Teachers Overton County Section

Fall 2011, 2012, & 2013 Adjunct Faculty Teaching CUED 6921 Technology for Teachers online section

February 2012-June 2012 Workforce Development and Education Coordinator with the Highlands Economic Development project.

August 2014-December 2014 Employed by TTU's Engineering Department as a Physics Tutor for students in the Engineering Technology program at the Volkswagen Academy.

January 2015-May 2016 Adjunct Professor at Chattanooga State Community College Teaching ET 115 Computers in Engineering Technology and ET 220 Communication in Engineering Technology

January 2010-December 2013 Bledsoe Telephone Cooperative Pikeville, TN
Part time employee in the Engineering Department updating mapping system.

January 2007-August 2008 GRW Engineers Nashville, TN
Civil Engineering including Engineering Design, Field Surveys, and Construction Inspection. Main focus municipal water and sewer systems.

January 2006-December 2006 Bledsoe Telephone Cooperative Pikeville, TN

Work in the Engineering Department mapping and planning new services.

August 2002-January 2006 Boynton Surveying Pikeville, Tennessee
Performed all tasks associated with boundary surveys.

Summers 2001-2004 Maintenance Crew Fall Creek Falls Golf Course, Pikeville, TN

May 2000-August 200 Frazier Construction Company Pikeville, TN

August 1998-May 2001 Warrior Sporting Goods Pikeville, TN

Scholarly Activity

2017

Matusovich, H. M., Carrico, C., Paretti, M. C., & Boynton, M. (2017). Engineering as a career choice in rural appalachia: Sparking and sustaining interest. *International Journal of Engineering Education*, 33(1), 1-13.

2015

American Society of Engineering Education, Indianapolis, IN.

Carrico, C., Matusovich, H. M., Paretti, M. C., & Boynton, M. (2015a). Career choice reasons in rural appalachia: How important is interest?

Carrico, C., Matusovich, H. M., Paretti, M. C., & Boynton, M. (2015b). Supporting students' plans for engineering careers: How prepared are high school educators in appalachia to help? Paper presented at the American Society of Engineering Education, accepted, Seattle, Wa.

2014

Boynton, M. (2014). People not Print: Exploring Engineering Future Possible Self Development in Rural Areas of Tennessee's Cumberland Plateau Doctor of Philosophy Dissertation, Virginia Polytechnic Institute and State University, Blacksburg Virginia.

2013

Boynton, M., Carrico, C., Matusovich, H., Paretti, M., & Taylor, A. (2013). Exposure Matters: Understanding the Experiences of Rural Cultures. Paper presented at the Frontiers in Education, Oklahoma City, Oklahoma.

Boynton, M., Carrico, C., Paretti, M., & Matusovich, H. (2013). Understanding Barriers to Engineering as a Career Choice for Appalachian Youth: Investigating the "heart" of the Region. Paper presented at the American Society of Engineering Education Southeast Section, Cookeville, Tn.

Carrico, C., Boynton, M., Matusovich, H., & Paretti, M. (2013). Development of an Interview Protocol to Understand Engineering as a Career Choice for Appalachian Youth. Paper presented at the American Society of Engineering Education, Atlanta.

2012

Boynton, M., & Paretti, M. (2012). Understanding Barriers To Engineering as a Career Choice among Rural Appalachian Students: A Review of the Literature. Paper presented at the American Society of Engineering Education, San Antonio, Texas.

Carrico, C., Matusovich, H. M., Paretti, M. C., & Boynton, M. (2014, June 15 - 18). *Maybe i am interested in engineering, does that matter?* Paper presented at the American Society of Engineering Education, Indianapolis, IN.

2011

Boynton, M., & Upchurch, D. (2011, June, 2011). *Teaching Engineering in a Virtual Setting*. Paper presented at the Fall Creek Falls Leadership Institute, Fall Creek Falls Inn and Convention Center Pikeville, TN.

2010

Boynton, M.A.. & Elkins, S.A. (2010, April 17). Increasing the P-16 STEM Pipeline in Rural Schools. Presentation at the Association for Continuing Higher Education South Annual Meeting, Cocoa Beach, Florida.

Boynton, M., Elkins, S., & Whittaker, D. (2010). *Engaging Young Learners Through an Engineering Education Outreach Approach*. Paper presented at the Fall Creek Falls Leadership Institute, Fall Creek Falls Inn and Convention Center Pikeville, TN.

Boynton, M., & Hossain, F. (2010). Improving Engineering Education Outreach in Rural Counties through Engineering Risk Analysis. *Journal of professional issues in engineering education and practice*, 136(4), 224. doi: 10.1061/(asce)ei.1943-5541.0000026

Funded Grant Work

2010

Boynton, M. and Elkins, S.A. (2010, April). Assisted Clay County in Perkins Reserve Funds – Engineering Project Lead the Way. \$60,000. Career-Technical Education, Tennessee Department of Education.

President's Academy for Emerging Technologies. \$32,000. Upper Cumberland Human Resource Agency.

2009

Hunter, K., Elkins, S.A., Boynton, M. and Poston, N.P. (2009, May – 2009, August). Eagle Camp for Engineering Technologies. \$40,000. Upper Cumberland Human Resource Agency.

2008-2009

Elkins, S.A. and Webb, T., Wheeley, J., Baker, E., Smith, S. H., Boynton, M. (2008, June – 2009, March). Career-Technical Education Mentoring Program. \$100,000. Tennessee Department of Education.

Professional Licensure

Professional Engineering License
USDA Rural Utilities Service Force Account Engineering Approval
Occupational Education License
Beginning Administrator License
Level 1 SWPPP Certification

Professional Membership & Service

2002-2003 V. P. of Leadership in Phi Theta Kappa(Honor Society Chatt.State)
2004-2005 Mortar Board(Tennessee Tech)
2004-2005 Chi Epsilon(Civil Engineering Honor Society Tennessee Tech)
2004-2005 Tau Beta Pi(Engineering Honor Society)
2003-2005 American Society of Civil Engineers

2004-2005 President TTU ASCE Student Chapter
2010 Tennessee Society of Professional Engineers
2011-Present American Society for Engineering Education
2015-KTEA Engineering Group Vice President
2016 KTEA Engineering Group President
2016-Present Sequatchie County TN Schools Advisory Committee for Engineering

**Professional
Development**

2009-2010 Participant in Tennessee Technological University's Pre-Engineering Math Science Partnership, The program provided teachers with training and supplies to support efforts to teach engineering in a K-12 setting.

July 2012 Australasian Association for Engineering Education Winter School The winter school took place July 2-6 in Noosa North Shore Australia. The school immersed participants in qualitative and mixed method approaches to research in engineering education. During the school, participants were able to develop and share research topics with individuals from across the globe while receiving guidance and instruction related to conducting research in engineering education.

Community Service

2012 & 2013 Chairman of Pastor Parish Relations Committee, Mt. Crest United Methodist Church Pikeville, TN

2008-Present Treasurer, Mt. Crest United Methodist Church Pikeville, TN

RUSS CAMP
9466 East Valley Road
Dunlap, Tennessee 37327
Home (423) 949-7877 Work (423) 447-1242
e-mail: russ@bledsoe.net

EDUCATION

UNIVERSITY OF TENNESSEE, Chattanooga, Tennessee
Bachelor of Science Degree – Computer Engineering/Information Systems – Graduated 1994

TRAINING

IBM Training courses in RPG IV and AS/400 System Operations and Management . Continuing education courses including; seminars, training workshops, conferences, COMMON, etc.

COMPUTERS - AS/400, PC's, Macintosh, SUN and IBM Mainframes

PROGRAMMING – RPG IV, C and C++, Basic, Fortran, Pascal, HTML, JAVA, Perl and COBOL

OPERATING SYSTEMS – OS/400, VMware VI3, Windows server and XP/Vista, VMS, OSX, Solaris, UNIX, Linux

SOFTWARE - Myrio and IView middleware. All Microsoft products, Auto Cad, Lotus Notes, All Adobe products, Wireshark, SolarWinds, CommuniGate Pro, @Mail, CPANEL, - plus many more programs on all computer platforms.

PERIPHERALS – Juniper routers and firewalls, Cisco routers, switches and wireless, Lucent DMX and RAS, Redback, Force 10 switches, Occam Networks, Foundry switches/load balancers, Pitney Bowes mailroom equipment, Northern Telecom DMS10, Comtrend, RiverStone, EMC, Isilon, Celeros, Motorola headend and wireless, Infoblox, Sandvine, Watchguard firewalls – plus many more.

EXPERIENCE

1994 - Present

BLED SOE TELEPHONE COOPERATIVE, Pikeville, Tennessee

Information Systems Manager

Duties involve managing customer service representative in the Information Systems department. Manager the design and configuration of IP network for Internet and video. Manage all computer and network operations. Manage DNS, Email, RADIUS, DHCP, SPAM filters and web servers for ISP and video network. Manage all routers, switches and firewalls for Internet and video network. Work with local businesses on their telecommunications, networking, and Internet needs. Develop, present, and implement new ideas to keep company competitive.

SPECIAL PROJECTS

2006 - Participated as a team member in implementation of the **IPTV** network. Successfully directed the IP network design, implementation, and operation for IPTV over Occam equipment as the Information Systems Manager. The cost of the project was \$5.5 million.

2006 - Participated as a team member in implementation of the **DSL High Speed Internet**.

Successfully directed the network design, implementation and operation for DSL customers to access the Internet as the Information Systems Supervisor. The cost of the project was \$5 million.

1997 – Participated as a team member in implementation of the **Bledsoe Long Distance** network.

Successfully directed the programming for polling, rating, and billing calls as the Information Systems Supervisor. The cost of the project was under \$5 million.

1995 - Participated as a team member in implementation of the **Dial-up Internet** network.

Successfully directed the configuration, operation, and installation of the dial-up service as the Information Systems Supervisor. The cost of the project was under \$5 million.

1992 – 1994

CHATTANOOGA STATE TECHNICAL COMMUNITY COLLEGE, Chattanooga, Tennessee

Software Technician

Duties involved advising faculty and students on use of computers (IBM and Macintosh). Installing software and hardware on both IBM and Macintosh computers. Supporting marketing department in use of graphic programs and computer hardware on Macintosh computers.

1992 – 1993

ABC TRAINING CENTER, Chattanooga, Tennessee

Computer Trainer

Duties involved onsite training for various companies such as: Dupont and Chattanooga Venture. Software training using: Microsoft Word, Excel, Claris MacDraw Pro and FileMaker Pro.

COMPUTER CONSULTANT, Dunlap, Tennessee

1990 – 1995

Computer Consultant

Duties involved personal computer consulting for various companies such as: Dow Chemical, PIP Printing, FLIMCARI, CORE International. Traveled Eastern Europe to install computers and programs for several large carpet companies.

**PROFESSIONAL/
CIVIC/ACTIVITIES**

Board member for Dunlap Chamber of Commerce Tourism Committee
Taught college accredited computer courses for Chattanooga State students at night
Charter Member of the Dunlap Chamber of Commerce/Board Member on Technology Committee
Internet Advisory Committee Member for Spirit Telecom Internet Services in Columbia, SC
Past President and Board Member of Sequatchie Valley Historical Association
Three years of Speech Club

REFERENCES

Available upon request

ROBERTA SMITH
32937 SR 30
Pikeville, Tennessee 37367
Home (423) 881-3081 ~ Work (423) 447-1222 ~ e-mail: smithr@bledsoe.net

EDUCATION

CHATTANOOGA STATE TECHNICAL COLLEGE, Chattanooga, Tennessee
Associate Degree – Office Systems Technology Professional – Graduated May 2001
GPA: 4.00 Summa cum laude – Phi Theta Kappa Society – Alpha Beta Mu Chapter, National Dean's List

CHATTANOOGA STATE TECHNICAL COLLEGE, Chattanooga, Tennessee
General Office Clerk/Receptionist – **Institutional Certificate** - 1996
Word Processing – **Technical Certificate** – 2001

TELECOMMUNICATIONS TRAINING – Various Locations - Continuing education courses in telecommunications, including; seminars, training workshops, conferences, webinars, online training.

CERTIFICATIONS

CERTIFIED PROFESSIONAL SECRETARY – EXAMINATION/CERTIFICATION – 1993
Re-Certified (120 Education Credits – per 5 year period) 1997 - 2002, 2002 - 2007, 2007-2012, 2012-2017
International Association of Administrative Professionals, Chattanooga, Tennessee Chapter

CERTIFIED ADMINISTRATIVE PROFESSIONAL – EXAMINATION/CERTIFICATION – 2013
International Association of Administrative Professionals, Chattanooga, Tennessee Chapter

EXPERIENCE

1995 - Present

BLEDSON TELEPHONE COOPERATIVE, Pikeville, Tennessee

Executive Assistant

Duties involve supervising Building Services Technician and building and grounds maintenance vendors and contractors including cleaning service, mowing, building maintenance, electrical, plumbing, HVAC, and exterminating services. Providing administrative support to the General Manager and the Board of Directors, complex and confidential in nature. Performing Human Resource functions related to employment, training, personnel files, employee physicals, drug screenings, pre-employment testing, safety meetings. Performing Marketing functions and Public Relations including subscriber newsletters, press releases, ad copy, annual reports, and representing the company at meetings and events, serving on boards and committees. Preparing various regulatory filings and reports (FCC, RUS, USAC, OSHA, ICLS, NANPA, NECA, etc.).

SPECIAL PROJECTS

2015 - Participated as a team member in implementation of the FTTH Buildout. Successfully directed research, data collection, administrative support, and marketing as the Executive Assistant. The cost of the project was \$8 million.

2006 - Participated as a team member in implementation of the IPTV network. Successfully directed research, data collection, administrative support, and marketing as the Executive Assistant. The cost of the project was \$5.5 million.

2006 - Participated as a team member in implementation of the DSL High Speed Internet. Successfully directed research, data collection, administrative support, and marketing as the Executive Assistant. The cost of the project was \$5 million.

1997 – Participated as a team member in implementation of the Bledson Long Distance network. Successfully directed research, data collection, administrative support, and marketing as the Executive Assistant. The cost of the project was under \$5 million.

1995 - Participated as a team member in implementation of the Dial-up Internet network. Successfully directed research, data collection, administrative support, and marketing as the Executive Assistant. The cost of the project was under \$5 million.

1991 - 1995

BLEDSON TELEPHONE COOPERATIVE, Pikeville, Tennessee

Executive Secretary

Duties involved performing administrative functions for General Manager, processing mail, answering GMs calls and handling questions, complaints and requests. Coordinate and arrange meetings, appointments, and business travel for Board members, Manager, and Employees.

1990 - 1991

BLEDSON TELEPHONE COOPERATIVE, Pikeville, Tennessee

Secretary

Duties involved performing secretarial functions, processing mail, answering PBX and directing customer calls to proper departments, handling questions, complaints and requests, and posting and reconciling payments to customer accounts.

1985 - 1990

FIRST NATIONAL BANK, Pikeville, Tennessee

Secretary/Receptionist

Duties involved performing administrative functions for the President and Board of Directors, processing mail, answering calls, handling questions, complaints and requests. Processing loan documents, correspondence and ordering customer checks.

1980 - 1985

CROSSTEX, Inc., Pikeville, Tennessee

Secretary/Payroll/Human Resources

Duties involved performing secretarial duties. Payroll for 175 production employees and 15 management staff members, human resources functions – insurance, workers comp. Accounts payable and receivable.

**PROFESSIONAL/
CIVIC/ACTIVITIES**

Tennessee Telecommunications Association Competitive Services Committee; Chamber of Commerce Board Secretary; Chamber "Person of the Year" 1994, 2000, 2008, 2010, 2011, 2013, and 2014; Lonewood Baptist Church, Secretary/Treasurer; Tennessee Council of Cooperatives, Administrative Secretary/Treasurer; Tennessee Telecommunications Association Marketing Committee Member, IAAP Member since 1993; Business and Professional Women's past President, Vice President, Secretary, various committee chairs; Noah's Inn Children's Haven; American Cancer Society Volunteer; NTCA Committee member.

REFERENCES

Available upon request

Bledsoe Telephone Cooperative Board of Directors

Bios

John Lee Downey

A graduate Bledsoe County High School in 1958, Mr. Downey attended Tennessee Technological University for 4 years. Mr. Downey has been a full time farmer for over 60 years. He currently serves as Chairman of the Bledsoe County Farm Bureau Board of Directors (recently awarded the Tennessee Farm Bureau Federation Lifetime Leadership Award), Chairman of the NRCS Soil Conservation Board of Directors, Director on the Southeast Development District Board, Director of the Equalization, and Director of the Joint Economic and Community Development Board, Director of the Southeast Development District Board. He has served on the Southeast Farmer's Cooperative Board of Directors, the ASCS Community Committee, Bledsoe County Jury Selection Committee, and the Bledsoe County Fair Board. Mr. Downey was also a Nine Mile Volunteer Fireman. Mr. Downey has been a member of the Pikeville United Methodist Church for more than 35 years and served as; Trustee, Chairman of the Administrative Council, and Chairman of Finance. Mr. Downey has served as Director of Bledsoe Telephone Cooperative for 41 years (serving as President for more than 30 years). He has served on the National Telecommunications Cooperative Association Competitive and Advanced Services Committee. He has earned his NATIONAL TELECOMMUNICATIONS COOPERATIVE ASSOCIATION Director Core Curriculum Certification.

Danny Wallace

A graduate of High School in 1963, Mr. Wallace earned his Tennessee Real Estate Affiliate Broker License. He was a 32 year business owner, Danny's Auto Parts before retiring. Mr. Wallace was Mayor of Dunlap, Tennessee 1981-1989. He has served as a member of the Dunlap Industrial Development Board 1981-1989, and 6 years on the Southeast Tennessee Development District Board of Directors, and the Sequatchie County Board of Equalization. Mr. Wallace has served as Director of Bledsoe Telephone Cooperative for 27 years, and currently serves as Vice President. He has received his NATIONAL TELECOMMUNICATIONS COOPERATIVE ASSOCIATION Director Core Curriculum Certification.

James Condra

A 1978 Graduate of Sequatchie County High School, Mr. Condra attended the University of Tennessee at Chattanooga for 3 years. Mr. Condra was a full time farmer for 16 years before becoming Sequatchie County Assessor of Property 22 years ago. Mr. Condra currently serves as Elder of New Hope Cumberland Presbyterian and has for 30 years. He served 31 years on the Soil Conservation Board of Directors and held the office of Secretary/Treasurer. Mr. Condra served 6 years on the ASCS Farm Service Agency Board of Directors, 10 years on the Sequatchie County Farm Bureau Board, and 8 years on the Sequatchie County Farmers Cooperative Board. Mr. Condra has served as Director of Bledsoe Telephone Cooperative for 27 Years, and currently serves as Secretary/Treasurer. He has earned his NATIONAL TELECOMMUNICATIONS COOPERATIVE ASSOCIATION Director Core Curriculum Certification.

Rufus Johnson

A graduate of High School, Mr. Johnson honorably served in the Army 2 years. Mr. Johnson has always been a full time farmer and has served on the Board of Directors for Sequatchie County Farm Bureau, the Tennessee Soil Conservation, Sequatchie County Soil Conservation, ASCS Farm Service Agency, and the Sequatchie County Farmers Cooperative. Mr. Johnson has served as Director of Bledsoe Telephone Cooperative for 33 Years (Vice President for 30 years), and has received his NATIONAL TELECOMMUNICATIONS COOPERATIVE ASSOCIATION Director Core Curriculum Certification.

Sandy Burnett

A graduate of Bledsoe County High School, Ms. Burnett has served as a Director of Bledsoe Telephone Cooperative for 9 years. Since 2007, she has been a general partner in Oren Wooden Apples. Ms. Burnett served as a member of the Bledsoe County Schools PTO on the playground committee. She was also a member of the Farm Bureau – Young Farmers and Ranchers for 3 years. She has been a member of Summer City Baptist Church for 20 years and has served in various positions: Teacher, Vacation Bible School coordinator, etc. Ms. Burnett has received her NATIONAL TELECOMMUNICATIONS COOPERATIVE ASSOCIATION Director Core Curriculum Certification.

Richard Smith

Mr. Smith is a 1992 graduate of Bledsoe County High School. He attended 4 years of classes at the University of Tennessee in Knoxville. He earned his Tennessee Real Estate Broker License in 2003. In addition to real estate, Mr. Smith is owner operator of a fitness center since 2005 and a port-a-toilet business since 2009. Mr. Smith is also co-owner and manager of a metal recycling business since 2011. He is also President of Prodigy Enterprises LLC, and serves on the Advisory Board of Cardinal Properties. Prior to his current businesses, Mr. Smith was a Field Supervisor with Hubbard Farms LLC, 1995-2003. Mr. Smith has served as Director of Bledsoe Telephone Cooperative for 8 years and has received his NATIONAL TELECOMMUNICATIONS COOPERATIVE ASSOCIATION Director Core Curriculum Certification.

Dion Ault

Mr. Ault graduated Cumberland County High School in 1993, and earned his BS in Wildlife and Fisheries at Tennessee Technological University in 1999. Mr. Ault attended East Tennessee State University and completed a 36 hour Surveying program – Received his License in 2009. Mr. Ault is a business owner – Mid Valley Surveying 2008 – 2018. Mr. Ault was employed by the Tennessee Wildlife Resource Agency from 1999-2008, and Arnold Boynton Surveying 2004-2008. Mr. Ault worked family businesses – Salvage Yard, Restaurant, and Convenience Store – during his formative years. Mr. Ault has been a Director of Bledsoe Telephone Cooperative since September 2017 and has taken NATIONAL TELECOMMUNICATIONS COOPERATIVE ASSOCIATION Core Curriculum Courses and is in the process of earning his certification.

Howard Upchurch, Attorney

Mr. Upchurch has served as General Counsel for Bledsoe Telephone Cooperative – since 2004. He is a 1974 graduate of Bledsoe Telephone Cooperative. Mr. Upchurch earned his BS in Finance and Business Administration – with honors at the University of Tennessee at Knoxville. He earned his Juris Doctorate in 1982 at the University of Tennessee College of Law– with honors. Attorney Upchurch serves as general sessions and juvenile judge for Bledsoe County since 1992, serves as Bledsoe County Attorney since 1990 (with the exception of a 4 year period), and serves on the Board of Directors of First Farmers and Commercial Bank since 1999. Attorney Upchurch served on the Foster Care Review Board, and is a member of the Tennessee Judicial Conference. Attorney Upchurch has served on numerous state and county judicial and governmental committees. He was admitted to practice in the United States District Courts for the Eastern and Middle Districts of Tennessee and the Sixth Circuit Court of Appeals (along with all state courts). He has earned his NATIONAL TELECOMMUNICATIONS COOPERATIVE ASSOCIATION Core Curriculum Certification.

PUBLIC EXHIBIT B

**2016 AND 2017 AUDITED FINANCIAL STATEMENTS
OF BLEDSOE TELEPHONE COOPERATIVE CORPORATION**

EXHIBIT C

ARTICLES OF ORGANIZATION



000847275

**ARTICLES OF ORGANIZATION
LIMITED LIABILITY COMPANY (ss-4270)**

Page 1 of 2

**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
(minimum fee = \$300.00, maximum fee = \$3,000.00)

For Office Use Only

FILED

Control: 000847275

Amount Due: \$300.00

Please file before 06/04/2016

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: BTC 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:

4. The name and complete address of the Limited Liability Company's initial registered agent and office located in the state of Tennessee is:

CHARLES H. BORING
383 CUMBERLAND AVE
PIKEVILLE, TN 37367
BLEDSON COUNTY

5. Fiscal Year Close Month: December

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:

383 CUMBERLAND AVE
PIKEVILLE, TN 37367
BLEDSON COUNTY

2016-06-04 12:43:10 PM RECEIVED BY TENNESSEE SECRETARY OF STATE TRE HARGETT



ARTICLES OF ORGANIZATION
LIMITED LIABILITY COMPANY (ss-4270)

Page 2 of 2



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
(minimum fee = \$300.00, maximum fee = \$3,000.00)

For Office Use Only

Control # 000847275

Amount Due: \$300.00
Please file before 06/04/2016

The name of the Limited Liability Company is: BTC Communications, LLC

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

383 CUMBERLAND AVE
PIKEVILLE, TN 37367

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:

May 5, 2016 10:41AM

Signature Date

Electronic

Signature

H. LaDon Baltimore

General Counsel

Signer's Capacity (if other than individual capacity)

H. LaDon Baltimore

Name (printed or typed)

2024-0030 05/05/2016 11:41 PM RECEIVED BY TENNESSEE SECRETARY OF STATE TRE HARGETT



STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

BTC Communications, LLC
383 CUMBERLAND AVE
PIKEVILLE, TN 37367

May 5, 2016

Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

SOS Control # :	000847275	Formation Locale:	TENNESSEE
Filing Type:	Limited Liability Company - Domestic	Date Formed:	05/05/2016
Filing Date:	05/05/2016 1:41 PM	Fiscal Year Close:	12
Status:	Active	Annual Report Due:	04/01/2017
Duration Term:	Perpetual	Image # :	B0244-0029
Managed By:	Member Managed		
Business County:	BLEDSON COUNTY		

Document Receipt

Receipt # : 002684428	Filing Fee:	\$300.00
Payment-Check/MO - H. LADON (DON) BALTIMORE ATTORNEY AT LAW, NASHVILLE, TN		\$300.00

Registered Agent Address:
CHARLES H. BORING
383 CUMBERLAND AVE
PIKEVILLE, TN 37367

Principal Address:
383 CUMBERLAND AVE
PIKEVILLE, TN 37367

Congratulations on the successful filing of your **Articles of Organization** for **BTC Communications, LLC** in the State of Tennessee which is effective on the date shown above. You must also file this document in the office of the Register of Deeds in the county where the entity has its principal office if such principal office is in Tennessee. Please visit the Tennessee Department of Revenue website (apps.tn.gov/bizreg) to determine your online tax registration requirements. If you need to obtain a Certificate of Existence for this entity, you can request, pay for, and receive it from our website.

You must file an Annual Report with this office on or before the Annual Report Due Date noted above and maintain a Registered Office and Registered Agent. Failure to do so will subject the business to Administrative Dissolution/Revocation.

Tre Hargett
Secretary of State

Processed By: Kelli Wiggins

FARRIS BOBANGO PLC

ATTORNEYS AT LAW

Nashville • Memphis

Bank of America Plaza
414 Union Street, Suite 1105
NASHVILLE, TENNESSEE 37219

(615) 726-1200 telephone • (615) 726-1776 facsimile

H. LaDon Baltimore
Of Counsel
dbaltimore@farris-law.com

Direct Dial:
(615) 687-4243

December 19, 2016

Tennessee Secretary of State
Corporate Filings
312 Rosa Parks Ave.
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

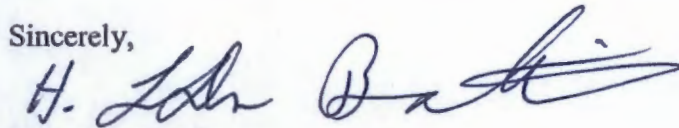
RE: Articles of Correction (Limited Liability Company)
BTC Communications, LLC
Control #: 000847275

To Whom It May Concern:

Enclosed for filing are Articles of Correction for the above-referenced LLC. The filing is to correct the incorrect address in the Articles of Incorporation. The street address numbers were transposed in the Articles of Organization.

A check in the mount of \$20.00 is enclosed for the filing fee.

Sincerely,



H. LaDon Baltimore

RECEIVED BY THE SECRETARY OF STATE / 11-01 01:07 / 11-01 01:07 / 11-01 01:07

State of Tennessee



Department of State
Corporate Filings
312 Rosa L. Parks Ave.
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

ARTICLES OF CORRECTION
(LIMITED LIABILITY COMPANY)

For Office Use Only

Pursuant to the provisions of §48-247-104 of the Tennessee Limited Liability Company Act or §48-249-1008 of the Tennessee Revised Limited Liability Company Act, the undersigned limited liability company hereby submits this application:

1. The name of the limited liability company is: _____
BTC Communications, LLC

2. Please mark the sentence below which applies.

☒ A copy of the incorrect document (as filed) is attached.

☒ A description of the incorrect document (including its filing date) is given here:

Articles of Organization, Limited Liability Company, Sections 4, 10 and 11, filed May 5, 2016

3. If the document is incorrect because of incorrect statement(s), enter the incorrect statement(s) and the reason(s) for incorrectness _____

383 Cumberland Avenue, Pikeville, TN 37367

Incorrect street address; street numbers are transposed

4. The correct statement(s) is/are: _____
338 Cumberland Avenue, Pikeville, TN 37367

5. If the document is incorrect because of a defective execution, state the manner in which the execution was defective. _____

6. The correct execution should be: _____

December 19, 2016

Signature Date

General Counsel

Signer's Capacity

BTC Communications, LLC

Name of Limited Liability Company

Signature

H. LaDon Baltimore

Name (typed or printed)



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

BTC Communications, LLC
338 CUMBERLAND AVE
PIKEVILLE, TN 37367-5632

December 29, 2016

Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

Control # : 847275 Status: Active
Filing Type: Limited Liability Company - Domestic

Document Receipt

Receipt # : 003025463	Filing Fee:	\$20.00
Payment-Check/MO - H. Ladon (Don) Baltimore, NASHVILLE, TN		\$20.00

Amendment Type: Articles of Correction
Filed Date: 12/29/2016 10:17 AM

Image # : B0321-5351

This will acknowledge the filing of the attached articles of correction with an effective date as indicated above. When corresponding with this office or submitting documents for filing, please refer to the control number given above.

You must also file this document in the office of the Register of Deeds in the county where the entity has its principal office if such principal office is in Tennessee.

Tre Hargett
Secretary of State

Processed By: Adam Harrer

Field Name	Changed From	Changed To
Principal Address 1	383 CUMBERLAND AVE	338 CUMBERLAND AVE
Principal Postal Code	37367	37367-5632
Mail Address 1	383 CUMBERLAND AVE	338 CUMBERLAND AVE
Mail Postal Code	37367	37367-5632
Registered Agent Physical Address 1	383 CUMBERLAND AVE	338 CUMBERLAND AVE
Registered Agent Physical Postal Code	37367	37367-5632

EXHIBIT D

SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN

SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN

Pursuant to T.C.A. §65-5-112, as amended, BTC Communications, LLC (“BTC”) 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 T.C.A. §65-5-112 is to provide opportunities for small and minority-owned businesses to provide goods and services to Telecommunications service providers. BTC is committed to the goals of T.C.A. §65-5-112 and to taking steps to support the participation of small and minority-owned Telecommunications businesses in the Telecommunications industry. BTC 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, BTC will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to BTC of such opportunities. BTC’s representatives will contact the Department of Economic and Community Development and the administrator of the Small and Minority-Owned Telecommunications Assistance Program, to obtain a list of qualified vendors. Moreover, BTC 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

BTC'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 BTC's full efforts to provide equal opportunities for small and minority-owned businesses. The Administrator of the Plan will be:

Charles H. Boring, General Manager
BTC Communications, LLC
338 Cumberland Avenue
Pikeville, Tennessee 37367-5632
Telephone: (423) 447-2121

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 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 Tennessee Public Utility Commission, including the filing of required annual updates.
- (4) Serving as the primary liaison to and cooperating with the Tennessee 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 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 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 BTC 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

BTC will maintain records of qualified small and minority-owned businesses and efforts to use the goods and services of such businesses. In addition, BTC will maintain records of educational and training activities conducted or attended and of the internal procurement procedures adopted to support this plan. BTC will submit records and reports required by the Tennessee Public Utility Commission concerning the Plan. Moreover, BTC will cooperate fully with any surveys and studies required by the Tennessee Public Utility Commission.

BTC Communications, LLC

By: Charles H. Boring
Administrator

Dated: May 17, 2018.

EXHIBIT E

**BTC COMMUNICATIONS, LLC'S
PRE-FILED TESTIMONY**

Q. PLEASE STATE YOUR NAME AND BUSINESS ADDRESS.

A. My name is Charles H. Boring, and my business address is 338 Cumberland Avenue, Pikeville, TN 37367.

Q. BY WHOM ARE YOU EMPLOYED AND IN WHAT CAPACITY?

A. I am the General Manager of BTC Communications, LLC (“BTC”).

Q. PLEASE DESCRIBE YOUR EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE.

A. I have been involved in the telecommunications industry for nearly 20 years. Over the course of my professional career, I have served in several roles, including lineman, engineering manager, outside plant manager, and general manager of Bledsoe Telephone Cooperative Corporation (“Bledsoe”, the grand-parent entity to BTC) and the 2013 president of the Tennessee/Kentucky Engineering Association. I graduated from the University of Tennessee in 1992, took various cable splicing courses at Central Carolina Community College in 1995, and received Institutional Certificates from Chattanooga State Technical Community College in 2002. I also have taken technical training courses in telecommunications at various locations.

Q. FOR WHOM ARE YOU TESTIFYING IN THIS PROCEEDING?

A. I am testifying on behalf of BTC Communications, LLC.

Q. WHAT IS THE PURPOSE OF YOUR TESTIMONY?

A. The purpose of my testimony is to support the *Application of BTC Communications, LLC for a Certificate of Public Convenience and Necessity to Provide Intrastate Telecommunications Services Statewide* (the “Application”).

Q. PLEASE DESCRIBE THE CORPORATE STRUCTURE OF BTC.

24 A. BTC is a Tennessee telecommunications company organized in Tennessee in
25 2016. BTC is a wholly-owned subsidiary of Tennessee Telecommunications Company, a
26 Tennessee corporation formed in 2017 (“TTC”), which is a wholly-owned subsidiary of
27 Bledsoe. BTC was originally wholly owned by Bledsoe; however, in 2018, Bledsoe
28 transferred and assigned its ownership interest in BTC to TTC.

29 A copy of BTC’s articles of organization is attached as **Exhibit C** to the
30 *Application*.

31 **Q. PLEASE DESCRIBE BTC’S OPERATIONS IN THE STATE OF TENNESSEE.**

32 A. Since 1953, Bledsoe, the parent entity of TTC, which wholly owns BTC, has been
33 providing telecommunications services in the state of Tennessee.

34 **Q. DOES BTC PROVIDE SERVICES IN ANY STATES OTHER THAN**
35 **TENNESSEE?**

36 A. No.

37 **Q. WHAT IS BTC SEEKING IN ITS APPLICATION IN THIS DOCKET?**

38 A. BTC is currently seeking authority to provide intrastate telecommunications
39 services throughout the State of Tennessee as a Competitive Local Exchange Carrier
40 (“CLEC”). BTC is aware of all the requirements necessary in order to expand its
41 offerings statewide as a CLEC. At this time, BTC only intends to expand its offerings
42 from time to time as business conditions warrant. To the extent that any rural incumbent
43 local exchange carrier possesses an exemption or suspension under Section 251(f) of the
44 Federal Communications Act (the “Act”) that would apply to BTC’s proposed expanded
45 operations, BTC does not seek interconnection under Section 251(c) at this time, nor does

46 BTC seek at this time to challenge any such exemption from any of the other obligations
47 specified in Section 251(c) of the Act.

48 BTC will offer directory services and E911 in the proposed service area.

49 **Q. WHY IS BTC SEEKING EXPANDED AUTHORITY?**

50 A. BTC desires to expand its offerings of telecommunications services throughout
51 the State of Tennessee in order to provide more consumers with increased carrier choices,
52 competitive pricing, increased reliability, responsiveness, and innovation. The granting of
53 this *Application* will provide significant benefits to Tennessee consumers and thereby
54 serve the public interest.

55 **Q. DOES BTC MEET THE STATUTORY REQUIREMENTS SET FORTH IN**
56 **TENN. CODE ANN. § 65-4-201(c)?**

57 A. Yes. As set forth in the Application, Bledsoe, the sole owner of TTC, which is the
58 sole owner of BTC, is a seasoned, experienced telecommunications provider in the State
59 of Tennessee and certainly has the managerial, financial and technical abilities required
60 under Tennessee law. Our Application evidences that we have valuable experience as a
61 telecommunications provider over Bledsoe's many decades of exceptional services. This
62 experience provides BTC with the foundation necessary to provide the proposed
63 telecommunications services and to further serve Tennessee's telecommunications
64 consumers. As supported by Exhibit A to the Application, BTC is managerially and
65 technically qualified to provide telecommunications services statewide. As shown in this
66 exhibit, BTC's principal corporate offices, board members and staff have substantial
67 managerial and technical experience in the relevant areas, including utility operations,
68 utility customer service and utility marketing. This experience provides BTC with the

69 foundation necessary to provide the proposed telecommunications services and to serve
70 Tennessee's telecommunications consumers. Therefore, BTC is managerially and
71 technically qualified to offer the proposed services.

72 Moreover, BTC is financially qualified to provide a full array of
73 telecommunications services statewide, as its owner has been successfully providing such
74 services for more than fifty (50) years. While BTC does not have any financial
75 statements to provide at this time, because it has not yet provided any services, BTC
76 submits as **PROPRIETARY AND CONFIDENTIAL UNDER SEAL Exhibit B** the
77 *2016 and 2015 Audited Financial Statements* of Bledsoe, which demonstrate that BTC's
78 owner entity is financially qualified for its subsidiary to provide telecommunications
79 services statewide.

80 **Q. WILL BTC COMPLY WITH THE TPUC'S POLICIES, RULES, AND ORDERS?**

81 A. Yes. And, subsequent to the approval of its *Application*, BTC will file any
82 necessary tariffs or tariff revisions prior to expanding its service offerings beyond those
83 already permitted. Further, a certificate of service stating that notice of this *Application*
84 has been served on all thirty-three (33) incumbent local exchange telephone companies in
85 Tennessee is evidenced by the Certificate of Service attached to the *Application*. BTC's
86 Small and Minority-Owned Telecommunications Business Participation Plan is provided
87 as **Exhibit D** of the *Application*.

88 **Q. WILL BTC COMPLY WITH STATE LAW IN RELATION TO ITS REQUEST**
89 **FOR AUTHORITY?**

90 A. Yes.

91 **Q. WILL THE GRANTING OF THE *APPLICATION* SERVE THE PUBLIC**
92 **INTEREST?**

93 A. Yes. The granting of the *Application* will further the public interest by expanding
94 the availability of telecommunications services, consistent with state law. Specifically,
95 Tennessee consumers will benefit directly through the use of the competitive services
96 offered by BTC. Further, the public will benefit through the competitive presence of
97 BTC, which will increase the incentives for telecommunications providers to operate
98 more efficiently, offer more innovative services, reduce prices, and improve the quality
99 and coverage of their services. The granting of the *Application* would be consistent with
100 the public policy of the State of Tennessee, as set forth at Tenn. Code Ann. § 65-4-123,
101 “to foster the development of an efficient, technologically advanced statewide system of
102 telecommunications services by permitting competition in all telecommunications
103 services market[.]”

104 **Q. IS THE *APPLICATION* TRUE AND CORRECT TO THE BEST OF YOUR**
105 **KNOWLEDGE, INFORMATION AND BELIEF?**

106 A. Yes.

107 **Q. DOES THIS CONCLUDE YOUR PRE-FILED TESTIMONY?**

108 A. Yes, it does. Thank you.

VERIFICATION

STATE OF Tennessee)
COUNTY OF Bledsoe)

I, Charles H. Boring, being first duly sworn, make oath that I am the General Manager of BTC Communications, LLC ("BTC"), that I am authorized to make this oath on behalf of BTC and that the *Application of BTC Communications, LLC for a Certificate of Public Convenience and Necessity to Provide Intrastate Telecommunications Services Statewide* submitted to the Tennessee Public Utility Commission, and the statements contained therein, are true, accurate and correct to the best of my knowledge, information and belief.

Charles H. Boring
Charles H. Boring
General Manager
BTC Communications, LLC

Sworn to and subscribed before me this 17th day of May, 2018.



Roberta F. Smith
Notary Public

My Commission Expires: 10-20-21

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy has been forwarded via U.S. Mail to the following on this the 18th day of May, 2018.

AT&T
333 Commerce Street
Nashville, TN 37201-3300

Ardmore Telephone Company, Inc.
P.O. Box 649
Mayfield, KY 42066

Ben Lomand Connect
P.O. Box 670
311 North Chancery Street
McMinnville, TN 37111

Bledsoe Telephone Cooperative
P.O. Box 609
338 Cumberland Avenue
Pikeville, TN 37367

Century Telephone of Adamsville
P.O. Box 405
116 N. Oak Street
Adamsville, TN 38310

Century Telephone of Claiborne
P.O. Box 100
507 Main Street
New Tazewell, TN 37825

Century Telephone of Ooltewah-Collegedale, Inc.
P.O. Box 782
5616 Main Street
Ooltewah, TN 37363

Frontier Communications Company of Tennessee
P.O. Box 770
300 Bland Street
Bluefield, WV 24701

Frontier Communications Company
of the Volunteer State
P.O. Box 770
300 Bland Street
Bluefield, WV 24701

Concord Telephone Exchange, Inc.
10025 Investment Drive, Suite 200
Knoxville, TN 37932

DTC Communications
P.O. Box 247
111 High Street
Alexandria, TN 37012-0247

Highland Telephone Cooperative, Inc.
P.O. Box 119
7840 Morgan County Hwy.
Sunbright, TN 37872-0119

Humphreys County Telephone Company
10025 Investment Drive, Suite 200
Knoxville, TN 37932

Loretto Telecom
136 S Main Street
Loretto, TN 38469

Loretto Telephone Company, Inc.
P.O. Box 130
Loretto, TN 38469

North Central Telephone Cooperative, Inc.
P.O. Box 70
872 Highway 52 By-pass East
Lafayette, TN 37083

Ritter Communications
4880 Navy Road
Millington, TN 38053

Scott County Telephone Cooperative
P.O. Box 487
Gate City, VA 24251-0487

SkyLine Membership Corporation
P.O. Box 759
West Jefferson, NC 28694-0759

TDS Telecom
10025 Investment Drive, Suite 200
Knoxville, TN 37932-0995

TDS Telecom-Concord Telephone Exchange, Inc.
P.O. Box 22610
701 Concord Road
Knoxville, TN 37933-0610

TDS Telecom-Humphreys County
Telephone Company
P.O. Box 552
203 Long Street
New Johnsonville, TN 37134-0552

TDS Telecom-Tellico Telephone Company, Inc.
P.O. Box 9
102 Spence Street
Tellico Plains, TN 37385-0009

TDS Telecom-Tennessee Telephone Company
P.O. Box 22995
Knoxville, TN 37933-0995

TEC/Bradford
224 East Main Street
P.O. Box 10
Bradford, TN 38316

TEC/Erin
P.O. Box 310
4587 West Main Street
Erin, TN 37061

TEC/Friendship Division
563 Main Street
P.O. Box 7
Friendship, TN 38034

Tellico Telephone Company
10025 Investment Drive, Suite 200
Knoxville, TN 37932

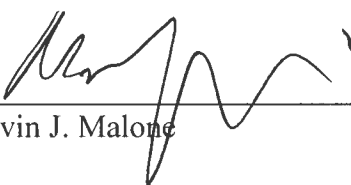
Tennessee Telephone Company
10025 Investment Drive, Suite 200
Knoxville, TN 37932

Twin Lakes Telephone Cooperative Corporation
P.O. Box 67
200 Telephone Lane
Gainesboro, TN 38562-0067

United Communications
120 Taylor Street
Box 38
Chapel Hill, TN 37034

United Telephone Company
P.O. Box 38
120 Taylor Street
Chapel Hill, TN 37034

United Telephone – Southeast
112 6th Street
Bristol, TN 37620-2267



Melvin J. Malone