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July 29, 2019

VIA HAND DELIVERY

Hon. Robin L. Morrison, Chairman
c/o Ectory Lawless, Docket Room Manager
Tennessee Public Utilities Commission
502 Deaderick Street, 4th Floor
Nashville, TN 37243

RE: *Application of Foursight Communications LLC for a Certificate of Public Convenience and Necessity to Provide Intrastate Telecommunications Services Statewide*, TPUC Docket No. 19-00063

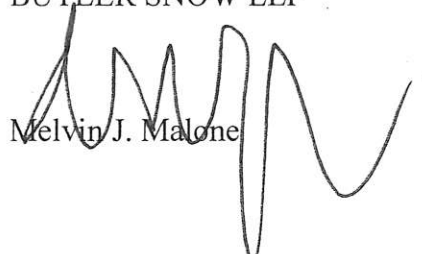
Dear Chairman Morrison:

Enclosed please find one (1) original and thirteen (13) copies of the *Application of Foursight 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 Exhibits D, E, and F to the Application are being submitted **UNDER SEAL** as **CONFIDENTIAL and PROPRIETARY**. Accordingly, these **CONFIDENTIAL** Exhibits should not be included in the public docket. Both a public version and a nonpublic, **CONFIDENTIAL** version of Exhibits D, E, and F are attached.

Finally, one (1) additional copy of the Application is enclosed to be stamped-filed 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

mcb
Enclosures

BEFORE THE TENNESSEE PUBLIC UTILITY COMMISSION
NASHVILLE, TENNESSEE

APPLICATION OF FOURSIGHT)
COMMUNICATIONS LLC FOR A)
CERTIFICATE OF PUBLIC)
CONVENIENCE AND NECESSITY TO)
PROVIDE INTRASTATE)
TELECOMMUNICATIONS SERVICES)
STATEWIDE)

DOCKET NO. 19-00063

APPLICATION OF FOURSIGHT COMMUNICATIONS LLC FOR A CERTIFICATE
OF PUBLIC CONVENIENCE AND NECESSITY TO PROVIDE INTRASTATE
TELECOMMUNICATIONS SERVICES STATEWIDE

Foursight Communications LLC (“Foursight”), by and through its undersigned counsel, and pursuant to Tenn. Code Ann. §§ 65-4-201 through 65-4-204 and Chapter 1220-4-8 of the Rules and Regulations of the Tennessee Public Utility Commission (“TPUC” or “Commission”), as applicable, hereby submits this *Application of Foursight for a Certificate of Public Convenience and Necessity to Provide Intrastate Telecommunications Services Statewide* (the “*Application*”).

Foursight is a telecommunications company that was formed on or about May 28, 2019. Foursight maintains its principle place of business in Cookeville, Tennessee. Foursight intends to provide a full array of telecommunication services on a statewide basis as business conditions warrant. As set forth herein, and as demonstrated by Foursight’s members’ longstanding experience as telecommunications providers, Foursight has the managerial, financial, and technical fitness to provide the applied-for services in the State of Tennessee. As highlighted 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, Foursight requests expedited consideration and approval of this *Application*

In support of its *Application*, Foursight submits the following:

I. DESCRIPTION OF THE APPLICANT:

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

334 S Jefferson Avenue
P.O. Box 2748
Cookeville, TN 38502

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

Melvin J. Malone
Butler Snow LLP
The Pinnacle at Symphony Place
150 Third Avenue South, Suite 1600
Nashville, TN 37201
Office: (615) 651-6700
Email: melvin.malone@butlersnow.com

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

Jonathan West
Foursight Communications LLC
P.O. Box 2748
Cookeville, TN 38502
Telephone: (931) 400-0004
Email: jwest@foursightcommunications.com

4. Corporate Information: As set forth and established by the Applicant, Foursight was formed on or about May 28, 2019, for the purposes of providing telecommunications, video and broadband services throughout the State of Tennessee including rural areas. Over the last few years, there has been increased interest and dialogue in Tennessee concerning the

development of and emergence of creative solutions to bridge existing technology gaps across the state. This new dynamic partnership called Foursight is one of such solutions. Foursight was incorporated in the state of Tennessee on March 12, 2018. A copy of Foursight's Articles of Incorporation is provided in **Exhibit A**. The biographies of the principal officers and other key technical staff are in **Exhibit B**. An organizational chart of Foursight's corporate structure is provided in **Exhibit C**.

5. Background of Member Companies of Foursight Communications LLC:

Highland Telephone Cooperative, Inc. ("HTC") was incorporated in 1955. HTC provides voice, high speed internet, and video over a 100% fiber network, in Morgan and Scott Counties in Tennessee and in McCreary County in Kentucky. HTC has 16,600 voice lines and 11,200 broadband customers who are served over approximately 3000 miles of fiber. HTC has 92 employees and a management team with 160 years telecommunications experience. Highland Communications Corporation ("Highland Communications") is a wholly-owned subsidiary of HTC. Highland Communications was granted a state-wide certificate of convenience and necessity by the Commission on March 11, 2019 in TPUC Docket No. 09-00016. Highland Communications provides telecommunications, video and broadband services in the following counties: Morgan and Scott Counties, Tennessee and McCreary County, Kentucky. Highland Communications is a member of Foursight.

DeKalb Telephone Cooperative, Inc., d/b/a DTC Communications ("DTC") was founded in 1951 as a member-owned telecommunications cooperative. Building on a strong history of customer and community service, DTC continues to offer voice, video, broadband, long distance, tech team services, business solutions and security related products and services to approximately 14,000 residential and business premises in Middle Tennessee. DTC currently

serves an area that covers more than 800 square miles in Cannon, DeKalb, Rutherford, Smith, and Wilson Counties. The cooperative has over 65 years of experience in engineering, building, and maintaining telecommunications and broadband networks in Tennessee. DTC has 78 employees, and dedicates itself to providing world-class broadband and technology solutions to improve the quality of life in the regions we serve. Advantage Cellular Systems, Inc. (“Advantage”) (“Advantage”) is a wholly owned subsidiary of DeKalb Telephone Cooperative, Inc. Advantage is a competing local exchange company (“CLEC”) and was granted a state-wide certificate of convenience and necessity by the Commission on June 15, 2009, in TPUC Docket No. 09-00046. Advantage provides telecommunications, video and broadband services in the following counties: Rutherford, Smith, and Wilson. Advantage is a member of Foursight.

Twin Lakes Telephone Cooperative Corporation (“Twin Lakes Cooperative”) was incorporated in March, 1951. Twin Lakes Cooperative has been offering communications services for more than 67 years. Twin Lakes Cooperative provides voice, video, High Speed Internet and Advanced Business Solutions to its customers. Twin Lakes Cooperative currently serves over 21,200 broadband customers in the Upper Cumberland area. Twin Lakes Cooperative service area encompasses 1,950 square miles in rural middle Tennessee. Twin Lakes Cooperative covers Clay, Fentress, Jackson, Pickett, Overton, a portion of Putnam, Smith & Morgan counties. Twin Lakes Cooperative executive management team has over 141 combined years of experience, directly relating to fiber projects and is familiar with government oversight processes and procedures. Twin Lakes Cooperative has 126 employees to meet the needs of our valued customers. Twin Lakes Communications, Inc. (“TLCI”) is a wholly-owned subsidiary of Twin Lakes Cooperative was granted a state-wide certificate of convenience and necessity by the Commission on October 8, 2009, in TPUC Docket No. 09-00035. TLCI provides

telecommunications, video and broadband services in Putnam County. TLCI is a member of Foursight.

II. QUALIFICATIONS

Since the early 1950's Foursight's members have gained invaluable experience as telecommunication providers. Accordingly, Foursight possesses the managerial, technical, and financial ability to provide local telecommunications services in the State of Tennessee as demonstrated below:

1. Financial Qualifications: As set forth in the operating agreement attached as **Confidential Exhibit D**, submitted **UNDER SEAL** as **CONFIDENTIAL AND PROPRIETARY**, each member has made a significant capital contribution to Foursight. Foursight submits **UNDER SEAL** as **CONFIDENTIAL AND PROPRIETARY** the audited financial statements of Advantage, Highland Communications & TLCI for 2018. *See Collective Exhibit E*. Attached as **CONFIDENTIAL Exhibit F** submitted **UNDER SEAL** as **CONFIDENTIAL AND PROPRIETARY** are Foursight's forecasted financials. Bridget Betcher will serve as the Chief Financial Officer of Foursight on an allocated basis. As demonstrated in **Exhibit B**, Mrs. Betcher is well-qualified for this role.

Foursight is financially qualified to provide a full array of telecommunications services statewide, as its members have been successfully providing such services for more than fifty (50) years.

Pursuant to Tenn. Code Ann. § 65-4-125(j), Foursight will submit an irrevocable letter of credit in the amount of twenty thousand dollars (\$20,000) to secure the payment of any monetary sanction imposed in any enforcement proceeding by or on behalf of the Commission. Foursight will submit this letter of credit after submitting this *Application* and receiving a docket number.

As demonstrated in the preceding paragraphs, Foursight has the financial qualifications to serve as a competing local exchange company.

2. Managerial Ability: As a member-managed entity, Foursight is managed by each CEO/General Manager of the respective members. As demonstrated in **Exhibit B**, each CEO/General Manager of the members have significant management experience in the utility industry, including the provisioning of voice, video and broadband services. Further, the General Manager of Foursight is Eric Ogle As outlined in **Exhibit B**; Mr. Ogle also has exceptional experience in the utility industry. Therefore, Foursight has the managerial ability to operate as a competing local exchange company in Tennessee.

3. Technical Qualifications: As demonstrated by the above-referenced background of the members and their respective management, each member of Foursight has the technical qualifications to serve Foursight. Moreover, as outlined in **Exhibit B**, Chad Dillon, Shane Heupel, Melissa Mitchell, Melissa Phillips, Jamie Meadows, Lea Ann Gore will provide technical, business, human resources, customer services and marketing support to Foursight on an allocated basis. Therefore, Foursight has the technical qualifications necessary to operate successfully as a competing local telecommunication company.

III. PROPOSED SERVICES:

1. Foursight 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, Foursight may supplement its services by leasing the facilities of third party carriers and/or by reselling the services.

2. Foursight 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. Foursight understands the importance of effective customer service for local service customers. Upon obtaining the requested certification, Foursight will maintain a toll free customer service number, which will be printed on the customers' monthly billing statements. Additionally, customers may write to Foursight at its main office address at 334 S Jefferson Ave, P.O. Box 2748, Cookeville, TN 38502 or contact it by email at administrator@foursightcommunications.com.

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 Foursight, Foursight does not seek interconnection under Section 251(c) at this time, nor does Foursight 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. Small and Minority-Owned Telecommunications Business Participation Plan: *See Exhibit G.*

3. A certificate of service stating that notice of this *Application* has been served on all seventeen (17) incumbent local exchange telephone companies in Tennessee is attached hereto. *See Exhibit H.*

4. Foursight has provided pre-filed sworn testimony in support of its Application in **Exhibit I**.

5. Attached as **Exhibit J** for entry by the Commission in this matter is a proposed Protective Order, which is necessary to facilitate the production of various information related to this *Application*.

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

7. Foursight is aware of its obligation to comply with the requirements of county-wide calling, as set forth in Tenn. Code Ann. § 65-21-114. Foursight does not currently collect deposits from first time customers. To the extent that Foursight 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

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 Foursight. Foursight will provide more choices for consumers. Further, the public will benefit indirectly because the competitive presence of Foursight 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[.]”

CONCLUSION

For the foregoing reasons, Foursight 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,

BUTLER SNOW LLP

By: 
Melvin Malone
Madison Coburn Keyes
The Pinnacle at Symphony Place
150 Third Avenue South, Suite 1600
Nashville, TN 37201
(615) 651-6700 (Office Telephone)
melvin.malone@butlersnow.com
madison.keyes@butlersnow.com

EXHIBIT A

ARTICLES OF ORGANIZATION LIMITED LIABILITY COMPANY

Page 1 of 2



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

For Office Use Only

FILED

Filing Fee: \$50.00 per member
(minimum fee = \$300, maximum fee = \$3,000)

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: Foursight 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:

Name: Lee G. Richardson

Address: 408 South Main Street

City: Gainesboro State: TN Zip Code: 38562 County: Jackson

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: (Not to exceed 90 days)

Effective Date: / / Time:
Month Day Year

7. The Limited Liability Company will be: ☒ Member Managed ☐ Manager Managed ☐ Director Managed

8. Number of Members at the date of filing: Three

9. Period of Duration: ☒ Perpetual ☐ Other / /
Month Day Year

10. The complete address of the Limited Liability Company's principal executive office is:

Address: 334 South Jefferson Avenue

City: Cookeville State: TN Zip Code: 38501 County: Putnam

Rev. 10/12

Harold Burris, Register
Putnam County
Rec #: 160605 Instrument #: 212021
Rec'd: 5.00 Recorded
State: 0.00 3/29/2018 at 10:40 AM
Clerk: 0.00 in Record Book
Other: 2.00 1048
Total: 7.00 Pgs 753-754

RDA 2458

ARTICLES OF ORGANIZATION LIMITED LIABILITY COMPANY

Page 2 of 2



Business Services Division
Tre Hargett, Secretary 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, maximum fee = \$3,000)

For Office Use Only

The name of the Limited Liability Company is: Foursight Communications LLC

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

Address: P. O. Box 2748

City: Cookeville State: TN Zip Code: 38502

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

☐ 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: _____ / _____ / _____
Month Day Year

☐ 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 AN 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: _____

3-12-18
Signature Date

General Manager / CEO
Signer's Capacity (if other than individual capacity)
member

Jonathan West
Signature

Jonathan West
Name (printed or typed)
Twin Lakes Communications Inc



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

LEE G. RICHARDSON
408 S MAIN ST
GAINESBORO, TN 38562-9337

March 26, 2018
Registered Agent #: 0693894

Notification of Registered Agent Assignment

This notice is provided as a courtesy to inform the registered agent to which it is addressed that this registered agent has been named the registered agent of record for the following business entities:

Control #	Entity Name	Filing Type
000953619	Foursight Communications LLC	Limited Liability Company

Please contact our office if any of the information in this notice is incorrect or if the agent designation was made without your consent or knowledge. When corresponding with this office or submitting documents for filing, please refer to the control number given above.

Tre Hargett
Secretary of State

Phone (615) 741-2286 * Fax (615) 741-7310 * Website: <http://tnbear.tn.gov/>

EXHIBIT B

BIOGRAPHIES OF PRINCIPAL OFFICERS AND OTHER KEY TECHNICAL STAFF:

Eric Ogle, *General Manager of Foursight Communications LLC* is a public service professional with nearly 20 years of project management experience in planning, economic development, market research, and public policy. Ogle's accomplishments include enabling economic growth through the utilization of technology, with recent experience in large scale fiber-optic network planning and deployment efforts. Ogle also has diverse experience with renewable energy and environmental planning and policy, telecommunications planning and policy, and tourism and small business development. Ogle is proficient in qualitative and quantitative economic research, public engagement and consensus building. Ogle's education includes: Master of Science in Planning, University of Tennessee; Bachelor of Science in Business Administration, University of Tennessee; and Associate of Applied Science in Engineering, Walters State Community College. Ogle is a member of the Rural Telecommunications Congress, serving as a board member and treasurer. Ogle is also a board member for the Southeast Association of Telecommunications Officers and Advisors. Other memberships include: DiscoverET.org, American Planning Association, Association for Community Networking, Telecommunications Industry Association, and the Governor's Conference on Economic and Community Development.

Chris Townson, *CEO of DTC Communications and its Wholly Owned Competitive Affiliates*
DTC Communications is a member-owned provider of telecommunications services headquartered in Alexandria, Tennessee. Townson has served in the rural telecommunications industry since 1994, holding front line positions in Outside Plant and Information Systems, and senior management roles in Industry Relations & Government Affairs and customer service & sales. Townson serves as Secretary of the Tennessee Broadband Association, Vice President of the Tennessee Rural Communications Cooperative Association, Director of iRis Networks, and Secretary of Foursight Communications. Chris also acts as Executive Vice President of Nehemiah Teams, Inc., a nonprofit mission mobilization ministry. Townson and his wife Melissa live with their two boys in Lascassas, Tennessee. He holds a Bachelor's Degree in Organizational Management from Covenant College and an MBA from The University of Alabama at Birmingham.

Jonathan L. West, *General Manager and CEO of Twin Lakes Communications*
Twin Lakes Communications offers communication services, including voice, video, high speed internet and advanced business solutions to its customers in the Upper Cumberland area. West reports directly to the Board of Directors and carries out their direction for the advancement of TLC. He is a graduate of Tennessee Technological University with a bachelor's degree cum laude in Mechanical Engineering. Jonathan has been in the telecommunications industry since 2001 as an Engineering Intern, Facilities Engineer, and Plant Engineer. He has served in engineering and management roles, including Assistant General Manager, and presently General Manager and CEO. He has various technical certifications related to networking and fiber optic facilities. Jonathan currently serves as Chairman of the Industry Committee for the National Telecommunications Cooperative Association, Chairman of the Tennessee Rural Communications Cooperative Association and President of Foursight Communications. He serves on the Board of Directors for the Highlands Economic Partnership, Tennessee Telecommunications Association, Tennessee Valley Corridor, Codero Hosting and iRis Networks.

Mark Patterson, *General Manager and CEO of Highland Telephone Cooperative*

Mark Patterson is the CEO and General Manager of Highland Telephone Cooperative, which is the independent local exchange carrier that provides telecommunication services for Morgan and Scott Counties in Tennessee and McCreary County in Kentucky. He also serves as CEO of Highland Holdings Corp. and its subsidiaries, which provide broadband and video in the HTC service area. He is Chairman of the Board of Iris Networks, a statewide fiberoptic network owned by eight Tennessee ILECs. He also serves on the board and is past president of the Tennessee Telecommunications Association. Mark has over 35 years' experience in the telecommunications industry. He is a graduate of the University of Tennessee with a Bachelor of Science degree in Business.

Jared Carson, *Assistant General Manager and COO of Highland Telephone Cooperative*

Jared Carson holds a Bachelor of Science degree in Electrical Engineering from Tennessee Technological University and has been a licensed Professional Engineer in the State of Tennessee for over 20 years. Jared is Chief Operations Officer and Assistant General Manager of Highland Telephone Cooperative and its subsidiaries, Highland Communications and Highland Media. Highland serves a three-county region in Tennessee and Kentucky with fiber to the home Broadband, phone, and video services. Carson is responsible for all operations related to these services. Carson has over 33 years of experience in telecommunications' operations and engineering field having started with BellSouth in 1986. Carson's experience is in a wide range of areas in the field including digital switching/routing/translations; network monitoring and control; special service circuits; Metro E/MEF services, power and grounding; outside plant engineering and design; and fiber to the home design, implementation, and operation, including outside plant as well as central office electronics.

Bridget Betcher, *Chief Financial Officer* Betcher oversees budget process, audit functions, and all long-term investments. She also develops financial policies and processes, analyzes financials, and presents those to the general manager. Generally, Betcher contributes to the strategic planning process by serving as the organizational expert in financial management. She also oversees all aspects of the Accounting Department, including, the controller, accounting manager, supervisor, and accountants.

Chad Dillon, *Plant Operations Manager*

Dillon is responsible for working groups including engineering, construction, service, dispatch, facilities and inventory control. Dillon also oversees the planning and implementation of new fiber construction, which includes providing cost projections and comparisons associated with construction, aiding in budgeting as required and providing other data as needed. Dillon is responsible for surveying job sites, determining a need for construction equipment, materials, manpower and safety equipment. Additionally, Dillon is responsible for supervising service work orders, trouble reports and routine maintenance in a customer's residence or business.

Shane Heupel, *Director of Technology*

Heupel oversees the Information Systems (IS) and Networking. He also serves as technical support to all employees; manages and maintains all computer systems; provides operational support and billing systems, patches and upgrades; and provides software systems to ensure security is maintained. Additionally, Heupel offers technical training to all employees, creates reports to measure company performance, works closely with other departments to assess IT needs and ensure the information systems are meeting their departmental goals. He ensures the operational systems utilized to provide services are secure, functional and always available. Shane is a graduate of Troy State University of Alabama where he received a degree in Computer and Management Information Systems.

Melissa Mitchell, *Director of Business & Corporate Development*

Mitchell coordinates corporate and board activities. Mitchell is also Project Manager for business ventures and company facilities. Some of her duties include assisting the General Manager with operations and board meetings and working with other staff members to coordinate and assist with interdepartmental projects.

Melissa Phillips, *Human and Office Resources Manager*

Phillips directs all HR/personnel activities. Her responsibilities typically include recruiting and hiring professionals, technical and support staff; developing and monitoring personnel policies and procedures; ensuring compliance with relevant federal, state and local laws affecting human resources; administering employee benefits; and maintaining personnel records. She works with other staff members to assess employee training needs and develop in-house training programs or contracts with external trainers to provide needed programs.

Jamie Meadows, *Customer Service Manager*

Meadows manages the Customer Service operations and supports the performance of the company's overall customer experience. She develops and administers department goals and objectives, maintains customer satisfaction by providing problem-solving resources, develops department budgets, promotes sales of services and equipment, ensures staff are informed of proper service and equipment charges, advises plant and engineering regarding service area needs, implements credit policies for new subscribers, ensures accuracy of billing data and customer accounts, implements tariffs, and adopts rate changes.

Lea Ann Gore, *Marketing and Sales Manager*

While in the telecommunications industry, Gore has served in various positions including competitive business sales and key system programming, product management, marketing and is currently licensed in the State of Tennessee as a Level 1 security technician. She is responsible for creating consumer awareness through branding, advertising and promotions, media relations, sponsorships and community events. Additionally, she is responsible for managing both the business and security solution consultant teams and the billing coordinator.

EXHIBIT C

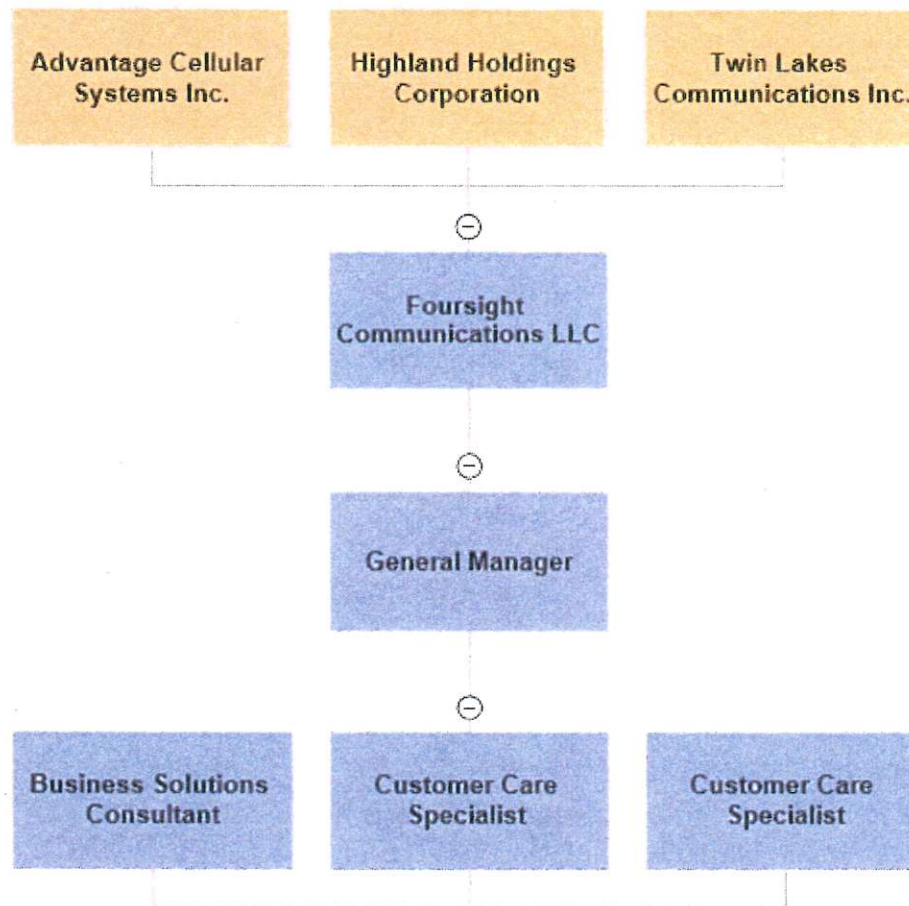


EXHIBIT D

PUBLIC VERSION

COLLECTIVE EXHIBIT E

PUBLIC VERSION

EXHIBIT F

PUBLIC VERSION

EXHIBIT G

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

**FOURSIGHT
COMMUNICATIONS LLC**

**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, Foursight Communications LLC (“Foursight Communications LLC”) submits this small and minority-owned Telecommunications business participation plan (the “Plan”) along with its Application for a Certificate of Public Convenience and Necessity to provide competing intrastate and local exchange services in Tennessee.

I. PURPOSE

The purpose of §65-5-112 is to provide opportunities for small and minority-owned businesses to provide goods and services to Telecommunications service providers. Foursight Communications LLC is committed to the goals of §65-5-112 and to taking steps to support the participation of small and minority-owned Telecommunications businesses in the Telecommunications industry. Foursight Communications LLC 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, Foursight Communications LLC will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to Foursight Communications LLC of such opportunities. Foursight Communications LLC representatives have already contacted 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, Foursight Communications LLC will seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement process.

SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN

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

Foursight Communications LLC 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 Foursight Communications LLC full efforts to provide equal opportunities for small and minority-owned businesses. The Administrator of the Plan will be:

Jonathan West
Foursight
334 S Jefferson Ave
POB 2748
Cookeville, TN 38562
Telephone: 931-400-0004
Facsimile: 931-268-3702

The Administrator's responsibilities will include:

- (1) Maintaining an updated Plan in full compliance with §65-5-112 and the rules and orders of the Tennessee Regulatory Authority.

SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN

- (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 cooperate 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 §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 Foursight Communications LLC 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

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

appropriate and feasible, small and minority-owned businesses assistance with technical, insurance, bonding, licensing, production, and deadline requirements.

IV. RECORDS AND COMPLIANCE REPORTS

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

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

Foursight Communications LLC

By: _____


Administrator

Dated: July 29, 2019

EXHIBIT H

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 29th day of July, 2019.

Ardmore Telephone Company, Inc.
100 WK&T Technology Drive
Mayfield, KY 42066

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

BTC Fiber
P.O. Box 609
338 Cumberland Avenue
Pikeville, TN 37367

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

DTC Communications
111 High Street
P.O. Box 247
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

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 – Knoxville Office
10025 Investment Drive, Suite 200
Knoxville, TN 37932-0995

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

TDS Telecom - 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

West Kentucky and Tennessee
Telecommunications Cooperative
100 WKT Technology Drive
Mayfield, KY 42006-9084

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

Melvin J. Malone

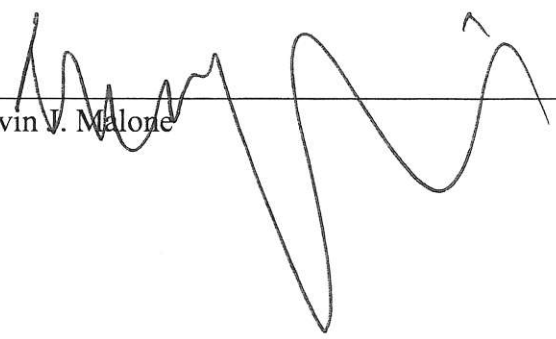
A handwritten signature in black ink, consisting of a series of loops and flourishes, is written over a horizontal line. The signature is positioned to the right of the printed name 'Melvin J. Malone'.

EXHIBIT I

**BEFORE THE TENNESSEE PUBLIC UTILITY COMMISSION
NASHVILLE, TENNESSEE**

**APPLICATION OF FOURSIGHT)
COMMUNICATIONS LLC FOR A)
CERTIFICATE OF PUBLIC)
CONVENIENCE AND NECESSITY TO)
PROVIDE INTRASTATE)
TELECOMMUNICATIONS SERVICES)
STATEWIDE)**

DOCKET NO. _____

**PRE-FILED TESTIMONY

OF JONATHAN WEST ON BEHALF OF

FOURSIGHT COMMUNICATIONS LLC**

1 **Q. PLEASE STATE YOUR NAME AND BUSINESS ADDRESS.**

2 **A.**My name is Jonathan West, and my business address is P.O. Box 2748 Cookeville,
3 Tennessee 38502.

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

5 **A.**I am the General Manager and CEO of Twin Lakes Communications, Inc. ("TLCI"). I
6 also serve as President of Foursight Communications LLC ("Foursight").

7 **Q. PLEASE DESCRIBE YOUR EDUCATIONAL BACKGROUND AND BUSINESS**
8 **EXPERIENCE.**

9 **A.**I graduated cum laude from Tennessee Technological University with a bachelor's in
10 Mechanical Engineering. I have been in the telecommunications industry since 2001 as
11 an Engineering Intern, Facilities Engineer, and Plant Engineer. I have served in
12 engineering and management roles, including Assistant General Manager, and now
13 General Manager and CEO of TLCI and President of Foursight. I have various technical
14 certifications related to networking and fiber optic facilities. I currently serve as
15 Chairman of the Industry Committee for the National Telecommunications Cooperative
16 Association; Chairman of the Tennessee Rural Communications Cooperative
17 Association; and Chairman of Foursight Communications. I also serve on the board of
18 Directors for the Highlands Economic Partnership, Tennessee Telecommunications
19 Association, Tennessee Valley Corridor, Codero Hosting and iRis Networks.

20 **Q. FOR WHOM ARE YOU TESTIFYING IN THIS PROCEEDING?**

21 **A.**I am testifying on behalf of Foursight Communications LLC.

1 **Q. WHAT IS THE PURPOSE OF YOUR TESTIMONY?**

2 **A.** The purpose of my testimony is to support of the *Application of Foursight for a*
3 *Certificate of Public Convenience and Necessity to Provide Intrastate*
4 *Telecommunications Services Statewide* (the “*Application*”).

5 **Q. PLEASE DESCRIBE THE CORPORATE STRUCTURE OF FOURSIGHT.**

6 **A.** Foursight is a Tennessee telecommunications company that was formed on or about May
7 28, 2019. Foursight is comprised of and managed by three member entities, namely (1)
8 Highlands Communications LLC; (2) Advantage Cellular Systems, Inc. d/b/a DTC
9 Communications; and (3) Twin Lakes Communications, Inc. A copy of Foursight’s
10 Articles of Incorporation is attached as **Exhibit A** to the *Application*. Additionally, an
11 organizational chart of Foursight’s corporate structure is provided in **Exhibit C** to the
12 *Application*.

13 **Q. PLEASE DESCRIBE FOURSIGHT’S OPERATIONS IN THE STATE OF**
14 **TENNESSEE.**

15 **A.** Since the early 1950’s Foursight’s members have gained invaluable experience as
16 telecommunication providers in the State of Tennessee. Foursight intends to provide a
17 full array of telecommunications services statewide pending the approval of the
18 *Application*.

19 **Q. DOES FOURSIGHT INTEND TO PROVIDE SERVICES IN ANY STATES**
20 **OTHER THAN TENNESSEE?**

21 **A.** No.

22 **Q. WHAT IS FOURSIGHT SEEKING IN ITS APPLICATION IN THIS DOCKET?**

23 **A.** Foursight is currently seeking authority to provide intrastate telecommunications services
24 throughout the State of Tennessee as a Competitive Local Exchange Carrier (“CLEC”).

1 Specifically, Foursight seeks authorization to offer a full range of telecommunications
2 services via VoIP and other platforms, including, but not limited to, dedicated and
3 switched access services, private line services, local dial tone, 911 and E911 emergency
4 services, enhanced services and all other Commission-required Rule 1220-4-8-.04(3)(b)
5 services. To the extent appropriate and necessary, Foursight may supplement its services
6 by leasing the facilities of third party carriers and/or by reselling the services. To the
7 extent that any rural incumbent LEC possesses an exemption or suspension under Section
8 251(f) of the Federal Communications Act (the "Act") that applies to Foursight,
9 Foursight does not seek interconnection under Section 251(c) at this time, nor does
10 Foursight seek at this time to challenge any such exemption from any of the other
11 obligations specified in Section 251(c) of the Act.

12 **Q. DOES FOURSIGHT MEET THE STATUTORY REQUIREMENTS SET FORTH**
13 **IN TENN. CODE ANN. § 65-4-201(c)?**

14 **A.** Yes. As set forth in the Application, Foursight's members are seasoned, experienced
15 telecommunications providers in the State of Tennessee and certainly have the
16 managerial, financial and technical abilities required under Tennessee law. The
17 *Application* evidences that Foursight's members gained valuable experience as
18 telecommunications providers over the many decades of exceptional services. Foursight's
19 members' experience provides Foursight with the foundation necessary to provide the
20 proposed telecommunications services and to further serve Tennessee's
21 telecommunications consumers. As supported by **Exhibit B** to the *Application*, Foursight
22 is managerially and technically qualified to provide telecommunications services
23 statewide. As shown in this Exhibit, Foursight's principal corporate offices, board

1 members and staff have substantial managerial and technical experience in the relevant
2 areas, including utility operations, utility customer service and utility marketing. This
3 experience provides Foursight with the foundation necessary to provide the proposed
4 telecommunications services and to serve Tennessee's telecommunications consumers.
5 Therefore, Foursight is managerially and technically qualified to offer the proposed
6 services.

7 Moreover, Foursight is financially qualified to provide the proposed
8 telecommunications services statewide. Attached as **PROPRIETARY AND**
9 **CONFIDENTIAL UNDER SEAL Exhibit E** to the *Application* is the audited financial
10 statements of Foursight's members for 2018, which confirms that Foursight is financially
11 qualified to provide telecommunications services statewide. **CONFIDENTIAL Exhibit**
12 **F** is being submitted **UNDER SEAL** as **CONFIDENTIAL AND PROPRIETARY**.

13 **Q. WILL FOURSIGHT COMPLY WITH THE TPUC'S POLICIES, RULES, AND**
14 **ORDERS?**

15 **A.** Yes. And, subsequent to the approval of its *Application*, Foursight will file any necessary
16 tariffs or tariff revisions prior to offering its services. Further, a certificate of service
17 stating that notice of this *Application* has been served on all seventeen (17) incumbent
18 local exchange telephone companies in Tennessee is evidenced by the Certificate of
19 Service attached to the *Application* as **Exhibit H**. Foursight's Small and Minority-Owned
20 Telecommunications Business Participation Plan is provided as **Exhibit G** of the
21 *Application*.

1 **Q. WILL FOURSIGHT COMPLY WITH STATE LAW IN RELATION TO ITS**
2 **REQUEST FOR AUTHORITY?**

3 **A. Yes.**

4 **Q. WILL THE GRANTING OF THE APPLICATION SERVE THE PUBLIC**
5 **INTEREST?**

6 **A.**The grant of this Application will further the public interest by expanding the availability
7 of telecommunications services throughout the State of Tennessee. Specifically,
8 Tennessee consumers will benefit directly through the use of the competitive local
9 services to be offered by Foursight. Foursight will provide more choices for consumers.
10 Further, the public will benefit indirectly because the competitive presence of Foursight
11 will increase the incentives for telecommunications providers to operate more efficiently,
12 offer more innovative services, reduce prices, improve the quality and coverage of their
13 services, and increase investment in broadband infrastructure.

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

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

21 **A. Yes.**

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

23 **A. Yes, it does. Thank you.**

EXHIBIT J

**BEFORE THE TENNESSEE PUBLIC UTILITY COMMISSION
NASHVILLE, TENNESSEE**

**APPLICATION OF FOURSIGHT)
COMMUNICATIONS LLC FOR A)
CERTIFICATE OF PUBLIC)
CONVENIENCE AND NECESSITY TO)
PROVIDE INTRASTATE)
TELECOMMUNICATIONS SERVICES)
STATEWIDE)**

DOCKET NO. _____

PROTECTIVE ORDER

To expedite the flow of filings, discovery, exhibits and other materials, and to facilitate the prompt resolution of disputes regarding confidentiality of the material, adequately protect material entitled to be kept confidential and to ensure that protection is afforded only to material so entitled, the Hearing Officer, as appointed by the Tennessee Public Utility Commission ("TPUC"), hereby orders the following:

1. For the purpose of this Protective Order (the "Order"), proprietary or confidential information, hereinafter referred to as "CONFIDENTIAL INFORMATION" shall mean documents and information in whatever form which the producing party, in good faith, deems to contain or constitute trade secrets, confidential commercial information, confidential research, development, financial statements, confidential data of third parties, or other commercially sensitive information, and which has been specifically designated by the producing party. A "Producing Party" is defined as the party creating the confidential information as well as the party having actual physical possession of information produced pursuant to this Order. All summaries, notes, extracts, compilations or other direct or indirect reproduction from or of any protected materials shall be entitled to protection under this Order. Documents containing

CONFIDENTIAL INFORMATION shall be specifically marked as "CONFIDENTIAL" on the cover and each page of the document. Any document so designated shall be handled in accordance with this Order. The provisions of any document containing CONFIDENTIAL INFORMATION may be challenged under Paragraph 12 of this Order.

2. Any individual or company subject to this Order, including producing parties or persons reviewing CONFIDENTIAL INFORMATION, shall act in good faith in discharging their obligations hereunder. Parties permitted to intervene in this matter after the date of entry of this Protective Order shall be subject to the terms and conditions of this Protective Order and will be allowed access to CONFIDENTIAL INFORMATION under the conditions prescribed herein.

3. CONFIDENTIAL INFORMATION shall be used only for the purposes of this proceeding, and shall be expressly limited and disclosed only to the following persons:

- (a) Counsel of record for the parties and other legal counsel for the parties in this case and associates, secretaries and paralegals actively engaged in assisting counsel of record in this proceeding;
- (b) TPUC Directors and members of the staff of the TPUC;
- (c) Officers, directors, or employees of the parties, including employees of intervenors and the Office of the Tennessee Attorney General; provided, however, that CONFIDENTIAL INFORMATION shall be shown only to those persons having a need to know;
- (d) Representatives of the parties who need to know because they are actively engaged in assisting counsel of record in preparing for this proceeding; and
- (e) Outside consultants and expert witnesses (and their Staff) employed or retained by the parties or their counsel, who need access to CONFIDENTIAL INFORMATION solely for evaluation, testing, testimony, preparation for trial or other services related to this docket, provided that to the extent that any party seeks to disclose CONFIDENTIAL INFORMATION to any outside consultant or expert witness, the party shall give five (5) days written notice to the Producing Party of intention to disclose CONFIDENTIAL INFORMATION. During such notice period, the Producing Party may move to prevent or limit disclosure for cause, in which case no disclosure shall be made until the TPUC or the Hearing Officer rules on the motion. Any such motion shall

be filed within three (3) days after service of the notice. Any response shall be filed within three (3) days after service of the Motion. A Pre-Hearing Conference may be called to confer with the parties on the Motions to Limit Disclosure. All service shall be by hand delivery, facsimile or email. All filings by email in this docket shall be followed up by delivering a hard copy of the filing to the Docket Manager of the TPUC.

4. Notwithstanding the provisions in Paragraph 3 above, under no circumstances shall any CONFIDENTIAL INFORMATION be disclosed to or discussed with anyone associated with the marketing of products, goods, or services that may be in competition with the products, goods or services of the Producing Party. Counsel for the parties are expressly prohibited from disclosing CONFIDENTIAL INFORMATION produced by another party to their respective clients, except for in-house counsel and persons who need to know in order to assist counsel of record with preparation of this case.

5. (a) Prior to disclosure of CONFIDENTIAL INFORMATION to any employee or associate counsel for a party, the counsel representing the party who is to receive the CONFIDENTIAL INFORMATION shall provide a copy of this Order to the recipient employee or associate counsel, who shall be bound by the terms of this Order. Prior to disclosure of CONFIDENTIAL INFORMATION to any outside consultant or expert witness employed or retained by a party, counsel shall provide a copy of this Order to such outside consultant or expert witness, who shall sign the Nondisclosure Statement in the form of that attached to this Order attesting that he or she has read a copy of this Order, that he or she understands and agrees to be bound by the terms of this Order, and that he or she understands that unauthorized disclosure of documents labeled "CONFIDENTIAL" constitutes a violation of this Order. The Nondisclosure Statement shall be signed in the presence of and be notarized by a notary public. Counsel of record for each party shall provide the Producing Party a copy of each such

Nondisclosure Statement and shall keep the Nondisclosure Statements executed by the parties' experts or consultants on file in their respective offices.

(b) Disclosure of CONFIDENTIAL INFORMATION other than as provided for in this Protective Order shall not be made to any person or entity except with the express written consent of the Producing Party or upon further order of the TPUC or of any court of competent jurisdiction.

6. If any party or non-party subject to this Order inadvertently fails to designate documents as CONFIDENTIAL in accordance with the provisions of this Order when producing the documents this failure shall not constitute a waiver of confidentiality, provided the party or non-party who has produced the document shall notify the recipient of the document in writing within five (5) days of discovery of such inadvertent failure to designate the document as CONFIDENTIAL. At that time, the recipients will immediately treat the subject document as CONFIDENTIAL. In no event shall the TPUC, or any party to this Order, be liable for any claims or damages resulting from the disclosure of a document provided while not so labeled as "CONFIDENTIAL." An inadvertent failure to designate a document as CONFIDENTIAL, shall not, in any way, affect the TPUC's determination as to whether the document is entitled to CONFIDENTIAL status.

7. If any party or non-party subject to this Order inadvertently fails to designate documents as CONFIDENTIAL in accordance with the provisions of this Order when producing such documents and the failure is not discovered in time to provide a five (5) day notification to the recipient of the confidential nature of the documents referenced in the paragraph above, the failure shall not constitute a waiver of confidentiality and a party by written motion or by oral motion at a Pre-Hearing Conference or at the Hearing on the Merits may request designation of

the documents as CONFIDENTIAL, and if the motion is granted by the Hearing Officer or the Commission, the recipients shall immediately treat the subject documents as CONFIDENTIAL. The Tennessee Public Utility Commission or the Hearing Officer may also, at his or her discretion, either before or during the Pre-Hearing Conference or Hearing on the Merits of the case, allow information to be designated CONFIDENTIAL and treated as such in accordance with the terms of this Order.

8. Any papers filed in this proceeding that contain, quote, paraphrase, compile or otherwise disclose documents covered by the terms of this Order, or any information contained therein, shall be filed and maintained in the TPUC Docket Room in sealed envelopes marked CONFIDENTIAL and labeled to reflect the style of this proceeding, the docket number, the contents of the envelope sufficient to identify its subject matter and this Protective Order. The envelopes shall be maintained in a locked filing cabinet. The envelopes shall not be opened or their contents reviewed by anyone except upon order of the TPUC or the Hearing Officer after due notice to counsel of record. The filing party shall also include with the filing a public version of the papers with any CONFIDENTIAL INFORMATION redacted. The public version shall reflect the style of the proceeding, the docket number, the contents of the envelope sufficient to identify its subject matter and shall reference this Protective Order. Notwithstanding the foregoing, the Directors and the Staff of the TPUC may review any paper filed as CONFIDENTIAL without obtaining an order of the TPUC or the Hearing Officer provided the Directors and Staff maintain the confidentiality of the paper in accordance with the terms of this Order.

9. Documents, information and testimony designated as CONFIDENTIAL or PROTECTED SECURITY MATERIALS (as defined in Paragraph 20) in accordance with this

Order, may be used in testimony at the Hearing of this proceeding and offered into evidence or used in any hearing related to this action in a manner that protects the confidentiality of the information, subject to the Tennessee Rules of Evidence and to such future orders as the TPUC or the Hearing Officer may enter. Any party intending to use documents, information, or testimony designated CONFIDENTIAL or PROTECTED SECURITY MATERIALS shall inform the Producing Party and the TPUC or the Hearing Officer prior to the Hearing on the Merits of the case, of the proposed use; and shall advise the TPUC or the Hearing Officer and the Producing Party before use of the information during witness examinations so that appropriate measures can be taken by the TPUC or the Hearing Officer to protect the confidential nature of the information.

10. Except for documents filed in the TPUC Docket Room, all documents covered by the terms of this Order that are disclosed to the requesting party shall be maintained separately in files marked CONFIDENTIAL and labeled with reference to this Order at the offices of the requesting party's counsel of record, kept in a secure place and returned to the Producing Party pursuant to Paragraph 17 of this Order.

11. Nothing herein shall be construed as preventing any party from continuing to use and disclose any information (a) that is in the public domain, or (b) that subsequently becomes part of the public domain through no act of the party, or (c) that is disclosed to it by a third party, where said disclosure does not itself violate any contractual or legal obligation, or (d) that is independently developed by a party, or (e) that is known or used by it prior to this proceeding. The burden of establishing the existence of (a) through (e) shall be upon the party attempting to use or disclose the information.

12. Any party may contest the designation of any document or information as CONFIDENTIAL or PROTECTED SECURITY MATERIALS by filing a Motion with the TPUC or Hearing Officer as appropriate, for a ruling that the documents, information or testimony should not be so treated. Upon the filing of such a motion, the designating party shall bear the burden of supporting its designation of the documents or information at issue as CONFIDENTIAL INFORMATION. All documents, information and testimony designated as CONFIDENTIAL or PROTECTED SECURITY MATERIALS, however, shall be maintained as such until the TPUC or the Hearing Officer orders otherwise. A Motion to contest must be filed not later than fifteen (15) days prior to the Hearing on the Merits. Any Reply seeking to protect the status of CONFIDENTIAL INFORMATION or PROTECTED SECURITY MATERIALS must be received not later than ten (10) days prior to the Hearing on the Merits and shall be presented to the Commission at the Hearing on the Merits for a ruling.

13. Nothing in this Order shall prevent any party from asserting any objection to discovery other than an objection based upon grounds of confidentiality.

14. Non-party witnesses shall be entitled to invoke the provisions of this Order by designating information disclosed or documents produced for use in this action as CONFIDENTIAL, in which event the provisions of this Order shall govern the disclosure of information or documents provided by the non-party witness. A designation of information as CONFIDENTIAL by a non-party witness may be challenged under Paragraph 12 of this Order.

15. No person authorized under the terms herein to receive access to documents, information, or testimony designated as CONFIDENTIAL shall be granted access until such person has complied with the requirements set forth in Paragraph 5 of this Order.

16. Any person to whom disclosure or inspection is made in violation of this Order shall be bound by the terms of this Order.

17. Upon entry of a final order in this proceeding and conclusion of any appeals resulting from such an order, except as to the Attorney General and TPUC, all the filings, exhibits and other materials and information designated CONFIDENTIAL or PROTECTED SECURITY MATERIALS and all copies thereof shall be returned to counsel of the Producing Party within fifteen (15) days. Notwithstanding any provision herein to the contrary, the requirement of this paragraph shall become operative immediately upon any intervenor who withdraws or otherwise ceases to be a party to the case, even though the case itself may continue to be pending. Subject to the requirements of Paragraph 8 above, the TPUC shall retain copies of information designated as CONFIDENTIAL or PROTECTED SECURITY MATERIALS as may be necessary to maintain the record of this case intact. Counsel who received the filings, exhibits and other materials, designated as CONFIDENTIAL or PROTECTED SECURITY MATERIALS shall certify to counsel for the Producing Party that all the filings, exhibits and other materials, plus all copies or extracts, notes or memorandums from the filings, exhibits and other materials, and all copies of the extracts from the filings, exhibits and other materials thereof have been delivered to counsel for the Producing Party or destroyed and that with respect to any electronic copies of CONFIDENTIAL INFORMATION or PROTECTED SECURITY MATERIALS received or mentioned by the receiving party, all reasonable efforts have been undertaken to eliminate said information. If any electronic CONFIDENTIAL INFORMATION or PROTECTED SECURITY MATERIALS cannot be eliminated through the use of reasonable efforts, any such remaining materials shall be subject to the continuing restrictions contained in paragraph eighteen (18) of this Order.

18. After termination of this proceeding, the provisions of this Order relating to the confidential nature of CONFIDENTIAL INFORMATION or PROTECTED SECURITY MATERIALS, information and testimony shall continue to be binding upon parties herein and their officers, employers, employees, agents, and/or others unless this Order is vacated or modified or is supplanted by an order of the court or courts before which is pending a challenge to any order entered in this proceeding.

19. Nothing herein shall prevent entry of a subsequent order, upon an appropriate showing, requiring that any documents, information or testimony designated as CONFIDENTIAL shall receive protection other than that provided herein.

20. In addition to the other provisions of this Order, Foursight Communications LLC (“the Company”) may designate and label as “PROTECTED SECURITY MATERIALS” documents and information related to security measures undertaken to protect public health and safety. The Company shall provide access to PROTECTED SECURITY MATERIALS to TPUC Directors and members of the staff of the TPUC and further only to authorized representatives of the Intervenors in this docket.

21. The Company shall provide access to an authorized representative to PROTECTED SECURITY MATERIALS only after such authorized representative has executed a Nondisclosure Statement in the form of that attached to this Order and provided a copy to the Company. Except, with consent of the Company: (i) access shall be at the offices of the Company or its counsel of record and under supervision of the Company; (ii) PROTECTED SECURITY MATERIALS shall not be removed from the offices of the Company or its counsel; (iii) no copies shall be provided to an authorized representative except as provided herein. Authorized representatives may make notes or memoranda from a review of the PROTECTED

SECURITY MATERIALS and may remove such notes and memoranda. In all other respects such notes and memoranda shall remain PROTECTED SECURITY MATERIALS and subject to the provisions hereof. PROTECTED SECURITY MATERIALS shall be used only to assist TPUC staff or any other party to prepare for and to try this proceeding and shall not be used for any other purpose in this or any other jurisdiction.

22. Except as provided in this Order, the contents of PROTECTED SECURITY MATERIALS to which the TPUC staff or other party is given access, and any notes, memoranda, or any form or information or opinions regarding or derived from the PROTECTED SECURITY MATERIALS shall not be disclosed to anyone other than an authorized representative in accordance with the Order, except that an authorized representative may disclose his or her conclusions or findings solely within, and for the purposes of, this proceeding and in accordance with this Order. PROTECTED SECURITY MATERIALS shall not otherwise be published, disclosed or divulged except as expressly provided herein. The TPUC Directors, TPUC staff and any other party shall treat all notes memoranda or opinions regarding or derived from the PROTECTED SECURITY MATERIALS as confidential and shall keep them in a secure location with access limited to an authorized representative, and the contents of PROTECTED SECURITY MATERIALS and any information derived from them shall be considered highly confidential, and shall not be deemed public records. The TPUC staff, any party, Hearing Officer, or the TPUC Directors may discuss any position or conclusion regarding security expenditures and testimony in briefs, orders, pleadings, or hearings in this proceeding without disclosing protected information to the public in accordance with this Order.

23. The Attorney General and his staff have authority to enter into Nondisclosure Agreements pursuant to Tenn. Code Ann. § 65-4-118 which are consistent with state and federal law, regulations and rules.

24. The Attorney General and his staff agree to keep CONFIDENTIAL INFORMATION in a secure place and will not permit them to be seen by any person who is not an employee of the State of Tennessee, the Office of Attorney General and Reporter, or a person who has not signed a Nondisclosure Agreement.

25. The Attorney General and his staff may make copies of CONFIDENTIAL INFORMATION or any portion thereof. To the extent permitted by state and federal law, regulations and rules, all notes utilizing supporting information shall be subject to the terms of this Order to the extent factual assertions are derived from the supporting information.

26. To the extent permitted by state law, the Attorney General will provide timely notice of filing or disclosure in the discharge of the duties of the Office of the Attorney General and Reporter, pursuant to Tenn. Code Ann. § 10-7-504(a)(5)(C) or any other law, regulation or rule, so that the Company may take action relating to disclosure.

27. CONFIDENTIAL INFORMATION is subject to this Protective Order, which is entered pursuant to the Tennessee Rules of Civil Procedure. If any person or entity subject to this Protective Order receives a request or subpoena seeking the disclosure or production of information labeled as "CONFIDENTIAL INFORMATION" by a party, such person or entity shall give prompt written notice to the TPUC Hearing Officer and the party within not more than five (5) days of receiving such a request, subpoena or order and: (i) shall respond to the request, subpoena or order, in writing, stating that the CONFIDENTIAL INFORMATION is protected pursuant to this Protective Order; and (ii) shall not disclose or produce such CONFIDENTIAL

INFORMATION unless and until subsequently ordered to do so by a court of competent jurisdiction. This Protective Order shall operate as an exception to the Tennessee Public Records Act, as set forth in the language of Tenn. Code Ann. § 10-7- 503(a) “. . . unless otherwise provided by state law.” (See, e.g., Ballard v. Herzke, 924 S.W.2d 652 (Tenn. 1996); Arnold v. City of Chattanooga, 19 S.W.3d 779 (Tenn. Ct. App. 1999) (holding that “state law” includes the Tennessee Rules of Civil Procedure)). Because this Protective Order is issued pursuant to the Tennessee Rules of Civil Procedure, this Order creates an exception to any obligations of the Attorney General, including attorneys and members of theirs, as to the Public Records Act and other open records statutes as to CONFIDENTIAL INFORMATION. In the event that any court of competent jurisdiction determines in the course of a lawsuit brought as a result of a person’s or entity’s fulfillment of the obligations contained in this paragraph that information designated as “CONFIDENTIAL INFORMATION” by a party is not CONFIDENTIAL INFORMATION as defined in paragraph 1 of this Protective Order, then the party designating the information as “CONFIDENTIAL INFORMATION” shall be responsible for all costs associated with or assessed in the lawsuit. This Protective Order acknowledges the role and responsibilities of the Attorney General and the Attorney General’s staff, as set forth in Title 8, Chapter 6 of the Tennessee Statutes, beyond the duties associated with the Consumer Advocate and Protection Division, as prescribed in Tenn. Code Ann. § 65-4-118. This Protective Order is not intended to conflict with the Attorney General’s role and responsibilities, especially the investigative functions, as set forth in Title 8, Chapter 6. For there to be compliance with this Protective Order, any CONFIDENTIAL INFORMATION shared outside of the Consumer Advocate and Protection Division must be provided the full and complete protection afforded other confidential or protected information in the control and custody of the Attorney General.

28. The designation of any information, documents or things in accordance with this Order as constituting or containing confidential or proprietary information the Attorney General's, or their respective staff's, treatment of such material as confidential or proprietary in compliance with this Order is not an admission or agreement by the Attorney General, or their respective staff, that the material constitutes or contains confidential commercial information or trade secret information and shall not be deemed to be either a waiver of the right to challenge such designation or an acceptance of such designation. The Company agrees to designate information, documents or things provided to the Attorney General as confidential commercial information or trade secret if it has a good faith basis for the claim. The Company will upon request of the Attorney General, or their respective staff, provide a written explanation of the details, including statutory authority, that support its confidential commercial information or trade secret claim within five (5) days of a written request. The Company also specifically agrees that it will not designate any documents as CONFIDENTIAL INFORMATION or label such documents as "CONFIDENTIAL" if the documents:

- (a) have been distributed to the public, consumers or others, provided that proprietary customer information provided by the Company to its customers or their marketers may be designated as CONFIDENTIAL INFORMATION; or
- (b) are not maintained by the Company as confidential commercial information or trade secrets or are not maintained by the Company as proprietary customer information.

29. Nothing in this Order shall prevent the Attorney General from using the CONFIDENTIAL INFORMATION received for investigative purposes in the discharge of the

duties of the Office of the Attorney General and Reporter. Additionally, nothing in this Order shall prevent the Attorney General from informing state officials and third parties of the fact of an investigation, as needed, to conduct the investigation. Without limiting the scope of this paragraph, nothing in this Order shall prevent the Attorney General from contacting consumers whose names were provided by the Company or from discussing with any consumer any materials that he or she allegedly received from the Company or confirming that a consumer actually received the materials, to the extent that the Attorney General or his staff does so in a manner that complies with the provisions of this Order.

30. The terms of the foregoing paragraphs 23 through 29 do not apply to PROTECTED SECURITY MATERIALS as set forth in paragraphs 20-22 of this Order. PROTECTED SECURITY MATERIALS shall be treated in accordance with paragraphs 20-22.

31. All information, documents and things designated as CONFIDENTIAL INFORMATION or PROTECTED SECURITY MATERIALS and produced in accordance with this Order may be disclosed in testimony or offered into evidence at any TPUC or court hearing, trial, motion or proceeding of this matter, subject to the provisions of this Order, including paragraph 9, and the applicable Rules of Evidence. The party who produced the information, documents and things designated as CONFIDENTIAL INFORMATION or PROTECTED SECURITY MATERIALS agrees to stipulate to the authentication of such information, documents and things in any such proceeding.

32. Nothing in this Order is intended to restrict or alter federal or state laws, regulations or rules.

33. Any person who has signed a Nondisclosure Statement or is otherwise bound by the terms of this Order shall continue to be bound by this Order and/or Nondisclosure Statement even if no longer employed or engaged by the TPUC or Intervenors.

**BEFORE THE TENNESSEE PUBLIC UTILITY COMMISSION
NASHVILLE, TENNESSEE**

**APPLICATION OF FOURSIGHT)
COMMUNICATIONS LLC FOR A)
CERTIFICATE OF PUBLIC)
CONVENIENCE AND NECESSITY TO)
PROVIDE INTRASTATE)
TELECOMMUNICATIONS SERVICES)
STATEWIDE)**

DOCKET NO. _____

NONDISCLOSURE STATEMENT

I have reviewed the Protective Order entered in the above-captioned matter and agree to abide and be bound by its terms. I understand that unauthorized disclosure of information or documents labeled "CONFIDENTIAL" or "PROTECTED SECURITY MATERIALS" will be a violation of the Protective Order.

DATE

NAME

STATE OF _____)

COUNTY OF _____)

Personally appeared before me, _____, a Notary Public,
_____, with whom I am personally acquainted, who
acknowledged that he/she executed the within instrument for the purposes therein contained.

WITNESS my hand, at office, this _____ day of _____, 2019.

NOTARY PUBLIC

My Commission Expires: _____