

**BEFORE THE TENNESSEE PUBLIC UTILITY COMMISSION**

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<b>IN RE:</b>	)	
	)	
<b>MIDDLE MILE INFRASTRUCTURE, LLC</b>	)	<b>Docket No. <u>21-00072</u></b>
	)	
<b>FOR A CERTIFICATE OF CONVENIENCE</b>	)	
<b>AND NECESSITY TO PROVIDE</b>	)	
<b>COMPETING INTRASTATE</b>	)	
<b>TELECOMMUNICATION SERVICE</b>	)	

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**APPLICATION FOR CERTIFICATE TO PROVIDE  
FACILITIES-BASED INTEREXCHANGE SERVICES**

Pursuant to applicable Tennessee Statutes and the Rules and Regulations of the Tennessee Public Utility Commission (“Commission”) and Section 253 of the Federal Telecommunications Act of 1996 (“Act”), Middle Mile Infrastructure, LLC (“MMI” or “Applicant”) respectfully requests that the Commission grant to MMI authority to provide facilities-based interexchange services within the State of Tennessee. MMI is willing and able to comply with all applicable rules, regulations, and orders in Tennessee pertaining to the provision of competing telecommunications services. TCA 65-4-201.

The State of Tennessee has adopted a policy of allowing competition in the local and long-distance telecommunications markets, recognizing that it is in the public interest to develop effective competition to ensure that all consumers will have access to high quality, low cost, and innovative telecommunications services. The Federal Telecommunications Act of 1996 also seeks to promote competition and reduce regulation in order to secure lower prices and higher quality telecommunications services for American consumers. Both goals will be promoted by granting this Application.

The Applicant submits the following information in support of its Application:

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

Middle Mile Infrastructure, LLC  
1601 Willow Road  
Menlo Park, CA 94025  
Telephone: (650) 804-3710

**Questions regarding this application should be directed to:**

Charles B. Welch Jr., Esq.  
Tyler A. Cosby, Esq.  
Farris Bobango PLC  
414 Union Street, Suite 1105  
Nashville, Tennessee 37219  
615-726-1200 phone  
615-414-5619 cell  
615-726-1776 fax  
[cwelch@farris-law.com](mailto:cwelch@farris-law.com)  
[tcosby@farris-law.com](mailto:tcosby@farris-law.com)

With a copy to:

Michael C. Sloan  
Davis Wright Tremaine LLP  
1301 K St., N.W., Suite 500 East  
Washington, DC 20005  
Phone: (202) 973-4227  
[michaelsloan@dwt.com](mailto:michaelsloan@dwt.com)

**Name and address Applicant contact person knowledgeable about operations, repair, and maintenance information:**

Traci Biswese  
Middle Mile Infrastructure, LLC  
575 7th Street NW, Suite 800  
Washington, D.C. 20004  
Telephone: (650) 804-3710  
E-mail: [legal@mmiatlantic.com](mailto:legal@mmiatlantic.com)

**2. Organizational Chart of Corporate Structure:**

Attached as **Exhibit A** is an organizational chart of the company's corporate structure.

**3. Corporate information:**

MMI is a Delaware limited liability company, authorized to do business within the State of Tennessee. A copy of the Certificate of Formation is included as Exhibit B. A copy of MMI's Authority to transact business in the State of Tennessee is provided in **Exhibit C**.

The names, addresses and biographical information of MMI's principal corporate officers and those responsible for implementing MMI's services in Tennessee are attached hereto as **Exhibit D**.

The following is a list of Applicant's key officers and managers:

David Kling, President, CEO, and Secretary

Susan Taylor, Vice President and Treasurer

Michael Johnson, Vice President and Assistant Secretary

David Kling and Susan Taylor, Managers

All officers and managers may be reached at Applicant's principal place of business provided above. There are no principal officers in Tennessee. Further, biographies of key management personnel are provided in **Exhibit D**.

**4. MMI possesses the managerial, technical, and financial ability to provide local telecommunications service in the State of Tennessee.**

MMI possess the requisite technical, financial and managerial capabilities to operate as a competitive telecommunications provider. These capabilities are explained in detail below.

**a. Financial Qualifications and Surety Bond**

MMI possesses the resources to finance and provide its proposed services in Tennessee.

To demonstrate that MMI has the requisite cash or cash equivalents, MMI incorporates by

reference the most recent annual report filed with the Securities and Exchange Commission (SEC Form 10-K) prepared by MMI's parent company, Facebook, Inc., which is available at the following: <https://investor.fb.com/financials/default.a>.

MMI does not anticipate that it will be required to pay any deposits to underlying carriers in order to carry out its operations under the requested authority. MMI confirms that sufficient financial resources are unencumbered and will remain available to fund MMI's working capital requirements while this Application is pending and for the first full year following grant of authority. A capital expenditure plan for Tennessee has not yet been formulated but can be provided upon preparation at the Commission's request. MMI's services will not rely on the use of switches or unbundled network elements.

**b. Managerial Qualifications:**

Applicant is managerially qualified to provide telecommunications services in Tennessee. Applicant will be managed by the management team of its ultimate parent company, Facebook, Inc., which will provide extensive telecommunications business, technical, and managerial expertise to Applicant. Biographies of key management personnel of Applicant, who are responsible for the Applicant's operations are attached as **Exhibit D**.

**c. Technical Qualifications:**

MMI services will satisfy the minimum standards established by the Commission. The Company will file and maintain tariffs in the manner prescribed by the Commission and will meet minimum basic standards, including quality of service and billing standards required of all carriers regulated by the Commission. MMI will not require customers to

purchase Customer Provided Equipment that would not be compatible with an incumbent carrier except, potentially, at a wholesale level. As noted in the biographies of Applicant's principal officers and managers (**Exhibit D**), MMI's management team has substantial experience in both telecommunications and engineering. In addition to the senior management, MMI has highly qualified technical personnel to ensure that MMI's operations will meet demanding standards for service quality and reliability. Thus, MMI is technically qualified to provide local exchange service in Tennessee

**5. Types of Local Exchange Service to be provided:**

MMI will offer point-to-point data transmission services, including Wavelength services and other high-capacity telecommunications services. MMI anticipates that its customers will consist of business enterprises and other carriers. MMI does not intend to serve residential customers. Applicant proposes to provide these services through a combination of its own facilities and facilities leased from others.

**6. Proposed Service Area:**

MMI seeks authority to offer its services throughout the state of Tennessee. However, MMI will only provide service to or from locations where it has the necessary facilities and equipment. MMI does not seek authority to provide local exchange telecommunications services in the service areas of small or rural LECs in Tennessee that qualify for the rural exemption outlined in 47 U.S.C § 251(f).

**7. Repair and Maintenance:**

MMI will provide its customers effective repair and maintenance services. Customers will be able to report service issues through electronic means web-based reporting (email and possibly a web portal) and via a toll-free service number, all of which will be established before MMI begins providing services. Customers will also be provided the contact information of designated personnel who will handle such complaints once established. In addition and in the meantime, customers may contact the company in writing at the headquarters address, or at (650) 804-3710.

**8. Small and Minority-Owned Telecommunications Business Participation Plan: (TCA 65-5-212):**

As required pursuant to TCA §65-5-112, attached as **Exhibit E** is Applicant's plan for purchasing goods and services from Small and Minority telecommunications businesses and information on programs to provide technical assistance to such business.

**9. Toll Dialing Parity Plan:**

Applicant does not intend to provide voice services. If Applicant chooses to offer voice-grade service at some point in the future, it will file an appropriate toll dialing parity plan for Commission consideration at least 60 days prior to offering such service.

**10. Notice of MMI's Application:**

Applicant has served notice of this application to the seventeen (17) incumbent local exchange telephone companies in Tennessee with a statement regarding the Company's intention to offer services in Tennessee. See **Exhibit F** for the list.

**11. Numbering Issues:**

Please see the statement provided in **Exhibit G**.

**12. Tennessee Specific Operational Issues:**

Please see the statement provided in **Exhibit H**.

**13. Miscellaneous:**

- a. Attached as **Exhibit I** is the sworn pre-filed testimony of Keith Osborn of MMI.
- b. Applicant will not anticipate collecting deposits from its customers in the State of Tennessee except, potentially, at a wholesale level.
- c. As of the filing of this Application, MMI has not been subject to complaints in any of the states in which it currently holds authority to provide telecommunications services.
- d. A copy of MMI's draft tariff is attached hereto as **Exhibit J**, and upon approval of this application an official copy of the tariff will be filed.
- e. A list of all states where applicant is certificated to provide telecommunications service is attached hereto as **Exhibit K**. MMI has never been denied requested authority by any state.

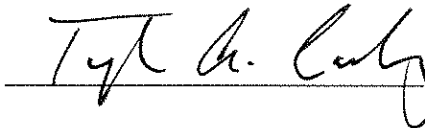
In conclusion, this application demonstrates that MMI possesses the technical, financial and managerial resources to provide facilities-based interexchange services in the State of Tennessee. Furthermore, granting this Application will promote the public interest by increasing the level of competition in the Tennessee telecommunications market. Ultimately, competition will compel all exchange telecommunications service providers to operate more efficiently and with resulting reduced prices for consumers. These benefits work to maximize the public interest by providing continuing incentives for carries to reduce costs while simultaneously promoting the availability of potentially desirable services.

Wherefore, MMI respectfully request that the Commission grant a Certificate of Convenience and Necessity as a competing telecommunications service provider and authority to provide competing local exchange and interexchange non-voice telecommunications services

throughout the State of Tennessee in the service areas of the Incumbent Local Exchange Carriers that do not enjoy a rural exemption under Section 251(f) of the Telecommunications Act of 1996. For the reasons stated above, MMI's provision of these services would promote the public interest by providing high-quality service at competitive prices and by creating greater economic incentives for the development and improvement for all competing providers.

Respectfully submitted,

**Middle Mile Infrastructure, LLC**  
**a Delaware limited liability company**

By: 

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Counsel for Applicant

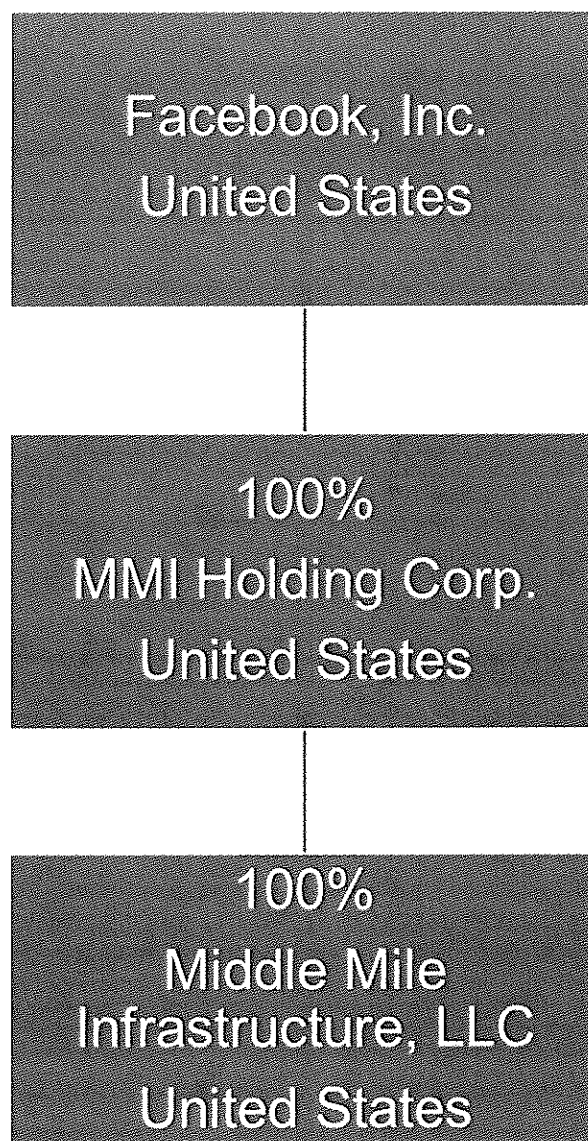
Dated: June 21, 2021

## **EXHIBIT LIST**

<u>Exhibit A</u>	Organizational Chart
<u>Exhibit B</u>	Certificate of Formation
<u>Exhibit C</u>	Authority to Transact Business
<u>Exhibit D</u>	Names, Addresses and Qualifications of Officers and Managers
<u>Exhibit E</u>	Small and Minority-Owned Telecommunications Business Participation Plan
<u>Exhibit F</u>	Notice to ILECs
<u>Exhibit G</u>	Numbering Issues
<u>Exhibit H</u>	Tennessee Specific Operational Issues
<u>Exhibit I</u>	Sworn Pre-Filed Testimony
<u>Exhibit J</u>	Draft Tariff
<u>Exhibit K</u>	States Where MMI is Certificated

**EXHIBIT A**

**ORGANIZATIONAL CHART OF  
CORPORATE STRUCTURE**



**EXHIBIT B**

**CERTIFICATE OF FORMATION**

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE CERTIFICATE OF AMENDMENT OF "MMI ATLANTIC, LLC",  
CHANGING ITS NAME FROM "MMI ATLANTIC, LLC" TO "MIDDLE MILE  
INFRASTRUCTURE, LLC", FILED IN THIS OFFICE ON THE FIFTEENTH DAY  
OF FEBRUARY, A.D. 2019, AT 4:47 O'CLOCK P.M.



6492635 8100  
SR# 20191065646

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 202270724  
Date: 02-15-19

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:47 PM 02/15/2019  
FILED 04:47 PM 02/15/2019  
SR 20191065646 - File Number 6492635

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF FORMATION  
OF  
MMI ATLANTIC, LLC**

MMI Atlantic, LLC, a Delaware Limited Liability Company (the "*Company*"), does hereby certify that the following amendment to the Company's Certificate of Formation has been duly adopted in accordance with the provisions of the Delaware Limited Liability Company Act.

1. Article First of the Certificate of Formation of the Company is hereby amended to read as follows:

"The name of the limited liability company is Middle Mile Infrastructure, LLC."

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 15th day of February, 2019.

By: /s/Patricia Bresnan  
Patricia Bresnan  
Its: President and Chief Executive Officer

**EXHIBIT C**

**AUTHORITY TO TRANSACT BUSINESS**



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

Middle Mile Infrastructure, LLC  
1601 WILLOW RD  
MENLO PARK, CA 94025-1452

April 29, 2020

### Filing Acknowledgment

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

<b>SOS Control # :</b>	<b>001093600</b>	<b>Formation Locale:</b>	<b>DELAWARE</b>
<b>Filing Type:</b>	Limited Liability Company - Foreign	<b>Date Formed:</b>	07/26/2017
<b>Filing Date:</b>	04/29/2020 1:55 PM	<b>Fiscal Year Close:</b>	12
<b>Status:</b>	Active	<b>Annual Report Due:</b>	04/01/2021
<b>Duration Term:</b>	Perpetual	<b>Image # :</b>	80842-5303
<b>Managed By:</b>	Member Managed		

### Document Receipt

<b>Receipt # :</b>	005520635	<b>Filing Fee:</b>	\$300.00
<b>Payment-Check/MO -</b>	CFS-1, NASHVILLE, TN		\$300.00

**Registered Agent Address:**  
CORPORATION SERVICE COMPANY  
2908 POSTON AVE  
NASHVILLE, TN 37203-1312

**Principal Address:**  
1601 WILLOW RD  
MENLO PARK, CA 94025-1452

Congratulations on the successful filing of your **Application for Certificate of Authority for Middle Mile Infrastructure, LLC** in the State of Tennessee which is effective on the date shown above. Please visit the Tennessee Department of Revenue website ([www.tn.gov/revenue](http://www.tn.gov/revenue)) 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: Alex Maxfield

02

# APPLICATION FOR CERTIFICATE OF AUTHORITY LIMITED LIABILITY COMPANY (ss-4233)

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

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

For Office Use Only

FILED

To The Secretary of the State of Tennessee:

Pursuant to the provisions of T.C.A. §48-249-804 of the Tennessee Revised Limited Liability Company Act, the undersigned hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the Limited Liability Company is: Middle Mile Infrastructure, LLC

If different, the name under which the certificate of authority is to be obtained is: \_\_\_\_\_

NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of T.C.A. §48-249-106 of the Tennessee Revised Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to T.C.A. §48-249-106(d).

2. The state or country under whose law it is formed is: Delaware

and the date of its formation is: 07 / 28 / 2017 and the date it commenced doing business in Tennessee is: 04 / 28 / 2020  
Month Day Year

NOTE: Additional filing fees and proof of tax clearance confirming good standing may apply if the Limited Liability Company commenced doing business in Tennessee prior to the approval of this application. See T.C.A. §48-249-813(d) and T.C.A. §48-249-805(c).

3. This company has the additional designation of: \_\_\_\_\_

4. The name and complete address of its registered agent and office located in the state of Tennessee is:

Name: Corporation Service Company

Address: 2908 Poston Avenue

City: Nashville State: TN Zip Code: 37203 County: Davidson

5. Fiscal Year Close Month: \_\_\_\_\_

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 60 days)

Effective Date: \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_ Time: \_\_\_\_\_  
Month Day Year

7. The LLC will be: ☒ Member Managed ☐ Manager Managed ☐ Director Managed ☐ Board Managed ☐ Other


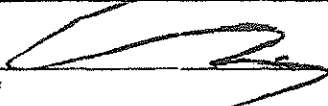
8. Number of Members at the date of filing: 1

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

10. The complete address of its principal executive office is:

Address: 1601 Willow Road

City: Menlo Park State: CA Zip Code: 94025

<b>APPLICATION FOR CERTIFICATE OF AUTHORITY</b> <b>LIMITED LIABILITY COMPANY</b> (ss-4233)		Page 2 of 2
	Business Services Division <b>Tre Hargett, Secretary of State</b> State of Tennessee 312 Rosa L. Parks AVE, 6th FL Nashville, TN 37243-1162 (615) 741-2286  Filing Fee: \$50.00 per member (minimum fee : \$300, maximum fee : \$3,000)	<i>For Office Use Only</i>
The name of the Limited Liability Company is: <u>Middle Mile Infrastructure, LLC</u>		
11. The complete mailing address of the entity (If different from the principal office) is: Address: _____ City: _____ State: _____ Zip Code: _____		
12. Non-Profit LLC (required only if the Additional Designation of "Non-Profit LLC" is entered in section 3.) <input type="checkbox"/> 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.) <input type="checkbox"/> I certify that this PLLC has one or more qualified persons as members and no disqualified persons as members or holders. <input type="checkbox"/> I certify that this entity meets the requirement of T.C.A. §48-249-1123(b)(3) Licensed Profession: _____		
14. Series LLC (required only if the Additional Designation of "Series LLC" is entered in section 3.) <input type="checkbox"/> I certify that this entity meets the requirements of T.C.A. §48-249-309(i) If the provisions of T.C.A. §48-249-309(i) (relating to foreign series LLCs) apply, then the information required by that section should be attached as part of this document.		
15. Obligated Member Entity (list of obligated members and signatures must be attached) <input type="checkbox"/> This entity will be registered as an Obligated Member Entity (OME) Effective Date: _____ <div style="text-align: center; font-size: small;">             Month    Day    Year           </div> <input type="checkbox"/> 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 FOR THE LIMITED LIABILITY COMPANY TO THE SAME EXTENT AS A GENERAL PARTNER OF A GENERAL PARTNERSHIP. CONSULT AN ATTORNEY.		
16. Other Provisions _____ _____		
<u>Oct 16, 2019</u> Signature Date		<u>X</u>  Signature
<u>Secretary</u> Signer's Capacity (if other than individual capacity)		<u>David W Kling</u> Name (printed or typed)

## EXHIBIT D

### OFFICERS AND MANAGERS

MMI is technically and managerially qualified to provide telecommunications services in Tennessee. MMI's operations will be directed by management, technical, and operations staffs with considerable experience in the telecommunications industry. The key officers and managers of MMI are as follows:

David Kling, President, CEO, and Secretary

Susan Taylor, Vice President and Treasurer

Michael Johnson, Vice President and Assistant Secretary

David Kling and Susan Taylor, Managers

All officers and directors can be reached through Applicant's corporate headquarters at 1601 Willow Road, Menlo Park, CA 94025, or by telephone at (650) 804-3710. Neither MMI nor any of its officers or directors have been or are currently the subject of any civil or criminal proceedings pending before any state or federal regulatory commission, administrative agency, or law enforcement agency that could adversely affect MMI's ability to provide telecommunications services in Tennessee. Short biographies of Mr. Kling, Ms. Taylor, and Mr. Johnson are provided below:

**David Kling** is Vice President, Deputy General Counsel & Corporate Secretary of Facebook. He has worked at the company since 2009 and is currently responsible for oversight of corporate and commercial legal matters for Facebook, as well as the APAC and Oculus legal teams, in addition to his role at MMI. He was previously a Partner at Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP where he practiced business law, focusing on the representation of start-up, emerging growth and public companies; venture investors; and investment banks. He is a graduate of the Boalt Hall School of Law and earned his bachelor's degree at Stanford.

**Susan Taylor** has served as Chief Accounting Officer of Facebook, Inc. since April 2017. From January 2012 to March 2017, Ms. Taylor was the Vice President, Controller, and Chief Accounting Officer of LinkedIn Corporation, a professional social networking

company. From August 2009 to January 2012, Ms. Taylor was the Vice President, Controller, and Chief Accounting Officer of Silver Spring Networks, Inc., a provider of networking solutions, and from October 2008 to August 2009, Ms. Taylor was the Senior Director, Accounting Policy of Yahoo! Inc. Prior to Yahoo!, Ms. Taylor spent over thirteen years at PricewaterhouseCoopers LLP, an accounting firm, in various accounting roles. Ms. Taylor received a bachelor of commerce degree from the University of Toronto.

**Michael Johnson** is the Deputy General Counsel, Corporate/Securities/M&A at Facebook, where he has served since 2010. Previously, he served as Senior Director of Corporate Legal Affairs and Associate General Counsel at Juniper Networks, a network and cybersecurity firm. Mr. Johnson began his legal career at Cooley Godward LLP in Palo Alto, focusing on representation of emerging companies and venture capital funds. He holds a J.D. from the University of California, Hastings College of the Law and a B.A. in Political Science from UCLA.

MMI's technical team is comprised of individuals with substantive experience in successfully managing and operating telecommunications businesses, including Michael Johnson, who will serve as a manager, and Keith Osborn, who will serve an important role in the company's operations. A short biography of Mr. Osborn is provided below:

**Keith Osborn** has over 20 years of experience in the telecommunications industry, including expertise related to building network infrastructure at companies such as Qwest Communications and Level 3 Communications. Immediately prior to joining MMI, Mr. Osborn served as Vice President of Network Development for Zayo Group. His experience includes developing strategic plans for expanding infrastructure and creating strategies to optimize use of the network through detailed infrastructure analysis. In his various roles, Mr. Osborn has actively managed operations and site development. Mr. Osborn is an engineer by training and obtained his Bachelor of Science from Mesa State College.

## **EXHIBIT E**

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

Pursuant to T.C.A. § 65-5-112, as amended, Middle Mile Infrastructure, LLC (“MMI”) 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 intrastate telecommunications 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. MMI 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. MMI 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, MMI will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to MMI of such opportunities. MMI’s representatives will contact the Department of Economic and Community Development, the administrator of the small and minority-owned Telecommunications assistance program, to obtain a list of qualified vendors. Moreover, MMI 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

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

Traci Biswese  
Middle Mile Infrastructure, LLC  
575 7th Street NW, Suite 800  
Washington, D.C. 20004  
Telephone: (650) 804-3710  
E-mail: legal@mmiatlantic.com

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.
- (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 cooperate 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 MMI and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses.

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

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

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

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

MMI, LLC

By: Traci Biswese  
Traci Biswese, Esq.

Dated: 06/16/2021, 2021

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

\_\_\_\_\_  
In the Matter of the Application of \_\_\_\_\_  
Middle Mile Infrastructure, LLC \_\_\_\_\_  
for a Certificate of Convenience and Necessity \_\_\_\_\_  
To Provide Competing Local Exchange \_\_\_\_\_  
and Interexchange Telecommunications \_\_\_\_\_  
Services in the State of Tennessee \_\_\_\_\_  
\_\_\_\_\_

Docket No. \_\_\_\_\_

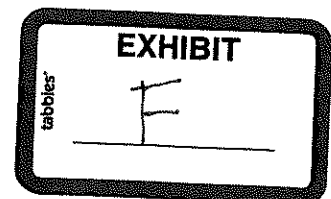
**NOTICE OF FILING**

TO: ALL INCUMBENT LOCAL EXCHANGE CARRIERS (ILECS)

PLEASE TAKE NOTICE, that in accordance with the Tennessee Public Utility Commission Rules for the Provision of Competitive Intrastate Telecommunications Services, you are hereby given notice that on June 21, 2021, Middle Mile Infrastructure, L.L.C. filed an Application for a Certificate of Convenience and Necessity to Provide Competing Local Exchange and Interexchange Telecommunications Services in the State of Tennessee.

This 21<sup>st</sup> day of June, 2021.

By: Tyler A. Cosby  
Tyler A. Cosby

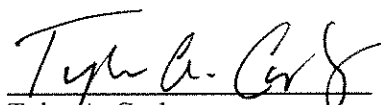


### CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of the Notice of Filing of the Application of Middle Mile Infrastructure, L.L.C. for Authority to Provide Competing Local Exchange Telecommunications Services was served upon the following parties of record by depositing a copy of same in the United States Mail, First Class, Postage Prepaid, to their last known address as follows:

<b>Ardmore Telephone Company, Inc.</b> P.O. Box 549 517 Ardmore Avenue Ardmore, TN 38449 (205) 423-2131 (205) 423-2208 (Fax)	<b>BellSouth</b> 333 Commerce Street Nashville, TN 37201-3300 (615) 214-3800 (615) 214-8820 (Fax)	<b>Century Telephone of Adamsville</b> P.O. Box 405 116 N. Oak Street Adamsville, TN 38310 (901) 632-3311 (901) 632-0232 (Fax)
<b>Century Telephone of Claiborne</b> P.O. Box 100 507 Main Street New Tazewell, TN 37825 (423) 626-4242 (423) 626-5224 (Fax)	<b>Century Telephone of Ooltewah-Collegedale, Inc.</b> P.O. Box 782 5616 Main Street Ooltewah, TN 37363 (423) 238-4102 (423) 238-5699 (Fax)	<b>Concord Telephone Exchange, Inc.</b> PO Box 22995 Knoxville, TN 37933
<b>Loretto Telephone Company, Inc.</b> P.O. Box 130 Loretto, TN 38469 (931) 853-4351 (931) 853-4329 (Fax)	<b>Millington Telephone Company, Inc.</b> 4880 Navy Road Millington, TN 38053 (901) 872-3311 (901) 873-0022 (Fax)	<b>Crockett Telephone Company</b> C/O TSI Payment Processing Center PO Box 24207 Jackson, MS 39225
<b>Frontier Communications of Tennessee</b> 300 Bland Street Bluefield, WV 24701	<b>West Tennessee Telephone Co.</b> C/O TSI Payment Processing Center PO Box 24207 Jackson, MS 39225	<b>Humphreys County Telephone Company</b> PO Box 22995 Knoxville, TN 37933
<b>Peoples Telephone Company</b> C/O TSI Payment Processing Center PO Box 24207 Jackson, MS 39225	<b>Tellico Telephone Company</b> PO Box 22995 Knoxville, TN 37933	<b>Tennessee Telephone Company</b> PO Box 22995 Knoxville, TN 37933
<b>United Telephone Southeast, LLC</b> 611 Commerce Street Suite 2605 Nashville, TN 37203		

This the 21<sup>st</sup> day of June, 2021.

  
Tyler A. Cosby

## **EXHIBIT G**

### **NUMBERING ISSUES**

*(1) What is your company's expected demand for NXXs per NPA within a year of approval of your application?*

**N/A, MMI does not plan to offer switched local voice service.**

*(2) How many NXXs do you estimate that you will request from NANPA when you establish your service footprint?*

**N/A, MMI does not plan to offer switched local voice service.**

*(3) When and in what NPA do you expect to establish your service footprint?*

**N/A, MMI does not plan to offer switched local voice service.**

*(4) Will the company sequentially assign telephone numbers within NXXs?*

**N/A, MMI does not plan to offer switched local voice service.**

*(5) What measures does the company intend to take to conserve Tennessee numbering resources?*

**N/A, MMI does not plan to offer switched local voice service.**

*(6) When ordering new NXXs for growth, what percentage fill of an existing NXX does the company use to determine when a request for a new NXX will be initiated?*

**N/A, MMI does not plan to offer switched local voice service.**

## **EXHIBIT H**

### **TENNESSEE SPECIFIC OPERATIONAL ISSUES**

*(1) How does the company intend to comply with TCA § 65-21-114? Explain technically how the company will not bill for countywide calls w/in Tennessee.*

**N/A, MMI does not plan to offer switched local voice service.**

*(2) Is the company aware of the Tennessee County Wide Calling database maintained by BellSouth and the procedures to enter your telephone numbers on the database?*

**N/A, MMI does not plan to offer switched local voice service.**

*(3) Is your company aware of the local calling areas provided by the Incumbent Local Exchange Carriers in your proposed service areas?*

**N/A, MMI does not plan to offer switched local voice service.**

*(4) Explain the procedures that will be implemented to assure that your customers will not be billed long distance charges for calls within the metro calling areas.*

**N/A, MMI does not plan to offer switched local voice service.**

*(5) Please provide the name and telephone number of an employee of your company that will be responsible to work with the Commission on resolving customer complaints.*

**Traci Biswese, Counsel (650) 804-3710, [legal@mmiatlantic.com](mailto:legal@mmiatlantic.com)**

*(6) Does the company intend to telemarket its services in Tennessee? If yes is the company aware of the telemarketing statutes and regulations found in TCA § 65-4-401 et seq. and Chapter 1220-4-11?*

**No, MMI does not intend to telemarket in Tennessee.**

**EXHIBIT I**

**SWORN PRE-FILED TESTIMONY**  
**OF KEITH OSBORN**

**BEFORE THE TENNESSEE REGULATORY AUTHORITY**

**IN THE MATTER OF THE APPLICATION  
OF MIDDLE MILE INFRASTRUCTURE, LLC FOR A  
CERTIFICATE TO PROVIDE COMPETING  
INTRASTATE TELECOMMUNICATION SERVICE**

**APPLICATION FOR CERTIFICATE TO PROVIDE  
FACILITIES-BASED INTEREXCHANGE SERVICES**

**Sworn Pre-Filed Testimony of  
Keith Osborn**

Pursuant to applicable Tennessee Statutes and the Rules and Regulations of the Tennessee Public Utility Commission ("Commission") and Section 253 of the Federal Communications Act, I, Keith Osborn, do hereby testify as follows in support of the application of Middle Mile Infrastructure, LLC for a Certificate of Convenience and Necessity as a competing telecommunications services provider to provide telecommunication services throughout the State of Tennessee.

**1. Please state full name, business address, and position.**

My name is Keith Osborn. I am the Network Development Manager of Middle Mile Infrastructure, LLC. My business address is 1601 Willow Road, Menlo Park, CA 94025.

**2. Please briefly describe your duties and background.**

I have over 20 years of experience in the telecommunications industry, including expertise related to building network infrastructure at companies such as Qwest Communications and Level 3 Communications. Immediately prior to joining MMI, I served as Vice President of Network Development for Zayo Group. My experience includes developing strategic plans for expanding infrastructure and creating strategies to optimize use of the network through detailed infrastructure analysis. In my various roles, I have actively managed operations and site development. I am an engineer by training and obtained my Bachelor of Science from Mesa State College.

**3. Are all statements in MMI's application true and correct to the best of your knowledge, information and belief.**

To the best of my knowledge, information, and belief, all statements made in connection with MMI's application for a Certificate of Convenience and Necessity are true and accurate.

**4. Please describe the current corporate structure of MMI.**

MMI is a Delaware Limited Liability Company and wholly-owned subsidiary of Facebook, Inc.

5. **Does MMI possess the requisite managerial, financial, and technical abilities to provide the services for which it has applied for authority?**

MMI possesses the requisite managerial, financial, and technical abilities to provide the services for which it has applied for authority.

6. **Please describe MMI's financial qualifications.**

MMI is financially qualified to render the proposed service. Applicant has access to the financing and working capital necessary to fulfill any obligations it may undertake with respect to operation and maintenance of all requested services.

7. **Please describe MMI's managerial and technical qualifications.**

As shown in the attached biographical information contained in **Exhibit D**, MMI's management team has extensive management and business experience in telecommunications. Likewise, MMI services will satisfy the minimum technical standards established by the Commission. As noted in the biographies of the principal officers, multiple of the officers have substantial experience in both telecommunications and engineering. Thus, MMI possesses the managerial and technical qualifications to provide service in Tennessee.

8. **What services will MMI offer?**

MMI will offer point-to-point data transmission services, including Wavelength services and other high capacity telecommunications services. MMI anticipates that its customers will consist of business enterprises and other carriers. MMI does not intend to serve residential customers. Applicant proposes to provide these services through a combination of its own facilities and facilities leased from other carriers.

9. **Will MMI offer service to all consumers within its service area?**

MMI seeks authority to offer its services throughout the state of Tennessee. However, MMI will only provide service to or from locations where it has the necessary facilities and equipment. MMI does not seek authority to provide local exchange telecommunications services in the service areas of small or rural LECs in Tennessee that qualify for the rural exemption outlined in 47 U.S.C § 251(f).

10. **Does MMI plan to offer local exchange telecommunications services in areas served by any incumbent local exchange telephone company with fewer than 100,000 total access lines?**

No. MMI does not plan to offer local exchange telecommunications services.

**11. Will the granting of a certificate of convenience and necessity to MMI serve the public interest?**

Granting MMI a certificate of convenience and necessity will serve the public interest. MMI's entry into the Tennessee market will benefit consumers by enabling the availability of more widely available, lower cost, and higher quality services.

**12. Does MMI intend to comply with all Commission rules, statutes and orders pertaining to the provision of telecommunications services in Tennessee, including those for disconnection and reconnection services?**

MMI intends to comply with all Commission rules, statutes, and orders pertaining to the provision of telecommunications services in Tennessee, including those for disconnection and reconnection of service.

**13. Has any state ever denied MMI or one of its affiliates authorization to provide intrastate telecommunications services?**

No state has ever denied MMI or one of its affiliates authorization to provide intrastate telecommunications service.

**14. Has any state ever revoked the certification of MMI or one of its affiliates?**

No.

**15. Has MMI or one of its affiliates ever been investigated or sanctioned by any regulatory authority for service or billing irregularities?**

MMI has never been sanctioned or investigated by any regulatory authority for service or billing irregularities.

**16. Who is knowledgeable about MMI's operations and will serve as MMI's regulatory and customer service contact?**

I have full knowledge of MMI's operations and will serve as the customer service contact.

**17. Please explain in detail MMI's proposed procedures for responding to information requests from the Commission and its staff?**

MMI will provide the Commission and its staff any supplemental information required and answer any questions raised to facilitate the review and certification process. Any such inquiries should be directed to MMI's counsel:

Michael C. Sloan  
Davis Wright Tremaine, LLP  
1301 K St., Suite 500

Washington, DC 20006  
202-973-4227  
michaelsloan@dwt.com

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

*[Signature]*

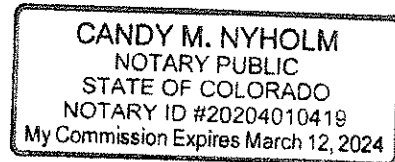
Subscribed and sworn to me this 16<sup>th</sup> day of June, ~~2010~~ <sup>2021</sup>.

Notary Public

State of Colorado

County of Delta

My commission expires March 12, 2024



**EXHIBIT J**

**MMI, LLC**

**DRAFT COMPETING TELECOMMUNICATION**  
**SERVICE TARIFF**

COMPETITIVE SERVICE TARIFF OF  
**MIDDLE MILE INFRASTRUCTURE, LLC**  
for the provision of  
TELECOMMUNICATION SERVICES  
in the  
STATE OF TENNESSEE

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Date Issued:

Date Effective:

By: \_\_\_\_\_  
Title:  
Address:

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**Section 1: General**

1.1 This Tariff sets forth terms applicable to the provision of transport services (Transport Services) by Middle Mile Infrastructure, LLC (Company). These services will be offered in Tennessee on a statewide basis. The Company will use its own facilities and, as required and where available, will purchase facilities or services for resale to Customers.

1.2 The Company's services are provided on a monthly basis unless otherwise provided, and are available twenty-four (24) hours per day, seven (7) days per week, subject to the availability of necessary service, equipment and facilities and the economic feasibility of providing such necessary service, equipment and facilities.

1.3 Title to all facilities provided by the Company under this Tariff remains in the Company's name.

**Section 2: Description and Availability of Service**

2.1 Transport Services utilize optical technology, including multi-wavelength optical technology over dedicated transport facilities.

2.2 Transport Services are provided only where technology and facility deployments permits. The Company reserves the right not to provide service to or from a location where the necessary facilities or equipment are not available.

**Section 3: Limitations on Service**

The Company reserves the right to discontinue furnishing the service upon its written notice, when necessitated by conditions beyond its control or when the Customer is using the service in violation of the law.

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Date Issued:

Date Effective:

By:

Title:

Address:

**Section 4: Services Pricing**

- 4.1 Transport Services rates shall be determined on an Individual Case Basis.
- 4.2 Customers will be billed monthly. Charges will be payable within 21 days of the billing date. Late charges will be assessed at 1-1/2% of the outstanding balance monthly.
- 4.3 The minimum service term for RF Transport Service is ten (10) years.

**Section 5: Application for Service**

- 5.1 Service may be initiated only based on a written agreement between the Company and the Customer. To initiate a service request, the Customer must provide the following information: the Customer's name; the addresses for which the Company desires to receive service; and a billing address. The service application does not itself bind either the Customer to subscribe to the service or the Company to provide the service.
- 5.2 Request for service under this Tariff will authorize the Company to conduct a credit search on the Customer. The Company reserves the right to refuse service on the basis of credit history, and to refuse further service due to late payment or nonpayment by the Customer. Potential customers who are denied service must be given the reason for the denial in writing within ten (10) days of service denial.

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Date Issued:

Date Effective:

By:

Title:

Address:

**Section 6: Liability of the Company**

6.1 In the event an error or omission is caused by the gross negligence of the Company, the liability of the Company shall be limited to and in no event exceed the sum of \$10,000.

6.2 The liability of the Company for damages arising out of mistakes, omissions, interruptions, delays, or errors, or defects in any of the services or facilities furnished by the Company up to and including its local loop demarcation point, including exchange, toll, private line, supplemental equipment and all other services, shall in no event exceed an amount equal to the pro rata charges to the Customer for the period during which the services or facilities are affected by the mistake, omission, interruption, delay, error or defect; provided, however, that where any mistake, omission, interruption, delay, error or defect in any one service or facility affects or diminishes the value of any other service said liability shall include such diminution, but in no event shall the liability exceed the total amount of the charges to the Customer for all services or facilities for the period affected by the mistake, omission, interruption, delay, error or defect.

6.3 Prior to initiation of Directory Services, the Company shall revise this Tariff according to the Regulatory Authority's procedures to include the limits of its liability relating to errors or omissions in telephone numbers and directories.

6.4 The Company shall not be liable for errors in transmitting, receiving or delivering oral messages by telephone over the network of the Company and connecting utilities.

6.5 The provisions of this Section 6 do not apply to errors and omissions caused by the Company's willful misconduct, fraudulent conduct or violations of law.

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Date Issued:

Date Effective:

By:

Title:

Address:

**Section 7: Service Exclusions and Tariff Revisions**

7.1 The Company does not offer residential exchange service at this time. Prior to initiating such service, the Company will revise this Tariff according to the Public Utility Commission's procedures to include rates for such service.

7.2 The Company does not offer business exchange service at this time. Prior to initiating such service, the Company will revise this Tariff according to the Public Utility Commission's procedures to include rates for such service.

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Date Issued:

Date Effective:

By:

Title:

Address:

**EXHIBIT K**

**STATES WHERE CERTIFICATED**

**MMI, is authorized to provide telecommunications services in the states listed below:**

Georgia

Indiana

Illinois

Kentucky

Ohio

North Carolina