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Maitland, FL 32751
P.O. Drawer 200
Winter Park, FL 32790-0200
www.inteserra.com

August 22, 2023
Via Overnight Delivery

Ms. Darlene K. Standley, Asst. Chief - Telecommunications
Tennessee Public Utility Commission
502 Deaderick Street
4th Floor
Nashville, TN 37243

Electronically Filed in TPUC Docket
Room on August 22, 2023 at 7:00 a.m.

23-00063

RE: EarthGrid PBC, Inc.
Application for Certificate to Provide Competing Local and Interexchange Telecommunications
Services on a Facilities and Resold Basis

Dear Ms. Standley:

Enclosed for filing please find the original and four (4) copies of the Application for Certificate to Provide Competing Local and Interexchange Telecommunication Services on a Facilities and Resold Basis submitted on behalf of EarthGrid PBC, Inc. ("Company"). A check in the amount of \$25.00 is enclosed to cover the filing fee.

The Company is requesting confidential treatment of its financial information. The Company is a privately held corporation and regards its financial statements as highly confidential and proprietary. Please handle these statements in accordance with Commission established procedures for confidential material.

Please acknowledge receipt of this filing by date-stamping the extra copy of this cover letter and returning it to me in the self-addressed, stamped envelope provided for that purpose.

Any questions you may have regarding this filing should be directed to my attention at 407-740-3005 or via email to swarren@inteserra.com. Thank you for your assistance in this matter.

Sincerely,

/s/Sharon Warren

Sharon Warren
Consultant

cc: tpuc.docketroom@tn.gov
tms: TNx2301

Enclosures
CW/kb

BEFORE THE TENNESSEE PUBLIC UTILITY COMMISSION

IN THE MATTER OF)
EARTHGRID PBC, INC.)
FOR A CERTIFICATE TO PROVIDE COMPETING)
LOCAL AND INTEREXCHANGE)
TELECOMMUNICATIONS SERVICES ON A)
FACILITIES AND RESOLD BASIS THROUGHOUT)
THE STATE OF TENNESSEE)

Docket No. **23-00063**

**APPLICATION OF EARTHGRID PBC, INC.
FOR A CERTIFICATE TO PROVIDE FACILITIES-BASED AND RESOLD LOCAL
EXCHANGE AND INTEREXCHANGE TELECOMMUNICATIONS SERVICES**

Pursuant to applicable Tennessee Statutes and the Rules and Regulations of the Tennessee Public Utility Commission and Section 253 of the Federal Telecommunications Act of 1996 ("Act"), EarthGrid PBC, Inc. ("EarthGrid PBC" or "Applicant") respectfully requests that the Tennessee Public Utility Commission ("TPUC") grant it authority to provide Competing facilities-based and resold local and interexchange telecommunications services within the State of Tennessee. Applicant intends to operate pursuant to market regulation, in accordance with amended TCA §65-5-109 enacted May 21, 2009. EarthGrid PBC is willing and able to comply with all applicable rules and regulations in Tennessee pertaining to the provision of competing local telecommunications services. TCA §65-4-201.

In support of its Application, EarthGrid PBC, Inc. submits the following:

I. Administrative Requirements

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

EarthGrid PBC, Inc.
1 West Barrett Avenue
Richmond, California 94801
Telephone: 833-327-8441
Toll Free: 1-833-327-8441

2. Questions regarding this application should be directed to:

Sharon Warren, Consultant
Inteserra, Inc.
151 Southhall Lane, Suite 450
Maitland, Florida 32751
Phone: (407) 740-3005
Facsimile: (407) 740-0613
E-Mail: swarren@inteserra.com

3. Contact name and address at the Applicant is:

Scott Lane, Chief Operating Officer
EarthGrid PBC, Inc.
2625 Alcatraz Avenue, Suite 111
Berkeley, California 94705
Telephone: 833-327-8441
Toll Free: 1-833-327-8441
Email: scott@earthgrid.io

4. Organizational Chart of Corporate Structure:

See **Exhibit A**.

5. Corporate Principal Officers (names and address):

The names and address of the Applicant's corporate officers are listed in **Exhibit B** of this Application.

6. Principal Officers in Tennessee (names and address if different from corporate):

The Applicant does not have any employees in the state of Tennessee. Applicant operations will be managed centrally at the California location.

7. Copy of Articles of Incorporation:

EarthGrid PBC, Inc. was incorporated in the state of Delaware on September 23, 2016. A copy of EarthGrid PBC's Articles of Incorporation and amendments are provided in **Exhibit C**.

8. Copy of license to do business in the state of Tennessee.

See **Exhibit D**.

II. Managerial Requirements

EarthGrid PBC has the managerial expertise to provide facilities-based and resold local exchange and interexchange services within the state of Tennessee. EarthGrid PBC has an excellent senior management team, backed by experienced employees, who are competent in telephony engineering, operations and marketing. **Exhibit E** contains biographies of the senior management team of EarthGrid PBC.

III. Technical Requirements

As indicated in the biographies attached as **Exhibit E**, EarthGrid PBC is technically well qualified to provide the services proposed herein and its services will satisfy the minimum standards prescribed by the TPUC, including quality of service and billing standards required of all LECs regulated by the TPUC.

1. Geographic area coverage

EarthGrid PBC requests authority to offer service throughout the entire state of Tennessee. It initially intends to offer facilities-based and resold local/interexchange services in areas that are designated open to competition. It may extend services into other areas that are designated open to competition as it finds additional opportunities.

2. EarthGrid PBC proposes to offer reseller and facilities-based non-switched local exchange and interexchange throughout the state of Tennessee via its own lit and dark fiber facilities. Initially, it intends to offer point-to-point dedicated telecommunications services. These services will be offered to Wireless Service Providers (WSPs) and other telecommunications carriers and communications providers, municipalities, and other commercial customers. Services will be provided pursuant to terms and conditions provided to the customer. The Company does not intend to provide switched services, including exchange access.

3. There will be no special CPE requirements for the Applicant's services that would not be compatible with an incumbent carrier.

4. Repair and Maintenance:

EarthGrid PBC is responsible for all customer inquiries and complaints. The toll-free telephone number for customer inquiries and complaints is 1-833-327-8441 and is provided by EarthGrid PBC on the customer bill. Customer service is available seven days a week, twenty-four hours a day. Customers may contact the company in writing at the headquarters address indicated below.

EarthGrid PBC, Inc.
1 West Barrett Avenue
Richmond, California 94801

EarthGrid PBC's COO, Scott Lane is responsible for and knowledgeable about provider operations and can be reached at the Applicant's headquarters.

IV. Financial Requirements

In support of its financial qualifications, EarthGrid PBC submits its 2021, 2022, and 2023 financial statements in **Exhibit F-1** under seal. It has adequate cash reserves and investor backing to support its expansion plans into Tennessee and other states.

3-year Financial Projections **see Exhibit F-2.**

The Applicant is in the process of obtaining a \$20,000 corporate surety bond which will be filed under separate cover.

V. Small and Minority-Owned Telecommunications Business Participation Plan.

See **Exhibit G.**

VI. TPUC Rules for Local Telecommunications Providers:

Applicant has served notice of this application to the eighteen (18) incumbent local exchange telephone companies in Tennessee with a statement regarding the company's intention of operating geographically. Please see **Exhibit H.**

VII. Toll Dialing Parity Plan for Applicant's Providing Voice Grade Service:

Not applicable. The Company does not intend to provide switched services and will only provide services only as a wholesale carrier.

VIII. Numbering Issues:

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

None.
2. How many NXXs do you estimate that you will request from NANPA when you establish your service footprint?

None.
3. When and in what NPA do you expect to establish your service footprint?

The Applicant initially intends to offer service in NPAs currently served by AT&T-Tennessee but will not request numbers in any NPAs.
4. Will the company sequentially assign telephone numbers within NXXs?

Not applicable. The Company does not intend to provide switched services and will not assign telephone numbers.
5. What measures does the company intend to take to conserve Tennessee numbering resources?

Not applicable.
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?

Not applicable.

IX. Tennessee Specific Operational Issues:

1. How does the company intend to comply with TCA §65-21-114? In its description, please explain technically how the company will not bill for countywide calls within Tennessee.

Not applicable. EarthGrid PBC will not provide switched services.

2. Is the company aware of the Tennessee County Wide Calling database maintained by AT&T-Tennessee and the procedures to enter your telephone numbers on the database?

Not applicable. EarthGrid PBC will not provide switched services and will not obtain telephone numbers for customers.

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

Yes. The Applicant is aware of all local calling areas provided by the Incumbent Local Exchange Carriers within Tennessee but does not intend to provide switched services.

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.

Not applicable. See preceding responses.

5. Please provide the name and telephone number of an employee of your company that will be responsible to work with the TPUC in resolving customer complaints.

Scott Lane, Chief Operating Officer
EarthGrid PBC, Inc.
2625 Alcatraz Avenue, Suite 111
Berkeley, California 94801
Telephone: 833-327-8441
Email: scott@earthgrid.io

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?

The Applicant does not intend to telemarket its services in Tennessee. If it ultimately decides to use telemarketing in the future, it will comply with all applicable Tennessee statutes and rules.

X. Miscellaneous

1. Pre-filed testimony:

The Applicant has submitted pre-filed testimony with its Application – See **Exhibit J**.

2. Tariffs

Applicant intends to operate pursuant to market regulation, in accordance with amended T.C.A. Section 65-5-109 enacted May 21, 2009.

The Company will not provide exchange access services. Accordingly, it is not submitting a switched access services tariff.

3. Identify all states where certified as a telecommunications provider and the status of states certification is pending.

See **Exhibit I**.

4. Applicant's involvement in any mergers or acquisitions.

EarthGrid PBC is not involved in any mergers or acquisitions.

5. Customer Deposits

EarthGrid PBC does not require customer deposits.

6. Complaint History

The Applicant has not received any complaints filed with state or federal regulatory agencies.

7. Service Area

The Company initially proposes to offer facilities-based and resold competitive local/interexchange service in service areas which are designated open to competition.

XI. Public Interest

Grant of 's Application to provide facilities-based and resold local exchange and interexchange telecommunications services within the state of Tennessee is in the public interest and serves the public convenience and necessity. In enacting the Federal Telecommunications Act of 1996, the United States Congress determined that it is in the public interest to promote competition in the provision of telecommunications services. Experience with competition demonstrates the benefits that competition can bring to consumers. Consumers are enjoying increased services, lower prices, higher quality, and greater reliability. This is true not only with respect to the service offerings of the new entrants, but also as a result of the response of incumbent monopoly providers to the introduction of competition.

EarthGrid PBC's proposed services will provide multiple public benefits by providing a wider array of choices for services providers and services of various telecommunications services. Further, customers will reap the benefits of competition through lower prices, increased quality of service, advanced technology and telecommunications services, and network expansions to benefit private and public customers. Enhanced competition in telecommunications services likely will further stimulate economic development in Tennessee. In addition, increased competition will create incentives for all carriers to offer lower prices, more innovative services, and more responsive customer service.

XII. Statement of Compliance:

EarthGrid PBC agrees to abide by TCA §65-4-201 and all applicable state statutes and all applicable Orders, Rules and Regulations entered and adopted by the Tennessee Public Utility Commission.

WHEREFORE, EarthGrid PBC, Inc. respectfully requests that the Commission enter an Order granting EarthGrid PBC's Application for a Certificate to provide facilities-based and resold local exchange and interexchange telecommunications services within the state of Tennessee.

Respectfully submitted this 20th day of August, 2023.

Troy Helming

Troy Helming, Founder and CEO
EarthGrid PBC, Inc.

VERIFICATION

STATE OF CALIFORNIA)
) : ss
COUNTY OF ALAMEDA)

I, Troy Helming, hereby declare under penalty of perjury, that I am Founder and CEO of EarthGrid PBC, Inc., the Petitioner in this proceeding; that I am authorized to make this verification on behalf of EarthGrid PBC, Inc.; that I have read the foregoing Petition and exhibits; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.

Troy Helming

Troy Helming
Founder and CEO
EarthGrid PBC, Inc.

Sworn and subscribed before me this 20th day of August, 2023.

My Commission expires 04/12/2025
see attached certificate

Signature of official administering oath

JURAT

State/Commonwealth of TEXAS)

☐ City ☒ County of Brazoria

On 08/20/2023, before me, Rosa Marie Weido,
Date *Notary Name*

the foregoing instrument was subscribed and sworn (or affirmed) before me by:

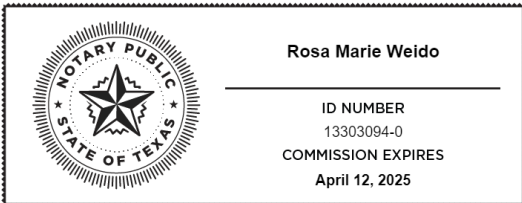
Troy Helming

Name of Affiant(s)

☐ Personally known to me -- **OR** --

☐ Proved to me on the basis of the oath of _____ -- OR --
Name of Credible Witness

☒ Proved to me on the basis of satisfactory evidence: driver_license
Type of ID Presented



WITNESS my hand and official seal.

Notary Public Signature: Rosa Maria Weido

Notary Name: Rosa Marie Weido

Notary Commission Number: 13303094-0

Notary Commission Expires: 04/12/2025

Notarized online using audio-video communication

DESCRIPTION OF ATTACHED DOCUMENT

Title or Type of Document: APPLICATION OF EARTHGRID PBC, INC.

Document Date: 08/20/2023

Number of Pages (including notarial certificate): 11

EARTHGRID PBC, INC.

Exhibit A

Corporate Structure

EarthGrid PBC, Inc. is a Delaware corporation incorporated on September 23, 2016. EarthGrid PBC has no affiliates.

EARTHGRID PBC, INC.

Exhibit B

List of Officers

The following individuals are officers of EarthGrid PBC and may be contacted at: 2625 Alcatraz Ave., Suite 111, Berkeley, California 94705

Officers

Troy Helming

Scott Lane

Shawn McLaughlin

Jeff Irvine

Edward Cornejo

Title

Founder/CEO

COO

SVP of Electrical Engineering & Telecommunications

SVP Projects & Construction

VP Engineering

Directors

Chris Gerlach

Rachelle Chong, J.D.

Rachel Payne

Joan Plastiras

EARTHGRID PBC, INC.

Exhibit C

Articles of Incorporation

**CERTIFICATE OF INCORPORATION OF
Red Gopher Cooperative Corp.
A NON-STOCK, NON-PROFIT ORGANIZATION**

FIRST: The name of the Corporation is Red Gopher Cooperative Corp.

SECOND: Its registered office is to be located at 1013 Centre Rd. Suite 403-A, Wilmington, DE 19805, County of New Castle. The registered agent thereof is American Incorporators Ltd. whose address is the same as above.

THIRD:

The Corporation is a nonprofit organization organized and operated exclusively for one or more religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 as amended, or the corresponding provisions of any subsequent federal tax law.

Notwithstanding any provision of this Certificate or any provisions of applicable state law to the contrary, the Corporation shall not have the power to carry on any activities which would cause it to fail to qualify, or to continue to qualify, as (a) an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any subsequent United States Internal Revenue law, or (b) any organization, contributions to which are deductible under Sections 170, 2055 and 2522 of the same Internal Revenue Code as amended. The Corporation shall be authorized to solicit, receive and administer funds for the above purposes but the Corporation shall not be authorized to accept gifts or contributions for other than the purposes herein before stated. The funds of the Corporation shall not be restricted in use to people of any race, color, sex, national origin, religion, marital status, disability, sexual orientation, veteran status or creed and such funds shall be administered on a nondiscriminatory basis.

The Corporation shall have the authority to exercise all of the powers conferred upon corporations organized not for profit and without authority to issue capital stock under the provisions of the General Corporation Law of the State of Delaware, provided, that the exercise of any such powers shall be in furtherance of any one or more of the aforesaid exempt purposes of the Corporation, and within such limitations shall include as its purposes, but not be limited to, the general promotion of the health of and a safer environment for the citizens of the United States of America.

FOURTH:

The Corporation shall be a membership corporation and shall have no authority to issue capital stock. The Members of the Corporation shall be the Directors thereof and shall act as the Members and Directors of the Corporation until the election of their successors as provided in the Bylaws of the Corporation.

FIFTH:

No part of the earnings of the Corporation shall ever inure to the benefit of or be distributable to any Member or individual having a personal or private interest in the activities of the Corporation, and no substantial part of the activities of the Corporation shall ever be the carrying on of propaganda, or

otherwise attending to influence legislation. The Corporation shall not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. No Officer, Director, Member or employee of the Corporation shall receive or be lawfully entitled to receive any pecuniary profit from the operations and activities of the Corporation except reimbursement for out of pocket expenditures and reasonable compensation for services actually rendered to and on behalf of the Corporation.

SIXTH:

The affairs and business of the Corporation shall be managed and conducted by the Board of Directors. The qualifications, election, number, tenure, powers, and duties of the members of the Board of Directors shall be as provided in the Bylaws.

SEVENTH:

If, at any time or times, the Corporation shall be classified as a private foundation under United States Internal Revenue laws, then at such time or times the Corporation shall be subject to the following restrictions:

- (1) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax laws.
- (2) The Corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax laws.
- (3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax laws.
- (4) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax laws.
- (5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax laws.

EIGHTH:

No Member of the Corporation, member of the Board of Directors or Officer shall be personally liable for the payment of the debts of the Corporation except as such Member, Director, or Officer may be liable by reason of his own conduct or acts.

NINTH:

In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall have the power to make, adopt, or repeal, from time to time, the By-laws of the Corporation.

TENTH:

In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law, the Board of Directors of the Corporation shall, except as may be otherwise provided by law, transfer all of the assets of the Corporation in such manner as the Directors, in the exercise of their discretion, may be a majority vote determine; provided, however, that

any such distribution of assets shall be calculated to carry out the objects and purposes hereinbefore stated in Article THIRD hereof, and only such objects and purposes; and, provided further, that such distributions must be to one or more organizations (a) which are exempt from tax as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any subsequent United States Internal Revenue laws, and (b) contributions to which are deductible under the provisions of Sections 170, 2055, and 2522 of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any subsequent United States Internal Revenue laws.

ELEVENTH:

The Corporation reserves the right to amend, alter, or repeal any provisions contained in this Certificate of Incorporation in a manner now or hereafter prescribed by applicable statutes, and all rights conferred herein are granted subject to this reservation; provided, however, that no amendment shall authorize the Board of Directors or the Members of the Corporation to conduct the affairs of the Corporation in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any subsequent United States Internal Revenue laws.

TWELFTH:

The power of the incorporator will terminate upon filing of the Certificate of Incorporation. The name and address of the incorporator is as follows:

Curtis Sweltz
1013 Centre Rd. Suite 403-A
Wilmington, DE 19805

FOURTEENTH:

The duration of the Corporation is to be perpetual.

I, THE UNDERSIGNED, for the purpose of forming a Corporation under the laws of the State of Delaware, do make, file and record this certificate, and do certify that the facts stated herein are true, and I have accordingly set my hand as of September 23, 2016



Curtis Sweltz
INCORPORATOR

Statement of Incorporator
IN LIEU OF ORGANIZATION MEETING OF
RED GOPHER COOPERATIVE CORP.

THE UNDERSIGNED, being the Incorporator of Red Gopher Cooperative Corp. a corporation of the State of Delaware, does hereby adopt the following resolutions and takes the following action by written consent in lieu of a meeting:

RESOLVED, that a copy of the Certificate of Incorporation of Red Gopher Cooperative Corp., as filed in the Office of the Secretary of State of Delaware on the September 23, 2016, be, and the same hereby is, ordered filed in the minute book of this corporation; and

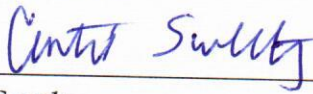
RESOLVED, that the number of initial directors forming this corporation shall be One (1); and

RESOLVED, that from this day hence, the undersigned has fulfilled the duties of Incorporator and relinquishes all further duties to the initial Directors of Red Gopher Cooperative Corp.; and

RESOLVED, that the following named person(s) shall constitute the initial director(s) of Red Gopher Cooperative Corp.:

Troy Helming

Signed and executed by the Incorporator on September 23, 2016.



Curtis Sweltz
Incorporator

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
RED GOPHER COOPERATIVE CORP.

The undersigned, President of Red Gopher Cooperative Corp., a non-stock, non-profit organization organized and existing under the laws of the State of Delaware, pursuant to the General Corporation Law of the State of Delaware (hereinafter "the Corporation"), does hereby certify as follows:

- (1) That the Certificate of Incorporation of Red Gopher Cooperative Corp. was filed with the Secretary of State of the State of Delaware September 23, 2016; and
- (2) That the Corporation hereby amends and fully restates the Certificate of Incorporation, pursuant to a resolution of the Board of Directors of the corporation

Now therefore, the undersigned, pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, does hereby restate and amend the Certificate of Incorporation as follows:

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
RED GOPHER COOPERATIVE PBC
A PUBLIC BENEFIT CORPORATION

FIRST: The name of the corporation is Red Gopher Cooperative PBC (hereinafter "the Corporation")

SECOND: The registered office of this corporation in the State of Delaware is 1013 Centre Road, Suite 403-A, Wilmington, New Castle County, Delaware 19805 and its registered agent at that address is American Incorporators Ltd.

THIRD: The purpose of the corporation is to develop and build a subterranean clean energy superhighway system to connect low cost, fixed price wind and solar power plants to cities and industrial centers. The Corporation shall then develop and build a network of vacuum tunnels underground to support Hyperloop and other forms of low cost, super-high-speed transportation solutions designed for the 21st century.

FOURTH: The amount of the authorized capital stock of this corporation is One Million (1000000) shares with a par value of 0.0001 and are to be of one class.

FIFTH: The name and address of the incorporator are: Curtis Sweltz, 1013 Centre Road, Suite 403-A, Wilmington, New Castle County, Delaware 19805

SIXTH: Each person who serves as a director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

IN WITNESS WHEREOF, the undersigned, the President of the above referenced corporation, for the purpose of amending and restating the Certificate of Incorporation pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, do make this certificate, and accordingly have hereunto executed this Certificate this 22nd day of March, 2018.


Signature
Troy Helming, President

**Certificate of Amendment
of
Certificate of Incorporation**

Red Gopher Cooperative PBC, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of Red Gopher Cooperative PBC, the following resolutions were duly adopted setting forth proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and consent of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FOURTH" so that, as amended, said Article shall be and read as follows: The amount of total authorized capital stock of the corporation is One Thousand Five Hundred (1500) common shares with a par value of \$0.000000.

SECOND: That said amendments were duly adopted in accordance with the provisions of section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS THEREOF, said Red Gopher Cooperative PBC, has caused this certificate to be signed by the President this 21st day of January, 2020.

By: /s/Troy Helming
Troy Helming, President

**Certificate of Amendment
Of
Red Gopher Cooperative PBC**

Red Gopher Cooperative PBC a corporation organized and existing under and by virtue of the Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of **Red Gopher Cooperative PBC** the following resolution was duly adopted by the Board of Directors setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

The name of the corporation is:
EarthGrid PBC

IN WITNESS THEREOF, said **Red Gopher Cooperative PBC** has caused this Certificate to be signed by its President on this 29th day of June, 2020.

By: /s/Troy Helming
Troy Helming, President

EARTHGRID PBC, INC.

Exhibit D

Tennessee Secretary of State Authority



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

EarthGrid PBC, Inc.
1 WEST BARRETT AVE
RICHMOND, CA 94801

June 22, 2023

Filing Acknowledgment

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

SOS Control # :	001438787	Formation Locale:	DELAWARE
Filing Type:	For-profit Corporation - Foreign	Date Formed:	09/23/2016
Filing Date:	06/21/2023 3:13 PM	Fiscal Year Close:	12
Status:	Active	Annual Report Due:	04/01/2024
Duration Term:	Perpetual	Image # :	B1347-8539
Business Type:	For-Profit Benefit Corporation		

Document Receipt

Receipt # : 008199031	Filing Fee:	\$600.00
Payment-Check/MO - CFS-1, NASHVILLE, TN		\$600.00

Registered Agent Address:
CAPITAL FILING SERVICE, INC.
STE B
992 DAVIDSON DR
NASHVILLE, TN 37205-1051

Principal Address:
1 WEST BARRETT AVE
RICHMOND, CA 94801

Congratulations on the successful filing of your **Application for Certificate of Authority** for **EarthGrid PBC, Inc.** 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) 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: Cynthia Dunn



2

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR-PROFIT CORPORATION (ss-4431)

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: \$600.00

For Office Use Only

FILED**To the Secretary of the State of Tennessee:**

Pursuant to the provisions of T.C.A. § 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation 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 corporation is: EarthGrid PBCIf different, the name under which the certificate of authority is to be obtained is: EarthGrid PBC, Inc.

NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign for-profit corporation if its name does not comply with the requirements of T.C.A. § 48-14-101 of the Tennessee Business Corporation Act. If obtaining a certificate of authority under a different corporate name, an application for registration of an assumed corporate name must be filed pursuant to T.C.A. § 48-14-101(d) with an additional \$20.00 fee.

2. The state or country under whose law it is incorporated is: DELAWAREand the date of its incorporation is: 09 / 23 / 2016
Month Day Yearand the period of duration, if other than perpetual, is: _____ / _____ / _____
Month Day Yearand, if prior to qualifying, the date it commenced doing business in Tennessee is: _____ / _____ / _____
Month Day Year

NOTE: Additional filing fees and proof of tax clearance confirming good standing may apply if the corporation commenced doing business in Tennessee prior to the approval of this application. See T.C.A. § 48-25-103(c).

3. This company has the additional designation of: For-Profit Benefit Corporation

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

Name: Capital Filing Service, Inc.Address: 992 Davidson Drive, Suite BCity: Nashville State: TN Zip Code: 37205 County: Davidson5. Fiscal Year Close Month: DEC

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 corporation is for profit.

8. The complete address of its principal office is:

Name: EarthGrid PBCAddress: 1 West Barrett AveCity: Richmond State: CA Zip Code: 94801Business Email: troy@pristinesun.com



APPLICATION FOR CERTIFICATE OF AUTHORITY FOR-PROFIT CORPORATION

(ss-4431)

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: \$600.00

For Office Use Only

The name of the corporation is: EarthGrid PBC

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

Address: _____

City: _____ State: _____ Zip Code: _____

10. List the name and complete address of each of its current officers:

Title	Name	Business Address	City, State, Zip
President	Troy Helming	2625 Alcatraz Avenue Suite 111	Berkeley, CA 94705

11. List the name and complete address of each of its current board of directors:

Name	Business Address	City, State, Zip
Troy Helming	2625 Alcatraz Avenue Suite 111	Berkeley, CA 94705

12. Professional Corporation: (required is the additional designation of "Professional Corporation" is entered in section 3.)

☐ I certify that this is a Professional Corporation.

Licensed Profession: _____

***Note: Pursuant to T.C.A. § 10-7-503 all information on this form is public record.**

Signature Date

Authorized Person

Signer's Capacity

Signature

Jeff Tindall

Name (printed or typed)

Submitter Information: Name: _____ Phone #: () _____

Delaware

The First State

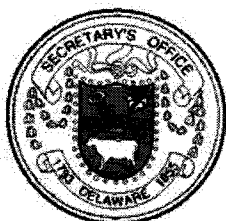
Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EARTHGRID PBC" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF JUNE, A.D. 2023.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "EARTHGRID PBC" WAS INCORPORATED ON THE TWENTY-THIRD DAY OF SEPTEMBER, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



6161217 8300

SR# 20232778929

You may verify this certificate online at corp.delaware.gov/authver.shtml

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

Jeffrey W. Bullock, Secretary of State

Authentication: 203564829

Date: 06-16-23

B1347-8541 06/21/2023 3:13 PM Received by Tennessee Secretary of State Tre Hargett

EARTHGRID PBC, INC.

Exhibit E

Resumes of Key Management

Troy Anthony Helming – CEO and Founder

Troy Helming has over 40 years of experience in solar energy, and 30 years of experience in the telecommunications and renewable energy space. This experience includes not just delivering utilities to Americans but also a significant amount of work in developing and building the infrastructure needed to distribute the utilities. He has founded two successful renewable energy companies in the U.S., TradeWind Energy, the largest wind developer in the country in 2017, and Pristine Sun, a developer of community utility-scale solar farms in California, Wisconsin, Vermont, Minnesota and North Carolina. He is the author of “The Clean Power Revolution” published in 2004, and creator of The Freedom Plan, a blueprint to convert North America to 100% clean renewable energy. He is an American Ninja Warrior and competed in Season 10 placing 8th in the world in the Over 40 category at the Ultimate Ninja Athletic Association World Championships.

Since January 1997 to present, Mr. Helming is a clean energy consultant, advisor and outsourced executive of Green Reach, Inc., serving clients over the decades that included McKinsey, Goldman Sachs, Citigroup, Hartford, Bank of America, Merrill Lynch, Bain, and Oak Tree.

In September 2017 to present, he was the founder and managing member to SolarRenewal LLC, serving on a part time basis of an operating portfolio of 15+ utility scale community solar power plants (aka solar farms) that he originated, developed, and financed in California starting in 2009 (while running Pristine Sun). He sold most of the ownership to a new investor in 2017, but he remains a designated portfolio manager.

From January 2018 to April 2020, he served as co-founder and Chief Development Officer to Archbyt, Inc., a technology company working on a technology for which he invented and submitted a patent application.

From August 2017 to August 2019, he served as Principal of the Clean Energy Fund. He assisted with solar and clean energy project development and solar project ownership funds, assisting in project development and capital placement into the Fund.

From January 2008 until August 2018, he founded and was the CEO of Pristine Sun, a small utility scale and community solar power plant developer. In 2017, the company assets were sold to two buyers.

In March 2006 to September 2008, he was President and Founder of KC Biofuels LLC, which designed, built, and operated a biodiesel refinery with 10 million gallons a year capacity. Feedstocks used were used cooking oil, inedible chicken fat, beef tallow and brown grease.

In December 2002 to December 2007, he served as CEO and Founder of Krystal Energy Corporation, which engaged in renewable energy product sales and distribution, solar systems, wind energy systems, energy saving/energy efficiency products for small businesses and homeowners.

In January 1996 to December 2004, Mr. Helming founded Kansas Wind Power, a sole proprietorship, which was then formed into a company in 2001 (later renamed TradeWind Energy (TWE) in 2005 when the successors formed a strategic partnership with Italian energy company, Enel.) Mr. Helming led a team that acquired hundreds of site leases across the Midwest, obtained Letters of Intent with utility customers who wanted to buy low-cost wind power, negotiated key strategic alliances and laid the foundation for early-stage development of the key sites that were built into utility scale wind farms. Examples include the 250 MW Smoky Hills Wind Farm and the 200 MW Caney River Wind Farm. The company was sold in 2004. From May 1991 to December 1998, Mr. Helming served as President and Founder of TeleTeam Consulting Inc., which was a telecommunications distributor of fiber optics bandwidth and related services for major telecom operators such as Qwest Communications, a hardware and cellular service distributor for Nextel Wireless, Lucent Technologies/AT&T/Avaya system distributor of PBX, key systems, automated attendant solutions, and related hardware and software.

From May 1990 to August 1992, he served as an AT&T Sales Manager and Account Manager in the Missouri Kansas region.

Mr. Helming holds a Bachelor of Science in Business Administration and Management, with a Minor in International Business and Spanish, 1990.

G. Scott Lane – Chief Operating Officer

Scott Lane is currently the Director of Implementation for Centauri Energy, in the San Francisco Bay Area where he has been for over five years. He performs Operations, Program and Project Management duties.

From 2008 to 2015, he served as SCADA and Communications Manager for Implementation for seven years at EDF Renewable Energy in San Diego. He developed the overall SCADA program for enXco for the Implementations group. They developed long term strategic alliances and operational plans that met interconnection requirements from the off takers as well as managing relationships and meeting system design criteria for ISO and RTOs.

At the same company, he also served as Project Development Manager for enXco (now EDF-RE), in the San Francisco Bay Area, where he worked as an Associate Project Manager on the Shiloh 2 Wind Project. He managed microwave/telemetry resources, SCADA, permitting and meteorological data acquisition for enXco. He also managed CAISO relationships and establishing the PIRP Certification criteria for the project. He also worked with PG&E and managed aspects involving the “temp tap” and the 230 KV transmission line.

From 2006 to 2008, Mr. Lane worked as Program and Regional Manager for Parsons Engineering in various cities. He was the Regional Manager Telecoms projects for Louisiana, Arkansas, East Texas and Mississippi regions.

From 2005 to 2006, he was Senior Project Manager for Alcoa Wireless Svc, in San Francisco Bay Area, where he managed projects, met deadlines, met construction schedules, negotiated jurisdictional requirements and permitting, and assisting with site acquisition and zoning processes. Mr. Lane holds degrees from Louisiana College (1985) and Northwestern State University (1994).

Shawn McLaughlin – Senior VP of Electrical Engineering and Telecommunications

As Senior Vice President of Electrical Engineering and Telecommunications at Earthgrid, Shawn McLaughlin is responsible for managing Earthgrid’s Electrical Engineering and Telecommunications efforts with the company.

Prior to Earthgrid he held positions at McLaughlin Consulting and Engineering LLC, where he specialized in renewable energy, energy storage, telecom, utility and mission critical power industry project consulting.

Shawn has over 25 years of experience in Telecommunications and Renewable Energy industries. Shawn gained key telecom experience through network engineering positions at Verizon Wireless and at Southwestern Bell Telephone (AT&T).

Shawn earned a Bachelor of Science degree in Electrical Engineering from the University of Texas at Arlington and a Masters of Business Administration at Texas Tech University’s Rawls School of Business.

Jeff Irvine - Senior VP Projects

Jeff Irvine has more than 25 years of experience working in project management and daily operations for the renewable energy, utility and telecommunications industries.

He has worked extensively in the United States and internationally, overseeing the engineering and construction of utility companies, substations, solar farms, wind farms, transmission lines and telecommunication sites. His years of international work include successful large-scale projects in Bogota, Colombia, and Indonesia, which earned him a reputation for effective project management in scenarios that ranged from straightforward to extreme and hazardous. He specializes in keeping projects on time and on budget, and in turning around under-performing projects.

As project manager and operations manager, he has successfully overseen large-scale projects totaling in excess of \$450 million. These include projects for EDF Renewable Energy (formerly enXco), JES Engineering, Alcoa, Koll Telecommunications, Bechtel, AT&T, Motorola, Sprint, Verizon and the United States Coast Guard. Additionally, Jeff has strong experience in business startups, new market development, new project deployment, operations organization, property acquisition, land use approvals and construction management.

Edward Cornejo – Vice President, Engineering

Mr. Cornejo will serve as Vice President Engineering for EarthGrid. In the past, Mr. Cornejo served as Senior Director of Data Center Solutions for MACOM in Newport Beach for nearly five years, and before that as Senior Director of OSA Business Operations for the same company for almost five years. There he was responsible for execution of optical sub-assembly business for 100G+ hyperscale data center applications. He worked cross functionally with lasers, detectors, PICs and optical packaging teams. Prior to this, Mr. Cornejo served as Technical Program Manager with Google Fiber in Mountain View, CA for nearly a year. There he was a cross functional manager for customer premises equipment (CPE) products such as remote control and optical modem.

Before that, he was employed as a Principal Consultant for Photonics Design LLC, working in carrier grade subsystem and ASIC start-up for two years and a half. Prior to that he worked as VP of Operations and Quality for Opnext in San Jose for over a year, where he supervised 34 employees in manufacturing, NPI supply chain management, quality and reliability. At the same company, he was VP of Subsystems R&D and Module/ASIC PM for over two years.

Prior to that, he served as Senior Product Manager for five years for Lucent/Microelectronics in Breinigsville, PA, where he was responsible for P&L of new 10 Gigabit Ethernet product line. Prior to that, he was a Development Engineer III, Advanced Research, for AMP/Lytel for 10 years in Branchburg, NJ.

Mr. Cornejo holds a masters degree in Industrial Management for the New Jersey Institute of Technology.

Rachelle Chong - Attorney FCC / PUC / Regulatory Compliance

Rachelle Chong is a nationally recognized California regulatory lawyer, strategist and registered lobbyist who assists innovative clients before the California Public Utilities Commission and the Federal Communications Commission. Rachelle is proud to be the first Asian American Commissioner of both the FCC and the CPUC, appointed by President Clinton and Governor Schwarzenegger, respectively. In addition to her eight years of federal and state public service, she has served as a law partner at two international law firms (Graham & James and Coudert Brothers), General Counsel for two start-ups (Broadband Office and Sidecar - a Uber/Lyft competitor), Vice President of Government Affairs for Comcast California, and senior policy counsel for the California Technology Agency (the California State CIO's office). She founded her solo law and lobbying practice in 2013 in San Francisco and represents a broad variety of clients in telecom, energy, and transportation. She is also a member of R36 Solutions, a six-person national consultancy focused on federal grant opportunities and strategic business strategies in communications, energy and transportation sectors.

Rachelle is a deep regulatory expert on telecommunications, broadband, spectrum, cable, broadcast, transportation network companies, electric vehicles, smart grid, microgrid, vessel common carriage, and autonomous vehicle regulation. She regularly speaks at national conferences to inspire companies and communities to bridge the Digital Divide, to adopt advanced technologies for grid modernization and

disaster recovery, and to explain the intersection of communications and energy transformation during an era of climate change escalation.

Rachelle is a seasoned corporate board and advisory board member. She recently concluded a two year stint as Chairwoman of the SHLB Coalition (a Washington, D.C. policy non-profit organization representing schools, libraries and rural health care). She currently is an Advisory Council member of Anterix (ATEX) and the Electric Power Research Institute (EPRI), and completed a stint for Prologis. Past corporate boards on which she has served include Anterix (ATEX), Corsair, Lightbridge (LTBR) and Authorize.net (ANET and now CYBS). In addition, she has served on a number of nonprofit boards including the California Foundation for the Environment and the Economy (CFEE), the California Asian Chamber of Commerce, Big Brothers Big Sisters of the Bay Area, the California Emerging Technology Fund, and the California Telehealth Network. In her corporate board work, she has served on Governance, Compensation and Audit Committees.

Rachelle holds a law degree (J.D. 1984) from UC College of the Law, San Francisco, and dual B.S. degrees 1981 from UC Berkeley (Political Science/Journalism). Born and raised in the Central Valley of California, she resides in San Francisco and Healdsburg, California.

Chris Gerlach - CFO

Mr. Gerlach has 20+ years of global finance experience including CFO/Executive Adviser role at EAD and senior positions at ContourGlobal, SolarReserve and HSBC. Most recently Chris has been securing financings for large domestic and international infrastructure projects.

Mr. Gerlach has experience in a variety of industry sectors, including renewable energy, oil & gas, conventional power, transportation infrastructure, and telecommunications. In addition, he has international business expertise spanning more than 20 countries on all inhabited continents. Mr. Gerlach speaks English, German, Portuguese, and Spanish.

Chris is a relationship builder with a strong track record of initiating, nurturing and negotiating profitable new ventures, with governments, lenders, corporate clients and investors. A leader and/or core team member in multiple landmark transactions with an aggregate value in excess of \$10 billion and with six transactions receiving Project Finance Magazine and/or Project Finance International Deal of the Year Awards.

Mr. Gerlach holds a MSc from the Bayes Business School in London and earned a BSc undergraduate degree from University of London.

EARTHGRID PBC, Inc.
Exhibit F1
Current Financial Statements

Financial statements are being filed under seal as Confidential.

EARTHGRID PBC, INC.

Exhibit F2

Projected Financial Statements

The Company does not have financial projections for the state of Tennessee but expects moderate growth.

EARTHGRID PBC, INC.

Exhibit F3

Surety Bond

TENNESSEE PUBLIC UTILITY COMMISSION

TENNESSEE TELECOMMUNICATIONS SERVICE PROVIDER'S SURETY BOND

Premium: \$400.00 annual

Bond #: 800152788

WHEREAS, EarthGrid PBC, Inc. (the "Principal"), has applied to the Tennessee Public Utility Commission for authority to provide telecommunications services in the State of Tennessee; and

WHEREAS, under the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated, as amended, the Principal is required to file this bond in order to obtain such authority and to secure the payment of any monetary sanction imposed in any enforcement proceeding brought under Title 65 of the Tennessee Code Annotated or the Consumer Telemarketing Act of 1990 by or on behalf of the Tennessee Public Utility Commission (the "TPUC"); and

WHEREAS, Atlantic Specialty Insurance Company (the "Surety"), a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, has agreed to issue this bond in order to permit the Principal to comply with the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated;

NOW THEREFORE, BE IT KNOWN, that we the Principal and the Surety are held and firmly bound to the STATE OF TENNESSEE, in accordance with the provisions of Tennessee Code Annotated, Title 65, Chapter 4, Section 125(j), in the full amount of twenty thousand dollars (\$20,000.00) lawful money of the United States of America to be used for the full and prompt payment of any monetary sanction imposed against the Principal, its representatives, successors or assigns, in any enforcement proceeding brought under Title 65 of Tennessee Code Annotated or the Consumer Telemarketing Act of 1990, by or on behalf of the TPUC, for which obligation we bind ourselves, our representatives, successors and assigns, each jointly and severally, firmly and unequivocally by these presents.

This bond shall become effective on the 14th day of August, 2023, and shall be continuous; provided, however, that each annual renewal period or portion thereof shall constitute a new bond term. Regardless of the number of years this bond may remain in force, the liability of the Surety shall not be cumulative, and the aggregate liability of the Surety for any and all claims, suits or actions under this bond shall not exceed Twenty Thousand Dollars (\$20,000.00). The Surety may cancel this bond by giving thirty (30) days written notice of such cancellation to the TPUC and Principal by certified mail, it being understood that the Surety shall not be relieved of liability that may have accrued under this bond prior to the date of cancellation.

PRINCIPAL

EarthGrid PBC, Inc.

Name of Company authorized by the TPUC

Company ID # as assigned by TPUC

SIGNATURE OF PRINCIPAL

Name: Troy A. Helming
Title: President

SURETY

Atlantic Specialty Insurance Company

Name of Surety

1201 Third Ave., Suite 3850, Seattle, WA 98101

Address of Surety

SIGNATURE OF SURETY AGENT

Name: Stacy M. Clinton
Title: Attorney-in-fact

Address of Surety Agent:
755 Baywood Dr., Suite 221
Petaluma, CA 94954

THIS BOND IS ISSUED IN ACCORDANCE WITH THE PROVISIONS OF SECTION 125, CHAPTER 4, TITLE 65 OF THE TENNESSEE CODE ANNOTATED AS AMENDED BY CHAPTER NO. 586, 2000 PUBLIC ACTS. SHOULD THERE BE ANY CONFLICT WITH THE TERMS HEREOF AND THE STATUTE OR REGULATIONS PROMULGATED THEREUNDER, THE STATUTE OR REGULATIONS SHALL PREVAIL. (POWER OF ATTORNEY FROM AN APPROVED INSURANCE COMPANY MUST BE ATTACHED.)

ACKNOWLEDGMENT OF PRINCIPAL

STATE OF TENNESSEE

COUNTY OF _____

Before me, a Notary Public of the State and County aforesaid, personally appeared _____ with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing bond on behalf of _____, and he acknowledged to me that he executed the same.

WITNESS my hand and seal this _____ day of _____, 20____.

My Commission Expires:

_____, 20____

Notary Public

ACKNOWLEDGMENT OF SURETY

PLEASE SEE ATTACHED ACKNOWLEDGMENT

STATE OF TENNESSEE

COUNTY OF _____

Before me, a Notary Public of the State and County aforesaid, personally appeared _____ with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing bond on behalf of _____, the within named Surety, a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, and that he as such an individual being authorized to do so, executed the foregoing bond, by signing the name of the corporation by himself and as such individual.

WITNESS my hand and seal this _____ day of _____, 20____.

My Commission Expires:

_____, 2000

Notary Public

APPROVAL AND INDORSEMENT

This is to certify that I have examined the foregoing bond and found the same to be sufficient and in conformity to law, that the sureties on the same are good and worth the penalty thereof, and that the same has been filed with the Tennessee Public Utility Commission, State of Tennessee, this _____ day of _____, 20____.

Name:

Title:



Power of Attorney

KNOW ALL MEN BY THESE PRESENTS, that ATLANTIC SPECIALTY INSURANCE COMPANY, a New York corporation with its principal office in Plymouth, Minnesota, does hereby constitute and appoint: **K. Dixon Wright, Stacy M. Clinton**, each individually if there be more than one named, its true and lawful Attorney-in-Fact, to make, execute, seal and deliver, for and on its behalf as surety, any and all bonds, recognizances, contracts of indemnity, and all other writings obligatory in the nature thereof; provided that no bond or undertaking executed under this authority shall exceed in amount the sum of: **unlimited** and the execution of such bonds, recognizances, contracts of indemnity, and all other writings obligatory in the nature thereof in pursuance of these presents, shall be as binding upon said Company as if they had been fully signed by an authorized officer of the Company and sealed with the Company seal. This Power of Attorney is made and executed by authority of the following resolutions adopted by the Board of Directors of ATLANTIC SPECIALTY INSURANCE COMPANY on the twenty-fifth day of September, 2012:

Resolved: That the President, any Senior Vice President or Vice-President (each an "Authorized Officer") may execute for and in behalf of the Company any and all bonds, recognizances, contracts of indemnity, and all other writings obligatory in the nature thereof, and affix the seal of the Company thereto; and that the Authorized Officer may appoint and authorize an Attorney-in-Fact to execute on behalf of the Company any and all such instruments and to affix the Company seal thereto; and that the Authorized Officer may at any time remove any such Attorney-in-Fact and revoke all power and authority given to any such Attorney-in-Fact.

Resolved: That the Attorney-in-Fact may be given full power and authority to execute for and in the name and on behalf of the Company any and all bonds, recognizances, contracts of indemnity, and all other writings obligatory in the nature thereof, and any such instrument executed by any such Attorney-in-Fact shall be as binding upon the Company as if signed and sealed by an Authorized Officer and, further, the Attorney-in-Fact is hereby authorized to verify any affidavit required to be attached to bonds, recognizances, contracts of indemnity, and all other writings obligatory in the nature thereof.

This power of attorney is signed and sealed by facsimile under the authority of the following Resolution adopted by the Board of Directors of ATLANTIC SPECIALTY INSURANCE COMPANY on the twenty-fifth day of September, 2012:

Resolved: That the signature of an Authorized Officer, the signature of the Secretary or the Assistant Secretary, and the Company seal may be affixed by facsimile to any power of attorney or to any certificate relating thereto appointing an Attorney-in-Fact for purposes only of executing and sealing any bond, undertaking, recognizance or other written obligation in the nature thereof, and any such signature and seal where so used, being hereby adopted by the Company as the original signature of such officer and the original seal of the Company, to be valid and binding upon the Company with the same force and effect as though manually affixed.

IN WITNESS WHEREOF, ATLANTIC SPECIALTY INSURANCE COMPANY has caused these presents to be signed by an Authorized Officer and the seal of the Company to be affixed this first day January, 2023.

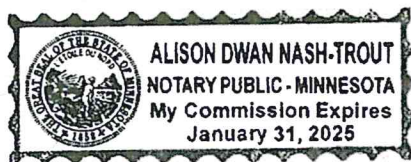


By

Sarah A. Kolar, Vice President and General Counsel

STATE OF MINNESOTA
HENNEPIN COUNTY

On this first day of January, 2023, before me personally came Sarah A. Kolar, Vice President and General Counsel of ATLANTIC SPECIALTY INSURANCE COMPANY, to me personally known to be the individual and officer described in and who executed the preceding instrument, and she acknowledged the execution of the same, and being by me duly sworn, that she is the said officer of the Company aforesaid, and that the seal affixed to the preceding instrument is the seal of said Company and that the said seal and the signature as such officer was duly affixed and subscribed to the said instrument by the authority and at the direction of the Company.



Notary Public

I, the undersigned, Secretary of ATLANTIC SPECIALTY INSURANCE COMPANY, a New York Corporation, do hereby certify that the foregoing power of attorney is in full force and has not been revoked, and the resolutions set forth above are now in force.

Signed and sealed. Dated 14th day of August, 2023

This Power of Attorney expires
January 31, 2025



Kara L.B. Barrow, Secretary

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

CIVIL CODE § 1189

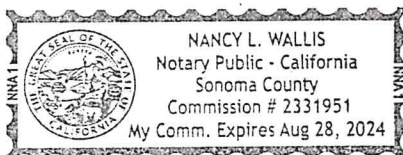
A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
 County of Sonoma)
 On 8/14/23 before me, Nancy L. Wallis, Notary Public,
 Date Here Insert Name and Title of the Officer
 personally appeared Stacy M. Clinton
 Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Signature [Signature]
 Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though this section is optional, completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: _____ Document Date: _____
 Number of Pages: _____ Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____	Signer's Name: _____
<input type="checkbox"/> Corporate Officer — Title(s): _____	<input type="checkbox"/> Corporate Officer — Title(s): _____
<input type="checkbox"/> Partner — <input type="checkbox"/> Limited <input type="checkbox"/> General	<input type="checkbox"/> Partner — <input type="checkbox"/> Limited <input type="checkbox"/> General
<input type="checkbox"/> Individual <input type="checkbox"/> Attorney in Fact	<input type="checkbox"/> Individual <input type="checkbox"/> Attorney in Fact
<input type="checkbox"/> Trustee <input type="checkbox"/> Guardian or Conservator	<input type="checkbox"/> Trustee <input type="checkbox"/> Guardian or Conservator
<input type="checkbox"/> Other: _____	<input type="checkbox"/> Other: _____
Signer Is Representing: _____	Signer Is Representing: _____

ACKNOWLEDGMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California

County of Alameda

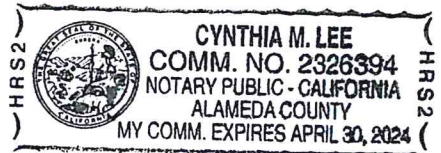
On August 16, 2023 before me, Cynthia M. Lee, Notary Public
(insert name and title of the officer)

personally appeared Troy Anthony Helming,
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that he/~~she~~/they executed the same in
his/~~her~~/their authorized capacity(ies), and that by his/~~her~~/their signature(s) on the instrument the
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature [Signature] (Seal)



EARTHGRID PBC, INC.

Exhibit G

Small and Minority-Owned Telecommunications Business Participation Plan

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

**SUBMITTED TO
TENNESSEE REGULATORY AUTHORITY**

By EarthGrid PBC, Inc.

SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN

This small and minority-owned telecommunications business participation plan ("Plan") is submitted by EarthGrid PBC, Inc. ("EarthGrid PBC" or "the Company") as required by T.C.A. §65-5-212.

I. PURPOSE

The purpose of §65-5-212 is to provide opportunities for small and minority-owned business to provide the goods and services to Telecommunications service providers. EarthGrid PBC is committed to the goal of §65-5-212, where it is appropriate and feasible, and to taking steps to support the participation of small and minority-owned Telecommunications business in the Telecommunications industry. EarthGrid PBC will endeavor to provide opportunities, where it is appropriate and feasible, for small and minority-owned Telecommunications businesses to compete for contracts and subcontracts for goods and services. EarthGrid PBC will need to select suppliers that can meet its business needs which will include types of suppliers who will be evaluated as part of the selection process.

II. DEFINITIONS

As defined in §65-5-212

Minority-owned Business – Minority-owned businesses 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) per T.C.A. §65-5-212

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

III. ADMINISTRATION

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

Scott Lane
Chief Operating Officer
EarthGrid PBC, Inc.
2625 Alcatraz Ave, Suite 111
Berkeley, CA 94705
Telephone: 833-327-8441
Email: scott@earthgrid.io

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

Chambers of Commerce

The Tennessee Department of Economic and Community Development

The United States Department of Commerce

Small Business Administration

Office of Minority Business

The National Minority Supplier Development Counsel

The National Association of Women Business Owners

The National Association of Minority Contractors

Historically Black Colleges, Universities, and Minority Institutions

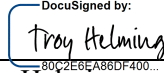
The efforts to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above. Additional efforts to provide opportunities to small and minority-owned businesses will include offering, where appropriate and feasible, small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

IV. RECORDS AND COMPLIANCE REPORTS

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

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

EarthGrid PBC, Inc.

By: _____
Troy Helming
Founder and Chief Executive Officer

Dated: August 20 , 2023.

EARTHGRID PBC, INC.

Exhibit H

Notice of Application

BEFORE THE TENNESSEE PUBLIC UTILITY COMMISSION

IN THE MATTER OF EARTHGRID PBC, INC.)
FOR A CERTIFICATE TO PROVIDE)
FACILITES-BASED AND RESOLD LOCAL EXCHANGE)
AND INTEREXCHANGE TELECOMMUNICATIONS)
SERVICES THROUGHOUT 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 August 22, 2023, EarthGrid PBC, Inc., filed an Application for a Certificate of Public Convenience and Necessity to provide Competing Local Telecommunications Services.

This 22nd day of August, 2023.

DocuSigned by:

1979365F34C5491...
Sharon Warren, Consultant to
EarthGrid PBC, Inc.

1. Ardmore Telephone Company, Inc.
P.O. Box 549
517 Ardmore Avenue
Ardmore, TN 38449
2. BellSouth Telecommunications, Inc.
333 Commerce Street
Nashville, TN 37201-3300
3. CenturyTel of Adamsville
P.O. Box 405
116 Oak Street
Adamsville, TN 38310
4. CenturyTel of Claiborne
P.O. Box 100
507 Main Street
New Tazewell, TN 37825
5. CenturyTel of Ooltewah-Collegedale, Inc.
P.O. Box 782
5616 Main Street
Ooltewah, TN 37363
6. Citizens Telecommunications Company
of Tennessee
P.O. Box 770
300 Bland Street
Bluefield, WV 24701
7. Citizens Telecommunications Company
of the Volunteer State
P.O. Box 770
300 Bland Street
Bluefield, WV 24701
8. Loretto Telephone Company, Inc.
P.O. Box 130
Loretto, TN 38469
9. Millington Telephone Company, Inc.
4880 Navy Road
Millington, TN 38083
10. Sprint-United
112 Sixth Street
Bristol, TN 37620
11. TDS Telecom-Concord Telephone
Exchange, Inc.
P.O. Box 22610
701 Concord Road
Knoxville, TN 37933-0610
12. TDS-Telecom-Humphreys County
Telephone Company
P.O. Box 552
203 Long Street
New Johnsonville, TN 37134-0552
13. TDS Telecom-Tellico Telephone
Company
P.O. Box 9
102 Spence Street
Tellico Plains, TN 37385-0009
14. TDS Telecom-Tennessee Telephone
Company
P.O. Box 18139
Knoxville, TN 37928-2139
15. TDS-Crockett Telephone Company, Inc.
P.O. Box 7
Friendship, TN 38034
16. TEC-People's Telephone Company, Inc.
P.O. Box 310
Erin, TN 37061
17. TEC-West Tennessee Telephone
Company, Inc.
P.O. Box 10
244 E Main Street
Bradford, TN 38316
18. United Telephone Company
P.O. Box 38
120 Taylor Street
Chapel Hill, TN 37034

I hereby certify that I have this day served a copy of the Application of EarthGrid PBC, Inc., upon the listing of incumbent LECs operating in the state of Tennessee listed herein, by mailing such copy by first class mail, postage prepaid.

/s/Keith Rice

Keith Rice

Inteserra, Inc.

Date: August 22, **2023**

EARTHGRID PBC, INC.

Exhibit I

Certification Status

EarthGrid PBC is authorized to provide service in Alabama, Arizona, California, Colorado, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Louisiana, Maryland, Massachusetts, Minnesota, Nebraska, Nevada, New Jersey, New Mexico, New York, North Carolina, Ohio, Oklahoma, Oregon, Pennsylvania, South Carolina, Texas, Utah, Vermont, Virginia, Washington, Wisconsin, and Wyoming.

EARTHGRID PBC, INC.

Exhibit J

Pre-filed Testimony of Mr. Troy Helming

**BEFORE THE
TENNESSEE PUBLIC UTILITIES COMMISSION**

In re: Application of)	
EarthGrid PBC, Inc.)	Docket No. _____
For A Certificate to Provide)	
Facilities-Based and Resold Local Exchange)	
and Interexchange Telecommunications Services)	
Throughout the State of Tennessee)	

**TESTIMONY OF

TROY HELMING

ON BEHALF OF

EARTHGRID PBC, INC.**

1 I, Troy Helming, do hereby testify as follows in support of the Application of EarthGrid
2 PBC, Inc. ("EarthGrid PBC") for a Certificate of Convenience and Necessity as a competing
3 telecommunications services provider to provide facilities-based and resold local exchange and
4 interexchange telecommunications services throughout the State of Tennessee.
5

6 **Q. Please state your name and business address.**

7 A. My name is Troy Helming. My business address is 2625 Alcatraz Avenue, Ste 111,
8 Berkeley, CA 94705.
9

10 **Q. By whom are you employed and in what capacity?**

11 A. I am employed by EarthGrid PBC, Inc. and hold the position of Founder and Chief
12 Executive Officer.
13

14 **Q. Please provide a brief description of your background and experience.**

15 A. I am the founder and Chief Executive Officer of EarthGrid PBC. I have over 40 years of
16 experience in solar energy, and 30 years of experience in the telecommunications and
17 renewable energy space. This experience includes developing and building infrastructure
18 needed to distribute utilities to customers. I founded two successful renewable energy
19 companies in the United States (U.S.) - TradeWind Energy, the largest wind developer in
20 the country in 2017, and Pristine Sun, a developer of community utility-scale solar
21 farms in California, Wisconsin, Vermont, Minnesota and North Carolina. I am the author
22 of "The Clean Power Revolution", published in 2004. I am also the creator of The
23 Freedom Plan, a blueprint to convert North America to one hundred percent (100%) clean
24 renewable energy.
25

26 **Q. What is the purpose of your testimony?**

27 A. The purpose of my testimony is to present evidence describing the technical, managerial
28 and financial fitness of EarthGrid PBC to provide facilities-based and resold local
29 exchange and interexchange telecommunication services throughout the State of
30 Tennessee. This testimony will also describe the services proposed by EarthGrid PBC.
31 Finally, the purpose of my testimony is to show that the public interest will be served by
32 approval of the application of EarthGrid PBC, Inc. for a certificate of public convenience
33 and necessity.
34

35 **Q. Has EarthGrid PBC registered to do business in Tennessee?**

36 A. Yes. EarthGrid PBC received Secretary of State Authority in Tennessee on June 21,
37 2023, as a foreign corporation.
38

39 **Q. Has EarthGrid PBC previously obtained authority in Tennessee?**

40 A. No.
41

42 **Q. How will EarthGrid PBC bill for its services?**

43 A. EarthGrid PBC will bill customers directly.
44

1 **Q. How are trouble reports, billing errors and complaints handled?**

2 A. Once it initiates operations, EarthGrid PBC's toll free customer service telephone number
3 is 1-833-327-8441. The number will be directed to a recording and the Customer will
4 receive a call back within 12 hours during the business day or by 9A AM Pacific on the
5 next business day. If customer reports an outage, the call will be returned within 12
6 hours. Future customer service calls will be handled by the NOC. Additionally, service
7 requests can be sent to serviceissue@earthgrid.io or customers may also contact the
8 company in writing at the headquarters address at 1 West Barrett Avenue, Richmond, CA
9 94801.

10
11 **Q. Please describe the services EarthGrid PBC proposes to offer.**

12 A. EarthGrid PBC proposes to offer non-switched point-to-point local exchange and
13 interexchange telecommunication services via its own lit and dark fiber facilities and/or
14 through resale arrangements. These services will be offered to wholesale service
15 providers, wireless service providers (WSPs) and other telecommunications carriers and
16 communications providers, internet service providers (ISPs), municipalities, tribal
17 communities, data centers, and commercial customers. The Company does not propose to
18 offer local exchange access services.

19
20 **Q. Where is EarthGrid PBC currently certificated?**

21 A. EarthGrid PBC is authorized to provide service in Alabama, Arizona, California,
22 Colorado, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Louisiana, Maryland,
23 Massachusetts, Minnesota, Nebraska, Nevada, New Jersey, New Mexico, New York,
24 North Carolina, Ohio, Oregon, Pennsylvania, South Carolina, Texas, Utah, Vermont,
25 Virginia, Washington, Wisconsin, and Wyoming.

26
27 **Q. Describe EarthGrid PBC's financial ability to operate as a local service provider.**

28 A. EarthGrid PBC has sufficient financial resources to provide the requested
29 telecommunications services, the financial capability to maintain these services and to
30 meet its lease obligations. The confidential financial information is provided in the
31 Company's application.

32
33 **Q. Does EarthGrid PBC have the managerial and technical qualifications to provide
34 local service in Tennessee?**

35 A. Yes. Biographies of key executives and technical personnel are included with the
36 Company's application and demonstrate that the Company has highly experienced and
37 skilled managerial resources to provide the proposed services.

38
39 **Q. Where in Tennessee does EarthGrid PBC intend to offer its services?**

40 A. Local exchange service will be offered within the present operating areas of AT&T (fka
41 BellSouth). The Company does not intend to provide Switched Services, including
42 Exchange Access.

1 **Q. How will Tennessee consumers benefit from EarthGrid PBC's services?**

2 A. Certification of EarthGrid PBC will serve the public interest and offer several benefits to
3 local telecommunication customers in Tennessee. Experience with competition in other
4 telecommunications markets demonstrates the benefits that competition can bring to
5 consumers. EarthGrid PBC's proposed services will provide multiple public benefits by
6 increasing the competitive choices available to users in Tennessee. Enhanced competition
7 in telecommunications services likely will further stimulate economic development in
8 Tennessee. In addition, increased competition will create incentives for all carriers to
9 offer lower prices, more innovative services, and more responsive customer service.
10

11 **Q. Why is EarthGrid PBC seeking facilities-based authority in Tennessee? Will**
12 **EarthGrid PBC use any public rights-of-way?**

13 A. EarthGrid PBC expects to initially provide point-to-point intraexchange and
14 interexchange telecommunications services. These services will be offered to wholesale
15 service providers, wireless service providers, and other telecommunications carriers and
16 communications providers, internet service providers, municipalities, tribal communities,
17 data centers, and commercial customers. EarthGrid PBC seeks authority to provide
18 service via its own fiber transmission facilities and/or through resale arrangements.
19 Specific locations have yet to be identified and must be individually negotiated with
20 property owners and rights-of-way must be obtained. Where new facilities need to be
21 built, EarthGrid PBC has access to technology for boring and placement of deep conduits
22 for secure fiber facilities in difficult locations. The conduits will be designed for multiple
23 uses and suitable for and available to providers of retail and wholesale power services,
24 independent power producers, telecommunications carriers and/or other utilities.
25 EarthGrid PBC will abide by the rules for obtaining rights of way permits/agreements.
26

27 **Q. Does this conclude your testimony?**

28 A. Yes.
29

VERIFICATION

STATE OF CALIFORNIA

§

COUNTY OF ALAMEDA

§

I, Troy Helming, first being duly sworn upon oath, depose and say that I am the Founder and Chief Executive Officer of EarthGrid PBC, Inc., that I have read the above and foregoing pre-filed testimony by me subscribed and know the contents thereof; that said contents are true in substance and in fact, except to those matters stated upon information and belief, and as to those, I believe same to be true having been duly sworn, state that if I am called as a witness in this matter, I am competent to testify based on my person knowledge as follows:

By:

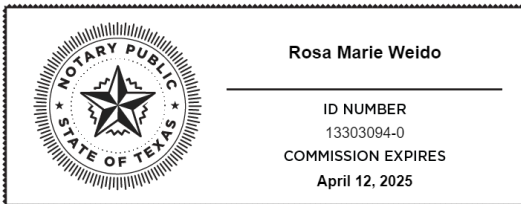
Troy Helming

Troy Helming, Founder and CEO

EarthGrid PBC, Inc.

Dated:

08/20/2023



Taken, sworn to and subscribed before me this 20th day of August, 2023.

Rosa Marie Weido

Notary Public in and for said County Brazoria, Texas

My Commission expires on the ____ day of 04/12/2025, ____.

Notary Public, State of Texas

Notarized online using audio-video communication

EARTHGRID PBC, INC.

Exhibit L

Tariffs

EarthGrid PBC intends to operate pursuant to market regulation, in accordance with amended T.C.A. Section 65-5-109 enacted May 21, 2009.