

September 18, 2024

Via Email and Fedex

Lisa Foust
Utilities Division
Tennessee Public Utility Commission
502 Deaderick St, 4th Floor
Nashville, Tennessee 37243

Electronically Filed in TPUC Docket Room
on September 27, 2024 at 10:15 a.m.

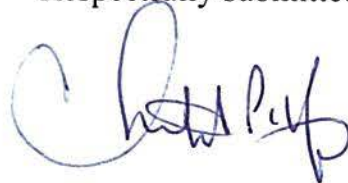
RE: Petition of Cablevision Lightpath LLC for Designation as an Eligible
Telecommunications Carrier in the State of Tennessee

Dear Ms. Foust,

Attached please find for filing Cablevision Lightpath LLC's Petition for
Designation as an Eligible Telecommunications Carrier in Tennessee.
Additionally, an original and ^{two (2)} ~~thirteen (13)~~ copies are being sent via FedEx to your
attention along with a check in the amount of \$25.00 payable to the "Tennessee
Public Utility Commission."

If you have any questions, please contact the undersigned. Thank you.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "Chris Yost", with a large, stylized initial "C" on the left.

Christopher Yost

BEFORE THE TENNESSEE REGULATORY AUTHORITY

24-00069

**IN THE MATTER OF THE APPLICATION
OF CABLEVISION LIGHTPATH LLC FOR
A CERTIFICATE TO PROVIDE
COMPETING LOCAL
TELECOMMUNICATION SERVICES**

**APPLICATION FOR CERTIFICATE TO PROVIDE
COMPETING LOCAL TELECOMMUNICATIONS
SERVICES**

Pursuant to applicable Tennessee Statutes and the Rules and Regulations of the Tennessee Regulatory Authority and Section 253 of the Federal Telecommunications Act of 1996 (“Act”), Cablevision Lightpath LLC (“Lightpath”) respectfully requests that the Tennessee Regulatory Authority (“TRA”) grant to Lightpath authority to provide competing local telecommunications services, including exchange access telecommunications services, within the State of Tennessee. Lightpath 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, Lightpath submits the following:

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

Cablevision Lightpath LLC
1111 Stewart Avenue
Bethpage, New York 11714
Telephone: (866)-611-3434

Questions regarding this application should be directed to:

Amy Rowe
Director of Legal Operations &
ESG 1111 Stewart Avenue
Bethpage New York 11714
Telephone: (720)-201-7203
Email: amy.rowe@lightpathfiber.com
CC: contracts@lightpathfiber.com

Contact name and address at the Company is:

Christopher Yost, Chief Legal Officer
Cablevision Lightpath LLC
1111 Stewart Avenue
Bethpage New York 11714
Telephone: (303) 956-9050
Email: christopher.yost@lightpathfiber.com

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

Please see **Exhibit A**

3. Corporate information:

Cablevision Lightpath LLC was incorporated in the state of Delaware on January 1, 1991. A copy of Lightpath's Articles of Incorporation and amendments are provided in **Exhibit B**. A copy of Lightpath's Authority to transact business in the State of Tennessee is provided in **Exhibit C**. The names and addresses of the principal corporate officers are in **Exhibit D**. There are no officers in Tennessee. The biographies of the principal officers and any other key technical staff are in **Exhibit E and E1**.

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

A. Financial Qualifications:

In support of its financial qualifications, Lightpath submits its Annual Financial Report for years 2021, 2022, and 2023 in **Exhibit F**, which will be filed separately under seal, in a separate envelope, marked confidential. Cablevision Lightpath LLC (together with its subsidiaries, "Lightpath", "we", "us", "our" or the "Company") is a leading provider of communications and bandwidth infrastructure, with an extensive network spanning New York City (primarily Manhattan, the Bronx and Brooklyn), as well as northeastern New Jersey, southern New York State, Nassau and Suffolk Counties (Long Island) and southern Connecticut. We entered the Boston metropolitan area as a result of an acquisition of assets in June 2021 and entered the Miami metropolitan area in November 2022. Altice USA, Inc. ("Altice USA") indirectly holds a 50.01% interest and Morgan Stanley Infrastructure Partners ("MSIP") indirectly holds the remaining 49.99% interest in the Company. As of December 31, 2023, we had approximately 15,100 locations connected to our fiber network, which currently includes approximately 21,300 miles of fiber sheaths ("route miles") approximately 1,285,500 fiber miles (i.e., route miles multiplied by the number of fiber strands within each fiber sheath; "fiber miles"). We supply enterprise grade fiber connectivity, bandwidth and managed services to customers whose activities have required rapidly increasing bandwidth driven by secular trends in 5G, the Internet of Things ("IoT"), cloud-computing, video, voice, mobile, security and other bandwidth-intensive applications. We provide Ethernet, data transport, Dark fiber, Cloud connectivity, IP-

based virtual private networks, Internet access, and telephony services, including Session Initiated Protocol ("SIP"), trunking and VoIP services. Our bandwidth connectivity offers speeds up to 400 Gbps. We also provide managed services to businesses, including hosted telephony services, managed WiFi and managed collaboration services, including audio and web conferencing. Additionally, we offer fiber-to-the-tower ("FTTT") services to wireless carriers. Approximately \$369.2 million and \$357.4 million of our total revenue of \$398.8 million and \$390.7 million for the years ended December 31, 2023 and 2022, respectively, is recurring revenue, consisting of recurring monthly charges to our customers.

Exhibit G is a confidential projected future financials and capital expenditures budget, which will be filed separately under seal, in a separate envelope, marked confidential. Exhibit G indicates the type of equipment to be purchased, cost, and sources for funding of projected capital expenditures on page 4.

Lightpath's financials nor their projected financials reflect any revenues or expenses associated with reciprocal compensation.

Corporate Surety Bond is provided as **Exhibit H**

B. Managerial Ability:

As shown in **Exhibit E** to this Application, Lightpath has the managerial expertise to successfully operate a telecommunications enterprise in Tennessee. In addition to the above C-Suite, Lightpath is including biographies of key personnel with extensive experience that will be part of the Tennessee project in **Exhibit E1**. As described in the attached biographical information, Lightpath's management team has extensive management and business experience in telecommunications.

C. Technical Qualifications:

Lightpath services will satisfy the minimum standards established by the TRA. At this time, Lightpath intends to construct and install a dark fiber and conduit network. If Lightpath intends to sell tariffed services, Lightpath will update our application and would then file and maintain tariffs in the manner prescribed by the TRA and will meet minimum basic local standards, including quality of service and billing standards required of all LEC'S regulated by the TRA. Lightpath understands we are responsible for filing a tariff for all regulated services. Applicant will not require customers to purchase CPE, which cannot be used with the Incumbent Local Exchange Carrier's systems. As noted in the biographies **Exhibit E and E1** of the principal officers and key staff, Lightpath's officers have several decades of telecommunications expertise. Thus, Lightpath is certainly technically qualified to provide local exchange service in Tennessee.

5. Proposed Service Area:

Lightpath is currently authorized to provide telecommunications services in New York, New Jersey, Connecticut, Massachusetts, Georgia, Minnesota and Florida. Additionally, Lightpath has pending applications for authority in Arizona and Ohio.

The applicant proposes to offer its services throughout the State of Tennessee with a focus located in Nashville and the surrounding metropolitan area, located in Davidson, Sumner, and potentially Wilson County. These areas are currently being served by BellSouth and Tennessee Telephone Company, which are designated open to competition. Lightpath intends to offer dark fiber services, high-capacity conduit and fiber optic telecommunications services. Lightpath does not intend to provide Voice services at this time.

6. Types of Local Exchange Service to be provided:

Initially Lightpath plans to offer to provide dark fiber services, high-capacity conduit and fiber optic telecommunications services. In the future, Lightpath expects to offer a broad variety of local exchange services, solely to business customers in Tennessee, and will update our application as required. Lightpath's initial line of local services will be comparable to that currently offered by companies such as Zayo Group, Lumen/Level 3.

7. Repair and Maintenance:

Lightpath understands the importance of effective customer service for local service customers. Lightpath has a Network Management Center for its customers to call the company at its toll-free customer service number 1-866-611-3434 (24/7/365). In addition, customers may contact the company in writing at the headquarters address, as well as via email at lightpathsupport@lightpathfiber.com. The toll free number will be printed on the customer's monthly billing statements. The Tennessee contact person knowledgeable about providers operations is Nat Tafuri, who can be reached at nat.tafuri@lightpathfiber.com and 303-475-0956.

The grant of this Application will benefit the public interest by increasing competition in the provision of high-speed telecommunications services in Tennessee. Lightpath's network deployment will also benefit Tennessee by providing jobs to the local community. The Applicant intends to offer dark fiber services, high-capacity conduit and fiber optic telecommunications services and to expand the telecommunications infrastructure in the state. In doing so, Lightpath will participate in the competitive telecommunications market in Tennessee, which will contribute to reducing prices to competitive levels and to enhancing the availability of high-quality transport services. Lightpath provides services to the local education sector, governments, public facilities, and businesses of all sizes in our current service areas and hopes to provide the same services to Tennessee businesses.

8. Small and Minority-Owned Telecommunications Business Participation Plan: (65-5-112): **Exhibit I**

9. Toll Dialing Parity Plan: Lightpath has no intention of providing TDM telephone

service at this time. In the event it does in the future, Lightpath will provide toll dialing parity plan.

10. Lightpath 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. See **Exhibit J** for a copy of the notice and the list.

11. Numbering Issues: In the event Lightpath intends to provide TDM telephone service in the future, at the request of a customer, Lightpath will comply with the Commission's rules on number assignment and conservation.

12. Tennessee Specific Operational Issues:

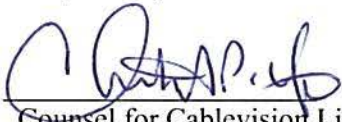
- i. How does the company intend to comply with TCA §65-21-114? In its description, please explain technically how the company will not bill for countywide calls within Tennessee.
 - a. **Response:** Lightpath does not intend to provide Voice Services at this time. In the event Lightpath does in the future, we will update our application accordingly.
- ii. Is the company aware of the Tennessee County Wide Calling database maintained by BellSouth and the procedures to enter your telephone numbers in the database?
 - a. **Response:** Lightpath does not intend to provide Voice Services at this time. In the event Lightpath does in the future, we will update our application accordingly.
- iii. Is your company aware of the local calling areas provided by the Incumbent Local Exchange Carriers in your proposed service areas?
 - a. **Response:** Bell South and Tennessee Telephone Company is the Incumbent Local Exchange Carrier in the proposed service area, however, Lightpath does not intend to provide Voice Services at this time. In the event Lightpath does in the future, we will update our application accordingly.
- iv. 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.
 - a. **Response:** Lightpath does not intend to provide Voice Services at this time. In the event Lightpath does in the future, we will update our application accordingly.

- v. Please provide the name and telephone number of an employee of your company that will be responsible to work with the TRA on resolving customer complaints.
- a. **Response:** For any customer complaints, Lightpath's internal dedicated Care Team can be reached at 866-611-3434 (24/7/365)
- vi. 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?
- a. **Response:** Lightpath uses numerous different marketing techniques to reach business-to-business customers. Lightpath may on occasion telemarket services to businesses but will adhere to the telemarketing statutes and regulations found in TCA §65-4-401 *et seq.* and Chapter 1220-4-11.
13. Miscellaneous:
- A. Sworn pre-filed testimony: **Exhibit K**
- B. Lightpath is strictly a business-to-business telecommunications company. Lightpath performs business credit checks on new customers. If the business customer does not pass the credit check, in order to begin service, Lightpath may request a deposit from the business. If a deposit is required, it stays on file (to a Deposit account) for the life of the contract with no expectation of interest.
- C. As of the date of this application, Cablevision Lightpath LLC has not been subject to complaints in any of the states in which we are doing business.
- D. Lightpath does not intend to provide voice or regulated services in Tennessee. If Lightpath plans to provide any regulated services, Lightpath will file any necessary tariffs prior to providing any regulated services not covered by this Application.

CONCLUSION:

Lightpath respectfully requests that the TRA enter an order granting it a certificate of convenience and necessity to operate as a competing telecommunications service provider and authority to provide telecommunications services throughout the State of Tennessee in the service areas of Bell South and Tennessee Telephone Company. For the reasons stated above, Lightpath's provision of these services would promote the public interest by providing high-quality service at competitive prices and by creating local job opportunities, greater economic incentives for the development and improvement for all competing providers.

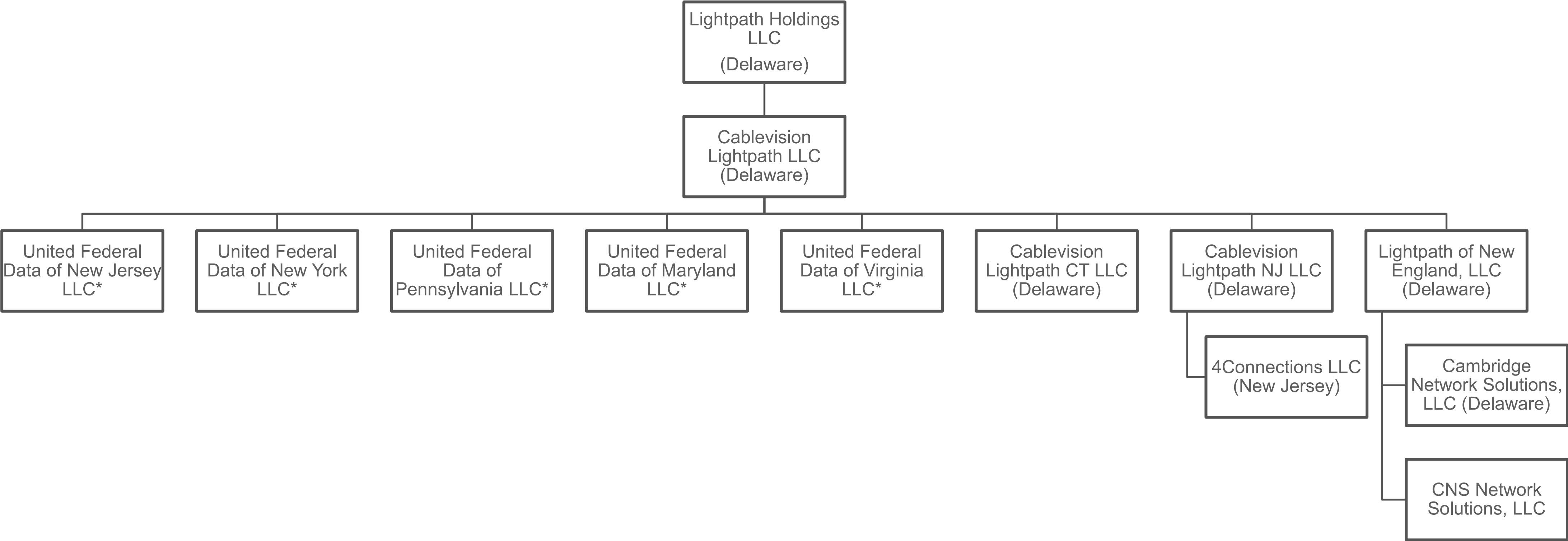
Respectfully submitted this 18 day of September, 2024.

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Counsel for Cablevision Lightpath LLC

EXHIBIT A - CORPORATE STRUCTURE

Post UFD Acquisition



Lightpath to Acquire United Fiber & Data Assets

06/10/24

Lightpath Will Add Geographically Diverse, High-Fiber Count Network Between New York City and Ashburn, VA, and Increase Serviceable Market in Manhattan by over 20%

New York – June 10, 2024, Lightpath, an all-fiber, infrastructure-based connectivity provider revolutionizing how organizations connect to their digital destinations, announced the company has signed a definitive agreement to acquire substantially all of the assets of United Fiber and Data. The transaction is subject to regulatory approvals and is expected to close in the third quarter of 2024.

HELP

United Fiber and Data (UFD) owns and operates a unique and diverse 323-route mile, high-fiber count network between New York City and Ashburn, VA, connecting the largest population center in the country with the largest data center and cloud ecosystem in the world. UFD also owns a 79-route mile metro network in New York City and New Jersey, including connectivity to over 350 enterprise and data center locations and a high-fiber count crossing of the Hudson River, which will add capacity to Lightpath's three existing Hudson River crossings.

[View Network Map of Combined Lightpath-UFD Network](#)

UFD's New York City-Ashburn network offers high-fiber counts, the latest optical technologies from Ciena, and will support dark fiber, Ethernet, and wavelengths up to 800 Gbps. This unique network is geographically diverse from typical long-haul routes along the I-95 corridor and will enhance Lightpath's network of over 20,000 route miles, connecting over 15,000 service locations, including over 140 data centers and 7 cable landing stations. The combination of networks will allow Lightpath to offer geographically diverse, high-capacity services from commercial enterprise buildings, cable landing stations, and data centers along the east coast, directly to the Ashburn ecosystem.

“The addition United Fiber & Data is a natural extension of Lightpath’s expansive Greater New York City Metropolitan fiber assets, increasing our ability to serve high-capacity customer needs into the Ashburn data center ecosystem and further enhancing our Manhattan metro coverage where we will serve nearly 1,500 enterprise and data center destinations, a 5x increase over the past 3 years,” stated Chris Morley, CEO of Lightpath. “This represents a continuation of Lightpath’s strategic investment thesis of creating critical fiber infrastructure in attractive and high growth markets for the benefit of our Enterprise, Hyperscale, and Wholesale customers.”

UFD customers will gain access to the entire Lightpath network as well as the entire service portfolio, including Wavelengths, Ethernet, Internet, Private Networks, Dark Fiber, LP FlexNet, Voice, Security Solutions, and other Managed Services. Additionally, customers will be able to utilize Lightpath services to connect to over 140 data centers, 7 cable landing stations, and all major cloud providers.

For more information about Lightpath, please visit lightpathfiber.com and follow us on [LinkedIn](#).

About Lightpath:

Lightpath is revolutionizing how customers connect to their digital destinations by combining our next-generation network with our next-generation customer service. Lightpath’s advanced fiber-optic network offers a comprehensive portfolio of custom-engineered connectivity solutions with unparalleled performance, reliability, and security. Our consultative customer service means we work with you to design, deliver, and support the solution for your unique needs, faster and more easily than ever before. For over 30 years, thousands of enterprises, governments, and educators have trusted Lightpath to power their organization’s innovation. Altice USA (NYSE: ATUS) owns a 50.01% interest in Lightpath and Morgan Stanley Infrastructure Partners (MSIP) owns 49.99% of the Company.

To learn how Lightpath can connect you to your digital destinations, visit lightpathfiber.com

For media inquiries:

JSA for Lightpath

1-866-695-3629 ext. 13

jsa_lightpath@jsa.net

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 THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "CABLEVISION LIGHTPATH, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "CABLEVISION LIGHTPATH, INC." TO "CABLEVISION LIGHTPATH LLC", FILED IN THIS OFFICE ON THE SECOND DAY OF JULY, A.D. 2020, AT 8:01 O`CLOCK A.M.



Jeffrey W. Bullock, Secretary of State

2253570 8100V
SR# 20206036435

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

Authentication: 203215357
Date: 07-02-20

**CERTIFICATE OF CONVERSION
TO LIMITED LIABILITY COMPANY
OF
CABLEVISION LIGHTPATH, INC.
TO
CABLEVISION LIGHTPATH LLC**

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:01 AM 07/02/2020
FILED 08:01 AM 07/02/2020
SR 20206036435 - File Number 2253570

This Certificate of Conversion to Limited Liability Company (this “Certificate”), dated as of July 2, 2020 has been duly executed and is being filed by the undersigned, as an authorized person, to convert Cablevision Lightpath, Inc., a Delaware corporation (the “Corporation”), to Cablevision Lightpath LLC, a Delaware limited liability company, pursuant to Sections 18-204 and 18-214 of the Delaware Limited Liability Company Act, 6 Del. C. §§ 18-101, et seq. (the “Act”), and Section 266 of the General Corporation Law of the State of Delaware, 8 Del. C. §§ 101, et seq. (the “DGCL”).

1. The Corporation filed its original certificate of incorporation with the Secretary of State of the State of Delaware on January 30, 1991.

2. The name of the Corporation immediately prior to the filing of this Certificate is Cablevision Lightpath, Inc.

3. The name of the limited liability company into which the Corporation shall be converted as set forth in its Certificate of Formation being filed in accordance with Section 18-214(b) of the Act is Cablevision Lightpath LLC.

4. The conversion of the Corporation to a limited liability company shall be effective upon filing.

5. The conversion of the Corporation to a limited liability company has been approved in accordance with Section 266 of the DGCL and Section 18-214 of the Act.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the date first written above.

By: 
Name: Michael Olsen
Title: Authorized Person

Delaware

The First State

Page 1

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND
CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "CABLEVISION
LIGHTPATH LLC" FILED IN THIS OFFICE ON THE SECOND DAY OF JULY,
A.D. 2020, AT 8:01 O`CLOCK A.M.*



2253570 8100V
SR# 20206036435

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

A handwritten signature in black ink, appearing to read "JBullock", is 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: 203215357
Date: 07-02-20

CERTIFICATE OF FORMATION

OF

CABLEVISION LIGHTPATH LLC

This Certificate of Formation of Cablevision Lightpath LLC (the “Company”), dated as of July 2, 2020, has been duly executed and is being filed by the undersigned, as an authorized person, in connection with the conversion of Cablevision Lightpath, Inc., a Delaware corporation, to a Delaware limited liability company under the Delaware Limited Liability Company Act, 6 Del. C. §§ 18-101, et seq.

FIRST: The name of the limited liability company formed hereby is Cablevision Lightpath LLC.

SECOND: The address of the registered office of the Company in the State of Delaware is 251 Little Falls Drive, Wilmington, County of New Castle, Delaware 19808.

THIRD: The name and address of the registered agent for service of process on the Company in the State of Delaware are Corporation Service Company and 251 Little Falls Drive, Wilmington, County of New Castle, Delaware 19808.

FOURTH: This Certificate of Formation shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first written above.

By: _____



Name: Michael Olsen

Title: Authorized Person

EXHIBIT C - TENNESSEE BUSINESS REGISTRATION



001562383

**APPLICATION FOR CERTIFICATE OF AUTHORITY
LIMITED LIABILITY COMPANY**

SS-4233

**Tre Hargett**
Secretary of State**Division of Business Services****Department of State**State of Tennessee
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102
(615) 741-2286Filing Fee: \$50.00 per member
(minimum fee = \$300.00, maximum fee = \$3,000.00)*For Office Use Only***- FILED -**

Control # 001562383

To the Secretary of the State of Tennessee:

Pursuant to the provisions of T.C.A. §48-249-904 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:** Cablevision Lightpath 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 (mm/dd/yyyy) of its formation is: 01/30/1991
and, if prior to qualifying, the date it commenced doing business in Tennessee is: (none)

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. §48-249-913(d) and T.C.A. §48-249-905(c).

- 3. This company has the additional designation of:** None

- 4. The name and complete address of its registered agent and office located in the state of Tennessee is:**
CORPORATION SERVICE COMPANY
2908 POSTON AVE
NASHVILLE, TN 37203-1312
DAVIDSON COUNTY

- 5. Fiscal Year Close Month:** December

- 6. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is:**
(none) (Not to exceed 90 days)

- 7. The 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

- 10. The complete address of its principal executive office is:**
1111 STEWART AVENUE
BETHPAGE, NY 11714



APPLICATION FOR CERTIFICATE OF AUTHORITY
LIMITED LIABILITY COMPANY

SS-4233



Tre Hargett
Secretary of State

Division of Business Services

Department of State

State of Tennessee
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102
(615) 741-2286

Filing Fee: \$50.00 per member
(minimum fee = \$300.00, maximum fee = \$3,000.00)

For Office Use Only

Control # 001562383

The name of the Limited Liability Company is: Cablevision Lightpath LLC

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

1111 STEWART AVENUE
BETHPAGE, NY 11714

12. Non-Profit LLC (required only if the Additional Designation of "Non-Profit LLC" is entered in section 3.)

- ☐ I certify that this entity is a Non-Profit LLC whose sole member is a nonprofit corporation, foreign or domestic, incorporated under or subject to the provisions of the Tennessee Nonprofit Corporation Act and who is exempt from franchise and excise tax as not-for-profit as defined in T.C.A. §67-4-2004. The business is disregarded as an entity for federal income tax purposes.

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

- ☐ I certify that this PLLC has one or more qualified persons as members and no disqualified persons as members or holders.
☐ I certify that this entity meets the requirements of T.C.A. §48-249-1123(b)(3)

Licensed Profession:

14. Series LLC (optional)

- ☐ 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)

- ☐ This entity will be registered as an Obligated Member Entity (OME) **Effective Date:** (none)
☐ I understand that by statute: THE EXECUTION AND FILING OF THIS DOCUMENT WILL CAUSE THE MEMBER(S) TO BE PERSONALLY LIABLE FOR THE DEBTS, OBLIGATIONS AND LIABILITIES OF THE LIMITED LIABILITY COMPANY TO THE SAME EXTENT AS A GENERAL PARTNER OF A GENERAL PARTNERSHIP. CONSULT AN ATTORNEY.

16. Other Provisions:

Electronic

Signature

Christopher Yost

Printed Name

Manager

Title/Signer's Capacity

Jul 25, 2024 7:35AM

Date

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CABLEVISION LIGHTPATH LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF JUNE, A.D. 2024.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CABLEVISION LIGHTPATH LLC" WAS FORMED ON THE THIRTIETH DAY OF JANUARY, A.D. 1991.

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



2253570 8300

SR# 20242755494

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

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

Authentication: 203617849

Date: 06-03-24

EXHIBIT D - EXECUTIVE NAMES AND ADDRESSES

Exhibit D - Cablevision Lightpath LLC Principal Corporate Officers

Name	Title	Address
Chris Morley	Chief Executive Officer	1111 Stewart Avenue, Bethpage NY 11714
Christopher Yost	Chief Legal Officer	1111 Stewart Avenue, Bethpage NY 11714
Rachel Stack	Chief Financial Officer	1111 Stewart Avenue, Bethpage NY 11714
Doug Turtz	Chief Revenue Officer	1111 Stewart Avenue, Bethpage NY 11714
Jason Tibbs	Chief Information Officer	1111 Stewart Avenue, Bethpage NY 11714

EXHIBIT E - EXECUTIVE BIOGRAPHIES

Exhibit E - Cablevision Lightpath LLC Executive Biographies

Chief Executive Officer - Chris Morley

Chris Morley was appointed Lightpath's CEO in January 2021. Morley has more than 25 years of experience in the communications infrastructure and telecommunications industry. Prior to joining Lightpath he served as a Senior Operating Partner Advisor for Stonepeak Infrastructure Partners and other Private Equity and Infrastructure investors from 2019-2021. Prior to that, Mr. Morley spent nearly a decade at Zayo Group, a leading communications infrastructure provider in the US, Canada and western Europe, where he served in various roles of increasing responsibility including most recently as Chief Operating Officer, leading the company's fiber infrastructure, data center, enterprise networks, and transport service business segments. He joined Zayo in 2009 and served as Chief Financial Officer and Head of Product Management for the Zayo Bandwidth business unit until December 2010. From December 2010 through May 2012, Mr. Morley served as the President of zColo. He served as President of IP, Colocation, and Ethernet from May 2012 and the Network Control Center from June 2013, President of Waves and SONET from December 2013, and as President, Sales and Marketing from April 2014 until February 2014, when he became President of the Zayo Lit Services business segment (later renamed Zayo Cloud and Connectivity). Zayo Group went public in 2014 and delivered 10-11x returns on Series A/B investor investments. Prior to joining Zayo group, Mr. Morley acted as an independent consultant advising telecommunications companies and private equity investors on strategy, merger and acquisition due diligence, execution, and operational improvements. During 2006 and 2007, Mr. Morley served as part of the management team for One Communications Corporation, serving as Chief

Integration Officer and the Executive Vice President of Operations and Networks. From 1999 to 2006, Mr. Morley served as part of the management team for Conversent Communications, LLC, serving as Executive Vice President of Operations and Engineering. Conversent was owned by Bob Fanch, a cable entrepreneur and later sold to an entity that became One Communications. Mr. Morley received his B.S. in Finance from the University of Denver.

Chief Legal Officer – Christopher Yost

Chris Yost was appointed Lightpath's General Counsel in February 2021. Mr. Yost is a seasoned General Counsel with nearly 25 years of experience building and providing the myriad components of legal services and operations for several telecommunications' infrastructure businesses. His experience includes key roles at Level 3 Communications as it built and deployed a multi-conduit and fiber long haul and metro network system throughout the United States and globally. In 2007, Chris assumed a General Counsel role at Zayo Group as it acquired and integrated the telecom infrastructure businesses of more than 40 businesses through the United States. Mr. Yost has broad experience guiding successful business decision making in complex commercial transactions, M&A, litigation, employment, regulatory, real estate, and corporate compliance. Prior to joining Lightpath, Chris served as General Counsel at startup Bandwidth Infrastructure Group where he was involved in the development of an advanced fiber infrastructure buildout around and across the San Francisco Bay. Chris began his legal career as an associate in the litigation department at the global law firm Akin, Gump Strauss Hauer & Feld in Washington D.C. He received his B.S. Degree in Political Science and Government from Western Michigan University and his law degree from the Columbus School of Law at the Catholic University of America in Washington D.C.

Chief Financial Officer – Rachel Stack

Rachel Stack joined Lightpath in August of 2024 as its Chief Financial Officer and oversees the Company's corporate finance, including accounting, financial planning and budgeting, treasury, tax and internal audit. In addition, she is responsible for corporate development, strategy and capital markets planning and execution. Prior to Lightpath, she served as the Chief Financial Officer of Cologix from 2020 to 2024. Cologix is a data center company that owns and operates more than 40 data centers in North America. During her time at Cologix, Rachel was responsible for four acquisitions, including one acquisition which enabled Cologix's presence in Silicon Valley. Ms. Stack led the Company's inaugural US Asset Backed Securitization (ABS) in December 2021, and the industry's first Canadian data center ABS in February 2022. In April 2022, Cologix completed a recapitalization that valued the Company at approximately \$5 billion. Following the Company's recapitalization, Ms. Stack was responsible for the capital spend related to Cologix's \$1BN capital deployment plan. Prior to Cologix, Ms. Stack was the SVP, Corporate Development and Strategy at Zayo Group from 2016-2020. During her time at Zayo, she was responsible for all corporate development and treasury activities, including the acquisitions of Electric Lightwave, Spread Networks, Optic Zoo and Neutral Path. She also led the execution of the take private transaction by Digital Bridge and EQT in 2020. In addition to corporate development, she was responsible for revenue strategy, corporate real estate, compensation and ESG. Prior to Zayo, Ms. Stack was an investment banker at RBC Capital Markets focusing on the data infrastructure and fiber industries. Ms. Stack received her BA from Columbia University and her MBA from Columbia Business School. She enjoys running and traveling with her husband and two daughters.

Chief Revenue Officer - Doug Turtz

Doug Turtz was appointed Lightpath's Chief Revenue Officer ("CRO") in April 2024. Turtz has more than 20 years of experience in the communications infrastructure and telecommunications industry. Turtz served as the CEO of Xchange Telecom / Skywire from January 2023 through March of 2024. Prior to Skywire he was the SVP of Sales at Lightpath from 2020 through December of 2022. Prior to that, Mr. Turtz served as the CRO at Sitehands, an IT Field Services Platform company in 2018 to August 2020. Additionally, from 2012 to January 2018, Turtz served as the SVP of Sales at Lighttower (acquired by Crown Castle) and the National VP of Fiber Sales at Crown Castle. This came after Mr. Turtz spent over a decade at AboveNet Communications (acquired by Zayo Group) from 2000 to 2012. During his time at AboveNet Mr. Turtz held roles in Field Marketing, Training, Sales and Sales leadership. He ultimately became the National VP of Enterprise Sales at AboveNet in late 2011 until the Zayo Group acquisition. Throughout his telecom tenure Turtz has led sales, retention and sales engineering teams ranging from 10 to over 400 people. In doing so he has helped build and deliver business plans for go to market, acquisition and expansion. Mr. Turtz received his B.A. in Economics from Washington University in St. Louis and his M.S. in Mass Communications from Boston University.

Jason Tibbs - Chief Information Officer

Jason Tibbs was appointed Chief Information Officer of Lightpath in February 2024. He previously served as CIO and other leadership roles at Wyverd Group / Kire Systems and Zayo Group. He began his telecom career working for Sprint starting a pattern that would follow him over the next 30 years. Jason left Sprint in 1996, following that, Mr. Tibbs worked at TCG, ATT, ICG, Level 3, and Zayo in which he continued to grow as a professional. At Zayo, he was the 11th employee and played a critical role in helping build the company to from \$0 to \$1B in revenue, from 0 to 92,000 route miles of fiber spanning the US and Europe. Zayo went public in 2014. In 2017, Mr. Tibbs started his own consulting business and started working with mid-sized telecommunications companies to perform system and process reviews, provide improvement recommendations, create roadmaps, and advise implementation efforts. Mr. Tibbs joined Wyvered Group, LLC in 2020 as their CIO, before joining Lightpath in 2024. He completed his B.S. in Telecom Management from DeVry Kansas City in 2.5 years, graduating college before he was 21.

EXHIBIT E1 - KEY PERSONNEL BIOGRAPHIES

Exhibit E1 - Cablevision Lightpath LLC Key Personnel Biographies

Tim Haverkate – SVP of Commercial Operations

Tim Haverkate is Lightpath's Senior Vice President of Commercial Operations and was appointed in October of 2023. Mr. Haverkate has over a decade of experience in the telecommunications sector. Prior to being appointed SVP of Commercial Operations, Mr. Haverkate served as Vice President of Operations and Vice President of Offer Management at Lightpath and has been with the company since 2021. He has a wide range of skills and experience including financial analysis, reporting, business strategy, and more that make him an asset to Lightpath's growth and development. Prior to joining Lightpath, Mr. Haverkate held many leadership roles at Zayo Group, from 2012 through 2021. He served in product, finance, and sales positions at Zayo from 2015 through 2021. During this time Mr. Haverkate helped lead expansions into 10+ new markets, building out 3,500+ route miles of network in support of customers and the community. Mr. Haverkate received his bachelor's degree in finance from the University of Northern Colorado, and his MBA at University of Colorado at Denver.

Massimo Cardarelli – SVP of Operations

Massimo Cardarelli is Senior Vice President of Operations at Lightpath, with responsibility for service delivery, network design and construction, and sales engineering throughout the Lightpath footprint. Mr. Cardarelli has over 25 years of experience in the telecommunications industry, in a variety of operational and sales support roles. He has worked with numerous governments, financial, healthcare, enterprise customers including equipment manufactures and contractors to deliver custom, reliable solutions. Mr. Cardarelli has managed multiple greenfield network expansion projects, including most recently in Miami and Boston. Over the course of his career, he has constructed and enabled thousands of fiber route miles on public and private rights of ways connecting enterprise and critical public and private data centers. Before joining Lightpath in 2021, Mr. Cardarelli held leadership positions at several companies, including Verizon, AboveNet, Lighttower and Crown Castle. He served as Head of Sales Engineering at Crown Castle Fiber from 2015-2021. During his time at Lighttower, from 2010-2015, Mr. Cardarelli oversaw multiple acquisitions and expansion into

Washington D.C., Virginia, and Chicago. Mr. Cardarelli was with AboveNet from 1999 through 2010 and helped build out and expand the network in New Jersey, New York City, Connecticut, and Baltimore. Prior to joining AboveNet, Mr. Cardarelli was with Verizon from 1997-1999. Mr. Cardarelli received his bachelor's degree in finance from St. John's University in New York.

Nat Tafuri – VP of Construction and Operations

Nat Tafuri has recently joined Lightpath Fiber as the Vice President of Construction and Operations. His responsibilities include the engineering and construction of fiber networks throughout the US. Prior to joining Lightpath, Nat Tafuri was the Executive Vice President of fiber engineering and construction at Wyer Group. In his role, Mr. Tafuri lead a team of professionals to drive low-cost fiber internet connectivity across communities throughout the US. His responsibilities included FTTH engineering, construction, procurement, materials management, and overall internal and external project management. Mr. Tafuri managed a team of professionals that self-performed fiber installation, fiber splicing, open trench conduit placement and a horizontal boring. As senior vice president of data center operations at DataBank, after the recent acquisition of Zayo's colocation segment, zColo, Mr Tafuri lead global data center operations for the DataBank portfolio, which includes more than 60+ facilities in North America and Europe. Mr. Tafuri was responsible for managing teams that oversaw engineering, construction, maintenance, service delivery, and data center operations.

With nearly 30 years of experience, Mr. Tafuri has held leadership positions with telecommunications and data center companies beginning with MFS Communications in 1991. At MFS, he managed the national deployment of switch and colocation facilities during deregulation in the telecommunications industry. Mr. Tafuri held a similar role with Level 3 Communications building facilities across their national network. When he joined Zayo Group in 2009, Mr. Tafuri took on the challenge of network deployment across all cell tower projects in the United States for the Fiber-to-the-Tower (FTT) group. In 2011, he moved into his current position, leading the launch of Zayo's colocation business. He has also led due diligence and integration efforts for Zayo's data center acquisitions.

Mr. Tafuri's core focus is in the day-to-day operations, customer service delivery, design, construction and maintaining of Telecommunication/Data Center facilities at the national/global level. His job function includes the re-design of existing facilities to drive high power density customer requirements as well as ensuring energy efficiency across the facility infrastructure.

EXHIBIT F - CONFIDENTIAL FINANCIAL INFORMATION

**Will be filed separately as confidential, under seal*

EXHIBIT G - CONFIDENTIAL FINANCIAL INFORMATION

**Will be filed separately as confidential, under seal*

EXHIBIT H - BOND

TENNESSEE PUBLIC UTILITY COMMISSION

TENNESSEE TELECOMMUNICATIONS SERVICE PROVIDER'S SURETY BOND

Bond #: K41862233

WHEREAS, Cablevision Lightpath LLC (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 "Commission"); and

WHEREAS, Federal 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 TN PUC, 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 5th day of September, 2024 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 TN PUC 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.

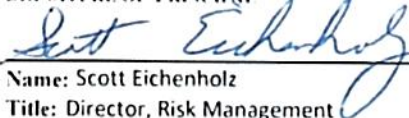
PRINCIPAL

Cablevision Lightpath LLC

Name of Company authorized by the TPUC

Company ID # as assigned by TPUC

SIGNATURE OF PRINCIPAL


Name: Scott Eichenholz
Title: Director, Risk Management

SURETY

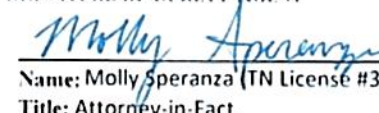
Federal Insurance Company

Name of Surety

202B Hall's Mill Road, Whitehouse Station, NJ 08889

Address of Surety

SIGNATURE OF SURETY AGENT


Name: Molly Speranza (TN License #3001456650)
Title: Attorney-in-Fact

Address of Surety Agent:
5909 Peachtree Dunwoody Road, Suite 800
Atlanta, GA 30328

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 NEW YORK

COUNTY OF Queens

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

WITNESS my hand and seal this 10th day of September, 2024.

My Commission Expires:

April 26, 2027


Notary Public

Amy P. Pfail
Notary Public, State of New York
Reg. No. 01PF0006279
Qualified in Nassau County
Commission Expires April 26, 2027

ACKNOWLEDGMENT OF SURETY

STATE OF GEORGIA

COUNTY OF Gwinnett

Before me, a Notary Public of the State and County aforesaid, personally appeared Molly Speranza with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing bond on behalf of Federal Insurance Company, 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 5th day of September, 2024.

My Commission Expires:

December 18th, 2026


Notary Public Kimberly Chatmon


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:

CHUBB

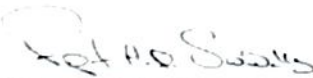
Power of Attorney

Federal Insurance Company | Vigilant Insurance Company | Pacific Indemnity Company
Westchester Fire Insurance Company | ACE American Insurance Company

Know All by These Presents, that **FEDERAL INSURANCE COMPANY**, an Indiana corporation, **VIGILANT INSURANCE COMPANY**, a New York corporation, **PACIFIC INDEMNITY COMPANY**, a Wisconsin corporation, **WESTCHESTER FIRE INSURANCE COMPANY** and **ACE AMERICAN INSURANCE COMPANY** corporations of the Commonwealth of Pennsylvania, do each hereby constitute and appoint **John E. Genet, Jarrod N. Hitt, Frank Kinnett and Molly Speranza of Atlanta, Georgia**-----

each as their true and lawful Attorney-in-Fact to execute under such designation in their names and to affix their corporate seals to and deliver for and on their behalf as surety thereon or otherwise, bonds and undertakings and other writings obligatory in the nature thereof (other than bail bonds) given or executed in the course of business, and any instruments amending or altering the same, and consents to the modification or alteration of any instrument referred to in said bonds or obligations.

In Witness Whereof, said **FEDERAL INSURANCE COMPANY, VIGILANT INSURANCE COMPANY, PACIFIC INDEMNITY COMPANY, WESTCHESTER FIRE INSURANCE COMPANY** and **ACE AMERICAN INSURANCE COMPANY** have each executed and attested these presents and affixed their corporate seals on this **8th** day of **April 2024**.


Rupert HD Swindells, Assistant Secretary


Warren Eichhorn, Vice President



STATE OF NEW JERSEY
County of Hunterdon

ss

On this **8th** day of **April, 2024** before me, a Notary Public of New Jersey, personally came **Rupert HD Swindells** and **Warren Eichhorn**, to me known to be Assistant Secretary and Vice President, respectively, of **FEDERAL INSURANCE COMPANY, VIGILANT INSURANCE COMPANY, PACIFIC INDEMNITY COMPANY, WESTCHESTER FIRE INSURANCE COMPANY** and **ACE AMERICAN INSURANCE COMPANY**, the companies which executed the foregoing Power of Attorney, and the said **Rupert HD Swindells** and **Warren Eichhorn**, being by me duly sworn, severally and each for himself did depose and say that they are Assistant Secretary and Vice President, respectively, of **FEDERAL INSURANCE COMPANY, VIGILANT INSURANCE COMPANY, PACIFIC INDEMNITY COMPANY, WESTCHESTER FIRE INSURANCE COMPANY** and **ACE AMERICAN INSURANCE COMPANY** and know the corporate seals thereof, that the seals affixed to the foregoing Power of Attorney are such corporate seals and were thereto affixed by authority of said Companies, and that their signatures as such officers were duly affixed and subscribed by like authority.

Notarial Seal



Albert Contursi
NOTARY PUBLIC OF NEW JERSEY
No 50202169
Commission Expires August 22, 2027


Notary Public

CERTIFICATION

Resolutions adopted by the Boards of Directors of **FEDERAL INSURANCE COMPANY, VIGILANT INSURANCE COMPANY, and PACIFIC INDEMNITY COMPANY** on August 30, 2016, **WESTCHESTER FIRE INSURANCE COMPANY** on December 11, 2006, and **ACE AMERICAN INSURANCE COMPANY** on March 20, 2009.

"RESOLVED, that the following authorizations relate to the execution, for and on behalf of the Company, of bonds, undertakings, recognizances, contracts and other written commitments of the Company entered into in the ordinary course of business [each a "Written Commitment"]:

- (1) Each of the Chairman, the President and the Vice Presidents of the Company is hereby authorized to execute any Written Commitment for and on behalf of the Company, under the seal of the Company or otherwise.
- (2) Each duly appointed attorney-in-fact of the Company is hereby authorized to execute any Written Commitment for and on behalf of the Company, under the seal of the Company or otherwise, to the extent that such action is authorized by the grant of powers provided for in such person's written appointment as such attorney-in-fact.
- (3) Each of the Chairman, the President and the Vice Presidents of the Company is hereby authorized, for and on behalf of the Company, to appoint in writing any person the attorney-in-fact of the Company with full power and authority to execute, for and on behalf of the Company, under the seal of the Company or otherwise, such Written Commitments of the Company as may be specified in such written appointment, which specification may be by general type or class of Written Commitments or by specification of one or more particular Written Commitments.
- (4) Each of the Chairman, the President and the Vice Presidents of the Company is hereby authorized, for and on behalf of the Company, to delegate in writing to any other officer of the Company the authority to execute, for and on behalf of the Company, under the Company's seal or otherwise, such Written Commitments of the Company as are specified in such written delegation, which specification may be by general type or class of Written Commitments or by specification of one or more particular Written Commitments.
- (5) The signature of any officer or other person executing any Written Commitment or appointment or delegation pursuant to this Resolution, and the seal of the Company, may be affixed by facsimile on such Written Commitment or written appointment or delegation.

FURTHER RESOLVED, that the foregoing Resolution shall not be deemed to be an exclusive statement of the powers and authority of officers, employees and other persons to act for and on behalf of the Company, and such Resolution shall not limit or otherwise affect the exercise of any such power or authority otherwise validly granted or vested."

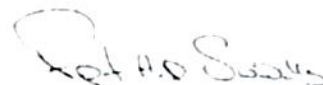
I, **Rupert HD Swindells**, Assistant Secretary of **FEDERAL INSURANCE COMPANY, VIGILANT INSURANCE COMPANY, PACIFIC INDEMNITY COMPANY, WESTCHESTER FIRE INSURANCE COMPANY** and **ACE AMERICAN INSURANCE COMPANY** (the "Companies") do hereby certify that

- (i) the foregoing Resolutions adopted by the Board of Directors of the Companies are true, correct and in full force and effect,
- (ii) the foregoing Power of Attorney is true, correct and in full force and effect.

Given under my hand and seals of said Companies at Whitehouse Station, NJ, this

September 5, 2024




Rupert HD Swindells, Assistant Secretary

IN THE EVENT YOU WISH TO VERIFY THE AUTHENTICITY OF THIS FOND OR NOTIFY US OF ANY OTHER MATTER, PLEASE CONTACT US AT
Telephone (908) 903-1443 Fax (908) 903-3656 e-mail: surety@chubb.com

EXHIBIT I - SMALL AND MINORITY BUSINESS PLAN

EXHIBIT I - SMALL AND MINORITY-OWNED
TELECOMMUNICATIONS BUSINESS
PARTICIPATION PLAN

CABLEVISION LIGHTPATH LLC

SEPTEMBER 2024

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

SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN

Pursuant to T.C.A. §65-5-112, as amended, Cablevision Lightpath LLC (“Lightpath”) submits this small and minority-owned Telecommunications business participation plan (the “Plan”) along with its Application for a Certificate of Public Convenience and Necessity to provide competing intrastate and local exchange services in Tennessee.

I. PURPOSE

The purpose of §65-5-112 is to provide opportunities for small and minority-owned businesses to provide goods and services to Telecommunications service providers. Lightpath 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. Lightpath 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, Lightpath will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to Lightpath of such opportunities. Lightpath’s representatives have already contacted the Department of Economic and Community Development, the administrator of the small and minority-owned Telecommunications assistance program, to obtain a list of qualified vendors. Moreover, Lightpath will seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement process.

SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN

II. DEFINITIONS

As defined in §65-5-112.

Minority-Owned Business. Minority-owned business shall mean a business which is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000).

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

III. ADMINISTRATION

Lightpath'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 Lightpath's full efforts to provide equal opportunities for small and minority-owned businesses.

The Administrator of the Plan will be:

Kevin Delouise
Cablevision Lightpath LLC
1111 Stewart Avenue
Bethpage NY 11714
Telephone: 304-777-1026
Email: kevin.delouise@lightpathfiber.com
CC: contracts@lightpathfiber.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.

SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN

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

In performance of these duties, the Administrator will utilize a number of resources, including:

Chambers of Commerce

The Tennessee Department of Economic and Community Development

The United States Department of Commerce

Small Business Administration

Office of Minority Business

The National Minority Supplier Development Counsel

The National Association of Women Business Owners

The National Association of Minority Contractors

Historically Black Colleges, Universities, and Minority Institutions

The efforts to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above. Additional efforts to provide opportunities to small and minority-owned businesses will include offering, where

SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN

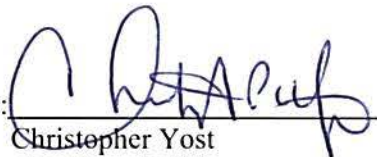
appropriate and feasible, small and minority-owned businesses assistance with technical, insurance, bonding, licensing, production, and deadline requirements.

IV. RECORDS AND COMPLIANCE REPORTS

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

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

Cablevision Lightpath LLC

By: 
Christopher Yost
Chief Legal Officer

Dated: September 18, 2024

**EXHIBIT J -
NOTICE OF FILING
AND LIST OF
ILECS**

BEFORE THE TENNESSEE REGULATORY AUTHORITY

IN THE MATTER OF THE APPLICATION)
OF CABLEVISION LIGHTPATH LLC)
FOR A CERTIFICATE)
TO PROVIDE COMPETING LOCAL)
TELECOMMUNICATIONS SERVICES)

NOTICE OF FILING

TO: ALL INCUMBENT LOCAL EXCHANGE CARRIERS (ILECS)

PLEASE TAKE NOTICE, that in accordance with the Tennessee Regulatory Authority Rules for the Provision of Competitive Intrastate Telecommunications Services, you are hereby given notice that on September 18, 2024, Cablevision Lightpath LLC filed an Application for a Certificate of Public Convenience and Necessity to Provide Competing Local Telecommunications Services.

This 18 day of September, 2024.

Cablevision Lightpath LLC

BY: _____

Exhibit J - Incumbent Local Exchange Telephone
Companies in Tennessee

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

EXHIBIT K - TESTIMONY

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

**APPLICATION OF CABLEVISION
LIGHTPATH LLC FOR A
CERTIFICATE TO PROVIDE
COMPETING LOCAL TELEPHONE
SERVICES**

PRE-FILED TESTIMONY OF CHRISTOPHER YOST

**INFORMATION THAT MUST BE INCLUDED IN A SWORN PRE-
FILED TESTIMONY**

I, Christopher Yost, do hereby testify as follows in support of the application of Cablevision Lightpath LLC (“Lightpath”) for a Certificate of convenience and necessity as a competing telecommunications services provider to provide telecommunication services throughout the State of Tennessee.

Q: Please state your full name, business address, and position.

A: Christopher Yost, 1111 Stewart Avenue, Bethpage NY 11714. Chief Legal Officer and General Counsel.

Q: Please briefly describe your duties.

A: I serve as Chief Legal Officer and General Counsel of Cablevision Lightpath LLC (which, collectively with its subsidiaries, is referred to as “Lightpath”). My duties include providing a myriad of legal services to Lightpath.

Q: Please describe your business experience and educational background.

A: I am a seasoned General Counsel with nearly 25 years of experience building and providing legal services and operations for several telecommunications' infrastructure businesses. My experience includes key roles at Level 3 Communications as it built and deployed a multi-conduit

and fiber long haul and metro network system throughout the United States and globally. In 2007, I assumed a General Counsel role at Zayo Group as it acquired and integrated the telecom infrastructure businesses of more than 40 businesses through the United States. I have broad experience guiding successful business decision making in complex commercial transactions, M&A, litigation, employment, regulatory, real estate, and corporate compliance. I began my legal career as an associate in the litigation department at the global law firm Akin, Gump Strauss Hauer & Feld in Washington D.C. I received my B.S. Degree in Political Science and Government from Western Michigan University and my law degree from the Columbus School of Law at the Catholic University of America in Washington D.C.

Q: Are all statements in Cablevision Lightpath LLC's application true and correct to the best of your knowledge, information and belief?

A: Yes

Q: Please describe the current corporate structure of Cablevision Lightpath LLC:

A: Cablevision Lightpath LLC is wholly owned by Lightpath Holdings LLC. Further information on the current corporate structure can be found in Exhibit A.

Q: Does Cablevision Lightpath LLC possess the requisite managerial, financial, and technical abilities to provide the services for which it has applied for authority?

A: Yes, Cablevision Lightpath LLC possesses the requisite managerial, financial, and technical abilities to provide the services applied for.

Q: Please describe Cablevision Lightpath LLC's financial qualifications.

A: Cablevision Lightpath LLC has the financial resources to adequately provide service in Tennessee. As further detailed in the confidential attachments, Exhibit F and G, we are providing details of Lightpath's financial resources. Lightpath has maintained a steady business and the cost of provision of service in Tennessee will not strain its resources.

Q: Please describe Cablevision Lightpath LLC's managerial and technical qualifications.

A: Cablevision Lightpath LLC is managed by a competent team of professionals with extensive experience in the telecommunications industry. Their experience and qualifications are described in Exhibit E and E1.

Q: What services will Cablevision Lightpath LLC offer?

A: Cablevision Lightpath LLC is proposing to construct a high-speed, fiber optic network, and provide dark fiber services, conduit and fiber optic telecommunications services.

Q: Will Cablevision Lightpath LLC offer service to all consumers within its service area?

A: As a business-to-business organization, Cablevision Lightpath LLC will offer service to all business consumers within its service area.

Q: Does Cablevision Lightpath LLC 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?

A: At the time of this application, Cablevision Lightpath LLC is focusing on the Nashville metropolitan region which does not have fewer than 100,000 total access lines.

Q: Will the granting of a certificate of convenience and necessity to Cablevision Lightpath LLC serve the public interest?

A: Yes, the granting of a certificate of convenience and necessity will serve the public interest. Lightpath's network deployment will benefit Tennessee by providing jobs to the local community. Lightpath intends to use local subcontractors and vendors to help construct a new telecommunications network. The grant of this Application will promote the public interest by increasing competition in the provision of high-speed telecommunications services. The Applicant intends to offer dark fiber services,

high-capacity conduit and fiber optic telecommunications services and to expand the telecommunications infrastructure. In doing so, Lightpath will participate in the competitive telecommunications market in Tennessee, which will contribute to reducing prices to competitive levels and to enhancing the availability of high-quality transport services. Lightpath provides services to the local education sector, governments, public facilities, and businesses of all sizes in our current service areas and hopes to provide the same services to Tennessee businesses.

Q: Does Cablevision Lightpath LLC intend to comply with all TRA rules, statues, and orders pertaining to the provision of telecommunications services in Tennessee, including those for disconnection and reconnection of service?

A: Yes

Q: Has any state ever denied Cablevision Lightpath LLC or one of its affiliates authorization to provide intrastate service?

A: At the time of this application, no state has ever denied Cablevision Lightpath LLC or its affiliates authorization to provide intrastate service.

Q: Has any state ever revoked the certification of Cablevision Lightpath LLC or one of its affiliates?

A: At the time of this application, no state has ever revoked Cablevision Lightpath LLC or its affiliates' certifications.

Q: Has Cablevision Lightpath LLC or one of its affiliates ever been investigated or sanctioned by any regulatory authority for service or billing irregularities?

A: At the time of this application Cablevision Lightpath LLC and its affiliates have never been investigated or sanctioned by any regulatory authorities for service or billing irregularities.

Q: Who is knowledgeable about Cablevision Lightpath LLC's operations and will serve as Cablevision Lightpath LLC's regulatory and customer service contact?

A: I am knowledgeable about our operations and will serve as the regulatory contact. Michael Sharpe, VP of Network Control Ctr/Cst Svc, will serve as the customer service contact. Mr. Sharpe can be reached at 516-803-8070 or Michael.Sharpe@lightpathfiber.com.

Q: Please explain in detail Cablevision Lightpath LLC's proposed procedures for responding to information requests from the TRA and its staff.

A: Cablevision Lightpath LLC has a dedicated internal team and legal counsel that will respond in a timely manner to information requests from TRA and its staff. Lightpath's policy will be to work closely with the TRA and its staff to ensure all information requests are thoroughly addressed.

Q: Does this conclude your testimony?

A: Yes.

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



Christopher Yost
Chief Legal Officer
Cablevision Lightpath LLC

Respectfully submitted this 18 day of September, 2024.

Notary Public State of New York

County of Nassau

My commission expires May 31, 2026

