

Morgan Lewis

Ronald W. Del Sesto, Jr.
Stephany Fan
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PUBLIC UTILITIES COMMISSION

May 13, 2019

VIA OVERNIGHT COURIER

Luly Massaro, Clerk
Rhode Island Public Utilities Commission
89 Jefferson Boulevard
Warwick, RI 02888-1046

Re: Hudson Fiber Network Inc. Application for Authority as a Class I and Class VI Telecommunications Service Provider in the State of Rhode Island

Dear Ms. Massaro:

On behalf of Hudson Fiber Network Inc. ("Applicant"), enclosed for filing are an original and three (3) copies of the above-referenced Application and a check in the amount of \$300.00 made payable to the State of Rhode Island, to cover the requisite filing fee.

Applicant requests confidential treatment of Exhibit D. The information submitted as Exhibit D constitutes commercially sensitive and competitively significant financial and business information that is not otherwise released to the public. Unrestricted availability of this information would provide competitors with knowledge that would be otherwise unavailable and could place Applicant at a competitive disadvantage. Confidential and trade secret treatment is therefore required to avoid commercial and competitive injury.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,



Ronald W. Del Sesto, Jr.
Stephany Fan

Counsel for the Applicant

Morgan, Lewis & Bockius LLP

1111 Pennsylvania Avenue, NW
Washington, DC 20004
United States

📞 +1.202.739.3000
📠 +1.202.739.3001

**BEFORE THE
RHODE ISLAND PUBLIC UTILITIES COMMISSION**

_____)
In the Matter of)
)
Hudson Fiber Network Inc.)
) Docket No. _____
Application for Authority as a Class I)
and Class VI Telecommunications Service)
Provider in the State of Rhode Island)
_____)

STATEMENT OF BUSINESS OPERATIONS

Hudson Fiber Network Inc. (“HFN” or “Applicant”), by its undersigned counsel and pursuant to the Rhode Island Public Utilities Commission (“Commission”) order in Docket No. 2129, hereby files this Statement of Business Operations (“SBO”) to authorize it to provide Class I telecommunications services (and to the extent not encompassed by an authorization as a Class I provider, authorization to provide Class VI telecommunications services), including but not limited to facilities-based local exchange telecommunications services and facilities-based interexchange services, throughout the State of Rhode Island.

In support of this Application, Applicant hereby provides the following information:

a. Corporate name, complete address, telephone/fax numbers, e-mail address

Hudson Fiber Network Inc.
3030 Warrenville Road, Suite 340
Lisle, IL 60532
Tel: 630-505-3800
Email: compliance@util.extenetsystems.com

Applicant is a New Jersey corporation. Applicant’s Certificate of Formation is attached as Exhibit A. Attached as Exhibit B is Applicant’s authorization to transact business from the Rhode Island Secretary of State.

b. Local Company name, complete address, telephone/fax numbers, e-mail address

Hudson Fiber Network Inc.
3030 Warrenville Road, Suite 340
Lisle, IL 60532
Tel: 630-505-3800
Email: general@extenetsystems.com

c. Business locations

Applicant does not have a business office in the State of Rhode Island. Applicant will manage its Rhode Island operations from its corporate headquarters in Illinois. Applicant will notify the Commission if it opens a business office in the State of Rhode Island in the future.

d. Service agent, complete address, telephone/fax numbers, e-mail address

Corporation Service Company
222 Jefferson Boulevard, Suite 200
Warwick, RI 02888

e. Attorney of record, complete address, telephone/fax numbers, e-mail address

Ronald W. Del Sesto, Jr.
Stephany Fan
Morgan Lewis & Bockius LLP
1111 Pennsylvania Ave., N.W.
Washington, DC 20004
202-739-3000 (tel)
202-739-3001 (fax)
ronald.delsesto@morganlewis.com
stephany.fan@morganlewis.com

f. Corporate officers and major stockholders or partners holding a ten percent or greater equity interest.

The principal officers of Applicant, who are listed below, may be reached at Applicant's principal place of business listed in (a) above.

Jim Hyde – President
Rich Coyle – Executive Vice President
Dan Timm – Executive Vice President and Treasurer
Anthony Lehv – Senior Vice President and Secretary

Applicant is a direct, wholly owned subsidiary of Hudson Fiber Holdings, Inc. (“HF Holdings”), a Delaware corporation. HF Holdings is a direct, wholly owned of ExteNet Systems, Inc. (“ESI”), a privately held Delaware corporation and a direct, wholly owned subsidiary of Odyssey Acquisition, LLC (“Odyssey”), a Delaware limited liability company. Odyssey is an indirect, wholly owned subsidiary of Mount Royal Holdings, LLC (“Parent”), a Delaware limited liability company. Parent has executive offices located at 750 Park of Commerce Drive, Suite 200, Boca Raton, Florida 33487. Parent has no majority owner, but rather is owned by multiple private equity firms and certain individuals in management of ESI and its subsidiaries (collectively, “ExteNet”). A corporate organization chart is attached as Exhibit C.

g. General description of operations.

Founded in 2002, ExteNet designs, builds, owns and operates distributed networks for use by national and regional wireless service providers (“WSPs”) in key strategic markets in North America. Using fiber-fed distributed antenna systems, small cells, Wi-Fi and other technologies, ExteNet deploys distributed networks to enhance coverage and capacity and enable superior wireless service in both outdoor and indoor environments. Primary markets addressed by ExteNet include outdoor distributed networks in a variety of densely occupied or heavily traveled settings, and venues used for sports and entertainment events, the hospitality industry, commercial buildings, and healthcare facilities. ExteNet also provides private lines or IP-based transport services to other carrier and enterprise customers. Collectively, ExteNet currently holds authorizations to provide intrastate telecommunications services in the District of Columbia and every state except Alaska, Iowa, Maine, Montana, North Dakota, Vermont, and Wyoming.¹

¹ ESI also anticipates seeking authorization to provide telecommunications services in Vermont. ESI subsidiaries that are authorized to provide intrastate telecommunications services in one or more states are: ESI

Applicant will primarily provide point-to-point telecommunications services such as Private Line, Ethernet, Wavelength, and similar services to wholesale customers (e.g., other carriers and providers), government customers, and health care, education, financial services, and other enterprise customers. Applicant will provide services primarily using its own facilities and facilities leased from other carriers, but also seeks authority to provide service via resale arrangements. Applicant provides most of its services using fiber optic cable along with other equipment and facilities to originate, terminate, and amplify signals. Applicant does not have any current plans to provide switched voice local retail services or switched voice interexchange services to customers in Rhode Island.

Applicant is currently authorized to provide telecommunications services in the states of Illinois, New Jersey and New York. In addition to Rhode Island, Applicant is in the process of seeking authorization to provide intrastate telecommunications services in the following jurisdictions: California, Connecticut, the District of Columbia (pending), Florida (pending), Georgia (pending), Indiana, Kentucky (pending), Louisiana, Massachusetts, Maryland, Michigan (pending), Minnesota, Missouri, Nevada (pending), North Carolina, Ohio, Oklahoma, Pennsylvania, Tennessee, Utah, Virginia, Washington, and Wisconsin. Applicant has not been denied requested certification in any jurisdiction, nor has any permit, license, or certificate been revoked by any authority.

Given that Applicant does not maintain financial statements separate from the consolidated financial statements of Applicant's parent company, ESI, Applicant will rely on the financial statements of ESI to demonstrate Applicant's financial qualification to operate within Rhode

Advanced Wireless Networks, LLC, ExteNet Systems (California) LLC, ExteNet Systems (New York), Inc., ExteNet Systems (Virginia) LLC, Hudson Fiber Network, Inc. and Telecommunication Properties, Inc.

Island. ESI is a privately owned company that does not release its financial statements to the public. Applicant therefore requests confidential treatment of the financial statements. Accordingly, the most recent audited financial statements for ESI are provided *under seal* as Exhibit D.

h. Description, in detail, of the customer service organization to be employed in serving carriers and end users.

Applicant will not have any employees of its own and will instead enter into a Management Agreement with its parent, ESI. Therefore, Applicant will operate through ESI's same customer service, technical, operational and managerial personnel, who shall thus be managed and operated by ESI's capable, experienced executives and employees who possess extensive managerial, financial, and technical experience in the telecommunications industry. These individuals have both highly effective management skills and considerable telecommunications expertise. The biographies of these key executives are submitted as evidence that Applicant possesses the managerial qualifications required for the provision of telecommunications services on behalf of Applicant. Biographies of the key personnel that will be managing Applicant are provided as Exhibit E. Applicant will have the managerial and technical capability necessary to provide high quality services to customers in Rhode Island.

i. Customer service contact, complete address, telephone/fax numbers, e-mail address

Applicant will not have residential or non-carrier customers but for billing, maintenance or other technical concerns, carrier customers may contact Applicant's Network Operations Center ("NOC") at 888-436-3690 or by emailing noc@hudsonfiber.com. In addition, the individual the Commission should contact regarding customer inquiries is:

Matt Simpson
Hudson Fiber Network Inc.
Executive Director, Network Operations Center
3030 Warrenville Rd., Suite 340
Lisle, IL 60532
Tel: 888-436-3690
noc@hudsonfiber.com

j. Regulatory complete address, telephone/fax numbers, e-mail address

The Commission should contact the following person for questions regarding Applicant's ongoing operations, including but not limited to general regulatory questions, Applicant's annual and other periodic reports and regulatory fees:

Brian Kirk
Deputy General Counsel
ExteNet Systems, Inc.
3030 Warrenville Rd., Suite 340
Lisle, IL 60532
Tel: 630-505-3800
compliance@util.extenetsystems.com

k. Company website URL, if available

The Applicant's website is located at www.extenetsystems.com.

i. Public Interest Considerations

Applicant asserts that grant of this application will serve the public interest. Applicant may deploy and expand a competitive telecommunications infrastructure in the State of Rhode Island, thereby driving prices closer to costs and ensuring just and reasonable rates in addition to promoting efficiency in the delivery of services and in the development of new services. Applicant will provide customers high quality, cost effective telecommunications services, with an emphasis on customer service. Applicant historically has provided high-bandwidth, low-latency fiber-base solutions to customers primarily in Illinois, New Jersey and New York where HFN is authorized to provide intrastate telecommunications service. In addition, Applicant provides domestic

(interstate) telecommunications services pursuant to authorization. Applicant was acquired by ESI in 2018 and is expanding its network reach and service offerings. Applicant also has experience in providing competitive and innovative products through its parent, ESI. Given that Applicant and ESI share the same management team, Applicant's customers will benefit from that team's knowledge and experience in the Rhode Island market. Applicant expects to offer customers a wide array of services, thus providing Rhode Island consumers greater choice for innovative and technologically advanced telecommunications services, high quality customer service, and competitive prices.

WHEREFORE, Hudson Fiber Network Inc., respectfully requests that the Commission grant it authority to provide Class I and Class VI telecommunications services throughout the State of Rhode Island.

Respectfully submitted,



Ronald W. Del Sesto, Jr.
Stephany Fan
Morgan Lewis & Bockius LLP
1111 Pennsylvania Ave., N.W.
Washington, DC 20004
202-739-3000 (tel)
202-739-3001 (fax)
ronald.delsesto@morganlewis.com
stephany.fan@morganlewis.com

Counsel for Hudson Fiber Network Inc.

Dated: May 13, 2019

LIST OF EXHIBITS

Exhibit A	Certificate of Formation
Exhibit B	Authority to Transact Business
Exhibit C	Organization Chart
Exhibit D	Financial Statements [CONFIDENTIAL - SUBMITTED UNDER SEAL]
Exhibit E	Management Biographies
Verification	

EXHIBIT A

Certificate of Formation

121
FILED

AUG 9 1 2018

STATE TREASURER

**SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
HUDSON FIBER NETWORK INC**

400230408

Pursuant to N.J.S.A. 14A:9-5:

Dated: August 31, 2018

Pursuant to the provisions of Section 14A:9-5, Corporations, General, of the New Jersey Statutes, the undersigned:

ARTICLE I

The name of the Corporation is Hudson Fiber Network Inc (the "Corporation").

ARTICLE II

The purpose for which this corporation is organized is to engage in any activity within the purposes for which corporations may be organized under N.J.S.A. 14A:1-1 et seq., including operating as a data transport and IP service provider, and offering services in the areas of purpose built networks, low latency networks, direct Internet access, private lines, wireless solutions, management, gigabit Ethernet, optical wave solutions, and IP connectivity aspects.

ARTICLE III

The aggregate number of shares of stock which the Corporation shall have authority to issue is one (1) share of Common Stock. All shares shall be Common Stock with a par value of \$0.0001 per share.

ARTICLE IV

The address of the Corporation's current registered office of the Corporation in the State of New Jersey is Princeton South Corporate Center, Suite 160, 100 Charles Ewing Blvd., Ewing, NJ 08628. The name of the Corporation's current registered agent at that address is Corporation Service Company.

ARTICLE V

The duration of the Corporation is perpetual.

ARTICLE VI

This Second Amended and Restated Certificate of Incorporation of the Corporation shall become effective at 11:59 p.m. on Friday, August 31, 2018.

ARTICLE VII

The total number of directors constituting the current Board of Directors of the Corporation is three (3). The names and addresses of the directors are as follows:

<u>Name</u>	<u>Address</u>
Maro Ganzl	3030 Warrenville Road Suite 340 Lisle, Illinois 60532
Brian McMullen	3030 Warrenville Road Suite 340 Lisle, Illinois 60532
Ross W. Manire	3030 Warrenville Road Suite 340 Lisle, Illinois 60532

ARTICLE VIII

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, the number of members of which shall be set forth in the Bylaws of the Corporation. Election of directors need not be by ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE IX

In furtherance and not in limitation of the power conferred upon the Board of Directors by law, the Board of Directors is expressly authorized to make, adopt, alter, amend and repeal, from time to time, the Bylaws of the Corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal Bylaws made by the directors.

ARTICLE X

Personal Liability of Directors

1. To the fullest extent that the laws of the State of Delaware, as the same exist or may hereafter be amended, permit elimination of the personal liability of directors, no director of this Corporation shall be personally liable to this Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

2. The provisions of this Article X shall be deemed to be a contract with each director of this Corporation who serves as such at any time while this Article X is in effect, and each such director shall be deemed to be serving as such in reliance on the provisions of this Article X. Any amendment or repeal of this Article X or adoption of any Bylaw of this Corporation or other provision of the Second Amended and Restated Certificate of Incorporation of this Corporation (this "Certificate of Incorporation") which has the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or any

failure to act, by a director of this Corporation prior to such amendment, repeal, Bylaw or other provision becoming effective.

ARTICLE XI

The Corporation shall have the right, subject to any express provisions or restrictions contained in this Certificate of Incorporation or the Bylaws of the Corporation, from time to time, to amend, alter or repeal any provision of this Certificate of Incorporation in any manner now or hereafter provided by law, and all rights and powers of any kind conferred upon a director or stockholder of the Corporation by this Certificate of Incorporation or any amendment thereof are conferred subject to such right.

ARTICLE XII

The Corporation shall indemnify directors and officers of the Corporation to the fullest extent permitted by law.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the undersigned corporation has caused this Second Amended and Restated Certificate of Incorporation to be executed on its behalf by its duly authorized officer as of the date first written above.

HUDSON FIBER NETWORK INC

By: 
Name: Daniel L. Timm
Title: Vice-President

[Signature Page to Second Amended and Restated Certificate of Incorporation of Hudson Network Fiber Inc]

**CERTIFICATE REQUIRED TO BE FILED WITH THE
SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
HUDSON FIBER NETWORK INC**

Pursuant to N.J.S.A. 14A:9-5(5)

Dated: August 31, 2018

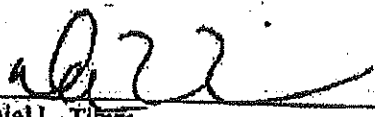
The undersigned corporation does hereby certify as follows:

1. The name of the Corporation is Hudson Fiber Network Inc (the "Corporation"). Its New Jersey Identification Number is 0400230408.
2. Attached hereto is the Second Amended and Restated Certificate of Incorporation of the Corporation, which was adopted on August 31, 2018 by the sole shareholder of the Corporation.
3. 100 shares of the Corporation's common stock were entitled to vote with respect to the adoption of the Second Amended and Restated Certificate of Incorporation.
4. 100 shares of the Corporation's common stock were voted in favor of the adoption of the Second Amended and Restated Certificate of Incorporation and no shares were voted against.
5. Shareholder approval of the Second Amended and Restated Certificate of Incorporation was given without a meeting by unanimous written consent of the shareholders pursuant to N.J.S.A. 14A:5-6(5). 100 shares of the Corporation's common stock were represented by such written consent.
6. The Second Amended and Restated Certificate of Incorporation restates and further amends the Amended and Restated Certificate of Incorporation of this Corporation filed on December 18, 2014 with the State of New Jersey to (i) decrease the number of Board of Directors to three, (ii) reduce the aggregate number of shares of stock which the Corporation shall have authority to issue to one (1) share of Common Stock with a par value of \$0.0001 per share, and (iii) change the registered agent and registered office of the Corporation to Corporation Service Company and the address of the registered office of the Corporation in the State of New Jersey to Princeton South Corporate Center, Suite 160, 100 Charles Ewing Blvd., Ewing, NJ 08628.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate to be executed on its behalf by its duly authorized officer as of the date first written above.

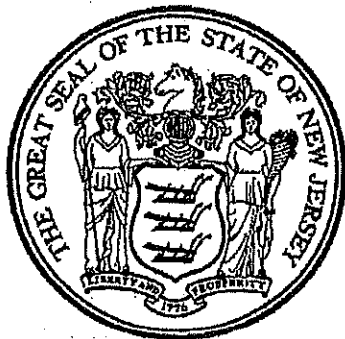
HUDSON FIBER NETWORK INC

By: 
Name: Daniel L. Timm
Title: Vice President

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)
0400230408

HUDSON FIBER NETWORK INC

I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate of Amended and Restated Incorporation
filed in this office
August 31, 2018
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.



Certificate Number: 140805336

Verify this certificate online at

https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp

IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
my Official Seal at Trenton, this
31st day of August, 2018

A handwritten signature in cursive script, appearing to read "Elizabeth Maher Muoio".

Elizabeth Maher Muoio
State Treasurer

EXHIBIT B

Authority to Transact Business in Rhode Island



State of Rhode Island and Providence Plantations
Department of State - Business Services Division

RECEIVED
 CORPORATE SERVICES
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Application for Certificate of Authority
 FOREIGN Business Corporation

→ Filing Fee: \$310.00 minimum

Pursuant to the provisions of RIGL 7-1.2-1405, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is: Hudson Fiber Network Inc		
2. It is incorporated under the laws of: New Jersey		
3. The name, if different, which it elects to use in Rhode Island is: (a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation", "company", "incorporated", or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island: (b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:		
4. The date of its incorporation is: May 6, 2008		
And the period of its duration is: CHECK ONE BOX ONLY		
<input checked="" type="checkbox"/> Perpetual (on-going) <input type="checkbox"/> Date certain for dissolution _____		
5. The address of its principal office is: 3030 Warrenville Road, Suite 340, Lisle, IL 60532		
6. The name and address of the initial registered agent/office in Rhode Island:		
Agent Name Corporation Service Company		
Street Address (NOT a P.O. Box) 222 Jefferson Boulevard, Suite 200		
City/Town Warwick	State RHODE ISLAND	Zip Code 02888

MAIL TO:
 Division of Business Services
 148 W. River Street, Providence, Rhode Island 02904-2615
 Phone: (401) 222-3040
 Website: www.sos.ri.gov

FILED
 APR 17 2019
 BY *EFJRW*
 12:04

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

see attached

8. (a) The names and respective addresses of its directors (optional, unless directors are required under the laws of the state or country of which it is incorporated):

NAME	ADDRESS
Marc Ganzl	3030 Warrenville Road, Suite 340, Lisle, IL 60532
James A. Hyde	3030 Warrenville Road, Suite 340, Lisle, IL 60532
Brian McMullen	3030 Warrenville Road, Suite 340, Lisle, IL 60532

Check the box to indicate an attachment

8. (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated):

OFFICE	NAME	ADDRESS
PRESIDENT	James A. Hyde	3030 Warrenville Road, Suite 340, Lisle, IL 60532
VICE PRESIDENT	Richard J. Coyle, Jr. (EVP)	3030 Warrenville Road, Suite 340, Lisle, IL 60532
TREASURER	Daniel L. Timm	3030 Warrenville Road, Suite 340, Lisle, IL 60532
SECRETARY	H. Anthony Lehv	3030 Warrenville Road, Suite 340, Lisle, IL 60532

Check the box to indicate an attachment

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

NUMBER OF SHARES	CLASS	SERIES	PAR VALUE OR STATE NO PAR VALUE
1	common		\$0.0001

10. An estimate, as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located. (Note: Percentage obtained from worksheet.)

2 _____ %

11. An estimate, as a percentage, of the proportion of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year compared to the gross amount thereof which will be transacted by the corporation during the following year. (Note: Percentage obtained from worksheet.)

2 _____ %

Hudson Fiber Network Inc.

The purpose for which this corporation is organized is to engage in any activity within the purposes for which corporations may be organized under NJSA 14A 1-1 et seq., including operating as a data transport and IP service provider, and offering services in the areas of purpose built networks, distributed networks, low latency networks, direct internet access, private lines, wireless solutions, management, gigabit, Ethernet, optical wave solutions and IP connectivity aspects.

12. This application must be accompanied by a Certificate of Good Standing/Letter of Status from the state or country of formation dated within 60 days of the date of this filing.

13. Date when the Certificate of Authority will be effective: **CHECK ONE BOX ONLY**

Date received (Upon filing)

Later effective date (Date must be no more than 90 days from the date of filing) _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Type or Print Name of Authorized Officer

DANIEL L. TIMM Treasurer

Date

04/12/19

Signature of Authorized Officer of the Corporation



SIGN DOCUMENT HERE

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.

**STATE OF NEW JERSEY
DEPARTMENT OF THE TREASURY
DIVISION OF REVENUE AND ENTERPRISE SERVICES
SHORT FORM STANDING**

**HUDSON FIBER NETWORK INC
0400230408**

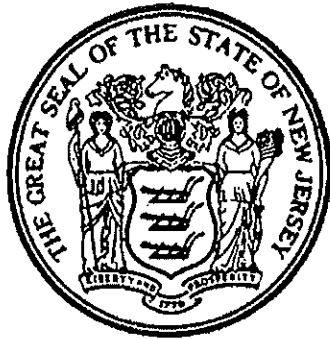
I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic For-Profit Corporation was registered by this office on May 06, 2008.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and office are:

**CORPORATION SERVICE COMPANY
PRINCETON SOUTH CORPORATE CTR
STE 160, 100 CHARLES EWING BLVD
EWING, NJ 08628**

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2019 APR 17 PM 12: 04



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Trenton, this 12th day of April, 2019.

**Elizabeth Maher Muoio
State Treasurer**

Certificate Number : 6096600372

Verify this certificate online at

https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

April 17, 2019 12:04 PM

A handwritten signature in black ink, appearing to read "Nellie M. Gorbea".

Nellie M. Gorbea
Secretary of State

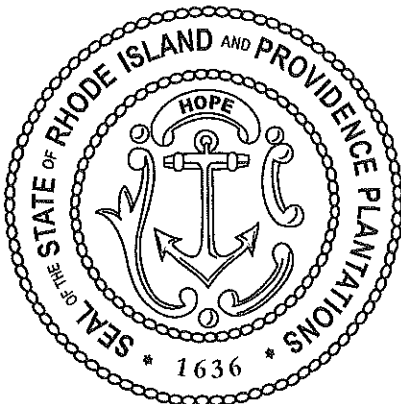
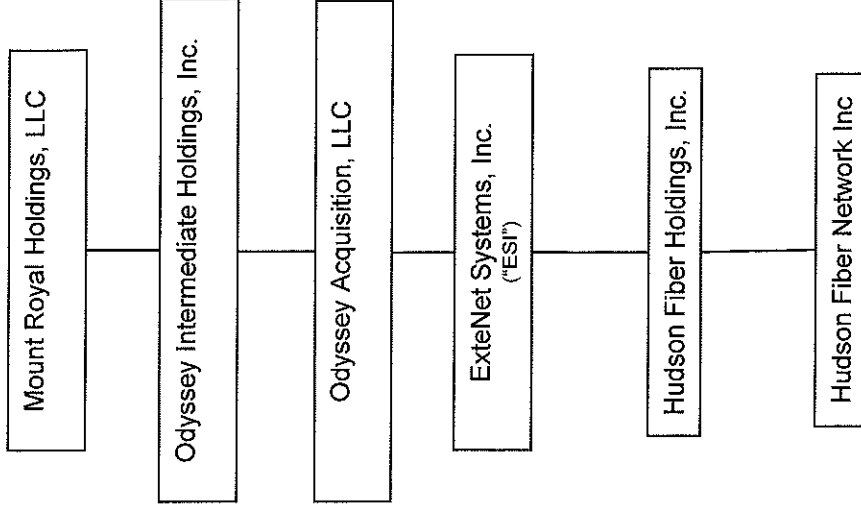


EXHIBIT C

Organization Chart

Organization Chart*



All ownership percentages depicted are 100%.

* The entities listed herein include only those entities that (1) hold authorization to provide intrastate telecommunications services in this jurisdiction or (2) are in the chain of ownership of those entities. The chart excludes all other subsidiaries of ESI.

EXHIBIT D

Financial Statements

[CONFIDENTIAL - SUBMITTED UNDER SEAL]

EXHIBIT E

Management Biographies

Applicant will be managed and operated by capable, experienced executives and employees of its indirect parent, ESI, which individuals possess extensive managerial, financial, and technical experience in the telecommunications industry. These individuals have both highly effective management skills and considerable telecommunications expertise. The biographies of these key executives are submitted as evidence that Applicant possesses the managerial and technical capability necessary to provide high quality services to customers in Rhode Island. Biographies of the key personnel that will be managing Applicant, are as follows:

James Hyde – Chief Executive Officer

James Hyde brings more than 20 years of experience in telecommunications and digital infrastructure to ExteNet as well as deep expertise in operations, general management and sales.

Prior to joining ExteNet, Mr. Hyde served as President of Prepaid Group, Wholesale, Affiliates and Strategic Partnerships at Sprint, where he led the company's efforts to build out its MVNO and prepaid services businesses. Mr. Hyde also ran a number of other business units at Sprint including Boost Mobile, Virgin Mobile, and Assurance Wireless.

Previously, Mr. Hyde was the Executive Chairman at Fastback Networks, a wireless backhaul solutions provider. Earlier in his career, Mr. Hyde held management and board director roles at GPS Industries, Lumos Networks, NTELOS Holdings and T-Mobile UK.

Mr. Hyde graduated from Arizona State University with a Bachelor of Science degree in Finance and was a member of the 1988 U.S. Olympic weightlifting team. He has been active in several industry associations including Competitive Carriers Association (CCA) and CTIA where he previously served in various leadership roles.

Richard Coyle, Executive Vice President

Richard Coyle has over twenty years of growing and improving the operational, financial and market position of businesses.

Prior to his role with ExteNet, Mr. Coyle served as Operating Partner for Fiber at Digital Bridge Holdings LLC, where was responsible for executing the firm's investments in global fiber networks and lending his operations expertise to the businesses. Previously, Mr. Coyle served as Senior Vice President of Network Operations at Wilcon, a fiber and data center infrastructure solutions provider, where he built the company into a leading fiber provider for Los Angeles-serving enterprises, carriers and dark fiber customers.

Before joining Wilcon, Mr. Coyle was Senior Vice President of Operations at Zayo Group where he led operations for their metro fiber networks throughout the United States. He has also held management roles at American Fiber Systems, IDACOMM and Sierra Pacific Resources.

Mr. Coyle graduated from City University of New York-Queens College with a degree in Accounting.

Daniel L. Timm – Executive Vice President and Treasurer

Dan Timm is an experienced senior executive, bringing to ExteNet a combination of investor

perspective and managerial capabilities across all functional areas, with a record of demonstrated success in many growing companies. Throughout his career, Dan has built and led management teams, effectively managed relationships with all stakeholders, and played key roles in corporate acquisitions, divestitures, recapitalizations and IPOs. He has significant experience across a broad spectrum of industries, including communications services and infrastructure, contract electronics manufacturing, food processing, transaction processing, business process outsourcing, healthcare services, IT services, and specialty pharmaceuticals.

Prior to joining ExteNet, Dan was an operating partner with GTCR Golder Rauner, where he was a director for numerous companies (public and private, large and small), acting as GTCR's primary interface with senior company executives and other constituents. He also has served as SVP and CFO of Chatham Technologies, president and director of The Bruss Company, and senior associate at Ridge Capital (a middle market focused private equity firm). He began his career at PricewaterhouseCoopers, advancing to manager of M&A consulting.

Dan earned an MBA in Finance from the University of Chicago, a BS in Accountancy from the University of Illinois-Urbana and is a CPA.

H. Anthony Lehv – Senior Vice President & Secretary

H. Anthony Lehv joined ExteNet in 2016 and has brought extensive legal skills and experience to the company, with more than 20 years as a telecommunications and business lawyer in private practice and corporate law departments. Mr. Lehv was most recently a Partner in the telecommunications and real estate practice at Prince, Lobel & Tye, a Boston-based law firm, where he represented tower companies and DAS and small cell providers. He previously served as the General Counsel and Corporate Secretary at NextG Networks through its sale to Crown Castle in 2012. In addition, Anthony was a Senior Vice President and Associate General Counsel with American Tower Corporation from 2001 to 2011. Mr. Lehv began his career as an attorney in private practice in Washington, D.C. representing telecommunications and media companies. Mr. Lehv received his JD summa cum laude from The American University Washington College of Law and his BA in History from the University of Michigan.

STATE OF ILLINOIS
COUNTY OF DU PAGE

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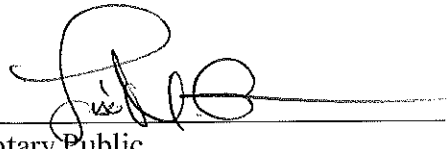
VERIFICATION

I, H. Anthony Lehv, hereby certify: that I am Senior Vice President and Secretary of Hudson Fiber Network Inc. (the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.



H. Anthony Lehv
Senior Vice President and Secretary
Hudson Fiber Network Inc.

Sworn and subscribed before me this 30 day of April, 2019.



Notary Public

My commission expires Oct. 24, 2021

