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**BEFORE THE
PUBLIC SERVICE COMMISSION OF UTAH**

In the Matter of the Joint Application of

**Crown Castle Fiber LLC,
Crown Castle NG West LLC, and
NewPath Networks, LLC**

for (1) Approval of a *Pro Forma*
Consolidation, (2) Approval for the Crown
Castle NG West LLC Certificate to Be
Transferred to Crown Castle Fiber LLC or, in
the Alternative, Issuance of a New
Certificate, and (3) Exemption from Utah
Code Ann. § 54-8b-18 and Commission Rule
R746-349-5

JOINT APPLICATION

**Docket No. 18-2445-01
Docket No. 18-2512-01**

JOINT APPLICATION

Crown Castle Fiber LLC (“Crown Fiber”), Crown Castle NG West LLC (“CCNG-West”), and NewPath Networks, LLC (“NewPath”) (NewPath, with CCNG-West, the “Consolidating Entities”) (the Consolidating Entities together with Crown Fiber, “Applicants”), by their undersigned representatives and pursuant to *Utah Code Ann.* § 54-4-30 and the rules of the Utah Public Service Commission (“Commission”), respectfully request Commission approval of a proposed *Pro Forma* Consolidation (as defined below) involving Applicants, which

will result in Crown Fiber owning the assets of the Consolidating Entities, including the Certificate of Public Convenience and Necessity (“Certificate”) of CCNG-West. In the event that the Commission determines the Certificate granted to CCNG-West cannot be transferred to Crown Fiber, Applicants request a separate Certificate be granted to Crown Fiber. Applicants request that the Certificates of the Consolidating Entities not transferred to Crown Fiber be cancelled upon notification that the *Pro Forma* Consolidation is completed. Also as a result of the *Pro Forma* Consolidation, Crown Fiber will become the service provider for the customers of CCNG-West and NewPath. Additionally, Applicants notify the Commission of a planned change in the intermediate ownership structure between Crown Fiber and its ultimate parent, Crown Castle International Corp.(“CCIC”), which will occur as a result of the *Pro Forma* Consolidation. Applicants also request a waiver of Utah Code Ann. § 54-8b-18 and Utah Admin. Code R746-349-5.

In support of this filing, Applicants provide the following information:

I. INTRODUCTION AND REQUEST FOR APPROVAL BY DECEMBER 1, 2018

The *Pro Forma* Consolidation is part of a series of intra-company transactions that will simplify the corporate structure of the Applicants’ ultimate parent company, CCIC. Subject to the receipt of applicable regulatory approvals, the Applicants propose to complete the *Pro Forma* Consolidation as soon as possible but no later than December 31, 2018. Applicants therefore request the Commission grant approval of this Application no later than December 1, 2018, in order to allow them to undertake the numerous corporate steps necessary to complete the *Pro Forma* Consolidation within that timeframe.

Applicants do not anticipate any opposition to the approval of this Application and therefore request that this Application be adjudicated informally without a hearing under Utah Code Ann. § 54-8b-3(b) and Utah Admin. Code R746-1-104(1)(a), (1)(c) and R746-110-1. Applicants also request that, pursuant to Utah Admin. Code R746-110-1, the Commission waive the 20-day tentative period for an order issued in an informally adjudicated proceeding, and instead issue a final order effective on the date of issuance.

II. DESCRIPTION OF THE APPLICANTS

Applicants are indirect, wholly owned subsidiaries of CCIC, a publicly traded corporation (NYSE: CCI) that is incorporated under the laws of the State of Delaware. Crown Fiber¹ is a New York limited liability company formed on December 24, 2001. A copy of Crown Fiber's formation documents, as amended, are attached hereto as **Exhibit A**. Attached as **Exhibit B** is a copy of Crown Fiber's Certificate of Authority to Transact Business as a foreign limited liability company in Utah. CCNG-West (formerly known as Crown Castle NG West, Inc. and NextG Networks of California, Inc. d/b/a NextG Networks West) is a Delaware limited liability company. NewPath is a New Jersey limited liability company. Applicants' corporate headquarters is located at 1220 Augusta Drive, Suite 600, Houston, TX 77057.

Applicants and/or their affiliates are authorized to provide telecommunications services in the District of Columbia and all states except Alaska, Montana and Wyoming. In Utah, CCNG-West is authorized to provide public telecommunications services pursuant to a Certificate granted in Docket No. 04-2445-01 on March 30, 2005.² NewPath is authorized to provide

¹ Crown Fiber was previously known as Lighttower Fiber Networks II, LLC.

² The Certificate was originally granted to NextG Networks of California, Inc. d/b/a NextG Networks West ("NextG"). The Commission approved a name change from NextG to CCNG-West in

distributed antenna system services pursuant to a Certificate granted in Docket No. 09-2512-01 on February 9, 2010.³ Applicants are authorized to provide interstate telecommunications services by the Federal Communications Commission (“FCC”). Crown Fiber also holds authority from the FCC to provide international telecommunications services.

Applicants are managed by individuals with significant experience in the telecommunications industry. Applicants’ operations are directed by the corporate management, technical, and operations staffs responsible for the telecommunications operations of Crown Fiber and its affiliates. A description of the background of Crown Fiber’s key personnel, which demonstrates the extensive telecommunications experience of Crown Fiber’s management team, is provided as **Exhibit C**.

Applicants do not maintain financial statements separate from the consolidated financial statements of their ultimate parent company, CCIC. For purposes of this Application, Crown Fiber will rely on the financial statements of CCIC to demonstrate Crown Fiber’s financial qualification to operate within Utah. The most recent annual consolidated financial statement of CCIC, excluding the notes, is provided as **Exhibit D**.⁴ As shown in the financial statement, Crown Fiber is financially qualified to operate within the State of Utah.

Docket No. 14-2445-01 on January 26, 2015. As part of the *Pro Forma* Consolidation, CCNG-West will be consolidated into Crown Fiber, with Crown Fiber surviving the merger.

³ As part of the *Pro Forma* Consolidation, NewPath will be consolidated into Crown Fiber, with Crown Fiber surviving the merger.

⁴ The complete financial statements from CCIC are available at:
<http://investor.crowncastle.com/financial-information/sec-filings?c=107530&p=irol-sec>.

III. CONTACTS

Questions or any correspondence, orders, or other materials pertaining to this filing should be directed to the following.

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Parsons Behle & Latimer
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and:

Fernanda Biehl
Manager, Regulatory Affairs - Fiber
Crown Castle Fiber
2000 Corporate Drive
Canonsburg, PA 15317
Tel: 703-434-8533
Fax: 703-434-8510
PUC.Correspondence@crowncastle.com

IV. DESCRIPTION OF THE TRANSACTION

Applicants and certain of their affiliates plan to undertake a series of intra-company transactions whereby certain of Crown Fiber's operating company affiliates will be consolidated into Crown Fiber and certain of Crown Fiber's parent companies will also be consolidated (the "Pro Forma Consolidation"). The *Pro Forma* Consolidation is being undertaken, in part, to streamline the corporate structure and operations of over 20 operating entities of CCIC that

provide fiber-based services into a single unified and rebranded operating entity;⁵ Crown Castle Fiber LLC. The series of planned intra-company transactions will also involve a change in the intermediate corporate holding company structure between CCIC and Crown Fiber.

Upon completion of the *Pro Forma* Consolidation, Crown Fiber will be a direct, wholly owned subsidiary of Crown Castle Fiber Holdings Corp., a Delaware corporation, which is currently a Delaware limited liability company named LTS Group Holdings, LLC⁶ and a direct, wholly owned subsidiary of Crown Castle Operating Company (“CCOC”). CCOC is a Delaware corporation and a direct, wholly owned subsidiary of CCIC, a publicly traded corporation (NYSE: CCI) that is incorporated under the laws of the State of Delaware.

Charts depicting the pre- and post- *Pro Forma* Consolidation ownership structure of Applicants are attached as **Exhibit E**. Upon completion of the *Pro Forma* Consolidation, the Consolidating Entities will cease to exist and Crown Fiber will provide the fiber-based services to the existing customers of the Consolidating Entities pursuant to the same contracts and other service arrangements those customers currently have with the Consolidating Entities.

V. PUBLIC INTEREST CONSIDERATIONS

The *Pro Forma* Consolidation is entirely internal. The *Pro Forma* Consolidation will simplify CCIC’s existing corporate structure, reduce its reporting and accounting burdens and provide other operational efficiencies. The *Pro Forma* Consolidation will allow CCIC’s business

⁵ Certain other operating entities that do not operate in Utah may be retained for other reasons.

⁶ As part of the *Pro Forma* Consolidation, LTS Group Holdings, LLC will convert from a Delaware limited liability company into a Delaware corporation and be renamed Crown Castle Fiber Holdings Corp. Upon completion of the *Pro Forma* Consolidation, Crown Castle Fiber Holdings Corp. will be a direct, wholly owned subsidiary of CCOC.

units to take advantage of their core focus and strengths to the benefit of their customers. As a result of the efficiencies and focus, CCIC and its subsidiaries will become stronger competitors to the ultimate benefit of consumers.

After the *Pro Forma* Consolidation is undertaken, Crown Fiber will remain technically and managerially qualified to provide competitive telecommunications services in Utah. Crown Fiber's operations will be directed by the existing corporate management, technical, and operations' staffs responsible for the telecommunications operations of Applicants and their affiliates today. A description of the background of Crown Fiber's key personnel, which demonstrates the extensive telecommunications experience of Crown Fiber's management team, is provided as Exhibit C.

Crown Fiber will continue to possess the requisite financial resources to provide telecommunications services in Utah. Crown Fiber does not maintain financial statements separate from the consolidated financial statements of its ultimate parent company, CCIC. The most recent annual consolidated financial statement of CCIC, excluding the notes, is provided as Exhibit D.⁷ As shown in the financial statement, Crown Fiber will remain financially qualified to operate within the State of Utah following consummation of the *Pro Forma* Consolidation.

The *Pro Forma* Consolidation will be virtually seamless to customers and will not result in any change to their services. The rates, terms and conditions of their services will not change as a result of these purely intra-company changes. Customers are currently invoiced under the Consolidating Entities' respective names so the only change for customers will be that invoices following consummation of the *Pro Forma* Consolidation will be sent using the Crown Castle

⁷ The complete financial statements of CCIC are available at:
<http://investor.crowncastle.com/financial-information/sec-filings?c=107530&p=irol-sec>.

Fiber name. All customers will be notified of the *Pro Forma* Consolidation pursuant to their contracts with the Consolidating Entities consistent with the sample notice provided in **Exhibit F**.

The proposed reorganization of CCIC's corporate structure will provide the company with greater flexibility for future equity and debt transactions, which will increase its access to capital and benefit Crown Fiber and Applicants' customers. In sum, these corporate structure changes will increase the overall company's efficiency and make it more attractive to potential creditors, which should improve its access to debt and equity capital. This will enable both the holding company and its operating subsidiaries to keep their cost of capital low.

VI. REQUEST FOR EXEMPTION

Pursuant to Utah Code Ann. § 54-8b-3, Applicants request an exemption from the requirements of Utah Code Ann. § 54-8b-18 and Utah Admin. Code R746-349-5. Applicants' customers are wholesale and enterprise customers that receive service pursuant to individually negotiated contracts with the Consolidating Entities. Obtaining the authorization and verification from each of the affected customers would be a burdensome process and would therefore impose an undue hardship on Applicants. As discussed above, affected customers will be notified of the proposed transaction and the change in their telecommunications provider from the Consolidating Entities to Crown Fiber and there will be no changes in the prices, terms or conditions of service. The legal rights of the affected customers therefore will not be prejudiced by a waiver of the rule.

VII. INFORMATION REQUIRED BY R746-349-7

Pursuant to R746-349-7, Applicants provide the following information:

a. identification that it is not an ILEC,

Applicants confirm that none of the Applicants or their affiliates is an ILEC in Utah.

b. identification that it seeks approval of the application pursuant to this rule,

Applicants confirm that they seek approval of the application pursuant to the informal adjudication process set forth in this rule.

c. a reasonably detailed description of the transaction for which approval is sought,

A detailed description of the *Pro Forma* Consolidation is provided in Section III, above, and the corporate organization pre- and post-*Pro Forma* Consolidation is included in Exhibit E.

d. a copy of any filings required by the Federal Communications Commission or any other state utility regulatory agency in connection with the transaction, and

Applicants expect to request approval for the *Pro Forma* Consolidation (not including applications seeking authorization for Crown Fiber to provide intrastate telecommunications services) from the utility regulatory agencies (“PUCs”) in the following jurisdictions in addition to Utah: Arizona, California, Colorado, Delaware, the District of Columbia, Georgia, Hawaii, Indiana, Louisiana, Maryland, Minnesota, Mississippi, Nebraska, New Jersey, New York, Ohio, Oklahoma, Oregon, Pennsylvania, South Dakota, and Virginia. Due to the voluminous nature of these state filings, most of which contain the same basic information, Applicants have only attached as **Exhibit G** a copy of the Hawaii filing (excluding exhibits) requesting approval. Applicants are also providing pre- or post-closing written or verbal notice to the PUCs in all other states where Applicants’ affiliates are authorized to provide intrastate telecommunications services. Due to the voluminous and repetitive nature of the notices to be sent to these PUCs, Applicants have not included copies of the notice filings. In addition, Applicants expect to request approval from the

FCC for the *Pro Forma* Consolidation with respect to certain wireless and experimental licenses held by CCNG-West and other of Applicants' affiliates not operating in Utah. Applicants will provide copies of any additional filings at the request of the Commission.

- e. **copies of any notices, correspondence or orders from any federal agency or any other state utility regulatory agency reviewing the transaction which is the subject of the application.**

Applicants have not yet received any orders from any PUC from which Applicants are seeking approval for the Transaction. To the extent requested by the Commission, Applicants will forward any orders or similar actions approving or denying approval of the Transaction.

VIII. INFORMATION REQUIRED BY UTAH ADMIN. CODE R746-349

Crown Fiber submits the following information pursuant to Utah Admin. Code R746-349 in support of the request to transfer the CCNG-West Certificate to Crown Fiber, or in the alternative, for new Certificate to be issued to Crown Fiber.

1. Crown Fiber's legal name is Crown Castle Fiber LLC. Crown Fiber may be reached at its offices at:

Crown Castle Fiber LLC
2000 Corporate Drive
Canonsburg, PA 15317
724-416-2000 (tel)
724-416-2130 (fax)
www.fiber.crowncastle.com

2. R746-349-3(A)(16). Proof of authority to conduct business. A copy of Crown Fiber's formation documents, as amended, are attached hereto as **Exhibit A**. Attached as **Exhibit B** is a copy of Crown Fiber's Certificate of Authority to Transact Business as a foreign limited liability company in Utah.

3. Questions concerning the ongoing operations and regulatory issues of Crown Fiber following certification should be directed to:

Fernanda Biehl
Manager, Regulatory Affairs – Fiber
Crown Castle Fiber
2000 Corporate Drive
Canonsburg, PA 15317
Tel: 703-434-8533
Fax: 703-434-8510
PUC.Correspondence@crowncastle.com

The Commission should contact the following person regarding consumer inquiries:

Fernanda Biehl
Manager, Regulatory Affairs – Fiber
Crown Castle Fiber
2000 Corporate Drive
Canonsburg, PA 15317
Tel: 703-434-8533
Fax: 703-434-8510
PUC.Correspondence@crowncastle.com

5. Crown Fiber's registered agent in the State of Utah is:

CT Corporation System
1108 East South Union Avenue
Midvale, UT 84047

6. Crown Fiber's toll-free customer service number is: 1-888-583-4237.

7. R746-349-3(A)(3). Facilities to be used. Crown Fiber will primarily provide services using its own facilities and facilities leased from other carriers. Crown Fiber will use existing network infrastructure, including fiber optic lines, poles, conduits, ducts and other access methods, where appropriate to provide its services. Crown Fiber does not have plans to deploy specific facilities in Utah at this time.

8. R746-349-3(A)(4). Services to be offered.

8(a) R746-349-3(A)(4)(a). Classes of customers. Crown Fiber will primarily provide services to wholesale (e.g., other carriers), and customers in government, health care, education, financial services, and other enterprises. At this time, Crown Fiber does not have plans to serve residential customers.

8(b) R746-349-3(A)(4)(b). Location of service. Crown Fiber seeks authority to operate in all areas with the exception of any exchange with fewer than 5000 access lines that is owned or controlled by an incumbent telephone corporation with fewer than 30,000 access lines in the state.

8(c) R746-349-3(A)(4)(c). Services Offered. Crown Fiber's business is building communications solutions for enterprise and carrier customers individually for each project's needs. Crown Fiber will primarily provide Private Line, including Ethernet and Wavelength, services. Crown Fiber may also provide SONET, Dark Fiber, Dedicated Internet Access and Collocation services to these classes of customers should the market warrant such services. Crown Fiber does not plan to offer prepaid local exchange and interexchange services. Crown Fiber seeks the full range of resold and facilities-based local exchange, access and interexchange authority so that it can have the flexibility in provisioning services in the future. Crown Fiber will continuously monitor and maintain a high level of control over its network on a 24-hours-a-day, 7-days-a-week basis.

9. R746-349-3(A)(5). Access to standard services. Because Crown Fiber does not intend to provide voice services, it will not provide access to ordinary intraLATA and interLATA

message toll calling, operator services, directory assistance, directory listings, and emergency services.

10. R746-349-3(A)(7). Professional experience and education of managerial personnel and personnel responsible for Utah operations. As stated above, responsibility for Crown Fiber's operations will be directed by the existing corporate management, technical, and operations staffs responsible for the telecommunications operations of Applicants and their affiliates today. A description of the background of Crown Fiber's key personnel, which demonstrates the extensive telecommunications experience of Crown Fiber's management team, is provided as Exhibit C.

11. R746-349-3(A)(1), R746-349-3(A)(9)–(12). Financial abilities. For purposes of this Application, Crown Fiber will rely on the financial statements of CCIC provided as Exhibit D to this Application to demonstrate Crown Fiber's financial qualification to operate within Utah. As shown in the financial statement, Crown Fiber has access to the financing and capital necessary to conduct the telecommunications operations in the State of Utah as specified in this Application.

11(a) R746-349-3(A)(9). Chart of accounts. Crown Fiber's chart of accounts including account numbers, names, and brief descriptions is attached hereto as Confidential Exhibit H. Please note that the information provided in Confidential Exhibit H is proprietary and has been attached in a sealed envelope marked "**Confidential – Subject to Public Service Commission of Utah Rule R746-1-602 and 603.**" As it contains sensitive information regarding Crown Fiber's business operations, Crown Fiber respectfully requests that this information be

treated confidentially and not be released to any member of the public absent Crown Fiber's prior written permission.

11(b) R746-349-3(A)(10)(a)–(d). Financial Statements. Crown Fiber does not maintain financial statements separate from the consolidated financial statements of its ultimate parent company, CCIC. The most recent annual consolidated financial statement of CCIC is provided as **Exhibit D**. As shown in the financial statement, Crown Fiber is financially qualified to operate within the State of Utah.

11(c) R746-349-3(A)(11)(a) and (b). Sufficient projected and verifiable cash flow. Paragraph 12, below, provides evidence of a sufficient projected and verifiable cash flow to meet cash needs as shown in Crown Fiber's three-year projection of expected operations.

11(d) R746-349-3(A)(2), R746-349-3(A)(11)(c). Bond requirement. Crown Fiber respectfully requests a waiver of the requirement in R746-349-3(A)(2)(c) for proof of a bond in the amount of \$100,000. Crown Fiber will not require Utah retail customers to make a service deposit. Further, as demonstrated by the financial information provided as **Exhibit D**, Crown Fiber has the financial resources to cover other liabilities to Utah telecommunications customers.

12. R746-349-3(A)(12). Five-year projection of expected operations.

12(a) R746-349-3(12)(a). Income and cash flow statements. The most recent consolidated financial statement of Crown Fiber's ultimate parent company, CCIC, including income statements and cash flow, are attached as **Exhibit D**.

12(b) R746-349-3(A)(12)(b). Types of technology to be deployed. Crown Fiber will primarily provide services using its own facilities and facilities leased from other carriers.

Crown Fiber will use existing network infrastructure, including fiber optic lines, poles, conduits, ducts and other access methods, where appropriate to provide its services.

12(c) R746-349-3(A)(12)(c). Maps of facilities locations. Crown Fiber will utilize the existing facilities of the Consolidating Entities and other carriers. Crown Fiber does not have plans to deploy specific facilities in Utah at this time. Accordingly, Crown Fiber has not yet determined the exact location of any other facilities or descriptions of the specific facilities to be deployed in the future.

13. R746-349-3(A)(6), R746-349-3(A)(13). Implementation schedule. Crown Fiber proposes to begin providing telecommunications service in Utah no later than January 1, 2019 or as soon as possible after the grant of this Application. Applicants seek expedited approval so that they can complete the transfer of Utah customers no later than December 31, 2018.

14. R746-349-3(A)(1), R746-349-3(A)(14). Technical and managerial abilities. Crown Fiber is technically and managerially qualified to provide competitive local exchange and interexchange services in Utah. Crown Fiber's operations will be directed by the existing corporate management, technical, and operations' staffs responsible for the telecommunications operations of Applicants and their affiliates today. A description of the background of Crown Fiber's key personnel, which demonstrates the extensive telecommunications experience of Crown Fiber's management team, is provided as **Exhibit C**.

Crown Fiber is currently authorized and provides telecommunications services in Connecticut, Delaware, District of Columbia, Florida, Georgia, Illinois, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, Rhode Island, Texas, Vermont and Virginia. Crown Fiber also holds authority from the FCC to provide

domestic and international telecommunications services. Upon completion of the *Pro Forma* Consolidation, Crown Fiber will be authorized to provide telecommunications services in the same jurisdictions as its affiliates. Applicant has not been denied requested certification in any jurisdiction, nor has any permit, license, or certificate been permanently revoked by any authority.

15. R746-349-3(A)(8). Employees. Crown Fiber's Utah operations will be directed by its management team located at Crown Fiber's offices in Canonsburg, Pennsylvania. In lieu of an organizational chart, Crown Fiber offers the biographies of its key personnel set forth in Exhibit C to satisfy R746-349-3(A)(8).

16. R746-349-3(A)(1), R746-349-3(A)(15). Public interest. Please see Section IV, above.

17. R746-349-3(A)(17)–(18). Unauthorized switching, solicitation of new customers, and prevention of unauthorized switching or other illegal activities. Crown Fiber has not had any such complaints filed against it in any jurisdiction. While Crown Fiber does not have a written slamming policy, Crown Fiber intends to comply with all applicable laws.

IX. CONCLUSION

WHEREFORE, for the reasons set forth above, Applicants request the Commission grant all authority necessary for Crown Castle Fiber LLC to acquire the customers and certain of the assets (including the CCNG-West Certificate) of Crown Castle NG West LLC and NewPath Networks, LLC. In the event that the Commission determines the Certificate granted to CCNG-West cannot be transferred to Crown Fiber, Applicants request a separate Certificate be granted to Crown Fiber. Further, Applicants request that the Commission act on this Application by

December 1, 2018, so that Applicants can complete the *Pro Forma* Consolidation no later than December 31, 2018.

Respectfully submitted this 24th day of August, 2018.

PARSONS BEHEL & LATIMER



William J. Evans
Attorneys for Applicants
Counsel for Applicants

LIST OF EXHIBITS

Exhibit A	Formation Documents of Crown Fiber
Exhibit B	Authority to Transact Business for Crown Fiber
Exhibit C	Management Biographies for Crown Fiber
Exhibit D	Financial Information for CCIC
Exhibit E	Current and Post- <i>Pro Forma</i> Consolidation Charts
Exhibit F	Sample Customer Notice
Exhibit G	Hawaii Application
Exhibit H	Chart of Accounts [CONFIDENTIAL - SUBMITTED UNDER SEAL]
Verification	