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for Applicant EarthGrid PBC

BEFORE THE UTAH PUBLIC SERVICE COMMISSION

In the Matter of the Application of EARTHGRID PBC for a Certificate of Public Convenience and Necessity to Provide Resold and Facilities- Based Public Telecommunications Services within the State of Utah	Docket No. 21-2631-01 AMENDED APPLICATION
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AMENDED APPLICATION

EarthGrid PBC (“EG PBC” or “Applicant”), by its undersigned counsel and pursuant to Chapter 8b of Title 54 of the Utah Code; the Commission’s Rules of Practice and Procedure, Utah Admin. Code §§ 746-349-1 et seq.; and the federal Telecommunications Act of 1996, 47 U.S.C. §§ 151 et seq., hereby applies to the Utah Public Service Commission for a certificate of public convenience and necessity (“CPCN”) authorizing Applicant to operate as a provider of facilities-based and resold local exchange, access and interexchange public telecommunications services in the State of Utah.

In support of its application, EG PBC provides the following information.

1. GENERAL INFORMATION

A. Corporate Information

Applicant’s legal name is “EarthGrid PBC.” Applicant may be reached at its principal place of business:

EarthGrid PBC
1 W Barrett Avenue, Suite 5
Richmond, CA 94801
Telephone: (833) 327-8441
www.EarthGrid.io

B. EG PBC was originally formed on September 23, 2016 as a Delaware non-stock, non-profit organization under the name Red Gopher Cooperative Corp. The Certificate of Incorporation was amended on March 26, 2018 to convert to a Public Benefit Corporation. The name was changed to EarthGrid PBC on June 29, 2020. EG PBC's formation documents and amendments and its Utah Certificate of Existence are attached as **Exhibit A** and **Exhibit B**, respectively. EG PBC is a privately owned company with no majority owner, but rather is owned by a combination of its management team, multiple private professional investors, venture capital, family investment office(s) and/or high net work individual investors.

Contact Information

Correspondence or communications pertaining to this Application should be directed to:

Connie Wightman, Consultant
Inteserra Consulting Group, Inc.
151 Southhall Lane, Suite 450
Maitland, FL 32751
407-740-3002
cwightman@inteserra.com

With a copy to:

Scott Lane, COO
2625 Alcatraz Ave, Suite 111
Berkeley, CA 94705
833-327-8441
scott@EarthGrid.io

and

Troy Helming, CEO
2625 Alcatraz Ave, Suite 111
Berkeley, CA 94705
833-327-8441
scott@EarthGrid.io

Questions concerning the ongoing operations of Applicant following certification should be directed to:

Scott Lane, COO
2625 Alcatraz Ave, Suite 111
Berkeley, CA 94705
833-327-8441
scott@EarthGrid.io

Applicant's registered agent in the State of Utah is:

All-Search & Inspection, Inc.
1108 E. South Union Avenue
Midvale, UT 84047

Customer Service Information

EarthGrid PBC
Attn: Operations
2625 Alcatraz Ave, Suite 111
Berkeley, CA 94705
833-327-8441

EG PBC's toll-free number for customer inquiries is 1-(833)-327-8441.

2. R746-349-3(A)(1). Technical, Financial, and Managerial Abilities

Applicant will provide all services required to manage and operate EG PBC's assets and business in Utah with its own employees or subcontractors. Applicant's financial, technical, and managerial qualifications are stated in the body of this Application, specifically in paragraph 11, and in the Exhibits hereto.

3. R746-349-3(A)(2). Proof of Bond

Applicant provides proof of a bond in the amount of \$100,000 for customer deposits or other customer and state fund liabilities as Exhibit E.

4. R746-349-3(A)(3). Construction and Acquisition of Facilities

EarthGrid intends to acquire, lease and construct conduit, handholes, fiber optic cable and supporting equipment and facilities in the State of Utah in order to provide services to the public. No firm plans have been made for specific routes in Utah. EG PBC plans to install new conduits and may, in some cases, over-size its underground infrastructure to allow other utility and/or telecommunications providers (cable, fiber, etc.) to lease space from EG PBC in its conduits and/or tunnels underground. EG PBC intends to bury its conduits deep enough underground (e.g., 30 meters below grade) along public rights of way to be hardened against disruption. This additional underground infrastructure has the potential to increase the capacity of available telecommunications services and improve both the resilience and reliability of telecommunications services by enabling large bandwidth increases via underground tunnels that to reduce outages during weather events, natural disasters (earthquakes, volcanic eruptions, etc.) or man-made threats. Consequently, EarthGrid PBC intends to offer its secure and resilient communications facilities and services

to federal and/or state governments to protect critical infrastructure, including strategic facilities that may be vital to national security. Confidential discussions between EG PBC and one or more of these parties have already commenced.

5. R746-349-3(A)(4). Services to Be Offered

EarthGrid seeks authority to offer interexchange, transit, tandem switching, private line telecommunications, and all services that a facilities-based service provider is authorized to provide. EarthGrid intends initially to offer only lit and dark fiber to a variety of business subscribers statewide. To the extent EarthGrid provides basic local exchange service in the future, it will initially do so in the areas served by Qwest and does not plan to provide such service in the area of any small or rural local exchange carriers having fewer than 5,000 access lines.¹

6. R746-349-3(A)(5). Access to Standard Services

As noted above, EG PBC does not initially intend to offer standard local exchange services, including access toll calling, operator services, directory listings and emergency services. Instead, it will initially offer lit and dark fiber transmission facilities to business subscribers who may utilize the fiber for various communications needs, including internet transport and wireless backhaul services. If in the future EG PBC offers a standard local exchange service offering, it would provide access to ordinary intraLATA and interLATA message toll calling, operator services, directory assistance, directory listings, and emergency services through interconnection and contractual arrangements with the underlying local exchange carrier.

7. R746-349-3(A)(6). Implementation Schedule

EG PBC anticipates offering services as soon as reasonably practical after receiving approval of its Application for a CPCN.

8. R746-349-3(A)(7). Professional Experience and Education of Managerial Personnel

Applicant will be managed and operated by capable, experienced executives and employees, which individuals possess extensive managerial, financial and technical experience in the telecommunications industry. ESI's technical and managerial personnel are well qualified to direct

¹ Applicant does not seek to terminate any exemption held by a rural telephone company pursuant to 47 U.S.C. § 251(f).

the provisioning, delivery, billing and customer service for EG PBC’s proposed services. Descriptions of the extensive telecommunications and managerial experience of ESI’s key management personnel and officers are attached as **Exhibit C**.

Corporate Officer and Directors

Troy Helming – Founder & Chief Executive Officer

Scott Lane – Chief Operating Officer

Edward Cornejo – Chief Technical Officer, Fiber

Chris Gerlach – Advisory Board

Rachelle Chong, J.D. – Advisory Board & legal team leader (former FCC Commissioner)

9. R746-349-3(A)(8). Employee Organization Chart

In lieu of an employee organization chart, EC PBC offers the biographies of its key personnel set forth in **Exhibit C** to satisfy R746-349-3(A)(8). Although EG PBC’s management team will be based in California, it will utilize local labor and other local services and equipment to construct and maintain networks in Utah.

10. R746-349-3(A)(9). Chart of Accounts

The financial information contained in **Confidential Exhibit D** was compile in accordance with Generally Accepted Accounting Principles (“GAAP”). **Exhibit G** includes the Company’s Chart of Accounts.

11. R746-349-3(A)(10). Financial Statements

EG PBC is financially qualified to provide facilities-based and resold public telecommunications services in Utah. In particular, EG PBC has access to the financing and capital necessary to conduct its telecommunications operations as specified in this application. Financial information for Applicant and one or more of its affiliates, is provided as **Confidential Exhibit D**.

EG PBC is a privately held company, and its financial information is not publicly available. EG PBC takes all reasonable steps to protect the privacy of its financial information. In situations where EG PBC must provide its financial information to other public utilities commissions or governmental entities, it does so under seal and requests confidential treatment. Therefore, the

information provided in **Confidential Exhibit D** is proprietary and has been attached in a sealed envelope marked “**Confidential – Subject to Utah Public Service Commission Rules R746-1-602 and 603.**” As it contains sensitive information regarding EG PBC’s business operations, EG PBC respectfully requests that this information be treated confidentially and not be released to any member of the public absent EG PBC’s prior written permission.

a. R746-349-3(A)(10)(a). Balance sheet, income statement and cash flow statement

The Company’s Balance Sheet and Income Statement are attached hereto as **Confidential Exhibit D**. EG PBC respectfully requests that this exhibit be treated as Confidential Information subject to R746-1-602 and 603.

b. R746-349-3(A)(10)(b). Letter from management

Confidential Exhibit D includes a verification attesting to the accuracy of the financial statements and that the statements were prepared according to GAAP.

c. R746-349-3(A)(10)(c). Start-up company balance sheet

EG PBC, although five years old, may be considered by some to be a start-up company. Its balance sheet is included in **Confidential Exhibit D**.

d. R746-349-3(A)(10)(d). Financial statements of parent corporation

A financial statement for one or more of EG PBC’s corporate investors or affiliates is attached as **Confidential Exhibit D**.

12. R746-349-3(A)(11). Financial Statements to Demonstrate Sufficient Financial Ability on the Part of the Applicant’s Statements

a. R746-349-3(A)(11)(a). Positive net worth

See **Confidential Exhibit D**.

b. R746-349-3(A)(11)(b). Sufficient projected and verifiable cash flow to meet cash needs as shown in a five-year projection of expected operations.

As discussed above, EG PBC has access to the financing and capital necessary to conduct its telecommunications operations. A financial statement for EG PBC is attached as **Confidential**

Exhibit D.

c. R746-349-3(A)(11)(c). Proof of bond

Applicant provides proof of a bond in the amount of \$100,000 for customer deposits or other customer and state fund liabilities as **Exhibit E.**

13. R746-349-3(A)(12). Five Year Projection of Expected Operations

a. R746-349-3(A)(12)(a). Pro forma income and cash flow statements.

See **Confidential Exhibit D** for financial status.

b. R746-349-3(A)(12)(b). Types of technology to be deployed.

EG PBC will deploy the technology specified above in Section 3 of this Application.

c. R746-349-3(A)(12)(c). Maps of facilities locations.

EG PBC does not have any existing facilities in Utah.

14. R746-349-3(A)(13). Implementation Schedule

EG PBC intends to begin offering its services as soon as reasonably practical after it receives certification.

15. R746-349-3(14). Technical and Managerial Abilities

EG PBC's technical and managerial personnel are well qualified to direct the provisioning, delivery, billing and customer service for EG PBC's proposed services. The senior management of EG PBC has great depth of experience in the telecommunications industry, and offers extensive telecommunications business, technical, and managerial expertise to EG PBC. Descriptions of the extensive telecommunications and managerial experience of EG PBC's key management personnel and officers are attached as **Exhibit C.**

a. R746-3493(14)(a). Proof of certification in other jurisdictions

Applicant is currently authorized to provide intrastate telecommunications service in California, Nevada, and Idaho. In addition to Utah, Applicant is in the process of seeking authorization to provide intrastate telecommunications services in the following

jurisdictions: Wyoming, Nebraska, Texas, Arizona, and New Mexico. Applicant has not been denied requested certification in any jurisdiction, nor has any certification been permanently revoked by any authority. To avoid duplication of documents submitted to the Commission, Applicant submits as **Exhibit F** certifications from California and Nevada.

b. R746-349-3(14)(b). 2 years of recent experience providing telecom service

EG PBC has provided distributed network services (*e.g.*, DAS, dark fiber, lit fiber, and/or small cell) on a wholesale basis for approximately 18 months in California, which is less than two years. However, EG PBC holds authorizations to provide intrastate telecommunications services in California, Nevada, and Idaho.

16. R746-349-3(A)(15). Public Interest

Granting this Application will promote the public interest by increasing competition, resiliency, reliability, security, capacity, and aesthetics (the “Benefits”) in the provision of telecommunications services in Utah. The entry of Applicant into the Utah telecommunications market will similarly enhance the Benefits in the provision of telecommunications services within the State of Utah. As a recipient of a Certificate of Public Convenience and Necessity, Applicant will bring significant benefits to telecommunications users within the State of Utah by providing: (a) lower-priced and better-quality service; (b) innovative telecommunications services including serviceable underground conduits and a roadmap to deploy quantum Internet in the state of Utah; (c) efficient use of existing communications resources by adding redundancy and increasing throughput and bandwidth at existing nodes; (d) increased diversification, resilience and reliability in the supply of communications services; (e) increased capacity for telecommunications services in underground conduit and/or tunnels, which are inherently more reliable and more aesthetically pleasing than wires and cables on overhead power poles; and (f) other Benefits as defined herein. EG PBC’s customers will benefit from its management team’s knowledge and experience in the telecommunications market. EG PBC will operate its networks and offer services designed to meet the individual needs of its customers in providing high-quality services to their end user customers in an efficient and cost-effective manner.

17. R746-349-3(A)(16). Authority to Conduct Business in Utah

Please see **Exhibit B.**

18. R746-349-3(A)(17). Unauthorized Switching, Solicitation of New Customers, and Prevention of Unauthorized Switching

No complaints have been made nor has any investigation been undertaken against Applicant or any of its affiliates for unauthorized switching (“slamming”) or any other illegal activities. Applicant will not provide dial tone.

19. R746-349-3(A)(18). Applicant’s Written Solicitation Policies

Since Applicant does not provide switched voice services to end users currently, Applicant does not have a written solicitation policy. To the extent that EG PBC provides local exchange services to end users in the future, Applicant will comply with all applicable laws and regulations to prevent the unauthorized switching of local service customers by the Applicant, its employees or agents.

WHEREFORE, EG PBC respectfully requests that the Utah Public Service Commission issue a Certificate of Public Convenience and Necessity authorizing EG PBC to provide resold and facilities-based public telecommunications services throughout the State of Utah except in local exchanges that have fewer than 5,000 lines and that are controlled by an incumbent telephone corporation with fewer than 30,000 access lines in the state.

Respectfully submitted this 16th day of August 2021.

/s/ Troy Helming

Founder & CEO
EarthGrid PBC
Applicant

LIST OF EXHIBITS

- EXHIBIT A Formation Documents
 - EXHIBIT B Certificate of Authority to Transact Business in Utah
 - EXHIBIT C Management Biographies
 - EXHIBIT D Financial Information – **Confidential**
 - EXHIBIT E Proof of Bond
 - EXHIBIT F Certifications in Other States
 - EXHIBIT G Chart of Accounts
- VERIFICATION

EXHIBIT G

Chart of Accounts

Earth Grid PBC

Account List

ACCOUNT	TYPE	DETAIL TYPE	DESCRIPTION	BALANCE
Checking (4732)	Bank	Checking		99,741.12
Accounts Receivable (A/R)	Accounts receivable (A/R)	Accounts Receivable (A/R)		4,725.00
Inventory Asset	Other Current Assets	Inventory		0.00
Uncategorized Asset	Other Current Assets	Other Current Assets		0.00
Undeposited Funds	Other Current Assets	Undeposited Funds		4,412.50
Equipment	Fixed Assets	Fixed Asset Other Tools Equipment		0.00
Accounts Payable (A/P)	Accounts payable (A/P)	Accounts Payable (A/P)		-6,400.75
Opening Balance Equity	Equity	Opening Balance Equity		0.00
Owner's Investment	Equity	Owner's Equity	Money you invested in your business	-
				148,593.41
Owner's Investment:Green Reach	Equity	Owner's Equity		-45,500.00
Owner's Investment:Other Owner Investment	Equity	Owner's Equity		-34,325.00
Owner's Investment:Pristine Sun	Equity	Owner's Equity		-15,482.38
Owner's Investment:Sustainable Solar	Equity	Owner's Equity		-43,320.00
Owner's Investment:Traverse Fitness	Equity	Owner's Equity		-3,966.03
Owner's Investment:Urban Services	Equity	Owner's Equity		-6,000.00
Owner's Pay & Personal Expenses	Equity	Owner's Equity	Money you took out of your business to pay yourself (not payroll expenses)	25,978.04
Owner's Pay & Personal Expenses:Owner's Equity	Equity	Owner's Equity		2,100.00
Owner's Pay & Personal Expenses:Pristine Sun	Equity	Owner's Equity		17,378.04
Owner's Pay & Personal Expenses:Sustainable Solar	Equity	Owner's Equity		6,500.00
Retained Earnings	Equity	Retained Earnings		0.00
Billable Expense Income	Income	Sales of Product Income		
Billable Expense Income (32)	Income	Sales of Product Income		
Business Income	Income	Service/Fee Income		
Sales	Income	Sales of Product Income		
Sales of Product Income	Income	Sales of Product Income		
Unapplied Cash Payment Income	Income	Unapplied Cash Payment Income		

Earth Grid PBC

Account List

ACCOUNT	TYPE	DETAIL TYPE	DESCRIPTION	BALANCE
Uncategorized Income	Income	Sales of Product Income		
Cost of Goods Sold	Cost of Goods Sold	Supplies & Materials - COGS		
Advertising & Marketing	Expenses	Advertising/Promotional	Ads, business cards, and other marketing costs	
Ask My Accountant	Expenses	Utilities	Flagged to review with your accountant.	
Bank Charges & Fees	Expenses	Bank Charges	Fees or charges from your bank or credit card	
Car & Truck	Expenses	Auto	Gas, repairs, insurance, and other costs for your business-only vehicle (not loan payments)	
Contractors	Expenses	Payroll Expenses	Services provided by 1099 contractors, such as landscapers, electricians, and web designers	
Dues & Subscriptions	Expenses	Dues & subscriptions		
Insurance	Expenses	Insurance	Liability, fire, theft, and other insurance for your business (not health)	
Interest Paid	Expenses	Interest Paid	Interest paid on loans, credit cards, and business vehicles	
Job Supplies	Expenses	Supplies & Materials	Supplies you bought to complete a job (not products you sell to customers)	
Legal & Professional Services	Expenses	Legal & Professional Fees	Professional services including legal, financial, accounting, and payroll	
Meals & Entertainment	Expenses	Entertainment Meals	Client meals and entertainment and travel meals (business-related only)	
Office Supplies & Software	Expenses	Office/General Administrative Expenses	Office, kitchen, and bathroom supplies, including software under \$2,500	
Other Business Expenses	Expenses	Office/General Administrative Expenses	Other expenses for your business, including training and conferences	
Purchases	Expenses	Supplies & Materials		
Reimbursable Expenses	Expenses	Supplies & Materials	Purchases you made for a customer that they will reimburse	
Rent & Lease	Expenses	Rent or Lease of Buildings	Office space, storage, vehicle, machinery, and equipment rentals and leases (short or long-term)	
Repairs & Maintenance	Expenses	Repair & Maintenance	Repairs, maintenance, and cleaning for office space and equipment	
Taxes & Licenses	Expenses	Taxes Paid	Property and business taxes, licenses, memberships, and permits (not sales tax)	
Travel	Expenses	Travel	Business travel including transportation, hotels, and tips (not meals)	
Unapplied Cash Bill Payment Expense	Expenses	Unapplied Cash Bill Payment Expense		
Uncategorized Expense	Expenses	Other Miscellaneous Service Cost		
Utilities	Expenses	Utilities	Phone, gas, electric, water, internet, and other utilities for your business	
Reconciliation Discrepancies	Other Expense	Other Miscellaneous Expense		