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Attorneys for BIF IV Intrepid OpCo LLC

BEFORE THE UTAH PUBLIC SERVICE COMMISSION

In the Matter of the Application of BIF IV INTREPID OPCO LLC for a Certificate of Public Convenience and Necessity to Provide Facilities-Based Public Telecommunications Services within the State of Utah	Docket No. 22-2634-01 APPLICATION
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APPLICATION

BIF IV Intrepid OpCo LLC (“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., applies to the Utah Public Service Commission (“Commission”) for a certificate of public convenience and necessity (“CPCN”) authorizing Applicant to operate as a provider of facilities-based intrastate public telecommunications services in the State of Utah.

In support of its Application, Applicant provides the following information pursuant to Utah Admin. Code R746-349:

I. GENERAL INFORMATION

A. Corporate Information

Applicant’s legal name is “BIF IV Intrepid OpCo LLC.” Applicant may be reached at its principal place of business:

BIF IV Intrepid OpCo LLC
c/o Brookfield Infrastructure Partners
250 Vesey Street,
Brookfield Place, 15th Floor,
New York, NY 10281-1023
Telephone: (212) 417-7000
Website: <http://www.intrepidfiber.com/>¹

Applicant is a Delaware limited liability company formed on October 28, 2021. Applicant's formation documents and its Utah Foreign Registration Statement are attached as **Exhibit A** and **Exhibit B**, respectively.

Applicant is a wholly owned subsidiary of BIF IV Intrepid Holdco LLC ("Parent"), a Delaware limited liability company. Parent is owned or controlled by Brookfield Infrastructure Fund IV funds and entities (the "BIF IV Entities") managed by Brookfield Infrastructure Partners, LP ("BIF") (BIF and its subsidiary and operating entities are collectively referred to herein as "Brookfield Infrastructure"). Brookfield Infrastructure is a leading global infrastructure company that owns and operates high-quality, essential, long-life assets in the utilities, transport, midstream and data sectors across North and South America, Asia Pacific and Europe.

B. Contact Information

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

Adam E. Weinacker
Parsons Behle & Latimer
201 South Main Street, Suite 1800
Salt Lake City, Utah 84111
801-532-1234 (tel)
801-536-6111 (fax)
AWeinacker@parsonsbehle.com

¹ As Applicant is a newly formed company that does not yet provide service, Applicant's website is not yet active.

With a copy to:

Russell M. Blau
Brett P. Ferenchak
Morgan Lewis & Bockius LLP
1111 Pennsylvania Ave., N.W.
Washington, DC 20004
202-739-3000 (tel)
202-739-3001 (fax)
russell.blau@morganlewis.com
brett.ferenchak@morganlewis.com

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

Jack Waters, CEO
c/o Brookfield Infrastructure Partners
250 Vesey Street,
Brookfield Place, 15th Floor,
New York, NY 10281-1023
212-417-7000 (tel)
jack.waters@intrepidfiber.com

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

Corporation Service Company
15 West South Temple, Suite 600
Salt Lake City, UT 84101

II. R746-349-3 FILING REQUIREMENTS

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

Applicant has sufficient financial resources and managerial and technical qualifications to initiate and maintain the services and related operations in Utah as proposed in this Application. Applicant's financial, technical, and managerial qualifications are stated in the body of this Application, specifically in Sections 7 and 11, and in the Exhibits hereto.

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

Applicant does not plan to collect customer deposits or offer any prepaid services in the State of Utah. Further, Applicant will provide service only to other communications carriers on a

wholesale basis. Accordingly, Applicant hereby respectfully requests a waiver of the bond requirement.

3. R746-349-3(A)(3). Facilities to Be Used

Applicant proposes to build a fiber-based network in Utah, which Applicant plans to construct to customer locations. Applicant will provide services primarily using its own facilities, including fiber optic cable and other equipment and facilities, to originate, terminate, and amplify signals. Applicant does not currently own or lease facilities in Utah but plans to construct facilities to provide its services. Applicant may utilize certain facilities of other providers where it does not have its own facilities and may incorporate those facilities into Applicant's network.

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

(a) R746-349-3(A)(4)(a). Classes of customers

Initially, Applicant will market and provide service only to other communications carriers on a wholesale basis. In the future, Applicant may provide, and therefore market, services to end users. Applicant's design and build solutions will allow providers to efficiently deliver data and bandwidth services to their end users. Applicant primarily will provide point-to-point telecommunications services for high-speed data transport to wholesale customers (e.g., other carriers and providers).

(b) R746-349-3(A)(4)(b). Location of service

Applicant seeks authority to provide its proposed point-to-point telecommunications services to and from all points in Utah where demand for its services arises. Importantly, however, Applicant does not seek authority to provide local exchange service (as defined in Utah Code § 54-8b-2(11)) or other circuit-switched services within any local exchange that has fewer than 5,000 lines and that is owned or controlled by an incumbent telephone corporation with fewer than 30,000 access lines in the state.

(c) R746-349-3(A)(4)(c). Types of services to be offered

As described above, Applicant proposes to build a fiber-based network in Utah, which Applicant plans to construct to customer locations. Applicant will primarily provide point-to-point telecommunications services, such as Ethernet and other similar high-bandwidth services, for high-speed data transport. Applicant will provide services primarily using its own facilities. Applicant does not currently own or lease facilities in Utah but plans to construct facilities to provide its services. Applicant intends to provide its services using fiber optic cable along with other equipment and facilities to originate, terminate, and amplify signals. Applicant does not plan to furnish switched voice services or dial tone at this time.

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

Applicant does not plan to furnish switched voice services or dial tone at this time and therefore requirements to provide access to directory assistance, directory listings, operator services and emergency services do not apply. If Applicant desires to provide local exchange service to end users in the future, it will seek to amend its CPCN to provide local exchange service and, at that time, explain how it proposes to provide access to ordinary intraLATA and interLATA message toll calling, operator services, directory assistance, directory listings, and emergency services.

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

Applicant anticipates offering services in Utah as soon as reasonably practicable after it has obtained approval of its Application for a CPCN and completed the construction of its network.

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

Applicant is managed by a highly skilled team with substantial expertise and experience in the communications industry, including extensive telecommunications business, technical, and

managerial expertise. Descriptions of the qualifications and backgrounds for the key personnel for Applicant's operations, including Applicant's officers and directors, are attached as **Exhibit C** as evidence that the Applicant possesses the technical and managerial capability necessary to provide high-quality services to customers in Utah. These biographies reflect management's substantial communications industry experience and expertise and demonstrate that the Applicant possesses significant managerial and technical expertise operating a variety of communications services. The following are the Board of Managers and officers of Applicant:

Board of Managers:

Fred Day
Hadley Peer-Marshall
Ralph Klatzkin
Roberto Marcogliese
Vishal Padiyar
Fernando Martinez

Officers:

Jack Waters, Chief Executive Officer
Hadley Peer-Marshall, Managing Director
Fred Day, President
Bill Bates, Sr. Vice President
Ralph Klatzkin, Vice President
Matthew Gross, Vice President

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

Applicant attaches as **Exhibit D** its employee organizational chart. Applicant's management team, which will be based outside Utah – primarily in Colorado and New York – will direct its Utah operations. Applicant may utilize Utah-based contractors and personnel to construct and maintain networks in Utah.

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

The requirement for a chart of accounts is typically necessary with an entity using regulated rate base or rate of return methodology so that authorities can be confident of the proper classification of revenue and expenses for end user price calculations in a monopoly environment.

This is not the financial environment surrounding the services Applicant will offer. Therefore, Applicant asks that the requirement for a chart of accounts be waived. Applicant will utilize Generally Accepted Accounting Principles (“GAAP”) and be able to track its revenue in Utah for purposes of financial reporting.

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

Applicant has sufficient financial resources to initiate and maintain the services and related operations in Utah as proposed in this Application. Applicant, as a newly formed company, does not have historical financial statements. Applicant attaches as **Confidential Exhibit E** an equity commitment letter from certain BIF IV Entities (the “Equity Commitment Letter”) and a current balance sheet. These documents demonstrate the financial resources available to Applicant to provide the proposed telecommunications services in Utah.

Because Applicant is a privately held company, its financial information is not publicly available. Applicant requests that the financial information appended hereto as **Confidential Exhibit E** be treated as confidential and proprietary. Applicant takes all reasonable steps to protect the privacy of its financial information. In situations where Applicant must provide its financial information to public utilities commissions or governmental entities, it does so under seal and requests confidential treatment. Therefore, the information provided in **Confidential Exhibit E** is proprietary and is being submitted in a sealed envelope marked “**Confidential – Subject to Utah Public Service Commission Rules R746-1-602 and 603.**” As it contains sensitive information regarding Applicant’s business operations, Applicant respectfully requests that this information be treated confidentially and not be released to any member of the public absent Applicant’s prior written permission.

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

As described above, Applicant, as a newly formed company, does not have historical financial statements. Applicant therefore attaches as **Confidential Exhibit E** the Equity Commitment Letter and a current balance sheet, which demonstrate the financial resources available to provide the proposed telecommunications services in Utah. Applicant respectfully requests that **Confidential Exhibit E** be treated as Confidential Information subject to R746-1-602 and 603.

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

Confidential Exhibit E includes a verification attesting to the accuracy of the balance sheet and that the balance sheet was prepared according to GAAP.

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

Applicant, as a newly formed company, includes its current balance sheet in **Confidential Exhibit E**.

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

While Applicant is wholly owned by Parent, Parent is a newly formed holding company that does not have historical financial statements. Parent's only asset is its ownership interest in Applicant. As stated above and provided in **Confidential Exhibit E**, BIF IV Entities have provided an Equity Commitment Letter to support Applicant's initial operations.

11. 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

As discussed above, the documents provided in Confidential Exhibit E demonstrate that Applicant has sufficient financial resources to initiate and maintain the services and related operations in Utah as proposed in this Application.

(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, the Equity Commitment Letter attached as Confidential Exhibit E and the *pro forma* financial statements provided as Confidential Exhibit F show that Applicant has access to the capital necessary to conduct its telecommunications operations in Utah. Applicant respectfully requests that Confidential Exhibit E and Confidential Exhibit F be treated as Confidential Information subject to R746-1-602 and 603.

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

As state above, Applicant does not plan to collect customer deposits or offer any prepaid services in the State of Utah. Further, Applicant will provide service only to other communications carriers on a wholesale basis. Accordingly, Applicant hereby respectfully requests a waiver of the bond requirement.

12. 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 F for *pro forma* financial statements.

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

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

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

Applicant does not have any existing facilities in Utah.

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

Applicant anticipates offering services in Utah as soon as reasonably practicable after it has obtained approval of its Application for a CPCN and completed the construction of its network.

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

Applicant has the managerial and technical qualifications necessary to provide the proposed services in Utah. Applicant is managed by a highly skilled team with substantial expertise and experience in the communications industry, including extensive telecommunications business, technical, and managerial expertise. Descriptions of the qualifications and backgrounds for the key personnel for Applicant's operations, including Applicant's officers and directors, are attached hereto as **Exhibit C**. These biographies reflect management's substantial communications industry experience and expertise and demonstrate that the Applicant possesses significant managerial and technical expertise operating a variety of communications services. Thus, Applicant possesses the managerial and technical qualifications necessary to operate a competitive telecommunications company in Utah, consistent with the Commission's requirements.

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

Applicant is a newly formed entity and currently does not provide intrastate telecommunications services in any state. Applicant is currently authorized to provide intrastate telecommunications services in Iowa, Oregon, Washington and Wisconsin. In addition to this Application, Applicant has pending, or plans to file, applications or registrations to provide intrastate telecommunications services in other states. Applicant has not had a certification or authorization denied, suspended, terminated, or revoked by any state.

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

Applicant is a newly formed entity and currently does not provide telecommunications services. However, Applicant is managed by a highly skilled team with substantial expertise and experience in the communications industry, including extensive telecommunications business, technical, and managerial expertise.

In addition, Applicant is owned or controlled by the BIF IV Entities, which are managed by BIF. BIF is controlled by Brookfield Asset Management, one of the world's largest alternative investment management companies. Brookfield Infrastructure is a global infrastructure company that manages or controls ownership interests in a number of portfolio companies through its various funds and investments.

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

Granting this Application will promote the public interest by increasing competition in the provision of telecommunications services in Utah. The entry of Applicant into the Utah telecommunications market will enhance competition in the provision of telecommunications services within the State of Utah. By enhancing competition, 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; (c) efficient use of communications resources; and (d) increased diversification and reliability in the supply of communications services. Given the substantial expertise of Applicant's management team, Applicant's customers will benefit from that team's knowledge and experience in the Utah market. Applicant 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.

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

Applicant's Foreign Registration Statement authorizing Applicant to conduct business in Utah is attached as **Exhibit B**.

17. 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 for unauthorized switching ("slamming") or any other illegal activities. As stated above, Applicant will not provide switched voice services, including dial tone.

18. 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 Applicant 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, Applicant respectfully requests that the Utah Public Service Commission issue a CPCN authorizing Applicant to provide, throughout the State of Utah, facilities-based public telecommunications services without authority to provide local exchange service (as defined in Utah Code § 54-8b-2(11)) or other circuit-switched services within any local exchange that has fewer than 5,000 lines and that is owned or controlled by an incumbent telephone corporation with fewer than 30,000 access lines in the state. Applicant also requests that the Commission waive the requirement for Applicant to provide a bond. Applicant further respectfully requests that the Commission issue a CPCN to Applicant through an informal adjudication process, to the extent permitted under Utah Code section 54-8b-3(1)(b).

Respectfully submitted this 7th day of March, 2022.

/s/ Adam E. Weinacker

Adam E. Weinacker
Parsons Behle & Latimer

Attorneys for Applicant BIF IV Intrepid OpCo LLC

LIST OF EXHIBITS

- EXHIBIT A Formation Documents
 - EXHIBIT B Certificate of Authority to Transact Business in Utah
 - EXHIBIT C Management Biographies
 - EXHIBIT D Employee Organizational Chart
 - EXHIBIT E Financial Information – **CONFIDENTIAL**
 - EXHIBIT F Pro Forma Financial Information – **CONFIDENTIAL**
- VERIFICATION