LAW OFFICES

MESSER, CAPARELLO & SERFCEIVED-FPSC

A PROFESSIONAL ASSOCIATION

215 SOUTH MONROE STREET, SUITE 701 POST OFFICE BOX 1876

TALLAHASSEE, FLORIDA 32302-1876 TELEPHONE: (850) 222-0720

TELECOPIERS: (850) 224-4359; (850) 425-1942

00 APR 28 PM 4: 17

RECORDS AND REPORTING

April 28, 2000

ORIGINAL

BY HAND DELIVERY

Ms. Blanca Bayo, Director Division of Records and Reporting Room 110, Easley Building Florida Public Service Commission 2540 Shumard Oak Blvd. Tallahassee, Florida 32399-0850

ODDSIS-TX

Dear Ms. Bayo:

Enclosed for filing are an original and six copies of Grande Communications Networks, Inc.'s Application for Authority to Provide Alternative Local Exchange Service Within the State of Florida. Also enclosed is a check in the amount of \$250.00 for the application fee.

The financial information requested with the application is considered by the applicant to be proprietary and confidential. This information would be of use to competitors and disclosure would impede the activities of the Company. Applicant thus requests that the financial data be treated as confidential material pursuant to section 364.183, Florida Statutes. Redacted versions of the information are attached to the application.

Please acknowledge receipt of these documents by stamping the extra copy of this letter "filed" and returning the same to me.

Thank you for your assistance with this filing.

Sincerely.

Check received with filing and forwarded to Fiscal for deposit.

Fiscal to forward a copy of check

Norman H. Horton, Jr.

NHH/amb Enclosure

cc:

Mr. Ross S. Tipton Mr. Rob Hartaway

Melissa Smith, Esq.

to RAR with proof of deposit. of person who forwarded sheck:

DOCUMENT NUMBER - DATE

05274 APR 288

FPSC-RECORDS/RECORTING



** FLORIDA PUBLIC SERVICE COMMISSION **

DIVISION OF TELECOMMUNICATIONS BUREAU OF CERTIFICATION AND SERVICE EVALUATION

APPLICATION FORM for AUTHORITY TO PROVIDE ALTERNATIVE LOCAL EXCHANGE SERVICE WITHIN THE STATE OF FLORIDA

000515-TX

Instructions

- This form is used as an application for an original certificate and for approval of the assignment or transfer of an existing certificate. In the case of an assignment or transfer, the information provided shall be for the assignee or transferee (See Appendix A).
- Print or type all responses to each item requested in the application and appendices. If an item is not applicable, please explain why.
- Use a separate sheet for each answer which will not fit the allotted space.
- Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of \$250.00 to:

Florida Public Service Commission Division of Records and Reporting 2540 Shumard Oak Blvd. Tallahassee, Florida 32399-0850 (850) 413-6770

If you have questions about completing the form, contact:

Florida Public Service Commission
Division of Telecommunications
Bureau of Certification and Service Evaluation
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6600

DOCUMENT NUMBER - DATE

05274 APR 288

FPSC-RECORDS/REPORTING

APPLICATION

This i	s an application for √ (check one):
(X)	Original certificate (new company).
()	Approval of transfer of existing certificate: Example, a non-certificated company purchases an existing company and desires to retain the original certificate of authority.
()	Approval of assignment of existing certificate: Example, a certificated company purchases an existing company and desires to retain the certific of authority of that company.
()	Approval of transfer of control: Example, a company purchases 51% of certificated company. The Commission must approve the new controlling entity.
Name	of company: per meti dose of seano ser lis equi to third
Name	Grande Communications Networks, Inc. under which the applicant will do business (fictitious name, etc.): Grande Communications Networks, Inc.
s mgi	under which the applicant will do business (fictitious name, etc.): Grande Communications Networks, Inc. al mailing address (including street name & number, post office box, city, st
Officia	under which the applicant will do business (fictitious name, etc.): Grande Communications Networks, Inc. al mailing address (including street name & number, post office box, city, st
Officia	grande Communications Networks, Inc. al mailing address (including street name & number, post office box, city, stade):
Officia	grande Communications Networks, Inc. al mailing address (including street name & number, post office box, city, stade): 1801 Lavaca Street, Suite 115
Officia	grande Communications Networks, Inc. al mailing address (including street name & number, post office box, city, stade): 1801 Lavaca Street, Suite 115
Officia zip co	e under which the applicant will do business (fictitious name, etc.): Grande Communications Networks, Inc. al mailing address (including street name & number, post office box, city, stade): 1801 Lavaca Street, Suite 115 Austin, TX 78701-1329 a address (including street name & number, post office box, city, state, zip
Officia zip co	e under which the applicant will do business (fictitious name, etc.): Grande Communications Networks, Inc. al mailing address (including street name & number, post office box, city, stade): 1801 Lavaca Street, Suite 115 Austin, TX 78701-1329 a address (including street name & number, post office box, city, state, zip
Officia zip co	e under which the applicant will do business (fictitious name, etc.): Grande Communications Networks, Inc. al mailing address (including street name & number, post office box, city, stade): 1801 Lavaca Street, Suite 115 Austin, TX 78701-1329 a address (including street name & number, post office box, city, state, zip : Grande Communications Networks, Inc.

FORM PSC/CMU 8 (11/95) Required by Commission Rule Nos. 25-24.805, 25-24.810, and 25-24.815

Structure	e of organization:
(X) For () Ge	lividual () Corporation reign Corporation () Foreign Partnership neral Partnership () Limited Partnership ner
<u>If individ</u>	<u>dual,</u> provide:
Name:_	Nøt Applicable
Title:	
Address):
City/Sta	te/Zip:
Telepho	ne No.: Fax No.:
Internet	E-Mail Address:
Internet	Website Address:
If incorp	orated in Florida, provide proof of authority to operate in Florida:
(a)	The Florida Secretary of State corporate registration number:
No	t Applicable
if foreig	n corporation, provide proof of authority to operate in Florida:
(a)	The Florida Secretary of State corporate registration number:
FO	000002046

(a) The Florida Secretary of State fictitious name registration number:

FORM PSC/CMU 8 (11/95) Required by Commission Rule Nos. 25-24.805, 25-24.810, and 25-24.815

<u>lf a lir</u>	nited liability partnership, provide proof of registration to operate in Florid
(a)	The Florida Secretary of State registration number:
	artnership, provide name, title and address of all partners and a copy of the ership agreement.
Name	:
Title:	
Addr	9ss:
City/S	State/Zip:
Telep	hone No.: Fax No.:
Intern	et E-Mail Address:
Interr	et Website Address:
<u>lf a</u> limit	foreign limited partnership, provide proof of compliance with the foreign ed partnership statute (Chapter 620.169, FS), if applicable.
(a)	The Florida registration number:
Prov	ride <u>F.E.I. Number(</u> if applicable): 52-2229928
	cate if any of the officers, directors, or any of the ten largest stockholders haviously been:
crim	adjudged bankrupt, mentally incompetent, or found guilty of any felony or of e, or whether such actions may result from pending proceedings. <u>Provide</u> anation.
	·

Metromed:	ia Communications, Inc. but is no longer with either because of his
-	ion with the applicant. Mr. William Morris is affiliated with Knolo
associati	ton with the applicant. Mr. william Mollis is allillated with Knore
Who will s	serve as liaison to the Commission with regard to the following?
	application:
Name:	Norman H. Horton, Jr., Esq.
Title:	Attorney
Address:	Messer, Caparello & Self, P.A. P.O. Box 1876
	Tallahassee, FL 32302
	e No.: (850) 222-0720 Fax No.: (850)224-4359
	·
HITETHET F	-Mail Address: nhorton@lawfla.com
	Vebsite Address:
Internet V	al point of contact for the ongoing operations of the company:
Internet V	
Internet V	al point of contact for the ongoing operations of the company:
(b) Offici	al point of contact for the ongoing operations of the company: Tipton S. Ross Executive Vice President 1801 Layaca Street Suite 115
Internet V (b) Offici Name: Title: Address:	al point of contact for the ongoing operations of the company: Tipton S. Ross Executive Vice President 1801 Layaca Street Suite 115

` '	·
Title	Company. An application is pending in Texas and applications will be filed in Georgia and Indiana simultaneously with this application.
Add	ress: 1801 Lavaca Street, Suite 115
City	State/Zip: Austin, TX 78701-1329
Tele	phone No.: (512)457-0505 Fax No.: (512)457-0507
inter	net E-Mail Address: sferguson@grandecom.com
Inter	net Website Address: www.grandecom.com
List t	he states in which the applicant:
(a)	has operated as an alternative local exchange company.
` '	
	Notice .
	
` '	company.
Geo	orgia and Indiana simultaneously with this application.
(c)	is certificated to operate as an alternative local exchange company.
	olicant's parent (Grande Communications, Inc.) is certified to oper
App	

company and the circumstances involved.

٠	(e)	has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.
		None
	(f)	has been involved in civil court proceedings with an interexchange carrier, local exchange company or other telecommunications entity, and the circumstances involved.
		None
		*.
18.	Sub	mit the following:
	A. F	Financial capability.
	mos	application should contain the applicant's audited financial statements for the street tracent 3 years. If the applicant does not have audited financial statements, it is so be stated.
	exec	unaudited financial statements should be signed by the applicant's chief cutive officer and chief financial officer affirming that the financial statements true and correct and should include:

1. the balance sheet:

None

- 2. income statement: and
- 3. statement of retained earnings.

Copies of balance sheets and income statements for Grande Communications, Inc. are being filed with the Division of Records and Reporting as confidential documents.

NOTE: This documentation may include, but is not limited to, financial statements, a projected profit and loss statement, credit references, credit bureau reports, and descriptions of business relationships with financial institutions.

Further, the following (which includes supporting documentation) should be provided:

- 1. <u>written explanation</u> that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.
- 2. <u>written explanation</u> that the applicant has sufficient financial capability to maintain the requested service.
- 3. <u>written explanation</u> that the applicant has sufficient financial capability to meet its lease or ownership obligations.
- B. Managerial capability: give resumes of employees/officers of the company that would indicate sufficient managerial experiences of each.
- C. Technical capability: give resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance.

See attached.

Also as reflected in the attachments, Grande has sufficient financial, managerial and technical capability to provide and maintain services and meet its obligations. The management team has extensive experience developing and operating local, long distance, cable and other communications operations as reflected in the attached biographies.

Grande Communications Networks, Inc. is a wholly owned subsidiary of Grande Communications, Inc. and as such has access to the resources of its parent. The parent has secured over \$232 million in equity from several investment firms and the management team has experience with developing and capitalizing companies such as the application. Included with the attachment is the balance sheet and income statement for Grande Communications, Inc., as well as a signed guaranty by the parent to provide the necessary resources.

** APPLICANT ACKNOWLEDGMENT STATEMENT **

- 1. REGULATORY ASSESSMENT FEE: I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of gross operating revenue derived from intrastate business. Regardless of the gross operating revenue of a company, a minimum annual assessment fee of \$50 is required.
- 2. GROSS RECEIPTS TAX: I understand that all telephone companies must pay a gross receipts tax of two and one-half percent on all intra and interstate business.
- 3. SALES TAX: I understand that a seven percent sales tax must be paid on intra and interstate revenues.
- 4. APPLICATION FEE: I understand that a non-refundable application fee of \$250.00 must be submitted with the application.

UTILITY	OFFICIAL:							•
	ista &	. \ L	n				April 27, 20	00
Signature							Date	
Execu	ıtive Vice Pre	esident-	Corpora	te Pl	anning	and	Development	(512)457-0505
Title							Telephone	No.
Address:	1801 Lavaca	Street,	Suite	115,	Austin,	TX	78701-1329	(512)457-0507
	******						Fax No.	
								
		·			····			

ATTACHMENTS:

- A CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT
- **B INTRASTATE NETWORK**
- C AFFIDAVIT

** APPENDIX A **

CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT

I, (Name)	· · · · · · · · · · · · · · · · · · ·
(Title)	of (Name of Company)
and current holder of Florida Public Service Comm, have reviewed this application a:	ission Certificate Number # and join in the petitioner's request for
() sale	
() transfer	ž.
() assignment	
of the above-mentioned certificate.	
UTILITY OFFICIAL:	
Signature	Date
Title	Telephone No.
Address:	Fax No.

INTRASTATE NETWORK (if available)

Chapter 25-24.825 (5), Florida Administrative Code, requires the company to make available to staff the alternative local exchange service areas only upon request.

1)	re located, and indicate if owned or leased. 2)
3)	4)
SWITCHES: Address owned or leased.	where located, by type of switch, and indicate
1)	2)
3)	4)
TRANSMISSION FAC	ILITIES: POP-to-POP facilities by type of face, satellite, etc.) and indicate if owned or i
POP-to-POP	OWNERSHIP
1)	
•	
2)	

AFFIDAVIT

By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide alternative local exchange company service in the State of Florida. I have read the foregoing and declare that, to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

Further, I am aware that, pursuant to Chapter 837.06, Florida Statutes, "Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and s. 775.083."

UTILITY	OFFICIAL:		
	Instin & Con	April 27, 20	00
Signature		Date	
Execut	tive Vice President-Corporate Planning and	Development	(512)457-0505
Title		Telephone	No.
Address:	1801 Lavaca Street, Suite 115, Austin, T	X 78701-1329	(512)457-0507
	,	Fax No.	
			

Robert W. Hughes, Chairman

Mr. Hughes was the founder of Prime Cable Corp. in 1979. In 1995, Prime was the 12th largest cable company in the U. S. with approximately 1 million subscribers. Its largest cable system, Las Vegas, was sold to Cox Communications in 1998 for \$3.1 billion. Prime now serves 450,000 cable television subscribers in three states. Mr. Hughes presently serves as Chairman of Prime II Investments and Managing Director of Prime New Ventures, a telecommunications venture capital company. Mr. Hughes served as Director and Chairman of the National Cable Television Association in 1978-79. He currently serves on the board of directors of the Hispanic Broadcasting Corporation, Hawaiian Wireless Inc., and e-Original, Inc. Mr. Hughes received his BS in Chemical Engineering at the University of Oklahoma, and later received his MBA from the Harvard Business School.

William E. Morrow, Vice Chairman & CEO

Mr. Morrow has served as a director of ClearSouce, Inc. since its founding. Previously, Mr. Morrow served Knology, Inc. as President, Chief Executive Officer, Director and Vice Chairman. From August 1996 to February 1997, Mr. Morrow served as Senior Vice President and General Manager of Network Alliances for UtiliCom Networks. Prior to that time, Mr. Morrow served in various capacities at Central and South West Corp. from March 1985 to August 1996, including Marketing, Area Management, Governmental/Regulatory Lobbyist, Ventures/Business Development and Founder and Managing Director of CSW Communications from December 1993 to August 1996. Mr. Morrow received his Bachelor of Arts in Marketing from The University of Texas system.

Jerry L. James, President & COO

Mr. James is an established leader in the telecommunications industry, most recently named by Phone+Magazine as one of the nation's sixteen most influential people in the competitive telecommunications market. Mr. James brings 32 years of experience to the company after serving as General Manager and Executive Vice President of Governmental Affairs and Business Development at Thrifty Call, Inc. Mr. James contributed to the success of LDDSMetromedia Communications, Inc. (ATC/ClayDesta Communications) as Vice President, Governmental Affairs and Senior Vice President Network Operations from 1985 - 1995. Additionally, Mr. James had a successful career with Southwestern Bell Telephone Company where he provided a variety of management leadership roles in government/community affairs and rates and tariff administration. Mr. James received his Bachelor of Arts in Marketing from The University of Texas at Austin.

Martha E. Smiley, Executive Vice President - Legal, Governmental and Community Relations*

Ms. Smiley has 27 years of legal, business, regulatory and legislative experience with 14 of those years as Partner in the law firm of Bickerstaff, Heath & Smiley, L.L.P. She also represented Region VI, Environmental Protection Agency, as Regional Counsel. Currently, Ms. Smiley is the President of Triad, Inc., a consulting group leading communication companies through strategic business and regulatory issues. Ms. Smiley earned her Bachelor of Arts in Sociology from Baylor University and her Juris Doctorate from the University of Texas Law School.

*Ms. Smiley will be joining Grande Communications in the near future.

Tipton S. Ross, Executive Vice President - Corporate Planning and Development

Mr. Ross' experience includes 11 years in the telecommunications and electric industries. He is currently Principal of Tipton Ross Company where he serves as an advisor to clients on telecommunications and electric industry issues and procedures including strategic assistance in accomplishing corporate goals. In addition, Mr. Ross is President and Chief Executive Officer of RFI-Texas, Inc., an information service company specializing in state agencies. Mr. Ross is a graduate of The University of Texas at Austin with a Bachelor of Business Administration.

John M. Saenz, Vice President, General Manager

As President and CEO of ExecuMark, Inc., Mr. Saenz provides executive level consulting to corporate clients. Mr. Saenz served as Vice President, Sales and Marketing at Central and South West Energy Services. Prior to that appointment, he acted as the General Manager of the Southern Region for Central Power & Light Company where he directed the operations and customer service centers. Mr. Saenz earned his Bachelor of Science in Biology from Texas A&M University - Corpus Christi, and graduated from the University of Michigan's Public Utilities Executives Program and Stanford University's Executive Program.

W.K.L. (Scott) Ferguson, Jr., Vice President of Operations

As founding partner and Senior Vice President of PrimeOne, Inc., Mr. Ferguson played a key role in the purchase of wireless broadband business from PacTel/SBC in 1998 and helped orchestrate the eventual sale of the business to MCI/WorldCom in 1999. Prior to that time, he served as Vice President, Administrative Services for Prime Cable. Mr. Ferguson earned his Bachelor of Business Administration-Finance and Master of Business Administration-Accounting/Finance from The University of Texas at Austin, and was awarded his Certification as a Public Accountant by the State of Texas.

Joe C. Ross, Vice President of Construction

As Director of Operations for J.R.'s Cable Services, Inc., Mr. Ross has successfully bid, managed, and executed the placement of 7,000 miles of network new build and 18,000 miles of network upgrade. His list of achievements include developing a nationwide company with four offices located in Austin, Las Vegas, Washington, D.C., and Houston. Mr. Ross' efforts have been recognized by industry leading companies such as: Level 3 Communications, RCN Communications, Time Warner Cable, Comcast, espire, and Cox Cable (formerly Prime Cable). Mr. Ross earned his degree in Business Administration from The University of Texas at Austin.

CONFIDENTIAL

SWORN STATEMENT OF SUFFICIENT RESOURCES AND GUARANTY

THIS STATEMENT IS A GUARANTY that is made this 21st day of April, 2000 by the undersigned authorized representative of Parent company, Grande Communications, Inc. (hereinafter referred to collectively as "Guarantor".

GUARANTOR hereby pledges to support Grande Communications Networks, Inc. financially so that Grande Communications Networks, Inc. may fully deploy the services herein applied for in this application. Guarantor's financial ability has been demonstrated in other parts of this application. Further, Guarantor has commitments from its equity investors for a total of \$232 million.

EXECUTED as of the date and year above written.

GUARANTOR:

Grande Communications, Inc.

Name: Tipton S. Ross

Title: Executive Vice President, Secretary & Treasurer

Grande Communications, Inc.
Operations & CapEx Pro-Forma
\$\$\$s in (000s)

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	Jan-00	Feb-00	Mar-00	Apr-00	May-00	Jun-00	Jul-00 <u>Month 7</u>	Aug-00 Month 8	Sep-00 Month 9	Oct-00 Month 10	Month 11	Month 12	Tot
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apex apex Cumulative Total													<u>T</u>

CONFIDENTIAL

Grande Communications, Inc.
Balance Sheet
March 31, 2000

ASSETS

Current Assets
Norwest Checking
Norwest Savings
Overnight Investments
Other Prepaid Expenses

Total Current Assets

Property and Equipment Computer Hardware Computer Software

Total Property and Equipment

Accumulated Depreciation A/D Computer Hardware A/D Computer Software

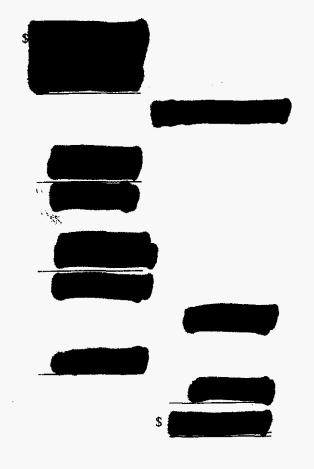
Total Accumulated Depreciation

Net Property and Equipment

Other Assets Deposits

Total Other Assets

Total Assets



LIABILITIES AND CAPITAL

Current Liabilities
Trade Payables
Accrued Payroll
Accrued Payroll Taxes
Accrued Legal Fees
Accrued Prof. Services - Acctg

Total Current Liabilities

Long-Term Liabilities

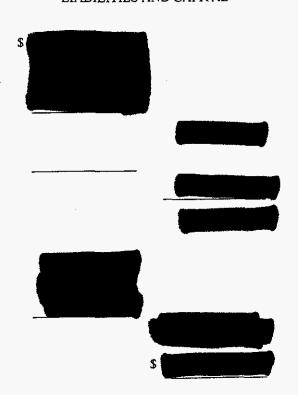
Total Long-Term Liabilities

Total Liabilities

Capital
Par Value - Common
Par Value - Series A Preferred
Additional Paid-In Capital
Net Income

Total Capital

Total Liabilities & Capital



Unaudited - For Management Purposes Only

Grande Communications, Inc. Income Statement For the Three Months Ending March 31, 2000

Current Month

Year to Date

Revenues

Total Revenues

Cost of Sales

Total Cost of Sales

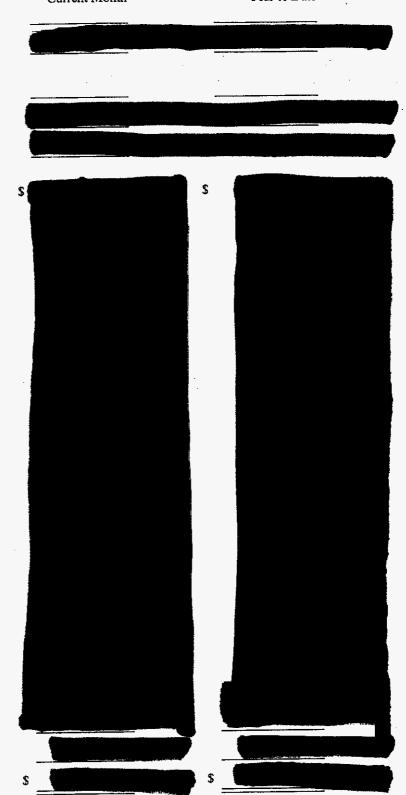
Gross Profit

4..... Expenses Employee Expense Meetings & Conferences Office Equipment Office Equipment Rental Office Supplies Software Rent Electricity Field Equipment Courier Mail Overnight Mail Printing & Reproduction Accounting Services Consultants Legal Fees Payroll Service Fees **Public Relations** Professional Services Other Miscellaneous Expense Out of Home Advertising Marketing Research Donations/Contributions Cellular Telephone Local Telephone Service Long Distance Telephone Serv Telecommunications Equipment Airfare Auto Rentals Mileage Reimbursement Taxi, Tolls & Parking Lodging Meals Unallocated Expenses Penalties & Fines Depreciation Interest Income

Total Expenses

Interest Expense

Net Income



LAW OFFICES

Messer, Caparello & Self-CEIVED-FPSC

A PROFESSIONAL ASSOCIATION

215 SOUTH MONROE STREET, SUITE 701 POST OFFICE BOX 1876

TALLAHASSEE, FLORIDA 32302-1876

TELEPHONE: (850) 222-0720 TELECOPIERS: (850) 224-4359; (850) 425-1942

00 APR 28 PM 4: 17

RECORDS AND REPORTING

April 28, 2000

DEPOSIT

DATE

D 2 8 8 84 MAY 0 2 2000

BY HAND DELIVERY

Ms. Blanca Bayo, Director Division of Records and Reporting Room 110, Easley Building Florida Public Service Commission 2540 Shumard Oak Blvd. Tallahassee, Florida 32399-0850

000515-TX

Dear Ms. Bayo:

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Please acknowledge receipt of these documents by stamping the extra copy of this letter

"#lad" and returning the same to me. LAW OFFICES Messer, Caparello & Self, P.A. MESSER, CAPARELLO & SELF, P.A.

OPERATING ACCOUNT

215 S. Monroe St. Suite 701

Post Office Box, 1876

Tallahassee, Florida, 32302-1876

(850) 222-0720

PAY

TOTHE

ORDER OE

FLORIDA PUBLIC SERVICE COMMISSION

HELD HELD HELD SERVICE COMMISSION

HELD HELD HELD SERVICE COMMISSION TWO HUNDRED FIFTY SUNTRUST BANK, TALLAHASSEE, N.A.

TALLAHASSEE, FLORIDA

TALLAHASSE ASSISTANT TREASURER AND THE HEAD THE HE