

AUSLEY McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

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TALLAHASSEE, FLORIDA 32301
(850) 224-9115 FAX (850) 222-7560

August 6, 2018

VIA HAND DELIVERY

Ms. Carlotta S. Stauffer, Director
Office of the Commission Clerk
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850

RE: Application of Smart City Solutions II, LLC for a Certificate of Authority to
Provide Telecommunications Company Service within the State of Florida;
Docket No. 2018 ____ - TL

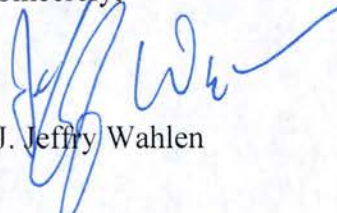
Dear Ms. Stauffer:

Enclosed with this letter are the original and one copy of the Application of Smart City Solutions II, LLC for a Certificate of Authority to Provide Telecommunications Company Service within the State of Florida and a check for the required \$500 filing fee.

Appendix C to this Application contains information Smart City Solutions II, LLC considers to be proprietary confidential business information and therefore hereby is being filed under separate cover letter with a claim of confidentiality pursuant to Section 364.183(1), Florida Statutes, and Rule 25-22.006(5), Florida Administrative Code.

Please contact me if there are questions regarding this filing.

Sincerely,



J. Jeffrey Wahlen

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- ECO _____
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- IDM** 1
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Enclosures

cc: Lynn B. Hall, Smart City Solutions II, LLC (w/o encls.)

FLORIDA PUBLIC SERVICE COMMISSION
OFFICE OF TELECOMMUNICATIONS

APPLICATION FORM
FOR
AUTHORITY TO PROVIDE TELECOMMUNICATIONS COMPANY SERVICE
WITHIN THE STATE OF FLORIDA

Instructions

- A. This form is used as an application for an original certificate and for approval of transfer of an existing certificate. In the case of a transfer, the information provided shall be for the transferee (See Page 8).
- B. Print or type all responses to each item requested in the application. If an item is not applicable, please explain.
- C. Use a separate sheet for each answer which will not fit the allotted space.
- D. Once completed, submit the original and one copy of this form along with a non-refundable application fee of **\$500.00** to:

Florida Public Service Commission
Office of Commission Clerk
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6770

- E. A filing fee of **\$500.00** is required for the transfer of an existing certificate to another company.
- F. If you have questions about completing the form, contact:

Florida Public Service Commission
Office of Telecommunications
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6600

1. This is an application for (check one):

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 rather than apply for a new certificate.

2. Name of company: **Smart City Solutions II, LLC**

3. Name under which applicant will do business (fictitious name, etc.):

Smart City Solutions II, LLC

4. Official mailing address:

Street/Post Office Box: PO Box 22555
City: Lake Buena Vista
State: FL
Zip: 32830-2555

5. Florida address:

Street/Post Office Box: 3100 Bonnet Creek Road (not US Mail deliverable)
PO Box 22555
City: Lake Buena Vista
State: FL
Zip: 32830-2555

6. Structure of organization:

- | | |
|--|--|
| <input type="checkbox"/> Individual | <input type="checkbox"/> Corporation |
| <input type="checkbox"/> Foreign Corporation | <input type="checkbox"/> Foreign Partnership |
| <input type="checkbox"/> General Partnership | <input type="checkbox"/> Limited Partnership |
| <input checked="" type="checkbox"/> Other, please specify: | |

Florida Limited Liability Company

If individual, provide: **Not applicable**

Name: _____
Title: _____
Street/Post Office Box: _____
City: _____
State: _____
Zip: _____
Telephone No.: _____
Fax No.: _____
E-Mail Address: _____
Website Address: _____

7. **If incorporated in Florida**, provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is:

Not applicable

8. **If foreign corporation**, provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is:

Not applicable

9. **If using fictitious name (d/b/a)**, provide proof of compliance with fictitious name statute (Chapter 865.09, FS) to operate in Florida. The Florida Secretary of State fictitious name registration number is:

Not applicable

10. **If a limited liability partnership**, please proof of registration to operate in Florida. The Florida Secretary of State registration number is:

Smart City Solutions II, LLC is a Florida limited liability company, Document No. L18000186208, and a copy of our proof of registration is attached hereto.

11. **If a partnership**, provide name, title and address of all partners and a copy of the partnership agreement.

Not applicable

Name: _____
Title: _____
Street/Post Office Box: _____
City: _____
State: _____

Zip: _____
Telephone No.: _____
Fax No.: _____
E-Mail Address: _____
Website Address: _____

12. **If a foreign limited partnership**, provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable. The Florida registration number is:

Not applicable

13. Provide **F.E.I. Number**: **83-1444533**

14. Who will serve as liaison to the Commission in regard to the following?

(a) The application:

Name: Lynn B. Hall
Title: Director-Carrier Markets, Contracts, Regulatory Support
Street Name & Number: 3100 Bonnet Creek Road (not US Mail Deliverable address)
Post Office Box: PO Box 22555
City: Lake Buena Vista
State: FL
Zip: 32830-2555
Telephone No.: 407-828-6730
Fax No.: 407-828-6651
E-Mail Address: lbhall@smartcity.com
Website Address: www.smartcity.com

(b) Official point of contact for the ongoing operations of the company:

Name: James T. Schumacher
Title: Vice President-Finance and Administration
Street Name & Number: 3100 Bonnet Creek Road (not US Mail Deliverable)
Post Office Box: PO Box 22555
City: Lake Buena Vista
State: FL
Zip: 32830-2555
Telephone No.: 407-828-6650
407-828-6651
E-Mail Address: jschumacher@smartcity.com
Website Address: www.smartcity.com

(c) Where will you officially designate as your place of publicly publishing your schedule (a/k/a tariffs or price lists)?

Florida Public Service Commission

Website – Website address: www.smartcity.com

Other – Please provide address:

15. List the states in which the applicant:

(a) has operated as a telecommunications company.

None, however please refer to responses in Item 16 below.

(b) has applications pending to be certificated as a telecommunications company.

None

(c) is certificated to operate as a telecommunications company.

None, however please refer to responses in Item 16 below.

(d) has been denied authority to operate as a telecommunications company and the circumstances involved.

None

(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 another telecommunications entity, and the circumstances involved.

None

16. Have any of the officers, directors, or any of the ten largest stockholders previously been:

(a) adjudged bankrupt, mentally incompetent (and not had his or her competency restored), or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. Yes No

If yes, provide explanation.

(b) granted or denied a certificate in the State of Florida (this includes active and canceled certificates). Yes No

If yes, provide explanation and list the certificate holder and certificate number.

The officers of Smart City Solutions II, LLC have managed and operated certificated telecommunications companies in Florida (Smart City Telecom, Smart City Networks, Limited Partnership, Smart City Telecommunications LLC d/b/a Smart City Telecom, and Smart City Solutions, LLC d/b/a Smart City Communications) since 1999. Please see attached Appendix A.

(c) an officer, director, partner or stockholder in any other Florida certificated or registered telephone company. Yes No

If yes, give name of company and relationship. If no longer associated with company, give reason why not.

The officers of Smart City Solutions II, LLC have managed and operated certificated telecommunications companies in Florida (Smart City Telecom, Smart City Networks, Limited Partnership, Smart City Telecommunications LLC d/b/a Smart City Telecom, and Smart City Solutions, LLC d/b/a Smart City Communications) since 1999. Please see attached Appendix A.

17. Submit the following:

(a) **Managerial capability:** resumes of employees/officers of the company that would indicate sufficient managerial experiences of each. Please explain if a resume represents an individual that is not employed with the company and provide proof that the individual authorizes the use of the resume.

The officers of Smart City Solutions II, LLC have managed and operated certificated telecommunications companies in Florida (Smart City Telecom, Smart City Networks, Limited Partnership, Smart City Telecommunications LLC d/b/a Smart City Telecom, and Smart City Solutions, LLC d/b/a Smart City Communications) since 1999 and are shown on Appendix B. The portion of this question regarding "no longer associated with company" is not applicable.

(b) **Technical capability:** resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance. Please explain if a resume represents an individual that is not employed with the company and provide proof that the individual authorizes the use of the resume.

The officers of Smart City Solutions II, LLC have managed and operated certificated telecommunications companies in Florida (Smart City Telecom, Smart City Networks, Limited Partnership, Smart City Telecommunications

LLC d/b/a Smart City Telecom, and Smart City Solutions, LLC d/b/a Smart City Communications) since 1999 and are shown on Appendix B. The portion of this question regarding “no longer associated with company” is not applicable.

(c) **Financial Capability:** applicant's audited financial statements for the most recent three (3) years. If the applicant does not have audited financial statements, it shall so be stated. Unaudited financial statements should be signed by the applicant's chief executive officer and chief financial officer affirming that the financial statements are true and correct and should include:

1. the balance sheet,
2. income statement, and
3. statement of retained earnings.

Note: *It is the applicant's burden to demonstrate that it possesses adequate managerial capability, technical capability, and financial capability. Additional supporting information can be supplied at the discretion of the applicant.*

Audited financial statements for 2015, 2016 and 2017 of Smart City Finance, LLC, the parent company of Smart City Telecommunications LLC d/b/a Smart City Telecom, Smart City Solutions, LLC d/b/a Smart Communications, and Smart City Solutions II, LLC are attached as Exhibit C.

THIS PAGE MUST BE COMPLETED AND SIGNED

REGULATORY ASSESSMENT FEE: I understand that all telephone companies must pay a regulatory assessment fee. Regardless of the gross operating revenue of a company, a minimum annual assessment fee, as defined by the Commission, is required.

RECEIPT AND UNDERSTANDING OF RULES: I acknowledge receipt and understanding of the Florida Public Service Commission's rules and orders relating to the provisioning of telecommunications company service in Florida.

APPLICANT ACKNOWLEDGEMENT: 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 telecommunications 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.**"

I understand that any false statements can result in being denied a certificate of authority in Florida.

COMPANY OWNER OR OFFICER

Print Name:	Martin A. Rubin
Title:	President/CEO
Telephone No.:	407-828-6650
E-Mail Address:	mrubin@smartcity.com

Signature: Martin A. Rubin Date: 8/6/2018

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Organization of SMART CITY SOLUTIONS II, LLC, a limited liability company organized under the laws of the state of Florida, filed on August 2, 2018, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H18000224944. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below.

The document number of this limited liability company is L18000186208.

Authentication Code: 418A00015979-080318-L18000186208-1/1

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Third day of August, 2018



Ken Detzner
Ken Detzner
Secretary of State

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Smart City Solutions II, LLC

(Must contain the words "Limited Liability Company, "L.L.C.," or "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

Mailing Address:

3100 Bonnet Creek Road
Lake Buena Vista, FL 32830

3100 Bonnet Creek Road
Lake Buena Vista, FL 32830

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

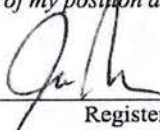
The name and the Florida street address of the registered agent are:

James Pearson
Name

3100 Bonnet Creek Road
Florida street address (P.O. Box **NOT** acceptable)

Lake Buena Vista FL 32830
City State Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S..



Registered Agent's Signature (REQUIRED)

(CONTINUED)

ARTICLE IV-

The name and address of each person authorized to manage and control the Limited Liability Company:

Title:

"AMBR" = Authorized Member

"MGR" = Manager

MGR

Name and Address:

James Pearson

3100 Bonnet Creek Road

Lake Buena Vista, FL 32830

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

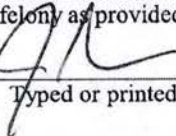
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

ARTICLE VI: Other provisions, if any.

REQUIRED SIGNATURE:

Signature of a member or an authorized representative of a member.
This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

James Pearson



Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

APPENDIX A

16.(b) Smart City Networks, Limited Partnership

IXC Certificate No. 5794 (Company Code: TJ177) (deregulated)

CLEC Certificate No. 5795 (Company Code: TX252)

Smart City Telecommunications LLC d/b/a Smart City Telecom

ILEC Certificate No. 1971 (Company Code: TL731)

IXC Certificate No. 2442 (Company Code: TJ471)(deregulated)

Pay Telephone Service Certificate No. 7664 (Company Code: TG756)(canceled by Smart City
Telecom 8/1/2017)

Smart City Solutions, LLC d/b/a Smart City Communications

CLEC Certificate No. 8030 (Company Code: TX625)

16.(c) Martin A. Rubin

Smart City Networks, Limited Partnership – Chief Executive Officer (CEO)

Smart City Telecommunications LLC d/b/a Smart City Telecom – President and CEO

Smart City Solutions, LLC d/b/a Smart City Communications – President and CEO

James D. Pearson

Smart City Networks, Limited Partnership – Vice President and Secretary

Smart City Telecommunications LLC d/b/a Smart City Telecom – Vice President and Secretary

Smart City Solutions, LLC d/b/a Smart City Communications – Vice President and Secretary

APPENDIX B MANAGERIAL AND TECHNICAL CAPABILITY

Smart City Holdings, LLC is a Florida-based telecommunications company that operates in 17 states and the District of Columbia. Smart City Holdings, LLC operates through several subsidiaries including Smart City Telecommunications LLC d/b/a Smart City Telecom, an ILEC in the State of Florida; Smart City Networks, Limited Partnership, a CLEC operating in Florida and throughout the country; and, Smart City Solutions, LLC d/b/a Smart City Communications, a CLEC operating in Florida. Smart City Telecommunications LLC is the successor to Vista-United Telecommunications, the telecom company of Walt Disney World and the surrounding territory.

The purpose of this application is to form a second Florida CLEC, Smart City Solutions II, LLC to continue the Company's long history of providing innovative new services and excellent customer service to Central Florida. Smart City Solutions II, LLC will be a wholly owned subsidiary of Smart City Finance, LLC, which is a part of the family of entities that are owned by Smart City Holdings, LLC.

Smart City Holdings, LLC and its subsidiaries have operated successfully with a technical rigor, high degree of customer excellence and commitment to the local communities. No Smart City company has been subject to any Florida PSC action and furthermore no Smart City customer has ever filed a complaint with the Florida PSC. Smart City is an excellent employer as demonstrated by the average tenure of fifteen years by our local team (with many employees having over 35 years of service).

The Smart City companies have assisted FEMA and the American Red Cross by providing telecommunications facilities during 9/11 in New York City, Hurricane Katrina and Hurricane Harvey. In 2017 FCC Chairman Pai visited our Houston operations to personally thank our team for providing telecommunications services to 9,000 Houstonians that were left without shelter due to Hurricane Harvey.

The Smart City team has extensive experience in the telecommunications and technology industries. The senior and middle management ranks are staffed by individuals whose backgrounds include positions at Smart City Telecommunications LLC and Smart City Solutions, LLC.

James D. Pearson, Chairman of Smart City Holdings, LLC and its subsidiaries, is a forty-year veteran in the telecommunications industry. Mr. Pearson has served in this role for approximately 20 years and has also served for twenty years as President of US Cable, which prior to its sale was the nation's twenty-third largest cable television company. He served for fifteen years a board member of the National Cable Television Association (NCTA). He holds a B.S. degree from Washington & Lee and a MBA from Indiana University. Mr. Pearson will serve as Chairman of Smart City Solutions II, LLC.

Martin A. Rubin, President & CEO of Smart City Holdings, LLC and its subsidiaries, is a forty-year veteran of the telecommunications and technology industries. He has served in this role for approximately twenty-five years and is also the President & CEO of Smart City Telecommunications LLC, Smart City Solutions, LLC and Smart City Networks, Limited Partnership. He is the former president of several companies including a publicly-traded satellite communications firm, an Internet firewall security company and a microwave transmission firm. Mr. Rubin has been a board member of the U.S. Telecom Association since 2004 and is its current chair of the Cybersecurity Task Force. Mr. Rubin is the former chairman of the Children's Home Society of Florida and is a member of Leadership Florida. He holds a B.S. degree from The Wharton School of the University of Pennsylvania. Mr. Rubin will serve as President & CEO of Smart City Solutions II, LLC.

Chris Pallack, Chief Digital Officer of Smart City Holdings, LLC is a twenty-year veteran in Internet services, mobile apps and digital strategies. He has served in this role for approximately six years and was one of the first CDOs in the country. Mr. Pallack was the Director of Network Operations and IT for US Cable Corporation. In this role, he was also involved in the direction of digital strategies for Smart City Holdings, LLC and its subsidiaries. Mr. Pallack will serve as the CDO of Smart City Solutions II, LLC.

Smart City Solutions II, LLC

Smart City Solutions II, LLC will be managed by the executives of Smart City Holdings, LLC described above, and the management teams of Smart City Telecommunications LLC and Smart City Solutions, LLC. In addition to the management teams, the respective technical, engineering and customer service staffs of Smart City Telecommunications LLC and Smart City Solutions, LLC, will be responsible for directly providing the services and related support for Smart City Solutions II, LLC. An abbreviated list of these upper management individuals:

James T. Schumacher, Vice President of Finance and Administration of ILEC Smart City Telecommunications LLC, as well as its affiliated company Smart City Solutions, LLC has spent over forty years in the telecommunications industry. His team is responsible for finance and accounting, information technology, human resources and logistics services. He is also responsible for regulatory and legal compliance. During his tenure with Smart City, he has coordinated the company's transition through regulatory change, both on a Federal and State level, and provided business support for new technology offerings to our customer base. His teams are constantly working to improve processes to continually improve customer support. Mr. Schumacher is the former president of the Florida Telephone Association. Mr. Schumacher holds an MBA from Rollins College, Crummer Business School and a B.S. in Business Administration from the University of Florida.

Carlos Palenzuela, Vice President of Technology Services of ILEC Smart City Telecommunications LLC as well as affiliated sister company Smart City Solutions, LLC has spent thirty-two years in the telecommunications industry in engineering, construction, sales, network operations and network services. During his tenure at Smart City, he has overseen the expansion of Smart City's fiber facilities into Orlando and the upgrade from the Nortel DMS-100 switch to the Genband C20 with a SIP front end. His team is responsible for the design, construction, installation, repair and operation of all Smart City Network elements including the SIP VoIP Switch and all voice peripherals, SONET and Ethernet transport for circuits, Dense Wave Division Multiplexers, fiber, coax and copper infrastructure, as well as an IPTV CATV Head End. Mr. Palenzuela is also responsible for maintaining Network Performance Metrics on all services. Prior to joining Smart City, Mr. Palenzuela served as the District Manager for Embarq in Central Florida. During his tenure at Embarq, his network services team earned numerous awards for Best in Class Key Service Measures. He holds a BS degree from Florida State University and is a licensed Florida Professional Engineer.

Emilio Biasutto, Senior Director of Sales and Marketing for Smart City Telecommunications LLC. Mr. Biasutto has served in this role for eight years and is responsible for the sale and customer care of both major commercial accounts (Walt Disney World) and residential accounts in Celebration, Fla. During his tenure, Smart City has delivered Gigabit services to residential accounts for under \$60 per month and his team has received accolades for the customer support of all clients.

**APPENDIX C
FINANCIAL CAPABILITY**

The Applicant considers the materials in Appendix C to be proprietary confidential business information and therefore will be submitting Appendix C via a separate cover letter under a claim of confidentiality pursuant to Section 364.183(1), Florida Statutes, and Rule 25-22.006(5), Florida Administrative Code.