



October 24, 2018

VIA 2 Day DELIVERY

Florida Public Service Commission
Office of Telecommunications
2540 Shumard Oak Blvd
Tallahassee, Florida 32399-0850

Re: American Dark Fiber, LLC

Dear Sir or Madam:

Enclosed please find for filing one original of American Dark Fibers, LLC's Application for Authority to Provide Telecommunications Company Service Within the State of Florida, along with a check in the amount of \$500 for the filing fee.

Please note that Attachment "B" to the application, financial statements, contain confidential and proprietary information, and Applicant hereby respectfully requests confidential treatment of such information. One copy of the financial statements is being filed herewith in a separate sealed envelope marked "CONFIDENTIAL".

Please contact me directly if you have any questions or if you require any additional information regarding this filing.

Respectfully Submitted,

Natasha Freeman
Legal Staff
GSA
678-829-4395
nfreeman@gsaudits.com

Check received with copy and forwarded to Fiscal for deposit. Fiscal to forward deposit information to Records.
Initials of person who forwarded check:

Enclosures

RECEIVED-FPSC
2018 OCT 29 AM 9:54
COMMISSION CLERK

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):

¹Original 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: **American Dark Fiber, LLC**²

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

4. Official mailing address:

Street/Post Office Box: **11110 Ohio Ave. Suite 111**³

City: **Los Angeles**⁴

State: **CA**⁵

Zip: **90025**⁶

5. Florida address:

Street/Post Office Box: **115 N CALHOUN ST, SUITE 4** ⁷

City: **Tallahassee**⁸

State: **Florida**⁹

Zip: **32301**¹⁰

6. Structure of organization:

Individual

¹¹Foreign Corporation

General Partnership

Other, please specify:

Corporation

Foreign Partnership

Limited Partnership

If individual, provide: N/A¹

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: N/A²
8. **If foreign corporation**, provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is: **M18000006042** ³
See attachment C
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: N/A⁴
10. **If a limited liability partnership**, please proof of registration to operate in Florida. The Florida Secretary of State registration number is: N/A⁵
11. **If a partnership**, provide name, title and address of all partners and a copy of the partnership agreement.

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: N/A⁶

13. Provide **F.E.I. Number**: 82-2065061

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

(a) The application:

Name: Natasha Freeman
Title: _____
Street Name & Number: 6250 Shiloh road, Suit 110
Post Office Box: _____
City: Alpharetta, GA
State: GA
Zip: 30005
Telephone No.: 678-760-9218
Fax No.: _____
E-Mail Address: nfreeman@gsaudits.com
Website Address: http://www.gsaudits.com/

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

Name: Michael Pendleton
Title: Managing Member
Street Name & Number: 11110 Ohio Ave, Suite 111
Post Office Box: _____
City: Los Angeles
State: CA
Zip: 90025
Telephone No.: 310-312-1818
Fax No.: _____
E-Mail Address: mpendleton@americandarkfiber.com
Website Address: https://americandarkfiber.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*:

Other – *Please provide address*:

11110 Ohio Ave, Suite 111 Los Angeles, CA 90025

13. Provide **F.E.I. Number**: 82-2065061

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(a) The application:

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Title: _____
Street Name & Number: 6250 Shiloh road, Suit 110
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Zip: 30005
Telephone No.: 678-760-9218
Fax No.: _____
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Website Address: http://www.gsaudits.com/

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

Name: Michael Pendleton
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City: Los Angeles
State: CA
Zip: 90025
Telephone No.: 310-312-1818
Fax No.: _____
E-Mail Address: mpendleton@americandarkfiber.com
Website Address: https://americandarkfiber.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*:

Other – *Please provide address*:

11110 Ohio Ave, Suite 111 Los Angeles, CA 90025

15. List the states in which the applicant:

(a) has operated as a telecommunications company.

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

CA, TX, NV, NM, AZ 1

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

N/A 2 ; None

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

N/A 3 None

(e) has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.

N/A 4 None

(f) has been involved in civil court proceedings with another telecommunications entity, and the circumstances involved.

N/A 5 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.

(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.

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.

See Attachment A3

(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.

See Attachment A4

(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:

See Attachment B5

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.*

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: Michael Pendleton
Title: Managing Member
Telephone No.: 310-312-1818
E-Mail Address: mpendleton@americandarkfiber.com

Signature:  Date: 9/24/18

Attachment A

Resumes

David J. Daigle's Current Telecom Industry Background Summary

Daigle has nearly thirty years of telecom specific experience. Prior to forming American Dark Fiber, LLC in July 2017 (along with co-founder Michael Pendleton), he was a founding member and CEO of Freedom Telecommunications, Inc. which was one of the largest, pure dark fiber providers operating in the State of California from 2007 through its sale to a private equity firm in 2013. FTI was based in Marina del Rey and served customers throughout Southern California (San Diego, Orange County, Riverside, San Bernardino, and Los Angeles counties). FTI provided dark fiber connectivity to a growing array of carrier, medical, educational, and governmental customers throughout its service regions. Daigle's role as CEO encompassed all managerial elements pertaining to regulatory, operational, marketing, sales, and customer service functions. Daigle oversaw the activities related to FTI's central role of a "carrier's carrier" where it provides services to most competitive telecom providers operating in the SoCal region including CenturyLink/Level3, Sprint, VZ/XO, Cogent, Cox, Spectrum (Charter & Time Warner), Verizon Wireless, etc. At FTI he led the effort for data center connectivity that created pathways to over 40 "carrier neutral" facilities that allowed access to low-cost fiber access for all its customers (enterprise, anchor institutions, K12/Community Colleges, carriers, etc.). FTI provided dark fiber solutions to over 700 cell towers and developed some of the nation's first "small cell" connections for carriers.

Central to FTI's customer commitment, and now to that of ADF, the company's philosophy of service to the customer is the driving cultural ethos and what led FTI to develop nearly 3000 miles of fiber solutions in California. FTI was acquired in late 2013 by Pamlico Capital which used the company's network to form the basis of Wilcon, that was acquired in 2017 by Crown Castle International. During 2013-2015, Daigle was Wilcon's SVP of Corporate Development directing company strategy for dark fiber solutions to municipal, K12, Community Colleges, and other higher-educational institutions. Daigle became a strategic consultant to Wilcon from 2016 through to its sale to Crown Castle in 2017.

Prior telecom experience: He founded Broadband Asset Strategies, LLC, a strategic network development consulting firm, in March of 2003. Daigle formed Broadband Assets focused on consulting to a variety of municipal & investor owned electric utilities, and carriers regarding fiber optic deployments, lateral connectivity issues, real estate access agreements, and strategic marketing initiatives, etc. His previous experience included work at Motorola and Sprint, as well as his own national telecom equipment distribution company, West Coast Radio Communications.

He was a co-founder of PathNet Telecommunications, Inc. At PathNet, he served as Vice President of Business Development, and led the team that created over 70 fiber and digital microwave infrastructure agreements with America's largest investor owned, municipal, and co-op utilities, and participated in developments spanning over 7000 miles of microwave paths, and over 12,000 miles of long-haul fiber-optic development.

After PathNet, he consulted to a variety of utility telecom entities (i.e., Edison Carrier Solutions in Rosemead, CA, LA-DWP in Los Angeles, Xcel Energy, etc.) while assisting in the initial business plan development of Cogent Communications, which he formally joined in July of 2000 as Sr. Director of Fiber Acquisition.

His team acquired Cogent's metropolitan fiber footprint throughout the US in over 20 Tier 1 MSA's, including the Los Angeles, Orange County, San Diego, and San Francisco MSA's. Cogent is currently one of the largest IP backbone companies in the world.

Daigle graduated from Penn State ('86) receiving a degree in Operations Management, with an emphasis in International Economics.

Contact:	Office: 310-823-9125, Fax: 310-823-8995
Personal:	Age 55; Married 28 years w/three children & lives in Bel Air, CA
Professional:	Associate Member Utility Telecom Council
Organizations	Pacific Telecommunications Council
Personal:	St. Martin's School (Brentwood) Board Member

Michael “Iron Mike” Pendleton, General Counsel & COO

General Background: Mr. Pendleton is a US Army veteran, and an attorney with over 15 years of negotiation, transactional, and litigation experience related to telecom infrastructure development, business strategy, regulatory issues, and financial/tax structures. After spending several years in the military, Mr. Pendleton earned a BA in Business from Cal State University (SB) and completed significant work toward his MBA while acquiring his JD from the University of Baltimore School of Law. His business career includes substantial policy development for both public and private entities in the Washington DC area, and in Southern California.

Operational Experience: Amongst other disciplines, Mr. Pendleton is well versed on telecom and regulatory issues as applied to infrastructure development. He is a habitual entrepreneur, and has served as principal, or in senior management for a variety of firms doing work in telecom development/construction, law firm management, entertainment/network television law, and in the business and tax strategy arenas.

Specific Telecom Experience Includes:

1. Critical Infrastructure Agreements: Mr. Pendleton managed the relationship and obligatory contractual requirements tied to fiber optic deployments on or within critical utility infrastructure. He led the efforts at FTI for specific deployment applications utilizing power & telephone pole attachments, leasing of existing underground conduit (from ILEC's and municipal-owned system operators), and permitting and environmental issues associated with new construction (i.e., trenching, boring, etc.). He has ongoing experience managing the infrastructure agreements with all major ILEC's and IOU's in CA (i.e., AT&T, Frontier, PG&E, SCE, SDG&E, etc.). He currently manages these aspects for ADF.
2. Insurance, Financial & Regulatory Compliance: Mr. Pendleton manages the insurance and banking aspects for ADF and filled the same role for FTI that also included bonding, M&A strategy, and other ongoing financial responsibilities.
3. Corporate & Strategic Development: Mr. Pendleton maintains a key role in all strategic corporate contracting elements of the company for sales contracts, vendor agreements, real estate access agreements, and other pertinent contractual obligations required of a telecom utility. He also has a depth of experience in developing access agreements with municipalities, and in developing agreements that comply with Federal and State procurement laws (i.e., K12 E-Rate, Higher Ed & Anchor CPUC-CTF/CASF funding mechanisms). ADF will rely on Mr. Pendleton's experience as it pursues providing solutions for the K12/Higher Education, Anchor Institution, private network solution marketplace.

As a founder and key member of the management team of ADF, Mr. Pendleton brings a deep body of work specific to the telecom industry along with a significant working knowledge of applied public policy applications that are critical in providing solutions in the broadband arena for long-term public good. Mr. Pendleton, a father of five children, lives in Alta Loma with his wife Gayla.

Attachment B

Financial Documents - Confidential

Attachment C
Florida SOS Qualification



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 29, 2018

COGENCY GLOBAL
KEN HOWELL

Qualification documents for AMERICAN DARK FIBER, LLC were filed on June 28, 2018, and assigned document number M18000006042. Please refer to this number whenever corresponding with this office.

Your limited liability company is authorized to transact business in Florida as of the file date.

To maintain "active" status with the Division of Corporations, an annual report must be filed yearly between January 1st and May 1st beginning in the year following the file date or effective date indicated above. If the annual report is not filed by May 1st, a \$400 late fee will be added.

A Federal Employer Identification Number (FEI/EIN) will be required when this report is filed. Apply today with the IRS online at:

<https://sa.www4.irs.gov/modiein/individual/index.jsp>.

Please notify this office if the limited liability company address changes.

Should you have any questions regarding this matter, please contact this office at the address given below.

Jenna D Harris
Regulatory Specialist II
Registration/Qualification Section
Division of Corporations

Letter Number: 918A00013542

Account number: I20000000088

Amount charged: 125.00

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS
IN FLORIDA**

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. AMERICAN DARK FIBER, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C." or "LLC.")

2. DELAWARE 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 11110 Ohio Ave., Suite 111 6. 11110 Ohio Ave., Suite 111
(Street Address of Principal Office) (Mailing Address)
Los Angeles, CA 90025 Los Angeles, CA 90025

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)
Name: COGENCY GLOBAL INC.
Office Address: 115 North Calhoun Street, Suite 4
Tallahassee, Florida 32301
(City) (Zip code)

2016 JUN 28 AM 8:01

Registered agent's acceptance:
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 application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Kurtie Tolliver, asst. secretary
(Registered agent's signature)

8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

<u>Title or Capacity:</u>	<u>Name and Address:</u>	<u>Title or Capacity:</u>	<u>Name and Address:</u>
<u>Member</u>	<u>Michael L. Pendleton</u> <u>11110 Ohio Ave., Suite 111</u> <u>Los Angeles, CA 90025</u>	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

(Use attachments if necessary)

9. Attached is a certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

10. 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.

Michael L. Pendleton
(Signature of an authorized person)
Michael L. Pendleton
Typed or printed name of signer

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAN DARK FIBER, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AMERICAN DARK FIBER, LLC" WAS FORMED ON THE FOURTH DAY OF JULY, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



6467078 8300

SR# 20185412539

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202975468

Date: 06-28-18

Global Strategic Accountants, LLC

6250 Shiloh Road
Suite 110
Alpharetta, GA 30005

First Citizens Bank
3225 Peachtree Parkway
Suwanee, GA 30024

13016

Printed: www.usar-scans.com 10/12/18 09:38:47 am
DATE: 10/12/2018

PAY ONLY **500** 00 CENTS

\$ 500.00

PAY Five Hundred and 00/100 Dollars

TO THE ORDER OF
Florida Public Service Commission
Office of Telecommunications
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850



MEMO: American Dark Fiber LLC. Tkt#67945 CLEC_project

SIGNATURE HAS A COLORED BACKGROUND • BORDER CONTAINS MICROPRINTING

Global Strategic Accountants, LLC

13016

NAME:

CHECK DATE:

Florida Public Service Commission

10/12/2018

Date	Type	Reference	Original Amt.	Balance Due	Discount	Payment
10/9/2018	Bill	Filing Fee-ADF	500.00	500.00		500.00
					Check Amount	500.00

Florida Public Service Commission



Global Strategic Accountants, LLC

American Dark Fiber LLC. Tkt#67945 CLEC_project

CLIENT LICENSES-9 American Dark Fiber LLC. Tkt#67945 CLEC_pro 500.00

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