

ATTACHMENT B

WAIVER REQUEST
ARSD 20:10:32:03(11)

**BEFORE THE
SOUTH DAKOTA PUBLIC UTILITIES COMMISSION**

Application of)
eNetworks, LLC)
for a Certificate of Public Convenience)
and Necessity to Provide)
Competing Local Exchange Services)
Throughout the State of Arkansas)

WAIVER REQUEST

Pursuant to ARSD 20:10:32:10, eNetworks, LLC respectfully requests a waiver of ARSD 20:10:32:03(11) for the following reasons:

The Company will not be providing end user local exchange services within South Dakota. By not providing "Dial Tone" type services the Company will not be interacting directly with the Public Switched Telephone Network. Therefore the Company will not have any interaction with emergency services such as 911 or enhanced 911, operator services, interexchange services, directory assistance, and telecommunications relay services;

Therefore eNetworks, LLC requests a waiver of the requirement to provide access to the services described in ARSD 20:10:32:03(11).

Respectfully Submitted by:



Baxter M. Hayes, III
Chief Executive Officer
eNetworks, LLC

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ESSENTIA, INC.

August 2013 – **CEO & Founder**

CHARLOTTE, NC

Present Essentia designs, deploys, and manages networks and integrated technologies for Global Integrators, Carriers, Stadium & Arena Platforms, Federal Integrators and Enterprises. Our customers include four of the five largest US-based telecommunications companies, three of the four largest US-Based MSOs, two of the four largest federal prime contractors and two of the four largest systems integrators.

UTILIPATH, LLC

July 2003 – **Co-Owner**

CHARLOTTE, NC

August 2013 Manage operations in 17 states for over a dozen customers including 5 of the top 7 largest wireline communications companies. Manage up to 12 simultaneous projects and up to 50 in-house and subcontract crews. Responsible for project delivery of the turnkey wireline deployments, including OSP construction, engineering, permitting, maintenance, inspection, program management, construction management, damage prevention/locate services, equipment installation, electrical wiring, and structured cabling.

Key Accomplishments: Rapidly expanded footprint, including operations in 17 states with authorization to operate in 20 states. Won qualification as Master Contractor for BellSouth, AT&T, Qwest Communications, Verizon, and Level 3. Secured \$40 million in bonding capacity. Awarded program management contract by BellSouth for Federal Aviation Administration and Veterans Administration build-outs in the southeast. Completed numerous homeland security projects, including Ft. Bragg, Wright-Patterson, Ft. Gordon, Shaw, and Yuma military installations. Completed turnkey design, engineering, and installation of a Gigabit Ethernet solution for Carolina International School, which included OSP, cabling, and equipment infrastructure. Recruited superior senior managers, mid-level managers, field and administrative personnel. Secured credit facilities sufficient to triple revenues.

FIRST SOUTH UTILITY CONSTRUCTION, INC.

June 2000 – **General Manager of Operations**

GREENSBORO, NC

July 2003 Managed 50 employees in fourteen states across four functional areas – engineering, CADD, construction, and plant protection. Responsible for projects for three major customers representing 40% of 2003 revenue. Managed construction, engineering, and permitting of a 1000-mile fiber optic network from Greensboro, NC to Newark, NJ as part of a \$140 million turnkey contract. Reported to President.

Key Accomplishments: Streamlined operations and strategically utilized turnkey agreements with subcontractors to reduce risk, increase production, and reduce actual costs to 50% of budget. Empowered engineering and permitting personnel by establishing cross-functional responsibilities resulting in an increase in quality and a 30% reduction in overhead. Centralized document control in inspection and billing departments increasing accuracy of billing and field records and effectiveness of field inspectors. Rationalized unprofitable crews, transferred underutilized equipment, and redesigned billing process to transform failing operation to one of company's most profitable operations with over 30% operating margin.

Jan. 2000 – **General Manager of Administration**

GREENSBORO, NC

June 2000 Managed corporate payroll, human resources, safety, and recruiting departments including four managers and eight other personnel. Reported to Chief Financial Officer.

Key accomplishments: Implemented process improvements and reorganized departments improving productivity, eliminating overtime, and reducing overhead by 40% while corporate revenues increased by over 50%.

BARRINGTON ASSOCIATES

July 1998 – **Analyst, Investment Banking**

LOS ANGELES, CA

Dec. 2000 Developed valuation models used to price client companies, including valuations of publicly traded comparable companies, historical merger and acquisition valuations, and discounted cash flow analyses. Interacted with consumer products manufacturers, telecommunications infrastructure services, food-processing machinery manufacturers, and aerospace companies. Prepared information memoranda and management presentations used in marketing client companies to potential strategic and financial acquirers. Led due diligence interviews and participated in negotiations involving client company executive officers, senior investment bankers, and potential acquirers.

Key accomplishments: Staffed on six successful deal teams, advised one public and five privately held companies on sell-side assignments with aggregate transaction value in excess of \$300 million. Marketed client companies domestically and internationally to potential strategic and financial acquirers resulting in exceptional valuations and significant shareholder liquidity.

EDUCATION

2003 – **DUKE UNIVERSITY** **DURHAM, NC**
2005 Masters of Business Administration

1994-1998 **UNIVERSITY OF NORTH CAROLINA** **CHAPEL HILL, NC**
Bachelor of Science with Honors and Highest Distinction in Business Administration

- Overall GPA 3.8
- Honors Thesis - *The Effects of the Deregulation of the Electric Utility Industry on Executive Compensation*
- Earned T.N. Norwood, Fred B. James, and ABC Scholarships for academic excellence
- Gamma Sigma Alpha national honor fraternity, Golden Key national honor society, Dean's List – all semesters
- Kappa Sigma Fraternity, Treasurer and Fundraising Chairman
- Valedictorian, Hendersonville High School

Essentia

Lindon Hayes is the CEO and Founder of Essentia. Essentia designs, builds, and manages voice, data, and video networks for some of the largest companies and venues in the world. Essentia is heavily concentrated in the following verticals:

- Telecom: Essentia serves 4 of the 5 largest US-based telcos
- CATV: 3 of the 5 largest CATV companies
- Global Systems Integrators: 2 of the 4 largest global systems integrators
- Federal Prime Contractors: 2 of the 4 largest federal prime contractors
- Transportation: Amtrak, Federal Aviation Administration, Waste Management
- Stadiums and venues: Football stadiums (NFL and college), F1 tracks, NASCAR, MLS, NBA, and Major League Soccer

Utilipath

Lindon Hayes was the Founder and Managing Member of Utilipath, LLC. Utilipath was a nationwide network services provider and grew to become the 120th largest private company in North Carolina in only 10 years. Utilipath was honored with the Hire Power awards from Inc. Magazine for growing by 97 employees in one year. Other growth awards included Inc Magazine's 5000 list (3 consecutive years), North Carolina Mid-Market Fast 40 (2 consecutive years), and the Charlotte Fast 50 (2 consecutive years). Utilipath was sold to a private equity firm in 2013.

Employment History

Prior to founding Utilipath Lindon was General Manager of Operations with First South Utility Construction, a telecommunications infrastructure services company headquartered in Greensboro, North Carolina. At First South, he managed construction projects with annual sales of \$25 million, specializing in federal government, plant protection, long-haul construction, and structured cabling projects.

Lindon worked as an Equity Analyst and Portfolio Manager at Myers and Company before joining First South. Lindon, along with a team of three other analysts, determined capital allocation for approximately \$1 billion in assets.

Previous to his experience with Myers and Company, Lindon held the position of Senior Consultant with Kaiser Associates, a global strategy management consulting firm whose clients include two-thirds of the Fortune 500. At Kaiser, Lindon advised senior management of Procter and Gamble, Raytheon, NCR, John Deere, The Mutual Group, and General Motors.

Awards

Lindon has been recognized for the Charlotte 40 under 40, Florida Governor's Innovation Award, the Top 50 Charlotte Entrepreneurs, and Movers and Shakers of Charlotte.

Education

Lindon graduated Phi Beta Kappa with Highest Honors from the University of North Carolina at Chapel Hill after attending the North Carolina School of Science and Mathematics.

Mark Austin Frazier

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SENIOR EXECUTIVE PROFESSIONAL

Executive expertise in creating shareholder value in the wireless technology field. Most recently, responsible for 7.5M customers covering three states and \$5B in total service revenues. Industry leading churn results that focused on delivering positive customer experience. Region leading connections and machine to machine (IOT), one million customers annually. Integration strategies experience including Network, HR, Finance and Legal.

Distribution – Design / Go To Market Strategy / Employment Development – Culture

EXPERIENCE

VERIZON WIRELESS

Region President, Warrendale, PA (2010 – 2015)

Spearheaded sales, revenues, network services, marketing, and overall company operations throughout the Ohio/Pennsylvania/West Virginia Region. Develop and maintain a strong Regional leadership team with more than 3000 employees, to achieve company goals and sales targets.

- Established the region wide strategic direction, distribution strategy including the expansion of company owned stores, network expansion priorities and customer experience.
- Manage a regional budget, year over year growth, in all measurable metrics, community relations, and employee development through a performance-driven culture. Maintain customer base of over 7.5M and service revenues of \$5B plus.
- Implemented distribution and design strategy for over a 110 corporate owned stores, over 490 national retailers and over 340 local agents.
- Serve as an active member of the communities in the region and increase market share through quality growth and strong retention efforts.

Director Sales and Training Operations, Chicago, IL (2007 – 2010)

Managed integration/communications plans to Mid West area leadership team and Alltel Mid west area core team.

- Partnered with area/HQ business leaders to determine integration strategies with finance, marketing, IT, network, HR, customer service, and legal.
- Worked with area real estate team/channels to determine sales and distribution integration strategies.
- Directed all aspects of leading, managing and developing a large remote work group consisting of Associate Directors, Managers, Supervisors, Consultants of training, and Training Coordinators.
- Utilized business results, trends and internal customer feedback to develop, implement and track the effectiveness of training solutions that assist in the achievement of key performance indicators including but not limited to gross adds, revenue growth, customer retention and customer satisfaction.
- Accountable for achieving training team productivity objectives including platform, curriculum development, project management, reporting and analysis and professional development.
- Directed the building, implementing, tracking, trending and analyzing training effectiveness of training programs delivered to area employees including but not limited to new hire, embedded base, systems, product and services and operations.
- Created extensive interaction with other functional departments especially National Workforce Development. Area Sales, Marketing, Customer Service and Finance to drive increased employee capabilities and Key Performance Indicators.

Director Retail Sales, Southfield, MI (2004 – 2007)

Established a performance management culture responsible for managing operations, budgeting, sales and revenue quota for 125 locations. Recommend, develop and implement sales, marketing and merchandising business strategies. Trade area propensity analyst.

(Director Retail Sales, continued)

- Increase presence in the community by developing relationships with local Chamber of Commerce personal. Managed and oversaw third party vendor relationships. Ensures service vendor is providing customer service and resolving technical issues in a timely and effective manner.
- Led identification of new store location, store retrofits and handled facilities opening of new locations.
- Staffing and development for the new store channel. Foster leadership qualities in retail sales district managers to motivate and coach their teams to achieve high performance results. Ensure channel compliance with business code of conduct and sales compensation plan.
- Monitor financial reporting, budget reporting and sales reporting for all retail locations. Take action based on reports to improve performance.
- Customer retention issues evaluated to identify opportunities to work cross-functional with other business units. Serve as a senior management escalation point for customer issues. Work to develop customer retention tools. Postpaid churn .82 of 7.5 million customers

Director Business Sales, St. Louis, MO (2001 – 2007)

Directed the strategic and technical management of the business sales channel.

- Created new culture of the market to increase growth and penetration,
- Developed sales plans and strategies to achieve sales goals and objectives to attain net adds, increase ARPU, manage churn and increase market penetration.
- Handle the management and development of business channel employees as well as operations management of the channel with regards to systems, process and budgets.
- Implemented Major and National account penetration programs.
- Developed Balanced performance plans for the region.
- Increased overall productivity per rep based on balanced performance.
- Implemented quarterly regional business summit operation reviews.

Director Strategic Sales, Indianapolis, IN (04/2001 – 10/2001)

Handled direct management of all sales/retention functions of the business sales channel while managing the region's budget performance.

- Overall market objectives for new account sales and profitable revenue growth.
- Development and implementation of effective sales plans.
- Monitored departmental expense and optimize impact to net income.
- Developed a Go To Market Strategy for implementation of new national retailers and local agents.

PREVIOUS EXPERIENCE

VERIZON WIRELESS – GTE MOBILENET (Acquisition), GM Indirect Sales, Indianapolis, IN 1998-2001

GTE MOBILENET, Business Sales Manager, Indianapolis, IN 1992-1998

US CELLULAR, Sales Manager, Wichita Falls, TX 1988-1992

Various Healthclub Organizations 1982-1988

**Court South
Health Systems of America
Living Well Fitness centers**

EDUCATION / PROFESSIONAL DEVELOPMENT

Business, State Technical Institute of Knoxville - Knoxville, TN
Verizon Leading Sig Sigma

ASSOCIATIONS / ORGINIZATIONS

Chamber of Commerce Active Member in Multiple US Cities
Domestic Violence OH/PA/WV
Board Member Kenny Stabler Foundation

Michael Buss

Essentia

Mike serves as Essentia's VP of Operations and manages all aspects of complex company projects. Mike's responsibilities include delivering exceptional quality and leadership while maximizing efficiency. His areas of responsibility and experience include:

- Underground and Aerial Fiber Engineering and Construction
- Small Cell Fiber Performance in 6 cities across the Southeast
 - Orlando, FL, St. Augustine, FL, Charlotte, NC, Augusta, GA, Wilmington, NC & Charleston, SC.
- \$3.5 Million in total projects
- Project Attributes-
 - Coordinating with multiple permitting authorities to get approval in complex, historic, high traffic areas.
 - 9 out of 10 Customer Satisfaction rating for Engineering Drawings
 - Brought 60,000 ft. of conduit, 80,000 ft. of cable, 56 splice locations, and 30 nodes online in 1 month.
 - Placed 20,000 ft. of conduit with hand holes in 2 weeks
 - 700,000 ft. or underground and aerial engineering completed ahead of schedule

Utilipath

Mike started with Utilipath in 2010 as a General Manager in the New Orleans area managing an AT&T master contract valued at \$12 million. When Utilipath took over this contract the area was recovering from 2 major hurricanes and the city of New Orleans was underwater, Utilipath's team got the city back up and running for AT&T. Mike's team set 10,000 utility poles in first 90 days.

Mike went on to manage several other important contracts for Utilipath:

- Kentucky AT&T master contract covering approximately one third of the state including Louisville and Frankfurt with a 98% quality rating on this contract.
- Qwest/CenturyLink master contract in 9 states and performed emergency restoration, maintenance, etc.
- Verizon/Frontier master contract in North Carolina and South Carolina with 4 offices. This contract spanned more than 7 years including multiple renewals.

In 2014 Mike was promoted to Vice President of Operations. In this role he was responsible for managing high profile contracts for several customers in the South East region as well as bid operations for the company.

Mike has also been involved in all aspects of projects for USDA's Rural Utilities Service.

First South

Prior to Utilipath Mike worked at First South Utility as Senior Construction Manger overseeing bid construction activities. Mike oversaw construction of many hundreds of miles of fiber in areas ranging from Oklahoma to New York, and major cities like Tulsa, Miami, Raleigh, Buffalo, Norfolk, Richmond, Wilmington DE, and DC. The projects were valued from \$1 million to \$75 million.

Mike has completed multiple telecom builds on multiple military bases setting hundreds of manholes and miles of duct packages in very sensitive area including McDill AFB, Eglin AFB, Hurlburt Field, and Quantico. He has also completed hundreds of miles of fiber placement on ITS projects across multiple states.

Major projects include:

- PF.Net, Greensboro, NC to NYC – 1400 miles of cable placement which included metro areas 150 crews, 7 supervisors, 6 offices - Mike served as Senior Construction manager, all crews were under his direction, he was the direct customer interface in charge of billing, change orders, and scheduling. He also performed QC of inspectors and drafters.
- MFS, from Erie, PA to Rochester, NY – Mike managed all conduit placement, fiber installation and splicing for more than 150 miles of construction, 40 crews, and 4 offices spanning this 2 year long project.
- Williams Pipeline - 200 miles of fiber placement across North Carolina.
- AT&T OJUS build Hollywood FL, 10 miles of city build to connect transatlantic cable, resulting in nearly \$3.5 million total project value.
- GaDOT, bridge conduit construction on the outer loop of Atlanta Ga prior to the Olympics.
- TCI, Pittsburg Pa, constructed conduit systems on 20+ bridges.