

**BEFORE THE
SOUTH DAKOTA PUBLIC UTILITIES COMMISSION**

_____)
Application of)
)
Crown Castle Fiber LLC)
) Docket No. _____
for Certificates of Authority)
to Provide Resold and Facilities-Based)
Local Exchange and Interexchange)
Telecommunications Services in the)
State of South Dakota)
_____)

APPLICATION OF CROWN CASTLE FIBER LLC

Crown Castle Fiber LLC (“Crown Fiber” or “Applicant”), by its undersigned counsel and pursuant to 20:10:32:03 and 20:10:24:02 of the South Dakota Public Utilities Commission (“Commission”) Administrative Rules (S.D. Admin. Rules), applies for a Certificate of Authority (“Certificate”) to provide facilities-based and resold local exchange and interexchange telecommunications services throughout the State of South Dakota. At this time, Applicant only seeks a Certificate to provide facilities-based and resold local exchange telecommunications services that do not require an interconnection agreement in the State of South Dakota. Therefore, Applicant does not seek to provide switched access services.

The Applicant submits the following information in support of its request:

- (1) **The applicant’s name, address, telephone number, facsimile number, web page URL, and E-mail address;**

Applicant’s legal name is Crown Castle Fiber LLC (“Crown Fiber” or “Company”) and its corporate headquarters are located at:

1220 Augusta Drive
Suite 600
Houston, TX 77057
Tel: 713-570-3000

Written correspondence regarding the Company should be sent to:

2000 Corporate Drive
Canonsburg, PA 15317
Tel: 724-416-2000
Fax: 978-264-6180
Attention: Fernanda Biehl
Email: PUC.Correspondence@crowncastle.com

The Company's website is www.fiber.crowncastle.com.

(2) A description of the legal and organizational structure of the applicant's company;

Applicant is a New York limited liability company formed on December 24, 2001. A copy of its formation documents, as amended, are attached as **Exhibit A**.

This application is being filed in connection with a series of planned intra-company transactions whereby certain of Applicant's operating company affiliates will be consolidated into Applicant and certain of Applicant's parent companies also will be consolidated (the "*Pro Forma Consolidation*"). The *Pro Forma Consolidation* is being undertaken, in part, to streamline the corporate structure and operations of over 20 operating entities of Crown Castle International Corp. ("CCIC") that provide fiber-based services into a single unified and rebranded operating entity: Crown Castle Fiber LLC.¹ Upon completion of the *Pro Forma Consolidation*, Applicant will be a direct, wholly owned subsidiary of Crown Castle Fiber Holdings Corp., a Delaware corporation, which is currently a Delaware limited liability company named LTS Group Holdings, LLC² and a direct, wholly owned subsidiary of Crown Castle Operating Company ("CCOC"). CCOC is a Delaware corporation and direct, wholly owned subsidiary of CCIC, a publicly traded

¹ See *infra* note 4.

² As part of the *Pro Forma Consolidation*, LTS Group Holdings, LLC will convert from a Delaware limited liability company into a Delaware corporation and be renamed Crown Castle Fiber Holdings Corp. Upon completion of the *Pro Forma Consolidation*, Crown Castle Fiber Holdings Corp. will remain a direct, wholly owned subsidiary of CCOC.

corporation (NYSE: CCI) that is incorporated under the laws of the State of Delaware. Organizational charts depicting the current and post-*Pro Forma* Consolidation ownership structure of Applicant are attached as **Exhibit B**.

- (3) **The name under which applicant will provide local exchange services if different than in subdivision (1) of this section;**

Applicant will provide service in South Dakota under the name Crown Castle Fiber LLC.

- (4) **The location of the applicant's principal office, if any, in this state and the name and address of its current registered agent, if applicable;**

Applicant does not maintain an office or personnel within the State of South Dakota.

Responsibility for South Dakota operations will be handled by Applicant's current management team from its Boxborough, Massachusetts location. Crown Fiber's registered agent in South Dakota is:

The Corporation Company
319 South Coteau Street
Pierre, South Dakota 57501

- (5) **A copy of its certificate of authority to transact business in South Dakota from the secretary of state;**

A copy of Applicant's Certificate of Authority to Transact Business as a foreign limited liability company in South Dakota is attached as **Exhibit C**.

- (6) **A description of the applicant's experience providing any telecommunications services in South Dakota or in other jurisdictions, including the types of services provided, and the dates and nature of state or federal authorization to provide the services;**

Applicant has not previously provided any services in South Dakota. Applicant is currently authorized to provide intrastate telecommunications service in Connecticut, Delaware, District of Columbia, Florida, Georgia, Illinois, Maine, Maryland, Massachusetts, Missouri, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, Rhode Island, Texas, Vermont, and

Virginia. A chart noting the type of service and the dates on which Crown Fiber obtained authorization in each state is attached as **Exhibit D**.

Applicant’s affiliates are authorized to provide telecommunications services in the District of Columbia and all states except Alaska, Montana and Wyoming. Applicant’s affiliate, Crown Castle NG Central LLC (“CCNG-Central”), is authorized by the Commission to provide non-switched local transport services pursuant to a Certificate granted in Docket No. TC14-081 on June 2, 2015.³ Upon completion of the *Pro Forma* Consolidation, Applicant will be authorized to provide telecommunications services in the same jurisdictions as its affiliates.

Applicant is registered with the Federal Communications Commission (“FCC”) and was issued FCC Registration Number 0006254403 on January 28, 2002. Applicant also holds blanket domestic interstate section 214 authority, and holds international section 214 authority to provide global facilities-based and resale services granted in File Nos. ITC-214-2001128-00698 on December 20, 2000 and ITC-214-20101019-00408.

(7) Names and addresses of applicant's affiliates, subsidiaries, and parent organizations, if any;

Applicant is an indirect wholly owned subsidiary of Crown Castle International Corp. Applicant’s affiliates that offer wireline telecommunications services are listed in the chart below.⁴

24/7 Mid Atlantic Network, LLC
24/7 Mid-Atlantic Network of Virginia, LLC
Access Fiber Group, Inc.
Access Fiber Group Holdings, Inc.
CA – CLEC LLC
Crown Castle NG Atlantic LLC
Crown Castle NG Central LLC

³ As part of the *Pro Forma* Consolidation, CCNG-Central will be merged with and into Applicant, with Applicant surviving the merger. Upon completion of the *Pro Forma* Consolidation, the Certificate of CCNG-Central will be surrendered.

⁴ Applicant has other affiliates that are not authorized to provide telecommunications services and therefore are not included in the list of affiliates.

Crown Castle NG East LLC
Crown Castle NG West LLC
Chesapeake Fiber, LLC
FiberNet Direct Florida LLC
FiberNet Direct Texas LLC
Fiber Technologies Networks, L.L.C.
Fibertech Facilities Corp.
Freedom Telecommunications, LLC
InSite Solutions LLC
InSITE Fiber of Virginia, LLC
Lighttower Fiber Networks I, LLC
NewPath Networks, LLC
NY – CLEC LLC
PA – CLEC LLC
Sunesys, LLC
Sunesys of Virginia, Inc.
WA – CLEC LLC
Wilshire Connection, LLC

Applicant currently has no subsidiaries. Upon completion of the *Pro Forma* Consolidation, Applicant will have the following subsidiaries: Crown Castle Fiber Enterprise LLC, Light Tower Clearinghouse LLC, Light Tower Management, Inc., Sidera Networks UK Limited and Fibertech Facilities Corp.

Applicant’s parent organizations are identified on **Exhibit B**.

Applicant’s affiliates and parent organizations have the same corporate headquarters as Applicant.

(8) A list and specific description of the types of services the applicant seeks to offer and how the services will be provided including:

(a) Information indicating the classes of customers the applicant intends to serve;

Applicant will provide services to wholesale (e.g., other carriers) and customers in government, health care, education, financial services, and other enterprises.

(b) Information indicating the extent to and time-frame by which applicant will provide service through the use of its own facilities, the purchase of unbundled network elements, or resale;

Applicant will primarily provide services using its own facilities and facilities leased from other carriers, but also seeks authority to provide service for resale. Applicant does not have plans to deploy specific facilities in South Dakota at this time. Crown Fiber proposes to begin providing telecommunications service in South Dakota shortly after it has obtained the requisite Commission certification but no later than upon completion of the *Pro Forma* Consolidation.

- (c) **A description of all facilities that the applicant will utilize to furnish the proposed local exchange services, including any facilities of underlying carriers; and**

Please see Response to (b) above. Applicant will not provide traditional switched local exchange services.

- (d) **Information identifying the types of services it seeks authority to provide by reference to the general nature of the service;**

Though applicant seeks authority to provide facilities-based and resold local exchange and interexchange telecommunications services, Applicant will not provide traditional switched local exchange, interexchange, voice or switched access services.⁵ Applicant will provide primarily facilities-based Private Line, Ethernet, and Wavelength services. Applicant's business is building communications solutions for enterprise and carrier customers individually for each project's needs.

- (9) **A service area map or narrative description indicating with particularity the geographic area proposed to be served by the applicant;**

Applicant seeks authority to provide services in all areas that are currently open, or become open in the future, to competition so that it may expand into other services as warranted by market conditions. To the extent Applicant may provide voice telephone services in the future, Applicant

⁵ In the event that Applicant decides to expand its services to include voice services as dictated by marketplace conditions, Applicant will seek such authority at that time.

intends to use the existing local exchange boundaries and established local calling scope of the incumbent local exchange carriers in South Dakota. Applicant concurs with the maps and exchange boundaries filed with the Commission by the incumbent local exchange providers, including CenturyLink Communications. Accordingly, a map of Applicant’s proposed service area is not attached.

(10) Information regarding the technical competence of the applicant to provide its proposed local exchange services including:

(a) A description of the education and experience of the applicant’s management personnel who will oversee the proposed local exchange services; and

Applicant is technically and managerially qualified to provide its proposed services in South Dakota. Applicant’s operations will be directed by its existing corporate management, technical, and operations staffs responsible for the telecommunications operations of Applicant and its affiliates, including CCNG-Central. Key management officials are identified below and a description of the background of Applicant’s key personnel, which demonstrates the extensive telecommunications experience of Applicant’s management team, is provided as **Exhibit E**.

Management Personnel

Name	Title
James D. Young	Senior Vice President and Chief Operating Officer - Fiber
Philip Olivero	Fiber Solutions Chief Technology Officer
David Mayer	Fiber Solutions General Counsel
Peter Zarrella	Fiber Solutions Vice President Finance

Corporate Officers and Directors

Name	Title
Kenneth J. Simon	Director
Daniel K. Schlanger	Director
Jay A. Brown	President and Chief Executive Officer
Daniel K. Schlanger	Senior Vice President, Chief Financial Officer and Treasurer
James D. Young	Senior Vice President and Chief Operating Officer - Fiber
Robert C. Ackerman	Senior Vice President and Chief Operating Officer – Towers and Small Cell
Philip M. Kelley	Senior Vice President – Corporate Development and Strategy

<u>Name</u>	<u>Title</u>
Mike Kavanagh	Senior Vice President and Chief Commercial Officer
Laura Nichol	Senior Vice President – Business Support
Kenneth J. Simon	Senior Vice President and General Counsel
Mike Meadows	Vice President – Service Delivery
Thomas D. Bone	Vice President – Tax
Robert S. Collins	Vice President and Controller
Monica Gambino	Vice President – Legal and Assistant Secretary
Edward B. Adams, Jr.	Vice President – Litigation
Neil Dickson	Vice President – Corporate and Commercial Transactions
Amy Donachy	Vice President – Internal Audit
Ben Lowe	Vice President – Corporate Finance
John Kearney	Vice President – Financial Planning and Analysis
Mike Manczka	Vice President – Operational Finance and Accounting
David O’Toole	Vice President – Sales Operations
Christopher Mooney	Vice President – Real Estate Acquisitions
Mark Schrott	Vice President – Fiber Solutions Integration
Angela Siebe	Vice President – Property Management
Cliff Abbio	Vice President – Fiber Network Engineering
John Timney	Vice President – Acquisition and Integration Support
Keith Monahan	Director – Acquisitions
Donald J. Reid	Secretary
Lynn Howell	Assistant Secretary
Masha Blankenship	Assistant Secretary
Mike Crawford	Tax Officer
Deborah Kelly	Tax Officer

- (b) **Information regarding policies, personnel, or arrangements made by the applicant which demonstrates the applicant’s ability to respond to customer complaints and inquiries promptly and to perform facility and equipment maintenance necessary to ensure compliance with any commission quality of service requirements;**

The Company will investigate and respond to billing disputes and customer complaints within sixty (60) days of receipt. If the Customer and the Company are unable to resolve a dispute or complaint to their mutual satisfaction, the Company will inform the Customer of the right to file a complaint with the Commission. Customers can contact Applicant’s network operations center at any time by calling 1-888-583-4237. Applicant will perform network and equipment maintenance necessary to ensure compliance with any quality of service requirements. Applicant will comply with

all applicable Commission rules, regulations and standards, and will provide safe, reliable and high-quality telecommunications services in South Dakota.

- (11) **Information explaining how the applicant will provide customers with access to emergency services such as 911 or enhanced 911, operator services, interexchange services, directory assistance, and telecommunications relay services;**

Crown Fiber will not be providing traditional switched local exchange services or dial tone services within South Dakota. Therefore, Crown Fiber will not have any interaction with emergency services such as 911 or enhanced 911, operator services, interexchange services, directory assistance, and telecommunications relay services.

- (12) **For the most recent 12 month period, financial statements of the applicant consisting of balance sheets, income statements, and cash flow statements. The applicant shall provide audited financial statements, if available;**

Applicant possesses the requisite financial resources to provide telecommunications services in South Dakota. Applicant does not maintain financial statements separate from the consolidated financial statements of its ultimate parent company, CCIC. For purposes of this Application, Applicant will rely on the financial statements of CCIC to demonstrate Applicant's financial qualification to operate within South Dakota. The most recent annual consolidated financial statement of CCIC, excluding the notes, is provided as **Exhibit F**.⁶ As shown in the financial statement, Applicant is financially qualified to operate within the State of South Dakota.

- (13) **Information detailing the following matters associated with interconnection to provide proposed local exchange services:**

Applicant's proposed service offerings do not currently require interconnection with incumbent LECs.

- (a) **The identity of all local exchange carriers with which the applicant plans to interconnect;**

⁶ The complete financial statements of CCIC are available at: <http://investor.crowncastle.com/financial-information/sec-filings?c=107530&p=irol-sec>.

Not applicable. See Response to Question 13 above.

- (b) The likely timing of initiation of interconnection service and a statement as to when negotiations for interconnection started or when negotiations are likely to start; and**

Not applicable. See Response to Question 13 above.

- (c) A copy of any request for interconnection made by the applicant to any local exchange carrier;**

Not applicable. See Response to Question 13 above.

- (14) A description of how the applicant intends to market its local exchange services, its target market, whether the applicant engages in multilevel marketing, and copies of any company brochures that will be used to assist in sale of the services;**

As previously noted, Crown Fiber will not be providing traditional switched local exchange services. For the services that it provides, Applicant intends to solicit customers for its telecommunications services from its existing customer base and through business-to-business marketing. Applicant will not engage in multilevel marketing. A description of the solutions offered by Applicant can be found at: <http://fiber.crowncastle.com/solutions/infrastructure/>.

Copies of Applicant's company brochures and marketing materials are attached as **Exhibit G**.

- (15) If the applicant is seeking authority to provide local exchange service in the service area of a rural telephone company, the date by which the applicant expects to meet the service obligations imposed pursuant to § 20:10:32:15 and applicant's plans for meeting the service obligations;**

Not Applicable. Applicant will provide only non-switched services and will not provide traditional switched local exchange service. Applicant also does not intend to provide service to residential customers in the service area of any rural telephone company, nor will Applicant's services in South Dakota's rural service areas require it to request interconnection services from rural telephone companies. Applicant also does not seek status as an Eligible Telecommunications Carrier as described in § 20:10:32:15 of the S.D. Admin. Rules. Applicant is willing to be subject to the same rural safeguards that the Commission has conditioned Certificates of Authority granted to other competitive telecommunications providers on. In the future, if Applicant chooses to

provide telephone exchange services or switched access services within any area served by a rural telephone company, Applicant will seek permission from the Commission in another proceeding before providing local service in that rural service area pursuant to 47 U.S.C. § 253(f). Applicant does not seek to affect the exemptions, suspensions, and modifications for rural telephone companies found in 47 U.S.C. § 251(f).

- (16) A list of the states in which the applicant is registered or certified to provide telecommunications services, whether the applicant has ever been denied registration or certification in any state and the reasons for any such denial, a statement as to whether or not the applicant is in good standing with the appropriate regulatory agency in the states where it is registered or certified, and a detailed explanation of why the applicant is not in good standing in a given state, if applicable;**

Please see **Exhibit C** in response to Question 6. In addition, Applicant has not been denied requested certification in any jurisdiction, nor has any permit, license, or certificate been permanently revoked by any authority.

Crown Fiber is currently in good standing with the respective regulatory agencies in the states in which it currently provides service.

- (17) The names, addresses, telephone numbers, E-mail addresses, and facsimile numbers of the applicant's representatives to whom all inquiries must be made regarding customer complaints and other regulatory matters;**

Correspondence concerning this Application should be directed to Applicants' attorneys:

Tamar E. Finn
Brett P. Ferenchak
Patricia Cave
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Avenue, N.W.
Washington, DC 20004
Tel: 202-739-3000
Fax: 202-739-3001
tamar.finn@morganlewis.com

Crown Fiber's primary contact for regulatory matters is:

Fernanda Biehl
Manager, Regulatory Affairs - Fiber

2000 Corporate Drive
Canonsburg, PA 15317
Tel: 703-434-8533
Fax: 703-434-8510
<mailto:PUC.Correspondence@crowncastle.com>

Crown Fiber's primary point of contact for customer service is:

Ravindra Harcharan
Head of Customer Operations – Fiber Solutions
80 Central Street
Boxborough, MA 01719
Tel: 312-506-1751
Fax: 312-506-0931
ravindra.harcharan@crowncastle.com

(18) Information concerning how the applicant plans to bill and collect charges from customers who subscribe to its proposed local exchange services;

Customers will be billed directly by Applicant for the proposed telecommunications services, typically on a monthly basis. The name Crown Castle Fiber LLC shall appear on customer's monthly bills and invoices.

(19) Information concerning the applicant's policies relating to solicitation of new customers and a description of the efforts the applicant shall use to prevent the unauthorized switching of local service customers by the applicant, its employees, or agents;

Applicant intends to solicit customers for its telecommunications services from its existing customer base and through business-to-business marketing. Applicant does not intend to provide switched voice services, and therefore, anti-slamming measures are not applicable to Crown Fiber.

(20) The number and nature of complaints filed against the applicant with any state or federal commission regarding the unauthorized switching of a customer's

telecommunications provider and the act of charging customers for services that have not been ordered;

Applicant has not been the subject of complaints for the unauthorized switching of a Customer's telecommunications provider nor for charging Customers for services that were not ordered.

(21) Information concerning how the applicant will make available to any person information concerning the applicant's current rates, terms, and conditions for all of its telecommunications services;

Information regarding Crown Fiber's services including terms, conditions, rates and charges are available through the Company's regulatory contact as provided in Response to Question 17 and general terms and conditions are also available on the Company's website at www.fiber.crowncastle.com.

(22) Information concerning how the applicant will notify a customer of any materially adverse change to any rate, term, or condition of any telecommunications service being provided to the customer. The notification must be made at least thirty days in advance of the change;

Crown Fiber will provide notice to its affected customers of any materially adverse change to any rate, term or condition of any telecommunications service consistent with the terms of their contracts with Crown Fiber and applicable law, at least thirty (30) days prior to the effective date of the change.

(23) A written request for waiver of those rules believed to be inapplicable;

As Crown Fiber will not be providing traditional switched local exchange and voice services, Applicant respectfully requests a waiver of S.D. Admin. Rule 20:10:32:10, which requires that South Dakota local exchange carriers make the following services available to their customers (1) access to the public switched telephone network; (2) access to emergency services such as 911 or enhanced 911; (3) access to a local directory and directory assistance; (4) access to operator services; (5) telecommunications relay service capability or access necessary to comply with state and federal

regulations; (6) non-published service upon written request or verbal request of the customer; and (7) access to interexchange services.

(24) Federal tax identification number and South Dakota sales tax number; and

Crown Fibers' Federal Tax Identification Number is 010570431. The South Dakota sales tax number is 1033-5128-ST.

(25) Other information requested by the commission needed to demonstrate that the applicant has sufficient technical, financial, and managerial capabilities to provide the local exchange services it intends to offer consistent with the requirements of this chapter and other applicable rules and laws.

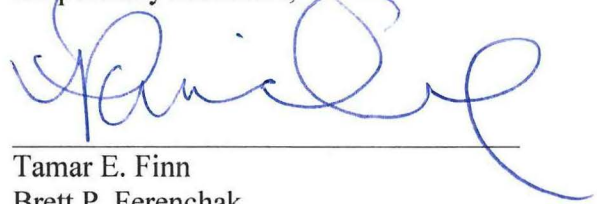
Granting this Application will promote the public interest by increasing competition in the provision of telecommunications services in South Dakota. Applicant will deploy and expand a competitive telecommunications infrastructure in the State, thereby driving prices closer to costs and ensuring just and reasonable rates in addition to promoting efficiency in the delivery of services and in the development of new services. Applicant will provide customers high quality, cost effective telecommunications services, with an emphasis on customer service. Applicant's operations will be overseen by a well-qualified management team with substantial telecommunications experience and technical expertise. These benefits work to maximize the public interest by providing continuing incentives for carriers to reduce costs while simultaneously promoting the availability of potentially desirable services.

For the reasons stated above, Applicant respectfully submits that the public interest, convenience, and necessity would be furthered by a grant of this Application for the authority to

provide all types of facilities-based and resold local and interexchange telecommunications services.

Accordingly, Applicant requests that the Commission expeditiously grant this Application.

Respectfully submitted,



By:

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Brett P. Ferenchak

Patricia Cave

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Counsel for Crown Castle Fiber LLC

Dated: September 10, 2018