

**BEFORE THE
SOUTH DAKOTA PUBLIC UTILITIES COMMISSION**

_____)	
Application of)	
)	
Uniti National 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 UNITI NATIONAL LLC

Uniti National LLC (“Uniti National” 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. Applicant does not intend to provide other retail voice 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 Uniti National LLC and its corporate headquarters are located

at:

10802 Executive Center Drive,
Benton Building, Suite 300,
Little Rock, Arkansas 72211
Tel: 501-850-0820
Website: www.uniti.com
Email: jeffrey.strenkowski@uniti.com

The Commission's primary contact for Applicant's ongoing operations and regulatory matters is:

Jeffrey R. Strenkowski
Vice President, Deputy General Counsel of Governmental Affairs
Uniti Group Inc.
10802 Executive Center Drive,
Benton Building, Suite 300,
Little Rock, Arkansas 72211
501-458-4397 (tel)
jeffrey.strenkowski@uniti.com

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

Applicant is a duly formed limited liability company, organized under the laws of the State of Delaware. A copy of Applicant's Formation Documents is provided in **Exhibit A**.

(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 Uniti National 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 Little Rock, AR location. Applicant's registered agent in South Dakota is:

Corporation Service Company
503 South Pierre Street
Pierre, SD 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 B**.

(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 telecommunications services in Florida, Georgia, and Kentucky. In Florida, Applicant is authorized to provide telecommunications service pursuant to Certificate of Authority No. 8957 issued in Docket No. 20200229-TX. In Georgia, Applicant is authorized to provide intraLATA and interLATA intrastate telecommunications services in Georgia pursuant to a Certificate of Authority issued in Docket No. 43215. In Kentucky, Applicant is authorized to operate as a Competitive Local Exchange and Interexchange Carrier pursuant to a Notification of Intent.

In addition to South Dakota, Applicant is in the process of seeking authorization or planning to seek authorization to provide intrastate telecommunications services in the following jurisdictions: Alabama, Colorado, Delaware, Maine, Maryland, Massachusetts, New Jersey, New York, North Carolina, South Carolina, and Tennessee. Applicant has not had a certification or authorization denied, suspended, terminated, or revoked by any state.

Applicant does not hold any authority from the Federal Communications Commission.

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

Applicant is indirectly and wholly owned by Uniti Group Inc. (“Uniti Group” and together with its subsidiaries, “Uniti”), a Maryland corporation (NASDAQ: UNIT) headquartered in 10802 Executive Center Drive Benton Bldg., Suite 300, Little Rock, AR 72211. Uniti Group is a publicly traded real estate investment trust that engages in the acquisition and construction of infrastructure utilized by the communications industry. Uniti Group does not provide telecommunications services in its own right. It owns and operates a number of licensed telecommunications providers in the District of Columbia and a number of states. Applicant’s affiliates that offer telecommunications services are listed in the chart below:

Affiliate	Authorized Jurisdiction(s)
ANS Connect, Inc.	Georgia
Contact Network, LLC (dba InLine)	Alabama, Illinois, Louisiana and Mississippi
CSL Georgia System, LLC	Georgia
CSL Georgia Realty, LLC	Georgia
CSL Kentucky System, LLC	Kentucky
Hunt Telecommunications, LLC	Louisiana
Nexus Systems, Inc.	Louisiana
PEG Bandwidth DC, LLC	District of Colombia
PEG Bandwidth DE, LLC	Delaware
PEG Bandwidth LA, LLC	Louisiana
PEG Bandwidth MA, LLC	Massachusetts
PEG Bandwidth MD, LLC	Maryland, West Virginia
PEG Bandwidth MS, LLC	Mississippi
PEG Bandwidth NJ, LLC	New Jersey
PEG Bandwidth NY Telephone Corp.	New York
PEG Bandwidth PA, LLC	Pennsylvania
PEG Bandwidth TX, LLC	Texas (IXC only)
PEG Bandwidth VA, LLC	Virginia
Southern Light, LLC	Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, and Pennsylvania

Affiliate	Authorized Jurisdiction(s)
Talk America Services, LLC	Alabama, Arkansas, Arizona, Delaware, Florida, Georgia, Iowa, Illinois, Indiana, Maryland, Michigan, Minnesota, Missouri, North Carolina, North Dakota, Nebraska, New Jersey, New Mexico, New York, Ohio, Pennsylvania, South Carolina, South Dakota, Texas, Utah, Virginia, Washington, Wisconsin, and Wyoming
Uniti Dark Fiber LLC	Illinois (pending); Tennessee (pending)
Uniti Fiber LLC	Alabama, Arkansas, Florida, Michigan, North Carolina, North Dakota, Ohio, Oklahoma, South Carolina, Tennessee, and Wisconsin

Applicant’s parent, affiliate, and subsidiary entities are identified in **Exhibit C**.

(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 primarily serve enterprise and carrier customers. Applicant does not have any current plans to provide switched voice local retail services or switched voice interexchange services to customers in South Dakota.

(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 has acquired certain fiber optic assets (telephone plant, line or system) from certain of Windstream Holdings Inc.’s competitive local exchange carrier subsidiaries (collectively, “Windstream”) and has granted a 20-year indefeasible right of use (“IRU”) to Windstream for those fiber assets that Windstream uses to provide services. Applicant will have access to lease, sell or otherwise utilize those fiber assets that are not being granted back to Windstream. Applicant may sublease those facilities to one or more of its affiliates that have operating authority to do business in South Dakota, or may itself provision services to business

customers, other carriers, or other third parties. Using the spare capacity on fiber assets not granted back to Windstream via the IRU, Applicant may itself provision services to business customers, other carriers, or other third parties. Applicant does not currently anticipate providing any service besides private line services (i.e., high-capacity backhaul Ethernet), but may provide other arrangements such as dark fiber, fiber spectrum leases, or other high-capacity services.

Applicant proposes to begin providing telecommunications service in South Dakota shortly after it has obtained the requisite Commission certification.

- (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.¹ Applicant does not currently anticipate providing any service besides private line services (i.e., high-capacity backhaul Ethernet), but may provide other arrangements such as dark fiber, fiber spectrum leases, or other high-capacity services.

¹ 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.

(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 its services throughout the state of South Dakota.

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 has the managerial and technical qualifications necessary to provide the proposed services in South Dakota. Applicant will be managed by the management team of its ultimate parent company, Uniti Group, which will provide extensive telecommunications business, technical, and managerial expertise to Applicant. Biographies of key management personnel of Applicant, who are responsible for the Applicant's operations, are provided in **Exhibit D**. These biographies reflect management's substantial communications industry experience and expertise, and demonstrate that the Applicant possesses significant managerial and technical expertise operating a variety of communications services across multiple jurisdictions. Thus, Applicant possesses the managerial and technical qualifications necessary to operate a competitive telecommunications company in South Dakota, consistent with the Commission's requirements.

Applicants officers and directors are:

Officers

Name	Title
Kenneth Gunderman	President and Chief Executive Officer
Mark Wallace	Executive Vice President – Chief Financial Officer and Treasurer
Daniel Heard	Executive Vice President – General Counsel and Secretary
Mike Friloux	Senior Vice President – Chief Technology Officer
Ronald J. Mudry	Senior Vice President – Chief Revenue Officer
Andy Newton	Senior Vice President – Fiber Operations
Greg Ortyl	Senior Vice President – Leasing Strategy
Blake Schuhmacher	Senior Vice President – Chief Accounting Officer

Keith Harvey	Senior Vice President – Deputy General Counsel
Jennifer Ragsdale	Senior Vice President – Human Resources
Allison Taylor	Senior Vice President – Operations
Arnoud Krijt	Senior Vice President – Corporate Development
Sasibeh Beyene	Senior Vice President – Tax
Jeffrey Strenkowski	Vice President – Deputy General Counsel of Governmental Affairs
Julie Plowman	Vice President – Deputy General Counsel
Kelly McGriff	Vice President – Deputy General Counsel
Ricky Chura	Vice President – Chief Information Officer
William Ditullio	Vice President – Investor Relations and FP&A

Directors

Kenny Gunderman - President and Chief Executive Officer
Francis X. (Skip) Frantz - Chairman
David Solomon - Director
Jennifer Banner - Director
Scott Bruce - Director
Carmen Perez-Carlton – Director

All officers and directors may be reached at Applicant's principal place of business provided above

- (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;**

Customers with complaints or inquiries should contact the Company toll free at 877-652-2321, via email at NOC@uniti.com, or by mail to:

Network Operations Center
107 St. Francis Street, Ste. 1800
Mobile, AL 36602

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;

Applicant will not be providing traditional switched local exchange services or dial tone services within South Dakota. Therefore, Applicant 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;

The Applicant has sufficient financial resources to initiate and maintain the services and related operations in South Dakota as proposed in this Application. Applicant does not maintain financial statements separate from the consolidated financial statements of its ultimate parent company, Uniti Group. For purposes of this Application, Applicant will rely on the financial statements of Uniti Group to demonstrate Applicant's financial qualification to operate within Alabama. The most recent consolidated financial statements of Uniti Group is provided as **Exhibit E**. 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;

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, Applicant will not be providing traditional switched local exchange services. 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. Applicant does not have marketing brochures that it will use to assist in the sales of the services.

- (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 to retail end users. Applicant also does not intend to provide service to residential or business customers in the service area of any rural telephone company. Applicant also does not seek status as an Eligible Telecommunications Carrier as described in § 20:10:32:15 of the S.D. Admin. Rules. As described above, Applicant will offer its emergency call routing, transport, and related functionalities to state and municipal governmental agencies throughout the state, including in rural areas. 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;

Applicant has not previously provided any services in South Dakota. Applicant is currently authorized to provide telecommunications services in Florida, Georgia, and Kentucky. In Florida, Applicant is authorized to provide telecommunications service pursuant to Certificate of Authority No. 8957 issued in Docket No. 20200229-TX. In Georgia, Applicant is authorized to provide intraLATA and interLATA intrastate telecommunications services in Georgia pursuant to a Certificate of Authority issued in Docket No. 43215. In Kentucky, Applicant is authorized to operate as a Competitive Local Exchange and Interexchange Carrier pursuant to a Notification of Intent.

In addition to South Dakota, Applicant is in the process of seeking authorization or planning to seek authorization to provide intrastate telecommunications services in the following jurisdictions: Alabama, Colorado, Delaware, Maine, Maryland, Massachusetts, New Jersey, New York, North Carolina, South Carolina, and Tennessee. Applicant has not had a certification or authorization denied, suspended, terminated, or revoked by any state.

Applicant is currently in good standing with the respective regulatory agencies in the states in which it is authorized to provide 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:

Ronald W. Del Sesto, Jr.
Stephany Fan
Morgan Lewis & Bockius LLP
1111 Pennsylvania Ave., N.W.
Washington, DC 20004
Tel: 202-739-3000
Fax: 202-739-3001
ronald.delsesto@morganlewis.com
stephany.fan@morganlewis.com

Applicant's primary contact for regulatory matters and customer service is:

Jeffrey R. Strenkowski
Vice President, Deputy General Counsel of Governmental Affairs
Uniti Group Inc.
10802 Executive Center Drive
Benton Building, Suite 300
Little Rock, Arkansas 72211
Tel: 501-458-4397
jeffrey.strenkowski@uniti.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.

- (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 Applicant.

- (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 Applicant's services including terms, conditions, rates and charges are available through the Company's regulatory contact as provided in Response to Question 17.

(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;

Applicant 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 Applicant 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 Applicant will not be providing traditional switched local exchange and voice services to end users, 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

Applicant's Federal Tax Identification Number is 85-961145. The South Dakota sales tax number is 1036-9298-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's operations will be overseen by a well-qualified management team with substantial telecommunications experience and technical expertise. Applicant will provide customers high quality, cost effective telecommunications services, with an emphasis on customer service.

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 facilities-based and resold local and interexchange telecommunications services. Accordingly, Applicant requests that the Commission expeditiously grant this Application.

Respectfully submitted,

/s/ Ronald W. Del Sesto, Jr.

By: _____

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Counsel for Uniti National LLC

Dated: January 27, 2021