

Charles F. Palmer  
[charles.palmer@troutman.com](mailto:charles.palmer@troutman.com)  
404-885-3402

October 17, 2019

**VIA HAND DELIVERY**

Mr. Reece McAlister  
Executive Secretary  
Georgia Public Service Commission  
244 Washington St. SW  
Atlanta, GA 30334

**Re:    Bandwidth Infrastructure Group GA, LLC – Application for Certificate of  
         Authority to Provide Competitive Local Exchange Service and Application for  
         Certificate of Authority to Construct or Operate Telephone Line, Plant, or  
         System**

Dear Mr. McAlister:

Enclosed please find an original and five copies each of an Application for Certificate of Authority to Provide Competitive Local Exchange Service and supporting documents and an Application for Certificate of Authority to Construct or Operate Telephone Line, Plant, or System and supporting documents for Bandwidth Infrastructure Group GA, LLC (hereinafter "BIG"). We believe the attached exhibits provide all information required by the Georgia Public Service Commission. These documents include the following:

- A. Copy of BIG's Georgia Secretary of State Certificate
- B. BIG's Corporate Structure Chart & Columbia QP Investments
- C. BIG's Network Map
- D. BIG's Financial Projections
- E. Profiles of BIG's Management Team
- F. Columbia Capital Equity Partners VI (QP), L.P. Audited Financial Statements
- G. BellSouth Telecommunications, Inc Exchange List

As part of these applications, the Commission requires that BIG provide a map of the facilities BIG intends to deploy in Georgia and the most recent certified report on the examination of BIG's financial statements along with business plan assumptions. That information constitutes trade secret. The information derives economic value from not being generally known to and not being readily ascertainable by other persons who can obtain economic value from its disclosure or use. Additionally, the information is subject to extensive efforts to maintain its secrecy. BIG does not disclose information regarding its facilities or its financial statements to customers, competitors, or other entities in the telecommunications industry unless specifically required to do so. Competitors of BIG could use the information to develop a picture of BIG's revenues, expenses, and investments and thereby gain a competitive advantage. Therefore, BIG's facility and financial information is being submitted according to Commission Rule 515-3-1.11. A redacted version of the facility information intended for public disclosure is attached to both applications as Exhibit C and included on the enclosed discs. A redacted version of the financial statement intended for public disclosure is attached to both applications as Exhibit F and included on the enclosed discs. A redacted version of BIG's financial projections intended for public disclosure is attached to both applications as Exhibit D and included on the enclosed discs. A redacted version of BIG's corporate structure chart intended for public disclosure is attached to both applications as Exhibit B and included on the enclosed discs. The versions of these documents containing the trade secret information will be filed simultaneously under seal and marked with the designation "PUBLIC DISCLOSURE DOCUMENT" as required by Commission Rule 515-3-1.11(1)(b).

If you should have any questions regarding these applications or their supporting materials, please do not hesitate to contact me directly. Thank you for your assistance in this matter.

Sincerely,



Charles F. Palmer

Enclosures

cc: Mr. Mark W. Hagood, General Manager – BIG



Georgia Public Service Commission  
244 WASHINGTON STREET, SW  
ATLANTA GEORGIA 30334-5701

**APPLICATION FOR CERTIFICATE OF AUTHORITY  
TO PROVIDE COMPETITIVE LOCAL EXCHANGE SERVICE**

**I. APPLICANT ADDRESS**

NAME OF COMPANY **Bandwidth Infrastructure Group GA, LLC**

ADDRESS: STREET 204 S. Union Street

CITY Alexandria STATE Virginia ZIP CODE 22314

TEL. NO. (804) 731-3731 FAX NO. N/A

EMPLOYEE DESIGNATED TO RECEIVE AND RESPOND TO COMMISSION REQUESTS:

NAME Mark W. Hagood TEL. NO. (804) 731-3731

TITLE General Manager FAX NO. N/A

E-MAIL [Mark@bandwidthIG.com](mailto:Mark@bandwidthIG.com)

EMPLOYEE ADDRESS (IF DIFFERENT FROM ABOVE):

STREET \_\_\_\_\_

CITY \_\_\_\_\_ STATE \_\_\_\_\_ ZIP CODE \_\_\_\_\_

**NOTE: FAILURE TO NOTIFY THE COMMISSION, IN WRITING, WHEN THERE IS A CHANGE IN THE CONTACT PERSON OR ADDRESS(ES) LISTED IN THIS APPLICATION WILL RESULT IN CANCELLATION OF THE APPLICATION OR SUBSEQUENT CERTIFICATE.**

**II. ATTORNEY OR AGENT ADDRESS**

**IF APPLICANT IS NOT A GEORGIA CORPORATION, GIVE NAME AND ADDRESS OF AN ATTORNEY OR AGENT IN THE STATE OF GEORGIA UPON WHOM PROCESS MAY BE SERVED IN ANY SUIT AGAINST APPLICANT.**

NAME

NAME OF FIRM Cogency Global Inc.

ADDRESS: STREET 900 Old Roswell Lakes Parkway, Suite 310

CITY Roswell STATE GA ZIP CODE 30076

TEL. NO. (800) 221-0102

FAX NO. (800) 944-6607

### III. ORGANIZATION

1. TYPE OF ORGANIZATION: (CHECK ONE)

- ☒ LLC  
☐ INDIVIDUAL  
☐ PARTNERSHIP  
☐ CORPORATION  
☐ MUTUAL OR COOPERATIVE (INC./UNINC.)  
☐ OTHER (SPECIFY): \_\_\_\_\_

2. IF APPLICANT IS A CORPORATION OR LIMITED PARTNERSHIP, INSERT THE SEVEN-DIGIT CONTROL NUMBER FROM "CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS" ISSUED BY THE SECRETARY OF STATE OF THE STATE OF **GEORGIA**.

CONTROL NUMBER: 19121500

ATTACH A COPY OF GEORGIA SECRETARY OF STATE CERTIFICATE, MARKED **EXHIBIT A**.

3. IF APPLICANT IS A CORPORATION, ATTACH COPY OF CHARTER, MARKED EXHIBIT \_\_\_\_\_. ALSO ATTACH A LIST OF ALL DIRECTORS AND PRINCIPAL STOCKHOLDERS WITH THE NUMBER OF SHARES HELD BY EACH, MARKED EXHIBIT \_\_\_\_, AND GIVE NAME AND ADDRESSES OF THE FOLLOWING OFFICERS:

PRESIDENT \_\_\_\_\_ ADDRESS \_\_\_\_\_

V. PRESIDENT \_\_\_\_\_ ADDRESS \_\_\_\_\_

TREASURER \_\_\_\_\_ ADDRESS \_\_\_\_\_

SECRETARY \_\_\_\_\_ ADDRESS \_\_\_\_\_

STATE AND DATE OF INCORPORATION: STATE \_\_\_\_\_ DATE \_\_\_\_\_

4. IF APPLICANT IS A PARTNERSHIP OR COOPERATIVE, PROVIDE AN ATTACHMENT, MARKED **EXHIBIT E**, WITH NAMES AND ADDRESSES OF PARTNERS, OFFICERS OR MEMBERS.
5. IF APPLICANT IS A SUBSIDIARY, PARENT, OR AFFILIATE OF ANY OTHER COMPANY, REGARDLESS OF TYPE OR INDUSTRY, PROVIDE A CHART, MARKED **EXHIBIT B**, SHOWING THE RELATIONSHIPS BETWEEN THE APPLICANT AND ALL AFFILIATED COMPANIES.

#### IV. EXISTING AUTHORITY

1. DOES THE APPLICANT OR ANY AFFILIATE PRESENTLY HAVE AN EXISTING CERTIFICATE(S) OF AUTHORITY ISSUED BY THE GEORGIA PUBLIC SERVICE COMMISSION?

☒ NO

☐ YES

IF YES, CHECK CERTIFICATE TYPE(S) AND INSERT CERTIFICATE NUMBERS:

☐ INTEREXCHANGE CARRIER (IXC): X-\_\_\_\_

☐ RESELLER OF LONG DISTANCE (RESALE): R -\_\_\_\_

☐ ALTERNATE OPERATOR SERVICE (AOS): A-\_\_\_\_

☐ INSTITUTIONAL TELECOMMUNICATIONS SERVICE (ITS): P-\_\_\_\_

☐ PAYPHONE SERVICE PROVIDER (PSP): \_\_\_\_

☐ AUTOMATIC DIALING AND ANNOUNCING DEVICE (ADAD): \_\_\_\_

☐ TELEPHONE SERVICE OBSERVING EQUIPMENT (TSOE): \_\_\_\_

2. A) DOES THE APPLICANT OR ANY AFFILIATE PRESENTLY HAVE CERTIFICATE AUTHORITY IN ANY OTHER STATE OR FEDERAL JURISDICTION(S)?

☐ NO

☒ YES

IF YES, LIST STATES IN WHICH AUTHORITY HAS BEEN GRANTED: Columbia Capital Equity Partners VI (QP), L.P. has an investment in Silica Holding Company, LLC, which has certificate authority in California.

- B) DOES THE APPLICANT OR ANY AFFILIATE PRESENTLY HAVE PENDING APPLICATIONS IN ANY OTHER STATE OR FEDERAL JURISDICTION(S)?

☐ NO

☒ YES

IF YES, LIST STATES IN WHICH APPLICATIONS ARE PENDING: Columbia Capital Equity Partners VI (QP), L.P. has a pending application with California to be granted the ability to acquire a majority interest in Silica Holding Company, LLC.

- C) HAS THE APPLICANT BEEN DENIED CERTIFICATION IN ANY JURISDICTION?

☒ NO

☐ YES

IF YES, WHICH STATE(S) OR JURISDICTION(S)? \_\_\_\_\_

ATTACH A COPY OF THE ORDER(S) DENYING CERTIFICATION.

## V. LOCAL EXCHANGE SERVICE

1. WHAT CUSTOMER CLASS(ES) DOES THE APPLICANT PROPOSE TO SERVE (CHECK ALL THAT APPLY)?

☐ RESIDENTIAL

☒ BUSINESS

☐ OTHER: \_\_\_\_\_

2. PLEASE READ "ADDENDUM – POST-CERTIFICATION OBLIGATIONS OF COMPETITIVE LOCAL EXCHANGE CARRIERS" (AVAILABLE ONLINE AT [http://www.psc.state.ga.us/telecom/tl\\_forms/forms.asp](http://www.psc.state.ga.us/telecom/tl_forms/forms.asp)). WILL THE APPLICANT COMPLY WITH THESE REQUIREMENTS?

☒ YES

☐ NO

3. DOES THE COMPANY INTEND TO PROVIDE PRE-PAID LOCAL EXCHANGE SERVICE?

☒ NO

☐ YES

IF YES, READ "ADDENDUM – ADDITIONAL OBLIGATIONS OF PRE-PAID LOCAL EXCHANGE CARRIERS" (AVAILABLE ONLINE AT [http://www.psc.state.ga.us/telecom/tl\\_forms/forms.asp](http://www.psc.state.ga.us/telecom/tl_forms/forms.asp)).

4. SELECT THE METHOD(S) BY WHICH SERVICE WILL BE PROVIDED:

☐ RESALE

☒ FACILITIES-BASED (PLEASE COMPLETE SECTION VI OF THE APPLICATION)

5. TARIFFS FOR LOCAL EXCHANGE SERVICES ARE NO LONGER REQUIRED. DOES THE COMPANY WISH TO MAINTAIN A LOCAL EXCHANGE SERVICES TARIFF WITH THE GEORGIA PUBLIC SERVICE COMMISSION?

☒ NO

☐ YES

IF YES, ATTACH A **LOCAL EXCHANGE SERVICES TARIFF**, MARKED EXHIBIT \_\_\_\_, WHICH INCLUDES THE RATES, TERMS, AND CONDITIONS FOR ALL SERVICES.

6. AN ACCESS SERVICES TARIFF MUST BE FILED WITH THE GEORGIA PUBLIC SERVICE COMMISSION IN ORDER TO PROVIDE ACCESS SERVICES (SEE O.C.G.A. § 46-5-166(e)). DOES THE COMPANY INTEND TO PROVIDE ACCESS SERVICES?

☒ NO

☐ YES

IF YES, ATTACH AN **ACCESS SERVICES TARIFF**, MARKED EXHIBIT \_\_\_\_, WHICH INCLUDES THE RATES, TERMS, AND CONDITIONS FOR ALL SERVICES.

## VI. FACILITIES-BASED SERVICE

### 1. IF AUTHORITY SOUGHT IS FACILITIES-BASED, ANSWER THE FOLLOWING:

#### A) AUTHORITY REQUESTED (CHECK ALL THAT APPLY):

☒ CONSTRUCTION OF NEW FACILITIES

☒ ACQUISITION OF FACILITIES (LEASE OR PURCHASE)

☒ PRIVATE LINE SERVICE

#### B) IF ACQUIRING FACILITIES FROM ANOTHER CARRIER, PLEASE PROVIDE DESCRIPTION AND MAPS.

In addition to constructing its own facilities, BIG may pursue acquisition of additional facilities potentially from AT&T and/or other Georgia registered CLECs.

#### C) DO YOU CURRENTLY HAVE FACILITIES DEPLOYED IN GEORGIA?

☒ NO

☐ YES

IF YES:

PLEASE PROVIDE MAPS INDICATING THE LOCATION(S) OF FACILITIES (E.G., SWITCHES, FIBER, ETC.).  
HOW ARE THESE FACILITIES CURRENTLY BEING UTILIZED?

#### D) WHAT FACILITIES DO YOU PROPOSE TO DEPLOY IN GEORGIA? (PROVIDE DESCRIPTION AND MAPS)

BIG plans to construct an underground, high fiber count network. BIG intends to provide dark fiber and communications services, through leases and IRUs, to and from carrier-neutral facilities and points-of-presence. The company will provide fiber optic connectivity between various locations throughout Georgia, primarily in the greater Atlanta market. BIG's services will support a variety of customers, including enterprise, wireless and wireline carriers, government entities, and data centers. As advancing technology drives increasing demand for connectivity and transport services, BIG's presence in the Georgia market will bring customers greater offerings, control and flexibility of communications at competitive prices. See attached network map, marked **EXHIBIT C**.

### 2. PROVIDE BREAKDOWN OF ALL COSTS ASSOCIATED WITH THE FACILITIES TO BE DEPLOYED IN GA.

Please see attached financial projections, marked **EXHIBIT D**, for a breakdown of all costs associated with the underground, high fiber count network.

## VII. TECHNICAL CAPABILITY

1. PROVIDE RESUMES AND/OR PROFILES OF THE APPLICANT'S MANAGEMENT TEAM, MARKED **EXHIBIT E**. DESCRIBE EACH TEAM MEMBER'S TECHNICAL QUALIFICATIONS, WHICH INCLUDE ANY RELEVANT WORK EXPERIENCE, EDUCATION, AND TRAINING.
2. DESCRIBE MECHANISM BY WHICH APPLICANT INTENDS TO BILL FOR SERVICES. APPLICANT'S NAME MUST APPEAR ON END-USER'S BILL.

BIG will generate monthly invoices and send invoices directly to its customers per contractual terms and conditions.

3. DETAIL THE PROCESSES BY WHICH THE COMPANY PROPOSES TO HANDLE CUSTOMER SERVICE ORDERS, INQUIRIES, AND COMPLAINTS. CUSTOMER SERVICE MUST OPERATE DURING NORMAL BUSINESS HOURS (i.e., 9:00 AM - 5:00 PM, or similar) MONDAY-FRIDAY; DURING NON-BUSINESS HOURS, CUSTOMERS SHOULD BE ABLE TO LEAVE MESSAGES VIA VOICEMAIL OR A MESSAGE SERVICE. DESCRIBE HOW THE APPLICANT WILL COMPLY WITH THIS REQUIREMENT. LIST TELEPHONE NUMBERS THAT WILL BE USED FOR CUSTOMER SERVICE. APPLICANT MUST PROVIDE A TOLL-FREE NUMBER WHEREUPON INQUIRIES AND COMPLAINTS CAN BE SERVED.

Customers seeking services will sign specific Service Order contracts. BIG maintains a toll-free customer service line where inquiries and complaints can be served. Customers may call customer service at (804) 731-3731 from 8:00 AM to 5:00 PM, Monday through Friday. During non-business hours, customers may leave messages via voicemail.

4. PLEASE STATE WHETHER THE APPLICANT HAS EXPERIENCED CUSTOMER COMPLAINTS LODGED WITH ANY JURISDICTION'S REGULATORY AGENCY OR ATTORNEY GENERAL'S OFFICE FROM ANY NUMBER OF CUSTOMERS REPRESENTING MORE THAN 0.5% OF ALL CUSTOMERS SERVED BY THE APPLICANT WITHIN SUCH JURISDICTION.

☒ NO

☐ YES

IF YES:

PLEASE STATE THE NAME (INCLUDING CONTACT PERSON) OF EACH REGULATORY AGENCY OR ATTORNEY GENERAL'S OFFICE, DESCRIBE THE NATURE OF THE COMPLAINTS, EXPLAIN WHETHER AND HOW SUCH COMPLAINTS HAVE BEEN RESOLVED, AND STATE YOUR PLANS TO PREVENT SUCH COMPLAINTS FROM OCCURRING AGAIN.

---

---

---

---

---



## VIII. FINANCIAL CAPABILITY

1. PROVIDE THE MOST RECENT CERTIFIED REPORT ON THE EXAMINATION OF APPLICANT'S FINANCIAL STATEMENTS ALONG WITH BUSINESS PLAN ASSUMPTIONS. IF APPLICANT DOES NOT HAVE CERTIFIED FINANCIAL REPORTS PROVIDE THIS COMMISSION WITH CERTIFIED DOCUMENTATION OF FUNDS TO BE USED FOR CAPITALIZATION.

BIG received its Certificate of Formation, from the Delaware Secretary of State, on September 10<sup>th</sup>, 2019. As a relatively new limited liability company, BIG does not have certified financial reports. Therefore, BIG will provide the Commission with a certified financial report of Columbia Capital Equity Partners VI (QP), L.P. (Columbia QP). Columbia QP is the 85.67% majority owner of BIG. Columbia Capital Equity Partners VI (Columbia VI) is the ultimate parent of BIG and Columbia QP. Columbia VI is a \$500,000,000 venture capital fund with a mandate to invest in communications and technology companies. Columbia QP is the primary legal entity for these investments, with \$428,000,000 of commitments. Columbia QP draws upon these commitments when needed to make its investments. Columbia VI has specifically reserved \$20,000,000 of its commitments to invest in BIG. See attached audited financial statements of Columbia QP, marked **EXHIBIT F**.

- 2. IS APPLICANT PRESENTLY INVOLVED IN ANY LITIGATION?**

[X] NO

☐ YES

IF YES, PLEASE DESCRIBE IN DETAIL: \_\_\_\_\_

3. DOES THE APPLICANT AGREE TO FILE FINANCIAL REPORTS ON AN ANNUAL BASIS WITH THE COMMISSION AFTER CERTIFICATION IS GRANTED?

☐ NO

[X] YES

**AFFIDAVIT 1 - VERACITY OF APPLICATION AND AGREEMENT TO COMPLY WITH GEORGIA LAWS AND  
AGENCY RULES/ORDERS**

Name: Mark W. Hagood

Company: Bandwidth Infrastructure Group GA, LLC ("BIG")

Title/Position: General Manager

Address: 204 South Union St. Alexandria, VA 22314

Tel. No. (804) 731-3731

THE INDIVIDUAL NAMED ABOVE (HEREINAFTER, "APPLICANT") PERSONALLY APPEARED BEFORE THE UNDERSIGNED, AN OFFICER DULY AUTHORIZED TO ADMINISTER OATHS. THE APPLICANT, AFTER FIRST BEING DULY SWORN, DEPOSES AND CERTIFIES THAT HE OR SHE HAS READ THE APPLICATION AND KNOWS THE CONTENTS THEREOF, AND THAT THE STATEMENTS MADE HEREIN ARE TRUE TO THE BEST OF HIS OR HER KNOWLEDGE AND BELIEF.

APPLICANT FURTHER AGREES TO ABIDE BY ALL APPLICABLE LAWS UNDER THE STATE OF GEORGIA, AS CODIFIED IN THE OFFICIAL CODE OF GEORGIA ANNOTATED; ALL APPLICABLE RULES AND REGULATIONS OF THE GEORGIA PUBLIC SERVICE COMMISSION; AND ALL FINDINGS, CONCLUSIONS, TERMS, AND CONDITIONS SET FORTH IN PERTINENT COMMISSION ORDERS.

UNDER PENALTIES OF PERJURY, APPLICANT DECLARES THAT THE STATEMENTS MADE IN THE FOREGOING APPLICATION, INCLUDING ACCOMPANYING STATEMENTS AND ATTACHMENTS ARE TRUE, COMPLETE, AND CORRECT. I UNDERSTAND THAT ANY FALSE OR MISLEADING INFORMATION IN, OR IN CONNECTION WITH, MY APPLICATION MAY BE CAUSE FOR DENIAL OR LOSS OF CERTIFICATE.

  
\_\_\_\_\_  
Signature of Affiant

10/16/2019  
\_\_\_\_\_  
Date

Subscribed and sworn before me this

16<sup>th</sup> day of Oct., 2019.

  
\_\_\_\_\_  
(NOTARY PUBLIC)



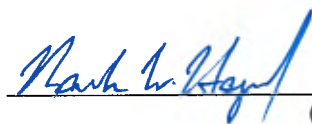
## AFFIDAVIT 2 – UNIVERSAL ACCESS FUND

The Applicant hereby acknowledges that participation and compliance with the Universal Access Fund (UAF) requirements developed by the Georgia Public Service Commission, as mandated in the Telecommunications and Competition Act of 1995 (O.C.G.A. § 46-5-160 and O.C.G.A. § 46-5-167), will be complied with.

That Applicant further acknowledges that compliance with the requirements of the UAF is necessary to receive and maintain an active Certificate of Authority to provide telecommunications service in Georgia.

The Applicant also agrees to file quarterly reports for quarters subsequent to the effective date of certification including any portion of the quarter when certificated, in conformance with the instructions attached hereto (see "Addendum – Universal Access Fund") with the full understanding that not to do so may result in revocation of this same certificate. This attested to by signature below of proper authorized company official.

Bandwidth Infrastructure Group GA, LLC  
(COMPANY)

  
(SIGNATURE)

Subscribed and sworn before me this

16th day of Oct., 2019.

  
(NOTARY PUBLIC)



### AFFIDAVIT 3 – FAMILY VIOLENCE SHELTER CONFIDENTIALITY ACT

Personally appeared before me, an officer duly authorized to administer oaths, \_\_\_\_\_,  
who, after being duly sworn, deposes and says that he or she is \_\_\_\_\_  
of Applicant, certified telephone service provider or directory information provider.

1.

I make this affidavit on the basis of my personal knowledge.

2.

I have read the May 13, 2005 Order and the August 30, 2005 Amendatory Order in Georgia Public Service Commission (“Commission”) Docket No. 19553-U, Implementation of Senate Bill 147, the Family Violence Shelter Confidentiality Act of 2004 (O.C.G.A. § 46-5-7). I have also read the Commission Staff Memorandum dated May 1, 2007 (see “Addendum – Family Violence Shelter Confidentiality Act”) that summarizes the requirements under O.C.G.A. § 46-5-7 and the Commission orders issued pursuant to that Code Section of providers of telephone service in the State of Georgia or any other entity that publishes, disseminates, or otherwise provides telephone directory information or listings of telephone subscribers in the State of Georgia.

3.

The Applicant agrees that it will satisfy the minimum requirements set forth in the Commission orders and Staff Memorandum referenced in paragraph 2 of this affidavit to protect the confidentiality of the location and address of family violence shelters in the State of Georgia.

4.

Pursuant to O.C.G.A. § 46-5-7, the Applicant submits this affidavit as its plan to protect the confidentiality of the location and address of family violence shelters in the State of Georgia.

FURTHER AFFIANT SAITH NOT.

Bandwidth Infrastructure Group GA, LLC  
(COMPANY)

*Walter H. Hays*  
(SIGNATURE)

Subscribed and sworn before me this

16<sup>th</sup> day of Oct., 2019.

*Walter H. Hays*  
(NOTARY PUBLIC)





# EXHIBIT A

**STATE OF GEORGIA**

**Secretary of State**

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

**CERTIFICATE OF AUTHORITY**

I, **Brad Raffensperger**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

**Bandwidth Infrastructure Group GA, LLC**

a Foreign Limited Liability Company

has been duly formed under the laws of **Delaware** and has filed an application meeting the requirements of Georgia law to transact business as a **Foreign Limited Liability Company** in this state.

WHEREFORE, by the authority vested in me as Secretary of State, the above **Foreign Limited Liability Company** is hereby granted, on **09/12/2019**, a certificate of authority to transact business in the State of Georgia as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said application.

WITNESS my hand and official seal in the City of Atlanta  
and the State of Georgia on **09/16/2019**.



*Brad Raffensperger*

Brad Raffensperger  
Secretary of State



Secretary of State

OFFICE OF SECRETARY OF STATE  
CORPORATIONS DIVISION  
2 Martin Luther King Jr. Dr. SE  
Suite 313 West Tower  
Atlanta, Georgia 30334  
(404) 656-2317  
sos.georgia.gov/corporations

2019 SEP 12 PM 4:52  
CORPORATIONS DIVISION

# APPLICATION FOR CERTIFICATE OF AUTHORITY FOR FOREIGN LIMITED LIABILITY COMPANY

**IMPORTANT:** Please provide the entity's primary email address when completing this form.

Primary Email Address don.doering@colcap.com

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1.	Bandwidth Infrastructure Group GA, LLC		
	Name of Limited Liability Company	Name Reservation Number (Optional)	
	September 10, 2019		
	Date business commenced (or proposed) in Georgia (NOTE: If date provided here is more than 30 days prior to the effective date of this application, a \$500 penalty plus fees must be paid. Penalty is statutory and cannot be waived by Secretary of State.)		
2.	Incorporating Services, Ltd.		
	Name of Filing Person		
	3500 South DuPont Highway	Dover	DE 19901
	Address	City	State Zip Code
	orders@incserv.com	800 346.4546	
	Filer's Email Address	Telephone Number	
3.	Bandwidth Infrastructure Group GA, LLC		
	Name of Limited Liability Company in State or Country of Formation		
	Delaware	September 10, 2019	Perpetual
	Jurisdiction (Home State or Country)	Date of Formation in Home State or Country	Period of Duration
4.	204 S. Union Street	Alexandria	VA 22314
	Address of Principal Place of Business	City	State Zip Code
5.	Cogency Global Inc.	sop@cogencyglobal.com	
	Name of Registered Agent in Georgia	Registered Agent's Email Address	
	900 Old Roswell Lakes Parkway, Suite 310		
	Registered Office Street Address in Georgia (post office box or mail drop not acceptable for registered office address)		
	Roswell	Fulton	GA 30076
	City	County	State Zip Code
6.	Donald Doering, Manager, 204 S. Union Street	Alexandria	VA 22314
	Manager's Name & Address (person with substantial responsibility for managing LLC's business activities)	City	State Zip Code
7.	204 S. Union Street	Alexandria	VA 22314
	Address Where Limited Liability Company's Records Are Maintained	City	State Zip Code
8.	Effective Date: (Choose one) <input checked="" type="checkbox"/> Upon filing <input type="checkbox"/> Delayed effective date and/or time. _____ (A delayed effective date must be within 90 days of the filing date.)		
9.	NOTICE: Mail the following items to the Secretary of State at the above address: (1) This application; (2) The filing fee of \$225.00 payable to "Secretary of State." Filing fees are non-refundable.		
	This application is signed by a person duly authorized to sign such instruments by the laws of the jurisdiction under which the foreign limited liability company is organized. The foreign limited liability company undertakes to keep its records at the address shown in #7 above until its registration in Georgia is canceled or withdrawn. The foreign limited liability company, in accordance with Title 14 of the Official Code of Georgia Annotated, appoints the Secretary of State as agent for service of process if no agent has been appointed in Georgia or, if appointed, the agent's authority has been revoked or the agent cannot be found or served by the exercise of reasonable diligence.		
	<u>Donald C. Doering</u>	<u>9/11/19</u>	
	Signature of Authorized Person	Date	
	Donald Doering	Manager	
	Print Name	Title	



# Delaware

The First State

Page 1

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE CERTIFICATE OF FORMATION OF "BANDWIDTH  
INFRASTRUCTURE GROUP GA, LLC", FILED IN THIS OFFICE ON THE  
TENTH DAY OF SEPTEMBER, A.D. 2019, AT 3:55 O`CLOCK P.M.*



7600710 8100  
SR# 20196963739

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://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.

Jeffrey W. Bullock, Secretary of State

Authentication: 203569414  
Date: 09-10-19

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:55 PM 09/10/2019  
FILED 03:55 PM 09/10/2019  
SR 20196963739 - File Number 7600710

## CERTIFICATE OF FORMATION

OF

### BANDWIDTH INFRASTRUCTURE GROUP GA, LLC

This Certificate of Formation of Bandwidth Infrastructure Group GA, LLC, a Delaware limited liability company (the "**Company**"), is being executed by the undersigned for the purpose of forming a limited liability company pursuant to §18-201 of the Limited Liability Company Act of the state of Delaware.

**FIRST:** The name of the Company is: Bandwidth Infrastructure Group GA, LLC

**SECOND:** The address of the registered office of the Company in Delaware is 850 New Burton Road, Suite 201, City of Dover, County of Kent, Delaware 19904 and its registered agent at such address is Cogency Global Inc.

**IN WITNESS WHEREOF**, the undersigned, being the individual forming the Company, has executed, signed and acknowledged this Certificate of Formation this 10th day of September, 2019.

/s/ Cara Hupprich  
Name: Cara Hupprich  
Title: Authorized Representative

## EXHIBIT B

**PUBLIC DISCLOSURE DOCUMENT**

**BANDWIDTH INFRASTRUCTURE GROUP GA, LLC'S CORPORATE  
STRUCTURE CHART & COLUMBIA QP INVESTMENTS**

[Redacted.]

# EXHIBIT C

**PUBLIC DISCLOSURE DOCUMENT**

**BANDWIDTH INFRASTRUCTURE GROUP GA, LLC'S NETWORK MAP**

[Redacted.]

## EXHIBIT D

**PUBLIC DISCLOSURE DOCUMENT**

**BANDWIDTH INFRASTRUCTURE GROUP GA, LLC'S FINANCIAL  
PROJECTIONS**

[Redacted.]



# EXHIBIT E

**Profiles of Management Team****John Siegel - President**

John focuses on Internet Infrastructure and Enterprise IT Services investments. John is currently a member of the Board of Directors of Contino, euNetworks, eX<sup>2</sup> Technology, Landways, Lemongrass, New Signature, Resilience360, SummitIG, TerraPact, Vivacity, and Wyverd Group. John previously served on the boards of ICG Communications (acquired by Level 3), New Global Telecom (acquired by Comcast), Presidio (acquired by American Securities), GTS CE (acquired by Deutsche Telekom), mindSHIFT (acquired by Best Buy), FDN Communications (acquired by NuVox), Virtustream (acquired by EMC), Cologix (majority stake acquired by Stonepeak); Cloud Sherpas (acquired by Accenture) and Zayo (NYSE: ZAYO) and represented Columbia Capital's interests in Mpower Communications (acquired by TelePacific). Before joining Columbia Capital, John worked in Morgan Stanley's Private Equity Group, where he specialized in investments in the telecommunications/data services arena. He also held positions with Fidelity Ventures, the private equity division of Fidelity Investments, and the Investment Banking Division of Alex Brown & Sons, Incorporated. John received his B.A. from Princeton University and his M.B.A. from Harvard Business School.

**Don Doering – Vice President, Finance**

Don joined Columbia in 1999 and is responsible for managing the firm's operations. He has more than 30 years of successful experience in managing the financial and operational functions of both public and private companies. Prior to joining Columbia Capital, Don was the Chief Financial Officer of Digital Television Services and Sterling Cellular, two former Columbia portfolio companies. Don also served in various financial and operational management positions for Contel Cellular, a subsidiary of Contel Corporation, and was a member of the audit department of Arthur Andersen, LLP. Don received his Bachelor of Science in Accounting from the McIntire School of Commerce, University of Virginia.

**Mark Hagood – General Manager**

Mark manages the day-to-day operations of BIG, responsible for both business development and management of network assets. Mark has more than 25 years of successful experience in the development, sales, and operations of telecommunication networks. He has held management positions at MCImetro, Qwest Communications, Windstream Communications, and Frontier Communications. Throughout his career in telecommunications, Mark's roles have always encompassed the development, operation, construction, and sales of networks and network assets. Over the course of his telecommunications career, Mark has been responsible for closing network asset transactions valuing more than \$2B. Prior to his career in telecommunications, Mark held several positions in municipal public affairs, including having served in the Virginia General Assembly. Mark received his B.S. Biology and M.S. in Biology from the University of Richmond.

## EXHIBIT F

**PUBLIC DISCLOSURE DOCUMENT**

**COLUMBIA CAPITAL EQUITY PARTNERS VI (QP), L.P. AUDITED  
FINANCIAL STATEMENT**

[Redacted.]

## EXHIBIT G

**BellSouth Telecommunications, Inc.**  
**d/b/a AT&T Georgia ("AT&T Georgia")**

**Exchange List**

Acworth	Dallas	Lula	Stockbridge
Adairsville	Douglasville	Lumber City	Stone Mountain
Albany	Dublin	Lumpkin	Swainsboro
Alpharetta	Duluth	Luthersville	Sylvester
Americus	Eastman	Lyons	Tallapoosa
Appling	Eatonton	Macon	Temple
Arlington	Elberton	Madison	Tennga
Athens	Fairburn	Marietta	Thomasville
Atlanta	Fayetteville	McCaysville	Thomson
Augusta	Flowery Branch	McDonough	Tifton
Austell	Forsyth	Millen	Tucker
Baconton	Fort Valley	Monticello	Tybee Island
Bainbridge	Franklin	Newnan	Valdosta
Barnesville	Gainesville	Newton	Vidalia
Baxley	Gay	Norcross	Villa Rica
Blackshear	Gibson	Palmetto	Wadley
Bogart-Statham	Grantville	Panola	Warner Robins
Bowdon	Greensboro	Pelham	Warrenton
Bremen	Greenville	Pine Mountain	Watkinsville
Brunswick	Griffin	Pooler	Waycross
Buchanan	Hamilton	Powder Springs	Waynesboro
Buford	Hampton	Richland	Woodbury
Calhoun	Harlem	Rockmart	Woodstock
Camilla	Hazelhurst	Rome	Wrens
Carrollton	Hephzibah	Roopville	Wrightsville
Cartersville	Hogansville	Rossville	Zebulon
Cave Spring	Jackson	Roswell	
Cedartown	Jekyll Island	Royston	
Chamblee	Jesup	Rutledge	
Claxton	Johnson Corner	Sandersville-	
Clermont	Jonesboro	Tennille	
Cochran	Kingston	Sardis	
Colquitt	LaGrange	Savannah	
Columbus	Lake Park	Senoia	
Concord	Lawrenceville	Smithville	
Conyers	Leary	Smyrna	
Cordele	Leesburg	Social Circle	
Covington	Lithonia	Sparks	
Cumming	Loganville	Sparta	
Cusseta	Louisville	St. Simons Island	