Filing Instructions: Mail one (1) original and five (5) copies of completed application materials, including all attachments, to:

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

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

APPLICATION FOR CERTIFICATE OF AUTHORITY
TO CONSTRUCT OR OPERATE TELEPHONE LINE, PLANT, OR SYSTEM

I. APPLICANT ADDRESS

NAME OF COMPANY DF&I Georgia, LLC

ADDRESS: STREET 300 N. LaSalle Street, Suite 1500

CITY Chicago STATE IL ZIP CODE 60654

TEL. NO. (904) 204-9691 FAX NO. (312) 796-2210

EMPLOYEE DESIGNATED TO RECEIVE AND RESPOND TO COMMISSION REQUESTS:
NAME Scott Bergs TEL. NO. (904) 204-9691

TITLE Chief Executive Officer FAX NO. (312) 796-2210

E-MAIL scott@darkfiberinfra.com

EMPLOYEE ADDRESS (*IF DIFFERENT FROM ABOVE*): **Same as 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 Not applicable

NAME OF FIRM Corporation Service Company

ADDRESS: STREET 2 Sun Court, Suite 400

CITY Peachtree Corners STATE GA ZIP CODE 30092

TEL. NO. (866) 403-5272 FAX NO. (302) 636-5454

EMAIL compliancemail@cscglobal.com

III. ORGANIZATION

1. TYPE OF ORGANIZATION: (CHECK ONE)

   [**X**] 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.** **DF&I is a limited liability company.**

   CONTROL NUMBER: **24031750**

   ATTACH A COPY OF GEORGIA SECRETARY OF STATE CERTIFICATE, MARKED EXHIBIT A. ***See*** **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**:** **Not applicable.**

   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 B, WITH NAMES AND ADDRESSES OF PARTNERS, OFFICERS OR MEMBERS. **Applicant is an LLC.** ***See*** **Exhibit B.**

5. IF APPLICANT IS A SUBSIDIARY, PARENT, OR AFFILIATE OF ANY OTHER COMPANY, REGARDLESS OF TYPE OR INDUSTRY, PROVIDE A CHART, MARKED EXHIBIT C, SHOWING THE RELATIONSHIPS BETWEEN THE APPLICANT AND ALL AFFILIATED COMPANIES. ***See*** **Exhibit C.**

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?

   [**X**] NO

   [ ] YES

   IF YES, CHECK CERTIFICATE TYPE(S) AND INSERT CERTIFICATE NUMBERS: **Not applicable.**

   [ ] COMPETITIVE LOCAL EXCHANGE SERVICE (CLEC): L-____

   [ ] 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

   [**X**] YES

   IF YES, LIST STATES IN WHICH AUTHORITY HAS BEEN GRANTED:

   DF&I Georgia is not certificated in any other state. However, Dark Fiber & Infrastructure, LLC ("DF&I"), whose management team will manage DF&I Georgia through a management agreement, is certificated to provide facilities-based and resold local exchange services in Maryland, Virginia and Ohio, specifically:

   1) Maryland, ML#s 218826 and 220048, TE-2004, issued April 25, 2018; Case No. TE-2004);
   2) Virginia (Certificate Nos. T-756 (Local) and TT-299A (IXC), issued on May 15, 2018, Case No. PUC-2018-00016; and
   3) Ohio, Case No. 21-0106-TP-ACE, effective March 12, 2021.

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

   [ ] NO

   [**X**] YES

   IF YES, LIST STATES IN WHICH APPLICATIONS ARE PENDING: DF&I, the company that will manage DF&I Georgia through a management agreement, has a CLEC application pending in Arizona Corporation Commission Docket No. T-21235A-23-0078.

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

   [**X**] NO

[ ] YES

IF YES, WHICH STATE(S) OR JURISDICTION(S)? **Not applicable.** _____

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

V. INTEREXCHANGE SERVICE

1. WHAT CUSTOMER CLASS(ES) DOES THE APPLICANT PROPOSE TO SERVE (CHECK ALL THAT APPLY)?
   - [**X**] RESIDENTIAL
   - [**X**] BUSINESS
   - [ ] OTHER:_____

2. WHAT SERVICES WILL THE APPLICANT PROVIDE (CHECK ALL THAT APPLY)?
   - [ ] MESSAGE TELECOMMUNICATIONS SERVICE (MTS)/ DIRECT DISTANCE DIALING (DDD)
   - [ ] WIDE AREA TELECOMMUNICATIONS SERVICE (WATS)
   - [**X**] PRIVATE LINE
   - [ ] CALLING CARD
   - [ ] TRAVEL CARD
   - [ ] DEBIT OR PRE-PAID CARD (PROVIDE A WORKING DEBIT CARD WITH APPLICATION MATERIALS)
   - [ ] TOLL LINE (GENERALLY ONLY APPLIES TO INCUMBENT LOCAL EXCHANGE CARRIERS)
   - [**X**] OTHER: Wavelength services_____

3. IF PROVIDING TOLL LINE SERVICE, ANSWER THE FOLLOWING: **Not applicable.**
   - (A) EXCHANGES BETWEEN WHICH TOLL LINE OPERATES: _____
   - _____
   - (B) NAME OF ALL EXCHANGES WHICH RECEIVE INTEREXCHANGE SERVICE THROUGH THIS TOLL LINE:
   - _____
   - (C) LOCATION OF TOLL STATIONS, IF ANY: _____
   - (D) TOTAL LENGTH OF LINE INCLUDING SPURS: _____
   - (E) GENERAL ROUTE OF TOLL LINE: _____

4. TARIFFS FOR INTEREXCHANGE SERVICES ARE NO LONGER REQUIRED. DOES THE COMPANY WISH TO MAINTAIN AN INTEREXCHANGE SERVICES TARIFF WITH THE GEORGIA PUBLIC SERVICE COMMISSION?
   - [**X**] NO
   - [ ] YES

   IF YES, ATTACH AN **INTEREXCHANGE SERVICES TARIFF**, MARKED EXHIBIT __, WHICH INCLUDES THE RATES, TERMS, AND CONDITIONS FOR ALL SERVICES. **Not Applicable.**

5. 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?

[**X**] NO

[ ] YES

IF YES, ATTACH AN **ACCESS SERVICES TARIFF**, MARKED EXHIBIT ___, WHICH INCLUDES THE RATES, TERMS, AND CONDITIONS FOR ALL SERVICES. **Not applicable.**

VI. FACILITIES-BASED SERVICE

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

A) AUTHORITY REQUESTED (CHECK ALL THAT APPLY):

[X] CONSTRUCTION OF NEW FACILITIES

[X] ACQUISITION OF FACILITIES (LEASE OR PURCHASE)

[X] PRIVATE LINE SERVICE

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

DF&I Georgia will primarily create its network through the construction of new facilities but may in the future decide to lease or acquire facilities from other carriers. DF&I Georgia has no current plans to acquire any such facilities at this time.

C) DO YOU CURRENTLY HAVE FACILITIES DEPLOYED IN GEORGIA?

[**X**] 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? **Not applicable.**

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

DF&I Georgia does not have plans to deploy specific facilities in Georgia at this time but expects it may have such opportunities once it is certificated. Dark Fiber & Infrastructure, LLC, whose management team will manage DF&I Georgia, has constructed high-capacity telecommunications facilities in Virginia and Maryland and DF&I Georgia anticipates similar opportunities in Georgia in the near future. DF&I Georgia expects to deploy new conduit and fiber optic cable that is more direct, physically diverse and with higher capacity than existing facilities. This unique infrastructure will be

tailored to meet the needs of core communications infrastructure users including Hyperscalers, Data Center Operators, Telecommunications Carriers, Content Network Operators, Managed Service Providers and others. The facilities will be provided on a wholesale basis to each customer type to promote cost effective and faster deployment of new solutions to expand broadband and telecommunications services availability, access to content and applications for all.

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

DF&I does not have specific plans to deploy facilities in Georgia at this time but expects to deploy millions of dollars of infrastructure in Georgia over the next few years.

VII. TECHNICAL CAPABILITY

1. PROVIDE RESUMES AND/OR PROFILES OF THE APPLICANT'S MANAGEMENT TEAM, MARKED EXHIBIT D. DESCRIBE EACH TEAM MEMBER'S TECHNICAL QUALIFICATIONS, WHICH INCLUDE ANY RELEVANT WORK EXPERIENCE, EDUCATION, AND TRAINING. ***See* Exhibit D**.

2. DESCRIBE MECHANISM BY WHICH APPLICANT INTENDS TO BILL FOR SERVICES. APPLICANT'S NAME MUST APPEAR ON END-USER'S BILL.

DF&I will issue its own invoices and its name will appear on end-user's bills.

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.

DF&I Georgia understands the importance of effective customer service for local service customers. DF&I Georgia has made arrangements for its customers to call the Company at its toll-free customer service number: (888) 327-5342. The number is manned 24x7x365 and is directed to DF&I Georgia's network operating center ("NOC")/customer service department. In addition, customers may contact customer service in writing at the headquarters address, as well as via email at Service@darkfiberinfra.com. The toll-free number will be printed on the customer's monthly billing statements.

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.

[**X**] 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 OCCURING AGAIN.

Not applicable, no such complaints have been lodged against DF&I.

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.

   DF&I Georgia is a new company formed on February 9, 2024. Evidence of financial backing and pro forma financials are provided in Confidential **Exhibit E**.

2. IS APPLICANT PRESENTLY INVOLVED IN ANY LITIGATION?

   [**X**] NO

   [ ] YES

   IF YES, PLEASE DESCRIBE IN DETAIL: Not applicable.

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: Scott Bergs

Company: DF&I Georgia, LLC

Title/Position: Chief Executive Officer

Address: 4300 N. LaSalle Street, Suite 1500

Chicago, IL 60654

Tel. No. (904) 204-6961

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

3/04/2024
Date

Subscribed and sworn before me this

4 day of March, 2024.

Colleen Hickey
(NOTARY PUBLIC)

(SEAL)

COLLEEN HICKEY
MY COMMISSION # HH 203374
EXPIRES: November 30, 2025
Bonded Thru Notary Public Underwriters

GPSC FORM 600-1, Revised: 08/17/2015
Electronic Version

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.

DF&I Georgia, LLC

(SIGNATURE)

Subscribed and sworn before me this

4 day of March, 2024.

(NOTARY PUBLIC)

(SEAL)

COLLEEN HICKEY
MY COMMISSION # HH 203374
EXPIRES: November 30, 2025
Bonded Thru Notary Public Underwriters

AFFIDAVIT 3 – FAMILY VIOLENCE SHELTER CONFIDENTIALITY ACT

Personally appeared before me, an officer duly authorized to administer oaths, Scott Bergs, who, after being duly sworn, deposes and says that he or she is Chief Executive Officer 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.

DF&I Georgia, LLC

(SIGNATURE)

Subscribed and sworn before me this

4 day of March, 2024.

(NOTARY PUBLIC)

(SEAL)

