

AC
May 3, 2018

Via Overnight Courier

Docketing Division
Public Utilities Commission of Ohio
180 East Broad Street, 11th Floor
Columbus, OH 43215

Nicholas Bournakel
Administrator – SQF, LLC
16 Middle Street, 4th Floor
Portland, ME 04101

54
18-813-TP-ACE
RECEIVED-DOCKETING DIV
2018 MAY -7 AM 10:52
PUCO

Re: SQF, LLC – Application of SQF, LLC to Provide Facilities-Based Competitive Telecommunications Services

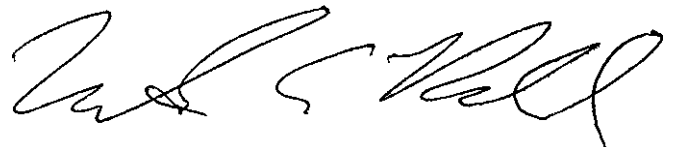
On behalf of SQF, LLC (“SQF”) enclosed for filing please find one (1) original and seven (7) copies SQF’s Application to Provide Facilities-Based Competitive Telecommunications Services Throughout the State of Ohio.

SQF has submitted two (2) unredacted copies of the financial information of its parent company contained in **Exhibit E** separately under seal in accordance with the Commission’s rules pursuant to its Motion for Protective Order, attached as **Exhibit K**.

Please date stamp and return the extra copy of this cover letter in the enclosed self-addressed, postage prepaid envelope.

Feel free to contact the undersigned if you should have any questions regarding this filing.

Respectfully submitted,



Nicholas Bournakel
Administrator – SQF, LLC
Tel: (207) 358-7415
Fax: (207) 772-3427
E-mail: nbournakel@tilsontech.com

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business.
Technician mmm Date Processed 05/07/18

List of Exhibits

Exhibit A – Telecommunications Filing Forms (TFF, TRS, TSA)

Exhibit B – Description of Services

Exhibit C – Ohio Dept. of Taxation Registration

Exhibit D – Ohio Sec. of State and Cert of Good Standing

Exhibit E – Applicant's Financial Viability

Exhibit F – Managerial Ability and Corporate Structure

Exhibit G – SQF's Operations in Other States

Exhibit H – Verification of FCC Accounting Requirements Compliance

Exhibit I – Proposed Interactions with Other Carriers

Exhibit J – Proposed Interactions with Customers

Exhibit K – Motion for Protective Treatment

Exhibit A – PUCO Application Forms (TFF, TRS,
TSA)

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS FILING FORM

(Effective: 10-11-2017)

This form is intended to be used with most types of required filings. It provides check boxes with rule references for the most common types of filings. It does not replace or supersede Commission rules in any way.

In the Matter of the Application of SQF, LLC

to Provide Facilities-Based Competitive Telecommunications Services
Throughout the State of Ohio

) TRF Docket No. 90 -
) Case No. 18-813 - TP - ACE
) NOTE: Unless you have reserved a Case #, leave the
) "Case No" fields BLANK.

Name of Registrant(s) SQF, LLC
DBA(s) of Registrant(s) N/A
Address of Registrant(s) 16 Middle Street, 4th Floor, Portland, ME 04101
Company Web Address N/A
Regulatory Contact Person(s) Nicholas Bournakel Phone (207) 358-7415 Fax (207) 772-3427
Regulatory Contact Person's Email Address nbournakel@tilsontech.com
Contact Person for Annual Report Nicholas Bournakel Phone (207) 358-7415
Address (if different from above) _____
Consumer Contact Information Nicholas Bournakel Phone (207) 358-7415
Address (if different from above) _____

Motion for protective order included with filing? ☒ Yes ☐ No

Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: Waivers may toll any automatic timeframe.]

Notes:

Section I and II are Pursuant to Ohio Administrative Code 4901:1-6.

Section III – Carrier to Carrier is Pursuant to Ohio Adm.Code 4901:1-7, and Wireless is Pursuant to Ohio Adm.Code 4901:1-6-24.

Section IV – Attestation.

(1) Indicate the Carrier Type and the reason for submitting this form by checking the boxes below.

(2) For requirements for various applications, see the identified section of Ohio Adm.Code Chapter 4901 and/or the supplemental application form noted.

(3) Information regarding the number of copies required by the PUCO may be obtained from the PUCO's website at www.PUCO.ohio.gov under the docketing information system section, by calling the docketing division at 614-466-4095, or by visiting the docketing division at the offices of the PUCO.

(4) An Incumbent Local Exchange Carrier (ILEC) offering basic local exchange service (BLES) outside its traditional service area should choose CLEC designation when proposing to offer BLES outside its traditional service area or when proposing to make changes to that service.

All filings that result in a change to one or more tariff pages require, at a minimum, the following exhibits:

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s).
B	The tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin.
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s).

Section I – Part I - Common Filings

Carrier Type <input type="checkbox"/> Other (explain below)	For Profit ILEC	Not For Profit ILEC	CLEC
Change terms & conditions of existing BLES	<input type="checkbox"/> ATA <u>1-6-14(H)</u> (Auto 30 days)	<input type="checkbox"/> ATA <u>1-6-14(H)</u> (Auto 30 days)	<input type="checkbox"/> ATA <u>1-6-14(H)</u> (Auto 30 days)
Introduce non-recurring charge, surcharge, or fee to BLES			<input type="checkbox"/> ATA <u>1-6-14(H)</u> (Auto 30 days)
Introduce or Increase Late Payment	<input type="checkbox"/> ATA <u>1-6-14(I)</u> (Auto 30 days)	<input type="checkbox"/> ATA <u>1-6-14(I)</u> (Auto 30 days)	<input type="checkbox"/> ATA <u>1-6-14(I)</u> (Auto 30 days)
Revisions to BLES Cap	<input type="checkbox"/> ZTA <u>1-6-14(F)</u> (0 day Notice)		
Introduce BLES or expand local service area (calling area)	<input type="checkbox"/> ZTA <u>1-6-14(H)</u> (0 day Notice)	<input type="checkbox"/> ZTA <u>1-6-14(H)</u> (0 day Notice)	<input type="checkbox"/> ZTA <u>1-6-14(H)</u> (0 day Notice)
Notice of no obligation to construct facilities and provide BLES	<input type="checkbox"/> ZTA <u>1-6-27(C)</u> (0 day Notice)	<input type="checkbox"/> ZTA <u>1-6-27(C)</u> (0 day Notice)	
Change BLES Rates	<input type="checkbox"/> TRF <u>1-6-14(F)</u> (0 day Notice)	<input type="checkbox"/> TRF <u>1-6-14(F)(4)</u> (0 day Notice)	<input type="checkbox"/> TRF <u>1-6-14(G)</u> (0 day Notice)
To obtain BLES pricing flexibility	<input type="checkbox"/> BLS <u>1-6-14(C)(1)(c)</u> (Auto 30 days)		
Change in boundary	<input type="checkbox"/> ACB <u>1-6-32</u> (Auto 14 days)	<input type="checkbox"/> ACB <u>1-6-32</u> (Auto 14 days)	
Expand service operation area			<input type="checkbox"/> TRF <u>1-6-08(G)</u> (0 day)
BLES withdrawal			<input type="checkbox"/> ZTA <u>1-6-25(B)</u> (0 day Notice)
Other* (explain)			

Section I – Part II – Customer Notification Offerings Pursuant to Chapter 4901:1-6-7 OAC

Type of Notice	Direct Mail	Bill Insert	Bill Notation	Electronic Mail
<input type="checkbox"/> 15-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> 30-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Date Notice Sent:				

Section I – Part III –IOS Offerings Pursuant to Chapter 4901:1-6-22 OAC

IOS	Introduce New	Tariff Change	Price Change	Withdraw
<input type="checkbox"/> IOS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Section II – Part I – Carrier Certification - Pursuant to Chapter 4901:1-6-08, 09 & 10 OAC

Certification	ILEC (Out of territory)	CLEC	Telecommunications Service Provider Not Offering Local	CESTC	CETC
* See Supplemental form	<input type="checkbox"/> ACE <u>1-6-08</u> * (Auto 30- day)	<input type="checkbox"/> ACE <u>1-6-08</u> *(Auto 30 day)	<input checked="" type="checkbox"/> ACE <u>1-6-08</u> *(Auto 30 day)	<input type="checkbox"/> ACE <u>1-6-10</u> (Auto 30 day)	<input type="checkbox"/> UNC <u>1-6-09</u> *(Non-Auto)

*Supplemental Certification forms can be found on the PUCO webpage.

Section II – Part II – Certificate Status & Procedural

Certificate Status	ILEC	CLEC	Telecommunications Service Provider Not Offering Local
Abandon all Services		<input type="checkbox"/> ABN <u>1-6-26</u> (Auto 30 days)	<input type="checkbox"/> ABN <u>1-6-26</u> (Auto 30 days)
Change of Official Name *	<input type="checkbox"/> ACN <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> ACN <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Change in Ownership *	<input type="checkbox"/> ACO <u>1-6-29(E)</u> (Auto 30 days)	<input type="checkbox"/> ACO <u>1-6-29(E)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Merger *	<input type="checkbox"/> AMT <u>1-6-29(E)</u> (Auto 30 days)	<input type="checkbox"/> AMT <u>1-6-29(E)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Transfer a Certificate *	<input type="checkbox"/> ATC <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> ATC <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Transaction for transfer or lease of property, plant or business *	<input type="checkbox"/> ATR <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> ATR <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)

* Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see the 4901:1-6-29 Filing Requirements on the PUCO's webpage for a complete list of exhibits.

Section III – Carrier to Carrier (Pursuant to 4901:1-7), and Wireless (Pursuant to 4901:1-6-24)

Carrier to Carrier	ILEC	CLEC
Interconnection agreement, or amendment to an approved agreement	<input type="checkbox"/> NAG <u>1-7-07</u> (Auto 90 day)	<input type="checkbox"/> NAG <u>1-7-07</u> (Auto 90 day)
Request for Arbitration	<input type="checkbox"/> ARB <u>1-7-09</u> (Non-Auto)	<input type="checkbox"/> ARB <u>1-7-09</u> (Non-Auto)
Introduce or change c-t-c service tariffs	<input type="checkbox"/> ATA <u>1-7-14</u> (Auto 30 days)	<input type="checkbox"/> ATA <u>1-7-14</u> (Auto 30 days)
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC <u>1-7-04</u> or 05 (Non-Auto)	
Changes in rates, terms & conditions to Pole Attachment, Conduit Occupancy and Rights- of-Way. (13-579-AU-ORD 11/30/16 Entry)	<input type="checkbox"/> ATA <u>1-3-04</u> (Auto 60 days)	
Wireless Providers See <u>4901:1-6-24</u>	<input type="checkbox"/> RCC [Registration & Change in Operations] (0 day)	<input type="checkbox"/> NAG [Interconnection Agreement or Amendment] (Auto 90 days)

Section IV. – Attestation

Registrant hereby attests to its compliance with pertinent entries and orders issued by the Commission.

AFFIDAVIT
Compliance with Commission Rules

I am an officer/agent of the applicant corporation, _____, and am authorized to make this statement on its behalf.

(Name)

Please check ALL that apply:

☐ I attest that these tariffs comply with all applicable rules for the State of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules, as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the State of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the State of Ohio.

☐ I attest that customer notices accompanying this filing form were sent to affected customers, as specified in Section II, in accordance with Ohio Adm.Code 4901:1-6-7.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on
(Date) _____

at (Location) _____

*Signature and
Title _____

Date _____

**This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

VERIFICATION

Timothy Schneider,

I, _____, verify that I have utilized the Telecommunications Filing Form for most proceedings provided by the Commission and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.

*Signature and
Title _____

General Counsel

Date _____

5/3/18

**Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

File document electronically as directed in case number 06-900-AU-WVR
or

Send your completed Application Form, including all required attachments as well as the required number of copies, to:

Public Utilities Commission of Ohio
Attention: Docketing Division
180 East Broad Street, Columbus, OH 43215-3793

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS RETAIL SERVICE OFFERING FORM
For Non-BLES Carriers

Per the Commission's 01/19/2011 "Implementation Order" in Case No. 10-1010-TP-ORD
(Effective: 01/20/2011)

Company Name SQF, LLC

Company Address 16 Middle Street, 4th Floor, Portland, ME 04101

Company Web Address N/A

Regulatory Contact Person Nicholas Bournakel Phone (207) 358-7415 Fax (207) 772-3427

Regulatory Contact Person's Email Address nbournakel@tilsonotech.com

Contact Person for Annual Report Nicholas Bournakel Phone (207) 358-7415 Fax (207) 772-3427

Consumer Contact Information Nicholas Bournakel Phone (207) 358-7415 Fax (207) 772-3427

TRF Docket No. - -TP-TRF

I. Company Type (Check all applicable):

☐ Non-BLES CLEC ☐ IXC ☒ Other (explain) competitive telecommunications service

II. Services offered (Check all applicable):

- ☐ Toll services (intrastate)
- ☐ Local Exchange Service (i.e., residential or business bundles)
- ☒ Other (explain) SQF, LLC is a backhaul and competitive access service provider

III. Tariffed Provisions/Services (To the extent offered, check all applicable and attach tariff pages):

- ☐ Toll Presubscription
- ☐ Intrastate Special and Switched Access Services to Carriers (facilities-based local carriers only)*
- ☐ N-1-1 Service
- ☐ Pole Attachment and Conduit Occupancy
- ☐ Pay Telephone Access Lines
- ☐ Inmate Operator Service
- ☐ Telephone Relay Service

*Access service tariffs shall be maintained separately and are subject to the Commission's carrier-to-carrier rules found in Chapter 4901:1-7, Ohio Administrative Code.

Part IV. -- Attestation

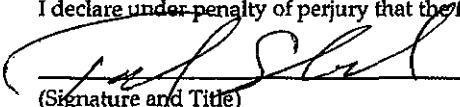
Carrier hereby attests to its compliance with pertinent entries and orders issued by the Commission.

Timothy Schneider

I am an officer/agent of the carrier/telephone company, SQF, LLC, and am authorized to make statements on it behalf.
(Name)

I understand that Telephone companies have certain responsibilities to its customers under the Telecommunications Rules (Ohio Adm. Code 4901:1-6). These responsibilities include: warm line service; not committing unfair or deceptive acts and practices; truth in billing requirements; and slamming and preferred carrier freeze requirements. We will comply with the rules of the state of Ohio and understand that non-compliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio.

I declare under penalty of perjury that the foregoing is true and correct.


(Signature and Title)

General Counsel

5/3/18
(Date)

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS SUPPLEMENTAL APPLICATION FORM
for CARRIER CERTIFICATION

(Effective: 01/20/2011)

(Pursuant to Case No. 10-1010-TP-ORD)

NOTE: This SUPPLEMENTAL form must be used WITH the
TELECOMMUNICATIONS FILING FORM for ROUTINE PROCEEDINGS.

In the Matter of the Application of SQF, LLC
to provide Competitive Telecommunications Services in Ohio

Case No. _____ - _____ **TP** - _____

Name of Registrant(s) SQF, LLC

DBA(s) of Registrant(s) _____

Address of Registrant(s) 16 Middle Street, 4th Floor, Portland, ME 04101

Motion for protective order included with filing? ☒ Yes ☐ No

Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: waiver(s) tolls any automatic timeframe]

List of Required Exhibits

Tariffs: (Include all that apply)

☐ Interexchange Tariff

☐ Local Tariff

☐ CESTC Tariff

☒ Carrier-to-Carrier (Access) Tariff

Description of Services

☐ Service provisioned via Resale

☒ Description of Proposed Services

☒ Explanation of how the proposed services in the proposed market area are in the public interest.

NOTE: All Facilities-Based carriers must file an Access Tariff

☒ Service provisioned via Facilities

☒ Statement about the provision of CTS services

☒ Description of the class of customers (e.g., residence, business) that the applicant intends to serve

☐ Both Resold and Facilities-based

☒ Description of the general geographic area served

Business Requirements

Evidence of Registration with:

☒ Ohio Department of Taxation

☒ Ohio Secretary of State¹ &
Certificate of Good Standing

Documentation attesting to the applicant's financial viability, including the following:

☒ An executive Summary describing the applicant's current financial condition, liquidity, and capital resources. Describe internally generated sources of cash and external funds available to support the applicant's operations that are the subject of this certification application.

☒ Copy of financial statements (actual and pro forma income statement and a balance sheet). Indicate if financial statements are based on a certain geographical area(s) or information in other jurisdictions

☒ Documentation to support the applicant's cash and funding sources.

Documentation attesting to the applicant's managerial ability and corporate structure, including the following:

☒ Documentation attesting to the applicant's technical and managerial expertise relative to the proposed service offering(s) and proposed service area

☒ List of names, addresses, and phone numbers of officers and directors, or partners.

☒ Documentation indicating the applicant's corporate structure and ownership

☒ Information regarding any similar operations in other states.

If this company has been previously certified in the State of Ohio, include that certification number _____

☒ Verification that the applicant will follow federal communications commission (FCC) accounting requirements, if applicable.

¹ Certification from Ohio Secretary of State (domestic or foreign corporation, authorized use of fictitious name, etc.), and Certificate of Good Standing is required.

Documentation attesting to the applicant's proposed interactions with other Carriers

- ☐ Explanation as to whether rates are derived through (check all applicable):
- ☐ interconnection agreement ☐ retail tariffs ☐ resale tariffs
- ☐ Explanation as to which service areas company currently has an approved interconnection or resale agreement.
- ☐ A notarized affidavit accompanied by bona fide letters requesting negotiation pursuant to Sections 251 and 252 of the Telecommunications Act of 1996 and a proposed timeline for construction, interconnection, and offering of services to end users.

Documentation attesting to the applicant's proposed interactions with Customers

- ☒ A sample copy of the customer bill and disconnection notice the applicant plans to utilize.
- ☐ Provide a copy of any customer application form required in order to establish residential service, if applicable.
- ☐ For CLECs, List of Ohio ILEC Exchanges the applicant intends to serve
(Use spreadsheet from: http://www.puc.state.oh.us/puco/forms/form.cfm?doc_id=357)
- ☐ If Mirroring the entire ILEC local service areas, tariffs may incorporate by reference. If not mirroring the entire ILEC local exchange areas, the CLEC shall specifically define its local service areas in the tariff.

Affidavit

I am an authorized representative of the applicant corporation Timothy Schneider
(Name)

and I am authorized to make this statement on its behalf. I attest that I have utilized the Telecommunications Supplemental Application Form for Carrier Certification provided by the Commission, and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct.

Executed on _____ at _____

Timothy Schneider General Counsel 5/3/18
(Signature and Title) (Date)

Exhibit B – Description of Services

Exhibit B - Description of Services

Description of Proposed Services

SQF, LLC (“SQF”) requests authority to provide competitive telecommunications service throughout the State of Ohio. SQF seeks to provide facilities-based services through construction of SQF-owned dark fiber networks and infrastructure housing small cellular equipment (consisting of fiber, utility poles, and nodes) leased to other carriers, primarily wireless carriers, on a “build-to-suit” basis. The location of SQF’s networks is typically dictated by the needs of individual carrier customers and the increased demand for data and voice services on these carriers’ networks. While in some cases, SQF relies on existing facilities in the deployment of its networks through utility pole owner attachment agreements and leased fiber, in many instances SQF utilizes its own infrastructure and equipment. SQF may also provide competitive access service to sophisticated end users.

The effect of SQF’s services will be to expand the reliability and availability of telecommunications options in Ohio, and improve wireless network coverage and capacity for carrier customers without the need for traditional macro cell (cell tower) infrastructure.

Exhibit C – Ohio Dept. of Taxation Registration



REGISTRATION CONFIRMATION

*Business Tax Division
P.O. Box 182101
Columbus, OH 43218-2101
Phone: 1-888-7CAT-TAX; 1-888-722-8829
FAX: 1-206-666-4462
TTY/TDD: 1-800-750-0750
tax.ohio.gov*

11/3/2017

SQF LLC
245 Commercial St., Suite 203
Portland, ME 04101

Dear Taxpayer:

Thank you for registering through the Ohio Business Gateway (OBG). You will need to wait 2 business days before filing a return on OBG. If you have questions concerning your tax responsibilities or how to file your return(s), please contact us using the address or phone number at the top of this registration.

Legal Name:	SQF LLC	FEIN/SSN:	352449113
Tax Type:	COMMERCIAL ACTIVITY TAX	Account Type:	Single Entity
Account Number:	93131847	Effective Date:	4/15/2018
Filing Frequency:	ANNUAL		

If you are a consolidated or combined company, below is a list of subsidiaries you have just registered with us:

Account Number **Primary Name**

Annual Tax Due for Annual Filers

Annual filers must file and pay commercial activity tax returns electronically through the Ohio Business Gateway at business.ohio.gov or the Ohio TeleFile system by calling 1-800-697-0440. If your liability start date is on or before May 1st, your first time annual minimum tax is \$150.00 for the current year. If your liability start date is after May 1st, your first time annual minimum tax is \$75.00 for the current year. You may pay the annual minimum tax in two ways:

1. **OBG** - From the home page, under start a service or transaction, choose "Ohio Taxation – Commercial Activity Tax" then select Payment Only (return already filed).
2. **Paper** - Send a check to the address above. Please make sure to include your CAT account number and FEIN/SSN on your check.

Quarterly Filers

Quarterly filers must file commercial activity tax returns electronically through the Ohio Business Gateway (obg.ohio.gov). Your first quarterly return and annual minimum tax is due within 40 days of the end of the

quarter for which your account was effective (see above). See the quarterly due dates below:

<u>Qtr</u>	<u>Period</u>	<u>Due</u>	<u>Qtr</u>	<u>Period</u>	<u>Due</u>
1st Qtr	Jan 1 - Mar 31	May 10	2nd Qtr	Apr 1 - Jun 30	Aug 10
3rd Qtr	Jul 1 - Sep 30	Nov 10	4th Qtr	Oct 1 - Dec 31	Feb 10

Exhibit D – Ohio Foreign LLC State Cert. of
Registration and Cert. of Good Standing



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
10/31/2017	201730400416	REGISTRATION OF FOREIGN FOR PROFIT LLC (LFP)	99.00	100.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

SQF, LLC
245 COMMERCIAL ST.
SUITE 203
PORTLAND, ME 04101

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted
4090127

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

SQF, LLC

and, that said business records show the filing and recording of:

Document(s)

REGISTRATION OF FOREIGN FOR PROFIT LLC

Effective Date: 10/31/2017

Document No(s):

201730400416



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
31st day of October, A.D. 2017.

Ohio Secretary of State

Form 533B Prescribed by:

Date Electronically Filed: 10/31/2017

JON HUSTED
Ohio Secretary of StateToll Free: (877) SOS-FILE (877-767-3453) | Central Ohio: (614) 466-3910
www.OhioSecretaryofState.gov | busserv@OhioSecretaryofState.gov
File online or for more information: www.OHBusinessCentral.comFor screen readers, follow instructions located at this path.**Registration of a Foreign
Limited Liability Company****Filing Fee: \$99****Form Must Be Typed****CHECK ONLY ONE (1) BOX**

(1) Registration of a Foreign For-Profit Limited Liability Company <input checked="" type="checkbox"/> (106-LFA) ORC 1705		
Jurisdiction of Formation	<input type="text" value="ME"/>	<input type="text" value="USA"/>
	State	Country
Date of Formation	<input type="text" value="7/11/2012"/>	

(2) Registration of a Foreign Nonprofit Limited Liability Company <input type="checkbox"/> (106-LFA) ORC 1705		
Jurisdiction of Formation	<input type="text"/>	<input type="text"/>
	State	Country
Date of Formation	<input type="text"/>	

Name of Limited Liability Company in its jurisdiction of formation

Name under which the foreign limited liability company desires to transact business in Ohio (if different from its name in its jurisdiction of formation) is:

Name must include one of the following words or abbreviations: "limited liability company," "limited," "LLC," "L.L.C.," "Ltd.," or "Ltd"

The address to which interested persons may direct requests for copies of the limited liability company's operating agreement, bylaws, or other charter documents of the company is:

Name

Mailing Address

City

State

Country

ZIP Code

The limited liability company hereby appoints the following as its agent upon whom process against the limited liability company may be served in the state of Ohio. The name and complete address of the agent is

CORPORATION SERVICE COMPANY

Name of Agent

50 WEST BROAD STREET, SUITE 1330

Mailing Address

COLUMBUS

City

OH

State

43215

ZIP Code

The limited liability company irrevocably consents to service of process on the agent listed above as long as the authority of the agent continues, and to service of process upon the Ohio Secretary of State if:

- a. an agent is not appointed, or
- b. an agent is appointed but the authority of that agent has been revoked, or
- c. the agent cannot be found or served after the exercise of reasonable diligence.

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Must be signed by an authorized representative.

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

NICHOLAS BOURNAKEL

Signature

NICHOLAS BOURNAKEL

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

MAINE
LIMITED LIABILITY COMPANY
STATE OF MAINE
CERTIFICATE OF FORMATION

filing fee \$175.00

File No 20130037DC Pages 2
Fees Paid \$ 175
DCN 2121932700023 DLLC
FILED
07/11/2012

Julie A. Lyman
Deputy Secretary of State

A True Copy When Attested By Signature

Deputy Secretary of State

Pursuant to 31 M.R.S.A. §1521, the undersigned executes and delivers the following Certificate of Formation:

FIRST: The name of the limited liability company is:

SQF, LLC

(A limited liability company name must contain the words "limited liability company" or "limited company" or the abbreviation "LLC," "LLC," "L.C." or "LC" or, in the case of a low-profit limited liability company, "LJC" or "LJC" - see 31 M.R.S.A. 1503.)

SECOND: Filing Date: (select one)

☒ Date of this filing; or

☐ Later effective date (specified here) _____

THIRD: Designation as a low-profit LLC (Check only if applicable)

☐

This is a low-profit limited liability company pursuant to 31 M.R.S.A. §1611 meeting all qualifications set forth here:

A. The company intends to qualify as a low-profit limited liability company;

B. The company must at all times significantly further the accomplishment of one or more of the charitable or educational purposes within the meaning of Section 170(c)(2)(B) of the Internal Revenue Code of 1986, as it may be amended, revised or succeeded, and must list the specific charitable or educational purposes the company will further;

C. No significant purpose of the company is the production of income or the appreciation of property. The fact that a person produces significant income or capital appreciation is not, in the absence of other factors, conclusive evidence of a significant purpose involving the production of income or the appreciation of property; and

D. No purpose of the company is to accomplish one or more political or legislative purpose within the meaning of Section 170(c)(2)(D) of the Internal Revenue Code of 1986, or its successor.

FOURTH: Designation as a professional LLC (Check only if applicable):

☐

This is a professional limited liability company* formed pursuant to 13 M.R.S.A. Chapter 22-A to provide the following professional services:

(Type of professional services)

Form No. MLLC-6 (1 of 2)

FIFTH: The Registered Agent is a (select either a Commercial or Noncommercial Registered Agent)

☒ Commercial Registered Agent CRA Public Number P10068
Corporation Service Company
 (Name of commercial registered agent)
☐ Noncommercial Registered Agent

 (Name of noncommercial registered agent)

 (physical location, not P.O. Box - street, city, state and zip code)

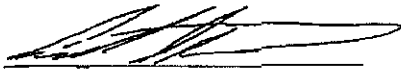
 (mailing address if different from above)

SIXTH: Pursuant to 5 MRSA §105 2, the registered agent listed above has consented to serve as the registered agent for this limited liability company.

SEVENTH: Other matters the members determine to include are set forth in the attached Exhibit _____, and made a part hereof.

**Authorized person(s)

Dated 7/10/2012



 (Signature)

Ande Smith, Vice President

 (Type or print name and capacity)

 (Signature)

 (Type or print name and capacity)

*Examples of professional service limited liability companies are accountants, attorneys, chiropractors, dentists, registered nurses and veterinarians. (This is not an inclusive list - see 13 MRSA §733 7)

**Pursuant to 31 MRSA §1676 1 A, Certificate of Formation MUST be signed by at least one authorized person.

The execution of this certificate constitutes an oath or affirmation under the penalties of false swearing under 17-A MRSA §453.

Please remit your payment made payable to the Maine Secretary of State.

Submit completed form to
 Secretary of State
 Division of Corporations, UCC and Combinations
 101 State House Station
 Augusta, ME 04333-0101
 Telephone Inquiries: (207) 624-7752 Email Inquiries: CEC.Corporations@Maine.gov

Form No. MLLC-6 (2 of 2) 7/1/2011

State of Maine



Department of the Secretary of State

I, the Secretary of State of Maine, certify that according to the provisions of the Constitution and Laws of the State of Maine, the Department of the Secretary of State is the legal custodian of the Great Seal of the State of Maine which is hereunto affixed and of the reports of formation, amendment and cancellation of articles of organization of limited liability companies and annual reports filed by the same.

I further certify that SQF, LLC is a duly formed limited liability company under the laws of the State of Maine and that the date of formation is July 11, 2012.

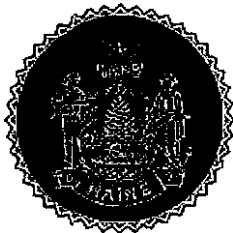
I further certify that on:

July 11, 2012 CERTIFICATE OF FORMATION was filed.

No further amendments have been filed to date.

I further certify that said limited liability company has filed annual reports due to this Department, and that no action is now pending by or on behalf of the State of Maine to forfeit the articles of organization and that according to the records in the Department of the Secretary of State, said limited liability company is a legally existing limited liability company in good standing under the laws of the State of Maine at the present time.

In testimony whereof, I have caused the Great Seal of the State of Maine to be hereunto affixed. Given under my hand at Augusta, Maine, this ninth day of August 2017.



A handwritten signature in black ink, appearing to read "Matthew Dunlap", written over a horizontal line.

Matthew Dunlap
Secretary of State

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show SQF, LLC, a Maine For Profit Limited Liability Company, Registration Number 4090127, filed on October 31, 2017, is currently in FULL FORCE AND EFFECT upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 9th day of April, A.D. 2018.*

Jon Husted

Ohio Secretary of State

Validation Number: 201809901978

Exhibit E – Applicant’s Financial Viability

SQF, LLC FINANCIAL STATEMENTS (2016-2017) AND REVIEWED FINANCIAL
STATEMENTS (2015-2016) AND AUDITED FINANCIALS (2017) OF PARENT COMPANY
TILSON TECHNOLOGY MANAGEMENT, INC.

CONFIDENTIAL TREATMENT REQUESTED

FILED UNDER SEAL

Exhibit E – Applicant’s Financial Viability

Copies of SQF’s parent company’s (Tilson Technology Management, Inc.) independently reviewed financial statements for the years 2015-2016, as well as its independently audited financials for the year ended 2017, are submitted under seal as Exhibit E. In addition, please find copies of SQF, LLC’s income statement and balance sheet for the years ended 2016 and 2017. The information demonstrates that the Applicant possesses the required financial capabilities required to render its proposed services. On the basis of the attached financials, SQF is capable of financing and maintaining its proposed operations. SQF’s Motion for Protective Treatment of this confidential financial information as well as an affidavit of its Controller, Michael Svigelj, are submitted under separate cover contemporaneously with the instant application.

Exhibit F – Managerial Ability and Corporate
Structure

Exhibit F – Managerial Ability and Corporate Structure

SQF's personnel have extensive experience in the telecommunications industry, having managed the planning, design, and construction of telecommunications deployments throughout New England and the mid-Atlantic, including smart grid, fiber optic, and cellular LTE projects. In particular, SQF personnel have extensive technical expertise managing Distributed Antenna System ("DAS") development and deployment, including cellular transport, site acquisition, and engineering and construction of tower and rooftop sites as well as DAS networks, and SQF personnel have significant experience and knowledge of technologies utilized by wireless carriers in site selection and acquisition. Attached hereto are biographies and resumes of SQF's key personnel and management.

Applicant's Officers:

Joshua Broder, President
SQF, LLC
16 Middle Street, 4th Floor
Portland, ME 04101
Tel: (207) 591-6427

Michael Svigelj, Controller
SQF, LLC
16 Middle Street, 4th Floor
Portland, ME 04101
Tel: (207) 591-6427

Tim Schneider, General Counsel
16 Middle Street, 4th Floor
Portland, ME 04101
Tel: (207) 591-6427

Corporate Structure:

SQF is a wholly-owned subsidiary of Tilson Technology Management, Inc.

Exhibit F - Managerial Ability and Corporate Structure

Joshua Broder, President

Joshua Broder is the President of SQF, LLC and CEO of its parent company, Tilson Technology Management, Inc. ("Tilson"). He has a diverse background in telecommunications, organizational leadership, and corporate growth as a former Army Signal officer, an industry consultant, and an executive.

While in the U.S. Army, Joshua served as Operations Officer in charge of the tactical satellite communications network supporting U.S. and NATO Combat Forces and other U.S. Government agencies at 33 remote locations in Central Asia (Afghanistan, Uzbekistan, and Pakistan). Joshua was awarded the Bronze star for his tour in Afghanistan.

Joshua joined Tilson in 2006 as the third employee. Today, Tilson employs over 300 people and has a worldwide practice, providing clients with cutting-edge consulting services. Under Joshua's leadership, Tilson has managed the planning, design, and construction of over a dozen telecommunications deployments throughout New England and the mid-Atlantic, including smart grid, fiber optic, and cellular LTE projects. Joshua led Tilson's efforts to support Central Maine Power in its roll out of territory-wide AMI infrastructure and the Maine Fiber Company and the Massachusetts Broadband Institute to deploy large-scale, publicly-funded fiber optic networks in rural Maine and Massachusetts respectively.

Joshua's efforts to grow and sustain Tilson's business have been widely recognized in the local and national business communities. Under Joshua's leadership, Tilson was awarded the 2010 Governor's Award as Technology Company of the Year from TechMaine, an award recognizing a company that significantly contributes to Maine's position as a cutting-edge technology state. Joshua was also one of four business leaders recognized by the Portland Regional Chamber of Commerce in 2011, the youngest ever recipient of the Chamber's President's Award. Josh earned a BA in History from Middlebury College with a minor in Military Studies from the University of Vermont, and holds an Advanced Certificate in Entrepreneurship from John F. Kennedy University.

Please see the attached resume for Joshua Broder on the following page.

JOSHUA BRODER RESUME

16 Middle Street, 4th Floor, Portland, ME 04101 | 207-591-6427 | jbroder@tilsontech.com

EDUCATION

JOHN F. KENNEDY UNIVERSITY

Portland ME

Advanced Certificate in Entrepreneurship

2013

- AT&T Operation Hand Salute
- Vermont Military Studies Program, Distinguished Military Graduate

MIDDLEBURY COLLEGE

Middlebury VT

Bachelor of Arts, History

2001

- Minor, Military Studies
- ROTC Scholarship
- Vermont Military Studies Program, Distinguished Military Graduate

PROFESSIONAL EXPERIENCE

TILSON

Portland, ME

Chief Executive Officer, Owner

2006 - Present

- CEO and owner of Tilson, a high growth (three years on the Inc. 5000), 300 employee team of telecom and information technology professionals with a world-wide practice building and maintaining large telecom and IT capital projects in the public and private sectors.
- Led the company's growth from 10 employees to over 300 employees, including leading several rounds of bank and venture financing.
- Led and built a growth senior management team.
- Leading roles in sales and client consulting on large capital projects.

MAINE FIBER COMPANY

Portland, ME

President

2010 - 2011

- Led the Maine Fiber Company through its business formation, staffing, regulatory approvals, public outreach, funding, and network build out of a federally and private equity funded, 1,100 mile fiber optic network.
- Stayed on as a consultant through completion of their \$32MM network build out

UNITED STATES ARMY

Europe, Middle East, Central Asia

Captain, Army Signal Officer

2002 - 2006

- During Operation Enduring Freedom served as Operations Officer in charge of the tactical satellite communications network supporting US and NATO Combat Forces and other US Government agencies at 33 remote locations in Central Asia (Afghanistan, Uzbekistan, and Pakistan). Directed efforts of around 300 technicians to provide all theater telecom and IT services. Engineered the communications support for the US humanitarian response to the 2005 earthquake in Pakistan and the first UN monitored parliamentary elections in Afghanistan. Coordinated communications links between Central Asia and Germany, Italy, Bahrain, England, the US, Qatar, and Kuwait. Prior to Central Asia, served as a platoon leader and executive officer in Germany, responsible for 10 deployable tactical data communications packages in support of US Army Europe, with missions in Western and Eastern Europe, Africa, the Middle East, Central Asia, and former Soviet republics.

ADDITIONAL INFORMATION

- **Maine Health InfoNet**, Board of Directors.
- **Gulf of Maine Research Institute**, Board of Directors
- **ConnectME Authority**, Board of Advisors
- **Bangor Savings Bank**, Corporator
- **Kleinschmidt**, Board of Directors

(Exhibit F, Cont'd)

Michael Svigelj, Controller

Michael Svigelj serves as Controller of SQF and Tilson. Prior to joining SQF's parent company, Tilson, he served as a financial officer for several firms as he was the Cost Control Analyst for ECC, a worldwide design-build, construction, environmental remediation, engineering and design management firm. Earlier in his career, Mike was Corporate Accounting Manager for the Pernix Group, a leading construction, general contracting, design/build firm, and Controller for Maxim Construction. Mike holds a BA in Accounting from Michigan State University.

Please see the attached resume for Michael Svigelj on the following page.

Michael S. Svigelj, CCIFP

WORK EXPERIENCE

Tilson Technology Management, Inc., Portland, ME

04/15 – Present

Controller/FSO

- Responsible for the overseeing the accounting department, internal controls, ERP system and financial reporting.
- Provides month over month financial data and forecasting to executive management.
- Provides daily cash updates and monthly forecasting.
- Manages the bonding, banking, surety and third party CPA firm relationships.
- Oversees and manages the facility Clearance and all associated requirements.
- Works closely with operations to analyze monthly contract cost and update the work in process report.
- Manages and administrates the corporate credit card programs.

Environmental Chemical Corporation, Burlingame, CA

11/13 – 04/15

Cost Control Analyst

- Responsible for the oversight, review, and improvement of all cost control and cost reporting functions for the construction of a new U.S. Embassy in Bishkek, Kyrgyzstan.
- Work closely with site management and the Vice President of OBO Operations to prepare cash and accrual forecasts.
- Responsible for the procurement and upkeep of project related insurance policies.
- Work closely with the procurement department to ensure all purchase orders are captured in the accounting system accurately and to forecast out remaining items to be purchased along with the timing of the required funds.
- Preparation of the monthly estimate to complete report including month to month variance analysis narrative for operations and corporate as well as the review of the online WIP report.
- Responsible for the oversight of the monthly billing package for submittal to the United States Department of State to ensure accurate billings and timely receipts.
- Assist and oversee the logistics team and the site warehouse to ensure all shipments and materials are accounted for accurately from receiving port to project site.
- Perform weekly general conditions and labor cost analysis.
- Oversee the reconciliation of the site petty cash account to ensure accurate coding of transactions.
- Work with core focus group to review all IT systems and processes to make recommended changes and to develop implementation strategies.

Pernix Group, Inc., Lombard, IL

12/07 – 11/13

Corporate Accounting Manager

- Responsible for managing accounting staffs in Lombard, Fiji, Saipan, Vanuatu and Germany including construction, transmitter, and energy business segments.
- Responsible for internal control procedures and ensuring SOX and CAS compliance at all Pernix locations.
- Review monthly subsidiary financial statements and corresponding reconciliation schedules.
- Prepare the consolidated financial statements on a monthly basis.
- Coordinate the quarterly reviews and annual audits with the outside accounting firm.
- Preparation of the draft copies of the 10Q and 10K reports including all related financial schedules and variance analysis for the CFO's review.
- Track job costs in Timberline and prepare monthly anticipated cost reports, including the work-in-process report, pertaining to the construction of a new US Embassy in Fiji, multiple United States Department of State IDIQ projects in Iraq, and a US Embassy rehabilitation project in Niamey, Niger while working closely with operations at site locations and at the Washington D.C. office.
- Oversee the monthly billing package for submittal to the United States Department of State.
- Assist in the annual budget preparation as well as monthly budget to actual reporting.
- Assist the CFO in cash forecasting and foreign exchange analysis.
- Work with insurance and surety brokers to procure the appropriate insurance policies and bonding at the project level and for corporate.
- Responsible for the oversight and sign off on the bi-weekly payroll.
- Establishment, roll-out, and management of a new company wide online payroll system.

- Assist the CFO in due diligence work for potential acquisitions.

Maxim Construction Corporation, Inc., Volo, IL

10/06 – 12/07

Controller

- Responsible for all accounting functions in Timberline software including A/P, A/R, Job Cost, Cash Management, G/L, and Payroll.
- Prepared quarterly financial statements and the work-in-process report.
- Responsible for all payroll tax and union reporting.
- Prepared monthly progress billings including AIA documents, waivers, and certified payrolls.
- Worked closely with project managers using the Job Cost module to analyze and forecast job profitability and costs to complete.
- Bank reconciliation and cash forecasting.
- GL and WC insurance analysis.

Power Construction Company, LLC, Schaumburg, IL

7/05 – 10/06

Project Accountant

- Worked closely with owners, architects, project managers and subcontractors to ensure accurate monthly pay applications, timely collection of funds, and to disburse cash to subcontractors.
- Prepared and processed owner change orders as well as in-house change orders.
- Responsible for job cost transfers and budget transfers.
- Worked with small team to design and implement a new Job Billing Module in CMIC software.
- Worked with project management team to accurately forecast costs to complete.

Tyler Lane Construction/Vacala Construction, Inc., Chicago, IL & Lake Forest, IL

2/01 – 7/05

Project Accountant, Chicago, IL (10/03 – 7/05)

- Assisted CFO in daily and monthly accounting functions using Timberline software including A/P, A/R, Job Cost, and Cash Management.
- Responsible for all accounting functions in small division of company including Payroll, Payroll Taxes, A/P, A/R, Job Cost, Cash Management, General Ledger and Financial Reporting.
- Assisted in the preparation of monthly union reports and payments.
- Responsible for tracking all job costs and preparing and submitting pay applications.

Project Accountant, Lake Forest, IL (2/01 – 10/03)

- Prepared monthly pay applications including AIA Documents, Sworn Statement, and Waiver.
- Ensured accurate tracking of labor hours, general conditions, payables, and receivables on each job.
- Worked closely with Project Managers to ensure that all values and subcontractors are represented accurately on the schedule of values and that the pay application meets the specific guidelines of each owner.
- Prepared monthly job reports including Profit & Loss, Cost to Complete, and Committed Cost.
- Worked with subcontractors to ensure that their billings were timely, their waivers were completed accurately, and their payrolls were properly prepared and certified in order to make payments to them.
- Type of projects included both public and private involving hard bid or GMP shared savings.

Kinnucan Tree Experts, Lake Bluff, IL

5/99 – 8/99 & 5/00 – 2/01

Office Manager (5/00 – 2/01)

Accounting Intern (5/99 – 8/99)

- Responsible for accounts payable and receivable
- Prepared a wide variety of reports including Payments, Payables, Receivables, Man Hours per Job, Production, Income Statement, and Statement of Cash Flows.
- Prepared a daily deposit and bi-weekly payroll reports for Paychex Company.
- Worked with a team of managers to produce accurate, timely, and useful reports to help increase company efficiency.
- Conducted extensive auditing and cost analysis of multi-thousand dollar jobs and supervised office assistants.

EDUCATION

Michigan State University, East Lansing, MI

5/00

Bachelor of Arts in Accounting

AWARDS & ACTIVITIES

-
- | | |
|--|----------------------|
| • Dean's List Michigan State University | Spring and Fall 1999 |
| • Livingston County MSU Alumni Scholarship | 5/95 |
| • Delta Upsilon International Fraternity | |
| – Pledge Educator, Vice President Internal, Assistant Rush Chairman, Assistant Social chairman | |
| • Pernix Group, Inc. International Employee of the Quarter | Spring 2010 |
| • Grant Jr. Bulldogs Youth Football Head Coach and Board Member | 2011-2013 |
| • Greeley Rangers Youth Football Coach | 2014-2017 |
| • Member of the CFMA | 2012-2017 |
| • Received Secret Security Clearance from the United States Government | 2014 |
| • Managing Government Contracts Certification | 2015 |
| • Received Certified Construction Industry Financial Professional designation | 2016 |

SPECIAL SKILLS

-
- | | | |
|--|--------------------------|--------------------------|
| • Microsoft Office Proficiency | • Quick Books Experience | • Timberline Proficiency |
| • Strong Interpersonal and Organizational Skills | • E-Mail/Internet Use | • CMIC Experience |
| • Deltek Costpoint Experience | | |

(Exhibit F, Cont'd)

Timothy Schneider, General Counsel

Timothy Schneider is General Counsel at Tilson. He joined Tilson following a four-year appointment as the State of Maine's Public Advocate, where he successfully represented Maine utility customers before the Public Utilities Commission, to ensure affordable, high-quality utility services. At Tilson, Tim represents the company before state and federal regulatory bodies and advises clients regarding broadband infrastructure development, right-of-way and pole attachment laws, transmission line siting, and eminent domain, among other issues. Tim earned his B.A. from Harvard University and his J.D. from New York University School of Law.

Please see the attached resume for Timothy Schneider on the following page.



TILSON

Timothy R. Schneider

TILSON TECHNOLOGY MANAGEMENT, INC.
General Counsel & Principal Consultant
July 2017 - Present

As General Counsel provide oversight and guidance on all legal matters related to Tilson's activities including contracting, government licensing, regulations, and the commercial code. As a Principal Consultant, support Tilson customers with expert consulting and advisory services in the areas of telecommunications and energy public policy.

MAINE OFFICE OF THE PUBLIC ADVOCATE
Public Advocate, Hallowell, Maine
June 2013 – June 2017

- ❖ Transformed independent state agency that represents utility customers into a modern, efficient, high-performing legal and lobbying practice with a central role in defining Maine's energy and telecommunications policy.
- ❖ Led two-year process to create a comprehensive solar policy for the State of Maine, obtaining consensus between utilities, consumers, environmental and solar advocates that garnered national attention for its innovative approach, culminating in bipartisan legislation that fell two votes short of enactment after veto by Governor LePage.
- ❖ Drafted, created legislative strategy and built coalitions to enact multiple laws promoting expansion of broadband access in Maine, including support for community broadband planning, stabilizing funding for the Maine School and Library Network, and reforms to pole attachment rules.
- ❖ Executed strategy to ensure that low income Mainers' bills are affordable and lower total costs, by redesigning subsidies, creating an arrearage management program, and promoting direct installation of energy efficiency measures.
- ❖ Managed and set strategy for team of four attorneys engaged in more than 75 regulatory proceedings at the state and federal level each year, including personally serving as lead attorney in complex, high profile proceeding regarding purchase of up to \$75 million per year in natural gas pipeline capacity by Maine ratepayers.
- ❖ Executive Committee, National Association of State Utility Consumer Advocates.

PIERCE ATWOOD LLP
Associate, Portland, Maine
September 2008 – May 2013

- ❖ Represented regulated electricity and natural gas utilities before the Maine Public Utilities Commission, on matters including transmission line siting, eminent domain, base rate increases, affiliate transactions, gas hedging programs, cast iron replacement, cost of gas approvals, and Commission investigations into transmission planning standards and Maine's continued participation in ISO New England.



TILSON

- ❖ Drafted energy-related contracts, including power purchase agreements, fuel supply agreements and pipeline operation and maintenance agreements.
- ❖ Represented energy marketers in proceedings at FERC and in CAISO, ISO-NE and ERCOT stakeholder processes.

EDUCATION

Harvard University

Cambridge, Massachusetts

B.A. in Social Studies, magna cum laude, June 2003

New York University School of Law

New York, New York

J.D., May 2008

(Exhibit F, Cont'd)

Nicholas Bournakel, Administrator

Nick Bournakel handles regulatory and compliance filings and ongoing public utility commission requirements regarding certification and regulation of SQF, LLC. He has ten years of experience working with government agencies and previously worked in Tilson's broadband consulting practice. Nick earned his a B.A. from Bates College and his J.D. from The University of Maine School of Law.

Please see the attached resume for Nicholas Bournakel on the following pages.

NICHOLAS C. BOURNAKEL, ESQ.

16 Middle Street, 4th Floor
Portland, Maine 04101
(207) 358-7415
nbournakel@tilsontech.com

BAR ADMISSION

Maine

EDUCATION

University of Maine School of Law, Portland, Maine
Juris Doctor, May 2007

Bates College, Lewiston, Maine
Bachelor of Arts, Philosophy (minor: Economics), May 2001

SELECTED EXPERIENCE

Tilson Technology Management, Inc. /SQF, LLC

Senior Consultant/Administrator, January 2015-Present

- Provided analytical and writing support to the Energy and Broadband team. Worked with telecom team to draft sophisticated telecom deployment plans for municipal, state, regional and private clients.
- Provided regulatory and compliance support and drafted applications for certification of SQF, LLC as public utility in states, country-wide; provided support for ongoing compliance requirements.
- Presented broadband deployments plans to communities/stakeholders
- Conducted market analyses for telecom services based on client requirements
- Worked with telecom clients to draft telecom strategies meeting their requirements
- Prepared capital and operating cost estimates for telecom deployments
- Created detailed quotes and proposals for consulting engagements
- Led and facilitated community meetings with clients to determine broadband needs
- Synthesized technical input of engineering teams into approachable documents to guide policymakers and empower communities

Hydrogen Energy Center/Greater Portland Council of Governments (GPCOG), Portland, Maine

Research Consultant, July 2014-January 2015

- Conducted U.S. Department of Energy funded alternative fuel infrastructure research project to regarding barriers to alternative fuel vehicle transportation and infrastructure in New England states
- Developed research strategy and conducted outreach to municipalities and government agencies
- Interviewed entities with questions to inform the project goal of promoting alternative fuel vehicles
- Recommended and developed changes to statutes and regulations, codes, and procedures for removing barriers and implementing policies to advance alternative fuel markets in New England
- Assembled and organized information garnered in interview outreach into database form for purposes of drafting model regulations to remove barriers to alternative fuel vehicle infrastructure
- Drafted final report with conclusions and recommendations on path forward for expediting the development of alternative fuel infrastructure in New England
- Conducted research and analysis of fuel cell electric vehicle market for public education and promotion and marketing of hydrogen energy as a transportation fuel
- Drafted informational articles for the Hydrogen Energy Center website
- Strategized with other HEC board members and conducted research and outreach and educational efforts to local municipalities to promote hydrogen energy infrastructure
- Represented the Hydrogen Energy Center at alternative energy events

Walch Education, Portland, Maine

Consultant, August 2013-January 2014

- Provided market research and analysis for emerging market within the education field
- Conducted outreach to prospective partners, cultivating business relationships
- Reported findings and provided counsel to company president to craft and refine market strategy and resource allocation in particular geographic regions

Sebek Technologies, Inc., Portland, Maine

Independent Regulatory and Market Research Consultant, August 2013-October 2013

- Developed and implemented strategy for researching and assessing market for product in development
- Drafted outreach materials, conducted phone and e-mail outreach
- Drafted information materials and conducted outreach to prospective customers; compiled market research and presented conclusions (with advice) to company principals

Pika Energy, Inc., Westbrook, Maine

Independent Regulatory Research Consultant, July 2013 -- August 2013

- Researched the national electric regulatory landscape; summarized and presented findings
- Provided advice and recommendations to company principals to inform marketing strategy

DriveGreen, LLC (independent venture of Stratex Energy, LLC), Portland, Maine

Associate, March 2010 – December 2012

- Researched all aspects of federal renewable energy incentive programs
- Managed and oversaw a staff of summer interns and consultants
- Retained independent software consultants and recruited partners for start-up business venture
- Drafted communications to government agencies for compliance with regulatory programs; conducted conference calls and meetings, and generally served as liaison to government agencies for compliance with and registration for government programs
- Prepared and developed marketing and compliance materials
- Performed calculations and analysis related to renewable fuel volumes and business financials

Stratex Energy, LLC, Portland, Maine

Renewable Energy Project Developer, August 2009 - December 2012

- Researched government programs and regulations for Bernstein Shur's renewable energy consulting firm
- Studied and developed strategic business opportunities and synergies with clients for regulatory compliance with government programs and incentives
- Drafted contracts, agreements, and term sheets with prospective clients
- Prepared memoranda for compliance with regulatory programs and legislative comments
- Conducted meetings and conference calls internally and with business partners and clients

Environment Northeast, Portland, Maine

Legal Analyst, December 2008 - March 2009

- Researched environmental issues and energy policies for non-profit think tank
- Tracked Maine Public Utilities Commission dockets and energy legislation
- Prepared summaries of research for use in legislative comments

Exhibit G – SQF’s Operations in Other States

Exhibit G – SQF’s Operations in Other States

Operations in Other States:

SQF is authorized to provide telecommunications services in the following jurisdictions, and plans to apply for authority in all 50 states:

Alabama	Louisiana	Oregon
Arkansas	Massachusetts	Pennsylvania
California	Maine	Rhode Island
Connecticut	Maryland	South Carolina
Delaware	Missouri	Montana
Texas	New Hampshire	Kentucky
District of Columbia	North Carolina	Tennessee
Florida	Nevada	New Jersey
Virginia	Georgia	New York
Washington	Utah	West Virginia

Exhibit H – Verification of FCC Accounting
Requirements Compliance

Exhibit H - Verification of FCC Accounting Requirements Compliance

The FCC's accounting requirements are inapplicable to SQF, LLC because SQF is a competitive telecommunications provider. SQF follows Generally Accepted Accounting Practices ("GAAP") for its accounting procedures.

Exhibit I – Proposed Interactions with Other
Carriers

Exhibit I -- Proposed Interactions with Other Carriers

SQF will be providing backhaul-type services and competitive access services. As such, it does not propose to offer switched services or enter into interconnection agreements.

Exhibit J – Proposed Interactions with Customers

Exhibit J – Proposed Interactions with Customers

SQF's customers will only be other telecommunications carriers and sophisticated business customers. SQF deals with these groups of customers on an individual case basis. For the foregoing reasons, SQF's billing and disconnection notices will be tailored to the requirements of these customers, as determined by the contractual requirements of these customers. Other items such as notice periods and other requirements will also be determined on an individual contract basis with these groups of customers.

Exhibit K - Motion for Protective Treatment

May 3, 2018

Via Overnight Courier

Docketing Division
Public Utilities Commission of Ohio
180 East Broad Street, 11th Floor
Columbus, OH 43215

Re: SQF, LLC – Motion for Protective Order

SQF, LLC (“Petitioner”), by its general counsel and pursuant to 4901-1-24 OAC, hereby transmits one (1) original and seven (7) copies of the Petitioner’s Motion for Protective Order regarding certain sensitive financial information to be submitted in support of its Application to Provide Competitive Telecommunications Services Throughout the State of Ohio (Case No. _____).

Pursuant to 4901-1-24(D)(2) OAC, two (2) unredacted copies of the Petitioner’s financial documents are being submitted herewith under separate seal.

Please contact the undersigned with any questions regarding this filing.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Nicholas Bournakel", written in a cursive style.

Nicholas Bournakel
Administrator – SQF, LLC
16 Middle Street, 4th Floor
Portland, ME 04101
Tel: (207) 358-7415
Fax: (207) 772-3427

**BEFORE THE PUBLIC UTILITIES COMMISSION
OF OHIO**

In the Matter of the Application of)	
)	
SQF, LLC)	Case No. _____
To Provide Competitive Telecommunications)	
Services Throughout the State of Ohio)	

MOTION FOR A PROTECTIVE ORDER

SQF, LLC (“SQF,” or “Petitioner”), by its General Counsel and pursuant to 4901-1-24(D) OAC, hereby moves for a protective order to preserve the confidentiality of the financial information of SQF, as well as its parent company, Tilson Technology Management, Inc. (“Tilson”), submitted in support of Petitioner’s Application to Provide Competitive Telecommunications Services Throughout the State of Ohio (“Application”).

SQF is providing copies of its own balance sheets and income statements, as well as its parent company’s (Tilson Technology Management, Inc., (“Tilson”)) Financial Statements in **Exhibit E** of its Application. The information for which SQF asserts this confidentiality request is not information that is contained in materials which are routinely available to the general public, but instead is contained in private company-reviewed financial statements. If this confidential information were disclosed to the public, SQF and Tilson would suffer significant and substantial harm and be at a competitive disadvantage in Ohio, as well as in other states in which SQF and Tilson are already or are intending to do business.

Pursuant to 4901-1-24(D) OAC, The Public Utilities Commission of Ohio (“Commission”) may issue an order when necessary to protect the confidentiality of information contained in documents filed with the Commission’s Docketing Division to the extent that state

and federal law prohibits the release of the information, and where the non-disclosure of the information is not inconsistent with the purposes of Title 49 of the Ohio Revised Code. The Ohio General Assembly has granted to all businesses, including public utilities, the protection of secrets through the Uniform Trade Secrets Act, and the Commission has recognized its statutory obligation to protect trade secret information.¹ The non-disclosure of the financial information submitted in support of the Petitioner's Application will not impair the purposes of Title 49 as the Commission will have full access to the information in order to fulfill its statutory obligation. Furthermore, the public disclosure of the information for which this Motion for Protective Order is being asserted would not serve any purpose of Title 49.

Grant of a protective order requested by SQF in this case would accord with the Commission's action in a previous matter where a company showed that: "(a) it is privately held, or is a company that, as a wholly owned subsidiary of a publicly traded company, does not routinely report its financial status, and (b) the information for which protective status is sought represents contemporaneous or projected details about the operations and/or finances of the company that are competitively sensitive and have never previously been made available to the general public or filed with any other public agency." *In re Buckland Tele. Co.*, Case No. 06-884-TP-UNC *et al.*, 4-5 (2006).

In the instant matter, SQF's parent company, Tilson is a privately held company. Therefore, its financial statements are not publicly available. SQF and Tilson consider these statements to be proprietary and confidential and have taken appropriate measures to withhold the information from public disclosure. *See* Affidavit of Michael Svigelj, attached hereto. If the enclosed financial information were to be made available to the general public, competitors could readily ascertain

¹ Ohio Rev. Code §§ 1333.61-1333.69; *see In re General Tele. Co.*, Case No. 81-383-TP-AIR (Feb. 17, 1982).

or infer the Petitioner's and its parent company's economic condition and marketing strategies. For the foregoing reasons, disclosure of SQF's and Tilson's financial statements would cause both parties to suffer an unfair business disadvantage, and cause irreparable harm to their business operations. By seeking the protective order requested herein, SQF seeks to preserve the confidential nature of this information.

In addition to the above, maintaining the confidentiality of Tilson's financial statements will not result in prejudice to their competitors. The Commission will have the information necessary for it to make an informed decision regarding granting Petitioner's Application.

WHEREFORE, Petitioner, SQF, LLC, respectfully requests that the Commission enter an order protecting from public disclosure the financial statements of SQF as well as its parent company, Tilson Technology Management, Inc., submitted in support of SQF's application to Provide Competitive Telecommunications Services Throughout the State of Ohio.

Respectfully submitted,



Timothy Schneider
General Counsel – SQF, LLC
16 Middle Street, 4th Floor
Portland, ME 04101
Tel: Tel: (207) 664-3800
Fax: (207) 772-3427
E-mail: tschneider@tilsontech.com

Dated: May 3rd, 2018

BEFORE THE PUBLIC UTILITIES COMMISSION OF OHIO

In the Matter of)	
)	
Application of SQF, LLC to Provide)	Case No. _____
Competitive Telecommunications Services)	
Throughout the State of Ohio)	

AFFIDAVIT OF MICHAEL SVIGELJ

I, Michael Svigelj, being first duly sworn according to law, hereby depose and say that:

1. I am the Controller of SQF, LLC (“Applicant” or “SQF”). I am responsible for, among other things, financial and business issues relating to the planning, development, and implementation of Applicant’s business in Ohio.

2. By this affidavit, I attest to the accuracy, integrity and objectivity of the financial statements which SQF is submitting as Exhibit E of the Applicant’s Telecommunications Application Form. As required by the Public Utilities Commission of Ohio (“PUCO”), the financial statements have been prepared in accordance with Generally Accepted Accounting Principles (“GAAP”), and SQF will maintain its telecommunications services records separately from any other accounting records in accordance with GAAP.

3. Furthermore, I support SQF’s request that the PUCO protect from public disclosure the unaudited financial statements of SQF, LLC for the years 2016 and 2017, as well its parent company, Tilson Technology Management, Inc.’s (“Tilson”) reviewed financial statements for fiscal years 2015 and 2016, and independently audited financials for 2017 being filed under seal herewith.

4. The Confidential Copies under seal contain information that is critical, commercially sensitive, and competitively significant financial data. As the Petitioner is a

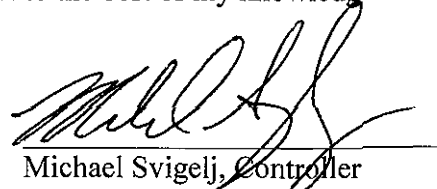
privately-held entity, the above-referenced information is not contained in materials that are routinely available to other government agencies, including, Federal, state, and municipal agencies.

5. To the best of my knowledge, only upon request for various government applications or compliance is the information for which this Motion for Protective Order is asserted made available for such government agencies. Further, these entities treat this information as confidential because disclosure of such sensitive financial information would cause Tilson, and with it, SQF to suffer competitive harm and disadvantage if it were publicly disclosed. The primary harmful effect of disclosure would be that it would provide sensitive financial information regarding SQF and Tilson to competitors. Access to such financial information would allow SQF's competitors an unfair insight into SQF's competitive bidding position, and with it, provide an unfair competitive advantage to these entities, allowing these competitors to place bids on the basis of this information, and adversely affect Tilson's and SQF's business and bidding positions unfairly. SQF requests that the asserted confidential information be treated as confidential indefinitely. SQF and Tilson have expended considerable resources in developing their business strategy and have taken reasonable steps to protect this information from being disseminated. The disclosure of the financial information of the type in **Exhibit E** is limited to SQF and Tilson's senior officers, counsel, and employees directly involved with Petitioner's financial operations. In instances when SQF has submitted such information to public entities, it has done so under seal, marked as "confidential", accompanied by requests for confidentiality.

6. Disclosure of the above-referenced confidential information would be extremely detrimental to SQF and Tilson as it could be used by competitors to undercut the Applicant's and its parent company's competitive bidding positions. Given the sensitive nature of this information,

it is appropriate for the PUCO to limit public access to such information and for the PUCO to use it only in the exercise of its governmental functions in assessing SQF's financial capabilities to render its proposed services. No purpose would be served in allowing competitors to access this confidential information, or to any person or entity other than Commission staff members.

I hereby affirm that the foregoing is true and correct to the best of my knowledge.


Michael Svigelj, Controller
SQF, LLC

Respectfully submitted this 3rd day of May, 2018.

Subscribed and sworn to before me this 3rd day of May, 2018.


Notary Public

Karen L. Simonds
Notary Public
My Commission Expires
May 13, 2018