

WIGGINS & VILLAGORTA, P.A.

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FILE COPY

19

August 15, 1997

971057-TX

VIA HAND DELIVERY

Ms. Blanca Bayo  
Director of Records and Reporting  
Florida Public Service Commission  
2540 Shumard Oak Boulevard  
Tallahassee, Florida 32399-0850

Re: Access Communications - First Coast

Dear Ms. Bayo:

Enclosed for filing are the original and five copies of Access Communications - First Coast's Application for Authority to Provide Alternative Local Exchange Service Within the State of Florida, along with the \$250 filing fee.

Thank you for your assistance in this matter.

Sincerely,

*Patrick K. Wiggins*  
Patrick K. Wiggins

- ACK \_\_\_\_\_
- AFA \_\_\_\_\_
- APP \_\_\_\_\_ PKW:plk
- CAF \_\_\_\_\_ Enclosures
- CMU \_\_\_\_\_
- CTR \_\_\_\_\_
- EAG \_\_\_\_\_
- LEG \_\_\_\_\_
- LIN \_\_\_\_\_
- OPC \_\_\_\_\_
- RCH \_\_\_\_\_
- SEC \_\_\_\_\_
- WAS \_\_\_\_\_
- OTH \_\_\_\_\_

Check received with filing and forwarded to Fiscal for deposit. Fiscal to forward a copy of check to RAR with proof of deposit.

Initials of person who forwarded check:  
SA

RECEIVED & FILED

EPSC-BUREAU OF RECORDS

DOCUMENT NUMBER-DATE  
08275 AUG 15 97  
FPSC-RECORDS/REPORTING

ORIGINAL  
FILE COPY

APPLICATION  
FOR AUTHORITY TO PROVIDE  
ALTERNATIVE LOCAL EXCHANGE SERVICE  
WITHIN THE STATE OF FLORIDA

1. This is an application for (check one):

- (x) Original authority (new company)
- ( ) Approval of transfer (to another certificated company)  
Example: a certificated company purchases an existing company and desires to retain the original certificate of authority.
- ( ) Approval of assignment of existing certificate (to a non-certificated company)  
Example: a non-certificated company purchases an existing company and desires to retain the certificate of authority rather than apply for a new certificate.
- ( ) Approval for transfer of control (to another certificated company)  
Example: a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of applicant:

UCN-CLAY, Limited Partnership d/b/a Access Communications  
- First Coast

3. Name under which the applicant will do business:

Access Communications - First Coast

4. If applicable, please provide proof of fictitious name registration.

Fictitious name registration number: G97077000008.

5. A. National and Florida mailing addresses including street name, number, post office box, city, state and zip code.

225 Walker Drive  
Keystone Heights, Florida 32656

B. Florida physical address including street name, number, post office box, city and zip code.

225 Walker Drive  
Keystone Heights, Florida 32656

6. Structure of organization:

DOCUMENT NUMBER-DATE  
08275 AUG 15 86  
FPSC-RECORDS/REPORTING

- |  |   |
|--|---|
| <input type="checkbox"/> Individual          | <input type="checkbox"/> Corporation                    |
| <input type="checkbox"/> Foreign Corporation | <input type="checkbox"/> Foreign Partnership            |
| <input type="checkbox"/> General Partnership | <input checked="" type="checkbox"/> Limited Partnership |
| <input type="checkbox"/> Joint Venture       | <input type="checkbox"/> Other, explain _____           |

7. If applicant is an individual, partnership or joint venture, please give name, title and address of each legal entity.

UCN-Clay, Limited Partnership  
225 Walker Drive  
Keystone Heights, Florida 32656

UtiliCom Networks Clay County, Inc.  
124 Washington Street  
Suite 102  
Foxborough, Massachusetts 02035

8. State whether any of the officers, directors, or any of the ten largest stockholders have previously been adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. If so, please explain.

N/A

9. If incorporated, please provide proof from the Florida Secretary of State that the applicant has authority to operate in Florida.

Corporate charter number: \_\_\_\_\_

N/A

10. Please provide the name, title, address, telephone number, internet address and facsimile number for the person serving as ongoing liaison with the Commission, and if different, the liaison responsible for this application.

Ongoing liaison: William M. Roberts  
225 Walker Drive  
Keystone Heights, Florida 32656  
(352) 473-8000 telephone  
(352) 473-1400 fax

Application liaison: Patrick K. Wiggins  
Wiggins & Villacorta, P.A.  
501 East Tennessee Street  
Suite B  
Post Office Drawer 1657  
Tallahassee, Florida 32302  
(904) 222-1534 telephone  
(904) 222-1689 fax  
wiggvill@nettally.com (Internet)



11. Please list other states in which the applicant is currently providing or has applied to provide local exchange or alternative local exchange service.

N/A

12. Has the applicant been denied certification in any other state? If so, please list the state and reason for denial.

N/A

13. Have penalties been imposed against the applicant in any other state? If so, please list the state and reason for penalty.

N/A

14. Please indicate how a customer can file a service complaint with your company.

Customers can contact Customer Service by calling a toll-free number: 1-800-520-1813.

15. Please complete and file a price list in accordance with Commission Rule 25-24.825.

Access Communications - First Coast will file its price list prior to offering services to the public.

16. Please provide all available documentation demonstrating that the applicant has the following capabilities to provide alternative local exchange service in Florida.

A. Financial capability.

Attached as Exhibit 1.

B. Managerial capability.

Attached as Exhibit 2.

C. Technical capability.

(If you will be providing local intra-exchange switched telecommunications service, then state how you will provide access to 911 emergency services. If the nature of the emergency 911 service access and funding mechanism is not equivalent to that provided by the local exchange companies in the areas to be served, describe in detail the differences.)

Attached as Exhibit 3.

**AFFIDAVIT**

By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide alternative local exchange service in the State of Florida. I have read the foregoing and declare that to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders. Further, I am aware that pursuant to Section 837.06, Florida Statutes, whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree.

Official: William M. R. Suck  
Signature

8-6-97  
Date

Title: Vice President of Utilicom  
Networks Clay County, Inc.,  
General Partner

352-473-8000  
Telephone Number

EXHIBIT 1



**CONFIDENTIAL****UCN-CLAY, LIMITED PARTNERSHIP****( d/b/a ACCESS COMMUNICATIONS - FIRST COAST )****BALANCE SHEET****JUNE 30, 1997**

	<u>6/30/97</u>
<b><u>ASSETS</u></b>	
Current assets:	
Cash and cash equivalents	-
Other current assets	-
Total current assets	<u>-</u>
Property and equipment, net of accum. depreciation	-
Other assets	1,745
Total assets	<u><u>1,745</u></u>
<b><u>LIABILITIES AND PARTNERS' ACCOUNTS</u></b>	
Current Liabilities:	
Payable to related parties - Utilicom	155,548
Payable to related parties - Clay Electric	2,500
Accrued expenses	10,000
Total current liabilities	<u>168,048</u>
Partners' Accounts	(166,303)
Total liabilities and partners' accounts	<u><u>1,745</u></u>

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**CONFIDENTIAL****UCN-CLAY, LIMITED PARTNERSHIP  
( d/b/a ACCESS COMMUNICATIONS - FIRST COAST )****STATEMENT OF OPERATIONS  
FOR THE PERIOD ENDING JUNE 30, 1997**

<b>GENERAL AND ADMINISTRATIVE COSTS:</b>		
Incurred by Utilicom	163,803	
Incurred by Clay Electric	<u>2,500</u>	
Net Operating Expenses		166,303
<b>OPERATING INCOME ( LOSS )</b>		<u><b>(166,303)</b></u>



## CONFIDENTIAL

UCH-CLAY, LIMITED PARTNERSHIP  
 ( d/b/a ACCESS COMMUNICATIONS - FIRST COAST )  
 PARTNERS' ACCOUNT SUMMARY

JUNE 30, 1997

	UTILICOM NETWORKS, INC. (93%)	CLAY ELECTRIC COOPERATIVE, INC. (8%)	UCH OF CLAY COUNTY, INC. (1%)	TOTAL
CAPITAL CONTRIBUTIONS	0	0	0	0
1997 YTD OPERATIONAL LOSS	(154,662)	(9,976)	(1,663)	(166,303)
<b>TOTAL</b>	<b>(154,662)</b>	<b>(9,976)</b>	<b>(1,663)</b>	<b>(166,303)</b>

EXHIBIT 2

### Background and Experience of the Applicant

As a relatively new company, Access Communications-First Coast must rely on the experience and proven track records of its principals and management team. Accordingly, UtiliCom Networks Clay County, Inc., the managing general partner, has assembled a strong team of professionals with many years of experience in cable television and related telecommunications businesses.

#### KEY MANAGEMENT PERSONNEL

**Charles R. Cadle - President & Director.**

The principal and founder of UtiliCom Networks, Inc., is Charles R. "Chuck" Cadle who is a senior executive experienced in strategy development and implementation of emerging companies, business planning, marketing, and accounting. Mr. Cadle founded UtiliCom in late 1995 with a concept of joining with electric power distribution companies to expand their business horizons through telecommunications.

Mr. Cadle served as Chief Executive Officer of Communication Design Services of Atlanta. This company did business in fiber optic design, competitive access development for Regional Bell Operating Companies, long distance carriers, and PCS. He served as Chief Operating Officer of IBCS, Inc., a telecommunications company with operations in eight cities within Russia. He was Chief Executive Officer for Solid State Systems, a \$14 million telecommunications switching company. Other previous positions were also in finance and operations.

Mr. Cadle, CPA, CFP, graduated from Augusta College in 1977 with a dual major in accounting and finance. He began his career with the First Railroad and Banking Company in Augusta where he advanced to Acting Controller. He served on the World Development Council. He lives with his family in Foxboro, Mass., where he maintains offices for UtiliCom.



**Michael G. Saegh - Chairman.**

Mr. Saegh is experienced in both the energy and real estate industries. He was president of Maystar Corporation of Foxboro, a company involved in land acquisition and development and the management of commercial real estate. He was president of Citizens Fuels Corporation of Boston, a \$500 million company, and for ten years was Chief Financial Officer of Star Petroleum Company of Boston.

At UtiliCom Networks, Mr. Saegh is responsible for assembling and managing the outside Board of Directors and for capital funding.

Mr. Saegh earned the B.S. degree in Finance at Boston University in 1971. He lives with his family in Foxboro and maintains offices in Foxboro.

**Donald S. Loftiss - Executive Vice President-Utility Alliances.**

Don Loftiss joined UtiliCom in 1996 following a long career at Scientific-Atlanta where he held a number of highly responsible positions. Most recently, he was Vice President for Utility Business at the company where he directed the sales and business development to over 400 utilities.

Mr. Loftiss has been National Sales Manager for company's Control Systems Division, a Regional products manager, and a regional Manager for Energy Management Products. Prior to joining Scientific-Atlanta in 1982, Mr. Loftiss was associated with the sales department at Hoffman-Laroche of Nutlet, N. J.

Mr. Loftiss makes his home in Cashiers, North Carolina, with his wife and family. He is responsible for Utility Relations for UtiliCom Networks, and maintains an office in Foxboro. He is a 1971 graduate of Florida State University with a B.A degree in economics.

**Bruce A. Clark - President, Joint Venture Operations.**

Bruce Clark began his career in cable television in 1966 with TelePrompter Cable in Elmira, N. Y. In 1973, he joined Warner Cable of Massachusetts and advanced to become the Operations Manager of that system before joining Colony Communications in 1976. At Colony, Mr. Clark most recently served for six years as President and Chief Executive Officer. In that capacity, he held the responsibility for corporate and field activities of 32 business units in the areas of programming, public relations, sales and marketing, human resources, engineering, and operations.

Mr. Clark led Colony through numerous acquisitions and mergers as Colony grew to become one of the largest cable tv companies in the U.S. He was instrumental in introducing "wide area networks", supervised development of the company's first SONET-based Competitive Access Network partnership in California, and was responsible for the creation of a 12-company consortium for programming purchasing. He spearheaded a strategy which placed Colony's plant in a technological position for future growth, promoted the concept of localized programming, and championed the advancement of qualified women and minorities at Colony.

Mr. Clark makes his home in North Kingstown, Rhode Island, with his family. He attended New Hampshire State College and has completed executive management courses at Penn State University. Active in business affairs, Mr. Clark holds memberships in C-TAM, New England Cable Television Association, the National Cable Television Association, and the National Academy of Cable Programming. He is also involved in community affairs having served on the Boards of Directors of the Rhode Island Urban League and the Ocean State Adoption Resource Exchange.

Mr. Clark has corporate oversight for all operations of Access Communications - First Coast.

**Michael J. Angi - Chief Technical Officer.** Mr. Angi brings two decades of experience in cable and data communications to Access. He joined a Colony Communications' company, Greater Boston Cable, in 1972 as Technical Manager. In the late 1970's, he advanced within the company with responsibilities for installation of the company's first 10-meter earth station and up-link capabilities. Subsequently, he became General Manager of Lowell Cable TV where he obtained franchises and supervised construction of a 500-mile system serving 35,000 subscribers. From 1985 to 1993, he served as Executive Director of Engineering for Colony Communications where he held responsibility for capital budgets, design, training, long-term projections, and Wide Area Networks in conjunction with WANG Laboratories. In 1993, Mr. Angi became Vice President for Technology at Colony, a position he had until the company was sold to Continental Cablevision in 1995.

Mr. Angi graduated from Wentworth Institute of Technology in Boston and attended an Advanced Manager Executive Course at Carnegie Mellon University in Pittsburgh. He lives in Exeter, Rhode Island, with his family. He holds a General Class License from the Federal Communications Commission (FCC).

Mr. Angi directs the selection and integration of technology for Access Communications from his office in Foxboro. He will be responsible for supervising network design, SONET ring deployment, telephony implementation, and data interface.

**John Van Luling - Chief Financial Officer.** John Van Luling brings 20 years of diversified financial management to Access Communications - First Coast. He began his career with the accounting firm of KPMG Peat Marwick where he was a senior accountant. He joined the Providence Journal Company in 1974 where he served as Chief Accountant and Corporate Controller until he joined Colony Communications (a Providence Journal subsidiary) in 1988.

At Colony, Mr. Van Luling served as Vice President of Finance where he was a key member of the senior management team. At Colony he placed a major emphasis on business planning, acquisitions, systems management of the company's software and hardware applications and rate regulation compliance. He also directed the centralized accounting and MIS operations, and ascertained timely monthly and year-end closings for corporate books.

Mr. Van Luling received the BS Degree in Accounting from Husson College in Bangor, Maine, and is a member of both the American Institute of Certified Public Accountants and the Rhode Island Society of Certified Public Accountants. He makes his home in Smithfield, Rhode Island.



Access Communications - First Coast will rely on Mr. Van Luling's extensive experience in establishing a comprehensive accounting and reporting system. In addition, he will help implement a customer billing system capable of "customer friendly" invoicing for all Access' services.

**William M. Roberts - Director of Project Implementation and Acting Manager, Clay County.**

Mr. Roberts is responsible for the start-up of each joint venture for UtiliCom Networks, Inc. In Orange Park, he is responsible for the pre-engineering work, obtaining local content providers, obtaining County and City franchises, and establishing a local operations presence. A locally based General Manager will be hired to implement much of the work begun by Bill Roberts.

Mr. Roberts has developed expertise in all aspects of cable television operations, administration, construction and maintenance, including underground and aerial construction, design, mapping, construction bidding, and project management. He has been involved in cable television in Florida since 1969 when he served as Director of Corporate Development for Times Mirror Cable TV. He has owned and operated cable systems in Clay County, Polk County, Hillsborough County, Manatee County, Charleston, South Carolina, and New Orleans, Louisiana, and will be responsible for establishing a complete local operations center in Clay County for Access Communications - First Coast.

Mr. Roberts received the BA Degree from Stetson University in 1966. He is presently active in the Tampa community where he is a Rotarian, a past director of the Hillsborough Wildlife Federation, and a member of the Florida Cable Television Association. He is a past-president of the Stetson University National Alumni Association and is a former Stetson Trustee. His interest in education includes memberships on the Board of Directors of the Florida Independent College Fund and as a member of the Board of Fellows at University of Tampa.

He makes his home in Tampa, and maintains offices in Keystone Heights, in downtown Tampa, and in Foxboro for UtiliCom Networks.

DIRECTORS

**Joseph J. Kelley - Director.** Mr. Kelley serves as a member of the Board of Directors of UtiliCom Networks, Inc.

Mr. Kelley brings a long career of telephone operations to UtiliCom. He has held several senior management posts with NYNEX and its affiliated companies since 1963. He was Vice President of New England Telephone-Maine in the mid 1980's. Following that, he was Corporate Director Business Development for NYNEX from 1988 to 1990 where he was also President of NYNEX Venture Company, a subsidiary responsible for new product introduction. He was Vice President - Network Department and Vice President - Operations for New England Telephone, and most recently is the Group Vice President for NYNEX - AT&T.

Mr. Kelley graduated Cum Laude from Holy Cross College and has attended the Harvard Business School Program for Management Development. He makes his home in Wellesley, Mass.

**Robert A. Steinkrauss - Director.** Mr. Steinkrauss serves as a member of the Board of Directors of UtiliCom Networks, Inc.

Mr. Steinkrauss is the Chairman and CEO of Raptor Systems, Inc., a \$4 million a year security software firm. Prior to joining Raptor, he was President and CFO for RACAL Interlan, Inc., a local area networking company and a unit of Racal Electronics. He was also Senior Vice President of Racal DataCom, Inc., a \$600 million LAN-InterNetworking Division.

For six years, he was in management positions with Unitrode Corporation where he managed operations of 350 employees in Ireland; managed 300 employees in Mexico; and served as controller. He has experience in real estate development and was a general audit manager for Coopers and Lybrand.

Mr. Steinkrauss graduated Magna Cum Laude from Boston College with a B.S. in Accounting, and makes his home in Medfield, Mass.

David C. D. Rogers - Director. Dr. Rogers, who serves as a member of the Board of Director of UtiliCom Networks, Inc., is a consultant on strategic planning and executive development to dozens of Fortune 500 companies. His background is a distinctive combination of academic and "hands on" executive experience. For thirteen years, Dr. Rogers taught at the Harvard Business School, including five years in Harvard's sixteen-week program for Management Development. He later became Chairman of the Policy and Control area at the University of Michigan Graduate School of Business Administration and also taught at Babson College where he headed the pivotal Business Policy course.

In addition, David Rogers had eight years of operating experience as a CEO of a manufacturing firm leading the turnarounds of two mid-sized industrial firms. He is the author of five books on strategic planning, financial and management accounting, plus a five-volume series on manufacturing policy.

Dr. Rogers received an AB (magna cum laude) from Harvard College in 1954, and an MBA and DBA from Harvard Business School in 1956 and 1958 respectively.



EXHIBIT 3

**ACCESS COMMUNICATIONS - FIRST COAST**

**Technical Capability**

Access Communications - First Coast's technical capability is included in Exhibit 2.

Access Communications - First Coast will provide access to 911 emergency services over LEC or ALEC facilities. The nature of the emergency 911 service access and funding mechanism will therefore be equivalent to that provided by the local exchange companies in the areas to be served.