

CK#0063177

**FLORIDA PUBLIC SERVICE COMMISSION
CAPITAL CIRCLE OFFICE CENTER - 2540 SHUMARD OAK BOULEVARD
TALLAHASSEE, FLORIDA 32399-0850**

**APPLICATION FORM
for**

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

980378

INSTRUCTIONS

1. This form is used for an original application for a certificate and for approval of sale, assignment or transfer of an existing alternative local exchange certificate. In case of a sale, assignment or transfer, the information provided shall be for the purchaser, assignee or transferee.
2. Respond to each item requested in the application and appendices. If an item is not applicable, please explain why.
3. Use a separate sheet for each answer which will not fit the allotted space.
4. If you have questions about completing the form, contact:

**Florida Public Service Commission
Division of Communications, Certification & Compliance Section
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0866
(904) 413-6600**

5. Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of \$250 made payable to the Florida Public Service Commission at the above address.
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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 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:

NorthPoint Communications, Inc. ("NorthPoint")

3. Name under which the applicant will do business (d/b/a):

NorthPoint Communications, Inc.

4. If applicable, please provide proof of fictitious name (d/b/a) registration.

Fictitious name registration number: **Not Applicable**.

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

**NorthPoint Communications, Inc.
222 Kearny Street, Suite 400
San Francisco, CA 94108
(415) 403-4003 (Tel.)
(415) 403-4004 (Fax)**

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

NorthPoint does not currently have a mailing address in Florida. NorthPoint has applied with the Florida Secretary of State for a Certificate of Authority to Transact Business and will provide a copy of the same as well as the name and address of NorthPoint's registered agent in Florida as soon as this information becomes available.

6. Structure of organization:

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

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

Not Applicable.

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.

None of NorthPoint's directors, nor any of the ten largest stockholders, have previously been adjudged bankrupt, mentally incompetent, or found guilty of any felony or any crime; nor are any such proceedings pending.

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

NorthPoint has applied for a Certificate of Authority to Transact Business in the State of Florida and will provide a copy of the same, to be included as Exhibit A to this application, as soon as the certificate becomes available from the Florida Secretary of State.

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. **Please See Exhibit B.**

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

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

NorthPoint has not been denied certification in any state.

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

No penalties have been imposed against NorthPoint in any other state.

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

NorthPoint can be reached for customer complaints at 1-888-900-0672. Customers may also fax or mail any complaint directly to NorthPoint's corporate address provided herein.

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

Prior to providing service, NorthPoint will file and maintain with the Commission a current price list which sets forth prices, customer connection charges, billing and payment arrangements and levels of service quality for the basic local telecommunications services it offers.

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. See Exhibit D.

Regarding the showing of financial capability, the following applies:

The application should contain the applicant's financial statements for the most recent 3 years, including:

1. the balance sheet
2. income statement
3. statement of retained earnings.

Further, a written explanation, which can include supporting documentation, regarding the following should be provided to show financial capability.

1. Please provide documentation that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.
2. Please provide documentation that the applicant has sufficient financial capability to maintain the requested service.
3. Please provide documentation that the applicant has sufficient financial capability to meet its lease or ownership obligations.

NOTE: This documentation may include, but is not limited to, financial statements, a projected profit and loss statement, credit references, credit bureau reports, and descriptions of business relationships with financial institutions.

If available, the financial statements should be audited financial statements.

If the applicant does not have audited financial statements, it shall be so stated. The unaudited financial statements should then be signed by the applicant's chief executive

officer and chief financial officer. The signatures should attest that the financial statements are true and correct.

- B. Managerial capability. **See Exhibit E.**
- C. Technical capability. **See Exhibit E.**


(If you will be providing local intra-exchange switched telecommunications service, then state how you will provide access to 911 emergency service. 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, described in detail the difference.)

See Exhibit F.

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 Chapter 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, punishable as provided in s. 775.082 and s. 775.083".

Official:  Date: February 13, 1998
Signature

Title: Vice President and General Counsel 415-743-1818
NorthPoint Communications, Inc. Telephone number

Address: 222 Kearny Street, Suite 400
San Francisco, California 94108

EXHIBITS

EXHIBIT A	CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN FLORIDA
EXHIBIT B	ONGOING LIAISON AND APPLICATION LIAISON
EXHIBIT C	CURRENT AUTHORIZATIONS
EXHIBIT D	FINANCIAL CAPABILITY
EXHIBIT E	MANAGERIAL CAPABILITY
EXHIBIT F	ACCESS TO 911

EXHIBIT A

CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN FLORIDA

(To be provided as a late-filed exhibit.)

EXHIBIT B

ONGOING LIAISON AND APPLICATION LIAISON

ONGOING LIAISON AND APPLICATION LIAISON

Ongoing liaison

Steven Gorosh, Vice President and General Counsel
NorthPoint Communications, Inc.
222 Kearny Street, Suite 400
San Francisco, CA 94108
(415) 743-1818 (Tel.)
(415) 403-4004 (Fax)
SGorosh@NorthPointcom.com (e-mail)

Liaison for Application:

Richard M. Rindler, Esq.
Swidler & Berlin, Chtd.
3000 K Street, N.W., Suite 300
Washington, D.C. 20007
(202) 424-7500 (Tel.)
(202) 424-7645 (Fax)
RMRindler@swidlaw.com (e-mail)

EXHIBIT C

CURRENT AUTHORIZATIONS

CURRENT AUTHORIZATIONS

NorthPoint has no current operations in the State of Florida. NorthPoint is in the process of applying for authority to provide local exchange telecommunications services in the District of Columbia, Georgia, Illinois, New Jersey, Texas, Virginia, and Washington.

NorthPoint is also authorized to operate as a telecommunications carrier, either through certification or registration, in California, Massachusetts, and New York. NorthPoint has not been denied the authority to provide telecommunications services in any jurisdiction.

NorthPoint seeks authority to provide service throughout the State of Florida except in those areas served by small telecommunications as described by Florida Statutes §§ 364.051 and 364.337(1).

EXHIBIT D

FINANCIAL CAPABILITY

(Submitted under seal and subject to a request for confidential treatment)

FINANCIAL STATEMENTS

(Submitted under seal and subject to a request for confidential treatment)

NorthPoint is financially qualified to provide facilities-based and resold local exchange services throughout Florida. In particular, NorthPoint will rely on its substantial financial and capital resources to implement and conduct its telecommunications operations as specified in this application. NorthPoint Communications, Inc. is a start-up telecommunications venture made possible by regulatory reforms contained within the Federal Telecommunications Act of 1996 ("the Federal Act") and the Rules of this Commission including Chapters 25-4 and 25-24 and Florida Statutes Chapter 364. NorthPoint Communications, Inc. was originally formed on May 16, 1997 and, as a result, NorthPoint does not currently have available balance sheets, income statements, or statements of retained earnings for the past three years. NorthPoint Communications, Inc. has been found to be qualified and has been authorized by registration or certification to provide telecommunications services, including local exchange services, on an intrastate basis, in California, Massachusetts, and New York. As demonstrated by the enclosed financial statements, NorthPoint Communications, Inc. possesses substantial financial resources and can readily implement and provide its proposed local exchange telecommunications services and facilities throughout the State of Florida. Additionally, as demonstrated by the attached financial documents, NorthPoint is financially capable of meeting the lease and ownership obligations it undertakes in pursuit of providing local telecommunications services throughout Florida.

In support of this application, NorthPoint submits, under seal and subject to a request for confidential treatment, its unaudited pro forma balance sheet and income and expense statement verified by its chief executive officer to demonstrate NorthPoint's ability to provide the requested services throughout Florida, maintain the requested services and meet its lease or ownership obligations.

EXHIBIT E
MANAGERIAL CAPABILITY

MANAGERIAL AND TECHNICAL QUALIFICATIONS

Applicant is a new entrant, but its key personnel have significant experience in the telecommunications industry. As evidenced by their biographies attached hereto, many of NorthPoint's key employees have extensive experience in network design, xDSL technologies, engineering, and development of financial plans necessary to implementing xDSL and other services.

The following individuals are members of NorthPoint's executive team:

Michael Malaga	President and Chief Executive Officer, Director
Timothy Monahan	Vice President, Finance and CFO
Steven Gorosh	Vice President, General Counsel and Secretary
Michael W. Hall	Assistant Secretary
Ann Zeichner	Vice President, Sales and Marketing
William Euske	Chief Technical Officer

The foregoing personnel can be reached at:

NorthPoint Communications, Inc.
222 Kearny Street, Suite 400
San Francisco, CA 94108
(415) 403-4003 (Tel.)
(415) 403-4004 (Fax)

A brief description NorthPoint's management team follows:

**Managerial and Technical Qualifications of NorthPoint Communications, Inc.'s
Management Team**

President & CEO -- Michael Malaga

Prior to establishing NorthPoint, Mr. Malaga served as Director of Strategic Development for MFS Communications Company, Inc. (now a subsidiary of WorldCom, Inc.), where he spent his last year and a half developing and then leading MFS's DSL rollout. In that capacity, he was responsible for full development activities, including forming the basic product strategy and marketing requirements, aiding in the engineering design of the core network, collaborating on the full financial plan, and guiding and leading project teams in billing, operations, provisioning and product roll out.

Prior to MFS/WorldCom, Mr. Malaga worked for seven years at GenRad, Inc., Structural Test Products Division, in capacities ranging from Programmer, at the start, to International Sales and Marketing Manager. Prior to GenRad, Mr. Malaga designed silicon sensors at Lucas Novasensor, Inc., a Silicon Valley startup. He has a Bachelor of Science Degree in Applied and Engineering Physics from Cornell University, and a Master of Science Degree in Mechanical Engineering from the University of Cincinnati.

Chief Technical Officer -- William Euske

Mr. Euske has over 20 years of experience in the communications field, going back to the early days of packet switching with TYMNET. Most recently, as MFS/WorldCom's Senior Vice President for Advanced Networks and Technology, Mr. Euske was responsible for identifying technology opportunities and working with vendors to bring technology to market for service provider deployment. Mr. Euske and his team launched MFS/WorldCom's xDSL services. Earlier, as Vice President of Product Engineering for MFS' Data Services unit, he built one of the first commercial ATM networks, which supported wire-speed LAN traffic, frame relay and Variable Bit Rate voice. Before joining MFS in 1992, Mr. Euske directed North American research and development for British Telecom.

**Managerial and Technical Qualifications of NorthPoint Communications, Inc.'s
Management Team**

Vice President, Finance and Planning -- Tim Monahan

Prior to joining NorthPoint, Mr. Monahan served as Director of Corporate Development for MFS/WorldCom, where he spent his last year and a half developing the comprehensive financial plan for MFS' xDSL product. In that role, he was responsible for creating and providing the financial business case to the CEO and COO, obtaining corporate funds allocation, and analyzing all internal costing from both the local transport and Internet Service provision sides. He also created the financial plan for MFS' internal Internet Service Provider creation project, forming a evaluation basis for MFS' purchase of UUNET Technologies. Prior to this, Mr. Monahan, as Assistant Treasurer, was involved in raising \$2.1 billion to fund the company's fast growth, including leading teams which completed an \$85 million Alaskan pipeline fiber network financing, a \$60 million SONET transmission equipment lease, and a \$120 million central office switching equipment bank financing. He also provided planning and use-of-proceeds forecasts as an integral part of teams which carried out a \$293 million IPO, a \$230 million follow-on stock offering, two separate \$500 million high yield offerings, and a \$250 million syndicated bank credit facility.

Prior to joining MFS/WorldCom, Mr. Monahan worked for three years as a consultant for Booz, Allen & Hamilton. Mr. Monahan received his BBA, Summa Cum Laude, from the University of Texas and an MBA from Harvard Business School.

Vice President and General Counsel -- Steven Gorosh

Mr. Gorosh has over twelve years of communications law experience in industry, government and private practice. After graduating Cum Laude at the University of Michigan Law School in 1985, Mr. Gorosh spent three years at Crowell and Moring, a large Washington, D.C. law firm, where he practiced communications law and litigation. Mr. Gorosh then spent three years at the Federal Communications Commission's Common Carrier and General Counsel Bureaus, working on a number of key policy initiatives with federal and state regulators throughout the country. Mr. Gorosh left the FCC in 1991 to take a job as Senior Counsel with a San Francisco based start-up company, Centex Telemanagement. As the company's sole in-house attorney, Mr. Gorosh focused on implementing the company's national regulatory initiatives, while also handling the company's customer, employee and vendor contracts and disputes. Mr. Gorosh continued in these roles when Centex was bought by MFS Communications Company. As Senior Counsel for the company's MFS Intelenet subsidiary, the nation's largest alternate local service provider, Mr. Gorosh helped set regulatory strategy and garner necessary local service regulatory authority. In 1995, Mr. Gorosh became responsible for handling all of Intelenet's legal needs including managing litigation, handling disputes, and negotiating contracts for Intelenet's customers, employees and vendors.

**Managerial and Technical Qualifications of NorthPoint Communications, Inc.'s
Management Team**

Vice President, Network Engineering -- Robert Flood

Prior to joining NorthPoint, Mr. Flood served as Vice President Network Administration at MFS/WorldCom from 1994 to 1997 with responsibility for traffic engineering, switch translators, capacity planning and network infrastructure development, on both the local infrastructure (for MFS local facilities-based services) and long distance portions of the network. Prior to joining MFS/WorldCom, Mr. Flood was with Centex Telemanagement, Inc., as Director of Engineering from 1990 to 1995 and Director of Customer Service from 1986 to 1990. In these roles, he was responsible for cost management, provisioning, traffic engineering and customer service, and directed the expansion of Centex into numerous new market areas. Prior to Centex, Mr. Flood held significant management positions at Dayton Hudson/Mervyn's, Xerox PARC, and Rochester Telephone. Mr. Flood has a BSEE from the University of Rochester and a MBA from Golder Gate University.

Principal Data Engineer -- Nathan Gregory

Prior to joining NorthPoint, Mr. Gregory was most recently responsible for the data architecture for MFS/WorldCom's xDSL product offering, including all equipment evaluation and testing, central office configuration design, and service offering engineering specification. Prior to this, Mr. Gregory was a principle member of the original (1992) MFS Data Services team responsible for releasing the first commercial ATM service in the United States, as well as MFS' worldwide Frame Relay product. In addition, he was a principal engineer on the development of MFS' Internet Metropolitan Area Exchange (MAE's), MAE East and MAE West, the largest Internet traffic exchanges in the world. Prior to MFS, Mr. Gregory worked in a variety of positions at TYMNET/British Telecom over twelve years, ranging from customer support engineering to Scientist responsible for packet switching platform evaluation. Mr. Gregory also has previous work experience in commercial two-way radio.

EXHIBIT F
ACCESS TO 911

ACCESS TO 911

NorthPoint plans to offer certain local exchange services to business and residential customers located in the State of Florida. Exchange services may include, but will not necessarily be limited to dedicated data transport services over a second or additional local line to the customer's premises. NorthPoint does not intend to provide basic local telecommunications services as defined at Florida Statutes §364.02(2) at this time. Rather, NorthPoint will focus on providing dedicated data transport services to small and medium sized business and residential customers, which augment existing local line capabilities. NorthPoint's customers will access 911 and relay services directly through their basic local line service provided by the incumbent local exchange company ("ILEC") or alternative local exchange company ("ALEC"). NorthPoint's customers, therefore, will not require supplementary access to 911 and/or relay services already provided to them by their ILEC or ALEC.

NorthPoint's customers through their local exchange service providers, will have also paid the 911 tax applicable to each subscribed local line. Any additional collection of the 911 tax as described in Florida Statutes §365.171(13) duplicates taxes already collected on such lines. Any 911 and relay service access funding will be handled by the ILEC or ALEC for any line over which NorthPoint provides its services and additional collection of the 911 tax, therefore, would be redundant.

Should NorthPoint decide to provide basic local exchange services at some point in the future, NorthPoint will, prior to any such provision, ensure that its customers have high quality access to 911 and relay services and will collect and remit the appropriate taxes.

SWIDLER
&
BERLIN
CHARTERED

February 20, 1998

DEPOSIT DATE
D7 15 .. FEB 23 1998

VIA OVERNIGHT DELIVERY

Blanca S. Bayo
Director, Division of Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

980278-TX

Re: Application of NorthPoint Communications, Inc. for Authority to Provide
Alternative Local Exchange Service Within the State of Florida

Dear Ms. Bayo:

On behalf of NorthPoint Communications, Inc., enclosed please find an original and (6) six copies of its Application of NorthPoint Communications, Inc. for Authority to Provide Alternative Local Exchange Service Within the State of Florida and a check payable in the amount of (\$250.00) two hundred and fifty dollars to the Florida Public Service Commission to cover the requisite filing fee.

Also enclosed, please find a separate envelope submitted under seal and bearing the appropriate markings, which contains NorthPoint's confidential financial information submitted in support of this application.

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

Please call me with any questions concerning this application.

Respectfully submitted,



Richard M. Rindler

Counsel for NorthPoint Communications, Inc.

cc: Steven Gorosh (NorthPoint)

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ORIGINAL

MAIL ROOM
FEB 23 AM 8 37

SWIDLER
&
BERLIN
CHARTERED

February 20, 1998

DEPOSIT

DATE

D7 15 ..

FEB 23 1998

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Please call me with any questions concerning this application.

MAIL ROOM
FEB 23

SWIDLER & BERLIN
CHARTERED
3000 K STREET, N.W., SUITE 300
WASHINGTON, D.C. 20007

FIRST UNION NATIONAL BANK
WASHINGTON, D.C.

0063499

NO 063499

EXACTLY***250*DOLLARS AND*00*CENTS

DATE

AMOUNT

PAY
TO THE
ORDER
OF
FLORIDA PUBLIC SERVICE COMMISS

02/20/98

\$\$\$250.00

GENERAL ACCOUNT
TWO SIGNATURES REQUIRED ABOVE \$10,000

