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January 6, 2021

**VIA ELECTRONIC FILING**

Ms. Kavita Kale, Executive Secretary  
Michigan Public Service Commission  
7109 W. Saginaw Hwy.  
Lansing, MI 48917

Re: *In the Matter of the Application of Aspire Networks 1, LLC For a Temporary and  
Permanent License to Provide Basic Local Exchange Service  
Case No. U-20956*

Dear Ms. Kale:

Enclosed for filing in the above-referenced matter, please find the Application of Aspire Networks 1, LLC, as set forth above. Confidential Exhibit E is being filed separately under seal.

If there are any questions, please do not hesitate to contact the undersigned. Thank you for your assistance.

Sincerely,

/s/ Phillip R. Marchesiello  
Phillip R. Marchesiello  
WILKINSON BARKER KNAUER, LLP  
1800 M Street, NW, Suite 800N  
Washington, DC 20036  
(202) 783-4141

*Counsel for Aspire Networks 1, LLC*

Enclosures

**STATE OF MICHIGAN  
BEFORE THE  
MICHIGAN PUBLIC SERVICE COMMISSION**

	)	
In the Matter of the Application of	)	
<b>Aspire Networks 1, LLC</b>	)	Case No. U-20956
	)	
For a Temporary and Permanent License	)	
to Provide Basic Local Exchange Service	)	
	)	

**APPLICATION OF ASPIRE NETWORKS 1, LLC**

Aspire Networks 1, LLC (“Aspire”), by its undersigned counsel and pursuant to the Michigan Telecommunications Act (“MTA”), 1991 PA 179, as amended, M.C.L. 484.2101 et seq., MSA 22.1469 (101) et seq., hereby applies to the Michigan Public Service Commission (“Commission”) for a temporary and permanent license to provide basic local exchange service throughout the State of Michigan.

Aspire seeks a temporary license to facilitate its request for designation as an eligible telecommunications carrier (“ETC”) pursuant to Section 214(e)(2) of the Communications Act of 1934, as amended (“Communications Act”); the implementing rules of the Federal Communications Commission (“FCC”), including Section 54.201; and the ETC rules and regulations of the Commission.<sup>1</sup> Aspire is requesting ETC status in Michigan in connection with the FCC’s recently completed Rural Digital Opportunity Fund (“RDOF”) universal service

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<sup>1</sup> 47 U.S.C. § 214(e)(2) (providing state public utility commissions the right to designate entities as ETCs under the Communications Act); 47 C.F.R. § 54.201 (providing procedures and requirements for ETC designation); Michigan Public Service Commission Order in Case Nos. U-14535, U-16959 and U-17182 (Dec. 20, 2012).

support auction. The RDOF rules require each winning bidder to obtain ETC status in each state in which it has a winning bid prior to FCC authorization to fund the winning bid.<sup>2</sup>

In support thereof, Aspire provides the following information:

**I. NAME AND ADDRESS OF APPLICANT**

Applicant's mailing address is:

Aspire Networks 1, LLC  
P.O. Box 349  
Buford, GA 30515

Applicant's physical address is:

Aspire Networks 1, LLC  
4465 Commerce Drive, Suite 101  
Buford, GA 30518

All correspondence and communications with respect to this Application should be addressed or directed as follows:

Phillip R. Marchesiello  
Wilkinson Barker Knauer, LLP  
1800 M Street, NW, Suite 800N  
Washington, DC 20036  
Tel: (202) 783-4141  
Fax: (202) 783-5851  
[pmarchesiello@wbklaw.com](mailto:pmarchesiello@wbklaw.com)

Questions concerning the ongoing operations of Aspire following the issuance of a license by the Commission should be directed to:

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<sup>2</sup> See *Rural Digital Opportunity Fund Phase I Auction (Auction 904) Closes, Winning Bidders Announced, FCC Form 683 Due January 29, 2021*, Public Notice, AU Docket No. 20-34, WC Docket Nos. 19-126, 20-90, DA 20-1422 ¶¶ 36-37 (WCB/OEA rel. Dec. 7, 2020) (“*Auction Close PN*”); *Rural Digital Opportunity Fund Phase I Auction Scheduled for October 29, 2020, Notice and Filing Requirements and Other Procedures for Auction 904*, Public Notice, 35 FCC Rcd 6077 ¶¶ 135-139 (OEA 2020). Winning bidders are required to obtain ETC authorization no later than June 7, 2021. See *Auction Close PN* ¶ 36.

Kara Hartman  
P.O. Box 349  
Buford, GA 30515  
Tel: (706) 654-2298  
Fax: (706) 654-0803  
[kara.hartman@aspirenetworks.com](mailto:kara.hartman@aspirenetworks.com)

A description of the corporate structure and ownership of Aspire is provided in Exhibit

A.

**II. APPLICANT FULLY MEETS THE REQUIREMENTS OF SECTION 302(1) OF THE MTA FOR A LICENSE TO PROVIDE BASIC LOCAL EXCHANGE SERVICE**

Section 302(1) of the MTA provides that, after notice and hearing, the Commission shall approve an application for a basic local exchange service license if it finds that (a) the applicant possesses sufficient technical, financial, and managerial resources and abilities to provide basic local exchange service to every person within the geographic area of the license and the applicant intends to provide service within one year from the date the licenses is granted and (b) grant of a license to the applicant would not be contrary to the public interest. As explained in further detail below, Aspire fully meets the requirements of Section 302(1).

In addition, as required by Section 203(7) of the MTA, Aspire is filing the supporting testimony of James H. Salter, Chief Executive Officer of Aspire, as Exhibit B. This testimony includes references to certain exhibits in support of this application. Upon issuance of a license and before offering services, Aspire will promptly file a tariff that complies with all Commission rules and regulations and lists the rates, terms, and conditions of service.

**A. DESCRIPTION OR IDENTIFICATION OF GEOGRAPHIC AREA FOR WHICH THE LICENSE IS SOUGHT**

Aspire seeks authority to provide services throughout the State of Michigan and in all the Michigan local zone and exchange service areas presently served by the Michigan Incumbent Local Exchange Carriers (“ILECs”). Aspire will serve the exchanges as mapped and described

by the ILECs. Aspire’s customers’ local calling areas will have the same local calling geographic scope as if they were customers of the ILECs. At this time, Aspire intends to mirror the map and legal description sections of the tariffs filed by the ILECs for the exchanges it proposes to serve and adopts the Commission’s illustrative tariff by reference. Aspire understands that any future modifications to these exchange boundaries or legal descriptions of these boundaries will be automatically mirrored by Aspire on a going forward basis. If not mirrored, new detailed maps and legal descriptions will be filed with the Commission for approval.

**B. DESCRIPTION OF THE APPLICANT’S GENERAL FINANCIAL, TECHNICAL, AND MANAGERIAL RESOURCES**

1. Background Corporate Information

Aspire Networks 1, LLC. Aspire is a limited liability company organized under the laws of Delaware and authorized to conduct business in Michigan. A copy of Aspire’s Certificate of Organization is attached as Exhibit C.<sup>3</sup> Aspire will offer basic local exchange service, as well as broadband Internet access and Voice over Internet Protocol (“VoIP”) voice services, for residents and businesses in the State of Michigan.

Aspire Broadband, LLC. Aspire is directly wholly owned and controlled by Aspire Broadband, LLC (“Aspire Broadband”), a Delaware limited liability company. Aspire Broadband is an intermediate pass-through entity that has no operations. Aspire Broadband, in turn, is a wholly owned and controlled subsidiary of Atlantic Engineering Group, Inc. (“AEG”), a Delaware corporation.

Atlantic Engineering Group, Inc. Founded in 1996, AEG is a design and construction firm that specializes in the deployment of Fiber-to-the-Home (“FTTH”) networks. It is

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<sup>3</sup> Aspire also has applied for, but has not yet been granted, a Certificate of Authority to Transact Business or Conduct Affairs in Michigan (“Certificate”). Specifically, Aspire submitted an application to the Michigan Secretary of State on December 28, 2020 for a Certificate. Once it is granted, Aspire will file an

headquartered in Buford, Georgia. AEG built America's first municipal FTTH network in Kutztown, PA in 2001, and since has assisted dozens of clients and communities with the design and construction of their FTTH networks, representing over 35,000 miles of fiber optic cable passing over 2,800,000 homes. AEG has completed over 60 total fiber buildout projects to date (i.e., middle mile, backbone networks, and long haul).

AEG often provides turnkey solutions to its telecommunications-carrier and technology clients. Indeed, it has conducted network design, program management, headend and network operating center design and construction, permitting, outside plant design, make-ready engineering, pole-loading analysis, construction management, underground and aerial fiber construction, technical splicing services, customer installations, and many other operations. AEG's clients have included major national telecommunications carriers and technology companies, including Google Fiber (AEG acted as Google Fiber's Design/Construction contractor in their first chosen city, Kansas City), CenturyLink (in Seattle and Cincinnati), AT&T (in the states of Wisconsin, Michigan, and Ohio), and Digicel (in five Caribbean countries).

3JL Holdings, LLC ("3JL"). AEG is wholly owned and controlled by 3JL, a Delaware limited liability company that is an intermediate company without employees or operations. The membership interests of 3JL are held by

- James H. Salter, who holds a 44 percent interest in 3JL and also is the President and founder of AEG and Aspire;
- James R. Salter, who holds a 23 percent interest in 3JL and also is the Vice President of Finance of AEG and Aspire;

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amendment to this Application to provide the Certificate to the Commission.

- Steven L. Salter, who holds a 23 percent interest in 3JL and also is the Vice President of Corporate Management of AEG and Aspire; and
- Jason Galloway, who holds a 10 percent interest in 3JL and also is the Vice President of Engineering of AEG and Aspire.

Biographies of these individuals, as well as Jeremy Williams, who is the Vice President of Operations of AEG and Aspire, are provided in Exhibit D. Correspondence to each of these individuals may be directed to Aspire’s address set forth above.

*Rural Digital Opportunity Fund*. Aspire’s indirect parent company, AEG, is a member of a bidding consortium that was the winning bidder in the FCC’s RDOF auction for census block groups (“CBGs”) in Michigan that collectively contain 48,449 individual locations.<sup>4</sup> On December 22, 2020, following the close of the RDOF auction, this consortium assigned its winning bids in Michigan to Aspire. As a result, Aspire is required to deploy the required broadband and voice services to each of these locations no later than the end of the sixth year after the award of RDOF support by the FCC to Aspire.

## 2. Financial Qualifications

Aspire is financially qualified to possess a license to provide services in Michigan. As mentioned above, Aspire has been assigned winning bids in Michigan from the FCC’s RDOF auction that will result in \$187,669,124 in RDOF support over a 10-year period as Aspire completes its required buildout.<sup>5</sup> In support of Aspire’s financial capabilities, the company provides in Exhibit E (filed separately under seal), a certified statement of capitalization signed by James R. Salter, Aspire’s Vice President of Finance, and a pro forma income statement, and a

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<sup>4</sup> See *Auction Close PN*, Attachment A at 9. AEG jointly controls the Consortium of AEG and Heron Broadband I, which has FCC Registration Number 0029770831.

<sup>5</sup> *Id.*

pro forma balance sheet. As set forth in Exhibit E, Aspire possesses the sound financial support necessary to competently and effectively provide the services in connection with the authority requested by this application.

3. Managerial and Technical Qualifications

Aspire possesses the managerial and technical qualifications to provide basic local exchange telecommunications services in Michigan. The senior management team of Aspire has decades of extensive experience in the telecommunications industry. Aspire's highly qualified technical staff will ensure that Aspire's operations will meet the most demanding standards for service quality and reliability. Descriptions of Aspire's senior managers' telecommunications experience are provided in the above-mentioned biographies included in Exhibit D.

**C. DEMONSTRATION OF APPLICANT'S INTENT TO PROVIDE SERVICE WITHIN ONE YEAR FROM THE DATE THE LICENSE IS GRANTED**

As demonstrated in Section B above, Aspire possesses the requisite technical, financial, and managerial resources and capabilities to provide telecommunications services in Michigan. Aspire intends to offer service within one year of the date a license is granted by the Commission. Prior to the provision of service in Michigan, however, Aspire will need to complete the following tasks: secure a license from the Commission; successfully negotiate interconnection agreements with one or more ILECs; successfully complete the installation of facilities in Michigan that Aspire will utilize to provide service in the State; and complete and file an appropriate tariff as required for such services.

When Aspire begins offering services, it will implement the procedures necessary to prevent deceptive and unfair marketing practices and comply with applicable Commission service and billing standards, as well as all other applicable Commission rules, regulations and standards, including those relating to 9-1-1 service, 2-1-1 service, and telecommunication relay

service. Aspire also will comply with the applicable intraLATA access requirements of incumbent local exchange telephone companies to the extent applicable.

#### **D. PUBLIC INTEREST CONSIDERATIONS**

The Commission's grant of this Application will promote the public interest. Aspire's operations will be overseen by a highly qualified management team with substantial telecommunications experience and technical expertise. Aspire's entry into the Michigan telecommunications market will enhance competition in the provision of telecommunications services in the State, especially to unserved and underserved areas. By enhancing competition and improving the availability of telecommunications in the State, Aspire will bring significant benefits to telecommunications users throughout the State. Specifically, Aspire will provide (a) low prices and high-quality service; (b) innovative telecommunications services with excellent customer service; (c) deployment of new telecommunications facilities, including to unserved and underserved areas, and efficient use of existing communications resources; and (d) increased diversification in the supply of communications services and participation in the Michigan communications market. Aspire's proposed services will be designed to meet the needs of subscribers and permit subscribers to realize cost savings. Accordingly, Aspire anticipates that its proposed services will provide its subscribers with better quality services and will increase consumer choice through innovative, diversified, and reliable service and equipment offerings.

For these reasons, Aspire respectfully submits that the Commission's grant of this Application will serve the public interest by providing end users with a broader choice of competitively priced telecommunications services than currently exists.

**III. APPLICANT MEETS THE REQUIREMENTS OF SECTION 301(2) OF THE MTA FOR A TEMPORARY LICENSE TO PROVIDE BASIC LOCAL EXCHANGE SERVICE**

Aspire further requests the granting of a temporary license to authorize it to provide basic local exchange service throughout the State of Michigan pursuant to Section 301(2) of the MTA, MCL Section 484.2301(2), which states, “pending the determination of an application for a license the Commission without notice and hearing may issue a temporary license for a period not to exceed one year.” Granting Aspire a temporary license will allow it to promptly begin the negotiation of interconnection arrangements with the ILECs, which is a necessary prerequisite to Aspire’s commencement of service in the State of Michigan. Aspire may provide basic local exchange service under the temporary license in accordance with the regulatory requirements specified in the MTA. Prior to commencing basic local exchange service under the temporary license, Aspire will submit a final tariff reflecting the services that it will offer and identifying the specific zone and exchanges in which it will offer service.

**IV. CONCLUSION**

For the reasons stated above, the public interest, convenience, and necessity will be furthered by approval of this application. Aspire has demonstrated that it possesses sufficient technical, financial, and managerial resources and abilities to provide service in Michigan. Aspire has also demonstrated that the Commission’s grant of this authority, and Aspire’s exercise of this authority, will further the public interest.

WHEREFORE, Aspire respectfully requests the Commission to enter an order granting Aspire a license to provide basic local exchange service in the zone and exchange areas throughout the State of Michigan, pursuant to Section 302(1) of the MTA, and to grant such additional or further relief as may be necessary or appropriate in connection therewith.

Respectfully submitted,



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pmarchesiello@wbklaw.com  
*Counsel for Aspire Networks 1, LLC*

Date: January 6, 2021

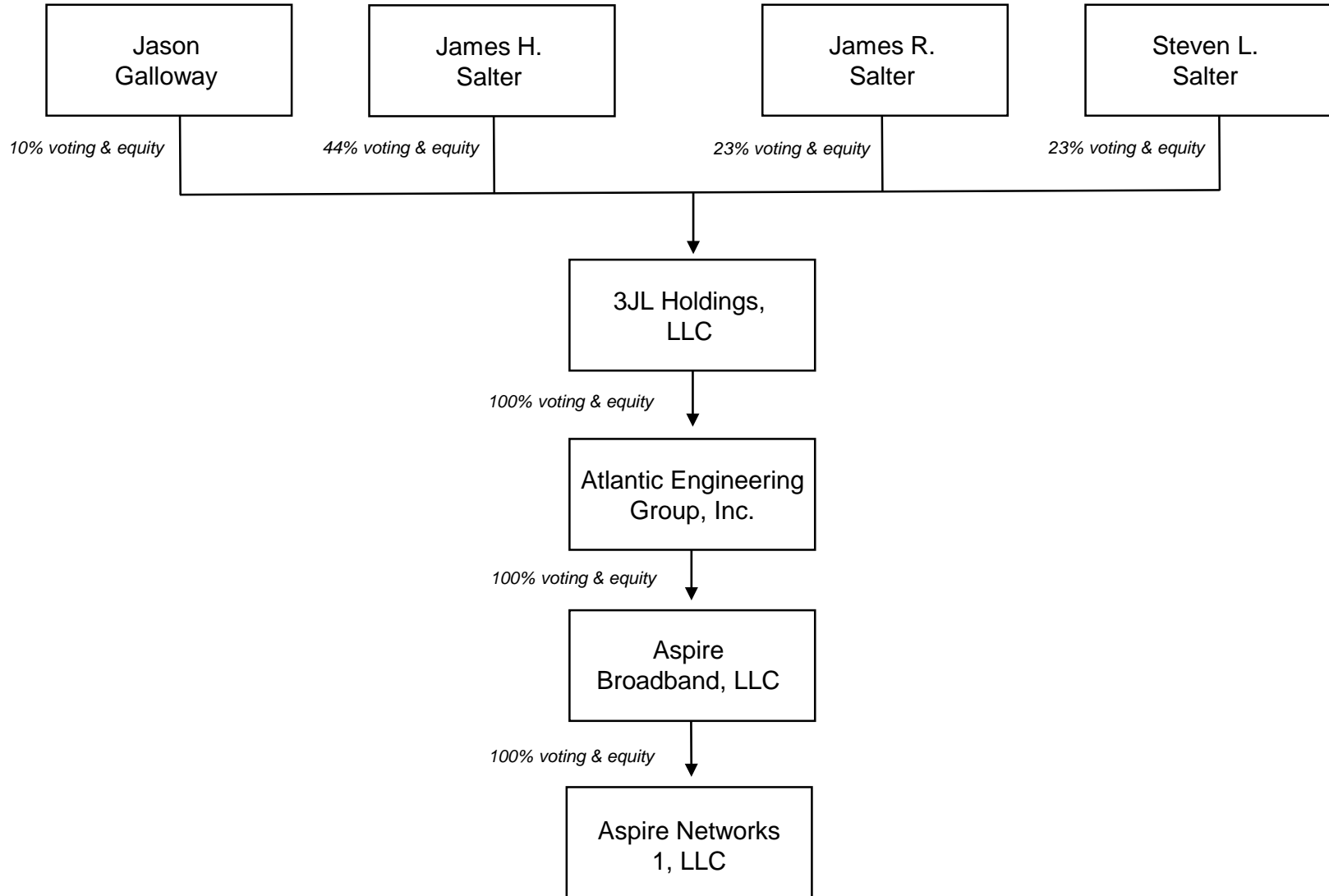
**LIST OF EXHIBITS**

<u>Exhibit A</u>	Organizational Diagram
<u>Exhibit B</u>	Direct Testimony of James H. Salter
<u>Exhibit C</u>	Certificate of Organization
<u>Exhibit D</u>	Biographies
<u>Exhibit E</u>	Financial Statements (Confidential – Filed Under Seal)

**EXHIBIT A**

**ORGANIZATIONAL DIAGRAM**

# Exhibit A: Aspire Networks 1, LLC Organizational Diagram



## **EXHIBIT B**

### **DIRECT TESTIMONY OF JAMES H. SALTER**

**Q. PLEASE STATE YOUR NAME, TITLE, AND BUSINESS ADDRESS FOR THE RECORD.**

A. My name is James H. Salter, and I am the Chief Executive Officer and President of Aspire Networks 1, LLC (“Aspire”) and the President and founder of its indirect parent company, Atlantic Engineering Group, Inc (“AEG”). The company’s mailing address is P.O. Box 349, Buford, GA 30515.

**Q. PLEASE GIVE A BRIEF DESCRIPTION OF YOUR BACKGROUND AND PROFESSIONAL EXPERIENCE.**

A. I am the founder and the President of AEG, a “design & build” firm specializing in fiber-to-the-home (“FTTH”) projects particularly for new market entrants and electric utilities. Prior to founding AEG, and after graduating from the Georgia Institute of Technology with an Electrical Engineering degree, I spent 15 years in the electric utility business and was the President & General Manager of an electric utility immediately before founding AEG. I am also the former Chairman of the Board of Directors of the Fiber Broadband Association, an industry trade group whose mission is to promote FTTH as the ultimate access technology. In addition, I founded, and was the principal financier of, Atlantic Fiber Networks, a dark fiber optic network company which built and owned networks in multiple states throughout the U.S. and was sold in 2018. I am also the founder and managing member of a telecommunications and utility infrastructure consulting business, The RainTree Group, LLC, which was founded in 2017 and operates in the U.S. Virgin Islands.

**Q. WHAT IS THE PURPOSE OF YOUR TESTIMONY IN THIS PROCEEDING?**

A. The purpose of my testimony is to describe and support Aspire's application for a license to provide basic local exchange service throughout the State of Michigan.

**Q. PLEASE DESCRIBE THE APPLICANT AND ITS CURRENT OPERATIONS.**

A. Aspire is a Delaware limited liability company that is authorized to do business in Michigan. A copy of Aspire's Certificate of Organization is attached as Exhibit C to Aspire's application, respectively. A corporate organizational chart is included as Exhibit A to the application. Aspire will offer basic local exchange service, as well as a variety of unregulated communication services, on a competitive basis for residents and businesses.

**Q. DOES APPLICANT CURRENTLY PROVIDE TELECOMMUNICATIONS SERVICES IN ANY OTHER STATES OR HAVE APPLICATIONS PENDING?**

A. Neither Aspire nor its affiliates currently provide telecommunications services, and none have had any communications license or application denied or dismissed in any jurisdiction. However, Aspire's indirect parent company, AEG, which shares many of the same senior management and engineering officers and other professionals, has participated in the telecommunications industry as a fiber deployment construction company for nearly 25 years. Aspire expects to hire AEG to assist Aspire with the deployment of Aspire's telecommunications facilities in Michigan. Aspire's sister company, Aspire Networks 2, LLC, a Delaware limited liability company that also is indirectly wholly owned and controlled by AEG, has filed an ETC application with the Minnesota Public Utilities Commission, and that application remains pending.

**Q. PLEASE DESCRIBE THE APPLICANT'S MANAGERIAL AND TECHNICAL**

## **QUALIFICATIONS.**

A. Aspire is highly financially, technically, and managerially qualified to provide services in Michigan. Descriptions of the technical and managerial experience of senior personnel at Aspire are attached as Exhibit D to Aspire's application. As indicated herein, Aspire's indirect parent company, AEG, has participated in the telecommunications market for more than two decades, and Aspire expects AEG to have significant involvement in Aspire's deployment of communications facilities in Michigan.

## **Q. PLEASE DESCRIBE APPLICANT'S FINANCIAL ABILITY TO PROVIDE SERVICE.**

A. Aspire is financially qualified to operate as a provider of telecommunications services in Michigan. The proposed initiation of services in Michigan will be funded by Aspire in conjunction with its parent company AEG. Financial statements of Aspire, describing the capital and operational financial resources available to Aspire, are provided as Exhibit E (filed under seal) to the application. This information demonstrates that Aspire has sufficient financial resources to fully fund operations.

## **Q. DOES APPLICANT AGREE TO ABIDE BY ALL RULES, REGULATIONS, POLICIES, AND ORDERS OF THIS COMMISSION, AND THE LAWS OF THE STATE OF MICHIGAN, IN ITS PROVISION OF TELECOMMUNICATIONS SERVICE?**

A. Yes.

## **Q. HOW ARE CUSTOMER INQUIRIES/DISPUTES HANDLED?**

A. Aspire will abide by the general industry standards for service quality. Aspire takes customer service and customer complaints very seriously. Aspire will have a local physical

presence in Michigan and also will maintain a customer service presence via telephone and online via email. Aspire will offer consumers a toll-free phone number and an email address for access to customer service and to submit any complaints or concerns about Aspire's service. These will both be listed on every bill and service plan document issued by Aspire, as well as on Aspire's website, which Aspire anticipates launching shortly. Any customer complaints received by Aspire will be logged and monitored for resolution within five business days.

**Q. PLEASE PROVIDE THE CONTACT INFORMATION FOR THE CUSTOMER SERVICE DIVISION FOR COMPLAINT RESOLUTION.**

A. Customers with billing questions or complaints may reach Aspire at (706) 654-2298 and [kara.hartman@aspirenetworks.com](mailto:kara.hartman@aspirenetworks.com).

**Q. PLEASE DESCRIBE THE PUBLIC INTEREST BENEFITS ASSOCIATED WITH APPLICANT'S PROPOSED OFFERING OF TELECOMMUNICATIONS SERVICES IN MICHIGAN.**

A. Grant of Aspire's application will promote the public interest and benefit all telecommunication consumers in Michigan. Aspire's operations will be overseen by highly experienced, well-qualified management and technical personnel. Aspire's provision of telecommunications services will enhance competition in the provision of telecommunication services in the State of Michigan, which will place price pressure on all competing providers, and it will provide Michigan's consumers with additional diverse options for obtaining services, especially in unserved and underserved areas of the State.

**Q. DO YOU RATIFY AND CONFIRM THE STATEMENTS MADE IN APPLICANT'S APPLICATION?**

A. Yes.

**Q. DOES THIS CONCLUDE YOUR TESTIMONY?**

A. Yes.

**EXHIBIT C**

**CERTIFICATE OF ORGANIZATION**

# Delaware

Page 1

The First State

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "ASPIRE NETWORKS 1, LLC", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF DECEMBER, A.D. 2020, AT 2:12 O`CLOCK P.M.*



  
Jeffrey W. Bullock, Secretary of State

4493689 8100  
SR# 20208700326

Authentication: 204367085  
Date: 12-18-20

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

**CERTIFICATE OF FORMATION  
OF  
ASPIRE NETWORKS 1, LLC**

The undersigned authorized person certifies that the information required to be set forth by Section 18-201 of the Delaware Limited Liability Company Act is as follows:

1. The name of the limited liability company is:

Aspire Networks 1, LLC

2. The address of its registered office and the name and address of its registered agent in the State of Delaware is:

Business Filings Incorporated  
108 West 13<sup>th</sup> Street  
Wilmington, Delaware 19801  
New Castle County

3. This Certificate of Formation shall be effective on the filing date.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Aspire Networks 1, LLC this 18<sup>th</sup> day of December, 2020.

/s/ James Salter

James Salter  
Authorized Person

**EXHIBIT D**

**BIOGRAPHIES**

**JAMES H. SALTER, P.E.**

*Founder, Chief Executive Officer, and President*

Mr. Salter founded, and is the President of, the Atlantic Engineering Group, Inc. (“AEG”) ([www.aeg.cc](http://www.aeg.cc)), a “design & build” firm specializing in fiber-to-the-home (“FTTH”) projects particularly for new market entrants and electric utilities. Since its formation in 1996, AEG has been involved in over 60 city-wide FTTH projects, representing 2,800,000 homes, that include 16 projects having a significant Smart Grid component as part of the business case. Prior to founding AEG, and after graduating from the Georgia Institute of Technology with an Electrical Engineering degree, Mr. Salter spent 15 years in the electric utility business and was the President & General Manager of an electric utility immediately before founding AEG. Mr. Salter is also the former Chairman of the Board of Directors of the Fiber Broadband Association ([www.fiberbroadband.org](http://www.fiberbroadband.org)), an industry trade group whose mission is to promote FTTH as the ultimate access technology. In addition, Mr. Salter founded, and was the principal financier of, Atlantic Fiber Networks ([www.atlanticfibernetworks.com](http://www.atlanticfibernetworks.com)), a dark fiber optic network company which built and owned networks in multiple states throughout the U.S. and was sold in 2018. Mr. Salter is also the founder and managing member of a telecommunications and utility infrastructure consulting business, The RainTree Group, LLC, which was founded in 2017 and operates in the U.S. Virgin Islands.

**JAMES R. SALTER**

*Vice President of Finance*

Mr. James R. Salter is the oldest son of Mr. James H. Salter and has been involved with AEG since his adolescent years when the company first began in 1996 working various positions to learn the business and telecommunications industry, including field engineering technician, GPS analyst, and aerial groundsman. Mr. Salter attended The University of the South in Sewanee, Tennessee and graduated with a Political Science and Economics degree. Prior to beginning full-time with AEG, he began his post-college career in the finance and investment management industry at Bell Capital Management in Atlanta, GA, and eventually took the position of a Principal at MBM Advisors (now BOK Asset Management) in Houston, TX. In 2012, Mr. Salter decided to take his talents back to the telecommunications arena to work full-time at AEG. Mr. Salter was initially hired as the Director of Field Services with the task of managing all field engineering operations and ensuring that those operations were efficiently gathering the necessary information for the design team to implement for construction activities. In 2015, Mr. Salter was promoted to the Vice President of Operations for AEG. His roles included managing all construction operations for the company, balancing the resource requirements of each project as well as managing client relationships to ensure successful and on budget project completions. As VP of Operations, Mr. Salter successfully completed 5 large-scale multi-year projects that included over 1,000 miles of fiber construction and passing approximately 50,000 homes and businesses for our clients. In 2018, Mr. Salter transitioned to his current position of AEG’s Vice President of Finance. In his current role, Mr. Salter utilizes his experiences gained from the previous “field”

operational roles at AEG to the business functions of managing a multi-million dollar enterprise. These include cash flow, vendor relationships and budget. To-date, AEG has grown 200% and achieved this growth through self-funding and no outside investment, which is unique to AEG's success as a telecommunications company.

**STEVEN L. SALTER**

*Vice President of Corporate Management*

Mr. Steven L. Salter is the second oldest son to Mr. James H. Salter and, similar to his brother Mr. James R. Salter, has also been involved with AEG since his adolescent years. Mr. Salter has held several positions and responsibilities throughout his tenure, including aerial groundman, telecom construction inspection, field surveying and engineering technician. Additionally, Mr. Salter has also worked in other utility fields outside of AEG such as natural gas technician and wastewater laborer. Mr. Salter has worked full-time at AEG since 2009 and currently oversees many of AEG's corporate functions. Mr. Salter currently handles drafting and reviewing all company contracts, on-going contract compliance, legal claims, insurance claims, and risk control in conjunction with the project management team members. He also handles all material procurement for all of AEG's projects and maintains vendor relationships in the industry on behalf of the company. Additionally, Mr. Salter is essential in the business development process with him handling the detailed project estimating, as well as assisting with the client interface. Furthermore, Mr. Salter leads the human resources and IT services department for the company. Mr. Salter attended Georgia State University and graduated with a bachelor's degree in Philosophy.

**JASON GALLOWAY**

*Vice President of Engineering*

Mr. Galloway attended and graduated from Georgia Tech in 2009 with a degree in Electrical Engineering. After graduation he quickly moved into the telecommunications sector with AEG and has been working for the past decade on broadband infrastructure deployment and management. Throughout his tenure at AEG he has been part of various operational and engineering roles, including Field Engineering Technician, Director of Design Engineering, and Business Development. Since 2012, Mr. Galloway has been AEG's Vice President of Engineering and oversees all aspects of AEG's engineering team, both from a field and a desktop design perspective. His responsibilities include permitting, make-ready engineering, traffic control planning, fiber design, value engineering, plant architectures, cost analysis, as-builts, field verifications both pre and post construction, and client advocacy. During his tenure at AEG, Mr. Galloway has led a team that has completed over 2 million homes of FTTP design in 15 states and 7 countries.

**JEREMY WILLIAMS*****Vice President of Operations***

Mr. Williams currently serves as Vice President of Operations for AEG. With more than 15 years of fiber operations experience, Mr. Williams has served in various management and leadership roles from private design-build companies to Fortune 500's. Prior to joining AEG in 2019, Mr. Williams was the National Program Manager for Crown Castle responsible for building, deploying, and managing city fiber networks and next generation small cell infrastructure. In his current role, Mr. Williams is responsible for all aspects of constructing and (if applicable) operating the networks AEG builds. These tasks may include aerial and underground construction, technical services (e.g. splicing), project budgets, network resourcing, technology innovation, and network operations and maintenance. Mr. Williams has a passion for innovation and connecting cities with future proof infrastructure, which he continually instills in his team of more than 300 people. Mr. Williams completed college at Georgia Perimeter College in Business, Management and Communications. He also has certifications in Business Ethics, PMP Certification, Lean Six Sigma Yellow Belt, and Kaizen Certified.

**EXHIBIT E**

**FINANCIAL STATEMENTS**

**(CONFIDENTIAL – FILED UNDER SEAL)**