

BRIAN MOORE
BMoore@bmg.law

March 8, 2022

VIA ELECTRONIC FILING

The Honorable Aida Camacho-Welch, Secretary
State of New Jersey
Board of Public Utilities
44 South Clinton Avenue, 9th Floor
Post Office Box 350
Trenton, New Jersey 08625-0350
Board.Secretary@bpu.nj.gov

Re: *In the Matter of the Verified Joint Petition of ZenFi Networks, LLC For Approval of an Increase to Credit Facility*

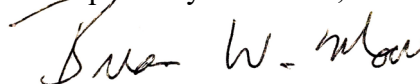
Dear Secretary Camacho-Welch:

On behalf of ZenFi Networks, LLC (“ZenFi”), enclosed please find Public and Confidential versions of ZenFi’s Verified Petition requesting approval of an increase to its existing Credit Facility. We have also enclosed a Certification in Support of Confidential Treatment of some of the information included within ZenFi’s Verified Petition.

Pursuant to the Board’s Order dated March 19, 2020, in Docket No. EO20030254 temporarily waiving certain requirements for non-essential obligations, we submit these documents via electronic filing only. The \$25.00 filing fee will follow by way of First Class mail.

Please do not hesitate to contact me with any questions. Thank you for your attention to this filing.

Respectfully submitted,


Brian Moore

Enclosures

cc: Carol Artale, Esq. (via email, w/ enclosures)
Lawanda Gilbert (via email, w/ enclosures)
Dr. Ben Witherell (via email, w/ enclosures)

Secretary Camacho-Welch

March 8, 2022

Page 2 of 2

Rocco Della Serra (via email, w/ enclosures)

Harold Bond (via email, w/ enclosures)

Chistine Lin (via email, w/ enclosures)

Naren Ravaliya (via email, w/ enclosures)

Steven A. Chaplar, Esq., DAG (via email, w/ enclosures)

Pamela Owen, Esq., DAG (via email, w/ enclosures)

Maria Novas-Ruiz, Esq. (via email, w/ enclosures)

**STATE OF NEW JERSEY
BOARD OF PUBLIC UTILITIES**

In the Matter of the Verified Petition of)	VERIFIED PETITION
ZENFI NETWORKS, LLC)	BPU Docket No. _____
)	
For approval of an Increase to Certain Financing Arrangements)	

VERIFIED PETITION FOR APPROVAL OF AN INCREASE TO CREDIT FACILITY

CONFIDENTIAL VERSION

ZenFi Networks, LLC (“ZenFi”) and its subsidiaries and affiliates named in Section I (collectively, “ZenFi” or “Petitioners”) jointly and respectfully request the consent of the New Jersey Board of Public Utilities (“Board” or “BPU”) pursuant to N.J.A.C. 14:1-5.9(a) for the financing transaction detailed in this filing. More specifically, Petitioners intend to replace and expand their existing credit facility as set forth below. In support of this request, Petitioners respectfully submit the following:

I. DESCRIPTION OF THE PETITIONERS

ZenFi Networks, LLC

ZenFi Networks, LLC was founded in 2013 by executives with significant experience in the industry. ZenFi and its affiliated and predecessor companies have been continuously involved in the construction, operation and maintenance of fiber facilities in the New York and Northern New Jersey metropolitan area since 1985. ZenFi has deployed a purpose-built fiber and optical

network focused on mobile fronthaul/backhaul, small cell deployments and wholesale/enterprise fiber and optical opportunities. ZenFi is authorized to provide facilities-based and resold local exchange and interexchange telecommunications services in the State of New Jersey.¹ On July 25, 2018, the BPU granted ZenFi authority to merge with Cross River Fiber, LLC (“CRF”), and to establish a credit facility (the “Current Credit Facility”).² CRF continues as a wholly-owned subsidiary of ZenFi, and provides custom-designed, scalable and secure high-speed fiber network solutions for carriers, wireless mobility providers and enterprise businesses. Its purpose-built fiber network extends into key data centers, carrier hotels, enterprise buildings, wireless access points, and financial exchanges within New Jersey and New York. Providing dark and lit transport solutions, CRF connects businesses both to private intranets, and also to the public Internet.

ZenFi also holds multiple franchises for access to the public rights of way in New York City. ZenFi’s Certificate of Public Convenience and Necessity to provide facilities-based and resold telecommunications service throughout the State of New York was approved by the New York State Department of Public Service on July 14, 2014. ZenFi has not been denied authority to provide services in any state, nor has any state revoked its authority to do business therein.

Petitioners intend for the new credit facility (the “New Credit Facility”) to become effective no later than May 1, 2022, and request Board approval prior to that date.

¹ *I/M/O ZenFi Networks, Inc’s Verified Petition to Provide Resold and Facilities-Based Local Exchange and Interexchange Telecommunications Services Throughout New Jersey*, Docket No. TE14080907, Order dated September 30, 2014.

² *I/M/O The Verified Petition of Cross River Fiber, LLC and ZenFi Networks, Inc. For Approval of a Business Merger, Transfer of Control and Certain Financing Arrangements*, Docket No. TM18050505, Order dated July 25, 2018.

II. DESCRIPTION OF PROPOSED CREDIT FACILITY INCREASE

Petitioners request the Board’s authority to enter into the New Credit Facility. Among other things, the New Credit Facility will enable the Petitioners to invest in additional telecommunications infrastructure and will provide general liquidity for operating purposes consistent with the Petitioners’ business operations. Petitioners will secure the New Credit Facility by a pledge of certain equity interests, as well as offering a first priority lien on substantially all of the assets and property of ZenFi and its subsidiaries, including CRF.

The Current Credit Facility, as approved by the Board previously, provides for up to

REDACTED

The New Credit Facility will replace the current one, with ZenFi and CRF continuing as the Borrowers. REDACTED

REDACTED

REDACTED Petitioners will draw on this New Credit Facility consistent with the needs of the business and commercially reasonable operating and accounting practices.

The Petitioners anticipate that customers will benefit from this enhanced access to capital, which will enable it to continue to offer competitive and innovative products and services, expand its operations, and to reduce its cost of securing necessary capital.

IV. NOTIFICATIONS

Victoria Lamberth
Chief Operating Officer; or

Robert Sokota
Chief Administrative Officer and General Counsel

ZenFi Networks
3-40 48th Avenue
Long Island City, NY 11101
(212) 202-3211

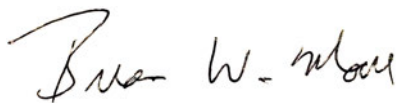
William K. Mosca, Jr.
Partner
Bevan, Mosca & Giuditta, P.C.
222 Mt. Airy Rd.
Basking Ridge, NJ 07920

V. CONCLUSION

The Petitioners respectfully request the Board to approve the New Credit Facility as set forth above.

Respectfully submitted,

ZENFI NETWORKS, LLC

By:  _____

Brian Moore
Attorney for ZenFi Networks, LLC

Dated March 4, 2022

VERIFICATION

I, Robert Sokota, of full age, hereby depose and say:

1. I am the Chief Administrative Officer and General Counsel of ZenFi Networks, LLC.
2. I make this Verification in support of this Petition to increase the Credit Facility; and
3. I have read the Petition and state that the factual allegations contained therein are true to the best of my knowledge, information and belief.

By: Robert Sokota
Robert Sokota
Chief Administrative Officer and General Counsel
ZenFi Networks, LLC

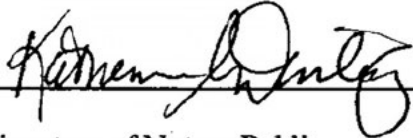
Sworn to and subscribed before
me this 1st day of March, 2022

State of New Jersey
County of Morris

On March 1st, 2022, before me, Katherine M. Dailey, Notary Public in and for said county, Robert Sokota appeared before me using communication technology and has satisfactorily identified himself as the signer to the above referenced document. I have been able to confirm his identity by having personal knowledge of the individual appearing before me based on past dealings. I have confirmed that the record before me is the same record in which Robert Sokota made a statement or signed. I have recorded the notarial act. It will be stored at the firm of Bevan, Mosca

PUBLIC VERSION

& Giuditta, P.C. for a period of ten (10) years following the date of the notarial act pursuant to the requirements of P.L. 2020, c. 26 (A-3903) ¶ 1(f).



Signature of Notary Public

My commission expires on 12/7/2022

KATHERINE M. DAILEY
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires 12/7/2022

**STATE OF NEW JERSEY
BOARD OF PUBLIC UTILITIES**

In the Matter of the Verified Petition of)	
)	PUC Docket No. _____
ZENFI NETWORKS, LLC)	
)	
For approval of an Increase to Credit Facility)	CERTIFICATION OF
)	ROBERT SOKOTA
)	
)	

ROBERT SOKOTA, being of full age, certifies as follows:

1. I, ROBERT SOKOTA, make this Certification pursuant to N.J.A.C. 14:1-12.8. I am the General Counsel and Chief Administrative Officer of Petitioner ZenFi Networks, LLC (“ZenFi” or “Petitioner”). I have knowledge of the facts set forth herein regarding the information for which confidential protection is sought from the Board of Public Utilities (“Board”).

2. Petitioner ZenFi and its corporate members are privately owned and are not required to file the information marked as Confidential in connection with the Verified Petition (collectively the “Confidential Information”) publicly or with any governmental body. All such information is treated and maintained as proprietary and confidential by the Petitioner and its corporate members and not disclosed to third parties except pursuant to obligations to maintain the confidentiality of such information.

3. Public disclosure of the Confidential Information would be harmful to Petitioner and its corporate members because such disclosure would allow competitors to view sensitive

competitive information regarding Petitioner's access to financial credit and would reveal to competitors of Petitioner's corporate members financial information regarding that entity that is not otherwise available from any source outside its control. Petitioner and its corporate members do not have access to similar confidential information regarding their competitors.

4. To date, Petitioner has consistently protected the confidentiality of its Confidential Information by all possible means, including placing appropriate markings on documents and restricting access to such information to designated employees and agents. Petitioner has not disclosed the Confidential Information at the level of detail contained in the Verified Petition to the public, and it certainly has not disclosed this information to its competitors.

5. Accordingly, Petitioner requests that the Board maintain in confidence all information marked as Confidential that is provided in connection with this Verified Petition and that the Board not disclose such Confidential Information to any third party without the prior consent of Petitioner and the application of confidentiality requirements upon any receiving party.

5. Pursuant to N.J.A.C. 14:1-12.4(a), the Board's custodian of Confidential Information is requested to send notices and other communications concerning the Confidential Information to:

Vincenzo Clemente
President & COO
ZenFi Networks, LLC
461 Headquarters Plaza, North Tower, 2nd Floor
Morristown, NJ 07960
Telephone: 908-400-4250
Facsimile: (925) 380-5966
Email: vclemente@zenfi.com

I certify that the foregoing statements made by me are true. I am aware that if any of the foregoing statements made by me are willfully false, I am subject to punishment.

Robert Sokota

ROBERT SOKOTA
General Counsel and Chief Administrative Officer
ZenFi Networks, LLC

Dated: March 4, 2022