

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

I/M/O Verified Petition of)
EarthGrid PBC Corporation)
for Authority to Provide) Docket No.:
Facilities-Based and Resold Local and)
Interexchange Services,)
Throughout the State of New Jersey)
)

VERIFIED PETITION

EarthGrid PBC Corporation ("Petitioner" or "EarthGrid"), by its undersigned counsel and pursuant to the New Jersey Telecommunications Act of 1992 ("1992 Act"), N.J.S.A. Title 48 and Section 253 of the federal Telecommunications Act of 1996¹ ("Federal Act"), respectfully petitions the New Jersey Board of Public Utilities ("Board") for authority to provide all forms of facilities-based and resold local and interexchange services throughout the State of New Jersey. EarthGrid seeks statewide authority so that it may expand its service areas as market conditions warrant and as additional service areas become open to competition.

EarthGrid will not furnish switched voice services or dial tone. Instead, it intends to provide service to enterprise customers, and to other tribal communities on a wholesale basis.

Approval of this Petition will promote the public interest by increasing the level of competition in the New Jersey telecommunications market. Customers will benefit by having alternatives from which to choose and from general improvements in price, features and options that are generated by competitive pressures.

¹ Telecommunications Act of 1996, 47 U.S.C. 253(1996)

In support of its Petition, EarthGrid submits the following:

I. - IDENTITY OF PETITIONER

1. Petitioner:

The Petitioner, EarthGrid PBC Corporation, was incorporated under the laws of the State of Delaware on September 23, 2016. A copy of EarthGrid’s Articles of Incorporation and a current Good Standing Certificate from Delaware are provided in **Exhibit A**. EarthGrid’s Certificate of Authority from the Division of Revenue of New Jersey, which may be verified at https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp, is provided in **Exhibit B**.

The name and address of the Petitioner are as follows:

EarthGrid PBC Corporation
1 West Barrett Ave, Suite 5
Richmond, CA 94801
Telephone: 833-327-8441

Regulatory Contact:

Scott Lane, COO
2625 Alcatraz Ave, Suite 111
Berkeley, CA 94705
Denver, CO 80265
Telephone: 833-327-8441
Facsimile: 303-629-8344
Email: scott@earthgrid.io

2. Correspondence:

All correspondence, notices, inquiries and other communications regarding this Petition should be addressed to the undersigned counsel and to:

James H. Laskey, Esquire
Laura M. Miller, Esquire
Norris McLaughlin P.A.
400 Crossing Blvd., 8th Floor
P.O. Box 5933
Bridgewater, NJ 08807-5933
Telephone: (908) 252-4221
(908) 252-4211
Facsimile: (908) 722-0755

Connie Wightman, Consultant
Inteserra Inc.
151 Southhall Lane, Suite 450
Maitland, FL 32751
Telephone: (407) 740-3002
Facsimile (407) 740-0613
Email: cwightman@inteserra.com

For ongoing operations of the Petitioner:

Scott Lane
EarthGrid PBC Corporation
2625 Alcatraz Ave, Suite 111
Berkeley, CA 94705
Telephone: 833-327-8441
Email: scott@earthgrid.io

For Customer Service issues, the Petitioner's contact is:

For Board Inquiries:
Scott Lane
EarthGrid PBC Corporation
2625 Alcatraz Ave, Suite 111
Berkeley, CA 94705
Telephone: 833-327-8441
Email: scott@earthgrid.io

For Customer inquiries:
Toll-free number: 1-833-327-8441

3. Officers and Directors:

Attached hereto as **Exhibit C** is a list of the names of the current officers and directors of EarthGrid PBC Corporation.

II. - PROPOSED SERVICE

1. Proposed Service Offerings:

EarthGrid proposes to offer point-to-point intraexchange and interexchange telecommunications services. These services will be offered to other carriers, municipalities, tribal communities, and commercial customers. Applicant seeks authority to provide service via its own fiber facilities and/or through resale arrangements. EarthGrid does not intend to furnish switched voice services or dial tone and has no immediate plans to provide services to residential customers or to business customers other than WSPs, data centers, or other utilities and/or IPPs, and telecommunications carriers. Plans do not exclude residential customers but they are not likely to require very high capacity services or dark fiber.

2. Service Territory:

EarthGrid initially proposes to offer local exchange service throughout the state of New Jersey.

3. Tariff:

EarthGrid plans to post its terms and conditions on its website at www.EarthGrid.io following approval of this petition.

4. Customer Service

EarthGrid is responsible for all customer inquiries and complaints. The telephone number for customer inquires and complaints is provided on the customer bill. Customer service is available seven days a week, twenty-four hours a day. EarthGrid's toll-free telephone number for customer inquiries, complaints and repair is 1-833-327-8441.

Customers may contact the company in writing at the headquarters address indicated below.

EarthGrid PBC Corporation
1 West Barrett Ave, Suite 5
Richmond, CA 94801

Name and address of New Jersey contact person responsible for and knowledgeable about provider operations:

Scott Lane, COO
EarthGrid PBC Corporation
2625 Alcatraz Ave, Suite 111
Berkeley, CA 94705

III. - QUALIFICATIONS OF PETITIONER

EarthGrid possesses the managerial, technical and financial ability to provide facilities-based local exchange telecommunications services in the State of New Jersey as demonstrated below.

1. Financial Qualifications:

The consolidated financial information of EarthGrid is attached as **Exhibit D** to this application. The financial documentation provided demonstrates that Teliix has more than sufficient funds to provide its proposed services in New Jersey.

2. Petitioner's Background as a Provider of Telecommunications Service:

EarthGrid has an excellent senior management team, backed by experienced employees, who are competent in telephony engineering, operations and marketing. Attached hereto as **Exhibit E** is a list of names and biographies of EarthGrid's senior management team. There are not now, nor have there been, civil or criminal proceedings against the Petitioner in any jurisdiction, including settlements of any proceeding. Petitioner has never filed for bankruptcy nor has it been the subject of any state or federal investigation.

3. Managerial and Technical Qualifications

As illustrated in **Exhibit E** to this Petition, the members of EarthGrid's senior management team have extensive experience in the telecommunications industry. These executives have both highly effective management skills and considerable telecommunications expertise. The backgrounds of these key executives constitute sufficient evidence that EarthGrid possesses the managerial qualifications required to provide local service.

EarthGrid's services will satisfy the minimum standards established by the Board. The Petitioner will file and maintain tariffs in the manner prescribed by the Board and will meet the minimum basic local standards, including quality of service and billing standards required of all CLECs regulated by the Board.

As the foregoing illustrates, EarthGrid possesses considerable telecommunications expertise and is well-qualified to provide facilities-based local and interexchange services in New Jersey.

4. Additional Information

Attached as **Exhibit F** is Petitioner's response to the BPU's CLEC Questionnaire.

IV. - WAIVERS AND REGULATORY COMPLIANCE

EarthGrid agrees to observe and comply with all applicable and governing statutes and regulations, to comply with all orders of the Board, and to respond promptly to all inquiries from Staff concerning this application and other matters arising out of EarthGrid's proposed provision of services in New Jersey. As a competitive carrier, EarthGrid requests consideration of the following waivers:

1. Accounting Standards (N.J.A.C. 14:10-1.16)

EarthGrid requests that it be exempt from accounting regulations that require a carrier to maintain its financial records in conformance with the Uniform System of Accounts ("USOA"). The USOA was developed by the FCC as a means of regulating telecommunications companies subject to rate base regulation. The FCC requirement does not extend to carriers such as EarthGrid. As a competitive carrier, EarthGrid maintains its book of accounts in accordance with Generally Accepted Accounting Principles ("GAAP"). As a competitive provider, having to maintain records pertaining to local operations in a different manner from its current operations would require the company keep two sets of books and would place a significant burden on the company. EarthGrid asserts that the Board will have a reliable means by which to evaluate the company's operations and assess its financial fitness with records kept according to GAAP.

2. Location of Financial Records (N.J.A.C. 14:1-1.15)

Pursuant to N.J.A.C. 14:1-5.15, EarthGrid respectfully requests that it be allowed to maintain and keep its corporate and financial records at its headquarters location in Richmond, California. All corporate books and records are maintained at this location. It would be an undue burden on EarthGrid as a competitive carrier to require it to maintain a physical location in the state and maintain the books and records associated with its New Jersey operations at that location. The Petitioner will provide access to its books and records and other information on its New Jersey operations at the request of the Board. In the unlikely event that Board staff would need to travel to California to examine the Petitioner's books and records, the Petitioner will reimburse the Staff's reasonable travel expenses.

V. - PUBLIC INTEREST

EarthGrid's services will enhance competition by providing high-quality and high-capacity alternatives. When alternatives are available, improved service and lower prices are typical results. EarthGrid envisions that its services will provide more efficient use of rights-of-way and access to difficult to serve locations.

VI. - REQUEST FOR EXPEDITED CONSIDERATION

EarthGrid respectfully requests expedited approval of this Petition. Expedited approval will provide benefits to business customers in New Jersey and will allow the company to maintain its roll-out program in the northeast region of the United States on schedule.

VII. - CONCLUSION

This Petition demonstrates that EarthGrids possesses the technical, financial and managerial resources to provide facilities-based and resold local and interexchange services throughout the state of New Jersey. Furthermore, granting this Application will promote the public interest by increasing the level of competition in the state's telecommunications market.

Wherefore, EarthGrid PBC Corporation respectfully requests that the Board grant EarthGrid authority to operate as a provider of competitive facilities-based local and interexchange telecommunications services throughout the State of New Jersey and grant such other relief as it deems necessary and appropriate.

Respectfully submitted,



Laura M. Miller, Esquire
Norris McLaughlin P.A.
400 Crossing Blvd., 8th Floor
P.O. Box 5933
Bridgewater, New Jersey 08807-5933
Telephone: (908) 252-4211
Facsimile (908) 722-0755

Attorney for EarthGrid PBC Corporation

Dated: June 14, 2022

VERIFICATION

STATE OF CALIFORNIA §

COUNTY OF ALAMEDA §

Troy Helming, being first duly sworn, deposes and says: That he is Founder and Chief Executive Officer of EarthGrid PBC Corporation, the Petitioner in the above proceeding, that he has read the foregoing Petition, and knows the contents thereof; and that he is authorized by EarthGrid PBC Corporation to verify that the contents of the Petition are true.

Troy Helming

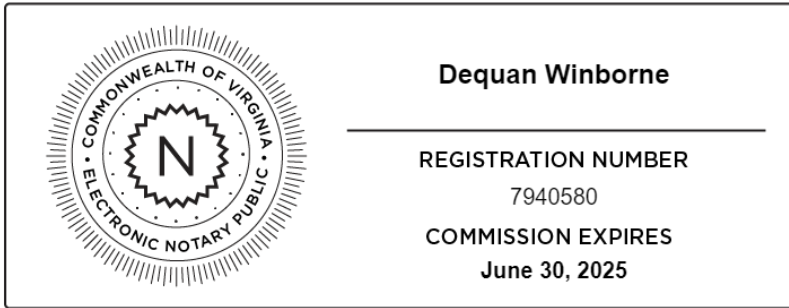
Troy Helming
Founder & CEO
EarthGrid PBC Corporation
2625 Alcatraz Ave, Suite 111
Berkeley, CA 94705

Subscribed and sworn to before me this 24th day of May 2022.

[Signature]

Notary Public Electronic Notary Public
State of Virginia, County of Henrico

My commission expires: 06/30/2025



Notarized online using audio-video communication

SUMMARY OF EXHIBITS

- Exhibit A - EarthGrid's Articles of Incorporation and Delaware Good Standing Certificate
- Exhibit B - EarthGrid's Qualification from the State of New Jersey Division of Revenue
- Exhibit C - Officers and Directors
- Exhibit D - Financial Information
- Exhibit E - Management Profiles
- Exhibit F - Response to BPU Questionnaire

EARTHGRID PBC CORPORATION

Exhibit A

Articles of Incorporation and Delaware Good Standing Certificate

**CERTIFICATE OF INCORPORATION OF
Red Gopher Cooperative Corp.
A NON-STOCK, NON-PROFIT ORGANIZATION**

FIRST: The name of the Corporation is Red Gopher Cooperative Corp.

SECOND: Its registered office is to be located at 1013 Centre Rd. Suite 403-A, Wilmington, DE 19805, County of New Castle. The registered agent thereof is American Incorporators Ltd. whose address is the same as above.

THIRD:

The Corporation is a nonprofit organization organized and operated exclusively for one or more religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 as amended, or the corresponding provisions of any subsequent federal tax law.

Notwithstanding any provision of this Certificate or any provisions of applicable state law to the contrary, the Corporation shall not have the power to carry on any activities which would cause it to fail to qualify, or to continue to qualify, as (a) an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any subsequent United States Internal Revenue law, or (b) any organization, contributions to which are deductible under Sections 170, 2055 and 2522 of the same Internal Revenue Code as amended. The Corporation shall be authorized to solicit, receive and administer funds for the above purposes but the Corporation shall not be authorized to accept gifts or contributions for other than the purposes herein before stated. The funds of the Corporation shall not be restricted in use to people of any race, color, sex, national origin, religion, marital status, disability, sexual orientation, veteran status or creed and such funds shall be administered on a nondiscriminatory basis.

The Corporation shall have the authority to exercise all of the powers conferred upon corporations organized not for profit and without authority to issue capital stock under the provisions of the General Corporation Law of the State of Delaware, provided, that the exercise of any such powers shall be in furtherance of any one or more of the aforesaid exempt purposes of the Corporation, and within such limitations shall include as its purposes, but not be limited to, the general promotion of the health of and a safer environment for the citizens of the United States of America.

FOURTH:

The Corporation shall be a membership corporation and shall have no authority to issue capital stock. The Members of the Corporation shall be the Directors thereof and shall act as the Members and Directors of the Corporation until the election of their successors as provided in the Bylaws of the Corporation.

FIFTH:

No part of the earnings of the Corporation shall ever inure to the benefit of or be distributable to any Member or individual having a personal or private interest in the activities of the Corporation, and no substantial part of the activities of the Corporation shall ever be the carrying on of propaganda, or

otherwise attending to influence legislation. The Corporation shall not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. No Officer, Director, Member or employee of the Corporation shall receive or be lawfully entitled to receive any pecuniary profit from the operations and activities of the Corporation except reimbursement for out of pocket expenditures and reasonable compensation for services actually rendered to and on behalf of the Corporation.

SIXTH:

The affairs and business of the Corporation shall be managed and conducted by the Board of Directors. The qualifications, election, number, tenure, powers, and duties of the members of the Board of Directors shall be as provided in the Bylaws.

SEVENTH:

If, at any time or times, the Corporation shall be classified as a private foundation under United States Internal Revenue laws, then at such time or times the Corporation shall be subject to the following restrictions:

- (1) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax laws.
- (2) The Corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax laws.
- (3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax laws.
- (4) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax laws.
- (5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax laws.

EIGHTH:

No Member of the Corporation, member of the Board of Directors or Officer shall be personally liable for the payment of the debts of the Corporation except as such Member, Director, or Officer may be liable by reason of his own conduct or acts.

NINTH:

In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall have the power to make, adopt, or repeal, from time to time, the By-laws of the Corporation.

TENTH:

In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law, the Board of Directors of the Corporation shall, except as may be otherwise provided by law, transfer all of the assets of the Corporation in such manner as the Directors, in the exercise of their discretion, may be a majority vote determine; provided, however, that

any such distribution of assets shall be calculated to carry out the objects and purposes hereinbefore stated in Article THIRD hereof, and only such objects and purposes; and, provided further, that such distributions must be to one or more organizations (a) which are exempt from tax as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any subsequent United States Internal Revenue laws, and (b) contributions to which are deductible under the provisions of Sections 170, 2055, and 2522 of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any subsequent United States Internal Revenue laws.

ELEVENTH:

The Corporation reserves the right to amend, alter, or repeal any provisions contained in this Certificate of Incorporation in a manner now or hereafter prescribed by applicable statutes, and all rights conferred herein are granted subject to this reservation; provided, however, that no amendment shall authorize the Board of Directors or the Members of the Corporation to conduct the affairs of the Corporation in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any subsequent United States Internal Revenue laws.

TWELFTH:

The power of the incorporator will terminate upon filing of the Certificate of Incorporation. The name and address of the incorporator is as follows:

Curtis Sweltz
1013 Centre Rd. Suite 403-A
Wilmington, DE 19805

FOURTEENTH:

The duration of the Corporation is to be perpetual.

I, **THE UNDERSIGNED**, for the purpose of forming a Corporation under the laws of the State of Delaware, do make, file and record this certificate, and do certify that the facts stated herein are true, and I have accordingly set my hand as of September 23, 2016



Curtis Sweltz
INCORPORATOR

Statement of Incorporator
IN LIEU OF ORGANIZATION MEETING OF
RED GOPHER COOPERATIVE CORP.

THE UNDERSIGNED, being the Incorporator of Red Gopher Cooperative Corp. a corporation of the State of Delaware, does hereby adopt the following resolutions and takes the following action by written consent in lieu of a meeting:

RESOLVED, that a copy of the Certificate of Incorporation of Red Gopher Cooperative Corp., as filed in the Office of the Secretary of State of Delaware on the September 23, 2016, be, and the same hereby is, ordered filed in the minute book of this corporation; and

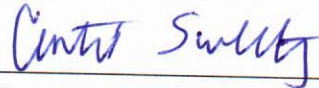
RESOLVED, that the number of initial directors forming this corporation shall be One (1); and

RESOLVED, that from this day hence, the undersigned has fulfilled the duties of Incorporator and relinquishes all further duties to the initial Directors of Red Gopher Cooperative Corp.; and

RESOLVED, that the following named person(s) shall constitute the initial director(s) of Red Gopher Cooperative Corp.:

Troy Helming

Signed and executed by the Incorporator on September 23, 2016.



Curtis Sweltz
Incorporator

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
RED GOPHER COOPERATIVE CORP.

The undersigned, President of Red Gopher Cooperative Corp., a non-stock, non-profit organization organized and existing under the laws of the State of Delaware, pursuant to the General Corporation Law of the State of Delaware (hereinafter "the Corporation"), does hereby certify as follows:

- (1) That the Certificate of Incorporation of Red Gopher Cooperative Corp. was filed with the Secretary of State of the State of Delaware September 23, 2016; and
- (2) That the Corporation hereby amends and fully restates the Certificate of Incorporation, pursuant to a resolution of the Board of Directors of the corporation

Now therefore, the undersigned, pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, does hereby restate and amend the Certificate of Incorporation as follows:

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
RED GOPHER COOPERATIVE PBC
A PUBLIC BENEFIT CORPORATION

FIRST: The name of the corporation is Red Gopher Cooperative PBC (hereinafter "the Corporation")

SECOND: The registered office of this corporation in the State of Delaware is 1013 Centre Road, Suite 403-A, Wilmington, New Castle County, Delaware 19805 and its registered agent at that address is American Incorporators Ltd.

THIRD: The purpose of the corporation is to develop and build a subterranean clean energy superhighway system to connect low cost, fixed price wind and solar power plants to cities and industrial centers. The Corporation shall then develop and build a network of vacuum tunnels underground to support Hyperloop and other forms of low cost, super-high-speed transportation solutions designed for the 21st century.

FOURTH: The amount of the authorized capital stock of this corporation is One Million (1000000) shares with a par value of 0.0001 and are to be of one class.

FIFTH: The name and address of the incorporator are: Curtis Sweltz, 1013 Centre Road, Suite 403-A, Wilmington, New Castle County, Delaware 19805

SIXTH: Each person who serves as a director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

IN WITNESS WHEREOF, the undersigned, the President of the above referenced corporation, for the purpose of amending and restating the Certificate of Incorporation pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, do make this certificate, and accordingly have hereunto executed this Certificate this 22nd day of March, 2018.


Signature
Troy Helming, President

**Certificate of Amendment
of
Certificate of Incorporation**

Red Gopher Cooperative PBC, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of Red Gopher Cooperative PBC, the following resolutions were duly adopted setting forth proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and consent of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FOURTH" so that, as amended, said Article shall be and read as follows: The amount of total authorized capital stock of the corporation is One Thousand Five Hundred (1500) common shares with a par value of \$0.000000.

SECOND: That said amendments were duly adopted in accordance with the provisions of section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS THEREOF, said Red Gopher Cooperative PBC, has caused this certificate to be signed by the President this 21st day of January, 2020.

By: /s/Troy Helming
Troy Helming, President

**Certificate of Amendment
Of
Red Gopher Cooperative PBC**

Red Gopher Cooperative PBC a corporation organized and existing under and by virtue of the Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of **Red Gopher Cooperative PBC** the following resolution was duly adopted by the Board of Directors setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

The name of the corporation is:
EarthGrid PBC

IN WITNESS THEREOF, said **Red Gopher Cooperative PBC** has caused this Certificate to be signed by its President on this 29th day of June, 2020.

By: /s/Troy Helming
Troy Helming, President

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EARTHGRID PBC" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF DECEMBER, A.D. 2021.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "EARTHGRID PBC" WAS INCORPORATED ON THE TWENTY-THIRD DAY OF SEPTEMBER, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



A handwritten signature in black ink, appearing to read "JWB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

6161217 8300

SR# 20214015727

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 204903858

Date: 12-08-21

EARTHGRID PBC CORPORATION

Exhibit B

Certificate of Authority to Transact Business
in the State of New Jersey

NEW JERSEY DEPARTMENT OF THE TREASURY
DIVISION OF REVENUE AND ENTERPRISE SERVICES

CERTIFICATE OF AUTHORITY
EARTHGRID PBC CORPORATION
0450737892

The above-named FOREIGN FOR-PROFIT CORPORATION was duly filed in accordance with New Jersey State Law on 12/08/2021 and was assigned identification number 0450737892. Following are the articles that constitute its original certificate.

1. Name:

EARTHGRID PBC CORPORATION

2. Registered Agent:

REGISTERED AGENTS, INC

3. Registered Office:

FIVE GREENTREE CENTRE, STE. 104
525 ROUTE 73 NORTH
MARLTON, NEW JERSEY 08053

4. Business Purpose:

DEVELOP AND BUILD A SUBTERRANEAN CLEAN ENERGY SUPERHIGHWAY SYSTEM TO CONNECT LOW COST, FIXED PRICE WIND AND SOLAR POWER PLANTS TO CITIES AND INDUSTRIAL CENTERS

5. Incorporated Under the Laws of:

DELAWARE ON 09/23/2016

6. Effective Date of this filing is:

12/08/2021

7. Main Business Address:

2625 ALCATRAZ AVENUE
SUITE 111
BERKELEY, CALIFORNIA 94705

Signatures:

TROY HELMING
PRESIDENT



Certificate Number : 4156595088

Verify this certificate online at

https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
8th day of December, 2021*

A handwritten signature in cursive script, appearing to read "Elizabeth Maher Muoio".

Elizabeth Maher Muoio
State Treasurer

NEW JERSEY DEPARTMENT OF THE TREASURY
DIVISION OF REVENUE AND ENTERPRISE SERVICES

CERTIFICATE OF AUTHORITY
EARTHGRID PBC CORPORATION
0450737892

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EARTHGRID PBC" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF DECEMBER, A.D. 2021.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "EARTHGRID PBC" WAS INCORPORATED ON THE TWENTY-THIRD DAY OF SEPTEMBER, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



A handwritten signature in black ink, appearing to read "JBULLOCK". Below the signature is a horizontal line with the text "Jeffrey W. Bullock, Secretary of State" underneath it.

6161217 8300

SR# 20214015727

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 204903858

Date: 12-08-21

EARTHGRID PBC CORPORATION

Exhibit C

List of Corporate Officers and Directors

The following individuals serve as officers and directors of Petitioner and may be reached through the following address: 2625 Alcatraz Avenue, Suite 111 Berkeley California 94705.

Officers:

Troy Helming

Founder & CEO

Scott Lane

Chief Operating Officer

Edward Cornejo

Chief Technical Officer

Directors:

Chris Gerlach

Director

Rachelle Chong, J.D.

Director

EARTHGRID PBC CORPORATION

Exhibit D

Financial Statements

A public copy of the financial statements is included as Exhibit D. The Confidential version of the financial statements is being filed under seal in conformance with the Board's OPRA rules.

PUBLIC - REDACTED
Earth Grid PBC

Balance Sheet
As of December 31, 2021

	TOTAL
ASSETS	
Current Assets	
Bank Accounts	
Checking (4732)	
Total Bank Accounts	
Accounts Receivable	
Accounts Receivable (A/R)	
Total Accounts Receivable	
Other Current Assets	
Undeposited Funds	
Total Other Current Assets	
Total Current Assets	
Fixed Assets	
Computers	
Tunnels & trenches	
Total Fixed Assets	
Other Assets	
Total Other Assets	
TOTAL ASSETS	

PUBLIC - REDACTED
Earth Grid PBC

Balance Sheet
As of December 31, 2021

	TOTAL
<hr/>	
LIABILITIES AND EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable (A/P)	
Total Accounts Payable	
Total Current Liabilities	
Total Liabilities	
Equity	
<hr/>	
Total Owner's Investment	
Owner's Pay & Personal Expenses	
<hr/>	
Total Owner's Pay & Personal Expenses	
Retained Earnings	
Net Income	
Total Equity	
TOTAL LIABILITIES AND EQUITY	
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PUBLIC - REDACTED
Earth Grid PBC

Profit and Loss

January - December 2021

	TOTAL
Income	
Business Income	
Sales	
Total Income	
GROSS PROFIT	
Expenses	
Advertising & Marketing	
Bank Charges & Fees	
Contractors	
Dues & Subscriptions	
Insurance	
Legal & Professional Services	
Office Supplies & Software	
Taxes & Licenses	
Travel	
Utilities	
Total Expenses	
NET OPERATING INCOME	
NET INCOME	

PUBLIC - REDACTED
Earth Grid PBC

Balance Sheet
As of April 27, 2022

	TOTAL
<hr/>	
ASSETS	
Current Assets	
Bank Accounts	
Checking (4732)	
Total Bank Accounts	
Accounts Receivable	
Accounts Receivable (A/R)	
Total Accounts Receivable	
Other Current Assets	
Loan to PSC	
Undeposited Funds	
Total Other Current Assets	
Total Current Assets	
Fixed Assets	
Computers	
Equipment	
Tunnels & trenches	
Total Fixed Assets	
Other Assets	
Goodwill	
Utility CPCN Approval	
Total Other Assets	
TOTAL ASSETS	
<hr/> <hr/>	

PUBLIC - REDACTED
Earth Grid PBC

Balance Sheet
As of April 27, 2022

	TOTAL
<hr/>	
LIABILITIES AND EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable (A/P)	
Total Accounts Payable	
Total Current Liabilities	
Total Liabilities	
Equity	
<hr/>	
Total Owner's Investment	
Owner's Pay & Personal Expenses	
<hr/>	
Total Owner's Pay & Personal Expenses	
Retained Earnings	
Net Income	
Total Equity	
TOTAL LIABILITIES AND EQUITY	
<hr/> <hr/>	

PUBLIC - REDACTED
Earth Grid PBC

Balance Sheet
As of March 31, 2022

	TOTAL
ASSETS	
Current Assets	
Bank Accounts	
Checking (4732)	
Total Bank Accounts	
Other Current Assets	
Loan to PSC	
Undeposited Funds	
Total Other Current Assets	
Total Current Assets	
Fixed Assets	
Computers	
Equipment	
Tunnels & trenches	
Total Fixed Assets	
Other Assets	
Total Other Assets	
TOTAL ASSETS	
LIABILITIES AND EQUITY	
Liabilities	
Total Liabilities	
Equity	
Total Owner's Investment	
Owner's Pay & Personal Expenses	
Other Owner's Draws	
Total Owner's Pay & Personal Expenses	
Retained Earnings	
Net Income	
Total Equity	
TOTAL LIABILITIES AND EQUITY	

PUBLIC - REDACTED
Earth Grid PBC

Profit and Loss
January - March, 2022

	TOTAL
Income	
Business Income	
Total Income	
GROSS PROFIT	
Expenses	
Advertising & Marketing	
Bank Charges & Fees	
Contractors	
Dues & Subscriptions	
Insurance	
Legal & Professional Services	
Taxes & Licenses	
Travel	
Total Expenses	
NET OPERATING INCOME	
NET INCOME	

EARTHGRID PBC CORPORATION

Exhibit E

Management Profiles

EARTHGRID PBC CORPORATION MANAGEMENT PROFILES

Troy Anthony Helming – CEO and Founder

Troy Helming has over 40 years of experience in solar energy, and 30 years of experience in the telecommunications and renewable energy space. This experience includes not just delivering utilities to Americans but also a significant amount of work in developing and building the infrastructure needed to distribute the utilities. He has founded two successful renewable energy companies in the U.S., TradeWind Energy, the largest wind developer in the country in 2017, and Pristine Sun, a developer of community utility-scale solar farms in California, Wisconsin, Vermont, Minnesota and North Carolina. He is the author of “The Clean Power Revolution” published in 2004, and creator of The Freedom Plan, a blueprint to convert North America to 100% clean renewable energy. He is an American Ninja Warrior and competed in Season 10 placing 8th in the world in the Over 40 category at the Ultimate Ninja Athletic Association World Championships.

Since January 1997 to present, Mr. Helming is a clean energy consultant, advisor and outsourced executive of Green Reach, Inc., serving clients over the decades that included McKinsey, Goldman Sachs, Citigroup, Hartford, Bank of America, Merrill Lynch, Bain, and Oak Tree.

In September 2017 to present, he was the founder and managing member to SolarRenewal LLC, serving on a part time basis of an operating portfolio of 15+ utility scale community solar power plants (aka solar farms) that he originated, developed, and financed in California starting in 2009 (while running Pristine Sun). He sold most of the ownership to a new investor in 2017, but he remains a designated portfolio manager.

From January 2018 to April 2020, he served as co-founder and Chief Development Officer to Arcbyt, Inc., a technology company working on a technology for which he invented and submitted a patent application.

From August 2017 to August 2019, he served as Principal of the Clean Energy Fund. He assisted with solar and clean energy project development and solar project ownership funds, assisting in project development and capital placement into the Fund.

From January 2008 until August 2018, he founded and was the CEO of Pristine Sun, a small utility scale and community solar power plant developer.¹ In 2017, the company assets were sold to two buyers.

In March 2006 to September 2008, he was President and Founder of KC Biofuels LLC, which designed, built, and operated a biodiesel refinery with 10 million gallons a year capacity. Feedstocks used were used cooking oil, inedible chicken fat, beef tallow and brown grease.

In December 2002 to December 2007, he served as CEO and Founder of Krystal Energy Corporation, which engaged in renewable energy product sales and distribution, solar systems, wind energy systems, energy saving/energy efficiency products for small businesses and homeowners.

In January 1996 to December 2004, Mr. Helming founded Kansas Wind Power, a sole proprietorship, which was then formed into a company in 2001 (later renamed TradeWind Energy (TWE) in 2005 when the successors formed a strategic partnership with Italian energy company, Enel.) Mr. Helming led a team that acquired hundreds of site leases across the Midwest, obtained Letters of Intent with utility customers who wanted to buy low-cost wind power, negotiated key strategic alliances and laid the foundation for early-stage development of the key sites that were built into utility scale wind farms. Examples include the 250 MW Smoky Hills Wind Farm and the 200 MW Caney River Wind Farm. The company was sold in 2004.

¹ Ground mounted solar not roof mounted.

From May 1991 to December 1998, Mr. Helming served as President and Founder of TeleTeam Consulting Inc., which was a telecommunications distributor of fiber optics bandwidth and related services for major telecom operators such as Qwest Communications, a hardware and cellular service distributor for Nextel Wireless, Lucent Technologies/AT&T/Avaya system distributor of PBX, key systems, automated attendant solutions, and related hardware and software.

From May 1990 to August 1992, he served as an AT&T Sales Manager and Account Manager in the Missouri Kansas region.

Mr. Helming holds a Bachelor of Science in Business Administration and Management, with a Minor in International Business and Spanish, 1990.

Edward Cornejo – Vice President, Engineering

Mr. Cornejo serves as Chief Technical Officer for EarthGrid. In the past, Mr. Cornejo served as Senior Director of Data Center Solutions for MACOM in Newport Beach for nearly five years, and before that as Senior Director of OSA Business Operations for the same company for almost five years. There he was responsible for execution of optical sub-assembly business for 100G+ hyperscale data center applications. He worked cross functionally with lasers, detectors, PICs and optical packaging teams. Prior to this, Mr. Cornejo served as Technical Program Manager with Google Fiber in Mountain View, CA for nearly a year. There he was a cross functional manager for customer premises equipment (CPE) products such as remote control and optical modem.

Before that, he was employed as a Principal Consultant for Photonics Design LLC, working in carrier grade subsystem and ASIC start-up for two years and a half. Prior to that he worked as VP of Operations and Quality for Opnext in San Jose for over a year, where he supervised 34 employees in manufacturing, NPI supply chain management, quality and reliability. At the same company, he was VP of Subsystems R&D and Module/ASIC PM for over two years.

Prior to that, he served as Senior Product Manager for five years for Lucent/Microelectronics in Breinigsville, PA, where he was responsible for P&L of new 10 Gigabit Ethernet product line. Prior to that, he was a Development Engineer III, Advanced Research, for AMP/Lytel for 10 years in Branchburg, NJ.

Mr. Cornejo holds a Masters Degree in Industrial Management for the New Jersey Institute of Technology.

G. Scott Lane – Chief Operating Officer

Scott Lane is currently the Director of Implementation for Centauri Energy, in the San Francisco Bay Area where he has been for over five years. He performs Operations, Program and Project Management duties.

From 2008 to 2015, he served as SCADA and Communications Manager for Implementation for seven years at EDF Renewable Energy in San Diego. He developed the overall SCADA program for enXco for the Implementations group. They developed long term strategic alliances and operational plans that met interconnection requirements from the off takers as well as managing relationships and meeting system design criteria for ISO and RTOs.

At the same company, he also served as Project Development Manager for enXco (now EDF-RE), in the San Francisco Bay Area, where he worked as an Associate Project Manager on the Shiloh 2 Wind Project. He managed microwave/telemetry resources, SCADA, permitting and meteorological data acquisition for enXco. He also managed CAISO relationships and establishing the PIRP Certification criteria for the project. He also worked with PG&E and managed aspects involving the “temp tap” and the 230 KV transmission line.

From 2006 to 2008, Mr. Lane worked as Program and Regional Manager for Parsons Engineering in various cities. He was the Regional Manager Telecoms projects for Louisiana, Arkansas, East Texas and Mississippi regions.

From 2005 to 2006, he was Senior Project Manager for Alcoa Wireless Svc, in San Francisco Bay Area, where he managed projects, met deadlines, met construction schedules, negotiated jurisdictional requirements and permitting, and assisting with site acquisition and zoning processes.

Mr. Lane holds degrees from Louisiana College (1985) and Northwestern State University (1994).

EARTHGRID PBC CORPORATION

Exhibit F

Response to BPU Questionnaire

COMPETITIVE EXCHANGE CARRIER QUESTIONNAIRE

Legal Company Name EarthGrid PBC Corporation
D/B/A N/A
Address 1 West Barrett Avenue, Suite 5
Richmond, CA
Telephone 833-327-8441 Fax _____

Customer Contact (service orders/complaints):

Name Scott Lane

Address 2625 Alcatraz Avenue, Suite 111
Berkeley, CA 94705

Telephone 833-327-8441

Regulatory Contact:

Name Scott Lane

Title Chief Operating Officer

Address 2625 Alcatraz Avenue, Suite 111
Berkeley, CA 94705

Telephone 833-327-8441

Facsimile _____

E-Mail scott@EarthGrid.io

Web Address www.EarthGrid.io

The Board is not obligated to review and approve requests in timeframes, which reflect or take into account the contractual or other obligations of a petitioner to third parties. Accordingly, petitioners enter into all obligations to third parties at their own risk.

BACKGROUND INFORMATION

Corporate Structure: Sole Proprietorship () Partnership ()
Limited Liability Partnership () Limited Liability Corporation ()
Subchapter S Corporation () Corporation (X)

Principal Owner(s):	Name	Title – Percent Owner
	Troy Helming- CEO	20%
	Scott Lane - COO	20%

Principal Operator(s):	Name	Title - Telephone Number
	Troy Helming	Founder & CEO 833-327-8441
	Scott Lane	COO 833-327-8441
	Edward Cornejo	CTO 833-327-8441
	Chris Gerlach	Director 833-327-8441
	Rachelle Chong, J.D.	Director 833-327-8441

State of Organization, if applicable: Delaware

Date business was started: September 23, 2016

List address(es) and telephone number(s) of all business offices in New Jersey:

None _____

List name, address and type of businesses operated, owned and/or controlled by any partner or major shareholder.

None _____

CUSTOMER INFORMATION

<u>Type</u>	<u>Number</u>	<u>Lines</u>	2021 Revenue <u>(Actual)</u>	2022 Revenue <u>(Projected)</u>
Residential (1-4 lines)	0	0	\$0	\$0
Business				
Small (5-10 lines)	0	0	\$0	\$0
Medium (11-49 lines)	0	0	\$0	\$0
Large (over 49 lines)	0	0	\$0	\$10,000

Description of services offered and monthly rate for each respective service:

EarthGrid seeks authority to operate in New Jersey offering non-switched point-to-point telecommunications services to enterprise customers, other tribal communities and other carriers on a wholesale basis. EarthGrid will provide service using its own fiber facilities and/or through resale arrangements. Arrangements will be developed on a case-by-case basis. ICB rates will be offered to the Customer in writing and on a non-discriminatory basis.

Do you have an executed interconnection and/or resale agreement with Verizon New Jersey, United Telephone and/or Warwick Valley Telephone Company?

Yes or No

No, the Company has not yet executed an interconnection agreement for New Jersey operations. The Company intends to negotiate an interconnection agreement with Verizon New Jersey.

If yes, please specify type of agreement, date executed, and date of BPU approval and docket number.

N/A.

If no, please briefly explain status of negotiations and major concerns raised during negotiations.

EarthGrid will initiate negotiations once it has been granted authority to provide local telecommunications services in New Jersey. The Company does not anticipate any major concerns arising in the negotiations.

Is your company, its subsidiaries or affiliates, currently involved in any disciplinary proceeding with any regulatory or legal authority in any federal or state jurisdiction?

Yes or No. If yes, explain in detail.

No.

Provide a complete list and status of all complaints filed against the company, directly and indirectly, for the preceding twelve months. Specify which state and arena the complaint was filed. ***Please note it is the company's responsibility to verify with each jurisdiction where it is currently operating and attest to this Board regarding the number of outstanding complaints.***

None.

Provide a complete list of all jurisdictions in which the company currently operates and the type of authority granted.

EarthGrid PBC is currently authorized to provide intrastate telecommunications service in California, Florida, Idaho, Iowa, Louisiana, Massachusetts, Nebraska, Nevada, New York, Oregon and Utah.

Provide a statement attesting that your customer marketing procedures are in accordance with all Federal Communications Commission rules and regulations regarding subscriber carrier selection and all New Jersey laws and rules regarding changes in telecommunications service providers.

The Company's marketing procedures are in accordance with all Federal Communications Commission rules and regulations regarding subscriber carrier selection and all New Jersey laws and rules regarding changes in telecommunications service providers.

Briefly describe your target customer base for the following:

Current Medium to large business customers.

In one year Medium to large business customers.

In five years Medium to large business customers.

Briefly describe the nature and location of the telephone network facilities currently owned or controlled in New Jersey by:

a) the operating company
None.

b) the parent and/or subsidiary (specify)
None.

c) any other entity (specify)
Not applicable.

Describe the nature and location of telephone network facilities currently under construction in New Jersey.

EarthGrid intends to provide non-switched point-to-point telecommunications services. These services will be offered to Wireless Service Providers (WSPs), other telecommunications carriers and communication providers, municipalities, tribal communities, and commercial customers. EarthGrid seeks authority to provide service via its own lit and dark fiber facilities and/or through resale arrangements. EarthGrid does not intend to furnish switched voice services or dial tone and has no immediate plans to provide service to residential customers or to customers other than WSPs, data centers, other utilities and/or Independent Power Producers (IPPs), and telecommunications carriers.

Provide a list of Municipalities where services will be provided broken down by residential and business categories.

The Company seeks authority to provide services to and from all points in New Jersey where demand for its services arises.

Explain, in general, the company's plans for the next year and five years, respectively.

EarthGrid expects to initially provide point-to-point telecommunication services. These services will be offered to enterprise customers, tribal communities or other carriers on a wholesale basis. These services will enhance competition by providing high-quality and high-capacity alternatives. EarthGrid envisions that its services will provide more efficient use of rights-of-way and access to difficult to serve location.

Any other comments?

None.

VERIFICATION

Troy Helming, being duly sworn, deposes and states that he is Founder and Chief Executive Officer of EarthGrid PBC Corporation that he is authorized to make this Verification on behalf of EarthGrid PBC Corporation; that he has read EarthGrid’s responses to this questionnaire to be filed with the New Jersey Board of Public Utilities, and knows the contents thereof; and that the same are true and correct to the best of his knowledge, information and belief.

Troy Helming

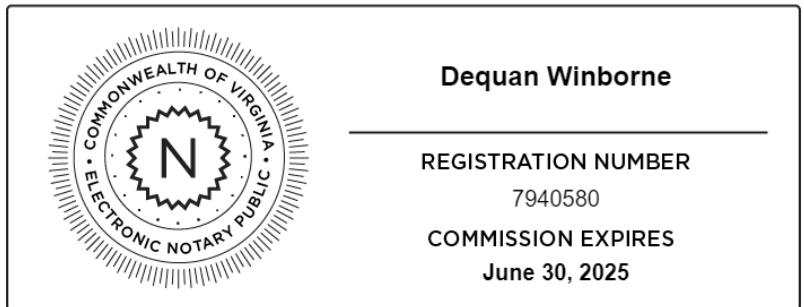
Subscribed and sworn to before me this 24th day of May, 2022.

My commission expires: 06/30/2025.

[Signature]

Notary Electronic Notary Public

Commonwealth of Virginia, County of Henrico



Notarized online using audio-video communication