



151 Southhall Lane, Ste 450  
Maitland, FL 32751  
P.O. Drawer 200  
Winter Park, FL 32790-0200  
www.inteserra.com

February 11, 2022  
Via Overnight Delivery

Ms. Rosemary Chiavetta, Commission Secretary  
Pennsylvania Public Utility Commission  
Commonwealth Keystone Bldg.  
400 North Street  
2nd Floor – Room N201  
Harrisburg, PA 17120

RE: **EarthGrid PBC**  
**Application for Approval of Authority to Offer, Render, Furnish, or Supply**  
**Telecommunications Services to the Public in the Commonwealth of Pennsylvania**

Dear Ms. Chiavetta:

Please find the Application for Approval to Offer Telecommunications Services submitted on behalf of EarthGrid PBC ("Applicant" or "Company"). Enclosed is a check in the amount of \$250.00 for the filing fee.

The Applicant hereby requests proprietary treatment of the attached confidential Exhibit B Financial Information, in accordance with 52 Pa. Code §§ 5.362 and 5.365.

Any questions you may have regarding this filing should be directed to my attention at 407-740-3002 or via email to cwightman@inteserra.com. Thank you for your assistance in this matter.

Sincerely,

*odr* Connie Wightman  
Consultant

tms: PA2100a

Enclosures  
CW/kb

DATE OF DEPOSIT

FEB 12 2022

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S OFFICE

**Application of:**

**EarthGrid PBC** for approval to offer, render, furnish or supply telecommunications services to the public in the Commonwealth of Pennsylvania.

1. **IDENTITY OF THE APPLICANT:** The name, address, telephone number, and fax number of the Applicant.

EarthGrid PBC  
1 W. Barrett Ave., Ste 5  
Richmond, CA 94801  
Telephone: 833-327-8441  
Toll Free: 833-327-8441

Please identify any predecessors of the Applicant and provide other names under which the Applicant has operated within the preceding five years, including name, address, and telephone number.

Not Applicable.

2. **ATTORNEY:** The name, address, telephone number, and fax number of the Applicant's attorney.

Not Applicable

3. **CONTACTS:**

**A) APPLICATION:** The name, title, address, telephone number, and fax number of the person to whom questions about this application should be addressed.

Connie Wightman, Consultant  
Inteserra Consulting Group  
151 Southhall Lane, Suite 450  
Maitland, FL 32751  
Telephone: 407-740-3002  
Email: cwightman@inteserra.com

DATE OF DEPOSIT

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PA PUBLIC UTILITY COMMISSION  
SECURITY SERVICES DIVISION

**B) PENNSYLVANIA EMERGENCY MANAGEMENT AGENCY (PEMA):** The name, title, address, telephone number and FAX number of the person with whom contact should be made by PEMA (Pennsylvania Emergency Management Agency).

Scott Lane, Founder & CEO  
2625 Alcatraz Avenue, Suite 111  
Berkeley, CA 94705  
Telephone: 833-327-8441  
Email: scott@earthgrid.io

**C) RESOLVING COMPLAINTS:** Name, address, telephone number, and FAX number of the person and an alternate person responsible for addressing customer complaints. These persons will ordinarily be the initial point(s) of contact for resolving complaints and queries filed with the Public Utility Commission or other agencies.

Scott Lane, Founder & CEO  
2625 Alcatraz Avenue, Suite 111  
Berkeley, CA 94705  
Telephone: 833-327-8441  
Email: scott@earthgrid.io

**4. FICTITIOUS NAME:**

The Applicant will not be using a fictitious name.

**5. BUSINESS ENTITY AND DEPARTMENT OF STATE FILINGS:** Applicant has its business with the Pennsylvania Department of State. Please check the appropriate registration type for Applicant as designated with the Department.

- Sole proprietor
- Domestic general partnership
- Domestic corporation
- Domestic limited partnership
- Domestic limited liability company
- Domestic limited liability partnership
- \*Foreign corporation
- \*Foreign general or limited partnership
- \*Foreign limited liability company
- \*Foreign limited liability general partnership
- \*Foreign limited liability limited partnership

Provide name and address of Corporate Registered Office Provider or Registered Office within PA.

PENNCORP SERVICEGROUP, INC.  
600 N 2nd Street, Suite 401  
Harrisburg, PA 17101

Attach to the application the name and address of partners. If any partner is not an individual, identify the business nature of the partner entity and identify its partners or officers.

Not Applicable

Attach to the application proof of compliance with appropriate Department of State filing requirements as indicated above. Additionally, provide a copy of the Applicant's Articles of Incorporation or a Certificate of Organization.

Please see **Exhibit A** for a copy of EarthGrid's Secretary of State Authority and Articles of Incorporation.

The Applicant is incorporated in the State of Delaware.

Give name and address of officers:

The following officers and directors can be contacted at 2625 Alcatraz Avenue, Ste 111 Berkeley, California 94705:

Troy Helming – Founder & Chief Executive Officer  
Scott Lane – Chief Operating Officer  
Edward Cornejo – Chief Technical Officer, Fiber

Chris Gerlach – Advisory Board  
Rachelle Chong, J.D. – Advisory Board & legal team leader (former FCC commissioner)

**6. AFFILIATES AND PREDECESSORS WITHIN PENNSYLVANIA:**

The Applicant has no affiliates doing business in Pennsylvania or predecessors which have done business in Pennsylvania.

**7. AFFILIATES AND PREDECESSORS RENDERING PUBLIC UTILITY SERVICE OUTSIDE PENNSYLVANIA:**

The Applicant has no affiliates rendering or predecessors which rendered public utility service outside Pennsylvania.

8. **APPLICANT'S PRESENT OPERATIONS:** (Select and complete the appropriate statement)

The applicant is not presently doing business in Pennsylvania as a public utility.

9. **APPLICANT'S PROPOSED OPERATIONS:** The Applicant proposes to operate as:

- Interexchange Toll Reseller, InterLATA and/or IntraLATA, (e.g., MTS, 1+, 800, WATS, Travel and Debit Cards)
- Interexchange Toll Facilities-based carrier, InterLATA and/or IntraLATA, (e.g., MTS, 1+, 800, WATS, Travel and Debit Cards)
- Competitive Access Provider (dedicated point-to-point or multipoint service; voice or data)
- Competitive Local Exchange Carrier.
- Incumbent Local Exchange Carrier
- Other (Identify).

10. **PROPOSED SERVICES:** Describe in detail the services which the Applicant proposes to offer. If proposing to provide more than one category in Item #9, clearly and separately delineate the services within each proposed operation. Provide a brief description of the facilities the Company will use to provide services. Specify whether those facilities are Company-owned or obtained from other companies as UNEs or on a resold basis.

EarthGrid PBC seeks to offer non-switched point-to-point telecommunications services on a competitive basis. The Company's communications services will be available on a full-time basis, twenty-four (24) hours a day, seven (7) days a week. If EarthGrid PBC desires to provide local exchange service to end users in the future, it will seek to amend its CPCN to provide local exchange service and, at that time, explain how it proposes to provide access to ordinary intraLATA and interLATA message toll calling, operator services, directory assistance, directory listings, and emergency services.

11. **SERVICE AREA:** Describe the geographic service area in which the Applicant proposes to offer services. Clearly and separately delineate the service territory for each category listed in Item #9. For Competitive Local Exchange Carrier operations, you must name and serve the Incumbent Local Exchange Carriers in whose territory you request authority.

EG PBC seeks authority to provide Competitive Access service to and from all points in Pennsylvania where demand for its services arises.

12. **MARKET:** Describe the customer base to which the Applicant proposes to market its services. Clearly and separately delineate a market for each category listed in Item #9.

The Applicant proposes to market its services to enterprise and wholesale customers throughout the proposed service areas. These services will be offered to Wireless Service Providers, other telecommunications carriers and communications providers, 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, other utilities and/or Independent Power Producers, and telecommunications carriers.

13. **PROPOSED TARIFF(S):** Each category of proposed operations must have a separate and distinct proposed tariff setting forth the rates, rules and regulations of the Applicant. Every proposed tariff shall state on its cover page the nature of the proposed operations described therein, i.e., IXC Reseller, CLEC, CAP, or IXC Facilities-based. A copy of all proposed tariffs must be appended to each original and duplicate original and copy of Form 377.

EG PBC is requesting approval to operate on a detariffed basis. A Price Guide will be posted for public inspection on the Company's website. Projects will be priced on an individual case basis.

**14. FINANCIAL: Attach the following to the Application:**

A general description of the Applicant's capitalization and, if applicable, its corporate stock structure;

Current balance sheet, Income Statement, and Cash Flow Statement of Applicant or Affiliated Company, if relying on affiliate for financial security;

A tentative operating balance sheet and a projected income statement for the first year of operation within the Commonwealth of Pennsylvania; provide the name, title, address, telephone number and fax number of the Applicant's custodian for its accounting records and supporting documentation; and indicate where the Applicant's accounting records and supporting documentation are, or will be, maintained.

If available, include bond rating, letters of credit, credit reports, insurance coverage and reports, and major contracts.

Please see **Exhibit B**.

**15. START DATE:** The Applicant proposes to begin offering services as soon as practicable once its Application is approved.

**16. FURTHER DEVELOPMENTS:** Attach to the Application a statement of further developments, planned or contemplated, to which the present Application is preliminary or with which it forms a part, together with a reference to any related proceeding before the Commission.

The Applicant is not contemplating any other proceeding before the commission.

**17. NOTICE:** Pursuant to 52 Pa. Code § 5.14, you are required to serve a copy of the signed and verified Application, with attachments, on the below-listed parties, and file proof of such service with this Commission:

**Office of Consumer Advocate**  
555 Walnut Street  
5th Floor, Forum Place  
Harrisburg, PA 17101-1923

**Office of Small Business Advocate**  
Commerce Building, Suite 1102  
300 North Second Street  
Harrisburg, PA 17101

**Office of Attorney General**  
Office of Consumer Protection  
Strawberry Square  
Harrisburg, PA 17120

***A certificate of service must be attached to the Application as proof of service that the Application has been served on the above-listed parties. A copy of any Competitive Local Exchange Carrier Application must also be served on any and/or all Incumbent Local Exchange Carrier(s) in the geographical area where the Applicant proposes to offer services.***

18. **FEDERAL TELECOMMUNICATIONS ACT OF 1996:** State whether the Applicant claims a particular status pursuant to the Federal Telecommunications Act of 1996. Provide supporting facts.

Not applicable.

19. **COMPLIANCE:** State specifically whether the Applicant, an affiliate, a predecessor of either, or a person identified in this Application has been convicted of a crime involving fraud or similar activity. Identify all proceedings, limited to proceedings dealing with business operations in the last five (5) years, whether before an administrative body or in a judicial forum, in which the Applicant, an affiliate, a predecessor of either, or a person identified herein has been a defendant or a respondent. Provide a statement as to the resolution or present status of any such proceedings.

Neither the Applicant, any affiliates or predecessors, nor any person identified in the Application has been convicted of a crime involving fraud or similar activity.

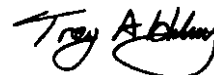
20. **FALSIFICATION:** The Applicant understands that the making of false statement(s) herein may be grounds for denying the Application or, if later discovered, for revoking any authority granted pursuant to the Application. This Application is subject to 18 Pa. C.S. §§ 4903 and 4904, relating to perjury and falsification in official matters.

The Applicant understands.

21. **CESSATION:** The Applicant understands that if it plans to cease doing business within the Commonwealth of Pennsylvania, it is under a duty to request authority from the Commission for permission prior to ceasing business.

The Applicant understands.

Applicant:



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Troy Helming, Founder and CEO  
EarthGrid PBC

22. **AFFIDAVIT:** Attach to the Application an affidavit as follows:

**AFFIDAVIT**

State of California :

: ss.

County of Alameda :

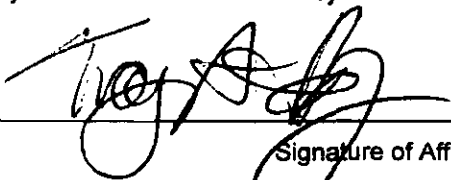
Troy Helming, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

Affiant is the Founder and Chief Executive Officer of EarthGrid PBC;


That Affiant is authorized to and does make this affidavit for said corporation;

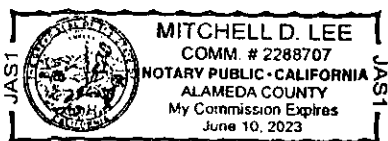
That EarthGrid PBC, the Applicant herein, acknowledges that it may have an obligation to serve or to continue to serve the public by virtue of the Applicant commencing the rendering of service pursuant to this Application consistent with the Public Utility Code of the Commonwealth of Pennsylvania, Title 66 of the Pennsylvania Consolidated Statutes; with the Federal Telecommunications Act of 1996, signed February 6, 1996, or with other applicable statutes or regulations;

That EarthGrid, the Applicant herein, asserts that Affiant possesses the requisite technical, managerial, and financial fitness to render public utility service within the Commonwealth of Pennsylvania and that the Applicant will abide by all applicable federal and state laws and regulations and by the decisions of the Pennsylvania Public Utility Commission.

  
\_\_\_\_\_  
Signature of Affiant

Sworn and subscribed before me this 25 day of Jan 2022  
Month Year

  
\_\_\_\_\_  
Signature of official administering oath



My Commission expires Jun 10 2023

DATE OF DEPOSIT

FEB 12 2022

PUBLIC UTILITY COMMISSION  
SECRETARY'S OFFICE

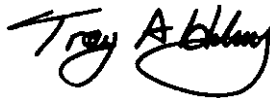
23. § 1.36 Verification.

**Verification**

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*I, Troy Helming, hereby state that the facts above set forth are true and correct (or are true and correct to the best of my knowledge, information and belief), and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).*

1/19/2022



Date

Signature

Troy Helming, Founder & CEO

DATE OF DEPOSIT

FEB 12 2022

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

**EXHIBIT A**


Secretary of State Authority  
&  
Articles of Incorporation

DATE OF DEPOSIT

FEB 12 2022

FAMILY TRUST COMMISSION  
LLC - 1000 W. TRU

**PENNSYLVANIA DEPARTMENT OF STATE  
 BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

|  |       |          |  |
|--|-------|----------|--|
| Document will be returned to the name and address entered below. |       |          | Foreign Registration Statement<br>DSCB: 15-412<br>(rev. 2/2017)<br><br><b>412</b> |
| Ally Koetitz   |       |          |  |
| Name   |       |          |  |
| 1013 Centre Road, Suite 403-A                                    |       |          |  |
| Address  |       |          |  |
| Wilmington   | DE    | 19805    |  |
| City   | State | Zip Code |  |

Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$250.00  I qualify for a veteran/reservist-owned small business fee exemption (see instructions)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 412 (relating to foreign registration statement), the undersigned foreign association hereby states that:

1. The type of association is (check only one):

- Business Corporation     
  Limited Partnership     
  Business Trust  
 Nonprofit Corporation     
  Limited Liability (General) Partnership     
  Professional Association  
 Limited Liability Company     
  Limited Liability Limited Partnership

2. The full and proper name of the foreign association as registered in its jurisdiction of formation is:

EarthGrid PBC

2A. If the name in 2 does not contain a required designator or if the name in 2 is not available for use in the Commonwealth, the alternate name under which the association is registering in this Commonwealth is:

EarthGrid PBC Corporation

3. The jurisdiction of formation:

DE

4. The street and mailing address of the association's principal office.

2625 Alcatraz Avenue, Suite 111      Berkeley      CA      94705

Number and street      City      State      Zip

4A. The street and mailing address of the office, if any, required to be maintained by the law of the association's jurisdiction of formation in that jurisdiction:

1013 Centre Road, Suite 403-A      Wilmington      DE      19805

Number and street      City      State      Zip

5. The (a) address of the association's registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

Complete part (a) OR (b) – not both:

(a) \_\_\_\_\_  
Number and street City OR State Zip County

(b) c/o: PENNCORP SERVICEGROUP, INC. Dauphin  
Name of Commercial Registered Office Provider County

6. Check one of the following:

- The association may not have series.
 The association may have one or more series.

7. Effective date of registration of foreign association (check, and if appropriate complete, one of the following):

- The Foreign Registration Statement shall be effective upon filing in the Department of State.
 The Foreign Registration Statement shall be effective on: \_\_\_\_\_ at \_\_\_\_\_
Date (MM/DD/YYYY) Hour (if any)

8. To be completed by Limited Liability Companies only. Check, and if appropriate complete, one of the following:

- The association is a limited liability company which is not organized to render any of the below professional service(s).
 The association is a restricted professional limited liability company organized to render one or more of the following professional service(s): (If this box is checked, one or more of the fields below must be checked.)
\_\_\_ Chiropractic \_\_\_ Dentistry \_\_\_ Law \_\_\_ Medicine and surgery
\_\_\_ Optometry \_\_\_ Osteopathic medicine and surgery \_\_\_ Podiatric medicine \_\_\_ Public accounting
\_\_\_ Psychology \_\_\_ Veterinary medicine

IN TESTIMONY WHEREOF, the undersigned association has caused this Foreign Registration Statement to be signed by a duly authorized representative thereof 8th day of December, 2021 this

EarthGrid PBC Corporation
Name of Association
Troy Helming
Signature
President
Title

**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 State 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:**

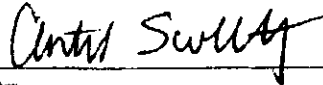
The power of the incorporator will terminate upon filing of the Certificate of Incorporation. The name and address of the incorporator is as follows:

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

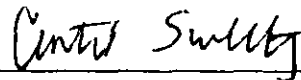
**RESOLVED**, that the number of initial directors forming this corporation shall be One (1); and

**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

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 09:26 AM 03/26/2018  
FILED 09:26 AM 03/26/2018  
SR 20182172349 - File Number 6161217

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.

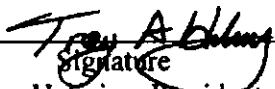
THIRD: The purpose of the corporation is to develop and build a subterranean clean energy superhighway system to connect low cost, fixed price wind and solar power plants to cities and industrial centers. The Corporation shall then develop and build a network of vacuum tunnels underground to support Hyperloop and other forms of low cost, super-high-speed transportation solutions designed for the 21<sup>st</sup> 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 21<sup>st</sup> 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 29<sup>th</sup> day of June, 2020.

By: /s/Troy Helming  
Troy Helming, President

**CERTIFICATE OF SERVICE**

I hereby certify that on this 11<sup>th</sup> day of February, 2022 I caused to be served a copy of the foregoing Application with attachments upon the following, by first class mail, postage prepaid, or equivalent service:

**Office of Consumer Advocate**  
555 Walnut Street  
5<sup>th</sup> Floor, Forum Place  
Harrisburg, PA 17101-1923

**Office of Small Business Advocate**  
Commerce Building, Suite 1102  
300 North Second Street  
Harrisburg, PA 17101

**Office of Attorney General**  
Office of Consumer Protection  
Strawberry Square  
Harrisburg, PA 17120

In addition, a copy of the foregoing Competitive Local Exchange Carrier the application is also served this day by first class mail on the following Incumbent Local Exchange Carriers listed on the attachment to the Certificate of Service.

Since no switched services are contemplated or authorized by this application, no notice is provided at this time to 911 candidates.

  
\_\_\_\_\_  
Keith Rice, Inteserra, Inc.

DATE OF DEPOSIT

FEB 12 2022

PA PUBLIC UTILITIES COMMISSION  
SECRET

**EXHIBIT B**

Financials  
*(Submitted under Confidential Seal)*

DEPOSIT

FEB 12 2022

COMMISSION  
BUREAU