

May 22, 2023

**Via Overnight Courier**

Nicholas Bournakel  
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Portland, ME 04101

Secretary  
Pennsylvania Public Utility Commission  
Commonwealth Keystone Building  
400 North Street  
Second Floor - Room N201  
Harrisburg, PA 17120

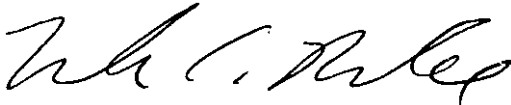
**RE: Bureau of Technical Utility Services – Telecommunications Division – Data Request 1  
PBI PA AssetCo LLC – Responses to Data Requests (Docket Number A-2023-3038866)**

Dear Secretary Chiavetta:

On behalf of PBI PA AssetCo LLC (“AssetCo”), enclosed for filing with the Pennsylvania Public Utility Commission (“PUC” or “Commission”) please find AssetCo’s Responses to the Bureau of Technical Utility Services Data Request 1 in the above matter. Please note that the response to Item #7 (Exhibit A – Organizational Diagrams of AssetCo’s parent companies, CDPQ and SQF, LLC) is being filed confidentially under seal along with these responses and should be handled accordingly. Copies of these responses to Data Request 1 are being served in accordance with the attached Certificate of Service.

If you have any questions regarding this filing, please contact me at the information below.

Respectfully submitted,



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DATE OF DEPOSIT

MAY 22 2023

PA Public Utility Commission  
Secretary's Bureau

**Public Version**

**BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

PBI PA AssetCo LLC  
Application for Approval to Offer, Render, Furnish  
or Supply Telecommunications Services to the  
Public in the Commonwealth of Pennsylvania

Docket No. A-2023-3038866

**Bureau of Technical Utility Services - Telecommunications Division - Data Request 1  
PBI PA AssetCo LLC Responses to Data Requests**

- 1. Provide a description of the services that the Applicant seeks to provide within Pennsylvania. Include a description of the technologies that the Applicant plans to utilize in providing those services.**

PBI PA AssetCo LLC (“AssetCo” or “Applicant”) seeks authority to provide service as a competitive access provider (“CAP”) in order to provide dark fiber leases, Indefeasible Rights of Use (“IRU”), and wavelength services to wholesale customers. PBI AssetCo will provide this service using a system of fiber optic cables and related infrastructure that it owns or controls.

PBI PA AssetCo LLC does not intend to provide retail services to end use customers or individuals, but rather seeks to market its dark fiber on a wholesale basis to hyperscalers, major carriers, regional and local carriers, internet service providers, rural and electric cooperatives, and large enterprise customers. PBI AssetCo’s lit services will use optical technology, including multi-wavelength optical technology over dedicated transport facilities to provide telecommunications companies with more efficient transport and greater overall network service options.

AssetCo will own, lease, or control assets adjacent to and interconnected with the Commercialization Assets located within the right of way of the Pennsylvania Turnpike that its affiliate, Plenary Broadband Infrastructure PA LLC (“Plenary”) has the responsibility to commercialize pursuant to the Fiber Infrastructure Operations, Maintenance, and Commercialization Services Agreement between Plenary and the Pennsylvania Turnpike Commission (“PTC”), executed January 25, 2021. These assets are described in greater detail in Plenary’s response to Data Request 1 in Docket No. A-2023-3038646. AssetCo will own, lease or control fiber laterals located outside of the PTC right of way that interconnect the Commercialization Assets (located within the Right of Way) with customers and key locations for interconnection and exchange of traffic within and outside of the Commonwealth.

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In addition, AssetCo will operate Dense Wave Division Multiplexing (DWDM) optronic equipment located within the ILA huts in the PTC right of way and other locations both in and outside the Commonwealth for purposes of providing wavelength services. The base network elements multiplex up to 44 data communications wavelengths at bandwidths of 10Gbps, 100Gbps, or 400Gbps across a single pair of dark fiber strands. The wavelengths are sold as a lit service to customers with high bandwidth requirements. AssetCo will operate this equipment to convey and transmit communications for its customers.

Response provided by Devin Campbell, Vice President of PBI PA Holdco LLC (sole member of PBI PA AssetCo LLC).

**2. Provide a description of the services that the Applicant seeks to provide within Pennsylvania that require a Certificate of Public Convenience (CPC).**

Commonwealth law defines a public utility as, *inter alia* “[a]ny person or corporation now or hereafter owning or operating in this Commonwealth equipment or facilities for ... [c]onveying or transmitting messages or communications.” 66 Pa. C.S. § 102. Pennsylvania Code Title 52, Chapter 63 regarding telecommunications service, defines a jurisdictional telecommunications public utility as “A person or corporation owning or operating equipment or facilities in this Commonwealth for conveying or transmitting messages or communications to the public for compensation.”

AssetCo will meet the definition of a public utility under Section 102 and a jurisdictional telecommunications public utility under Section 63.1. It will “operat[e] equipment or facilities for conveying or transmitting . . . communications to the public”, and will seek compensation for the use of these facilities. Specifically, AssetCo will operate fiber optic cables and equipment that it will make available to its customers for purposes of conveying or transmitting communications.

Under the Pennsylvania Public Utility Code, public utilities may only offer services once they have a Certificate of Public Convenience and Necessity (CPC) from the PUC.<sup>1</sup>

Response provided by Devin Campbell, Vice President of PBI PA Holdco LLC (sole member of PBI PA AssetCo LLC).

**3. Provide a description of the services that the Applicant seeks to provide within Pennsylvania that will generate gross intrastate operating revenues reportable for Commission assessment purposes.**

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<sup>1</sup> See 15 Pa. C.S. § 1511 (c) (<https://www.legis.state.pa.us/WU01/LI/LI/CT/PDF/15/15.PDF>), and 66 Pa. C.S. § 1101 (<https://www.legis.state.pa.us/cfdocs/legis/LI/consCheck.cfm?txtType=HTM&ttl=66>).

AssetCo's proposed services are expected to include revenue that is derived from wholesale services with endpoints within the Commonwealth, in addition to services that may terminate outside of the Commonwealth. As a result, AssetCo will offer the type of jurisdictionally mixed-use telecommunications services that are subject of the Commission's July 11, 2019 *Policy Statement Regarding the Reporting of Intrastate Operating Revenues for Section 510 Assessment Purposes by Jurisdictional Telecommunications Carriers Offering Special Access and Other Similar Jurisdictionally-Mixed Telecommunications Services*, issued in Docket No. M-2018-3004578. AssetCo is aware of and will comply with the guidance included in that Policy Statement regarding reporting of de facto intrastate gross operating revenues from jurisdictionally mixed-use services, as well as intrastate wholesale transmission or transport services revenues, to ensure that it contributes to the recovery of the administrative expenses incurred by the Commission with respect to telecommunications public utilities.

Response provided by Devin Campbell, Vice President of PBI PA Holdco LLC (sole member of PBI PA AssetCo LLC).

**4. Provide a description of the services being provided or proposed to be provided by the Applicant's affiliate, Plenary Broadband Infrastructure PA LLC,<sup>2</sup> within Pennsylvania. Include a description of the technologies utilized in providing those services.**

AssetCo's affiliate, Plenary, proposes to provide service as a competitive access provider ("CAP") in order to provide dark fiber leases and Indefeasible Rights of Use ("IRU"), to wholesale customers. The Applicant will provide this service using a system of fiber optic cables and related infrastructure that it controls.

Plenary does not intend to provide retail services to end use customers or individuals, but rather seeks to market its dark fiber on a wholesale basis to hyperscalers, major carriers, regional and local carriers, internet service providers, rural and electric cooperatives, and large enterprise customers. These customers in turn will use Plenary's infrastructure and services to deliver service to their end use customers.

The core assets controlled by Plenary are the Commercialization Assets located within the right of way of the Pennsylvania Turnpike that Plenary has the responsibility to commercialize pursuant to the Fiber Infrastructure Operations, Maintenance, and Commercialization Services Agreement between Plenary and the Pennsylvania Turnpike Commission ("PTC"), executed January 25, 2021. The Commercialization Assets are currently under construction, and are expected to begin to enter service in 2023. The Commercialization Assets consist of:

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<sup>2</sup> See *Application of Plenary Broadband Infrastructure PA LLC for approval to offer, render, furnish or supply telecommunication services as a Competitive Access Provider to the Public in the Commonwealth of Pennsylvania*, Docket No. A-2023-3038646 (Utility Code 3125998).

1. Three (3) micro-ducts each capable of holding 288 strands of Single Mode Fiber Optic (SMFO) fiber cable;
2. One (1) micro-duct with one (1) 288 strand of SMFO fiber cable;
3. Junction boxes along the fiber route.

In addition, Plenary has constructed six (6) In-Line Amplification (ILA) Huts within the PTC right of way to provide locations for interconnection and installation of customer equipment.

Response provided by Devin Campbell, Vice President of PBI PA Holdco LLC (sole member of PBI PA AssetCo LLC).

**5. Provide a description of the services being provided or proposed services to be provided by the Applicant's affiliates, SQF, LLC and Plenary Broadband Infrastructure PA LLC, within Pennsylvania that require a CPC.**

The services provided by Plenary Broadband Infrastructure PA LLC are described in the response to question #4, above. Like AssetCo, Plenary will meet the definition of a public utility under Section 102 and a jurisdictional telecommunications public utility under Section 63.1 of the Commission's rules. It will "operat[e] equipment or facilities for conveying or transmitting . . . communications to the public", and will seek compensation for the use of these facilities. Specifically, Plenary will operate fiber optic cable and associated facilities and equipment that it will make available to its customers via IRUs and leases for purposes of conveying or transmitting communications.

The services provided by AssetCo's affiliate, SQF, LLC are described in SQF, LLC's application for a CPC and the Commission's Order approving the application.<sup>3</sup> As described therein, SQF provides radio frequency transport and backhaul services to commercial mobile radio service providers as well and transport and distribution of its wireless customers' data services.<sup>4</sup> SQF provides its services utilizing a system of poles, fiber optic cables and small antennas and conversion equipment attached to utility poles and other structures.

Response provided by Devin Campbell, Vice President of PBI PA Holdco LLC (sole member of PBI PA AssetCo LLC).

**6. Explain the difference (if any) between the services currently provided or proposed to be provided by the Applicant's affiliates, Plenary Broadband Infrastructure PA LLC and SQF, LLC, within Pennsylvania and the services the Applicant seeks to provide within Pennsylvania.**

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<sup>3</sup> See *Application of SQF, LLC for approval to offer, render, furnish or supply telecommunication services as a Competitive Access Provider to the Public in the Commonwealth of Pennsylvania*, Docket No. A-2015-2490501 (Utility Code 3117815).

<sup>4</sup> *Id.*

The primary differences between the services offered by the Applicant and Plenary are:

- 1) Applicant will own, control and lease facilities located outside of the PTC right of way, whereas Plenary will only control assets located within the PTC right of way pursuant to the terms of the Agreement between Plenary and the PTC; and
- 2) Applicant will own and operate the equipment required to offer wavelength (lit) services and Plenary will not.

SQF, LLC is a neutral host infrastructure provider providing radio frequency (RF) transport and backhaul to wireless and wireline carriers through the use of fiber optic cables and small antennas and conversion equipment attached to poles and other structures. It provides these wholesale, facilities-based transport services as a fixed point-to-point service, and its customers are typically mobile carriers. SQF's activities as a telecommunications public utility pre-date the formation of the joint venture to provide services to the PTC. SQF will continue to offer and operate its services separately from those of Plenary and AssetCo.

Response provided by Devin Campbell, Vice President of PBI PA Holdco LLC (sole member of PBI PA AssetCo LLC).

7. **Provide an organizational diagram of the Applicant's parent companies, CDPQ and SQF, LLC, showing all affiliates and subsidiaries.**

For organizational diagrams for both CDPQ and SQF, LLC, please see the attached Confidential Exhibit A, submitted under seal.

Response provided by Devin Campbell, Vice President of PBI PA Holdco LLC (sole member of PBI PA AssetCo LLC).

8. **Explain why the Applicant is seeking a CPC to provide Competitive Access Provider (CAP) services within Pennsylvania when its affiliate, Plenary Broadband Infrastructure PA LLC, is currently also seeking to provide CAP services within Pennsylvania, in addition to the parent company SQF, LLC already holding a CPC for CAP authority.**

As noted in the response to Request #6 above, the primary differences between the Applicant and Plenary are 1) the assets that it will own and control and 2) the type of services it will provide.

Plenary will control assets located within the PTC right of way pursuant to the terms of the Agreement between Plenary and the PTC, and as described in the response to Question #5, will require a CPC to provide services using these assets as a public utility pursuant to Pennsylvania law.

Applicant will own, control, and lease different assets, and as described in the response to Question #2, will require a CPC to provide services using these assets as a public utility pursuant to Pennsylvania law.

It is the Applicant's understanding that it is not uncommon for telecommunications public utilities in the Commonwealth to be affiliated with other telecommunications public utilities, including telecommunications utilities that offer the same or similar services, and that this affiliation does not relieve each of the affiliated entities from the obligation to obtain a CPC prior to providing services.<sup>5</sup>

As shown in Exhibit A, SQF, LLC is a minority owner of the joint venture that controls Applicant. SQF's activities as a telecommunications public utility pre-date the formation of the joint venture to provide services to the PTC. SQF will continue to offer and operate these services separately from those of Applicant and Plenary, as they are not part of the joint venture.

Response provided by Devin Campbell, Vice President of PBI PA Holdco LLC (sole member of PBI PA AssetCo LLC).

**9. Provide a description of the types of facilities that the Applicant will utilize in providing CAP services within Pennsylvania.**

The facilities are described in the response to Question #1, above.

Response provided by Devin Campbell, Vice President of PBI PA Holdco LLC (sole member of PBI PA AssetCo LLC).

**10. Is the Company operating as a public utility in any other states? If so, list what states it is operating in as a public utility and the authorities granted in each state.**

PBI PA AssetCo LLC is not operating as a public utility in any other states.

Response provided by Devin Campbell, Vice President of PBI PA Holdco LLC (sole member of PBI PA AssetCo LLC).

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<sup>5</sup> See, e.g. Docket No. A-2009-2144628, Joint Application of Zayo Bandwidth Northeast, LLC, Zayo Bandwidth Northeast Sub. LLC and Zayo Bandwidth, LLC For Approval of a Pro Forma Intra-Corporate Merger (seeking Commission approval of a merger of three affiliated telecommunications public utilities that previously held Certificates).

**VERIFICATION**

Docket Number: A-2023-3038866

I, Devin Campbell, certify that I am the Authorized Signatory of PBI PA Holdco LLC (sole member of PBI PA AssetCo LLC), and that I am authorized to make this Verification on behalf of PBI PA AssetCo LLC.

I, Devin Campbell, hereby state that the facts above set forth 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).

Date: 5/22/2023

  
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Devin Campbell

Vice President – PBI PA Holdco LLC (sole member  
of PBI PA AssetCo LLC)

CERTIFICATE OF SERVICE

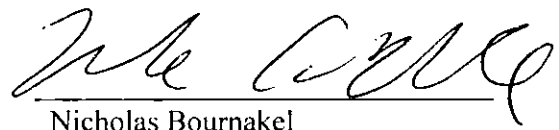
I, Nicholas Bournakel, hereby certify that I have this 22nd day of May, 2023, caused to be sent via electronic filing, a copy of the Applicant's Responses to TUS - Data Request 1 (Public Version) in Docket No. A-2023-3038866 on behalf of PBI PA AssetCo LLC in the manner indicated to the following parties:

**Via Email Only**

Office of Consumer Advocate  
555 Walnut Street  
5th Floor, Forum Place  
Harrisburg, PA 17101-1923  
Email: [consumer@paoca.org](mailto:consumer@paoca.org)

Office of Small Business Advocate  
555 Walnut Street  
1<sup>st</sup> Floor, Forum Place  
Harrisburg, PA 17101  
Email: [tereswagne@pa.gov](mailto:tereswagne@pa.gov)

Office of the Attorney General  
Office of Consumer Protection  
Strawberry Square, 14th Floor  
Harrisburg, PA 17120  
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Nicholas Bournakel

