

LFUCG Division of Central Purchasing
200 East Main Street, Room 338
Lexington, KY 40507

September 19, 2019

RE: Bid #87-2019 Telecommunications Franchise: Letter of Intent to enter into a non-exclusive telecommunications franchise.


SQF, LLC, a Delaware LLC authorized to do business in the Commonwealth of Kentucky, having thoroughly reviewed all documents provided with Bid #87-2019, including Ordinance 69-2016, hereby expresses its intent to enter into a non-exclusive telecommunications franchise with the City of Lexington, KY.

In support of the application SQF, LLC has provided the following:

- An application with the information required in section 4 of Ordinance 69-2016
- Completed Event Invitation
- Completed Supplier Response
- Check for \$500

If you have any questions or require any additional information please do not hesitate to reach out at any time. I look forward to meeting with the City in the near future. Thank you very much for your time and consideration.

Sincerely,


Maureen A. Hopkins

Supplier Information

Company Name: SQF, LLC

Contact Name: Maureen Hopkins, Division Counsel

Address: 16 Middle Street, 4th Floor
Portland, ME 04101

Phone: 207-749-7374

Fax: 207-221-1635

Email: mhopkins@tilsontech.com

Supplier Notes

Online responses are NOT being accepted for this procurement – All submittals must be delivered to the Division of Central Purchasing as indicated in the bid documents. No digital signature is required on this page.

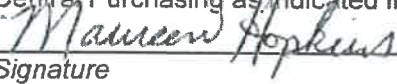
Maureen Hopkins
Print Name

Maureen Hopkins
Signature

SQF, LLC Information

Address: 16 Middle St
4th Floor
Portland, ME 04101
Phone: (207) 591-6427

Online responses are NOT being accepted for this procurement – All submittals must be delivered to the Division of Central Purchasing as indicated in the bid documents. No digital signature is required on this page.



Signature

mhopkins@tilsontech.com

Email

SQF, LLC Application for Non-Exclusive Telecommunications Franchise Agreement

As required by Section 4(d) of Ordinance 69-2016, SQF, LLC has (i) examined the Ordinance and the application documents thoroughly, (ii) familiarized itself with local conditions that may in any manner affect performance under this Ordinance, and (iii) familiarized itself with federal, state and local laws, Ordinances, rules and regulations affecting performance under the franchise.

In support of the application, SQF, LLC provides the following information:

4(f)(1): Name and Address of Applicant

SQF, LLC
ATTN: Maureen Hopkins, Division Counsel
16 Middle Street, 4th Floor
Portland, ME 04101
Phone: 207-749-7374
Fax: 207-221-1635
Email: mhopkins@tilsontech.com

EMERGENCY CONTACT

SQF Network
Phone: 207-358-7467 – this number is staffed 24/7/365
Email: SQFnotifications@tilsontech.com

4(f)(2): Description of Proposed System

SQF, LLC is a telecommunications infrastructure provider. SQF owns and operates infrastructure and support systems for wireless telecommunications and internet services providers. SQF would like to own and operate a Telecommunications System consisting of new and replacement utility poles, light poles and other similar structures in the public right-of-way to support wireless telecommunications and wireless internet facilities owned and operated by others duly authorized to do so.

4(f)(3): Services

SQF proposes to own a Telecommunications System consisting of infrastructure in the public right-of-way for the purposes of supporting wireless telecommunications and wireless internet facilities owned and operated by others duly authorized to do so.

4(f)(4): Application Organization

SQF, LLC is a Delaware Limited Liability Company, authorized to do business in the Commonwealth of Kentucky by the Secretary of State. Please see SQF, LLC's Certificate of Authority as a Foreign Business Entity attached hereto as Exhibit A.

4(f)(5-9): Technical Description

SQF, LLC is applying for a franchise agreement with the City of Lexington in order to offer new and replacement infrastructure to support small wireless facilities and wireless internet facilities. SQF intends to request to enter into the City's decommissioning agreement, so that we can provide replacement street light infrastructure to interested wireless service providers who are not in the practice of owning poles in the right-of-way. At this time SQF does not have exact numbers, or locations, for proposed facilities. We are working closely with a wireless telecommunications service provider that has expressed interest in having SQF own replacement street light fixtures to support their small wireless facilities. SQF will provide all Telecommunications Systems design and technical specifications to the City for review as soon as the design process is completed. SQF will provide a statement from a Kentucky licensed professional engineer that the planned system and operations thereof would meet all the requirements set forth herein.

4(f)(10)

SQF, LLC is a Competitive Telecommunications Carrier in 49 states (where required) and currently owns infrastructure in 13 states supporting small wireless facilities and wireless internet facilities.

4(f)(11)

A copy of SQF, LLC's certificate of authority from the PSC is attached hereto as Exhibit B.

4(f)(12)

A Certificate of Insurance is attached hereto as Exhibit C.

4(f)(13)

A statement signed by Applicant that Applicant agrees to be bound by all provisions of this Ordinance and its franchise and agrees to obtain all applicable permits and authorizations prior to constructing, installing, or operating a system in the right-of-way is attached hereto as Exhibit D.

4(g) Certification

The information provided in SQF, LLC's application is hereby certified as true and correct and SQF acknowledges responsibility to certify to the Government any material changes to the information provided in the completed application during the term of any franchise.

By: Maureen Hopkins

Name: Maureen Hopkins

Title: Division Counsel

Date: 9/19/19

Exhibit A

SQF, LLC's Certificate of Authority as a Foreign Business Entity

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Commonwealth of Kentucky
Alison Lundergan Grimes, Secretary of State

L902
0994214.06
Alison Lundergan Grimes
Secretary of State
Received and Filed
8/17/2017 3:44:48 PM
Fee receipt: \$90.00

Alison Lundergan Grimes
Secretary of State
P. O. Box 718
Frankfort, KY 40602-0718
(502) 564-3490
<http://www.sos.ky.gov>

Certificate of Authority
Foreign Business Entity

FBE

Pursuant to the provisions of KRS Chapter 14A and KRS Chapter 275 the undersigned hereby applies for authority to transact business in Kentucky on behalf of the entity named below and, for that purpose, submits the following statements:

1. The entity is a **profit** limited liability company.
2. The name of the entity is **SQF , LLC**.
3. The name of the entity to be used in Kentucky is **SQF, LLC**.
4. The state or country under whose law the entity is organized is **Maine**.
5. The date of organization is **7/11/2012**.
6. The mailing address of the entity's principal office is **245 Commercial St Ste 203, Portland, ME 04101**.
7. The street address of the entity's registered office in Kentucky is **421 W Main St, Frankfort, KY 40601** and the name of the registered agent in that office is **Corporation Service Company**.
8. The names and business addresses of the entity's representatives:
9. I certify that, as of the date of filing of this application, the above-named entity validly exists under the laws of the jurisdiction of its formation.
10. This application will be effective on filing.

Signature of Authorized Representative:
Nicholas Bournakel

I, **Corporation Service Company**, consent to serve as the Registered Agent on behalf of the business entity.

Signature of Registered Agent or individual signing on behalf of the company serving as Registered Agent:

Judith Reyes

Exhibit B

SQF, LLC's certificate of authority from the PSC

[remainder of this page intentionally left blank]

KY Public Service Commission

Utility Information

General	Address	Comments	Counties	Groups
Utility ID 5057620	Company SQF, LLC			
Utility Type 505	Competitive Local Exchange Carrier			
Utility Status A	Utility Made Active Date 9/13/2017	Utility Inactive Date		
Class D	Report Required N	Total Customers		
Mult Service	Mult Service Type Not a Multi Service Company	Default Address Manager		
Web Address				

Last Changed: brianm.barnett 4/17/201:

Exhibit C

Certificate of Insurance

[remainder of this page intentionally left blank]



CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)
9/19/2019

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must have ADDITIONAL INSURED provisions or be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER Marsh & McLennan Agency LLC 5500 Cherokee Avenue, Suite 300 Alexandria VA 22312	CONTACT NAME: Johanna Moore PHONE (A/C, No, Ext): 800-274-0268 E-MAIL ADDRESS: certificates@marshmma.com	FAX (A/C, No):														
INSURED SQF, LLC 16 Middle Street 4th Floor Portland ME 04101	<table border="1"> <thead> <tr> <th>INSURER(S) AFFORDING COVERAGE</th> <th>NAIC #</th> </tr> </thead> <tbody> <tr> <td>INSURER A : Liberty Mutual Fire Insurance Company</td> <td>23035</td> </tr> <tr> <td>INSURER B : First Liberty Insurance Corporation</td> <td>33588</td> </tr> <tr> <td>INSURER C : Axis Surplus Insurance Company</td> <td>26620</td> </tr> <tr> <td>INSURER D : Endurance American Specialty Ins Co</td> <td>41718</td> </tr> <tr> <td>INSURER E :</td> <td></td> </tr> <tr> <td>INSURER F :</td> <td></td> </tr> </tbody> </table>		INSURER(S) AFFORDING COVERAGE	NAIC #	INSURER A : Liberty Mutual Fire Insurance Company	23035	INSURER B : First Liberty Insurance Corporation	33588	INSURER C : Axis Surplus Insurance Company	26620	INSURER D : Endurance American Specialty Ins Co	41718	INSURER E :		INSURER F :	
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INSURER E :																
INSURER F :																

COVERAGES **CERTIFICATE NUMBER: 2047066954** **REVISION NUMBER:**

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL INSD	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS														
A	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input checked="" type="checkbox"/> PROJECT <input type="checkbox"/> LOC OTHER:	Y	Y	TB5Z51291916028	12/19/2018	12/19/2019	<table border="1"> <tr><td>EACH OCCURRENCE</td><td>\$ 2,000,000</td></tr> <tr><td>DAMAGE TO RENTED PREMISES (Ea occurrence)</td><td>\$ 1,000,000</td></tr> <tr><td>MED EXP (Any one person)</td><td>\$ 10,000</td></tr> <tr><td>PERSONAL & ADV INJURY</td><td>\$ 2,000,000</td></tr> <tr><td>GENERAL AGGREGATE</td><td>\$ 4,000,000</td></tr> <tr><td>PRODUCTS - COMP/OP AGG</td><td>\$ 4,000,000</td></tr> <tr><td></td><td>\$</td></tr> </table>	EACH OCCURRENCE	\$ 2,000,000	DAMAGE TO RENTED PREMISES (Ea occurrence)	\$ 1,000,000	MED EXP (Any one person)	\$ 10,000	PERSONAL & ADV INJURY	\$ 2,000,000	GENERAL AGGREGATE	\$ 4,000,000	PRODUCTS - COMP/OP AGG	\$ 4,000,000		\$
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PROPERTY DAMAGE (Per accident)	\$																				
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D C	<input checked="" type="checkbox"/> UMBRELLA LIAB <input checked="" type="checkbox"/> OCCUR <input checked="" type="checkbox"/> EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE DED RETENTION \$	Y	Y	ELD30001012500 P00100008395101	4/1/2019 1/19/2019	12/19/2019 12/19/2019	<table border="1"> <tr><td>EACH OCCURRENCE</td><td>\$ 3,000,000</td></tr> <tr><td>AGGREGATE</td><td>\$ 3,000,000</td></tr> <tr><td>1st Excess Layer</td><td>\$ 2,000,000</td></tr> </table>	EACH OCCURRENCE	\$ 3,000,000	AGGREGATE	\$ 3,000,000	1st Excess Layer	\$ 2,000,000								
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1st Excess Layer	\$ 2,000,000																				
A	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below		<input checked="" type="checkbox"/> Y <input type="checkbox"/> N <input type="checkbox"/> N/A	WA265D291916039	4/1/2019	4/1/2020	<table border="1"> <tr><td><input checked="" type="checkbox"/> PER STATUTE <input type="checkbox"/> OTHER</td><td></td></tr> <tr><td>E.L. EACH ACCIDENT</td><td>\$ 1,000,000</td></tr> <tr><td>E.L. DISEASE - EA EMPLOYEE</td><td>\$ 1,000,000</td></tr> <tr><td>E.L. DISEASE - POLICY LIMIT</td><td>\$ 1,000,000</td></tr> </table>	<input checked="" type="checkbox"/> PER STATUTE <input type="checkbox"/> OTHER		E.L. EACH ACCIDENT	\$ 1,000,000	E.L. DISEASE - EA EMPLOYEE	\$ 1,000,000	E.L. DISEASE - POLICY LIMIT	\$ 1,000,000						
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E.L. DISEASE - POLICY LIMIT	\$ 1,000,000																				

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)
Per the cancellation clause contained in the policies noted on this certificate, the policy provisions include at least 30 days notice of cancellation except for non-payment of premium.

CERTIFICATE HOLDER **CANCELLATION**

Lexington-Fayette Urban County Government 200 E. Main St. Lexington KY 40507	SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.
	AUTHORIZED REPRESENTATIVE <i>Johanna F Moore</i>

Exhibit D

Certification Required by Section 4(f)(13) of Ordinance 69-2016

SQF, LLC agrees to be bound by all provisions of this Ordinance and its franchise and agrees to obtain all applicable permits and authorizations prior to constructing, installing, or operating a system in the right-of-way.

By: Maureen Hopkins

Name: Maureen Hopkins

Title: Division Counsel

Date: September 19, 2019

TILSON TECHNOLOGY MANAGEMENT

16 MIDDLE ST., 4TH FLOOR
 PORTLAND, ME 04101
 (207) 591-6427 • ap@tilsontech.com

BANGOR SAVINGS BANK 52-7438
 2112

663035

Pay: *****Five hundred dollars and no cents

DATE: September 17, 2019 CHECK NO.: 663035 AMOUNT: \$*****500.00

Lexington-Fayette Urban couty
 200 E Main St Room 338
 Lexington, KY 40507

PAY
 TO THE
 ORDER
 OF



AUTHORIZED SIGNATURE

TILSON TECHNOLOGY MANAGEMENT
 PORTLAND, ME 04101

663035

DATE	INVOICE NO.	DESCRIPTION	INVOICE AMOUNT	DEDUCTION	NET		
9-11-19	2019.09.11	SQF Fanchise Bid -L	500.00	.00	500.00		
CHECK DATE	9-17-19	CHECK NUMBER	663035	TOTALS	500.00	.00	500.00