

# Morgan Lewis

UT-220044

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**CONFIDENTIAL TREATMENT REQUESTED  
PER WAC 480-07-160**

**VIA E-FILING**

January 19, 2022

Amanda Maxwell, Executive Director & Secretary  
Washington Utilities and Transportation Commission  
1300 South Evergreen Park Drive, S.W.  
Olympia, WA 98504

State Of WASH.  
UTIL. AND TRANSP.  
COMMISSION

01/19/22 14:53

Received  
Records Management

**RE: BIF IV Intrepid OpCo LLC Registration and Competitive Classification of  
Telecommunications Companies**

Dear Ms. Maxwell:

On behalf of BIF IV Intrepid OpCo LLC ("Applicant"), attached for filing is the above-referenced Registration. Please note that the financial information of Applicant, attached as **Attachment A**, is confidential. Therefore, confidential and public (redacted) versions of this filing are being submitted. **Attachment A** contains valuable commercial and financial information that is protected by RCW 80.04.095 and WAC 480-07-160. Applicant, therefore, requests that the Commission treat **Attachment A** as confidential and not release it to the public.

Should you have any questions, please do not hesitate to contact the undersigned.

Respectfully submitted,



Russell M. Blau  
Brett P. Ferenchak

*On behalf of BIF IV Intrepid OpCo LLC*

**Morgan, Lewis & Bockius LLP**

1111 Pennsylvania Avenue, NW  
Washington, DC 20004  
United States

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**REDACTED VERSION**  
**REGISTRATION AND**  
**COMPETITIVE CLASSIFICATION**  
**OF TELECOMMUNICATIONS**  
**COMPANIES**

621 Woodland Square Loop SE  
Lacey, WA 98503  
PO Box 47250  
Olympia, WA 98504-7250

Telephone 360-664-1160 / Fax 360-586-1150  
TTY 360-586-8203 or 1-800-416-5289  
Website: [www. utc.wa.gov](http://www.utc.wa.gov)

*The UTC has a policy of providing equal access to its services. To request this document in alternate formats, please call 360-664-1133.*

Registering as a Telecommunications Company in Washington is as easy as 1-2-3:

1. Complete this application form
2. Submit this form via the [Records Center Web portal](#).
3. UTC will issue a registration certificate generally within 30 days

**Include the following:**

- Current Balance Sheet                       Latest Annual Report, if any  
**Applicant was formed on October 28, 2021 and, therefore, does not have historical financial statements. Applicant provides as Attachment A a balance sheet and equity commitment letter, which demonstrate the financial resources available to provide the proposed telecommunications services in Washington.**

**Competitive Classification**

- Applicant is subject to effective competition and requests waiver of regulatory requirements outlined in [480-121-063\(1\)](http://480-121-063(1)).  
Yes

**Telecommunications Company Information**

Company Name: **BIF IV Intrepid OpCo LLC** d/b/a: [REDACTED]  
Company Mailing Address: **c/o Brookfield Infrastructure Partners, 250 Vesey Street, Brookfield Place, 15<sup>th</sup> Floor**  
City/State/Zip: **New York, NY 10281-1023**  
Web Site Address: <https://www.intrepidfiber.com/>

Unified Business Identification Number (UBI): **604 851 902**  
*(If you do not know your UBI number or need to request one contact the Business Licensing Services at 360-664-1400 or 1-800-451-7985)*

Questions regarding this application should be directed to:

Name: **Russell M. Blau & Brett P. Ferenchak**  
Phone Number: **(202) 739-3000** Fax Number: **(202) 739-3001** E-mail:  
[russell.blau@morganlewis.com](mailto:russell.blau@morganlewis.com)  
[brett.ferenchak@morganlewis.com](mailto:brett.ferenchak@morganlewis.com)

Mailing Address: **Morgan, Lewis & Bockius LLP, 1111 Pennsylvania Ave., N.W.**  
City/State/Zip: **Washington, DC 20004**

**Registered Agent** (A Washington Agent is required if the company is located outside Washington State):

Name: **Corporation Service Company**  
Mailing Address: **MC-CSC1, 300 Deschutes Way SW, Suite 208**  
City/State/Zip: **Tumwater, WA 98501**  
Phone Number: **(800) 927-9800**

**Name, address and title of each officer or director (attach additional pages if needed) – Please see Attachment B for biographies of the officers listed below.**

<u>Name</u>	<u>Address</u>	<u>Title</u>
Jack Waters	250 Vesey Street, Brookfield Place, 15 <sup>th</sup> Floor, New York, NY 10281-1023	Chief Executive Officer
Hadley Peer-Marshall	250 Vesey Street, Brookfield Place, 15 <sup>th</sup> Floor, New York, NY 10281-1023	Managing Director
Fred Day	250 Vesey Street, Brookfield Place, 15 <sup>th</sup> Floor, New York, NY 10281-1023	President
Bill Bates	250 Vesey Street, Brookfield Place, 15 <sup>th</sup> Floor, New York, NY 10281-1023	Senior Vice President
Matthew Gross	250 Vesey Street, Brookfield Place, 15 <sup>th</sup> Floor, New York, NY 10281-1023	Vice President
Ralph Klatzkin	250 Vesey Street, Brookfield Place, 15 <sup>th</sup> Floor, New York, NY 10281-1023	Vice President

**Regulatory Contact:**

Name: Jack Waters

Mailing Address: 250 Vesey Street, Brookfield Place, 15<sup>th</sup> Floor, New York, NY 10281-1023

Phone Number: (212) 417-7000

Fax Number: [REDACTED]

E-mail: h2osjack@gmail.com

**Consumer Questions and/or Complaint Contact:**

Name: Jack Waters

Title: CEO

Phone Number: (212) 417-7000

Fax Number: [REDACTED]

E-mail: h2osjack@gmail.com

**Emergency Contact:**

Name: Jack Waters

Title: CEO

Phone Number: (212) 417-7000

Fax Number: [REDACTED]

E-mail: h2osjack@gmail.com

**Telecommunication services provided (check all that apply) :**

- |   |   |
|---|---|
| <input type="checkbox"/> Local Exchange Service (including resale)  | <input checked="" type="checkbox"/> Data Services |
| <input type="checkbox"/> Long Distance Service                      | <input type="checkbox"/> Prepaid Calling Cards    |
| <input type="checkbox"/> Operator Services                          | <input type="checkbox"/> VoIP                     |
| <input type="checkbox"/> <i>Other, please specify in box below:</i> | <input type="checkbox"/> Wireless                 |

Applicant intends to provide point-to-point telecommunications services such as Ethernet and other similar high-bandwidth circuits, for high-speed data transport.

**Attachment A**

**Financial Information**

**REDACTED IN ITS ENTIRETY**

**CONFIDENTIAL PER WAC 480-07-160**

**Attachment B**

**Key Management Biographies**

**Jack Waters**

**Chief Executive Officer**

Jack Waters has over 30 years experience in the telecommunications and Internet industry. He has held numerous positions in both executive business roles as well as engineering and operations roles. He has led construction projects for both terrestrial and subsea fiber networks totaling millions of fiber miles being deployed in North America, Europe, and Asia.

Jack currently serves as the Chairman of the board of Digital 9 Infrastructure PLC, a UK London Stock Exchange listed investment trust focused on digital infrastructure. Since inception in March of 2021, he has led the raising of over \$1B from the public markets. The trust has invested over \$500M in digital infrastructure assets including Aquacomms, a subsea fiber company, and Verne Global, an Icelandic data center company.

Most recently, Jack was president of Zayo Networks and chief operating officer (COO) at Zayo Group. In this role, he oversaw the company's global Network business, including the Fiber Solutions, Transport, Enterprise and strategic networks businesses in addition to network operations and security. During his tenure, Zayo networks revenue and EBITDA growth was 5-8% resulting in the super majority of Zayo's exit Enterprise value of ~\$14B. Prior to this role, he served as Zayo's president of Fiber Solutions and chief technology officer (CTO) and achieved Revenue and EBITDA growth of ~8-10%.

Prior to joining Zayo, Jack was CTO at Level 3 Communications, where he was one of the founding senior executives focused on global network technology, architecture, engineering, process and security. He joined Level 3 in 1997 and held numerous leadership roles spanning global operations and engineering and was responsible for the original Level 3 network buildout. Jack's career also includes management positions at MCI Communications and the Southeastern University Research and Academic Network.

Jack has served on the board of directors for the Colorado Technology Association and the Computing Advisory Board at the University of Colorado. He has also served on the Technology Advisory Council for the Federal Communications Commission. He holds a B.S. in Electrical Engineering from West Virginia University and a Master of Science in Electrical Engineering from Johns Hopkins University. Jack speaks frequently at industry events.

**Fred Day**

**President**

Frederick Day is a Managing Director in Brookfield's Infrastructure Group. In this role, Mr. Day leads the legal activities of the Infrastructure Group in the U.S. and has legal oversight over Brookfield's infrastructure credit investments and capital markets activities.

Prior to joining Brookfield in 2015, Mr. Day was an associate with a leading law firm.

Mr. Day holds a Juris Doctor degree from the SMU Dedman School of Law, a Master of Business Administration degree from IE Business School and a Bachelor of Arts degree from the University of Houston.

**Patrick Hildebrand**  
**Business Development Lead**

Patrick Hildebrand has over 20 years' experience in the telecommunications and Internet industry. He has held numerous positions in business development roles and most recently served as Executive Vice President – Commercial Operations of Unitek Global Services, one of the largest telecom engineering and construction corporations in the United States. While at Unitek, Patrick created and led the Business Development team to sell over \$23 million in telecom construction projects.

Prior to joining Unitek, Patrick was Vice President at Zayo Group. In this role, he led a team with sales responsibility of products such as Waves, Dark Fiber, Private Dedicated Networks, IP, and Collocation. During his tenure, Patrick oversaw the development of new products and new product features within the Fiber Product organization. Prior to joining Zayo, Patrick was Senior Director at Level 3 Communications, where he led the Commercial Services organization for both the Europe and United States markets. He joined Level 3 in 2000 and held various sales management roles spanning geographic and product markets.

Patrick holds a Bachelor's Degree in Business Management from the University of Colorado.

**Hadley Peer Marshall**  
**Managing Director**

Hadley Peer Marshall is a Managing Partner in Brookfield's Infrastructure Group and co-Head of its infrastructure debt business. In this role, Ms. Peer Marshall oversees the origination, execution and asset management of the Firm's infrastructure credit investments in the Americas.

Prior to joining Brookfield in 2015, Ms. Peer Marshall was Co-Head of the project finance and infrastructure group at Goldman Sachs, where she was responsible for originating, structuring, executing and advising on infrastructure and project financings for clients.

Ms. Peer Marshall holds a Master of Business Administration degree and a Bachelor of Science degree from the University of North Carolina at Chapel Hill.

**Bill Bates**  
**Senior Vice President**

Bill Bates is a Telecom executive with over +30 years of experience. Mr. Bates has been with Brookfield for 5 years. He is currently a Senior Vice President in Brookfield's Infrastructure Group focusing on Telecom and Data Infrastructure opportunities.

Prior to Brookfield Mr. Bates was Vice President of International Business Development for SBA Communications (NASDAQ: SBAC). During his 15 tenure at SBA Communications the Company's EV grew from <US\$500M to over US\$27B. Prior to SBA, Mr. Bates held several

positions with a private Canadian Telecom developer and managed numerous Telecom related projects mainly in Africa, the Middle East and Latin America.

**Ralph Klatzkin**  
**Vice President**

Ralph has been employed at Brookfield for 8 years starting in May 2013 until present. He currently holds the title of Senior Vice President and is the head of the tax divisions for infrastructure, MLP, & private equity funds. Prior to Brookfield Ralph was a tax manager specializing in private equity, hedge, and credit funds at LS Power.

**Matthew Gross**  
**Vice President**

Matthew has been employed by Brookfield for 9 years starting in December 2012 until present where he currently holds the title of Vice President of portfolio management. Matthew additionally was part of the audit committee for Brookfield from January 2013 to November 2013. Prior to this he was a senior manager in the assurance division at Price Waterhouse Coopers for 9 years.

**Roberto Marcogliese**  
**Manager**

Roberto Marcogliese is a Managing Director in Brookfield's Infrastructure Group. In this role, he is responsible for business development and transaction execution in North America, with a focus on the data sector.

Mr. Marcogliese has held a number of roles within Brookfield, and most recently was the Operating Partner in Europe for Brookfield's Infrastructure Group. Prior to joining Brookfield in 2010, Mr. Marcogliese worked at CIBC Capital Partners, a Toronto-based merchant banking group.

Mr. Marcogliese holds a Bachelor of Commerce degree from McGill University.

**Vishal Padiyar**  
**Manager**

Vishal Padiyar is a Senior Vice President in Brookfield Infrastructure Group, focused on diligence and asset management for Brookfield's data infrastructure assets. Vishal has over 15 years of experience in telecom infrastructure with prior experience in fixed line and wireless networks across North America. Having started his career at Sprint (Sprint-Nextel), Vishal led the deployment of 3G and 4G networks across the US northeast region, including Sprint's highest revenue generating markets in New York Metro, Washington DC, Boston and Philadelphia. Vishal was a key member of the startup team at Public Mobile, a facilities based wireless startup operator in Canada with operations across Ontario and Quebec, building a network of ~3000 sites covering 20 million pops. Post the sale of Public Mobile to TELUS, Vishal was an executive at BAI Canada, a fiber and distributed antenna system (DAS) operator in the Toronto subway system – building a 144 km fiber network underground (125K strand kms) bringing wired and wireless connectivity to the subway station and tunnel network, with a mandate to provide both consumer connectivity (wireless) and bespoke enterprise and mission



critical connectivity solutions (for e.g. connectivity to fare payment systems, and backup connectivity to automatic train signaling systems). Vishal has been a member of Brookfield's infrastructure team since 2018 – key transactions he has been involved in include a data center carveout in the US, a 150K+ tower carveout in India, and fiber networks in Europe and the APAC region.

Vishal has a Bachelor's of Science in Electrical Engineering (Highest Honors) from Rutgers University, NJ, a Masters in Engineering (Telecoms) from Texas A & M University in College Station, TX and a Masters in Business Administration (MBA) from the Richard Ivey School of Business at the University of Western Ontario in London, Ontario, Canada.

**Fernando Martinez-Caro  
Manager**

Fernando Martinez-Caro joined Brookfield in 2014 and is currently an Operating Partner in Brookfield Infrastructure Group, focused on portfolio management for its overall transportation and South American business. Previously, Mr Martinez-Caro oversaw operations in Brazil as the CEO of Quantum, an energy transmission platform fully owned by Brookfield Brazil. Fernando is a Senior business executive with three decades of international leadership experience spanning the engineering, construction, mining and investment sectors in Spain, United Kingdom, United States, Canada and Brazil. His career spans the full life cycle of large infrastructure and mining assets from inception, project delivery to operational excellence. Mr Martinez-Caro sits in several Boards representing Brookfield and oversees some of the largest capex programs in the portfolio

Mr Martinez-Caro has a Bachelor's degree (Magna cum laude) and Master in Engineering (Civil) from the Universidad Politecnica de Madrid. He also holds an Executive MBA degree from IESE Business School (Madrid, Spain).

STATE OF NEW YORK  
COUNTY OF NEW YORK

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§  
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VERIFICATION

I, Hadley Peer Marshall, state that I am Managing Director of BIF IV Intrepid OpCo LLC (the “Company”); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information and belief.

*Hadley Peer Marshall*

Hadley Peer Marshall  
Managing Director  
BIF IV Intrepid OpCo LLC

Sworn and subscribed before me this 14th day of January, 2022.

*Sonja Sykes-Minor*

Notary Public

SONJA SYKES-MINOR  
Notary Public – State of Maryland  
Prince George’s County  
My Commission Expires Feb 2, 2025

My commission expires February 2, 2025

This notarial act involved a remotely located individual and was performed using communication technology.

