



151 Southhall Lane, Ste. 450  
Maitland, FL 32751  
www.inteserra.com

October 10, 2023  
Via E-File

Ms. Lynn Retz, Executive Director  
Kansas Corporation Commission  
1500 SW. Arrowhead Road  
Topeka, KS 66604-4027

**RE: EarthGrid PBC**  
**Application for Certificate of Convenience and Authority to Provide Local Exchange and Exchange Access Services within the State of Kansas**

Dear Ms. Retz:

Please accept the Application for Certificate of Convenience and Authority to Provide Local Exchange and Exchange Access Services within the State of Kansas submitted on behalf of Velocity Fiber LLC.

The Applicant is requesting confidential treatment for the Financial Statements included as **Exhibit IV**. The Company is a privately held organization and regards its financial information as highly confidential and proprietary and not for public disclosure. Please only share this confidential material with the Staff members directly involved with the processing of this Application.

Any questions you may have regarding this filing should be directed to my attention at 470-672-3013 or via email to [swarren@inteserra.com](mailto:swarren@inteserra.com). Thank you for your assistance in this matter.

Sincerely,

/s/Sharon R. Warren

Sharon R. Warren  
Consultant

tms: KSI2302

Enclosures  
SW/kb



4. **Address (if the mailing address is a P. O. Box number, also provide the actual street address) and telephone number(s) for the principal office of the company and its local office (if any), including 800 customer service number:**

Physical Address: 1 West Barrett Avenue, Richmond, CA 94801

Mailing Address: 2625 Alcatraz Avenue, Suite 111, Berkeley, CA 94705

Telephone: 833-327-8441

5. **If individually owned, name of individual doing business under above name:**

Not Applicable.

6. **Requested serving territory (statewide for toll service; local service may be limited to specific exchange areas due to rural exemption guidelines; and operator services may be limited to specific institutions):**

The applicant is requesting to provide service within the territories served by AT&T Kansas and CenturyLink.

7. **Name, title, address telephone number and email address of person preparing this application.**

Sharon Warren, Consultant  
Inteserra, Inc.  
151 Southhall Lane, Suite 450  
Maitland, FL 32751  
Telephone: 470-672-3013  
Facsimile: 407-740-0613  
Email: [swarren@inteserra.com](mailto:swarren@inteserra.com)

8. **Name, title, address, telephone number and email address (if available) of Commission/Industry Relations contact (if different from 5 above):**

Scott Lane, COO  
EarthGrid PBC  
2625 Alcatraz Avenue, Suite 111  
Berkeley, CA 94705  
Telephone: 833-327-8441  
Toll Free: 1-833-327-8441  
Email: [scott@earthgrid.io](mailto:scott@earthgrid.io)

**9. Organizational Information**

In the table below, give name and address of each officer (when an individual holds more than one office, list name for each office held):

**OFFICERS**

Troy Helming	Founder/CEO	2625 Alcatraz Ave, Ste 111, Berkeley, CA 94705
Scott Lane	COO	2625 Alcatraz Ave, Ste 111, Berkeley, CA 94705
Shawn McLaughlin	SVP of Electrical Engineering & Telecommunications	2625 Alcatraz Ave, Ste 111, Berkeley, CA 94705
Jeff Irvine	SVP Projects & Constructions	2625 Alcatraz Ave, Ste 111, Berkeley, CA 94705
Edward Cornejo	VP Engineering	2625 Alcatraz Ave, Ste 111, Berkeley, CA 94705

**LIST OF DIRECTORS**

Chris Gerlach	Director	2625 Alcatraz Ave, Ste 111, Berkeley, CA 94705
Rachelle Chong, J.D.	Director	2625 Alcatraz Ave, Ste 111, Berkeley, CA 94705
Rachel Payne	Director	2625 Alcatraz Ave, Ste 111, Berkeley, CA 94705
Joan Plastiras	Director	2625 Alcatraz Ave, Ste 111, Berkeley, CA 94705

**10. Description of Applicant's operations (provide as Exhibits):**

- A. Applicant's short run and long run growth plans for providing intrastate telecommunication service in Kansas (i.e. What services will be provided and how quickly? Will service be offered statewide to residential, business or residential and business? Are specific local exchanges, localities or the service area(s) of specific companies included in these plans? If local service, how many exchanges will be served and which of those will be served first? What are the general characteristics of those exchanges?).**

Please see **Exhibit I**

- B. Estimated number of company service personnel assigned to telephone service who will be located in Kansas during the time periods mentioned above?**

EarthGrid PBC does not anticipate having any service personnel located in Kansas.

- C. What telecommunications equipment will be deployed in the state and where will it be deployed over the period of time mentioned above?**

EarthGrid PBC has not yet developed specific plans regarding the deployment of telecommunications equipment in Kansas.

- D. Has any state or federal entity denied certification to your company or taken any enforcement action against your company's service operations (such as a fine or a Cease and Desist action)? If so, please explain.**

No regulatory agency has denied certification or taken any enforcement action against EarthGrid PBC.

- E. Provide a list of enforcement proceedings or criminal charges involving applicant or its principals in connection with the provision of telecommunications services within the last five (5) years anywhere in the United States including, but not limited to:**

**injunctions  
cease and desist orders  
civil lawsuits  
consent decrees  
assurances of voluntary compliance  
civil investigative demands (CID's)  
subpoenas**

**Identify the office or administrative agency that instituted each action, the date it was instituted, and the outcome thereof. Provide a copy of the final order or judgment. (This does not include actions for the collection of debts or domestic matters.) If no actions apply please indicate none.**

Not applicable.

**11. Applicant's Managerial Qualifications (provide as Exhibits):**

- A. Description of applicant's actual experience in the telecommunications business, specifically that represented in this application.**

Applicant has the technical and managerial qualifications necessary to provide the proposed services. **Exhibit II** contains biographies for the Applicant's key management and technical personnel, reflecting that the Applicant possesses the necessary experience and expertise for operating as a telecommunications provider, consistent with KCC requirements.

- B. Managerial qualification of your company's key personnel (copies of resumes are appropriate).**

Please see **Exhibit II**.

**12. Is your company currently providing telecommunications service in any other state? If so, in an Exhibit, please name the state(s), provide a description of your company's operations therein and list the approximate number of customers in each state.**

See **Exhibit III**.

**13. Financial Information:**

**A. Stock**

Not Applicable.

**B. List information concerning the stockholders holding the highest number of shares of stock. If no one stockholder holds more than 5% of the total shares outstanding, so indicate by placing an "X" in this blank \_\_\_\_ and omit the information called for in the schedule below.**

<u>Stockholders</u>	<u>Percentage</u>
Troy Helming	20%
Scott Lane	20%
Green Reach Inc.	40%
Helming Family Trust	13%

**C. Sole proprietorships and/or partnerships or any other business organization including, but not limited to limited liability companies, limited partnerships, and LLPs must add an Exhibit to show the organizational structure and share interests in assets, liabilities and profits.**

Not Applicable; EarthGrid PBC has no affiliated entities.

**14. Applicant's Financial Qualifications (provide as Exhibits):**

- A. Comparative Income Statements for the immediately preceding three (3) year period (audited positive statements preferred).**
- B. Balance Sheets for the immediately preceding three (3) year period (audited positive statements preferred).**
- C. A forward-looking management narrative discussing any significant activity that may impact either the Income Statement or Balance Sheet provided.**

See **Exhibit IV** for the financial information of EarthGrid PBC.

**15. As an attachment, please provide state of incorporation and proof of incorporation in that state.**

Articles of Incorporation are provided in **Exhibit V**.

**16. As an attachment, please provide proof of registration with the Kansas Secretary of State (must maintain registry and remain in good standing).**

Authorization by the Kansas Secretary of State is provided in **Exhibit VI**.

**17. Name and telephone number of the contact person for customer service.**

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

**18. Competitive Local Exchange (CLEC) applicants need to provide an interconnection or resale agreement with the incumbent local exchange carrier(s) for the service territory designated above, if consummated. Please indicate the docket number(s) and Commission approval date(s) for each. (Local operations may not begin until such agreements have been approved by the KCC.)**

EarthGrid PBC will request negotiation of an interconnection agreement with AT&T Kansas and/or CenturyLink upon approval of this Application and will not begin operations until the agreement is approved.

**19. CLEC Applicants must provide a copy of the Company's proposed Intrastate Access tariff. (Operations may not begin until a tariff has been filed with and approved by the KCC.)**

The Company does not intend to provide switched access services.

**20. Complete, sign and attach the KCC Telecommunications Carrier Code of Conduct form as part of this application.**

A signed copy of the KCC Telecommunications Carrier Code of Conduct form is attached as **Exhibit VII**.

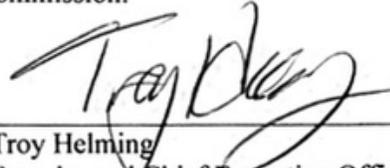
**Notice: Kansas Supreme Court Rule 116 requires attorneys who are not admitted to practice in Kansas to associate with an attorney "who is a resident of Kansas, regularly engaged in the practice of law in Kansas, and who is in good standing under all of the applicable rules of the Supreme Court of Kansas." The Kansas attorney must "sign all pleadings, documents, and briefs, and shall be present throughout all court or administrative appearances." Attorneys licensed in Kansas, but not residents of Kansas may appear without local counsel. Any party may appear personally on his or her own behalf.**

OATH

State of: California

County of: Alameda

Troy Helming, being duly sworn, deposes and says that he is the Founder and Chief Executive Officer of EarthGrid PBC, and that the facts set forth in the foregoing application have been prepared under his direction, from the original books, papers and records of said company, that he examined same, and declares same to be true and correct to the best of his knowledge and belief. Further, that applicant has full knowledge of the Kansas Corporation Commission's jurisdiction affecting local service providers and will comply with the applicable requirements of this Commission.



Troy Helming  
Founder and Chief Executive Officer  
EarthGrid PBC

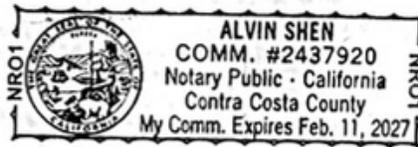
Date: Oct. 9, 2023

Subscribed and sworn to before me this 9<sup>th</sup> day of October 2023.



Notary Public

My commission expires: 2-11-27



**EarthGrid PBC**

**Exhibit I**

Description of Applicant's Operations

**Applicant's short run and long run growth plans for providing intrastate telecommunication service in Kansas (i.e. What services will be provided and how quickly? Will service be offered statewide to residential, business or residential and business? Are specific local exchanges, localities or the service area(s) of specific companies included in these plans? If local service, how many exchanges will be served and which of those will be served first? What are the general characteristics of those exchanges?).**

EarthGrid PBC seeks authority to provide non-switched point-to-point local and interexchange telecommunications services throughout the State of Kansas. These services will be offered to Wireless Service Providers (WSPs), other telecommunications carriers and communications providers, municipalities, tribal communities, and commercial customers. The Company seeks authority to provide service via its own fiber facilities and/or through resale arrangements. EarthGrid PBC does not initially plan to offer service to residential or to small business customers other than WSPs, data centers, other utilities and/or internet service providers (ISPs), and telecommunications carriers. It initially plans to offer service in the areas where AT&T Kansas and CenturyLink operate as the incumbent local exchange carriers. It may extend services into other areas as it builds out its network in Kansas and finds additional opportunities. The Company does not propose to offer local exchange access services.

**EarthGrid PBC**

**Exhibit II**

Management Resumes/Bios

## **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. 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. 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.

### **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).

### **Shawn McLaughlin – Senior VP of Electrical Engineering and Telecommunications**

As Senior Vice President of Electrical Engineering and Telecommunications at Earthgrid, Shawn McLaughlin is responsible for managing Earthgrid’s Electrical Engineering and Telecommunications efforts with the company.

Prior to Earthgrid he held positions at McLaughlin Consulting and Engineering LLC, where he specialized in renewable energy, energy storage, telecom, utility and mission critical power industry project consulting.

Shawn has over 25 years of experience in Telecommunications and Renewable Energy industries. Shawn gained key telecom experience through network engineering positions at Verizon Wireless and at Southwestern Bell Telephone (AT&T).

Shawn earned a Bachelor of Science degree in Electrical Engineering from the University of Texas at Arlington and a Masters of Business Administration at Texas Tech University’s Rawls School of Business.

### **Jeff Irvine - Senior VP Projects**

Jeff Irvine has more than 25 years of experience working in project management and daily operations for the renewable energy, utility and telecommunications industries.

He has worked extensively in the United States and internationally, overseeing the engineering and construction of utility companies, substations, solar farms, wind farms, transmission lines and telecommunication sites. His years of international work include successful large-scale projects in Bogota, Colombia, and Indonesia, which earned him a reputation for effective project management in scenarios that ranged from straightforward to extreme and hazardous. He specializes in keeping projects on time and on budget, and in turning around under-performing projects.

As project manager and operations manager, he has successfully overseen large-scale projects totaling in excess of \$450 million. These include projects for EDF Renewable Energy (formerly enXco), JES Engineering, Alcoa, Koll Telecommunications, Bechtel, AT&T, Motorola, Sprint, Verizon and the United States Coast Guard. Additionally, Jeff has strong experience in business startups, new market development, new project deployment, operations organization, property acquisition, land use approvals and construction management.

### **Edward Cornejo – Vice President, Engineering**

Mr. Cornejo will serve as Vice President Engineering 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.

### **Rachelle Chong - Attorney FCC / PUC / Regulatory Compliance**

Rachelle Chong is a nationally recognized California regulatory lawyer, strategist and registered lobbyist who assists innovative clients before the California Public Utilities Commission and the Federal Communications Commission. Rachelle is proud to be the first Asian American Commissioner of both the FCC and the CPUC, appointed by President Clinton and Governor Schwarzenegger, respectively. In addition to her eight years of federal and state public service, she has served as a law partner at two international law firms (Graham & James and Coudert Brothers), General Counsel for two start-ups (Broadband Office and Sidecar - a Uber/Lyft competitor), Vice President of Government Affairs for Comcast California, and senior policy counsel for the California Technology Agency (the California State CIO's office). She founded her solo law and lobbying practice in 2013 in San Francisco and represents a broad variety of clients in telecom, energy, and transportation. She is also a member of R36 Solutions, a six-person national consultancy focused on federal grant opportunities and strategic business strategies in communications, energy and transportation sectors.

Rachelle is a deep regulatory expert on telecommunications, broadband, spectrum, cable, broadcast, transportation network companies, electric vehicles, smart grid, microgrid, vessel common carriage, and autonomous vehicle regulation. She regularly speaks at national conferences to inspire companies and communities to bridge the Digital Divide, to adopt advanced technologies for grid modernization and

disaster recovery, and to explain the intersection of communications and energy transformation during an era of climate change escalation.

Rachelle is a seasoned corporate board and advisory board member. She recently concluded a two year stint as Chairwoman of the SHLB Coalition (a Washington, D.C. policy non-profit organization representing schools, libraries and rural health care). She currently is an Advisory Council member of Anterix (ATEX) and the Electric Power Research Institute (EPRI), and completed a stint for Prologis. Past corporate boards on which she has served include Anterix (ATEX), Corsair, Lightbridge (LTBR) and Authorize.net (ANET and now CYBS). In addition, she has served on a number of nonprofit boards including the California Foundation for the Environment and the Economy (CFEE), the California Asian Chamber of Commerce, Big Brothers Big Sisters of the Bay Area, the California Emerging Technology Fund, and the California Telehealth Network. In her corporate board work, she has served on Governance, Compensation and Audit Committees.

Rachelle holds a law degree (J.D. 1984) from UC College of the Law, San Francisco, and dual B.S. degrees 1981 from UC Berkeley (Political Science/Journalism). Born and raised in the Central Valley of California, she resides in San Francisco and Healdsburg, California.

### **Chris Gerlach - CFO**

Mr. Gerlach has 20+ years of global finance experience including CFO/Executive Adviser role at EAD and senior positions at ContourGlobal, SolarReserve and HSBC. Most recently Chris has been securing financings for large domestic and international infrastructure projects.

Mr. Gerlach has experience in a variety of industry sectors, including renewable energy, oil & gas, conventional power, transportation infrastructure, and telecommunications. In addition, he has international business expertise spanning more than 20 countries on all inhabited continents. Mr. Gerlach speaks English, German, Portuguese, and Spanish.

Chris is a relationship builder with a strong track record of initiating, nurturing and negotiating profitable new ventures, with governments, lenders, corporate clients and investors. A leader and/or core team member in multiple landmark transactions with an aggregate value in excess of \$10 billion and with six transactions receiving Project Finance Magazine and/or Project Finance International Deal of the Year Awards.

Mr. Gerlach holds a MSc from the Bayes Business School in London and earned a BSc undergraduate degree from University of London.

**EarthGrid PBC**

**Exhibit III**

Operating States

**EarthGrid PBC is currently certified in the following states:**

EarthGrid does not currently provide telecommunications services. The Company is developing a long-range fiber route which requires engineering, permitting and easements. This process will begin upon approvals and will spread out over several years. Initially, the Company will purchase facilities for resale, but long-term plans would include significant investment in infrastructure. The first step is to obtain the authorities that will enable the company to execute on these plans and it will take more than 12 months to begin installation of physical plants.

EarthGrid PBC is currently authorized to provide telecommunications service in the following states: Alabama, Arizona, California, Colorado, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, Ohio, Oregon, Pennsylvania, South Carolina, Texas, Utah, Vermont, Virginia, Washington, Wisconsin, and Wyoming. Applications are pending in Oklahoma, Tennessee, and Rhode Island.

**EarthGrid PBC**

**Exhibit IV**

Financial Statements

PUBLIC REDACTED

**Earth Grid PBC**  
**Balance Sheet**  
 As of March 31, 2023

	<u>Total</u>
<b>ASSETS</b>	
Current Assets	
Bank Accounts	
Checking (4732)	████████
EarthGrid Operating (1974)	████████
EarthGrid Project Development (2635)	████████
Money market (5982)	████████
Total Bank Accounts	\$ ██████████
Other Current Assets	
Deposits	████████
EarthStudios Receivable	████████
Green Reach Receivable	████████
Loan to Brian Lane	████████
Prepaid Expenses	████████
Pristine Sun Receivable	████████
Sustainable Solar Receivable	████████
Traverse Rent Credits	████████
Urban Services Receivable	████████
Total Other Current Assets	\$ ██████████
Total Current Assets	\$ ██████████
Fixed Assets	
Accumulated Depreciation	████████
Computers	████████
Equipment	████████
Furniture	████████
Leasehold Improvements	████████
Total Fixed Assets	\$ ██████████
<b>TOTAL ASSETS</b>	<b>\$ ██████████</b>
<b>LIABILITIES AND EQUITY</b>	
Liabilities	
Current Liabilities	
Credit Cards	
Chase Credit Card (3534)	████████
Ramp Card	████████
Total Credit Cards	\$ ██████████
Other Current Liabilities	
Employee Benefit Liability	████████
Pristine Sun Payable	████████
PSWIF1 LLC Payable	████████
Sustainable Solar Payable	████████
Total Other Current Liabilities	\$ ██████████

PUBLIC DISCLOSURE DOCUMENT

Total Current Liabilities	\$	██████████
Long-Term Liabilities		
SAFE Liability		██████████
Total Long-Term Liabilities	\$	██████████
Total Liabilities	\$	██████████
Equity		
Additional Paid In Capital		██████████
Erik William Thurnher MD Investments		██████████
Owner's Investment		██████████
Pre-seed Investments		██████████
Seed Investments		██████████
Total Owner's Investment	\$	██████████
Owner's Pay & Personal Expenses		
Scott Lane Draws		██████████
Troy Helming Owner's Draws		██████████
Total Owner's Pay & Personal Expenses	-\$	██████████
Retained Earnings		██████████
Net Income		██████████
Total Equity	-\$	██████████
TOTAL LIABILITIES AND EQUITY	\$	██████████

Monday, Jul 10, 2023 02:53:33 PM GMT-7 - Cash Basis

**Earth Grid PBC**  
**Profit and Loss**  
 January - March, 2023

	<u>Total</u>
<b>Income</b>	
Sales of Product Income	██████████
<b>Total Income</b>	<b>\$ ██████████</b>
<b>Cost of Goods Sold</b>	
Shipping	██████████
<b>Total Cost of Goods Sold</b>	<b>\$ ██████████</b>
<b>Gross Profit</b>	<b>\$ ██████████</b>
<b>Expenses</b>	
Advertising & Marketing	██████████
Investor Relations	██████████
<b>Total Advertising &amp; Marketing</b>	<b>\$ ██████████</b>
Bank Charges & Fees	██████████
Car & Truck	██████████
Fuel/Charge	██████████
Insurance	██████████
Parking	██████████
Registration	██████████
Repairs & Maintenance	██████████
<b>Total Car &amp; Truck</b>	<b>\$ ██████████</b>
Contractors	██████████
Dues & Subscriptions	██████████
Equipment Rental	██████████
Insurance	██████████
Interest Paid	██████████
Legal & Professional Services	██████████
Meals & Entertainment	██████████
Office Supplies & Software	██████████
Payment Processing Fee	██████████
<b>Payroll Expenses</b>	
Employee Benefits	██████████
Payroll Fees	██████████
Payroll Taxes	██████████
Wages & Salaries	██████████
Workers Compensation	██████████
<b>Total Payroll Expenses</b>	<b>\$ ██████████</b>
Rent & Lease	██████████
Research & Development Costs	██████████
State Taxes	██████████
Taxes & Licenses	██████████
Trainings & Conferences	██████████
Travel	██████████

PUBLIC DISCLOSURE DOCUMENT

Lodging		████████
Other		████████
Transportation		████████
Travel Meals		████████
Total Travel	\$	████████
Unapplied Cash Bill Payment Expense		████████
Utilities		████████
Total Expenses	\$	████████
Net Operating Income	-\$	████████
Other Income		
Credit Card Rewards		████████
Interest Earned		████████
Total Other Income	\$	████████
Other Expenses		
Penalties		████████
Total Other Expenses	\$	████████
Net Other Income	\$	████████
Net Income	-\$	████████

Tuesday, Jul 11, 2023 12:42:51 PM GMT-7 - Cash Basis

**Earth Grid PBC**  
**Profit and Loss**  
 April - June, 2023

	<u>Total</u>
<b>Income</b>	
Business Income	██████████
<b>Total Income</b>	<b>\$ ██████████</b>
<b>Cost of Goods Sold</b>	
Shipping	██████████
<b>Total Cost of Goods Sold</b>	<b>\$ ██████████</b>
<b>Gross Profit</b>	<b>-\$ ██████████</b>
<b>Expenses</b>	
<b>Advertising &amp; Marketing</b>	
Customer Demo Events	██████████
Investor Relations	██████████
Other	██████████
<b>Total Advertising &amp; Marketing</b>	<b>\$ ██████████</b>
Bank Charges & Fees	██████████
<b>Car &amp; Truck</b>	
Fuel/Charge	██████████
Insurance	██████████
Parking	██████████
Repairs & Maintenance	██████████
<b>Total Car &amp; Truck</b>	<b>\$ ██████████</b>
Contractors	██████████
Dues & Subscriptions	██████████
Equipment Rental	██████████
Gifts	██████████
Insurance	██████████
Interest Paid	██████████
Legal & Professional Services	██████████
Meals & Entertainment	██████████
Office Supplies & Software	██████████
Payment Processing Fee	██████████
<b>Payroll Expenses</b>	
Employee Benefits	██████████
Payroll Fees	██████████
Payroll Taxes	██████████
Wages & Salaries	██████████
Workers Compensation	██████████
<b>Total Payroll Expenses</b>	<b>\$ ██████████</b>
Rent & Lease	██████████
Research & Development Costs	██████████
Staff Events	██████████
State Taxes	██████████

PUBLIC DISCLOSURE DOCUMENT

Taxes & Licenses		████
Trainings & Conferences		████
Travel		
Lodging		████
Other		████
Transportation		████
Travel Meals		████
Total Travel	\$	████
Unapplied Cash Bill Payment Expense		████
Utilities		████
Total Expenses	\$	████
Net Operating Income	-\$	████
Other Income		
Interest Earned		████
Total Other Income	\$	████
Other Expenses		
Penalties		████
Total Other Expenses	\$	████
Net Other Income	\$	████
Net Income	-\$	████

Monday, Jul 10, 2023 02:52:37 PM GMT-7 - Cash Basis

**Earth Grid PBC**  
**Balance Sheet**  
As of December 31, 2022

	Total
<b>ASSETS</b>	
<b>Current Assets</b>	
<b>Bank Accounts</b>	
Checking (4732)	████████
EarthGrid Operating (1974)	████████
EarthGrid Project Development (2635)	████████
Money market (5982)	████████
<b>Total Bank Accounts</b>	\$ ██████████
<b>Other Current Assets</b>	
Deposits	████████
EarthStudios Receivable	████████
Green Reach Receivable	████████
Other Receivables	████████
Prepaid Expenses	████████
Pristine Sun Receivable	████████
PSWIF1 LLC Receivable	████████
Sustainable Solar Receivable	████████
Traverse Rent Credits	████████
Urban Services Receivable	████████
<b>Total Other Current Assets</b>	\$ ██████████
<b>Total Current Assets</b>	\$ ██████████
<b>Fixed Assets</b>	
Accumulated Depreciation	████████
Computers	████████
Equipment	████████
Furniture	████████
Leasehold Improvements	████████
<b>Total Fixed Assets</b>	\$ ██████████
<b>TOTAL ASSETS</b>	\$ ██████████
<b>LIABILITIES AND EQUITY</b>	
<b>Liabilities</b>	
<b>Current Liabilities</b>	
<b>Accounts Payable</b>	
Accounts Payable (A/P)	████████
<b>Total Accounts Payable</b>	-\$ ██████████
<b>Credit Cards</b>	
Chase Credit Card (3534)	████████
Ramp Card	████████
<b>Total Credit Cards</b>	\$ ██████████
<b>Other Current Liabilities</b>	
Employee Benefit Liability	████████

PUBLIC DISCLOSURE DOCUMENT

Green Reach Payable		██████████
Pristine Sun Payable		██████████
PSWIF1 LLC Payable		██████████
Sustainable Solar Payable		██████████
Total Other Current Liabilities	\$	██████████
Total Current Liabilities	-\$	██████████
Long-Term Liabilities		
SAFE Liability		██████████
Total Long-Term Liabilities	\$	██████████
Total Liabilities	\$	██████████
Equity		
Additional Paid In Capital		██████████
Erik William Thurnher MD Investments		██████████
Owner's Investment		██████████
Pre-seed Investments		██████████
Seed Investments		██████████
Total Owner's Investment	\$	██████████
Owner's Pay & Personal Expenses		
Troy Helming Owner's Draws		██████████
Total Owner's Pay & Personal Expenses	-\$	██████████
Retained Earnings		██████████
Net Income		██████████
Total Equity	-\$	██████████
TOTAL LIABILITIES AND EQUITY	\$	██████████

Monday, Jul 10, 2023 02:50:20 PM GMT-7 - Cash Basis

**Earth Grid PBC**  
**Profit and Loss**  
 January - December 2022

	<u>Total</u>
<b>Income</b>	
Business Income	██████████
<b>Total Income</b>	\$ ██████████
<b>Gross Profit</b>	\$ ██████████
<b>Expenses</b>	
Advertising & Marketing	██████████
Bank Charges & Fees	██████████
Car & Truck	
Fuel/Charge	██████████
Insurance	██████████
Parking	██████████
Registration	██████████
Repairs & Maintenance	██████████
<b>Total Car &amp; Truck</b>	\$ ██████████
Depreciation	██████████
Dues & Subscriptions	██████████
Insurance	██████████
Interest Paid	██████████
Legal & Professional Services	██████████
Meals & Entertainment	██████████
Office Supplies & Software	██████████
Payment Processing Fee	██████████
<b>Payroll Expenses</b>	
Employee Benefits	██████████
Payroll Fees	██████████
Payroll Taxes	██████████
Stock Compensation	██████████
Wages & Salaries	██████████
Workers Compensation	██████████
<b>Total Payroll Expenses</b>	\$ ██████████
Rent & Lease	██████████
Repairs & Maintenance	██████████
Research & Development Costs	██████████
Small tools and equipment	██████████
State Taxes	██████████
Taxes & Licenses	██████████
Trainings & Conferences	██████████
<b>Travel</b>	
Lodging	██████████
Other	██████████
Transportation	██████████

PUBLIC DISCLOSURE DOCUMENT

Travel Meals		████████
Total Travel	\$	████████
Utilities		████████
Total Expenses	\$	████████
Net Operating Income	-\$	████████
Other Income		
Interest Earned		████████
Total Other Income	\$	████████
Other Expenses		
Penalties		████████
Total Other Expenses	\$	████████
Net Other Income	\$	████████
Net Income	-\$	████████

Monday, Jul 10, 2023 02:51:07 PM GMT-7 - Cash Basis

## Earth Grid PBC

## Balance Sheet

As of December 31, 2021

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

## Earth Grid PBC

## Balance Sheet

As of December 31, 2021

	TOTAL
<b>LIABILITIES AND EQUITY</b>	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable (A/P)	
<b>Total Accounts Payable</b>	
<b>Total Current Liabilities</b>	
<b>Total Liabilities</b>	
Equity	
Erik William Thurnher MD Investments	
Owner's Investment	
Green Reach	
Other Owner Investment	
Pristine Sun	
Sustainable Solar	
Traverse Fitness	
Urban Services	
<b>Total Owner's Investment</b>	
Owner's Pay & Personal Expenses	
Earthstudios	
Green Reach	
Owner's Equity	
Pristine Sun	
Sustainable Solar	
<b>Total Owner's Pay &amp; Personal Expenses</b>	
Retained Earnings	
Net Income	
<b>Total Equity</b>	
<b>TOTAL LIABILITIES AND EQUITY</b>	

# Earth Grid PBC

## Profit and Loss

January - December 2021

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

**EarthGrid PBC**

**Exhibit V**

Articles of Incorporation

**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

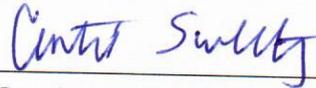
**RESOLVED**, that the number of initial directors forming this corporation shall be One (1); and

**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

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.

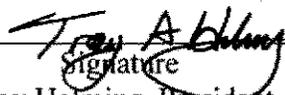
THIRD: The purpose of the corporation is to develop and build a subterranean clean energy superhighway system to connect low cost, fixed price wind and solar power plants to cities and industrial centers. The Corporation shall then develop and build a network of vacuum tunnels underground to support 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

**EarthGrid PBC**

**Exhibit VI**

Kansas Secretary of State  
Certificate of Authority

**STATE OF KANSAS**  
**OFFICE OF**  
**SECRETARY OF STATE**  
**SCOTT SCHWAB**

I, SCOTT SCHWAB, Secretary of State of the state of Kansas, do hereby certify, that according to the records of this office.

Business Entity ID Number: 2159136

Entity Name: EARTHGRID PBC

Entity Type: FOREIGN FOR PROFIT

State of Organization: DE

was filed in this office on September 27, 2023, and is in good standing, having fully complied with all requirements of this office.

No information is available from this office regarding the financial condition, business activity or practices of this entity.



In testimony whereof I execute this certificate and affix the seal of the Secretary of State of the state of Kansas on this day of October 10, 2023

A handwritten signature in cursive script that reads "Scott Schwab".

**SCOTT SCHWAB**  
**SECRETARY OF STATE**

Certificate ID: 1280720 - To verify the validity of this certificate please visit <https://www.kansas.gov/bess/flow/validate> and enter the certificate ID number.

**EarthGrid PBC**

**Exhibit VII**

Telecommunications Code of Conduct

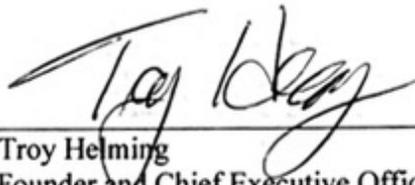
**Telecommunications Carrier Code of Conduct**  
**Kansas Corporation Commission**

As a provider of telecommunications services in the state of Kansas, Applicant, by and through its undersigned officer, commits to comply with the following:

- If applying for certification to provide local telecommunications service, provide:
  - Access to 911 and E911 services;
  - White page directory listings;
  - Access to telephone relay services;
  - Access to directory assistance;
  - Access to operator services;
  - Kansas Lifeline service discounts;
  - Equal access to interLATA long distance carriers;
  - Free blocking of 900- and 700-type services
  - Interconnection on a nondiscriminatory basis with other local exchange carriers
  
- Follow all applicable Commission rules and regulations, including but not limited to, billing practice standards as set out in KCC May 22, 1986 order in Docket No. 120,408-U and subsequent billing practice standards approved by the Commission.
  
- Local exchange and competitive local exchange carriers will follow quality of service standards as set out in an order dated January 8, 1999 in Docket No. 191,206-U and subsequent billing standards approved by the Commission.
  
- Maintain required registration with the Office of the Kansas Secretary of State. To contact the Kansas Secretary of State: Memorial Hall, First Floor, 120 SW 10 Ave., Topeka, KS 66612-1594 (785) 296-4564 or [www.kssos.org](http://www.kssos.org)
  
- File annual reports with the Commission in accordance with K.S.A. 66-123.
  - File reports and pay assessments to the Kansas Universal Service Fund (KUSF) as set forth in K.S.A. 66-2008(a) and the Commission's December 27, 1996 Order in Docket No. 94-GIMT-478-GIT. KUSF instructions and remittance forms may be obtained online at [www.neca.org](http://www.neca.org)
  
  - A competitive local exchange carrier wishing to discontinue service shall notify customers and the Commission in accordance with Order No. 5 in the Commission's Docket No. 01-GIMT-649-GIT. An inter-exchange carrier providing service in Kansas wishing to discontinue service shall notify customers in accordance with FCC regulations.
  
  - Treat each customer equally to all other similarly situated customers, free of prejudice or disadvantage.
  
  - Respect customers' right to select different telecommunications services and vendors.
  
  - Administer procedures to prevent deceptive and unfair marketing practices aimed at potential or existing customers.
  
  - Protect customers' right to privacy, by safeguarding records and personal information against unauthorized use.
  
  - Respond to consumer complaints or inquiries submitted by Commission Staff thoroughly and quickly.

**Verification**

I, Troy Helming, of lawful age, and being first duly sworn, now state: As an officer of the Applicant, I am authorized to and do hereby make the above commitment. Further, I acknowledge that failure to comply with the above commitments or other lawful requirements of the Commission will subject Applicant to potential fines, penalties, revocation of certification, or other sanctions and remedies.



Troy Helming  
Founder and Chief Executive Officer  
EarthGrid PBC

Subscribed and sworn to before me on this 9<sup>th</sup> day of October 2023.



Notary Public

