

CLEARANCES		Initial	Date	Date Received in Council Office	Agenda Date	Assigned to:
Originator:	Dan Gibson	DG	10/29/99	RECEIVED NOV 02 1999 WHATCOM COUNTY COUNCIL	11/09/99	Finance/Council
Division Head:						
Dept. Head:						
Prosecutor		DG	10/28/99			
Purchasing/Budget:						
Executive:		PR	11-2			

SUBJECT:

Acceptance of Pacific Fiber Link Franchise under new name, Worldwide Fiber Networks, Inc.

ATTACHMENTS:

Resolution
 Cover memorandum
 WUTC Registration of Worldwide Fiber Networks, Inc.
 Articles of Merger

lated County Contract #:

Should Clerk schedule a hearing: NO / X / YES / / Requested Date:

SUMMARY STATEMENT:

Pacific Fiber Link, L.L.C merged with Worldwide Fiber Networks, Inc. during time that franchise with Whatcom County was being considered and granted. Resolution formalizes acceptance of franchise granted on June 29, 1999, under new name.

Ordinance & Resolution Distribution Request
 To keep down our copying costs, indicate only those who must receive a copy after Council action. List names to the right.

ADS Facilities Management	
ADS Finance	
ADS Human Resources	
ADS Info Services	
Assessor	
Auditor	
Cooperative Extension	
District Court	
Executive	
Health	
Hearing Examiner	
Jail	
Juvenile	
Parks	
Planning	
Prosecutor	
Public Works	Jeff Monsen
Sheriff	
Superior Court	
Treasurer	
Other	

RECOMMENDED ACTION:

Recommend approval of resolution

COUNCIL ACTION TAKEN:

1999 - 440 11/9/99: Approved 7-0, Res. #99-052

Re

Ordinance or Resolution Number
 (this item): **RES # 99-052**

SPONSORED BY: Consent

PROPOSED BY: Exec./Public Works

INTRODUCTION DATE: Oct. 26, 1999

RESOLUTION NO. 99-052

ACCEPTING THE CERTIFICATE OF COMPLIANCE AND ACCEPTANCE FROM
WORLDWIDE FIBER NETWORKS, INC., THE ENTITY INTO WHICH PACIFIC FIBER
LINK, L.L.C., THE ORIGINAL GRANTEE OF THE FRANCHISE, HAS MERGED

WHEREAS, on June 29, 1999, the Whatcom County Council adopted Ordinance No. 99-028, which granted a non-exclusive franchise to Pacific Fiber Link, L.L.C.; and

WHEREAS, the terms of the franchise required that the franchise be accepted by the grantee within a fixed period of time in order to be effective; and

WHEREAS, the terms of the franchise also required that the Whatcom County Council approve in writing any sale, transfer, or assignment of the franchise by the franchisee, said approval not to be unreasonably withheld; and

WHEREAS, prior to Pacific Fiber Link signing the acceptance of the franchise, it merged with and into another company, Worldwide Fiber Networks, Inc., a Nevada corporation; and

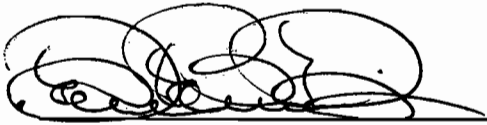
WHEREAS, there appears to be no good reason not to conclude the finalization of the franchise acceptance by the new corporate entity upon the receipt of the properly executed Certificate of Compliance and Acceptance of Franchise from Worldwide Fiber Networks, Inc.;

NOW, THEREFORE, BE IT RESOLVED by the Whatcom County Council that the franchise previously proffered to Pacific Fiber Link, L.L.C. by adoption of Whatcom County Ordinance No. 99-028 be offered on the same terms to the corporate entity into which it has merged, namely, Worldwide Fiber Networks, Inc., and that the time period for the latter to execute the Certificate of Compliance and Acceptance of Franchise be thirty days from the date of the adoption of this resolution.

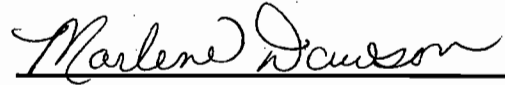
APPROVED this 9 day of November, 1999

ATTEST:

WHATCOM COUNTY COUNCIL
WHATCOM COUNTY, WASHINGTON




Dana Brown-Davis, Clerk of the Council



Marlene Dawson, Council Chair

APPROVED AS TO FORM:



Civil Deputy Prosecutor



WORLDWIDE FIBER

Worldwide Fiber
1333 West 120 Avenue
Suite 216
Westminster CO 80234
Phone: 303-450-5130
Fax: 303-450-6102

VIA OVERNIGHT MAIL

October 18, 1999

Mr. Daniel L. Gibson
Senior Civil Deputy Prosecuting Attorney
Whatcom County Public Works Department
311 Grand Avenue
Bellingham, Washington 98225-4038

Re: Merger of Pacific Fiber Link, L.L.C., and Worldwide Fiber Networks, Inc.

Mr. Gibson:

Pursuant to your email requesting further information: Worldwide Fiber Networks, Inc., a Nevada Corporation, ("WFI") has merged with Pacific Fiber Link, L.L.C., a Washington State Limited Liability Company ("PFL"). WFI is the surviving entity. The Articles of Merger are enclosed.

The Washington Utilities and Transportation Commission granted WFI an Order Authorizing Registration and Granting Petition for Competitive Classification in Docket No. UT-990858. WFI was also granted authority to do business as a foreign corporation. Both documents are enclosed as well. Thank you for your assistance.

Sincerely,

Julie R. Hawkins
Assistant General Counsel

that customers have readily available equivalent alternatives and that there are no captive customers of the Company's services.

Worldwide is a Nevada corporation, headquartered in Westminster, Colorado, and is wholly owned by Leducor, Inc. Terms, and conditions set forth in the proposed price list are structured similarly to those filed by other interexchange carriers for calls placed in the relevant market.

Worldwide has provided information showing that it meets the requirements of RCW 80.36.350. Applicant does not propose to collect advance payments or deposits from customers.

In conjunction with classification, the Company is seeking waiver of:

RCW 80.04.300 Budgets to be filed by companies--Supplementary budgets
RCW 80.04.310 Commission's control over expenditures
RCW 80.04.320 Budget rules
RCW 80.04.330 Effect of unauthorized expenditure--Emergencies
RCW 80.04.360 Earnings in excess of reasonable rate--Consideration in fixing rates
RCW 80.04.460 Investigation of accidents
RCW 80.04.520 Lease of utility facilities
RCW 80.36.100 Tariff schedules to be filed and open to public
RCW 80.36.110 Tariff changes--Statutory notice--Exception
Chapter 80.08 RCW Securities (except RCW 80.08.140)
Chapter 80.12 RCW Transfers of Property
Chapter 80.16 RCW Affiliated interests
Chapter 480-80 WAC Tariffs
Chapter 480-140 WAC Budgets
Chapter 480-143 WAC Transfers of Property
Chapter 480-146 WAC Securities and affiliated interests
WAC 480-120-026 Tariffs
WAC 480-120-031 Accounting
WAC 480-120-032 Accounting-Political information and political education activities
WAC 480-120-036 Finance--Securities, affiliated interests, transfer of property
WAC 480-120-046 Services offered
WAC 480-120-131 Reports of accidents

Rules invoked include WAC 480-120-022, WAC 480-120-023, WAC 480-120-024, and WAC 480-120-025. Statutes invoked include RCW 80.36.320, and RCW 80.36.350. The ultimate issues are whether Worldwide should be registered as a telecommunications company, whether it should be classified as a competitive telecommunications company, whether its proposed price list should be approved, and the extent to which it should be relieved of regulatory requirements to which it

would otherwise be subject.

Based upon the entire record and the file in this matter, the Commission makes the following findings of fact and conclusions of law.

FINDINGS OF FACT

1. Worldwide filed an application for registration as a telecommunications company and a petition for classification as a competitive telecommu- nications company pursuant to the provisions of RCW 80.36.350 and 80.36.320, to provide high capacity transport negotiated and performed on an individual case basis.
2. As to form, the application and petition meet the requirements of RCW 80.36.350 and 80.36.320, and comply with the Commission's rules and regulations.
3. The registration of Worldwide as a telecommunications company is not inconsistent with the public interest.
4. In this proceeding, the Commission in no way endorses the financial viability of applicant nor the investment quality of any securities it may issue.
5. Alternative providers of service to that of Worldwide include, but are not limited to, AT&T Communications of the Pacific Northwest, Inc., GTE Northwest Incorporated, MCIWorldCom, Inc., and Sprint Communications Company L.P. All services are fully available from alternative providers in the relevant market.
6. The relevant market is the State of Washington.
7. Worldwide has no captive customer base.
8. The services offered are subject to effective competition.
9. Worldwide should be permitted to provide services under its proposed price list.
10. Worldwide requested waivers of certain laws and rules relating to telecommunications services. The laws and rules for which waivers should be granted are listed in Appendix A, incorporated by this reference and made a part of this Order.

CONCLUSIONS OF LAW

1. The Washington Utilities and Transportation Commission has jurisdiction over the subject matter of this registration application and classification petition and Worldwide.
2. Worldwide should be registered as a telecommunications company pursuant to

RCW 80.36.350 and classified as a competitive telecommunications company pursuant to RCW 80.36.320(1).

3. Worldwide should be permitted to provide services under price lists promulgated under RCW 80.36.320 (2). These services shall not include operator services as defined in WAC 480-120-021.

4. Worldwide should be granted waivers of the laws and rules listed in Appendix A; waivers of laws and rules requested that are not included in Appendix A should be denied.

ORDER

THE COMMISSION ORDERS:

1. After the effective date of this Order and subject to any conditions imposed, the application of Worldwide Fiber Networks, Inc., requesting an order authorizing registration as a telecommunications company to provide service to the public in this state is approved.

2. The petition of Worldwide Fiber Networks, Inc., for classification as a competitive telecommunications company is approved; waiver of the laws and rules listed in the attached Appendix A is granted.

3. The proposed price list of Worldwide Fiber Networks, Inc., for rates and services is approved.

4. Registration of Worldwide Fiber Networks, Inc., as a telecommunications company shall not be construed as an endorsement of financial viability nor of the investment quality of any securities it may issue.

5. As a telecommunications company providing service to the public in this state, Worldwide Fiber Networks, Inc., is subject to the jurisdiction of this Commission under the provisions of Title 80 RCW and all rules and regulations adopted by the Commission.

6. Worldwide Fiber Networks, Inc., is not authorized to collect advance payments or deposits unless it first demonstrates to the Commission's satisfaction that it has an arrangement to protect customer monies as provided in WAC 480-121-040.

7. Worldwide Fiber Networks, Inc., is authorized to offer rates and services pursuant to the price list in the format prescribed by the Commission. The price list approved in this proceeding, and subsequent changes to that price list, become effective only after ten days notice to the Commission and to customers. In the event of a price list reduction or of a change in terms and conditions which do not have rate impact, personal notice to customers is not required. To comply with the

statutory notice requirement, Worldwide Fiber Networks, Inc., may publish notice of price reductions or changes in terms and conditions of service that do not have rate impact by a display advertisement in such newspaper(s) as are geographically situated to be circulated over the Company's service area.

8. Worldwide Fiber Networks, Inc., is not authorized to provide operator services as defined in WAC 480-120-021.

9. The Commission retains jurisdiction over the subject matter and the Company to effectuate the terms of this Order.

DATED at Olympia, Washington, and effective this 14th day of July 1999.

WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

CAROLE J. WASHBURN, Secretary

APPENDIX A

RCW 80.04.300 Budgets to be filed by companies--Supplementary budgets

RCW 80.04.310 Commission's control over expenditures

RCW 80.04.320 Budget rules

RCW 80.04.330 Effect of unauthorized expenditure--Emergencies

RCW 80.04.360 Earnings in excess of reasonable rate--Consideration in fixing rates

RCW 80.04.460 Investigation of accidents

RCW 80.04.520 Lease of utility facilities

RCW 80.36.100 Tariff schedules to be filed and open to public

RCW 80.36.110 Tariff changes--Statutory notice--Exception

Chapter 80.08 RCW Securities (except RCW 80.08.140, State not obligated)

Chapter 80.12 RCW Transfers of Property

Chapter 80.16 RCW Affiliated interests

Chapter 480-80 WAC Tariffs

Chapter 480-140 WAC Budgets

Chapter 480-143 WAC Transfers of Property

Chapter 480-146 WAC Securities and affiliated interests

WAC 480-120-026 Tariffs

WAC 480-120-031 Accounting

WAC 480-120-032 Accounting-Political information and political education activities

WAC 480-120-036 Finance--Securities, affiliated interests, transfer of property

WAC 480-120-046 Services offered

WAC 480-120-131 Reports of accidents

► **Creation Info**

Cathie Anderson was the last to edit this document, on 07/14/99.

1300 S. Evergreen Park Drive SW - Olympia, WA 98504-7250

E-Mail: Webmaster@wutc.wa.gov Phone: 360-664-1160 (in state toll-free: 1-800-562-6150)

STATE of WASHINGTON



SECRETARY of STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF AUTHORITY

to

WORLDWIDE FIBER NETWORKS, INC.

a Nevada Profit corporation. An Application for this Certificate of Authority to transact business or conduct affairs in Washington State was filed for record in this office on the date indicated below.

UBI Number: 601 954 812

Date: May 17, 1999



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Ralph Munro, Secretary of State
0-118364-9

FILED
THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

APR 01 1999

C 13871-98

ARTICLES OF MERGER

Dean Hill
DEAN HELLER, SECRETARY OF STATE

These Articles of Merger are made this 2nd day of March, 1999, between Pacific Fiber Link For-Sec, Inc., a Nevada corporation (sometimes referred to herein as the "Nevada Corporation" or the "Surviving Corporation") and Pacific Fiber Link, LLC, a Washington limited liability company (sometimes referred to herein as the "Washington LLC" or the "Merged Company").

RECITALS

A. The Nevada Corporation is a corporation duly organized and existing under the laws of the State of Nevada, with its registered office located at 1575 Delucchi Lane, Ste. 224, Reno, Nevada 89502.

B. The Washington LLC is a limited liability company duly organized and existing under the laws of the State of Washington with its registered office located at 1420 Fifth Avenue, Ste. 3510, Seattle, Washington 98101-4031.

C. The Nevada Corporation and the Washington LLC deem it desirable and in their best interests that the Washington LLC be merged into the Nevada Corporation in accordance with the provisions of Chapter 92A of the Nevada Revised Statutes.

I.

An agreement and plan of merger has been approved and adopted by the Nevada Corporation, through its board of directors, and submitted and approved by its stockholders pursuant to Chapter 92A of the Nevada Revised Statutes as set forth below:

Designation of Shares:	Common
Number of Votes Entitled to be Cast:	100
Number of Votes for Plan:	100
Number of Votes Against Plan:	0

The number of votes of the stockholders for the plan was sufficient for approval.

II.

An agreement and plan of merger has been approved and adopted by the Washington LLC through its managing member and management committee, and submitted and approved unanimously by its sole member possessing a 100% membership interest, pursuant to the laws of the State of Washington.

04/07/99 18:51 BSJCL + 604 688 0829

04/01/99 15:18 604 688 0829

NO. 487 P004/005

NO. 459 P007/005

III.

The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation, except that according to the agreement and plan of merger Article I is amended to read:

I. NAME

The name of the corporation is WORLDWIDE FIBER NETWORKS, INC.

IV.

The complete executed agreement and plan of merger is on file at the registered office of the Surviving Corporation, 1575 Delucchi Lane, Ste. 224, Reno, Nevada 89502.

V.

On the effective date of the merger, the separate existence of the Merged Company shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed, of the Merged Company, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merged Company, and neither the rights of creditors nor any liens on the property of the Merged Company shall be impaired by the merger.

VI.

The merger takes effect upon the filing of these Articles of Merger.

PACIFIC FIBER LINK FOR-SAC, INC.

By: Jimmy Sharp
Jimmy Sharp, President

By: Ron Stevenson
Ron Stevenson, Secretary

04/07/99 10:51 BSJCL + 5C 388 8829

04/01/99 15:18 BSJCL + 7336845725

STATE OF Colorado
COUNTY OF Adams) ss.

On this 26 day of March, 1999, personally appeared before me, a Notary Public, JERRY THARP, who acknowledged to me that he executed the foregoing ARTICLES OF MERGER.

[Signature]
NOTARY PUBLIC

STATE OF Virginia
COUNTY OF Stafford) ss.

On this 27 day of March, 1999, personally appeared before me, a Notary Public, RON STEVENSON, who acknowledged to me that he executed the foregoing ARTICLES OF MERGER.

[Signature]
NOTARY PUBLIC
BRUCE TASTEN
CAMPNEY & MURPHY
P.O. Box 6888
1111 West Orange Street
Virginia, B.C. Canada V7Z 1N7