

# Morgan Lewis

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September 11, 2018

## **VIA ELECTRONIC FILING**

Marlene H. Dortch, Secretary  
Office of the Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Washington, DC 20554

Re: CC Docket No. 00-257: In the Matter of 2000 Biennial Review - Review of Policies and Rules Concerning Unauthorized Changes of Consumers Long Distance Carriers

### **Notification of Smart City Solutions, LLC Pursuant to 47 C.F.R. § 64.1120(e)**

Dear Ms. Dortch:

Pursuant to Section 64.1120(e) of the Commission's Rules, 47 C.F.R. § 64.1120(e), this letter notifies the Commission of an upcoming *pro forma* intra-corporate reorganization affecting Smart City Solutions, LLC ("SCS") and its affiliate Smart City Solutions II, LLC ("SCS II" together with SCS, "the Parties"). Specifically, SCS assets, excluding assets related to, and customer contracts for, its convention center business in Florida, will be transferred to newly formed SCS II.<sup>1</sup> The *pro forma* intra-corporate reorganization is being conducted to streamline operations into separate telecom and convention business segments to occur prior to a larger transaction for the transfer of control of SCS and SCS II to Sapphire Intermediate Holdings, LLC. See Application, WC Docket No. 18-268, dated September 5, 2018.

Names of the Parties to the Intra-corporate Transaction: The customer transfer that will result from the *pro forma* intra-corporate reorganization will change the carrier of record to SCS II from SCS.

Types of Telecommunications Services Provided to Affected Customers: The residential, business, and carrier customers affected by the *pro forma* intra-corporate reorganization

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<sup>1</sup> Upon completion of the *pro forma* intra-corporate reorganization, SCS II will begin providing telecommunications services and will hold a domestic section 214 authorization.

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receive long distance, local exchange and/or exchange access telecommunications services and advanced telecommunications products including Ethernet.

Date of the Transfer: The Parties anticipate that the affected customers will become customers of SCS II on or around October 10, 2018, or as soon as possible thereafter following receipt of regulatory approvals.

Certification of Compliance: Attached hereto is the certification of SCS required under Section 64.1120(e)(1) of the Commission's rules.

Notice Sent to Affected Subscribers: Notice was provided to the SCS customers by letter sent on September 10, 2018. A copy of the customer notice letter sent to residential and business customers is attached hereto as Exhibit A and a copy of the customer notice letter sent to carrier customers is attached hereto as Exhibit B. Immediately following completion of the *pro forma* intra-corporate reorganization, all customers will receive identical service from SCS II, at the same rates, terms and conditions as they currently receive from SCS.

Should there be any questions regarding this notification, please do not hesitate to contact the undersigned.

Respectfully submitted,

*/s/ Danielle Burt*

Russell Blau  
Danielle Burt

Counsel for Smart City Solutions, LLC  
and Smart City Solutions II, LLC

Attachment

**EXHIBIT A**

**Sample Customer Notice Letter**



September 10, 2018

Over the past few years, the Smart City family of companies has grown dramatically. Our strategy to continue our growth and to add new services, has dictated that we make a minor change to our corporate structure. This change will not affect your business with us but we are required by law to notify you of the following:

On or about October 10, 2018, subject to receipt of any necessary regulatory approvals, Smart City will implement an internal organizational change. After that date, your telecommunications carrier of record will be Smart City Solutions II, LLC, an affiliate of Smart City Solutions.

Your services and the associated pricing and terms and conditions of service will not change as a result of this organizational change. Any future changes to the rates and terms and conditions of your services will be made in accordance with your contract and applicable law. There is no charge associated with this change and any preferred long distance voice carrier freeze you have will remain in place. Your billing and account information will not change and you can continue to make your checks payable to "Smart City Solutions" with the same mailing address. We will continue to answer any questions you may have with your account at the same customer service number: (877) 553-2363.

We recognize that you have a choice in telecommunications carriers and believe that this intra-corporate reorganization will enhance our ability to serve you better. Smart City looks forward to continuing to provide you with the superior service you are accustomed to receiving and to the opportunity to provide you additional services.

Thank you for your valued business.

**EXHIBIT B**

**Sample Carrier Customer Notice Letter**



September 10, 2018

Dear Carrier Customer:

Over the past few years, the Smart City family of companies has grown dramatically. Our strategy to continue our growth and to add new services, has dictated that we make a minor change to our corporate structure. This change will not affect your business with us but we are required by law to notify you of the following:

On or about October 10, 2018, subject to receipt of any necessary regulatory approvals, Smart City will implement an internal organizational change. After that date, your telecommunications carrier of record will be Smart City Solutions II, LLC, an affiliate of Smart City Solutions.

Your services and the associated pricing and terms and conditions of service will not change as a result of this organizational change. Any future changes to the rates and terms and conditions of your services will be made in accordance with your contract and applicable law. There is no charge associated with this change and any preferred long distance voice carrier freeze you have will remain in place. Your billing and account information will not change and you can continue to make your checks payable to "Smart City Solutions" with the same mailing address. We will continue to answer any questions you may have with your account at the same customer service number: (407) 828-6995

We recognize that you have a choice in telecommunications carriers and believe that this intra-corporate reorganization will enhance our ability to serve you better. Smart City looks forward to continuing to provide you with the superior service you are accustomed to receiving and to the opportunity to provide you additional services.

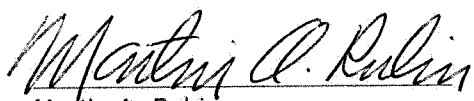
Thank you for your valued business.

### **CERTIFICATION**

On behalf of Smart City Solutions, LLC ("SCS"), and in accordance with Section 64.1120 of the Commission's rules, 47 C.F.R. § 64.1120, I hereby certify under penalty of perjury that I have read the foregoing notification and the statements contained therein are true, complete and correct to the best of my knowledge. I further certify that, with respect to the transfer of the customers, SCS has complied with the Commission's requirements to provide advance customer notice in accordance with Section 64.1120(e)(3), with the obligations specified in that notice, and with other statutory and Commission requirements that apply to this streamlined process.

I certify under penalty of perjury that the foregoing is true and correct.

By:



Name: Martin A. Rubin

Title: President and CEO

Date: September 11, 2018