

## PRIVATE PLACEMENT MEMORANDUM



JOBS Act / TITLE II / RULE 506(c)  
MID-HUDSON BROADBAND CO. (MHR)

An offering that is filed with the Securities and Exchange Commission of the United States Government with the filing of Form Reg. D. SEC CIK #: :0001644516.

**RISKS RELATED TO THIS OFFERING APPEAR  
THROUGHOUT THIS PRIVATE PLACEMENT  
MEMORANDUM (PPM)**

**INVESTING IN THIS OFFERING  
CARRIES A VERY HIGH RISK**

**3-DAY RIGHT OF WITHDRAWAL**

An offering made solely by the Issuer: Mid-Hudson Broadband Co.

Issuer's representative: Tony Ramos, President

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**INVESTING IN THIS OFFERING CARRIES A VERY HIGH RISK.**

I.

NOTICES

A. Right of Withdrawal:

**A THREE-DAY WITHDRAWAL  
OF ACCEPTANCE PERIOD WILL BE HONORED  
FOR SALES.<sup>1</sup>**

B. Further Notices:

This PPM contains substantial information about the Issuer, its representative, business and financial condition and certain risk factors associated with the offering and should be reviewed carefully by prospective investors.

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<sup>1</sup> Upon signing of a subscription agreement. Accredited investors only.

## **INVESTING IN THIS OFFERING CARRIES A VERY HIGH RISK.**

### **II.**

#### **INTRODUCTION**

This offering is made, pursuant to the laws, rules and regulations governing Title II of the JOBS Act, of the Securities and Exchange Commission (SEC).<sup>2</sup>

Our projects are designed to participate in solving the national issue that is the incomplete 5G infrastructure build that will connect the continent.

FCC Advisors agree that a minimum of 100 million additional towers will be needed, in order to address this national crisis.

5G fiber to the towers must be the top priority.

The needs of vital community anchor institutions, libraries, community hospitals and clinics, jobs training centers, and other vital institutions must be included and provided for in this national plan. Stimulus funding must include dollars that will allow these vital institutions to implement necessary CoVID-related technology for testing, quarantine, vaccinations, and prevention.

We believe that, with fair, transparent and open stimulus grants funding under a Biden/Harris Administration, this national crisis can be solved. We were there for the Obama/Biden rural broadband grants. Let's finish the mission.

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<sup>2</sup> SEC CIK #: :0001644516

## **INVESTING IN THIS OFFERING CARRIES A VERY HIGH RISK.**

With opportunities for private capital participation, through JOBS Act offerings, we can accelerate the time in which projects can be implemented.

With partnerships with local Internet Service Providers and telecommunications providers, we can build the coalitions that will be needed for this national continental project.

### **III.**

#### **PROJECT DESCRIPTION**

We believe that, in the Biden/Harris Administration, significant stimulus funding grants for rural broadband will be made available.

In the Obama/Biden Administration, where we participated in such grant funding applications, rural areas unserved for broadband were more closely contiguous to each other, and therefore, capable of an easier description.

As a result of significant resources having been devoted to mapping in the previous Obama/Biden Administration, a significant leap has been made with interactive mapping, showing greater detail of unserved areas.

Accordingly, the exact project description will not be known until such time as the grants are made available, and the interactive maps posted. This being said, the number of non-contiguous areas will increase, due to the fact that project applications will not be lucrative enough, unless a number of such non-contiguous areas are bunched together into project applications.

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To the extent possible, this Mid-Hudson project will attempt to adhere to that geographic area. In the event of a number of significant non-contiguous areas, however, the project application may need to stretch into other areas of New York, and possibly into areas of Connecticut, Pennsylvania and New Jersey.

### **IV.**

#### **PROJECT NEEDS**

Grant funding applications will include significant requirements for great broadband expansion for community anchor institutions, including libraries, job centers, rural hospitals and medical clinics, as well as local State mental health facilities, and CoVID-related health access, care, vaccinations, prevention and quarantine centers. Broadband infrastructure, peripherals and training, will all be built into the grant requirements, and therefore, built into grant applications.

By and large, the project needs as far as other than community anchor institutions, will be for the expansion of 5G fiber to existing towers, and for the addition of towers, to include 5G fiber to those towers.

### **V.**

#### **SUMMARY INFORMATION OF THE COMPANY**

The Mid-Hudson Broadband Co. (MHR) was incorporated in the State of New York on October 1, 2013.

## **INVESTING IN THIS OFFERING CARRIES A VERY HIGH RISK.**

MHR was organized as a for-profit corporation, and bears IRS tax ID # 46-3895918.

MHR is a subsidiary of Rural Broadband Company, Inc. The nature of MHR's business is to seek public and private capital for the purposes of expanding 5G fiber capability to its rural project areas, and to manage such projects, and to develop applications, which will provide a current technology viewing capability application, to include easier access to new viewing platforms, ad revenue, as well as integration with new payment systems for blockchain, by PayPal and also by Visa/Coinbase.

### **VI.**

#### **USE OF PROCEEDS**

##### **A . The use of proceeds.**

Proceeds will be specifically targeted to achieve the fundamental purposes of the projects, which are twofold. First, to expand 5G fiber to the towers in rural areas. Second, to develop an app., that is capable of a current technology viewing screen that will generate ad revenue, and that will also include e-commerce capability for blockchain payments, using Paypal's new cryptocurrency payment system, Visa/Coinbase's new cryptocurrency payment system, and any other commercially viable new cryptocurrency payment systems that become available, and which can match the technology advances of those two.



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### **B . The business operations and the investment opportunity.**

The business operations and the investment opportunity will reflect a public/private plan, which will determine the size of each project and grants application.

The investment opportunity will consist of proceeds being earmarked, in the first instance, as a gateway to large scale grant opportunities. Specifically, all grants opportunities will have either a cash match or a reverse auction component. The exact program rules will not be known until the grants rules are published. Typically, in a cash match grant application, the applicant must prove a cash reserve of 10% of the total grant ask.

In a reverse auction grants program, the company that proves that it has the highest amount of cash in reserve, will win the grant.

Thus, the amount of investment cash will determine the size of the grant application.

The larger the cash reserve, the larger the grant application, with the resulting larger amount of revenue which can be projected.

All non-grant funding, therefore, will be generated by either this Rule 506 offering, or the Reg. A+ offering of the company, or by the Series A program of the company. The company may, in addition, have time to file an offering under the S.E.C.'s new concurrent offering program, which would allow the company to participate in the OTC Markets.

**INVESTING IN THIS OFFERING CARRIES A VERY HIGH RISK.**

C . Other funds to be used.

There may be opportunities for other companies, broadband internet service providers, for example, to contribute significant funding to the grants applications.

D . No proceeds to be used to discharge indebtedness.

The company carries no debt, and therefore, no proceeds would be used to discharge any indebtedness.

E . No proceeds to be used to acquire non-project assets.

With the exception of assets acquired in the ordinary course of business for the projects, there will be no other use of the proceeds.

F . Reservation of right to change use of proceeds.

The company anticipates no changes to the use of proceeds.

## **INVESTING IN THIS OFFERING CARRIES A VERY HIGH RISK.**

G. Compliance with 17 CFR 230.251<sup>3</sup>, as amended.

The company has no plans and no business plan, or intentions to engage in a merger or acquisition with an unidentified company, companies, entity or person.

This being said, it becomes important to the investor to know that certain mergers and acquisitions may be accomplished in the course of the business. Such mergers and acquisitions may become necessary in order that the company be better able to compete in the capital markets, because such companies have current technology which would save time from development, and to acquire patents for such features

## **VII.**

### **MANAGEMENT OF THE COMPANY**

To be clear, the management of the company consists of three elements.

First, is the management of the MHR company, which has and will continue to proceed along regular corporate governance policies and procedures. This management will include the management of this offering, as well as the other parallel offerings and capital programs. The investor will rely on this component of the company management, along with the transfer agent, for the purchase and delivery of shares.

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<sup>3</sup> As amended, effective June 19, 2015.

## **INVESTING IN THIS OFFERING CARRIES A VERY HIGH RISK.**

Second, a grants application company management will consist of a management company that is well versed in rural broadband internet service and construction management. There may be a coalition of companies for this function, because of the potential for non-contiguous unserved areas being included in any given grant application. Thus, this MHR company will be a part of that management team, and will serve as the grant administrator for the project or projects.

Third, the company will act in consortium with its sister companies, and its parent company, to develop a new app., which will provide a current technology viewing and payment screen, allow for ease of ad revenue, and allow for the alternative payment systems of cryptocurrency by the companies described above. Although this significant software function will not be limited to rural areas, obviously, company officials believe that its implementation in rural areas offers the best prospect for keeping broadband billing lower than without it. Ad revenue could offset high broadband billing, upon company officials convincing the rural broadband companies to allow for the app. to be used on their service pages.

## **VIII.**

### **DESCRIPTION OF SECURITIES**

Past efforts from the company's original Form Reg. D, upon JOBS Act opening in 2013, resulted in the company being unable to sell its shares, due to its high price.

In the intervening years, the company has gained a sophistication, not only as to pricing in general, but also as to price competition on the OTC Markets pages, particularly for straight Pinks, as opposed to the higher levels of the OTC, and also as to Series A pricing for such programs for preferred shares.

## **INVESTING IN THIS OFFERING CARRIES A VERY HIGH RISK.**

All shares in this Rule 506 offering consist of common/voting shares.

The company seeks to raise \$5,000,000.00 in this offering, with the minimum purchase being the shares equivalent of \$1,000.00.

Taking all of the factors above into consideration, the asking price for each share will be: \$0.00001.

In other words, one fifth of one cent, U.S., per share.

### **IX.**

#### **RISKS RELATED TO THIS OFFERING**

##### **1. Risks Related to this Offering:**

- A. Statements of future forecasts, projections and expectations are not statements of returns on investment;
- B. Market penetration may not be immediate;
- C. Zoning issues may delay the start of parts of the project;
- D. Attracting broadband providers to a carrier-neutral environment could result in initial limited user expansion;
- E. Local government needs could accelerate adoption, at a short term financial loss;
- F. The Company has no operating history;
  
- G. Sales of shares will be restricted in accordance with Rule 506 and any qualifying State regulations.

**INVESTING IN THIS OFFERING CARRIES A VERY HIGH RISK.**

X.

**DILUTION**

The dilution formula has been taken from one of the State Blue Sky laws and adopted by the board. The formula is incorporated into MHR's bylaws as adopted by its Board of Directors. The dilution formula, in addition, is incorporated into the company's Reg. A+ offering, which has been qualified by the S.E.C.

XI.

**SUMMARY OF EARNINGS HISTORY**

The company has no earnings as of the date of the publication of this PPM.

XII.

**EMPLOYEES**

For its regular corporate management, the company anticipates a normal corporate employee infrastructure.

For a grants program implementation, the company anticipates acting as the program administrator, and retaining third-party broadband management companies, to implement the grant components.

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For its app. program, the company anticipates retaining necessary graphics, e-commerce, coders, patent personnel, ad designers, ad sellers, and an experienced chief technology officer.

### **XIII.**

#### **MARKETING AND SALES**

MHR anticipates significant ad revenue in addition to its other sources of revenue. The company, and its sister companies, and its parent, will create an entirely new and separate ads design and sales department. At the outset, third-party vendors and other experts will make up the team. The company, however, anticipates utilizing significant funding to create and retain a top notch set of ad artists and ads sales persons. Ad revenue will be significant.

### **XIV.**

#### **ACCOUNTING & LEGAL**

Accounting and legal will be contracted as much as possible, with a qualified and local CPA and also attorney's firm.

### **XV.**

#### **AUDITORS**

Auditing will be contracted as much as possible, with a qualified and local auditing firm.

**INVESTING IN THIS OFFERING CARRIES A VERY HIGH RISK.**

XVI.

CONCLUSION

Investment in the company, for the reasons as set forth above, presents a very high risk.

The investor should rely on the contents of the private placement memorandum, and, if necessary, seek the advice of counsel before making any investment decision.

For a pdf. copy of this PPM, or of a subscription agreement, please request same from the company president, Mr. Ramos, at [tramos@urbroadband.com](mailto:tramos@urbroadband.com).

ADOPTED BY THE BOARD ON THE 9th DAY OF DECEMBER, 2020.

DocuSigned by:  
*Anthony Ramos*  
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Anthony E. Ramos, Board Chair