

June 8, 2022

Via E-Mail & Overnight Courier

22-00048

Chairman Kenneth C. Hill
c/o Ectory Lawless, Dockets and Records Manager
Tennessee Public Utility Commission
502 Deaderick Street, 4th Floor
Nashville, TN 37243
tpuc.docketroom@tn.gov

Re: Notification Regarding the Proposed Assignment of Assets, including the Certificate of Public Convenience and Necessity, of Georgia Public Web, Inc. to Acelecom GA LLC

Dear Chairman Hill:

By this letter, Georgia Public Web, Inc. ("GPW") and Acelecom GA LLC ("Acelecom") (collectively, the "Parties") notify the Commission that Acelecom will acquire certain assets, including the Certificate of Public Convenience and Necessity ("CPCN") and telecommunications network infrastructure assets, of GPW (the "Transaction"). Since GPW elected to operate pursuant to market regulation,¹ Commission approval is not required to complete the Transaction described herein. Accordingly, the Parties submit this letter for informational purposes.

Description of the Parties

A. Georgia Public Web, Inc.

GPW is a private, non-profit Georgia corporation that is located at 1470 Riveredge Parkway, Atlanta, Georgia 30328. GPW was formed for the purpose of operating a telecommunications network for the benefit of its members, which collectively own GPW. GPW's thirty-two (32) members consist of thirty-one (31) municipalities² and one (1) county in Georgia, including Adel, Albany, Barnesville, Blakely, Cairo, Calhoun, Camilla, Cartersville, Commerce, Covington, Crisp County, Douglas, Elberton, Ellaville, Fairburn, Fitzgerald, Fort Valley, Forsyth, Griffin, LaGrange, Marietta, Monticello, Moultrie, Newnan, Norcross, Palmetto, Quitman, Sandersville, Sylvania, Thomaston, Thomasville, and Washington (collectively, "Members").

GPW is a facilities-based technology solutions provider that offers high-speed internet access and point-to-point private line services to its Members and to other carrier, enterprise, and governmental customers over its telecommunications network, which is comprised of fiber optic cables, electronics, and telecommunications capacity that GPW owns or leases or otherwise acquires from other carriers. In Tennessee, GPW holds a CPCN to provide competing local and interexchange telecommunications services granted in Docket No. 09-00079, and GPW elected to operate pursuant to market regulation in Docket No. 22-00031.

¹ See Docket No. 22-00031.

² Certain municipalities hold their interest in GPW through a municipal corporation, such as a municipal utility or power board.

B. Accelecom GA LLC

Accelecom is a Delaware limited liability company with its business headquarters located at 1700 Eastpoint Parkway, Suite 230, Louisville, Kentucky 40223. Accelecom, as a newly-formed entity, is not currently engaged in the provision of telecommunications services in Tennessee or elsewhere, and as such, does not currently hold a CPCN or other similar authorization in Tennessee. In connection with the Transaction, however, the CPCN of GPW will be assigned to Accelecom.

Accelecom is a direct, wholly owned subsidiary of Accelecom Holdings LLC ("Holdings"), a Delaware limited liability company. Holdings is jointly controlled by Macquarie Communications Infrastructure Holdings, LLC ("MCIH") and GVC Marshal Holdings, LLC ("GVC-MH"), each a Delaware limited liability company.

MCIH is a direct, wholly owned subsidiary of Macquarie Holdings (U.S.A.) Inc. ("Macquarie USA"), a Delaware corporation that is headquartered at 125 West 55th Street, Level 22, New York, New York 10019. Macquarie USA is an indirect, wholly owned subsidiary of Macquarie Group Limited ("MGL"), a publicly traded company incorporated in Australia. MGL is a diversified financial group providing clients with asset management and finance, banking, advisory and risk and capital solutions across debt, equity and commodities.

GVC-MH is a direct, wholly owned subsidiary of Golden VinzClortho, LLC ("GVC"), a Delaware limited liability company formed in July 2019 by the California State Teacher's Retirement System ("CalSTRS") and UBS Asset Management (Americas) Inc. ("UBS") as a global infrastructure partnership with capital commitments funded 99% by CalSTRS and 1% by UBS. GVC is managed by a Management Committee including three members, two of whom are appointed by CalSTRS and one by UBS.

CalSTRS was established by law in 1913 to provide retirement benefits to California's public-school educators. Today CalSTRS is the largest educator-only pension fund in the world and the second largest pension fund in the United States. CalSTRS' portfolio has a net asset value totaling approximately \$322 billion, including \$12.9 billion within its inflation sensitive asset class that includes infrastructure.

UBS acts as the investment manager of GVC, utilizing the services of the Infrastructure Equity team within UBS Real Estate and Private Markets ("UBS REPM"). UBS REPM is a business division of UBS Asset Management which is a large-scale asset manager with around 3,400 employees in 22 countries. Funds managed by UBS REPM currently hold investments in power generation, renewables, toll roads, utilities and telecommunications globally.

Kenneth C. Hill, Chairman
June 8, 2022
Page 3

Contacts

Inquiries or copies of any correspondence, orders, or other materials pertaining to this Letter should be directed to:

On behalf of Accelecom:

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with a copy to:

Rosemary Watkins, Controller
Accelecom
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rosemary.watkins@openfiberky.com

On behalf of GPW:

Charles A. Hudak
Laura Arredondo-Santisteban
Friend, Hudak & Harris, LLP
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with a copy to:

Eric Snell
President and Chief Executive Officer
Georgia Public Web, Inc.
1470 Riveredge Parkway,
Atlanta, GA 30328
esnell@gapublicweb.net

Description of the Transaction

On April 29, 2022, the Parties entered into an Asset Purchase Agreement, whereby Accelecom will acquire, along with other things, GPW's fiber assets, certain customer contracts, rights in third party fiber, and associated telecommunications equipment used to provision services or facilities to GPW's customers (the "Acquired Assets"). None of GPW's customers affected by the Transaction are residential end users; instead, all customers are either other carriers, enterprise customers, or governmental entities.

As a part of the Transaction, GPW also will assign its CPCN to provide competing local and interexchange telecommunications services in Tennessee (Docket No. 09-00079) to Accelecom effective upon closing the Transaction. Since GPW elected market regulation, the Parties

Kenneth C. Hill, Chairman
June 8, 2022
Page 4

understand that the assignment will not require prior Commission approval. Accelecom will notify the Commission of the closing of the Transaction and effective date of the assignment of GPW's CPCN. Further, Accelecom will submit a surety bond or irrevocable letter of credit in the amount of \$20,000 pursuant to TCA §65-4-125.

As referenced above, all of the affected non-governmental entity customers are either other carriers or enterprises that currently receive contracted services from GPW. These carrier and enterprise customers are sophisticated consumers of high-capacity telecommunications offerings and related services. Consistent with the requirements of these customers' contracts with GPW, the Parties will advise (and in some cases request consent from) the affected customers prior to the assignment of their contracts to Accelecom. Following completion of the Transaction, the affected customers will continue to receive their services or facilities pursuant to those contracts, including under the same terms, conditions and rates. Affected customers, therefore, will not suffer any adverse consequences as a result of the Transaction.

Accelecom and its owners are managerially, technically, and financially well-qualified to manage and operate the Acquired Assets in Tennessee. Biographies of Accelecom's key management are provided in Exhibit A. In addition, MGL and its subsidiaries and other affiliates are experienced asset managers and operators of comparable companies with a focus on utilities and energy, transportation, and communications infrastructure in the U.S. and globally. As a result, Accelecom will be able to leverage its owners' considerable track record to effectively manage and operate the Acquired Assets in Tennessee, and provide robust, facilities and facilities-based services on a competitive basis to Alabama carriers, enterprise customers, and governmental entities. Further, Accelecom plans to invest in and expand the network it is acquiring from GPW and therefore provide the affected customers access to on-net services facilities across a larger footprint. Thus, the Transaction will enhance the telecommunications market in Tennessee.

Conclusion

An original and four (4) copies of this letter are enclosed for filing. Please date-stamp the extra copy of this letter and return it in the envelope provided. This filing has also been

Kenneth C. Hill, Chairman
June 8, 2022
Page 5

submitted via email to tpuc.docketroom@tn.gov. Should you have any questions, please do not hesitate to contact us.

/s/ Laura Arredondo-Santisteban

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Counsel for Georgia Public Web, Inc.

Respectfully submitted,



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Counsel for Accelecom GA LLC

EXHIBIT A

Management Biographies

Accelecom's management team is experienced in local wireline, wireless and cable operations, as well as regulatory, planning, engineering, service delivery and service assurance. See below for the experience of key officers.

David Flessas – CEO

Mr. David Flessas is the CEO of Accelecom GA LLC and has 38 years in the telecommunications industry. Previously, Mr. Flessas was a Senior Vice President of Network Operations and Planning at Time Warner Cable and also an officer of Time Warner Cable Business LLC. In that role Mr. Flessas was responsible for operations planning, methods, and procedures, the Global Network Operations Center in Herndon, VA and OSS development.

Mr. Flessas joined Time Warner Cable in October 2008 after 17 years at Sprint in various Senior and executive level positions in operations and engineering roles, including capital planning, customer service, installation and repair, engineering standards, broadband local networks, and wireline and wireless network management.

Mr. Flessas started his career in 1983 in regulatory and finance management at Wisconsin Telephone.

He is a graduate of the University of Wisconsin and Marquette University.

Rosemary Watkins CPA – Controller

Ms. Watkins leads finance and Human Resources of the company. Ms. Watkins is a former Army Officer and has more than 20 years of accounting experience, beginning in Public Accounting.

Subsequently, Rosemary was the CFO of the Detroit Zoo and the CFO of Social Security Disability Services in Michigan. She also spent several years leading the Finance Team for Clinical Engineering at Trinity Health for over 90 hospitals in 21 states.

Ms. Watkins holds a B.S. in Economics from University of South Alabama and completed Master's Degree in Accounting at Indiana University.

Rich Lockard – Chief Revenue Officer

Rich Lockard is Chief Revenue Officer at Accelecom, where for the last 2 years he has lead the sales, marketing, product and business development efforts for the company across the Commonwealth. Prior to Accelecom, Rich was VP-Sales at Altice Cable, responsible for large teams and double-digit growth across 16 markets across the US. His 30 - plus year career also includes senior sales roles at Suddenlink, Cablevision, and BellSouth. In addition to a long track record of early-stage sales success, Rich brings energy and passion to sustain important relationships and motivate his team toward critical business goals. Rich has a bachelor's degree in Economics from Washington University in St. Louis.

Mike Johnson – VP – Engineering and Planning

Mike Johnson has been VP – Engineering and Planning at Accelecom for the past year. In that role, he is responsible for the evolution and continued growth of our state-of-the-art network, and the engineering back office that allows for rapid service provisioning and delivery. Prior to joining Accelecom, Mike lead the digital evolution of Papa John’s retail store environment, modernizing stores, call centers, network design and systems. In his 30 year career, Mike has also held positions of engineering leadership at Bluegrass Cellular, Bluegrass Networks, LLC Lightyear, Intermedia Communications, and WiTel. He holds a Bachelor of Science in electrical engineering from Texas A&M University.

John Binkley – Director of Service Delivery

John Binkley is Director of Service Delivery at Accelecom. In that role, he is responsible for providing timely, high speed connectivity to enthusiastic customers across Accelecom’s service area. John has been in the communications industry for over thirty years, specializing in site development, outside plant and construction. Prior to joining Accelecom almost 2 years ago, he held leadership positions at Dycom Industries and Crown Castle, as well as a long and successful stint running his independent construction business. John attended the University of Southern California.

VERIFICATIONS

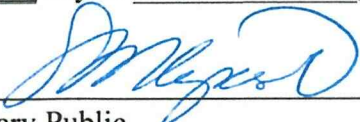
STATE OF GEORGIA)
)
FULTON COUNTY)

VERIFICATION

I, Eric Snell, state that I am the President and Chief Executive Officer of Georgia Public Web, Inc. (“GPW”); that I am authorized to make this Verification on behalf of GPW; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to GPW are true and correct to the best of my knowledge, information, and belief.


Eric Snell
President & Chief Executive Officer
Georgia Public Web, Inc.

Sworn and subscribed before me this 3 day of JUNE, 2022


Notary Public



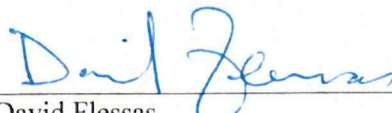
My commission expires 01/20/2024

COMMISSION EXPIRES
JANUARY 20, 2024

STATE OF KENTUCKY)
)
JEFFERSON COUNTY)


VERIFICATION

I, David Flessas, state that I am the Chief Executive Officer of Accelecom GA LLC ("Accelecom"); that I am authorized to make this Verification on behalf of Accelecom; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to Accelecom are true and correct to the best of my knowledge, information, and belief.



David Flessas
Chief Executive Officer
Accelecom GA LLC

Sworn and subscribed before me this 27 day of May, 2022



Notary Public

My commission expires 2-18-2025

