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December 1, 2023

VIA ELECTRONIC FILING AND OVERNIGHT COURIER

Sallie Tanner, Executive Secretary
Georgia Public Service Commission
244 Washington Street, S.W.
Atlanta, GA 30312

Re: Docket No. 36596: Application of Conterra Ultra Broadband, LLC for Approval to Participate in Certain Financing Arrangements

Dear Secretary Tanner:

On behalf of Conterra Ultra Broadband, LLC, enclosed for filing is the above-referenced Application.

Please acknowledge receipt and acceptance of this electronic filing. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,

/s/ Danielle Burt

Tamar Finn
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Counsel for Conterra Ultra Broadband, LLC

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BEFORE THE
GEORGIA PUBLIC SERVICE COMMISSION

Application of **Conterra Ultra Broadband, LLC** for Approval to Participate in Certain Financing Arrangements	Docket No. _____

APPLICATION

Conterra Ultra Broadband, LLC ("CUB" or "Applicant"), through undersigned counsel and pursuant to O.C.G.A. § 46-2-28[1] and the regulations of the Commission, requests approval to participate in certain Financing Arrangements, as defined below, in an aggregate amount of $695 million.

In support of this Application, Applicant provides the following information:

I. DESCRIPTION OF APPLICANT

CUB is a South Carolina limited liability company with a principal place of business located at 5301 77 Center Drive, Charlotte, North Carolina 28217. CUB holds CLEC Certificate No. L-0525 issued by the Commission to provide certain services in Georgia. CUB is a wholly owned subsidiary of Conterra Ultra Broadband Holdings, Inc. ("CUB Holdings"), a Delaware

[1] Applicant submits that the financing arrangements described herein qualify for the exemption from the approval requirements of O.C.G.A § 46-2-28 provided by O.C.G.A § 46-2-28(g) because the financing arrangements are an interstate transaction as evidenced by the following: (i) Conterra is a competitive local exchange carrier headquartered and domiciled outside of Georgia, (ii) the financing arrangements are expected to be between Conterra's parent as the primary obligor and a national bank or other lending or financial institution licensed or authorized to enter into such financing arrangements by a state or federal agency, and (iii) Conterra will provide a guaranty to the lenders in order to accommodate those financing arrangements. Should the Commission determine that the exemption does not apply, Conterra requests that the Commission issue a Letter of Acknowledgement to that effect.

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corporation that is itself a wholly owned subsidiary of CUB Parent, Inc. ("CUB Parent").[2] CUB provides: (1) backhaul and fronthaul transport for wireless carriers; and (2) access and broadband networks for enterprises, K-12, healthcare, and government entities. With respect to its transport services, CUB provides carrier-grade Ethernet, time-division multiplexing connectivity, and fixed point-to-point microwave connectivity from a wireless carrier tower or from a lower-profile connection point to another point designated by the wireless carrier customer. For access and broadband networks for education (K-12), healthcare, and government entities, CUB provides carrier-grade Ethernet (data) and dark fiber transport from the end user location to an Ethernet point-of-presence ("PoP") or other location designated by the end user customer. Each network is customized to a specific user's needs.

As explained in the application filed October 25, 2023, no entity or individual exercises *de jure* control over CUB Parent. Nevertheless, through a shareholders' agreement by and among CUB Parent, CSC CUB Holdings LP, EagleCrest CUB LP, and Draden Investors, LLC ("APG US"), each of EagleCrest CUB GP and APG US exercise negative control over CUB Parent.

CUB Parent, a Delaware corporation, is indirectly owned by Fiera Infrastructure Inc. ("Fiera Infrastructure") and APG Asset Management US Inc. ("APG Asset Management US"). Fiera Infrastructure is a Canadian federal corporation, whose immediate parent is Fiera Capital Corporation, an Ontario corporation ("Fiera Capital") that is a leading investment management firm in Canada. APG Asset Management US is directly owned by APG Asset Management N.V. and indirectly wholly owned and controlled by Stichting Pensioenfonds ABP, a Netherlands

[2] Applicant separately obtained authority to complete a *pro forma* change in its indirect ownership to insert three intermediate holding companies into its structure between CUB Holdings and CUB Parent. See Letter of Authorization in Docket 36596, dated November 7, 2023. Applicant expects this *pro forma* change to be completed prior to the financing arrangements described in this application.

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pension fund ("SPF ABP") that is the largest pension plan in the Netherlands, with one out of every five Dutch citizens participating.

Additional information concerning CUB's legal, technical, and managerial qualifications and its ownership have been previously submitted to the Commission in certification applications and the transfer of control application filed July 28, 2020, and is therefore a matter of public record. Applicant requests that the Commission take official notice of these existing descriptions and incorporate them by reference.

II. DESIGNATED CONTACTS

Questions, correspondence, or other communications concerning this filing should be directed to:

and:

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III. DESCRIPTION OF THE FINANCING ARRANGEMENTS

Applicant seeks approval to participate in new financing arrangements up to an aggregate amount of $695 million (the "Financing Arrangements").[3] CUB seeks approval to provide a guaranty and related pledge of assets as security for the Financing Arrangements.

[3] CUB previously obtained Commission approval to participate in certain financing arrangements of its parent company, CUB Holdings, in an aggregate amount of up to $450 million in Docket No. 36596 on February 25, 2022. The Financing Arrangements described in this Application will be used to fully repay the existing financing arrangements of up to $450 million.

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To maintain flexibility to respond to market conditions and future business opportunities, Applicant seeks authority to participate as a guarantor and by providing a pledge of its assets as security for the Financing Arrangements that are consistent with the below outlined parameters. These parameters would permit, to the extent market conditions may warrant, modifications to the current financing structure in a manner most favorable to the borrower, CUB Parent, and its current and future subsidiaries.

Aggregate Amount: Up to $695 million (the "Aggregate Amount").

Debt Instruments: The Financing Arrangements may include one of more of the following debt instruments: notes or debentures (including notes convertible into equity and private notes that may be exchanged for public notes); conventional credit facilities, such as revolving credit facilities and term loans; letters of credit; and bridge loans; or a combination thereof.

Maturity: Up to 12 years after issuance, amendment, or restatement depending on the type of the facility.

Interest: Interest rates will be the market rate for similar financings and will not be determined until the Financing Arrangements are finalized. Depending on the type of debt securities, facility(ies), or other arrangements, indebtedness will accrue interest at a rate(s) that may be fixed (typically set at signing or closing based on then-current market conditions and which are currently expected to use U.S. Treasury rates) or floating (consisting of a base rate, which will float with a rate index such as LIBOR, Secured Overnight Financing Rate ("SOFR"), Paid-in-Kind ("PIK") or Federal Funds Rate, plus an applicable margin), or a combination of fixed rates and floating rates.

Security: Some of all of the Financing Arrangements will be secured facilities, which may include a grant of a security interest in the assets of the borrower and its current and future subsidiaries, including Applicant. For the secured facilities, the equity of the borrower and its current and future subsidiaries, including Applicant, also may be pledged as additional security. Additionally, the borrower and its current and future subsidiaries, including Applicant, may provide a guaranty as security for some or all of the Financing Arrangements. Applicant seeks authorization to secure the full $695 million of the Financing Arrangements with security interests in the assets of Applicant.

Purpose: The Financing Arrangements may be used for acquisitions, refinancing, or repaying the existing debt of CUB Holdings, dividends, working capital requirements, general corporate purposes, and expenses related to the Financing Arrangements.

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Applicant requests Commission approval, to the extent necessary, to act as a guarantor and pledge its assets as security for Financing Arrangements up to the Aggregate Amount consistent with the parameters outlined above.

IV. PUBLIC INTEREST CONSIDERATIONS

Approval of the participation of Applicant in the Financing Arrangements will serve the public interest because it will provide CUB with access to additional financial resources. Among other things, the Financing Arrangements may be used to fund some of all of the purchase price for future acquisitions, to repay existing debt, to support strategic growth initiatives, to provide for dividends, ongoing working capital, and other corporate purposes.

The Financing Arrangements are necessary and appropriate, are consistent with the performance of Applicant of its services to the public, will not impair its ability to perform such services, and will promote its corporate purposes. The Financing Arrangements will be transparent to the customers of Applicant and will not disrupt service or cause customer confusion or inconvenience. CUB will continue to offer the services it is authorized to provide in Georgia. Following the completion of the Financing Arrangements, there will be no change to CUB's operations, and CUB will continue to provide high quality services without interruption and without changes in applicable rates, terms, and conditions.

V. CONCLUSION

For the foregoing reasons, Applicant submits that the public interest, convenience, and necessity would be furthered by the Commission issuing a Letter of Acknowledgement that no

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Commission approval is necessary for, or to the extent necessary approving, the participation of CUB in the Financing Arrangements described above.

Respectfully submitted,

/s/ Danielle Burt

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Counsel for Applicant

Dated: December 1, 2023

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VERIFICATION

I, Stephen G. Keaveney, declare that I am Executive Vice President and Chief Financial Officer of Conterra Ultra Broadband Holdings, Inc. and its subsidiary Conterra Ultra Broadband, LLC (the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the statements in the foregoing document are true and correct to the best of my knowledge, information, and belief.

Executed this 30th day of November, 2023.

DocuSigned by:
Stephen G. Keaveney
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Name: Stephen G. Keaveney
Title: Executive Vice President and Chief Financial Officer
Conterra Ultra Broadband Holdings, Inc.
Conterra Ultra Broadband, LLC