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March 6, 2026

Via Electronic Mail
Ms. Sallie Tanner
Executive Secretary
Georgia Public Service Commission
244 Washington Street, SW
Atlanta, Georgia 30334
https://psc.ga.gov/alternative-efile/

Re: Notice of Involuntary Indirect Control Transfer of MCC Telephony of Georgia, LLC ("MCC Telephony GA") and of Mediacom Wireless of Georgia LLC ("Mediacom Wireless GA") (collectively, the "MCC Subs")

Dear Ms. Tanner:

As discussed with Commission Staff, please see enclosed a notice of involuntary, indirect transfer of ownership and control of the MCC Subs. A hard copy of the notice has been placed in the mail. As this notice is made in accordance with the Staff memo regarding financing authority, we understand that Commission approval is not required. If our understanding is incorrect, please advise us at the number or email below.

If our understanding is correct, as appropriate, please file this notice in your usual manner and return a copy stamped "filed" to Kim Darmody at kdarmody@wstelecomlaw.com. Thank you for your attention. Please do not hesitate to contact me at (770) 309-0462 or wsapronov@wstelecomlaw.com should you have any questions or wish to discuss.

Very truly yours,

Sapronov & Associates, P.C.

Walt Sapronov, Esq.
Attorneys for MCC Telephony of Georgia, LLC and Mediacom Wireless of Georgia LLC

cc.
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Tonika Starks, tstarks@psc.ga.gov
Anna Sokolin-Maimon, Esq., amaimon@mediacomcc.com
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Mediacom Communications Corporation
(Via Electronic Mail)
Enc.
Kd/enc

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March 6, 2026

Re: Notice of Involuntary Indirect Control Transfer of MCC Telephony of Georgia, LLC ("MCC Telephony GA") and of Mediacom Wireless of Georgia LLC ("Mediacom Wireless GA") (collectively, the "MCC Subs")

This Firm serves as Counsel to the MCC Subs, both subject to the Commission's jurisdiction. As discussed, and with deepest condolences to his family and colleagues, this letter serves as notice regarding the death of Rocco B. Commisso,[1] and the involuntary, indirect control transfer of the MCC Subs (the "Transfer") resulting thereby.

1. General.

Briefly, the MCC Subs operate under the authority of various certificates granted by the Commission.[2] The Commission has also designated Mediacom Wireless GA as an Eligible Telecommunications Carrier ("ETC") for the purpose of receiving support from the Rural Digital Opportunity Fund ("RDOF").[3] The MCC Subs offer telecommunications service, including CLEC and Interexchange services. Mediacom Wireless GA offers broadband internet and voice services as required by the RDOF program in Georgia.

2. Indirect Control Transfer.

The MCC Subs are indirect, wholly owned subsidiaries of JMCC Corporation, a Delaware Corporation, a Delaware entity ("JMCC"), that was majority owned and controlled by Mr. Commisso prior to his death. Upon his death on January 16, 2026, the decedent's 79.55% ownership interest and control of JMCC were involuntarily transferred to a trust, and subsequently, will transfer again to a successor trust (collectively, the "Trust(s)"). The three

[1] https://www.businesswire.com/news/home/20260116177665/en/Mediacom-Communications-Announces-the-Passing-of-Rocco-B.-Commisso

[2] MCC Telephony of Georgia, LLC, Certificate is #L-0383 (CLEC), Certificate ID X-1070 (IXC), Certificate ID Numbers 7064, 7072, 7073, 7076 (Interconnection), (unassigned, Docket id 44299), (Interconnection). https://psc.ga.gov/utilities/telecommunications/search/; Mediacom Wireless of Georgia, LLC, Certificate Number 7801 (ETC), Certificate Number #L-7844 (CLEC), Certificate Number #X-7845 (IXC)

[3] See discussion in Part 3 (ETC Designation) below.

trustees of both the current and the successor Trust remain unchanged: Catherine Commisso, Giuseppe (*a/k/a* Joseph) B. Commisso, and Italia Commisso-Weinand. Other than the transfer of Mr. Commisso's interest to the current Trust, no other changes have been or will be made to JMCC or to the other legal entities owning or controlling the MCC Subs.[4]

3. ETC Designation.

In 2021, the Commission granted Mediacom Wireless GA its application for ETC designation, on condition that the applicant also obtain CLEC and IXC certification from the Commission.[5] Mediacom Wireless GA satisfied those conditions and obtained those respective certifications.[6] Neither the Federal Communications Commission (FCC) rules nor those of the Commission[7] specify the information required for notification of an involuntary transfer of control with respect to ETC designations. The informal notice required of involuntary control of Mediacom Wireless in its CLEC and IXC capacities is satisfied *ipso facto* by the instant Transfer notice and the discussion herein.

Mediacom Wireless GA has satisfied all of the reporting and other requirements of the Georgia ETC rules, including, without limitation, those set forth in 47 USC § 214(A) and (B) and all FCC regulations set forth in 47 C.F.R., part 54, Subparts (C), (D), or (E), as applicable. There will be no change to the rates, advertisements, or other materials offered to its customers. Mediacom Wireless GA received $401,145.80 in federal High-Cost Support in Study Area 229039 and continues to participate in the federal Lifeline program without change to its study area code. The transfer will not result in a change in its day-to-day-management, technology, or debt, or otherwise compromise its ability to meet its service obligations under the RDOF program rules.

The remaining Transfer notice requirements applicable to Mediacom Wireless GA are discussed in the following Section 4.

4. Notice of the Indirect Ownership and Control Transfers of the MCC Subs.

According to the Staff,[8] the Commission's requirements applicable to indirect control transfers are set forth in the Staff memo regarding financing authority. ("Staff Memo").[9] As we understand the Staff's requirements, the indirect ownership and control transfer of JMCC from the late Mr. Commisso to the Trusts falls within the following exclusions from customary GPSC

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[4] A more detailed description of the indirect control Transfer of JMCC and, indirectly, of the MCC Subs, is attached hereto at Attachment "A". The pre- and post-Transfer organization charts are set forth in Attachments "A-1" and "A-2," respectively.

[5] In Re: Application of Mediacom Wireless of Georgia, LLC for Limited Designation as an Eligible Telecommunications Carrier, Docket No. 43709, Order Granting Designation (June 7, 2021) ("ETC Order") (Copy Attached hereto at Attachment B)

[6] See *Supra* note 2.

[7] Ga. Comp. R. & Regs.r.515-12-1-.35 Eligible Telecommunications Carriers: https://rules.sos.state.ga.us/gac/515-12-1-.35 ("Georgia ETC Rules")

[8] Email from Tonika Starks. Utilities Regulations Specialist, Georgia Public Service Commission, to Walt Sapronov, Esq. Counsel for the MCC Subs, February 6, 2026 (mail discussion regarding financing authority notice procedure requirements) (on file with our Firm and available upon request)

[9] Georgia Public Service Commission Telecommunications Unit Financing Authority Requirements and Procedures ("Staff Memo") (attached hereto at Attachment "C")

control transfer approval:

> The following transactions do not require formal approval by the Commission under O.C.G.A. § 46-2-28:
> • Mergers, acquisitions, or transfers of control that do not involve the issuance of stocks, bonds, notes, or other evidence of debt payable more than 12 months after the date of issuance.
> • Corporate reorganizations and restructuring that do not involve the issuance of stocks, bonds, notes, or other evidence of debt payable more than 12 months after the date of issuance. (Staff Memo at 1)

As ownership and control of JMCC were involuntarily transferred to the current Trust, his passing presumably did not require the issuance of securities or evidence of debt payable more than 12 months from the date of issuance. Nor will the transfer to a subsequent Trust require such issuance. Finally, for the avoidance of doubt, Giuseppe B. Commisso, the decedent's son and a beneficiary of the Trusts, has been appointed Chairman and CEO of JMCC; there has been no change to JMCC's board; and there will be no transfer of the MCC Subs' subscribers, nor any change to the rates, terms, and conditions of their service.

Consequently, as we understand it, this Transfer requires only notice as described in the Staff Memo. If our understanding is correct, please treat this letter as the filing of said notice. Thank you.

Respectfully Submitted,

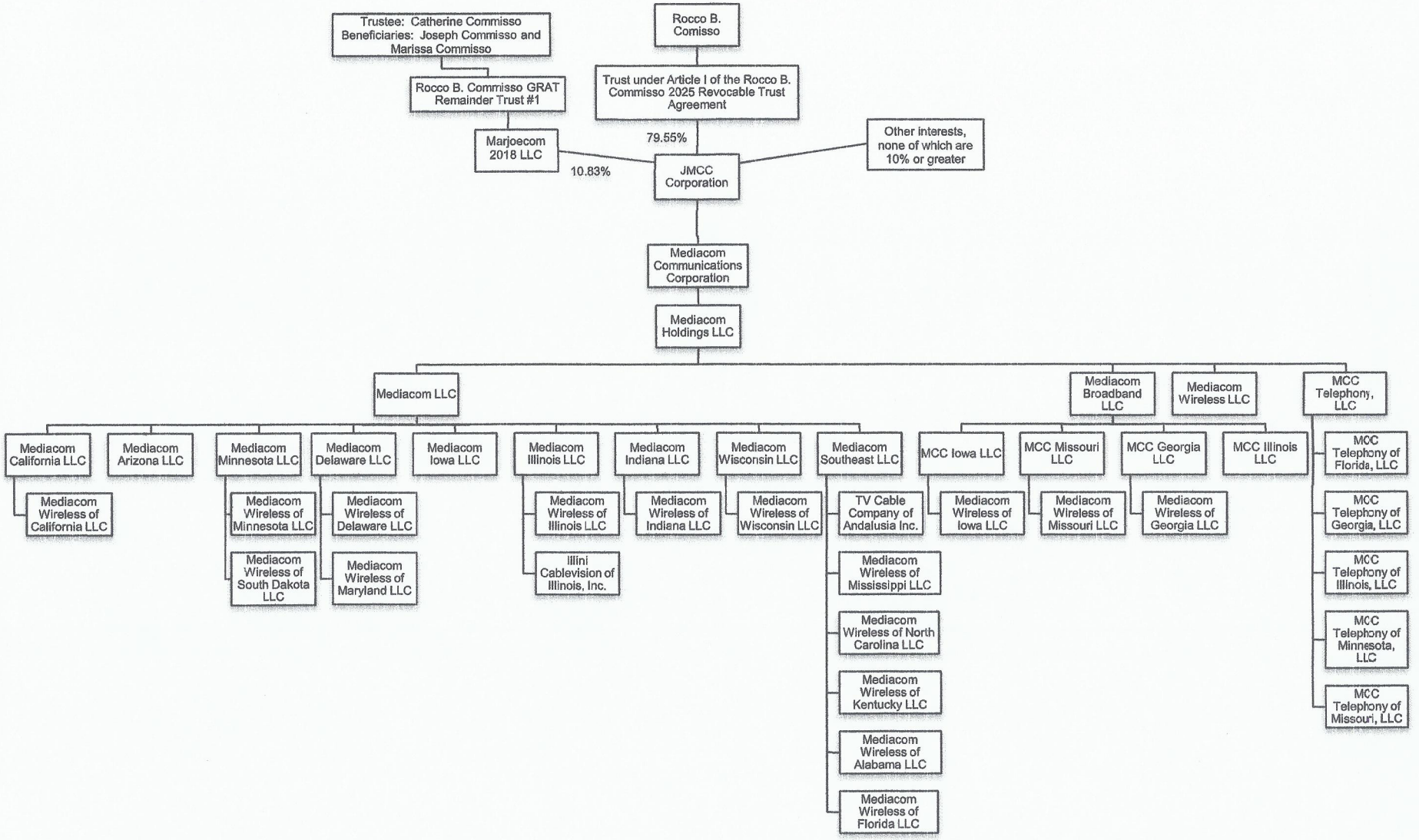


Walt Sapronov
Sapronov & Associates, P.C.
Attorneys for MCC Telephony of Georgia, LLC and
Mediacom Wireless of Georgia LLC

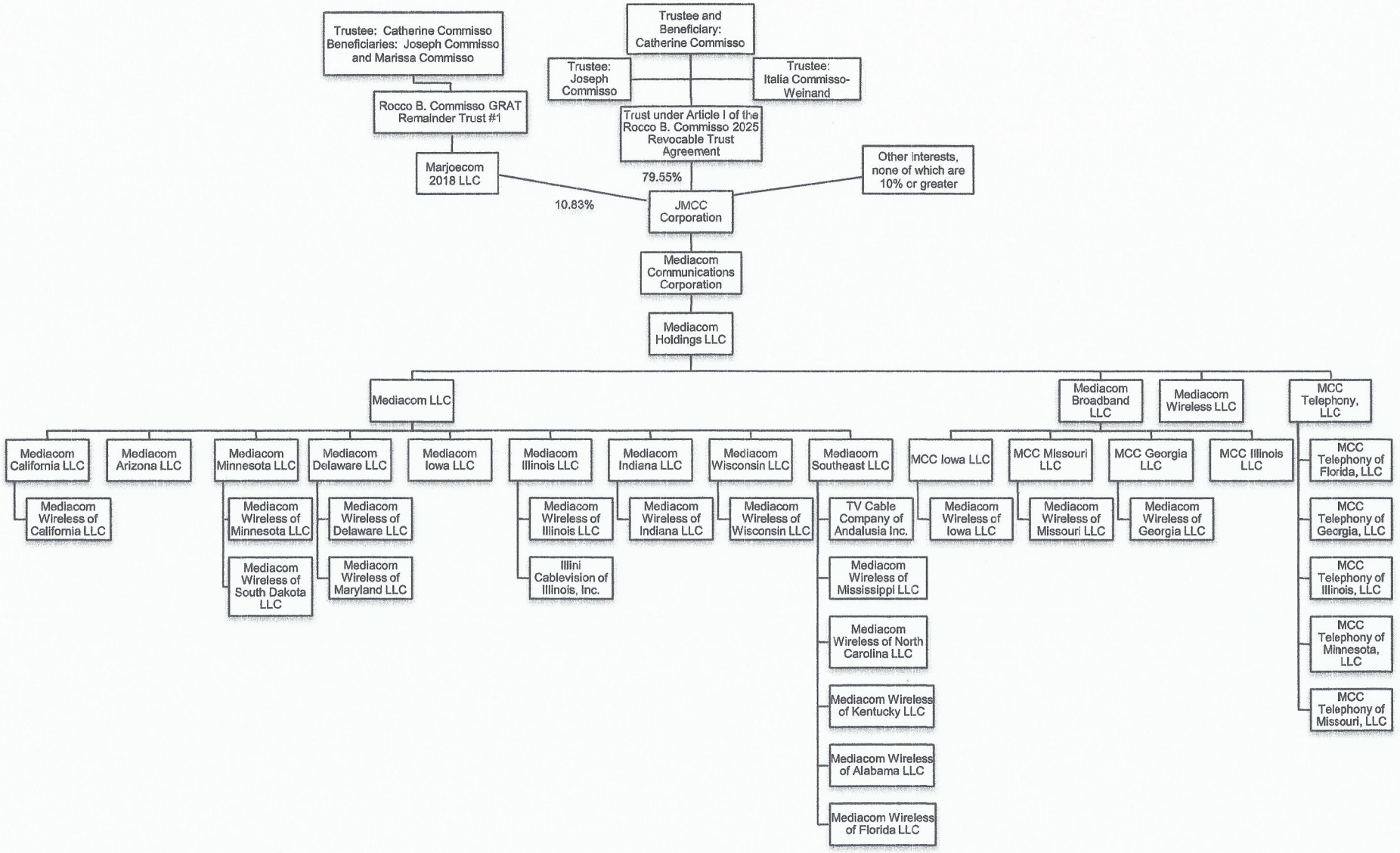
Attachment "A"

Ownership Structure of JMCC

Mediacom Corporate Structure
Prior to January 16, 2026



Mediacom Corporate Structure
On and After January 16, 2026



As indicated in the pre- and post-ownership and control transfer ("Transfer") organizational charts below, prior to January 16, 2026, Mediacom Communications Corporation, through a wholly owned subsidiary, held a 100% indirect equity interest in the MCC Subs. JMCC Corporation held a 100% direct equity interest in Mediacom Communications Corporation and, therefore, a 100% indirect equity interest in the MCC Subs. The following individuals and entities held a 10% or greater interest in JMCC Corporation:

- A trust formed under Article I of the Rocco B. Commisso 2025 Revocable Trust Agreement ("Article I Trust") – 79.55% direct equity interest[10]
- Rocco B. Commisso – 79.55% indirect equity interest as the Trustee of the Article I Trust
- Marjoecom 2018 LLC – 10.83% direct equity interest
- Rocco B. Commisso GRAT Remainder Trust #1 – 10.83% indirect equity interest[11]

Accordingly, prior to January 16, 2026, Rocco B. Commisso held a 79.55% indirect equity interest in the MCC Subs and, accordingly, ultimate ownership and control of the MCC Subs.

On January 16, 2026, Rocco B. Commisso passed away.[12] Upon his death, Mr. Commisso ceased to be Trustee of the Article I Trust, and Catherine Commisso (the widow of Mr. Commisso), Guiseppe (a/k/a Joseph) B. Commisso (the son of Mr. Commisso and Catherine Commisso), and Italia Commisso-Weinand (the sister of Mr. Commisso) became the Trustees of the Article I Trust. No other changes in JMCC Corporation's ownership occurred after January 16, 2026.

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[10] On December 5, 2025, Mr. Commisso transferred his 79.55% direct ownership in and control of JMCC Corporation to the Article I Trust. Mr. Commisso was the sole Trustee of the Article I Trust, and thus maintained ownership and control of JMCC Corporation even after this transfer.

[11] The Rocco B. Commisso GRAT Remainder Trust #1's indirect interest in JMCC Corporation is held through the Rocco B. Commisso GRAT Remainder Trust #1's 100% direct equity interest in Marjoecom 2018 LLC.

[12] *See Mediacom Communications Announces the Passing of Rocco B. Commisso*, MEDIACOM (Jan. 16, 2026), https://mediacomcable.com/news/mediacom-communications-announces--the-passing-of-rocco-b--commisso.html.

Therefore, after Mr. Commisso's passing, the following entities now hold a 10% or greater interest in JMCC Corporation:

- Article I Trust – 79.55% direct equity interest
- Marjoecom 2018 LLC – 10.83% direct equity interest
- Rocco B. Commisso GRAT Remainder Trust #1 – 10.83% indirect equity interest through one intervening entity that Rocco B. Commisso GRAT Remainder Trust #1 directly and wholly owns[13]

Under the terms of Article I Trust, the 79.55% direct ownership interest in JMCC Corporation held by the Article I Trust will remain in the Article I Trust during the administration of Mr. Commisso's estate. After that process is completed, the 79.55% direct ownership interests in JMCC Corporation will be transferred to a trust for the benefit of Catherine Commisso during her lifetime. For both the Article I Trust and the successor marital trust, the Trustees are (and, in the case of the marital trust, will be) the following individuals:

- Catherine Commisso
- Giuseppe (a/k/a Joseph) B. Commisso
- Italia Commisso-Weinand

Catherine Commisso and Guiseppe (a/k/a Joseph) B. Commisso hold the voting rights in JMCC Corporation, and they will continue to do so upon the creation of the marital trust. In the event of a tie vote, Italia Commisso-Weinand will serve as the tiebreaker. Accordingly, the MCC Subs are now ultimately controlled by Catherine Commisso, Guiseppe (a/k/a Joseph) B. Commisso, and Italia Commisso-Weinand.

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[13] Catherine Commisso serves as the Trustee of the Rocco B. Commisso GRAT Remainder Trust #1. The beneficiaries of the Rocco B. Commisso GRAT Remainder Trust #1 include Mr. Commisso's descendants: Guiseppe (a/k/a Joseph) B. Commisso and Marissa Commisso.

Notwithstanding the above, the day-to-day activities of the MCC Subs will continue to be managed by the Directors and Officers of Mediacom Communications Corporation, with Guiseppe (a/k/a Joseph) B. Commisso currently serving as Chairman and CEO.[14] As of the date of this filing, the following individuals serve as Directors and Officers of Mediacom Communications Corporation:

Directors	**Officers**
Catherine Commisso	Giuseppe (a/k/a Joseph) B. Commisso – Chairman and CEO
Giuseppe (a/k/a Joseph) B. Commisso	John Pascarelli – EVP, Operations
Italia Commisso-Weinand	Italia Commisso-Weinand – EVP, Programming and Human Resources
Mark Stephan	Jonathan Coscia – SVP, Customer Service
John Pascarelli	Julien Dancona – SVP and Corporate Controller
	Tapan Dandnaik – SVP, Operations, Product Strategy and Consumer Experience
	Glenn Goldsmith – SVP, Programming
	Jack Griffin – SVP, CFO and Treasurer
	Thomas Larsen – SVP, General Counsel and Secretary
	Peter Lyons – SVP, Information Technology
	JR Walden – SVP, Technology and Chief Technology Officer

A. Name, Address, Citizenship, and Principal Business of 10% or More Interest Holders in Licensees

Prior to the Transfer (*i.e.*, prior to January 16, 2026), the following persons and entities directly and indirectly held 10% or more equity and voting interests in, and otherwise indirectly or directly controlled the MCC Subs. No other person or entity held a direct or indirect 10% or greater equity or voting interest in or controlled the MCC Subs.

[Persons and entities listed on next page]

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[14] *See Mediacom Communications Appoints Chief Executive Officer*, MEDIACOM (Feb. 6, 2026), https://mediacomcable.com/news/mediacom-communications-appoints-chief-executive-officer.

Name:	**Rocco B. Commisso**
Address:	One Mediacom Way, Mediacom Park, NY 10918
Citizenship:	United States
Principal Business:	Trustee
Direct Interest in [Entity]:	Trust Under Article I of the Rocco B. Commisso 2025 Revocable Trust Agreement
Name:	**Trust Under Article I of the Rocco B. Commisso 2025 Revocable Trust Agreement**
Address:	One Mediacom Way, Mediacom Park, NY 10918
Citizenship:	United States (New Jersey)
Principal Business:	Trust
% Direct Equity in [Entity]:	79.55% in JMCC Corporation
% Indirect Equity in Licensees:	79.55% (79.55% x 100% direct and indirect equity in multiple intervening entities)
% Direct Voting in [Entity]:	79.55% in JMCC Corporation
Name:	**Rocco B. Commisso GRAT Remainder Trust #1**
Address:	One Mediacom Way, Mediacom Park, NY 10918
Citizenship:	United States (Delaware)
Principal Business:	Trust
% Direct Equity in [Entity]:	100% in Marjoecom 2018 LLC
% Indirect Equity in Licensees:	10.83% (10.83% x 100% direct and indirect equity in multiple intervening entities)
% Voting in [Entity]:	100% in Marjoecom 2018 LLC
Trustee:	Catherine Commisso
Beneficiaries:	Guiseppe (a/k/a Joseph) B. Commisso and Marissa Commisso
Name:	**Marjoecom 2018 LLC**
Address:	One Mediacom Way, Mediacom Park, NY 10918
Citizenship:	United States (Delaware)
Principal Business:	Investment holding company
% Direct Equity in [Entity]:	10.83% in JMCC Corporation
% Indirect Equity in Licensees:	10.83% (10.83% x 100% direct and indirect equity in multiple intervening entities)
% Voting in [Entity]:	10.83% in JMCC Corporation
Name:	**JMCC Corporation**
Address:	One Mediacom Way, Mediacom Park, NY 10918
Citizenship:	United States (Delaware)
Principal Business:	Investment holding company
% Direct Equity in [Entity]:	100% in Mediacom Communications Corporation
% Indirect Equity in Licensees:	100% (100% x 100% direct and indirect equity in multiple intervening entities)
% Voting in [Entity]:	100% in Mediacom Communications Corporation

Name:	**Mediacom Communications Corporation**
Address:	One Mediacom Way, Mediacom Park, NY 10918
Citizenship:	United States (Delaware)
Principal Business:	Investment holding company
% Direct Equity in [Entity]:	100% in Mediacom Holdings LLC
% Indirect Equity in Licensees:	100% (100% x 100% direct and indirect equity in multiple intervening entities)
% Voting in [Entity]:	100% in Mediacom Holdings LLC

Name:	**Mediacom Holdings LLC**
Address:	One Mediacom Way, Mediacom Park, NY 10918
Citizenship:	United States (Delaware)
Principal Business:	Investment holding company
% Direct Equity in [Entity]:	100% in MCC Telephony, LLC 100% Mediacom Wireless LLC 100% in Mediacom Broadband LLC 100% in Mediacom LLC
% Indir. Eq. in Certain Licensees:	100% in Mediacom Wireless of Alabama LLC, Mediacom Wireless of Florida LLC, Mediacom Wireless of Georgia LLC, and Mediacom Wireless of North Carolina LLC (100% x 100%)
% Voting in [Entity]:	100% in MCC Telephony, LLC 100% Mediacom Wireless LLC 100% in Mediacom Broadband LLC 100% in Mediacom LLC

Name:	**Mediacom Broadband LLC**
Address:	One Mediacom Way, Mediacom Park, NY 10918
Citizenship:	United States (Delaware)
Principal Business:	Investment holding company
% Direct Equity in [Entity]:	100% in MCC Georgia LLC
% Indirect Equity in Licensee:	100% in Mediacom Wireless Georgia (100% x 100%)
% Voting in [Entity]:	100% in MCC Georgia LLC

Name:	**MCC Georgia LLC**
Address:	One Mediacom Way, Mediacom Park, NY 10918
Citizenship:	United States (Delaware)
Principal Business:	Investment holding company
% Direct Equity in [Entity]:	100% in Mediacom Wireless of Georgia LLC
% Voting in [Entity]:	100% in Mediacom Wireless of Georgia LLC

Name:	**Mediacom LLC**
Address:	One Mediacom Way, Mediacom Park, NY 10918
Citizenship:	United States (Delaware)
Principal Business:	Investment holding company
% Direct Equity in [Entity]:	100% in Mediacom Southeast LLC
% Indir. Eq. in Certain Licensees:	100% in Mediacom Wireless of Alabama LLC, Mediacom Wireless of Florida LLC, and Mediacom Wireless of North Carolina LLC (100% x 100%)
% Voting in [Entity]:	100% in Mediacom Southeast LLC

The only changes to the ownership, voting, and control interests provided above resulting from the Transfer (*i.e.*, on and after January 16, 2026) are as follows.

Name:	**Catherine Commisso**
Address:	One Mediacom Way, Mediacom Park, NY 10918
Citizenship:	United States
Principal Business:	Trustee
Direct Interest in [Entity]:	One of three Trustees of the Trust Under Article I of the Rocco B. Commisso 2025 Revocable Trust Agreement, to be succeeded by the marital trust of which she will be the beneficiary for the duration of her lifetime
% Voting Interest in [Entity]:	50% in JMCC
Name:	**Guiseppe (a/k/a Joseph) B. Commisso**
Address:	One Mediacom Way, Mediacom Park, NY 10918
Citizenship:	United States
Principal Business:	Trustee
Direct Interest in [Entity]:	One of three Trustees of the Trust Under Article I of the Rocco B. Commisso 2025 Revocable Trust Agreement, to be succeeded by the marital trust
% Voting Interest in [Entity]:	50% in JMCC Corporation
Name:	**Italia Commisso-Weinand**
Address:	One Mediacom Way, Mediacom Park, NY 10918
Citizenship:	United States
Principal Business:	Trustee
Direct Interest in [Entity]:	One of three Trustees of the Trust Under Article I of the Rocco B. Commisso 2025 Revocable Trust Agreement, to be succeeded by the marital trust
% Voting Interest in [Entity]:	Tie-breaking vote in JMCC Corporation

(See pre-Transfer and post-Transfer organizational charts at Attachments A-1 and A-2, respectively)

Attachment "B"

Docket No, 43709
Order on Application for Designation as an Eligible Telecommunications Carrier

FILED
JUN 07 2021
EXECUTIVE SECRETARY
G.P.S.C.

DOCKET#43709
DOCUMENT#185969

COMMISSIONERS:
CHUCK EATON, Chairman
TIM G. ECHOLS, Vice-Chairman
LAUREN "BUBBA" McDONALD
TRICIA PRIDEMORE
JASON SHAW

REECE McALISTER
EXECUTIVE SECRETARY

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Docket No. 43709

In Re: Application of Mediacom Wireless of Georgia, LLC for Limited Designation as an Eligible Telecommunications Carrier

ORDER ON APPLICATION FOR DESIGNATION AS AN ELIGIBLE TELECOMMUNICATIONS CARRIER

Background

On January 6, 2021, Mediacom Wireless of Georgia, LLC ("Mediacom" or "the Company") filed with the Georgia Public Service Commission ("Commission") its Application for Limited Designation as an Eligible Telecommunications Carrier ("Application").

Mediacom was selected by the Federal Communications Commission ("FCC") as a winning bidder in Georgia in the FCC's Rural Digital Opportunity Fund ("RDOF") Phase I auction to provide broadband and voice services to consumers and businesses in its proposed ETC designation area. Mediacom will also provide Lifeline discounted service to qualifying low-income customers who reside within the Company's service areas in the State of Georgia. Mediacom is obligated by the FCC to obtain ETC designation status by June 7, 2021, which is 180 days after the announcement by the FCC on December 7, 2020, that the Company is a winning bidder in the RDOF Phase I auction in the census blocks in which the Company was awarded RDOF Phase I support.

To be designated as an ETC, an applicant must be a common carrier pursuant to Section 214(e) of the Telecommunications Act of 1996. For voice service, 47 C.F.R. § 54.101(a) requires ETCs to provide the following services and functionality: voice grade access to the public switched network or its functional equivalent; minutes of use for local service provided at no additional charge to end users; access to the emergency services

provided by local government or other public safety organization, such as 911 and enhanced 911, to the extent the local government in an eligible carrier's service area has implemented 911 or enhanced 911 systems; and toll limitation services to qualifying low-income consumers. Section 54.405(a) of the FCC's rules require an ETC to offer lifeline service "as defined in § 54.401, to qualifying low-income consumers." Section 54.401(a)(2) defines lifeline service to include "voice telephony service or broadband Internet access service as defined in § 54.400." "Broadband internet access service" is defined to include "the capability to transmit data to and receive data by wire or radio from all or substantially all Internet endpoints, including any capabilities that are incidental to and enable the operation of the communications service, but excluding dial-up service." 47 C.F.R. § 54.400(l). Read together, these regulations require an ETC to offer subsidized Lifeline and voice and broadband services, including a standalone voice service offering to qualifying low-income consumers within its proposed ETC designation area. Coastal asserts that it meets all the requirements of the FCC for designation as an ETC for voice and broadband services. Mediacom asserts that it meets all the requirements of the FCC for designation as an ETC for voice and broadband services.

Mediacom committed to comply with the Commission's rules on eligible telecommunications carriers, Rule 515-12-1-.35: Eligible Telecommunications Carriers.

The Commission Staff issued data requests to Mediacom on March 8, 2021, and Mediacom filed responses on April 7, 2021.

Staff Recommendation

Staff recommended that the Commission designate Mediacom as an ETC in order to receive Rural Digital Opportunity Fund support for voice and broadband services in the census blocks shown in Attachment 1. Staff further recommended that Mediacom's ETC designation be subject to the condition that its pending applications for authority to provide competitive local exchange service and interexchange service are ultimately approved by the Commission.

Commission Decision

The Commission finds the Staff's recommendation reasonable and hereby adopts the Staff's recommendation for the reasons stated therein.

* * * * *

WHEREFORE, it is

ORDERED, that Mediacom is hereby designated an ETC in order to receive Rural Digital Opportunity Fund support for voice and broadband services in the census blocks shown in Attachment 1 to this Order.

ORDERED FURTHER, that Mediacom's ETC designation is subject to the condition that its pending applications for authority to provide competitive local exchange service and interexchange service are ultimately approved by the Commission.

ORDERED FURTHER, that a motion for reconsideration, rehearing, oral argument, or any other motion shall not stay the effective date of this Order, unless otherwise ordered by the Commission.

ORDERED FURTHER, that jurisdiction over this matter is expressly retained for the purpose of entering such further Order(s) as this Commission may deem just and proper.

The above by action of the Commission in Administrative Session on the 1st day of June 2021.

Reece McAlister
Executive Secretary

6-7-21
DATE

Chuck Eaton
Chairman

6/7/21
DATE

Staff Memo
Attachment "C"

Staff Memo

Succession

GEORGIA PUBLIC SERVICE COMMISSION
TELECOMMUNICATIONS UNIT
FINANCING AUTHORITY REQUIREMENTS AND PROCEDURES

Transactions Requiring Commission Approval:

Any transaction involving an issuance of stocks, bonds, notes, or other evidences of debt payable more than 12 months after the date of issuance must be approved by the Commission, unless it is exempt under O.C.G.A. § 46-2-28(g), which states:

> (g) Notwithstanding any other provision of this Code section or any other provision of law, **local exchange companies** as defined in paragraph (10) of Code Section 46-5-162 under the commission's jurisdiction **shall be exempt from the provisions of this Code section if the stocks, bonds, notes, or other evidences of debt are issued as part of a debt transaction that is an interstate transaction, as evidenced by the following**:
>
> > (1) The local exchange company is a wholly owned subsidiary of a parent company headquartered or domiciled outside of this state;
> > (2) The debt transaction is by and between the parent company, the primary obligor, and a national bank or other lending or financial institution licensed or authorized to enter into such debt transaction by any state or federal agency; and
> > (3) The local exchange company is issuing stocks, bonds, notes, or other evidences of debt for the purpose of providing collateral or other security to the lending or financial institution in order to accommodate the debt transaction of a parent company or other entity.
>
> (emphasis added)

If the transaction meets the above criteria for exemption, please file a letter with the Commission describing the transaction and how the criteria for exemption have been met.

Transactions Requiring Notice:

The following transactions do not require formal approval by the Commission under O.C.G.A. § 46-2-28:

- Mergers, acquisitions, or transfers of control that do not involve the issuance of stocks, bonds, notes, or other evidences of debt payable more than 12 months after the date of issuance.
- Corporate reorganizations and restructuring that do not involve the issuance of stocks, bonds, notes, or other evidences of debt payable more than 12 months after the date of issuance.

- Transfers of customer base between entities holding certificates of authority issued by the Georgia Public Service Commission that do not involve the issuance of stocks, bonds, notes, or other evidences of debt payable more than 12 months after the date of issuance.

If the transaction is one of the above requiring notice, please file a letter with the Commission at least 60 days prior to consummation describing the transaction and which of the above criteria it meets. If the transaction involves a transfer of customer base, please also include the number of customers being transferred, indicate whether service will continue to be offered under the same rates, terms and conditions as currently provided, and provide a copy of the notice provided to customers.

Timeline for Commission Approval of Financing Authority Applications:

Commission Rule 515-4-1-.01(2) states:

> For applications not requiring a hearing, all discovery, responses, analysis and recommendations must be completed such that the application can be acted upon by this Commission in Administrative Session within 60 days of the original filing.

Prerequisites for Approval of Financing Authority Applications:

Applicant must be in compliance with the following Commission reporting requirements:

- Commission Rule 515-3-1-.04(1): Annual Reports
- Commission Rule 515-12-1-.34: Customer Service Contact and Escalation List
- Telecommunications Relay Service ("TRS") Monthly Contributions
- Universal Access Fund ("UAF") Quarterly Contributions
- Docket No. 19553: Family Violence Shelter Confidentiality Act

Additionally, the Applicant must be in compliance with any other terms set forth in its Certificate Order issued by this Commission and must be operating in good standing (i.e., minimal complaints and a record of timely resolution of complaints).

Minimum Filing Requirements for Financing Authority Applications:

1. Identify the name(s) of the Applicant(s) and all Georgia certificate of authority number(s) (e.g., L-123, X-456, etc.) currently held by the Applicant(s).

2. Identify the type of transaction along with pertinent details including, but not limited to, the purpose of the transaction, use of expected proceeds, terms, expected interest rate, statement as to whether assets of the regulated company will be

pledged, expected date of closure of the transaction, a list of all parties involved the transaction, organizational charts, etc.

3. Include supporting material (e.g., purchase agreement, merger agreement, etc.).

4. State whether the proposed transaction will adversely affect the operation of the Georgia certificated carrier(s).

5. Identify the name, telephone number, email address and mailing address of the contact person to whom questions and correspondence may be addressed.

6. Provide audited financials for most recent fiscal year. If audited financials are unavailable, provide unaudited income statement, balance sheet and statement of cash flows for most recent fiscal year.

7. If the transaction involves a merger, acquisition, or any reorganization of entities, please provide a diagram showing the corporate hierarchy, both before and after the transaction.

8. State whether the transaction involves a proposed discontinuance of service or transfer/sale of customer base. If yes, see section A under "Additional Requirements" below.

9. State whether the transaction involves a proposed name change and/or certificate cancelation request. If yes, see section B under "Additional Requirements" below.

Additional Requirements:

A. Transactions involving a proposed discontinuance of service or transfer/sale of customer base:

1. Identify the number and type of customers affected.

2. Provide a statement as to whether or not the seller will retain any customers and, if so, why.

3. State whether the seller wishes to maintain its existing certificate(s) in Georgia.

4. Describe other anticipated operational changes, if any.

5. Provide a customer notification letter that will be given to affected customers at least 30 days in advance of the proposed discontinuance/transfer of service. **The Commission Staff must approve the customer notice prior to its distribution to customers.**

a. The letter must include language allowing affected customers six (6) months to choose an alternative provider at no charge.
b. The letter must inform the affected customers that their service will continue to be offered under the same rates, terms and conditions as currently provided for 12 months after an acquisition/transfer of customers.
c. The letter must provide appropriate contact information should the affected customers have any questions.

B. Transactions involving a proposed name change and/or certificate cancelation request:

Upon consummation of a financing transaction and filing of a complete report on the final disposition as required by Order of the Commission, Applicant must make a separate request for name change and/or to seek cancelation of its certificate(s). The following information must be provided in the subsequent filing:

1. Submit a copy of the amended certificate of authority to transact business issued by the Georgia Secretary of State, reflecting the new name of the company.

2. If the Applicant intends to use a trade name (d/b/a), provide evidence that the trade name the Applicant intends to use has been registered with the clerk of the superior court of the county where the business is principally located, pursuant to O.C.G.A. § 10-1-490.

3. Identify all Georgia certificate of authority number(s) (e.g., L-123, X-456, etc.) to which the name change should apply.

4. State whether a request is also being made for a certificate cancelation and tariff withdrawal. If company has multiple certificates, identify the exact certificate(s) to be canceled.

Questions?:

Please direct all questions regarding these procedures to the Staff of the Commission's Telecommunications Unit via email at telecomstaff@psc.ga.gov or telephone at (404) 651-9402.