

June 9, 2022

VIA E-FILING

Braulio L. Baez, Executive Director
Florida Public Service Commission
Office of the Commission Clerk
2540 Schumard Oak Boulevard
Tallahassee, FL 32399-0850

**Re: Notification Regarding the Proposed Assignment of Certain Assets from
Georgia Public Web, Inc. to Acelecom GA LLC**

Dear Executive Director Baez:

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 telecommunications network infrastructure assets, of GPW (the "Transaction"). Since Commission approval is not required to complete the transaction described herein, 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) municipalities¹ 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 Florida, GPW holds (1) Certificate No. 7986 to provide alternative local exchange telecommunications service granted in Docket No. 011284-TX, and (2) registration

¹ Certain municipalities hold their interest in GPW through a municipal corporation, such as a municipal utility or power board.

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(IXC Registration Code TK202) to operate as an interexchange ("IXC") company issued in Docket No. 080233-TI.

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 Florida or elsewhere, and as such, does not currently hold a Certificate or other similar authorization in Florida. In connection with the Transaction, Accelecom (Company Code TY209) is seeking a Certificate to Provide Telecommunications Services in Florida, which is pending in Docket No. 20220109-TX.

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.

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:

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On behalf of GPW:

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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
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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.

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GPW will not be transferring its Certificate to provide alternative local exchange telecommunications service nor its registration to operate as an IXC company in Florida to Accelecom as a part of this Transaction. Instead, Accelecom is applying for a new Certificate to Provide Telecommunications Services in Florida.

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 Florida. 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 Florida, and provide robust, facilities and facilities-based services on a competitive basis to Florida 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 Florida.

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Conclusion

Please acknowledge receipt and acceptance of this filing. Should you have any questions regarding this filing, please do not hesitate to contact us.

Respectfully submitted,

/s/ Laura Arredondo-Santisteban

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Counsel for Accelecom GA LLC

VERIFICATIONS

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.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 27th of May, 2022.

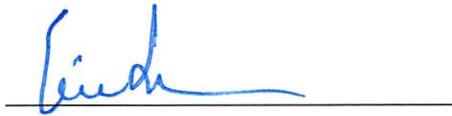


David Flessas
Chief Executive Officer
Accelecom GA LLC

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.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 3 of JUNE, 2022.



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