

Filing Procedures for Financing Authority Review

All filings for financing authority should be identified as “applications.” For applications not requiring a hearing, all discovery, responses, analysis and recommendations must be completed and the application acted upon by this Commission in Administrative Session within 60 days of the original filing. (Commission Rule 515-4-1-.01) Each application should include the statutory authority pursuant to which the request is being made.

Transactions that must be approved by the Commission include, but are not limited to the following types of transactions that impact the certificated company:

- Mergers
- Acquisitions
- Issuances of Stocks, Bonds and Notes
- Credit Facility Arrangements
- Corporate Reorganizations and/or Restructurings with refinancing
- Transfers of Control including transfer of customer base and/or changes in rates, terms or conditions of service

OFFICIAL FILING SCHEDULE *(No filing fee is required.)*

An original and two (2) copies of any application for financing authority must be filed with Reece McAlister, Executive Secretary, Georgia Public Service Commission, 244 Washington Street, SW, Atlanta, GA 30334-5701. An electronic filing is not necessary. Additionally, pursuant to Commission Rule 515-2-1-.09 a copy of all applications must be served on the Consumers’ Utility Counsel Division, Governor’s Office of Consumer Affairs at 2 Martin Luther King, Jr. Drive, Suite 356, Atlanta, GA 30334-4600.

Companies may request trade secret protection of confidential and proprietary information pursuant to the Commission’s Trade Secrets Rule 515-3-1-.11.

The Executive Secretary’s Office will date-stamp, log and then route filings to the Telecommunications Section for disposition.

Prerequisites That Must Be Met in Order for Staff to Complete its Analyses

Company must be in compliance with minimum reporting requirements established in the following, as applicable. To download or view the referenced documents, click on the link http://www.psc.state.ga.us/telecom/tl_forms/forms.asp:

- Docket No. 5778-U, Local Service Indicator Report [this will apply only to Competitive Local Exchange Carriers (CLECs)]
- Docket No. 5825-U, Universal Access Fund

- Docket No. 9108-U, Requirements for Prepaid Local Exchange Carriers
- Non-Docket, Telecommunications Relay Service
- Docket No. 19553-U, Family Violence Shelter Confidentiality Act
- Commission Rule 515-3-1-.04(1) Annual Reports

Additionally, the company 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. minimum complaints and a record of timely resolution of complaints).

At a minimum, please include the following information in/with all applications (also *see* the Additional Requirements Section below):

1. Identify the type of transaction being requested (e.g. merger, acquisition, long-term financing) along with pertinent details including but not limited to the purpose, 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, actual parties making the transaction, organizational chart, etc.
2. Supporting material (e.g. merger agreement, court order, other federal or regulated mandate).
3. List the Georgia certificate(s) of authority currently held by the company(ies).
4. State whether the proposed transaction will adversely affect the operation of the Georgia certificated carrier.
5. Name, telephone number, email and mailing address of the contact person to whom questions and correspondence may be addressed.

ADDITIONAL INFORMATIONAL REQUIREMENTS

- **For transactions involving a proposed discontinuance of service or transfer/sale of customer base** (Company must provide the following information before any further action is taken by the Commission Staff):

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 certification(s) in Georgia.
4. Describe other anticipated operational changes if any.

Notification must be given to affected customers at least 30 days in advance of the proposed discontinuance/transfer of service. The customer notification letter must include language allowing affected customers an option for 6 months to choose an alternative provider at no charge. The customer notification 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. The customer notification letter must also provide appropriate contact information should the affected customers have any questions. The Commission Staff must review and approve the customer notice prior to its distribution to customers.

□ **Proposed name change and/or certificate cancellation requests:**

Upon consummation of a financing transaction and filing of a complete report on the final disposition as required by Order of the Commission, company must make a separate request for name change or to seek cancellation of its certificate(s). The following information must be provided before any further action is taken by the Commission Staff:

1. Submit a copy of the amended certificate of authority issued by the Georgia Secretary of State, reflecting the new name of the company.
2. If company holds multiple certificates, identify each certificate to which the name change should apply.
3. State whether a request is also being made for a certificate cancellation and tariff withdrawal. If company has multiple certificates, identify the exact certificate(s) to be cancelled.

Note: Where applicable, a company is limited to the use of one dba per certificate.

□ **Financial Information** (required for the following types of transactions):

1. Corporate Reorganization/Restructuring with refinancing
2. Mergers
3. Acquisitions
4. Transfers of Control including transfer of customer base and/or other changes (e.g. changes in service, rates, terms and conditions)
5. Credit Facility Arrangements
6. Stock/Bond Issuances
7. Any other transaction(s) that may affect the financial condition of the company

Startup companies must submit a current balance sheet and income statement.

All other companies are required to submit a current balance sheet and income statement or SEC filings covering the most recent three years.

Where applicable, company must file a new tariff and certified statement of its authenticity and accuracy within 30 days of issuance of Commission Order/letter.

Questions concerning these procedures should be directed to the Telecommunications Section as listed below.

Tel. No.: (404) 651-9402

Fax No.: (404) 656-0980

Email: www.psc.state.ga.us