



Filing Receipt

Received - 2022-06-10 09:45:35 AM

Control Number - 53704

ItemNumber - 1



Public Utility Commission of Texas
1701 N. Congress Avenue
P. O. Box 13326
Austin, Texas 78711-3326
(512) 936-7000 • (Fax) 936-7003
Web Site: www.puc.state.tx.us

**INSTRUCTIONS FOR THE INITIAL APPLICATION OR AMENDMENT OF A
STATE-ISSUED CERTIFICATE OF FRANCHISE AUTHORITY (SICFA)**

Pursuant to PURA Section 66.003, any entity or person seeking to provide cable or video service in this state after September 1, 2005, shall file an application for a State-Issued Certificate of Franchise Authority (SICFA) with the Public Utility Commission of Texas (Commission).

An Application (New or Amendment to an existing certificate) consists of a title page, a completed affidavit, and complete responses to the questions on the application. Certification Termination, which is not considered an amendment to an existing SICFA, shall consist of a written notice submitted to a project number established by Commission Staff.

Proper filing of an application shall consist of filing an original and six copies of an application with a notarized affidavit. In addition, the Applicant shall file the application electronically as required by the P.U.C. PROC. R. 22.72 (h), if the application contains more than ten pages. The submitted copies shall meet the following requirements:

- The submitted copies must be three-hole punched and bound in a loose-leaf binder.
- The docket number (if known), Applicant's name, and certificate number (if applicable) should appear on the spine of the notebook. The Applicant's name and a page number shall appear on each page of the application.
- Responses to all questions must be provided and must be amended/corrected promptly when changes occur. Amendments/corrections to the subject application shall be filed in Central Records (one original and six copies) with the assigned Docket Number prominently displayed.

All applications and notices shall be submitted to: Central Records Filing Clerk

Public Utility Commission of Texas
1701 N. Congress Avenue
P.O. Box 13326
Austin, Texas 78711-3326
(512) 936-7180



Printed on recycled paper

An Equal Opportunity Employer

1701 N. Congress Avenue PO Box 13326 Austin, TX 78711 512/936-7000 Fax: 512/936-7003 website:
www.puc.state.tx.us



Public Utility Commission of Texas
1701 N. Congress Avenue
P. O. Box 13326
Austin, Texas 78711-3326
512 / 936-7000 • (Fax) 936-7003
Web Site: www.puc.state.tx.us

TITLE PAGE

**APPLICATION FOR OR AMENDMENT TO A
STATE-ISSUED CERTIFICATE OF FRANCHISE AUTHORITY (SICFA)**

PROJECT NO.

CERTIFICATE NO. 90011 (If an Amendment)

APPLICANT: NTS Communications, LLC

For Vexus

Authorized Representative:

NAME: J. Keith Davidson

TITLE: Chief Financial Officer

ADDRESS: 912 S. Main St., Suite 106, Sikeston, MO 63801

TELEPHONE: (573) 481-2265

EMAIL ADDRESS: keith.davidson@vexusfiber.com

With a Copy To:

NAME: Brett P. Ferenchak

TITLE: Morgan, Lewis & Bockius LLP

ADDRESS: 1111 Pennsylvania Ave NW, Washington, DC 20004

TELEPHONE: (202) 739-3000

EMAIL ADDRESS: brett.ferenchak@morganlewis.com

Regulatory and Emergency Contact:

Same as Authorized Representative.

For Q-Comm Python Corporation

Authorized Representative:

NAME: Lohn Weber

TITLE: Chief Financial Officer and Executive Vice President

ADDRESS: 8837 Bond St., Overland Park, KS 66213

TELEPHONE: (913) 794-3114

EMAIL ADDRESS: lohn.weber@metronetinc.com

With a copy to:

NAME: Nancy J. Victory

TITLE: DLA Piper LLP (US)

ADDRESS: 500 Eighth St. NW, Washington, DC 20004

TELEPHONE: (202) 799-4216

EMAIL ADDRESS: Nancy.victory@us.dlapiper.com

Emergency Contact:

Same as Authorized Representative.

State-Issued Certificate of Franchise Authority (SICFA) Application

AFFIDAVIT

STATE OF MISSOURI §
 §
COUNTY OF SCOTT §

My name is J. Keith Davidson. I am the Chief Financial Officer of NTS Communications, LLC (the "Company"). My personal knowledge of the facts stated herein has been derived from my employment with the Company.

I swear or affirm that I have personal knowledge of the facts stated in this Application for a State-Issued Certificate of Franchise Authority (SICFA), that I am competent to testify to them, and that I have the authority to make this Application on behalf of the Applicant. I further swear or affirm that the Company:

- a. has filed or will timely file with the Federal Communications Commission all forms required by that agency in advance of offering cable service or video service in Texas;
- b. agrees to comply with all applicable federal and state statutes and regulations;
- c. agrees to comply with all applicable municipal regulations regarding the use and occupation of public rights-of-way in the delivery of the cable service or video service, including the police powers of the municipalities in which the service is delivered;
- d. has provided the names of its principal executive officers and its principal business address; and
- e. has included a clear, complete and definitive description of the service area footprint it is requesting to serve within any municipality and/or unincorporated area within Texas.

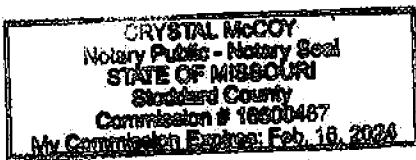
I swear or affirm that all of the statements and representations made in this Application for a SICFA are true and correct. I also swear or affirm that the Company understands and will comply with all requirements of law applicable to a Cable and/or Video Service Provider's SICFA.

Signature:



Typed or Printed Name and Title

SWORN TO AND SUBSCRIBED before me on the 9th day of June, 2022.



Notary Public In and For the State of

My commission expires:

Crystal McCoy
Missouri
Feb. 16th 2024

State-Issued Certificate of Franchise Authority (SICFA) Application

AFFIDAVIT

STATE OF KANSAS §
 §
COUNTY OF JOHNSON §

My name is Lohn Weber. I am the Authorized Representative of Q-Comm Python Corporation (the "Company"). My personal knowledge of the facts stated herein has been derived from my employment with the Company.

I swear or affirm that I have personal knowledge of the facts stated in this Application for a State-Issued Certificate of Franchise Authority (SICFA), that I am competent to testify to them, and that I have the authority to make this Application on behalf of the Applicant. I further swear or affirm that the Company:

- a. has filed or will timely file with the Federal Communications Commission all forms required by that agency in advance of offering cable service or video service in Texas;
- b. agrees to comply with all applicable federal and state statutes and regulations;
- c. agrees to comply with all applicable municipal regulations regarding the use and occupation of public rights-of-way in the delivery of the cable service or video service, including the police powers of the municipalities in which the service is delivered;
- d. has provided the names of its principal executive officers and its principal business address; and
- e. has included a clear, complete and definitive description of the service area footprint it is requesting to serve within any municipality and/or unincorporated area within Texas.

I swear or affirm that all of the statements and representations made in this Application for a SICFA are true and correct. I also swear or affirm that the Company understands and will comply with all requirements of law applicable to a Cable and/or Video Service Provider's SICFA.



Signature:

Lohn Weber, CFO & EVP

Typed or Printed Name and Title

SWORN TO AND SUBSCRIBED before me on the 9th day of June, 2022.

Notary Public In and For the State of
Kansas
My commission expires:
July 8, 2024

Johnson County



1. a. Check applicable category:

☐ Cable Service Provider
☐ Video Service Provider
☒ Cable and Video Service Provider

☒ Amendment to SICFA Certification – SICFA No. 90011

- b. If you are filing an amendment to an existing SICFA, please check one or more of the following amendment categories requested in this filing:

☐ Change in Type of Provider (Cable, Video, or Cable and Video)

☐ Name Change (Additional d/b/as or New Name)

☐ Expansion of Service Area Footprint

☒ Transfer in Ownership/Control

☐ Other (Explain Below)

- c. Provide a description of the amendment(s) requested in Question 1(b) above.

NTS Communications, LLC d/b/a Vexus (“Vexus” or “Applicant”) hereby notifies the Commission of an amendment to its SICFA No. 90011 in connection with a transaction, described in further detail below, in which Python Holdings GP, LLC (“Transferor”) transferred control of Applicant to Q-Comm Python Corporation (“Transferee”).

Description of the Parties

Applicant provides integrated communications services, which includes voice, video, and data over its FTTP and other networks in Arizona, New Mexico, Louisiana, and Texas.

Transferor is a holding company and, prior to the Transaction, was the 100 percent general partner of Python Holdings, L.P. (“Parent”), a Delaware limited partnership. Parent owns 100 percent of NTS Communications Holdings, LLC, a Delaware limited liability company, which in turn owns 100 percent of Vexus. Transferor is primarily owned and controlled by funds and entities affiliated with Pamlico Capital and Oak Hill Capital Partners, both of which are private equity funds based in the United States. Transferor holds no FCC licenses and does not provide telecommunications services.

Transferee is a Delaware corporation and an indirect wholly owned subsidiary of MetroNet Holdings, LLC (“MetroNet Holdings”). Transferee is a holding company and does not hold licenses or provide telecommunications services. MetroNet Holdings is a Delaware corporation that, through its direct and indirect, wholly owned subsidiaries, provides domestic and international telecommunications services, VoIP services, broadband services, and multichannel video programming services in certain portions of Florida, Indiana, Illinois, Iowa, Kentucky, Michigan, Minnesota, Missouri, North Carolina, Ohio, Virginia, and Wisconsin.

Description of the Proposed Transaction

On January 26, 2022, the Transferee, Transferor and certain related parties entered into an Agreement and Plan of Merger pursuant to which MetroNet Python Merger Sub, LLC, a wholly owned subsidiary of Transferee, would be merged with and into Parent, an indirect 100 percent parent of Vexus (the "Transaction"), with Parent as the surviving entity. That transaction closed on May 31, 2022. As a result of the merger, Vexus became an indirect, wholly owned indirect subsidiary of Transferee.

Public Interest Considerations

The Transaction served the public interest, convenience, and necessity. The financial, technical, and managerial resources that Transferee and its owners bring to Vexus are expected to strengthen the market position of Vexus by providing access to additional funding and management expertise, which will enable accelerated investment and service expansion in the company's network in Texas. As a result, Vexus is better able to meet the needs of its existing customers by providing superior service, as well as better compete for new customers by virtue of its enhanced capabilities.

Moreover, because the Transaction occurred at the holding company level, it was entirely seamless to customers and has had no impact on Vexus's day-to-day operations and service offerings. Vexus continues to provide high-quality communications offerings to its customers at the same rates, terms, and conditions without interruption. Finally, the Transaction did not cause any diminution in competition because neither Transferee nor its affiliates currently operate in Texas.

2. Provide the following information:

- a. Principal business address; (*street address, city, state and zip code*):

912 South Main Street Suite 106, Sikeston, MO 63801

- b. Main business telephone number:

(573) 481-2263

- c. Toll-free customer service telephone number:

(800) 658-2150

- d. Fax number:

(573) 475-9460

- e. Email address:

keith.davidson@vexusfiber.com

- f. Mailing address, if different from principal business address (*street address, city, state and zip code*):

Please see response to Question 2(a).

- g. Name and title of Applicant's principal executive officers.

As a member managed limited liability company, Applicant does not have directors. The officers of Applicant are:

CEO and President	Jim Gleason
Sr. Vice Pres. and COO	Larry Eby
CFO & Secretary	Keith Davidson

3. State one principal name and any d/b/as in which the Applicant requests the Commission to issue the SICFA in or in which the Applicant currently holds a Cable and/or Video service provider certification.

(NOTE: The certificated name can be the Applicant's legal name, a d/b/a, or an assumed name as long as the requested name(s) is properly registered to do business within the State of Texas. The SICFA holder MUST use ONLY the name(s) and/or d/b/a(s) granted in its SICFA on all bills, advertisements or communications with the public and the Commission. Name changes require an amendment to an existing SICFA.)

Not applicable – Applicant already holds SICFA No. 90011 and does not seek modification of its principal name or d/b/as.

4. As stated in PURA Sec. §66.004(a), an applicant is not eligible to seek a SICFA until the expiration date of an existing municipal franchise agreement for a requested Service Area Footprint. To meet this eligibility requirement, Commission Staff has determined that an Applicant may file an application for a SICFA within 17 business days of the expiration date of its existing municipal franchise agreement. To determine eligibility, the Commission Staff requires the following information:

- a. Is the Service Area Footprint requested in this application currently or previously under a municipal franchise agreement entered into by this applicant or an affiliate of this applicant? If yes, answer question (b).

Not applicable – Applicant already holds SICFA No. 90011 and does not seek modification of its Service Area Footprint.

- b. What is or was the expiration date of the municipal franchise agreement for the requested Service Area Footprint?

Not applicable – Applicant already holds SICFA No. 90011 and does not seek modification of its Service Area Footprint.

5. Provide a clear, complete and definitive description of the requested Service Area Footprint (SAF) for any municipality(ies) and/or unincorporated area(s) within the State of Texas. [*SAF descriptions shall*

include one or more of the following descriptions: state line, county line(s), municipalities/city limit(s), subdivision(s), roadway(s), street(s), block(s), street address(s), metes and bounds, or a detailed map(s) properly highlighted and labeled.] Expansions to SAFs shall be made by filing an amendment to an existing SICFA. The amendment application shall require a clear, complete and definitive description of the expansion of the SAF. *(For SAF amendments indicate the existing certificated SAF as well as any requested revisions to that existing SAF.)*

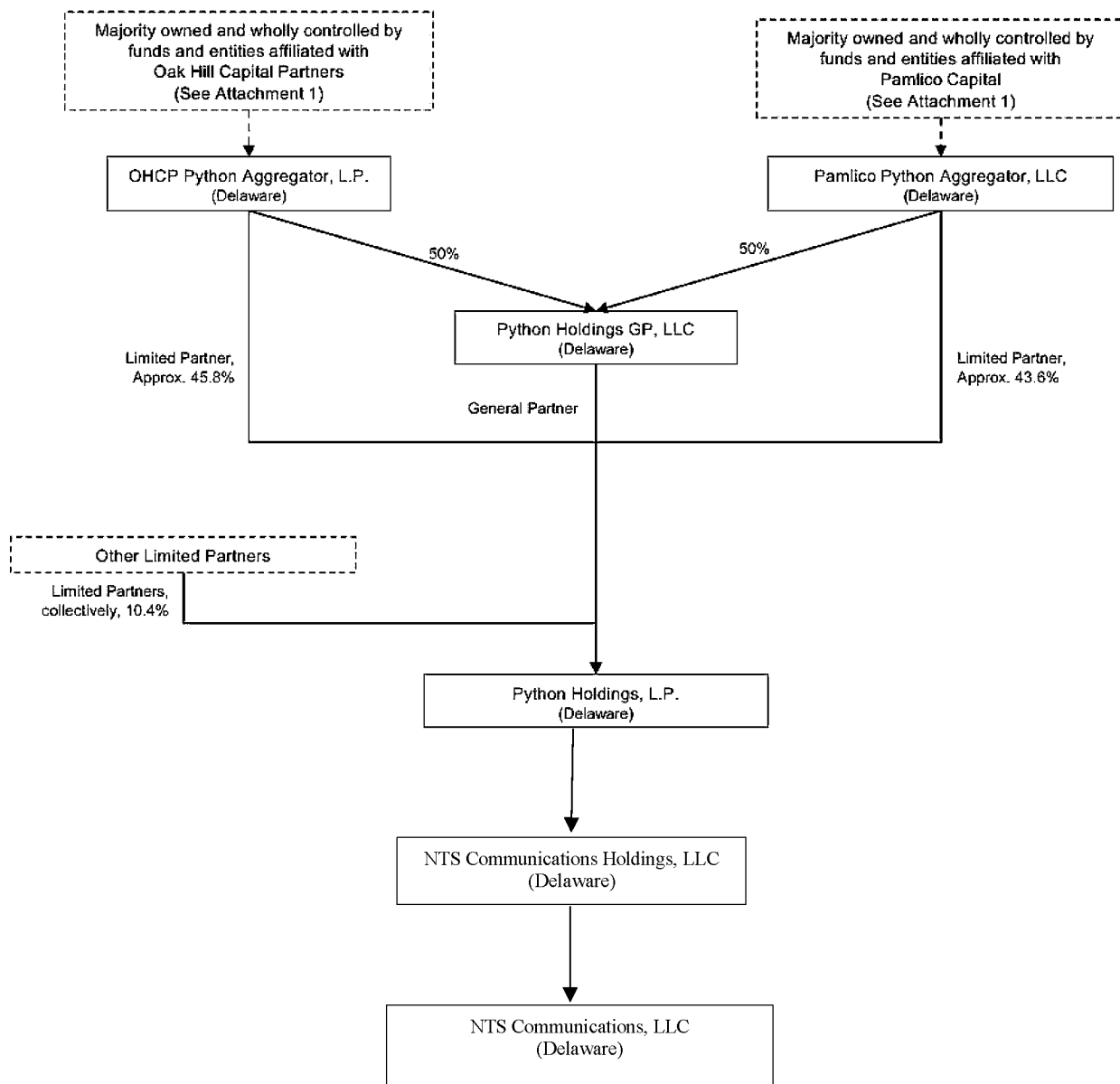
Applicant is not seeking modification of its Service Area Footprint.

6. The Applicant shall agree to provide the Commission with written notification when terminating its SICFA. The Applicant shall also agree to provide the Commission with a copy of any order or ruling issued by a court of competent jurisdiction or the Federal Communications Commission (FCC) that either modifies or revokes its SICFA or makes it ineligible to hold a SICFA pursuant to the standards laid out in PURA § 66.003(b). (Commission Staff shall establish a project number to submit all written notices and copies of orders or rulings concerning SICFAs.) The Applicant shall make an affirmative statement that it agrees to provide written notification of termination and copies of orders or rulings issued by a court of competent jurisdiction or the FCC concerning its SICFA.

Applicant agrees to provide the Commission with written notification when terminating its SICFA, any order or ruling issued by a court of competent jurisdiction or the FCC that either modifies or revokes its SICFA or makes Applicant ineligible to hold a SICFA. Applicant will provide written notification of such termination and copies of orders or rulings issued by the courts or the FCC concerning its SICFA.

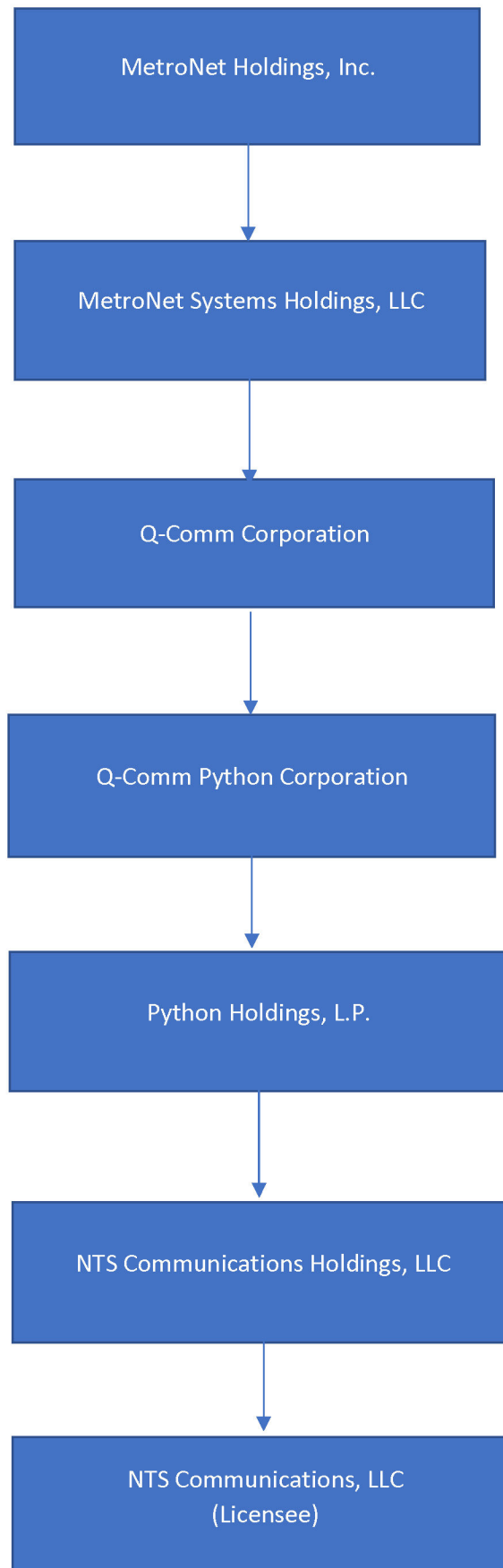
Revised 06/27/2006

EXHIBIT A
Pre-Transaction Ownership



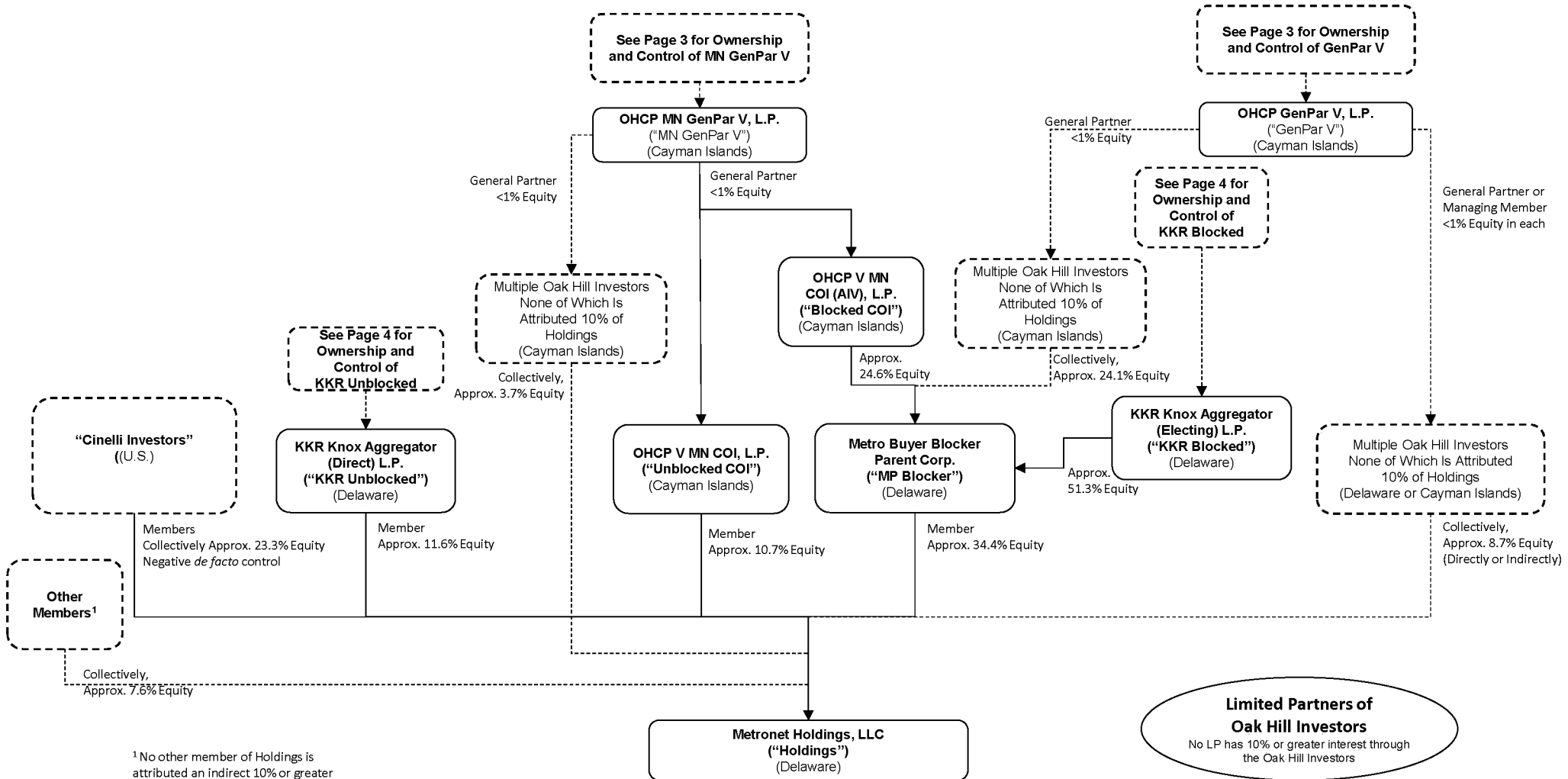
All ownership/control percentages
are 100% unless otherwise noted

Post-Transaction Ownership

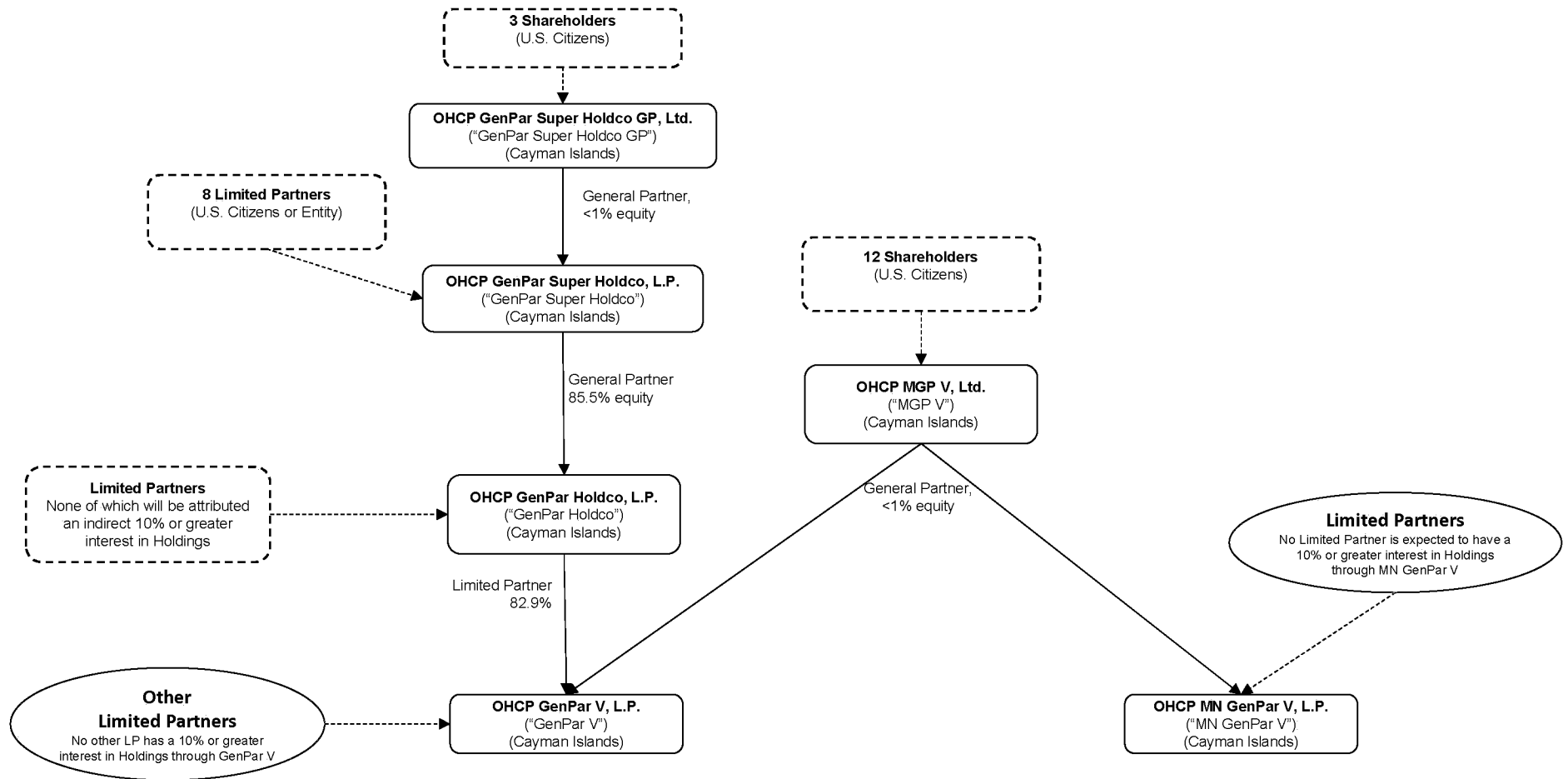


* All interests are 100% unless indicated

Ownership and Control Structure of Metronet Holdings



Ownership and Control Structure of GenPar V and MN GenPar V



Ownership and Control Structure of KKR Blocked and KKR Unblocked

