

**STATE OF NEW JERSEY
BOARD OF PUBLIC UTILITIES**

Verified Petition of

PEG Bandwidth NJ, LLC
and
Uniti National LLC

for Approval to Participate in Certain Financing
Arrangements

Docket No. _____

VERIFIED PETITION

PEG Bandwidth NJ, LLC (“PEG NJ”) and Uniti National LLC (“Uniti National”) (together, the Petitioners”), by undersigned counsel and pursuant to N.J.S.A. 48:3-7, N.J.S.A. 48:3-9, and the regulations of the Board of Public Utilities (“Board”), requests Board approval to participate in certain new Financing Arrangements (as defined below).

In support of this Petition, Petitioners provide the following information:

I. DESCRIPTION OF THE PETITIONERS

PEG NJ and Uniti National are Delaware limited liability companies and indirect subsidiaries of Uniti Group Inc., a publicly traded Maryland real estate investment trust (NASDAQ: UNIT). Uniti Group is a publicly traded real estate investment trust that engages in the acquisition and construction of infrastructure utilized by the communications industry. PEG NJ’s and Uniti National’s principal offices are located at 107 St. Francis Street, Suite 1800, Mobile, AL 36602.

In New Jersey, PEG NJ is authorized to provide facilities-based and resold telephone service with authority to provide local exchange service pursuant to authority granted by the Board in *I/M/O Petition of PEG Bandwidth NJ, LLC for Approval to Provide Local Exchange and Interexchange Telecommunications Services throughout the State of New Jersey*, Docket No.

TE12040317 (Order of Approval August 15, 2012), and Uniti National is authorized to provide competitive local exchange and interexchange telecommunications services pursuant to authority granted in *IM/O Petition of Uniti National LLC for Approval to Provide Competitive Local Exchange and Interexchange Telecommunications Services throughout the State of New Jersey*, Docket No. TE20100663 (Order of Approval January 27, 2021). PEG NJ is also authorized by the Federal Communications Board (“FCC”) to provide interstate telecommunications services.

Additional information concerning Petitioners’ technical, managerial and financial qualifications have been submitted to the Board as part of Uniti National’s certification application in Docket No. TE20100663, PEG NJ’s certification application in Docket No. TE12040317, and various transactions including in Docket Nos. TM19050575, TF19091212 and TM19121534, and is therefore already a matter of public record.

II. DESIGNATED CONTACTS

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

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III. DESCRIPTION OF THE FINANCING ARRANGEMENTS

Petitioners seek Board approval to participate as guarantors or co-guarantors and to pledge their assets as security for certain new financing arrangements of their corporate parent and affiliates. Specifically, Uniti Group's subsidiaries Uniti Group LP, Uniti Fiber Holdings Inc., Uniti Group Finance 2019 Inc, and CSL Capital, LLC (together, the "Issuers") have completed an offering of \$2.6 billion aggregate principal amount of 10.50% senior secured notes due 2028 (the "Financing Arrangements").¹ The Issuers used the net proceeds from Financing Arrangements to fund the redemption in full of the existing 7.875% senior secured notes due 2025 (the "2025 Senior Notes"), including related premiums, fees and expenses in connection with the foregoing.

The Financing Arrangements will be guaranteed on a senior unsecured basis by Uniti Group, and on a senior secured basis by each of Uniti Group LP's subsidiaries, including Petitioners, that is an issuer, obligor or guarantor under Uniti Group's senior secured credit facilities and existing secured notes.² As such, Petitioners seek approval to enter into or participate in Financing Arrangements in support of their corporate parents and affiliates consistent with the terms outlined below.

Aggregate Principal Amount: \$2.6 billion (the "Aggregate Amount").

Debt Instruments: Senior unsecured notes.

Maturity: The notes will mature on February 15, 2028.

Interest Rate: 10.50%.

¹ These Financing Arrangements did not replace or affect the separate financing arrangements for \$306.5 million aggregate principal amount of 7.50% convertible senior notes due 2027 described in Petitioners' pending Petition in Docket No. TF23010054.

² Uniti Group Inc., Uniti Group LP, Uniti Group Finance 2019 Inc., and CSL Capital, LLC are not telecommunications carriers, do not provide telecommunications services, and do not hold telecommunications licenses in any jurisdiction.

Guarantees and Security: Petitioners seek authority to participate as guarantor or co-guarantor in Financing Arrangements up to the Aggregate Amount, and to pledge their assets as security of the Financing Arrangements.

Purpose: The Issuers used the net proceeds to fund the redemption in full of the existing 7.875% senior secured notes due 2025, including related premiums, fees and expenses in connection with the foregoing. The remaining net proceeds may be used for general corporate purposes, which may include the repurchase or repayment of other outstanding debt.

Accordingly, Petitioners request Board authorization to participate as guarantors or co-guarantors and to pledge their assets as security for the Financing Arrangements with terms materially consistent with those outlined above.

IV. PUBLIC INTEREST CONSIDERATIONS

Approval for Petitioners to participate in Financing Arrangements will serve the public interest. The Financing Arrangements were used to repurchase a portion of outstanding debt and to pay related fees and expenses. The Financing Arrangements will benefit the financial condition of Uniti Group Inc. and its current and future subsidiaries, including PEG NJ and Uniti National, and allow them to become more effective competitors in the communications industry. The Petitioners' participation in the Financing Arrangements are necessary and appropriate, will not impair Petitioners' ability to provide their services, and will promote their corporate purposes. Their participation in the Financing Arrangements will be transparent to Petitioners' customers and will not disrupt service or cause customer confusion or inconvenience.

V. **CONCLUSION**

For the foregoing reasons, Petitioners submit that the public interest, convenience and necessity would be furthered by grant of this Petition permitting the Petitioners to participate in the Financing Arrangements described above.

Respectfully submitted,



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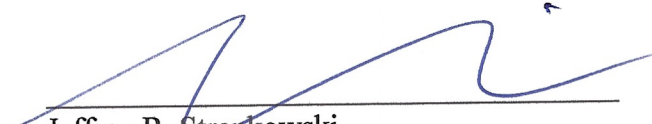
Dated: March 21, 2023

VERIFICATION

I, Jeffrey R. Strenkowski, state that I am the Vice President and Deputy General Counsel of Governmental Affairs of Uniti Group Inc. (“Uniti Group”); that I am authorized to make this Verification on behalf of Uniti Group and its subsidiaries (collectively, the “Company”); that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

I hereby certify that the foregoing statements made by me are true. I am aware that if any of the foregoing statements made by me are willfully false, I am subject to punishment.

Executed this 16th day of March, 2023.



Jeffrey R. Strenkowski
Vice President, Deputy General Counsel of
Governmental Affairs
Uniti Group Inc.