



20-00116

October 1, 2020

**BY OVERNIGHT DELIVERY**

Chairman Kenneth C. Hill  
Tennessee Public Utilities Commission  
502 Deaderick St., 4th Floor  
Nashville, TN 37243

**RECEIVED**

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TN PUBLIC UTILITY COMMISSION  
DOCKET OFFICE

**Re: Notice of Pro Forma Corporate Restructuring Of Vero Fiber Networks, LLC,  
ID No. 129198**

Dear Mr. Hill:

Vero Fiber Networks, LLC (“Vero Fiber”) hereby respectfully notifies the Tennessee Utilities Commission of a planned *pro forma* corporate restructuring of Vero Fiber, a company authorized to provide telecommunications service in the State of Tennessee (“Restructuring”), pursuant to a Certificate of Public Convenience and Necessity (“CPCN”) granted by the Commission. As we discuss below, the Restructuring does not involve the transfer of the CPCN, nor will it involve a transfer of control of Vero Fiber.

As a result, and based on our review of Tennessee statutes and regulations, Vero Fiber believes that prior approval is not required to complete the Restructuring described herein. However, if the Commission determines that approval of the Restructuring is required, Vero Fiber respectfully requests the Commission consider this notice to be Vero Fiber’s application for expedited approval of the Restructuring.

**A. Vero Fiber**

Vero Fiber is a Colorado limited liability company located at 1023 Walnut Street, Boulder Colorado 80302 and is authorized to provide competing local telecommunications services in the State of Tennessee pursuant to a CPCN granted by the Commission on May 3, 2018.

Vero Fiber’s primary business is to provide essential telecommunications and broadband infrastructure to underserved schools and libraries by connecting those schools and libraries with reliable, scalable, and secure connectivity. Vero Fiber also provides telecommunication and broadband infrastructure services to other educational, healthcare, government, banking, telecommunications and business customers throughout the country. Vero Fiber currently provides service to fewer than 10 customers in Tennessee.



## **B. Description of Planned Internal Restructuring**

For corporate and business reasons, Vero Fiber desires to perform a minor ministerial reorganization of its corporate structure. In particular, Vero Fiber plans to create a new Delaware corporation called VFN Holdings, Inc. (“Vero HoldCo”), which will become the direct parent company to Vero Fiber. Vero HoldCo will be owned and managed by the existing owners and management of Vero Fiber.

The Restructuring is purely ministerial and will not transfer Vero Fiber’s CPCN to another entity, will not materially change Vero Fiber’s management or ownership of the company, and will not change the identity of the current entity authorized to provide telecommunications services in Tennessee. This Restructuring will not result in a transfer of control of Vero Fiber.

Consistent with the *pro forma* nature of this Restructuring, Vero Fiber will continue to offer the services it currently offers with no change in the rates, terms, conditions of service, or identity of the company holding the CPCN or providing service. This Restructuring will be completely transparent to Tennessee consumers.

## **C. Public Interest Considerations**

Vero Fiber’s minor restructuring will not adversely affect the public interest. The Restructuring will not result in any material change to the ownership, management, customer service, billing address, or even logo of the entity currently authorized to provide telecommunications services. The day to day operations of the company will remain unchanged. Nor does the planned Restructuring affect the technical, managerial, or financial qualifications of Vero Fiber to provide telecommunications services.

Instead, the planned Restructuring will further the public interest by enabling Vero Fiber’s management to improve the operational flexibility of the company. As a result, the Restructuring will put Vero Fiber in a better position to offer high quality customer services at affordable rates, which will promote competition and provide consumer benefits in the state’s telecommunications service market.

For the reasons stated above, Vero Fiber respectfully submits that the public interest, convenience, and necessity would be furthered by the planned Restructuring. Accordingly, Vero Fiber advises the Commission of its intent to consummate this Restructuring as soon as possible. If the Commission requires any further information from Vero Fiber, we respectfully request the Commission contact Vero Fiber within 10 days from receipt of this notice.



Respectfully submitted,

A handwritten signature in blue ink, consisting of several fluid, overlapping strokes that form a stylized representation of the name Gregg Strumberger.

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Gregg Strumberger  
Chief Legal Officer