



**Tishekia E. Williams**  
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February 12, 2024

**VIA ELECTRONIC MAIL**

Ms. Rosemary Chiavetta, Secretary  
Pennsylvania Public Utility Commission  
Commonwealth Keystone Building, 2nd Floor  
400 North Street  
Harrisburg, PA 17120

**Re: Securities Certificate of DQE Communications LLC in respect to the Issuance of  
Financial Instruments in an Aggregate Principal Amount Not to Exceed \$210.0  
Million Data Request Responses- Set I  
Docket No. S-2024-3045946**

Dear Secretary Chiavetta:

Enclosed please find a copy of DQE Communications LLC's responses to the Pennsylvania Public Utility Commission, Bureau of Technical Utility Services **Set I Data Requests** I-1 through 15.

Should you have any questions, comments, or concerns, please do not hesitate to contact me.

Respectfully Submitted,

A handwritten signature in blue ink, appearing to read "Tishekia Williams", with a stylized flourish at the end.

Tishekia Williams  
Managing Director, Ext. Affairs & Regulatory

Enclosure  
cc: Vanessa Johns, Bureau of Technical Utility Services

In re: Securities Certificate of  
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Securities Certificate  
No. S-2024-3045946

**DATA REQUEST**  
Bureau of Technical Utility Services  
- SET I

Witness: James Milligan

**TUS-I-1**

1. Previous registration balances. Provide docket numbers, initial registration amount, issuances by type, amount and date and current remaining balance. Plans for these balances vis-à-vis the current registration.

**Response:** DQE Communications has no previous registration balances. DQE Communications does not and has not historically issued debt.

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Witness: James Milligan

**TUS-I-2**

2. What effect will this issuance have upon the capital structure of the utility. Show calculations.

**Response:** As stated on page 5 of the Securities Certificate, the Registrant will be providing a guarantee to the debt of an affiliated entity, and will not be issuing debt itself. Accordingly, the issuance will not have any effect on the capital structure of the Registrant.

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Witness: David A. Smolen

**TUS-I-3**

3. Current and three-year projections for; (Provide details of calculation)

- Sources and Uses of Funds
- Capital Expenditures
- Ratio of Capital Expenditures to Depreciation and Amortization
- Capitalization Ratios
- Dividend payout ratio
- Interest coverage ratios – both SEC and Indenture basis

**Response:** Please see projections below:

PROJECTIONS SUMMARY	2024E	2025E	2026E
Cash Flow from Operations	[REDACTED]	[REDACTED]	[REDACTED]
Cash Flow from Investing Activities	[REDACTED]	[REDACTED]	[REDACTED]
Cash Flow from Financing Activities	[REDACTED]	[REDACTED]	[REDACTED]
Total Debt <sup>1</sup> to Capitalization	[REDACTED]	[REDACTED]	[REDACTED]
Capital Expenditures	[REDACTED]	[REDACTED]	[REDACTED]
Depreciation <sup>2</sup>	[REDACTED]	[REDACTED]	[REDACTED]
Ratio of Capital Expenditures to Depreciation & Amortization	[REDACTED]	[REDACTED]	[REDACTED]
Dividend Payout Ratio	[REDACTED]	[REDACTED]	[REDACTED]
Interest Coverage Ratio (EBITDA <sup>3</sup> / Debt Service <sup>4</sup> )	[REDACTED]	[REDACTED]	[REDACTED]
Interest Coverage Ratio - Indenture Basis (Run-Rate EBITDA <sup>3</sup> / Debt Service <sup>5</sup> )	[REDACTED]	[REDACTED]	[REDACTED]

**Footnotes:**

1. As stated in the application, the debt issuance is by an unregulated affiliate. Debt shown represents projected debt held by unregulated affiliate and expected to be guaranteed by the Registrant.
2. Depreciation projected as pursuant to applicable tax rules.
3. Earnings before interest, tax, depreciation & amortization.
4. Includes interest, administration fees and mandatory debt payments.
5. Represents last quarter EBITDA times 4 (annual adjustment) plus booked-but-not-billed backlog and mid-quarter install adjustments.

Note: figures in \$ millions unless specified. Projections are based on current estimates and may be subject to change.

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Witness: James Milligan

**TUS-I-4**

4. Three-year history of credit ratings – By credit rating agency and class.

**Response:** DQE Communications is not rated by any rating agency and no ratings are planned to be requested post-closing of the Proposed Transaction.

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Witness: David A. Smolen

**TUS-I-5**

5. Projected refinancing savings or costs, if applicable.

**Response:** Not applicable.

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Witness: David A. Smolen

**TUS-I-6**

6. Affiliated interest agreement applicable to instant registration if financing involves an affiliate.

**Response:** Subject to the Commission’s approval of the Securities Certificate and the proposed transaction (“Proposed Transaction”) described in the joint application for the transfer of control of Registrant to GI DI Vertigo Acquisition LLC (“Buyer”), Docket No. A-2024-3045207 (“Joint Application”), the Registrant expects to provide a guarantee for debt to be issued by an affiliated entity. Specifically, upon completion of the Proposed Transaction, Registration will guarantee the debt to be issued by Buyer, which will be Registrant’s direct parent entity. The guarantee agreement and other documents associated with the debt issuance are still being prepared and negotiated.

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**DATA REQUEST**  
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Witness: David A. Smolen

**TUS-I-7**

7. List all unregulated affiliates of the registrant.

**Response:** Upon completion of the Proposed Transaction, the entities that will hold directly or indirectly a ten-percent or greater interest in the Registrant are set out in **Attachment 1** to this Response, which was previously provided as **Exhibit B** to the Joint Application.

In addition, upon completion of the Proposed Transaction, the Registrant will become affiliated with certain current affiliates of Buyer that provide communications and data infrastructure services, which are included in **Attachment 2** to this Response.

Attachment 1

Upon completion of the Proposed Transaction, the following entities will hold, directly or indirectly, a 10% or greater direct or indirect interest in Registrant through GI DI Vertigo Acquisition LLC:

1	Name: Intermediate") Address: Citizenship: Principal Business: Interest Held: Acquisition LLC)	GI DI Vertigo Intermediate LLC ("GI DI Vertigo Intermediate") 6720 N. Scottsdale Road, Suite 350 Scottsdale, AZ 85253 Delaware Holding Company 100% voting and equity (sole member of GI DI Vertigo Acquisition LLC)
2	Name: Address: Citizenship: Principal Business: Interest Held:	GI DI Vertigo Parent LP ("GI DI Vertigo Parent") 6720 N. Scottsdale Road, Suite 350 Scottsdale, AZ 85253 Delaware Holding Company 100% voting and equity (sole member of GI DI Vertigo Intermediate)
3	Name: Address: Citizenship: Principal Business: Interest Held:	GI DI Vertigo Holdings LP ("GI DI Vertigo Holdings") 6720 N. Scottsdale Road, Suite 350 Scottsdale, AZ 85253 Delaware Holding Company 0% voting and 100% equity (limited partner in GI DI Vertigo Parent)
4	Name: Address: Citizenship: Principal Business: Interest Held:	GI DI Vertigo GP LLC ("GI DI Vertigo GP") 6720 N. Scottsdale Road, Suite 350 Scottsdale, AZ 85253 Delaware Investment Fund 100% voting and 0% equity (general partner of GI DI Vertigo Holdings and general partner of GI DI Vertigo Parent)
5	Name: Address: Citizenship: Principal Business: Interest Held:	GI DI Vertigo Blocker LLC ("GI DI Vertigo Blocker") 6720 N. Scottsdale Road, Suite 350 Scottsdale, AZ 85253 Delaware Investment Fund 0% voting and 63.4% equity (limited partner with 63.4% equity interest in GI DI Vertigo Holdings)
6	Name: Address: Citizenship: Principal Business:	GI Data Infrastructure Fund II LP ("GI DI Fund II") 6720 N. Scottsdale Road, Suite 350 Scottsdale, AZ 85253 Delaware Investment Fund

	Interest Held:	0% voting and 36.6% equity (limited partner with 36.6% equity interest in GI DI Vertigo Holdings)
7	Name: Address: Citizenship: Principal Business: Interest Held:	GI DI Vertigo AIV LP (“GI DI Vertigo AIV”) 6720 N. Scottsdale Road, Suite 350 Scottsdale, AZ 85253 Delaware Investment Fund 0% voting and 63.4% equity (sole member of GI DI Vertigo Blocker)
8	Name: Address: Citizenship: Principal Business: Interest Held:	GI DI Vertigo FIRPTA Blocker LP (“GI DI Vertigo FIRPTA Blocker”) 6720 N. Scottsdale Road, Suite 350 Scottsdale, AZ 85253 Cayman Islands Holding Company 0% voting and 23.1% equity (limited partner with 36.5% equity interest in GI DI Vertigo AIV)
9	Name: Address: Citizenship: Principal Business: Interest Held:	GI DI Vertigo Feeder LP (“GI DI Vertigo Feeder”) 6720 N. Scottsdale Road, Suite 350 Scottsdale, AZ 85253 Delaware Holding Company 0% voting and 23.1% equity (limited partner with 100% equity interest in GI DI FIRPTA Blocker)
10	Name: Address: Citizenship: Principal Business: Interest Held:	Ohio Public Employees Retirement System (“OPERS”) 277 East Town Street Columbus, OH 43215 Ohio Statutorily-created pension plan 0% voting and 22.4% equity (limited partner with 61.3% equity interest in GI DI Fund II)
11	Name: Address: Citizenship: Principal Business: Interest Held:	Sandalwood Investment Pte. Ltd. (“Sandalwood”) 168 Robinson Road, #37-01, Capital Tower, Singapore Singapore Investment Fund 0% voting and 20.0% equity (limited partner with 31.5% equity interest in GI DI Vertigo AIV)

12	<p>Name: GIC (Ventures) Pte. Ltd. (“GICV”)  Address: 168 Robinson Road, #37-01, Capital Tower, Singapore  Citizenship: Singapore  Principal Business: Investment Fund  Interest Held: 0% voting and 20.0% equity (owns 100% of Sandalwood)</p>
13	<p>Name: Minister for Finance (Incorporated)  Address: 100 High St, #06-03 The Treasury, Singapore 179434  Citizenship: Singapore  Principal Business: Statutory Corporation  Interest Held: 0% voting and 20.0% equity (owns 100% of GICV). The Minister for Finance (Incorporated) is a corporate body constituted under section 2(1) of the Minister for Finance (Incorporation) Act, Cap. 183, to own and administer Singapore’s sovereign government assets. Sandalwood is indirectly controlled by the Government of Singapore but is organized as a private limited company under the Singapore Companies Act and operated on a commercial basis.</p>
14	<p>Name: GI GP DI II LP  Address: 6720 N. Scottsdale Road, Suite 350 Scottsdale, AZ 85253  Citizenship: Delaware  Principal Business: Investment Fund  Interest Held: 0% voting and 10.2% equity (general partner of GI DI Fund II, general partner of GI DI Fund II-A AIV, general partner of GI DI Vertigo FIRPTA Blocker, and general partner of GI DI Vertigo Feeder)  *GI GP DI II LP’s 10.2% indirect equity interest in Registrant is expected to be held through its general partnership interests in GI DI Fund II and in GI DI Fund II-A AIV, with the precise allocation of that aggregate 10.2% equity interest between these two funds to be determined.</p>
15	<p>Name: GI GP DI II LLC  Address: 6720 N. Scottsdale Road, Suite 350 Scottsdale, AZ 85253  Citizenship: Delaware  Principal Business: Holding Company  Interest Held: 100% voting and 0% equity (general partner of GI DP DI II LP and sole member of GI DI Vertigo GP LLC)</p>
16	<p>Name: GI Manager L.P.  Address: 6720 N. Scottsdale Road, Suite 350 Scottsdale, AZ 85253  Citizenship: Delaware</p>

	Principal Business: Holding Company Interest Held: 100% voting and 0% equity (sole member of GI GP DI II LLC)
17	Name: GI Manager Holdings LLC Address: 6720 N. Scottsdale Road, Suite 350 Scottsdale, AZ 85253 Citizenship: Delaware Principal Business: Holding Company Interest Held: 100% voting and 0% equity (general partner of GI Manager L.P.)
18	Name: GI Manager LLC Address: 6720 N. Scottsdale Road, Suite 350 Scottsdale, AZ 85253 Citizenship: Delaware Principal Business: Holding Company Interest Held: 100% voting and 0% equity (sole member of GI Manager Holdings LLC)

GI Manager LLC is controlled by Richard Magnuson, a U.S. citizen, as Trustee of the Magnuson Living Trust, a California trust that is the Managing Member of GI Manager LLC. The only beneficiaries of the Magnuson Living Trust are Richard Magnuson, Allison Magnuson, Taylor Magnuson, and Scott Magnuson, who are all U.S. citizens.

No other individuals or entities are expected to own or control a 10% or greater interest in Registrant upon completion of the Proposed Transaction.

## Attachment 2

To the knowledge of GI DI Vertigo Acquisition LLC, following consummation of the Proposed Transaction, Registrant will also become affiliated with the following communications providers through persons or entities that own or control a 10% or greater, direct or indirect, interest in GI DI Vertigo Acquisition LLC:

- Skybeam, LLC (“Skybeam”) is a Colorado limited liability company that provides (or its affiliates provide) fixed wireless broadband services in Illinois, Iowa, Kansas, Nebraska, and Texas.
- Essex Telecom, Inc. (“Essex”) is an Illinois corporation that provides fixed wireless broadband services in Illinois.
- Clarity Telecom, LLC is Delaware limited liability company doing business as Bluepeak and Bluepeak Fiber (“Bluepeak”). Bluepeak is authorized to provide competitive local exchange and/or interexchange (as an incumbent or competitive local exchange carrier or broadband provider) in Minnesota, North Dakota, Oklahoma, South Dakota, Texas, and Wyoming.
- Flexential Corp. (“Flexential”). Flexential, a Delaware corporation, provides collocation, cloud, and disaster recovery services in 15 states.
- Single Digits, Inc. (“Single Digits”). Single Digits, a Delaware corporation, provides interconnected VoIP services in the following 27 states:

Arizona	Indiana	North Carolina	Oklahoma
California	Kentucky	Nebraska	Oregon
Colorado	Massachusetts	New Hampshire	Tennessee
Florida	Maryland	New Jersey	Texas
Georgia	Michigan	New Mexico	Virginia
Iowa	Minnesota	New York	Vermont
Illinois	Missouri	Ohio	

- Blue Stream Communications LLC (“Blue Stream”). Blue Stream provides broadband, video and interconnected Voice over Internet Protocol service in Florida.
- ITS Telecommunications Systems, LLC (“ITS”). ITS is an incumbent local exchange carrier that provides communications and broadband services in South Florida.
- ITS Fiber, LLC (“ITS Fiber”). ITS Fiber is a competitive local exchange carrier and offers voice, broadband and other unregulated services primarily in Martin County, Florida.

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Witness: David A. Smolen

**TUS-I-8**

8. List all debt for which the registrant is a guarantor of affiliated company debt instruments.

**Response:** As described in the Securities Certificate, Registrant is seeking a securities certificate that would allow it to guaranty the debt of Buyer as well as incremental debt financing that will be used for growth capital, working capital and general corporate purposes post-closing (the “Financing Instruments”) if the Proposed Transaction is approved. The aggregate amount of debt to be issued by Buyer and guaranteed by Registrant is up to \$210.0 million of bank borrowings and/or similar securities, including: (1) an initial funded principal of \$116 million in a senior secured term loan facility (“Closing Term Facility”); (2) \$55.0 million in senior secured delayed draw facility (“Delayed Draw Term Facility”); and (3) \$30.0 million in a senior secured revolving facility (“Revolving Facility”).

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Witness: James Milligan

**TUS-I-9**

9. For any corporate money pool from which applicant may potentially borrow, lend or deposit excess cash to provide:

Commission ordered reporting requirements  
Current balances of borrowed and lent funds  
Eligible borrowing and lending entities  
Accounting for money pool transactions  
3-year history of borrowing and lending to the pool

**Response:** DQE Communications is currently a member of the Cash Pool Agreement approved under Docket No. G-00051141. Duquesne Light Company was a member but formally exited via letter to the Pennsylvania Utility Commission on June 2, 2022. Duquesne Light Company was required to report on cash pool activity. Since Duquesne Light Company's exit from the cash pool occurred, no reporting has been required or provided.

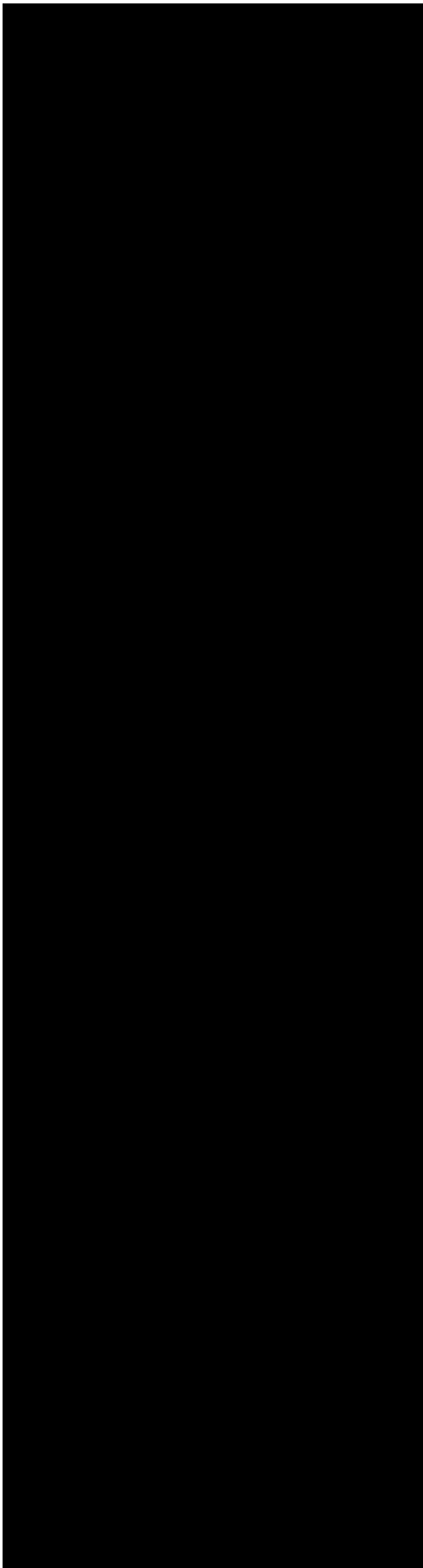
As a member of the cash pool, DQE Communications is only permitted to lend to the cash pool and cannot borrow from the cash pool per the terms of the Cash Pool Agreement. Current balance of lent funds as of February 7, 2024 was \$25.7 million. The eligible participants in the cash pool are DQE Communications, Datacom, DQE Financial, Mariner, DQE Enterprises, North Shore Affordable Housing, DQE Holdings, LLC and Duquesne Light Holdings, Inc. Accounting for the money pool is done on a GAAP basis. Please see Exhibit 1 for a 3-year history of lending to the cash pool by DQE Communications.

Following consummation of the Proposed Transaction, Registrant will not participate in any corporate money pool from which it may potentially borrow, lend, or deposit excess cash.

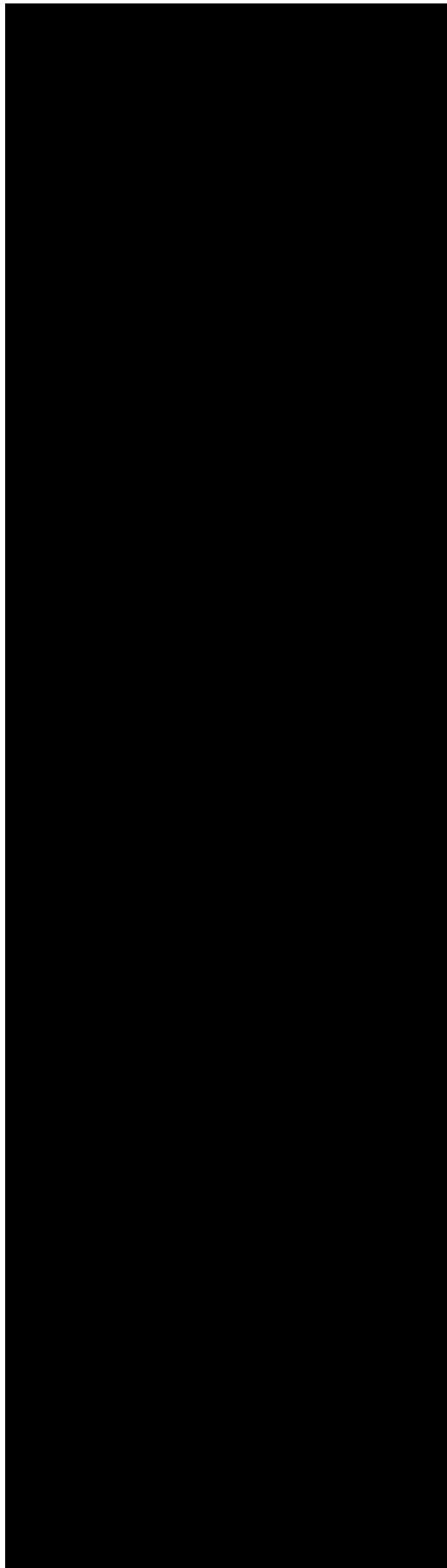
## Exhibit 1 - DQE Communications 3-year history of lending to the cash pool

Value Date	Opening Balance	Closing Balance
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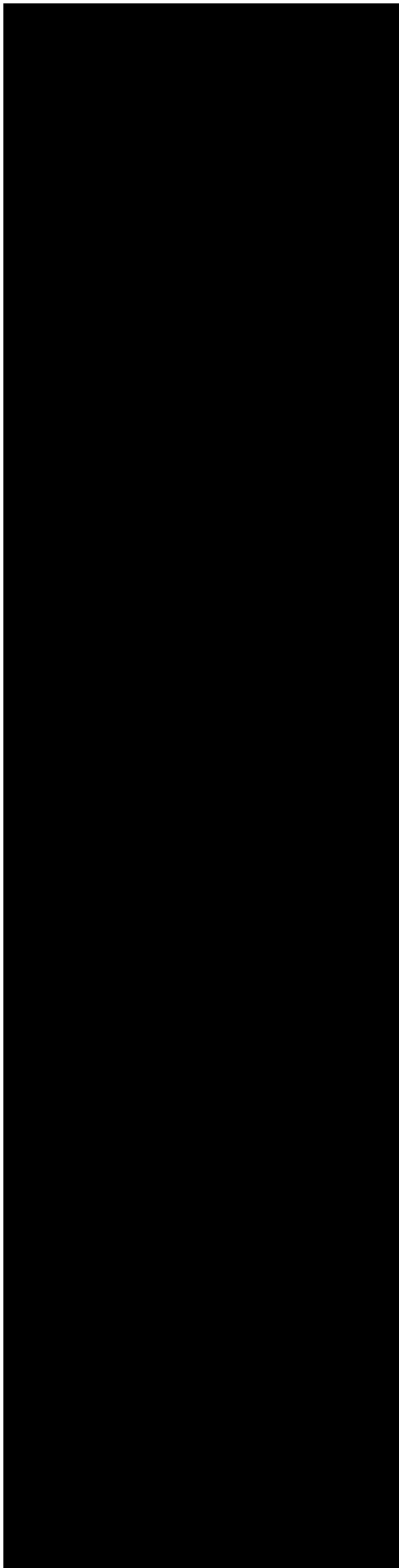
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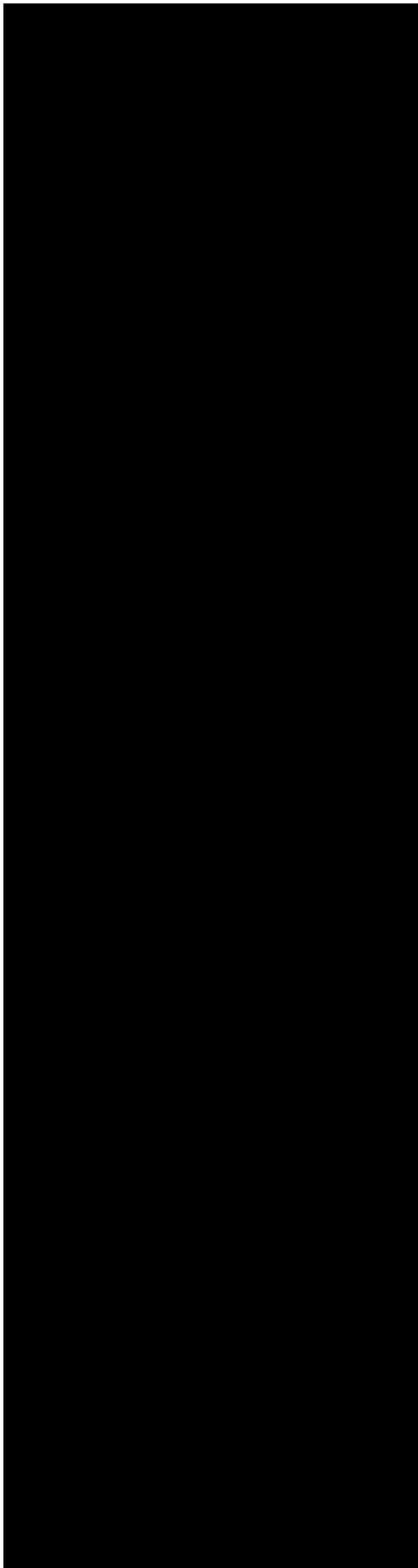
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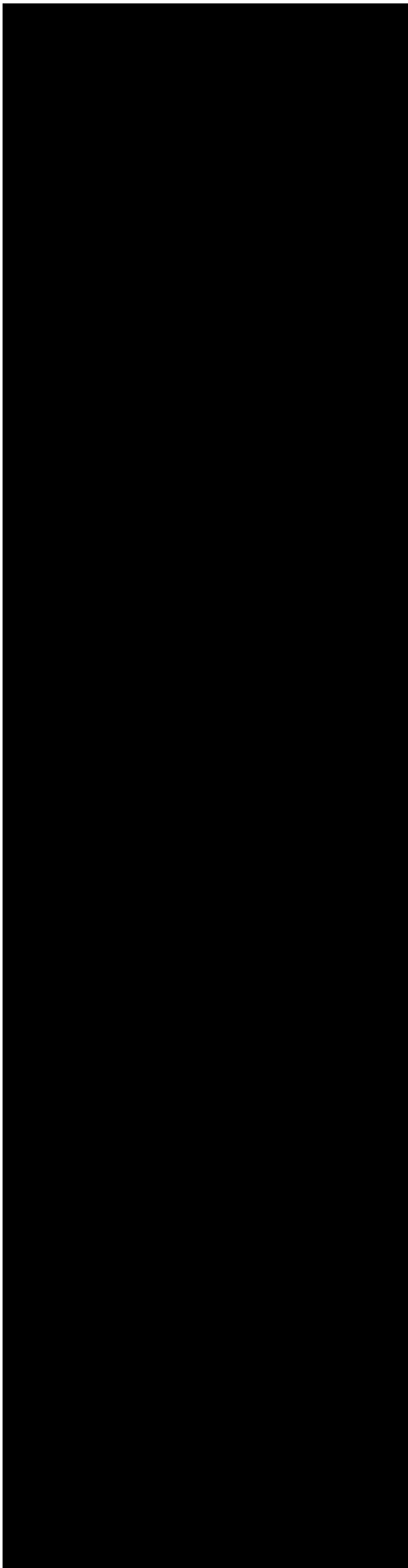
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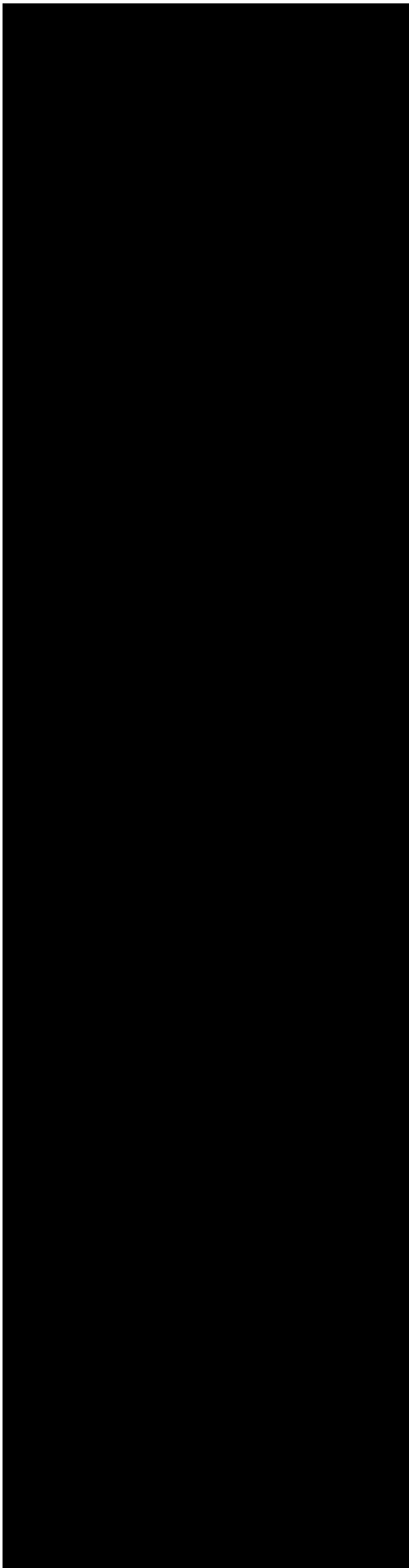
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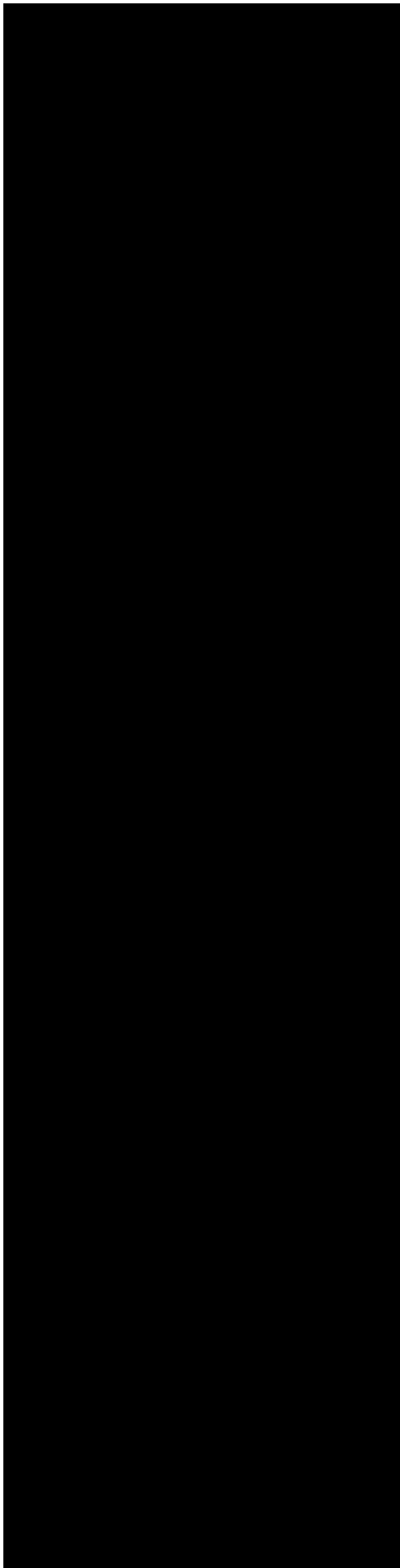
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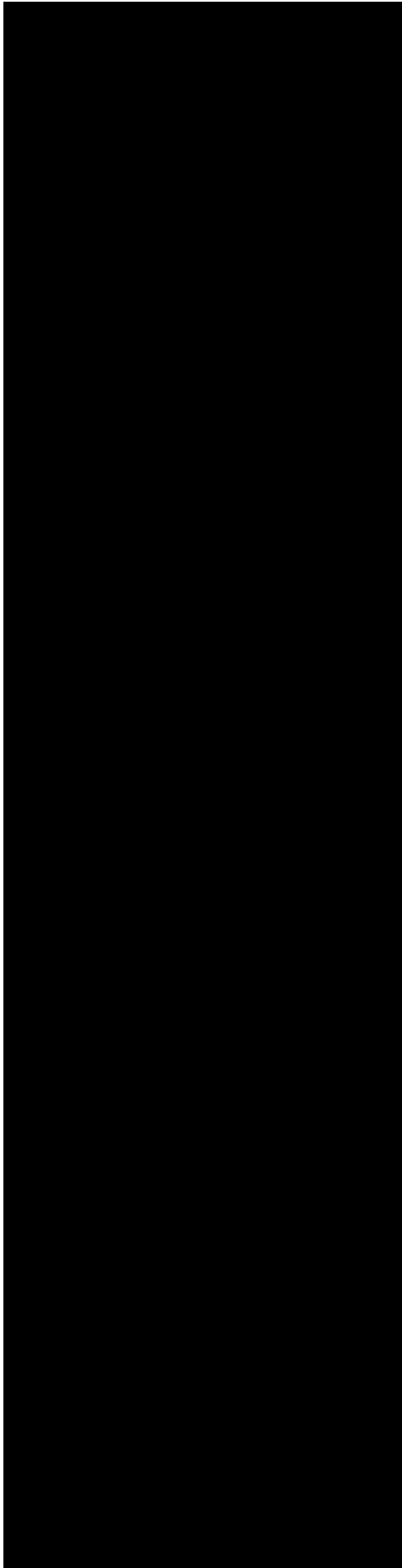
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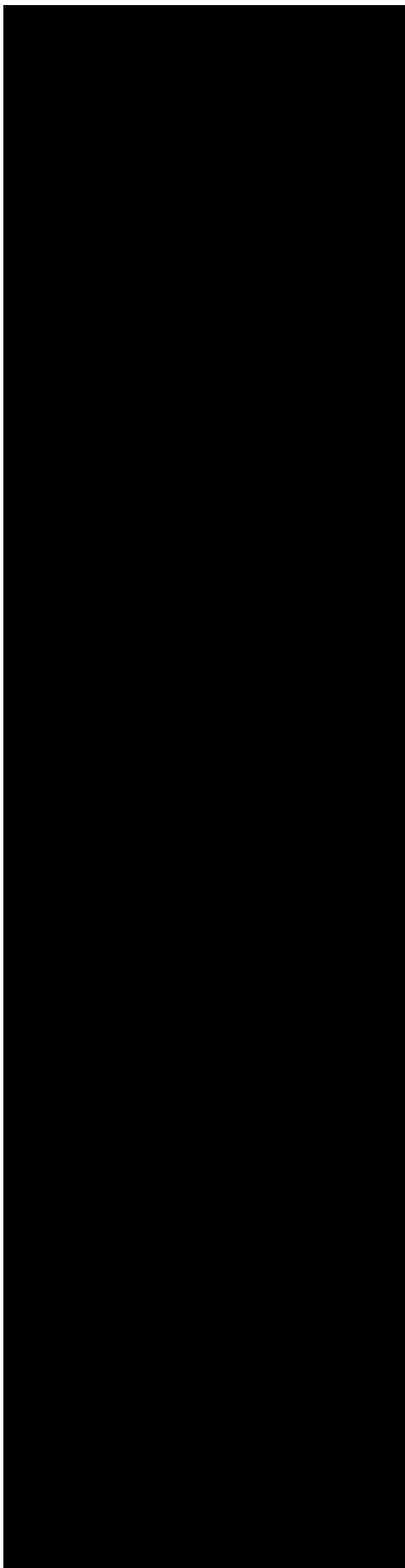
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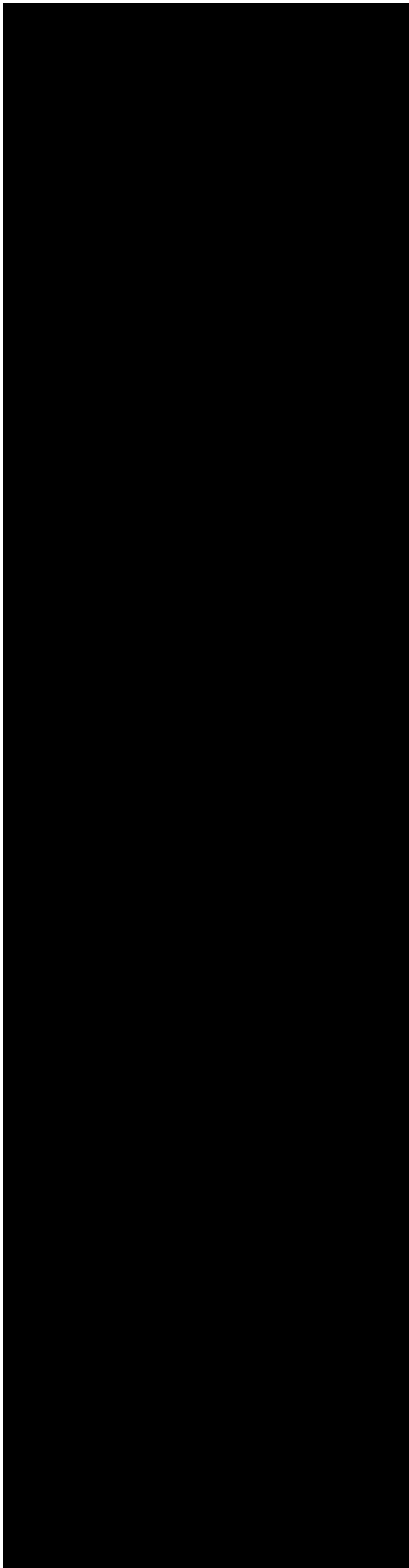
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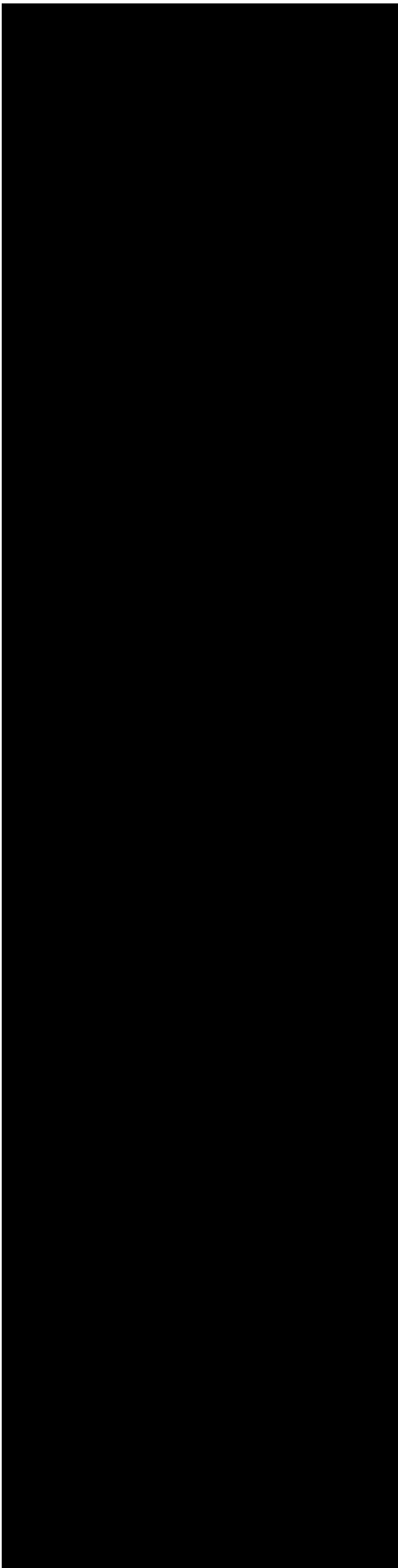
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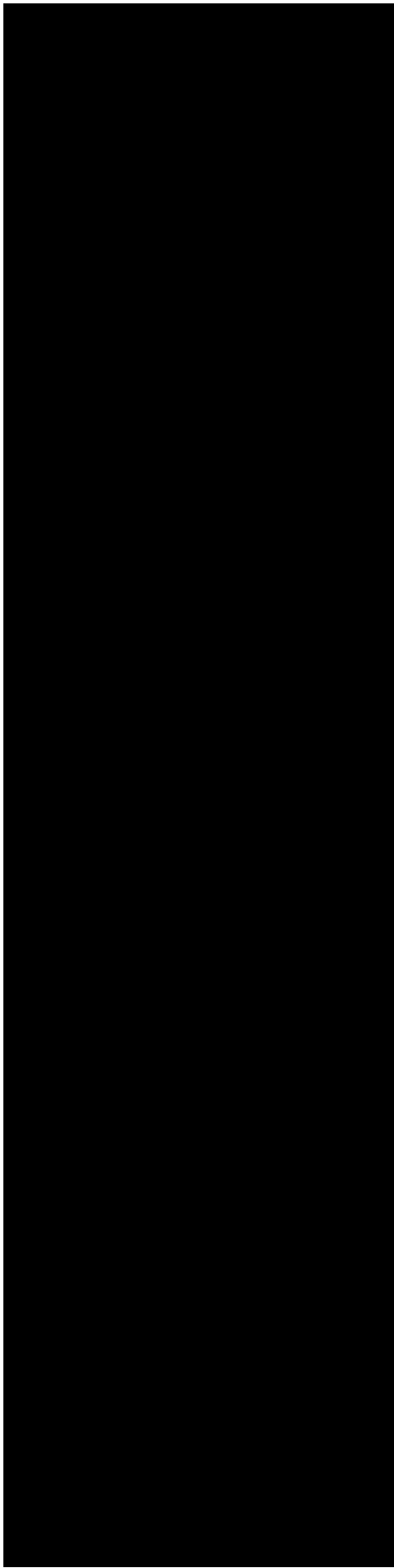
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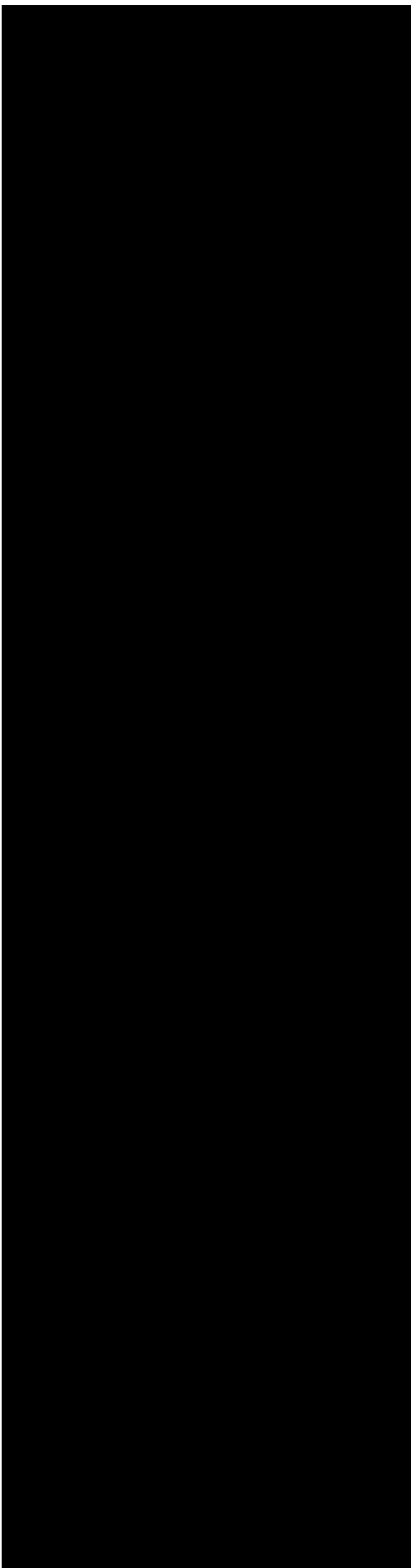
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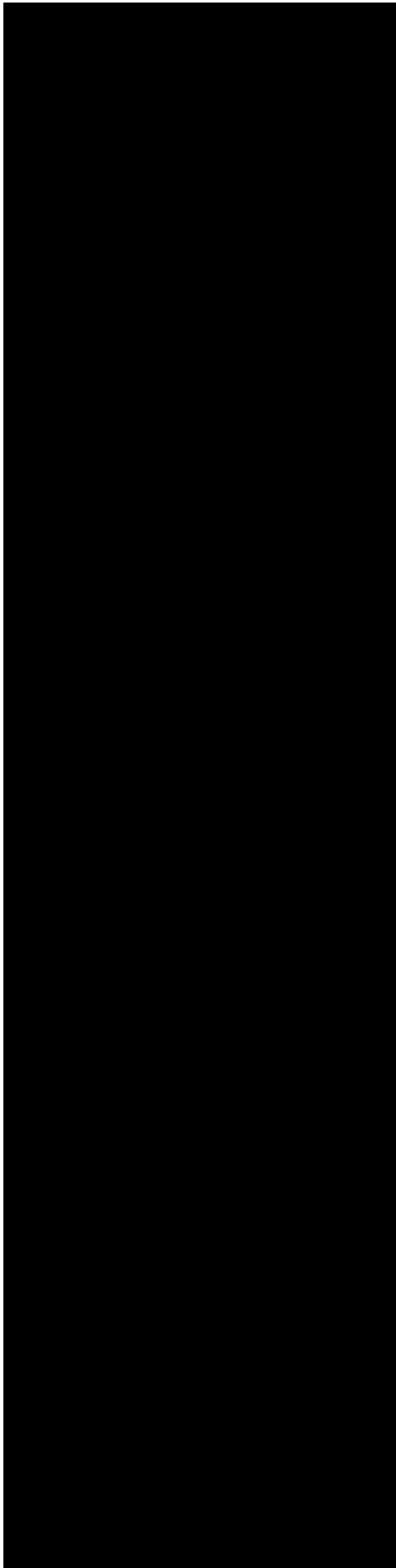
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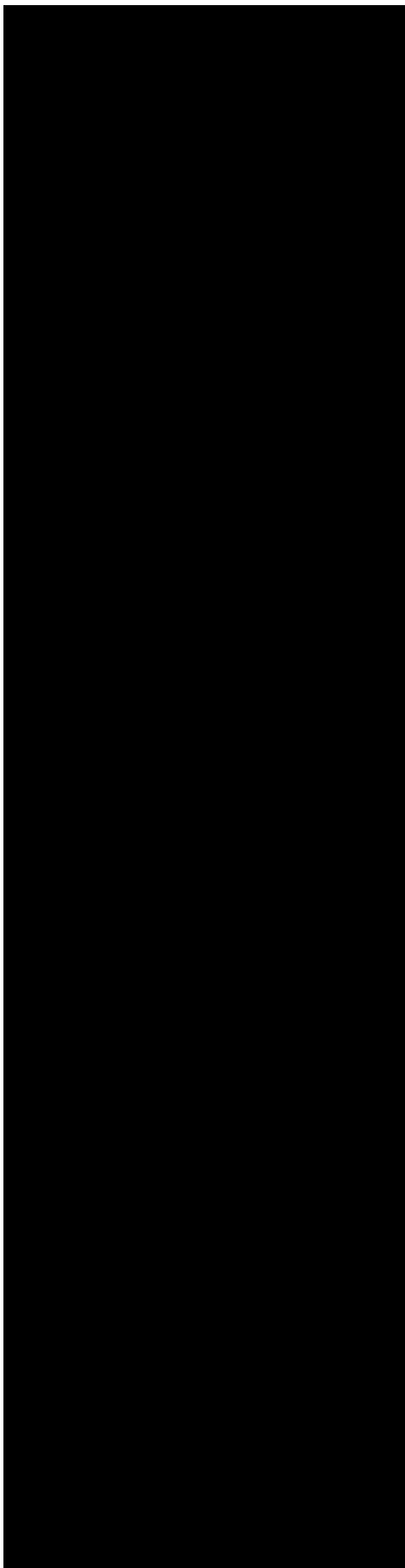
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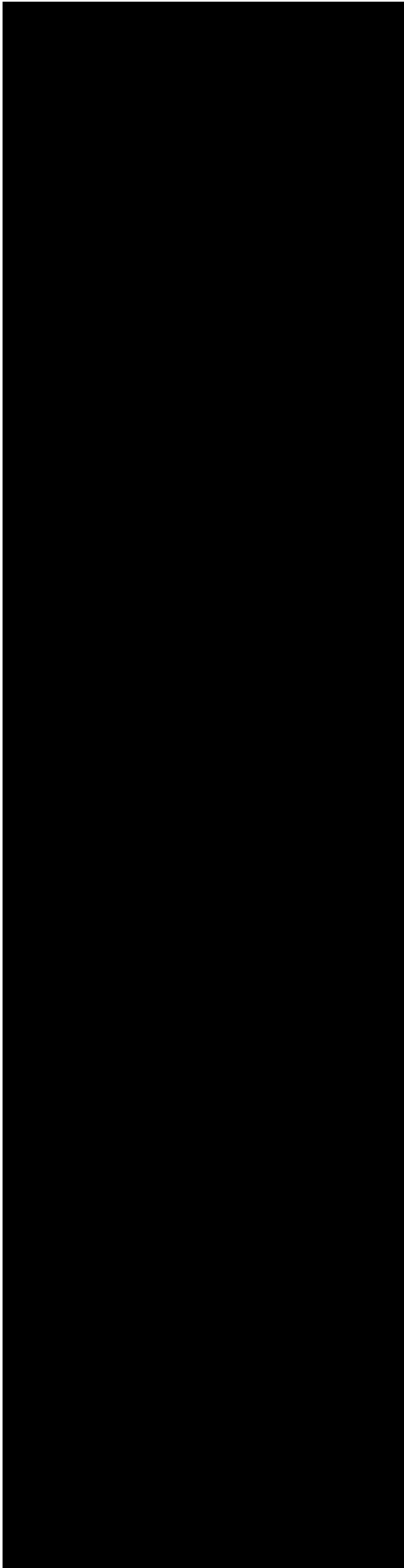
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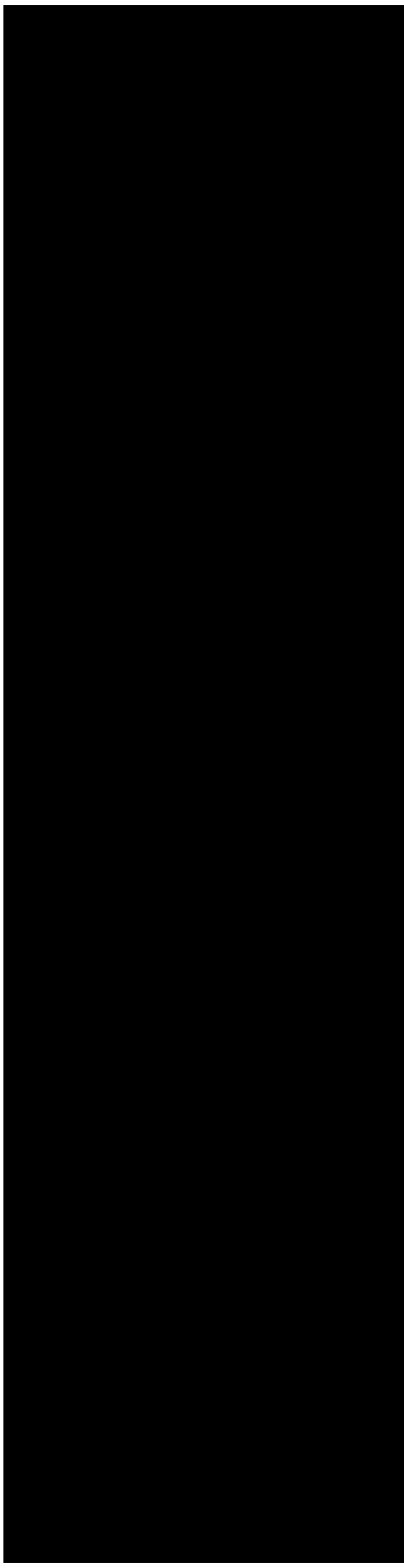
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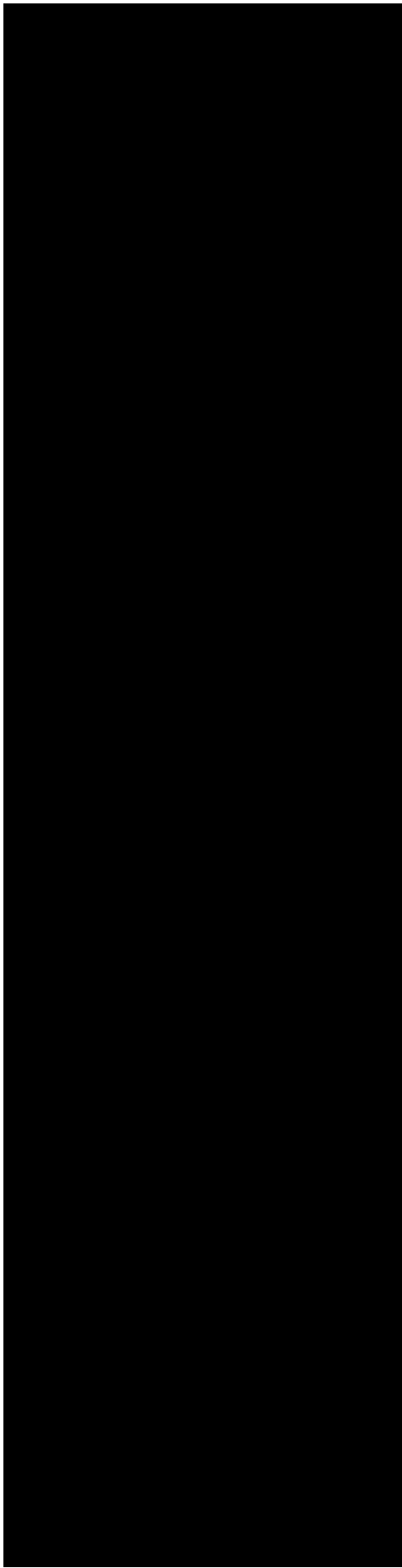
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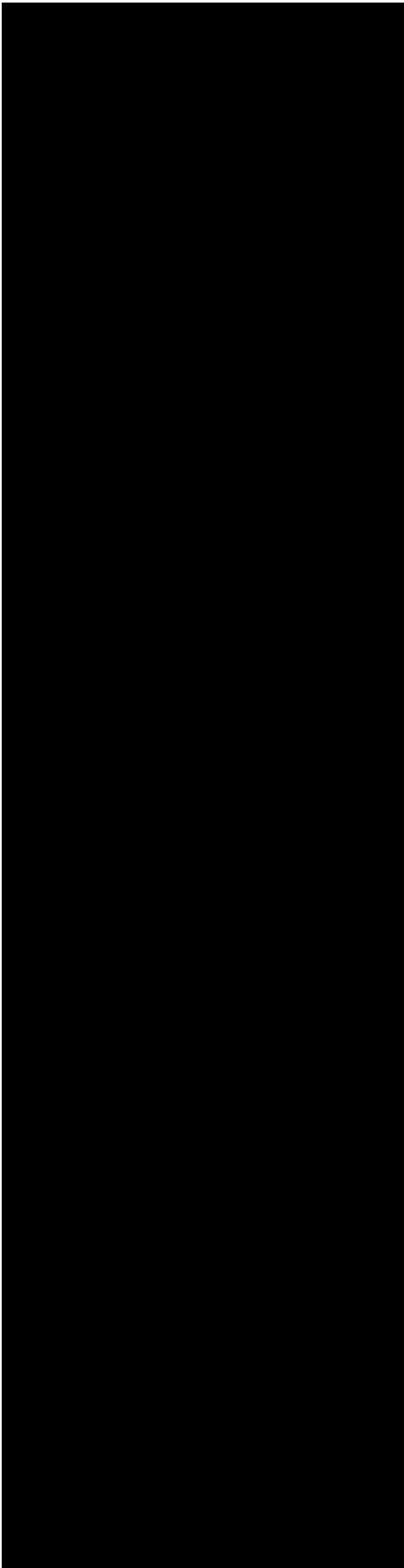
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In re: Securities Certificate of  
DQE Communications LLC in  
respect to the issuance of  
Financial Instruments in an  
Aggregate Principal Amount  
Not to Exceed \$210.0 Million

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Securities Certificate  
No. S-2024-3045946

**DATA REQUEST**  
Bureau of Technical Utility Services  
- SET I

Witness: James Milligan

**TUS-I-10**

10. Describe historical reliance by type of both corporate internal and external sources of financing.

**Response:** Historically, DQE Communications has operated on cash generated from its operations only.

In re: Securities Certificate of  
DQE Communications LLC in  
respect to the issuance of  
Financial Instruments in an  
Aggregate Principal Amount  
Not to Exceed \$210.0 Million

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Securities Certificate  
No. S-2024-3045946

**DATA REQUEST**  
Bureau of Technical Utility Services  
- SET I

Witness: James Milligan & David A. Smolen

**TUS-I-11**

11. Where current dividend payout ratio exceeds 75 %, provide three-year history and plan for future dividend payouts.

**Response:** Registrant has paid no dividends in the last three years. A cash dividend is planned prior to closing as the Proposed Transaction is a cashless and debtless sale. Following consummation of the Proposed Transaction, Registrant expects any profits to be reinvested into the business for growth as needed going forward, with no dividend payouts.

In re: Securities Certificate of  
DQE Communications LLC in  
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Financial Instruments in an  
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Securities Certificate  
No. S-2024-3045946

**DATA REQUEST**  
Bureau of Technical Utility Services  
- SET I

Witness: David A. Smolen

**TUS-I-12**

12. Where the debt to total capital ratio exceeds 55%, provide plan for managing future debt to total capital levels.

**Response:** As noted, there is currently no debt on the balance sheet of DQE Communications. Following consummation of the Proposed Transaction, Registrant's debt to total capital ratio is not expected to exceed 55%.

In re: Securities Certificate of	:	
DQE Communications LLC in	:	
respect to the issuance of	:	Securities Certificate
Financial Instruments in an	:	No. S-2024-3045946
Aggregate Principal Amount	:	
Not to Exceed \$210.0 Million	:	

**DATA REQUEST**  
 Bureau of Technical Utility Services  
 - SET I

Witness: James Milligan and David A. Smolen

**TUS-I-13**

13. With respect to the purpose for which you propose to issue or assume securities:

A. If the purpose is the purchase or construction of new facilities, or the betterment of existing facilities, provide:

1. Estimated final cost
2. A brief description of the new facilities or betterments
3. The date when it is expected that the purchase or construction or betterment will be completed.
4. Estimated amount of AFUDC included in the project costs.

B. If the purpose is to obtain working capital, explain any unusual condition which exists, or will exist, in the public utility's current assets or current liabilities, stating:

1. The approximate cost of average materials and supplies inventory which the public utility expects to carry
2. The average time elapsing between the date when the public utility furnishes or begins a period of furnishing services to customers and the date when collection is made from customers for the service.
3. The minimum bank balance requirements.

C. If the purpose is to refund obligations, describe obligations in detail.

1. Explain the purpose for which obligations were issued or refer to the number of securities certificates in which the purpose appears.

2. State whether refunding is to meet maturity, or to effect saving in interest or other annual charges; if to effect savings, state date when, and at price which obligations are to be called, and submit statement showing savings to be affected as a result of refunding.

D. If the purpose is for the payment of dividends, please justify the use of funds from the registration to pay dividends.

E. If the purpose is to fund pension obligations:

1. Provide the current Accumulated Benefit Obligation (except where no longer used consistent with FASB Statement No. 158), the projected benefit obligation, the current fair value of plan assets, and the percent that the current benefit obligation is funded.

2. Provide the annual contributions to the plan for the previous five years and the projected contributions for the next five years.

3. Provide an explanation as to how compliance with the Pension Protection Act of 2006 will be accomplished.

**Response:** Please see above response to Question 3, which provides the capital expenditure plan for the Registrant post-consummation of the Proposed Transaction. Registrant does not expect any unusual condition to the utility's current assets or current liabilities, and Registrant's operating practice is expected to remain substantially the same. Subparts A, C through E are not applicable.

In re: Securities Certificate of  
DQE Communications LLC in  
respect to the issuance of  
Financial Instruments in an  
Aggregate Principal Amount  
Not to Exceed \$210.0 Million

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Securities Certificate  
No. S-2024-3045946

**DATA REQUEST**  
Bureau of Technical Utility Services  
- SET I

Witness: David A. Smolen

**TUS-I-14**

14. Reconcile total capitalization with total rate base for ratemaking purposes. Are any of the funds to be issued for a non-utility purpose? If so, please describe that purpose.

**Response:** As stated in the Securities Certificate, the expected uses of the funds from the debt to be issued by Registrant's affiliate will be: (1) partially finance the Proposed Transaction; (2) provide growth capital to Registrant following consummation of the Proposed Transaction; (3) provide working capital; and (4) general corporate purposes.

Following consummation of the Proposed Transaction, Registrant will continue to exist and operate under the same name and will continue to provide service pursuant to then-existing rates, terms, and conditions for the near term. Any future changes to the rates, terms, and conditions of service will be undertaken pursuant to customers' contracts and applicable law."

In re: Securities Certificate of	:	
DQE Communications LLC in	:	
respect to the issuance of	:	Securities Certificate
Financial Instruments in an	:	No. S-2024-3045946
Aggregate Principal Amount	:	
Not to Exceed \$210.0 Million	:	

**DATA REQUEST**  
 Bureau of Technical Utility Services  
 - SET I

Witness: James Milligan and David A. Smolen

**TUS-I-15**

15. Three-year history and three-year projections for ratio of capital expenditures to depreciation expense. Show calculations.


**Response:** Please see table below for requested ratio for 2020, 2021, and 2022.

	2020	2021	2022
Depreciation Expense	██████████	██████████	██████████
Capital Expenditures	██████████	██████████	██████████
Capital Expenditures to Depreciation Expense Ratio	██	██	██

Please see also above response to Question 3, which provides the projections for capital expenditure plan for the Registrant post-consummation of the Proposed Transaction.

**VERIFICATION**

I, James Milligan, hereby state that the facts set forth above at TUS-I-1, 2, 4, 10, 11, 13 and 15 are true and correct to the best of my knowledge, information and belief, and I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).

  
James H. Milligan

Dated: February 9, 2024

## VERIFICATION

I, David A. Smolen, being the Secretary of GI DI Vertigo Acquisition LLC (the “Company”), hereby state that the facts above set forth with respect to the Company are true and correct (or are true and correct to the best of my knowledge, information and belief) and that I expect that the Company will be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 PA C.S. § 4904 (relating to unsworn falsification to authorities).

Date: February 9, 2024



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David A. Smolen