



**Complete
Broadband
Solutions.**



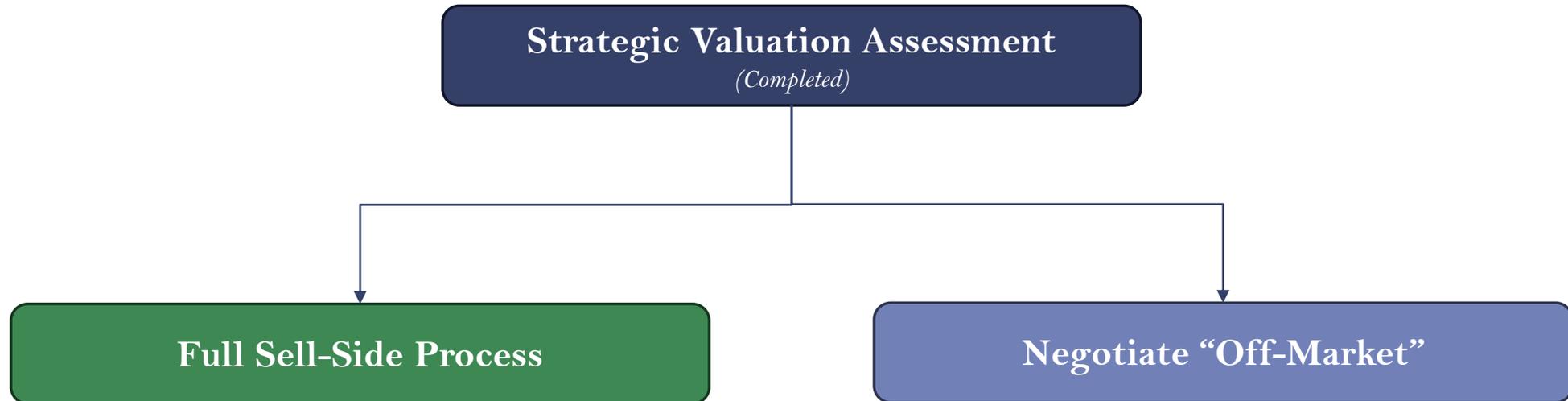
Seller Advisory Services

Pineville Communications

April 2025

Seller Process Overview / Options

Having completed a Strategic Valuation Assessment, Pineville (the “Company” or the “Seller”) now has the option to choose whether to pursue a full sell-side process or negotiate an “off-market” transaction with a potential buyer that has already expressed interest.



Sell-Side Process vs Off-Market Comparison

Like with most things, the decision between running full sell-side process or negotiating off-market with a specific buyer has tradeoffs.

Full Sell-Side Process

Running a full sell-side process would mean opening the opportunity up to the other potential buyers in a highly structured, auction-like process

Pros:

- + Typically maximizes the value received

Cons:

- Longer and more work intensive to complete process

Negotiate “Off-Market” Deal

Negotiating a deal “off-market” would mean opting to exclusively engage with the current interested party to close a transaction without opening the opportunity up to other potential buyers

Pros:

- + Faster and less work intensive to complete process

Cons:

- Unlikely to maximize value received

Sell-Side Process vs Off-Market Comparison

JSI can help to advise Pineville in whichever route they chose to take.

Full Sell-Side Process

JSI Role:

- Fully manage all components of the sell-side process for Pineville

Key functions performed:

- Prepare marketing materials & data room
- Identify & conduct outreach to pool of qualified buyers
- Advise on LOI negotiations & deal structuring
- Assist with handling buyer advanced due diligence (“DD”)
- Advise on Legal Counsel Assessment & Selection
- Assist with Legals, Regulatory Approvals, & Closing

Timing / Cost:

- 6-9 months
- Est. billables of \$60-100k + 3-5% Success Fee

Negotiate “Off-Market” Deal

JSI Role:

- Assist in helping to consummate a transaction with the existing interested party

Key functions performed:

- Advise on LOI negotiations & deal structuring
- Assist with handling buyer advanced due diligence (“DD”)
- Advise on Legal Counsel Assessment & Selection
- Assist with Legals, Regulatory Approvals, & Closing

Timing / Cost:

- 1-3 months
- Est. billables of \$35-50k

Prepare Marketing Materials & Data Room

	Overview	JSI's Role
Prepare Marketing Materials & Data Room	<p>Marketing materials, including a Teaser and Confidential Information Memorandum (“CIM”) will need to be developed before going to market.</p> <p>The teaser will provide a brief overview of the opportunity on an anonymous basis and the CIM will provide an in-depth overview of the Company’s operations.</p> <p>Additionally, a virtual data room (“VDR”) that contains key due diligence materials needed by prospective buyers will need to be created and maintained.</p>	<p>JSI can develop high quality marketing materials to help present the Company and the opportunity in as attractive as light as possible.</p> <p>JSI can provide a list of key items needed to construct the VDR and also fully manage / host the VDR on behalf of the Company.</p>

Identify & Conduct Outreach to Pool of Qualified Buyers

	Overview	JSI's Role
Identify & Conduct Outreach to Pool of Qualified Buyers	<p>After a preliminary list of buyers is identified, initial outreach will begin by sending out the Teaser. Interested parties will be asked to sign a Non-Disclosure Agreement (“NDA”) to progress further.</p> <p>After the execution of an NDA, buyers will be sent the CIM so they can further gauge their interest in the opportunity.</p> <p>Highly interested buyers will be qualified and then be granted access to the data room before being asked to submit an LOI.</p>	<p>JSI has a vast network and set of resources that help in curating extensive lists of well-suited strategic buyers.</p> <p>JSI can also fully manage the work-intensive process of outreach and ongoing communications with prospective buyers.</p>

LOI Negotiations & Deal Structuring

	Overview	JSI's Role
LOI Negotiation & Deal Structuring	<p>Properly negotiating and agreeing upon the correct deal structure and terms up-front in an LOI paves the way for the rest of the transaction process to go smoothly.</p> <p>Any missteps made here in the negotiation process will be very difficult to recover from down the road.</p>	<p>JSI can assist in identifying all the key components of a transaction and help to negotiate the best possible deal for a Seller.</p> <p>Key items to consider in negotiating LOIs are:</p> <ul style="list-style-type: none">• Purchase price & forms of consideration• Transaction type (stock vs asset)• Working capital pegs & other purchase price adjustments• Due diligence periods & exclusivity• Escrow amounts and holding periods• Confidentiality• Contingencies

Advanced Due Diligence (“DD”) Assistance

	Overview	JSI’s Role
Advanced Due Diligence (“DD”) Assistance	<p>After executing an LOI, the Buyer will have a period to perform more in-depth assessment of the Seller before moving forward to finalize the transaction.</p> <p>The DD process will involve an extensive number of questions and document requests related to the Seller’s financial position, operational processes, plant & network, etc.</p> <p>The DD process typically includes an on-site visit by the Buyer to the Seller’s headquarters, plant sites, and discussion with Management.</p>	<p>JSI can facilitate the process for Sellers by serving as an intermediary between the Buyer and the Seller to help ensure all inquiries are properly responded to.</p> <p>JSI will also create, organize, and maintain a secure data room (hosted at JSI’s expense) to house all information requests.</p> <p>Last, and if needed, JSI can be on-site to assist with the Buyer’s onsite visit.</p>

Legal Counsel Assessment & Selection

	Overview	JSI's Role
Legal Counsel Assessment & Selection	Selecting a well-qualified legal counsel with both experience in conducting M&A transactions as well as industry specific experience (in the telecom & broadband industry) is critical to mitigating any potential liabilities down the road for a Seller and helping to control legal costs.	JSI can help evaluate any legal counsel currently being considered as well as provide recommendations or introductions to other potential legal firms to consider.

Legals, Regulatory Approvals, & Closing

	Overview	JSI's Role
Legals, Regulatory Approvals, & Closing	<p>Closing the transaction primarily entails the drafting & execution of a Purchase Agreement (“PA”) and other key legal documents (employment contracts, loan agreements, leases, etc.).</p> <p>Legal counsel will lead in the drafting and reviewing of these agreements, however, there likely will be instances in which decisions from the Seller will be required, as either new or existing commercial terms may need to be altered, agreed upon or renegotiated in the final versions of the agreements.</p> <p>After legals are finalized and executed, the transaction is then submitted to the FCC for regulatory approval.</p>	<p>JSI can assist Sellers in this process by managing the process with legal counsel and advising on any key last-minute decisions a Seller may have to make to finalize the legal documents.</p> <p>JSI also has internal regulatory resources that can assist with the Regulatory Approval process (214 applications) as well as transitioning of any regulatory support programs (USAC, NECA, etc.)</p>