

Risk Factors Comparison 2024-03-13 to 2023-02-27 Form: 10-K

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Risks Relating to Our Business and Industry We face a wide range of competition, which could negatively affect our business and financial results. Our industry is, and will continue to be, highly competitive. Our principal residential services competitors, including other cable and telecommunications companies, offer services that provide features and functions comparable to the residential high- speed data, video, and / or telephony services that we offer. In most markets, our direct competitors are larger and possess greater resources than we do. In some instances, we compete against companies with fewer regulatory burdens, better access to financing, greater personnel resources, greater resources for marketing, greater brand name recognition, and long- established relationships with regulatory authorities and customers. Increasing consolidation in the cable industry and the repeal of certain ownership rules have provided additional benefits to certain of our competitors, either through access to financing, resources or efficiencies of scale. In some of our operating areas, AT & T, Verizon or other incumbent telephone providers have upgraded their networks to carry two- way video, fifth generation (“ 5G ”) high- speed data technology with substantial bandwidth and IP- based telephony services, which they market and sell in bundles, in some cases, along with their wireless services. These telephone incumbents may also offer satellite video as a part of their bundle. Consequently, there are more than two providers of “ triple- play ” services in some of our markets. In addition, each of our residential services faces competition from other companies that provide such services on a stand- alone basis. Our residential video service faces competition from other cable and direct broadcast satellite providers that seek to distinguish their services from ours by offering aggressive promotional pricing, exclusive programming, and / or assertions of superior service or offerings. Increasingly, our residential video service also faces competition from companies that deliver content to consumers over the Internet and on mobile devices. This trend could has negatively ~~impact~~ impacted customer demand for our residential video service, especially premium channels and VOD services, and could encourage content owners to seek higher license fees from us in order to subsidize their free distribution of content. Our residential high- speed data and telephony services also face competition from wireless Internet and voice providers, and our residential voice service faces competition from other cable providers, “ over- the- top ” (“ OTT ”) phone service and other communication alternatives, including texting, social networking and email. Furthermore, due to consumer electronics innovations, consumers are more readily able to watch such Internet- delivered content on television sets and mobile devices, which could lead to additional “ cord- cutting ”. We expect these trends to continue in the future. Any inability to compete effectively or an increase in competition could have an adverse effect on our financial results and return on capital expenditures due to possible increases in the cost of acquiring and retaining subscribers and lower per subscriber revenue, could slow or cause a decline in our growth rates and could reduce our revenue. As we expand and introduce new and enhanced services, we may be subject to competition from other providers offering the same services. We cannot predict the extent to which this competition will affect our future business and financial results or return on capital expenditures. Future advances in technology, as well as changes in the marketplace, the economy and in the regulatory and legislative environments, may also result in changes to the competitive landscape. Our business is characterized by rapid technological change, and if we do not respond appropriately to technological changes, our competitive position may be harmed. We operate in a highly competitive, consumer- driven, rapidly changing technological environment and our success is, to a large extent, dependent on our ability to acquire, develop, adopt and exploit new and existing technologies to distinguish our services from those of our competitors. We have invested in advanced technology platforms that support advanced communications services and multiple emerging interactive services, such as VOD, DVR, interactive television, VoIP and pure fiber network services. If we choose technologies or equipment that are less effective, cost- efficient or attractive to our customers than those chosen by our competitors, or if we offer services that fail to appeal to consumers, are not available at competitive prices or that do not function as expected, our competitive position could deteriorate, and our business and financial results could suffer. In addition, we may be required to select one technology over another and may not choose the technology that is the most economic, efficient or attractive to customers. We may also encounter difficulties in implementing new technologies, products and services and may encounter disruptions in service as a result. The ability of our competitors to acquire or develop and introduce new technologies, products and services more quickly than us may adversely affect our competitive position. Furthermore, advances in technology, decreases in the cost of existing technologies or changes in competitors’ product and service offerings also may require us to make additional future research and development expenditures or to offer at no additional charge, or at a lower price, certain products and services that we currently offer to customers separately or at a premium. In addition, the uncertainty of the costs for obtaining intellectual property rights from third parties could impact our ability to respond to technological advances in a timely manner. Increases in programming and retransmission costs or the inability to obtain popular programming could adversely affect our operations, business, financial condition or results of operations. Programming has been and is expected to continue to be, our largest single operating expense. In recent years, the cable industry has experienced rapid increases in the cost of cable programming, retransmission consent charges for local commercial television broadcast stations and regional sports programming. We expect these trends to continue. As compared to large national providers, our relatively modest base of subscribers limits our ability to negotiate lower programming costs. In addition, as we increase the channel capacity of our systems and add programming to our expanded basic and digital programming tiers, we may face additional market constraints on our ability to pass programming cost increases on to our customers. Furthermore, content providers may be unwilling to enter into distribution arrangements on acceptable terms and owners of non- broadcast video programming content may enter into exclusive distribution arrangements with our competitors.

Any inability to pass programming cost increases on to our customers would have an adverse impact on our results of operations and a failure to carry programming that is attractive to our subscribers could adversely impact subscription and advertising revenues. Programming exclusivity in favor of our competitors could adversely affect the demand for our video services. We obtain our programming by entering into contracts or arrangements with programming suppliers. Federal rules restrict cable operators and other multichannel video programming distributors from entering into certain exclusive programming arrangements. A programming supplier, however, could enter into some types of exclusive arrangements with certain of our video competitors, consistent with these rules, that could create a competitive advantage for that competitor by restricting our access to this programming. If our ability to offer popular programming on our cable television systems is restricted by exclusive arrangements between our competitors and programming suppliers, the demand for our video services may be adversely affected and our cost to obtain programming may increase. **20We-18We** may encounter substantially increased pole attachment costs. Under federal law, we have the right to attach cables carrying video and other services to telephone and similar poles of privately- owned utilities at regulated rates. However, because these cables may carry services other than video services, such as high- speed data services or new forms of telephony services, some utility pole owners have sought to impose additional fees for pole attachment. If these rates were to increase significantly or unexpectedly, it would cause our network to be more expensive to operate. It could also place us at a competitive disadvantage with respect to video and telecommunications service providers who do not require or who are less dependent upon pole attachments, such as satellite providers and wireless telephony service providers. In April 2011, the FCC enacted revised pole attachment rules to improve the efficiency and reduce the costs of deploying telecommunications, cable and broadband networks in order to accelerate broadband deployment. The formula for calculating the telecommunications attachment rate was revised, lowering the rate and bringing it in- line to the video rate. Many utilities seek to impose the telecommunications rate on us when they carry our services, other than video services, over their attachments. In November 2015, the FCC released another order taking further steps to balance the rates paid by cable operators and telecommunications carriers. Moreover, the appropriate method for calculating pole attachment rates for cable operators that provide VoIP services may continue to be challenged. Some states in which we operate have assumed jurisdiction over the regulation of pole attachment rates, and so the federal regulations and the protections provided in those regulations may not apply in those states. In addition, some of the poles we use are exempt from federal regulation because they are owned by utility cooperatives and / or municipal entities or are otherwise exempt from the pole attachment regulations. Subject to applicable pole attachment access and rate regulations, the entities that own the poles that we attach to and conduits that we access may not renew our existing agreements when they expire, and they may require us to pay substantially increased fees. Some of these pole and conduit owners have recently imposed or are currently seeking to impose substantial rate increases. Any increase in our pole attachment or conduit access rates or inability to secure continued pole attachment and access agreements on commercially reasonable terms could adversely affect our operations, business, financial condition or results of operations. A phase- out of the compulsory copyright license for broadcast programming could adversely affect our ability to carry the programming transmitted by broadcast stations or could increase our programming costs. In exchange for filing reports and contributing a percentage of revenue to a federal copyright royalty pool, we obtain a compulsory copyright license allowing us to retransmit copyrighted material contained in broadcast television signals. The U. S. Copyright Office, the U. S. Government Accountability Office and the FCC all issued reports to Congress in 2011 that generally supported an eventual phase- out of the compulsory licenses. Such a change, if made, could adversely affect the ability of our cable television systems to obtain programming carried by broadcast television stations, and could increase the cost of such programming. **21Risks-19Risks** related to Our Legal and Regulatory Environment We operate our network under some franchises that may be subject to non- renewal or termination. Our network generally operates pursuant to franchises, permits or licenses typically granted by a municipality or state agency with the authority to grant franchises. Additionally, other state or local governmental entities may exercise control over the use of public rights- of- way. Often, franchises are terminable if the franchisee fails to comply with material terms of the franchise agreement or the local franchise authority' s regulations. Although none of our existing franchise or license agreements have been terminated, and we have received no threat of such a termination, one or more local authorities may attempt to take such action. We may not prevail in any judicial or regulatory proceeding to resolve such a dispute. Further, franchises generally have fixed terms and must be renewed periodically. Our franchises are typically issued for 10 to 15 year initial terms, but the terms vary depending upon whether we are operating under a local or state franchise. Many of our existing franchise terms will expire over the course of the next several years, and we operate under some expired franchises. Local franchising authorities may resist granting a renewal if they consider either past performance or the prospective operating proposal to be inadequate. In a number of jurisdictions, local authorities have attempted to impose rights- of- way fees on providers that have been challenged as violating federal law. A number of FCC and judicial decisions have addressed the issues posed by the imposition of rights- of- way fees on CLECs and on video distributors. On August 1, 2019, the FCC adopted an order concluding, among other things, that its franchising rules and findings fully apply to state- level franchising actions and regulations, and limiting the ability of franchising authorities to impose franchise fees and to regulate non- cable services. In May 2021, a federal appeals court largely upheld that decision, reversing only a discrete issue pertaining to the calculation of franchise fees. We cannot predict how the FCC' s rulings concerning franchising will impact our business. The local franchising authorities can grant franchises to competitors who may build networks in our market areas. Recent FCC decisions facilitate competitive video entry by limiting the actions that local franchising authorities may take when reviewing applications by new competitors and lessen some of the burdens that can be imposed upon incumbent cable operators with which we ourselves compete. Local franchise authorities have the ability to impose regulatory constraints or requirements on our business, including those that could materially increase our expenses. In the past, local franchise authorities have imposed regulatory constraints on the construction of our network either by local ordinance or as part of the process of granting or renewing a franchise. They have also imposed requirements on the level of customer service that we provide, as well as other requirements. The local franchise

authorities in our markets may also impose regulatory constraints or requirements that may be found to be consistent with applicable law, but which could increase the cost of operating our business. Changes in broadcast carriage regulations could impose significant additional costs on us. Federal “ must carry ” rules require us to carry some local broadcast television signals on our broadband network that we might not otherwise carry. If the FCC seeks to revise or expand the “ must carry ” rules, for example by requiring carriage of multicast signals, we would be forced to carry video programming that we would not otherwise carry, potentially drop more popular programming in order to free capacity for the required programming, decrease our ability to manage our bandwidth efficiently and / or increase our costs, which could make us less competitive. As a result, cable operators, including us, could be placed at a disadvantage versus other multichannel video providers. Potential federal legislation regarding programming packaging, bundling or à la carte delivery of programming could fundamentally change the way in which we package and price our services. We cannot predict the outcome of any current or future FCC proceedings or legislation in this area, or the impact of such proceedings on our business at this time. Loss of interconnection arrangements could impair our telephone service. We rely on other companies to connect the calls made by our local telephone customers to the customers of other local telephone providers. These calls are completed because our network is interconnected with the networks of other telecommunications carriers. These interconnection arrangements are mandated by the Communications Act (“~~Communications Act~~”), and the FCC’s implementing regulations. It is generally expected that the Communications Act will continue to undergo considerable interpretation and modification, including the FCC’s potential forbearance from continuing to enforce carriers’ statutory and regulatory interconnection obligations, which could have a negative impact on our interconnection agreements. ~~22H-201f~~ It is also possible that further amendments to the Communications Act may be enacted, which could have a negative impact on our interconnection agreements. The contractual arrangements for interconnection generally contain provisions for incorporation of changes in governing law. Thus, future FCC, state PSC and / or court decisions may negatively impact the rates, terms and conditions of the interconnection services that we have obtained and may seek to obtain under these agreements, which could adversely affect our operations, business, financial condition or results of operations. Our ability to compete successfully in the provision of services will depend on the nature and timing of any such legislative changes, regulations and interpretations and whether they are favorable to us or to our competitors. Applicable laws and regulations pertaining to our industry are subject to change. We are subject to a variety of laws and regulations at the federal, state, and local jurisdictions in which we operate. Specifically, we are subject to regulation of our video services relating to rates, equipment, technologies, programming, levels and types of services, taxes and other charges. The current telecommunications and cable legislation and regulations are complex and in many areas set forth policy objectives to be implemented by regulation at the federal, state and local levels. Additionally, we are subject to environmental safety and health laws and regulations, including those governing such matters as the generation, storage, reporting, treating, handling, remediation, use, transportation and disposal of, and exposure to hazardous materials, the emission and discharge of hazardous materials into the atmosphere, the emission of electromagnetic radiation, the protection of wetlands, historic sites, and threatened and endangered species. Some of our sites have battery and diesel fuel powered backup generators or sources, or may have potential contamination risks from historical or surrounding activities. Under certain environmental laws and regulations, we may be liable for the costs of remediating contamination, regardless of fault, and these costs could be significant. The exact requirements of applicable law are not always clear, and the rules affecting our businesses are always subject to change. For example, the FCC may interpret its rules and regulations in enforcement proceedings in a manner that is inconsistent with the judgments we have made. Likewise, regulators and legislators at all levels of government may sometimes change or forgo existing rules, or establish new rules. Congress, for example, considers new legislative requirements for cable operators virtually every year, and there is always a risk that such proposals (if unfavorable to us) will ultimately be enacted. In addition, federal, state or local governments and / or tax authorities may change tax laws, regulations or administrative practices that could adversely affect our operations, business, financial condition or results of operations. “ Net neutrality ” or other regulation could limit our ability to operate our high- speed data service business profitably and manage our broadband facilities efficiently. In January 2018, the FCC released a decision rescinding various “ net neutrality ” requirements governing how broadband Internet access providers were permitted to offer mass market broadband service. As a result, under the current federal approach, broadband Internet access providers must publicly disclose detailed information regarding their service offerings, Internet traffic management processes, and other practices affecting broadband customers, but are not otherwise limited by federal law in their ability to block, throttle, or prioritize specific types of Internet traffic. The FCC also held that states are preempted (prohibited) from enacting their own versions of these or similar requirements. On October 1, 2019, a federal appeals court upheld most of the FCC’s decision, but it directed the agency to give further consideration to several issues and reversed the FCC’s blanket preemption of state rules, holding that such state laws could only be prohibited on a case- by- case basis, and only when they conflict with state or federal policy. No party appealed that decision. On October 27, 2020, the FCC adopted a decision reaffirming other aspects of its earlier decision. ~~That decision has been appealed, both in court and before the FCC.~~ In the meantime, several states have adopted ~~, or are considering,~~ net neutrality requirements of their own. **In October 2023, the FCC proposed to reenact “ net neutrality ” requirements and determine that broadband Internet access service is subject to “ common carrier ” regulation. The FCC must review comments from the public and issue an order before it could make any changes to its existing rules and policies.** We cannot predict with any certainty **the likely timing or outcome of the FCC’s proceeding or** how state efforts to adopt net neutrality requirements will continue to evolve. ~~In~~ **21In** addition, on November 17, 2022, the FCC released a decision requiring broadband service providers to display, at the point of sale, labels that disclose certain information about broadband prices, introductory rates, data allowances, broadband speeds, and latency. Providers must also include links to information about their network management practices, privacy policies, and the FCC’s Affordable Connectivity Program. These rules **will come into** ~~are not yet in~~ effect **in 2024**. The FCC is currently seeking comments on issues related to disclosing such additional information. We cannot predict which of the proposed rules will take effect or their future impact on our

business. **In November 2023, the FCC adopted rules prohibiting policies or practices, not justified by genuine issues of technical or economic feasibility, that differentially impact consumers' access to broadband Internet access service based on income level, race, ethnicity, color, religion or national origin, or are intended to have such differential impact. The FCC has not yet announced the effective date for these new rules. Given the breadth and newness of the FCC's rules, we cannot predict how the FCC's rules will impact us or how the FCC's rules will continue to evolve.**

Regulation may limit our ability to make required investments or adopt business models that are necessary to continue to provide robust high-speed data service. The rising popularity of bandwidth-intensive Internet-based services increases the demand for, and usage of, our high-speed data service. Examples of such services include the delivery of content via streaming technology and by download, peer-to-peer file sharing services and gaming services. We need flexibility to develop pricing and business models that will allow us to respond to changing consumer uses and demands and, if necessary, to invest more capital than currently expected to increase the bandwidth capacity of our systems. Our ability to do so could be restricted by legislative or regulatory efforts associated with "net neutrality" or other regulations affecting pricing. Rate regulation could materially adversely impact our operations, business, financial results or financial condition. Under current FCC rules, rates for basic service tier ("BST") video service and associated equipment may be regulated where there is no effective competition. Under current FCC rules, cable operators are presumed to be subject to effective competition. In all of the communities we serve, we are not subject to BST video rate regulation, either because the local franchising authority has not asked the FCC for permission to regulate rates due to the lack of effective competition or because of the presumed presence of effective competition. Except for telephony services provided by our operating companies that are ILECs (which are subject to certain rate regulations), there is currently no rate regulation for our other services, including high-speed data and non-ILEC telephony services. It is possible, however, that the FCC or Congress will adopt more extensive rate regulation for our video services or regulate the rates of other services, such as high-speed data, business data (or special access) services and telephony services, which could impede our ability to raise rates, or require rate reductions, and therefore could adversely affect our operations, business, financial condition or results of operations. Our business may be adversely affected by the application of certain regulatory obligations governing the intellectual property rights of third parties or if we cannot continue to license or enforce the intellectual property rights on which our business depends. We rely on patent, copyright, trademark and trade secret laws and licenses that are proprietary to our business, as well as our key vendors, along with other agreements with our employees, customers, suppliers and other parties, to establish and maintain our intellectual property rights in technology and the products and services used in our operations. However, any of our intellectual property rights could be challenged or invalidated, or such intellectual property rights may not be sufficient to permit us to take advantage of current industry trends or otherwise to provide competitive advantages, which could result in costly redesign efforts, discontinuance of certain product or service offerings or other competitive harm. Claims of intellectual property infringement by third parties under applicable agreements, laws and regulations (including the Digital Millennium Copyright Act of 1998) could require us to enter into royalty or licensing agreements on unfavorable terms, incur substantial monetary liability or be enjoined preliminarily or permanently from further use of the intellectual property in question, which could require us to change our business practices or offerings and limit our ability to compete effectively. Even claims without merit can be time-consuming and costly to defend and may divert management's attention and resources away from our business. Also, because of the rapid pace of technological change, we rely on technologies developed or licensed by third parties, and we may not be able to obtain or continue to obtain licenses from these third parties on reasonable terms, if at all. **Our** business is subject to numerous federal and state laws and regulations regarding privacy and data protection. Existing laws and regulations are evolving and subject to uncertain interpretation, and new laws and regulations affecting our business have been proposed. These laws and regulations could result in legal claims, changes to our business practices, increased cost of operations, or could otherwise impact our business. As a provider of high-speed data, video and telephony services, we are subject to an array of privacy-related laws and regulations that are constantly evolving and can be subject to significant change. In the course of providing service, we collect certain information about our subscribers and their use of our services. Our collection and use of personally identifiable information about our subscribers is subject to a variety of federal and state privacy requirements, including those imposed specifically on cable operators by Section 631 of the Communications Act. That section generally restricts the nonconsensual collection and disclosure to third parties of cable customers' personally identifiable information by cable operators, subject to certain specified exceptions. Several states and numerous local jurisdictions have enacted privacy laws or franchise privacy provisions that apply to cable services. **Section** 222 of the Communications Act also governs our use of customer proprietary network information ("CPNI") related to our telecommunications services. In addition, FCC regulations apply to our use, disclosure, and protection of CPNI associated with our telecommunications and VoIP telephone service. In the Restoring Internet Freedom Order, the FCC returned jurisdiction to regulate broadband privacy and data security to the Federal Trade Commission, **but its October 2023 "net neutrality" proposal, if adopted in a subsequent decision, would reinstate FCC authority and displace Federal Trade Commission authority.** As we continue to provide interactive and other advanced services, additional privacy considerations may arise. Privacy continues to be a major focus of Congress, the Federal Trade Commission, the FCC, the U. S. Department of Commerce, and the states. Additional laws, regulations, or advisory guidelines could affect our ability to use and share customer information under various additional circumstances or generally increase our operating expenses. We are also subject to state and federal regulations and laws regarding information security. Most of these regulations and laws apply to customer information that could be used to commit identity theft. Nearly all U. S. states and the District of Columbia have enacted some form of security breach notification laws. These laws generally require that we give notice to customers whose personal account information has been disclosed because of a security breach. The Communications Act and FCC rules also impose breach notification and information security requirements, which may require that we give notice to customers of breaches in some circumstances where notice would not be required by state law. Our efforts to protect customer information

may be unsuccessful due to the actions of third parties, technical malfunctions, employee error, employee malfeasance, cyber-criminals, state-sponsored espionage or cyberwarfare, or other factors. If any of these events occur, the confidentiality, integrity, or accessibility of our customers' information could be compromised, and could subsequently be used, accessed or disclosed improperly. Claims resulting from actual or purported violations of these or other federal or state privacy laws could impact our business. Adverse rulings in privacy-related litigation or regulatory proceedings could cause us to incur significant expense and liability or result in orders or consent decrees forcing us to modify our business practices. Moreover, because many of these privacy and data security laws are relatively new, there is not a robust body of case law to suggest how courts may interpret compliance or assess fines. Finally, any actual or purported incidents involving unauthorized access to or improper use of the information of our customers could damage our reputation and our brand and diminish our competitive position.

Regulation of the set-top box market could materially and adversely impact our operations and impose additional costs on us. The FCC has adopted regulations to permit consumers to connect televisions and other consumer electronics equipment through a separate security device directly to digital cable television systems to enable receipt of one-way digital programming without requiring a set-top box. Additional FCC regulations promote the manufacture of plug-and-play TV sets and other equipment that can connect directly to a cable system through these separate security devices, although in September 2020, the FCC eliminated some of these rules. Although we generally require less up-front capital when our customers buy and self-install their own set-top boxes, these regulations could impose substantial costs on us and impair our ability to innovate. ~~If~~ **23** ~~If~~ our trade names are not adequately protected, then we may not be able to build name recognition in our markets and our business may be adversely affected. We own some trademarks in connection with the operation of our business. We cannot, however, assure you that we have obtained or can obtain all necessary trademarks to adequately protect our intellectual property. It is possible that a third party could bring suit against us claiming infringement of registered trademarks, and if it did so and if there were a court determination against us, we might then be obligated to pay monetary damages, enter into a license agreement, or cease use of any such marks, all of which could have a material adverse effect on our business, financial condition, results of operations and prospects. ~~25~~ ~~Tax~~ ~~--~~ **Tax** matters, including the changes in corporate tax rates, disagreements with taxing authorities and imposition of new taxes, including new tax legislation, could impact our results of operations and financial condition. We operate in locations throughout the United States and, as a result, are subject to the tax laws and regulations of federal, state and local governments. From time to time, various legislative and / or administrative initiatives may be proposed that could adversely affect our tax positions. There can be no assurance that our effective tax rate or tax payments will not be adversely affected by these initiatives. As a result of state and local budget shortfalls, certain states and localities have imposed or are considering imposing new or additional taxes or fees on our services or changing the methodologies or base on which certain fees and taxes are computed. Such potential changes include additional taxes or fees on our services which could impact our customers, and combined reporting and other changes to general business taxes, central / unit-level assessment of property taxes and other matters, which could increase our income, franchise, sales, use and / or property tax liabilities. In addition, federal, state and local tax laws and regulations are extremely complex and subject to varying interpretations. Changes to income tax laws and regulations, or the interpretation of such laws, in any of the jurisdictions in which we operate could impact our effective tax rate and our tax positions. There can be no assurance that our tax positions will not be challenged by relevant tax authorities or that we would be successful in any such challenge. In addition, we have significant NOL carryforwards that are available to offset future operating results, but the availability and value of the NOLs may be impacted by future changes in federal or state law. The FCC and local franchising authorities exercise authority over cable television systems and the FCC and state PSCs exercise authority over telecommunications and VoIP services. The FCC has promulgated regulations covering many aspects of cable television operations. Failure to comply with those regulations could lead the FCC to impose on us monetary fines, cease-and-desist orders and / or other administrative sanctions. The cable franchises that our systems operate under, which are issued by states, cities, counties or other political subdivisions, may contain similar enforcement mechanisms in the event of any failure to comply with the terms of those franchises. The FCC also has promulgated regulations covering the interstate aspects and the regulated telecommunications earnings and VoIP services of our ILEC and CLEC operations. Our local and intrastate products and services and the regulated earnings are subject to regulation by state PSCs. Failure to comply with these regulations could lead the FCC or state PSCs to impose on us monetary fines, cease-and-desist orders and / or other administrative sanctions. These fines, cease-and-desist order and / or other administrative sanctions may adversely affect our operations, business, financial condition or results of operations.

Risks Relating to Our Outstanding Indebtedness We have substantial indebtedness, which may increase our vulnerability to general adverse economic and industry conditions and may limit our ability to pursue strategic alternatives and react to changes in our business and industry. We have substantial indebtedness. This amount of indebtedness may: • subject us to sensitivity to increases in prevailing interest rates; **24** • place us at a disadvantage to competitors with relatively less debt with respect to economic downturns, adverse industry conditions or catastrophic external events; • limit our flexibility as a result of our debt service requirements or financial and operational covenants; • limit our access to additional capital and other investments in our business; • require us to dedicate a significant portion of our cash flow from operating activities to make payments on our debt, reducing our funds available for working capital, capital expenditures, and other general corporate expenses; • limit our ability to pursue strategic alternatives, including merger or acquisition transactions; and • limit our ability to plan for or react to changes in our business and industry. ~~26~~ ~~Our~~ ~~--~~ **Our** ability to comply with the financial and other covenants contained in our debt instruments may be affected by changes in economic or business conditions or other events beyond our control. If we do not comply with these covenants and restrictions, we may be required to take actions such as reducing or delaying capital expenditures, selling assets, restructuring or refinancing all or part of our existing debt, or seeking additional equity capital. Failure to comply could also cause a default, which may result in our substantial indebtedness becoming immediately due and payable and could permit the lenders to foreclose on our assets securing such debt. If such foreclosures were to occur, we would be unable to adequately finance our operations. We may

not be able to generate sufficient cash to service our indebtedness and may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful. Our ability to make scheduled payments on our anticipated debt obligations will depend on our financial condition and operating performance, which are subject to prevailing economic and competitive conditions and to financial, business, legislative, regulatory and other factors beyond our control. We might not be able to maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness. If our cash flows and capital resources are insufficient to fund our debt service obligations, we could face substantial liquidity problems and could be forced to reduce or delay investments and capital expenditures or to dispose of material assets or operations, seek additional debt or equity capital or restructure or refinance our indebtedness. We may not be able to affect any such alternative measures on commercially reasonable terms or at all and, even if successful, those alternative actions may not allow us to meet our scheduled debt service obligations. We expect that the agreements governing our indebtedness could restrict our ability to dispose of assets and use the proceeds from those dispositions and could also restrict our ability to raise debt capital to be used to repay other indebtedness when it becomes due. We may not be able to consummate those dispositions or to obtain proceeds in an amount sufficient to meet any debt service obligations then due. Our inability to generate sufficient cash flows to satisfy our debt obligations, or to refinance our indebtedness on commercially reasonable terms or at all, could have a material adverse effect on our operations, business, financial condition or results of operations.

Risks Relating to Our Common StockA significant portion of our common stock will continue to be held by Crestview, whose interests may differ from yours. Crestview owns approximately ~~36~~**38** % of our outstanding shares of common stock. Crestview may have interests that are different from or adverse to our other stockholders. For example, Crestview may support proposals and actions with which you may disagree or which are not in your interests or which adversely impact the value of our common stock. Crestview will be able to strongly influence or effectively control our decisions requiring stockholder approval, including the election of directors, amendment of our amended and restated certificate of incorporation and approval of significant corporate transactions and, through our Board of Directors, the ability to control decision-making with respect to our business direction and policies. This control could have the effect of delaying or preventing a change of control in us or changes in management and could also make the approval of certain transactions difficult or impossible without the support of these stockholders, which in turn could reduce the price of our common stock. Under our amended and restated certificate of incorporation, Crestview and its affiliates do not have any obligation to present to us, and they may separately pursue, corporate opportunities of which they become aware, even if those opportunities are ones that we would have pursued if granted the opportunity. ~~27Future~~**25Future** sales of our common stock, or the perception in the public markets that these sales may occur, may depress our stock price. Sales of substantial amounts of our common stock in the public market, or the perception that these sales could occur, could adversely affect the price of our common stock and could impair our ability to raise capital through the sale of additional shares. We have approximately ~~86~~**83** . ~~4~~**6** million shares of common stock outstanding as of December 31, ~~2022~~**2023**. Of these shares, all common stock sold in our initial public offering, except for any shares held by our affiliates, are eligible for sale in the public. All of our shares of common stock currently outstanding may be sold in the public market by existing stockholders subject to applicable volume and other limitations imposed under federal securities laws. Further, holders of approximately ~~36~~**38** % of our outstanding common stock have demand and / or piggyback registration rights to require us to register our common stock with the SEC. If we register these shares, the stockholders would be able to sell those shares freely in the public market. In addition, we filed a registration statement registering under the Securities Act the common stock reserved for issuance in respect of incentive awards to our directors, officers and employees. If any of these holders cause a large number of securities to be sold in the public market, the sales could reduce the trading price of our common stock. These sales also could impede our ability to raise capital in the future.

Other Risks A prolonged economic downturn, especially any downturn in the housing market, may negatively impact our ability to attract new subscribers and generate increased revenues. We are exposed to risks associated with prevailing **macro-economic conditions, such as a recession or economic downturn, higher rates of interest, the ongoing conflicts between Russia and Ukraine and in the Middle East, rising energy rates, consumer credit and debt levels, and other macro-economic factors**, which could adversely impact demand for our products and services and have a negative impact on our financial results. In addition, the global financial markets have displayed uncertainty, and at times the equity and credit markets have experienced unexpected volatility, which could cause economic conditions to worsen. **In difficult economic conditions, consumers may seek to reduce discretionary spending by foregoing purchases of our services.** The expanded availability of free or lower cost competitive services, such as video streaming over the Internet, combined with substitute services, such as wireless phones, may further reduce consumer demand for our services during periods of weak economic conditions. Our ability to gain new subscribers is partially dependent on growth in occupied housing in our service areas, **particularly with respect to our greenfield markets**, which is influenced by both national and local economic conditions. If the number of occupied homes in our operating areas declines and / or the number of home foreclosures significantly increases, we may be unable to maintain or increase the number of our subscribers. The demand for our broadband communications services may be lower than we expect. The demand for high-speed data, video and telephony services, either alone or as part of a bundle, cannot readily be determined. Our business could be adversely affected if demand for broadband communications services is materially lower than we expect. Our ability to generate revenue will suffer if the markets for the services we offer, including telephony and high-speed data services, fail to develop, grow more slowly than anticipated or become saturated with competitors. **Our Greenfield market expansion strategy faces significant obstacles and uncertainties which may cause us not to realize the financial and strategic goals that we intend to achieve. There are significant obstacles to our goal of expanding our HSD services in our greenfield expansion markets, some of which are outside of our control, and our failure to successfully execute could materially impact our operations, business, financial results or financial condition. 26In connection with our greenfield expansion markets, we may incur significant or unanticipated expenses, fail to attract new customers, face**

unanticipated levels of competition from other providers, and experience delays in expanding our service offerings to new customers. Additionally, our ability to gain new customers is, to a certain extent, dependent on the pace of households moving residences and new housing construction within our greenfield expansion markets, which are influenced by both national and local economic conditions. Unfavorable general macroeconomic conditions, such as a recession or economic slowdown in the United States, heightened inflation, or slowness in the housing market could negatively affect the expected expansion of our HSD services. Further, our greenfield expansion strategy involves significant capital expenditures. Our ability to make these investments is dependent on generating sufficient cash flow from operations and our ability to service our substantial indebtedness. The buildout of our fiber network in new markets is also subject to federal, state and local regulation. Local zoning authorities and community organizations are often opposed to construction in their communities and obtaining local permits and complying with these regulations can delay, prevent or increase the cost of new construction, thereby limiting our ability to expand in new markets. We may also experience increased costs of labor due to continued inflation or labor shortages, which would significantly reduce the return on our investment. If any of these events were to occur, our greenfield expansion strategy may be unsuccessful and we may experience a material negative effect on our operations, business, financial condition and results of operations.

We may not be able to access the credit and capital markets at the times and in the amounts needed and on acceptable terms. From time to time we may need to access the long- term and short- term capital markets to obtain financing. Our access to, and the availability of, financing on acceptable terms and conditions in the future will be impacted by many factors, including our financial performance, our credit ratings or absence of a credit rating, the liquidity of the overall capital markets and the state of the economy. There can be no assurance that we will have access to the capital markets on terms acceptable to us. ²⁸Our -- **Our** reliance on third parties could adversely affect our operations, business, financial condition and results of operations. We are susceptible to risks associated with the potential financial instability of the vendors and third parties on which we rely to provide products and services, or to which we delegate certain functions. Specifically, we depend on third- party suppliers and licensors to supply some of the hardware, software and operational support necessary to provide our services. Some of these vendors represent our sole source of supply or have, either through contract or as a result of intellectual property rights, a position of some exclusivity. If demand exceeds these vendors' capacity, they experience operating or financial difficulties, they significantly increase the amount we pay for necessary products or services, or they cease production of any necessary product due to lack of demand, our ability to provide some services may be materially adversely affected. In addition, a general economic downturn, as well as volatility and disruption in the capital and credit markets, could adversely affect vendors and third parties and lead to significant increases in prices, reduction in output or the bankruptcy of our vendors or third parties upon which we rely. Any interruption in the services provided by our vendors or by third parties could adversely affect our operations, business, financial condition or results of operations. Since our business is concentrated in specific geographic locations, our business could be adversely impacted by natural disasters in these areas. We provide our services to areas in Alabama, Florida, Georgia, Michigan, South Carolina and Tennessee, which are in the Southeastern and Midwestern regions of the United States. Our success depends on the efficient and uninterrupted operation of our communications services. Our network is attached to poles and other structures in many of our service areas, and our ability to provide service depends on the availability of electric power. A tornado, hurricane, flood, mudslide, earthquake or other natural catastrophe in one of these areas could damage our network, interrupt our service and harm our business in the affected area. In addition, many of our markets are close together, and a single natural catastrophe could damage our network in more than one market. ²⁷We **We** rely on network and information systems and other technology, and a disruption or failure of such networks, systems or technology as a result of computer viruses, " cyber- attacks, " misappropriation of data or other malfeasance, as well as outages, accidental releases of information or similar events, may disrupt our business. As network and information systems and other technologies are critical to our operating activities, network or information system shutdowns caused by events such as computer hacking, dissemination of computer viruses, worms and other destructive or disruptive software, " cyber- attacks, " denial of service attacks and other malicious activity pose increasing risks. Our network and information systems are also vulnerable to damage or interruption from power outages, terrorist attacks and other similar events which could have an adverse impact on us and our customers, including degradation of service, service disruption, excessive call volume to call centers and damage to our network, equipment, data and reputation. **Similarly, the operations of our partners and other third parties with which we work are also susceptible to the same risks.** The occurrence of such an event also could result in large expenditures necessary to repair or replace such networks or information systems or to protect them from similar events in the future. Significant incidents could result in a disruption of our operations, customer dissatisfaction or a loss of customers or revenues. **To date, these events have not resulted in material impairment of any business operations.** Furthermore, our operating activities could be subject to risks caused by misappropriation, misuse, leakage, falsification and accidental release or loss of information maintained in our information technology systems and networks, including customer, personnel and vendor data. We could be exposed to significant costs if such risks were to materialize, and such events could damage the reputation and credibility of our business and have a negative impact on our revenue. We also could be required to expend significant capital and other resources to remedy any such security breach. As a result of the increasing awareness concerning the importance of safeguarding personal information, the potential misuse of such information and legislation that has been adopted or is being considered regarding the protection, privacy and security of personal information, information- related risks are increasing, particularly for businesses like ours that handle a large amount of personal customer data. **We maintain insurance related to cybersecurity risks, but this insurance may not be sufficient to cover all of our losses from any breaches or other adverse consequences related to a cybersecurity- event. Any of these events could have a material adverse effect on our business, prospects, financial condition, operating results, and cash flows, or a negative impact to our reputation could cause us to suffer other negative consequences. For example, we may incur remediation costs (such as liability for stolen assets or information,**

repairs of system damage, and incentives to customers or business partners in an effort to maintain relationships after an attack); increased cybersecurity protection costs (which may include the costs of making organizational changes, deploying additional personnel and protection technologies, training employees, and engaging third-party experts and consultants); lost revenues resulting from the unauthorized use of proprietary information or the failure to retain or attract customers following an attack; litigation and legal risks (including regulatory actions by state and federal governmental authorities); increased insurance premiums; reputational damage that adversely affects customer or investor confidence; and damage to the company's competitiveness, stock price, and diminished long-term shareholder value. To date, such events have not resulted in the material impairment of any business operations. Any damage to our reputation or brand image could adversely affect our business, financial condition or results of operations. Maintaining a positive reputation and brand image are important factors impacting our ability to sell our products and services. The speed at which negative publicity is disseminated has increased dramatically through social media, websites and blogs. Our success in maintaining a positive brand image depends on our ability to adapt to this rapidly changing media environment. Adverse publicity or negative commentary in any media outlet could damage our reputation and reduce the demand for our products and services, which would adversely affect our business. Our reputation or brand image could be adversely impacted by negative publicity, commentary or communications (whether or not valid), including related to the following topics: our failure to maintain high ethical and social practices in all of our operations and activities; our failure to be perceived as appropriately addressing matters of social responsibility; our use of social media; or public perception of statements or positions made or taken by us, including our executives and associates.

29 Our 28 Our ability to use our net operating losses to offset future taxable income may be subject to certain limitations. In general, under Section 382 ("Section 382") of the Internal Revenue Code of 1986, as amended, a corporation that undergoes an "ownership change" is subject to limitations on its ability to utilize its existing federal and state net operating losses and capital losses. Future changes in our stock ownership, some of which are outside of our control, could result in an additional ownership change under Section 382. Furthermore, our ability to utilize NOLs of companies that we have acquired or may acquire in the future may be subject to limitations. There is also a risk that due to regulatory changes, such as suspensions on the use of NOLs or other unforeseen reasons, our existing NOLs could expire or otherwise be unavailable to offset future income tax liabilities, including for state tax purposes. The generation of NOLs subsequent to December 31, 2017 are subject to the Tax Cut and Jobs Act, which removes NOL expirations, but limits utilization against taxable income to 80%. For these reasons, we may not be able to utilize a material portion of the NOLs, even if we continue to remain profitable. We have experienced net losses and may generate net losses in the future. We experienced net losses in the past and may report net losses in the future. In general, these prior net losses have principally resulted from interest expense related to our indebtedness, acquisitions and depreciation and amortization expenses associated with capital expenditures related to expanding and upgrading of our broadband network, as well as impairment charges to certain intangible assets. If we report net losses in the future, these losses may limit our ability to attract needed financing, and to do so on favorable terms, as such losses may prevent some investors from investing in our securities. Public health threats or outbreaks of communicable diseases could have a material adverse effect on the Company's operations and overall financial performance. We may face risks related to public health threats or outbreaks of communicable diseases. A global health crisis, such as coronavirus or COVID-19, could adversely affect the United States and global economies and limit the ability of enterprises to conduct business for an indefinite period of time. A public health crisis may negatively impact the global economy, disrupt financial markets and international trade, and result in increased unemployment levels and impact global supply chains, all of which could have the potential to impact our business. In the event of a public health crisis, government authorities may, from time to time, implement various mitigation measures, including travel restrictions, limitations on business operations, stay-at-home orders and social distancing protocols. The economic impact of the aforementioned actions may impair our ability to sustain sufficient financial liquidity and impact our financial results. Impacts of a public health crisis could: (i) result in an increase in costs related to delayed payments from customers and uncollectable accounts, (ii) cause a reduction in revenue related to waiving late fees and other charges related to governmental regulations, (iii) cause delays and disruptions in the supply chain related to obtaining necessary materials for our network infrastructure or customer premise equipment, (iv) cause workforce disruptions, including the availability of qualified personnel; and (v) cause other unpredictable events. As we cannot predict the probability, duration, or scope of any global health crisis, the anticipated negative financial impact to our operating results cannot be reasonably estimated, but could be material and last for an extended period of time. 30-29