

EXHIBIT D



Rural Development

Rural Utilities Service

1400 Independence Ave SW
Room 4121 - Stop 1590
Washington, DC 20250

October 31, 2022

Ms. Kimberly Jones
Accounting Supervisor
Thacker-Grigsby Telephone Company, Incorporated
P.O. Box 789
Hindman, Kentucky 41822

RE: RUS ReConnect Award KY 1703-B71

Dear Ms. Jones:

We are enclosing legal documents, with closing instructions, for your approved grant in the amount of \$12,188,991 and loan in the amount of \$12,188,991 under the Rural Utilities Service (RUS) ReConnect Program. These documents include the ReConnect Loan/Grant Agreement with Mortgage (Agreement), the Promissory Note, the UCC form, the Deposit Account Control Agreement (DACA) General Terms and Specific Terms, the Certificate of Authority (Form 675), a sample opinion of counsel, the Customer Initiated Payment (CIP) enrollment form and accompanying instructions, the Borrower Automated Clearing House (ACH) Payment Form and the Certified Public Accountant (CPA) information form. We also have included a Common Errors to Avoid document which is being provided to assist in your review and execution of these award documents.

Please indicate your organization's acceptance of the terms and conditions of the Agreement by executing and returning the Agreement and the Note, along with the UCC form, a legal opinion of counsel, the Certificate of Authority, the CIP form, the ACH payment form, and the CPA form in accordance with the instructions. The documents must be returned within 60 days from the date of RUS' written notification that the environmental review process has been concluded. Please note that failure to comply with these stipulations may result in the rescission of the commitment.

- 1) Digitally sign the Agreement and all forms with the exception of the Mortgages.
Your mortgages will be mailed to you for signature.

Send the digitally signed documents and correspondence to Peter Aimable at peter.aimable@usda.gov and to the shared mailbox, TelecomPMRA@usda.gov.

Mortgages require a wet signature and should be mailed to the following address:

Mr. Peter Aimable, Deputy Assistant Administrator
Portfolio Management and Risk Assessment
Stop 1590, Room 4121-S
1400 Independence Avenue, SW
Washington, DC 20250-1590

- 2) Retain an electronic copy for your records.

Please also note the following important information:

- Pursuant to federal regulations at 7 CFR 1970.11(b), the Agency has determined that assured access to ReConnect funding for this Project is necessary for economic rural development. As a result, the enclosed Loan/Grant Agreement with Mortgage is subject to the completion of all necessary environmental procedures required by Federal law. Given that all such procedures have not yet finished on your Project, no work on the Project, whether work which will be reimbursed through federal funds, or work which will be paid for with Awardees own funds, may be engaged until successful completion of the environmental reviews. Awardee acknowledges that unless it has received written notice from the Agency, it will not engage in any work on the Project, under any circumstances, except for that required to finalize the environmental reviews. Failure to abide by this requirement will result in the termination of the Loan/Grant with Mortgage Agreement. Additionally, Awardee acknowledges that should any findings in the environmental reviews require significant changes to the Project, and as a result to the Loan/Grant Agreement with Mortgage, such changes will constitute an immediate deobligation of federal funding and the termination of the Loan/Grant Agreement with Mortgage and will not result in an amended agreement until revised terms are agreed upon and funding is determined to be still available.
- The loan Accounting Requirements defined under Article I of the Agreement include 2 CFR Part 200 and RUS Bulletin 1770B-1. Electronic copies are available at <https://www.govinfo.gov/content/pkg/CFR-2019-title2-vol1/pdf/CFR-2019-title2-vol1.pdf> (for 2 CFR 200) and https://www.rd.usda.gov/files/UTP_Bulletins_1770B-1.pdf (for the RUS Bulletin).
- Advances must be made electronically, as specified by RUS. RUS will use the ACH Payment System to deposit funds directly into the bank account designated by the grantee. Please complete the "Payee/Company Information" section of the ACH payment form and have your bank complete the "Financial Institution Information" section. Debt service payments are to be made electronically in accordance with Section 3.3 of the Agreement, specifically by means of the Customer Initiated Payment (CIP) Online System; please refer to the eponymous document for further information and enrollment instructions.

In accordance with the Agreement, compliance with RUS Forms 481 ("Financial Requirement Statement") and 675 ("Certificate of Authority") is required for loan and/or grant funding to be advanced. Electronic copies are available at the following link: <https://www.rd.usda.gov/resources/forms/rus-forms>.

- The project must be constructed and operated in accordance with the Scope of Work submitted as part of your application. If any changes are required, a written request detailing the changes must be submitted for RUS approval. For the changes to be eligible for funding, approval of the revised Scope of Work must be received before the changes are implemented.

- Article VI of the Agreement outlines the requirements for annual audit reports and progress reports. These annual reports are required once any portion of the grant funds have been drawn down. RUS will provide additional information regarding how to comply with audit and progress reporting requirements.
- Please fill out Sections 13 and 14 of the enclosed UCC Forms before filing.
- **Your mortgages will be mailed to you for signature.** Please execute and record one original copy in each of the 6 counties listed in Schedule B of the Mortgage. Please also execute the remaining 3 originals, retain one for your records, and return the other 2 originals as well as copies of each recorded Mortgage to Mr. Peter Aimable's attention at the address indicated above.

If you have any questions regarding the conditions in the legal documents, the requisition process, or any other aspect of your award, please feel free to contact Mr. Aimable at (202) 720-1025. Please refer to your award designations KY 1703-B71, when inquiring about your award.

Sincerely,

X **Randall**
Millhiser

Digitally signed by Randall
Millhiser
Date: 2022.10.31 14:13:41
-04'00'

Randall Millhiser

RANDALL MILLHISER
Deputy Assistant Administrator
Loan Origination and Approval Division
Rural Utilities Service/Telecommunications Program

Enclosures

cc:

GFR – James E. Wilson