

**STATE OF NEW HAMPSHIRE
PUBLIC UTILITIES COMMISSION**

DT 23-103

**CONSOLIDATED COMMUNICATIONS HOLDINGS, INC. AND
CONDOR HOLDINGS LLC**

Joint Petition to Approve Transfer of Control

**COMMENCEMENT OF ADJUDICATIVE PROCEEDING
AND NOTICE OF PREHEARING CONFERENCE**

On December 27, 2023, Consolidated Communications Holdings, Inc. (CCHI) and Condor Holdings LLC (Condor) (together, the Joint Petitioners) filed a joint petition requesting that the Commission approve CCHI's transfer of an indirect ownership interest in Consolidated Communications of Northern New England Company, LLC (CCNE) and Consolidated Communications of Maine Company (CCM) to Condor pursuant to RSA 374:30, II. In support of the joint petition, Condor filed the direct testimony and related attachments of Andrew Frey, a partner at Searchlight Capital Partners, L.P. (Frey Testimony). CCHI also submitted the direct testimony of Michael Shultz, CCHI Senior Vice President of Regulatory and Public Policy (Shultz Testimony). All docket filings, other than any information subject to confidential treatment, are available on the Commission's website at

www.puc.nh.gov/regulatory/Docketbk/2023/23-103.html.

I. BACKGROUND AND PROCEDURAL HISTORY

CCHI is a publicly traded company whose subsidiary, Consolidated Communications, Inc. (CCI), owns CCNE and CCM. Petition (Pet.) at 2, 6. Both CCNE and CCM operate in New Hampshire as incumbent local exchange carriers (ILECs)¹

¹ The term "incumbent local exchange carrier" is defined in 47 U.S.C. section 251(h). RSA 362:7, I(b).

that are excepted local exchange carriers.² *Id.* at 2-3. Condor's immediate parent company, Searchlight III CVL, L.P., presently owns 33.8 percent of CCHI's common stock and 100 percent of its series A preferred stock. Shultz Testimony at 5.

CCHI has agreed to the purchase by Searchlight Capital Partners, L.P. and British Columbia Investment Management Corporation of its outstanding shares of common stock. *Id.* at 5-6. As a result of completing this stock purchase and executing the Joint Petitioners' Agreement and Plan of Merger (merger transaction), CCHI will become a direct wholly owned subsidiary of Condor and privately held. *Id.* at 5-7. Condor, in turn, will become the direct holder of all CCHI common stock and the indirect parent of CCNE and CCM. Frey Testimony at 3-5; Pet. at 6.

According to the Joint Petitioners, CCNE and CCM would continue to own their respective New Hampshire franchises, works, and systems as wholly owned subsidiaries of CCI after the merger transaction is completed. Pet. at 2. Mr. Shultz testified that the transaction would have no impact on CCNE's and CCM's day-to-day management and rates, terms, and conditions. Shultz Testimony at 8, 13.

The Joint Petitioners requested the Commission to: (1) make a finding, pursuant to RSA 374:30, II, that CCHI and Condor (and Condor's affiliates) are technically, managerially, and financially capable of ensuring that CCNE and CCM maintain all of the obligations of ILECs as set forth in RSA 362:8 and RSA 374:22-p; and (2) issue all other necessary findings and/or grant any approvals required by law. Pet. at 1, n.1; 12. In addition, the Joint Petitioners asked for an expedited review, though this request was not made in their joint petition, stating that the merger transaction is part of a process involving 21 other states and the Federal Communications Commission (FCC), with the FCC's process likely to be completed by

² The term "excepted local exchange carrier" is defined by RSA 362:7, I(c).

the third quarter of 2024. See Cover Letter dated December 27, 2023; *see also* Shultz Testimony at 12.

II. ISSUES PRESENTED

The filing presents, *inter alia*, the following issue: whether the merger transaction will result in the transfer of an ownership interest in CCNE and CCM to an entity or entities technically, managerially, and financially capable of maintaining the obligations of CCNE and CCM as ILECs set forth in RSA 362:8 and RSA 374:22-p, as required by RSA 374:30, II, as well as their obligations under federal law. Accordingly, an adjudicative proceeding will be convened to address this issue.

The Commission will be conducting the prehearing conference and any hearings scheduled in this matter in person. The Commission will consider requests to conduct hearings using a hybrid format to permit remote participation by a specific individual only if the Commission has determined that a sufficient reason has been provided for why that individual would be unable to attend in person. Any party requesting that a specific individual be permitted to participate remotely should file a written request with the Commission's Clerk's Office no later than fifteen (15) days prior to the prehearing conference or hearing date. If the Commission determines that one or more individuals will be permitted to appear remotely, then individuals in the Commission's hearing room, including the Commissioners, will be broadcast on a web-enabled platform.

Based upon the foregoing, it is hereby

ORDERED, that an adjudicative proceeding be commenced for the purpose of reviewing and resolving the foregoing issue pursuant to RSA chapter 541-A, RSA 362:8, RSA 374:22-p, RSA 374:30, II, applicable federal law, and the Commission's procedural rules; and it is

FURTHER ORDERED, that the Commission will hold a prehearing conference, pursuant to N.H. Admin. R., Puc 203.15, at its offices located at 21 S. Fruit St., Suite 10, Concord, New Hampshire, on March 27, 2024, at 1:00 p.m., at which each party should be prepared to address any of the issues set forth in N.H. Admin. R., Puc 203.15; and it is

FURTHER ORDERED, that the New Hampshire Department of Energy shall file its position regarding Joint Petitioners' petition, including the reasons for this position, on or before March 15, 2024; and it is

FURTHER ORDERED, that during the prehearing conference, the Commission will consider the matters listed in Puc 203.15(c) and (d), including the establishment of a procedural schedule governing the remainder of the proceeding. Parties and potential parties are encouraged to facilitate the development of a procedural schedule by conferring prior to the prehearing conference, so that the presiding officer can address any matters on which there is disagreement during the prehearing conference. Any procedural schedule, however, will not be approved until after the prehearing conference and after consulting the Commission's calendar; and it is

FURTHER ORDERED, that, immediately following the prehearing conference, Joint Petitioners shall make appropriate personnel available for the parties to hold a technical session to review the filing; and it is

FURTHER ORDERED, that any entity or individual may petition to intervene and seek to be admitted as a party in this proceeding. Each party has the right to have an attorney represent the party at the party's own expense; and it is

FURTHER ORDERED, that, consistent with N.H. Admin. R., Puc 203.17 and Puc 203.02, any entity or individual seeking to intervene in the proceeding shall file with the Commission a petition to intervene with copies sent to Joint Petitioners and

any other parties on the service list, on or before March 8, 2024. The petition shall state the facts demonstrating how the petitioner's rights, duties, privileges, immunities, or other substantial interests may be affected by the proceeding, consistent with N.H. Admin. R., Puc 203.17; and it is

FURTHER ORDERED, that any party objecting to a petition to intervene make said objection on or before March 18, 2024; and it is

FURTHER ORDERED, that the parties may submit a stipulation containing a discovery schedule, statement of any additional issues not identified in this order of notice, and at least three dates on which they would be available for a final hearing in this matter, including how much time will be required, with a request that the prehearing conference and technical session be cancelled, on or before March 20, 2024. The Commission may cancel the prehearing conference and technical session upon approval of such a stipulation; and it is

FURTHER ORDERED, that parties shall file any proposed exhibits, written testimony, motions, or other documents intended to become part of the record in this proceeding with the Commission. Pursuant to the secretarial letter issued on March 17, 2020, which is posted on the Commission's website at <https://www.puc.nh.gov/Regulatory/Secretarial%20Letters/20200317-SecLtr-Temp-Changes-in-Filing-Requirements.pdf>, all Commission rules requiring the filing of paper copies are suspended until further notice. Parties may elect to submit any filing in electronic form unless otherwise ordered by the Commission. Filings will be considered filed as of the time the electronic copy is received by the Commission; and it is

FURTHER ORDERED, that routine procedural inquiries may be made by contacting the Commission's Clerk's Office at (603) 271-2431 or ClerksOffice@puc.nh.gov. All requests to the Commission should be made in a written

pleading filed with the Commission. Unless otherwise authorized by law, *ex parte* communications are prohibited; and it is

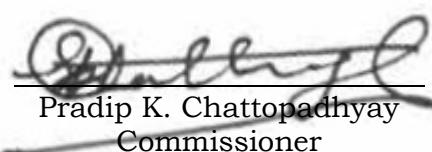
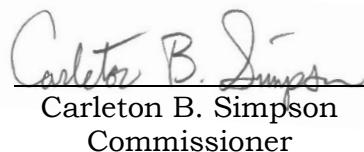
FURTHER ORDERED, that pursuant to N.H. Admin. R., Puc 203.12, the Joint Petitioners shall notify all entities and individuals desiring to be heard at this hearing by publishing a copy of this order of notice on their websites, as well as CCNE's and CCM's websites, no later than five business days after the date of issue, such publication to be documented by affidavit filed with the Commission on or before March 4, 2024. In addition, the Clerk shall publish this order of notice on the Commission's website no later than two business days after the date of issue; and it is

FURTHER ORDERED, that any hearings in this matter shall be conducted in accordance with the attached hearing guidelines.

So ordered, this sixteenth day of February, 2024.



Daniel C. Goldner
Chairman


Pradip K. Chattopadhyay
Commissioner
Carleton B. Simpson
Commissioner

Individuals needing assistance or auxiliary communication aids due to sensory impairment or other disability should contact the NHPUC, 21 S. Fruit St., Suite 10, Concord, New Hampshire 03301-2429; 603-271-2431; TDD Access: Relay N.H. 1-800-735-2964. Notification of the need for assistance should be made one week prior to the scheduled event.

Service List - Docket Related

Docket#: 23-103

Printed: 2/16/2024

Email Addresses

ClerksOffice@puc.nh.gov
Marie-Helene.B.Bailinson@energy.nh.gov
russell.blau@morganlewis.com
joshua.bobbeck@morganlewis.com
sbouboulis@wiley.law
dbrooks@wiley.law
Energy-Litigation@energy.nh.gov
paul.b.dexter@energy.nh.gov
joshua.w.elliott@energy.nh.gov
jgolden2320@gmail.com
wjohnsen@wiley.law
mjohnson@devinemillimet.com
jleckey@drm.com
Andrew.lipman@morganlewis.com
nmalmquist@drm.com
patrick.mchugh@consolidated.com
amanda.o.noonan@energy.nh.gov
agordon@pylerome.com
ocalitigation@oca.nh.gov
jhykel@pylerome.com
mike.shultz@consolidated.com
david.j.shulock@energy.nh.gov
mike.shultz@consolidated.com
ed starr@ibew.org
Garrett.Vanosdell@Consolidated.com
leetal.weiss@morganlewis.com