

Decision No. C24-0152

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF COLORADO

PROCEEDING NO. 24A-0048T

IN THE MATTER OF THE JOINT APPLICATION OF CONSOLIDATED COMMUNICATIONS HOLDINGS, INC. DOING BUSINESS AS CONSOLIDATED COMMUNICATIONS OF COLORADO COMPANY AND CONDOR HOLDINGS LLC TO EXECUTE A TRANSFER OF CONTROL.

**COMMISSION DECISION
APPROVING JOINT TRANSFER**

Mailed Date: March 8, 2024

Adopted Date: March 6, 2024

I. BY THE COMMISSION

A. Statement

1. This matter comes before the Commission for consideration of a Joint Application filed by Consolidated Communications Holdings, Inc. (CCHI), Consolidated Communications of Colorado Company (Consolidated-Colorado), Consolidated Communications of Kansas Company (Consolidated-Kansas), together with Consolidated Colorado, the (Colorado Consolidated Operating Companies) and Condor Holdings LLC (Condor) on January 25, 2024.

2. The Applicants request Commission authorization for authority to execute an indirect transfer of ownership and control of the Colorado Consolidated Operating Companies to Condor. The Transaction will change the ownership of CCHI, resulting in the indirect transfer of control of Consolidated-Colorado and Consolidated Kansas, which are both indirect wholly owned subsidiaries of CCHI. The Transaction will not result in any change of Commission issued

authorities for either Consolidated Communications of Colorado Company or Consolidated Communications of Kansas Company.

3. We will construe this filing as an application for approval of the indirect transfer of ownership and control of the Colorado Consolidated Operating Companies to Condor pursuant to 4 *Code of Colorado Regulations* 723-2-2110 of the Commission's Rules Regulating Telecommunications Services and Providers of Telecommunications Services.

4. CCHI is a Delaware corporation, which does not hold a Certificate of Public Convenience and Necessity (CPCN) or a Letter of Registration (LOR) in Colorado and does not offer regulated telecommunications services in Colorado.

5. Consolidated-Colorado is an incumbent local exchange carrier (ILEC) that holds a Certificate of Public Convenience and Necessity providing telecommunications services including switched access service. Consolidated-Colorado was formed by the merger of Big Sandy Telecom, Inc. (Big Sandy) and Columbine Telecom Company (Columbine). Big Sandy obtained its CPCN by transfer in Decision No. 86488, on March 17, 1975. Columbine obtained its CPCN by transfer in Decision No. 65083, on May 28, 1965. In Decision No. C18-1132, the Commission approved the merger of Big Sandy into Columbine and transferred Big Sandy's CPCN to Columbine.

6. Consolidated-Kansas (formerly Sunflower Telephone Company) is an incumbent local exchange carrier that was granted a Certificate of Public Convenience and Necessity in with Decision No. 54391, on May 31, 1960. Sunflower Telephone Company changed its name to Consolidated Communications of Kansas Company in Proceeding No. 18A-0780T.

7. Condor is a Delaware limited liability company. Wholly owned subsidiary of Searchlight III CVL, L.P. (Searchlight III CVL) that was recently formed for the purpose of the Transaction.

8. Applicants, therefore, request Commission authorization to complete the indirect transfer of ownership and control of the Colorado Consolidated Operating Companies to Condor. The transaction is structured such that the change of ownership will be at the holding company level, and it will not have any impact on the operations or legal identities of the Colorado Consolidated Operating Companies.

9. As stated in the application, Searchlight III CVL will be converted to a limited liability company and will contribute its common stock in CCHI to Condor, and Condor will assign all of the issued and outstanding stock of Condor Merger Sub Inc. to CCHI. Condor will remain a wholly owned subsidiary of Searchlight III CVL and will own all of CCHI's issued and outstanding common stock, and Searchlight III CVL will continue to hold 100 percent of CCHI's Series A preferred stock. Condor will become the direct holder of all common stock of CCHI and the indirect parent of the Colorado Consolidated Operating Companies.

10. On January 25, 2024, a notice of the Joint Application was provided to all persons, firms, or corporations interested in or affected by the grant or denial of the requested relief. Interventions were due on or before February 26, 2024. No interventions were filed.

11. On February 12, 2024, Colorado Consolidated Operating Companies and Condor filed a Supplement to their application, providing clarification to their application.

B. Discussion

12. The Commission has jurisdiction over this Joint Application pursuant to §§ 40-5-105, 40-15-204, and 40-15-303, C.R.S.

13. The application contains all of the information required by the applicable Commission Rules and is therefore deemed complete.

14. The application is unopposed and therefore may be considered without a formal hearing, pursuant to § 40-6-109(5), C.R.S.

15. Applicants request Commission approval of indirect transfer ownership and control of Colorado Consolidated Operating Companies to Condor. Condor does not hold any Commission-issued telecommunications authorities.

16. The application represents that the Transaction will facilitate infrastructure investment, technological development, and economic expansion. It will be seamless for customers, as they will not experience any immediate change in rates or conditions of service.

17. Consolidated Communications of Colorado Company and Consolidated Communications of Kansas Company are competitive providers with commission-issued authorities. Except for limited circumstances (such as for providers that are recipients of state high-cost support and for the provision of basic emergency services), certifications to provide basic local exchange services are no longer regulated by the Commission. *See* § 40-15-401(1)(b), C.R.S. Similarly, the provision of any other emerging competitive services such as advanced features, premium services, intraLATA toll, non-optional operator services, and private line services, except switched access services and basic emergency services, are no longer regulated by the Commission. *See* §§ 40-15-401(1)(e), (k), (n), (o), (s), (t), C.R.S. Consequently, the Commission does not have the authority to approve the transfers of the CPCNs or those parts of the LORs addressing advanced features, premium services, intraLATA toll, non-optional operator services, and private line services.

18. Switched access services and the provision of basic emergency services have not been deregulated. As a result, we have the authority to review and approve or deny the transfers and encumbrances of the part of authorities held by providers that address those services.

19. We remind applicants that public utilities remain subject to Commission oversight that includes but is not limited to reporting and payment obligations to the Colorado High-Cost Support Mechanism and the Telecommunications Relay Services Program.

20. We find that the proposed indirect transfer of ownership and control of Colorado Consolidated Operating Companies to Condor is not contrary to the public interest and therefore grant the Joint Application for transfer to that extent. Entities that hold Commission-issued authorities remain obligated to comply with any applicable requirements or regulations as stated in Article 15 of Title 40.

II. ORDER

A. The Commission Orders That:

1. The Joint Application to Transfer filed by Consolidated Communications Holdings, Inc.; Consolidated Communications of Colorado Company; Consolidated Communications of Kansas Company, together with Consolidated Colorado, and Condor Holdings LLC is deemed complete within the meaning of § 40-6-109.5, C.R.S. The request for indirect transfer of ownership and control of the Colorado Consolidated Operating Companies to Condor is granted.

2. Colorado Consolidated Operating Companies and Condor Holdings LLC, or their authorized representatives shall jointly notify the Commission if the transfer has been terminated or is not completed within 60 days of the proposed effective date stated in the application or if the proposed transfer terms are changed prior to the consummation date. The notice shall include the proceeding and decision numbers which granted the authority to execute the transfer.

3. The 20-day period provided for in § 40-6-114, C.R.S., within which to file applications for rehearing, reargument, or reconsideration begins on the first day following the effective date of this Decision.

4. This Decision is effective on its Mailed Date.

**B. ADOPTED IN COMMISSIONERS' WEEKLY MEETING
March 6, 2024.**

(S E A L)



ATTEST: A TRUE COPY

Rebecca E. White,
Director

THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF COLORADO

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Commissioners