

June 12, 2024

**VIA FIRST CLASS MAIL**

Secretary Rosemary Chiavetta  
Pennsylvania Public Utility Commission  
Commonwealth Keystone Building  
P.O. Box 3265  
Harrisburg, PA 17105-3265

**DATE OF DEPOSIT**

JUN 13 2024



**Re: *Joint Application of United Fiber & Data, LLC and Cablevision Lightpath LLC for Authority to Transfer Indirect Control of United Federal Data of Pennsylvania, LLC; Docket No. \_\_\_\_\_***

Dear Ms. Chiavetta:

On behalf of United Fiber & Data, LLC ("UFD"), the transferor and direct parent of licensee United Federal Data of Pennsylvania, LLC ("United"); Cablevision Lightpath LLC ("Lightpath"), the proposed transferee; and licensee United, enclosed for filing with the Pennsylvania Public Utility Commission are an original plus two copies of the above-referenced Application for Approval of a General Rule Transfer of Control. Also enclosed is a check in the amount of \$350 for the requisite filing fee. The Applicants respectfully request consideration of this application on an expedited basis.

Please date-stamp the extra copies of these filings and return them to our courier. If you have any questions, please do not hesitate to contact me. Thank you.

Respectfully submitted,

/s/ Christopher Lodge

Christopher Lodge  
Chief Executive Officer & Chief Operating Officer  
United Federal Data of Pennsylvania, LLC, a  
wholly owned subsidiary of  
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210 York Street  
York, PA 17403  
855.255.5244  
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/s/ Phillip R. Marchesiello

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*Counsel to Transferee Cablevision  
Lightpath LLC*

Enclosures  
cc: Certificate of Service

**BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of

**United Fiber & Data, LLC, Transferor**

and

**Cablevision Lightpath LLC, Transferee**

For Authority to Transfer Indirect Control of

**United Federal Data of Pennsylvania, LLC,  
Licensee**

Docket No: \_\_\_\_\_

**DATE OF DEPOSIT**

**JUN 13 2024**

**PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU**

**JOINT APPLICATION FOR APPROVAL OF A GENERAL RULE TRANSACTION**

Pursuant to 66 Pa. C.S. §§ 1102-1103 and Policy Statement 52 Pa. Code § 69.901,<sup>1</sup> transferor United Fiber & Data, LLC (“UFD”), which wholly owns and controls its licensee subsidiary United Federal Data of Pennsylvania, LLC (“United” or “Licensee”), and transferee Cablevision Lightpath LLC (“Lightpath” and collectively with UFD, the “Joint Applicants”) hereby respectfully request via this Joint Petition for the approval of the Pennsylvania Public Utility Commission (“Commission”) for the transfer of control of the Licensee from UFD to Lightpath (the “Transaction”). The Transaction is a component of the acquisition of the telecommunications business of UFD (“Business”) by Lightpath via Lightpath’s purchase of UFD’s assets, including all of Licensee’s equity.<sup>2</sup> Applicants respectfully request that the

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<sup>1</sup> All statutory references herein are to the Pennsylvania Public Utilities Code unless otherwise indicated.

<sup>2</sup> The Business currently is operated at the UFD level, and United is one of five licensee subsidiaries of UFD that hold the state certificates of public convenience and necessity (“CPCNs”) pursuant to which the Business operates. In addition to United, UFD also has wholly owned licensee subsidiaries that hold CPCNs authorizing the provision of services in Maryland, New Jersey, New York, and Virginia. The

Commission approve this joint application as a General Rule Transaction pursuant to 52 Pa. Code § 63.324, as the proposed Transaction will result in the transfer of greater than 20 percent of the indirect control of United.

Consummation of the Transaction will serve the public interest by providing additional sources of capital and managerial resources to the Business and by enhancing the services and network footprint available to the Business' customers post-consummation. Although the Transaction will result in a change in the ultimate ownership of the Licensee and will result in the Business' customers being transferred to Lightpath, these customers will continue to be subject to the same rates, terms, and conditions that they currently receive. Accordingly, this Transaction will not adversely affect the Business' customers. The Transaction also will benefit and not adversely affect competition in the Pennsylvania market because Lightpath currently does not operate in Pennsylvania and the Transaction will improve the competitive profile of the Business in Pennsylvania. Further, the Pennsylvania market will continue to be robustly served by a wide variety of telecommunications competitors.

## **I. INFORMATION REGARDING THE JOINT APPLICANTS**

### **A. Transferor and Licensee: UFD and United**

As shown in the pre-closing ownership diagram provided in Appendix A, United is a direct wholly owned licensee subsidiary of UFD. UFD and United are both Pennsylvania limited liability companies with a principal place of business located at 210 York Street, York, Pennsylvania 17403. UFD operates a reliable, low-latency fiber network consisting of 400 miles of fiber linking major cities from New York to Virginia. It enables today's digital transformation and is another

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assets used to operate the Business are held directly by UFD, rather than by its licensee subsidiaries, and, like the membership interests of United, those assets will be assigned by UFD to Lightpath.

option for enterprises, communities, governments, and educational facilities throughout the Mid-Atlantic to have access to reliable data connections. Its various services provide customers with maximum scalability for their specific and specialized communications requirements. The substantial majority of the Business is centered around the sale of dark fiber services to large enterprise customers.

UFD is collectively controlled by dozens of individual investors, only two of which hold interests in UFD, and therefore United, of ten percent or more: BKS Capital, LLC, a Pennsylvania limited liability company that holds a 19.8 percent interest in UFD and Louis J. Appell III Sole & Separate Property Trust DTD 12/30/2009, a Pennsylvania estate planning vehicle that holds a 30.9 percent interest in UFD. No entity or individual holds a ten percent or greater direct or indirect equity or voting interest in UFD or United outside of these two interest holders. United holds a Certificate of Public Convenience granted by the Commission effective April 4, 2013, to provide telecommunication services as a Competitive Access Provider (Docket No. A-2012-2340487).

#### **B. Transferee: Lightpath**

Lightpath is a Delaware limited liability company with its headquarters located at 1111 Stewart Avenue, Bethpage, New York 11714. Lightpath was launched in the late 1980s with the goal of offering competitive, high-quality, fiber optic-based communications services alternatives to business customers in New York. Driven by an enterprise-first focus and customer demand for ultra-reliable and scalable, purpose-built services, Lightpath has grown to become an industry leader. Lightpath supplies enterprise-grade fiber connectivity, bandwidth, and managed services to customers whose activities have required rapidly increasing bandwidth driven by secular trends in 5G, the Internet of Things, cloud computing, video, voice, mobile, security, and other bandwidth-intensive applications. Lightpath provides Ethernet, data transport, dark fiber, cloud

connectivity, IP-based virtual private networks, internet access, and certain voice over internet protocol (i.e., VoIP) services. Lightpath offers speeds up to 400 Gbps. It also provides managed services to businesses, such as hosted telephony services, managed Wi-Fi, and managed collaboration services, including audio and web conferencing. Additionally, Lightpath offers fiber-to-the-tower services to wireless carriers. Lightpath and its subsidiaries hold CPCNs in Connecticut, Florida, Massachusetts, New Jersey, and New York.<sup>3</sup>

Lightpath operates an extensive network that spans New York City (primarily Manhattan, the Bronx, and Brooklyn), as well as northeastern New Jersey, southern New York State, Nassau, and Suffolk Counties (Long Island), and southern Connecticut. In addition, Lightpath entered the Boston metropolitan area as a result of an acquisition of assets in June 2021 and similarly entered the Miami metropolitan area in November 2022. As of December 31, 2023, approximately 15,100 locations were connected to Lightpath's fiber network, which currently includes approximately 21,300 miles of fiber sheaths (i.e., route miles), composed of approximately 12,200 owned route miles and approximately 9,100 route miles pursuant to an indefeasible right of use. Lightpath also leases approximately 900 route miles from third parties.

Altice USA, Inc. ("Altice USA")<sup>4</sup> indirectly holds a controlling 50.01 voting and equity

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<sup>3</sup> Lightpath and its subsidiaries hold the following state-level CPCNs and telecommunications registrations: (i) on April 23, 1998, Cablevision Lightpath - CT, Inc. was granted an expanded CPCN to provide local exchange and interexchange services throughout Connecticut (Docket No. 98-03-07); (ii) on October 13, 2022, Lightpath was granted a Certificate of Authority to provide telecommunications service in Florida (Docket No. 20220132-TX, finalized November 7, 2022); (iii) on April 8, 2021, Lightpath of New England, LLC was registered to provide end-user communications services for non-residential customers between fixed points in Massachusetts; (iv) on March 26, 1998, and March 22, 2002, 4Connections, LLC and Cablevision Lightpath-NJ, Inc., respectively, were granted authority to provide local exchange and interexchange services in New Jersey (Docket Nos. TE97120883 and TE02010035); and (v) on July 8, 1993, Cablevision Lightpath, Inc. was granted an amended CPCN to provide all forms of telephone service on an intraLATA intracity switched and non-switched basis in the State of New York (Case No. 92-C-0680).

<sup>4</sup> See *Our Story*, ALTICE <https://www.alticeusa.com/corporate/about> (last visited May 31, 2024).

interest in Lightpath, and Morgan Stanley Infrastructure Partners (“MSIP”) indirectly holds the remaining 49.99 percent minority, non-controlling interest in Lightpath.<sup>2</sup> Publicly traded Delaware corporation Altice USA (NYSE Ticker Symbol ATUS) is a holding company, which, through its subsidiaries, principally provides broadband communications and video services in the United States and markets its services primarily under the Optimum brand. Altice USA delivers broadband, video, telephony, and mobile services to approximately 4.7 million residential and business customers, and its footprint extends across 21 states through a fiber-rich hybrid-fiber coaxial broadband network and a fiber-to-the-home network with approximately 9.6 million total passings as of December 31, 2023.

Founded in 2006, minority interest holder MSIP is a global leader in private infrastructure equity investing, targeting assets that provide essential public goods and services, with the potential for value creation through active asset management. With a diverse team across six offices in North America, Europe, and Asia-Pacific, MSIP leverages a comprehensive network of relationships to source investments in sectors such as transportation, digital, energy transition, and utilities. MSIP’s investors include some of the largest and most sophisticated pension, sovereign wealth, and insurance companies across the globe.

## **II. DESIGNATED CONTACTS**

All correspondence and communications with respect to this application should be addressed or directed as follows:

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<sup>2</sup> See *Morgan Stanley Infrastructure Partners*, MORGAN STANLEY, [https://www.morganstanley.com/im/en-us/capital-seeker/teams/infrastructure/infrastructure-team.html?&cid=ppc-71700000088128464:700000002375621:58700007479784199:p67225492500&gad\\_source=1&gclid=EA1aIQobChMkMzpjKK2hgMVX2VHAR3P4AjiEAAYASAAEgLPkFD\\_BwE&gclid=aw.ds](https://www.morganstanley.com/im/en-us/capital-seeker/teams/infrastructure/infrastructure-team.html?&cid=ppc-71700000088128464:700000002375621:58700007479784199:p67225492500&gad_source=1&gclid=EA1aIQobChMkMzpjKK2hgMVX2VHAR3P4AjiEAAYASAAEgLPkFD_BwE&gclid=aw.ds) (last visited May 31, 2024).

For UFD and United:

Christopher Lodge  
Chief Executive Officer & Chief Operating Officer  
United Federal Data of Pennsylvania, LLC, a wholly owned subsidiary of  
United Fiber & Data, LLC  
210 York Street  
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For Lightpath:

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**III. DESCRIPTION OF THE TRANSACTION**

On June 8, 2024, Lightpath, as the purchaser; UFD, as the seller; and each of UFD's licensee and non-licensee subsidiaries, including United, entered into an Asset Purchase Agreement ("Agreement"). Pursuant to the Agreement, UFD agreed to sell to Lightpath, and Lightpath agreed to acquire, substantially all of UFD's assets, including all of the issued and outstanding membership interests of United. Organizational diagrams showing the existing and post-Transaction ownership and control of United are provided in Appendix A.

#### **IV. PUBLIC INTEREST CONSIDERATIONS**

Consummation of the Transaction will serve the public interest by providing the Business with new sources of capital and enabling the Business and its customers to benefit from Lightpath's group of highly skilled and experienced telecommunications professionals. This, in turn, will enhance the ability of the Business to offer, deploy, and sell competitive services in Pennsylvania's telecommunications marketplace. Upon consummation of the Transaction, the Business' customers and network assets will be transferred to Lightpath, which will integrate the Business' network with Lightpath's fiber network and provide the Business' customers with access to a greater variety of advanced communications services with a much larger geographic footprint.

Lightpath's network consists of over 21,000 route miles of fiber providing connectivity to over 15,000 service locations, more than 100 data centers, seven cable landing stations, and all major cloud providers. It reaches many of the United States' largest cities at unsurpassed service levels, resiliency, reliability, and security, and it can greatly enhance the benefits the Business' assets offer to its customers.

Moreover, the Transaction will not result in any harm to the public interest. As an initial matter, the substantial majority of UFD's customers are purchasers of unregulated dark fiber. Moreover, customers of UFD's lit services will continue to have access to these services at the same or lower prices. No customers of the Business will be adversely affected by the Transaction because they will continue to receive the same level or higher service<sup>6</sup> at the same rates, terms, and conditions that they currently receive.<sup>7</sup> Further, the Transaction also will benefit and not

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<sup>6</sup> Due to the planned seamless integration of UFD's fiber network with Lightpath's network, customers of each network will benefit from significantly reduced latency.

<sup>7</sup> Any future changes in the rates, terms, or conditions of United's service will be undertaken pursuant to customer contracts and any applicable federal and state requirements.

adversely affect competition in Pennsylvania's telecommunications market because Lightpath currently does not operate in Pennsylvania. In addition, as a result of the Transaction, Lightpath will enter the Pennsylvania market and provide enterprises throughout Pennsylvania with access to additional low-latency fiber services provided over Lightpath's existing Mid-Atlantic and Northeast networks. Therefore, the Transaction will improve the competitive profile of the Business in Pennsylvania. Further, the Pennsylvania market will continue to be robustly served by a wide variety of telecommunications competitors.

**V. INFORMATION REQUIRED BY 52 PA. CODE § 63.324(D)**

Pursuant to 52 Pa. Code § 63.324(d), Applicants provide the following information:

- (1) *Description of Applicants*: Please see Section I above.
- (2) *Jurisdiction of Applicants*: Please see Section I above.
- (3) *Points of Contact*: Please see Section II above.
- (4) *Ownership Information*: Please see Section I above.
- (5) *Description of the Transaction*: Please see Section III above.
- (6) *Services and Service Territories Affected*: No services or service territories subject

to the Commission's jurisdiction will be adversely affected by the Transaction. Lightpath merely will gain indirect control of the Business, which primarily is focused on the provision of unregulated dark fiber. Under the control of Lightpath, the customers of the Business will continue to receive the same regulated services at equal or lower prices and via an integrated network with a much larger geographic footprint.

(7) *Categorization of Transaction*: This Transaction involves a transfer of more than 20 percent of the indirect control of the Licensee and therefore qualifies as a General Rule Transaction per 52 Pa. Code § 63.324(a)(2).

(8) Identification of Related Transactions: There are no other jurisdictional transactions related to this Transaction.

(9) Special Considerations: No party to this Transaction is facing imminent business failure.

(10) Waivers Sought: None.

(11) Promotion of Public Interest and Impacts on Competition: Applicants verify the facts and allegations set forth in Section IV above demonstrate that the Transaction will affirmatively promote the service, accommodation, convenience, and safety of the public in several substantial ways, as required by state law; that approval is necessary or proper for the service, accommodation, convenience, or safety of the public; and that the proposed Transaction will benefit and not adversely affect competition in Pennsylvania because it will not result in a reduction of competitors, additional sources of capital and managerial resources will be available to Licensee as a result of the Transaction, and customers will continue to have access to the same competitive alternatives they have today.

(12) Compliance: It is verified that licensee United is in compliance with Commission obligations and filings. Except as set forth in Appendix B hereto, neither United nor any other Applicant has been a party to any state or federal proceedings over the last three years involving allegations of violations of State or Federal Requirements.

(13) Customer Notice: Applicants verify that, per 52 Pa. Code § 63.324(g), customer notice is not required or needed in this instance because the Transaction will not involve a “change in conditions of service or rates.” However, because UFD’s customers will be migrated to Lightpath at the consummation of the Transaction, the Applicants nevertheless are providing customers with notice of the Transaction on or before June 17, 2024.

(14) Utility Certificate: Applicants verify the information in Section I of this application listing the Licensee's utility certificate, a copy of which is attached in Appendix B.

(15) Tariffs: Insofar as any of Applicants' services are subject to tariffs, Applicants verify that the proposed Transaction will have no effect on those tariffs. Any tariff changes sought by Applicants in the future will be made pursuant to normal Commission procedures.

(16) Affiliate Interest Agreements: Pursuant to 66 Pa. C.S. § 3019, telecommunications carriers are required to provide notice to the Commission of affiliated interest and affiliated transaction agreements only when they involve services declared to be competitive. Applicants verify that the proposed Transaction will not have any immediate effect on their affiliated interest agreements, if any, involving non-competitive services, and further verify that the proposed Transaction will not violate the cross-subsidization prohibition set forth in 66 Pa. C.S. § 3016(f)(1).

(17) Federal and State Proceedings: Applicants verify that, in addition to Pennsylvania, Applicants are seeking approval for the Transaction from, as appropriate, the state utilities regulators in Maryland, New Jersey, New York, and Virginia. The Applicants anticipate that all applications will be reviewed and approved by the foregoing jurisdictions pursuant to their normal processes.

(18) Organizational Charts: The Applicants' organizational charts before and after the Transaction are attached as Appendix A.

(19) Federal Applications: None.

(20) Effect of Transaction on Capital Structure: Applicants verify that the public effect of the Transaction on the capital structures of the Applicants is, and over the next five years is expected to be, positive. As described above, the Transaction will unlock additional sources of

capital to continue to grow the Business, which will be integrated with Lightpath's existing larger network footprint, thereby spreading any business risk over a larger customer base.

(21) Broadband Commitment Compliance: Applicants verify that this item is not applicable.

(22) Not Eligible Telecommunications Carriers ("ETCs"): Applicants verify that they are not ETCs in Pennsylvania.

(23) Cross-Subsidization: Applicants verify that this item is not applicable. Nevertheless, the proposed Transaction described in this application complies with any applicable prohibition against cross-subsidization imposed under Federal or State law.

## VI. CONCLUSION

For the reasons stated above, the public interest, convenience, and necessity will be furthered by approval of the proposed Transaction. The Joint Applicants respectfully request that the Commission approve the proposed Transaction as expeditiously as is practicable. Applicants further request that the Commission approve this application as a General Rule Transaction pursuant to 52 Pa. Code § 63.324.

Respectfully submitted,

/s/ Christopher Lodge  
Christopher Lodge  
Chief Executive Officer & Chief  
Operating Officer  
United Federal Data of Pennsylvania,  
LLC, a wholly owned subsidiary of  
United Fiber & Data, LLC  
210 York Street  
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[gstevenson@wbklaw.com](mailto:gstevenson@wbklaw.com)  
*Counsel to Transferee Cablevision Lightpath LLC*

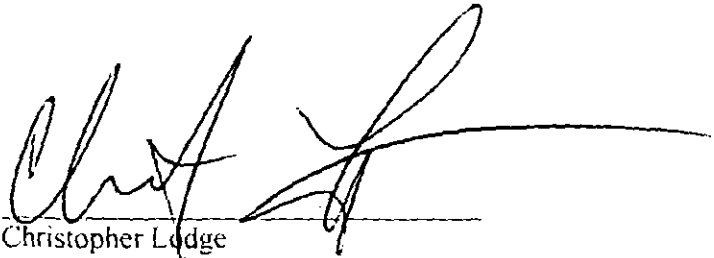
June 12, 2024

**VERIFICATION**

I, Christopher Lodge, hereby declare that:

- (1) I am Chief Executive Officer & Chief Operating Officer of transferor United Fiber & Data, LLC ("UFD");
- (2) I am authorized to make this verification on behalf UFD; and
- (3) The statements in the foregoing Joint Application relating to UFD are true and correct to the best of my knowledge, information, and belief, and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 PA. C.S. § 4904 (relating to unsworn falsification to authorities).

Executed this 12 day of June, 2024.



Christopher Lodge  
Chief Executive Officer & Chief Operating Officer  
United Fiber & Data, LLC

State of Pennsylvania  
City/County of Montgomery

DATE OF DEPOSIT

JUN 13 2024

SWORN TO AND SUBSCRIBED before me on the 12 day of June, 2024.

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

Notarized by: Traci Lynn Langdon  
Notary Public

Commonwealth of Pennsylvania - Notary Seal  
Traci Lynn Langdon, Notary Public  
Montgomery County  
My commission expires March 25, 2025  
Commission number 1394188  
Member, Pennsylvania Association of Notaries

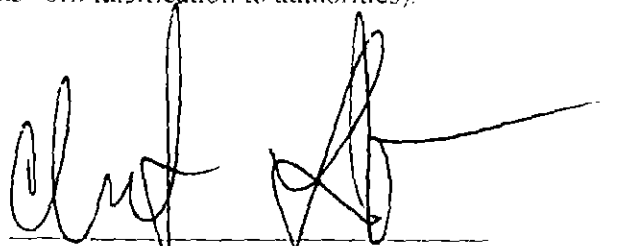
My commission expires: 03/24/2025

**VERIFICATION**

I, Christopher Lodge, hereby declare that:

- (1) I am Chief Executive Officer & Chief Operating Officer of licensee United Federal Data of Pennsylvania, LLC ("United");
- (2) I am authorized to make this verification on behalf United; and
- (3) The statements in the foregoing Joint Application relating to United are true and correct to the best of my knowledge, information, and belief, and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 PA. C.S. § 4904 (relating to unsworn falsification to authorities).

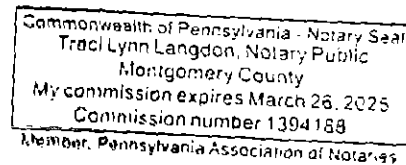
Executed this 12 day of June, 2024.

  
\_\_\_\_\_  
Christopher Lodge  
Chief Executive Officer & Chief Operating Officer  
United Federal Data of Pennsylvania, LLC

State of Pennsylvania  
City/County of Montgomery

SWORN TO AND SUBSCRIBED before me on the 12 day of June, 2024.

Notarized by: Traci Lynn Langdon  
Notary Public



My commission expires: 03/26/2025

**DATE OF DEPOSIT**

**JUN 13 2024**

PA

**PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU**

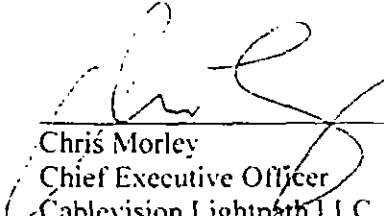
**VERIFICATION**

I, Chris Morley, hereby declare that:

- (1) I am Chief Executive Officer of transferee Cablevision Lightpath LLC ("Lightpath");
- (2) I am authorized to make this verification on behalf Lightpath; and
- (3) The statements in the foregoing Joint Application relating to Lightpath are true and correct to the best of my knowledge, information, and belief, and I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 PA. C.S. § 4904 (relating to unsworn falsification to authorities).

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 10<sup>th</sup> day of June, 2024.

  
\_\_\_\_\_  
Chris Morley  
Chief Executive Officer  
Cablevision Lightpath LLC

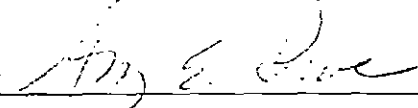
DATE OF DEPOSIT

JUN 13 2024

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

State of Colorado  
City/County of Jefferson

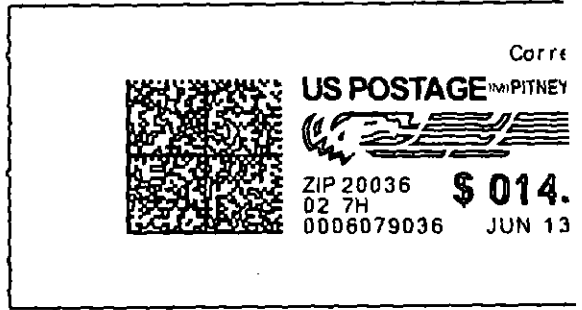
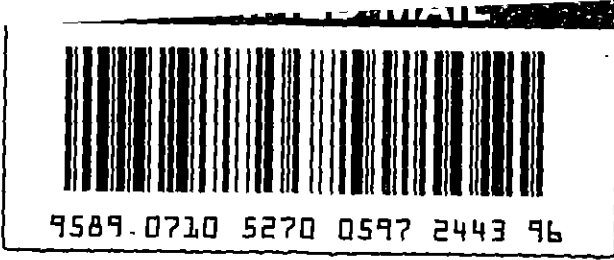
SWORN TO AND SUBSCRIBED before me on the 10<sup>th</sup> day of June, 2024.

Notarized by:   
\_\_\_\_\_  
Notary Public

My commission expires: 11/22/2027

AMY E. ROWE  
Notary Public  
State of Colorado  
Notary ID # 20104020272  
My Commission Expires 05-22-2027

WILKINSON) BARKER) KNAUER) LLP  
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WASHINGTON, DC 20036




RECEIVED

JUN 17 2024

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

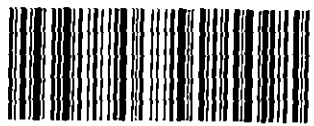
Secretary Rosemary Chiavetta  
Pennsylvania Public Utility Commission  
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Harrisburg, VA 17105

 **CMPC**  
717-705-1952

**To: CHIAVETA, R. PUC**

Agency: PUC  
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External Carrier: PRIORITY

6/17/2024 8:49:55 AM



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