



COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
COMMONWEALTH KEYSTONE BUILDING
400 NORTH STREET
HARRISBURG, PENNSYLVANIA 17120

IN REPLY PLEASE
REFER TO OUR FILE

February 12, 2026

Docket Nos: A-2025-3058227
A-2025-3058229

Catherine G. Vasudevan, Esquire
MORGAN, LEWIS & BOCKIUS LLP
2222 Market Street
Philadelphia, PA 19103-3007

RE: Joint Application of FirstLight Fiber, Inc. and FirstLight Networks, LLC for
Approval of a General Rule Transaction to transfer Certain Assets from FirstLight
Fiber, Inc. to FirstLight Networks, LLC

Dear Attorney Vasudevan:

On October 28, 2025, FirstLight Fiber, Inc. (FLF) and FirstLight Networks, LLC (FirstLight Networks) (collectively, the “Joint Applicants”) filed a joint application pursuant to the Pennsylvania Public Utility Code (Code), 66 Pa. C.S. § 1102(a), and the Commission’s Abbreviated Procedures for Review of Transfer of Control of Telecommunications Public Utilities at 52 Pa. Code §§ 63.321-63.325. The Joint Applicants are seeking approval to transfer certain assets of FLF to its indirect subsidiary FirstLight Networks (the “Transaction”). The Transaction qualifies as a general rule transaction under 52 Pa. Code § 63.324(a)(1) because FLF will transfer more than 20% of its assets located in Pennsylvania to FirstLight Networks.

Pursuant to 52 Pa. Code § 5.14, relating to applications requiring notice, the Commission published notice of the general rule transaction in the *Pennsylvania Bulletin* (55 Pa.B. 7937) on November 15, 2025, with a protest period ending December 1, 2025. Additionally, the Joint Applicants served copies of the joint application upon the Office of Consumer Advocate, the Office of Small Business Advocate, the Office of Attorney General, and the Commission’s Bureau of Investigation and Enforcement. Further notice was not required, and no protests or comments have been received.

FLF (utility code 3120577) is a Delaware corporation and a wholly-owned subsidiary of FirstLight Holdco, Inc. (FirstLight Holdco). In Pennsylvania, FLF is authorized to provide services as a competitive local exchange carrier, facilities-based and resold interexchange carrier, and competitive access provider pursuant to authority granted under Docket Nos. A-2018-2641973, A-2018-3004320, A-2018-2641954, A-2018-2641935, and A-2018-2641937.

FirstLight Networks (utility code 3128355) is a Delaware limited liability company and an indirect, wholly-owned subsidiary of both FLF and FirstLight Holdco. On October 27, 2025, FirstLight Networks was granted provisional authority by the Commission to provide services as a competitive local exchange carrier, facilities-based and resold interexchange carrier, and competitive access provider in Pennsylvania.¹

FirstLight Holdco, Inc. is also a Delaware corporation that, together with its subsidiaries, including the Joint Applicants, offers telecommunications services including Internet access, data center services, managed services, cloud, unified communications, and voice services to wireless, wireline, and enterprise customers. The FirstLight brand currently operates approximately 25,000 miles of fiber connecting approximately 15,000 locations throughout the Northeast region. It also operates 14 colocation facilities and data centers.

The proposed Transaction is part of FLF's plan to internally restructure its operations and network. FLF will transfer certain of its assets and customers to FirstLight Networks. FirstLight Networks will continue to serve affected customers in the same territories under the same rates, terms, and conditions. The plan also involves obtaining financing to support the operations and network serving the affected customers.²

The Joint Applicants claim that the Transaction between affiliated companies is in the public interest. Telecommunications services currently provided by FLF will continue to be provided by FirstLight Networks without interruption; therefore, the Transaction will be seamless and transparent to customers.

The Joint Applicants point out that they currently share the same experienced management team and will continue to do so after consummation of the Transaction. Services will continue to be marketed under the "FirstLight" brand, with the same customer service, technical, operational, and managerial personnel.

The Joint Applicants verify that affected customers will be sent a notice at least 30 days prior to the asset transfer consistent with a sample notice that was provided with the joint application.

The Joint Applicants claim that the Transaction is not expected to result in any loss of Pennsylvania jobs, tax revenues, or facilities, nor is it expected to negatively impact any functions, operations, or activities currently performed in or affecting Pennsylvania.³

¹ See pending application at Docket Nos. A-2025-3058053, A-2025-3058050, A-2025-3058048, and A-2025-3058052.

² FirstLight Networks concurrently filed an Abbreviated Securities Certificate regarding the financing arrangements, which was registered by the Commission by Secretarial Letter issued November 19, 2025. See Docket No. S-2025-3058221.

³ Response to Data Request Nos. 8 and 10.

The Joint Applicants verify that the Transaction will not negatively impact their capital structure and will have no effect on any affiliated interest agreements or existing Commonwealth tariffs.

The Joint Applicants further verify that to their knowledge they are compliant with all Commission obligations and filings, and that they have not been found to have violated either state or federal requirements within the past three years.

The Joint Applicants state that the Transaction does not violate Federal or State cross-subsidization rules. The Joint Applicants are not eligible telecommunications carriers in Pennsylvania and are not subject to Federal or State broadband deployment commitments in Pennsylvania.

Federal Communications Commission approval of the Transaction is not required. In addition to Pennsylvania, approval of the Transaction is being sought in New Jersey, New York, and Rhode Island. The Joint Applicants state that no conditions concerning the Transaction are currently under consideration, imposed, or agreed to in any jurisdiction; however, the Joint Applicants agree to update the filing if any such conditions are imposed or agreed to in the future.⁴

The Joint Applicants do not have any outstanding fines, fees, or assessments and are current with the filing of annual financial reports, security planning and readiness reports, as well as payments to the Pennsylvania Universal Service Fund.

As required by the Code at 66 Pa. C.S. §§ 1102(a) and 1103 and the Commission's regulations at 52 Pa. Code § 63.324(k)(1), we find that the Transaction is in the public interest. The transfer of assets and customers between affiliates is part of FLF's plan to internally restructure its operations and network. The record sufficiently supports the Joint Applicants' claim that these corporate structure changes will increase the overall company's efficiency and make it more attractive to potential investors and lenders.⁵ Since FLF and FirstLight Networks will continue to share the same management team post-transaction, we find that customers will benefit from that shared knowledge. Further, the Joint Applicants do not expect any negative impacts to Pennsylvania because of the Transaction. Therefore, for the reasons advanced by the Joint Applicants, we conclude that the record demonstrates that the Transaction will not negatively impact the financial, managerial, and technical fitness of the Joint Applicants post-transaction and provides substantial evidence of affirmative public benefits sufficient to warrant approval of the proposed Transaction.⁶

⁴ Response to Data Request Nos. 4 and 5.

⁵ Response to Data Request No. 6.

⁶ We believe the record shows that the Transaction satisfies the necessary or proper standard under Section 1103 of the Code and provides affirmative public benefits consistent with *City of York v. Pa. PUC*, 295 A.2d 825 (Pa. 1972) (*City of York*), and *Irwin A. Popowsky v. Pa. PUC*, 937 A.2d 1040 (Pa. 2007) (*Popowsky*). The Commission retains general authority to impose conditions upon approval of a transaction as codified in the Public Utility Code at 66 Pa.

We also find that the Transaction will not impact competition. FirstLight Networks will continue to provide the same services currently provided by FLF to affected customers without interruption. These services will be provided in the same territories, and at the same rates, terms, and conditions.⁷ The Commission's approval will not harm consumers or Pennsylvania markets as required under the Code at 66 Pa. C.S. §§ 1102(a) and 1103 and the Commission's regulations at 52 Pa. Code § 63.324(k)(3).

Therefore, we find that the Transaction is necessary or proper for the service, accommodation, convenience, or safety of the public, and the Commission will issue certificates of public convenience authorizing the Transaction as required by the Code at 66 Pa. C.S. §§ 1102(a) and 1103 and the Commission's regulations at 52 Pa. Code § 63.324(k)(2).

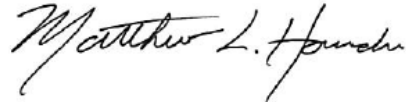
However, there is risk to Pennsylvania in approving this general rule transaction in advance of the remaining jurisdictions, which may impose conditions that could jeopardize the Joint Applicants' averments to Pennsylvania upon which this approval is based. For this reason, in the event the Joint Applicants and/or their non-Pennsylvania subsidiaries and affiliates agree to or accept resolution of this or a related pending transaction from another jurisdiction in which that jurisdiction obtains or imposes any condition(s) on or commitment regarding this and/or a related pending transaction, the Joint Applicants shall, within 10 days of such agreement or acceptance, provide notice of the condition(s), including a copy of the relevant jurisdictional action, to Pennsylvania by letter to the Secretary with a copy to the Commission's Director, Bureau of Technical Utility Services (TUS). In the notice, the Joint Applicants shall offer to Pennsylvania their agreement to or acceptance of the same condition(s), or reasonably comparable condition(s) for Pennsylvania, as appropriate. The Commission will act upon the notice as expeditiously as possible. If the Joint Applicants do not agree with this provision, the Commission shall immediately be notified in writing by letter to the Secretary with a copy to TUS. Upon such notice, the Joint Applicants are advised pursuant to Sections 703(g) and 1103 of the Code, 66 Pa. C.S. §§ 703(g), 1103, that this Secretarial Letter approving the proposed Transaction shall be immediately rescinded and of no effect; and, in accordance with the Code and our regulation at 52 Pa. Code § 63.324(k)(5), Commission review of the proposed Transaction shall be extended for a further opportunity for the Joint Applicants to be heard and for further consideration by the Commission as necessary and appropriate to protect the public interest.

C.S. § 1103. "[E]ven where the [Commission] finds benefit in the first instance, Section 1103(a) also confers discretion upon the agency to impose conditions which it deems to be just and reasonable." *Popowsky*, 937 A.2d at 1057, n.21. This includes authority to impose conditions upon approval of a general rule or a *pro forma* transaction, in accordance with Sections 63.324(h)(4) and 63.325(h)(4) of our regulations at Title 52 of the Pennsylvania Code.

⁷ As reported by the Joint Applicants, competitors include Allied Fiber, AT&T, Charter Communications, Cogent Communications, Comcast, Consolidated Communications, Crown Castle Fiber, DQE, GTT, Lumen, Verizon/XO/Frontier, Uniti, Windstream, and Zayo Group. Response to Data Request No. 14.

In summary, we find that the joint application should be approved as a general rule transaction under Section 63.324 of the Commission's regulations and that a certificate of public convenience be issued to FirstLight Fiber, Inc. and FirstLight Networks, LLC evidencing our approval of the general rule transaction. Therefore, the Commission directs the Joint Applicants to file notice with the Commission within thirty (30) days upon consummation of the Transaction. If the Joint Applicants determine that the Transaction will not occur, they shall promptly notify this Commission.

BY THE COMMISSION,

A handwritten signature in cursive script, reading "Matthew L. Homsher".

Matthew L. Homsher
Secretary

Cc: Parties of Record