



**STATE OF NEW JERSEY**  
**Board of Public Utilities**  
44 South Clinton Avenue, 9th Floor  
Post Office Box 350  
Trenton, New Jersey 08625-0350  
[www.nj.gov/bpu/](http://www.nj.gov/bpu/)

TELECOMMUNICATIONS

IN THE MATTER OF THE VERIFIED JOINT PETITION )  
OF PEG BANDWIDTH NJ, LLC, SELLER AND )  
EVERSTREAM SOLUTIONS LLC, PURCHASER, FOR )  
APPROVAL FOR SELLER TO TRANSFER CERTAIN )  
ASSETS TO PURCHASERS )  
ORDER  
DOCKET NO. TM20110721

**Parties of Record:**

**James H. Laskey, Esq., Norris McLaughlin, P.A.**, on behalf of Petitioners  
**Stefanie A. Brand, Esq., Director**, New Jersey Division of Rate Counsel

BY THE BOARD:

On November 4, 2020, PEG Bandwidth NJ, LLC (“PEG Bandwidth”) and Everstream Solutions LLC (“Everstream” together with Everstream, “Petitioners”) submitted a Verified Petition to the New Jersey Board of Public Utilities (“Board”) pursuant to N.J.S.A. 48:3-7 for the approval for PEG Bandwidth to transfer certain assets to Everstream. (the “Transaction”). Following the Transaction, customers will continue to receive the same services in New Jersey at the same rates, terms, and conditions.

**BACKGROUND**

PEG Bandwidth is a Delaware limited liability company with headquarters in Mobile, Alabama. It is a subsidiary of Uniti Group Inc. (“Uniti Group”, and together with its subsidiaries, “Uniti”), a Maryland corporation, headquartered in Little Rock, Arkansas.

PEG Bandwidth is principally a carrier’s carrier and provides telecommunications services to providers of wireless telecommunications as well as other carriers. PEG Bandwidth is authorized by the Federal Communications Commission (“FCC”) to provide interstate telecommunications services. In New Jersey, PEG Bandwidth is authorized to provide facilities-based and resold telephone service with authority to provide local exchange service. See, In the Matter of the Petition of PEG Bandwidth NJ, LLC for Approval to Provide Local Exchange and Interexchange

Telecommunications Services throughout the State of New Jersey, Docket No. TE12040317, Order dated August 15, 2012.

Uniti Group is a publicly traded real estate investment trust that engages in the acquisition and construction of infrastructure utilized by the communications industry. Uniti Group does not provide telecommunications services in its own right. It owns and operates a number of licensed telecommunications providers in the District of Columbia and a number of states.

Everstream is an Ohio limited liability company with headquarters in Cleveland, Ohio. Everstream is a wholly owned subsidiary of Midwest Fiber Acquisition LLC (“Midwest”), a Delaware limited liability company. Midwest, through Everstream and its affiliates, is a network service provider bringing fiber-based ethernet, internet and data center solutions to businesses throughout the Midwest. Its network allows businesses to operate a converged IP network capable of delivering voice and data services at speeds from 10 Mbps to 100 Gbps. Everstream holds domestic and international Section 214 authorization as well as certificates to provide intrastate telecommunications services in Ohio and Missouri, and has applications pending for authorization to provide intrastate telecommunications services in Delaware, Maryland, New Jersey, New York, Pennsylvania and West Virginia. In New Jersey, simultaneous with the execution of this Order, Everstream was authorized to provide services on February 17, 2021 pursuant to the Board’s execution of an Order under Docket No. TE20100653. In the Matter of the Petition of Everstream Solutions, LLC for Approval to Provide Local Exchange and Interexchange Telecommunications Services throughout the State of New Jersey, Docket No. TE20100653. Additional information and qualifications of Everstream can be found in the Order under Docket No. TE20100653.

## **DISCUSSION**

The petition states that PEG Bandwidth and Everstream entered into an agreement whereby Everstream will acquire, along with other things, certain customer contracts and the associated telecommunications equipment used to provision the services or facilities to the affected customers (the “Acquired Assets”). The Acquired Assets include certain customers and assets of Seller located in New Jersey. None of the affected customers are residential end users; instead, all customers are either other carriers or enterprises. The Acquired Assets also include certain unregulated assets that Purchaser will acquire from Seller. Petitioners state that the transaction will not interfere with the ability of PEG Bandwidth to continue to provide services to its other customers in New Jersey. Further, the petition states that the transaction will allow Uniti to realize operational and other efficiencies, and to obtain additional capital in support of its remaining operations further strengthening PEG Bandwidth’s position in the marketplace.

Petitioners have indicated that all customers in New Jersey affected by the transaction are served under contracts. Those customers will receive notice of the transfer of services to Everstream, but due to the distinctive contract provisions that each customer/service provider relationship falls under, each notice will be individualized in order to outline the respective rights and requirements that are applicable amongst the relevant parties. In some cases, customer consent will be sought in connection with the transaction and consistent with the terms of the existing customer contracts. Following the transaction, Petitioners state that all customers will continue to receive their services over the same facilities as they do today, and will not suffer any adverse consequences as a result of the Transaction.

Petitioners submit that the Transaction serves the public interest. PEG Bandwidth, Uniti Group, and Uniti will gain important operational efficiencies and enhance their capital position as a result of the Transaction. Everstream will obtain valuable assets in New Jersey allowing it to provide robust, facilities-based services on a competitive basis to New Jersey consumers enhancing consumer welfare. Customers affected by the transaction will continue to receive services over the same facilities as they do today. Thus, the transaction will enhance, and not diminish, customers' welfare.

The New Jersey Division of Rate Counsel ("Rate Counsel") submitted comments by letter dated January 11, 2021, which states that it would not oppose Board approval of the proposed transfer of the assets. However, Rate Counsel recommends that a copy of the notice sent to affected customers be filed with the Board.

### **FINDINGS AND CONCLUSIONS**

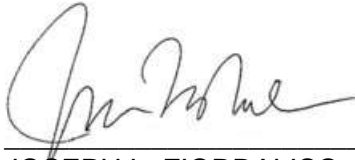
After a thorough review of the petition and all related documents, the Board concludes that there will be no negative impact on service quality to New Jersey customers or the rates they pay, nor will there be a negative impact on competition. All of the customers that are being transferred are either other carriers or enterprise service provider carriers receiving service under individually negotiated contracts who will continue to receive service at the same rates, terms and conditions. Therefore, the transaction will be transparent to customers and will not entail a discontinuance of service. As noted, customers will be advised, and in some cases consent will be sought, as to the transfer of services and consistent with the terms of the existing customer contracts. Petitioners have noted that the customers being transferred are carrier and enterprise customers of high-capacity telecommunications services with contracts that dictate the assignment or transfer of services to other telecommunications service providers and that there are no residential customers involved in the transfer. A sample copy of the notice to be sent to affected customers has been filed with the Board.

Accordingly, the Board **FINDS** that the proposed transaction is consistent with the applicable law, is not contrary to the public interest, and will have no material impact on the rates of current customers, or on New Jersey employees. The Board also **FINDS** that the proposed transaction will have no negative impact on the provision of safe, adequate and proper service, and will positively benefit competition. Therefore, after investigation, having considered the record and exhibits submitted in this proceeding, the Board **HEREBY AUTHORIZES** Petitioners to complete the proposed transaction.

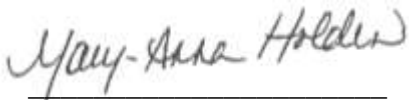
This Order shall be effective February 27, 2021.

DATED: February 17, 2021

BOARD OF PUBLIC UTILITIES  
BY:



JOSEPH L. FIORDALISO  
PRESIDENT



MARY-ANNA HOLDEN  
COMMISSIONER



DIANNE SOLOMON  
COMMISSIONER

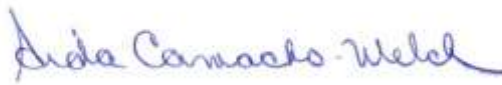


UPENDRA J. CHIVUKULA  
COMMISSIONER



ROBERT M. GORDON  
COMMISSIONER

ATTEST:



AIDA CAMACHO-WELCH  
SECRETARY

**IN THE MATTER OF THE VERIFIED JOINT PETITION OF PEG BANDWIDTH NJ, LLC,  
SELLER AND EVERSTREAM SOLUTIONS LLC, PURCHASER, FOR APPROVAL FOR  
SELLER TO TRANSFER CERTAIN ASSETS TO PURCHASERS**

**DOCKET NO. TM20110721**

**SERVICE LIST**

<p>James Laskey, Esq. Norris McLaughlin, P.A. 400 Crossing Blvd, 8<sup>th</sup> Floor Bridgewater, New Jersey 08807-5933 <a href="mailto:jlasky@norris-law.com">jlasky@norris-law.com</a></p> <p>Ronald W. Del Sesto, Jr. Brett P. Ferenchak Morgan, Lewis and Bockius LLP 1111 Pennsylvania Avenue, N.W. Washington, DC 200004 <a href="mailto:ronald.delsesto@morganlewis.com">ronald.delsesto@morganlewis.com</a> <a href="mailto:brett.ferenchak@morganlewis.com">brett.ferenchak@morganlewis.com</a></p> <p>Jeffrey R. Strenkowski, Vice President and Deputy General Counsel of Governmental Affairs Uniti Group Inc. 10802 Executive Center Drive, Suite 300 Little Rock, AR 72211 <a href="mailto:jeffrey.strenkowski@uniti.com">jeffrey.strenkowski@uniti.com</a></p> <p>Stefanie A. Brand, Esq. Maria Novas-Ruiz, Esq Director, Division of Rate Counsel 140 Front Street, 4<sup>th</sup> Floor Trenton, NJ 08625 <a href="mailto:sbrand@rpa.state.nj.us">sbrand@rpa.state.nj.us</a> <a href="mailto:mnovas-ruiz@rpa.state.nj.us">mnovas-ruiz@rpa.state.nj.us</a></p>	<p>Board of Public Utilities 44 South Clinton Avenue, 9<sup>th</sup> Floor Post Office Box 350 Trenton, New Jersey 08625-0350</p> <p><b><u>Office of Cable Television and Telecommunications</u></b></p> <p>Lawanda R. Gilbert, Director <a href="mailto:Lawanda.gilbert@bpu.nj.gov">Lawanda.gilbert@bpu.nj.gov</a></p> <p>Rocco Della Serra <a href="mailto:rocco.della-serra@bpu.nj.gov">rocco.della-serra@bpu.nj.gov</a></p> <p><b><u>Counsel's Office</u></b></p> <p>Lanhi Saldana Legal Specialist <a href="mailto:lanhi.saldana@bpu.nj.gov">lanhi.saldana@bpu.nj.gov</a></p> <p>Terel Klein, Esq. Deputy Attorney General Department of Law and Public Safety Division of Law 25 Market Street, Post Office Box 112 Trenton, NJ 08625 <a href="mailto:Terel.Klein@law.njoag.gov">Terel.Klein@law.njoag.gov</a></p>
---	--