Decision _____

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

Joint Application of Consolidated Communications of California Company, LLC (d/b/a Fidium) (U1015C), Fidium Enterprise Services, LLC (U7261C), and Fidium Intermediate Holdings LLC For Approval of Transfer of Control to Fidium Intermediate Holdings LLC.	Application 26-06-006

DECISION APPROVING TRANSFER OF CONTROL

Summary

This decision authorizes Fidium Intermediate Holdings, LLC to assume control of Consolidated Communications of California Company, LLC and Fidium Enterprise Services, LLC. Fidium Intermediate Holdings, LLC assumes a position of control as an additional layer of ownership within the existing ownership structure.

This decision closes the proceeding.

1. Background

On June 5, 2026, Consolidated Communications of California Company, LLC (Consolidated), Fidium Enterprise Services, LLC (Fidium Enterprise), and Fidium Intermediate Holdings, LLC (Fidium Intermediate) (collectively,

Applicants) filed Application (A.) 26-06-006. The application seeks Commission approval of a change in corporate structure that would add Fidium Intermediate as an intermediate holding company, owning Consolidated and Fidium Enterprise.

Currently, both Consolidated and Fidium Enterprise are directly owned by Fidium, LLC, which in turn is owned by Fidium Holdings, LLC, and Condor Holdings, LLC. The transaction proposes to place Fidium Intermediate Holdings LLC between Fidium Holdings and Fidium, LLC in the ownership structure. The application proposes no changes to operations, rates, terms of service, or changes in regulatory obligations. It is taken to improve tax and business efficiency.

Consolidated is an incumbent local exchange carrier and a Carrier of Last Resort in its service territory, which includes the areas of Antelope, Citrus Heights, Granite Bay, Rocklin, Roseville, and portions of Sacramento County. Consolidated has approximately 8,859 regulated voice customers, including both residential and business services. According to the Federal Communications Commission's (FCC) broadband data collection, there are 95,211 locations in Consolidated's territory of which 93,302 are deemed locations served with high-speed broadband.

Fidium Enterprise has a certificate of public convenience and necessity (CPCN) to provide competitive local exchange services in AT&T, Frontier, and Consolidated's service territories and interexchange service statewide.[1] Fidium Enterprise serves approximately 2, 225 regulated voice access lines in California,

[1] Decision (D.) 02-07-042 and D.14-08-040.

including residential and business services. It also provides non-regulated Voice over Internet Protocol and broadband internet access as an Internet Service Provider. Fidium Enterprise has 121,684 fiber-to-the-home passings in its footprint as a competitive local exchange carrier.

Fidium Intermediate does not hold any operating authority with the Commission. It is a wholly owned subsidiary of Fidium Holdings, LLC that was recently formed for the purpose of this transaction.

The application was noticed on the Commission's Daily Calendar. No protests were filed to the application. On August 3, 2026, a Prehearing Conference was held, and thereafter the Assigned Commissioner issued a Scoping Memorandum and Ruling on September 9, 2026.

The record was closed and the matter submitted upon the filing of the scoping memorandum.

1. Issues Before the Commission

The issues to be determined or otherwise considered are:

1. Is the proposed transaction in the public interest and does it comply with all Commission requirements, including Public Code[2] section 854, subdivision (a)?
2. Is the proposed transaction subject to review under the California Environmental Quality Act (CEQA) review?

2. The Proposed Transfer is Reasonable and Complies with All Commission Requirements, Including Section 854

Public Utilities Code section 854, subdivision (a) requires Commission authorization before a company may "merge, acquire, or control either directly

[2] Subsequent undesignated statutory references are to the Public Utilities Code.

or indirectly any public utility organized and doing business in this state." The Commission has broad discretion to determine whether a particular transaction is in the public interest and should be approved under section 854, subdivision(a). In keeping with past decisions interpreting section 854, subdivision (a),[3] the appropriate standard to determine whether we should approve the transfer of ownership of Consolidated and Fidium Enterprise is whether the transaction is "adverse to the public interest."

The present transaction proposes no changes to the operations of Consolidated or Fidium Enterprise. It has no direct impact to consumer costs or service. It does not seek to alter the regulatory conditions under which the companies operate. The transaction is, as the application states, a *pro forma* transaction. We see no evidence of impact on the public interest. The transaction complies with the rules implemented to effectuate section 854. Accordingly, the transaction complies with section 854, subdivision (a).

3. The Proposed Transaction is Not Subject to CEQA

The Commission considers the environmental impacts of projects that are subject to our discretionary approval pursuant to CEQA and Rule 2.4 of the Commission's Rules of Practice and Procedure when required. Transfers of control require CEQA consideration where transaction may result in direct or indirect physical change to the environment.[4] The present transaction does not

[3] *See* D.26-06-007 at 13; D.18-04-018 at 5.

[4] Projects must have the potential to cause direct or indirect physical change to the environment in order to be subject to CEQA. Cal. Code Regs., tit. 14, §15378.

present the potential for any change to the environment; direct or otherwise. Accordingly, the transaction is not subject to CEQA review.[5]

4. Motion for Confidential Treatment of Portions of the Application

Applicants filed a joint motion seeking leave to file a confidential version application under seal and to maintain the confidentiality of that version of the application. Applicants also filed a redacted, public version of the application. The redacted material includes confidential, non-public financial information, the disclosure of which could cause harm to the applicant. The disclosure of the information is not in the public interest. Accordingly, the motion for confidential treatment is granted.

5. Summary of Public Comment

Rule 1.18 allows any member of the public to submit written comment in any Commission proceeding using the "Public Comment" tab of the online Docket Card for that proceeding on the Commission's website. Rule 1.18(a) requires that all written public comments submitted prior to the submission of the proceeding are part of the administrative record of the proceeding. Rule 1.18(b) requires that relevant written comment submitted in a proceeding be summarized in the final decision issued in that proceeding.

One public comment was received regarding the application. The comment was not germane to the proposed transaction or the issues considered.

[5] *See* Cal. Code Regs., tit. 14, §15061.

6. Procedural Matters

This decision affirms all rulings made by the Administrative Law Judge and assigned Commissioner in this proceeding. All motions not ruled on are deemed denied.

7. Public Comment is Waived Per Rule 14.6(c)(2)

The application was unopposed and the proposed decision grants the relief requested. Accordingly, the period for Public Comment is waived pursuant to Rule 14.6(c)(2).

8. Assignment of Proceeding

Matthew Baker is the assigned Commissioner and Jacob L. Rambo is the assigned Administrative Law Judge in this proceeding.

Findings of Fact

1. Consolidated is an incumbent local exchange carrier and a Carrier of Last Resort in the territories of Antelope, Citrus Heights, Granite Bay, Rocklin, Roseville, and portions of Sacramento County.

2. Fidium Enterprise has a CPCN to provide competitive local exchange services in AT&T, Frontier, and Consolidated's service territories and interexchange service statewide.

3. Fidium Intermediate does not hold any operating authority with the Commission. It is a wholly owned subsidiary of Fidium Holdings, LLC that was formed for the purpose of the proposed transaction.

4. The proposed transaction proposes to add Fidium Intermediate as an intermediate level of ownership within the existing ownership structure of Consolidated and Fidium Enterprise.

5. The application proposes no changes to operations, service, or regulatory compliance obligations..

6. It is not in the public interest to release confidential portions of the application.

Conclusions of Law

1. The proposed transaction is not adverse to the public interest and complies with section 854, subdivision (a).

2. The proposed transaction is not subject to review under CEQA.

3. The transfer of control should be approved pursuant to Pub. Util. Code Section 854(a).

4. The motion for confidential treatment of the application should be granted.

5. All assigned Commissioner and Administrative Law Judge rulings should be affirmed.

6. All motions not ruled on should be denied.

7. A.26-06-006 should be closed.

O R D E R

IT IS ORDERED that:

1. The transfer of control of Consolidated Communications Company, LLC and Fidium Enterprise Services, LLC to Fidium Intermediate Holdings LLC is approved pursuant to Public Utilities Code section 854, subdivision (a).

2. The confidential version of Application 26-06-006 shall remain sealed for a period of three years after the issuance date of this decision. During this three-year period, the confidential version of Application 26-06-006 shall not be publicly disclosed except on further Commission order or Administrative Law

Judge ruling. A party may seek to extend that period provided that the request is filed no later than 30 days prior to the expiration of the three-year period.

3. All rulings by the assigned Commissioner and the assigned Administrative Law Judge are affirmed.

4. All motions not ruled on are denied.

5. Application 26-06-006 is closed.

This order is effective today.

Dated _____, at Sacramento, California.