

REDACTED

BEFORE THE  
STATE OF NEW HAMPSHIRE  
PUBLIC UTILITIES COMMISSION

DOCKET NO. DT 23-103

IN THE MATTER OF:           Consolidated Communications Holdings, Inc. and  
  Condor Holdings, LLC  
  
  Joint Petition to Approve Transfer of Control

DIRECT TESTIMONY

OF

Amanda Noonan

Director, Consumer Services  
New Hampshire Department of Energy

April 26, 2024

1 **Q. Please state your full name.**

2 A. Amanda O. Noonan

3 **Q. By whom are you employed and what is your business address?**

4 A. I am employed as the Director of Consumer Services by the New Hampshire Department of  
5 Energy (Department). My business address is 21 South Fruit Street, Suite 10, Concord, NH  
6 03301.

7 **Q. Please summarize your education and professional work experience.**

8 A. I have been employed as the Director of Consumer services at the Department since July 1, 2021.  
9 Prior to July 1, 2021, I was employed by the New Hampshire Public Utilities Commission  
10 (Commission). I joined the Commission in January 1992 holding various positions in the  
11 Engineering Division, the Electric Utility Restructuring Division, the Consumer Affairs Division,  
12 and the Consumer Services and External Affairs Division. I held the position of Director of  
13 Consumer Services and External Affairs from December 2015 through June 2021. Prior to that, I  
14 was Director of the Consumers Affairs Division for 18 years. From 1997 through June 2021, I  
15 was an active member of the NARUC Staff Subcommittee on Consumer and Public Interest and  
16 the NECPUC Staff Committee on Consumer Affairs. Prior to joining the Commission, I was  
17 employed by Bank East Corporation where I was responsible for the design and development of  
18 corporate training programs relating to management, customer service, and bank operations. I  
19 have a B.S. in Business Administration from the University of New Hampshire - Whittemore  
20 School of Business and Economics.

1 **Q. What is the purpose of your testimony in this proceeding?**

2 The purpose of my testimony is to address the proposed transfer of the indirect ownership  
3 interest of Consolidated Communications Holdings Inc. (CCHI) New Hampshire subsidiaries –  
4 Consolidated Communications of Northern New England Company, LLC and Consolidated  
5 Communications of Maine Company – to Condor Holdings LLC.

6 **Q. Please summarize your conclusion.**

7 A. Based on a review of the joint petition testimony, and responses to discovery requests, the  
8 proposed transfer meets the standard of review and could potentially bring the benefits of a fiber  
9 network, and the accompanying access to services such a network allows, to New Hampshire  
10 communities sooner than might occur absent the transaction.

11 **Q. What is the standard for review for the proposed transfer of indirect ownership interest?**

12 A. As described in the Commission's order commencing an adjudicative proceeding and noticing a  
13 prehearing conference, RSA 362:8, RSA 374:22-p, RSA 374:30, II and applicable federal law  
14 form the standard of review for the proposed transaction.

15 Under RSA 374:30, II, the Commission must review the proposed transfer of indirect ownership  
16 and control of the subsidiaries of CCHI operating in New Hampshire, Consolidated  
17 Communications of Northern New England Company, LLC (CCNE) and Consolidated  
18 Communications of Maine Company (CCM), to Condor Holdings LLC to determine whether  
19 Condor Holdings LLC is technically, managerially, and financially capable of maintaining the  
20 obligations of an ILEC as set forth in RSA 362:8 and RSA 374:22-p.

21 **Q. Does the proposed transaction meet the standard of review?**

22 A. The Department observes three fundamental themes from the petition and testimony submitted  
23 by CCHI and Condor Holdings LLC in this proceeding: 1) the essence of the proposed

1 transaction is that private investors will replace the public shareholders of CCHI; 2) no changes  
2 are planned at the operational level of the CCHI subsidiaries that operate in New Hampshire as  
3 a result of the proposed transaction; and 3) the transaction will provide the operating  
4 subsidiaries greater access to capital than currently exists - capital that can be used for  
5 maintaining and improving CCNE and CCM's network in New Hampshire. Given that there is  
6 no evidence of adverse changes planned for New Hampshire operations, and because the joint  
7 filing, testimony, and discovery responses indicated that Condor Holdings LLC possesses the  
8 managerial, technical and financial capabilities to maintain the obligations of an ILEC as set  
9 forth in RSA 362:8 and RSA 374:22-p, the Department's view is that the petitioners have met  
10 the required standard for approval of the transaction.

11 **Q. Please explain further.**

12 A. As described by the petitioners the transaction will serve to strengthen the "financial positions  
13 and position the companies to enhance service quality, while preserving the day-to-day  
14 management and longstanding expertise that the companies have successfully relied upon to  
15 serve customers in the State of New Hampshire." Testimony of Michael Shultz at 4, lines 1-4.  
16 The transaction will also not change the organization of the business units supporting CCNE  
17 and CCM. See Attachment 1 (Non-confidential response to DOE 1-09). As supported by the  
18 testimony, the proposed transaction should provide improved access to capital to support  
19 continued investment in the transition from an aging copper-based network to a fiber-based  
20 network.<sup>1</sup> In response to discovery requests, CCHI provided further information about  
21 Searchlight III CVL's original investment in 2020 and how this has thus far benefitted New  
22 Hampshire Licensees' (CCNE and CCM) ability to bring fiber-based broadband to their

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<sup>1</sup> See Frey testimony page 6 of 7 lines 20 – 21 and page 7 of 7, lines 1 – 5 and Shultz testimony page 3 of 13, lines 22 – 25.

1 customers. More specificity relative to the additional investment anticipated as a result of the  
2 transaction has been provided as well. See Attachment 2 (Non-Confidential Supplemental  
3 Responses to DOE 1-02 and 1-05 and Highly Confidential Supplemental Response A and B to  
4 DOE 1-02 and 1-05(b)).

5 Further, in a filing CCHI made with the SEC, CCHI assessed the risks associated with not  
6 moving forward with the proposed transaction. The filing<sup>2</sup> listed, among other things, limited  
7 access to capital necessary to support the transition to a fiber network.

8 **Q. Does this conclude your testimony?**

9 A. Yes, it does.

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<sup>2</sup>The SEC filing can be found at [https://www.sec.gov/Archives/edgar/data/1304421/000110465923126524/tm2328485-15\\_defm14a.htm](https://www.sec.gov/Archives/edgar/data/1304421/000110465923126524/tm2328485-15_defm14a.htm)