

Morgan Lewis

Paul T. Costa

paul.costa@morganlewis.com

October 28, 2025

Via Email and Overnight Courier

Stephanie De La Rosa, Commission Clerk
Rhode Island Public Utilities Commission
89 Jefferson Boulevard
Warwick, Rhode Island 02888
stephanie.delarosa@puc.ri.gov

Re: Joint Application of FirstLight Fiber, Inc. and FirstLight Networks, LLC for (1) Approval of a *Pro Forma* Assignment of Certain Assets from FirstLight Fiber, Inc. to FirstLight Networks, LLC and (2) Notice Regarding FirstLight Networks, LLC's Participation in Certain Financing Arrangements

Dear Ms. De La Rosa:

On behalf of FirstLight Fiber, Inc. and FirstLight Networks, LLC (together, the "Applicants"), please find enclosed the above-referenced Joint Application.

A check in the amount of \$50.00 to cover the requisite filing fee, along with two (2) copies of this letter are being submitted to the Commission via overnight courier. Please date stamp the extra copy of this letter and return it in the envelope provided.

Should you have any questions concerning this submission, please contact my colleague Patricia Cave at patricia.cave@morganlewis.com.

Respectfully submitted,



/s/ Paul T. Costa

Paul T. Costa (RI Bar #10766)

Counsel to Applicants

Morgan, Lewis & Bockius LLP

One Federal Street
Boston, MA 02110-1726
United States

 +1.617.341.7700
 +1.617.341.7701

**BEFORE THE
RHODE ISLAND PUBLIC UTILITIES COMMISSION**

_____))
Joint Application of))
))
FirstLight Fiber, Inc.))
))
and))
)) Docket No. _____
FirstLight Networks, LLC))
))
for (1) Approval of a *Pro Forma* Assignment of))
Certain Assets from FirstLight Fiber, Inc. to))
FirstLight Networks, LLC and (2) Notice))
Regarding FirstLight Networks, LLC’s))
Participation in Certain Financing Arrangements))
_____)

JOINT APPLICATION

FirstLight Fiber, Inc. (“FLF”) and its indirect subsidiary FirstLight Networks, LLC (“FirstLight Networks”) (together, the “Applicants”), pursuant to R.I.G.L. § 39-3-24, respectfully request approval from the Rhode Island Public Utilities Commission (the “Commission”) of a *pro forma* assignment of certain assets from FLF to FirstLight Networks (the “*Pro Forma Asset Transfer*”). By this Application, Applicants also hereby notify the Commission of FirstLight Networks’ participation in certain Financing Arrangements (as defined below).¹ This Application relates to FLF’s business plan to implement an internal restructuring which will organize, and obtain financing to support, certain of its operations into FirstLight Networks.

In support of this Application, Applicants provide the following information:

¹ Pursuant to R.I.G.L. § 39-3-20, “[n]o foreign public utility corporation shall be required to apply to the division for authority to issue stocks, bonds, notes, or other evidence of indebtedness.” Here, FirstLight Networks is a limited liability company organized in Delaware. Therefore, Applicants are notifying the Commission of FirstLight Networks’ intent to participate in the Financing Arrangements.

I. DESCRIPTION OF THE APPLICANTS

FLF is a Delaware corporation and FirstLight Networks is a Delaware limited liability company, each with a principal office located at 12 Metro Park Road, Albany, NY 12205. FirstLight Networks is a wholly owned indirect subsidiary of FLF. FLF and FirstLight Networks are each wholly owned subsidiaries of FirstLight Holdco, Inc. (together with its subsidiaries, including Applicants, “FirstLight”), a Delaware corporation. For the Commission’s reference, charts depicting the corporate ownership structure of Applicants are attached as **Exhibit A**.

FirstLight offers advanced telecommunications products featuring a comprehensive portfolio of high bandwidth connectivity solutions including Ethernet, wavelengths and dark fiber, as well as dedicated Internet access solutions, data center services, managed services, cloud, unified communications, and voice services. FirstLight’s customers include national cellular providers, wireline carriers, and enterprises spanning high tech manufacturing and research companies, healthcare providers, financial institutions, law firms, secondary schools, colleges and universities, and local and state governments. FirstLight 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.

FLF is authorized to provide intrastate telecommunications services in the following U.S. states: Connecticut, Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, and Vermont. In Rhode Island, FLF is authorized as a competitive local exchange carrier (comprising Class I, Class II, and Class VI telecommunications services), granted in Order No. 22939 in Docket No. 4753 on October 30, 2017.² On October 15, 2025,

² The authorization was originally granted in the name of TVC Albany, Inc. d/b/a FirstLight Fiber. Subsequently, on May 7, 2019, the Commission was notified of the name change to FirstLight Fiber, Inc.

FirstLight Networks filed an application in Docket No. 25-43-TL for authorization in Rhode Island to provide Class I telecommunications services (and to the extent not encompassed by authorization as a Class I provider, authorization to provide Class II and Class VI telecommunications services). FLF is also authorized by the Federal Communications Commission (“FCC”) to provide domestic (interstate) and international telecommunications services, and FirstLight Networks expects to become authorized by the FCC to provide domestic (interstate) and international telecommunications services.

Additional information concerning Applicants’ technical, managerial and financial qualifications has been submitted to the Commission as part of their respective certification applications and filings for prior transactions with the Commission and is therefore already a matter of public record and incorporated by reference. After the *Pro Forma* Asset Transfer is completed, Applicants will remain well-qualified to provide service to their customers, and their operations will continue to be overseen by the same well-qualified management team with substantial telecommunications experience and technical expertise.

II. DESIGNATED CONTACTS

Questions, correspondence, or other communications concerning this Application should be directed to:

Paul T. Costa (RI Bar # 10766)
MORGAN, LEWIS & BOCKIUS LLP
One Federal Street
Boston, MA 02110-1726
Tel: 617-341-7700
Fax: 617-341-7701
paul.costa@morganlewis.com

with a copy to:

Catherine Wang
Patricia Cave
MORGAN, LEWIS & BOCKIUS LLP
1111 Pennsylvania Ave., N.W.
Washington, D.C. 20004
Tel: 202-739-3000
Fax: 202-739-3001
catherine.wang@morganlewis.com
patricia.cave@morganlewis.com

and:

Jill Sandford
Chief Legal Officer
FirstLight Fiber, Inc.
12 Metro Park Road
Albany, NY 12205
Tel: 518-694-8736
jsandford@firstlight.net

III. DESCRIPTION OF THE *PRO FORMA* ASSET TRANSFER

The *Pro Forma* Asset Transfer is part of FLF's plan to execute an internal restructuring which will organize its network and operations being assigned. The plan also involves participation by FirstLight Networks in its parent company's debt financing, as described below, to support that network and operations and for other general corporate purposes. FLF may continue to provide telecommunications services to other existing and new customers that are not a part of this internal restructuring plan.³ FLF will implement this plan by assigning to FirstLight Networks certain assets in Rhode Island, including communications optical fiber, certain customer contracts, rights in third party fibers, and associated telecommunications equipment used to provision services or facilities to the affected customers. A depiction of the *Pro Forma* Asset Transfer is included as **Exhibit A**. The affected customers will be sent a notice of the *Pro Forma* Asset Transfer at least 30 days prior to the *Pro Forma* Asset Transfer. Affected customers will receive a notice that is substantially consistent with the sample notice attached as **Exhibit B**.

To ensure seamless and uninterrupted service, all of the customers assigned to FirstLight Networks will continue to receive service from FirstLight Networks under the same rates, terms

³ Since FLF may continue to provide telecommunications services to other existing customers that are not assigned to FirstLight Networks, as well as future customers, FLF intends to retain its Rhode Island authorization at this time.

and conditions of service as with FLF. Future changes in the rates, terms and conditions of service to the affected customers will be undertaken in the ordinary course of business pursuant to customer contracts and the applicable federal and state requirements. The *Pro Forma* Asset Transfer will not disadvantage customers or cause confusion or disruption to customers since FLF and FirstLight Networks will market and perform its services under the “FirstLight” brand and will operate through the same customer service, technical, operational and managerial personnel.

IV. DESCRIPTION OF THE FINANCING ARRANGEMENTS

Applicants hereby notify the Commission of FirstLight Networks’ planned participation in existing, new, amended, and amended and restated financing arrangements (“Financing Arrangements”). Specifically, FirstLight Networks expects to grant a security interest in its assets and provide a guaranty for the Financing Arrangements in which FirstLight Issuer, LLC, the direct parent of FirstLight Networks, will be the borrower (or issuer, depending on the nature of the relevant debt instruments as described below).

The Financing Arrangements may include one or more of the following debt instruments: notes or debentures (including notes convertible into equity, private notes that may be exchanged for public notes, variable funding notes, liquidity funding notes); conventional credit facilities, such as revolving credit facilities and term loans; letters of credit; and bridge loans; or a combination thereof. The Financing Arrangements may be secured or unsecured facilities and may be guaranteed by affiliates of the borrower/issuer, including FirstLight Networks.

The Financing Arrangements may be used for (i) acquisitions, (ii) refinancing then-existing debt, (iii) dividends, (iv) funding capital to support growth capital needs, including those of FirstLight Networks, and (v) providing working capital to fund general corporate purposes. The rates, terms and conditions, maturity dates, and dates of borrowings or issuances will be

determined by market conditions and lenders' and/or investors' requirements at the time of each borrowing or issuance.

V. PUBLIC INTEREST CONSIDERATIONS

Applicants respectfully submit that the proposed *Pro Forma* Asset Transfer and Financing Arrangements serve the public interest. The *Pro Forma* Asset Transfer is an integral part of the Financing Arrangements that will provide support for the operations and network serving the affected customers. The *Pro Forma* Asset Transfer will result in the assignment of customers and assets between affiliated companies that will continue to provide telecommunications services to such assigned customers without interruption. FirstLight Networks will provide services at the same rates and on the same terms and conditions as provided by FLF (subject to future changes in the ordinary course of business pursuant to applicable law and contract provisions). Given that Applicants share the same management team, customers will continue to benefit from that team's knowledge and experience in the Rhode Island market.

The Financing Arrangements will similarly serve the public interest in promoting competition among telecommunications carriers by providing FirstLight Networks with access to financial resources that will allow it to be an effective competitor. The Financing Arrangements are necessary and appropriate, are consistent with the performance by FirstLight Networks of its services to the public, will not impair its ability to perform such services, and will promote its corporate purposes. The Financing Arrangements will have no adverse impact on the customers of FirstLight Networks and will not disrupt service or cause customer confusion or inconvenience.

VI. CONCLUSION

For the foregoing reasons, Applicants submit that the public interest, convenience and necessity would be furthered by the *pro forma* assignment of certain assets from FLF to FirstLight Networks and FirstLight Networks' participation in the Financing Arrangements described above.

Respectfully submitted,

/s/ Paul T. Costa

Paul T. Costa (RI Bar # 10766)
MORGAN, LEWIS & BOCKIUS LLP
One Federal Street
Boston, MA 02110-1726
Tel: 617-341-7700
Fax: 617-341-7701
paul.costa@morganlewis.com

Catherine Wang
Patricia Cave
MORGAN, LEWIS & BOCKIUS LLP
1111 Pennsylvania Ave., N.W.
Washington, D.C. 20004
Tel: 202-739-3000
Fax: 202-739-3001
catherine.wang@morganlewis.com
patricia.cave@morganlewis.com

Counsel for Applicants

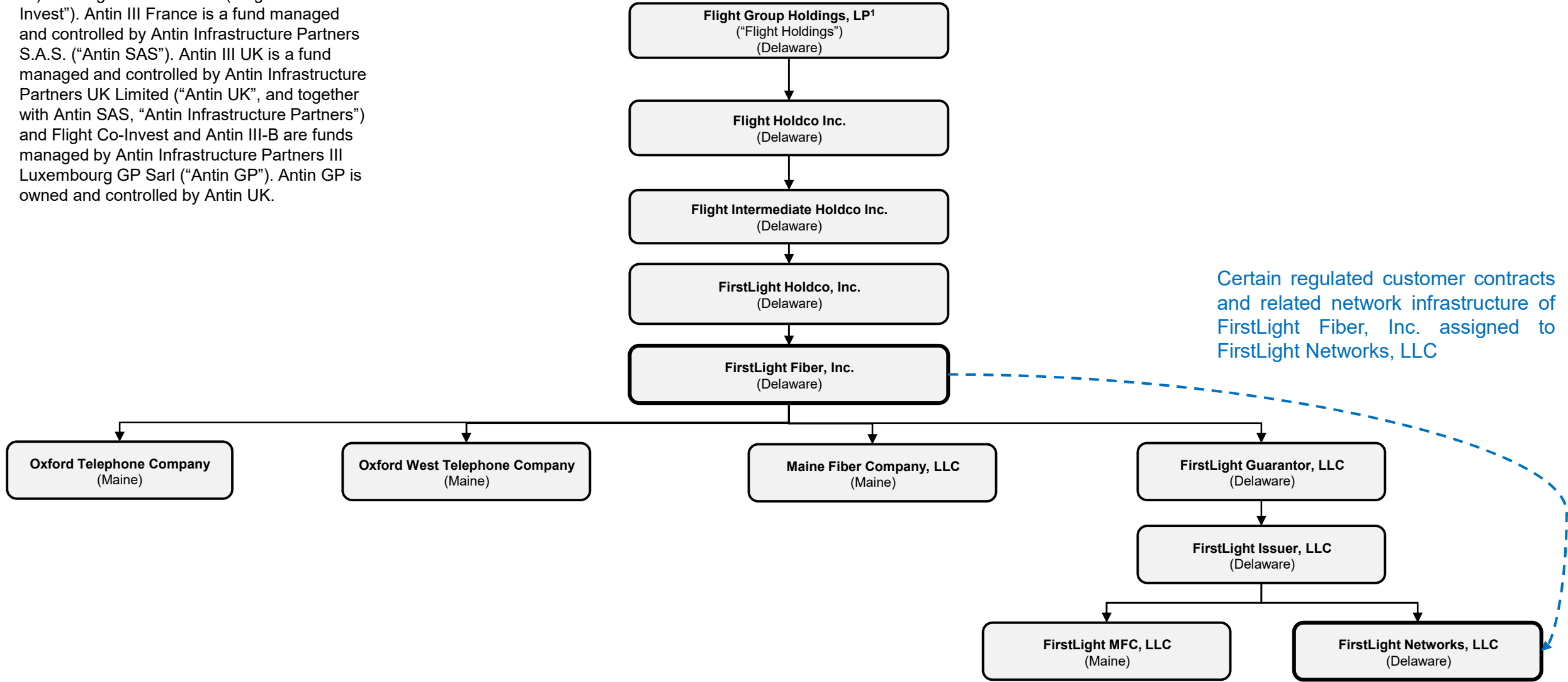
Dated: October 28, 2025

EXHIBIT A

Corporate Ownership Structures and Depiction of the *Pro Forma* Asset Transfer

¹ Flight Holdings is owned by the private equity funds: Antin Infrastructure Partners III FPCI (“Antin III France”), Antin Infrastructure Partners III LP (“Antin III UK”), Antin Infrastructure Partners III-B SCSp (“Antin III-B”) and Flight Co-Invest LP (“Flight Co-Invest”). Antin III France is a fund managed and controlled by Antin Infrastructure Partners S.A.S. (“Antin SAS”). Antin III UK is a fund managed and controlled by Antin Infrastructure Partners UK Limited (“Antin UK”, and together with Antin SAS, “Antin Infrastructure Partners”) and Flight Co-Invest and Antin III-B are funds managed by Antin Infrastructure Partners III Luxembourg GP Sarl (“Antin GP”). Antin GP is owned and controlled by Antin UK.

Current Ownership and Depiction of the *Pro Forma* Asset Transfer



All ownership percentages are 100%.

EXHIBIT B

Sample Customer Notice

Sample Customer Notice

As a valued FirstLight Fiber, Inc. (“FirstLight Fiber”) customer, we want to thank you for your business. On or about [DATE], 2026, subject to receipt of any necessary regulatory approvals (the “Transfer Date”), FirstLight Fiber will be transferring your service to its subsidiary, FirstLight Networks, LLC (“FirstLight Networks”).

Your services and the associated pricing and terms and conditions of service will not change. Any future changes to the rates and terms and conditions of your services will be made in accordance with your contract and applicable law. There is no charge associated with this change and any preferred carrier freeze you have will remain in place. We will continue to resolve any issues you may have with your account or service using the same customer service number, which is 888-832-4976.

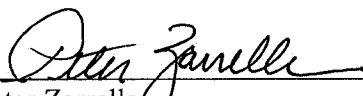
Until the transfer is complete, you will continue to be responsible for paying your bills to FirstLight Fiber, as you have done in the past. After the transfer has been completed, you will be responsible for paying your bills to FirstLight Networks. Prior to the Transfer Date, FirstLight Fiber will provide you with new bill payment instructions, which may require a change to the address and/or bank account that you send your service payments to. If you obtain multiple services from FirstLight Fiber, some services may be retained by FirstLight Fiber depending on which services you receive and where you receive them. In those situations, we will also provide further information.

We recognize that you have a choice in communications and infrastructure services provider and believe that this change will enhance our ability to serve you. We look forward to continuing to provide you with the superior service you are accustomed to receiving and to the opportunity to provide you additional services.

VERIFICATION

STATE OF NEW HAMPSHIRE §
 §
COUNTY OF ROCKINGHAM §

I, Peter Zarrella, state that I am Chief Financial Officer of FirstLight Fiber, Inc. and FirstLight Networks, LLC (together, the “Company”); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications therein with respect to the Company are true and correct to the best of my knowledge, information, and belief.



Peter Zarrella
Chief Financial Officer
FirstLight Fiber, Inc.
FirstLight Networks, LLC

Sworn and subscribed before me this 22nd day of October 2025.



Notary Public

My commission expires February 26, 2030

DOUGLAS A. VAN WINKLE
Notary Public - New Hampshire
My Commission Expires
February 26, 2030

