



**STATE OF NEW JERSEY**  
**Board of Public Utilities**  
44 South Clinton Avenue, 9<sup>th</sup> 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 NEXTG NETWORKS OF NY, INC., NEXTG )  
NETWORKS INC. AND CROWN CASTLE SOLUTIONS )  
CORP. FOR APPROVAL OF A TRANSFER OF )  
INDIRECT CONTROL OF AN AUTHORIZED )  
TELECOMMUNICATIONS PROVIDER )

ORDER

DOCKET NO. TM12010033

Parties of Record:

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

BY THE BOARD:

On January 9, 2012, NextG Networks of NY, Inc. d/b/a NextG Networks East ("NextG-NY"), NextG Networks, Inc. ("NextG Networks"), and Crown Castle Solutions Corp. ("Solutions") (collectively, "Petitioners"), by their counsel and pursuant to N.J.S.A. 48:2-51.1, filed a verified Petition with the New Jersey Board of Public Utilities ("Board") requesting authority from the Board to consummate a transaction that will result in the transfer of control of NextG-NY to Solutions and ultimately to Crown Castle International Corp. ("CCI"), the ultimate parent of Solutions. Following the transfer, NextG-NY will continue to offer services at the same terms, rates and conditions on which it currently offers such services in the state.

**BACKGROUND**

NextG-NY is a Delaware corporation and a wholly owned subsidiary of NextG Networks a Delaware corporation. Both NextG-NY and NextG Networks have a principal business located in Waltham, Massachusetts. Investment funds affiliated with Madison Dearborn Partners, LLC ("Madison Dearborn") collectively hold 63.3 percent of the ownership interests in NextG Networks and thus in NextG-NY. Previously, the Board approved the ownership of NextG-NY by Dearborn entities. See Order, In the Matter of the Indirect Transfer of Control of NextG

Networks of New York Inc. d/b/a NextG Networks East, Docket No. TM09050426, dated July, 29, 2009. Through its operating subsidiaries, including NextG-NY, NextG-Networks designs, builds, owns, operates, and manages Distributed Antenna System (“DAS”) networks. A DAS is a network of antennas and repeaters connected by fiber to a communications hub designed to facilitate wireless communications services for multiple operators. The petition states that NextG-Networks has over 7,000 nodes on-air and approximately 1,500 nodes under construction. NextG Networks also owns or possesses the rights to utilize over 4,600 miles of fiber. In New Jersey, NextG-NY was authorized to provide local exchange and interexchange telecommunications services. See Order, I/M/O the Verified Petition of NextG Networks of NY, Inc. d/b/a NextG Networks East for Authority to Provide Local Exchange and Interexchange Telecommunications Services throughout the State of New Jersey, Docket No. TE04111434, dated February 1, 2005. NextG-NY is also authorized to provide intrastate telecommunications services in Connecticut, Delaware, Florida, Georgia, Indiana, Massachusetts, New York, North Carolina, Ohio, Pennsylvania, Rhode Island, and South Carolina. Currently, NextG Networks and its subsidiaries do not have any employees in New Jersey

Solutions is a Delaware corporation and a wholly owned subsidiary of CCI, a publicly traded Delaware corporation. Solutions and CCI both have principal offices located in Houston, Texas. According to the petition, CCI, through its indirect subsidiaries, owns, operates and leases towers and other infrastructure for wireless carriers, offering wireless coverage to 92 U.S. markets. CCI, through its subsidiaries, also owns, operates and manages over 22,300 tower and rooftop sites throughout the United States. Wholly owned subsidiaries of CCI hold authorization to provide intrastate telecommunications services in 23 states and the District of Columbia. In New Jersey, a wholly owned direct subsidiary of Solutions, NJ-CLEC LLC, is authorized to provide local and interexchange telecommunications. See Order, In the Matter of the Petition of NJ-CLEC LLC for Authority to Provide Local Exchange and InterExchange Telecommunications Services Throughout the State of New Jersey, Docket No. TE05040341 dated June 8, 2005.

By letter dated February 29, 2012 the Division of Rate Counsel advised that it does not object to Board approval of the petition.

## **DISCUSSION**

According to the petition, pursuant to the terms of an Agreement and Plan of Merger (“Agreement”) dated December 15, 2011, by and among CCI, Merger Sub, NextG Networks, and Madison Dearborn Capital Partners V-A, L.P. (as representative of the equity holders of NextG Networks), Merger Sub will merge with and into NextG Networks. NextG Networks will continue as the surviving corporation and thus NextG Networks will become a wholly owned direct subsidiary of Solutions and its operating subsidiaries, including NextG-NY, will become wholly owned indirect subsidiaries of CCI.

Petitioners state that NextG-NY will continue to operate pursuant to its existing authorizations and customers will continue to receive their existing services at the same rates, terms and conditions that they have prior to the transaction and, therefore, the transaction will be seamless and transparent to customers.

Petitioners assert that the transaction described herein will serve the public interest. The financial, technical, and managerial resources that Solutions and CCI will bring to NextG-NY will enhance NextG-NY's ability to compete in the telecommunications and information marketplace and to provide cost-effective alternatives.

In evaluating this petition, the Board must be satisfied that positive benefits will flow to customers and the State of New Jersey and, at a minimum, that there are no adverse impacts on any of the criteria delineated in N.J.S.A. 48:2-51.1; N.J.A.C. 14:1-5.14(c).

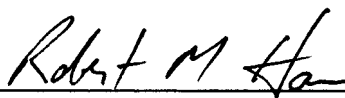
**FINDINGS AND CONCLUSIONS**


After a thorough review of the petition and all related documents, the Board concludes that there will be no negative impact on rates or service quality since NextG-NY's New Jersey customers will continue to receive the same services from the same entities at the same rates and under the same terms and conditions; nor will there be a negative impact on employees, since NextG-NY does not have any employees in New Jersey. Moreover, the Board is satisfied that positive benefits will flow to customers based on the record presented by Petitioners as the transaction will strengthen NextG-NY's competitive posture in the telecommunications market due to its access to additional resources.

The Board HEREBY ORDERS that Petitioners shall notify the Board of the closing of the proposed transaction within ten (10) days of consummation of the transfer. The Board FURTHER ORDERS that this approval will expire if the transaction is not fully consummated on or before March 31, 2013.

DATED: 3/12/2012

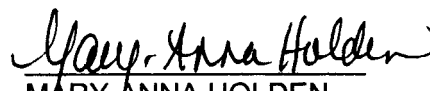
BOARD OF PUBLIC UTILITIES  
BY:

  
ROBERT M. HANNA  
PRESIDENT

  
JEANNE M. FOX  
COMMISSIONER

  
JOSEPH L. FIORDALISO  
COMMISSIONER

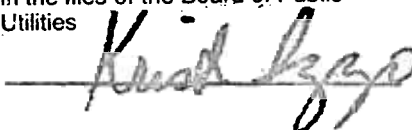
  
NICHOLAS ASSELTA  
COMMISSIONER

  
MARY-ANNA HOLDEN  
COMMISSIONER

ATTEST

  
KRISTI IZZO  
SECRETARY

I HEREBY CERTIFY that the within document is a true copy of the original in the files of the Board of Public Utilities



I/M/O THE VERIFIED JOINT PETITION OF NEXTG NETWORKS OF NY, INC., NEXTG NETWORKS INC. AND CROWN CASTLE SOLUTIONS CORP. FOR APPROVAL OF A TRANSFER OF INDIRECT CONTROL OF AN AUTHORIZED TELECOMMUNICATIONS PROVIDER

DOCKET NO. TM12010033

SERVICE LIST

James H. Laskey  
Norris McLaughlin & Marcus, P.A.  
721 Route 202-206, Suite 200  
Bridgewater, NJ 08807  
[ilaskey@nmmlaw.com](mailto:ilaskey@nmmlaw.com)

Henry T. Kelly  
Joan M. Griffin  
Winafred Brantl  
Kelley Drye & Warren LLP  
3050 K Street NW, Suite 400  
Washington, DC 20007-5108  
[wbrantl@kelleydrye.com](mailto:wbrantl@kelleydrye.com)

Jean L. Kiddoo  
Brett P. Ferencha  
Bingham McCutchen LLP  
2020 K Street, N.W.  
Washington, DC 20006  
[jean.kiddoo@bingham.com](mailto:jean.kiddoo@bingham.com)  
[brett.ferenchak@bingham.com](mailto:brett.ferenchak@bingham.com)

Monica Gambino  
VP Legal  
Crown Castle  
2000 Corporate Drive  
Canonsburg, PA 15317  
[monica.gambino@crowncastle.com](mailto:monica.gambino@crowncastle.com)

H. Anthony Lehv  
General Counsel and Secretary  
NextG Networks, Inc.  
52 Second Avenue, Suite 2200  
Waltham, MA 02451  
[alehv@nextgnetworks.net](mailto:alehv@nextgnetworks.net)

Stefanie A. Brand  
Director, Division of Rate Counsel  
31 Clinton Street, 11<sup>th</sup> Floor  
P.O. Box 46005  
Newark, NJ 07101  
[sbrand@rpa.state.nj.us](mailto:sbrand@rpa.state.nj.us)

James F. Murphy  
Rocco Della Serra  
Board of Public Utilities  
Division of Telecommunications  
44 South Clinton Street, 9th Floor  
Trenton, New Jersey 08625  
[james.murphy@bpu.state.nj.us](mailto:james.murphy@bpu.state.nj.us)  
[rocco.della-serra@bpu.state.nj.us](mailto:rocco.della-serra@bpu.state.nj.us)

Alex Moreau  
Department of Law & Public Safety  
Division of Law  
124 Halsey Street – 5<sup>th</sup> Floor  
P.O. Box 45029  
Newark, New Jersey 07101  
[alex.moreau@dol.lps.state.nj.us](mailto:alex.moreau@dol.lps.state.nj.us)