



Agenda Date: 10/8/25
Agenda Item: IVA

STATE OF NEW JERSEY
Board of Public Utilities
44 South Clinton Avenue, 1st Floor
Post Office Box 350
Trenton, New Jersey 08625-0350
www.nj.gov/bpu/

TELECOMMUNICATIONS

IN THE MATTER OF THE VERIFIED PETITION OF	)	ORDER
MANHATTAN TELECOMMUNICATIONS	)	
CORPORATION OF NEW JERSEY LLC FOR	)	
APPROVAL TO PARTICIPATE IN CERTAIN FINANCING	)	
ARRANGEMENTS	)	DOCKET NO. TF24090720

Parties of Record:

Brian O. Lipman, Esq., Director, New Jersey Division of Rate Counsel
Amy Blumenthal, Esq., Kutak Rock LLP, on behalf of Manhattan Telecommunications Corporation of New Jersey LLC

BY THE BOARD:

On September 14, 2024, Manhattan Telecommunications Corporation of New Jersey LLC ("Manhattan Telecommunications" or "Petitioner"), filed a petition with the New Jersey Board of Public Utilities ("Board") requesting approval pursuant to N.J.S.A. 48:3-7 and N.J.S.A. 48:3-9, to the extent necessary, to participate in a financing transaction whereby Petitioner would guarantee debt in an amount of up to approximately \$250.0 million in total senior secured credit facilities comprised of \$125.0 million in a revolving credit facility (with the ability to increase by up to an additional \$100.0 million to \$225.0 million) and \$25.0 million in term loans ("Proposed Transaction") ("Petition").

BACKGROUND

Manhattan Telecommunications is a privately held Delaware limited liability company whose principal business is telecommunications. Manhattan Telecommunications is a wholly owned subsidiary of Manhattan Telecommunications Corporation LLC and indirect subsidiary of Metropolitan Telecommunications Holding Company LLC ("MetTel Holding"), a privately held Delaware holding company.

MetTel Holding, through its subsidiaries, provides voice and data solutions as well as telecommunications consulting services to businesses nationwide. MetTel Holding's service offerings cover traditional voice services, Multi-Protocol Label Switching networks, and Voice over Internet Protocol technologies. In New Jersey, Manhattan Telecommunications is authorized to provide local exchange telecommunications services pursuant to a Certificate of Public Convenience and Necessity granted by the Board ("NJ CPCN").¹

In addition to the services provided by Manhattan Telecommunications to New Jersey consumers, Manhattan Telecommunications' affiliates are authorized by the various state public service commissions to provide facilities-based and resold interexchange telecommunications services, and competitive local exchange services in forty-nine (49) other states, the District of Columbia, Puerto Rico, and Canada, pursuant to certification, registration or tariff requirements, or on a deregulated basis.

By the Petition, Manhattan Telecommunications indicated that details on Petitioner's legal, technical, financial, and managerial qualifications to provide telecommunications service to consumers in New Jersey is contained in its initial application for the NJ CPCN and incorporated such information by reference.

Petitioner requested Board approval for MetTel Holding, and certain of its direct and indirect subsidiaries, including Manhattan Telecommunications, to enter into an amended and restated security agreement ("Agreement") with JPMorgan Chase Bank, N.A. ("JP Morgan"). JP Morgan will serve as the Administrative Agent under the Agreement for a series of lenders. Pursuant to the Agreement, MetTel Holding will receive up to \$250.0 million in total senior secured credit facilities comprised of \$125.0 million in a revolving credit facility (with the ability to increase by up to an additional \$100.0 million to \$225.0 million) and \$25.0 million in term loans. These new loan limits are an increase to an existing security agreement previously approved by the Board.² The obligations of the revolving credit facility and the additional term loan capacity will be secured by a security interest in all of the assets of MetTel Holding and certain of its subsidiaries, including Petitioner.

As a borrower under the Agreement, Manhattan Telecommunications will be jointly and severally liable for the full amount of the proceeds of the credit facility and term loan. According to the Petition, following Board approval, Manhattan Telecommunications' assets, including the NJ CPCN, will be collateralized to secure the debt. The proceeds of the credit facility will be used for general corporate purposes, dividends and acquisitions, repayment of maturing debt, and the purchase of fixed assets.

Petitioner asserted that the Agreement is intended to sustain Manhattan Telecommunications' provisioning of competitive services and to enable Manhattan Telecommunications and its owners to improve the operational and cost efficiencies of its business. Petitioner further stated that the transaction will directly benefit New Jersey consumers by facilitating the continued provision of innovative, high-quality telecommunications services to the public, thereby promoting competition in the New Jersey telecommunications market.

¹ In re the Verified Petition of Manhattan Telecommunications Corporation of New Jersey for Authority to Provide Local Exchange Telecommunications Services Throughout New Jersey, BPU Docket No. TE99120922, Order dated June 22, 2000.

² In re the Verified Petition of Manhattan Telecommunications Corporation of New Jersey for Approval to Participate in Certain Financing Arrangements, BPU Docket No. TF19091206, Order dated December 16, 2019.

Petitioner asserted that approval of the Proposed Transaction will serve the public interest. According to the Manhattan Telecommunications, the Proposed Transaction provides Manhattan Telecommunications with the opportunity to strengthen its competitive position by providing additional working capital and the ability to finance acquisitions to enhance the company's services. Petitioner further stated that the financing arrangements are necessary and appropriate, will not impair Manhattan Telecommunications' ability to perform such services to the public, and will promote the corporate purposes of Petitioner.

Petitioner advised that the Proposed Transaction will not involve an assignment of the NJ CPCN or a change in the day-to-day operations of the certificated company. In addition, Petitioner confirmed that there will be no change in the services offered to Manhattan Telecommunications' customers or the rates for Manhattan Telecommunications' regulated services. In other words, Petitioner confirms that the Proposed Transaction will be transparent to Manhattan Telecommunications' customers.

On August 4, 2025, the New Jersey Division of Rate Counsel ("Rate Counsel") submitted comments on the Petition. Rate Counsel indicated it had no objection should the Board grant approval of the Petition.

DISCUSSION AND FINDINGS

After careful review of this matter and consistent with N.J.S.A. 48:3-7 and N.J.S.A. 48:3-9, the Board **FINDS** that the Proposed Transaction will have no negative impact on competition or the rates of current customers. Therefore, the Board after investigation, having considered the record and exhibits submitted in this proceeding, and approving of the purpose thereof, **FINDS** that the Proposed Transaction is in accordance with law and in the public interest, and **HEREBY AUTHORIZES** Manhattan Telecommunications to participate in the Proposed Transaction as described herein.

The Order is issued subject to the following provisions:

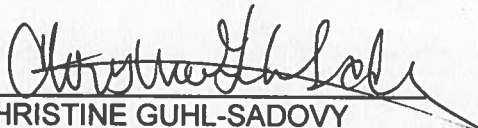
1. This Order shall not affect or in any way limit the exercise of the authority of the Board or the State of New Jersey in any future petition or in any proceeding regarding rates, costs of service, franchises, service, financing, accounting, capitalization, depreciation or any other matters affecting Petitioner.
2. Petitioner shall notify the Board, within five (5) business days, of any material changes in the proposed financing arrangements and shall provide complete details of such changes including any anticipated effects upon service in New Jersey.
3. Petitioner shall notify the Board of any material default in the terms of the proposed financing arrangements within five (5) business days of such occurrence.
4. Notwithstanding anything to the contrary in the documents executed pursuant to the financing transactions or other supporting documents ("Financing Documents"), a default or assignment under such Financing Documents shall not constitute an automatic transfer of Petitioner's assets. Board approval must be sought pursuant to N.J.S.A. 48:1-1 et seq., where applicable.
5. This Order shall not be construed as directly or indirectly fixing for any purpose whatsoever any value of tangible or intangible assets now owned or hereafter to be owned by Petitioner.

6. Beginning January 15, 2026, and every six (6) months thereafter, Manhattan Telecommunications shall submit to the Board Secretary, and provide a copy to the Chief Economist, a letter report detailing each debt issuance, term loan, and use of revolving credit opened or concluded in the prior six (6) months, along with copies of executed indentures associated with the authorization contained in this Order. The reports shall include the name of the issuing entity, issue date, amount of debt issued, the term in years, final maturity date, coupon rate, price to public, underwriters discount, net proceeds after expenses, gross proceeds before expenses, breakdown of estimated issuance costs (including, but not limited to, information such as the underwriting fees, underwriting expenses, legal fees and expenses, recordation taxes and fees, etc.) and any other material provision with respect to the terms and conditions of the new issuance.

This Order shall become effective on October 15, 2025.

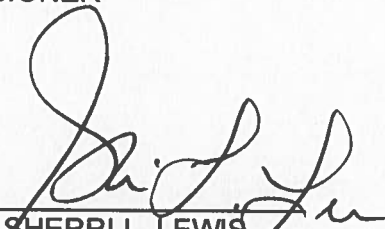
DATED: October 8, 2025

BOARD OF PUBLIC UTILITIES
BY:


CHRISTINE GUHL-SADOVY
PRESIDENT


DR. ZENON CHRISTODOULOU
COMMISSIONER


MICHAEL BANGE
COMMISSIONER

ATTEST: 
SHERRI L. LEWIS
BOARD SECRETARY

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

IN THE MATTER OF VERIFIED PETITION OF MANHATTAN TELECOMMUNICATIONS CORPORATION OF NEW
JERSEY LLC FOR APPROVAL TO PARTICIPATE IN CERTAIN FINANCING ARRANGEMENTS

DOCKET NO. TF24090720

SERVICE LIST

Board of Public Utilities

44 South Clinton Avenue, 1st Floor
P.O. Box 350
Trenton, NJ 08625

Sherri L. Lewis, Board Secretary
board.secretary@bpu.nj.gov

Stacy Peterson, Deputy Executive Director
stacy.peterson@bpu.nj.gov

Lawanda Gilbert, Director
lawanda.gilbert@bpu.nj.gov

Malike Cummings
malike.cummings@bpu.nj.gov

Kevin McKinney
kevin.mckinney@bpu.nj.gov

Ava-Marie Madeam, General Counsel
avamarie.madeam@bpu.nj.gov

Elspeth Faiman Hans, Deputy General Counsel
elspeth.hans@bpu.nj.gov

Kit Burnette, Associate Counsel
kit.burnette@bpu.nj.gov

Benjamin Witherell, Ph.D., Chief Economist
benjamin.witherell@bpu.nj.gov

Christine Lin
christine.lin@bpu.nj.gov

Farhana Rahman
farhana.rahman@bpu.nj.gov

Division of Rate Counsel

140 East Front Street, 4th Floor
P.O. Box 003
Trenton, NJ 08625-0003

Brian O. Lipman, Esq., Director
blipman@rpa.nj.gov

Emily Lam, Esq.
elam@rpa.nj.gov

Robert Glover, Esq.
rglover@rpa.nj.gov

Division of Law

R.J. Hughes Justice Complex
25 Market Street
P.O. Box 112
Trenton, NJ 08625

Pamela Owen, DAG, Assistant Section Chief
pamela.owen@law.njoag.gov

Steven A. Chaplar, DAG
steven.chaplar@law.njoag.gov

Jack Ventura, DAG
jack.ventura@law.njoag.gov

Petitioners

Amy Blumenthal
Kutak Rock LLP
Two Logan Square
100 N. 18th Street, Suite 1920
Philadelphia, PA 19103-4104
amy.blumenthal@kutakrock.com

Joseph Farano
General Counsel
MetTel
BellWorks
101 Crawford's Corner Road, Suite 1405
Holmdel, NJ 07733
jfarano@mettel.net

Michael P. Donahue
Marashlian & Donahue, PLLC
1430 Spring Hill Road, Suite 310
McLean, VA 22102
mpd@commlawgroup.com