

BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH

In the Matter of: The Joint)
Application of NextG Networks of)
California, Inc., NextG)
Networks, Inc., and Crown Castle)
Solutions Corp. for the Transfer)
of Indirect Control of NextG)
Networks of California to Crown)
Castle Solutions)

Docket No:
12-2445-01

TRANSCRIPT OF HEARING PROCEEDINGS

TAKEN AT: Public Service Commission
 160 East 300 South
 Salt Lake City, Utah

DATE: February 15, 2012

TIME: 9:02 a.m.

REPORTED BY: Kelly L. Wilburn, CSR, RPR

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APPEARANCES

Presiding:

MELANIE A. REIF, Administrative Law Judge

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For the Applicants (by telephone):

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WITNESSES

For the Division

RON SLUSHER

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Direct by Ms. Jex

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1 FEBRUARY 15, 2012 9:02 A.M.

2 P R O C E E D I N G S

3 THE COURT: We'll start with appearances with
4 you, Mr. Ferenchak.

5 MR. FERENCHAK: Thank you, your Honor. My
6 name is Brett, B-r-e-t-t, Ferenchak, F, as in "Frank,"
7 e-r-e-n-c-h-a-k. And I'm with Bingham McCutchen, LLP.
8 And we're here on behalf of the Applicants.

9 THE COURT: Is there anyone else on the line
10 that wishes to make an appearance?

11 MS. GAMBINO: Hi, this is Monica Gambino,
12 it's G-a-m-b-i-n-o. I'm the vice president of legal
13 for Crown Castle.

14 MS. SCHMID: And I am Patricia E. Schmid with
15 the Attorney General's Office, who is being primarily
16 represented by Ms. Amanda Jex and Mr. Tom Roberts, who
17 I believe are in the room.

18 THE COURT: Thank you Ms. Schmid.

19 Okay, thank you.

20 MR. FERENCHAK: Your Honor, I think we were
21 expecting a representative from NextG Networks, but
22 perhaps they got held up. I think we can probably go
23 ahead without them. But I will also need to make a
24 formal motion for admission *pro hac vice*.

25 THE COURT: Yes, I appreciate that. Am I

1 speaking with Mr. Ferenchak?

2 MR. FERENCHAK: Yes, uh-huh.

3 THE COURT: Okay, very good. Yes, thank you
4 very much for addressing that. We cut off the time
5 right at 9:00, so if by chance the gentleman that you
6 mentioned called after that he wouldn't be allowed to
7 get in. All of the calls were held, so he -- as far
8 as I know, he's not on the line.

9 So we will proceed. And thank you very much
10 for addressing the *pro hac* motion. Your motion is
11 granted.

12 And this is the date and time for the hearing
13 in Docket 12-2445-01. This is concerning NextG's
14 application for transfer of indirect control.

15 And Mr. Ferenchak, would you like to proceed?
16 Mr. Ferenchak, can you hear me?

17 MR. FERENCHAK: Oh, I'm sorry. It was a
18 little bit hard.

19 THE COURT: I just did an introduction of the
20 hearing and the docket that we're addressing. And I
21 was gonna give you an opportunity to say whatever
22 you'd like, and then we'll let the Division speak, and
23 probably wrap up things from there.

24 MR. FERENCHAK: Okay. Thank you, your Honor.
25 I do have one question for Ms. Gambino.

1 I guess first of all the application, has the
2 application been taken -- has administrative notice
3 been taken of the application, your Honor?

4 THE COURT: Yes. Let me, let me do that.
5 The Commission takes administrative notice of the
6 application filed January 11, 2012. We also take
7 administrative notice of the memo from the Division
8 dated January 23, 2012, recommending approval of the
9 application.

10 MR. FERENCHAK: Thank you, your Honor.

11 I have one question for Ms. Gambino, and that
12 is if there's any changes or corrections that need to
13 be made to the joint application or whether you
14 proffer it as filed?

15 MS. GAMBINO: We have one correction to make
16 on page 4 of the application. Specifically we
17 inadvertently indicated that Solutions' subsidiaries
18 hold authority in Missouri, therefore the number of
19 states where Solutions' subsidiaries have intrastate
20 authority is 22. Otherwise the application is
21 accurate as filed.

22 THE COURT: Okay, thank you very much. Your
23 corrections are noted.

24 MR. FERENCHAK: I have nothing else, your
25 Honor.

1 THE COURT: Okay, thank you Mr. Ferenchak.
2 Ms. Jackson (sic), would you like to proceed?

3 MS. JEX: I have here with me Ron Slusher
4 from the Division.

5 Mr. Slusher, could you please state your full
6 name, your address, and your position with the
7 Division?

8 THE COURT: Ms. Jackson, do you -- are you
9 wishing to have Mr. Slusher testify?

10 MS. JEX: Yes.

11 THE COURT: Okay. Let's go ahead and have
12 him sworn in.

13 MS. JEX: Oh, that's right.

14 (Mr. Slusher was duly sworn.)

15 THE COURT: Thank you. Please proceed.

16 RON SLUSHER,

17 called as a witness, having been duly sworn,
18 was examined and testified as follows:

19 DIRECT EXAMINATION

20 BY MS. JEX:

21 Q. Mr. Slusher, could you please state your full
22 name, your address, and your position with the
23 Division?

24 A. My name is Ron Slusher, S-l-u-s-h-e-r.
25 Address 160 East 300 South, Salt Lake City, Utah. My

1 position is utility technical consultant.

2 Q. And did you assist in the preparation of a
3 memorandum filed with the Public Service Commission of
4 Utah January 23rd of 2012 with regards to these
5 applications: The joint application of NextG Networks
6 of California and Crown Castle Solutions for approval
7 of a transfer of indirect control of an authorized
8 telecommunications provider?

9 A. I did.

10 Q. Do you have any changes or corrections to
11 that memorandum?

12 A. I do not.

13 Q. I believe you have a brief summary of that
14 memorandum. Could you please proceed?

15 A. The Division reviewed the joint application
16 between NextG Networks of California and NextG
17 Networks, Inc. and Crown Castle Solutions Corp. and
18 believe the transfer of control to be in the public
19 interest. As a result of the acquisition the Company
20 should be in a better position to provide expanded and
21 advanced telecommunications services in Utah. That's
22 it.

23 Q. Anything else?

24 A. No, that's it.

25 MS. JEX: All right, thank you. That's all

1 we have.

2 THE COURT: Thank you Ms. Jackson. Thank you
3 Mr. Slusher.

4 Is there anything else that anyone wishes to
5 address while we are on the record today? And
6 specifically is there any objection to the pending
7 application?

8 Hearing no objection, pursuant to
9 Rule 746-349-7, Subsection 3:

10 "If no objection to the proposed
11 transaction is submitted in any filed
12 comments or reply comments, the
13 Commission will presume that the
14 approval of the transaction is in the
15 public interest and use the information
16 contained in the application and
17 accompanying documents as evidence to
18 support a Commission order."

19 Thank you all for being here today and for
20 participating. Are there any questions? Okay.

21 MR. FERENCHAK: No, your Honor. Thank you
22 very much.

23 THE COURT: Thank you. This hearing is
24 adjourned.

25 (The hearing was concluded at 9:09 a.m.)

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