

BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH

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IN THE MATTER OF THE JOINT	)	Docket Nos.
APPLICATION OF	)	16-2515-01 and
COMMUNICATIONS	)	16-2546-01
INFRASTRUCTURE	)	
INVESTMENTS, LLC; ONVOY,	)	Hearing
LLC; BROADVOX-CLEC, LLC;	)	
and GTCR ONVOY HOLDINGS,	)	
LLC for APPROVAL OF	)	
TRANSFER OF CONTROL	)	

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February 25, 2016  
9:01 a.m.

Hearing Officer: Jennie T. Jonsson

Location: Public Service Commission  
160 East 300 South, Room 451  
Salt Lake City, Utah 84111

Job Number: 288381  
Reporter: Teri Hansen Cronenwett  
Certified Realtime Reporter, Registered Merit Reporter

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A P P E A R A N C E S

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1 February 25, 2016

9:01 a.m.

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

3 JUDGE JONSSON: All right. Let's go ahead and  
4 go on the record. Today is Thursday, February 25th,  
5 2016, nine o'clock in the morning. This is the date and  
6 time set for the hearing In the Matter of the Joint  
7 Application for Approval of Transfer of Control. The  
8 Joint Applicants are Communications Infrastructure  
9 Investments, LLC; Onvoy, LLC, Broadvox-CLEC, LLC; and  
10 GTCR Onvoy Holdings, LLC. The docket numbers are  
11 16-2515-01 and 16-2546-01.

12 Let's put appearances on the record. For the  
13 applicants.

14 MR. EVANS: I am William Evans of Parsons  
15 Behle and Latimer. Beside me is Ruth Hackford-Peer, my  
16 associate, and on the phone is our witness for Onvoy,  
17 the Onvoy entities, Mary Buley.

18 JUDGE JONSSON: For the division.

19 MR. JETTER: Good morning. I am Justin Jetter  
20 with the Utah Attorney General's Office, and I represent  
21 the Utah Division of Public Utilities. And with me at  
22 counsel table is Ron Slusher, utility technical  
23 consultant for the Utah Division of Public Utilities.

24 JUDGE JONSSON: Very good. Would it be useful  
25 to go ahead and mark the exhibits that we've got so far

1 and get those on the record? Would you like to do that  
2 first?

3 MR. EVANS: Sure, yes.

4 JUDGE JONSSON: Okay. We've had prefiled a  
5 memo from the division and several exhibits from the  
6 applicants. Do you want the memo in evidence?

7 MR. JETTER: Yes. We'd like that in evidence,  
8 your Honor.

9 JUDGE JONSSON: Okay. And then do you want  
10 to -- Mr. Evans, do you want to go through the  
11 Supplemental Exhibits 1 through 5 and describe those  
12 briefly.

13 MR. EVANS: Yes. Maybe what we should do is  
14 let our witness describe what those are.

15 JUDGE JONSSON: Sure.

16 MR. EVANS: And then we can move to have those  
17 received at the end of her testimony. Does that work  
18 for you?

19 JUDGE JONSSON: That's fine. Do you want to  
20 call your witness then?

21 MR. EVANS: Sure. Shall we just jump in?

22 JUDGE JONSSON: Yeah, let's just do it.

23 MR. EVANS: Okay.

24 JUDGE JONSSON: And this is Mary Buley.

25 MR. EVANS: This is Mary Buley for the Onvoy

1 entities.

2 JUDGE JONSSON: And Ms. Buley, do you swear to  
3 tell the truth here today?

4 THE WITNESS: I do.

5 JUDGE JONSSON: Very good. Go ahead.

6 MR. EVANS: Thank you.

7 MARY BULEY,

8 called as a witness at the instance of the Joint  
9 Applicants, having been first duly sworn, was examined  
10 and testified as follows:

11 EXAMINATION

12 BY MR. EVANS:

13 Q. Good morning, Ms. Buley. Can you hear me  
14 okay?

15 A. Yes, I can.

16 Q. Okay.

17 COURT REPORTER: We can't hear her.

18 JUDGE JONSSON: Ms. Buley, give us a testing,  
19 testing one, two, three.

20 THE WITNESS: Testing, testing, one, two,  
21 three.

22 JUDGE JONSSON: Is that better? Okay. All  
23 right. Very good.

24 Q. (By Mr. Evans) Okay. For the record, would  
25 you please state your name and your business address and

1     **your position at Onvoy?**

2           A.     I am Mary Buley, senior regulatory manager at  
3     Onvoy. My office address is 103006 Avenue North,  
4     Plymouth, Minnesota, 55441.

5           **Q.     And how long have you held that position at**  
6     **Onvoy?**

7           A.     I have been the regulatory manager at Onvoy  
8     since 2003. Previously I was employed with the  
9     Minnesota Department of Administration where I was a  
10    buyer of telecommunication services for Minnesota state  
11    agencies. And before that, I was a telecom analyst and  
12    expert witness for the Minnesota Department of Public  
13    Service, which is -- was the regulatory arm of the  
14    Minnesota PUC. And I testified in natural gas and in  
15    telecommunications cases.

16          **Q.     Have you reviewed the joint application filed**  
17    **by Communications Infrastructure Investments, LLC,**  
18    **Onvoy, LLC, Broadvox-CLEC, LLC, that's been filed in**  
19    **Utah?**

20          A.     Yes.

21          **Q.     And do you have personal knowledge of the**  
22    **matters set out in the application?**

23          A.     Yes.

24          **Q.     You are not the officer that signed the**  
25    **verification on the application though, are you?**

1           A.    No.  The verification for Onvoy was submitted  
2    by Scott Sawyer, the general counsel of Onvoy, and its  
3    subsidiaries, including Broadvox-CLEC, LLC, but I am  
4    fully informed of the details of this transaction and  
5    the facts contained in the application.

6           **Q.    So for the purposes of your testimony here**  
7    **today, do you adopt the statements in the application as**  
8    **your own?**

9           A.    Yes.

10          **Q.    Are there any changes or corrections that**  
11    **should be made to the joint application?**

12          A.    I have no corrections or changes at this time,  
13    but we have updated the application with five  
14    supplemental exhibits that were submitted to the  
15    commission.

16          **Q.    Okay.  We'll go over those in a minute.  Is**  
17    **Onvoy asking the commission to approve this transaction**  
18    **pursuant to commission rule 746-349-7?**

19          A.    Yes.

20          **Q.    And is Onvoy or Broadvox CLEC, either one of**  
21    **them, serving as an incumbent local exchange carrier**  
22    **here in Utah?**

23          A.    No, they are not.

24          **Q.    Are the joint applicants required to file for**  
25    **domestic and international Section 214 authority with**

1 the Federal Communications Commission for this  
2 transaction?

3 A. Yes.

4 Q. Has that been done?

5 A. Yes. That has been done.

6 Q. Okay. Do you -- do you have in front of you  
7 Supplemental Exhibit No. 1 as it was submitted to the  
8 Utah Commission?

9 A. I do.

10 Q. Can you tell us what this is, please.

11 A. This is the joint application for Section 214  
12 authority for this change. It was filed with the FCC on  
13 January 19th, 2016.

14 Q. And is this for domestic or international  
15 authority?

16 A. Supplemental Exhibit 1 is the application that  
17 covers both domestic and international authority.

18 Q. And do you have in front of you the document  
19 that was submitted to the Utah Commission as  
20 Supplemental Exhibit No. 2?

21 A. Yes.

22 Q. And can you tell us what this is, please.

23 A. This is a FCC's public notice accepting the  
24 domestic 214 application for streamlined treatment, and  
25 it was issued by the FCC on February 5th, 2016.



1 Q. Do you have Supplemental Exhibit 3 before you?

2 A. I do.

3 Q. Can you tell us what that is, please.

4 A. This is the FCC's public notice accepting the  
5 International Section 214 application for streamlined  
6 treatment which was issued on February 12, 2016.

7 Q. Do any state commissions other than Utah  
8 require the joint application -- joint applicants,  
9 rather, to obtain approval before closing this  
10 transaction?

11 A. Yes. Approval is required in these states:  
12 California, Colorado, Delaware, the District of  
13 Columbia, Georgia, Hawaii, Indiana, Louisiana, Maryland,  
14 Minnesota, Mississippi, Nebraska, New Jersey, New York,  
15 Ohio, Pennsylvania, Texas, Virginia and West Virginia.

16 Q. Do you have a copy of Exhibit B to the Utah  
17 application?

18 A. Yes.

19 Q. Can you tell us what that is, please.

20 A. This is the application that was filed in New  
21 York for approval of this transaction.

22 Q. And is -- is that similar to the applications  
23 that you filed in other states?

24 A. Yes.

25 Q. And have, have the applicants filed for

1 **approval in all of the states that require it?**

2 A. Yes.

3 **Q. And were those -- and have you received**  
4 **approvals from any of those states?**

5 A. Yes. Delaware and Georgia have determined  
6 that no additional commission action is required, which  
7 is essentially a grant of approval.

8 Maryland, the Maryland PSC, noted that the  
9 transaction -- and that is essentially a grant of  
10 approval. Ohio automatically approved the transaction  
11 by operation of law on February 21st, 2016. Minnesota  
12 PUC also approved the transaction on February 22nd,  
13 2016.

14 We are awaiting responses to our applications  
15 in all other states.

16 **Q. Do you have any other updates or information**  
17 **from those other states as to the progress of those**  
18 **transac -- or those applications?**

19 A. Yes. I do. The Colorado commission  
20 considered the transaction at its meeting on February  
21 18th, 2016, and issued its order approving the  
22 transaction on February 23rd, 2016.

23 **Q. Thank you. Can -- can you identify what has**  
24 **been submitted to the Utah Commission as Supplemental**  
25 **Exhibit No. 4?**

1           A.     Supplement Exhibit No. 4 is the Public Service  
2 Commission memorandum from the State of Delaware dated  
3 January 27, 2016, noting that the Delaware Commission  
4 does not need to act for this transaction.

5           **Q.     And finally, Supplemental Exhibit 5?**

6           A.     This is the letter of acknowledgement from the  
7 Georgia Public Service Commission dated January 27th,  
8 2016, notifying us that no further commission action is  
9 required for the transfer.

10          **Q.     And are there certain states that do not**  
11 **require commission approval but that require only**  
12 **notification of the transaction?**

13          A.     Yes.  These states include Connecticut, Idaho,  
14 Kentucky, Massachusetts, Montana, Nevada, New Mexico,  
15 North Carolina, Rhode Island, South Dakota and  
16 Washington.

17          **Q.     And have the applicants provided notice in all**  
18 **of those states?**

19          A.     Yes, we have.

20          **Q.     Have you received or are you aware of any**  
21 **opposition from third parties or the public with respect**  
22 **to any state or federal application for approval of this**  
23 **transaction?**

24          A.     No, except that the Louisiana PS -- Public  
25 Service Commission staff protested the filing in that

1 state because Broadvox-CLEC had not filed certain annual  
2 reports or paid certain fees. Broadvox-CLEC has now  
3 submitted a delinquent report and fees, and the parties  
4 expect the protest to be removed and the filing to be  
5 approved in the next couple weeks.

6 **Q. Okay. Can you please offer a summary of why**  
7 **you believe this transaction is in the public interest?**

8 A. Yes. This transaction will allow Onvoy to  
9 better serve Utah customers and enhance its ability to  
10 compete in the Utah marketplace. Onvoy will continue to  
11 be managed and operated in the same way by the same  
12 personnel and will continue to provide high quality  
13 services at the same rates and on the same terms and  
14 conditions that are currently in effect.

15 At the same time, the transaction may give  
16 Onvoy access to additional financial resources through  
17 its new relationship with GTCR, which will enable it to  
18 better meet the needs of customers and compete in the  
19 telecommunications marketplace.

20 **Q. Thank you, Ms. Buley.**

21 MR. EVANS: Ms. Buley is now available for  
22 cross, and we would offer into evidence -- maybe we  
23 should do this first, subject to cross -- the joint  
24 applications -- the joint application with accompanying  
25 Exhibits A and B and Supplemental Exhibits 1 through 5.

1 JUDGE JONSSON: Any objection?

2 MR. JETTER: No objection, your Honor.

3 JUDGE JONSSON: Thank you. Any questions for  
4 Ms. Buley?

5 MR. JETTER: No questions from the division.

6 JUDGE JONSSON: I just, I was writing down  
7 states as quickly as I could, but I missed one.  
8 Maryland, Montana, Mississippi, and then I missed the  
9 next one. It was a North Carolina or North Dakota or it  
10 was an N state where there's an application on file.

11 THE WITNESS: Oh, okay. Let's see.

12 JUDGE JONSSON: Between Mississippi and New  
13 Jersey.

14 MR. EVANS: Nebraska maybe?

15 JUDGE JONSSON: Probably. And then you said  
16 that it's been approved by Ohio, Minnesota and Colorado,  
17 correct, already?

18 THE WITNESS: Ohio, Colorado, Minnesota and --

19 JUDGE JONSSON: And Louisiana is expected  
20 shortly?

21 THE WITNESS: Yes. And Delaware and Georgia  
22 and Maryland.

23 JUDGE JONSSON: Oh, I missed Maryland, okay.  
24 Okay.

25 THE WITNESS: And likewise, Delaware. Oh, did

1 we say that, Delaware?

2 JUDGE JONSSON: Yeah. So Maryland has also  
3 approved it. Okay.

4 THE WITNESS: Right.

5 JUDGE JONSSON: Okay. All right. I think I  
6 am up to date. Do you have any other witnesses?

7 MR. EVANS: No.

8 JUDGE JONSSON: Mr. Jetter.

9 MR. JETTER: Thank you, your Honor. The  
10 division would like to call and have sworn in Mr. Ronald  
11 Slusher.

12 JUDGE JONSSON: Mr. Slusher, do you swear to  
13 tell the truth today?

14 THE WITNESS: I do.

15 JUDGE JONSSON: Thank you.

16 RON SLUSHER,  
17 called as a witness at the instance of the Division of  
18 Public Utilities, having been first duly sworn, was  
19 examined and testified as follows:

20 EXAMINATION

21 BY MR. JETTER:

22 **Q. Mr. Slusher, would you please state your name**  
23 **and occupation for the record.**

24 A. My name is Ron Slusher, S as in Sam,  
25 L-U-S-H-E-R. I'm a utility technical consultant for the

1 Division of Public Utilities.

2 Q. And in the course of your employment have you  
3 had the opportunity to review the joint application for  
4 approval and transfer of control filed in this docket?

5 A. I have.

6 Q. I should correct my question. Filed in these  
7 dockets. I believe we're here for two dockets today.

8 A. I have.

9 Q. And have you also had the opportunity to  
10 review the exhibits that were attached to the January  
11 15th joint application?

12 A. I did.

13 Q. And have you also had the opportunity to  
14 review the February 17th Supplemental Exhibits 1 through  
15 5?

16 A. I did.

17 Q. And did you cause -- create and cause to be  
18 filed with the commission comments from the Division of  
19 Public Utilities dated February 11th, 2016?

20 A. I did.

21 Q. Are there any corrections, edits or changes  
22 you would like to make to those?

23 A. No corrections.

24 Q. And did the February 17th supplemental  
25 exhibits change your opinion?

1 A. It did not.

2 Q. And is it a correct statement then that the  
3 division still recommends approval by the commission of  
4 the application in these two dockets?

5 A. Yes, we do.

6 Q. Are you aware of any objections from any  
7 parties to the approval of these applications?

8 A. I have not heard or seen of any objections.

9 Q. And finally, do you believe approval would be  
10 just, reasonable and in the public interest?

11 A. Yes.

12 Q. Thank you.

13 MR. JETTER: I have no further questions for  
14 Mr. Slusher, and he's available for cross-examination.

15 JUDGE JONSSON: Any questions?

16 MR. EVANS: No cross. Thank you.

17 JUDGE JONSSON: Okay. I just have one  
18 question. You mentioned, Mr. Evans, that there were  
19 Exhibits A and B attached to the application. So I just  
20 was looking for those, and I have got Exhibit A, which  
21 is the diagrams of the preimposed transaction corporate  
22 structures. I am not seeing Exhibit B. What is Exhibit  
23 B?

24 MR. EVANS: I think Exhibit B should have been  
25 the New York application. Let me see. That was -- no,



1 it's, it's not there. So we'll submit that.

2 JUDGE JONSSON: Okay. So just Exhibit A.

3 MR. EVANS: Yeah. If you like, we can submit  
4 that New York application posthearing.

5 MR. JETTER: The New York application is on  
6 the commission website. It may have been in the  
7 electronic filing and might have just gotten  
8 inadvertently --

9 MR. EVANS: Would you like us to submit paper  
10 on that?

11 JUDGE JONSSON: No. I'll pull it if I need  
12 it.

13 MR. EVANS: All right. Thank you. Sorry for  
14 that oversight.

15 JUDGE JONSSON: That's all right. All right.  
16 Well, I think that I have everything I need. Is there  
17 anything else the parties would like to put on the  
18 record today?

19 MR. EVANS: Only that the commission's -- the  
20 commission's rule creates a presumption that if there is  
21 no opposition, this should be deemed in the public  
22 interest. Based on the information in the application,  
23 we submit it that way.

24 JUDGE JONSSON: Okay. Thank you very much.  
25 Thank you, Ms. Buley.

1 THE WITNESS: You're welcome.

2 JUDGE JONSSON: Okay. And can you spell your  
3 name? Hackford, H-A-C-K-F-O-R-D?

4 MS. HACKFORD-PEER: Right, hyphen P-E-E-R.

5 JUDGE JONSSON: I guessed right. Okay. Thank  
6 you.

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8 (The hearing concluded at 9:18 a.m.)

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C E R T I F I C A T E

STATE OF UTAH )  
COUNTY OF SALT LAKE )

THIS IS TO CERTIFY that the foregoing proceedings were taken before me, Teri Hansen Cronenwett, Certified Realtime Reporter, Registered Merit Reporter and Notary Public in and for the State of Utah.

That the proceedings were reported by me in Stenotype, and thereafter transcribed by computer under my supervision, and that a full, true, and correct transcription is set forth in the foregoing pages, numbered 3 through 18 inclusive.

I further certify that I am not of kin or otherwise associated with any of the parties to said cause of action, and that I am not interested in the event thereof.

WITNESS MY HAND and official seal at Salt Lake City, Utah, this 3rd day of March, 2016.



Teri Hansen Cronenwett, CRR, RMR  
License No. 91-109812-7801

My commission expires:  
January 19, 2019

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