

In the Matter Of:

In Re: Onvoy, LLC, Neutral Tandem-Utah, LLC, and Inteliquent, Inc.

HEARING PROCEEDINGS DOCKET NOS. 16-2546-02, 16-2478-01

December 21, 2016

Job Number: 354941

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BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH

In the Matter of the Joint
Application of Onvoy, LLC; Docket Nos. 16-2546-02 and
Neutral Tandem-Utah, LLC; 16-2478-01
and Inteliquent, Inc. for
Approval of Transfer of
Indirect Control

HEARING PROCEEDINGS

TAKEN AT: Public Service Commission
160 East 300 South, Room 451
Salt Lake City, Utah
DATE: Wednesday, December 21, 2016
TIME: 9:00 a.m.
REPORTER: Daren S. Bloxham, R.P.R.

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APPEARANCES

PRESIDING OFFICER:
Jennie T. Jonsson

FOR THE DIVISION OF PUBLIC UTILITIES:
Justin Jetter
ASSISTANT ATTORNEY GENERAL
160 East 300 South, Fifth Floor
Salt Lake City, Utah 84114

FOR THE APPLICANT:

William J. Evans
Parsons, Behle & Latimer
201 S. Main Street, Ste. 1800
Salt Lake City, Utah 84111

ALSO PRESENT: John Harrington (by telephone)
Mary Buley (by telephone)
Ronald Slusher

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3 ALJ JONSSON: For the record, it's Wednesday,
4 December 21, 2016. It's 9:00 in the morning. This is
5 the date and time set for the hearing in the Matter of
6 the Joint Application of Onvoy, LLC, Neutral
7 Tandem-Utah, LLC, and Inteliquent, Inc. for Approval to
8 Transfer Indirect Control of Neutral Tandem Utah, LLC
9 to Onvoy, LLC. There are two docket numbers in this
10 matter, 16-2546-02 and 16-2478-01.

11 We do have another hearing at 9:30 today, so
12 I need to ask the parties to keep that in mind. We
13 will need a few minutes between hearings to adjust our
14 streaming, so bear that in mind.

15 Let's go ahead and get appearances on the
16 record for the applicants.

17 MR. EVANS: I am William Evans of Parsons,
18 Behle & Latimer for the joint applicants.

19 ALJ JONSSON: Thank you.

20 MR. EVANS: On the telephone this morning is
21 John Harrington for Inteliquent, Inc. and Mary Buley
22 for Onvoy, LLC.

23 ALJ JONSSON: Thank you. And for the
24 Division?

25 MR. JETTER: Good morning. I'm Justin Jetter

1 with the Utah Attorney General's Office. I'm here
2 today representing the Utah Division of Public
3 Utilities. And with me at counsel today is Ron
4 Slusher, utility technical consultant for the Utah
5 Division of Public Utilities.

6 ALJ JONSSON: Thank you. And with that,
7 Mr. Evans, I think you can begin.

8 MR. EVANS: Thank you. We have -- we have on
9 file with the Commission a joint application. And
10 since then we've also filed Supplemental Exhibits 1, 2,
11 and 3. I didn't see those show up on the Division's
12 electronic docket, but I understand the parties and
13 Commission have received them; is that correct?

14 ALJ JONSSON: That's correct.

15 MR. EVANS: So this is an application to
16 approve a transaction as described in the application.
17 And if it pleases Your Honor, we can call our first
18 witness and start off.

19 ALJ JONSSON: Do you want those exhibits
20 entered into the record?

21 MR. EVANS: Yes. Maybe we should talk
22 through them. I would like them to be entered into the
23 record.

24 ALJ JONSSON: Let's just see if the Division
25 has any objection.

1 Have you had a chance to review them?

2 MR. JETTER: Yeah, we've had a chance to
3 review them.

4 ALJ JONSSON: Any objection?

5 MR. JETTER: We have no objection to those
6 being entered.

7 ALJ JONSSON: All right. Let's just do that.

8 MR. EVANS: Thank you. So we can call
9 witnesses if you'd like.

10 ALJ JONSSON: That's fine.

11 MR. EVANS: Let's start with Mr. Harrington,
12 John Harrington, for Inteliquent.

13 ALJ JONSSON: Mr. Harrington, do you swear to
14 tell the truth today?

15 MR. EVANS: I'm sorry, let's begin with
16 Ms. Buley.

17 ALJ JONSSON: Ms. Buley, do you swear to tell
18 the truth today?

19 MS. BULEY: I do.

20 ALJ JONSSON: Thank you. Now, if you have
21 any trouble hearing Mr. Evans, let us know because he
22 can come up here and speak directly into the phone if
23 need be.

24 THE WITNESS: Okay.

25 ALJ JONSSON: Go ahead.

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EXAMINATION

BY MR. EVANS:

Q. Good morning, Ms. Buley. Can you hear me all right?

A. I can.

Q. Okay. For the record, would you please state your name, your business address, and your position at Onvoy, LLC.

A. My name is Mary T. Buley. I'm the senior regulatory manager for Onvoy, LLC. My business address is 10300 6th Avenue North, Plymouth, Minnesota 55441.

Q. And how long have you been the senior regulatory manager for Onvoy?

A. For approximately 13 years.

Q. Have you reviewed the joint application that's been filed by Onvoy and Inteliquent in this proceeding?

A. Yes.

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

A. Yes, I do.

Q. Are you the person who signed the verified application?

A. No. The verification was signed by our general counsel, Scott Sawyer. But I am fully informed

1 of the details of this transaction and the facts
2 contained in the application.

3 Q. So for the purposes of your testimony here
4 today, do you adopt the statements made in the
5 application as your own?

6 A. Yes.

7 Q. Are there any changes or corrections that
8 should be made to the joint application?

9 A. I have no corrections or changes at this
10 time.

11 Q. Is Onvoy asking the Commission to approve
12 this transaction pursuant to the informal procedures
13 described in Commission Rule 746-349-7?

14 A. Yes.

15 Q. And is Onvoy or any of its affiliates serving
16 as an incumbent local exchange carrier anywhere in the
17 state of Utah?

18 A. No, they are not.

19 Q. Are Onvoy or Inteliquent required to file for
20 Section 214 authority with the Federal Communications
21 Commission to complete this transaction?

22 A. Yes.

23 Q. Has that been done?

24 A. Yes. It was filed on November 10th of this
25 year.

1 **Q. And has the FCC application been submitted in**
2 **this Utah docket?**

3 A. Yes. It is a part of our filing. It's in
4 our application as Exhibit D.

5 **Q. Has Onvoy received notice from the FCC**
6 **setting the application for streamlined treatment?**

7 A. Yes. A streamlined pleading cycle was
8 established on November 22nd, 2016.

9 **Q. And is the FCC's notice of filing an**
10 **acceptance for streamline treatment, the document**
11 **that's been filed in this docket as Supplemental**
12 **Exhibit 1?**

13 A. Yes.

14 **Q. Have there been any comments filed on the FCC**
15 **application?**

16 A. No, there have been no comments filed. And
17 the comment period closed on December 6th, 2016.

18 **Q. So when might you expect to have FCC approval**
19 **to proceed with the transaction?**

20 A. Unless we are notified otherwise, which we do
21 not expect, we will have the FCC's approval to transfer
22 control -- for transfer of control on December 23rd,
23 2016.

24 **Q. Do any state commissions other than Utah**
25 **require Onvoy and Inteliquent to obtain approval before**

1 **closing this transaction?**

2 A. Yes. The application filed with the Utah
3 Commission lists on page 6 all of the states that
4 require approval. And those states are California,
5 Colorado, Georgia, Hawaii, Indiana, Louisiana,
6 Maryland, Minnesota, Mississippi, New Jersey, New York,
7 Ohio, Pennsylvania, Texas, Virginia, and West Virginia.

8 **Q. And have applications been filed in all of**
9 **those states?**

10 A. Yes, they have.

11 **Q. And I see that the New York application has**
12 **been submitted as Exhibit C to the Utah application; is**
13 **that right?**

14 A. Yes, that's right.

15 **Q. Are the applications that have been filed**
16 **with those other states substantially similar to the**
17 **Utah application and the New York petition?**

18 A. Yes.

19 **Q. Have any of the states in which approval is**
20 **required approved the transaction as of today?**

21 A. We have received the Georgia approval on
22 December 5th and the Louisiana approval on
23 December 6th.

24 **Q. And the Georgia approval is reflected in the**
25 **document that's been filed as Supplemental Exhibit 2;**

1 is that correct?

2 A. Yes.

3 Q. And the Louisiana approval as Supplemental
4 Exhibit 3?

5 A. Yes, that's correct.

6 Q. In those states that have not yet approved
7 the application, including Utah, have you received or
8 are you aware of any opposition to the transaction?

9 A. No.

10 Q. Have you received or are you aware of any
11 other protests or opposition from staff, third parties,
12 or the public with respect to any state or federal
13 application for the approval of the transaction?

14 A. The answer would be no.

15 Q. Have you filed notifications in all states
16 that require only notification for the proposed
17 transaction?

18 A. Yes, we have.

19 Q. Do Onvoy and Inteliquent have a date on which
20 they would like to close this transaction?

21 A. Yes. The parties have scheduled closing for
22 February 1, 2017, provided that all regulatory
23 approvals have been received by that date.

24 Q. Can you please offer a summary of why you
25 believe this transaction is in the public interest?

1 A. Certainly. The proposed transaction will
2 bring together two companies that have a long history
3 of providing excellent service in Utah through their
4 Utah licensee's Broadvox-CLEC Ampidis [sic] and
5 Neutral-Tandem. The combined financial, technical, and
6 managerial resources that Onvoy and Inteliquent will
7 bring to the Utah CLEC will allow them to increase
8 their efficiency and to provide a more competitive set
9 of service offerings in Utah.

10 We expect that as a result of this
11 transaction, Onvoy Utah CLEC will be better positioned
12 to meet the local, national, and global needs of
13 businesses and other customers in Utah.

14 As stated in the application, the
15 transactions will be conducted in a way that is
16 transparent to customers of the Utah CLEC. Those
17 customers will continue to receive the same service
18 offerings, rates, terms and conditions, and quality of
19 service that they currently receive.

20 If there are name changes or service changes
21 in the future, customers receive the appropriate
22 notices, and regulators will receive the required
23 filings.

24 In summary, a robust competition in the
25 telecom services is in itself in the public interest.

1 As a result of this transaction, we hope to increase
2 efficiencies, provide more competitive service
3 offerings, and continue to provide high quality
4 services that our customers have been accustomed to.

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

6 MR. EVANS: Ms. Buley is available for cross.

7 ALJ JONSSON: Any questions?

8 MR. JETTER: No questions. Thank you.

9 ALJ JONSSON: Thank you.

10 MR. EVANS: Thank you, Ms. Buley. Let's call
11 John Harrington now.

12 ALJ JONSSON: Mr. Harrington, do swear to
13 tell the truth today?

14 MR. HARRINGTON: I do.

15 ALJ JONSSON: Thank you.

16 EXAMINATION

17 BY MR. EVANS:

18 **Q. Good morning, Mr. Harrington. Can you hear**
19 **me all right?**

20 A. I can hear you, yes.

21 **Q. Good. For the record, would you please state**
22 **your name, your business address, and your position at**
23 **Inteliquent.**

24 A. My name is John Harrington. I am senior
25 vice-president of regulatory litigation and human

1 resources at Inteliquent and its subsidiaries. My
2 business address is 550 West Adams Street, Suite 900,
3 Chicago, Illinois 60661.

4 Q. And how long have you held that position?

5 A. I've served as senior vice-president of
6 regulatory litigation since 2011 and also human
7 resources since 2013.

8 Q. Have you reviewed the joint application filed
9 by Onvoy and Inteliquent in this proceeding?

10 A. Yes.

11 Q. Are you the officer from Inteliquent who
12 signed the verified application?

13 A. Yes.

14 Q. So do you have personal knowledge of the
15 details of the transaction and the facts contained in
16 the application?

17 A. Yes.

18 Q. Is Inteliquent requesting that the Commission
19 approve this transaction through informal proceedings
20 as described in the Commission's rule?

21 A. Yes.

22 Q. Were you able to hear Ms. Buley's testimony
23 this morning that was just given?

24 A. I was, yes.

25 Q. And apart from the information contained in

1 the supplemental exhibits and that offered by Ms. Buley
2 in her testimony, do you have changes or corrections to
3 make to the joint application?

4 A. No changes or corrections.

5 Q. Have you received or are you aware of any
6 opposition from third parties or the public to the FCC
7 Section 214 application?

8 A. No.

9 Q. Have you received or are you aware of any
10 notices or correspondence from any state utility
11 commission denying the party's application for approval
12 of the transaction?

13 A. No.

14 Q. Have you received or are you aware of any
15 objection or opposition from regulators, third parties,
16 or the public to any application for approval filed
17 with any state commission?

18 A. No.

19 Q. Is Inteliquent or any of its subsidiaries
20 serving as an ILEC anywhere in Utah?

21 A. No.

22 Q. Would you like to offer a summary of why you
23 believe this transaction is in the public interest?

24 A. Yes. The transaction will combine the
25 resources and experience of two providers that have

1 already shown their ability to provide high quality
2 service to Utah customers through its financial,
3 technical, and managerial resources. The combined
4 company will be better able to compete in the market
5 for telecommunications services to the benefit of all
6 Utah customers.

7 The transaction is designed so that the
8 current customers of Onvoy and Inteliquent's Utah CLEC
9 will receive the same services and the same high
10 quality service they have come to expect without any
11 interruption and without change to service offerings,
12 rates, or terms and conditions. I believe this
13 transfer of control to Onvoy serves the public interest
14 and request that the Commission approve it.

15 Q. Thank you.

16 MR. EVANS: Mr. Harrington is available for
17 cross exam.

18 ALJ JONSSON: Any questions?

19 MR. JETTER: No questions.

20 ALJ JONSSON: Thank you. Does that conclude
21 your case in chief?

22 MR. EVANS: Yes. Thank you.

23 ALJ JONSSON: All right. Mr. Jetter, go
24 ahead.

25 MR. JETTER: Thank you. The Division would

1 like to call and have sworn in Mr. Rob Slusher.

2 ALJ JONSSON: Mr. Slusher, do you swear to
3 tell the truth today?

4 MR. SLUSHER: Yes.

5 ALJ JONSSON: Go ahead.

6 EXAMINATION

7 BY MR. JETTER:

8 Q. Mr. Slusher, would you please state your name
9 and occupation for the record.

10 A. My name is Ron Slusher, S as in Sam,
11 L-U-S-H-E-R. I'm a utility technical consultant for
12 the Division of Public Utilities.

13 Q. Thank you. And in the course of your
14 employment with the Division, did you have an
15 opportunity to review the application and the exhibits
16 that are filed with the application in this docket?

17 A. I did.

18 Q. And did you create and cause to be filed with
19 the Commission comments from the Division of Public
20 Utilities dated December 1, 2016?

21 A. I did.

22 Q. Do you have any corrections or changes you'd
23 like to make to those?

24 A. I do not.

25 Q. And have you had the opportunity to review a

1 supplemental filing I believe dated December 16th,
2 2016, that included three supplemental exhibits?

3 A. Yes, I did.

4 Q. And did any of those change the
5 recommendation filed by the Commission?

6 A. It did not.

7 Q. Excuse me. Filed by the Division.

8 I think I may have asked you this. Does that
9 recommendation still reflect the position of the
10 Division today?

11 A. Yes, it does.

12 MR. JETTER: I'd like to move at this time to
13 enter the Division's recommendation dated December 1,
14 2016, into the record.

15 ALJ JONSSON: Any objection?

16 MR. EVANS: No objection.

17 ALJ JONSSON: Thank you.

18 Q. (By Mr. Jetter) Are you aware of any
19 objections to the application of this docket?

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

21 Q. And, finally, do you believe that approval of
22 the application for the merger requested in the
23 application would be just, reasonable, and in the
24 public interest?

25 A. Yes.

1 MR. JETTER: I have no further questions.

2 Mr. Slusher is available for cross.

3 ALJ JONSSON: Any questions?

4 MR. EVANS: No questions. Thank you.

5 ALJ JONSSON: All right. Then I think I have
6 what I need.

7 Ms. Buley, would you just spell your last
8 name for me.

9 MS. BULEY: Certainly. B-U-L-E-Y.

10 ALJ JONSSON: Okay. Great. And
11 Mr. Harrington, I've got yours in the application. So
12 I think I'm fine there. Unless there's anything a
13 party wishes to put on the record, I think we can close
14 this hearing.

15 MR. EVANS: Nothing from the applicants.

16 MR. JETTER: Nothing further from the
17 Division.

18 ALJ JONSSON: Thank you all. An order should
19 issue shortly.

20 MR. EVANS: Thank you.

21 ALJ JONSSON: With that, we'll close this
22 hearing.

23 (The proceedings concluded at 9:15 a.m.)

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REPORTER'S CERTIFICATE

STATE OF UTAH)
COUNTY OF UTAH)

I, Daren S. Bloxham, a Notary Public and Certified Shorthand Reporter, Registered Professional Reporter, hereby certify:

THAT the foregoing proceedings were taken before me at the time and place set forth in the caption hereof; that the witness was placed under oath to tell the truth, the whole truth, and nothing but the truth; that the proceedings were taken down by me in shorthand and thereafter my notes were transcribed through computer-aided transcription; and the foregoing transcript constitutes a full, true, and accurate record of such testimony adduced and oral proceedings had, and of the whole thereof.

I have subscribed my name on this 1st day of January, 2017.



Daren S. Bloxham
Registered Professional Reporter #335

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