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I N D E X

<u>Witnesses:</u>	<u>Direct</u>	<u>Cross</u>	<u>Re-</u> <u>direct</u>	<u>Re-</u> <u>cross</u>	<u>By</u> <u>Examiner</u>
None.					

E X H I B I T S

<u>Number</u>	<u>For Identification</u>	<u>In Evidence</u>
None.		

1           JUDGE HAYNES: Pursuant to the direction of the  
2 Illinois Commerce Commission, I now call Docket  
3 12-0093 which is the 9-1-1 application of NG-911,  
4 Inc., which is an application for a certificate of  
5 authority to operate as a 9-1-1 system provider in  
6 the State of Illinois. I also call Docket 12-0109  
7 which is the application of NG-911, Inc., for a  
8 certificate of local interexchange authority to  
9 operate as a reseller and facilities-based carrier of  
10 telecommunications services in all areas in the State  
11 of Illinois.

12                       May I have the appearances for the  
13 record, please, starting here in Chicago with the  
14 applicant.

15           MR. HIRD: The applicant, NG-911, Inc., appears  
16 by Richard W. Hird of Petefish Immel Heeb & Hird. My  
17 address is 842 Louisiana, Lawrence, Kansas, 66044.

18           JUDGE HAYNES: Thank you.

19           MS. McNEILL: Appearing on behalf of Staff of  
20 the ICC, Megan McNeill and Matthew Harvey, 160 North  
21 LaSalle, Suite C-800, Chicago, Illinois, 60601.

22           MS. HERTEL: Appearing on behalf of Illinois

1 Bell Telephone Company, Nancy Hertel, H-e-r-t-e-l,  
2 225 West Randolph, Chicago, Illinois, 60606.

3 JUDGE HAYNES: Thank you.

4 Are there any further appearances in  
5 the room? Okay.

6 MR. LOVETT: This is Bart Lovett. I just  
7 joined the call from NG-911, Inc.

8 MR. HIRD: Mr. Lovett is not an attorney. He  
9 won't be entering his appearance. He's just  
10 monitoring the call.

11 JUDGE HAYNES: Thank you.

12 Okay. And on the telephone, may I  
13 have the appearances for the record, please.

14 MR. RAMSEY: Michael L. Ramsey, President and  
15 CEO of Next Generation-911, Inc., NG-911, located at  
16 815 South Highland Street, Williamsburg, Iowa.

17 JUDGE HAYNES: Thank you.

18 MR. KELLY: This is John Kelly, Ottosen Britz,  
19 1804 North Naper Boulevard, Naperville, Illinois, on  
20 behalf of the Illinois Chapter of the National  
21 Emergency Number Association and CSI.

22 JUDGE HAYNES: Thank you.

1                   Are there any further appearances?

2                   MR. JOHNSON:   Matt Johnson, Illinois  
3   Telecommunications Association, 312 South Fourth  
4   Street, Suite 100, Springfield, Illinois, 62701.

5                   JUDGE HAYNES:   Are there any further  
6   appearances?

7                   Let the record reflect there are none.

8                   Staff, I understand you have a motion  
9   you want to make.

10                  MS. McNEILL:   Yes.   Thank you, Judge.

11                  In the interest of efficiency, Staff  
12   would make a motion to consolidate these two dockets,  
13   12-0093 and 12-0109.   We would note for the record  
14   that the information that Staff will be seeking and  
15   reviewing in this docket -- for both dockets is  
16   similar and the proof that NG-911 will have to put  
17   forward in these dockets is also similar.

18                  JUDGE HAYNES:   Is there any objection to  
19   Staff's motion to consolidate the dockets?

20                  MR. HIRD:   Your Honor, if I might --

21                  JUDGE HAYNES:   Sure.

22                  MR. HIRD:   -- I have no objection to the

1 motion; however, I don't want it to be with prejudice  
2 to any assumption about the elements of proof that  
3 we're required to satisfy in any particular docket.  
4 I think they will be, if not identical, substantially  
5 similar. The discovery will be the same. All of the  
6 reasons given by Staff for consolidation make sense.  
7 But the one thing that gave me a little bit of  
8 heartburn was that the proof will be the same because  
9 it may not be exactly the same in the two different  
10 applications that are pending. But I think they can  
11 be economically handled together.

12 JUDGE HAYNES: Thank you.

13 With that understanding that obviously  
14 the two dockets deal with different requests under  
15 different statutory provisions, I see no reason not  
16 to consolidate these dockets. And Staff's motion is  
17 granted.

18 Okay. Before we go any further, there  
19 are several pending motions that have been filed on  
20 E-docket, and I think we could start with the  
21 petitions to intervene. And they're slightly  
22 different in the two dockets.

1                   So let's start with what's been filed  
2                   in Docket 12-0109. There's a petition from Illinois  
3                   Bell Telephone Company and also from the Illinois  
4                   Chapter of the National Emergency Number Association.

5                   Are there any objections to granting  
6                   those petitions to intervene?

7                   MR. HARVEY: None from Staff, your Honor.

8                   JUDGE HAYNES: Hearing none, those petitions to  
9                   intervene are granted.

10                   In Docket 12-0093 -- and I guess I  
11                   should be clear for the record that because these are  
12                   consolidated, these interventions are granted for  
13                   both dockets -- there's a petition to intervene from  
14                   Illinois Telecommunications Association, the Frontier  
15                   Companies, another one from Illinois Bell Telephone  
16                   Company and the Counties of Southern Illinois.

17                   Are there any objections to granting  
18                   those petitions to intervene?

19                   MR. HARVEY: None from Staff.

20                   MR. HIRD: No objection.

21                   JUDGE HAYNES: Hearing none, those petitions to  
22                   intervene are granted.

1                   Also filed in both dockets is a motion  
2 to appear pro hac vice by Mr. Hird.

3           MR. HIRD:   Yes, your Honor.

4           JUDGE HAYNES:  Is there any objection to that  
5 motion?

6           MR. HARVEY:  None from Staff, your Honor.  
7 Mr. Hird has practiced before the Commission before.  
8 And it's our understanding that he is licensed in  
9 states that have reciprocity with Illinois under  
10 Section 10-108 I believe it is.

11          JUDGE HAYNES:  Thank you.

12                   Hearing no objections, then the motion  
13 to appear pro hac vice is granted.

14          MR. HIRD:  Thank you, your Honor.

15          JUDGE HAYNES:  And the last motion, I believe,  
16 are the motions for protective order.  And for the  
17 certificate under 12-0109, it would be Attachment D  
18 to that application.

19          MR. HIRD:  Actually, there's two motions for  
20 protective orders.  One was filed originally with the  
21 application pertaining to Exhibit D.  And then we  
22 filed supplemental Exhibit D-1 which was a different

1 form of financials. So we actually have two motions  
2 for protective order in each of the two dockets --  
3 one of the motions filed at the time the initial  
4 application was filed and then one subsequently.

5 So the one in the 12-0109 docket  
6 refers -- one refers to Exhibit D and one refers to  
7 Exhibit D-1. And in 12-0093, one motion pertains to  
8 Exhibit 10 and the other is to Exhibit 10-A.

9 JUDGE HAYNES: Thank you for that  
10 clarification.

11 Is there any objection to granting  
12 those motions for protective orders?

13 MS. HERTEL: I have one question that I guess I  
14 would ask, and that is: In the exhibits, are they  
15 just pure financials because, you know, they're  
16 redacted so you can't see them in which case I don't  
17 need to see them; or do they also contain information  
18 about, for example, the number of customers that the  
19 company has?

20 MR. HIRD: No. I think they're straight  
21 financials. Staff asked us to supplement with  
22 GAAP-basis financials which is what we did. But

1 there's no commentary or additional information other  
2 than them being purely financial statements.

3 MS. HERTEL: In that case, your Honor, we have  
4 no objection.

5 MR. HARVEY: I think Staff doesn't object at  
6 all provided it's understood that Staff, being  
7 subject to a statutory prohibition against disclosure  
8 of confidential material and criminal prosecution to  
9 the extent it violates that statutory prohibition, is  
10 not subject to protective orders and just subject to  
11 a statutory ban on the disclosure of the material.

12 JUDGE HAYNES: Thank you.

13 With that clarification,  
14 Attachment D -- in Docket 12-0109, D and D-1 will be  
15 afforded proprietary treatment; and in 12-0093,  
16 Exhibit 10 and 10-A will be granted proprietary  
17 treatment.

18 I think those are all of the  
19 preliminary matters. And so have the parties talked  
20 about procedurally how they want this case to proceed  
21 or...

22 MR. HIRD: Your Honor, Ms. McNeill and I had a

1 telephone conversation, and we talked briefly about a  
2 potential schedule. The one thing that I would like  
3 to make you aware of is I spoke with Mr. Kelly who  
4 represents INENA and CSI, and CSI in particular is  
5 occupied with their own docket for approval of their  
6 pilot project which is Docket 0094.

7           Given that their schedule requires  
8 them to be -- as I understand it, they're kind of  
9 busy filing their own testimony in their docket.  
10 They asked for some additional time to submit  
11 testimony as an intervenor.

12           Also, the second thing that I need to  
13 make you aware of is that the applicant would like to  
14 file additional direct testimony as part of the  
15 application. That testimony would be pertaining to  
16 the financial capabilities of the company. So we  
17 will have one more witness to file direct testimony.  
18 I don't think it's going to take us a lot of time to  
19 have that testimony on file.

20           But since CSI has already asked if  
21 they could be afforded some additional time -- we  
22 talked about that issue. I don't think we came up

1 with any hard dates. I do have some suggestions, but  
2 I have not conferred with Staff about those dates.

3 MS. McNEILL: Megan McNeill for Staff. I think  
4 we'd like to know how much time NG-911 would need.  
5 And then based on that, we'd want a little bit more  
6 time for discovery on their supplemental testimony.

7 So we were thinking, you know, based  
8 on their date for their supplemental testimony, we'd  
9 kick it out for another status, give Staff some more  
10 time to do some discovery and then come back and set  
11 the remainder of the schedule or further scheduling.

12 JUDGE HAYNES: So is Staff thinking that  
13 they're going to be filing prefiled testimony?

14 MS. McNEILL: In these dockets? Yes.

15 JUDGE HAYNES: INENA would only be filing, I  
16 assume, in response at the same time when Staff would  
17 file in response to direct testimony. So I don't  
18 know if that would really be a conflict in this case,  
19 in this docket, whatever's happening in 12-0094, but  
20 I don't know.

21 MS. HERTEL: Your Honor, were you envisioning  
22 then that the other intervenors would file testimony

1 at that time as well?

2 JUDGE HAYNES: I guess but, you know, I'm open  
3 to suggestions. Probably in response to the  
4 applicant's and then one more or -- I don't know how  
5 many more rounds there would be but...

6 MS. HERTEL: Is INENA really another party? I  
7 mean, they're not the average intervenor in here. My  
8 sense would be they would be more closely aligned to  
9 the applicant and that some of the other intervenors  
10 might raise different issues. So I could see some  
11 value in having a separate round for INENA and having  
12 people have an opportunity to respond to INENA.

13 MR. HIRD: Your Honor, I'm not sure that the  
14 statutes or the rules provide for treating INENA any  
15 differently than any other intervenor. But I think  
16 Mr. Kelly ought to speak to that, not me.

17 JUDGE HAYNES: Mr. Kelly, go ahead.

18 MR. KELLY: Mr. Hird beat me to it because, I  
19 mean, why shouldn't INENA or anybody else have an  
20 opportunity to respond to Illinois Bell or Frontier's  
21 intervention? INENA is willing to live with the  
22 regular practice as to intervenors filing their

1 testimony along with all intervenors. So that's fine  
2 with us.

3 MS. HERTEL: Your Honor, I wasn't suggesting  
4 that somehow we would, you know, vary widely from the  
5 common practice. I mean, I don't think rounds of  
6 testimony are set forth in the rules, but I would  
7 envision that if there are intervenors who have  
8 wide -- you know, have different interests from each  
9 other, typically that would -- you know, there have  
10 been opportunities for intervenors to respond to each  
11 other. So that would suggest that three rounds of  
12 testimony might not be adequate.

13 JUDGE HAYNES: It sounds like the parties don't  
14 really know yet how much testimony we might need.  
15 And if we go ahead with Staff's suggestion of just  
16 picking a date for the applicant to file more direct  
17 testimony and maybe pick some dates for discovery,  
18 and then we could set a status up.

19 MR. HIRD: Could I make a suggestion, your  
20 Honor?

21 JUDGE HAYNES: Sure.

22 MR. HIRD: April 13th is a Friday, two weeks

1 from tomorrow.

2 JUDGE HAYNES: Okay.

3 MR. HARVEY: That's rather ominous of you,  
4 Mr. Hird.

5 MR. HIRD: I'm sorry?

6 MR. HARVEY: That's rather ominous of you,  
7 Mr. Hird.

8 MR. HIRD: Well, I'm willing to take that risk  
9 to move this forward.

10 That would be acceptable to us as a  
11 due date for any additional direct testimony.

12 JUDGE HAYNES: Okay.

13 MR. HIRD: And that might get this kick  
14 started. Since discovery is going on now, I'm going  
15 to resist any need to extend this out much further.  
16 If the new testimony obviously stimulates some  
17 additional data requests, we certainly want to  
18 cooperate and we understand. I'm not going to -- if  
19 we raise a bunch of new issues and Staff needs the  
20 time, I certainly understand that.

21 But in an effort to keep this moving  
22 as promptly as possible, my suggestion is we file our

1 direct; and that if there is going to be additional  
2 time for discovery, it should be limited or we could,  
3 by agreement, extend it, if necessary.

4 MS. McNEILL: I think one suggestion based on  
5 Mr. Hird's need for, you know, a quicker turnaround  
6 would be that maybe NG-911 could agree to respond to  
7 discovery in a shorter time frame than the rules  
8 require, maybe two weeks or best efforts.

9 MR. HIRD: We have no problem with that. In  
10 fact, we intend to do that. Absolutely.

11 MS. HERTEL: Your Honor, we, AT&T Illinois,  
12 would be actively involved in discovery. We haven't  
13 been granted intervenor status until today. So we  
14 haven't commenced discovery.

15 But given particularly with docket --  
16 the first of these two dockets, 12-0093, it's a case  
17 of first impression. This is, I believe, the first  
18 company that's ever come in to be certificated as a  
19 9-1-1 system provider. And we envision that there  
20 would be a fair amount of discovery that we would  
21 want to do in conjunction with, you know, some of the  
22 proposals that they're making in terms of how they

1 would offer their 9-1-1 system services.

2 MR. HIRD: Since they're a competitor, I'm not  
3 surprised, your Honor. But we'll work around it.

4 MS. HERTEL: Your Honor, this has nothing to do  
5 with being a competitor; this has to do with concern  
6 for consumers and customers.

7 JUDGE HAYNES: Okay. It sounds like we might  
8 not have to put a date on a time frame for when the  
9 applicant will respond to discovery requests.

10 I guess I'd have a question then for  
11 AT&T: When could you serve discovery requests on the  
12 applicant?

13 MS. HERTEL: Well, we would want to do  
14 additional ones after we see the additional  
15 testimony. But I don't think we could do it before  
16 probably -- probably ten days to two weeks. We have  
17 some people who are going to be out of the office who  
18 would be helping with this.

19 JUDGE HAYNES: So how about on the application  
20 as it stands now if you get those discovery requests  
21 out by the April 13th date as well.

22 MS. HERTEL: Okay.

1           JUDGE HAYNES:   And then any additional  
2   discovery requests based on the testimony that will  
3   be filed April 13th -- I guess I turn to Staff.

4           MS. McNEILL:   Well, your Honor, with NG-911's  
5   agreement to try to respond within two weeks or best  
6   efforts, I think that probably we could come back in  
7   for a status for further scheduling May -- I was  
8   going to say sometime the week of May -- the end of  
9   May --

10          JUDGE HAYNES:   Are you talking about a status  
11   date?

12          MS. McNEILL:   Well, yes, because --

13          MR. HARVEY:    We need to set a testimony  
14   schedule up.

15          MS. McNEILL:   -- after their supplemental  
16   testimony, we would want --

17          JUDGE HAYNES:   I guess my question -- maybe I  
18   wasn't clear -- was, how long after you see the  
19   supplemental could you serve the data requests?

20          MS. McNEILL:   I think we'd want at least a week  
21   to look at the supplemental testimony.

22          JUDGE HAYNES:   Okay.

1           MR. HARVEY: I mean, we could certainly do it  
2 in a week, your Honor, but we would want at least  
3 that.

4           JUDGE HAYNES: Okay. And so then if it was two  
5 weeks after that.

6           MS. McNEILL: To get them out and then two  
7 weeks turnaround time.

8           JUDGE HAYNES: For responses.

9           MR. HIRD: I'm lost a little bit here.

10                         We're going to file our additional  
11 testimony on the 13th. Staff 's going to submit --  
12 and intervenors are going to submit data requests  
13 based upon that testimony --

14           JUDGE HAYNES: Correct.

15           MR. HIRD: -- within a week.

16           MS. McNEILL: We would need approximately a  
17 week.

18           MR. HIRD: Okay.

19           JUDGE HAYNES: We'll put the date of April 20th  
20 on there.

21           MR. HIRD: 20th. Okay.

22                         And then --

1           JUDGE HAYNES:   And then you would respond  
2   within two weeks or best efforts.

3           MR. HIRD:    And that would be May 4th?

4           JUDGE HAYNES:   May 4th.

5                        And so then we were looking at a  
6   status the week of May 7th?

7           MS. McNEILL:   Right.   I think we'd want towards  
8   the later half of the week so we had a couple days to  
9   check their responses out and see if we needed to do  
10   any further discovery and then also be prepared with  
11   further scheduling.

12          JUDGE HAYNES:   May 10th?

13          MS. McNEILL:   Let me just check with our staff.

14                        Stacy, does May 10th for a status  
15   hearing work?

16          MS. ROSS:    That works for us.

17          MS. McNEILL:   Thank you.

18          MR. HARVEY:   Okay.   That's fine with me.

19          MR. HIRD:    Your Honor, is there any reason why  
20   we couldn't just go ahead and pick preliminarily  
21   dates for further testimony in the procedure and then  
22   on the May 10th status conference, if that needs to

1 be adjusted, we could address it? But at least then  
2 we have a schedule going forward.

3 JUDGE HAYNES: Staff?

4 MS. McNEILL: I'm hesitant to set scheduling  
5 because we haven't seen their full case. So if  
6 they're going to file another piece of testimony,  
7 that's something that Staff would like to see before,  
8 especially because one of these dockets is a new --  
9 you know, a new type of proceeding.

10 JUDGE HAYNES: I think Staff makes sense. And  
11 let's just assume that on the status on May 10th we  
12 will set the rest of the schedule.

13 MR. HARVEY: And I think we'll certainly try to  
14 come in with one, your Honor.

15 JUDGE HAYNES: Okay. That would be great.

16 Anything else?

17 MS. McNEILL: Is there a time on May 10th you  
18 would prefer?

19 JUDGE HAYNES: Well, is this an okay time,  
20 2:00 o'clock on a Thursday?

21 MS. HERTEL: Yes.

22 MR. HIRD: Works great.

1 JUDGE HAYNES: Okay.

2 MR. HARVEY: That's fine, your Honor.

3 JUDGE HAYNES: Anything else?

4 MR. HIRD: Not from the applicant, your Honor.

5 JUDGE HAYNES: Okay. Thank you.

6 MR. HIRD: Thank you, very much.

7 MS. HERTEL: Thank you.

8 MR. HARVEY: Nor from Staff, your Honor.

9 JUDGE HAYNES: Then we are continued until  
10 May 10th at 2:00 p.m. Thank you.

11 MR. HIRD: Thank you.

12 MR. HARVEY: Thank you, your Honor.

13 (Whereupon, the above-entitled  
14 matter was continued to May 10,  
15 2012, at 2:00 p.m.)

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