

STATE OF VERMONT
PUBLIC UTILITY COMMISSION

CASE NO. 19-4845-PET

JOINT PETITION OF SOUTHERN VERMONT CABLE COMPANY (SVCC) AND COMCAST OF CONNECTICUT/ GEORGIA/MASSACHUSETTS/NEW HAMPSHIRE/ NEW YORK/NORTH CAROLINA/VIRGINIA/VERMONT, LLC (COMCAST) FOR AUTHORITY TO (1) SELL SUBSTANTIALLY ALL OF SVCC'S ASSETS TO COMCAST, PURSUANT TO 30 V.S.A. SECTION 109; (2) ABANDON SVCC'S CABLE-TELEVISION SERVICE IN VERMONT AND REVOKE ITS CERTIFICATE OF PUBLIC GOOD, PURSUANT TO 30 V.S.A. SECTION 505; AND (3) ALLOW COMCAST TO OWN AND OPERATE SVCC'S CABLE TELEVISION SYSTEM IN VERMONT, PURSUANT TO 30 V.S.A. SECTIONS 503 AND 504 --

April 3, 2020
9:30 a.m.

Via GoToMeeting

Evidentiary Hearing held before the Vermont Public Utility Commission, via GoToMeeting on April 3, 2020, beginning at 9:30 a.m.

P R E S E N T

HEARING OFFICER: Micah Howe, Staff Attorney

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A P P E A R A N C E S

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15 BY: GERALD R. TARRANT, ESQUIRE

16 COR TROWBRIDGE
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19 Brattleboro, VT 05301

20 Also present:
21 Scott Wheeler, DPS
22 Melissa Pierce, Comcast
23 Greg Beers
24 Dan Glanville, Comcast
25 Aaron Brassard, DPS
Carol Flint, DPS
Clay Purvis, DPS

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1 MR. HOWE: Good morning. And
2 incidentally, if you see my eyes darting off to the
3 side, I've got a second screen I'm looking at. I'm
4 not distracted. Good morning, this is an evidentiary
5 hearing in Case No. 19-4845-PET which involves a
6 joint petition by Southern Vermont Cable Company to
7 sell its cable television system to Comcast and for a
8 CPG for Comcast to own and operate Southern Vermont
9 Cable Company cable television system.

10 My name is Micah Howe, and I'm a staff
11 attorney at the Public Utility Commission. Due to
12 the current state of emergency in Vermont, due to the
13 COVID-19 virus, the parties have agreed to hold the
14 hearing remotely. We are using the web-based
15 platform called GoToMeeting. As a result we will
16 need to proceed slower than usual and be sure not to
17 speak over one another. And I just asked that
18 everyone keep their microphone muted to avoid
19 feedback and make the court reporter's job a little
20 easier.

21 If you wish to speak, as I said, turn
22 on your microphone, or you can visually wave to me
23 and let me know that you want to weigh in on
24 something. I will also circulate regularly and ask
25 whether any other parties have anything they want to

1 say. And if you do lose your Internet connection,
2 there is a phone number that you can dial in and just
3 have a dial-in number that's on the notice. Does
4 anyone need that number right now?

5 (No response.)

6 MR. HOWE: I think everyone's okay.
7 And I will also keep an eye out for anyone
8 disappearing from the screen just in case we are
9 disconnected. All right. So let's start with
10 appearances. Let's start with the department.

11 MS. ACEVES: Good morning. My name is
12 Sarah Aceves. I'm special counsel representing the
13 department. With me this morning I have our expert
14 witnesses Aaron Brassard, Carol Flint, Clay Purvis
15 and Scott Wheeler.

16 MR. HOWE: Great. Thank you. All
17 right. Comcast?

18 MR. TARRANT: This is Gerry Tarrant.
19 Tarrant, Gillies, Richardson & Shems. And with me
20 this morning in Dan Glanville who will be our
21 witness.

22 MR. HOWE: Great. Thank you. Southern
23 Vermont Cable.

24 MR. EMERSON: Eli Emerson from Primmer
25 Piper Eggleston & Cramer on behalf of Southern

1 Vermont Cable Company. And on the phone today is
2 Ernie Scialabba. Did I pronounce that right; Ernie?

3 MR. SCIALABBA: You did.

4 MR. EMERSON: From Southern Vermont
5 Cable Company. Thank you.

6 MR. HOWE: All right. And then
7 Brattleboro Community Television.

8 MS. TROWBRIDGE: Hi. I'm Cor
9 Trowbridge. I'm the Executive Director of
10 Brattleboro Community Television. And I don't have
11 any witnesses.

12 MR. HOWE: Great. Thank you. I
13 believe that's everyone. The parties have stipulated
14 to the admission of all prefiled testimony and
15 exhibits. And have provided the commission with a
16 list of all stipulated evidence. That list will be
17 marked as exhibit Parties' 1. That list and all of
18 the prefiled testimony and exhibits on the list are
19 admitted into evidence.

20 (The Prefiled Testimonies of Daniel
21 Glanville, Ernest Scialabba, Scott G. Wheeler, Carol
22 Flint, Aaron Brassard and Clay Purvis were admitted into
23 the record.)

24 (Exhibits marked Parties' 1, DMG-1
25 through 4, 5A, 5B, 6A, 6B, 7 and 8, DPS-SGW-1 and 2,

1 DPS-CMF-1, DPS-AJB-1, DMG-9A, 9B and 10 were admitted into
2 the record.)

3
4 Prefiled Testimony of Daniel Glanville

5 <http://epuc.vermont.gov/?q=downloadfile/390150/146411>

6 Prefiled Testimony of Ernest Scialabba

7 <http://epuc.vermont.gov/?q=downloadfile/390149/146411>

8 Redacted Prefiled Testimony of Scott G. Wheeler

9 <http://epuc.vermont.gov/?q=downloadfile/401259/146411>

10 Prefiled Testimony of Carol Flint

11 <http://epuc.vermont.gov/?q=downloadfile/401257/146411>

12 Prefiled Testimony of Aaron Brassard

13 <http://epuc.vermont.gov/?q=downloadfile/401255/146411>

14 Prefiled Testimony of Clay Purvis

15 <http://epuc.vermont.gov/?q=downloadfile/401235/146411>

16 Parties' Exhibit 1

17 <http://epuc.vermont.gov/?q=downloadfile/405124/146411>

18 DMG-1

19 <http://epuc.vermont.gov/?q=downloadfile/390095/146411>

20 DMG-2

21 <http://epuc.vermont.gov/?q=downloadfile/390096/146411>

22 DMG-3

23 <http://epuc.vermont.gov/?q=downloadfile/390097/146411>

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1 DMG-4

2 <http://epuc.vermont.gov/?q=downloadfile/390098/146411>

3 DMG-5A

4 <http://epuc.vermont.gov/?q=downloadfile/390099/146411>

5 DMG-5B

6 <http://epuc.vermont.gov/?q=downloadfile/390100/146411>

7 DMG-6A

8 <http://epuc.vermont.gov/?q=downloadfile/390101/146411>

9 DMG-6B

10 <http://epuc.vermont.gov/?q=downloadfile/390102/146411>

11 DMG-7 Annual Reports on Form 10-K of Comcast for the
12 fiscal years ended 12/31/14-18 and 2019 Quarterly Reports
13 on Form 10-Q of Comcast

14 <http://epuc.vermont.gov/?q=downloadfile/390128/146411>

15 <http://epuc.vermont.gov/?q=downloadfile/390129/146411>

16 <http://epuc.vermont.gov/?q=downloadfile/390130/146411>

17 <http://epuc.vermont.gov/?q=downloadfile/390131/146411>

18 <http://epuc.vermont.gov/?q=downloadfile/390132/146411>

19 <http://epuc.vermont.gov/?q=downloadfile/390133/146411>

20 <http://epuc.vermont.gov/?q=downloadfile/390134/146411>

21 <http://epuc.vermont.gov/?q=downloadfile/390135/146411>

22 DMG-8

23 <http://epuc.vermont.gov/?q=downloadfile/390136/146411>

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1 DPS-SGW-1
2 <http://epuc.vermont.gov/?q=downloadfile/401260/146411>
3 DPS-SGW-2
4 <http://epuc.vermont.gov/?q=downloadfile/401261/146411>
5 DPS-CMF-1
6 <http://epuc.vermont.gov/?q=downloadfile/401258/146411>
7 DPS-AJB-1
8 <http://epuc.vermont.gov/?q=downloadfile/401256/146411>
9 DMG-9A
10 <http://epuc.vermont.gov/?q=downloadfile/404225/146411>
11 DMG-9B
12 <http://epuc.vermont.gov/?q=downloadfile/404226/146411>
13 DMG-10
14 <http://epuc.vermont.gov/?q=downloadfile/401193/146411>
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1 MR. HOWE: The parties have also
2 stipulated that they have no cross examination. I do
3 have a few questions. I'm not sure whether they are
4 more appropriate for the witnesses or if they may be
5 legal questions, but that -- we can sort that out as
6 we go.

7 Does anyone have anything else they
8 want to add, or should I just launch into my
9 questions?

10 MR. GLANVILLE: I had just one
11 question. Maybe you covered it. Do I need to be
12 sworn?

13 MR. HOWE: Not unless you take the
14 stand. And that's what -- my questions may be that
15 lawyers may be able to answer them. They are more
16 procedural sort of just where the parties are in
17 terms of the filing.

18 So my understanding is that there are
19 -- all the evidence is stipulated to. I think there
20 may be some disagreements, and I have some questions
21 to sort of iron that out. And it may require a
22 witness, but it may not if the answer is it's not
23 really a disagreement.

24 So maybe let's go -- let me get my
25 questions out there, and then we will see what anyone

1 needs to do. So until then, we will hold off on
2 swearing anyone in.

3 My biggest question is regarding the
4 department's testimony. There were a number of
5 proposals for inclusion in the CPG at issue mostly in
6 Mr. Purvis's testimony, although I think he
7 reiterated several points that were in other people
8 -- other department witness testimony. And that is
9 certain restrictions on Quarterly Service Reports;
10 within six months of any order approving the petition
11 that Comcast work with the department on a revised
12 Service Quality Plan. And I just wanted to know if
13 those are agreed, or there is still a dispute over
14 that.

15 I know Comcast didn't have any follow-
16 on discovery after the department's testimony. But
17 it wasn't clear to me where anyone -- where the
18 parties were with respect to those items as part of a
19 CPG.

20 MS. ACEVES: I can start with that. I
21 believe that there is agreement. However, I think
22 Ms. Flint can expand on that because she has been the
23 one corresponding with Comcast on the specific
24 service quality items. So if she is willing and
25 able, perhaps Carol and possibly Melissa Pierce from

1 Comcast could enlighten us on that a bit.

2 Carol, I think you're on mute.

3 MR. HOWE: So do you think we -- should
4 we have her step in as a witness, or is this
5 something we can just discuss on the record? It's
6 not really a -- an evidentiary issue as far as I can
7 tell. I'm just trying to understand where the
8 parties are with respect to their testimony. I think
9 everything is in there.

10 MS. ACEVES: Carol, do you want to
11 unmute yourself and maybe talk about that a bit?
12 You're still on mute. Maybe Dan or Gerry?

13 MR. GLANVILLE: I had the same issue
14 that Carol had. There she is. You have to move your
15 mouse around. You're open.

16 MS. ACEVES: You're unmuted now.

17 MS. FLINT: Okay.

18 MR. TARRANT: Dan, do you want to jump
19 in?

20 MR. GLANVILLE: Carol, we can't hear
21 you. I'll offer what I think is the understanding,
22 and what we do is we currently have an existing
23 Service Quality Plan that exists today for our
24 service areas in the State of Vermont. We do file
25 quarterly updates. We do believe that it makes sense

1 to reach out to CAPI within 30 days of the closing to
2 put together a schedule for an updated Service
3 Quality Plan that would cover all of our areas
4 including this new -- newly acquired area if so
5 approved.

6 MR. HOWE: All right.

7 MR. TARRANT: Another approach we can
8 take is, is that Sarah and I can talk in terms of our
9 proposed findings or filings next week. And we have
10 talked about filing this -- our memos and briefs next
11 Friday. If there is any disagreement, she and I can
12 point those out. And we have -- we have also agreed
13 that we would have a week to respond to the filings.

14 So the initial filings would be on the
15 10th, and then the final filings, if there are any,
16 would be on the 17th. So I think in that respect, if
17 there are any nuances, Sarah or I can point those
18 out.

19 MR. HOWE: Okay. So and that was my
20 biggest open issue. I just noted that the department
21 had conditions that they recommended. I wasn't sure
22 where, but I think that could be addressed in the
23 briefing if there is a dispute. I'm not sure that
24 requires a witness as far as I can tell. If it's
25 just a difference of opinion, I think that could be

1 handled with briefs.

2 MR. TARRANT: I agree. Sarah, do you
3 think that's acceptable?

4 MS. ACEVES: Yes. I think that makes
5 sense.

6 MR. HOWE: Okay. The other question I
7 had was with respect to Mr. Wheeler's testimony, and
8 this is another -- this is another high level
9 question, probably for the attorneys again, and just
10 on whether or not there is a dispute.

11 He had noted that the package prices
12 were not significantly different, but that it might
13 be prudent to give Southern Vermont Cable customers
14 time to adjust which -- what would ultimately be
15 higher rates. Is that also a disputed point that's
16 been discussed between the parties? Is there any
17 proposal there or agreement there?

18 MR. TARRANT: Dan, do you want to
19 respond to that?

20 MR. GLANVILLE: Sure. I can address
21 that. I think that there is publicly available
22 detail of this, and our testimony provides some
23 pretty clear documentation with regard to the fact
24 that each of these customers, when they are
25 transitioned to Comcast, will be a new customer. So

1 as a result of that, customers will be enabled to
2 participate in our promotional pricing that is
3 available.

4 So give a few examples, and these are
5 all 24-month packages, with voice, video and data
6 that start at \$89 a month, \$99 a month and \$119 a
7 month. We think that all of these included -- those
8 are for three product packages, and there are some as
9 well for two product packages that are lower; in the
10 \$69 per month for 12 months. And \$59 for double --
11 two product packages as well.

12 All of these can be viewed today is
13 what's readily available in the area to new
14 customers. So these are promotional pricing that is
15 available today to new customers. And we have
16 promotional pricing all of the time to our new
17 customers. So we do think it is a valid point that
18 there will be a period of customers transitioning
19 from Southern Vermont Cable to Comcast. We feel that
20 making customers able to qualify for these
21 promotional pricing opportunities puts that
22 adjustment period between 12 and 24 months.

23 MR. HOWE: Okay.

24 MS. ACEVES: Yes. And the department
25 -- it's our position that those promotional package

1 periods, time periods, will allow customers to adjust
2 to any price differences.

3 MR. HOWE: Okay. So -- okay. Great.
4 Great. That's what I was hoping. Those were my only
5 questions about the testimony and where I saw
6 potential disagreements.

7 My last question has to do with FCC
8 requirements and the 120-day ticker on transfers.
9 You're proposing briefs. I think we are at 114 days
10 today from the date you filed. My understanding is
11 that's keyed off of form FCC 394. 120 days. Or am I
12 misunderstanding -- I'll admit that I'm new to the
13 whole cable area, so I wanted to see what the
14 parties' views are on whether or not that 120-day
15 period is applying to this situation.

16 MR. TARRANT: Dan, can you respond?

17 MR. GLANVILLE: Yeah. Sarah, if you're
18 comfortable, I can address that as well. So the 120
19 day period normally follows through -- you are -- you
20 know let me start by saying also that -- I meant to
21 open this way.

22 I do want to thank the hearing officer,
23 and I do want to thank all of the people on this
24 video conference today for accommodating this. We
25 recognize that all of us are living in a bit of a

1 different world. And we thank you very much for that
2 accommodation on behalf of our 200 employees in
3 Vermont who have seen a good deal of adjustment as
4 well in their personal lives, and to all of our
5 existing customers. So we thank you very much for
6 accommodating this, and just wanted to put that out
7 there.

8 So with regard to the 120 days, you are
9 correct that that follows the normal procedure with
10 regard to a transfer procedure. So I think this is a
11 bit different in the sense that we are going through
12 for a new CPG in a transfer, and if we went -- so we
13 recognize that we would be close to the 120 days. So
14 our goal, we were hoping that we would have this
15 hearing, and then something -- we were thinking that
16 it would be in the 30-day period after the briefs
17 that we could see something out of that, you know,
18 that would be greater than the 120 days. And we
19 would have no objection to that.

20 MR. HOWE: Great. Yeah. I think
21 that's easily doable. And do I have -- has there
22 been an FCC 394 form filed, or is that not even
23 applicable here?

24 MR. GLANVILLE: So we have not filed a
25 394 application with this because of the process that

1 -- and the procedure established under Vermont
2 regulations. And the way we did it with the Vermont
3 regulations was to proceed with the --

4 MR. HOWE: Okay.

5 MR. GLANVILLE: -- I might say this
6 wrong, the cessation of operations by SVCC and the
7 new CPG by Comcast.

8 MR. HOWE: Okay. Understood.

9 MR. TARRANT: We can file something on
10 Friday to put it in the record if you want.

11 MR. HOWE: That would probably be
12 useful to have it in the record. I don't know that I
13 need it. It wouldn't hurt though just to have it in
14 our -- as part of this record.

15 MR. TARRANT: I was referring to just a
16 clarification as to what we are doing and why.

17 MR. HOWE: Oh, okay. And you can
18 address that in the briefing. That's fine as well.

19 MR. TARRANT: Okay.

20 MR. HOWE: And that was everything that
21 I had as far as questions.

22 I'll circle around now. Anything else
23 from the department?

24 MS. ACEVES: No. Thank you.

25 MR. HOWE: All right. From Comcast?

1 MR. TARRANT: No. Thank you very much.

2 MR. HOWE: Southern Vermont Cable?

3 MR. EMERSON: Nope.

4 MR. GLANVILLE: Mr. Hearing Officer,
5 can I add one thing? Gerry, are you okay with that?

6 MR. TARRANT: If the hearing officer
7 is.

8 MR. HOWE: Sure. Go ahead.

9 MR. GLANVILLE: So I do want to state
10 that Melissa Pierce from my team and I have worked
11 very close with Cor Trowbridge from BCTV to address
12 issues that had existed and to put forward a
13 memorandum. We feel, I don't want to speak for Cor,
14 but we feel we are in a good place. We have had
15 recent communications to be able to resolve her open
16 issues, and we do thank her and her board member who
17 met with us on multiple occasions early on with a
18 scheduling vehicle to put issues on the table and
19 resolve them amicably.

20 So I just wanted to offer that.

21 MR. HOWE: Great. Thank you. And
22 Brattleboro Community Television?

23 MS. TROWBRIDGE: Hi everyone. Yeah.
24 All of our issues have been resolved through the MOU
25 as Dan just mentioned. So thank you very much.

1 Nothing further.

2 MR. HOWE: All right. Great. So I
3 understand that -- let me pull up my calendar. You
4 guys have agreed on a briefing schedule, and it will
5 be on a one-week interval. So you'll file briefs a
6 week from today on the 10th. And then replies a week
7 from that on the 17th; is that correct?

8 MS. ACEVES: Yes. That is correct.

9 MR. TARRANT: Yes. That is correct.

10 MR. HOWE: Well I will not issue an
11 order documenting those dates. I'll just leave it to
12 you guys to follow that schedule. And then I'll turn
13 this around as fast as I can once we get it. I don't
14 think it will take too, too long, and I can probably
15 get a head start on it based on your filings before
16 that.

17 But I should be able to do it fairly
18 quickly and get an order out to the commission.

19 MR. TARRANT: That would be great.
20 Kim, can you tell us when the transcript would be
21 available?

22 THE COURT REPORTER: It will be a week.

23 MR. TARRANT: Okay. Thank you.

24 MS. ACEVES: One thing I wanted to know
25 for the department. We will have proposed findings

1 in our brief. So that is helpful for the commission.
2 I just wanted to let you know.

3 MR. HOWE: Sure. That will be super
4 helpful always. All right, everybody. I think this
5 went as smoothly as it could. I appreciate everyone
6 -- Oh, yes. Ms. Trowbridge.

7 MS. TROWBRIDGE: I just had one quick
8 thing which was it's my understanding from all these
9 filings and documents, and thank you to everybody on
10 this team who helped me navigate that, that the MOU
11 is being entered, has been entered through this
12 proceeding.

13 MR. HOWE: The MOU with Brattleboro
14 Community Television? Yes. That has been filed.
15 It's in the system, and that will be referenced in
16 any order that comes out.

17 MS. TROWBRIDGE: Thanks.

18 MR. HOWE: All right. Does anybody
19 have anything else?

20 (No response).

21 MR. HOWE: All right. Seeing nothing,
22 I think we can go off the record. Thank you
23 everyone.

24 (Whereupon, the proceeding was
25 adjourned at 9:52 a.m.)

C E R T I F I C A T E

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3 I, Kim U. Sears, do hereby certify that I
4 recorded by stenographic means the Evidentiary Hearing re:
5 Case No. 19-4845-PET, by GoToMeeting on April 3, 2020,
6 beginning at 9:30 a.m.

7 I further certify that the foregoing
8 testimony was taken by me stenographically and thereafter
9 reduced to typewriting and the foregoing 21 pages are a
10 transcript of the stenograph notes taken by me of the
11 evidence and the proceedings to the best of my ability.

12 I further certify that I am not related to
13 any of the parties thereto or their counsel, and I am in
14 no way interested in the outcome of said cause.

15 Dated at Williston, Vermont, this 7th day of
16 April, 2020.

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