

1 **BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION**  
2

In the Matter of the Nebraska Public Service ) Application No. NUSF-92.11  
Commission, on its own motion, seeking to )  
administer the Nebraska Universal Service )  
Fund's Broadband Program: Application to the )  
Nebraska Broadband Program Received from )  
N.E. Colorado Cellular, Inc., d/b/a Viaero )  
Wireless. )

3  
4 **TESTIMONY OF**  
5 **ERIC L. PRESTON**  
6 **ON BEHALF OF**  
7 **N.E. COLORADO CELLULAR, INC., D/B/A VIAERO WIRELESS**  
8  
9

10 **Q: PLEASE STATE YOUR NAME.**

11 A: Eric Preston.

12 **Q: WHERE ARE YOU EMPLOYED AND IN WHAT CAPACITY?**

13 A: I am General Counsel for N.E. Colorado Cellular, Inc., d/b/a Viaero Wireless ("Viaero").

14 **Q: PLEASE DESCRIBE YOUR EDUCATIONAL QUALIFICATIONS AND**  
15 **PROFESSIONAL EXPERIENCE.**

16 A: I have a Bachelor of Science degree from Pennsylvania State University and a Masters of  
17 Business Administration from the University of Wyoming. In 1997, I received a juris  
18 doctor from Vermont Law School.

19 I have held the General Counsel position at Viaero since March, 2014. My attached  
20 resume details my education and professional experiences.

21 **Q: ARE YOU AUTHORIZED TO TESTIFY ON BEHALF OF VIAERO?**

22 A: Yes, I am.



1 **Q: HAVE YOU REVIEWED VIAERO'S "APPLICATION FOR FUNDING FROM**  
2 **THE NEBRASKA UNIVERSAL SERVICE FUND BROADBAND PROGRAM"**  
3 **FILED WITH THE NEBRASKA PUBLIC SERVICE COMMISSION**  
4 **("COMMISSION") ON FEBRUARY 3, 2014 (THE "APPLICATION").**

5 A: Yes, I have.

6 **Q: DO YOU HAVE TESTIMONY TO OFFER THE COMMISSION REGARDING**  
7 **VIAERO'S APPLICATION FOR SUPPORT?**

8 A: Yes. I will address most issues regarding the Application, and how it meets the  
9 requirements of this Commission's Order Opening this Docket entered December 10,  
10 2013 ("**Opening Order**") establishing a time line for filing requests for support from the  
11 2014 Nebraska Broadband Program (the "**Program**") and identifying certain information  
12 required to be submitted in all petitions for support from the Program.

13 Before I discuss the Application itself, I would like to provide some background on  
14 Viaero, its operations as a wireless carrier and ETC in Nebraska, and its service offerings.  
15 Viaero was designated as an ETC by this Commission on October 18, 2005. Since that  
16 designation, Viaero has aggressively expanded its coverage in Nebraska, and currently  
17 owns 296 telecommunications towers covering 700,000 Nebraskans, all of which reside  
18 outside of Omaha and Lincoln. Effectively, Viaero's wireless coverage extends over  
19 80% of the state's landmass.

20 **Q: PLEASE EXPLAIN VIAERO'S PROPOSAL FOR USE OF SUPPORT FROM**  
21 **THE NEBP PROGRAM.**

1 On February 3, 2014, Viaero filed its Application for Funding from the Nebraska  
2 Universal Service Fund Broadband Program (“**Application**”) in which it requested  
3 funding for eighteen (18) discrete and separate projects (singularly “**Project**” or  
4 collectively, “**Projects**”). Each Project involves the construction of a new cellular tower,  
5 which will include the installation of 4G equipment, to provide voice and mobile  
6 broadband service in remote and high-cost areas of Nebraska. Each Project contained in  
7 the Application is a separate Project and the Commission is not required to fund any  
8 Project in any particular order. Viaero will fund 25 percent of the cost of each Project,  
9 with the remaining cost of each Project to be funded from the Program. The Projects and  
10 the proposed costs to the Program for each Project are as follows:

11 Arcadia Project - \$308,571.29

12 Callaway Project - \$274,771.83

13 Crofton East Project - \$318,330.68

14 Dix Southwest Project - \$319,247.87

15 Erickson Project - \$318,330.68

16 Johnson Lake Project - \$318,330.68

17 Lawrence Project - \$318,330.68

18 Leigh Project - \$318,330.68

19 Lyman South Project - \$318,330.68

20 Minor Camp Project - \$352,312.72

- 1 Oconto Project - \$351,395.53
- 2 Pilger Project - \$374,700.98
- 3 Pleasanton South Project - \$318,330.68
- 4 Sparks Northeast Project - \$318,330.68
- 5 Stromsburg Project - \$318,330.68
- 6 St. Edward Project - \$384,460.37
- 7 Valentine Southeast Project - \$318,330.68
- 8 Wallace North Project - \$318,330.68

9 After the filing of the Application, and pursuant to the Commission’s directive in  
10 its Opening Order for carriers to engage in a negotiation process to reduce any disputes  
11 between the carriers regarding their respective applications, Viaero negotiated with  
12 numerous carriers which had filed interventions in Viaero’s dockets and with those  
13 carriers in whose dockets Viaero had filed an intervention. Viaero has, to the best of its  
14 knowledge, resolved all outstanding disputes through its negotiations with other carriers.

15 **Q: DOES VIAERO’S PROPOSAL COMPLY WITH THE COMMISSION’S**  
16 **ORDERS CONCERNING THE PROGRAM, IN PARTICULAR THOSE**  
17 **CRITERIA OUTLINED IN NUSF-77?**

18 Yes, Viaero believes that each Project meets each and every criterion for funding  
19 established in docket NUSF-77, and specifically Progression Orders No. 5, No. 7, and  
20 No. 8, as modified in the Opening Order. Viaero offers wireless service at a drastically

1 low cost per rural subscriber. It allows all GSM wireless customers to access broadband  
2 in the proposed service area of each Project, with the likelihood of access for all wireless  
3 customers over time. Each Project will provide mobile broadband service, maximizing its  
4 utility for all manner of consumers, including public safety. At a price that was  
5 unimaginable just a few years ago, Viaero can provide outstanding broadband speeds to a  
6 significant number of unserved and underserved Nebraskans.

7 **Q: WILL OTHER COMPANIES BE ASSOCIATED WITH THE**  
8 **IMPLEMENTATION OF VIAERO'S PROPOSED PROJECT?**

9 A: No. Other than the vendors listed in the Application, the only company associated with  
10 the Project is Viaero.

11 **Q: PLEASE DESCRIBE THE PROPOSED BROADBAND PROJECT PLAN.**

12 A: In brief, each Project consists of the construction of a new tower infrastructure with Base  
13 Station Controllers and radios for WCDMA (now widely referred to in the wireless  
14 industry as "4G"). In conjunction with Viaero's existing infrastructure in rural Nebraska  
15 (towers, cabling, backup power, equipment huts and other ancillary equipment), Viaero  
16 will provide broadband speeds within the specified footprint of at least 4 Mbps  
17 downstream, and 1 Mbps upstream, with a maximum theoretical download speed of 42  
18 Mbps.

19 In its Application, Viaero submitted for consideration eighteen (18) discrete Projects for  
20 funding and each Project may be funded at the Commission's option, in no particular  
21 order.

1 **Q: HOW DID VIAERO IDENTIFY WHICH AREAS WERE “UNSERVED” OR**  
2 **“UNDERSERVED”, AS DEFINED BY THE COMMISSION IN PROGRESSION**  
3 **ORDER NO. 5?**

4 **A:** Since 2003, Viaero’s business model has focused solely on the deployment of an  
5 extensive wireless network in the State of Nebraska in unserved and underserved areas.  
6 Drawing on its experience as a successful wireless telecommunications operator in areas  
7 surrounding the proposed “unserved” and “underserved” service areas, Viaero accessed,  
8 through a third-party provider, data from the National Broadband Map to assist in  
9 evaluating areas of the state that are served, underserved and unserved. Viaero used the  
10 National Broadband Map to identify “served” areas based upon the Commission’s  
11 criterion of 4 Mbps downstream and 1 Mbps upstream, and removed those areas for  
12 consideration for potential sites. Viaero then used the National Broadband Map to  
13 identify “unserved” and “underserved” areas, and correlated that information with its own  
14 internal data from previously conducted independent drive testing along with published  
15 information from other wireless carriers. Viaero used all that information to create a map  
16 showing the various levels of coverage in the proposed service areas and based the  
17 statements in its Application regarding a proposed site’s “unserved” and “underserved”  
18 make-up on that map.

19 **Q: DID VIAERO SUPPLY CENSUS BLOCK DATA FOR ALL LOCATIONS**  
20 **WHERE BROADBAND FACILTIES WOULD BE DEPLOYED UNDER EACH**  
21 **INDIVIDUAL PROPOSED PROJECT?**

22 **A:** Yes. Viaero attached census block data to its Application identifying those census blocks  
23 which would receive broadband coverage under each proposed Project. This data was

1 compiled using 2010 Census Block boundaries as required by the Commission, which  
2 also yielded the population coverage information provided.

3 **Q: DID VIAERO PROVIDE AN ESTIMATE OF THE NUMBER OF POTENTIAL**  
4 **NEW BROADBAND SUBSCRIBERS WHICH WOULD BE REALIZED IF THE**  
5 **PROJECT IS IMPLEMENTED?**

6 A: Drawing on its experience as a successful wireless telecommunications operator within  
7 the proposed “unserved” and “underserved” service areas, Viaero has generated an  
8 estimate of the number of broadband subscribers it expects to obtain when the Project is  
9 operational. These estimates were contained within the Application in attached  
10 Confidential Exhibits 1-A to 1-R.

11 **Q: HAS VIAERO DEVELOPED A BROADBAND DEPLOYMENT SCHEDULE FOR**  
12 **THE PROJECT?**

13 A: Yes, Viaero estimates that it can deploy the Project on the schedule set forth below. This  
14 schedule is well within the 24-month timeframe established by the Commission. The  
15 estimate is based on its experience in the Nebraska market.

16 **Q: PLEASE DESCRIBE VIAERO’S ESTIMATED DEPLOYMENT SCHEDULE.**

17 A: Overall time for completion of a Project is estimated to be approximately 9 months,  
18 excluding unforeseen delays associated with obtaining equipment, licenses, or zoning  
19 permits. Estimated completion milestones and time frames for each milestone are as  
20 follows:

21

<u>Completion Percentage</u>	<u>Description of Milestone</u>	<u>Time Frame</u>
25%	Completion of all equipment ordering, submission of applications and commencement of update installation	8 weeks
50%	Delivery of all equipment and completion of all construction and implementation plans	16 weeks
75%	Receipt of all approvals and commitments of construction; implementation and deployment	25weeks
100%	Completion of all installations, tuning, testing and turn-up	36 weeks

1 **Q: WHAT IS THE PROPOSED BUDGET FOR THE PROJECT?**

2 A: The proposed budgets for each Project were attached to the Application as Confidential  
3 Exhibits 1-A to 1-R and have been generally described earlier in my testimony.

4 **Q: PLEASE DESCRIBE VIAERO'S PROPOSED RETAIL PRICING FOR ITS**  
5 **PROPOSED BROADBAND PROJECTS.**

6 A: Viaero's proposed retail pricing for its broadband products was attached to the  
7 Application as Exhibit 3.

8 **Q: PLEASE DESCRIBE VIAERO'S COMMITMENT TO OFFER BROADBAND**  
9 **SERVICES.**

10 A: Viaero hereby commits to offering broadband service to all households within any  
11 approved service area for at least five (5) years.

12 **Q: PLEASE DESCRIBE VIAERO'S COMMITMENT TO PARTICIPATE IN THE**  
13 **COMMISSION'S MAPPING EFFORTS.**

1 A: Viaero hereby commits to participate and provide broadband data to the Commission and  
2 its vendors for the duration of the State Broadband Data and Development (“SBDD”)  
3 Program.

4 **Q: PLEASE PROVIDE A DESCRIPTION OF VIAERO’S FINANCIAL**  
5 **QUALIFICATIONS.**

6 A: Copies of Viaero’s audited financial statements as of December 31, 2012 (the latest  
7 audited financials available) were filed with Viaero’s Application as Confidential Exhibit  
8 4.

9 **Q: PLEASE DESCRIBE VIAERO’S FINANCIAL, TECHNICAL AND**  
10 **MANAGERIAL COMPETANCE.**

11 A: Viaero is managed by a team of experienced telecommunications professionals with  
12 extensive experience providing wireless service, including wireless data service, within  
13 the proposed service territory. A description of the background of the senior management  
14 team is attached to the Application as Exhibit 5.

15 Viaero currently operates an extensive wireless network in the State of Nebraska and has  
16 a proven track record of financial and technical competence in the design and operation  
17 of wireless telecommunications networks. Viaero monitors the performance of its voice  
18 and data network on a site-by-site basis from its Network Operations Center in Fort  
19 Morgan, Colorado on a 24 hours per day, 7 days a week, 365 days a year basis.

20 **Q: IS VIAERO PREPARED TO PROVIDE THE FINANCIAL MATCH NEEDED TO**  
21 **MEET PROJECT COMMITMENTS AS REQUIRED BY THE COMMISSION IN**  
22 **NUSF-77 PROGRESSION NO. 5 AND THE OPENING ORDER?**

1 A: Yes. A description of Viaero's financial match which will be used to meet Viaero's  
2 commitment in this Application was included in the Proposed Budget for each Project  
3 and attached to the Application in Confidential Exhibits 1-A to 1-R, as previously  
4 described in my testimony.

5 **Q: HAS VIAERO PROVIDED AN AFFIDAVIT ATTESTING TO THE TRUST AND**  
6 **ACCURACY OF ALL INFORMATION INCLUDED IN THE APPLICATION?**

7 A: Yes, the Affidavit attesting to the truth and accuracy of the information contained in the  
8 Application was attached to the Application as Exhibit 6.

9 **Q. IN ADDITION TO SATISFYING THE TECHNICAL CRITERIA FOR FUNDING**  
10 **ESTABLISHED BY THE COMMISSION IN ITS PRIOR ORDERS IN THIS**  
11 **DOCKET AND IN NUSF-77, ARE THERE ANY OTHER REASONS THAT THE**  
12 **COMMISSION SHOULD GRANT VIAERO'S PETITION AND GIVE ITS**  
13 **PROPOSED PROJECTS PRIORITY FUNDING STATUS?**

14 A: Yes, Viaero has demonstrated a commitment since 2003 to the deployment of an  
15 extensive wireless network in the State of Nebraska focusing on unserved and  
16 underserved areas. While Viaero has sought and successfully received funding from the  
17 Commission for expansion of its network and the deployment of its 911 capabilities over  
18 the years, Viaero has also constructed and deployed 266 towers in its Nebraska service  
19 territory without subsidies from Commission programs, while 30 towers have been  
20 constructed with NUSF funding subsidies. Viaero has constructed no towers in the  
21 Lincoln and Omaha service areas! Viaero's historic track record of private investment in  
22 the unserved and underserved areas of the State is unique among wireless carriers  
23 currently providing services in the State and underscores Viaero's dedication, knowledge,

1 expertise and financial commitment to the deployment of a high quality  
2 telecommunications network, which now covers over 80% of the State's geographic area.  
3 The granting of Viaero's Application will serve to enhance its already robust network and  
4 bring high speed mobile and broadband service to rural Nebraska.

5 Viaero focuses not only on the provision of services in rural areas, where it is difficult for  
6 most carriers to deploy cost effective broadband services, but on providing low cost per-  
7 subscriber service, which emphasizes and promotes the Commission's Nebraska  
8 Universal Fund Broadband Program public policies. Viaero has repeatedly urged the  
9 Commission to select projects for Program funding in a manner which prioritizes costs of  
10 service per subscriber and efficiency in a meaningful way. The overriding consideration  
11 of the Commission in its project selection methodology should be the most cost effective  
12 and efficient means of delivering broadband services to the most Nebraskans, regardless  
13 of technology. Any artificial or non-economic allocation methodology which does not  
14 heavily weight costs of deployment on a per-subscriber basis will not satisfy the  
15 Commission's funding responsibility to prudently marshal the scarce public resources  
16 managed by the Commission in the Program fund.

17 **Q: HAVE YOU REVIEWED THE RECOMMENDATIONS FROM THE**  
18 **COMMISSION STAFF FILED ON APRIL 22, 2014 REGARDING FUNDING**  
19 **AWARDED UNDER THE NEBP PROGRAM AND DO YOU HAVE ANY**  
20 **COMMENTS ON THE COMMISSION STAFF'S RECOMMENDATION?**

21 **A:** Yes, I have carefully reviewed the Recommendations of the Commission Staff and the  
22 Staff's explanation of the methodology it used in making its recommendations. Viaero  
23 has three primary concerns with the Staff Recommendations.

1 Viaero's first concern is with the lack of transparency regarding the Staff's  
2 Recommendations. One key aspect for the Staff's Recommendations is each Project's  
3 Group Assignment, however, the Group Assignments for each Project have not been  
4 made public. According to the Staff Recommendations, any project that was comprised  
5 of completely unserved areas was to receive a Group Assignment of One (1). Viaero  
6 submitted four Projects which its resources show would serve completely unserved areas:  
7 the Lyman South Project, the Wallace North Project, the Sparks Northeast Project, and  
8 the Dix Southwest Project. It is Viaero's understanding of the Staff's methodology that  
9 because these Projects would provide broadband service to areas which were "unserved",  
10 as defined by the Commission, all four of these Projects should have been identified as  
11 Group Assignment One (1) and prioritized for funding. Yet none of these Projects were  
12 recommended for funding by the Commission Staff. There is no evidence or supporting  
13 calculations attached to the Staff Recommendations showing the Staff's "unserved" and  
14 "underserved" analysis, or at a minimum, the Group Assignments. This is disconcerting  
15 because Viaero, along with all the other applicants, cannot objectively or reasonably  
16 identify and submit proposed projects for consideration for funding from the Program  
17 because there is no way to understand how the Staff Recommendations relate to the  
18 methodology used for evaluating proposed projects. No applicant is able to meaningfully  
19 evaluate the Commission's prioritization methodology in connection with any specific  
20 project. Further, without such information, it is impossible to evaluate the Commission's  
21 Staff Recommendations with any mathematical certainty or in a manner that can  
22 reasonably be calculated to determine if the Commission's stated public policy objectives  
23 for this Program have been satisfied or advanced. In short, little can be learned from the

1 proposed Staff Recommendations concerning how to develop, construct or propose future  
2 project applications. At a minimum, the Commission should provide applicants with the  
3 Group Assignments and ranking for each applicant's Projects so that some useful  
4 information can be gleaned from the Staff's funding methodology.

5 Viaero's second concern is that the Staff Recommendations reveal the Staff's decision to  
6 fundamentally alter the methodology used to rank and prioritize Projects without prior  
7 notice to Applicants. The Staff changed the manner in which Group Assignment Two (2)  
8 is established, by including in Group Assignment Two (2) "the highest priority projects  
9 submitted by each Applicant".<sup>1</sup> This decision effectively allocated funding to at least one  
10 Project submitted by each Applicant without regard to that Project's relative ranking with  
11 any other Project. Given the number of Projects submitted for funding, this strategy could  
12 have the effect of using up all available program funding for those projects with a Group  
13 Assignment Two (2) without any comparative analysis of the merits of the remaining  
14 projects.

15 Viaero's third and final concern is that the portion of the Program fund that is awarded to  
16 wireless carriers is less than half of the available funding. Prior to the merging of NUSF-  
17 69 and NUSF-77, wireless carriers had \$5 million in available funding from the NUSF-69  
18 dedicated wireless program.<sup>2</sup> Yet, this year's NUSF-92 Staff Recommendations  
19 continued the trend from last year's Staff Recommendations in that less than half of the  
20 of the total funding available was allocated to mobile wireless projects. Last year,

---

<sup>1</sup> See *In the Matter of the Nebraska Public Service Commission, on its Own Motion, to Administer the Nebraska Universal Service Fund Broadband Program*, Recommendation of the Commission Staff, p. 13 (April 22, 2014).

<sup>2</sup> See *In the Matter of the Nebraska Public Service Commission, on its own motion, seeking to implement policies and procedures related to providing dedicated universal service support for wireless telecommunications services*, NUSF-69, Progression Order No. 9, Order, p.1 (May 14, 2013).

1 wireless carriers received 18.6% of the available fund<sup>3</sup> and this year, wireless carriers  
2 received approximately 36.5%, or \$3,287,139 of the \$9 million in available funding.<sup>4</sup> The  
3 Commission has repeatedly adopted the principal that it is technology neutral, yet the  
4 Staff Recommendations explicitly show a preference for wireline or fixed wireless  
5 projects over mobile wireless projects.

6 While Viaero is certainly disappointed with the fact that projects proposed by wireless  
7 carriers are receiving a declining percentage of the program fund, and specifically, with  
8 its recommended award, Viaero appreciates the opportunity to develop the projects  
9 funded by the Commission and is grateful for the funding which has been recommended.

10 **Q: DOES THIS CONCLUDE YOUR TESTIMONY?**

11 **A:** Yes. I am pleased to respond to any questions.

---

<sup>3</sup> See *In the Matter of the Petition of the Nebraska Telecommunications Association for Investigation and Review of Processes and Procedures Regarding the Nebraska Universal Service Fund*, Recommendation of the Commission Staff, Table 3 (August 28, 2013).

<sup>4</sup> See *In the Matter of the Nebraska Public Service Commission, on its Own Motion, to Administer the Nebraska Universal Service Fund Broadband Program*, Recommendation of the Commission Staff, Table 2 (April 22, 2014).

**CERTIFICATE OF SERVICE**

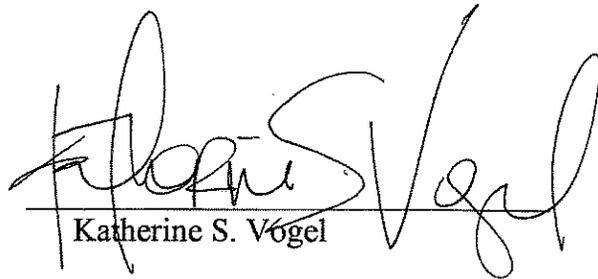
The undersigned hereby certifies that on this 9<sup>th</sup> day of May, 2014, an original, five copies and an electronic copy of the Initial Testimony of Eric Likins Preston in Docket No. NUSF-92 were delivered to:

Steve Meradith  
Executive Director  
Nebraska Public Service Commission  
1200 N Street, Suite 300  
Lincoln, NE 68508  
[Steve.meradith@nebraska.gov](mailto:Steve.meradith@nebraska.gov)

Shana Knutson  
Nebraska Public Service Commission  
1200 N Street, Suite 300  
Lincoln, NE 68508  
[shana.knutson@nebraska.gov](mailto:shana.knutson@nebraska.gov)

Brandy Zierott  
Nebraska Public Service Commission  
1200 N Street, Suite 300  
Lincoln, NE 68508  
[brandy.zierott@nebraska.gov](mailto:brandy.zierott@nebraska.gov)

Sue Vanicek  
Nebraska Public Service Commission  
1200 N Street, Suite 300  
Lincoln, NE 68508  
[sue.vanicek@nebraska.gov](mailto:sue.vanicek@nebraska.gov)



Katherine S. Vogel

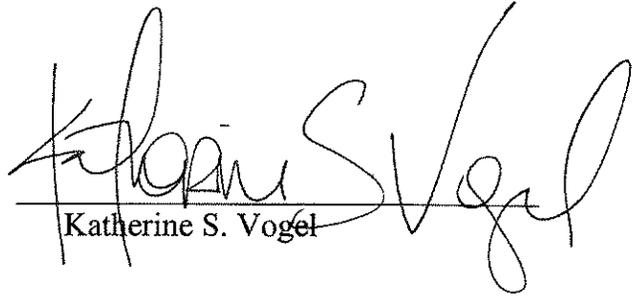
**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that on this 9<sup>th</sup> day of May, 2014, an electronic copy of the Initial Testimony of Eric Likins Preston in Docket No. NUSF-92 was delivered to:

**Glenwood Telephone Company**  
Andy Pollock  
apollock@remboltlawfirm.com

**CenturyLink**  
Jill Vinjamuri Gettman  
Scott E. Daniel  
Norman G. Curtright  
jgettman@gettmanmills.com  
sdaniel@gettmanmills.com  
norm.curtright@centurylink.com

**U.S. Cellular**  
Deonne Bruning  
deonnebruning@neb.rr.com

  
Katherine S. Vogel

**EXHIBIT**

**Resume of Eric Likins Preston**

**ERIC LIKINS PRESTON**  
**5416 South Valdai Way**  
**Aurora, Colorado 80015**  
**(303) 888-2012**  
**[eprestonlaw@gmail.com](mailto:eprestonlaw@gmail.com)**

## **SELECTED EMPLOYMENT**

**E. Preston, P.C., Aurora, CO (2001-2007, 2011 - current)**

**Attorney**

- Representation of an investment group client with over 100 operating companies and portfolio companies including:
  - Counsel Officers, Directors and Investors on legal, financial and business matters in the operation and management of all client companies and investments within the advertising, entertainment, technology, manufacturing, communications, broadcasting, real estate, and private equity industries.
  - Conduct due diligence reviews of acquisition or investment targets regarding compliance with investment criteria or established operational strategies;
  - Draft and negotiate deal structures, transactional documents and advise operational managers regarding employment, intellectual property, asset management, regulatory compliance and general contracting;
  - Manage litigation for client and all subsidiaries to protect the operating entities, the holding company and the investors, including hiring litigation counsel in appropriate jurisdictions, case review and strategic planning;
  - Review and evaluate operating, financial and legal structure and strategies;
- Counsel clients, draft and negotiate documents for the creation of small businesses to meet the requirement and receive benefits offered to Minority Owned, Women Owned and Service Disabled Veteran Owned Small Businesses as available in most governmental contracting agencies including the Department of Defense, Department of Energy and the Small Business Administration.
- General legal, business and financial counseling regarding structure and strategies for start-up businesses including valuation, protection of intellectual property, creation and maintenance of goodwill, strategic alliances, ongoing operational issues and exit strategies.
- Conduct due diligence reviews, negotiate deal structures and draft and negotiate transactional documents related to mergers and acquisitions at all stages of business development in various industries for both sellers and buyers.
- Draft and negotiate private offering documents and shareholder agreements.
- Counsel Directors and Officers of client companies regarding legal compliance, strategic legal and business planning, fiduciary duties, related party transactions and draft supporting documentation.

**Fairfield and Woods, P.C., Denver, CO (2007-2011)**

**Of-Counsel Attorney** In addition to activities similar to those listed above:

- Counsel Directors and Officers of publicly traded banks with respect to corporate governance.
- Draft and review public company reporting documents including 8-K's, 10-Q's, 10-K's, 14A's and related reports.
- Review and draft corporate and securities documents related to ongoing litigation and provide corporate and securities counsel support for litigation department.

**Brenman, Bromberg & Tennenbaum, P.C., Denver, CO (1999 - 2001)**

Attorney In addition to activities listed above:

- Draft and negotiate public and private offering documents including initial and secondary offering documents, private placement memorandums, listing agreements and shareholder agreements and counsel clients on compliance with the registration and reporting requirements.
- Counsel Directors and Officers of client companies regarding legal compliance, strategic legal and business planning, fiduciary duties, related party transactions and committee review requirements under securities laws.
- Conduct due diligence reviews and draft transactional documents for commercial real estate transactions.

**Kutak Rock, Omaha, NE (1997- 1999)**

Attorney

- Counsel and represent clients on the legal issues affecting international investment funds including:
  - Draft and negotiate complex security documents for the multinational perfection of security interests in the United States of America, Cyprus, the Cayman Islands and the CIS countries including Russia, Kazakhstan, Uman, Moldova and Georgia;
  - Draft and negotiate complex financing documents for the creation of equity investments and trust financing under the requirements of a guarantee by Overseas Private Investment Corporation;
  - Counsel client and draft documentation relating to the maintenance of a multinational, multi-layered corporate structure; and
  - Counsel client on legal issues of multinational trade in goods and services.
- Conduct due diligence reviews, draft transactional documents and negotiate business acquisitions and sales with an emphasis on radio and television station acquisitions.
- Conduct due diligence reviews and draft transactional documents for large commercial real estate transactions.
- Counsel clients on corporate formation, authorization, operation and continuing compliance with general business and corporate laws.
- Draft private placement memorandums, listing agreements and shareholder agreements and counsel clients on compliance with the registration and reporting requirements.

**Tyco International (US) Inc., f/k/a Tyco International Ltd., Exeter, NH (1996)**

Law Clerk

- Conducted due diligence reviews of acquisition targets, drafted transactional documents and participated in negotiations for both public and private company acquisitions.
- Researched, negotiated, drafted and edited agreements and organized standardized commercial forms; advised management in areas of corporate political activity, securities regulations, corporate policies and bankruptcy.
- Researched and drafted standardized form agreements for employment, severance and termination, confidentiality, and consulting services. Created sexual harassment investigation guidelines and employee handbook for use as a model in U.S. operations. Represented the company at hearings before the New Hampshire Department of Labor.

## **EDUCATION**

### **Vermont Law School, South Royalton, VT**

*Juris Doctor, May 1997*

- Vermont Law School National Moot Court Team
- Finalist, Thomas M. Debevoise Moot Court Competition
  - Best Oralist Award
- Member 1997 Moot Court Advisory Board

### **University of Wyoming, Laramie, WY**

*Master of Business Administration, May 1996*

- Beta Gamma Sigma, Graduate Business Honor Society, 1994
- Financial Management Association, Graduate Member
- Graduate Assistant to Del Wells, JD

### **Pennsylvania State University, Harrisburg, PA**

*Bachelor of Science in Finance, May 1992*

- Financial Management Association, National Honor Society
- Wall Street Journal, Student Achievement Award, 1992
- Chi Gamma Iota (Veterans Club), Vice President, 1992
- Research Assistant for Options and Futures Professor

## **PROFESSIONAL LICENSES**

- Licensed to practice law in Colorado and Nebraska.

## **SKILLS**

### **Computers**

- Proficient in the use of Microsoft Word, Microsoft Excel, Microsoft PowerPoint, WordPerfect for Windows, Lotus 1-2-3 including statistical add-on programs, computerized research and some experience with SAS.
- Designed, constructed and maintained computer network (both wireless and wired) including Server, 5 workstations, 2 print servers and multiple hubs and routers using Microsoft XP and Microsoft Server 2000.

### **Business Analysis**

- Proficient in financial valuation including, present value of cash flow, asset and book value and comparative financial analysis.
- Proficient in strategic management analysis, SWOT Analysis, market forces analysis.
- Proficient in business methods and statistical analysis including data gathering and modeling.

### **Languages**

- Russian, moderate proficiency.