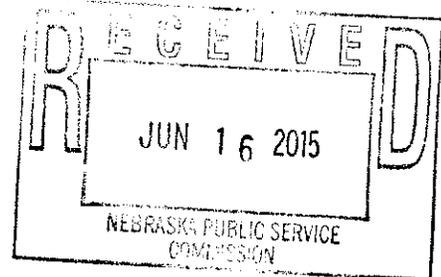


1 **BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION**
2

In the Matter of the Nebraska Public Service) Application No. NUSF-92.38
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 NOVEMBER 26, 2014 (THE “APPLICATION”).**

5 A: Yes, I have.

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

8 A: Yes. I will provide testimony in support of the Application, filed November 26, 2014 (the
9 **“Application”**, and the Amended Application, filed February 26, 2015 (the **“Amended**
10 **Application”**), and how it meets the requirements of this Commission’s Order opening
11 this docket, entered December 10, 2013 (**“Opening Order”**) and the Commission’s
12 subsequent orders establishing criteria and timelines for filing requests for support from
13 the 2015 Nebraska Broadband Program (the **“Program”**) and identifying certain
14 information required to be submitted in all petitions for support from the Program
15 (collectively **“Program Orders”**).

16 **Q: PLEASE BRIEFLY DESCRIBE VIAERO’S BACKGROUND, ITS OPERATIONS**
17 **AS A WIRELESS CARRIER AND ETC IN NEBRASKA AND ITS SERVICE**
18 **OFFERINGS.**

19 A: Viaero was designated as an ETC by this Commission on October 18, 2005. Since that
20 designation, Viaero has aggressively expanded its coverage in Nebraska, and currently
21 owns over 367 telecommunications towers covering roughly 700,000 rural Nebraskans,
22 all of which reside outside of Omaha and Lincoln. Viaero’s wireless coverage extends
23 over 90% of the state’s landmass.

1 Headquartered in Fort Morgan, Colorado, Viaero employs over four hundred
2 people, with almost two hundred of those within the State of Nebraska. Viaero maintains
3 33 retail stores (including kiosks) in Nebraska, most of which were new construction, and
4 has nine additional dealer locations. In all, Viaero has made over \$76.8 million in capital
5 investments in Nebraska to provide wireless voice and broadband coverage to rural
6 Nebraskans since 2006. Viaero continues to be in the unique position to provide high
7 speed broadband internet access to the largest number of Nebraskans in the remote and
8 rural areas of the state.

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

11 On November 26, 2014, Viaero filed its Application for Funding from the Program and
12 on February 26, 2015, after engaging in negotiations and discussions with other carriers,
13 Viaero filed an Amended Application for Funding from the Service Program. In its
14 Amended Application, Viaero requested funding for eleven (11) discrete and separate
15 projects (singularly "**Project**" or collectively, "**Projects**"). Each Project involves the
16 construction of a new cellular tower, which will include the installation of 4G equipment,
17 to provide voice and mobile broadband service in rural and high-cost areas of Nebraska.
18 Each Project contained in the Application is a separate Project and the Commission is not
19 required to fund any Project in any particular order. Viaero will fund 25 percent of the
20 cost of each Project, with the remaining cost of each Project to be funded from the
21 Program. The Projects and the proposed costs to the Program for each Project are as
22 follows:

23 Allen Project - \$287,871.85

- 1 Cravath Lake Project - \$282,732.70
- 2 Crofton East Project - \$287,871.85
- 3 Davenport Project - \$287,871.85
- 4 Dog Creek Project - \$287,871.85
- 5 Ericson Project - \$287,871.85
- 6 Shickley Project - \$287,871.85
- 7 Sholes Project - \$287,871.85
- 8 Valentine Southeast Project - \$287,871.85
- 9 Walnut Creek Project - \$287,871.85
- 10 Whitney Project - \$287,871.85

11 As previously mentioned, after the filing of the Application, and pursuant to the
12 Commission's directive in its Program Orders for carriers to engage in a negotiation
13 process to resolve any disputes between the carriers regarding their respective
14 applications, Viaero negotiated with numerous carriers which had filed interventions in
15 Viaero's dockets and with those carriers in whose dockets Viaero had filed an
16 intervention. Viaero has, to the best of its knowledge, resolved all outstanding disputes
17 through its negotiations with other carriers.

18 **Q: DOES VIAERO'S AMENDED APPLICATION COMPLY WITH THE**
19 **COMMISSION'S ORDERS CONCERNING THE PROGRAM?**

20 A: Yes, Viaero believes that each Project described in the Amended Application meets each
21 and every criterion for funding established in this Docket, as well as docket NUSF-77,
22 and specifically Progression Orders No. 5, No. 7, and No. 8, as modified in the Opening
23 Order. Viaero offers wireless service at a low cost per rural subscriber. It allows GSM

1 wireless customers to access broadband in the proposed service area of each Project, with
2 the likelihood of access for all wireless customers over time. Each Project will provide
3 mobile broadband service, maximizing its utility for all manner of consumers, including
4 public safety. At a price that was not commercially viable just a few years ago, Viaero
5 can provide competitive broadband speeds to a significant number of unserved and
6 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 in a form now widely referred to in the
14 wireless industry as "4G". In conjunction with Viaero's existing infrastructure in rural
15 Nebraska (towers, cabling, backup power, equipment huts and other ancillary
16 equipment), Viaero will provide broadband speeds within the specified footprint of at
17 least 4 Mbps downstream, and 1 Mbps upstream.

18 In its Amended Application, Viaero submitted for consideration eleven (11) discrete
19 Projects for funding and each Project may be funded at the Commission's option, in no
20 particular order. Details of the specific Projects are contained in the Application.

21 **Q: HOW DID VIAERO IDENTIFY WHICH AREAS WERE "UNSERVED" OR**
22 **"UNDERSERVED", AS DEFINED BY THE COMMISSION IN PROGRESSION**
23 **ORDER NO. 5?**

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

16 **Q: DID VIAERO SUPPLY CENSUS BLOCK DATA FOR ALL LOCATIONS**
17 **WHERE BROADBAND FACILITIES WOULD BE DEPLOYED UNDER EACH**
18 **INDIVIDUAL PROPOSED PROJECT?**

19 A: Yes. Viaero attached census block data to its Application identifying those census blocks
20 which would receive broadband coverage under each proposed Project. This data was
21 compiled using 2010 Census Block boundaries as required by the Commission, which
22 also yielded the population coverage information provided.

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

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

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

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

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

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

<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-L 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 originally attached to the
7 Application as Exhibit 3, and was subsequently amended to address questions from
8 Commission Staff and submitted to the Commission as Amended Exhibit 3.

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

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

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

15 A: Viaero hereby commits to participate and provide broadband data to the Commission and
16 its vendors for the duration of the State Broadband Data and Development ("SBDD")
17 Program.

1 **Q: PLEASE PROVIDE A DESCRIPTION OF VIAERO'S FINANCIAL**
2 **QUALIFICATIONS.**

3 A: Copies of Viaero's audited financial statements as of December 31, 2014 (the latest
4 audited financials available) were filed with Viaero's Application as Confidential Exhibit
5 4.

6 **Q: PLEASE DESCRIBE VIAERO'S FINANCIAL, TECHNICAL AND**
7 **MANAGERIAL COMPETANCE.**

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

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

17 **Q: IS VIAERO PREPARED TO PROVIDE THE FINANCIAL MATCH NEEDED TO**
18 **MEET PROJECT COMMITMENTS AS REQUIRED BY THE COMMISSION IN**
19 **NUSF-77 PROGRESSION NO. 5, THE OPENING ORDER AND NUSF-92**
20 **PROGRESSION ORDER NO. 3?**

21 A: Yes. A description of Viaero's financial match which will be used to meet Viaero's
22 commitment in this Application was included in the Proposed Budget for each Project
23 and attached to the Application in Confidential Exhibits 1-A to 1-L as previously

1 described in my testimony. Viaero's financial match was also detailed on the Application
2 Template submitted with the Application as required by NUSF-92, Progression Order 3.

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

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

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

12 A: Yes, Viaero has demonstrated a commitment since 2003 to the deployment of an
13 extensive wireless network in the State of Nebraska focusing on unserved and
14 underserved areas. While Viaero has sought and successfully received funding from the
15 Commission for expansion of its network and the deployment of its 911 capabilities over
16 the years, Viaero has also constructed and deployed 386 towers in its Nebraska service
17 territory without subsidies from Commission programs, while 79 towers have been
18 constructed with NUSF funding subsidies. Viaero's historic track record of private
19 investment in the unserved and underserved areas of the State is unique among wireless
20 carriers currently providing services in the State and underscores Viaero's dedication,
21 knowledge, expertise and financial commitment to the deployment of a high quality
22 telecommunications network, which now covers over 80% of the State's geographic area.

1 The granting of Viaero's Application will serve to enhance its already robust network and
2 bring high speed mobile and broadband service to rural Nebraska.

3 Viaero focuses not only on the provision of services in rural areas, where it is difficult for
4 most carriers to deploy cost effective broadband services, but on providing low cost per-
5 subscriber service, which emphasizes and promotes the Commission's Nebraska
6 Universal Fund Broadband Program public policies.

7 **Q: HAVE YOU REVIEWED THE RECOMMENDATIONS FROM THE**
8 **COMMISSION STAFF FILED ON MAY 12, 2015 REGARDING FUNDING**
9 **AWARDED UNDER THE NEBP PROGRAM AND DO YOU HAVE ANY**
10 **COMMENTS ON THE COMMISSION STAFF'S RECOMMENDATION?**

11 **A:** Yes, I have carefully reviewed the Recommendations of the Commission Staff and the
12 Staff's explanation of the methodology it used in making its recommendations.

13 Viaero is very grateful for the Commission Staff's Recommendations for the funding of
14 six (6) of Viaero's eleven (11) projects and is anxious to proceed with the development of
15 these worthy projects.

16 Viaero applauds the Commission's continuing and evolving efforts to target
17 NUSF support for high cost and underserved portions of the state for deployment of low
18 cost and accessible voice and broadband service through the NUSF-92 Broadband Pilot
19 Program. The Commission's grant allocation methodology continues to be refined to
20 emphasize both geographic diversity and low subscriber-cost service options that will
21 best provide access to advanced communication services to all of the state's residents and
22 visitors.

1 Viaero is extremely grateful for the support it has received from the NUSF Fund
2 and for the opportunity to participate in an array of Commission proceedings directed to
3 the expansion of voice and broadband services across the state. It is gratifying that the
4 Commission continues to refine and adjust its Programs in response to industry input, the
5 needs and expectations of consumers, and the rapid evolution of telecommunications
6 technologies.

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

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

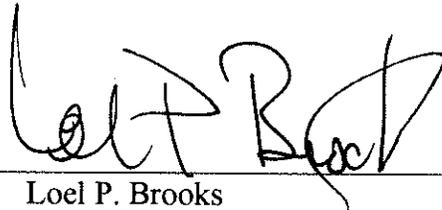
CERTIFICATE OF SERVICE

The undersigned hereby certifies that on this 16th day of June, 2015, an original, five copies and an electronic copy of the Pre-filed Testimony of Eric Preston in Docket No. NUSF-92 were delivered to:

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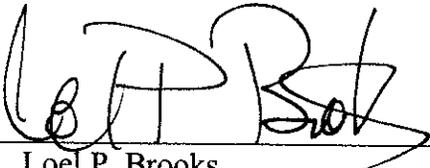


Loel P. Brooks

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on this 16th day of June, 2015, an electronic copy of the Pre-filed Testimony of Eric Preston in Docket No. NUSF-92 was delivered to:

Russ Westerhold
on behalf of Pinpoint Wireless
rwesterhold@fraserstryker.com


Loel P. Brooks

ERIC LIKINS PRESTON
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(303) 888-2012
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.