

STATE OF MICHIGAN

BEFORE THE MICHIGAN PUBLIC SERVICE COMMISSION

In the matter of the application
of AT&T Enterprises, Inc., for a Case No. U-21625
permanent and temporary license
to provide basic local exchange Volume No. 1
services in the State of Michigan
in the areas served by AT&T Corp.

EVIDENTIARY HEARING

Proceedings held via Microsoft Teams in the
above-entitled matter before Christopher S. Saunders,
J.D., Administrative Law Judge with MOAHR, for the
Michigan Public Service Commission, Lansing, Michigan,
on Wednesday, May 29, 2024, at 9:07 a.m.

APPEARANCES:

CHERYL L. HAMILL, J.D.
AT&T Enterprises, Inc.
200 W. Adams Street, Suite 1001
Chicago, Illinois 60606

On behalf of AT&T Enterprises, Inc.

ALENA M. CLARK,
Assistant Attorney General
7109 W. Saginaw Highway, Floor 3
Lansing, Michigan 48917

On behalf of Michigan Public Service
Commission Staff

REPORTED BY: Lori Anne Penn, CSR-1315

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I N D E XWITNESS:PAGE

RICHARD T. HOWELL

Direct Testimony Bound In

9

E X H I B I T SNUMBERDESCRIPTIONOFRD RECDA AT&T Enterprises, Inc. Delaware
Certificate of Incorporation

7 24

B AT&T Enterprises, Inc. Department of
Licensing and Regulatory Affairs
Qualification

7 24

C AT&T Corp. and AT&T Enterprises, Inc.
Internal Corporate Restructuring
Schematic

7 24

D AT&T Enterprises, Inc. List of Officers
and Directors

7 24

Wednesday, May 29, 2024

At 9:07 a.m.

- - -

(Hearing commenced pursuant to due notice.)

JUDGE SAUNDERS: We are on the record in the matter before the Michigan Public Service Commission, Docket U-21625, entitled In the matter of the application of AT&T Enterprises, Inc. for a permanent and temporary license to provide basic local exchange services in the State of Michigan in the areas served by AT&T Corp. For the record, my name is Christopher Saunders, I'm an Administrative Law Judge with the Michigan Office of Administrative Hearings and Rules, and I have been assigned to be the presiding officer in this matter. This is the date and time set by the Commission for an evidentiary hearing, and the record should reflect that this evidentiary hearing is being held remotely using Microsoft Teams. A link to participate was provided to all of the parties.

Now, present we do have counsel, so let's go ahead and start off with appearances. And Ms. Hamill, would you be so kind as to place your appearance on the record on behalf of AT&T, please.

MS. HAMILL: Of course. My name is Cheryl Hamill, H-a-m-i-l-l, appearing on behalf of AT&T Penn Reporting, LLC - lori.penn@yahoo.com

1 Enterprises, Inc. this morning.

2 JUDGE SAUNDERS: Wonderful. Thank you
3 very much. And Ms. Clark, will you be so kind as to
4 place your appearance on the record on behalf of Staff.

5 MS. CLARK: Yes. Good morning, everyone.
6 Alena Clark on behalf of the Michigan Public Service
7 Commission Staff.

8 JUDGE SAUNDERS: Good morning, Ms. Clark.
9 Thank you so much.

10 O.K. The first issue I'd like to address
11 this morning is the matter of notice. So Ms. Hamill,
12 could you state for the record whether or not AT&T
13 Enterprises, Inc. was able to comply with the
14 Commission's instructions regarding notice in this
15 matter.

16 MS. HAMILL: Yes, I can address it, your
17 Honor. We did, we worked with Ms. Wendy Thelan and
18 Ms. Lori Thelan to make sure that we provided the
19 requisite notice of hearing to all 83 county clerks in
20 the State of Michigan, as well as -- and we did that via
21 a letter, a written letter that we sent, as well as email
22 notification to all of the Michigan ILECs and CLECs, and
23 we did that on the 16th of May.

24 JUDGE SAUNDERS: Wonderful. Thank you so
25 much, Ms. Hamill, I appreciate that. Ms. Clark, any

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1 concerns on behalf of Staff regarding notice?

2 MS. CLARK: No issues, no concerns, your
3 Honor.

4 JUDGE SAUNDERS: Wonderful. Thank you
5 very much. All right. Moving forward, then, Ms. Hamill,
6 this is your client's application, how would you like to
7 proceed this morning?

8 MS. HAMILL: I'll just go ahead, your
9 Honor, and give some background and then offer the
10 documents I'd like to put into the record if that would
11 be O.K. with you?

12 JUDGE SAUNDERS: Absolutely.

13 MS. HAMILL: Just as a little bit of
14 background, we filed this application, AT&T filed this
15 application because AT&T Corp. was an existing CLEC in
16 the State of Michigan; due to some internal restructuring
17 that AT&T is doing, on the 1st of May, AT&T Corp. was
18 merged into AT&T Enterprises, Inc., so at the suggestion
19 of Ms. Wendy Thelan and Ms. Lori Thelan, we went ahead
20 and filed an application for AT&T Enterprises, Inc. to
21 provide basic local exchange services in the same areas,
22 geographic areas of Michigan that were formerly served by
23 AT&T Corp.

24 The original application and Direct
25 Testimony of Richard Howell was filed by AT&T on the 7th
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1 of March. Subsequent to that, we realized that in
2 converting the documents from a Word version to a PDF
3 version, some of the links in the document to relevant
4 information had been disabled, so we refiled the very
5 same application of AT&T Enterprises, Inc. and the Direct
6 Testimony of Mr. Howell on the 5th of April. It's the
7 exact same testimony, exact same application, it just has
8 workable links. So, and I'll make sure when I move to
9 offer that, that we offer the April 5 version. And then,
10 your Honor, and for everybody on the phone, the
11 Commission did grant AT&T Enterprises, Inc. a temporary
12 local service license on the 25th of April. That's
13 sort of the relevant background.

14 What I'd like to do is offer to bind the
15 application and direct testimony into the record. The
16 application of AT&T Enterprises, Inc. to provide basic
17 local exchange services is ten pages long; the Direct
18 Testimony of Richard T. Howell, on the phone here today,
19 is 13 pages of questions and answers, plus a cover page.
20 He has four exhibits to his testimony. Exhibit A
21 consists of one page plus a cover page, that's the
22 Delaware Certificate of Incorporation of AT&T
23 Enterprises, Inc., dated December 6, 2023. AT&T
24 Enterprises, Inc. is a Delaware corporation. Exhibit B
25 to Mr. Howell's testimony consists of four pages plus a

1 cover page, it's the Qualification of AT&T Enterprises,
2 Inc. with the Michigan Department of Licensing and
3 Regulatory Affairs, or LARA, dated December 20 of 2023
4 permitting AT&T Enterprises, Inc. to transact
5 authority -- to transact business in the State of
6 Michigan. Exhibit C to Mr. Howell's testimony consists
7 of one page plus a cover page, and it's a schematic
8 diagram of the internal corporate restructuring that
9 involved AT&T Corp., AT&T Enterprises, Inc., and AT&T
10 Enterprises, LLC, which is the subject of this local
11 license application. Exhibit D consists of three pages
12 plus a cover page, which is a list of the officers and
13 directors of AT&T Enterprises, Inc. And then as I noted
14 before, the last page of the direct testimony is the
15 Affidavit of Richard Howell verifying that his testimony
16 is true and correct to the best of his knowledge,
17 information, and belief. I would like to, your Honor,
18 move to -- I offer to move those, the application and the
19 testimony of Mr. Howell into the record.

20 JUDGE SAUNDERS: O.K., great. Thank you
21 so much. Let's take a quick break off the record real
22 quick here.

23 (Off-record discussion at 9:14 a.m.)

24 JUDGE SAUNDERS: Back on the record,
25 then. And at this point in time, the Applicant has moved
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1 to bind in the prefiled Direct Testimony of Richard T.
2 Howell. Ms. Clark, any objection to binding in the
3 prefiled Direct Testimony of Richard T. Howell?

4 MS. CLARK: No objection.

5 JUDGE SAUNDERS: Thank you. There being
6 no objection, the prefiled Direct Testimony of Richard T.
7 Howell is bound into the record.

8 (Testimony bound in.)

9 - - -

STATE OF MICHIGAN
BEFORE THE MICHIGAN PUBLIC SERVICE COMMISSION

* * * * *

In the matter of the Application of	)	
AT&T Enterprises, Inc. for a permanent	)	
and temporary license to provide basic	)	Case No. U-21625
local exchange services in the State of	)	
Michigan in the areas served by AT&T Corp.	)	

DIRECT TESTIMONY OF
RICHARD T. HOWELL
ON BEHALF OF AT&T ENTERPRISES, INC.

MARCH 27, 2024

DIRECT TESTIMONY OF
RICHARD T. HOWELL
ON BEHALF OF AT&T ENTERPRISES, INC.

Q. PLEASE STATE YOUR NAME AND BUSINESS ADDRESS.

A. My name is Richard T. Howell. My business address is 208 S. Akard Street, Floor 25,
Dallas, Texas, 75202.

Q. BY WHOM ARE YOU EMPLOYED AND WHAT IS YOUR POSITION?

A. I am employed by AT&T Services, Inc. as Lead Regulatory Relations.

Q. WHAT ARE YOUR CURRENT RESPONSIBILITIES?

A. I am responsible for AT&T regulatory matters in the States of Idaho, Illinois, Indiana,
Iowa, Michigan, Ohio, Virginia, and West Virginia.

**Q. WHAT IS YOUR EDUCATIONAL BACKGROUND AND PROFESSIONAL
EXPERIENCE?**

A. I earned a Bachelor of Arts degree from Texas Tech University. I have been employed by a
number of SBC and AT&T companies since 1999. My experience in SBC and AT&T
ranges from call center management, workforce utilization management and regulatory.
Since 2002, my roles in regulatory have ranged from regulatory accounting, state and
federal reporting and assessments, state and federal USF management, discovery

23 coordinator, state regulatory, tariff administration/product advocacy, wholesale regulatory
24 and docket management.
25

26 **Q. WHAT IS THE PURPOSE OF YOUR TESTIMONY?**

27 A. The purpose of my testimony is to support the Application of AT&T Enterprises, Inc. for a
28 license to provide basic local exchange services in the State of Michigan in the areas
29 currently served by AT&T Corp. (“the Application”) by demonstrating that AT&T
30 Enterprises, Inc. possesses the required technical, financial and managerial resources to
31 provide basic local exchange services in Michigan and that granting AT&T Enterprises,
32 Inc. a license to provide basic local exchange services is not contrary to the public
33 interest.
34

35 **Q. PLEASE DESCRIBE THE CHANGE IN CORPORATE STRUCTURE RELEVANT**
36 **TO THIS APPLICATION.**

37 A. AT&T is in the process of internally reorganizing its corporate structure to operate its
38 business more effectively and efficiently and to better serve its customers. As a first step,
39 AT&T will convert its incumbent local exchange companies, including Michigan Bell
40 Telephone Company d/b/a AT&T Michigan, to limited liability companies. As a second
41 step, AT&T will merge AT&T Corp., which operates as a competitive local exchange
42 carrier in Michigan and other states, into a new entity known as AT&T Enterprises, Inc.
43 on May 1, 2024. AT&T Enterprises, Inc. was incorporated in Delaware on November 29,
44 2023 and was qualified with the Michigan Department of Licensing and Regulatory
45 Affairs (LARA) on December 20, 2023. A copy of the State of Delaware Certificate of

Incorporation of AT&T Enterprises, Inc. is attached to my testimony as Exhibit A. A copy of AT&T Enterprise, Inc.'s qualification with LARA is attached to my testimony as Exhibit B.

Immediately following the merger of AT&T Corp. and AT&T Enterprises, Inc. on May 1, AT&T Enterprises, Inc., the surviving entity, will convert from a Delaware corporation to a Delaware limited liability company and will change its name to AT&T Enterprises, LLC. As soon as reasonably practicable thereafter, the LARA qualifications of AT&T Enterprises, Inc. will be updated to reflect the conversion to AT&T Enterprises, LLC. AT&T Corp. will cease to exist on May 1, 2024 and it will submit all necessary documentation to the Michigan Public Service Commission to voluntarily surrender its local service license shortly after May 1, 2024 and upon receipt of any necessary regulatory approvals and completion of the restructuring.

As a result of this purely internal ownership change, AT&T Enterprises will become a fourth tier, wholly-owned subsidiary of AT&T Inc. and, just like with AT&T Corp., ultimate ownership of AT&T Enterprises will remain with AT&T Inc. A pictorial summary of this internal restructuring is attached to my testimony as Exhibit C.

Q. IS AT&T CORP. AUTHORIZED TO PROVIDE LOCAL SERVICES IN MICHIGAN?

A. Yes. AT&T Corp. was authorized by the Commission's September 11, 2012 Order in Case No. U-17031 to provide basic local exchange service in Michigan. AT&T Corp. currently provides business and local services in Michigan.

69

70 **Q. IS AT&T ENTERPRISES, INC. QUALIFIED TO TRANSACT BUSINESS IN**
71 **MICHIGAN?**

72 A. Yes. As noted in my prior answer, AT&T Enterprises, Inc. is qualified with LARA to
73 transact business in Michigan and, shortly following its merger with AT&T Corp., it will
74 convert to AT&T Enterprises, LLC, at which time the LARA qualifications of AT&T
75 Enterprises, Inc. will be updated to reflect the conversion to AT&T Enterprises, LLC.

76

77 **Q. WHAT IS THE GEOGRAPHIC SCOPE OF THE REQUESTED LOCAL SERVICE**
78 **LICENSE?**

79 A. The geographic scope of the requested local service license is identical in scope to the
80 geographic scope of the basic local service license currently held by AT&T Corp. That
81 includes the service areas of Michigan Bell Telephone Company d/b/a AT&T Michigan,
82 Frontier North, Inc. and Brightspeed of Upper Michigan, Inc. f/k/a Century Tel of Upper
83 Michigan, d/b/a Century Link. In fact, AT&T Enterprises will mirror the maps and legal
84 descriptions of the current AT&T Corp. in its service guidebooks. After it receives the
85 requested license, AT&T Enterprises will adopt AT&T Corp.'s tariff and Service Guide.

86

87 **Q. DOES AT&T ENTERPRISES, INC. HAVE THE TECHNICAL AND**
88 **MANAGERIAL RESOURCES TO PROVIDE BASIC LOCAL EXCHANGE**
89 **SERVICE IN MICHIGAN?**

90 A. Yes. The existing operating entity today in Michigan, AT&T Corp., possesses the
91 necessary technical and managerial resources to offer basic local exchange services in

Michigan, has been authorized by the Michigan Public Service Commission to do so, and is doing so today. AT&T Enterprises, Inc. will acquire all existing assets and resources of AT&T Corp., including its managerial and technical personnel, and will utilize substantially the same managerial and technical personnel that AT&T Corp. has used for many years to provide basic local exchange service. AT&T Enterprises, as successor to AT&T Corp., will maintain a modern worldwide network and will continue to offer the same high quality local exchange services to residential and business customers. AT&T Enterprises, Inc. has approximately 50 key officers and directors. The officers and directors (with accompanying titles) are identified in Exhibit D to my testimony. Upon conversion of AT&T Enterprises, Inc. to an LLC, AT&T Enterprises, LLC will be manager-managed and have two managers who serve as “governors.” AT&T anticipates that the two governors will be Jeff McElfresh and William Ryan. AT&T Enterprises’ senior management has extensive experience in the telecommunications industry and its technical staff will ensure that its operations will continue to meet high standards for service quality and reliability.

Q. PLEASE PROVIDE BIOGRAPHIES OF SOME OF THE KEY OFFICERS AND DIRECTORS OF AT&T ENTERPRISES, INC.

A. Jeff McElfresh – President and Chief Executive Officer

Jeff McElfresh is the Chief Operating Officer of AT&T, a global communications leader serving more than 100 million mobile and broadband customers in the United States, and millions of business customers, including nearly all of the Fortune 1000.

115 Jeff has 27 years of experience with AT&T in a variety of strategic, operational and
116 technology leadership roles. Jeff most recently served as the Chief Executive Officer of
117 AT&T Communications, where he led nearly 200,000 employees, and prior to that, the
118 president of its Technology and Operations group where he led a team of more than
119 90,000 employees and was responsible for the Company's network, technology,
120 cybersecurity, data and labs operations. While in that role, he led the team that won
121 AT&T recognition for having the best, fastest and most reliable wireless network in the
122 country.

123
124 He also previously served as CEO of AT&T's Vrio and its DIRECTV Latin America and
125 SKY Brasil businesses from 2015 to 2018. He served as senior vice president in AT&T's
126 Strategy and Corporate Development group. He also served as president of AT&T
127 Mexico and was a member of the board of directors and executive committee of Telmex
128 and América Móvil, overseeing AT&T's since-divested minority interest in the two
129 companies. Early in his career, he held several operational positions with AT&T's
130 (BellSouth International) wireless businesses in Latin America. Jeff was appointed to the
131 President's National Security Telecommunications Advisory Committee (NSTAC) in
132 2023. NSTAC advises the White House on the reliability, security, and preparedness of
133 vital communications and information infrastructure.

134
135 Jeff holds a Bachelor of Science in electrical engineering from the University of Florida
136 and a Master of Business Administration from Northwestern University's Kellogg School
137 of Management.

138

139 **Jeston Dumas – Chief Financial Officer and Treasurer**

140 Jeston Dumas is a key member of AT&T's Finance organization and leads AT&T's
141 Treasury and Payments teams responsible for Global Customer Payments, Global Cash
142 Management, Free Cash Flow/Liquidity, Capital Markets, Risk Management, and
143 Shareowner Services.

144

145 Previously, Jeston served as AVP of Investor Relations, leading a team responsible for
146 investor targeting activity and the quarterly earnings process for AT&T. This team met in-
147 person with over 1300 buy-side investors annually, both domestically and internationally.
148 The team also coordinated executive presentations at more than a dozen financial
149 conferences each year.

150

151 Prior to joining Investor Relations, Jeston led a team in the AT&T Treasury organization
152 responsible for managing all of AT&T's capital markets activity. This includes debt and
153 equity financing, foreign exchange and short term investments. Jeston was also
154 responsible for financial risk management, including currency and interest rate hedging
155 strategies.

156

157 Jeston has served AT&T in a number of finance and operational roles, including several
158 years in the Enterprise Sales organization. His experience includes enterprise and
159 mobility sales, sales operations, and leading the sales force integration during the merger
160 of SBC Communications and AT&T Corp. Jeston began his career with

161 AT&T/Southwestern Bell in 1996, advancing to Executive Director in Corporate
162 Development. As a member of the Corporate Development M&A team, he led the
163 negotiation and sale of two multi-billion dollar wireless companies, diAx of Switzerland
164 and Cegetel of France. He also led the renegotiation of SBC's investment in Telkom
165 South Africa, paving the way for Telkom's Initial Public Offering.

166
167 Jeston earned a Bachelor's Degree in Finance from Texas State University and a Master's
168 Degree in Business Administration from Southern Methodist University.

169
170 **Rick Welday – Executive Vice President and General Manager – Enterprise**

171 Rick Welday was appointed head of AT&T's Enterprise Markets team in April 2022 with
172 P&L responsibility focused on the largest portion of AT&T's \$35 billion business
173 portfolio. The Enterprise Markets team serves nearly all Fortune 1000 companies across
174 virtually every industry, providing connectivity solutions, powered by 5G and Fiber, to
175 enable and transform their business.

176
177 Previously, Rick led the P&L for AT&T's broadband business, where he delivered year-
178 over-year EBITDA growth for AT&T consumer wireline by adding 1 million AT&T Fiber
179 subscribers for four consecutive years, launching the fastest internet among major
180 providers with 5-Gig speeds, introducing straightforward pricing and transforming the
181 customer experience – all while expanding the nation's largest and fastest-growing fiber
182 network to reach nearly 17 million customer locations in 100+ metropolitan areas across
183 the country.

184

185 An agent of transformation throughout his career and a veteran of marketing, sales,
186 advertising, customer service and network, Rick joined AT&T in 1990 and has spent
187 three decades with the Company, spanning back to SBC and Southwestern Bell Telecom.

188

189 During his leadership of the AT&T's Broadband and Video organization, he launched the
190 company's premium streaming product and was integral in facilitating an agreement to
191 establish DIRECTV as a separate company, valued at more than \$16 billion. Prior to that,
192 he ran AT&T's advertising sales organization as president of AdWorks and Xandr Media.
193 He's held international positions in Mexico, where he revolutionized the customer service
194 experience, and in Switzerland, where he served as president of the company's Swiss
195 wireless business. Rick also served as chief marketing officer for AT&T Consumer and
196 headed all video and broadband marketing for the launch of U-verse TV.

197

198 Rick graduated from Baylor University with a Bachelor of Business Administration
199 degree in finance and management. He serves on the advisory council for the Barbara
200 Bush Foundation focused on improving literacy. He is also active in various community
201 and non-profit organizations including the Corporate Sustainability & Responsibility
202 Committee for AT&T.

203

204 **Jennifer van Buskirk – Executive Vice President and General Manager – Mid-**
205 **Markets**

Jennifer Van Buskirk is Executive Vice President and General Manager – Mid-Markets, responsible for the P&L and growth of AT&T's business serving mid-sized companies nationwide. Jennifer leads strategy, planning, product, marketing, operations, and sales for the Mid-Market segment. Jennifer and her team work to help businesses thrive through fiber and mobility connectivity solutions.

Previously, Jennifer was Senior Vice President of Wireless Marketing, responsible for the wireless P&L. She led the development of the strategic Operating Plan and marketing activities, including business planning, pricing, promotions, acquisition marketing, go-to-market strategy, customer life cycle management, customer experience, marketing technology, and advanced analytics.

Before that, Jennifer was Senior Vice President of Operations, leading operations for AT&T's consumer sales and service channels supporting wireless, video, and broadband services. Jennifer also held the position of President of the East Region in AT&T's Entertainment Group, overseeing wireless, broadband, and video sales across twenty-one states. She also led more than 11,000 employees in over 5,200 company-owned and authorized retail locations. She delivered strong financial and subscriber growth metrics and led the way to create an innovative new hunter sales channel that now produces more than 10% of AT&T's wireless sales.

Before leading the East Region, she was President of Cricket Wireless, a subsidiary of AT&T. She is credited with building AT&T's premium prepaid wireless business from the

ground up, including launching Aio Wireless and managing the integration and brand transition of Cricket after AT&T acquired Leap Wireless in 2014.

Earlier she served as Senior Vice President of Strategy for AT&T Mobility, responsible for shaping long-term plans and priorities to preserve value and create new growth opportunities. Jennifer also previously served on the Board of Yellow Pages Holdings, LLC.

Jennifer was inducted into the 2015 Womenetics POW! Hall of Fame and was named one of the 2015 “Influential Women in Wireless” by Fierce Wireless. She was also among the National Diversity Council’s “Top 50 Most Powerful Women in Technology” and named to the DiversityMBA “Top 100 Under 50”. She also received a Bronze Stevie Award from Women in Business for “Female Executive of the Year.”

Jennifer has a Bachelor’s Degree in industrial and systems engineering from Virginia Tech and an MBA from Kennesaw State University.

Q. PLEASE DESCRIBE THE FINANCIAL RESOURCES OF AT&T ENTERPRISES, INC.

A. As previously described in greater detail, AT&T Enterprises, Inc. will, via the planned internal corporate restructuring, own all assets and resources of AT&T Corp., including its employees and facilities, and will have sufficient financial resources in its own right to provide basic local exchange services in Michigan. In addition, AT&T Enterprises, as a

wholly owned subsidiary of AT&T Inc., will have financial support from AT&T Inc., whose financial strength is shown in its Form 10-K report for the fiscal year ending December 31, 2023. The link to AT&T Inc.'s 2023 Annual Report with the Fiscal Year 2023 financials is: <https://otp.tools.investis.com/clients/us/atnt2/sec/sec-show.aspx?FilingId=17303532&Cik=0000732717&Type=PDF&hasPdf=1>

Q. IS IT CONTRARY TO THE PUBLIC INTEREST TO GRANT AT&T ENTERPRISES, INC. A LICENSE TO PROVIDE BASIC LOCAL EXCHANGE SERVICE?

A. No. AT&T Enterprises – as the successor in interest to AT&T Corp. – intends to continue providing the same basic local exchange service in the State of Michigan that is currently being provided by AT&T Corp. today. Michigan customers will benefit from receiving these services from AT&T Enterprises. In fact, not granting AT&T Enterprises, Inc. a license to provide basic local exchange service would be a significant detriment to the public interest as AT&T Corp. will cease to exist on May 1, 2024.

Q. IS AT&T ENTERPRISES, INC. REQUESTING A TEMPORARY LICENSE?

A. Yes. AT&T Enterprises, Inc. is requesting a temporary license in the event there is a delay in the approval of a permanent license beyond May 1, 2024. AT&T Enterprises will provide any services under the temporary license in accordance with the regulatory requirements specified in the Michigan Telecommunications Act.

275

276 **Q. DOES THIS CONCLUDE YOUR TESTIMONY?**

277 A. Yes.

278

AFFIDAVIT

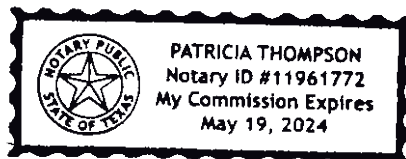
Richard T. Howell, being first duly sworn on oath, deposes and states the following:

1. I am Lead Regulatory Relations – External & Legislative Affairs for AT&T Services, Inc.
2. The facts set forth and statements made in the foregoing Direct Testimony of Richard T. Howell are true and correct to the best of my knowledge, information and belief.
3. Further affiant sayeth not.

Richard T. Howell

Subscribed and sworn to
before me this 26th day of
March, 2024

Notary Public, State of Texas



1 JUDGE SAUNDERS: Additionally, the
2 Applicant has moved for the admission of Exhibits A, B,
3 C, and D into the record. Ms. Clark, any objection to
4 the admission of Exhibits A, B, C, or D?

5 MS. CLARK: No objection, your Honor.

6 JUDGE SAUNDERS: O.K., great. Then
7 Exhibits A, B, C, and D are admitted into the record.
8 Additionally --

9 MS. HAMILL: Thank you, your Honor.

10 JUDGE SAUNDERS: Oh, thank you very much.
11 Additionally, the record should note, again, the original
12 application was filed, is contained in the filing, and we
13 can take notice of the fact that that original
14 application was filed. Furthermore, an amended
15 application was submitted on April 5 of 2024; that is
16 contained in the file as well, and we can take notice of
17 the fact that that was filed.

18 Ms. Hamill, did you want to explain the
19 issue in terms of the filing from LARA today?

20 MS. HAMILL: Yes, I will. Thank you,
21 your Honor. I'd also ask that administrative notice be
22 taken of a filing that AT&T made early this, earlier this
23 morning just prior to the start of the hearing. As I
24 indicated earlier, the filing contains several documents
25 in support of AT&T Enterprises, LLC's Certificate of

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1 Authority to Conduct Business in Michigan. As I noted,
2 AT&T Enterprises, Inc. was converted to AT&T Enterprises,
3 LLC, a Delaware Company converted to a Delaware LLC
4 effective the 2nd of May, so this morning we filed the
5 Certificate of Formation of AT&T Enterprises, LLC, which
6 was formed on the 1st of May in Delaware; we filed the
7 Certificate of Conversion of AT&T Enterprises, Inc. to
8 AT&T Enterprises, LLC, which occurred in Delaware on the
9 1st of May, effective the 2nd of May; we also filed as
10 part of that document the Application of AT&T
11 Enterprises, LLC for a Certificate of Authority to
12 Transact Business in Michigan on the 23rd of May, which
13 LARA granted on the 24th of May, so that now AT&T
14 Enterprises, Inc. is AT&T Enterprises, LLC, and that will
15 be the legal entity in which the permanent license will
16 hopefully be granted by the Commission.

17 JUDGE SAUNDERS: Thank you so much,
18 Ms. Hamill.

19 Ms. Clark, do you want to respond to what
20 Ms. Hamill said on behalf of Staff?

21 MS. CLARK: Yes. Thank you, your Honor.
22 Staff are aware of all of the documents in which
23 Ms. Hamill spoke, and we thank AT&T for being so
24 transparent. We're of the position it has provided
25 sufficient notice, it has been transparent, we see no

1 issues or have no problems with the way in which it was
2 done, and we agree and understand that should the license
3 be granted, that it will be granted under the new name of
4 the LLC.

5 JUDGE SAUNDERS: O.K. Thank you very
6 much. All right, I really appreciate that clarification.
7 Thank you very much.

8 O.K. Then moving forward, Ms. Clark,
9 does Staff oppose the application?

10 MS. CLARK: We do not, your Honor.

11 JUDGE SAUNDERS: O.K. All right. And do
12 the parties wish to waive Section 81 of the
13 Administrative Procedures Act and have me transmit this
14 matter to the Commission as soon as possible?
15 Ms. Hamill?

16 MS. HAMILL: Yes, please, your Honor, we
17 agree to waive Section 81.

18 JUDGE SAUNDERS: Thank you very much.
19 And Ms. Clark?

20 MS. CLARK: Likewise, your Honor.

21 JUDGE SAUNDERS: O.K. Thank you very
22 much.

23 All right. I believe that that's all
24 that I have this morning. I would like to thank everyone
25 for all their time. Ms. Hamill, can you think of

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1 anything else you'd like to address this morning while
2 we're on the record?

3 MS. HAMILL: I don't, other than the fact
4 that we will, as promised earlier, we will agree to send
5 this morning's filing to Alena and to the court reporter
6 today.

7 JUDGE SAUNDERS: Thank you so much. And
8 Ms. Clark, is there anything additional on behalf of
9 Staff this morning?

10 MS. CLARK: No, your Honor. Thank you.

11 JUDGE SAUNDERS: O.K., great. Thank you
12 very much. Well, again, I so much appreciate everyone's
13 time and work this morning. I'm grateful for everyone
14 being here and taking the time to participate in our
15 hearing. So that being all, there being nothing further,
16 we'll go ahead and adjourn for the day. O.K. Off the
17 record.

18 (At 9:21 a.m., the hearing concluded.)

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C E R T I F I C A T E

I, Lori Anne Penn (CSR-1315), do hereby
certify that I reported in stenotype via Microsoft Teams
the proceedings had in the above-entitled matter, that
being Case No. U-21625, before Christopher S. Saunders,
J.D., Administrative Law Judge with Michigan Office of
Administrative Hearings and Rules, for the Michigan
Public Service Commission, Lansing, Michigan, on
Wednesday, May 29, 2024; and do further certify that the
foregoing transcript, consisting of Volume 1, pages 1-28,
constitutes a true and correct transcript of my stenotype
notes.

Lori Anne Penn

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Dated: June 3, 2024