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Via Email (aida.camacho@bpu.nj.gov) & Federal Express BOARD OF PUBLIC UTILITIES
TRENTON, NJ

Aida Camacho-Welch, Secretary
Board of Public Utilities
44 South Clinton Avenue, 3rd Floor
Post Office Box 350
Trenton, New Jersey 08625-0350

Re: I/M/O Verified Joint Petition of Lingo Communications, LLC, Birch Communications of the Northeast, LLC, TNCI Impact LLC, and Matrix Telecom, LLC for Approval of the Proposed Transfer of Indirect Control of Matrix Telecom, LLC to Lingo Communications, LLC
Docket No. TM18070796
Our File No. 41157.1000

Dear Secretary Camacho-Welch:

Please accept this letter on behalf of petitioners Lingo Communications, LLC, Birch Communications of the Northeast, LLC, TNCI Impact LLC, and Matrix Telecom, LLC in response to the letter of Rate Counsel dated August 24, 2018.

Rate Counsel has proposed "that the Board verify Petitioners current employees in New Jersey and require Petitioners to notify the Board and Rate Counsel providing an appropriate explanation in writing within a minimum of thirty days prior to effectuating a reduction in New Jersey jobs that is greater than fifteen percent (15%) throughout a three (3) year period post-issuance of the Board's Order as a condition of approval...." Petitioners confirm that, as stated on page 2 of the Petition, collectively they have two employees in New Jersey. Petitioners object to applying such a condition where there are so few employees involved. Further, to the extent the Board believes a condition is appropriate or necessary to protect the public service, Petitioners object to such a condition requiring prior notice, because it is not consistent with the Board's prior decisions in other transfer of control transactions in substantially identical circumstances involving other competitive providers serving the New Jersey market.

Specifically, in multiple other recent transfer of control transactions, the Board has required certificated companies to report a 15% change in New Jersey employee workforce only after the fact, for three years following the Order authorizing the transaction. *See, e.g.*, I/M/O Verified Petition of BCHI Holdings, LLC, Birch Communications, Inc., Fusion Telecommunications International, Inc., and Network Billing Systems, LLC for Consent to a Transaction that Will Result in a Material Change to the Ownership and Control of Network Billing Systems, LLC and for Approval to Participate in New Financing Arrangements, Docket No. TF17111167, Order

CMS
C. Vachin, Esq.
C. Antale, Esq.
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at 4 (Jan. 31, 2018); *I/M/O Verified Joint Petition of Zayo Group, LLC, Spread Holdings, LLC and Northeastern ITS, LLC for Approval of the Transfer of Indirect Control of Northeastern ITS, LLC to Zayo Group, LLC*, Docket No. TM17121281, Order at 3 (Jan. 31, 2018); *I/M/O Verified Joint Petition of Crown Castle International Corp., Transferee, LTS Group Holdings LLC, Transferor, and Fiber Technologies Networks, L.L.C., Lightower Fiber Networks I, LLC and Lightower Fiber Networks II, LLC, Licensees, for Approval to Transfer Indirect Control of Licensees to Crown Castle International Corp.*, Docket No. TM17080830, Order at 4 (Oct. 20, 2017); *Verified Joint Petition of GTT Americas, LLC, Pivotal Global Capacity, LLC and GC Pivotal, LLC d/b/a Global Capacity for Approval to Transfer Control of GC Pivotal, LLC to GTT Americas, LLC*, Docket No. TM17060688, Order at 3 (Aug. 23, 2017); *I/M/O Verified Joint Petition of Broadview Network Holdings, Inc. et al.*, Docket No. TM170404333, Order at 4 (June 30, 2017). Rate Counsel's proposal for advance notice, if adopted, would be more burdensome on Petitioners than a requirement to notify the Board after the fact.

Further, employee decisions require careful consideration of not only the health of the company's business and customer service, but also employee privacy and the ability of affected employees to obtain new employment with as little disruption as possible. As providers operating in a highly competitive market, Petitioners require the flexibility to make business decisions as quickly as possible. Imposing an advance notice requirement, on effectively any change in New Jersey employees, would place Petitioners at a competitive disadvantage compared to other authorized providers operating in the same market but not subject to such a requirement. An advance notice requirement also would risk premature disclosure of workforce changes inconsistent with employee privacy and potentially complicate employees' ability to pursue other job arrangements on the most advantageous terms and timing.

As stated above, Petitioners respectfully submit that no notice is necessary particularly since they collectively have only 2 employees in New Jersey, but if the Board decides to place a workforce reduction reporting condition on Petitioners it should be identical to conditions in recent orders affecting other competitive carrier transactions, i.e., for three years following the order authorizing the transaction Petitioners shall notify the Board within 30 days after the fact of any net loss of jobs in New Jersey greater than 15%. *See id.*

Eleven copies of this letter are enclosed for the Board's convenience. Please return one copy date-stamped and marked "filed" in the enclosed self-addressed, stamped envelope.

Very truly yours,

Dennis Linken
For the Firm

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