

**BEFORE THE WASHINGTON
UTILITIES AND TRANSPORTATION COMMISSION**

In the Matter of the Joint Application of
Northwest Fiber Holdco, LLC, and BCE
Holding Corporation for an Order
Approving the Transfer of Control of
Ziply Fiber Northwest, LLC to BCE
Holding Corporation.

Applicant.

DOCKET UT-240951

ORDER 02

PREHEARING CONFERENCE
ORDER AND NOTICE OF HYBRID
EVIDENTIARY HEARING
(Set for September 19, 2025,
at 9 a.m.)

BACKGROUND

- 1 **NATURE OF PROCEEDING.** On December 12, 2024, Northwest Fiber Holdco, LLC (NWF Holdco) and BCE Holding Corporation (BCE Holding) filed with the Washington Utilities and Transportation Commission (Commission) a Joint Application for an Order Approving the Transfer of Control of Ziply Fiber Northwest, LLC to BCE Holding.
- 2 On January 22, 2025, NWF Holdco and BCE Holding (collectively, the Joint Applicants) filed a motion requesting that the Commission issue an amended version of its standard protective order in this matter. The Joint Applicants stated in their motion that they will be disclosing highly confidential information that includes proprietary and/or sensitive competitive information that requires “heightened protection” pursuant to WAC 480-07-160(2)(d) and is protected under WAC 480-07-160, generally.
- 3 On January 30, 2025, the Commission issued Order 01 Protective Order with “Highly Confidential” Provisions.
- 4 **CONFERENCE.** The Commission convened a virtual prehearing conference on April 23, 2025, before Administrative Law Judges Bijan Hughes and Jessica Kruszewski.
- 5 **APPEARANCES.** Mark P. Trinchero, Alan J. Galloway, Heather Moelter, and K.C. Halm of Davis Wright Tremaine LLP represent NWF Holdco. Matthew S. DelNero, Jocelyn G. Jezierny, Corey Walker of Covington & Burling LLP represent BCE Holding.

Nash Callaghan and Jeff Roberson represent Staff.¹ Tad Robinson O'Neill, Robert Sykes, and Jessica Johanson-Kubin represent the Public Counsel Unit of the Attorney General's Office (Public Counsel).

6 **PETITIONS FOR INTERVENTION.** No petitions to intervene have been filed in this matter and there were no oral petitions to intervene presented at the Pre-Hearing Conference.

7 **PROTECTIVE ORDER.** A protective order has been issued in this Docket.

8 **DISCOVERY.** In order to facilitate an efficient resolution to this matter, discovery will be immediately available to the parties and shall be conducted under the Commission's discovery rules, WAC 480-07-400 – 425. The Commission urges the parties to work cooperatively together to avoid having to bring discovery matters forward for formal resolution.

9 Additionally, the Commission believes it will aid discovery in this case if all responses to data requests are shared with all parties. No party objected to the Commission making the exchange of data request responses with all parties a requirement for discovery in this proceeding. Accordingly, the Commission requires the parties to share every data request response with all parties, subject to any confidentiality limitations contained in Commission rule and the protective order issued in this docket. To clarify, data requests and responses are not shared with the presiding officer unless those responses are offered as exhibits to be admitted into the record.

10 **PROCEDURAL SCHEDULE.** The parties presented competing procedural schedules at the prehearing conference. Staff argued that their proposed schedule considered scheduling requirements in administrative rule and aligned with Staff's other time commitments, while the Joint Applicants argued that their proposed schedule corresponded with FCC processing timelines. Public Counsel supported Staff's proposed schedule. The Commission took each request for scheduling under advisement and adopts the procedural schedule attached to this Order as Appendix B. The parties have indicated

¹ In formal proceedings such as this, the Commission's regulatory staff participates like any other party, while the Commissioners make the decision. To assure fairness, the Commissioners, the presiding administrative law judge, and the Commissioners' policy and accounting advisors do not discuss the merits of this proceeding with the regulatory staff, or any other party, without giving notice and opportunity for all parties to participate. See RCW 34.05.455.

that they have begun settlement discussions. The parties may modify the date of the second and third settlement conference by providing written notice to the Commission.

11 **DOCUMENT FILING AND SERVICE REQUIREMENTS.** Parties must file and serve all pleadings, motions, briefs, and other pre-filed materials in compliance with all of the following requirements:

- (a) Parties must submit electronic copies of all documents by 5 p.m. on the filing deadline established in the procedural schedule (or other deadline as applicable) unless the Commission orders otherwise. Parties must comply with [WAC 480-07-140\(6\)](#) in formatting, organizing, and identifying electronic files. Documents that include information designated as confidential must comply with the requirements in [WAC 480-07-160](#) and the Protective Order in this docket.
- (b) Parties must submit documents electronically through the Commission's web portal (www.utc.wa.gov/e-filing). If a party is unable to use the web portal to submit documents for filing, the Commission will accept a submission via email to records@utc.wa.gov provided the email: (1) explains the reason the documents are not being submitted via the web portal, and (2) complies with the requirements in [WAC 480-07-140\(5\)\(b\)](#).
- (c) If any of the exhibits contain information designated as confidential, parties must file an electronic copy of the redacted version in searchable PDF (Adobe Acrobat or comparable software) of each such exhibit.
- (d) The Commission is continuing to suspend requirements for paper filings in this case for all submissions dating after the Company's initial testimony.
- (e) Documents filed with the Commission must conform to the formatting and other requirements in [WAC 480-07-395](#) and [WAC 480-07-460](#).
- (f) Parties must electronically serve the other parties and provide courtesy electronic copies of filings to the presiding administrative law judges (bijan.hughes@utc.wa.gov) and (jessica.kruszewski@utc.wa.gov) by 5 p.m. on the filing deadline unless the Commission orders otherwise. Pursuant to [WAC 480-07-365\(2\)\(c\)](#), all electronic documents submitted to the Commission must also be delivered to all parties and the presiding administrative law judge "at the same time" that the documents are submitted to the Commission or shortly thereafter. Please note as well that failing to provide a courtesy copy to the presiding administrative law judge may result in a delayed ruling on a motion or other filing. If parties are unable to email copies, they may furnish electronic copies by delivering them on a flash drive only.

- 12 **EXHIBITS FOR CROSS-EXAMINATION.** Parties are required to file with the Commission and serve all proposed cross-examination exhibits by **5 p.m. on September 10, 2025**. The Commission requires electronic copies in searchable PDF (Adobe Acrobat or comparable software). If any of the exhibits contain information designated as confidential, parties must file an electronic copy of the redacted version in searchable PDF (Adobe Acrobat or comparable software) of each such exhibit. The exhibits must be grouped according to the witness the party intends to cross-examine with the exhibits.
- 13 **EXHIBIT LISTS.** With each submission of pre-filed testimony and exhibits, the party making the submission must include a preliminary exhibit list that identifies each submitted exhibit in the format the Commission uses for exhibit lists it prepares for evidentiary hearings. Each party must file and serve a final list of all exhibits the party intends to introduce into the evidentiary record, including all pre-filed testimony and exhibits, as well as cross-examination exhibits by **5 p.m., September 10, 2025**.
- 14 **CROSS-EXAMINATION TIME ESTIMATES.** Each party must provide a list of witnesses the party intends to cross-examine at the evidentiary hearing and an estimate of the time that party anticipates the cross-examination of that witness will take. Parties should not file witness lists or cross-examination time estimates but must provide them to the administrative law judge (bijan.hughes@utc.wa.gov) and (jessica.kruszewski@utc.wa.gov) and the other parties by email on **September 10, 2025**, by **5:00 p.m.**
- 15 **NOTICE OF EVIDENTIARY HEARING.** The Commission will hold a hybrid evidentiary hearing in this docket on **September 19, 2025**, at **9 a.m.** Parties may attend the hearing in person at the Commission's headquarters, 621 Woodland Square Loop S.E., Lacey, Washington. To attend the hearing via Zoom, [click here to join meeting](#), or call (253) 215-8782 and enter the **Conference ID: 818 2035 87194970#** and use the **Passcode: 277278#**.
- 16 **ALTERNATE DISPUTE RESOLUTION.** The Commission supports the informal settlement of matters before it. Parties are encouraged to consider means of resolving disputes informally. The Commission has limited ability to provide dispute resolution services. If you wish to explore those services, please contact Connor Thompson, Interim Director, Administrative Law Division (360) 791-4228.
- 17 **NOTICE TO PARTIES: A party who objects to any portion of this Order must file a written objection within ten (10) calendar days after the service date of this Order, pursuant to [WAC 480-07-430](#) and [WAC 480-07-810](#). The service date appears on the first page of this Order, in the upper right-hand corner. Absent such objection,**

this Order will control further proceedings in this docket, subject to Commission review.

DATED at Lacey, Washington, and effective May 13, 2025.

WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

/s/ Bijan Hughes

Bijan Hughes
Administrative Law Judge

/s/ Jessica Kruszewski

Jessica Kruszewski
Administrative Law Judge

APPENDIX A
PARTIES' REPRESENTATIVES
DOCKET UT-240951

PARTY	REPRESENTATIVE	PHONE	E-MAIL
Utilities and Transportation Commission Staff	Nash Callaghan Jeff Roberson Office of the Attorney General Utilities and Transportation Division P.O. Box 40128 Olympia, WA 98504-0128	360-586-7777 360-810-0509	Nash.Callaghan@atg.wa.gov Jeff.roberson@atg.wa.gov
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**APPENDIX B
PROCEDURAL SCHEDULE
DOCKET UT-240951**

EVENT	DATE
Application Filing	December 12, 2024
First Settlement Conference	April 16, 2025
Prehearing Conference	April 23, 2025
Intervenor Funding Case Certification/ Notice of Intent to Seek Funding Grant	April 23, 2025
Second Settlement Conference (parties only)	May 14, 2025
Intervenor Funding Proposed Budgets	May 23, 2025
Third Settlement Conference (parties only)	June 11, 2025
Company Initial Testimony and Exhibits	June 14, 2025
Staff, Public Counsel, and Intervenor Response Testimony and Exhibits	August 6, 2025
Notice Issued for Public Comment Hearing	TBD
Public Comment Hearing	TBD
Rebuttal and Cross Answering Testimony and Exhibits	August 21, 2025
Discovery Deadline – Last Day to Issue DR	September 1, 2025
Exhibit Lists, Cross Exhibits, Witness Lists, Time Estimates, Exhibit Errata	September 10, 2025
Evidentiary Hearing	September 19, 2025
Post Hearing Briefs	October 9, 2025