

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

The Petition of the Kentucky Cable)
Telecommunications Association for)
a Declaratory Order that the) Case No. 2012-00544
Commission Has Jurisdiction to)
Regulate the Pole Attachment Rates,)
Terms, and Conditions of Cooperatives)
That Purchase Electricity from)
the Tennessee Valley Authority)

DEPOSITION FOR PETITIONER

*** *** ***

DEPONENT: PAUL THOMPSON, CR 30.02(6) Designee of
 Tri-County Electric Membership Corporation

TAKEN: MARCH 13, 2015

REPORTER: THERESA R. REID

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1 This deposition, under oath, of Paul Thompson was
2 taken by me, Theresa R. Reid, Notary Public, on March 13,
3 2015, beginning at approximately 11:15 a.m., Central
4 Standard Time, at Bowling Green Country Club, 251 Beech
5 Bend Road, Bowling Green, Kentucky 42101. Said examination
6 was taken pursuant to Notice, for purposes of discovery,
7 and as provided by the Kentucky Rules of Civil Procedure.

8 *** **

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Transcript Legend:

- (ph) (Phonetically)
- [sic] (In its original form)
- ... (Trailing off or did not complete thought)
- (Interjection of thought for clarification)
- (Interruption of thought or speech)

1 PAUL THOMPSON,
2 a witness, called upon oral examination by counsel for the
3 Petitioner, having been first duly sworn, was examined and
4 testified as follows:

5

6 EXAMINATION

7 BY MR. GILLESPIE:

8 Q. Mr. Thompson, I'm Gardner Gillespie. I represent
9 the Kentucky Cable Telecommunications Association. Have you
10 had your -- Why don't you state your name and address for the
11 record, please?

12 A. Home address. Paul Thompson, 64 Mockingbird
13 Lane, Lafayette, Tennessee 37083.

14 Q. Okay. Is that like Lafayette?

15 A. Exact same spelling. We're just a little
16 different here, so we pronounce it Lafayette. Here and maybe
17 in Louisiana are the only two places I've heard it pronounced
18 that way.

19 Q. Okay. Have you had your deposition taken before?

20 A. No.

21 Q. Okay. Well, let me explain to you what the
22 process is. As -- As you know, your testimony is going to be
23 taken by the court reporter and transcribed, so we're going
24 to need verbal responses.

25 A. Okay.

1 Q. So, it has to be a word rather than a nodding or
2 a shaking of the head or an uh-huh or something like that,
3 okay?

4 A. I understand.

5 Q. Please wait until I finish my question to give an
6 answer or your counsel may want to object because, otherwise,
7 we'll be talking over each other and that will result in a
8 transcript that nobody is going to be able to understand.

9 A. Okay.

10 Q. If you don't understand my question, tell me
11 that, ask me to rephrase it or clarify something, because if
12 you respond to the question, we will assume that you have
13 understood it, okay?

14 A. Okay.

15 Q. Are you on any medications or is there any other
16 reason why the Commission cannot depend on your testimony
17 today as being truthful and fully responsive?

18 A. No.

19 Q. Okay. Do you understand that you're testifying
20 on behalf of Tri-County cooperative?

21 A. I do.

22 Q. And you understand that your testimony will be
23 taken as the testimony of the cooperative?

24 A. Yes.

25 Q. Let me mark for identification, as --

1 COURT REPORTER: Thirty-eight.

2 Q. -- Exhibit 38, a Notice of Deposition that was
3 submitted to Tri-County last January.

4 MR. DEPP: Thirty-eight you said?

5 MR. GILLESPIE: Thirty-eight.

6 (WHEREAS, EXHIBIT NO 38 WAS ENTERED)

7 Q. And let me have marked, as Exhibit No. 39, the
8 Revised Notice of Deposition that was submitted a week or so
9 ago that has revised the subject matter as a result of the
10 PSC's Order in this case.

11 (WHEREAS, EXHIBIT NO 39 WAS ENTERED)

12 Q. Mr. Thompson, have you seen Exhibit 38 before?

13 A. Yes, sir. I believe so.

14 Q. Okay. And have you received and reviewed Exhibit
15 No. 39?

16 A. Yes, sir. I believe so.

17 Q. And are you prepared to respond to the topics
18 that are listed in Exhibit No. 39?

19 A. Yes.

20 Q. Okay. What is your current position?

21 A. I'm the Executive Vice President and General
22 Manager.

23 Q. Of Tri-County Rural Electric Cooperative [sic]?

24 A. Yes, sir.

25 Q. Okay. And what are your duties as Executive Vice

1 President and General Manager?

2 A. General management, day-to-day management of our
3 entire operation.

4 Q. Are you the highest level employee?

5 A. Yes, sir.

6 Q. Do you report directly to the Board?

7 A. Yes, sir.

8 Q. Okay. So, you are responsible for all of the
9 operational issues of the cooperative?

10 A. Yes, sir.

11 Q. How long have you held that position?

12 A. Since 2001, March of 2001.

13 Q. What did you do before that?

14 A. The previous three years to that, I was the
15 Manager of Marketing for Tri-County Electric.

16 Q. Okay. What did you do before that?

17 A. Prior to that, I was a Regional Account Manager
18 for Becton Dickinson. That's a microbiology company based
19 out of Cockeysville, Maryland.

20 Q. Okay. And what's your educational background?

21 A. I have a Bachelor's degree from Tennessee
22 Technological University in Cookeville, Tennessee.

23 Q. Okay. Now, in -- in your position as Executive
24 Vice President and General Manager of Tri-County, are you
25 familiar with pole attachment agreements with attaching

1 parties?

2 A. Yes, sir.

3 Q. Okay. That's one of your responsibilities?

4 A. Yes, sir.

5 Q. Okay. What did you do to prepare for the
6 deposition today?

7 A. I looked over the information that was sent to
8 me, but that's -- that's essentially it.

9 Q. Okay. When you say the information that was sent
10 to you, what do you mean?

11 A. The exhibit that you gave me.

12 Q. In other words, you looked over the topics of the
13 deposition?

14 A. Yes, sir.

15 Q. Okay. Did you meet with your counsel?

16 A. We did. Last Friday.

17 Q. Okay. You met with your counsel and with
18 representatives of the other cooperatives, correct?

19 A. Yes, sir.

20 Q. And about how long did that meeting take?

21 A. I'm guessing, thinking back, a couple of hours.

22 Q. Okay. What did you do at that meeting?

23 A. Reviewed these topics, not in detail but what
24 topics were going to be discussed.

25 Q. Okay. So, other than that couple-of-hour

1 meeting, what else did you do to prepare for this deposition?

2 A. That's it.

3 Q. Okay. Do you understand that you have any
4 obligations to review any matters so that you can respond to
5 the questions in the areas in the deposition notice?

6 A. Yes. I think that what I'm supposed to do is
7 answer the questions. What I was directed by our counsel to
8 do was to answer the questions honestly and as completely and
9 thoroughly as I could. And since I have been involved, then
10 yes, I think I'm prepared to answer those questions.

11 Q. Okay. But you didn't do anything to educate
12 yourself on these subjects?

13 A. No, sir.

14 Q. Okay. Marked as Exhibit 40, Tri-County's first
15 -- Well, Tri-County's responses to the first set of requests
16 for information in this matter.

17 (WHEREAS, EXHIBIT NO 40 WAS ENTERED)

18 Q. And then, we'll have marked, as Exhibit No. 41,
19 the responses by Tri-County to the supplemental data
20 requests.

21 (WHEREAS, EXHIBIT NO 41 WAS ENTERED)

22 Q. Just for the record, the verification to Exhibit
23 No. 41 is not stapled to it. Hopefully, we can keep it
24 together. Mr. Thompson, are you familiar with these
25 documents?

1 A. Yes, sir. I believe so.

2 Q. And did you verify the accuracy of the
3 information in each of these?

4 A. Yes, sir.

5 Q. And you're shown as the witness on the majority
6 of these, correct?

7 A. That's correct.

8 Q. Except for a few in which counsel is -- is
9 specified as the witness, right?

10 A. Yes, sir.

11 Q. Okay. So, what did you do to respond to these
12 information requests?

13 A. We prepared I think originally -- Gosh, so much
14 time has passed. But we -- We prepared originally and
15 submitted documentation I think in response to these things.

16 Q. Okay. You prepared documentation of what sort?

17 A. Copies of some of our agreements with rural
18 telephone coops. Also, I think we may have submitted our
19 contracts with cable attachers, as well as maybe an agreement
20 with -- original agreement from South Central Bell that now
21 we serve AT&T under.

22 Q. Okay. So, we're talking now about the documents.
23 So, what did you do to search for responsive documents?

24 A. We got the copy of all of that information. We
25 have folders on each attacher to our facility, so we got

1 those. Another thing I failed to mention earlier, I think we
2 also gave some summaries of what our pole attachment revenue
3 had been over the course of a number of years. And so, we
4 keep records of those each year and I just submitted those.

5 Q. Do you know whether those documents were
6 submitted to us?

7 A. I have no idea.

8 Q. Okay. I will state on the record that there are
9 a number of those documents that were never provided to us,
10 including contracts with other pole owners and so on,
11 including the contract of -- the South Central Bell
12 agreement.

13 MR. DEPP: I will state on the record that I
14 believe we have provided all responsive documents, but --
15 that's all.

16 A. And let me clarify. My memory is that we got
17 those, and it's been, gosh, a long time. We may have or may
18 not have. That's my memory, is that I think we did.

19 Q. Okay. What did you do to respond to the -- the
20 data requests that requested a particular answer as opposed
21 to a document?

22 A. I tried to answer to the best of my ability.

23 Q. Well, the -- So, the answers that are contained
24 in Exhibit 40, for example, how were they prepared? Do you
25 know?

1 A. I'd have to look at each one of those.

2 Q. Well, why don't you look at, for example, the --
3 item two. How was that prepared?

4 A. Item two? (Witness reviews document.) Well, it
5 looks as if we did not feel that we needed to respond to
6 that.

7 Q. I'm talking about -- Are you looking at Exhibit
8 No. 40?

9 A. I think I am, uh-huh. It's labeled Exhibit 40.

10 Q. Okay.

11 A. Item two.

12 Q. Item two has two paragraphs. One paragraph is a
13 series of objections from your counsel and then states that
14 (reading) notwithstanding the objections but without waiving
15 them, Tri-County states as follows.

16 And then there is another paragraph there that is
17 a response. Do you see that?

18 A. (Witness reviews document.) Yeah, I'd agree with
19 that.

20 Q. Pardon me?

21 A. I would agree with that.

22 Q. Well, that wasn't my question. My question was
23 how was that prepared?

24 A. I don't know that I know the answer to that.

25 Q. Okay. So, you don't know who wrote that?

1 A. No, I can't say that I do.

2 Q. Okay. Did you review all of these responses?

3 A. I have.

4 Q. Did you review them before you verified them?

5 A. Yes.

6 Q. Okay. Looking at that paragraph, the second
7 sentence states, quote, the TVA regulates these rates and
8 services through the expressed terms of its wholesale Power
9 Contract with Tri-County. Do you see that?

10 A. Yes, sir.

11 Q. What rates are referred to in that sentence?

12 A. I think they're talking about all rates.

13 Q. What does that mean?

14 A. That would mean our electric rates, our pole
15 attachment rates, both wholesale and resale -- or, retail on
16 electric.

17 Q. Okay. Does the wholesale Power Contract that
18 Tri-County has with TVA specifically refer to pole attachment
19 rates?

20 A. I think it does.

21 Q. Do you recall where?

22 A. I could probably find it if you have a copy of
23 it.

24 Q. Uh-huh, I have a copy of it.

25 MR. DEPP: While you're gathering that, I'll go

1 ahead and note on the record, I understand your question is
2 directed at the witness' personal knowledge of the agreement,
3 but there is an objection, as I've stated in other
4 depositions, to the extent your question is seeking answers
5 of a legal effect.

6 MR. GILLESPIE: Well, my question is not asking
7 for his personal knowledge. My question is directed toward
8 the cooperative, of which he is the spokesperson.

9 MR. DEPP: Well, my objection goes to the legal
10 -- to the extent your question addresses any legal effect, so
11 the -- the result is the same.

12 MR. GILLESPIE: I'm asking for the cooperative's
13 understanding of the document.

14 MR. DEPP: And as I stated at the beginning of
15 that objection, he's free to answer that.

16 MR. GILLESPIE: Thank you. Okay. I will have
17 marked, as Exhibit No. --

18 COURT REPORTER: Forty-two.

19 MR. GILLESPIE: -- 42, a document that has been
20 provided to us that purports to be the lengthy contract and
21 -- contract and series of amendments, and so on, for Tri-
22 County and TVA.

23 (WHEREAS, EXHIBIT NO 42 WAS ENTERED)

24 BY MR. GILLESPIE:

25 Q. Okay. Mr. Thompson, are you familiar with this

1 document?

2 A. I believe I am.

3 Q. Okay. What did we say the number of this exhibit
4 is?

5 COURT REPORTER: Forty-two.

6 Q. Forty-two, okay. And if you would find for me,
7 if you can, any expressed referenced to pole attachments in
8 this document. Let me ask a preliminary question, before we
9 get into that. Is -- Is -- Exhibit No. 42, does that
10 represent the current contract between TVA and Tri-County?

11 A. I think it does.

12 Q. Okay. So now, let's go back to my question, for
13 you to identify for us any expressed reference to pole
14 attachments in this document, if you can find it.

15 A. (Witness reviews document.) What I was
16 referencing can be found under the schedule of terms and
17 conditions, item number one, paragraph A, the last sentence.

18 Q. Okay. What page is that on?

19 A. It appears to be the very first page of the
20 schedule of terms and conditions which if -- out of the
21 exhibit that you handed -- handed me, would be two, three --
22 the fifth page.

23 Q. Okay. And what are you referring to
24 particularly?

25 A. The very -- The very last sentence in that -- in

1 paragraph A, which is under item number one.

2 Q. So, you're referring to the sentence that says
3 (reading) in the interest of efficiency and economy,
4 cooperative may use property and personal -- personnel
5 jointly for the electric system and other operations subject
6 to agreement between cooperative and TVA as to appropriate
7 allocations based on direction of effort, relative use, or
8 similar standards of any and all joint investments, salaries,
9 and other expenses, funds, or use of property or facilities,
10 close quote.

11 Is that what you're referring to?

12 A. Yes, sir.

13 Q. And what agreement, if any, is there between the
14 cooperative and the TVA as to appropriate allocations related
15 to pole attachments? Is there any?

16 A. Yes, sir. I believe there is.

17 Q. And what -- What agreement is that?

18 A. I think, specifically, our financial accounting
19 records that we submit to them monthly.

20 Q. Okay. What financial accounting records are you
21 referring to?

22 A. Each month, the member cooperatives have to
23 submit to TVA a TVA report which reflects their financial
24 status on income and expenditures. It reflects both the
25 wholesale and resale -- retail side of -- of the business.

1 Q. And what information in that report is
2 specifically related to pole attachments?

3 A. It's a line item on the report. I can't remember
4 the specific line item, but it reports nonelectric sales
5 revenue.

6 Q. Okay. Does it identify it as pole attachment
7 revenue?

8 A. Nothing on the report specifically says pole
9 attachment, but that's what that number represents on our
10 report.

11 Q. Is that the only nonelectric sales revenue that
12 is received by Tri-County?

13 A. It is of any significance.

14 Q. Well, that information includes revenue from
15 other sources, other than pole attachments; is that right?

16 A. There could be a small amount reflected there,
17 yes.

18 Q. Okay. So, it is your view that these monthly
19 reports constitute communications between Tri-County and the
20 TVA related to pole attachments?

21 A. I think that's -- Yes, I think it does.

22 Q. Can you tell me why we have not been provided
23 copies of any one of these reports?

24 MR. DEPP: That's a legal response and you know
25 that.

1 Q. I've asked -- I'm asking the witness.

2 A. I have no idea.

3 Q. Okay. Does the -- So, this report -- We will be
4 discussing your annual report later, but does this report
5 mirror the annual reports in terms of line items, categories?

6 A. Yes.

7 Q. Okay. Does this report contain any information
8 regarding pole attachment rates?

9 A. No.

10 Q. Does this report contain any particular
11 allocation of -- Well, let me put it this way. Does -- Does
12 this report contain information on the costs of providing
13 pole attachments?

14 A. Are you talking about that monthly report that I
15 mentioned earlier?

16 Q. Yes.

17 A. I don't think so.

18 Q. Okay. And what is it in this report that you
19 believe is an agreement between the TVA and Tri-County as to
20 appropriate allocations?

21 A. I don't think I said that report contained an
22 agreement.

23 Q. Okay. So, the report does not contain an
24 agreement regarding appropriate allocations?

25 A. I don't think that report contains any agreement

1 of any kind.

2 Q. Okay. And how does that report reflect any kind
3 of an agreement between the cooperative and TVA as to
4 appropriate allocations, if it does?

5 A. It reflects the overall financial statement and
6 condition of the electric coop and, specifically, revenues
7 generated from pole attachments.

8 Q. Okay. It -- So, it provides information to TVA
9 regarding the revenues from pole attachments. Does it
10 contain information regarding the expenses of Tri-County
11 incurred in connection with pole attachment payments to other
12 parties for attaching to their poles?

13 A. Yes, it would show our total expenses for the
14 month.

15 Q. All right. So, it would show them just in terms
16 of total expenses or is it set out in any way?

17 A. The number reported in that line would reflect
18 the net of charges and expenses relative to pole attachments.

19 Q. Okay. So, the -- Let me take a step back. So,
20 we'll get to -- we'll get to this, but Tri-County has
21 arrangements with other pole owners in which Tri-County is
22 allowed to use those pole owners' poles and those pole owners
23 are allowed to use Tri-County's poles, correct?

24 A. Yes, sir.

25 Q. And they each have a -- some payment requirement

1 for the use of the other's poles, right?

2 A. Typically, we pay 150 percent of what we charge
3 people to attach to us when we attach to their system.

4 Q. Okay. So, typically -- Well, we'll get to that.
5 But -- But there are payments or charges that go both ways,
6 right?

7 A. Yes.

8 Q. Okay. And typically, Tri-County has more poles
9 than its joint users, right?

10 A. Yes. I think without exception. Usually, we
11 would have 98 percent or more of the poles.

12 Q. Well, we'll see if we can determine what that
13 number is. But -- But what you're saying in terms of net,
14 the -- the amount that is reflected on the monthly reports to
15 the TVA are the net amounts that take the revenue that is
16 received by Tri-County for pole attachments and nets out the
17 expenses that Tri-County pays to the other pole owners for
18 Tri-County to use their poles?

19 A. Yes, sir.

20 Q. Okay. So, even if this line item on the report
21 were only for pole attachments, what the TVA could see from
22 it is the net between the -- those expenses and those
23 revenues?

24 A. That's correct.

25 Q. Okay. Is there anything else in those monthly

1 reports that would reflect the -- any appropriate
2 allocations?

3 A. I don't think I understand the question.

4 Q. The paragraph in the -- in the agreement with --
5 with TVA says that these arrangements are supposed to be
6 subject to agreement between the cooperative and TVA as to
7 appropriate allocations, and I'm just trying to understand
8 better what it is about the information supplied to TVA that
9 represents some agreement between the cooperative and TVA as
10 to the appropriate allocations.

11 A. In Tri-County's case, that's the only entity --
12 only group that we enter into and provide use of our
13 property. We don't lease any office space. We're not any --
14 in any kind of subsidiary business. That's the only thing we
15 have, is pole attachments and the agreements with those
16 companies.

17 Q. Okay. Is that the full extent of your answer?

18 A. Yes.

19 Q. Does Tri-County, in these monthly reports,
20 provide the TVA with information regarding the particular
21 expenses that are incurred by Tri-County in providing pole
22 attachment space?

23 A. No.

24 Q. Okay. Is there anything else in the contract
25 between TVA and Tri-County that you believe expressly refers

1 to pole attachments?

2 A. I don't think so.

3 Q. Okay. Mr. Thompson, I'm going to show you what's
4 been marked as Exhibit No. 4 and direct you to a letter of
5 January 24th, 2013 from Cynthia Herron to you. Are you
6 familiar with that letter?

7 A. Yes, sir.

8 Q. Okay. Did you communicate with Cynthia Herron
9 about that letter before it was sent?

10 A. No, sir. I did not.

11 Q. Do you know who did?

12 A. No, sir.

13 Q. Are you aware of any discussion by anyone related
14 to obtaining a letter from TVA on this subject?

15 A. No, sir.

16 Q. Okay. Now, the letter says that the distributor,
17 which would be Tri-County, right --

18 A. Yes, sir.

19 Q. -- is required to recover the full costs
20 associated with pole attachments and that the TVA does not
21 object, quote, as long as the power distributor recovers the
22 costs associated with pole attachment rentals and that the
23 electric rate payers do not subsidize the cost of these
24 rentals. Do you see that?

25 A. Yes, sir.

1 Q. Okay. Has Tri-County determined what its costs
2 associated with pole attachment rentals are?

3 A. Yes, sir.

4 Q. Okay. And when did it do that?

5 A. It would be prior to me coming to Tri-County,
6 prior to '98.

7 Q. Prior to 1998?

8 A. Yes, sir.

9 Q. That was the last time it was done?

10 A. No, sir. We look at that on an annual basis.

11 Q. All right. Well, let's go back to the -- the
12 costs associated with rentals on a -- prior to 1998. And how
13 was that accomplished?

14 A. I do not know.

15 Q. Okay. And why do you believe that the costs
16 associated with pole rentals were analyzed at that time?

17 A. To my knowledge, it was done annually prior to me
18 being there, but the only thing I can speak to is since my
19 time at Tri-County, and I came in March of 1998.

20 Q. Okay. And what is done annually then?

21 A. We review, through a formula, what our costs are.

22 Q. Okay. And what costs do you consider?

23 A. We look at the cost of a bare pole and we look at
24 anything that -- carrying costs of all the poles in our
25 system. We also allocate some space based on minimum safety

1 height -- or, clearances. We also consider the safety space
2 that is required by the National Electric Safety Code. And
3 then, we look at the space that an attacher is requesting to
4 use, specifically what usable space do they want. And then,
5 through our formula, we calculate the rate.

6 Q. Okay. So, you calculate this rate annually?

7 A. Yes.

8 Q. And you base your pole attachment rates on this
9 calculation?

10 A. We base our rates on the calculations. We
11 only renew at the request of some of our attachers. In fact,
12 the majority wanted to do three-year terms. And so, we
13 review those attachment rates annually. But then, we do
14 amendments to our agreements on a three-year term for all but
15 AT&T, and there was a negotiated rate that was done by them
16 with TVPPA.

17 Q. Okay. The -- The analysis that you do, do you
18 provide that to TVA?

19 A. Yes.

20 Q. Okay. And when have you done that? When have
21 you provided that to TVA?

22 A. I don't recall the last time we've given it to
23 them.

24 Q. Were you provided a copy of -- Well, let me --
25 Was that in writing?

1 A. The formula, yes.

2 Q. And when was that -- You don't recall when that
3 was provided to TVA?

4 A. No, sir.

5 Q. Do you know whether that was provided to us in
6 response to this case?

7 A. No, sir.

8 Q. We'll state on the record that it was not. Okay.
9 The -- The formula was provided to TVA. That's what you're
10 saying, right?

11 A. Yes, sir.

12 Q. Okay. And was that in -- prior to 1998?

13 A. It would've been since 1998.

14 Q. Okay. And does Tri-County provide the results of
15 the analysis using the formula to TVA?

16 A. Yes, we have.

17 Q. When have you done that?

18 A. I don't recall the last time.

19 Q. When was the first time?

20 A. Since 1998, to my knowledge.

21 Q. Okay. And you don't -- Can you give me some
22 ballpark of when this was provided?

23 A. No, sir.

24 Q. Was it provided in writing?

25 A. Yes.

1 Q. Did Tri-County make any effort to uncover this
2 document to provide it to us in this proceeding?

3 A. No, sir.

4 Q. Okay. Was this a communication with TVA
5 regarding pole attachment rates?

6 MR. DEPP: Objection to the extent that calls for
7 a legal conclusion.

8 Q. You can answer the question.

9 A. Restate the question.

10 Q. Read it back.

11 (WHEREAS, THE QUESTION WAS READ BACK.)

12 A. In my opinion, it was a reflection of how we
13 determine our rates.

14 Q. Was it a communication with TVA?

15 MR. DEPP: Same objection. That's now been asked
16 and answered, as well.

17 MR. GILLESPIE: It has not been answered.

18 MR. DEPP: It's been answered to the best of his
19 ability.

20 MR. GILLESPIE: It has not.

21 MR. DEPP: You don't like the answer.

22 MR. GILLESPIE: I don't like the answer and I
23 don't think it's the best of his ability. Read the question
24 back to the witness, please.

25 (WHEREAS, THE QUESTION WAS READ BACK.)

1 BY MR. GILLESPIE:

2 A. In my opinion, it was a statement to TVA of how
3 we determine our rates.

4 Q. Do you consider a statement to be a
5 communication?

6 MR. DEPP: Same objection.

7 Q. Do you?

8 A. I've answered.

9 Q. That's the best answer you can give?

10 A. Yes.

11 MR. DEPP: He's answered that now.

12 Q. Has Tri-County provided the pole attachment rates
13 that it charges to TVA?

14 MR. DEPP: To whom?

15 Q. To TVA.

16 A. I don't recall.

17 Q. You don't recall whether Tri-County has provided
18 that information to TVA?

19 A. I know monthly Tri-County reports to TVA the
20 revenue from pole attachments.

21 Q. Right.

22 A. TVA also knows the number of poles that we have.
23 So yes, we provide them with significant information, enough
24 information that they can make that calculation.

25 Q. And do you know whether TVA makes that

1 calculation?

2 A. No, sir. I do not know.

3 Q. And how does TVA know the number of poles that
4 you have?

5 A. That would be in part of our plant report.

6 Q. Okay. They know the number of poles that you
7 have. Do they know the number of attachments that are made
8 to Tri-County's poles?

9 A. I don't know.

10 Q. You don't report that information to TVA, do you?

11 A. No.

12 Q. Without knowing the number of attachments, even
13 if they have the revenues, they can't determine what the
14 rates are, isn't that true?

15 A. Specific rates, no. But they're looking at total
16 revenues.

17 Q. Okay. Well, they can -- I understand that they
18 can understand the total revenues, but in terms of the rates,
19 they can't determine the rates based on the revenues without
20 knowing the number of attachments, isn't that true?

21 A. You couldn't get an exact number. You're right.

22 Q. Exact number. You can't get any sort of -- any
23 sort of number without knowing the number of attachments,
24 isn't that true?

25 MR. DEPP: This has been answered three times.

1 It's getting argumentative. The witness can answer to the
2 extent he knows.

3 BY MR. GILLESPIE:

4 A. No, it's not true.

5 Q. And how can TVA understand what the rate is if
6 they don't know the number of attachments that would -- that
7 would go into that calculation?

8 MR. DEPP: Objection to the extent you're asking
9 the witness to testify about the TVA's knowledge.

10 Q. I'm not asking their knowledge. I'm asking a
11 simple mathematical question.

12 A. My answer was if they had the exact number of
13 attachments and the total revenue, they could get an exact
14 number per attachment. If they know the total revenue and
15 total number of poles, they can get a number, but it won't be
16 exact.

17 Q. The number that they would get would be the rate
18 per total number of poles, right?

19 A. Right.

20 Q. Okay. Now, how many poles does Tri-County have?
21 Do you know?

22 A. Somewhere in excess of 100,000, a little better
23 than 100,000.

24 Q. And how many of those poles are attached to by
25 third parties? Do you know?

1 A. Not exactly.

2 Q. Okay. And how many attachments does Tri-County
3 make to other parties' poles?

4 A. Very few.

5 Q. Approximately how many?

6 A. A guess?

7 Q. I don't want a guess.

8 A. Best I can do.

9 Q. Okay. I don't want a guess. I'd like marked, as
10 Exhibit No. 43, a document that contains various companies
11 and number of attachments and rates.

12 (WHEREAS, EXHIBIT NO 43 WAS ENTERED)

13 Q. Are you familiar with this document?

14 A. Yes, sir.

15 Q. Okay. So, this -- Do you know who prepared this
16 document?

17 A. It'd be our engineering department, Tri-County
18 Electric's.

19 Q. And this reflects -- Does this reflect all of the
20 parties that attach to Tri-County's poles?

21 A. I believe it does.

22 Q. Okay. And this reflects the number of
23 attachments that those parties have on Tri-County's poles?

24 A. No.

25 Q. Okay. What does it reflect?

1 A. It reflects an attachment. In many cases,
2 telecommunications companies attach more than one line to our
3 poles. We have adopted a policy to only charge them for one
4 of those attachments. So, you could have -- For instance,
5 North Central Telephone has 28,844 attachments to Tri-County
6 in 2009, their actual number of attachments to us may be two
7 or three times that.

8 Q. Okay.

9 A. But that would reflect an individual pole that
10 they're attached to.

11 Q. Okay. So, where it says number sign and
12 attachment, that actually means the number of poles of Tri-
13 County that these various parties are attached to?

14 A. Yes, sir.

15 Q. All right. Okay. So, with respect to AT&T, this
16 reflects that there were different rates for 40-foot and 35-
17 foot poles; is that correct?

18 A. No, sir.

19 Q. In 2009?

20 A. Oh, yes, sir.

21 Q. Okay. Can you explain to me the basis for the
22 different charges?

23 A. Going back to the formula that I mentioned to you
24 earlier, when you do the calculation and you're looking at a
25 percentage of the pole that they would be responsible for

1 under that formula, the length of the pole is of significance
2 because it changes the percentage.

3 Q. It changes the allocation factor?

4 A. Yes, sir.

5 Q. Okay. And in 2009, the analysis that Tri-County
6 did indicates that the appropriate pole rate for a 35-foot
7 pole should be \$19.01; is that right?

8 A. Yes, sir.

9 Q. And the appropriate pole rate for a 40-foot pole
10 of Tri-County's would be \$24.48; is that right?

11 A. Yes, sir.

12 Q. Now -- And --

13 A. I should -- I should clarify something. AT&T --
14 As I stated earlier in my testimony, AT&T is the exception of
15 the formula at Tri-County. There is a TVPPA negotiated
16 agreement with them, so my previous statements about our
17 formula reflecting that would be incorrect. AT&T is charged
18 based on the TVPPA negotiated agreement. The rest of the
19 attachers are -- are based off of our formula.

20 Q. Okay. So, the AT&T numbers are not the product
21 of your formula; is that right?

22 A. No, sir. No, sir.

23 Q. Is that correct?

24 A. That's correct.

25 Q. Okay. The North Central Telephone Company shows

1 a rate of \$17.83, right?

2 A. Yes, sir.

3 Q. Okay. Now, how many feet of space in the formula
4 are allocated to North Central Telephone Company?

5 A. Two feet.

6 Q. Two feet. And does the agreement that Tri-County
7 has with North Central Telephone Company give them the right
8 to two feet of space?

9 A. Yes, access to two feet.

10 Q. Okay. And the -- And that would apply to all of
11 the different telephone companies?

12 A. It would apply to all of the rural telephone
13 cooperatives.

14 Q. Well, does that apply to North Central Telephone
15 Company?

16 A. Yes, sir.

17 Q. Is that a rural telephone cooperative?

18 A. Yes.

19 Q. Okay. And what about Windstream Communications?

20 A. Yes, sir.

21 Q. Do they have the right to attach to two feet of
22 space?

23 A. Yes, sir.

24 Q. All right. Then, for Mediacom CATV listed, the
25 rate is \$13.75, and what's that based on?

1 A. They are a cable attacher and they are allocated
2 one foot of space.

3 Q. And that's the -- the result of -- Allocating one
4 foot rather than two feet results in those different rates;
5 is that right?

6 A. Yes, sir.

7 Q. Okay. And you have a series of entities that are
8 charged \$5 a pole. What's the basis of that rate?

9 MR. DEPP: I'm going to object to the extent we
10 continue getting into cost formulas and rate analysis, which
11 is not the subject of this proceeding. The witness can
12 answer if he knows, but this is outside the scope of the
13 proceeding.

14 Q. That is not the subject of this discussion. Go
15 ahead and answer.

16 A. These attachments are typically, if you look at
17 Dollar General for instance or Mueller Refrigeration, these
18 are printed -- you see who might attach to us in order to
19 achieve a lighting for a parking lot.

20 Q. These are all attachments used to achieve
21 lighting in a parking lot?

22 A. That's an example.

23 Q. Okay. What's the basis of the \$5 rate?

24 A. It's an agreed upon charge between Tri-County and
25 these entities.

1 Q. Okay.

2 A. Local entities.

3 Q. Does that rate cover Tri-County's cost for pole
4 attachments?

5 A. In these cases. Again, we're talking about a
6 line to -- to achieve lighting for a parking lot that puts no
7 stresses on our poles.

8 Q. Does it take space on a pole?

9 A. Yes.

10 Q. One foot?

11 A. No. One inch.

12 Q. Why one inch?

13 A. The size of the attachment.

14 Q. A cable attachment only takes up one inch also,
15 does it not?

16 A. I have no idea.

17 Q. What -- So, isn't an attachment of a line used to
18 achieve lighting in a parking lot -- doesn't that have
19 separation requirements by the National Electric Safety Code?

20 A. No.

21 Q. It doesn't?

22 A. We install these.

23 Q. Yeah. Doesn't the natural -- Doesn't the
24 National Electric Safety Code require that these facilities
25 be separated from other facilities by certain --

1 A. No. We -- Tri-County Electric attaches these.
2 The National Electrical Safety Code is not there for electric
3 utilities and their employees. It's there for those people
4 who are not qualified to crown inside that space.

5 Q. All right. The National Electric Safety Code has
6 separation requirements for facilities on poles, correct?

7 MR. DEPP: I'm sorry. Is counsel testifying now?
8 We are having a discussion about --

9 MR. GILLESPIE: I asked him a question.

10 MR. DEPP: -- the national -- We are having a
11 discussion about the National Electric Safety Code in a case
12 regarding TVA jurisdiction. It has no business being in this
13 deposition. If you'd like to testify, there is a form in
14 which you can do that. It's in a legal document. It's not
15 in this deposition.

16 BY MR. GILLESPIE:

17 Q. Okay. This has to do with the witness' testimony
18 about the rate that's charged and he has asserted that this
19 rate covers their costs in this situation, right?

20 A. I assert that the Board set those charges. Tri-
21 County Electric's Board of Directors set those charges.

22 Q. Right, okay. That's -- That's the basis of the
23 charges?

24 A. Yes, sir.

25 Q. All right. Okay. And based on the information

1 that is submitted to TVA by Tri-County, is there any way for
2 TVA to know what rates are being charged by Tri-County to
3 AT&T?

4 A. I don't know what -- I don't know what TVA knows
5 about those specific rates.

6 Q. Okay. And is there any way for TVA to determine
7 what rates are being charged, for example, to the cable
8 companies?

9 A. Other than what I've stated before about revenues
10 and poles, I don't know of any other.

11 Q. Okay. And is there any way for them to know what
12 rates are charged to Dollar General and the other companies
13 listed here that have \$5 rates?

14 A. Same answer.

15 Q. Okay. Now, the -- Looking at Exhibit 43, the
16 rate for AT&T went from \$19.01 and \$24.48 in 2009 to \$27 in
17 2010, correct?

18 A. Yes, sir.

19 Q. Do you know whether Tri-County provided -- Do you
20 know whether Tri-County discussed with TVA this rate increase
21 prior to its being adopted?

22 A. No, I do not know.

23 Q. Okay. Now, the rate for AT&T to attach, is that
24 the same rate that AT&T charges for Tri-County to use its
25 poles?

1 A. It's either the same rate or they charge us 150
2 percent of that rate and I'm not for sure.

3 Q. Okay.

4 A. One of the two.

5 Q. You don't know?

6 A. No, sir. Not off the top of my head, no.

7 Q. Well, I'm not asking for anything off the top of
8 your head. I -- My understanding of the obligation of a
9 30.02(6) witness such as you is that you're supposed to
10 educate yourself on these matters.

11 MR. DEPP: Well, thank you again for your
12 testimony of your understanding, but if you have a document
13 you'd like to show him, I suggest you show it to him at which
14 point he can answer based on his knowledge.

15 Q. Now, the rate for North Central Telephone Company
16 that -- that Tri-County pays to North Central to use their
17 poles, is that 150 percent of \$17.83?

18 A. It's either 100 percent or 150 percent. One of
19 the two.

20 Q. Which is it?

21 A. I have no idea. Stated as I did in AT&T, I'm not
22 sure. It's 100 or 150 percent.

23 Q. Okay. And the same goes for all of the phone
24 companies; is that right?

25 A. Yes, sir.

1 Q. You can't say whether it's 100 percent or 150
2 percent?

3 A. I believe in most cases we pay 150 percent, as I
4 stated early on in the testimony.

5 Q. Okay. Well, I'm not asking for your belief. I'm
6 asking for your --

7 A. To the best of my knowledge.

8 MR. DEPP: You're arguing with the witness.

9 Q. The money that's here reflected as a net bill, is
10 that simply the rate shown there times the number of --
11 number -- what is reflected as the number of attachments?

12 A. Yes, because we net out our attachments to them
13 on that number of attachments.

14 Q. Okay. So, the -- So, this -- Oh, so the number
15 of attachments -- You testified before, I understood, that
16 what is shown here as a number sign and attachment is
17 actually the number of poles attached to. And now, is that a
18 net number or is that a -- the gross number of attachments
19 made by AT&T, for example, to Tri-County's poles?

20 A. That's a net number. Their attachments to us
21 would be greater than that when we subtract out our
22 attachments to them.

23 Q. Okay. Let me have marked, as Exhibit No. 44,
24 what is reflected as a September 8th, 2009 draft of a
25 TVPPA/AT&T Joint Use Agreement.

1 (WHEREAS, EXHIBIT NO 44 WAS ENTERED)

2 Q. Are you familiar with this document?

3 A. Yes, sir. I believe I've seen this before.

4 Q. Did Tri-County enter into this agreement?

5 A. No, sir.

6 Q. So, Tri-County has a different agreement than
7 this --

8 A. Yes.

9 Q. -- with AT&T?

10 A. Yes, sir.

11 Q. Do you know why that was not provided to us?

12 A. No.

13 Q. Let's go off the record for a minute. I'm going
14 to take a short break.

15 (WHEREAS, A BRIEF RECESS WAS TAKEN.)

16 MR. GILLESPIE: I would ask again, as I believe
17 we thoroughly did in our document -- our data requests, that
18 Tri-County provide us with all communications between TVA and
19 Tri-County and between Tri-County and TVA regarding pole
20 attachment rates.

21 MR. DEPP: I believe those have been provided.

22 MR. GILLESPIE: Okay. And my request would
23 include the monthly reports that you referred to that you
24 claim to include pole attachment information and the
25 communication, if any, regarding the formula provided to TVA.

1 MR. DEPP: I understand that request.

2 MR. GILLESPIE: Okay.

3 BY MR. GILLESPIE:

4 Q. Turn to Exhibit No. 43 again, please.

5 A. Okay.

6 Q. The number down at the bottom that says total
7 number of attachments on Tri-County poles of 74,625, do you
8 see that?

9 A. Yes, sir.

10 Q. Is that the addition of the numbers in the second
11 column or is that a different number?

12 A. It should be that number, yes.

13 Q. So, that's a net number?

14 A. Yes.

15 Q. So, in other words, that's the number of
16 attachments -- the number of poles that Tri-County has which
17 are attached to by other parties, subtracting the number of
18 poles owned by other parties that Tri-County is attached to?

19 A. Yes, sir. I believe that to be correct.

20 Q. And the total revenue that is shown as total
21 revenue in 2009 of \$1,279,194.92, is that a net number?

22 A. Yes, sir.

23 Q. Okay. So, that's a number that nets the pole
24 attachment revenue, less the expenses incurred in attaching
25 to other parties' poles?

1 A. Yes, sir.

2 Q. In other words, the pole attachment rates charged
3 by the other parties?

4 MR. DEPP: Object to that last part of that
5 question or statement.

6 MR. GILLESPIE: On what basis?

7 MR. DEPP: I don't understand it. It's vague and
8 I'm not sure it was a question to begin with. You can re-ask
9 it if you understood it.

10 BY MR. GILLESPIE:

11 Q. Do you understand the question?

12 A. No, sir. I did not.

13 Q. Well, I was just clarifying that when -- Well,
14 let me -- Let me rephrase the whole question. So, the number
15 of total revenue of 2009 that's shown here is the revenue
16 that is received by Tri-County for other parties attaching to
17 its poles less the expenses for third-party charges for Tri-
18 County to attach to their poles?

19 A. Yes.

20 Q. Okay. All right. I'd like marked, as Exhibit
21 No. 45, the annual reports that are -- have been provided to
22 us, submitted by Tri-County to the TVA.

23 (WHEREAS, EXHIBIT NO 45 WAS ENTERED)

24 Q. Mr. Thompson, are you familiar with these
25 reports?

1 A. Yes, sir.

2 Q. Okay. Do these reports contain information
3 related to pole attachments?

4 A. Yes, sir.

5 Q. Where?

6 A. Page three, top of the page under operating
7 revenue, rent from electric property.

8 Q. Okay. And that number includes pole attachment
9 revenues plus other rents from electric property; is that
10 right?

11 A. Yes.

12 Q. Okay. Is this the net number received for pole
13 attachment revenues?

14 A. Yes, sir.

15 Q. Okay. So, that's the number received for pole
16 attachment revenues less the amounts that Tri-County has paid
17 to other pole owners for use of their poles?

18 A. In addition to any other miscellaneous items that
19 may be there.

20 Q. Right. Is there any other reference in these
21 reports to pole attachment revenues?

22 A. Not to my knowledge.

23 Q. And is there anyplace where pole attachment costs
24 are reflected?

25 A. Not to my knowledge.

1 Q. Is the information that is contained on line 62
2 -- Is that different from the information that is reported to
3 the TVA monthly?

4 A. No.

5 Q. Okay. That's -- That same line item is reported
6 to them monthly?

7 A. Well, when you look at the monthly report to
8 them, there could be a timing issue. We only bill for pole
9 attachments at the end of the year. So, depending upon what
10 month you're looking at, we may have not received payment.
11 But yes, anytime you see a report on that particular line --
12 Pole attachments would only be reported on that line, pole
13 attachment revenue.

14 Q. Well, so let's try to understand that. So, if
15 rental from other electric property, other than poles, is
16 received in May, then the information that is reported to the
17 TVA as of May at line 62 would include that other revenue,
18 right?

19 A. Yes.

20 Q. And if pole attachment revenue were received in
21 April, that line -- and there were no other rent received
22 from electric property in April, then that would --
23 particular -- particular number would include only the pole
24 attachment revenue, right?

25 A. Yes, sir.

1 Q. But if, in July, there was revenue that was
2 received for pole attachments and revenue that was received
3 by rent from other property, the number would include both of
4 those?

5 A. It would, but we wouldn't receive pole attachment
6 revenue in July.

7 Q. What month would you receive pole attachment
8 revenue?

9 A. Typically, February.

10 Q. All right. I mean, you don't receive it only in
11 February, isn't that true?

12 A. Unless they just don't pay on time.

13 Q. And that happens, does it not?

14 A. In some cases.

15 Q. Okay. Let's talk about February. So, February
16 in a particular year, Tri-County receives revenue for pole
17 attachments and revenue for rent of other electric property,
18 that would all be contained in line 62, right?

19 A. That's correct.

20 Q. And the pole attachment revenue in these
21 monthly reports would not otherwise be separately set out,
22 correct?

23 A. That's correct.

24 Q. Okay. Let's take a short break.

25 (WHEREAS, A BRIEF RECESS WAS TAKEN.)

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MR. GILLESPIE: I have no further questions.

MR. DEPP: No questions.

(DEPOSITION ENDED AT 9:38 A.M., CST)

(WITNESS EXCUSED.)

PAUL THOMPSON

ERRATA PAGE
(may or may not be requested)

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I HAVE READ THE FOREGOING PAGES, AND THE STATEMENTS CONTAINED THEREIN (SUBJECT TO CORRECTIONS, ADDITIONS, AND DELETIONS CONTAINED IN THE ADDENDUM ANNEXED HERETO, IF ANY), AND THEY ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE.

PAUL THOMPSON

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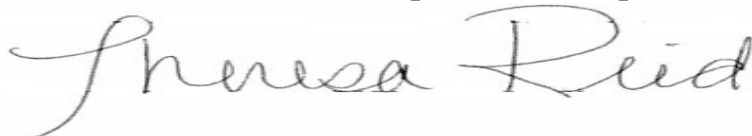
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3
 4 I, THERESA R. REID, Notary Public in and for the
 5 Commonwealth of Kentucky, State at Large, hereby certify
 6 that the foregoing deposition was taken at the time and
 7 place stated in the caption; that the appearances are as
 8 set forth in the caption; that prior to giving the
 9 testimony the witness was first duly sworn by me; that said
 10 testimony was reported by mechanical means by me, and
 11 thereafter transcribed under my personal direction and
 12 supervision; and that said typewritten transcript is a
 13 true, accurate, and complete transcript to the best of my
 14 ability and understanding; and that there was a request
 15 that the witness read and sign the deposition.

16 I further certify that I am not related by blood or
 17 marriage to any of the parties hereto and that I have no
 18 interest in the outcome of the captioned matter.

19 My Commission as a Notary Public expires February
 20 17, 2016.

21 Given under my hand this _____ day of _____,
 22 2015, at Louisville, Jefferson County, Kentucky.

23 

24 _____
 25 THERESA R. REID
 NOTARY PUBLIC, STATE-AT-LARGE, KY

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April 20, 2015

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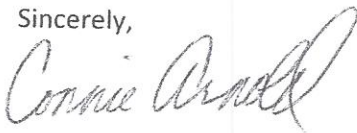
**RE: Public Service Commission Case No. 2012-00544
Depositions of Eston W. Glover, Jr.; Warren Ramsey; David E. Smart; Paul Thompson; and
Debra Weatherford**

To Whom It May Concern:

Enclosed are the original Errata Pages for the depositions of Eston W. Glover, Jr., Warren Ramsey, David E. Smart and Debra Weatherford. Enclosed also is a copy of the Errata Page for the deposition of Paul Thompson. We will forward the original of Mr. Thompson's Errata Page when we receive it.

In the meantime, if you have any questions, please let me know.

Sincerely,



Constance Arnold

Enclosures
9586902v1

PAUL THOMPSON

ERRATA PAGE
(may or may not be requested)

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I HAVE READ THE FOREGOING PAGES, AND THE STATEMENTS CONTAINED THEREIN (SUBJECT TO CORRECTIONS, ADDITIONS, AND DELETIONS CONTAINED IN THE ADDENDUM ANNEXED HERETO, IF ANY), AND THEY ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE.

Paul Thompson

PAUL THOMPSON

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