

**BEFORE THE PUBLIC UTILITIES COMMISSION  
OF THE STATE OF CALIFORNIA**

In the Matter of the Joint Application of Sprint Communications Company L.P. (U-5112) and T-Mobile USA, Inc., a Delaware Corporation, For Approval of Transfer of Control of Sprint Communications Company L.P. Pursuant to California Public Utilities Code Section 854(a).

Application 18-07-011

In the Matter of the Joint Application of Sprint Spectrum L.P. (U-3062-C), and Virgin Mobile USA, L.P. (U-4327-C) and T-Mobile USA, Inc., a Delaware Corporation for Review of Wireless Transfer Notification per Commission Decision 95-10-032

Application 18-07-012

**NOTICE OF EX PARTE COMMUNICATION  
OF JOINT APPLICANTS**

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**NOTICE OF EX PARTE COMMUNICATION  
OF JOINT APPLICANTS**

Pursuant to Rule 8.4 of the California Public Utilities Commission (“Commission” or “CPUC”) Rules of Practice and Procedure, Sprint Communications Company L.P., Sprint Spectrum L.P. (U-3062-C), Virgin Mobile USA, L.P. (U-4327-C) (collectively “legacy Sprint”), and T-Mobile USA, Inc. (“T-Mobile”) (collectively, the “Joint Applicants”) hereby file this notice of the following *ex parte* oral communication. The opportunity for *ex parte* oral communication described herein was sought by the Joint Applicants to discuss matters pertaining to Applications 18-07-011 and 18-07-012. Prior to the *ex parte* meetings, for ease of reference, Commission attendees were provided a copy of Attachment B from the Joint Applicants’ opening comments on the proposed decision (“PD”). Attachment B contains the Joint Applicants’ redlines to the findings of fact, conclusions of law, and ordering paragraphs; a copy of attachment B is attached to this *ex parte* notice for reference.

On April 2, 2020, representatives of T-Mobile (Mike Sievert, Chief Executive Officer; Neville Ray, President of Technology; Dave Miller, General Counsel; Susan Lipper, Director,

State Government Affairs; Karen Skelton, Consultant, Skelton Strategies; Suzanne Toller, Counsel, Davis Wright Tremaine) participated in a conference call with Commissioner Clifford Rechtschaffen and his advisor, Sandy Goldberg, from approximately 12:00 p.m. to 12:30 p.m. That meeting was also attended by Commission staff Michael Morris, Lisa Prigozen and Enrique Gallardo.

Later that day, representatives of T-Mobile (Andrew Sacks, Senior Vice President, Legal Affairs; Susan Lipper, Director, State Government Affairs;; Karen Skelton, Consultant, Skelton Strategies; Suzanne Toller, Counsel, Davis Wright Tremaine; and Leon Bloomfield, Counsel, Law Offices of Leon M. Bloomfield) and representatives of legacy Sprint (Stephen Kukta, Director, Regulatory Affairs, West Region State Regulatory; Kristen L. Jacobson, Counsel, Law Offices of Kristin L. Jacobson) participated in separate conference calls with Commissioner Liane M. Randolph's Chief of Staff, Christine Powell and advisor Lester Wong, from approximately 3:00 to 3:30 p.m. and with Commissioner Martha Guzman Aceves' Chief of Staff, Jonathan Koltz, from approximately 3:40 p.m. to 4:10 p.m.

On April 3, the representatives of T-Mobile (Andrew Sacks, Senior Vice President, Legal Affairs; Suzanne Toller, Counsel, Davis Wright Tremaine; Leon Bloomfield, Counsel, Law Offices of Leon M. Bloomfield) and representatives of legacy Sprint (Stephen Kukta, Director, Regulatory Affairs, West Region State Regulatory; Kristen L. Jacobson, Counsel, Law Offices of Kristin L. Jacobson) participated in a conference call with Commissioner Genevieve Shiroma's Chief of Staff, Leuwam Tesfai, and advisor, Terence Shia, from approximately 1:30 p.m. to 2:00 p.m.

During each meeting, Joint Applicants' representatives described the reasoning for the close of the merger on April 1, reiterating and expounding upon the explanation provided in the

March 31, 2020 letter from Michael Sievert to Administrative Law Judge Bemserfer and Commissioner Rechtschaffen. They also acknowledged Commissioner Rechtschaffen's April 1 Ruling, and stated that the Joint Applicants would refrain from merging their California operations until a Commission decision is made at the April 16 business meeting.

Joint Applicants emphasized that they have respected and fully participated in the Commission process in good faith. They also expressed their appreciation for the issuance of the PD, and the work that went into its preparation. Joint Applicants stated that they felt that very close on the substance of the conditions, noting that there were just a few key conditions that needed to change.

Representatives of the Joint Applicants then discussed several examples of particularly problematic conditions included in the PD, all of which were identified in the Joint Applicants' April 1 opening comments on the PD. Specifically, the Joint Applicants discussed conditions relating to back-up power (Ordering Paragraph 8), CalSPEED testing (Ordering Paragraphs 28-31), extension of buildout requirements to 2030 (Ordering Paragraph 4(c)-(d)), maintenance of the LTE network through decommissioning (Ordering Paragraph 6), and in-home broadband (Ordering Paragraph 5).

During the conference call with advisors from the offices of Commissioners Guzman Aceves and Shiroma, representatives of the Joint Applicants also reaffirmed their commitment to the LifeLine Program and the Boost Pilot, and explained some of the challenges of expanding the traditional LifeLine model or pilot programs to its other retail brands (Ordering Paragraph 15)



**ATTACHMENT 1**

**ATTACHMENT B OF**

**JOINT APPLICANTS' OPENING COMMENTS ON PROPOSED DECISION**

**ATTACHMENT B**

**PROPOSED REVISIONS TO THE FINDINGS OF FACT, CONCLUSIONS OF LAW, AND  
ORDERING PARAGRAPHS**

**PROPOSED DECISION**

**Findings of Fact**

1. Voice and data are transmitted wirelessly using discrete portions of the electromagnetic spectrum.

2. T-Mobile owns a substantial amount of low-band spectrum, a small amount of mid-band spectrum; and limited amounts of high-band, mmWave spectrum in certain geographic areas.

3. Sprint owns very little low-band spectrum, large amounts of mid-band spectrum, and no high-band spectrum.

4. High-band spectrum carries large amounts of data over short distances.

5. Mid-band spectrum carries moderate amounts of data over moderate distances.

6. Low-band spectrum carries small amounts of data over long distances.

7. Efficient operation of a 5G wireless network covering both urban and rural areas requires a combination of low-, medium-, and high-band spectrum.

8. A statewide wireless network requires **tens of thousands of** widely distributed cell towers.

9. **Sprint owns thousands of towers whose coverage does not overlap the coverage of T-Mobile cell towers.**

10. By combining Sprint's spectrum and non-overlapping cell towers with T-Mobile's spectrum and non-overlapping cell towers, New T-Mobile will be able to offer 5G wireless service to 99 percent of Californians.

11. The Transaction will increase market concentration throughout California.

12. **In 18 California cellular market areas, including Los Angeles, San Diego, San Jose, San Francisco Oakland, and Sacramento, post-Merger HHI levels will exceed 2,500, a level that is presumptively anti-competitive.**

**Commented [JA1]:** No record support for "tens of thousands."

**Commented [JA2]:** No record support for statement. T-Mobile identified number of Sprint cell sites it intends to maintain. Hearing Ex. 3-C at 19:7-10 (Ray Rebuttal).

**Commented [JA3]:** See Joint Comments at Section IV.



**PROPOSED DECISION**

13. Wireless service is offered on both a pre-paid and post-paid basis.

14. T-Mobile and Sprint will transfer their prepaid businesses, other than Assurance, to DISH.

15. New T-Mobile Assurance will continue to offer LifeLine service on the same terms and conditions as it has been heretofore offered by Assurance, pursuant to the terms of the Memorandum of Understanding between T-Mobile and the California Emerging Technology Fund.

16. T-Mobile agreed to use good faith efforts to increase the number of LifeLine customers pursuant to the terms of the Memorandum of Understanding between New T-Mobile and CETF.

17. DISH may will acquire towers, radios, spectrum and other assets from New T-Mobile Sprint to enable it to become a wireless network provider.

18. T-Mobile will carry DISH traffic over its network while DISH is building out its own wireless network.

19. New T-Mobile has made significant commitments to the California Emerging Technology Fund to prioritize the delivery of 5G technology to unserved and underserved communities throughout the state.

20. New T-Mobile has made significant commitment to the Federal Communications Commission regarding the price and availability of wireless service to unserved and underserved communities nationally following the Merger.

21. The Department of Justice has imposed significant conditions on its approval of the Merger including, among other things, partial divestiture of Sprint's prepaid business to DISH and the requirement that New T-Mobile allow DISH access to its network as an MVNO pending and during DISH's creation of its own national network.

**Commented [JA4]:** Consistent with CETF MOU; Assurance is the current LL brand.

**Commented [JA5]:** Consistent with the terms of the CETF MOU, Section III. See PD at Attachment 2.

**Commented [JA6]:** The PFJ does not require DISH to acquire these assets; provides them with the option. See e.g., PFJ § C.1; see also PD at Attachment 4.

**Commented [JA7]:** Consistent with PFJ; the divestiture is post-closing so any assets will come from NTM.

**Commented [JA8]:** Consistent with PFJ.

**PROPOSED DECISION**

22. New T-Mobile has represented to federal agencies, the federal district court and this Commission that it intends to compete aggressively with Verizon and AT&T following the Merger.

23. Per a Tier 1 Advice Letter dated March 30, 2020, Sprint Wireline relinquished its Certificate of Public Safety and Convenience (“CPCN”) on the basis that it had transitioned all of its voice customers to VoIP and that all of its remaining services offered in California were exclusively information services and/or jurisdictionally interstate service.

24. On March 30, 2020, Sprint Wireline and T-Mobile filed a joint Motion to Withdraw the Application for Transfer of Control of Sprint Communications to T-Mobile under Public Utilities Code Section 854(a).

**Conclusions of Law**

1. The Joint Application of Sprint Communications Company L.P. (U5112C) and T-Mobile USA, Inc., a Delaware Corporation, for Approval of Transfer of Control of Sprint Communications Company L.P. Pursuant to California Transaction is subject to review under Public Utilities Code Section 854(a) is moot and no longer required as Sprint Wireline is no longer subject to Section 854. (b) and (c) and D.95-10-032.

2. The Commission’s review of the transfer of control of the Sprint Wireless Entities is complete T-Mobile USA’s wireless affiliates T-Mobile West LLC (U3056C) and Metro PCS, California LLC (U3070C) are parties to the Transaction.

3. The benefits of the Transaction, as modified by the conditions imposed herein, outweigh its detriments.

4. With the conditions enumerated in the ordering paragraphs hereof, the consolidated proceeding is closed. Transaction should be approved.

**Commented [JA9]:** See Joint Comments at Section II.B.

**Commented [JA10]:** See Joint Comments at Section II.B.

**Commented [JA11]:** See Joint Comments at Section II.B.

**Commented [JA12]:** See Joint Comments at Section I and II.A.

**Commented [JA13]:** See Joint Comments at Section I and II.A.

**Commented [JA14]:** See Joint comments at Section I and II.A.

**ORDER**

IT IS ORDERED that:

1. The Motion to Withdraw the Joint Application of Sprint

Communications Company L.P. (U5112C) and T-Mobile USA, Inc., a Delaware Corporation, for Approval of Transfer of Control of Sprint Communications Company L.P. Pursuant to California Public Utilities Code Section 854(a) is ~~granted; approved,~~ and the Joint Application of Sprint Spectrum L.P. (U-3062-C), and Virgin Mobile USA, L.P. (U-4327-C) and T-Mobile USA, Inc., a Delaware Corporation, for Review of Wireless Transfer Notification per Commission Decision 95-10-032 is completed, subject to the conditions in the Ordering Paragraphs below.

Commented [JA15]: See Joint Comments at Sections I-III.

A. FEDERAL and OTHER COMMITMENTS

2. New T-Mobile shall provide to California Public Utilities Commission any California specific data in updates documents or reports it provides to the Federal Communication Commission (FCC) or Department of Justice (DOJ) implementation of the conditions within the FCC Order and the Proposed Final Judgment simultaneously with the provision of such material to the FCC or DOJ.

3. New T-Mobile shall simultaneously provide to Communications Division staff (Staff) all updates, data, documents or reports it provides to the California Emerging Technology Fund (CETF) or other party to whom such information is provided pursuant to the Memorandum of Understanding Between CETF and T-Mobile USA Inc. (CETF MOU).

**B. 5G and LTE NETWORKS**

4. New T-Mobile shall achieve the following 5G network milestones:

a. By year end 2023, New T-Mobile shall provide 5G service to at least the percentage of California population indicated below:

- i. 91.0% with access to service with download speeds of at least 50 Mbps;
- ii. 86.0% with access to service with download speeds of at least 100 Mbps;
- iii. 81.0% of rural population with access to service with download speeds of at least 50 Mbps; and
- iv. 79.0% of rural population with access to service with download speeds of at least 100 Mbps.

b. By year end 2026, New T-Mobile shall provide:

- i. 99.0% of California population with access to service with download speeds of at least 100 Mbps;
- ii. 94.0% of California rural population with access to service with download speeds of at least 50 Mbps; and
- iii. 85.0% of California rural population with access to service with download speeds of at least 100 Mbps.

~~e. By year end 2030, New T-Mobile shall provide:~~

- ~~i. 96.0% of California rural population with access to service with download speeds of at least 50 Mbps; and~~
- ~~ii. 90.0% of California rural population with access to service with download speeds of at least 100 Mbps.~~

~~d. Such coverage shall be maintained at least until year end 2031.~~

**Commented [JA16]:** See Joint Comments at Section VI.A.

**PROPOSED DECISION**

5. ~~New T-Mobile shall offer in-home broadband service wherever 5G service is available.~~ Within 3 years of the close of the merger, T-Mobile shall have in-home broadband service available to at least 912,000 California households, of which at least 58,000 shall be rural. Within 6 years of the close of the merger, T-Mobile shall have in-home broadband service available to at least 2.3 million California households, of which at least 123,000 shall be rural. ~~There will be an affordable plan offering that is priced substantially less than other available in-home broadband service, with no contract, no equipment charges, no installation charges, and no surprises.~~

**Commented [JA17]:** See Joint Comments at Section VI.B.

6. ~~Until New T-Mobile's LTE network is decommissioned, New T-Mobile shall maintain LTE speeds and coverage areas in California at no less than the speeds and coverage areas reported to the Federal Communications Commission on Form 477 by T-Mobile and Sprint for their respective LTE services as of December 31, 2019.~~

**Commented [JA18]:** See Joint Comments at Section VI.B.

**Commented [JA19]:** See Joint Comments at Section VI.C.

7. In California, New T-Mobile shall prioritize rolling out its planned 5G network in 10 unserved or underserved California areas. The 10 unserved or underserved areas for prioritization shall be selected by New T-Mobile after consultation with Staff, California Emerging Technology Fund (CETF) and the Rural Regional Consortia. New T-Mobile shall meet jointly with staff, the Rural Regional Consortia and CETF within 180 days of the close of the Transaction to:

- a. Provide an overview of planned 5G network improvements and capital expenditures in California; and
- b. Obtain input from and consult with Staff, CETF and the Rural Regional Consortia to identify the 10 unserved/underserved areas that New T-Mobile shall prioritize as specified above.

**PROPOSED DECISION**

The California Advanced Services Fund shall not reimburse the Rural Regional Consortia for any expenses relating to meeting and consulting with New T-Mobile, CETF or Staff in connection with this condition.

**C. NETWORK RELIABILITY AND EMERGENCY PREPAREDNESS**

8. ~~No later than October 1, 2020, New T-Mobile shall deploy, maintain and operate its network in such a fashion as to enable its broadband service (at levels at least as fast as the minimum advertised downstream and upstream speeds T-Mobile reflected in its then most recent Federal Communications Commission (FCC) Form 477 submission (or in each future reporting method as the FCC may adopt), voice and text services to continue to be available to users in its coverage area (as reflected in the same FCC data submission) for at least 72 hours following an emergency event or Public Safety Power Shutoff.~~

**Commented [JA20]:** See Joint Comments at Section VI.D.

9. ~~This requirement will remain in place until any future backup power requirements are developed by CPUC in Rulemaking 18-03-011, or any subsequent proceeding, on the timetable and subject to the other requirements developed in that proceeding.~~

**Commented [JA21]:** See Joint Comments at Section VI.D.

**D. PERMANENT OPERATIONS AT FAIRGROUNDS**

10. Within 5 years of the close of the Transaction, New T-Mobile shall deploy ~~permanent~~ 5G wireless service ~~that supports continuous service~~ at 10 County Fairgrounds in rural counties, at least 3 of which shall be installed in the first 3 years.

**Commented [JA22]:** No record support for “permanent”; based on CETF Commitment.

11. The wireless networks shall provide robust connectivity for Fairground users and administrators, ~~provided that New T-Mobile shall not be required to add cell sites in addition to those specified in the CETF MOU, adequate to support the capacity and speed needed during an emergency by a response and evacuation center.~~

**Commented [JA23]:** See Joint Comments at Section VI.E.

**PROPOSED DECISION**

12. The fairgrounds will be selected from the ones on the list attached to the CETF MOU that currently have with coverage below 25 Mbps, as determined by the California Office of Emergency Services (OES). Priority consideration shall be given to the rural Fairgrounds most frequently used in the last decade to stage wildfire, flooding, and other emergency responses, and support recovery activities. Priority consideration also shall be given to rural Fairgrounds for which the County Fair Board (in consultation with OES, County Board of Supervisors and other local stakeholders) has developed a plan for digital inclusion and other economic development activities when the site is not being used for emergency response and recovery.

**Commented [JA24]:** See Joint Comments at Section VI.E.

13. The 10 Fairgrounds shall be selected by New T-Mobile after consultation with CETF, the Rural Regional Consortia, OES and Staff.

14. The California Advanced Services Fund shall not reimburse the Rural Regional Consortia for any expenses relating to meeting and consulting with New T-Mobile, CETF, the Office of Emergency Services or Staff concerning this condition.

**E. CALIFORNIA LIFELINE**

15. New T-Mobile (through the Assurance brand it will acquire through this merger or any other authorized subsidiary and all its subsidiaries), shall participate in the California LifeLine program indefinitely and at least through 2024, on terms that are at least as good as those currently offered by Assurance. for as long as they operate in California and offer service plans to consumers, shall make all their retail service plans eligible for the California LifeLine Program's discounts. New T Mobile can accomplish this objective by utilizing the existing Virgin Mobile USA, L.P. (Virgin) model, the Boost (or Metro) Mobile

**Commented [JA25]:** See Joint Comments at Section VI.F.

**PROPOSED DECISION**

~~pilot model, and/or any future models authorized by the Program in a Commission Decision.~~

16. New T-Mobile shall use good faith efforts to add at least 300,000 new LifeLine customers over the next five years. These customers will be in addition to those already participating in LifeLine through an existing pilot,

**Commented [JA26]:** Modified to track CETF MOU.

- a. New T-Mobile shall enroll LifeLine customers that were not enrolled in the California LifeLine program in the previous month.
- b. New T-Mobile shall train and monitor employees adequately to ensure they only enroll new LifeLine customers who are eligible.
- c. ~~New T-Mobile shall offer LifeLine sign-ups at all New T-Mobile (and subsidiaries) physical stores.~~

17. New T-Mobile shall submit an Implementation Plan to the Communications Division's Director within 60 days of the effective date of the Commission Decision approving the merger. This Implementation Plan shall include components including by way of example but not limitation the following:

**Commented [JA27]:** See Joint Comments at Sections II-III.

- a. network transition.
- b. handset distribution.
- c. consumer education.
- d. applicable changes in consumers' accounts.
- e. applicable advice letter considerations.
- f. applicable activities related to the California LifeLine Administrator.
- g. draft content for the consumer education materials.

18. New T-Mobile (and its subsidiaries) shall conduct outreach to inform consumers about the California LifeLine Program consistent with the Strategic Plan provided for in the CETF MOU at Section III.B. and could include, among other via the following methods, the following at a minimum:

**Commented [JA28]:** Consistent with CETF MOU



- a. Sales scripts (for phone, online, and in-store sales);
- b. Text messages;
- c. Blurb on post-paid phone bills; and
- d. Web sites

19. New T-Mobile shall submit to CPUC for review and approval all California LifeLine related outreach materials.

20. New T-Mobile shall provide documentation of the outreach required above a sample of customer bills (to show the required outreach message), submit screenshots of Web pages that include the required content, include an approved CPUC number on its text message distribution list, and permit the CPUC to send staff to audit compliance into California stores/~~call centers~~ at any time while the stores/~~call centers~~ are open to the public.

21. All Assurance LifeLine customers with incompatible handsets will be migrated on the same timeframe as the non-LifeLine legacy Sprint customers to the New T-Mobile network. New T-Mobile shall distribute handsets that are compatible with the New T-Mobile network, and comparable to the consumer's existing handset such that the consumer does not experience a loss in service, to all active California LifeLine participants receiving cell phone services from Virgin, through Assurance, whose handsets belong to either of the following categories, at the time of migration:

- a. The consumer's handset was previously provided by Virgin but is incompatible with the New T-Mobile network;
- b. the consumer's "Bring Your Own Device" handset is incompatible with the New T-Mobile network

**Commented [JA29]:** To conform to OP 15 and the fact that call centers are not open to the public.

**Commented [JA30]:** See Joint Comments at Section VI.F.

22. With respect to the Pilot Programs approved in Decision 19-04-021,

New T-Mobile shall:

- a. ~~Seek~~ ~~Secure~~ any necessary approvals from the Federal Communications Commission and Department of Justice to maintain ~~transfer~~ the Boost customer base currently receiving service under the California LifeLine Pilot Program and avoid their transfer to DISH under the terms of the divestiture ~~its existing participants from Sprint Spectrum to New T-Mobile~~.
- b. Within 60 days of the effective date of the Commission Decision ~~approving the merger~~, submit an Advice Letter to the Commission requesting transfer of the California LifeLine Pilot Program from Sprint Spectrum to New T-Mobile or a different T-Mobile brand.
- c. Assume operation of the California LifeLine Pilot Program (whether with the MetroPCS brand or a different New T-Mobile brand) for as long as the CPUC continues to add and maintain Project Members within the Pilot Program, under the same terms and conditions approved in Decision 19-04-021.
- d. Work with the California LifeLine team and Boost's existing Pilot team to transition the California LifeLine Pilot Program from Sprint to New T-Mobile as soon as the ~~Merger Decision is adopted~~ approved, maintaining continuity with the processes and procedures developed by the existing pilots.
- e. Provide new handsets to all existing and active pilot participants whose current handsets will not be compatible with New T-Mobile's network, at no cost to the consumer or the California LifeLine Program.
- f. Seek approval from the CPUC of the handset models that it would like to provide to iFoster ~~pilot participants~~, to ensure that the new handsets are comparable to the pilot participants' existing handsets.

**Commented [JA31]:** See Joint Comments at Section VI.J.

**Commented [JA32]:** See Joint Comments at Sections II-III.

**Commented [JA33]:** See Joint Comments at Sections II-III.

**Commented [JA34]:** iFoster program participants receive a phone subsidized by the CPUC—not the case for other current Pilot program (Boost Pilot CARE program), where customers bring their own devices.

**PROPOSED DECISION**

23. New T-Mobile shall submit an information-only filing to the Communications Division’s Director of any changes to service plans available in the pilot program. (see examples of California LifeLine related information-only filings at <https://www.cpuc.ca.gov/General.aspx?id=1100>)

24. Within 90 days of the effective date of ~~this the Commission~~ Decision ~~approving the merger~~, Metro PCS (or whichever T-Mobile brand will replace Boost in the pilot program) shall provide ~~staff with an example of the notice it intends to provide to existing Boost Pilot customers regarding the transition to MetroPCS a sample of customer bills (to show the required message), submit screenshots of Web pages that include the required content, include an approved CPUC number on its text message distribution list,~~ and permit the CPUC to send staff to audit compliance with Boost Pilot program into California stores/~~call centers~~ at any time while the stores/~~call centers~~ are open to the public.

**Commented [JA35]:** See Joint Comments at Section II.A.

**Commented [JA36]:** As written, this appears to be a copy of OP 19. Modified to make it more applicable to Boost Pilot.

**F. JOB CREATION**

25. ~~New~~ T-Mobile shall have ~~a net increase in jobs in California, such that at least the same number of full time and full-time equivalent New T-Mobile employees in the State of California at three years after the close of the transaction shall be at least 1,000 greater than the total number of full-time and full-time equivalent employees of as Sprint, Assurance Wireless and T-Mobile have~~ in the State of California as of the date of the Transaction closing.

**Commented [JA37]:** See Joint Comments at Section VI.G.

26. ~~New~~ T-Mobile shall hire approximately at least 1,000 new employees at its planned Kingsburg customer experience center in Fresno County.

**Commented [JA38]:** See Joint Comments at Section VI.G.

**G. EDUCATIONAL BROADBAND SPECTRUM (EBS)**

~~27. Within 90 days of the effective date of the Commission Decision~~

**Commented [JA39]:** See Joint Comments at Section VI.J.

**PROPOSED DECISION**

~~approving the merger, New T Mobile shall establish a single point of contact for California tribes and educational entities interested in gaining access to New T-Mobile spectrum holdings and/or leases. This contact will be accessible to California tribes and educational entities that would like to acquire EBS from New T Mobile, partner with New T Mobile to utilize EBS, or discuss opportunities for cooperation with New T Mobile.~~

**H. CALSPEED TESTING**

28. ~~Unless otherwise agreed to by Staff, interpolated CalSPEED drive tests results of LTE and 5G service created by CPUC Staff or its contractors~~  
~~The California portion of the FCC drive test provided per OP 31 below shall~~  
 provide the basis upon which compliance with the minimum speeds required in these conditions is determined.

29. ~~Annually or at such other frequency as Staff determines appropriate,~~  
 CPUC may perform CalSPEED drive tests of the New T-Mobile and Dish networks from 2020 through 2030. New T-Mobile's shall reimburse CPUC for the costs of such drive tests.

- a. ~~Staff shall determine New T-Mobile costs by allocating pro-rata the costs of CalSPEED testing and analysis that the T-Mobile and Dish networks bear to the total number of networks tested, plus the cost of mobile devices and service subscriptions deemed necessary by Staff.~~
- b. ~~Testing shall be performed at 4000 locations (including those in urban, rural and tribal areas), or such other number of test locations that Staff deems appropriate. Staff shall consult with New T-Mobile on the distribution of these test locations.~~
- c. ~~Staff shall review its test code/methodology with New T-Mobile prior to commencing its testing~~

**Commented [JA40]:** See Joint Comments at Section VI.H.

**Commented [JA41]:** See Joint Comments at Section VI.H.

**PROPOSED DECISION**

30. ~~CPUC shall provide New T-Mobile with statewide mapping of the test point results and interpolations of up/down speeds and latency and perform geographic coverage analysis of areas and population with available download speeds at or above 50 Mbps and 100 Mbps for both urban and rural areas. New T-Mobile shall reimburse CPUC for the cost of such mapping data.~~

**Commented [JA42]:** See Joint Comments at Section VI.H.

31. ~~As New T-Mobile is required by the FCC to submit drive test results within nine months of the third and sixth anniversaries of the closing date of the merger, New T-Mobile shall meet with Staff to consult regarding the drive test methods and specification it proposes to use prior to concluding its consultation with the FCC on design of the drive test and, within 30 days of the submission to the FCC, provide the Staff CPUC with the California portion of this data when submitted to the FCC, as well as any testing data provided by New T-Mobile to California Emerging Technology Fund.~~

**Commented [JA43]:** See Joint Comments at Section VI.H.

**I. DIVERSITY**

32. New T-Mobile shall strive to achieve and maintain a diverse board of directors that includes substantial representation by people of color. New T-Mobile shall evaluate the makeup of its Board on an ongoing basis, encourage its stockholders to select diverse candidates to fill Board vacancies, and propose a diverse pool of candidates for its stockholders to consider when filling vacancies.

33. New T-Mobile shall continue to have a Diversity and Inclusion Office led by a Vice President with budgetary and decision-making authority to ensure that diversity is integrated into all aspects of the company and is among the company's core values.

34. New T-Mobile shall continue to have a Vice-President of Governmental Affairs who works with community organizations on policy matters, technology needs, and investment.

**PROPOSED DECISION**

35. New T-Mobile shall strive to increase the diversity of its workforce in California at all levels to reflect the diversity of communities where it operates. It shall conduct (and enhance existing) mentoring, outreach, recruiting, development and training programs that provide meaningful opportunities for employment and advancement.

36. New T-Mobile shall support and partner with local trade schools and other community and civic organizations in California to train and/or certify individuals for employment in the wireless, telecommunications, or technology industries. New T-Mobile shall invest in local community programs designed to prepare people of color and other diverse individuals to succeed in the workplace, including mentoring programs to enhance opportunities for upward mobility from entry-level to mid-level and senior management.

37. New T-Mobile shall strive to substantially increase, over the next three years, its diverse supplier spending in California. It shall establish specific goals in this area, including goals for the use of minority-owned banking, accounting, other financial, and legal services companies. New T-Mobile's goal for five years following the merger shall be to meet or exceed the CPUC's General Order 156 goal of 21.5% annual diversity spending.

**Commented [JA44]:** See Joint Comments at Section VI.J.

**J. ENSURING COMPLIANCE**

38. ~~Compliance Monitor and Enforcement. Within 120 days of the effective date of the Commission decision approving the merger, CPUC shall hire, at New T-Mobile's expense, an independent monitor to review New T-Mobile's compliance with all its commitments herein. The compliance monitor shall meet initially with Staff within 30 days of being hired and at least quarterly thereafter to report on New T-Mobile's adherence to the conditions imposed by this decision.~~

**Commented [JA45]:** See Joint Comments at Section VI.I.

**PROPOSED DECISION**

~~39. The Compliance Monitor will make semi-annual findings on merger compliance and/or lack of compliance. For the instances where the New T-Mobile is out of compliance, the Compliance Monitor will recommend a penalty to bring T-Mobile into compliance and forward his findings and recommendation to the Director of the Commission's Communications Division and the Attorney General. The Attorney General may enforce this Order either pursuant to Public Utilities Code Sections 702 and 2101, or under its independent authority, and such enforcement actions would not interfere with the Commission's authority but would be complimentary. The CPUC shall develop a citation program that can be utilized to impose penalties on New T-Mobile for violations of the terms of this decision.~~

**Commented [JA46]:** See Joint Comments at Section VI.I.

~~40. Baseline Annual Report. Following completion of the Merger, New T-Mobile shall provide an annual report on its compliance with the Ordering Paragraphs in this Decision, the following information to CPUC annually in the 4th calendar quarter of each year or on such other timetable as New T-Mobile and CPUC shall agree on:~~

**Commented [JA47]:** See Joint Comments at Section VI.I.

- ~~a. Current full time and full-time equivalent employee headcount.~~
- ~~b. Transfer of LifeLine customers from Sprint to New T-Mobile.~~

~~41. All MVNO agreements and their status Annual Compliance Reports. New T-Mobile shall submit annual compliance reports to CPUC within thirty (30) days of the end of every calendar year. These reports shall include:~~

- ~~a. Capital expenditures in California totals and by project.~~
- ~~b. Year-end shapefiles showing where in-home broadband is offered and including the following information:~~

- ~~(i) Speeds offered.~~
  - ~~(ii) New T-Mobile pricing.~~
  - ~~(iii) Competitor pricing.~~
- ~~e. Upcoming buildout plans.~~
- ~~d. Detailed reports on network enhancements and timeframes. For rural areas, identify specific locations where work is being done.~~
- ~~e. Inventory of EBS spectrum leases, including the licensee, whether the spectrum is currently in use and whether there have been requests by the educational institutions or any California tribal organizations to utilize the spectrum, including documentations of meeting or partnerships, and discussions of additional buildout. Identification and progress on the 10 Homework Gap pilots.~~
- ~~f. New T-Mobile capacity limitations including reporting on how DISH's network use may be impacting capacity.~~
- ~~g. Pricing for its mobile phone plans offered in California, including explanations of the available handsets and terms identifying the plan as prepaid or postpaid.~~
- ~~h. Progress in designating and building the prioritized facilities in 10 rural areas.~~
- ~~i. Price structures and number of subscribers by price tier/plan reported and pricing for its plans offered in California, including explanations of the available handsets and terms identifying the plan as prepaid or postpaid.~~
- ~~j. Price schedules for all in-home broadband services.~~
- ~~k. Progress in implementing the DOJ condition to honor existing California MVNO agreements on their existing terms, and to extend these MVNO agreements for seven years unless having demonstrated to the DOJ Monitoring Trustee that doing so will result in a material adverse effect, other than as a result of competition, on New T-Mobile's ongoing business.~~
- ~~l. Total full time and full time equivalent employees by business unit in the State.~~



~~m. For California LifeLine Program:~~

~~(iv) New T-Mobile shall report on its progress according to the Implementation Plan submitted according to Condition E3 above. New T-Mobile shall include information about which elements of the Implementation Plan have been implemented and the results.~~

~~(v) New T-Mobile shall report on its participation in the pilot program (under Metro by T-Mobile or whichever T-Mobile brand replaces Boost in the pilot program).~~

42. Applications (A.) 18-07-011 is withdrawn and A.18-07-012 is are closed. This order is effective today.

Dated \_\_\_\_\_, at San Francisco, California.

**Commented [JA48]:** See Joint Comments at Section II.B.