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LAW OFFICES

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A LIMITED LIABILITY PARTNERSHIP

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September 4, 1997

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SEP 4 PM 4:01  
PUBLIC UTILITIES COMMISSION  
*H. Walters*

USW-T-97-17

MICHAEL C. CREAMER  
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VIA HAND DELIVERY

Ms. Myrna Walters, Secretary  
Idaho Public Utilities Commission  
472 W. Washington Street  
Boise, ID 83702

Matter: Joint Application  
Our file: 3963-12

Dear Ms. Walters:

Enclosed please find one (1) original plus seven (7) copies to be filed, as well as two (2) copies to conform of the following:

1. Joint Application of Albion Telephone Company, Westel, Inc. and U S WEST Communications, Inc.;
2. Joint Application of Midvale Telephone Exchange, Inc., Sawtooth Telephone, Inc. and U S WEST Communications, Inc.;
3. Joint Application of Project Mutual Telephone Cooperative Association, Inc. and U S WEST Communications, Inc.;
4. Joint Application of Farmers Mutual Telephone Cooperative and U S WEST Communications, Inc.;
5. Joint Application of Silver Star Telephone Company, Columbine Telephone Company, Inc. and U S WEST Communications, Inc.;
6. Joint Application of Direct Communications Rockland, Inc., Direct Communications Lakeside, Inc. and U S WEST Communications, Inc.;
7. Joint Application of Cambridge Telephone Company, Council Telephone Company and U S WEST Communications, Inc.; and

COL-T-97-1

Ms. Myrna Walters, Secretary  
September 4, 1997  
Page 2

8. Joint Application of Fremont Telcom Co. and U S WEST  
Communications, Inc.

Please file these Applications and return the conformed copies to me.

Sincerely,



Michael C. Creamer

Enclosures

MCC:dr

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UTILITIES COMMISSION

Attorneys for Silver Star Telephone Company  
and Columbine Telephone Company, Inc., dba as Teton Telecom Communications

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Attorneys for U S WEST Communications, Inc.

BEFORE THE IDAHO PUBLIC UTILITIES COMMISSION

IN THE MATTER OF THE  
APPLICATION OF SILVER STAR  
TELEPHONE COMPANY AND  
COLUMBINE TELEPHONE  
COMPANY, INC. DBA TETON  
TELECOM COMMUNICATIONS, FOR  
CERTIFICATE OF PUBLIC  
CONVENIENCE AND NECESSITY  
AND APPLICATION OF U S WEST  
COMMUNICATIONS, INC. FOR  
AMENDED CERTIFICATE OF  
PUBLIC CONVENIENCE AND  
NECESSITY

USW-T-97-17 / COL-T-97-1  
JOINT APPLICATION OF  
SILVER STAR TELEPHONE  
COMPANY, COLUMBINE  
TELEPHONE COMPANY, INC.  
AND U S WEST  
COMMUNICATIONS, INC.

COME NOW Silver Star Telephone Company and its affiliated company Columbine Telephone Company, Inc., dba Teton Telecom Communications (collectively "Columbine") by their attorneys, Givens Pursley and Huntley, LLP, of Boise, Idaho, and respectfully request that Columbine Telephone Company, Inc. be granted a Certificate of Public Convenience and Necessity recognizing Columbine's

acquisition of the assets of U S WEST Communications, Inc. ("U S WEST") located within the Driggs, Victor and Tetonia telephone exchange ("Exchanges"); and U S WEST, by and through its attorneys Stoel Rives, of Boise, Idaho, and respectfully requests that its existing Certificate of Public Convenience and Necessity be amended to reflect its sale of the Exchanges.

## INTRODUCTION

1. Joint Applicants are telecommunications corporations subject to the Idaho Public Utilities Commission (the "Commission") regulatory jurisdiction pursuant to Idaho Code, Title 61. The Commission has jurisdiction over the sale and transfer of telephone exchanges pursuant to Idaho Code §§ 61-302, 61-526, 61-528, and 62-615.
2. In September 1994, Columbine and U S WEST filed a joint application with the Commission requesting approval of the sale of the Driggs, Victor and Tetonia, Idaho exchange areas, and for the transfer of that portion of U S WEST's Certificate of Public Convenience and Necessity pertaining to the Exchanges ("Certificate").
3. In March 1996, upon reconsideration and subject to certain conditions, the Commission approved the sale of the Exchanges and the transfer of the Certificate. Order No. 26353. That Order required U S WEST to amend its Certificate of Public Convenience and Necessity to reflect the sale of the transferred Exchanges, and required Columbine to file to include the purchased Exchanges within the purchaser's certificated service area. Order at 22.
4. On May 14, 1997, the purchase and sale of the Exchanges were consummated and Columbine assumed control and responsibility for providing local exchange service within the Exchange areas.
5. Final closing of all the purchases and sales contemplated by Order No. 26353 occurred on May 14, 1997.
6. Columbine and U S WEST make this filing to comply with the Commission's requirement that a Certificate be issued to the purchaser evidencing the transfer of the Exchange.
7. Copies of Columbine's Certificate of Incorporation and Articles of Incorporation are attached as Exhibits A & B.

WHEREFORE, Columbine and U S WEST request the following:

1. That this Commission grant Columbine Telephone Company, Inc. a Certificate of Public Convenience and Necessity which reflects the acquisition of the Exchanges purchased from U S WEST described below and indicated on the map attached as Exhibit C hereto:

Bonneville County

T3N, R44E, Those portions of Sections 2 and 3 in Bonneville County; Section 10; those portions of Sections 11 and 14 in Bonneville County; Sections 15, 22 and 23; those portions of Sections 24 and 25 in Bonneville County; Sections 26, 27, 34 and 35; that portion of Section 36 in Bonneville County  
T3N, R45E, Those portions of Sections 31, 32, 33 and 34 in Bonneville County

Madison County

T6N, R42E, Those portions of Sections 1, 12, 13 and 24 lying East of Canyon Creek  
T6N, R43E, Sections 5 through 8; 17 through 20; 29 through 32  
T7N, R42E, Sections 25; E1/4 26; 36  
T7N, R43E, All of Sections 19 and 20 in Madison County; Sections 29 through 32

Teton County

T3N, R44E, Section 1; those portions of Sections 2, 3 and 11 in Teton County; Section 12; and those portions of Sections 13, 14, 24, 25 and 36 in Teton County  
T3N, R45E, All in Teton County  
T3N, R46E, All in Teton County  
T4N, R44E, All  
T4N, R45E, All  
T4N, R46E, All in Teton County  
T5N, R44E, All  
T5N, R45E, All  
T5N, R46E, All in Teton County  
T6N, R43E, Sections 1 through 4; 9 through 16; 21 through 28; 33 through 36  
T6N, R44E, All  
T6N, R45E, All  
T6N, R46E, All in Teton County  
T7N, R43E, All in Teton County  
T7N, R44E, All in Teton County  
T7N, R45E, All in Teton County  
T7N, R46E, All in Teton County  
T8N, R45E, All in Teton County  
T8N, R46E, All in Teton County

2. That the Commission amend U S WEST's Certificate of Public Convenience and Necessity to reflect the sale of the above-described Exchanges to Columbine; and

3. That the Commission grant Columbine and U S WEST such further relief as the Commission deems appropriate under the circumstances.

DATED this 27<sup>th</sup> day of August, 1997.

GIVENS PURSLEY & HUNTLEY, LLP

STOEL RIVES

By:



Michael C. Creamer  
Attorneys for Silver Star  
Telephone Company and  
Columbine Telephone Company,  
Inc., dba as Teton Telecom  
Communications

By:



Mary S. Hobson  
Attorneys for U S WEST  
Communications, Inc.

# State of Idaho

## Department of State

### CERTIFICATE OF CORPORATE STATUS OF

COLUMBINE TELEPHONE COMPANY, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that I am the custodian of the corporation records of this State.

I FURTHER CERTIFY That the records of this office show that the above-named corporation was incorporated under the laws of Colorado and was issued a certificate of authority in Idaho on August 7, 1996 under the file number C 116008.

I FURTHER CERTIFY That the corporation is in goodstanding on the records of this office.

Dated: May 14, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*[Signature]*  
**EXHIBIT**     A

THE RESTATED  
ARTICLES OF INCORPORATION AND AMENDMENTS  
OF  
COLUMBINE TELEPHONE COMPANY, INC.

EXHIBIT B

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RESTATED ARTICLES OF INCORPORATION AND AMENDMENTS

OF

COLUMBINE TELEPHONE COMPANY, INC.

The Directors and Shareholders of Columbine Telephone Company, Inc., a Colorado corporation, adopted a Resolution to set forth the proposed Restated Articles of Incorporation and Amendments. All outstanding shares of stock of the Corporation voted for the Restated Articles of Incorporation and Amendments. The Directors set forth the provisions of the Articles of Incorporation, as amended, pursuant to Sections 7-2-107 and 7-2-112 of the Colorado Corporation Code, and in accordance with the provisions of such sections, the following information is set forth which supersedes the original Articles of Incorporation and any amendments thereto:

ARTICLE I

NAME

The name of this Corporation is: Columbine Telephone Company, Inc.

ARTICLE II

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III

PURPOSES

(a) This Corporation is organized for the basic purposes as follows: To acquire, own, hold and operate local, rural and long distance telephone lines, switchboards, exchanges and other telephone property and to furnish local, rural and long

distance telephon and communications service to the general public as a public utility in the Counties of Alamosa and Saguache, and elsewhere within the State of Colorado as the board of directors may from time to time determine, and to own, operate and maintain all poles, wires, cables, rights-of-way, easements, franchises, certificates or public convenience and necessity, licenses, appurtenances, and other property and property rights, both real and personal, as may be deemed necessary for the proper, practical and convenient operation of the business of providing a communications service to the general public, or otherwise, as a public utility, or otherwise; to own, operate and maintain a general communications business of every kind and nature, and to own, operate, lease, and maintain all apparatus, equipment, machinery, devices, structures and other property, real and personal, necessary, proper or convenient for the operation and maintenance of any such business; to acquire, own, use and enjoy real estate, easements, rights-of-way and other property rights and interests, and any and all personal property, by lease, purchase or otherwise, and to use, enjoy, mortgage, sell, lease and dispose of the same when deemed proper, necessary or advantageous by the Board of Directors of said corporation; to own, hold, manage, operate, use and maintain, and to purchase, erect, lease or otherwise acquire title to power generating plants or stations, together with service and distribution lines, and to use, sell, distribute or dispose of all or any part of the power or electricity generated thereby, or any surplus not required by the business of the corporation in furnishing

communications service to the public or otherwise, and to deal generally therein.

(b) This Corporation shall have all rights and powers normally ascribed to and incidental to said basic purpose and to business operations in general including, but not limited to, raising capital and operating monies; entering into, performing and carrying out contracts; entering into joint ventures or limited or general partnership, and to act as a general partner in one or more limited partnerships; acquiring, by purchase or otherwise, maintaining, developing, improving, financing, mortgaging, selling, renting, or exchanging such real property, equipment and other facilities as are needed by the Corporation; and to undertake all business transactions, functions and service ordinary and necessary to the business, as set forth above, or any other lawful business authorized under the laws of this State.

(c) This Corporation shall also have as its purpose the pursuit and development of any other business opportunities that relate to its basic purpose, as set forth above.

(d) The Corporation may engage in other lawful activities providing that its bylaws and/or records reflect proper action permitting such activity.

#### ARTICLE IV

##### AUTHORIZED SHARES

The aggregate number of shares of common stock which the Corporation shall have authority to issue is 100,000 having a \$1.00 par value. Each share shall participate equally in the

earned surplus and dividends of the Corporation as well as share equally in the distribution of the assets of the Corporation upon dissolution and termination. There shall be one (1) class of common stock.

Such common stock shall be divided into voting common stock and non-voting common stock. Twenty-Five Thousand (25,000) shares shall be designated as voting common and Seventy-Five Thousand (75,000) shares designated as non-voting common. As between the voting and non-voting common the voting rights shall be the sole difference.

#### ARTICLE V

##### REGISTERED OFFICE AND AGENT

The address of this Corporation's registered office is 8621 Monroe Street, Hooper, Colorado 83116, and the name of its registered agent at such address is Louise Williams.

#### ARTICLE VI

##### DIRECTORS AND CUMULATIVE VOTING

The number of Directors constituting the Board of Directors of this Corporation is six (6) and the names and addresses of persons who are to serve as Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Melvin R. Hoopes	Box 226 Freedom, Wyoming 83120
Ardell C. Hoopes	Box 226 Freedom, Wyoming 83120
Bonnie E. Hoopes	326 Stonehedge Drive, #19L Salt Lake City, Utah 84107

Stephen Hoopes

Box 2  
Freedom, Wyoming 83120

Allen R. Hoopes

Box 226  
Freedom, Wyoming 83120

Brad E. Hoopes

4665 Quail Vista Lane, #G  
Salt Lake City, Utah 84117

Such Directors are to be elected by cumulative voting, in that each Shareholder shall be entitled to vote all of his whole or fractional shares cumulatively.

#### ARTICLE VII

##### REGULATION OF INTERNAL AFFAIRS

(a) Bylaws: The majority of the Directors may adopt bylaws for the Corporation which are consistent with these Articles and the laws of the State of Colorado, and may amend and repeal from time to time any bylaw as provided hereafter.

(b) Contracts with Interested Directors or Officers. No contract, lease, or other transaction between the Corporation and any other corporation and no other act of the Corporation with relation to any other corporation shall, in the absence of fraud, in any way be invalidated or otherwise affected, by the fact that any one or more of the Directors of the Corporation is pecuniarily or otherwise interested in, or are Directors or Officers of such other corporation. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or affiliated Corporation without regard to the fact that he is also a Director of such subsidiary or affiliated Corporation. Any Director of the Corporation, individually, or any firm or association of

which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract, lease or other transaction with the Corporation, provided that the fact that he individually or as a member of such firm or association is such a party to, or is so interested in, any contract, lease, or other transaction with the Corporation, shall disclose, or shall have been known, to the Board of Directors or by a majority of such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken; and in any case described in this paragraph, any such Director may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract, lease, or other transaction and may vote thereat to authorize any such contract or transaction.

#### ARTICLE VIII

##### SPECIAL REQUIREMENTS FOR DIRECTOR ACTION

Except with the affirmative vote of not less than fifty-one percent (51%) of the total number of Directors constituting the entire Board, the Board of Directors or any committee thereof shall not have the power, or take any action the result of which would be to:

(a) amend, repeal or alter in anyway the Articles of Incorporation or Bylaws of the Corporation;

(b) merge or consolidate or agree to merge or consolidate the Corporation with or into any other corporation or corporations;

(c) liquidate, reorganize or recapitalize the Corporation or adopt any plan to do so;

(d) issue or sell any shares of Capital Stock of the Corporation or any options or rights to purchase any shares of Capital Stock of the Corporation, whether or not such shares have been previously authorized or issued;

(e) declare or pay any dividends on, or make any other distributions upon or in respect of, or purchase, retire or retain any Shares of the Capital Stock of the Corporation, or set aside any funds for such purposes.

#### ARTICLE IX

##### SHAREHOLDER VOTE REQUIRED FOR FUNDAMENTAL CHANGES

The affirmative vote of holders of fifty-one percent (51%) of the outstanding shares entitled to vote shall be necessary for the following corporate action:

- (a) Amendment to the Articles of Incorporation;
- (b) Merger or consolidation of the Corporation;
- (c) Reduction or increase of the stated capital of the Corporation;
- (d) Reduction or increase in the number of authorized shares of the Corporation;
- (e) Sale, lease or exchange of the major portion of the property or assets of the Corporation;
- (f) Dissolution of the Corporation.

ARTICLE X

RESTRICTIONS ON TRANSFER OF STOCK

If (a) any two or more Shareholders or subscribers to stock of the Corporation shall enter into any agreement abridging, limiting or restricting the rights of any one or more of them to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the Corporation, any or all of the stock of the Corporation held by them and if a copy of said agreement shall be filed with the Corporation, or if (b) the Incorporators or the Shareholders entitled to vote shall adopt any bylaw provision abridging, limiting or restricting the aforesaid rights of any Shareholders, then and in either of such events, all certificates of shares of stock subject to such abridgments, limitations or restrictions shall have a reference thereto endorsed thereon by an officer of the Corporation and such stock shall not thereafter be transferred on the books of the Corporation except in accordance herewith or with the terms and provisions of such agreement or bylaws, as the case may be.

ARTICLE XI

PRE-EMPTIVE RIGHTS

The authorized and treasury stock of this Corporation may be issued at such time, upon such terms and conditions, and for such consideration as the Board of Directors shall determine.

Shareholders shall have pre-emptive rights to acquire unissued shares of this Corporation in the manner and subject to the limitations prescribed by this Article, and not otherwise.

Before the Board of Directors shall issue any unissued shares of

this Corporation, authorized in these Articles or by later amendment, it shall notify each Shareholder of the proposed issuance of the terms and conditions under which the shares are proposed to be issued. For a period of thirty (30) days after the giving of such notice, any Shareholder shall have the rights, on the same terms and conditions as is stated in the notice, to acquire such portion of the shares proposed to be issued as the shares held by such Shareholder bears to the total shares issued and outstanding at the time such notice is given, such right to be exercised by giving notice of such election to the Corporation at its registered office. If any Shareholder does not give notice of his election to acquire such shares within such thirty-day period, the shares may be issued to others, but only on terms and conditions no more favorable than the terms and conditions stated in the notice to the Shareholders. Except as provided for above, no other pre-emptive rights shall vest in any Shareholder.

## ARTICLE XII

### LIMITATION UPON DIRECTORS' LIABILITY

To the fullest extent permitted by the Colorado Corporation Code, as the same exists or may hereafter be amended, no director of the corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of a director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for actions under Section 7-3-101.5 of the Colorado

Corporation Code, or (iv) for any transaction from which a director derived an improper personal benefit.

ARTICLE XIII

INDEMNIFICATION

The Corporation shall have the power to indemnify, to the maximum extent permitted by law, as amended from time to time, by express provision in its By-Laws, by agreement, or by majority vote of either its shareholders or disinterested directors, present or former shareholders, directors and/or officers, agents, and/or employees of the Corporation.

ARTICLE XIV

NONASSESSIBILITY

Shares of the Corporation shall not be subject to assessment for payment of debts of the Corporation.

ARTICLE XV

RIGHT TO AMEND

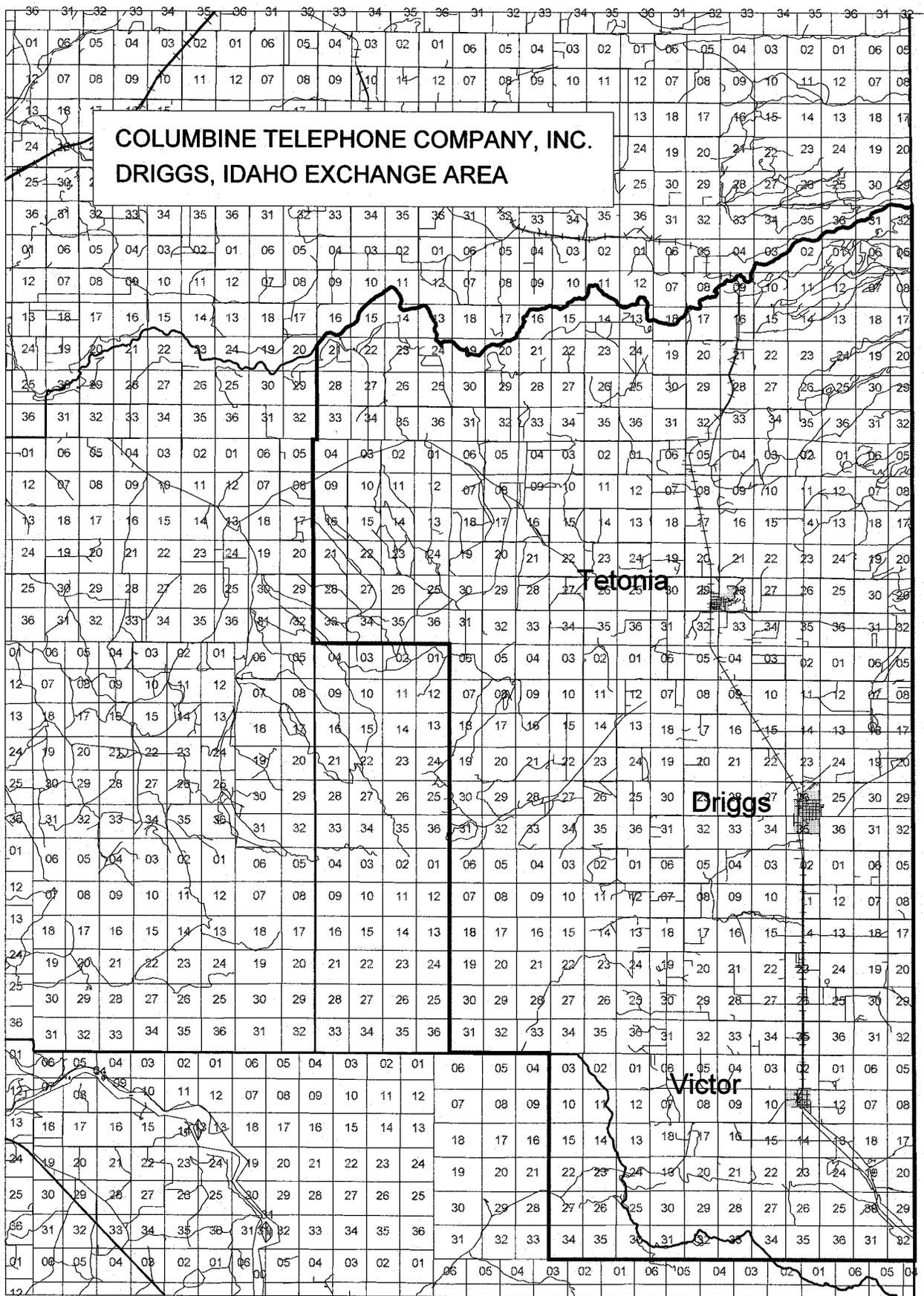
These Articles may be amended as provided herein. The Corporation reserves the right to amend, alter, change or repeal any provision of these Articles, in the manner now or hereafter prescribed by law, and by these Articles; and all rights and powers conferred herein on Shareholders and Directors are subject to this reserved power.

DATED this 13 day of March, 1982.

COLUMBINE TELEPHONE COMPANY,  
INC.

  
Melvin R. Hoopes, President





**COLUMBINE TELEPHONE COMPANY, INC.  
DRIGGS, IDAHO EXCHANGE AREA**

R 42 E                      R 43 E                      R 44 E                      R 45 E                      R 46 E