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Attorneys and Counsellors at Law

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November 17, 2020

Via Electronic Filing

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street
Harrisburg, PA 17120
rchiavetta@pa.gov

In Re: PaPUC Docket Nos. A-2020-3020004; A-2020-3020005; A-2020-3020006; A-2020-3020007; A-2020-3020009; A-2020-3020010; A-2020-3020011; A-2020-3020012; A-2020-3020013; and A-2020-3020014

Joint Application of Frontier Communications Corporation, *et al.*, for Expedited Waiver of Approval of Administrative Change in Control Or, In the Alternative, Approval of a Pro Forma Transaction

Dear Secretary Chiavetta:

We are counsel to Frontier Communications Corporation, *et al.*, in the above matter and are submitting with this letter further updated responses to the Bureau of Technical Utility Services Data Requests 4 and 5.

Please contact me with any questions or if anything further is required in regard to this matter.

Very truly yours,

THOMAS, NIESEN & THOMAS, LLC

By 

Thomas T. Niesen

Enclosure

cc: Marc Hoffer, TUS (via email, w/encl.)
Frederick Thomas, Esq. (via email, w/encl.)
Scott J. Rubin, Esq. (via email, w/encl.)

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of:

**Frontier Communications Corporation;
Frontier Subsidiary Telco LLC;
Commonwealth Telephone Enterprises LLC;
Commonwealth Telephone Company LLC d/b/a
Frontier Communications Commonwealth
Telephone Company;
Frontier Communications of Breezewood, LLC;
Frontier Communications of Canton, LLC;
Frontier Communications of Lakewood, LLC;
Frontier Communications of Oswayo River LLC;
Frontier Communications of Pennsylvania, LLC;
Citizens Telecommunications Company of New
York, Inc.;
CTSI, LLC d/b/a Frontier Communications CTSI,
LLC;
CTE Telecom, LLC d/b/a Frontier
Communications CTE Telecom Company; and
Frontier Communications of America, Inc.**

**Docket Nos. A-2020-3020004, A-
2020-3020005, A-2020-3020006, A-
2020-3020007, A-2020-3020009,
A-2020-3020010, A-2020-3020011,
A-2020-3020012, A-2020-3020013,
A-2020-3020014**

**For Waiver of Approval of Administrative Change
in Control Associated with the Chapter 11 Plan of
Reorganization of Frontier Communications
Corporation and Its Subsidiaries Or, In the
Alternative, Approval of a *Pro Forma* Transaction
Associated with the Plan of Reorganization**

**FRONTIER'S FURTHER UPDATED RESPONSES
TO THE STAFF INQUIRIES FOR REVIEW OF TRANSACTIONS**

The above-captioned Joint Applicants (collectively, "Frontier") hereby provide further updated responses to Staff Inquiries for Review of Transactions ("Requests") 4 and 5.

GENERAL OBJECTIONS

Frontier makes the following General Objections. Nothing contained in Frontier's responses is intended to be, or in any way constitutes, a waiver of Frontier's objections or right to object to any additional, supplemental, or further Request. These General Objections are

incorporated by reference and made part of Frontier's responses to each Request as if fully repeated there.

1. Frontier objects to each Request to the extent it is overbroad, unduly burdensome, and/or not reasonably calculated to lead to the discovery of admissible evidence. In particular, and without limitation, Frontier objects to each Request to the extent it seeks documents or information beyond the relevant subject matter of this proceeding or its geographic or temporal scope.

2. Frontier objects to each Request to the extent it seeks documents or information beyond Frontier's knowledge, possession, custody, or control. Frontier responds on behalf of Frontier only, and Frontier's responses are limited to information and documents within Frontier's knowledge, possession, custody, or control.

3. Frontier objects to each Request to the extent it is vague or ambiguous, and to the extent it seeks documents or information not identified with reasonable particularity.

4. Frontier objects to each Request to the extent it seeks documents or information not collected or maintained by Frontier in the normal course of business.

5. Frontier objects to each Request to the extent it requires Frontier to undertake legal analyses or provide legal interpretations or conclusions.

6. Frontier objects to each Request to the extent it seeks documents or information (a) on services or business activities not subject to the jurisdiction of the Commission, (b) from an entity not subject to its jurisdiction, and/or (c) otherwise unrelated to the entities and assets that are the subject of this proceeding.

7. Frontier objects to each Request to the extent it seeks documents or information protected from discovery by the attorney-client privilege, the work-product doctrine, the

community of interest doctrine, a joint defense agreement, or any other applicable privilege or immunity. Frontier specifically reserves the right to request the return of such documents or information, without prejudice to any claim of privilege, in the event any such document or information is inadvertently produced. Nothing contained in these responses is intended to be, or in any way constitutes, a waiver of any applicable privilege or immunity.

8. In responding, Frontier does not waive and expressly preserves: (a) all objections as to competency, relevance, materiality, privilege, or admissibility; (b) all rights to object on any grounds to the use of any objections, responses, or answers; and (c) the right at any time to amend, correct, supplement, or clarify any of the responses, objections, or answers found herein.

9. Any confidential or proprietary information or documents produced by Frontier shall be subject to the terms of an appropriate confidentiality agreement or protective order of the Commission.

SPECIFIC RESPONSES

The following responses are subject to and without waiver of the foregoing General Objections, which are specifically incorporated into each response as if fully set forth therein.

Commission Request 4:

Identify all jurisdictions where this or a related transaction has been filed and where approval is being sought. Provide the status of each filing. While pending in Pennsylvania, identify any jurisdiction that acts on the transaction and describe the action taken. Provide updates as necessary.

Frontier Response to Commission Request 4 Submitted June 23, 2020:

Frontier, through its operating company subsidiaries, serves customers in 25 states, including Pennsylvania. Frontier has provided notice of the chapter 11 proceeding to each state. In 14 states, Frontier has made regulatory filings related to its proposed restructuring. In the remaining states, formal regulatory filings are not required at this time. Frontier will also be seeking approval from the Federal Communications Commission in connection with the proposed restructuring.

The specific names of the state commissions or state agencies at which formal regulatory filings have been made in connection with the restructuring are: Arizona Corporation Commission, California Public Utilities Commission, Connecticut Public Utilities Regulatory Authority, Illinois Commerce Commission, Mississippi Public Service Commission, Minnesota Public Utilities Commission, Nebraska Public Service Commission, Public Utilities Commission of Nevada, New York Public Service Commission, Pennsylvania Public Utility Commission, Public Service Commission of South Carolina, Public Service Commission of Utah, Virginia State Corporation Commission, and the Public Service Commission of West Virginia.

Frontier notes that each of these jurisdictions has a different set of procedural rules and regulatory standards, and the filings reflect a varying degree of formality in accordance with the particular circumstances in each state. The specific regulatory approval or requested relief differs by state, in accordance with the specific legal requirements and standard of review in each state.

On June 10, 2020, the Public Service Commission of South Carolina voted unanimously to approve Frontier's application subject to a continuation of previously established reporting and compliance requirements. In the remaining jurisdictions where regulatory filings have been made, the proceedings are progressing with different processes.

Frontier will provide periodic status reports regarding material updates in the other jurisdictions where Frontier is seeking regulatory approval.

Further Updated Response to Commission Request 4:

As explained in its updated response submitted on August 28, 2020, in most states, Frontier and its operating subsidiaries requested that the states complete their review and issue approval orders by September 30, 2020, to ensure that Frontier is positioned to emerge from Chapter 11 as soon as practicable. Frontier secured Bankruptcy Court approval of its plan of reorganization on August 21, 2020. A copy of the Bankruptcy Court order confirming the plan was attached as **Exhibit 4** to the August 28 submission. With Bankruptcy Court approval,

Frontier is prepared to emerge from Chapter 11 as soon as it completes all required regulatory approval processes. The following table presents the current status of proceedings before State Agencies.¹ Only four State agency jurisdictions other than Pennsylvania remain pending:

State Agency	Docket No.	Filing Date	Approval/Pending
Arizona Corporation Commission	T-01954A-20-0144	May 21, 2020	Approved October 2, 2020
California Public Utilities Commission	A.20-05-010	May 22, 2020	Pending
Connecticut Public Utilities Regulatory Authority	20-04-31	May 22, 2020 (re-filed July 1, 2020)	Pending
Public Service Commission of Georgia	Undocketed	September 10, 2020	Approved September 22, 2020
Illinois Commerce Commission	20-0476	May 21, 2020	Approved August 19, 2020
Mississippi Public Service Commission	20-UA-62	May 29, 2020	Pending
Minnesota Public Utilities Commission	20-504	May 22, 2020	Approved September 24, 2020
Nebraska Public Service Commission	C-5132	May 21, 2020	Approved July 14, 2020
Public Utilities Commission of Nevada	20-05023	May 21, 2020	Approved July 28, 2020
New York Public Service Commission	Matter # 20-00866, Case # 20-C-0267	May 22, 2020	Approved October 16, 2020
The Public Utilities Commission of Ohio	N/A	June 24, 2020	Deemed Approved Upon Filing with FCC
Public Service Commission of South Carolina	2020-136-C	May 22, 2020	Approved June 10, 2020
Public Service Commission of Utah	20-2218-01 (FCA), 20-041-02 (Frontier Utah) and 20-050-02 (Navajo)	May 22, 2020	Approved June 24, 2020
Virginia State Corporation Commission	PUR-2020-00098	May 22, 2020	Approved August 13, 2020
Public Service Commission of West Virginia	20-0400-T-PC	May 21, 2020	Pending
Public Utility Commission of Texas	51232	August 31, 2020	Approved October 30, 2020

¹ Georgia and Texas, which were not reflected in the August 28 submission, are included in the table.

Commission Request 5:

If any conditions are under consideration, imposed, or agreed to in any jurisdiction in which this or a related transaction is pending, please update the filing to include that information as it occurs.

Frontier Response to Commission Request 5 Submitted June 23, 2020:

There is no responsive information to provide at this time. Frontier will provide periodic status reports regarding material updates in the other jurisdictions where Frontier is seeking regulatory approval.

Further Updated Response to Commission Request 5:

As noted in the updated response submitted on August 28, 2020, Frontier, at that time, had received approval in five states: South Carolina, Nebraska, Nevada, Virginia and Illinois. A copy of each of the five approval orders was attached as **Exhibit 5** to the August 28 submission and conditions imposed were identified. Additional approvals have now been received from Arizona, Georgia, Minnesota, New York, Utah and Texas. The approval orders from Arizona, Georgia, New York, Utah and Texas are attached to this submission as **Exhibit 1**.

There were no conditions tied to the Georgia or Utah approvals. Minnesota, as yet, has not issued its order. The conditions related to the approvals in Arizona, Illinois,² Nebraska, Nevada, New York, South Carolina, Texas and Virginia, in chronological order of approval, are these:

(1) Per the June 10, 2020 Public Service Commission of South Carolina Approval:

“... Frontier Companies with authority to operate in South Carolina [shall] continue to fulfill their obligations relating to the South Carolina Universal Service Fund, Dual Party Relay Fund, and Gross Receipts Fund, and continue to make their regulatory reporting requirements. I also request that ORS continue to monitor this situation.”

(2) Per the July 14, 2020 Nebraska Public Service Commission Approval:

The description of the transaction states that “[f]ollowing the transaction, Frontier will continue to offer the same services as offered prior to the transaction.”

² The Illinois conditions are revised from the August 28 submission.

(3) Per the July 28, 2020 Public Utilities Commission of Nevada Approval:

“2. The Signatories state that Frontier will be subject to the following compliance items:

- a. On the first business day of each month following approval of the Stipulation, and continuing until Frontier’s restructuring is consummated, Frontier will provide a report, submitted as a letter filed in this docket, to the Commission regarding the status of the Chapter 11 proceeding and the status of the transactions necessary to complete the restructuring;
- b. Prior to and continuing for a period of six (6) months following the consummation of the restructuring, if Frontier makes any change to the number or location of Frontier’s business offices in Nevada or any change is made by Frontier to the number of Frontier employees located in Nevada, Frontier will submit a notice, submitted as a letter filed in this docket, to the Commission, and provide any explanation for why the change was made; and
- c. No later than five (5) business days after consummation of the restructuring, Frontier shall file a notice, submitted through a letter filed in this docket, informing the commission that the restructuring is complete.

(4) Per the August 13, 2020 Virginia State Corporation Commission Approval:

“(2) The Petitioners shall file a report of action with the Commission’s Document Control Center within thirty (30) days after closing of the Transfer, which shall note the date the Transfer occurred.”

(5) Per the August 19, 2020 Illinois Commerce Commission August 19, 2020 Approval:

“The Applicants will remain bound by their existing catalogs and contracts, and existing facilities and arrangements will remain undisturbed. No interruption or change in services will be made as a result of the restructuring.” [Pg. 13]

“[T]he allocation of any savings resulting from the proposed reorganization should flow through to the cost associated with the regulated intrastate operations of the Frontier Illinois ILECs for consideration in setting rates by the Commission[.]” [Finding ¶ 5]

“Applicants will not be allowed to recover any costs incurred in accomplishing the proposed reorganization in future rate proceedings in Illinois[.]” [Finding ¶ 6]

“Applicants remain subject to providing the Commission access to all their books, accounts, records, and personnel, and those of all their utility and non-utility affiliated parent, sister, and subsidiary companies, as well as independent auditors’ work papers[.]” [Finding ¶ 7]

(6) Per the October 2, 2020 Arizona Public Service Commission Approval:

“[B]eginning October 1, 2020, and concluding upon final deployment, Frontier Communications Corporation shall file quarterly reports with the Commission in this docket detailing its expected and actual deployment of Connect America Fund Phase II broadband facilities and services.”

(7) Per the October 16, 2020 New York Public Service Commission Approval:

“Within 30 days after final execution of the approved transactions, Frontier shall inform the Secretary to the Commission in writing that the restructuring is complete. If the restructuring is not completed within one year after the issuance of the Order, the Commission’s authorization shall be deemed rescinded.”

“No costs associated with the restructuring will be allocated to Frontier Communications Corporation’s New York Incumbent Local Exchange Companies.”

“Frontier shall invest \$9 million in incremental capital expenditures over a three-year period, commencing in calendar year 2021, to the areas that encompass the 24 central office entities discussed in the body of this Order.”

“Within 90 days of the issue date of this Order [i.e., 1/14/20], Frontier shall file, an action plan with the Secretary to the Commission, subject to Commission approval, which will address specific measures and projects to be completed by Frontier in the 24 central office entities and how these will enhance service quality and network reliability.”

“Beginning with the first quarter of 2021, Frontier shall file reports with the Secretary to the Commission on a quarterly basis and through the subsequent 12 quarters, highlighting the measures and projects that have been undertaken in the previous quarter, and anticipated plans for the subsequent quarter. As part of this quarterly report, Frontier shall include the monthly customer trouble report rate (CTRR), monthly total trouble tickets, and percent out-of-service over 24 hours (OOS>24) for all of Frontier’s New York central office entities, pursuant to the Commission’s Service Standards and the Uniform Measurement Guidelines. Additionally, the quarterly report shall include the monthly data and results for the CTRR Target and OOS>24 Target for each of the 24 central office entities as discussed in the body of this Order. These quarterly reports shall be filed within 10 business days of the end of each quarter. Frontier shall also continue monthly CTRR reporting for all New York central office.”

“Commencing with the calendar quarter that begins July 1, 2021, and ending with the quarter that ends June 30, 2023, Frontier shall, within 20 business days of the filing of the

quarterly report, present a remedial plan to Department Staff for its review and acceptance, if it does not achieve a CTRR Target of 3.3 per 100 access lines in 90% of the 24 identified central office entity results per quarter or does not restore out-of-service troubles to meet the OOS>24 Target discussed in the body of this Order.”

“Commencing with the calendar quarter that begins July 1, 2021, and ending with the quarter that ends June 30, 2023, Frontier shall, within 20 business days of the filing of the quarterly report, file a plan with the Secretary to the Commission, subject to Department Staff’s review and acceptance, describing how an additional \$100,000 in capital investment and/or operating expense will be expended over the subsequent two calendar quarters if it does not achieve a customer trouble report rate Target of 3.3 per 100 access lines in 90% of the 24 identified central office entities’ results per quarter or does not restore out-of-service troubles to meet the OOS>24 Target for two consecutive calendar quarters, as discussed in the body of this Order.”

(8) Per the October 30, 2020 Public Utility Commission of Texas Approval:

“Frontier Southwest must maintain compliance with the requirements of 16 [Texas Administrative Code] § 26.111.”

[Signature page follows.]

Dated: November 17, 2020
Harrisburg, Pennsylvania



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Counsel for Joint Applicants

EXHIBIT 1

Arizona



BEFORE THE ARIZONA CORPORATION COMMISSION

- 1
- 2 ROBERT "BOB" BURNS
Chairman
- 3 BOYD DUNN
Commissioner
- 4 SANDRA D. KENNEDY
Commissioner
- 5 JUSTIN OLSON
Commissioner
- 6 LEA MRQUEZ PETERSON
Commissioner

7
8 IN THE MATTER OF THE JOINT
9 APPLICATION OF FRONTIER
10 COMMUNICATIONS CORPORATION,
11 CITIZENS UTILITIES RURAL COMPANY,
12 INC., NAVAJO COMMUNICATIONS
13 COMPANY INC., CITIZENS
14 TELECOMMUNICATIONS COMPANY OF
15 THE WHITE MOUNTAINS, INC.,
16 FRONTIER COMMUNICATIONS OF
17 AMERICA, INC., FRONTIER
18 COMMUNICATIONS OF THE
19 SOUTHWEST, INC., AND FRONTIER
20 ONLINE AND LONG DISTANCE INC. FOR
21 WAIVER OF A.A.C. R14-2-803 OR, IN THE
22 ALTERNATIVE FOR APPROVAL OF
23 REORGANIZATION ASSOCIATED WITH
24 THE JOINT PLAN OF REORGANIZATION
25 OF FRONTIER COMMUNICATIONS
26 CORPORATION AND ITS DEBTOR
27 AFFILIATES PURSUANT TO CHAPTER 11

DOCKET NOS. T-01954B-20-0144
T-03214A-20-0145
T-20680A-20-0146
T-20679A-20-0147
T-02115A-20-0148
T-04036A-20-0149
T-20681A-20-0150

DECISION NO. 77745

ORDER

Arizona Corporation Commission

DOCKETED

OCT -2 2020

DOCKETED BY

K

Open Meeting
September 22 and 23, 2020
Phoenix, Arizona

BY THE COMMISSION:

FINDINGS OF FACT

Background

1. On May 21, 2020, Frontier Communications Corporation ("Frontier" or "Company") and its Arizona Operating Subsidiaries, Citizens Utilities Rural Company, Inc., Navajo Communications Company, Inc., Citizens Telecommunications Company of the White Mountains, Inc., Frontier Communications of the Southwest, Inc., Frontier Communications of America, Inc., and Frontier Communications Online and Long Distance Inc., (collectively and together with

1 Frontier, the “Applicants”), filed an application with the Arizona Corporation Commission
2 (“Commission”) seeking a waiver of the Commission’s Public Utility Holding Companies and
3 Affiliated Interests Rules, Arizona Administrative Code (“A.A.C.”) R14-2-803, pursuant to A.A.C.
4 R14-2-806, with respect to the Company’s reorganization under Chapter 11, of Title 11, of the
5 United States Code Bankruptcy Code (“Application”). In the alternative, the Applicants request
6 Commission approval of the reorganization under A.A.C. R14-2-803. The Applicants further
7 request approval of its Application no later than September 30, 2020.

8 2. Under the Commission’s Public Utility Holding Companies and Affiliated Interests
9 Rules, A.A.C. R14-2-801, *et seq.*, Commission approval is required per A.A.C. R14-2-803(A)
10 whenever a utility or an affiliate intends to reorganize an existing public utility holding company.

11 **Staff Analyses and Recommendations**

12 3. On April 14, 2020, the Applicants filed voluntary petitions with the United States
13 Bankruptcy Court for the Southern District of New York (“Bankruptcy Court”) to reorganize under
14 the Bankruptcy Code, Chapter 11 of Title 11¹ after entering into a Restructuring Support Agreement
15 (“RSA”). The filing did not result in any change to the current operations of the Applicants.

16 *Frontier’s Reorganization - The RSA and Plan of Reorganization (“Plan”)*

17 4. Commission Utilities Division Staff (“Staff”) reviewed the RSA and the Plan that
18 describe and memorialize the restructuring. In support of the Plan, Frontier offers: “[t]his is a parent
19 company reorganization and financial restructuring that will benefit Frontier, the Arizona Operating
20 Subsidiaries and their customers.”² Under the Plan, Frontier will be dissolved and replaced by a
21 newly created parent company. In explaining, Frontier notes that “[i]mportantly, the Plan provides
22 for payment in full of all non-funded debt owed to its employees, contractors, vendors, suppliers,
23 carriers, and other third parties. This will enable the Arizona Operating Subsidiaries to continue to
24 operate on a ‘business as usual’ basis and position.”³

25 ...

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¹ Under the caption *In re Frontier Communications Corporation, et al.*, Case No. 20-22476.

28 ² See Application at 4.

³ *Id.* at 8.

1 5. Frontier states that the Plan will not affect the operations of the Applicants and they
2 will continue to provide regulated voice service, 911 service, and other services in accordance with
3 existing tariffs filed with the Commission and other customer arrangements. Existing customers
4 will continue to receive services at the same prices, terms, and conditions. Customer service will
5 not be interrupted, eliminated or impaired as a result of the reorganization. In addition, the
6 Applicants will not be issuing any new debt, nor will they be further encumbering assets as security
7 for the remaining debt, nor will they need to assign any certificates, authorizations or assets.

8 6. Frontier further supports that, "no corporate changes are being made as to the
9 [Applicants]. These entities will continue to fulfill existing regulatory obligations in Arizona, rates
10 will not be increased as a consequence of the Plan, and network functionality and customer service
11 will not be impaired or reduced."⁴

12 7. Frontier continues,

13
14 [Applicants] will be held through a new corporate structure
15 consisting of Reorganized Frontier, which is identified as Frontier
16 Communications Parent and two additional intermediate holding
17 companies, Frontier Communications Intermediate and Frontier
18 Communications Holdings. These three companies will replace the
19 current Frontier publicly-traded parent holding company, Frontier
20 Communications Corporation, in the ownership structure of the
21 Frontier subsidiaries, including the Arizona Operating Subsidiaries.
22 As part of the Chapter 11 emergence process, Frontier will transfer
23 all of the stock of the Applicants (and its other subsidiaries) to the
24 newly-formed Frontier Communications Holdings.⁵

25 8. With respect to specific dollar impacts of the reorganization, Frontier states,

26 The RSA and Plan also provide for a substantial deleveraging of
27 Frontier's balance sheet which will reduce its debt by over \$10
28 billion. As of the Petition Date, Frontier had outstanding funded
debt . . . on which it was paying approximately \$1.5 billion in annual
interest expense. The Plan provides for the conversion of more than
\$10 billion of Frontier's senior unsecured notes into equity (common
stock) Frontier's funded debt obligations are expected to be

⁴ *Id.* at 10.

⁵ *Id.* at 9.

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reduced to approximately \$6.56 billion, exclusive of any additional debtor-in-possession or revolving credit facility financing the Company subsequently obtains. The total amount of remaining debt after restructuring is comprised of approximately \$3.359 billion in first lien debt, approximately \$1.6 billion in second lien debt, approximately \$856 million in subsidiary debt (on both a secured and unsecured basis) and up to \$750 million in takeback debt (on a third-lien or unsecured basis). Frontier anticipates that its annual interest obligations will decrease from approximately \$1.5 billion to approximate \$500 million, thereby freeing up substantial capital for operating the business post emergence.⁶

9. In summary, Frontier states that in addition to having no impact on Arizona consumers, reorganization will substantially deleverage Frontier's balance sheet, secure the going-concern value of Frontier's business, preserve thousands of jobs, and position Frontier to emerge from Chapter 11 as a stronger, financially sound enterprise.⁷ Staff also notes that this reorganization is occurring at the parent level and found no evidence of negative impacts to Arizona consumers or Applicants' operations. Based on the foregoing facts and analysis, Staff believes that the Company's Reorganization Plan appears to be reasonable.

10. The Plan was filed with the Bankruptcy Court on May 15, 2020. Since the filing of the Application with the Commission, the Applicant's Plan was approved in Bankruptcy Court on August 21, 2020, and remains pending at the Federal Communications Commission. The Applicants have further confirmed to Staff that six of the 25 states implicated by the Applicant's reorganization have approved the filing.

A.A.C. R14-2-803 Requirements

11. The Applicants request that the Commission approve the proposed reorganization contemplated under A.A.C. R14-2-803. The Applicants represent the following information in its Application relative to each section of A.A.C. R14-2-803.

...
...
...

⁶ *Id.* at 9.
⁷ *Id.* at 3.

1 12. A.A.C. R14-2-803(A) - Any utility or affiliate intending to organize a public utility
2 holding company or reorganize an existing public utility holding company will notify the
3 Commission's Utilities Division in writing at least 120 days prior thereto. The notice of intent will
4 include the following information:

5
6 A.A.C. R14-2-803(A)(1) - The names and business addresses of the proposed officers
and directors of the holding company;

7 Per the Application, the current Frontier officers and directors will continue
8 to oversee the Company during the pending Chapter 11 Cases. In the Chapter
9 11 process and with Reorganized Frontier's emergence from Chapter 11, the
10 composition of the officer and directors may change in the ordinary course;
however, Frontier does not expect any changes with respect to the day-to-day
operations of the Arizona Operating Subsidiaries.

11 A.A.C. R14-2-803(A)(2) - The business purposes for establishing or reorganizing the
12 holding company;

13 Per the Application, the reorganization is necessary to achieve the
14 restructuring required by the RSA and the Plan. Waiver of A.A.C. R14-2-
15 803 for the reorganization or, in the alternative, approval of the
reorganization, is essential to effectuate the Plan approved by the Bankruptcy
16 Court.

17 A.A.C. R14-2-803(A)(3) - The proposed method of financing the holding company
and the resultant capital structure;

18 As specified by the Applicants, reorganization provides the Reorganized
19 Frontier with reduced debt obligations and improved cash flow for operations.
20 The Plan provides for the conversion of more than \$10 billion of Frontier's
unsecured notes into equity (common stock) in Reorganized Frontier, and as
21 a result Frontier anticipates its annual interest obligations will decrease from
approximately \$1.5 billion to approximately \$500 million, thereby freeing up
22 substantial capital for operating the business post-emergence.

23 A.A.C. R14-2-803(A)(4) - The resultant effect on the capital structure of the public
24 utility.

25 The Applicants state, the reorganization will not affect the capital structure of
the Arizona Operating Subsidiaries.

26 A.A.C. R14-2-803(A)(5) - An organization chart of the holding company that
27 identifies all affiliates and their relationships within the holding company;

28 Provided in the Application at Exhibits C and D.

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A.A.C. R14-2-803(A)(6) - The proposed method for allocating federal and state income taxes to the subsidiaries of the holding company;

Per the Application, the allocation of federal and state income taxes will not change after reorganization.

A.A.C. R14-2-803(A)(7) - The anticipated changes in the utility's cost of service and the cost of capital attributable to the reorganization;

According to the Applicants, no changes will occur.

A.A.C. R14-2-803(A)(8) - A description of diversification plans of affiliates of the holding company; and

Per the Application, there are no diversification plans.

A.A.C. R14-2-803(A)(9) - Copies of all relevant documents and filings with the United States Securities and Exchange Commission and other federal or state agencies.

The Applicants provided copies of documents relevant to this Application attached as Exhibits and provided a link to the Andrianopoli declaration filed with the Bankruptcy Court. Additional documents related to the bankruptcy filing are at <https://www.frontierpucapproval.com>.

A.A.C. R14-2-803(A)(10) - The contemplated annual and cumulative investment in each affiliate for the next five years, in dollars and as a percentage of projected net utility plant, and an explanation of the reasons supporting the level of investment and the reasons this level will not increase the risks of investment in the public utility.

The Applicants state this is not applicable as the reorganization is the result of a bankruptcy proceeding.

A.A.C. R14-2-803(A)(11) - An explanation of the manner in which the utility can assure that adequate capital will be available for the construction of necessary new utility plant and for improvements in existing utility plant at no greater cost than if the utility or its affiliate did not organize or reorganize a public utility holding company.

The Applicants state this is not applicable as the reorganization is the result of a bankruptcy proceeding. The Applicants continue that the reorganization will result in a significant reduction of debt and interest obligations, and will improve the capital structure for Frontier, which will benefit the Arizona Operating Subsidiaries. Moreover, the reorganization will not alter Frontier's commitment to honor its broadband deployment obligation through its participation in the Connect America Fund Phase II program. Similarly, Frontier will continue to comply with its existing regulatory requirements under Arizona statutes and rules.

1 13. Pursuant to A.A.C. R14-2-803(B) and A.A.C. R14-2-803(C), Staff does not believe
2 that approval of the Application, without a hearing, would impair the financial status of the public
3 utility, otherwise prevent it from attracting capital at fair and reasonable terms, or impair the ability
4 of the public utility to provide safe, reasonable and adequate service.

5 14. Pursuant to A.A.C. R14-2-803(D), Staff believes the Applicant's Application
6 satisfies the notice of intent requirement.

7 15. Staff reviewed the responses provided by the Applicants and believes the information
8 provided meets the requirements set forth by A.A.C. R14-2-803.

9 *Reorganization Effect on Competition*

10 16. The Applicants affirm that the reorganization will not harm competition in Arizona.
11 The reorganization will provide the Applicants' parent with greater financial stability and the ability
12 to support the Applicants' continuing operations, meet the financial obligations, and focus on
13 improving service to customers. In addition, Frontier will continue to honor the terms of its existing
14 interconnection agreements with competitive local exchange carriers, other carriers, and wholesale
15 customers.

16 *Approval Condition – Reporting Requirement for Connect America Fund ("CAF") Phase II*
17 *Program Deployments*

18 17. Should the Commission approve the Application of Frontier and its Arizona
19 Operating Subsidiaries, Staff supports a conditional requirement for Frontier to report quarterly to
20 the Commission regarding the Company's progress on broadband deployment to rural Arizona under
21 Frontier's obligations and commitments under the CAF Phase II program. Staff notes that Frontier
22 has committed to the meet CAF Phase II program deployment requirements within Arizona during
23 the Company's reorganization.⁸ Staff further notes the importance of broadband connectivity to
24 Arizonans, especially rural Arizonans who may lack broadband connectivity options compared to
25 more urban residents. Staff believes that, given Frontier's CAF commitments, that it is reasonable
26 and in the public interest for the Commission to monitor Frontier's compliance by requiring the
27

28 ⁸ *Id.* at 13.

1 Company to file a quarterly report with the Commission that details expected and actual deployment
2 results until Frontier completes all CAF obligations within Arizona.

3 **Compliance**

4 18. Per information received from the Commission's Corporations Division on August
5 19, 2020, the Applicants are in Good Standing. The Compliance Section of the Commission's
6 Utilities Division reports that the Applicants are currently in compliance. The Consumer Services
7 Section of the Utilities Division reports there were no complaints or opinions about the Applicants
8 between January 1, 2020, and August 18, 2020.

9 **Staff Recommendations**

10 19. Based upon consideration of the foregoing facts and information, Staff recommends
11 that the Commission approve the Applicants' request for approval of the proposed reorganized
12 corporate structure under A.A.C. R14-2-803 with the condition that Frontier report quarterly
13 (beginning October 1, 2020, for 3rd Quarter 2020) in this docket on the status of the CAF Phase II
14 program deployments within Arizona.

15 CONCLUSIONS OF LAW

16 1. Frontier Communications Corporation, Citizens Utilities Rural Company, Inc.,
17 Navajo Communications Company, Inc., Citizens Telecommunications Company of the White
18 Mountains, Inc., Frontier Communications of the Southwest, Inc., Frontier Communications of
19 America, Inc., and Frontier Communications Online and Long Distance Inc. are Arizona public
20 service corporations within the meaning of Article XV, Section 2 of the Arizona Constitution.

21 2. The Commission has jurisdiction over Frontier Communications Corporation,
22 Citizens Utilities Rural Company, Inc., Navajo Communications Company, Inc., Citizens
23 Telecommunications Company of the White Mountains, Inc., Frontier Communications of the
24 Southwest, Inc., Frontier Communications of America, Inc., and Frontier Communications Online
25 and Long Distance Inc. and the subject matter of this application.

26 3. The Commission having reviewed the application and Staff's Memorandum dated
27 September 10, 2020, concludes that it is in the public interest to approve the reorganization plan as
28 discussed herein.

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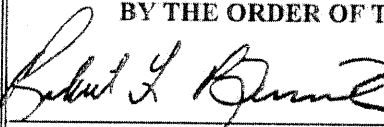

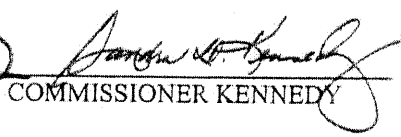
ORDER

IT IS THEREFORE ORDERED that the application of Frontier Communications Corporation, Citizens Utilities Rural Company, Inc., Navajo Communications Company, Inc., Citizens Telecommunications Company of the White Mountains, Inc., Frontier Communications of the Southwest, Inc., Frontier Communications of America, Inc., and Frontier Communications Online and Long Distance Inc. seeking approval of its reorganization plan under A.A.C. R14-2-803 be and hereby is approved as discussed herein.

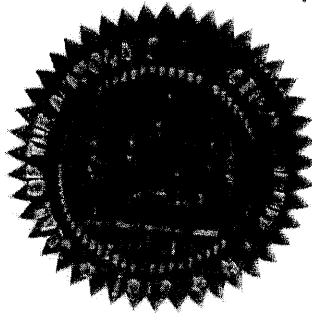
1 IT IS FURTHER ORDERED that beginning October 1, 2020, and concluding upon final
 2 deployment, Frontier Communications Corporation shall file quarterly reports with the Commission
 3 in this docket detailing its expected and actual deployment of Connect America Fund Phase II
 4 broadband facilities and services.

5 IT IS FURTHER ORDERED that this Decision shall become effective immediately.

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 7
 8 **BY THE ORDER OF THE ARIZONA CORPORATION COMMISSION**

9   
 10 CHAIRMAN BURNS COMMISSIONER DUNN COMMISSIONER KENNEDY

11
 12  
 13 COMMISSIONER OLSON COMMISSIONER MARQUEZ PETERSON



IN WITNESS WHEREOF, I, MATTHEW J. NEUBERT,
 Executive Director of the Arizona Corporation Commission,
 have hereunto, set my hand and caused the official seal of this
 Commission to be affixed at the Capitol, in the City of
 Phoenix, this 2nd day of October, 2020.

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 MATTHEW J. NEUBERT
 EXECUTIVE DIRECTOR

DISSENT: _____

DISSENT: _____

EOA:CCN:ctr/MAS

1 Citizens Utilities Rural Company, Inc.; Citizens Telecommunications Company of the White
2 Mountains, Inc.; Frontier Communications of the Southwest Inc.; Frontier Communications
3 Corporation; Navajo Communications Company, Inc.; Frontier Communications of America, Inc.;
4 Frontier Communications Online and Long Distance Inc.
Docket Nos. T-01954B-20-0144, T-03214A-20-0145, T-20680A-20-0146, T-20679A-20-0147, T-
02115A-20-0148, T-04036A-20-0149 AND T-20681A-20-0150

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Georgia

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Georgia Public Service Commission



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EXECUTIVE DIRECTOR

REECE McALISTER
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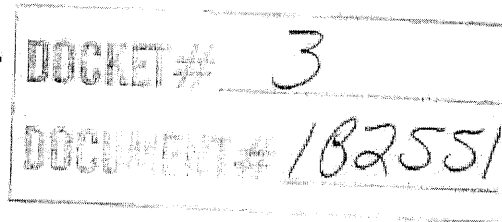
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September 18, 2020

Charles F. Palmer, Counsel
Troutman Pepper Hamilton Sanders LLP
600 Peachtree Street NE, Suite 3000
Atlanta, GA 30308-2216



Re: **Docket Number 3**-Application for Approval of **Frontier Communications** (the "Applicant") Restructuring Plan for Corporate Reorganization

Dear Mr. Palmer:

On September 10, 2020, the Applicant file with the Georgia Public Service Commission (the "Commission") the above referenced application. Based on the representation contained in the application, no further action by the Commission is required. The information has been placed in the company's file.

Sincerely,

Handwritten signature of Leon E. Bowles in cursive.

Leon E. Bowles
Director of Telecommunications

LEB/TS
GPSC file(s): IL-012

New York

STATE OF NEW YORK
PUBLIC SERVICE COMMISSION

At a session of the Public Service
Commission held in the City of
Albany on October 15, 2020

COMMISSIONERS PRESENT:

John B. Rhodes, Chair
Diane X. Burman
James S. Alesi
Tracey A. Edwards
John B. Howard

CASE 20-C-0267 - In the Matter of Frontier Communications Corporation and subsidiaries Frontier Telephone of Rochester, Inc., Frontier Communications of Seneca-Gorham, Inc., Ogden Telephone Company, Frontier Communications of Sylvan Lake, Inc., Frontier Communications of New York, Inc., Citizens Telecommunications Company of New York, Inc., Frontier Communications of Ausable Valley, Inc., Frontier Communications of Rochester, and Frontier Communications of America Inc. Notice of Filing of Chapter 11 for Financial Restructuring.

ORDER APPROVING JOINT PETITION
WITH CONDITIONS

(Issued and Effective October 16, 2020)

BY THE COMMISSION:

INTRODUCTION

By Joint Petition filed May 26, 2020, and supplemented on October 2, 2020, Frontier Communications Corporation (Frontier Parent, Frontier or the Company) together with its New York subsidiaries and affiliates (the New York

Operating Companies)¹ (collectively, the Petitioners), request Commission approval, pursuant to Public Service Law (PSL) §§ 99, 100, and 222, of an internal Restructuring Plan (Restructuring, or the Plan) contemplated under its Chapter 11 bankruptcy filing. The proposed Restructuring, in which certain current debtholders in Frontier Parent will become shareholders of Reorganized Frontier,² is expected to provide for a more than \$10 billion reduction of Frontier's debt, with an associated reduction of approximately \$1 billion in annual interest expense. After the Restructuring, customers will continue to receive services for the same prices, and under the same terms and conditions, as they did prior to the Restructuring. The Plan is expected to significantly improve the Company's financial condition and enable the New York Operating Companies to continue without interruption and to deliver improved services to their customers. In addition, as discussed in more detail below, the Petitioners will commit to an incremental \$9 million capital service quality improvement program, with defined targets, and incentives for achieving those targets, designed to improve the performance of 24 central office entities (COEs).

¹ Frontier's New York subsidiaries and affiliates consist of seven New York Incumbent Local Exchange companies, Frontier Telephone of Rochester, Inc., Frontier Communications of Seneca-Gorham, Inc., Ogden Telephone Company, Frontier Communications of Sylvan Lake, Inc., Frontier Communications of New York, Inc., Citizens Telecommunications Company of New York, Inc., and Frontier Communications of Ausable Valley; and two Competitive Local Exchange companies, Frontier Communications of Rochester and Frontier Communications of America.

² Frontier, post-reorganization, is referred to herein as "Reorganized Frontier."

Through this Order, the Commission finds that the proposed corporate reorganization of Frontier and its subsidiaries is in the public interest and is, therefore, approved pursuant to PSL §§ 99, 100 and 222, subject to the conditions discussed below.

BACKGROUND

Frontier

Prior to its bankruptcy filing, Frontier Parent was a publicly traded Delaware corporation, with headquarters located at 401 Merritt 7, Norwalk, Connecticut 06851. Frontier, through its various subsidiaries across 25 states, offers a variety of retail and wholesale communications services, including local exchange and long-distance services, data and Internet services, video services, network access products, and Voice-over-Internet-Protocol. The Company competes with wireless telecommunications providers, cable television companies and competitive local exchange carriers that offer voice, data and/or video products.

New York Operating Companies

Frontier's New York Operating Companies, each of which is a wholly owned subsidiary of Frontier Parent, include seven Incumbent Local Exchange Carriers (ILECs) as well as two Competitive Local Exchange Carriers (CLECs) that provide voice, video and data services to consumers, wholesale customers and businesses in New York.

Frontier Telephone of Rochester, Inc. is a New York corporation and ILEC, with its address at 180 South Clinton Ave., Rochester, New York 14646 and principal offices located at 401 Merritt 7, Norwalk, Connecticut 06851. It furnishes voice and internet services in 35 exchanges that include urban, suburban, and rural areas. As of December 31, 2019, Frontier

Telephone of Rochester served 106,042 total access lines in New York.

Frontier Communications of Seneca-Gorham is a New York corporation and ILEC, with its address at 71 Main St., Bloomfield, New York 14469 and principal offices located at 401 Merritt 7, Norwalk, Connecticut 06851. It furnishes voice and internet services in four exchanges that include rural and suburban areas and as of December 31, 2019, served 2,893 total access lines in New York.

Ogden Telephone Company is a New York corporation and ILEC with its address at 21 West Ave, Spencerport, New York 14559 and principle offices located at 401 Merritt 7, Norwalk, Connecticut 06851. It furnishes voice and internet services in three exchanges that include rural and suburban areas and as of December 31, 2019, served 4,531 total access lines in New York.

Frontier Communications of Sylvan Lake, Inc. is a New York corporation and ILEC with its address at Route 82. P.O. Box 338, Hopewell Junction, New York 12533 and principle offices located at 401 Merritt 7, Norwalk, Connecticut 06851. It furnishes voice and internet services in one exchange that includes rural and suburban areas and as of December 31, 2019, served 3,123 total access lines in New York.

Frontier Communications of New York, Inc. is a New York corporation and ILEC with its address at 145 North Main St., Monroe, New York 10950 and principle offices located at 401 Merritt 7, Norwalk, Connecticut 06851. It furnishes voice and internet services in eight exchanges that include rural and suburban areas and as of December 31, 2019, served 24,738 total access lines in New York. The company also provides cable television service under franchise agreements with ten municipalities.

Citizens Telecommunications Company of New York, Inc. is a New York corporation and ILEC with its address at 137 Harrison St., Johnstown, New York 12095 and principle offices located at 401 Merritt 7, Norwalk, Connecticut 06851. It furnishes voice and internet services in 128 exchanges that include urban, rural and suburban areas and as of December 31, 2019, served 105,318 total access lines in New York. The company also provides cable television service under franchise agreements with six municipalities.

Frontier Ausable Valley, Inc. is a New York corporation and ILEC with its address at 310 Front St., Keeseville, New York 12944 and principle offices located at 401 Merritt 7, Norwalk, Connecticut 06851. It furnishes voice and internet services in four exchanges located in rural areas and, as of December 31, 2019, served 2,420 total access lines in New York.

Frontier Communications of Rochester, Inc. is a Delaware corporation and CLEC with its address at 137 Harrison St., Gloversville, New York 12078 and principle offices located at 401 Merritt 7, Norwalk, Connecticut 06851. It is authorized to provide competitive intrastate services in New York pursuant to a Certificate of Public Convenience and Necessity (CPCN) issued in Case 94-C-0531.

Frontier Communications of America, Inc., a CLEC, is a Delaware corporation with its address at 137 Harrison St., Gloversville, New York 12078 and principle offices located at 401 Merritt 7, Norwalk, Connecticut 06851. It is authorized to provide competitive intrastate services, including local exchange service, in New York pursuant to a CPCN issued in Case 92-C-0802.

Service Quality

In the 2019 annual report to the Commission³ on service quality provided by local exchange companies, including Frontier, Staff advised that it had concerns with the quality of service provided by Frontier Communications in 2018, particularly in its Citizens, Frontier of Rochester, Frontier of New York, and Frontier of Ausable Valley subsidiaries. The concerns were triggered by inquiries from numerous local, county and State government representatives and elected officials, including emergency response entities, regarding long repair durations and repeated out-of-service conditions, and a significant increase in the Public Service Commission (PSC) complaint rate in these Frontier companies.

In response to those concerns, Staff reported that after reviewing the four Frontier companies' Customer Trouble Report Rate (CTRR) data at the COE level, more granular geographic level data was needed to identify specific network reliability problems, as well as monthly data to evaluate repair timeliness and reliability for each of the four companies, and monthly data necessary to calculate the Percent of Out-of-Service Customer Trouble Reports Not Cleared within 24 Hours (OOS>24) and the Percent of Service-Affecting Customer Trouble Reports Not Cleared within 48 Hours (SA>48), on a COE basis pursuant to the Commission's timeliness of repair service standards. The subsequent review of the data revealed data accuracy issues that Staff stated it was working on with Frontier to resolve and that it would continue that examination

³ Case 19-C-0286, In the Matter of Quality of Service Provided by Local Exchange Companies in New York State, Report on the Service Quality of Local Telephone Companies During 2019 and Commendations for Excellent Service Quality Provided in 2019, filed May 15, 2020.

and refer any unresolved issues to the Commission if cooperative efforts proved unsuccessful.

PETITION

By Joint Petition filed May 26, 2020, the Petitioners requested approval of the Restructuring. The Joint Petition explains that Frontier commenced the Chapter 11 bankruptcy process after entering into an agreement with certain senior unsecured noteholders holding more than seventy-five percent of its unsecured bonds (the Senior Noteholders).⁴ The Petitioners describe that the Plan provides for a substantial deleveraging of Frontier's balance sheet by eliminating over \$10 billion in unsecured funded debt, and a corresponding decrease in annual interest expense of approximately \$1 billion, while paying in full all non-funded debt claims against the Company.

The Petitioners state that pursuant to the Plan, Frontier Parent will be dissolved and replaced by a new parent company (Reorganized Frontier). Upon emergence from Chapter 11, the Senior Noteholders will collectively hold the new common stock of Reorganized Frontier, with no single Senior Noteholder holding a 10% or greater direct or indirect interest in Reorganized Frontier. The Petitioners continue that it is intended that the new common stock of Reorganized Frontier will

⁴ "Senior Noteholders" is defined in the Plan and is comprised of the holders of approximately \$10.95 billion in aggregate principal amount of unsecured senior notes issued by Frontier with Maturities between September 2020 and October 2020 that are publicly traded. The approximately 200 Senior Noteholders who have executed the RSA and have agreed to support the Plan hold over 75% of the senior notes through more than 40 different investment funds. These Senior Noteholders are primarily comprised of large, U.S.-based financial investment funds with experience in investing in U.S. telecommunications and technology companies.

be promptly publicly traded and listed on a recognized U.S. stock exchange after the Company's emergence from Chapter 11. Accordingly, the Petitioners maintain that the Restructuring will not create any new majority shareholders, nor will it transfer operational control of Reorganized Frontier, the New York Operating Companies, or any other Frontier subsidiaries to any new persons or entities.

The Petitioners state that the Frontier subsidiaries, including the New York Operating Companies, will be held through a new corporate structure consisting of three newly formed holding companies: Reorganized Frontier (which is presently named Frontier Communications Parent), Frontier Communications Intermediate, and Frontier Communications Holdings, that will replace Frontier Parent (the current publicly traded parent holding company) in the ownership structure of Frontier. As part of the Chapter 11 emergence process, Frontier will transfer all of the stock of its 57 direct, first-tier subsidiaries (which includes each of the New York Operating Companies) and any other assets directly held by Frontier to the newly formed Frontier Communications Holdings. Appendix A shows the composition of the pre-Restructuring and post-Restructuring corporate structures.

The Joint Petition explains that in conjunction with the Plan, Frontier also filed its Disclosure Statement Relating to the Joint Plan of Reorganization of Frontier Communications Corporation and its Affiliates Pursuant to Chapter 11 of the Bankruptcy Code, and expected the Plan to be approved by the Court without material modification in August 2020, after which

it would be prepared to emerge from Chapter 11 once it secured the necessary regulatory approvals.⁵

The Petitioners assert that the Plan will substantially deleverage Frontier's balance sheet, secure the going-concern value of Frontier's businesses, preserve thousands of jobs, and position Frontier to emerge from the bankruptcy reorganization process as a stronger, financially-sound enterprise. Further, the Petitioners state that the New York Operating Companies will continue to provide regulated voice and other services at all times before and after the Plan takes effect. Petitioners continue that services will be provided in accordance with tariffs on file with the Commission and commercial contractual arrangements with customers, and add that service will not be interrupted, eliminated or impaired as a result of the Restructuring Plan, nor will implementation of the Plan adversely affect operations, rates, or services in New York. In addition, according to the Petition, employee wage, compensation and benefit programs, and collective bargaining agreements in place as of the effective date the Company emerges from Chapter 11, will be assumed by the Company and remain in place as of the effective date of the Plan. The Petitioners note that under the Plan the regulatory authorizations currently

⁵ In a filing dated August 31, 2020, Frontier informed the Secretary that the Bankruptcy Court for the Southern District of New York conducted a hearing on August 21, 2020, at which time the court confirmed the Plan of Reorganization. See, Findings of Fact, Conclusions of Law, And Order Confirming the Fifth Amendment Joint Plan of Reorganization of Frontier Communications Corporation and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (<https://cases.primeclerk.com/FTR/Home-DocketInfo?DocAttribute=5612&DocAttrName=PLANDISCLOSURESTATEMENT>) (August 27, 2020).

held by the New York Operating Companies will continue to be held by those same entities.

The Joint Petition states that the Restructuring will not eliminate or reduce Frontier's ongoing regulatory commitments or obligations. Specifically, the New York Operating Companies will continue to comply with existing regulatory requirements under New York statutes and the Commission's regulations and orders. Frontier states that it will also continue to fulfill the terms of agreements with governmental entities such as the Office of the New York Attorney General and the New York Broadband Program Office. Additionally, the Plan will not alter its commitment to broadband deployment obligations through its participation in the federal CAF Phase II program.

Frontier anticipates that its improved financial capacity post-Restructuring will allow the Petitioners to focus on improvements to the services they offer. The Petition acknowledges the concerns related to Frontier's repair and out-of-service intervals of certain of the New York Operating Companies discussed in the August 2019 annual service quality report on New York telecommunications and the concerns raised by Department Staff over discrepancies in historical data provided by the New York Operating Companies as part of their work with the Company to address those concerns. Frontier states that it takes those concerns seriously and has taken steps to improve operational performance around both metrics. The Joint Petition claims that the process changes and improvements to service quality will continue, reinforced by the improved capital structure and financial flexibility of the Company post-Restructuring. In addition, the Joint Petition states that the New York Operating Companies are committed to continue to work

cooperatively with the DPS staff to address additional questions and concerns.

Frontier supplemented its Joint Petition on October 2, 2020⁶ to further address service quality issues (the Supplemental Filing), which is discussed in more detail below. In sum, however, Frontier's Supplemental Filing reiterates its commitment to continue working with Staff to respond to service quality and network reliability issues and proposes a targeted improvement plan to address the performance in 24 of the lowest performing COEs.

LEGAL AUTHORITY

According to the Joint Petition, PSL §§ 99, 100, 101 or 222 are not implicated by the proposed Restructuring, but the Petitioners request approval under any of the above-mentioned PSL sections "to the extent lawfully deemed applicable." The Commission has consistently asserted jurisdiction to determine whether asset transfers and stock transactions of regulated telephone and cable companies at the holding company level are in the public interest. The Commission therefore deems the instant petition to be a request seeking approval of the proposed restructuring pursuant to PSL §§ 99, 100 and 222, to implement an internal Restructuring Plan that would effectuate the Petitioners' pre-arranged plan of reorganization under Chapter 11 of Title 11 of the United States Code.⁷

PSL § 99(2) requires the consent of the Commission for any proposed transfer of a telephone corporation's "works or

⁶ See, Frontier Supplemental Filing dated October 2, 2020, in Case 20-C-0267.

⁷ See, Case 05-C-0237, Verizon Communications Inc. and MCI, Inc., Order Asserting Jurisdiction and Approving Merger Subject To Conditions, (issued November 22, 2005).

system". As the Commission has noted in other cases, "[a]lthough PSL § 99(2) does not specify a standard of review, all such utility transfers have been interpreted as requiring an affirmative public interest determination by the Commission". PSL §§ 100(1) and (3) require the Commission's consent to the acquisition of the stock of a telephone corporation. Moreover, PSL § 100(2) requires Commission consent for the acquisition of more than ten percent of the capital stock of any telephone corporation. Unlike PSL § 99(2), however, these provisions expressly bar the Commission from giving its consent unless the applicant has shown, in the first instance, that the acquisition is in the public interest and an important factor in that determination is the impact the acquisition will have on competition.

According to PSL §§ 99 and 100, an application is deemed approved within 90 days unless the Commission or its designee notifies the petitioner in writing that the public interest requires the Commission's review and its written order. The Petitioners were notified by letter dated July 10, 2020, that the public interest required a more detailed review of the Joint Petition, and that the Commission will review and issue a written response in this proceeding.

PSL § 222(3) relates to the transfer, renewal or amendment of any cable television franchise and provides in pertinent part that the Commission shall approve an application thereunder unless it finds that approval would be in violation of law, any regulation or standard promulgated by the Commission or otherwise not in the public interest.

STATE ADMINISTRATIVE PROCEDURES ACT

Frontier's Petition was published in the State Register on July 22, 2020, with comments due on or before September 21, 2020. No comments were received.

DISCUSSION

The public interest standard of proposed transactions such as those in this case, has been interpreted by the Commission in full consideration of the unique challenges facing the smaller telephone companies in the industry, and in a manner designed to protect ratepayers without unduly restricting the flow of capital.⁸ The impact on competition and the financial implications, particularly on the ILECs and their customers, are important considerations, as well as ensuring that transactions of this type will not impact service quality and network reliability.

The Restructuring will not cause any change in the Petitioners' names, operations, rates and terms of service to customers; thus, the Commission agrees that the Restructuring should ultimately be seamless to the Petitioners' New York customers. Moreover, as the Petitioners acknowledge, the New York Operating Companies will continue to be bound by any and all regulatory requirements under the Commission's regulations and orders. Thus, any impact on the financial metrics of Frontier, and any risks to Frontier that may arise from the proposed Restructuring, are mitigated by the imposition of certain financial and service quality conditions in prior Commission Orders, along with other applicable conditions, that are referenced herein and continue with full force and effect

⁸ See, e.g., Case 14-C-0308, Brick Skirt Holdings, Inc., Order Approving Transfer of Control with Conditions (issued December 12, 2014).

under the PSL.⁹ Moreover, nothing in this Order shall preclude the Commission from any remedies or rights it may have under the Public Service Law, including but not limited to matters related to storm events and outages. Additionally, the costs associated with the bankruptcy will not be allocated to the New York ILECs. The Commission will therefore require that as a condition of our approval, that no costs associated with the restructuring be allocated to Frontier's New York ILECs.

The Commission's review of the proposed Restructuring indicates that it should facilitate the emergence of Frontier and its New York subsidiaries from bankruptcy with substantially less debt and increased financial stability. Frontier's enhanced financial position should allow for the Company's continued operations, with the Frontier subsidiaries able to provide their services in New York without interruption. Consequently, the Restructuring should enhance Frontier's competitive presence in the New York telecommunications market.

Regarding market power, although Frontier asserts that

⁹ See, e.g., Case 93-C-0103, Petition of Rochester Telephone Corporation, Opinion 94-25, Opinion and Order Approving Joint Stipulation and Agreement (issued November 10, 1994); Cases 93-C-0103, et al., supra, Order Approving Proposed Modification to the Open Market Plan (issued October 16, 1998); Case 99-C-0530, Joint Petition of Global Crossing, Ltd. And Frontier Corporation, Order Approving Petition (issued December 1, 1999); Cases 93-C-0103, et al., supra, Opinion No. 00-4 (issued March 30, 2000); Cases 03-C-0103, et al., supra, Order Modifying Open Market Plan (issued October 18, 2000); Case 00-C-1415, Joint Petition of Global Crossing Ltd. and Citizens Communications Company, Order Approving Transaction With Conditions (issued May 11, 2001); Case 08-C-1140, Frontier Telephone of Rochester, Inc.'s Petition, Order Adopting Joint Stipulation And Agreement (issued October 17, 2008).

because the Restructuring will enable Frontier to offer higher-quality and more robust products, thus enhancing competition and forcing other providers to improve their services and prices, Department Staff inquired as to whether any of the newly formed upstream holding entities in Frontier's post-Restructuring Organization would have controlling (or significant) interests in any telecommunications providers and/or internet service providers that do business in New York State.¹⁰ As no single Senior Noteholder will hold a 10% or greater direct or indirect interest in Reorganized Frontier, and these entities do not hold a significant interest in other New York telecommunications or internet service providers, there is no market power concern created by the proposed transactions.

Turning to service quality, as indicated above, even before the instant restructuring was being contemplated, Staff raised concerns regarding the Company's service quality in discrete COEs. As Frontier notes, its improved financial capacity post-Restructuring should allow it to focus on improvements to the service quality. In its Supplemental Filing, Frontier commits to invest an incremental \$9 million in capital improvements in certain of its New York operating companies. In that filing, Frontier, in consultation with Staff, identified 24 COEs that warrant additional service quality enhancements - Ausable Forks, Blue Mountain Lake, Canandaigua, Chester, East Rochester/Pittsford, Fort Plain, Georgetown, Gloversville, Goshen, Highland Mills, Keeseville, Lake Luzerne, Maybrook, Middletown, Monroe, Montgomery, Naples, Norwich, Paul Smiths, Port Jervis, Saint Johnsville, Unadilla, Walton, and Wells. As part of its Supplemental Filing, Frontier

¹⁰ See, Frontier response to questions 2 and 3 of Staff Information Request No. DPS-OT-01.

specifically commits to taking the following measures to address service quality concerns in these discrete COEs:

1. To develop and file an action plan within 90 days of the Commission's approval of the Restructuring, which plan will address specific measures and projects to be completed by Frontier in the 24 COEs and how these will enhance service quality and network reliability.
2. To devote \$9 million in incremental capital expenditures over a three-year period, commencing in calendar year 2021, to these 24 COEs.
3. To file reports with the Commission on a quarterly basis highlighting the measures and projects that have been undertaken in the previous quarter, and anticipated plans for the subsequent quarter. Additionally, as part of this quarterly report, Frontier will also report the monthly customer trouble report rate (CTRR) and monthly total trouble tickets for each of the 24 COEs, and percent out-of-service over 24 hours (OOS>24) for all of Frontier's New York COEs, as defined and measured in Title 16 NYCRR Part 603 of the Commission's Service Standards and the Department's Uniform Measurement Guidelines. Frontier also will continue monthly CTRR reporting for all New York COEs as required under the ongoing Open Market Plan.
4. Commencing in the calendar quarter that begins at least 180 days after the Commission's approval of the Restructuring and ending eight quarters later, Frontier will achieve or exceed the following two Targets for the 24 identified COEs: (a) a customer trouble report rate Target of 3.3 per 100 access lines in 90% of the 24 identified COEs' results per quarter (24 monthly results x 3 months 72 quarterly results), and (b) restore out-of-service troubles to meet the OOS>24 Target in aggregate for the 24 COE per quarter. The OOS>24 Target for the first four calendar quarters shall be the average percent out-of-service over 24 hours across the 24 central office entities for the four quarters ending June 2020, plus a five percentage point improvement (for example, given a hypothetical four-quarter average of 30% out-of-service over 24 hours, the OOS>24 Target would be 25%). The OOS>24 Target

for the second four quarters shall be a five-percentage point improvement over the OOS>24 Target for the first four quarters. Although performance will be measured as an average across the 24 COEs, Frontier will work with Department Staff to ensure improved performance in the lowest performing entities. To that end, Frontier will meet with Department Staff within 10 business days of each quarterly filing to discuss overall performance as well as individual COE performance.

5. Should Frontier's quarterly results not meet the CTRR Target or the OOS>24 Target in a given quarter, Frontier will, within 20 business days of the filing of the quarterly report, present a remedial plan to Department Staff. Should Frontier's quarterly results not meet the CTRR Target and/or OOS>24 Target for two consecutive calendar quarters, Frontier will invest an additional \$100,000 in capital investment and/or operating expense to be expended over the subsequent two calendar quarters. These expenditures will be targeted at the COEs that did not achieve a CTRR of at least 3.3 and/or the OOS>24 Target. Frontier will, within 20 business days of the filing of the quarterly report, provide a plan describing how the additional capital investment and/or operating expense will improve service quality and network reliability.

Service quality and network reliability are of fundamental concern and a transaction of this size could have an impact of those initiatives. Therefore, any approval here must also consider the proposed transaction in the context of these fundamental concerns. As indicated, Staff worked with the Company to identify areas in need of targeted improvements and incentives and the Commission agrees that these 24 COEs are most in need. Moreover, Frontier is committing to an improved average CTRR performance across these entities to a level above the Commission's standard for this metric, and improved OOS>24 hours performance that is expected to meet the Commission's

standard for this metric. The Commission notes that the service quality requirements under the OMP are measured on a company wide basis. The commitment here, targeted to 24 discrete COEs, is expected to provide much needed improvement in the quality of service delivered to customers in these areas, but is not expected to negatively impact the remaining areas in the Company's service territory. Frontier has also committed to provide an incremental investment above its initial \$9 million investment in the event these performance levels are not achieved.

The Commission appreciates Frontier's commitments, however, given the significance of Frontier's service quality in these COEs, improvements must be monitored very closely. Therefore, the Commission will require Frontier to file the 90-day action plan, which will be subject to Commission approval, with the Secretary to the Commission. Because the Company will be regularly reporting on its progress and working with Staff to ensure that the investments are targeted to maximize improvements, the proposal is expected to result in service quality improvements in each of the 24 COEs to levels that the both the Commission expects and consumers deserve.

Frontier's proposal is expected to achieve the proposed Targets beginning in the quarter that starts at least 180 days after the issuance of this Order, or the incentive provisions will be triggered. As the proposal does not specify a starting point, the Commission will therefore require that these Targets and incentive provisions become effective starting with the quarter that begins on July 1, 2021, through the next eight quarters, ending with the quarter ending June 30, 2023. Frontier commits to filing a remedial plan if it does not achieve either or both Targets in any given quarter; such remedial plans, if necessary, shall also be filed with the

Secretary to the Commission and be subject to Department Staff review and acceptance.

Frontier's commitment to invest an incremental \$9 million in capital improvements to certain of its New York COEs should help ensure that the Company's expected improved financial capacity post-Restructuring will result in improved service and network reliability in New York. The proposed capital investments and associated Targets and incentives are warranted, and the Commission will therefore require them as a condition of our approval of the Restructuring.

The Commission reiterates, that nothing in this Order shall preclude the Commission from any remedies or rights it may have under the Public Service Law, including but not limited to matters related to storm events and outages.

CONCLUSION

Based on the representations in the Joint Petition and Supplemental Filing, the Commission finds the proposed corporate Restructuring is in the public interest; therefore, the Commission grants the approval of the Restructuring pursuant to PSL §§ 99, 100 and 222, subject to the conditions described above.

The Commission orders:

1. The Petition of Frontier Communications Corporation (Frontier), and subsidiaries Frontier Telephone of Rochester, Inc., Frontier Communications of Seneca-Gorham, Inc., Ogden Telephone Company, Frontier Communications of Sylvan Lake, Inc., Frontier Communications of New York, Inc., Citizens Telecommunications Company of New York, Inc., Frontier Communications of Ausable Valley, Inc., Frontier Communications of Rochester, Inc., and Frontier Communications of America Inc.

(collectively, the Petitioners) for the proposed restructuring of Frontier is approved pursuant to Public Service Law §§ 99, 100, and 222, subject to the discussion in the body of this Order, and upon receipt by the Commission of certification by Frontier that the Petitioners unconditionally accept and agree to comply with the commitments set forth in this Order. Such certification shall be submitted within seven (7) business days of the issuance of this Order. If the Petitioners do not unconditionally accept within seven (7) business days of the issuance of this Order, this Order shall constitute a denial of the Joint Petition.

2. Within 30 days after final execution of the approved transactions, Frontier shall inform the Secretary to the Commission in writing that the restructuring is complete. If the restructuring is not completed within one year after the issuance of the Order, the Commission's authorization shall be deemed rescinded.

3. No costs associated with the restructuring will be allocated to Frontier Communications Corporation's New York Incumbent Local Exchange Companies.

4. Frontier shall invest \$9 million in incremental capital expenditures over a three-year period, commencing in calendar year 2021, to the areas that encompass the 24 central office entities discussed in the body of this Order.

5. Within 90 days of the issue date of this Order, Frontier shall file, an action plan with the Secretary to the Commission, subject to Commission approval, which will address specific measures and projects to be completed by Frontier in the 24 central office entities and how these will enhance service quality and network reliability.

6. Beginning with the first quarter of 2021, Frontier shall file reports with the Secretary to the Commission

on a quarterly basis and through the subsequent 12 quarters, highlighting the measures and projects that have been undertaken in the previous quarter, and anticipated plans for the subsequent quarter. As part of this quarterly report, Frontier shall include the monthly customer trouble report rate (CTRR), monthly total trouble tickets, and percent out-of-service over 24 hours (OOS>24) for all of Frontier's New York central office entities, pursuant to the Commission's Service Standards and the Uniform Measurement Guidelines. Additionally, the quarterly report shall include the monthly data and results for the CTRR Target and OOS>24 Target for each of the 24 central office entities as discussed in the body of this Order. These quarterly reports shall be filed within 10 business days of the end of each quarter. Frontier shall also continue monthly CTRR reporting for all New York central office.

7. Commencing with the calendar quarter that begins July 1, 2021, and ending with the quarter that ends June 30, 2023, Frontier shall, within 20 business days of the filing of the quarterly report, present a remedial plan to Department Staff for its review and acceptance, if it does not achieve a CTRR Target of 3.3 per 100 access lines in 90% of the 24 identified central office entity results per quarter or does not restore out-of-service troubles to meet the OOS>24 Target discussed in the body of this Order.

8. Commencing with the calendar quarter that begins July 1, 2021, and ending with the quarter that ends June 30, 2023, Frontier shall, within 20 business days of the filing of the quarterly report, file a plan with the Secretary to the Commission, subject to Department Staff's review and acceptance, describing how an additional \$100,000 in capital investment and/or operating expense will be expended over the subsequent two calendar quarters if it does not achieve a customer trouble

report rate Target of 3.3 per 100 access lines in 90% of the 24 identified central office entities' results per quarter or does not restore out-of-service troubles to meet the OOS>24 Target for two consecutive calendar quarters, as discussed in the body of this Order.

9. The Secretary may, in her sole discretion, extend the deadlines set forth in this Order, provided the request for such extension is in writing, must include a justification for the extension, and must be filed at least one day prior to any affected deadline.

10. This proceeding is continued.

By the Commission,

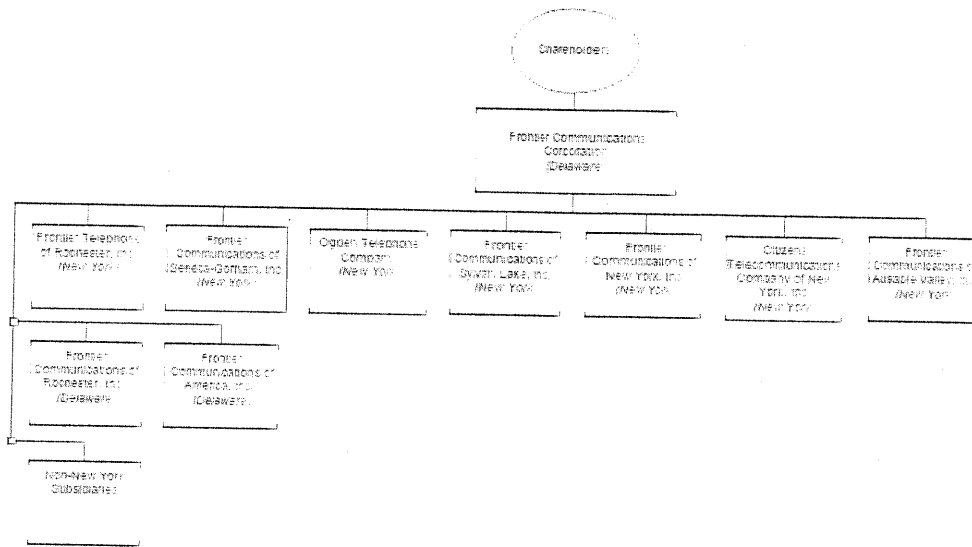
(SIGNED)

MICHELLE L. PHILLIPS
Secretary

APPENDIX A

Frontier Pre-Restructuring Structure

Existing Frontier Corporate Ownership and Organizational Structure

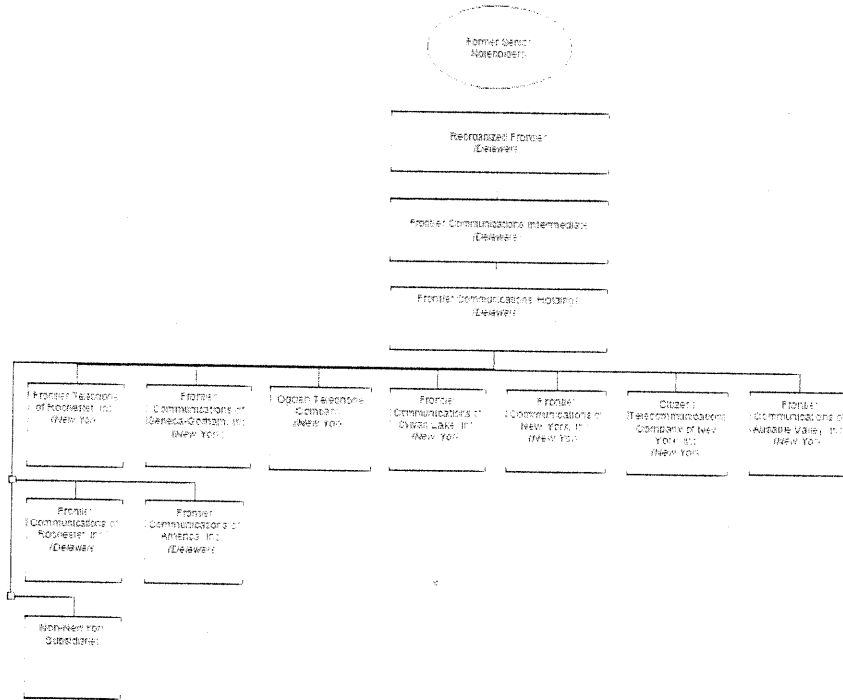


* Unlicensed (non-regulated) subsidiaries of entity not depicted

APPENDIX A
(cont'd)

Frontier Post-Restructuring Structure

Post-Restructuring Corporate Ownership and Organizational Structure



* Unlicensed non-regulated subsidiaries of entities not depicted.

Utah

June 24, 2020

Phillip J. Russell
JAMES DODGE RUSSELL & STEPHENS
10 West Broadway, Suite 400
Salt Lake City, UT 84101

Re: Docket Nos. 20-2218-01, 20-041-02 and 20-050-02, *Application for Acknowledgement of a Transfer of Control Associated with the Joint Chapter 11 Plan of Reorganization of Frontier Communications Corporation and its Subsidiaries, Including Certain Financing and Security Arrangements*

Dear Mr. Russell,

The Public Service Commission (PSC) has reviewed the Application for Acknowledgement of a Transfer of Control Associated with the Joint Chapter 11 Plan of Reorganization of Frontier Communications Corporation and its Subsidiaries, Including Certain Financing and Security Arrangements ("Application") that Frontier Communications Corporation, Citizens Telecommunications Company of Utah, Navajo Communications Co., Inc., and Frontier Communications of America, Inc. (collectively "Frontier") filed on May 22, 2020. The PSC has also reviewed the Division of Public Utilities' (DPU) comments, filed June 9, 2020.

The Application identifies a proposed plan of reorganization that is addressed in a Joint Chapter 11 bankruptcy filing pending in the United States District Court for the Southern District of New York. The Application sets forth that PSC approval of the plan of reorganization is not required. However, Frontier states it wishes to provide notice to the PSC of the bankruptcy filing and the proposed plan of reorganization and provide an opportunity for the PSC to inquire about the proposed plan of reorganization and how it may affect Frontier's operations in Utah. Frontier requests that the Application be adjudicated informally pursuant to Utah Code Ann. § 63G-4-203 and Utah Admin. Code R746-110.

DPU states the public interest will be promoted by acknowledgement of the reorganization/transfer of control. In addition, DPU requests the matter be adjudicated informally under Utah Admin. Code R746-110-1. The DPU's comments do not address whether PSC approval of the reorganization/transfer of control is required and no other party filed comments.

No party has identified a legal requirement for the PSC to approve this transaction, and no party has requested a declaratory ruling on the issue under Utah Admin. Code R746-101-1, *et seq.* Accordingly, the PSC acknowledges the filing of the Application and gives notice it will take no further action in this docket unless a party files a request for the PSC to take action within 10 days of this acknowledgement letter, and explains the legal basis on which the PSC may or should act.

Sincerely,

/s/ Gary L. Widerburg

PSC Secretary

DW#314376

Texas

DOCKET NO. 51232

APPLICATION OF FRONTIER	§	PUBLIC UTILITY COMMISSION
SOUTHWEST INCORPORATED DBA	§	
FRONTIER COMMUNICATIONS OF	§	OF TEXAS
TEXAS TO AMEND ITS	§	
CERTIFICATES OF OPERATING	§	
AUTHORITY	§	

NOTICE OF APPROVAL

This Notice of Approval addresses the application of Frontier Southwest Incorporated dba Frontier Communications of Texas (Frontier Southwest) to amend certificates of operating authority (COA) numbers 50028 and 50039. The Commission amends COA numbers 50028 and 50039 to reflect a corporate restructuring.

I. Findings of Fact

The Commission makes the following findings of fact.

Applicants

1. Frontier Southwest is a Delaware corporation registered with the Texas secretary of state under file number 525106.
2. Frontier Southwest is authorized to provide facilities-based, data and resale services under COA numbers 50028 and 50039.
3. Frontier Southwest is a wholly-owned subsidiary of Frontier Communications Corporation (Frontier).

Application

4. On August 31, 2020, Frontier Southwest filed an application to amend COA numbers 50028 and 50039 to reflect a corporate restructuring.
5. Frontier Southwest filed supplemental information on September 3 and 14, 2020.
6. Frontier and its direct and indirect subsidiaries, including Frontier Southwest, filed for bankruptcy relief under chapter 11, title 11, United States Code. The application indicates that the resulting corporate reorganization will not impact the current operations of Frontier Southwest or the COAs currently owned and controlled by Frontier Southwest.

7. Frontier Southwest submitted its application in a Commission-approved format, verified by oath or affirmation, and signed by Allison M. Ellis, officer of Frontier Southwest.
8. In Order No. 3 filed on October 23, 2020, the administrative law judge (ALJ) found the application administratively complete.

Notice

9. On October 8, 2020, Frontier Southwest filed an affidavit attesting that notice was provided to the Commission on State Emergency Communications and that no 9-1-1 entities are affected by the application.
10. In Order No. 3 filed on October 23, 2020, the ALJ found notice sufficient.

Eligibility

11. This amendment will not cause any changes to the applicant's eligibility for an COA.

Financial Qualifications

12. Frontier Southwest's application provides an unaudited balance sheet and an affidavit from an executive officer attesting to its accuracy.

Compliance History

13. Neither the applicant, nor any of its officers or principals are currently under investigation, nor have they been penalized by the attorney general or any state or federal regulatory authority for violation of any securities, deceptive trade, or consumer protection laws or regulations in the 60 months preceding the filing of the application.
14. Although the applicant is currently the subject of chapter 11 bankruptcy proceedings, the applicant remains capable of meeting all financial requirements for operating under its COAs.

Technical Qualifications

15. This amendment does not result in a change to the technical requirements of Frontier Southwest.

Service Quality

16. This amendment will not cause any changes to Frontier Southwest's ability to meet service quality standards.

17. This amendment will not cause any changes to the Frontier Southwest's ability to meet all customer protection requirements.

Complaint History

18. The Commission database did not reveal any ongoing investigations against Frontier Southwest.
19. The Commission database did not reveal any penalties assessed to Frontier Southwest.

Certificate Name

20. This amendment does not result in a change to the name on COA numbers 50028¹ and 50039.²

Informal Disposition

21. More than 15 days have passed since the completion of notice provided in this docket.
22. No person filed a protest or motion to intervene.
23. Frontier Southwest and Commission Staff are the only parties to this proceeding.
24. No party requested a hearing and no hearing is needed.
25. Commission Staff recommended approval of the application, as supplemented.
26. This decision is not adverse to any party.

II. Conclusions of Law

1. The Commission has authority over the application under PURA³ §§ 54.151 through 54.159.
2. The application meets the requirements of 16 Texas Administrative Code (TAC) § 26.111 for an amendment to its COAs to reflect a corporate restructuring.

¹ Application of Frontier Southwest Incorporated dba Frontier Communications of Texas for an Amendment to a Certificate of Operating Authority, Docket No. 45933, Notice of Approval (Jun. 29, 2016).

² Application of Frontier Southwest Incorporated dba Frontier Communications of Texas for a Certificate of Operating Authority and to Rescind a Certificate of Convenience and Necessity, Docket No. 47681, Order (Dec. 14, 2017).

³ Public Utility Regulatory Act, Tex. Util. Code §§ 11.001-66.016.

3. Frontier Southwest provided the information required and meets the requirements for approval of the application under 16 TAC § 26.111.
4. Notice of the application was provided as required by 16 TAC § 26.111(i)(4).
5. The requirements for informal disposition under 16 TAC § 22.35 have been met in this proceeding.

III. Ordering Paragraphs

In accordance with these findings of fact and conclusions of law, the Commission issues the following orders.

1. The Commission amends COA numbers 50028 and 50039 to reflect a corporate restructuring.
2. Frontier Southwest must maintain compliance with the requirements of 16 TAC § 26.111.
3. The Commission denies all other motions and any other requests for general or specific relief, if not expressly granted.

Signed at Austin, Texas the 30th day of October 2020.

PUBLIC UTILITY COMMISSION OF TEXAS



STEVEN LEARY
ADMINISTRATIVE LAW JUDGE

VERIFICATION

I, Allison Ellis, Senior Vice President, Regulatory Affairs of Frontier Communications Corporation, hereby state that the facts above set forth are true and correct to the best of my knowledge, information and belief and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).



Allison Ellis
Senior Vice President
Regulatory Affairs
Frontier Communications Corporation

Dated: November 17, 2020