

COMMONWEALTH OF PENNSYLVANIA



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November 27, 2024

Via Electronic Filing

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street
Harrisburg, PA 17120

Re: Joint Application of Frontier
Communications, Verizon Communications,
et al; Docket Nos. A-2024-3051925,
A-2024-3051926, A-2024-3051927,
A-2024-3051929, A-2024-3051931,
A-2024-3051932, A-2024-3051933,
A-2024-3051934, A-2024-3051935,
A-2024-3051936

Dear Secretary Chiavetta:

Attached for electronic filing please find the Office of Consumer Advocate's Protest and Public Statement in the captioned proceeding.

Copies have been served on the parties as indicated on the enclosed Certificate of Service.

Respectfully submitted,

/s/ Barrett C. Sheridan
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Enclosures

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Certificate of Service

SERVICE BY E-MAIL ONLY

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Dated: November 27, 2024

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BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

Joint Application of Frontier	:	
Communications Parent, Inc.,	:	Docket Nos. A-2024-3051925
Commonwealth Telephone Enterprises	:	A-2024-3051926
LLC, Commonwealth Telephone Company	:	A-2024-3051927
LLC d/b/a Frontier Communications	:	A-2024-3051929
Commonwealth Telephone Company,	:	A-2024-3051931
Frontier Communications of Breezewood,	:	A-2024-3051932
LLC, Frontier Communications of Canton,	:	A-2024-3051933
LLC, Frontier Communications of	:	A-2024-3051934
Lakewood, LLC, Frontier Communications	:	A-2024-3051935
of Oswayo River LLC, Frontier	:	A-2024-3051936
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,	:	
Frontier Communications of America, Inc.	:	
And Verizon Communications Inc., France	:	
Merger Sub Inc., For any Approvals	:	
Required Under the Public Utility Code for	:	
a Transfer of Control of Frontier	:	
Communications Parent, Inc. and its	:	
Pennsylvania subsidiaries to Verizon	:	
Communications Inc.	:	
	:	

PROTEST OF THE
OFFICE OF CONSUMER ADVOCATE

The Office of Consumer Advocate (OCA) files this Protest in the above-captioned Application proceeding pursuant to the regulations of the Pennsylvania Public Utility Commission (PUC or Commission), 52 Pa. Code §§ 5.51-5.53, and Chapters 11, 13, 15, 19, and 30 of the Public Utility Code. The parties to the Application (Applicants) include: Frontier Communications Parent, Inc. (Frontier), Verizon Communications Inc. (Verizon), and France Merger Sub Inc.

(Merger Sub). The Applicants also include the following subsidiaries of Frontier that operate within the Commonwealth (collectively, the Frontier Pennsylvania Operating Subsidiaries):

- Commonwealth Telephone Enterprises LLC,
- Commonwealth Telephone Company LLC d/b/a Frontier Communications Commonwealth Telephone Company (Frontier Commonwealth),
- Frontier Communications of Breezewood, LLC (Frontier Breezewood),
- Frontier Communications of Canton, LLC (Frontier Canton),
- Frontier Communications of Oswayo River LLC (Frontier Oswayo);
- Frontier Communications of Pennsylvania, LLC (Frontier PA),
- Citizens Telecommunications Company of New York, Inc. (Citizens NY),
- CTSI, LLC d/b/a Frontier Communications CTSI, LLC (Frontier CTSI),
- CTE Telecom, LLC, d/b/a Frontier Communications CTE Telecom Company (Frontier CTE), and
- Frontier Communications of America, Inc. (FCA).

The Applicants request that the Commission grant authority, approvals, and any necessary certificates of public convenience pursuant to Sections 1102 and 1103 of the Public Utility Code and related Commission regulations and statement of policy to allow the Applicants to undertake the proposed transfer of control of Frontier Communications and its Pennsylvania subsidiaries to Verizon Communications, through the Merger Sub vehicle.

I. Overview of the Proposed Transaction

Verizon is the parent company of operating subsidiaries certificated by the Commission. Frontier is the parent company of operating subsidiaries certificated by the Commission, including the Frontier Pennsylvania Operating Subsidiaries. The Applicants propose that Verizon acquire

100% ownership of Frontier, a change of control that the Applicants describe as a parent-level transaction. As a result, the Frontier Pennsylvania Operating Subsidiaries (and other Frontier subsidiaries not located in Pennsylvania) would become wholly-owned indirect subsidiaries of Verizon. App. ¶ 1.

The Frontier Pennsylvania Operating Subsidiaries include seven certificated incumbent local exchange carriers (ILECs), including Frontier Commonwealth, Frontier Breezewood, Frontier Canton, Frontier Lakewood, Frontier Oswayo, Frontier Pennsylvania, and Citizens NY (Frontier ILECs). Except for Citizens NY, the Frontier ILECs are subject to Chapter 30 Plan regulation, pursuant to 66 Pa.C.S. § 3014. Citizens NY provides service in two exchanges, with the central office located in New York state. These Frontier ILECs provide service to customers and the public in all or parts of: Berks, Bedford, Bradford, Bucks, Chester, Columbia, Dauphin, Fulton, Lackawanna, Lancaster, Lehigh, Lycoming, Luzerne, McKean, Monroe, Montgomery, Northampton, Potter, Schuylkill, Sullivan, Susquehanna, Tioga, Wyoming, and York Counties. *See, App., Exh. B.*

The Frontier Pennsylvania Operating Subsidiaries also include one competitive local exchange carrier (CLEC) – CTSI, with roughly 15,000 lines (copper or fiber), in the Scranton and Wilkes-Barre areas. App. ¶ 95. Frontier CTE and FCA are separately certificated by the Commission as interexchange carriers (IXCs). Frontier and FCA are authorized to provide intrastate interexchange (long distance) service.

Commonwealth Telephone Enterprises LLC is a holding company within the Frontier corporate organization in Pennsylvania.

As a corporate parent and an Applicant, Verizon states that it does not itself offer services in Pennsylvania. App. ¶ 10. Verizon notes that it is the ultimate parent of several regulated

operating subsidiaries in Pennsylvania (“Verizon Pennsylvania Operating Subsidiaries”). The Verizon Pennsylvania Operating Subsidiaries include two certificated telecommunication utilities or ILECs in Pennsylvania: Verizon Pennsylvania LLC (Verizon PA) and Verizon North LLC (Verizon North) (Verizon ILECs). The Verizon ILECs are subject to Chapter 30 Plan regulation, pursuant to 66 Pa.C.S. § 3014. The combined ILEC service areas of Verizon PA and Verizon North include portions of every Pennsylvania county, except Sullivan and Union. *See*, App., Exh. B.

The Verizon Pennsylvania Operating Subsidiaries also include two certificated CLECs and two interexchange carriers. App. ¶¶ 10, 94.

The Application also references Verizon’s unregulated operations and services in Pennsylvania, such as Verizon Wireless and Verizon Fios. App. ¶ 10, 42, 71, 76, 77.

II. The OCA’s Protest

The OCA files this Protest to ensure that the Application is approved only if: (1) it is found to provide substantial affirmative public benefits pursuant to Sections 1102/1103(a) of the Public Utility Code, as interpreted by the Pennsylvania Supreme Court in *City of York v. Pa. Pub. Util. Comm’n*, 295 A.2d 825, 828 (Pa. Cmwlth. Ct. 1972) (*City of York*) and *Popowsky v. Pa. Pub. Util. Comm’n*, 937 A.2d 1040, 1054-57 (Pa. 2007) (*Popowsky*); and (2) otherwise meets all legal requirements of the Public Utility Code, applicable Commission rules and regulations, and Pennsylvania law.

In support of this Protest, the OCA avers as follows:

1. The name and contact information of the individual filing this Protest is as follows:

Patrick M. Cicero, Consumer Advocate
Office of Consumer Advocate
555 Walnut Street, 5th Floor, Forum Place
Harrisburg, PA 17101-1923

2. The names and contact information of the Consumer Advocate’s attorneys for receiving service of all documents in this proceeding are

Barrett C. Sheridan, Assistant Consumer Advocate
Ryan Morden, Assistant Consumer Advocate
Katherine “Katie” Kennedy, Assistant Consumer Advocate
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2. The Consumer Advocate is authorized by law to represent the interests of utility consumers in all proceedings before the Commission. 71 P.S. §§ 309-1, *et seq.*

3. The Application must be examined pursuant to Chapters 11, 13, 15, 19, and 30 of the Public Utility Code.

4. Section 1102 of the Public Utility Code requires that the Commission issue a Certificate of Public Convenience as a legal prerequisite to offering service, abandoning service and certain property transfers by public utilities or their affiliated interests. 66 Pa.C.S. § 1102. Section 1102(a)(3) specifically requires a Certificate to be issued for a public utility to transfer its stock, by way of merger, sale or otherwise, to any person or corporation, when such merger or sale results in the transfer of the title, possession or use of property used in public utility service. 66 Pa.C.S. § 1102(a)(3); *see also* 52 Pa. Code §69.901.

5. The Code requires that a certificate shall only be granted upon findings that the granting of such certificate is “necessary or proper for the service, accommodation, convenience or safety of the public.” 66 Pa.C.S. § 1103(a). The Supreme Court has construed this section of the Code as requiring a finding that a proposed merger will affirmatively benefit the public and

specifically will “affirmatively promote the ‘service, accommodation, convenience or safety of the public’ in some substantial way.” *City of York, supra; Popowsky, supra.*

6. Section 1103 of the Public Utility Code also allows the Commission to impose conditions upon the issuance of a Certificate of Public Convenience. Section 1103(a) of the Code provides: “The Commission, in granting such a certificate, may impose such conditions as it may deem to be just and reasonable.” 66 Pa.C.S. § 1103(a). The OCA submits that the Commission may wish to consider the imposition of conditions in order to ensure that the public interest standard is met.

7. Further, Section 3019(b) reserves the Commission’s power “[t]o condition the sale, merger, acquisition or other transaction required to be approved under section 1102(a)(3) ... of a local exchange telecommunications company or any facilities used to provide telecommunications services to ensure there is no reduction in the advanced service or broadband deployment obligations for the affected property or facilities.” 66 Pa.C.S. § 3019(b)(4). Section 3014(b)(2) describes the obligations of Frontier Commonwealth, Frontier Breezewood, Frontier Canton, Frontier Lakewood, Frontier Oswayo, and Frontier Pennsylvania, as well as Verizon Pennsylvania and Verizon North under their respective Chapter 30 plans to make broadband service, meeting at least the Section 3012 minimum definition, universally available to 100% of its retail access lines in its distribution network. 66 Pa.C.S. §§ 3012, 3014(b)(2).

8. Section 3011 describes the Commonwealth’s policy goals which include preservation of affordable, universally available local telephone service and encouragement of deployment of broadband networks and increased availability of advanced and broadband services, to improve the quality of life for all Commonwealth residents. 66 Pa.C.S. § 3011(1)-(8), (12).

9. As certificated incumbent local exchange carriers, the seven Frontier ILECs and two Verizon ILECs in Pennsylvania have a “carrier of last resort” (COLR) obligation to offer voice telephone utility service under Section 1501 of the Public Utility Code. 66 Pa.C.S. § 1501. The Application acknowledges that the Frontier ILECs and Verizon ILECs are also designated by the Commission, pursuant to federal law, as “eligible telecommunications carriers” (ETCs). App. ¶¶ 119.

10. Given that the request for approval of the proposed acquisition and merger will substantially affect the interests of consumers served by the Frontier Pennsylvania Operating Subsidiaries and Verizon Pennsylvania Operating Subsidiaries, the Commission must “consistent with its other statutory responsibilities, take such action with due consideration to the interests of consumers.” 71 P.S. § 309-5.

11. The Application raises a number of important issues that must be resolved by the Commission before granting approval of this acquisition and merger of the Frontier Communications and all Pennsylvania affiliates into Verizon Communications and the issuance of Certificates of Public Convenience in this matter. The OCA submits that the Application and proposals of the Applicants, as filed, may not support a conclusion that the acquisition and merger will provide substantial, affirmative benefits to the public and will affirmatively promote the service, accommodation, convenience or safety of the public in some substantial way.

12. Preliminarily, the OCA has identified the following areas that require further consideration by the Commission and must be resolved prior to Commission approval of this merger. The Application lists a variety of “Public Interest Considerations.” App. ¶¶ 35-97. However, the Application does not necessarily demonstrate that this acquisition and change of control will provide substantial, affirmative ratepayer and consumer public benefits in accordance

with Pennsylvania law. The request for Sections 1102 and 1103 approval should not be granted unless and until the Applicants can demonstrate that substantial affirmative public benefits will be achieved as a result the acquisition and change of control.

(a) The Application cites the financial standing and expertise of Verizon Communications as available to “optimize Frontier networks...” and so “deliver better service, increase value, and offer more choice to current Frontier customers.” App. ¶¶ 36, 47-48. In contrast, the Application casts doubt on the ability of Frontier Communications to finance and complete the public goals of Frontier Communications’ national “fiber-first strategy.” App. ¶¶ 37-39, 49.

The OCA notes the claim of Verizon Communications’ financial fitness relative to Frontier Communications is stated in broad terms and requires further investigation and evidentiary support.

Conversely, the Application does not describe whether or how Verizon Communications will recover the costs of the acquisition of Frontier Communications or the costs of implementation of the proposed integration and network improvements. The Application simply states “there are no plans to change” the tariffs of the Frontier Operating Subsidiaries in connection with the proposed transaction. App. ¶ 112.

The financial impact of Verizon Communications’ acquisition of Frontier Communications on Pennsylvania consumers and rates for services requires further investigation and review.

(b) Verizon Communications states that eligible Frontier Communications customers will have access to Verizon’s “voluntary, nationwide low-income pricing option” to improve the affordability of home internet services for eligible customers – the Verizon Forward

service. Verizon Forward includes a Fios option or a 5G Home / LTE Home option. App. ¶¶ 70-72.

The OCA submits that more investigation is needed to understand whether and how present Frontier consumers in Pennsylvania would – post-transaction – be eligible and have access to the necessary type of Verizon service connection (Fios or fixed wireless) to obtain this low-cost home internet service.

Further, the Application is silent as to whether and how the affordability of voice services needed by all Frontier and Verizon ILEC customers will be protected, post-transaction. The Application’s claim of public benefit with respect to affordability requires more evidence and investigation.

(c) Verizon Communications states in the Application that, after close of the transaction, it “will conduct an in-depth audit of Frontier’s fiber and copper networks and will implement some or all of the measures described” in the Application “as needed to align, to the extent necessary, the networks with Verizon’s standards...” App. ¶ 65. The Application suggests this will benefit Frontier customers in Pennsylvania.

While this Application statement is specific to Pennsylvania and the Frontier copper and fiber networks that provide critical voice service and/or broadband connections, the particular start and end time of the Verizon Communications audit is unspecified. Further, the Verizon statement leaves open the possibility that Verizon will implement at most “some” of the measures identified by the in-depth network audit. The OCA submits that more information and investigation is necessary, to determine whether this Application term reflects a substantial, affirmative benefit for the to-be acquired Frontier customers and the public.

(d) The Application describes broad and general goals to increase the number of fiber-to-the-premise connections in the Frontier Communications footprint -- unless Frontier Communications has achieved that goal prior to closing of Verizon's acquisition. App. ¶ 49.

This is another example of the Application's claim of public benefit that requires further investigation and development, to understand whether and what benefit will accrue to Pennsylvania consumers and the public.

(e) The Application cites the integration at the national level of Frontier Communications' fiber network into Verizon's, expanding the delivery of premium broadband services, such as Verizon Fios as a public benefit. Verizon Communications predicts that "Frontier's consumer fiber network can be immediately and seamlessly integrated upon closing..." with the Verizon Fios network. App. ¶¶ 45-46, 97.

The OCA submits that the Application's aspirational claims of public benefit at the national level requires further investigation and information, to ascertain whether and when the claim might be realized and provide an affirmative benefit to Pennsylvania consumers and the public.

(f) The Application broadly describes Verizon Communications' use of tools and technology to monitor its voice and broadband networks for interruptions or outages. The Application states Verizon will use or deploy the same tools and technology to improve Frontier's network reliability. App. ¶¶ 51-54, 58-60.

The OCA submits further investigation is required, to determine whether these particular Verizon tools and technology perform as described and so provide reliability in the Verizon ILEC Pennsylvania networks. Further investigation is also necessary to understand whether there are known barriers or obstacles that might preclude or delay Verizon Communications' deployment of such tools and technologies to improve the reliability of the Frontier networks in Pennsylvania.

(g) Verizon Communications states that it will honor the settlement between the Office of Consumer Advocate, Office of Small Business Advocate, and Frontier Commonwealth, as approved by the Commission on May 9, 2024. App. ¶ 30. See, *Office of Consumer Advocate, Office of Small Business Advocate v. Commonwealth Telephone Company, LLC d/b/a Frontier Communications Telephone Company*, Docket No. C-2023-3037574, Order (May 9, 2024).

The OCA agrees that this Settlement of the OCA and OSBA Formal Complaint should be binding upon any successor to the ILEC Frontier Commonwealth.

However, the Commission should require more specific evidence of substantial affirmative public benefit to support approval of the Application, beyond this acknowledgement by Verizon Communications of Frontier Commonwealth's pre-existing legal obligation. After all, if approved, the change of control would affect residential and small business customers of the other six Frontier ILECs, who are not covered by the terms of the OCA-OSBA-Frontier Commonwealth Settlement.

13. The OCA reserves the right to raise additional issues as the case proceeds and further information is obtained from the Applicants.

WHEREFORE, the OCA respectfully requests that the Commission investigate and hold full hearings regarding the above-captioned Application. The OCA further requests that the Commission not approve this Application unless it finds that the proposed transaction: (1) the provides substantial affirmative public benefits, and (2) otherwise is in accordance with the Public Utility Code, as well as relevant regulations and Commission Orders. Additionally, the OCA requests that the Commission impose such terms and conditions upon the proposed change of control transaction as are necessary to ensure that the Application meets the requirements set forth above.

Respectfully Submitted,

/s/ Barrett C. Sheridan

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November 27, 2024

PUBLIC STATEMENT OF THE
OFFICE OF CONSUMER ADVOCATE
PURSUANT TO 71 P.S. SECTION 309-4(e)

Act 161 of the Pennsylvania General Assembly, 71 P.S. Section 309-2, as enacted July 9, 1976, authorizes the Consumer Advocate to represent the interests of consumers before the Pennsylvania Public Utility Commission (Commission). In accordance with Act 161, and for the following reasons, the Consumer Advocate determined to file a Protest and participate in this proceeding before the Commission involving the application of Frontier Communications and Verizon Communications for Commission approval pursuant to Section 1102 of the proposed acquisition by Verizon Communications of Frontier Communications, including Frontier's Pennsylvania certificated incumbent local exchange carriers (ILECs) and competitive carriers.

The Frontier ILECs provide important telephone service and access to 911 in their service territories. Frontier Commonwealth, Frontier Breezewood, Frontier Canton, Frontier Lakewood, Frontier Oswayo River, and Frontier Pennsylvania each have an obligation under Chapter 30 of the Public Utility Code to make broadband service available to their customers. Citizens Telephone of New York provides telephone service and access 911 to a small group of Pennsylvania consumers. The Frontier ILECs provide service in all or parts of Bedford, Berks, Bradford, Bucks, Centre, Chester, Columbia, Dauphin, Fulton, Lackawanna, Lancaster, Lehigh, Luzerne, Lycoming, McKean, Monroe, Northampton, Potter, Schuylkill, Sullivan, Susquehanna, Tioga, Wyoming, and York counties. The Frontier competitive affiliates are authorized to provide local or long-distance telephone services in the Verizon Pennsylvania and Verizon North service areas, as well as other parts of the Commonwealth.

The two Verizon ILECs, Verizon Pennsylvania and Verizon North, also provide important telephone service and access to 911 to their customers. The Verizon ILECs also have an obligation

under Chapter 30 of the Public Utility Code to make broadband service available to their customers. The Verizon ILECs provide local exchange and other services in the majority of Pennsylvania counties. The Verizon ILEC service territories are contiguous to each Frontier ILEC service territory, as shown in Exhibit B to the Application.

The Verizon ILECs and Frontier ILECs each have an obligation to offer telephone service as a “carrier of last resort.” Additionally, the Verizon ILECs and Frontier ILECs each have an obligation to provide adequate, safe, and reliable utility service within their respective service territories. How each ILEC provides that service, including the network technology – whether copper lines or fiber – may vary within each ILEC service area.

The Application, if approved by the Commission, would result in the expansion of Verizon Communications’ footprint to include the Frontier ILEC service territories in Pennsylvania. The Application suggests that Frontier customers in Pennsylvania will benefit from Verizon Communications’ proposed acquisition.

The Consumer Advocate has determined that it is necessary to participate in this proceeding to protect the interests of the Frontier customers, the Verizon customers, and the public. The Office of Consumer Advocate will investigate the Application, to ensure compliance with applicable statutes, regulations, and Commission orders. The Office of Consumer Advocate will seek to ensure that the proposed public benefits proposed by the Applicants are significant, realizable, and will benefit all Frontier customers, Verizon customers, and the public.