

On October 31, 2024, Frontier Communications Parent, Inc. (Frontier Parent) with its wholly-owned subsidiaries certified by the Pennsylvania Public Utility Commission (Commission) to provide regulated services in Pennsylvania (the “Frontier Pennsylvania Operating Subsidiaries”)¹ (together, “Frontier”) and Verizon Communications Inc. (Verizon) with its wholly-owned subsidiary created for the merger France Merger Sub Inc. (France Merger Sub) (collectively, the “Joint Applicants”), filed with the Commission ten applications at Docket Numbers 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, and A-2024-3051936.

The Joint Applicants seek Commission approval of a proposed parent-level transaction where Verizon will acquire 100 percent ownership of Frontier pursuant to an Agreement and Plan of Merger dated September 4, 2024. As a result of this transaction, there will be a change of control of the Frontier Pennsylvania Operating Subsidiaries, which will become wholly-owned indirect subsidiaries of Verizon. As set forth in the applications, the Joint Applicants request any required approvals pursuant to 66 Pa. C.S. § 1102(a), the Commission’s Policy Statement on parent-level mergers at 52 Pa. Code § 69.901, and the regulations at 52 Pa. Code §§ 63.321-63.325.

The Commission published notice of the applications in the Pennsylvania Bulletin on November 16, 2024, with a deadline for any protests or interventions of December 2, 2024. On November 13, 2024 the Office of Consumer Advocate (OCA) filed a Notice of Intervention and Public Statement. On November 26, 2024 the Office of Small Business Advocate (OSBA) filed a Notice of Intervention and Public Statement. On November 27, 2024 OCA filed a Protest and Public Statement. On December 2, 2024 Broad Horizons Lotowners’ Association (BHLA) filed a Protest.

¹ 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 applications were assigned to the Office of Administrative Law Judge and, on December 19, 2024, the Commission issued a Notice establishing an Initial Call-In Telephonic Prehearing Conference for Monday, January 6, 2025 at 1:30 p.m. and assigning us as Presiding Officers.

A Prehearing Conference Order was issued on December 23, 2024 establishing the procedural rules that would govern the initial prehearing conference. The Prehearing Conference Order also directed that each party shall file and serve a prehearing memorandum by Friday, January 3, 2025. We encouraged the parties to discuss and attempt to agree on a litigation schedule and any proposals for public input hearings or discovery modifications.

In response to the Prehearing Conference Order, prehearing memorandum were received from the Joint Applicants, OCA, OSBA and BHLA.

The initial prehearing conference was held as scheduled on January 6, 2025. The following counsel appeared: Suzan D. Paiva, Esquire, on behalf of Verizon; Bryce R. Beard, Esquire, on behalf of Frontier; Barrett Sheridan, Esquire, Ryan Morden, Esquire, and Katherine M. Kennedy, Esquire, on behalf of OCA; Steven C. Gray, Esquire, on behalf of OSBA; and Thomas J. Sniscak, Esquire, on behalf of BHLA.

The parties had not reached agreement on a proposed litigation schedule, the Joint Applicants' request regarding "panel testimony," or discovery modifications, in part, due to the parties' disagreement whether public input hearings should be scheduled. We advised the parties' that we would recommend scheduling three public input hearings, subject to Commissioner approval. With the benefit of that information, we directed the parties to continue working on the unresolved procedural matters and update us on their progress by Friday, January 10, 2025. The parties timely communicated their agreements and proposals, which – in addition to matters already resolved during the prehearing conference – are memorialized in the discussion below.

Consolidation

We find that the consolidation of the ten application proceedings for the purposes of discovery and hearings is appropriate and provide that directive in the ordering paragraphs below.² During the prehearing conference, the parties advised that none oppose consolidation.

Motions

Following the prehearing conference, on January 6, 2025, Ms. Paiva filed a Motion for Admission Pro Hac Vice of Michael B. Hazzard on behalf of Verizon, requesting that he be permitted to appear on behalf of Verizon in this proceeding. By Order issued January 9, 2025, the motion was granted.

Also on January 9, 2025, we granted an unopposed Motion for Protective Order filed by the Joint Applicants on January 6, 2025.

Public Input Hearings and Notice

During the prehearing conference, the OCA advised that Representatives Tina Picket and Clint Owlett requested that at least one in-person public input hearing be scheduled in this matter, in Wellsboro, Pennsylvania. In addition, the OCA requested that at least two telephonic public input hearings be scheduled, in the afternoon and evening. The Joint Applicants opposed scheduling any public input hearings, based on their representation that public input hearings are not usually scheduled for holding company level merger proceedings and because public input hearings were recently held in 2023 in the same geographic area

² The Commission or presiding officer, with or without motion, may order proceedings involving a common question of law or fact to be consolidated. The Commission or presiding officer may make orders concerning the conduct of the proceeding as may avoid unnecessary costs or delay. 52 Pa. Code § 5.81(a).

relating to a complaint case brought against Frontier Commonwealth.³ Subsequently, the OCA filed a letter stating that Representative Bryan Cutler requests that an in-person public input hearing be scheduled in the southern or southeastern portion of Lancaster County in an area served by Frontier and Verizon, such as Quarryville, Strasburg, Paradise or Providence.

Given the number of customers impacted by the proposed transaction, the legislators' requests for public input hearings, and that the referenced complaint case did not involve all of Frontier's Pennsylvania subsidiaries, we direct that public input hearings be scheduled as follows: one evening public input hearing in Wellsboro, PA; one evening public input hearing in Quarryville, PA; and two telephonic public input hearings.

In-Person	Date: Time: Location:	Monday, February 10, 2025 6:00 PM George A. Smith Middle School (Auditorium) 645 Kirkwood Pike Quarryville, PA, 17566
In-Person	Date: Time: Location:	Thursday, February 13, 2025 6:00 PM Wellsboro Fireman's Annex 21 East Avenue Wellsboro, PA 16901
Telephonic	Date: Time:	Thursday, February 20, 2025 1:00 PM and 6:00 PM

Regarding notice to customers, we directed the parties to work cooperatively on proposed content and submit an agreed-upon draft for our review. The parties complied with that request on January 17, 2025 and we returned the draft with our input on January 21, 2025.

³ *Office of Consumer Advocate, Office of Small Business Advocate v. Commonwealth Tel. Co., LLC d/b/a Frontier Commc'ns Tel. Co.*, Docket No. C-2023-3037574 (Order entered May 9, 2024) (*Frontier Complaint Case*)

The Frontier Pennsylvania Operating Subsidiaries are hereby ordered to publish notice of the date, time and registration instructions for the public input hearings in at least one newspaper of general circulation in their respective service territories, and file proof of publication with the Secretary’s Bureau. Published notice should occur approximately two to three weeks before the hearing date, and for two consecutive weeks, if possible, in consideration of necessary lead time for publication. The Frontier Pennsylvania Operating Subsidiaries are further ordered to publish notice of the public input hearings on their website(s), social media and through any other electronic means available.

Additional public input hearings will be scheduled in the Philadelphia, Pittsburgh, and Towanda or Tunkhannock areas. All parties will have the opportunity to address testimony from the public input hearings, in their own testimony. Those logistics will be determined after the venues, dates and times for the additional public input hearings are known.

Litigation Schedule

We approve the litigation schedule jointly proposed by the parties, as follows:

Direct Testimony – Joint Applicants	January 23, 2025
Public Input Hearings	Weeks of February 10 and 17, 2025 ⁴
Direct Testimony – other parties	March 6, 2025
Rebuttal – all parties	April 3, 2025
Settlement Conference (between the parties)	Week of April 14, 2025
Surrebuttal Testimony (written) – all parties	April 23, 2025
Rejoinder (outline) – Joint Applicants	April 29, 2025
Evidentiary Hearings (in-person, Harrisburg)	May 1 and 2, 2025
Main Brief	June 6, 2025
Reply Brief	June 27, 2025

⁴ The parties initially proposed the weeks of February 3 and February 10 but due to time needed to confirm venues for in-person public input hearings, the weeks were shifted to provide adequate time for notice.

We note that, as part of their efforts to reach consensus on a litigation schedule, the parties agreed among themselves on several matters, including:

“Panel” format – testimony and cross-examination. Consistent with the parties’ agreement, the Joint Applicants may choose to present their witnesses’ testimony in one document (what they refer to as “panel” format). In that event, the parties have agreed how written testimony and expert opinions will be clearly attributed to an individual witness and further have agreed that, at the evidentiary hearing, the parties may question the Joint Applicants’ witnesses separately.

Hart-Scott-Rodino filings. The Joint Applicants have agreed to provide their Hart-Scott-Rodino filings to OCA and OSBA by January 23, 2025, subject to signed protective orders being in place. Additionally, the parties agreed that the Joint Applicants will provide justification and/or legal basis for any redactions beyond privileged material.

Pre-served testimony and exhibits

The parties are reminded of the Commission’s requirements for the preparation, service, and filing of written testimony. 52 Pa. Code § 5.412. Written testimony must be accompanied by all exhibits to which it relates.

Worksheets and calculations that are used as exhibits must be provided in Excel format by email to the Administrative Law Judges and other parties within two business days of the testimony being served.

No written testimony will be admitted into evidence unless accompanied by a verification or affidavit of the witness.

All parties are directed to comply with the provisions of 52 Pa. Code § 5.243(e) which prohibits the introduction of evidence during rebuttal or surrebuttal which should have

been included in the case-in-chief or which substantially varies from the case-in-chief, unless the evidence is introduced in support of a proposed settlement.

Confidential Security Information (CSI) as defined by 35 P.S. § 2141 *et seq.* should not be transmitted by email or other electronic means. The parties are to avoid introducing CSI into the record and should develop alternative means, such as joint stipulations or redaction when proposing testimony or exhibits. If there is no other alternative to establish a material fact other than by CSI, the parties are to contact the Administrative Law Judges immediately and in advance of the evidentiary hearing.

Evidentiary hearings

The parties jointly proposed in-person evidentiary hearings based on their agreement that all counsel and witnesses will appear in person, i.e. with no telephonic option. The parties further proposed that, if they agree at a later time to convert from in-person to telephonic evidentiary hearings, they will make that request to the Presiding Officers. We accept the parties' proposal and direct that evidentiary hearings will be held in Harrisburg, with all participants appearing in person.

The evidentiary hearings will begin promptly at 10:00 a.m. The parties must confer before commencement of the hearing to schedule their witnesses to avoid "dead time".

No later than 3:00 p.m. on April 30, 2025, the Joint Applicants shall email a completed daily witness listing and cross-examination grid to the Presiding Officers. Parties shall complete the daily witness listing and cross-examination grid as developed by the Joint Applicants.

If a partial settlement is achieved, the parties should be prepared to proceed on the first scheduled day of hearing to present evidence on the non-resolved issues. In the event a full settlement is achieved, the parties should notify the Presiding ALJs as soon as possible prior to the scheduled hearings. The parties must still plan on convening as scheduled on May 1, 2025.

Friendly cross-examination or cumulative cross-examination during hearings will not be permitted. 52 Pa. Code §§ 5.76; 5.243.

After the hearing, it is the responsibility of the parties to, in a timely manner, provide their admitted testimony and exhibits to the court reporter for addition to the record. Questions regarding how to submit public versions of your testimony and exhibits should be directed to the court reporter. All materials must be clearly marked as public or confidential. All written testimony provided to the court reporter must be accompanied by a verification from the sponsoring witness(es).

Failure to timely submit admitted testimony, exhibits and verifications to the court reporter may result in those testimonies and exhibits being excluded from the record. Exclusion from the record will preclude the presiding officers from relying on the testimony and exhibits as part of their determination on the merits.

Briefs and reply briefs

The parties must comply with 52 Pa. Code §§ 5.501 and 5.502, regarding the preparation and filing of briefs, except as otherwise directed by the Presiding Officers. Briefs must include proposed findings of fact, conclusions of law and ordering paragraphs. Page limitations on briefs will be discussed on or before the last day of hearing.

Discovery Modifications

We approve the modified discovery deadlines jointly proposed by the parties. Specifically, the following modifications to the Commission's regulations regarding discovery schedule are adopted, effective Monday, January 13, 2025:

1. Answers to written interrogatories and requests for document production, entry for inspection, or other purposes shall be served in-hand within twelve (12) calendar days of service.

2. Objections to interrogatories and/or requests for production shall be communicated orally to the propounding party within five (5) calendar days of service of the interrogatories; unresolved objections shall be served in writing to the propounding party within eight (8) calendar days of service of the interrogatories and/or requests for production.

3. Motions to dismiss objections and/or direct the answering of interrogatories and/or requests for production shall be filed within five (5) calendar days of service of written objections.

4. Requests for admissions will be deemed admitted unless answered within twelve (12) calendar days or objected to within five (5) calendar days of service.

5. Any discovery or discovery-related pleadings (such as objections, motions, and answers to same) served after served after 4:30 p.m. Monday through Thursday or after 1:30 p.m. on a Friday or the day before a holiday will be deemed to have been served on the next business day for purposes of calculating the due date for any responsive filing.

The following modifications of the Commission's regulations regarding discovery schedule are adopted, effective Thursday, April 3, 2025:

1. Answers to written interrogatories and requests for document production, entry for inspection, or other purposes shall be served in-hand within seven (7) calendar days of service.

2. Objections to interrogatories and/or requests for production shall be communicated orally to the propounding party within two (2) calendar days of service of the interrogatories; unresolved objections shall be served in writing to the propounding party within three (3) calendar days of service of the interrogatories and/or requests for production.

3. Motions to dismiss objections and/or direct the answering of interrogatories and/or requests for production shall be filed within two (2) calendar days of service of written objections.

4. Requests for admissions will be deemed admitted unless answered within three (3) calendar days or objected to within two (2) calendar days of service.

5. Any discovery or discovery-related pleadings (such as objections, motions, and answers to same) served after served after 4:30 p.m. Monday through Thursday or after 1:30 p.m. on a Friday or the day before a holiday will be deemed to have been served on the next business day for purposes of calculating the due date for any responsive filing.

Discovery disputes may be resolved via telephone conference with the Presiding Officers without need of a motion to compel, although the propounding party may choose to file a formal motion to compel. **All motions to compel must contain a certification of counsel of the informal discovery undertaken and their efforts to resolve their discovery disputes informally.** If a motion to compel fails to contain such certification, the Administrative Law Judges will contact the parties and direct them to pursue informal discovery.

Service and Service List

Service by email, sent by 4:30 p.m., will satisfy the in-hand requirement and no follow-up hard copy is required.

As requested by Frontier, the email service list in this matter will include the following individuals:

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Settlement and Stipulations

The parties are reminded it is the Commission's policy to encourage settlements. 52 Pa. Code § 5.231(a). The parties are strongly urged to seriously explore this possibility. If a settlement is reached, a joint settlement petition executed by representatives of all parties to be bound thereby, together with statements in support of settlement by all signatory parties, must be filed with the Secretary for the Commission and emailed to the Administrative Law Judges no later than **3:00 p.m. on June 27, 2025**.

The parties must agree on a common outline for statements in support, including headings and subheadings. Each party need not address every issue, but the same headings and

subheadings must be presented in the same order. Statements in support should be specific and explain the benefit of the settlement terms to your client beyond the savings of litigation time and expense.

As discussed above, if a partial or full settlement is achieved prior to the evidentiary hearings, the parties must still plan on convening for hearings on May 1, 2025.

If settlement is not feasible, the parties are encouraged to stipulate to any matters they reasonably can to expedite this proceeding, lessen the burden of time and expenses in litigation on all parties and conserve administrative hearing resources. 52 Pa. Code §§ 5.232 and 5.234. All stipulations entered into by the parties must be reduced to writing, signed by the parties to be bound thereby, and moved into the record during the hearing in this case. An exception to this requirement may occur when circumstances of time and expediency warrant. If so, an oral presentation of a stipulation is permissible, if it is followed by a reduction to writing.

Modification

Any of the provisions of this Scheduling Order may be modified upon motion and good cause shown by any party in interest.

Date: January 28, 2024

_____/s/
Steven K. Haas
Administrative Law Judge

_____/s/
Erin L. Gannon
Administrative Law Judge

A-2024-3051925, ET AL- JOINT APPLICATION FOR TRANSFER OF CONTROL OF FRONTIER PARENT AND ITS PA REGULATED UTILITIES TO VERIZON COMMUNICATIONS

Revised 1/28/2025

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