

City of Los Alamitos

Agenda Report Consent Calendar

July 21, 2015
Item No: 8C

To: Mayor Richard D. Murphy & Members of the City Council
From: Bret M. Plumlee, City Manager
Prepared by: Windmera Quintanar, CMC, City Clerk
Subject: Resolution Consenting to Transfer Control of Cable Television Franchise

Summary: This Resolution authorizes and consents to the Change in Control of the Cable Franchisee from Verizon California, Inc. to Frontier Communications Corporation subject to certain conditions of approval.

Recommendation: Adopt Resolution No. 2015-18, entitled, "A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF LOS ALAMITOS, CALIFORNIA, CONSENT TO TRANSFER CONTROL OF THE CABLE TELEVISION FRANCHISE FROM VERIZON CALIFORNIA, INC. TO FRONTIER COMMUNICATIONS CORPORATION."

Background

Verizon recently announced plans to transfer its local wire line business serving California to Frontier Communications. This transaction includes Verizon Communications Inc. transferring control to Frontier Communications Corporation.

Pursuant to the cable franchise agreement between the City of Los Alamitos and Verizon California Inc., and 47 C.F.R. 76.502, Verizon has requested the City's consent to transfer control of Verizon California, Inc to Frontier Communications and filed a Federal Communications Commission (FCC) Form 394 on May 18, 2015.

Discussion

Verizon, the current Franchisee to the Los Alamitos cable system, and Frontier entered into a Securities Purchase Agreement on February 2, 2015. For this transaction, Verizon has created Newco Holdings LLC. Prior to closing, Verizon will insert Newco into the ownership interest of Verizon California Inc. to Newco. Frontier will then

purchase all of the ownerships interests of Newco, which will become a wholly-owned direct subsidiary of Frontier. Verizon California will become a wholly-owned indirect subsidiary of Frontier. Frontier will be the owner of the franchise, however, Verizon California Inc. will remain the provider of the services.

Under federal law, the City has 120 days to review the Form 394 and approve or deny the change of control. The time for review may also be extended by agreement of the parties. If the City does not act within the 120 days, September 15, 2015, the request for change of control will be deemed approved by operation of federal law.

The cable system will be operated pursuant to the terms of the current franchise agreement and applicable law after the consummation of the transaction described in the application. Frontier has no plans to change the current terms and conditions of service or operations of system to customer locations. Transferee will honor Verizon's existing service availability requirements in the community. However, Frontier reserves the right to make service and operations changes in accordance with the terms of the current franchise agreement and applicable law.

In the past five years, there have been no negative findings made or adverse final actions taken against Frontier Communications Corporation in a civil, criminal or administrative proceeding.

In its application, Frontier states it is a financially strong company, publicly traded on NASDAQ, and it has ample financial resources to consummate the transaction and operate the cable system facilities. Frontier has a successful track record of acquiring, operating, and investing in communications properties, including cable television properties. Frontier will continue to provide video services through the FiOS network under the terms of the franchise.

Fiscal Impact

None.

Submitted By:



Bret M. Plumlee
City Manager

Attachments: 1. *Resolution 2015-18*
2. *Application for Franchise Authority Consent to Transfer of Assignment Or Transfer Of Control Of Cable Television Franchise*

RESOLUTION NO. 2015-18

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF LOS ALAMITOS, CALIFORNIA, CONSENT TO TRANSFER CONTROL OF THE CABLE TELEVISION FRANCHISE FROM VERIZON CALIFORNIA, INC. TO FRONTIER COMMUNICATIONS CORPORATION

WHEREAS, The City of Los Alamitos ("Franchise Authority") has granted a cable television franchise ("Franchise") to Verizon California Inc. ("Franchisee") which is an indirect wholly owned subsidiary of Verizon Communications ("Verizon"); and,

WHEREAS, Verizon has entered into an agreement with Frontier Communications Corporation ("Frontier") to effect a complete separation of Franchisee from Verizon and a transfer of control of Franchisee from Verizon to Frontier ("Transfer"); and,

WHEREAS, upon completion of the Transfer, Franchisee will become an indirect wholly owned subsidiary of Frontier and, as a result, control of the Franchise will be transferred from Verizon to Frontier; and,

WHEREAS, following the Transfer, Franchisee will continue to hold and be responsible for performance of the Franchise; and,

WHEREAS, Franchisee has requested that the Franchise Authority consent to the Transfer and, in accordance with the requirements of the Franchise and applicable law, has filed an FCC Form 394 ("Application") with the Franchise Authority; and,

WHEREAS, the Franchise Authority is willing to consent to the Transfer.

NOW, THEREFORE, THE CITY COUNCIL OF THE CITY OF LOS ALAMITOS DOES RESOLVE AS FOLLOWS:

SECTION 1. The City Council of the City of Los Alamitos, California, finds that the above recitals are true and correct.

SECTION 2. The Franchise Authority consents to the Transfer as described above.

SECTION 3. This Resolution shall be deemed effective upon adoption.

SECTION 4. This Resolution shall have the force of a continuing agreement with the Franchisee and the Franchise Authority shall not amend, revoke, or otherwise alter this Resolution without the consent of the Franchisee.

SECTION 5. The City Clerk shall certify as to the adoption of this Resolution.

PASSED, APPROVED, AND ADOPTED this 21st day of July, 2015.

Richard D. Murphy, Mayor

ATTEST:

Windmera Quintanar, CMC, City Clerk

APPROVED AS TO FORM:

Cary S. Reisman, City Attorney

STATE OF CALIFORNIA)
COUNTY OF ORANGE) ss
CITY OF LOS ALAMITOS)

I, Windmera Quintanar, CMC, City Clerk, of the City of Los Alamitos, do hereby certify that the foregoing Resolution was adopted at a Regular meeting of the City Council held on the 21st day of July, 2015, by the following vote, to wit:

AYES: COUNCILMEMBERS:

NOES: COUNCILMEMBERS:

ABSENT: COUNCILMEMBERS:

ABSTAIN: COUNCILMEMBERS:

Windmera Quintanar, CMC, City Clerk

**APPLICATION FOR FRANCHISE AUTHORITY CONSENT
TO ASSIGNMENT OR TRANSFER OF CONTROL
OF CABLE TELEVISION FRANCHISE**

VERIZON COMMUNICATIONS INC.

AND

FRONTIER COMMUNICATIONS CORPORATION

MAY 18, 2015

Timothy J. McCallion
President-Verizon California Inc.



2535 W. Hillcrest Drive
CAM21GA
Newbury Park, CA 91320

Phone 805 480-7160
Fax 805 480-0432
tim.mccallion@verizon.com

May 18, 2015

BY HAND DELIVERY

City of Los Alamitos
Attn: Bret M. Plumlee, City Manager
3191 Katella Avenue
Los Alamitos, CA 90720

Re: Request for Consent to Transfer Control of Franchisee

Dear Mr. Plumlee:

As you know, Verizon recently announced plans to transfer its local wireline business serving California to Frontier Communications. This transaction includes Verizon Communications Inc. transferring control of Verizon California Inc. to Frontier Communications Corporation. Pursuant to the cable Franchise Agreement between the City of Los Alamitos and Verizon California Inc. and 47 C.F.R. §76.502, Verizon requests the City's consent to transfer control of Verizon California Inc. to Frontier. Enclosed please find an original and two copies of an Application for Franchise Authority Consent to Assignment or Transfer of Control of Cable Television Franchise which consists of a completed FCC Form 394 with associated Exhibits, some of which are included on an enclosed CD-ROM. In addition, please find a model resolution.

The Application provides information demonstrating Frontier's qualifications to assume control of Verizon California Inc. and the cable operations serving Los Alamitos. Should you desire any additional information regarding Frontier's legal, technical, and financial qualifications to operate the cable system, please submit a written request for such information to:

Douglas Steding, Esq.
Miller Nash Graham & Dunn LLP
100 Oceangate, Suite 300
Long Beach, CA 90802
T: 562.435.8002 (main line)
F: 562.435.7967

Mr. Bret M. Plumlee
May 18, 2015
Page 2

We at Verizon look forward to continuing our strong relationship with the City and facilitating a smooth transition to Frontier.

Sincerely,



Timothy J. McCallion
President-Verizon California Inc.

Enclosures

cc: Cary Reisman, Wallin, Kress, Reisman & Krantz, LLP w/enclosures

FCC 394

APPLICATION FOR FRANCHISE AUTHORITY
CONSENT TO ASSIGNMENT OR TRANSFER OF CONTROL
OF CABLE TELEVISION FRANCHISE

FOR FRANCHISE AUTHORITY USE ONLY

SECTION I. GENERAL INFORMATION

DATE	18-May-15	1. Community Unit Identification Number:	CA1680
------	-----------	--	--------

2. Application for: Assignment of Franchise Transfer of Control

3. Franchising Authority:		City of Los Alamitos, California	
4. Identify community where the system/franchise that is the subject of the assignment or transfer of control is located:			
City of Los Alamitos, California			
5. Date system was acquired or (for system's constructed by the transferor/assignor) the date on which service was provided to the first subscriber in the franchise area:		Nov-06	
6. Proposed effective date of closing of the transaction assigning or transferring ownership of the system to transferee/assignee:		1st Quarter 2016	

7. Attach as an Exhibit a schedule of any and all additional information or material filed with this application that is identified in the franchise as required to be provided to the franchising authority when requesting its approval of the type of transaction that is the subject of this application.

Exhibit No.	N/A
-------------	-----

PART I - TRANSFEROR/ASSIGNOR

1. Indicate the name, mailing address, and telephone number of the transferor/assignor.

Legal name of Transferor/Assignor (if individual, list last name first)			
Verizon Communications Inc.			
Assumed name used for doing business (if any)			
N/A			
Mailing street address or P.O. Box			
1095 Avenue of the Americas			
City	State	ZIP Code	Telephone No. (include area code)
New York	NY	10036	(212) 395-1000

2.(a) Attach as an Exhibit a copy of the contract or agreement that provides for the assignment or transfer of control (including any exhibits or schedules thereto necessary in order to understand the terms thereof). If there is only an oral agreement, reduce the terms to writing and attach. (Confidential trade, business, pricing or marketing information, or other information not otherwise publicly available, may be redacted).

Exhibit No.	1
-------------	---

(b) Does the contract submitted in response to (a) above embody the full and complete agreement between the transferor/assignor and the transferee/assignee?

Yes No

If No, explain in an Exhibit.

Exhibit No.	1
-------------	---

PART II - TRANSFEREE/ASSIGNEE

1.(a) Indicate the name, mailing address, and telephone number of the transferee/assignee.

Legal name of Transferee/Assignee (if individual, list last name first)			
Frontier Communications Corporation			
Assumed name used for doing business (if any)			
N/A			
Mailing street address or P.O. Box			
3 High Ridge Park			
City	State	ZIP Code	Telephone No. (include area code)
Stamford	CT	06905-1390	(203) 614-5600

(b) Indicate the name, mailing address, and telephone number of person to contact, if other than transferee/assignee.

Name of contact person (list last name first)			
Crosby, Steven			
Firm or company name (if any)			
Frontier Communications Corporation			
Mailing street address or P.O. Box			
9260 E. Stockton Blvd			
City	State	ZIP Code	Telephone No. (include area code)
Elk Grove	CA	95624	(916) (686)-3333

(c) Attach as an Exhibit the name, mailing address, and telephone number of each additional person who should be contacted, if any.

Exhibit No.
2

(d) Indicate the address where the system's records will be maintained.

Street address		
3 High Ridge Park		
City	State	ZIP Code
Stamford	CT	06905-1390

2. Indicate on an attached exhibit any plans to change the current terms and conditions of service and operations of the system as a consequence of the transaction for which approval is sought.

Exhibit No.
3

SECTION II. TRANSFEREE'S/ASSIGNEE'S LEGAL QUALIFICATIONS

1. Transferee/Assignee is:

<input checked="" type="checkbox"/> Corporation	a. Jurisdiction of incorporation: Delaware	d. Name and address of registered agent in jurisdiction: CSC - Lawyers Incorporating Service 2710 Gateway Oaks Drive, Suite 150N Sacramento, CA 95833
	b. Date of incorporation: 12-Nov-35	
	c. For profit or not-for-profit: For Profit	

<input type="checkbox"/> Limited Partnership	a. Jurisdiction in which formed:	c. Name and address of registered agent in jurisdiction:
	b. Date of formation:	

<input type="checkbox"/> General Partnership	a. Jurisdiction whose laws govern formation:	b. Date of formation:
--	--	-----------------------

Individual

Other. Describe in an Exhibit.

Exhibit No. N/A

2. List the transferee/assignee, and, if the transferee/assignee is not a natural person, each of its officers, directors, stockholders beneficially holding more than 5% of the outstanding voting shares, general partners, and limited partners holding an equity interest of more than 5%. Use only one column for each individual or entity. Attach additional pages if necessary. (Read carefully - the lettered items below refer to corresponding lines in the following table.)

- (a) Name, residence, occupation or principal business, and principal place of business. (If other than an individual, also show name, address and citizenship of natural person authorized to vote the voting securities of the applicant that it holds.) List the applicant first, officers, next, then directors and, thereafter, remaining stockholders and/or partners.
- (b) Citizenship.
- (c) Relationship to the transferee/assignee (e.g., officer, director, etc.).
- (d) Number of shares or nature of partnership interest.
- (e) Number of votes.
- (f) Percentage of votes.

(a)	See Exhibit 4	
(b)		
(c)		
(d)		
(e)		
(f)		

3. If the applicant is a corporation or a limited partnership, is the transferee/assignee formed under the laws of, or duly qualified to transact business in, the State or other jurisdiction in which the system operates?

Yes No

If the answer is No, explain in an Exhibit.

Exhibit No.
N/A

4. Has the transferee/assignee had any interest in or in connection with an applicant which has been dismissed or denied by any franchise authority?

Yes No

If the answer is Yes, describe circumstances in an Exhibit.

Exhibit No.
N/A

5. Has an adverse finding been made or an adverse final action been taken by any court or administrative body with respect to the transferee/assignee in a civil, criminal or administrative proceeding, brought under the provisions of any law or regulation related to the following: any felony; revocation, suspension or involuntary transfer of any authorization (including cable franchises) to provide video programming services; mass media related antitrust or unfair competition; fraudulent statements to another government unit; or employment discrimination?

Yes No

If the answer is Yes, attach as an Exhibit a full description of the persons and matter(s) involved, including an identification of any court or administrative body and any proceeding (by dates and file numbers, if applicable), and the disposition of such proceeding.

Exhibit No.
5

6. Are there any documents, instruments, contracts or understandings relating to ownership or future ownership rights with respect to any attributable interest as described in Question 2 (including, but not limited to, non-voting stock interests, beneficial stock ownership interests, options, warrants, debentures)?

Yes No

If Yes, provide particulars in an Exhibit.

7. Do documents, instruments, agreements or understandings for the pledge of stock of the transferee/assignee, as security for loans or contractual performance, provide that: (a) voting rights will remain with the applicant, even in the event of default on the obligation; (b) in the event of default, there will be either a private or public sale of the stock; and (c) prior to the exercise of any ownership rights by a purchaser at a sale described in (b), any prior consent of the FCC and/or of the franchising authority, if required pursuant to federal, state or local law or pursuant to the terms of the franchise agreement will be obtained?

Yes No

If No, attach as an Exhibit a full explanation.

Exhibit No.
6

SECTION III. TRANSFEREE'S/ASSIGNEE'S FINANCIAL QUALIFICATIONS

1. The transferee/assignee certifies that it has sufficient net liquid assets on hand or available from committed resources to consummate the transaction and operate the facilities for three months.
2. Attach as an Exhibit the most recent financial statements, prepared in accordance with generally accepted accounting principals, including a balance sheet and income statement for at least one full year, for the transferee/assignee or parent entity that has been prepared in the ordinary course of business, if any such financial statements are routinely prepared. Such statements, if not otherwise publicly available, may be marked CONFIDENTIAL and will be maintained as confidential by the franchise authority and its agents to the extent permissible under local law.

Yes No

Exhibit No.
7

SECTION IV. TRANSFEREE'S/ASSIGNEE'S TECHNICAL QUALIFICATIONS

Set forth in an Exhibit a narrative account of the transferee's/assignee's technical qualifications, experience and expertise regarding cable television systems, including, but not limited to, summary information about appropriate management personnel that will be involved in the system's management and operations. The transferee/assignee may, but need not, list a representative sample of cable systems currently or formerly owned or operated.

Exhibit No.
8

SECTION V - CERTIFICATIONS

Part I - Transferor/Assignor

All the statements made in the application and attached exhibits are considered material representations, and all the Exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

I CERTIFY that the statements in this application are true, complete and correct to the best of my knowledge and belief and are made in good faith.	Signature 
	Date 5/18/15
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	Print full name Timothy J. McCallion
	Check appropriate classification: <input type="checkbox"/> Individual <input type="checkbox"/> General Partner <input checked="" type="checkbox"/> Corporate Officer (Indicate Title) <input type="checkbox"/> Other. Explain: President, Verizon California Inc.

Part II - Transferee/Assignee

All the statements made in the application and attached Exhibits are considered material representations, and all the Exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

The transferee/assignee certifies that he/she:

- (a) Has a current copy of the FCC's Rules governing cable television systems.
- (b) Has a current copy of the franchise that is the subject of this application, and of any applicable state laws or local ordinances and related regulations.
- (c) Will use its best efforts to comply with the terms of the franchise and applicable state laws or local ordinances and related regulations, and to effect changes, as promptly as practicable, in the operation system, if any changes are necessary to cure any violations thereof or defaults thereunder presently in effect or ongoing.

I CERTIFY that the statements in this application are true, complete and correct to the best of my knowledge and belief and are made in good faith.	Signature 
	Date 5/18/15
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	Print full name Kathleen Abernathy
	Check appropriate classification: <input type="checkbox"/> Individual <input type="checkbox"/> General Partner <input checked="" type="checkbox"/> Corporate Officer (Indicate Title) <input type="checkbox"/> Other. Explain: Executive Vice President, External Affairs

TABLE OF CONTENTS

TAB #

FORM 394

EXHIBITS TO FORM 394

EXHIBIT 1 - SECURITIES PURCHASE AGREEMENT AND ORGANIZATION CHARTS	1
EXHIBIT 2 - FRONTIER ADDITIONAL CONTACT INFORMATION	2
EXHIBIT 3 - TERMS AND CONDITIONS OF SERVICE REPRESENTATION	3
EXHIBIT 4 - FRONTIER DIRECTORS, OFFICERS, AND SHAREHOLDERS	4
EXHIBIT 5 - STATEMENT REGARDING ADVERSE FINDINGS	5
EXHIBIT 6 - STATEMENT REGARDING PLEDGE OF STOCK	6
EXHIBIT 7 - FRONTIER'S FINANCIAL QUALIFICATIONS	7
EXHIBIT 8 - FRONTIER'S TECHNICAL QUALIFICATIONS	8

ADDITIONAL APPLICATION DOCUMENTATION

MODEL RESOLUTION	9
------------------	---

CD-ROM

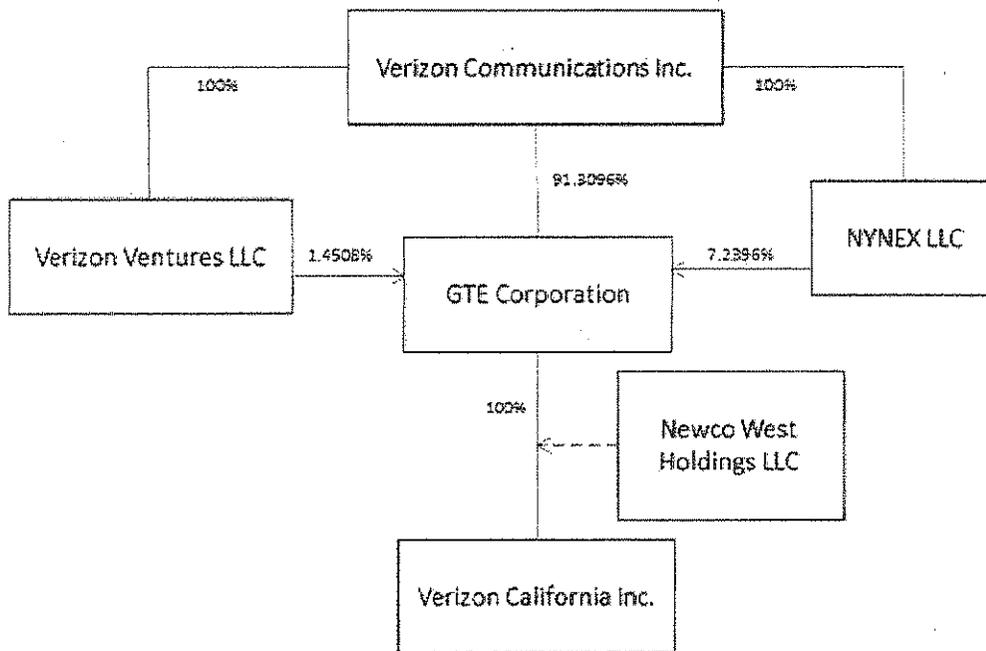
ATTACHMENT TO EXHIBIT 1 - SECURITIES PURCHASE AGREEMENT DATED 2/5/15	
ATTACHMENTS TO EXHIBIT 7 - FRONTIER'S ANNUAL REPORT FOR 2014, FORM 10-K; FRONTIER'S QUARTERLY REPORT FOR 1Q2015, FORM 10-Q	

Exhibit 1

Questions 2(a) and 2(b): A copy of the relevant Securities Purchase Agreement (“SPA”) executed by Frontier Communications Corporation and Verizon Communications Inc. dated February 5, 2015, with no redactions, associated with the proposed transfer of control, is included on the enclosed CD-ROM. The transaction is also depicted in the charts below.

Exhibits, Schedules, and Annexes to the SPA have been omitted, as provided in Question 2(a), as this information consists of non-public exhibits or schedules not necessary in order to understand the terms of the Agreement or contains confidential trade, business, pricing or marketing information.

Current Ownership Structure



For this transaction, Verizon has created Newco West Holdings LLC (“Newco”). Prior to closing, Verizon will insert Newco into the ownership chain and transfer the ownership interests of Verizon California Inc. (“Verizon California”) to Newco. Frontier will then purchase all of the ownership interests of Newco, which will become a wholly-owned direct subsidiary of Frontier. Verizon California will become a wholly-owned indirect subsidiary of Frontier, as seen below.

Post-Closing Ownership Structure

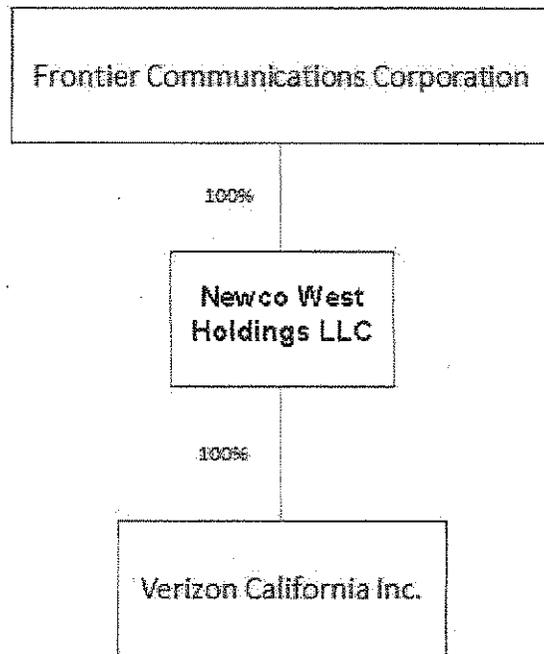


Exhibit 2

All correspondence and communications for Frontier Communications Corporation should also be directed to:

Kevin Saville
Vice President & Associate General Counsel
Frontier Communications Corporation
2378 Wilshire Blvd.
Mound, MN 55364
Tel: 952-491-5564
Cell: 612-839-0909
kevin.saville@ftr.com

George Baker Thomson, Jr.
Associate General Counsel
Frontier Communications Corporation
1800 41st Street, Suite N-100
Everett, WA 98203
Tel: 425-261-5844
Cell: 425-367-9130
george.thomson@ftr.com

Exhibit 3

The cable system will be operated pursuant to the terms of the current franchise agreement and applicable law after the consummation of the transaction described in this application. Transferee has no plans to change the current terms and conditions of service or operations of the system to customer locations. Transferee will honor Verizon's existing service availability requirements in the community. However, Transferee reserves the right to make service and operational changes in accordance with the terms of the current franchise agreement and applicable law.

Exhibit 4

Control of the Franchisee, Verizon California Inc., will be transferred to Frontier Communications Corporation (“Frontier”), a publicly traded Delaware corporation. Verizon California Inc. will be a second-tier subsidiary of Frontier. The directors and officers of Frontier are listed below. No directors or officers hold an equity interest of more than five percent in Frontier. All are United States citizens.

OFFICERS

Name	Title/Role	Principal Place of Business	Address
Mary Agnes Wilderotter	Executive Chairman	Stamford, CT	Darien, CT
Daniel J. McCarthy	President and Chief Executive Officer	Stamford, CT	Sandy Hook, CT
John M. Jureller	Executive Vice President and Chief Financial Officer	Stamford, CT	Scarsdale, NY
John J. Lass	Executive Vice President, Field Operations	Fort Wayne, IN	Fort Wayne, IN
Kathleen Q. Abernathy	Executive Vice President, External Affairs	Washington, DC	McLean, VA
Steve Gable	Executive Vice President, Chief Technology Officer	Allen, TX	McKinney, TX
Cecilia K. McKenney	Executive Vice President and Chief Customer Officer	Stamford, CT	Bedford, NY
Mark D. Nielsen	Executive Vice President, General Counsel and Secretary	Stamford, CT	Ridgefield, CT
Donald W. Daniels	Senior Vice President and Controller	Stamford, CT	Ridgefield, CT
John P. Gianukakis	Vice President and Treasurer	Stamford, CT	Darien, CT

DIRECTORS

Name	Principal Place of Business	Address
Mary Agnes Wilderotter (Executive Chairman)	Stamford, CT	Darien, CT
Leroy T. Barnes, Jr.	Piedmont, CA	Piedmont, CA
Peter C.B. Bynoe	Chicago, IL	Chicago, IL
Diana S. Ferguson	Chicago, IL	Flossmoor, IL
Edward Fraioli	Sharon, MA	Sharon, MA
Daniel J. McCarthy	Stamford, CT	Sandy Hook, CT
Pamela D.A. Reeve	Winchester, MA	Winchester, MA
Virginia P. Ruesterholz	Naples, FL	Naples, FL
Howard L. Schrott	Indianapolis, IN	Indianapolis, IN
Lorraine D. Segil	Encino, CA	Encino, CA
Mark Shapiro	New York, NY	Westport, CT
Myron A. Wick, III	Sausalito, CA	Sausalito, CA

Persons and entities holding a five percent or greater ownership interest in Frontier's outstanding voting shares as of March 17, 2015 are:

(a) Name and Address of Beneficial Owner:	The Vanguard Group, Inc. 100 Vanguard Blvd. Malvern, PA 19355
(b) Citizenship:	n/a
(c) Relationship to transferee	none
(d) Number of shares:	86,098,375
(e) Number of votes:	86,098,375
(f) Percentage of votes:	8.6%

(a) Name and Address of Beneficial Owner:	BlackRock, Inc. 55 East 52 nd Street New York, NY 10055
(b) Citizenship:	n/a
(c) Relationship to transferee	none
(d) Number of shares:	62,565,020
(e) Number of votes:	62,565,020
(f) Percentage of votes:	6.2%

Exhibit 5

In the past five years there have been no adverse findings made, or adverse final actions taken, against Frontier Communications Corporation in a civil, criminal or administrative proceeding with respect to the matters listed in Section II, Question 5.

Exhibit 6

There are no documents, instruments, agreements or understandings for the pledge of stock of transferee.

Exhibit 7

Frontier Communications Corporation (“Frontier”) is a financially strong company, publicly traded on NASDAQ, and it has ample financial resources to consummate the transaction and operate the cable system facilities. Frontier’s current equity market capitalization is approximately \$7.0 billion. The company reported annual revenues of approximately \$4.77 billion for the year ending December 31, 2014. Its annual free cash flow, which is the cash generated by the business after funding all operating expenses, was \$793 million in 2014.

Frontier expects that the transaction will enhance its financial profile and scalability so that it can better provide high-quality services for the long term. Net of certain benefits arising from the structure of the transaction, the \$10.54 billion purchase price suggests an estimated 3.8x multiple based on 2014 estimated pro forma Day 1 EBITDA (earnings before interest, taxes, depreciation, and amortization). Frontier estimates that the combined Verizon operations associated with the transaction will generate approximately \$5.8 billion in revenues and approximately \$2.3 billion in EBITDA. Frontier also projects approximately \$700 million annually in cost savings by the third year after closing, generated primarily from the consolidation of various administrative systems and functions. Frontier anticipates that this stronger financial foundation and increased cash flow will provide the company with increased flexibility in responding to opportunities for new investments and innovative product introductions, with long-term benefits to the franchisee and its customers.

Frontier has a successful track record of acquiring, operating and investing in communications properties, including cable television properties. In particular, Frontier provides FiOS video service in Indiana, Oregon, and Washington through cable properties it acquired in its 2010 acquisition of local properties in fourteen states from Verizon. In addition, Frontier offers Frontier TV powered by U-verse® to its customers in Connecticut following its 2014 acquisition of The Southern New England Telephone Company from AT&T.

Frontier’s Annual Report for 2014 on Form 10-K and its Quarterly Report for the first quarter of 2015 on Form 10-Q are attached hereto.

Exhibit 8

Frontier Communications Corporation (“Frontier”) is a full-service wireline communications provider, with a great deal of technical and operational experience and expertise in the competitive provision of video programming services. Frontier provides a wide array of communications and broadband services, including local and long distance voice, broadband data, and cable television, through its wholly-owned operating companies. The company has approximately 17,000 employees, all of whom are based in the United States. Frontier serves approximately four million customers in 28 states.¹ Frontier currently operates two incumbent local exchange carriers in California. These companies serve approximately 100,000 customers in 62 exchanges and offer local voice service, vertical services, broadband service, wholesale services and switched and special access services. Frontier also has three other telecommunications subsidiaries in California that offer long distance services.

Frontier will continue to provide video services through the FiOS network under the terms of the franchise. Frontier provides FiOS video service in Indiana, Oregon, and Washington through cable properties it acquired in its 2010 acquisition of local properties in fourteen states from Verizon. In addition, Frontier offers Frontier TV powered by U-verse® to its customers in Connecticut following its 2014 acquisition of The Southern New England Telephone Company from AT&T. Frontier also competes head-to-head with cable companies for voice, data, and video services in two-thirds of its national footprint.

Frontier’s executives are well positioned to supervise the newly acquired operations, and California customers will benefit from an experienced management team that focuses on providing superior wireline services. Frontier’s current senior leadership team includes Daniel McCarthy, Frontier’s President and Chief Executive Officer, who has been with the company since 1990;² John Jureller, Executive Vice President and Chief Financial Officer; Steve Gable, Executive Vice President and Chief Technology Officer; John Lass, Executive Vice President, Field Operations; Cecilia McKenney, Executive Vice President and Chief Customer Officer; Kathleen Abernathy, Executive Vice President, External Affairs; and Mark Nielsen, Executive Vice President, General Counsel and Corporate Secretary. Frontier’s senior management team is supported by a larger group of professionals, including regional, state and local managers, a number of whom will be based in California. This includes Melinda White, Frontier’s Area President for the West Region, which includes California. Brief biographies of some of Frontier’s key executives are set forth below.

¹ Frontier’s current wireline service territories are located in Alabama, Arizona, California, Connecticut, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Michigan, Minnesota, Mississippi, Montana, Nebraska, Nevada, New Mexico, New York, North Carolina, Ohio, Oregon, Pennsylvania, South Carolina, Tennessee, Utah, Washington, West Virginia, and Wisconsin. It has cable properties in Connecticut, Indiana, Oregon, and Washington.

² Mary Agnes Wilderotter, Frontier’s previous Chief Executive Officer, recently transitioned to Executive Chairman of Frontier’s Board of Directors.

Frontier will be the owner of the franchisee, however, Verizon California Inc. ("Verizon California") will remain the provider of the services (albeit under a different name). Verizon California provides services to residents, businesses, and governments within the state of California and will continue to provide service to approximately two million telephone access lines in 266 exchanges. The provision of these services has been and will continue to be the province of local operations.

In addition to Frontier's existing fully qualified executive management team and experienced managers and employees, Frontier will retain the existing Verizon California workforce's technical qualifications, experience, and expertise regarding cable television systems. The cable system serving your community will be managed by the same experienced and qualified personnel at the local level after the close as it is today. The large majority of the local technical and supervisory employees now providing voice, data, and video services will stay with the franchisee and they will continue to provide these services under the Frontier name. Local field engineers and technicians will continue to participate in the planning, construction, operation, and maintenance of the local system. The office and technical staff responsible for the management and operation of the franchise will continue to be employees of Verizon California upon completion of the transaction.

Under Frontier's local engagement management model, Frontier general managers and other employees live locally, provide high-quality service to their friends and neighbors, and are active in their communities. Local general managers provide a local contact for customers and determine where and how to deploy resources during natural disasters, invest in their communities, and work with community leaders on issues of interest to the local population. Frontier intends to continue to apply its local engagement model in California. Frontier's unique local engagement management model combines the advantages of service from a large company with the benefits of a local partner and community member.

Frontier and Verizon are planning a smooth transition of the franchisee's operational systems. The 2010 transaction in which Frontier acquired various communications properties, including cable FiOS, from Verizon, helpfully informs the present, much less complex transition. Following that transaction, Frontier first acquired existing OSS, and then transitioned the OSS in 13 states to its current systems approximately one year ahead of schedule. Frontier will be able to use that experience to here transition operations and customers to Frontier's existing billing systems and operations support systems ("OSS") at closing. Since these systems are scalable and will support the operations transferring to Frontier, this approach will eliminate the need to build new OSS and billing systems from scratch. Frontier and Verizon will have a comprehensive transition plan in place that includes pre-testing the data transfer and integration process so that any problems and issues can be identified and resolved prior to the actual conversion.

Frontier intends to use its seasoned transition team and expects their experiences to provide valuable assistance in the transition. The transition team will work to ensure customer continuity including billing, customer account systems, plant record systems, and call center operations. The transition team will also oversee asset transfer and operational continuity in the transfer of

ownership to ensure that customer accounts, billing information, and other assets from the operations are successfully transferred to Frontier.

* * *

Summary Biographical Information for Key Frontier Personnel

Daniel McCarthy
President and Chief Executive Officer

Daniel J. McCarthy became President and Chief Executive Officer of Frontier in April 2015. He was elected to the Frontier Board of Directors in May 2014. Mr. McCarthy was President and Chief Operating Officer of Frontier from April 2012 and Executive Vice President and Chief Operating Officer from January 2006 to April 2012. Before this, he was Senior Vice President, Field Operations from December 2004 to December 2005, Senior Vice President, Broadband Operations from January 2004 to December 2004, and President and Chief Operating Officer of Electric Lightwave from January 2002 to December 2004.

Mr. McCarthy has been with Frontier since 1990, when he joined the company's electric division in Hawaii. In 1995, he assumed responsibility for the company's energy operations. In 2001 he was promoted to President and Chief Operating Officer of Citizens Public Services sector, responsible for the company's energy and water operations.

He earned a bachelor's degree in marine engineering from the State University of New York Maritime College at Fort Schuyler, and holds an M.B.A. from the University of Phoenix.

Mr. McCarthy is a member of the Business Roundtable, an association of CEOs of leading U.S. companies, and The Committee for Economic Development. In December 2013, he was elected to the Board of Trustees of Sacred Heart University in Fairfield, Connecticut. He is also a member of the Western Connecticut Health Network Corporate Advisory Council.

John M. Jureller
Executive Vice President and Chief Financial Officer

John M. Jureller is Executive Vice President and Chief Financial Officer. He joined Frontier in January 2013 as Executive Vice President and Chief Financial Officer - Elect and became Chief Financial Officer on February 27, 2013.

From 2008 through 2012, Mr. Jureller was Senior Vice President, Finance and Operations for the Resources Group of General Atlantic LLC, a global growth private equity firm managing \$17 billion around the globe.

Before this, he was Chief Financial Officer of WestPoint International, Inc., with overall financial responsibility for a \$900 million company. He was responsible for all financial matters, including public financial reporting, taxation, internal audit and corporate finance.

From 2003 through 2006, Mr. Jureller was a member of the Corporate Turnaround & Restructuring practice of AlixPartners, LLC. His responsibilities gave him wide exposure to telecommunications, including cable, wireless and internet services. Previously, he was Chief Financial Officer of Trans-Resources, Inc.; Senior Vice President, Corporate Development at Gartner, Inc.; and Senior Vice President, Finance and Corporate Development at Caribiner International, Inc. Early in his career, Mr. Jureller held increasingly senior financial roles at PepsiCo World Trading Company, Inc., Emcor Group, Inc., and General Electric Capital Corporation. Mr. Jureller began his career in finance at Bankers Trust Company.

Mr. Jureller earned a B.S. with Distinction and an M.B.A. in Finance from Cornell University. He sits on the Board of Directors of White Plains Hospital in White Plains, New York and is a member of the hospital's Finance Committee.

Steve Gable
Executive Vice President and Chief Technology Officer

Steve Gable became Executive Vice President and Chief Technology Officer of Frontier in April 2015. He joined Frontier in November 2012 as Senior Vice President and Chief Information Officer.

Prior to Frontier, Mr. Gable was Executive Vice President/CTO of Tribune Company. At the same time, he was President, Tribune Digital, with expanded responsibility for the strategy and supporting technology that powered the company's digital brands latimes.com and chicagotribune.com.

From 2008 to 2010, Mr. Gable was Senior Vice President and CTO of Tribune Company, responsible for all aspects of information technology systems for its TV and newspaper operations.

Before this, Mr. Gable served as Vice President of Technology for Clear Channel Radio, responsible for the technology strategy and direction of 1200+ radio stations.

He earned a Bachelor's degree in Business Administration and a Master's degree in Systems from Northwestern University.

Kathleen Quinn Abernathy
Executive Vice President, External Affairs

Kathleen Quinn Abernathy is Executive Vice President, External Affairs, responsible for Frontier's governmental and regulatory affairs. From March 2010 to June 2012, she was Chief Legal Officer and Executive Vice President, Regulatory and Governmental Affairs. Prior to joining Frontier, she was a Partner at Wilkinson Barker Knauer, LLP, advising clients on a wide range of legal, policy and regulatory issues related to telecommunications and the media. Before this, she was a Partner at the law firm of Akin Gump Strauss Hauer & Feld, LLP.

Ms. Abernathy served as a Commissioner with the Federal Communications Commission (FCC) from 2001-2005. While a Commissioner, she chaired the Federal-State Joint Board on Universal Service and participated as a U.S. representative in numerous international bilateral and multilateral negotiations, including the 2002 International Telecommunication Union (ITU) Plenipotentiary Conference and the 2003 ITU World Radiocommunications Conference. She was appointed by the ITU to chair the 2004 ITU Global Symposium for Regulators.

Prior to joining the FCC, Ms. Abernathy was Vice President for Public Policy at BroadBand Office Communications; Vice President for Regulatory Affairs at US West; and Vice President for Federal Regulatory Affairs at AirTouch Communications. Earlier in her career, she was Legal Advisor to two FCC commissioners and a Special Assistant to the agency's General Counsel.

Ms. Abernathy has received numerous honors and awards in recognition of her contributions to the profession. In 2011 she was named one of the "Top Ten Women in Telecom" by Fierce Telecom and honored by Legal Momentum with an "Aiming High Award." She was featured in Chambers USA's "Leaders in their Field" in the Telecom, Broadcast & Satellite: Regulatory category (2009); included in the Washington, DC edition of Super Lawyers (2009, 2010); and named one of Washington's Top Lawyers by Washingtonian magazine (2007, 2009).

Ms. Abernathy served on Frontier's board of directors from April 2006 through February 2010. She currently also serves on the board of ISO New England Inc., the operator of New England's bulk power and wholesale electricity markets.

Ms. Abernathy received her B.A. magna cum laude from Marquette University and her J.D. from Catholic University of America's Columbus School of Law, where she was later a Distinguished Practitioner in Residence. She is a member of the District of Columbia Bar and the Federal Communications Bar Association, of which she is a Past-President, and has served as an adjunct professor at Georgetown University Law Center and The Columbus School of Law.

Cecilia K. McKenney
Executive Vice President and Chief Customer Officer

Cecilia K. McKenney is Executive Vice President and Chief Customer Officer, responsible for Frontier Secure, Marketing and Customer Service. Before this, she was Executive Vice President, Frontier Secure and Administration, responsible for Frontier Secure, Marketing, and Product Development. Prior to this, she was responsible for Human Resources, Sales Operations, Corporate Communications and Public Relations. She was Executive Vice President, Human Resources and Call Center Sales & Service from February 2008 to May 2012. Ms. McKenney joined the company as Senior Vice President, Human Resources in February 2006. She is a member of the company's Senior Leadership Team and reports to the CEO.

Frontier Secure, a service of Frontier, offers products and services to protect every aspect of digital life, including computer security, cloud backup & sharing, the connected home, identity protection, equipment protection and 24/7 U.S.-based premium technical support. Its products and services are sold nationwide directly to consumers and small businesses, and wholesale

through strategic partnerships. Prior to Frontier, Ms. McKenney was Group Vice President of Headquarters Human Resources for the Pepsi Bottling Group, Inc. (PBG) in Somers, New York, responsible for all Human Resources functions supporting PBG's worldwide operations. Her organization supported PBG's headquarters and call center in addition to providing long-term strategic direction and day-to-day business support for Staffing, Compensation and Benefits, Diversity, Training, Talent Development and Human Resources Systems.

Ms. McKenney joined the Pepsi-Cola Company in 1989 in its headquarters-based employee benefits group. She became Human Resources Manager in Pepsi-Cola's Northeast Business Unit in 1992. In less than two years, Ms. McKenney transferred to Northern California to manage HR issues for the company's San Francisco market. In 1995, she was appointed Director of Human Resources for PBG's California Business Unit. When PBG became an independent company near the end of 1998, Ms. McKenney was appointed Vice President, Staffing and Diversity at Company's headquarters. In 2000, she was promoted to Vice President, Headquarters Human Resources and was named Group Vice President, Headquarters Human Resources, in 2004.

Prior to Pepsi, Ms. McKenney worked for Mutual of New York and L.F. Rothschild in Human Resource and Management roles. She earned a bachelor's degree in business administration from Franklin & Marshall College and is a Certified Employee Benefits Specialist.

Ms. McKenney is a member of The Leadership Council of Franklin & Marshall College and a member of the Board of Directors of The Child Care Council of Westchester County, Inc. In May 2014, she was honored with the HR Leader Award in the Large Company category at the 2014 Fairfield County HR People of the Year Awards. The awards are given each year by The Southern Connecticut Chapter of the Society for Human Resource Management to recognize individuals whose performance and contributions have significantly benefited their organizations, the Human Resources profession and the community.

John Lass
Executive Vice President, Field Operations

John Lass was appointed Executive Vice President, Field Operations for Frontier in April 2015. He is responsible for all Frontier operations throughout 28 states, Network Operations, and Carrier and Wholesale operations. He reports to Daniel J. McCarthy, President and Chief Executive Officer.

Most recently, Mr. Lass was President of Frontier's Central Region, comprising Illinois, Indiana, Iowa, Michigan, Minnesota and Nebraska.

Mr. Lass' tenure with Frontier includes a variety of operating roles as well as leadership of integration activities related to significant mergers and acquisitions. He served as Vice President of Revenue Assurance and as Regional Operations Vice President, Vice President and General Manager of Citizens Utilities Vermont Electric Division, and held operations positions in New York and the Midwest with Frontier, GTE and Contel.

He earned a B.S. in Civil Engineering from Iowa State University in Ames, Iowa and an Associates of Arts Degree from Iowa Central Community College.

Mark D. Nielsen

Executive Vice President, General Counsel & Corporate Secretary

Mark D. Nielsen is Executive Vice President, General Counsel and Corporate Secretary of Frontier. He joined the company in March 2014 and was Senior Vice President, General Counsel, and Secretary until April 2015. Prior to this, he was Associate General Counsel and Chief Compliance Officer for Danbury, Conn.-based Praxair Inc. From 2007 to 2009, he was a Vice President and Assistant General Counsel of defense contractor Raytheon Co. Before that, Mr. Nielsen served as Chief Legal Counsel, and then Chief of Staff, to Massachusetts Governor Mitt Romney (2004-2007).

Mr. Nielsen began his legal career in 1990 as an associate with the Hartford law firm of Murtha, Cullina LLP. He also served three two-year terms in the Connecticut Legislature, one term in the House (1993-1995) followed by two terms in the Senate (1995-1999).

Mr. Nielsen graduated from Harvard College magna cum laude and Phi Beta Kappa. He earned his law degree, cum laude, from Harvard Law School.

Melinda White

Area President for the West Region

Melinda White is Area President for the West Region, and she resides in the Los Angeles area. Frontier's West Region consists of California, as well as Idaho, Montana, Oregon and Washington state. She has a strong background in operations, marketing, online and video strategy, commercial sales, wireless operations and new revenue opportunities.

Ms. White was previously Executive Vice President of Revenue Development, where she led wireless, video, online, and new business strategies for Frontier's operations in 27 states. She led the development of partnerships to bring new products and services to customers across rural and suburban markets. Earlier, Ms. White was Executive Vice President and General Manager of Marketing and New Business Operations, responsible for Marketing and Product company-wide. Before that, she was Senior Vice President, Commercial Sales and Marketing, responsible for wholesale and retail revenue, product marketing and wireless operations. Ms. White joined the Frontier leadership team in 2005, as the Vice President and General Manager of Electric Lightwave, Inc., a unit of the company that she managed and helped position for sale to Integra Telecom in 2006.

Before Frontier, Ms. White was Executive Vice President, National Accounts/Business Development for Wink Communications, developing low-cost, end-to-end e-commerce systems. She also held senior leadership positions at Cox Communications and Cellular One (McCaw and the AT&T/AirTouch joint venture).

Ms. White earned a Bachelor of Business Administration degree from Howard Payne University in Texas and a M.B.A. from Tulane University in New Orleans. In June 2012 she was honored by The New York Chapter of the National Organization for Women (NOW) as a "Woman of Power and Influence."

MODEL RESOLUTION

RESOLUTION NO. _____

CONSENT TO TRANSFER OF CONTROL

WHEREAS, The City of Los Alamitos ("Franchise Authority") has granted a cable television franchise ("Franchise") to Verizon California Inc. ("Franchisee") which is an indirect wholly owned subsidiary of Verizon Communications ("Verizon");

WHEREAS, Verizon has entered into an agreement with Frontier Communications Corporation ("Frontier") to effect a complete separation of Franchisee from Verizon and a transfer of control of Franchisee from Verizon to Frontier ("Transfer");

WHEREAS, upon completion of the Transfer, Franchisee will become an indirect wholly owned subsidiary of Frontier and, as a result, control of the Franchise will be transferred from Verizon to Frontier;

WHEREAS, following the Transfer, Franchisee will continue to hold and be responsible for performance of the Franchise;

WHEREAS, Franchisee has requested that the Franchise Authority consent to the Transfer and, in accordance with the requirements of the Franchise and applicable law, has filed an FCC Form 394 ("Application") with the Franchise Authority; and

WHEREAS, the Franchise Authority is willing to consent to the Transfer.

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

SECTION 1. The Franchise Authority consents to the Transfer as described above.

SECTION 2. This Resolution shall be deemed effective upon adoption.

SECTION 3. This Resolution shall have the force of a continuing agreement with the Franchisee and the Franchise Authority shall not amend, revoke, or otherwise alter this Resolution without the consent of the Franchisee.

PASSED, APPROVED AND ADOPTED this ____ day of _____, 2015.

By: _____

ATTEST:
Clerk