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*Attorneys for Frontier Communications Parent, Inc., Citizens
Telecommunications Company of Utah, Navajo Communications
Co., Inc., and Frontier Communications of America, Inc.*

BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH

Joint Application for all Approvals or Acknowledgements
Required under Utah Code for the Transfer of Control of
Frontier Communications Parent, Inc., together with:

Citizens Telecommunications Company of Utah;
Navajo Communications Co., Inc.; and
Frontier Communications of America, Inc.,

To Transferee, Verizon Communications Inc.

Docket No. 24-2218-01

Docket No. 24-041-02

Docket No. 24-050-02

**VERIFIED JOINT APPLICATION FOR ACKNOWLEDGEMENT OR APPROVAL
OF INDIRECT TRANSFER OF CONTROL**

Pursuant to Utah Code Ann. §§ 54-4-28, 54-4-29, and 54-4-30, and the rules of the Public
Service Commission of Utah (“Commission”), Verizon Communications Inc. (“Verizon”) and
Frontier Communications Parent, Inc. (“Frontier”) and Frontier’s Utah subsidiaries, including

¹ Pursuant to Utah Admin. Code R746-107-1(a)(ii), certificates of good standing for the attorneys
representing Verizon Communications, Inc. are attached hereto as **Exhibit A**.

Citizens Telecommunications Company of Utah d/b/a Frontier Communications of Utah (“Frontier Utah”), Navajo Communications Co., Inc. (“Navajo”), and Frontier Communications of America, Inc. (“Frontier America”) (Frontier Utah, Navajo, and Frontier America, collectively, the “Utah Operating Subsidiaries,” and together with Verizon and Frontier, the “Applicants”), respectfully submit this Joint Application (“Application”) to request that the Commission grant all approvals, acknowledgements, and certificates as may be necessary or required for the indirect transfer of control of the Frontier Utah Operating Subsidiaries to Verizon (the “Transaction”). The Applicants request that the Application be adjudicated informally pursuant to Utah Code § 63G-4-203 and Utah Admin. Code R746-1-104(1)(c). The Applicants represent by sworn attestation that this matter is anticipated to be unopposed.

As discussed in detail below, this Application seeks approval or acknowledgement of a proposed parent-level transaction in which Verizon will acquire 100 percent of Frontier and its Utah Operating Subsidiaries. The Frontier entities at issue in the Transaction include Frontier’s two Incumbent Local Exchange Carrier (“ILEC”) subsidiaries, Frontier Utah and Navajo, and one interexchange carrier (“IXC”) providing interstate and intrastate long-distance service on a resale basis, Frontier America. The indirect transfer of control will occur pursuant to the Agreement and Plan of Merger between Verizon and Frontier dated September 4, 2024,² by which all of Frontier’s subsidiaries, including the Utah Operating Subsidiaries, will become wholly-owned indirect subsidiaries of Verizon. As set forth in Section III below, the Transaction is occurring at the holding company level and, therefore, there is no “merger” or “transfer” of the Utah Operating Subsidiaries’ assets, customers, or contracts with or to other providers. As a

² A copy of the Agreement and Plan of Merger can be found at: <https://www.sec.gov/Archives/edgar/data/732712/000119312524213664/d828371dex21.htm>.

result, Commission approval of the Transaction may not be required. The Applicants request that the Commission provide any approvals and/or acknowledgements that the Commission deems are required. Applicants provide sufficient justification for the Commission to approve the Transaction, but believe that acknowledgement is all that is necessary because the Transaction is occurring at the holding company level.³

Utah will greatly benefit from the Transaction. Verizon's recognized leadership in building and deploying cutting-edge networks and its commitment to prioritizing consumer choice while serving local communities will benefit Utah consumers. Verizon possesses the financial standing and expertise necessary to optimize the Frontier network. Enhancing consumer choice is a hallmark of Verizon's reputation, as evidenced by the company's demonstrated history of aggressively deploying next-generation services and offering differentiated pricing and service options, including low-income plans. With the closing of the Transaction, current Frontier customers and Utah consumers will have the opportunity to access the various offerings and substantial benefits that Verizon customers receive today. By leveraging its significant financial strength, capital resources, and unparalleled technology, tools, and training, Verizon will build on Frontier's efforts to deliver better service, increase value, and offer more choice to Utah residents.

I. DESCRIPTION OF THE APPLICANTS

A. Verizon Communications Inc.

Verizon is a Delaware corporation with its principal place of business at 1095 Avenue of the Americas, New York, New York 10036. It is a holding company whose operating

³ To streamline the Applicants' request for relief, the remainder of this Application articulates the request for approval or acknowledgment of the Transaction as a request for "approval."

subsidiaries collectively comprise one of the nation’s leading providers of communications, technology, information, and entertainment products and services to consumers, businesses, and government entities. Throughout the country, Verizon offers data, video, and voice services and solutions on its networks and platforms that are designed to meet its customers’ demand for mobility, reliable network connectivity, and security. In 2023, Verizon generated revenues of \$134 billion.

As a holding company, Verizon itself does not offer services in Utah and is not certificated by the Commission. Verizon is the ultimate parent of the following operating subsidiaries that are certificated by this Commission:

- MCI Communications Services LLC d/b/a Verizon Business Services
- MCImetro Access Transmission Services LLC d/b/a Verizon Access Transmission Services
- XO Communications Services, LLC
- Verizon Select Services Inc.
- Verizon Long Distance LLC

B. Frontier Communications Parent, Inc. and Its Utah Operating Subsidiaries

Frontier, a Delaware corporation, is a leading communications and technology provider in the United States. With approximately 13,300 employees serving more than 3.1 million customers in 25 states as of December 31, 2023, Frontier currently owns and operates more than 50 ILECs and a small number of competitive local exchange carriers.⁴ Through its IXC subsidiaries, it also provides intrastate, interstate, and international long-distance service on a

⁴ Frontier’s current service territories are located in Alabama, Arizona, California, Connecticut, Florida, Georgia, Illinois, Indiana, Iowa, Michigan, Minnesota, Mississippi, Nebraska, Nevada, New Mexico, New York, North Carolina, Ohio, Pennsylvania, South Carolina, Tennessee, Texas, Utah, West Virginia, and Wisconsin. Frontier also serves a *de minimis* number of customers in Virginia, which are served by its cross-state border facilities in West Virginia.

resale basis in each of the states where Frontier operates as an ILEC, including Utah. Frontier generated revenues of approximately \$5.8 billion in 2023.

Frontier, through its subsidiaries, provides communications services to urban, suburban, and rural communities in its service areas. It offers residential consumers, businesses, and wholesale customers a broad range of communications services, including data and Internet services, voice services, video services, access products, advanced hardware/network solutions, and other services through the following entities in Utah:

- Citizens Telecommunications Company of Utah d/b/a Frontier Communications of Utah:
Frontier Utah is a Utah wired telecommunications carrier. Frontier Utah, a wholly-owned subsidiary of Frontier, is an ILEC authorized to provide local exchange service in Utah pursuant to a Certificate of Public Convenience and Necessity (“CPCN”) acquired after its formation in 1993. *See* Docket No. 93-041-01. Frontier Utah furnishes services in 24 exchanges in rural areas of northern, central, and southeastern Utah, with approximately 6,000 residential and commercial access lines in Utah.
- Navajo Communications Co., Inc.: Navajo is a Utah wired telecommunications carrier. Navajo, a wholly-owned subsidiary of Frontier, is an ILEC authorized to provide local exchange service in Utah, Arizona, and New Mexico. Frontier acquired Navajo in 1995. *See* Docket No. 95-051-01. Navajo furnishes services in 3 exchanges in rural areas of southeastern Utah, with approximately 200 residential and commercial access lines in Utah.
- Frontier Communications of America, Inc.: Frontier America is a Delaware corporation. Frontier America, a wholly-owned subsidiary of Frontier, is an IXC authorized to provide intrastate long-distance service and interstate long-distance service in Utah pursuant to a CPCN issued by the Commission to Citizens Telecommunications Company in 1996. *See*

Docket No. 96-2218-01. Frontier America subsequently merged with Citizens Telecommunications Company and changed its name to Frontier Communications of America, Inc. in 2003. *See* Docket No. 03-2218-02.

II. DESIGNATED CONTACTS

Communications and correspondence for the proceeding herein should be sent to the following individuals:

For Verizon	For Frontier
<p>Jesús G Román Managing Associate General Counsel Verizon 15505 Sand Canyon Avenue Irvine, CA 92618 Telephone: (805) 208-1187 Email: jesus.g.roman@verizon.com</p> <p><i>With a copy to:</i></p> <p>Michael B. Hazzard Ariel Diamond West DLA Piper LLP (US) 500 8th Street, NW Washington, DC 20004 Telephone: (202) 799-4000 Email: mike.hazzard@us.dlapiper.com ariel.west@us.dlapiper.com</p>	<p>Kevin Saville Sr. Vice President & General Counsel Frontier Communications Parent, Inc. 1919 McKinney Avenue Dallas, TX 75201 Telephone: (612) 839-0909 Email: KS9458@ftr.com</p> <p><i>With a copy to:</i></p> <p>Phillip J. Russell JAMES DODGE RUSSELL & STEPHENS, P.C. 10 West Broadway, Suite 400 Salt Lake City, Utah 84101 Telephone: (801) 363-6363 Email: prussell@jdrsllaw.com</p>

III. DESCRIPTION OF THE PROPOSED TRANSACTION

On September 4, 2024, Verizon and Frontier entered into an Agreement and Plan of Merger pursuant to which Verizon, upon receiving all necessary approvals, will acquire 100 percent of Frontier and its subsidiaries, including the Utah Operating Subsidiaries. The Transaction will occur through the merger of Frontier with a wholly-owned subsidiary of Verizon created for purposes of the Transaction.

Following this merger, Frontier will be the surviving entity and will become a wholly-owned, direct subsidiary of Verizon, and the Utah Operating Subsidiaries will become indirect, wholly-owned subsidiaries of Verizon. As the Transaction is occurring at the holding company level, there is no “merger” or “transfer” of the Utah Operating Subsidiaries’ assets, customers, contracts with or to other providers. Upon completion of the Transaction, the Utah Operating Subsidiaries will retain all of their various authorities to offer local exchange and interexchange services and all other applicable regulatory certifications. Charts illustrating the ownership of Frontier’s Utah Operating Subsidiaries both pre- and post-closing are attached as **Exhibit B**.

IV. THE TRANSACTION IS IN THE PUBLIC INTEREST

Utah Code Ann. §§ 54-4-28, 54-4-29, and 54-4-30 require a public utility purchasing or acquiring another public utility to obtain the Commission’s consent, and the Commission will only provide its consent if the transaction is in the public interest. Here, because Verizon is not a public utility and further because the Transaction is occurring at the holding company level, Commission consent is not required by the Utah Code. In any event, the Applicants submit that approval of the Transaction is consistent with the statutory standards and the public interest in Utah. Verizon is managerially, technically, and financially well-qualified to complete the acquisition, assume ownership and control of the Frontier Utah Operating Subsidiaries, and operate Frontier’s network. Verizon has an established track record of delivering best-in-class in-home broadband service. Moreover, with a market capitalization of approximately \$185 billion,⁵ and revenues of approximately \$134 billion and free cash flow of \$18.7 billion in 2023,⁶

⁵ See Verizon Communications Inc., STOCK ANALYSIS, <https://stockanalysis.com/stocks/vz/market-cap/> (last visited Oct. 28, 2024).

⁶ Verizon finishes 2023 with strong cash flow and wireless customer growth, VERIZON (Jan. 23, 2024), <https://www.verizon.com/about/news/verizon-finishes-2023-strong-cash-flow-and-wireless-customer-growth?msocid=250672210de161c32c8266f40c71601b>.

Verizon has the financial qualifications to undertake the Transaction and operate the Frontier Utah Operating Subsidiaries.

The Frontier Utah Operating Subsidiaries will continue to comply with existing regulatory requirements under applicable Utah statutes and rules and orders of the Commission. Similarly, the Transaction will not affect the Commission's ongoing authority and Verizon will honor all commitments the Frontier Utah Operating Subsidiaries have made related to Utah universal service fund support.

A. The Transaction Will Strengthen and Improve Frontier's Network

Verizon will ensure that Frontier's network is healthy and will deploy the resources necessary to ensure that Frontier customers who are served by that network receive quality service.

Verizon has the right technology, tools, and training to offer safe, adequate, and reliable service in Utah. Verizon will utilize these innovative tools and technology to further improve Frontier's network reliability by deploying systems that aim to identify network problems on a prospective basis and resolve them rapidly if they do occur. From detection to diagnosis, Verizon uses performance-based alerting in its core network to trigger proactive action and to avoid or minimize customer impact. These tools also assess changes in the network with a common system that identifies whether the second path on a diverse network is available before performing maintenance on the first and warns of potential service impact, thereby providing further protection for consumers.

Verizon's Network Reliability Program comprehensively and proactively addresses key infrastructure functions that support its network centers. Under this program, Verizon performs monthly and annual tests and routines on back-up power systems, including batteries and generators, to ensure they are operational for emergency situations. The Network Reliability

Program also includes ensuring proper network alarms and surveillance, circuit diversity, and failover testing. Verizon utilizes multiple centralized network operations centers (also referred to as network management centers) for remote administration, surveillance, and maintenance of Verizon's central offices, technical facilities, and field locations, to ensure consistent quality of service for its customers.

Another critical tool used by Verizon, particularly considering recent natural disasters and population-displacing events, is its Business Continuity & Event Management Framework. Based on an all-hands approach and supporting a set of core values relevant to disasters, Verizon maintains a plan for its facilities regarding continuity of operations and continuity of management, including alerting lists and alternate temporary locations deemed necessary to facilitate the installation, maintenance, and restoration of critical telecommunications and information services under conditions ranging from local emergencies to more widespread disasters. Importantly, this Framework is benchmarked against Federal Emergency Management Agency and Occupational Safety and Health Administration standards to ensure that it remains current and incorporates the latest updates.

Verizon maintains a comprehensive and robust safety program applied to facilities that proactively addresses work environments and their potential hazards. Verizon's Environment, Health, and Safety department has earned ISO 14001 (environmental) and 45001 (health and safety) certifications for its environment, health, and safety management system. Verizon's commitment to safe and environmentally responsible work practices extends to the suppliers who provide services and products to Verizon, who must go through a robust assessment and screening process.

Verizon offers best-in-class training for its technicians, including instructor-led courses that are aligned with industry best practices for broadband builds and maintenance of facilities. The program includes 13 mobile classroom labs that can be moved to where learners are located and employs an “experiential learning approach,” allowing learners to develop skills with maximum retention by performing training in detailed learning laboratories that mirror the on-the-job experience. Verizon’s Reliability Matters training aims to train employees to ensure they have all the resources they need before interacting with the network, to pause during network activity to ensure actions are going according to plan, and to confirm once complete that the intended result was achieved. Finally, network installation standards and requirements involve an annual review of Verizon Installation Procedure requirements, training on the Installation Procedure, and quality audits of installation and engineering jobs.

The technology that Verizon brings to its network results in fewer customer calls regarding service issues, and Verizon’s tools ensure that more problems get resolved without dispatches. Following the close of the Transaction, Verizon will conduct an in-depth audit of Frontier’s networks and will implement some or all the measures described above, as needed, to align the networks with Verizon’s standards, to the benefit of customers in the Frontier Utah footprint.

B. The Transaction Will Produce Substantial Benefits for Consumers

In addition to service reliability, following the Transaction, consumers in Frontier’s territory in Utah will benefit from Verizon’s award-winning customer service. For example:

- Verizon won JD Power awards for residential Internet service provider customer satisfaction.⁷
- Verizon is a finalist for the 2024 Reuters Events Customer Service Organization of the Year award, which honors an organization that has set new standards in customer service by implementing groundbreaking initiatives aimed at improving customer satisfaction and loyalty.⁸

Consumers in the Frontier footprint will enjoy low-cost options, bundled discounts, personalized choice, and added features.

Verizon offers a voluntary, nationwide low-income pricing option, which greatly enhances the affordability of home internet service for eligible customers.⁹ This option — known as Verizon Forward¹⁰ — was launched in 2020 to help increase access to affordable and reliable broadband for economically disadvantaged consumers, and Verizon continues to offer the program to those who qualify. Post-Transaction, Verizon will continue to offer Verizon Forward to customers in Frontier’s Utah service area. In light of the sunset of federal funding for the Affordable Connectivity Program, which helped connect nearly twenty-three million households across the country, Verizon announced updates to Verizon Forward under which select plans are currently available for as low as \$20 a month.

Consumers in Frontier-served areas of Utah are able to further personalize their plans to best suit their needs. Verizon offers a variety of advanced, next-generation services — including Verizon mobility and fixed in-home broadband plans — that can be tailored or combined. For

⁷ Can You Reach Me Now? Wireless Internet Providers Certainly Can and with High Levels of Satisfaction, J.D. Power Finds, J.D. POWER (Oct. 10, 2024), <https://www.jdpower.com/business/press-releases/2024-us-residential-internet-service-provider-satisfaction-study>.

⁸ Recognizing Excellence Across the Customer Journey, REUTERS EVENTS, <https://events.reutersevents.com/customer/awards> (last visited Oct. 30, 2024).

⁹ Frontier does offer federal and state Lifeline broadband service discounts.

¹⁰ How Verizon Forward Works, Verizon, <https://www.verizon.com/discounts/verizon-forward/> (last visited Oct. 10, 2024).

example, Verizon's myHome allows new and existing customers to select the plans that provide the best match for their requirements based on service and price. This feature is always available to Verizon customers, meaning customers can change their plan's components and features from month to month. The myHome program also offers a variety of Verizon and third-party subscription offerings at a discount compared to retail rates.

Because the proposed change in ownership will occur at the holding company level and does not require any customer migration, the Transaction will be seamless to Frontier's customers.¹¹ Customers will continue to receive high-quality communications services without interruption, and by the nature of the Transaction, Frontier will continue to be bound by all of its contracts, including wholesale contracts with other providers and retail contracts with business customers.

C. Verizon Supports Local Communities

While Verizon is a national brand, the company knows that understanding and engaging in the local communities it serves is a key to being a top service provider. Customers in Frontier territories will see that commitment through Verizon's dedication to promoting education, small businesses, public safety, and cutting-edge new technologies in their communities.

Verizon regularly invests in education and small business in the communities in which it operates, with a focus on bridging the digital divide and supporting the public safety community. The company has also developed numerous innovative public safety tools to benefit these communities not only in times of crisis, but also to address day-to-day public safety challenges. Verizon has invested millions in these areas in a variety of programs to create a better

¹¹ Verizon is acquiring all of Frontier and thus all of Frontier's back-office systems. Not having to transition customers to new systems at closing will facilitate a seamless experience for Frontier customers.

environment for its customers and employees. It plans to follow this practice in the communities within the Frontier footprint post-Transaction.

To help bridge the digital divide in education, Verizon works with nonprofit partners and edtech leaders on the Verizon Innovative Learning initiative with a goal of reaching 10 million youth with digital skills training by 2030. To date, Verizon has enabled more than 600 Title I schools and over 40 colleges and universities to offer new and engaging learning experiences by providing technology-integrated curriculum, extensive support for educators and administrators, emerging technologies, and free internet access. Verizon has expanded access to its education programs to all educators nationwide through free access to immersive applications for any device and tech-focused learning resources on the portal, Verizon Innovative Learning HQ. Verizon Innovative Learning has reached more than 7 million students and provided over \$1 billion in market value to support STEM education.

Verizon also offers Small Business Digital Ready, a free online curriculum for small business owners with courses, expert coaching, peer networking and exclusive incentives and grant opportunities. Verizon understands that small businesses are truly the lifeblood of our communities, and Verizon also knows that technology plays an increasingly critical role in small business success. As a result, in 2020 Verizon announced a 10-year commitment to support one million small businesses by 2030 with resources to help them thrive in the digital economy — with a specific focus on supporting diverse businesses. In Utah, since 2021, Verizon with its partners at Local Initiatives Support Corporation have awarded \$10,000 grants to two small businesses.

Utah is not immune to natural disasters, and Verizon has developed numerous tools to partner with cities and personnel in emergency situations. For example, THOR is Verizon

Frontline's Tactical Humanitarian Operations Response, a mobile, private Verizon 5G Ultra Wideband and mobile edge compute rapid-response command center vehicle designed to provide public safety agencies with high-quality communications and applications under nearly any conditions. The Verizon Rapid Response Connectivity Unit is a six-foot long, two-and-a-half-foot wide asset designed to be deployed by one person in fewer than 15 minutes. It is capable of delivering secure and reliable voice and internet service for first responders under austere conditions. And Verizon Frontline's Mobile Connectivity Agile Vehicle is a modified electric motorcycle capable of providing first responders with mission-critical communications capabilities when operating in areas that traditional vehicles and larger deployable assets cannot reach. These tools resulted in Verizon being named to Fast Company's prestigious list of the World's Most Innovative Companies of 2024. Verizon's award was in the Corporate Social Responsibility category for its commitment to the development and use of innovative new technology like drones, robotics, and more to help maintain mission-critical communications during disaster response operations.

D. The Transaction Will Not Result in Competitive Harm

Verizon's acquisition of Frontier will not adversely affect competition. The Transaction will not result in a reduction in the number of competitors or eliminate the possibility of a future new competitor in any Frontier service area. Verizon is not currently an ILEC in Utah, does not compete with Frontier for customers in the provision of wired mass-market services in that region, and has no plans to provide such services in the future absent the Transaction.

Frontier does not offer mobile wireless services in Utah. The combined company, however, is able in many locations to offer a bundle of home broadband and mobile wireless services — an offering Frontier is unable to make today. Other wireless providers are also

aggressively competing with their own fixed wireless options. Thus, Verizon's acquisition of Frontier will not adversely affect the public by posing a threat of competitive harm

V. CONCLUSION

For the reasons set forth above, the Applicants respectfully request that the Commission treat the Application on an informal basis consistent with Utah Code § 63G-4-203 and Utah Admin. Code R746-104(1)(c) and grant any and all certificates, consents, acknowledgements and/or approvals necessary for consummation of the proposed Transaction and the indirect transfer of control of the Frontier Utah Operating Subsidiaries to Verizon.

Respectfully submitted this 20th day of November 2024.

/s/ Michael B. Hazzard

/s/ Phillip J. Russell

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Attorneys for Frontier Communications Parent, Inc.; Citizens Telecommunications Company of Utah d/b/a Frontier Communications of Utah; Navajo Communications Co., Inc.; and Frontier Communications of America, Inc.

VERIFICATION

I, Kevin Saville, state that I am Senior Vice President, General Counsel for Frontier, and that as such I am authorized to make this verification on behalf of Frontier and the Frontier Utah Operating Subsidiaries. I have reviewed the foregoing Joint Application and verify that the facts contained therein relating to Frontier and the Utah Operating Subsidiaries, as well as the assertion that the matter is anticipated to be unopposed, are true to the best of my knowledge, information and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Date: November 20, 2024

/s/ Kevin Saville

Kevin Saville
Senior Vice President and General Counsel
Frontier Communications Parent, Inc.

VERIFICATION

I, Jesús G Román, state that I am Managing Associate General Counsel of Verizon, and that as such I am authorized to make this verification on behalf of Verizon Communications, Inc. I have reviewed the foregoing Joint Application and verify that the facts contained therein relating to Verizon, and the assertion that the matter is anticipated to be unopposed, are true to the best of my knowledge, information and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Date: November 20, 2024

/s/ Jesús G Román

Jesús G Román
Managing Associate General Counsel
Verizon

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing Joint Application was served by email this 20th day of November 2024, upon the following:

DIVISION OF PUBLIC UTILITIES

Chris Parker chrisparker@utah.gov
Madison Galt mgalt@utah.gov
Patricia Schmid pschmid@agutah.gov
Patrick Grecu pgrecu@agutah.gov
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OFFICE OF CONSUMER SERVICES

Michele Beck mbeck@utah.gov
Robert Moore rmoore@agutah.gov
 ocs@utah.gov

/s/ Phillip J. Russell

EXHIBIT A

Certificates of Good Standing



*On behalf of JULIO A. CASTILLO, Clerk of the District of Columbia Court of Appeals,
the District of Columbia Bar does hereby certify that*

Michael B Hazzard

*was duly qualified and admitted on October 17, 2003 as an attorney and counselor entitled to
practice before this Court; and is, on the date indicated below, an Active member in good
standing of this Bar.*

*In Testimony Whereof,
I have hereunto subscribed my
name and affixed the seal of this
Court at the City of
Washington, D.C., on November 19, 2024.*

Julio A. Castillo
JULIO A. CASTILLO
Clerk of the Court

Issued By:

A handwritten signature in black ink, appearing to read "David Chu".

*David Chu - Director, Membership
District of Columbia Bar Membership*

***For questions or concerns, please contact the D.C. Bar Membership Office at 202-626-3475 or email
memberservices@dcbbar.org.***

CERTIFICATION OF CURRENT STATUS

November 13, 2024

TO WHOM IT MAY CONCERN:

This is to certify that according to the records of the Washington State Bar Association, **Ms. Ariel Aubrey Diamond**, license no. **60980** was licensed or admitted to the practice of law as a lawyer in this state by the Washington Supreme Court on **June 26, 2023**.

As of the date of this certificate, Ms. Ariel Aubrey Diamond is and has been in good standing as a(n) **Active lawyer** of the Washington State Bar Association, who is **Eligible** to practice law in this state as a lawyer.

This certificate reflects the date of admission or licensure and the license status as of the date stated. Historical information about status, including periods on inactive status, administrative and disciplinary suspensions, disbarments, resignations, etc., are not reflected in this information, but are available through a Status History Certificate. A summary of confidential grievances and public discipline imposed is available, if authorized by the member, through a Discipline History Certificate.



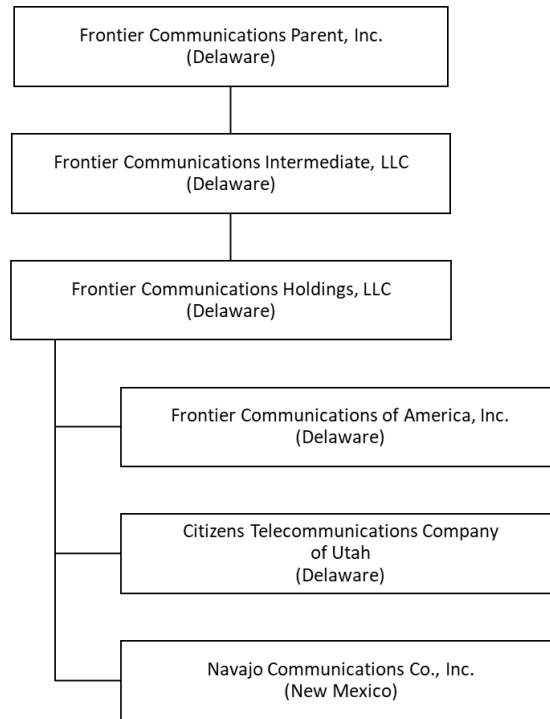
Terra Nevitt
Executive Director

Washington State Bar Association
1325 Fourth Ave, Suite 600
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EXHIBIT B

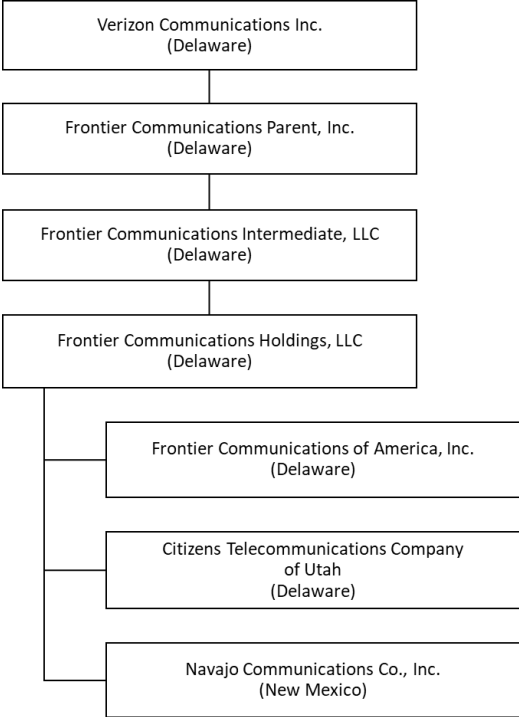
Current and Post-Transaction Ownership Structure

Pre-Transaction Ownership Structure



All ownership interests are 100% voting and equity.

Post-Transaction Ownership Structure



All ownership interests are 100% voting and equity.