

December 1, 2023

VIA HAND AND ELECTRONIC DELIVERY

Nadine Y. Ando, Director
Department of Commerce and Consumer Affairs
335 Merchant Street, 1st Floor
Honolulu, Hawaii 96813

CABLE TV DIVISION
DEPT OF COMMERCE AND
CONSUMER AFFAIRS
2023 DEC -1 P 2:06

Attn: Randy M. Leong, Cable Television Administrator

Re: Application of Hawaiian Telcom Services Company, Inc. for issuance of a Cable Franchise for the Island of Hawai`i

Dear Mr. Leong:

Enclosed please find an original and three (3) copies of Hawaiian Telcom Services Company, Inc.'s ("HTSC" or "Applicant") application for a cable television franchise for the Island of Hawai`i.

As the enclosures contain certain information Applicant considers to be confidential, proprietary, and/or competitively sensitive, Applicant respectfully requests that the contents of the "Confidential" enclosures not be disclosed to third parties without Applicant's prior written consent.

A complete listing of the confidential enclosures is below. Unauthorized disclosure of this information would infringe on the privacy rights of Applicant and/or its parent companies and cause competitive and other harm.

1. Confidential Exhibit III.E contains the master services agreement between Hawaiian Telcom Services Company, Inc. ("Applicant") and Hawaiian Telcom, Inc.
2. Confidential Exhibit III.F contains Applicant's confidential timing for the launch of its video service and strategy for preparing for such launch. Disclosure of such information would be harmful to Applicant by allowing competitors to tailor their marketing campaign accordingly.
3. Confidential Exhibit V.C – Form A-3 contains confidential disclosures of the identities of the holdings (franchisee/license and systems) in which Applicant, its affiliates, or any principal owns one percent or more of stock or other equity interest.

4. Confidential Exhibits V.D.2, VI.D.1.a and confidential forms B-1, B-2, B-3, B-4, B-4(Cont), B-5 (Cont), B-6, B-7, B-8, B-10, B-11 and VIII.H.3 contain confidential financial information that reflects Applicant's business plan, intentions and strategies. Disclosure of such information to Applicant's competitors and potential competitors would result in substantial financial harm to Applicant.
5. Confidential Exhibits VI.C.1, VI.C.2, VI.C.3, and V.D.3 and V.D.6.b contain competitively-sensitive financial information that reveal sources of funding and terms of financing of Applicant and its parent companies. Disclosure of such information would result in a competitor or potential competitor gaining a competitive advantage.
6. Confidential Exhibit VII contains confidential, proprietary and competitively-sensitive training curriculum for Applicant's new video platform service and disclosure of this information would reveal Applicant's business strategy and put Applicant at a competitive disadvantage.
7. Confidential Exhibits IX.A.1, IX.A.2, IX.A.3, IX.C.1, IX.C.1 (CONT), IX.E, IX.G.1, IX.J2, IX.J.3, IX.K.1, IX.N.2, IX.N.3, IX.V, and IX.Y.1 contain competitively-sensitive information relating to the location and details of the central facility, headend and network equipment used by Applicant to deliver its video service. These confidential exhibits also contain confidential, and proprietary information to Applicant's network system design. The disclosure of which could compromise the security of the communications network.
8. Confidential Exhibit X.G. contains Applicant's agreements with content aggregators that Applicant will be using to obtain most of its programming. These agreements are confidential, proprietary with competitively-sensitive terms that are subject to contractual confidentiality obligations.
9. Confidential Exhibit XI.C contains confidential, proprietary and competitively-sensitive information on Applicant's expected churn rate.

Thank you for your consideration of this application. If you have any questions, please contact me at steven.golden@hawaiiantel.com or 808-546-3877.

Sincerely,



Steven P. Golden
Vice President, External Affairs

SPG:rc

Enclosures

**STATE OF HAWAI'I
APPLICATION FOR ISSUANCE OF A CABLE FRANCHISE**

I. Introduction

In accordance with chapter 440G, Hawai'i Revised Statutes ("HRS"), and Hawai'i Administrative Rules ("HAR"), especially §16-133-2, §16-133-9, an applicant for a cable franchise is required to submit a written application, in a form designated by the Director of the Department of Commerce and Consumer Affairs ("DCCA"). This Application represents that form with respect to the grant of a new cable franchise. Submission of the completed Application, and its acceptance by DCCA, are necessary State conditions for the requested issuance of a cable franchise.

Applicant is advised to be familiar with the provisions of chapter 440G, HRS, and administrative rules chapters 131, 132 and 133 of Title 16 of HAR promulgated pursuant to the statute.

The State reserves the right to require an Applicant to submit to the State further and more detailed information than is called for by these instructions, or than may be included in any Application, about any matters concerning which the State may inquire.

II. Use of Application Form

The application forms have been designed to elicit pertinent data that will be used in evaluating the Application. Applicant should provide answers/responses to questions sequentially. If the answer to a particular question is no, or "not applicable," please state.

Applicant is encouraged, although not required, to supply answers/responses on the enclosed forms. If Applicant utilizes another format, it should specify, at the top of each page of its proposal, the form and question number which applies, and ensure that each question is fully answered.

Applicant shall provide an original and (3) hard copies of its Application and one electronic pdf copy of its Application by electronic mail.

III. General Information

- A.** State the name, location of its business office, mailing address and telephone number of Applicant.

Response: Hawaiian Telcom Services Company, Inc.
1177 Bishop Street
Suite 17
Honolulu, HI 96813
Ph. 808-643-3456

- B.** Provide a summary of the Application for a new franchise.

Response:

Hawaiian Telcom Services Company, Inc. ("HTSC") seeks a fifteen (15) year franchise for the geographical area encompassing the County of Hawai'i ("Hawai'i Island"). HTSC will deliver its Fioptics+ (formerly known as Hawaiian Telcom TV "HTTV") service over the fiber network infrastructure of its sister company, Hawaiian Telcom, Inc. ("HTI"). Issuing a cable franchise to HTSC is in the best interests of the residents of Hawai'i Island by offering them a choice of video providers in a market long dominated by the incumbent cable provider, which serves an estimated 40% of Hawai'i Island households as of June 2023.

Today, Hawaiian Telcom customers on Hawai'i Island can only subscribe to voice and Internet services. Issuing a video franchise will directly benefit HTSC customers by allowing them the choice to also purchase video service and to bundle this service with voice or Internet service or both. The residents of Hawai'i Island will no longer be limited to subscribing to video service from only the incumbent cable provider.

Competition in the market is expected to bring consumer benefits in terms of content, value, customer service, more advanced Internet Protocol TV ("IPTV") technology and innovative products and services. HTSC will provide its competitive video service to the residents of Hawai'i Island, by introducing its new Fioptics+ powered by TiVo Android based IPTV video service application platform.

Fioptics+ video platform expands the customer's viewing experience by incorporating traditional video services with the power of Android TV. This platform allows HTSC to combine linear TV with direct-to-consumer apps such as Max, Netflix, Disney Plus, as well as universal search capabilities and cloud services providing customers a best-in-class entertainment experience.

Hawaiian Telcom's substantial investments to expand its fiber network demonstrates its commitment to provide its alternative video service to the HTSC's customers and other residents of the island of Kaua'i.

HTSC seeks a franchise with terms that appropriately reflect the unique competitive challenge of being a new entry in the Hawai'i Island video market that will allow it to be financially viable, especially in the critical early years.

C. Authorization

State the names, addresses, and occupations of all persons who are authorized to represent or act on behalf of Applicant in those matters pertaining to the Application.

1. For each person so authorized, Applicant shall state the limits, if any, of the Authority of the individual to make representatives or act on behalf of Applicant with respect to matters pertaining to the Application.

Response:

Su Hwa Shin Meisenzahl, President, (HTSC)

Steven P. Golden, Vice President, External Affairs (HTSC)

2. The requirement to make such disclosure shall continue until the State shall have accepted or rejected HTSC's application or until HTSC withdraws its application.

D. History and experience

Provide a narrative account of Applicant's history and experience to demonstrate its ability to furnish efficient and dependable service to the public.

Response:

HTI and its affiliates have served the communications needs of the State of Hawai'i for one hundred and forty years. Hawaiian Telcom, Inc., the incumbent local exchange carrier for the State of Hawai'i and the sister company of HTSC, was formed in 1883, when King David Kalākaua granted Mutual Telephone Company, the predecessor to Hawaiian Telcom, Inc., a charter to provide telephone service in the Hawaiian Islands. HTSC was formed in 2004 in connection with The Carlyle Group's acquisition of Verizon's Hawai'i businesses, in order to provide to the State the non-regulated services not being performed by Hawaiian Telcom, Inc., including high-speed Internet and long distance telecommunications service.

On June 24, 2011, the DCCA approved HTSC's cable franchise for O'ahu allowing it to launch a competitive video service in July 2011.

On December 8, 2017, Decision and Order No. 370, the Director of the Department of Commerce and Consumer Affairs ("Director") approved the transfer of HTSC's Cable Franchise for the Island of O'ahu from HTSC to Cincinnati Bell Inc. ("Cincinnati Bell" or "CBI") and on April 30, 2018, the Hawai'i Public Utilities Commission's ("HPUC") in Decision and Order No. 35327 in Docket No. 2017-0208 approved the combination of Cincinnati Bell and HTSC and other Hawaiian Telcom affiliates.

Application For Issuance Of A Cable Franchise For The County Of Hawai'i
Name of Applicant: Hawaiian Telcom Services Company, Inc.

On November 13, 2020, in Decision and Order No. 377, the Director approved the transfer of control of HTSC's cable franchise for the Island of O'ahu from Cincinnati Bell to Red Fiber Parent LLC ("RFP") and on May 3, 2021, HPUC's Decision and Order No. 37757 in 2020-0080 approved the indirect transfer of control of HTSC and other Hawaiian Telcom affiliates to RFP. On September 7, 2021, RFP acquired Cincinnati Bell (which currently does business as altafiber) and its affiliated entities.

In 2022, HTI invested \$160 million in private capital to expand and support its fiber infrastructure statewide. Approximately 300,000 homes and businesses in Hawai'i now have access to Hawaiian Telcom's ultra-fast-fiber-to-the-premises (FTTP) internet service known as Fioptics Internet. Fioptics Internet is delivered on Hawaiian Telcom's fiber network that goes all the way to a home or business. Hawaiian Telcom's Fioptics Internet, with ultra-fast download speeds up to one gigabit and the fastest upload speed in Hawaii of 500 megabits, is the only service that is 100% fiber all the way to the customer's location.

Hawaiian Telcom has enabled more than 42,000 locations on Hawai'i Island with its Fioptics Internet service. About 44% of Hawai'i Island now has access to Fioptics Internet with 90% to 99% of households to be enabled in Mountain View, Nā'ālehu, and Pahoia by the end of 2023. Pāhala, on the southeast side of Hawai'i Island is the latest zip code (96777) to be fully enabled with Hawaiian Telcom's fiber infrastructure.

Hawaiian Telcom Companies, Multiple Services

HTSC and HTI offer a wide range of communications services and products. HTSC currently offers video on O'ahu; and Fioptics Internet, long distance, advanced communication network services, data center services including colocation and virtual private cloud, and cloud-based services statewide.

Commitment to and Investment in Hawai'i

Hawaiian Telcom is the only Internet service provider that has invested more than \$1 billion over the last 10 years to expand its fiber footprint, maintain and increase capacity of its statewide communications network, and support its integrated communication solutions for its customers.

Hawaiian Telcom incorporates island values into its operation, while focusing on the customer experience, taking the time to understand the needs of its customers. Hawaiian Telcom offers a full range of services to business and residential customers including internet, video, voice, data network solutions and security, colocation, and managed and cloud services – all supported by the reach and reliability of its next-generation fiber network and 24/7 state-of-the art network operations center, with employees statewide sharing a commitment to innovation and a passion for delivering superior service.

The Hawaiian Telcom Leadership Team

Su Hwa Shin Meisenzahl ("Su Shin"), President

Su Shin was named President of Hawaiian Telcom in February 2020. She is the first female president in the company's more than 140-year history,

A strategist, consultant and implementer, Ms. Shin previously served as Chief of Staff, providing strategic counsel to Hawaiian Telcom's president and senior leadership team, and managing and directing key projects and initiatives.

Prior to that, Ms. Shin, a seasoned senior strategic communications executive with more than two decades of experience, served as Executive Director of Marketing and Communications, responsible for all marketing execution and communications functions, including traditional/offline and online advertising, direct marketing, website management and development, social media, as well as strategic internal and external communications.

Ms. Shin joined Hawaiian Telcom in August 2013 as Director of Corporate Communications, managing the company's employee and public relations strategies and activities, with a focus on improving employee engagement. Before coming to Hawaiian Telcom, Ms. Shin served as Senior Vice President at Bennet Group, providing executive leadership at Hawai'i's fourth largest public relations agency. In this role, she was responsible for developing and managing a team of professionals focused on providing strategic communications counsel to many of the state's most prominent companies.

Ms. Shin has extensive utility experience, having served as Chief Communications Officer at the Honolulu Board of Water Supply. She began her career as a broadcast journalist for KHNL-TV, Hawai'i's NBC affiliate.

Ms. Shin graduated from McKinley High School before receiving her bachelor's degree from the University of La Verne in California.

Committed to giving back to the community, Ms. Shin currently serves on Aloha United Way's Board of Directors, the Bell Charitable Foundation, the McKinley High School Foundation, and the advisory council for the University of Hawai'i at Mānoa Outreach College. She also serves as a member of the Chamber of Commerce Hawai'i's Military Affairs Council, the Hawai'i Business Roundtable, and Hawai'i Green Growth's Sustainability Business Forum.

Steve Golden, Vice President, External Affairs

Steve Golden has served as Vice President, External Affairs at Hawaiian Telcom since 2008. He manages the company's federal, state and county government affairs advocacy and is also responsible for ensuring compliance with the rules and regulations of the Federal Communications Commission, Hawai'i Public Utilities Commission and Cable Television Division of the Hawai'i Department of Commerce and Consumer Affairs. Prior to joining Hawaiian Telcom, Mr. Golden worked in the energy field for Hawai'i Gas, Kaua'i Electric and Pacific Resources/BHP Hawai'i, primarily managing government and regulatory affairs. He began his career as a public policy advisor for the State of Hawai'i and City and County of Honolulu elected officials.

Mr. Golden is a proud Kalani High School graduate and alumnus of the University of Hawai'i at Mānoa with an M.A. degree in Urban and Regional Planning and a B.A. degree in Sociology. He serves as president of the Hawai'i Science Bowl and Chair of the Hawai'i Public Utilities Commission's One Call Advisory Committee. He also serves on the Board of the Chamber of Commerce of Hawai'i.

Jamie Kawamoto, Vice President – Brand Marketing

Jamie Kawamoto's responsibilities includes brand strategy, retail marketing, sponsorships & brand activations, social media, and market research for Hawaiian Telcom and its parent company altafiber. Ms. Kawamoto has been with Hawaiian Telcom for the past decade and previously served as Executive Director – Marketing Communications, and was responsible for advertising, acquisition and loyalty marketing, website content, public relations, and internal communications.

Prior to joining Hawaiian Telcom in 2013, Ms. Kawamoto, who has 25 years of experience in marketing, served in leadership roles at Honolulu-based Tetris Online, Inc. and Avatar Reality, Inc. She previously held marketing leadership positions at industry-leading companies such as Walmart.com, Mattel, and PlayStation.

Ms. Kawamoto earned a Bachelor's degree in Business Administration from the University of California, Riverside, and an MBA from the UCLA Anderson School of Management. She currently serves on the board of directors for the Blood Bank of Hawai'i and Hawai'i Literacy.

Ben Morgan, Vice President – Business Transformation and Operations

As Vice President – Business Transformation and Operations, Ben Morgan is responsible for Hawaiian Telcom's Network Planning and Engineering, Subsea Engineering, Order Provisioning, and Service Quality Management (Government & Top 35 Business Accounts) teams. In this role, Mr. Morgan is responsible for driving various Network Transformation projects to transition customers and assets from our legacy network to our strategic fiber network.

Previously, Mr. Morgan served as Vice President – Customer Operations from February 2021 to March 2023, Vice President – Field Operations from August 2018 to February 2021 and Vice President – Customer Care and Network Reliability, from March 2014 to August 2018. He joined Hawaiian Telcom in October 2011 as Director of Customer Care, bringing with him more than a decade of technology and telecommunications experience. In March 2012, he took on an expanded role as Executive Director – Customer Care.

Before joining Hawaiian Telcom, Mr. Morgan served as Vice President – Voice Services for MegaPath, Inc. in Seattle, Washington. Prior to that, he held management and senior management positions at Speakeasy Inc. (now part of MegaPath Corporation). Mr. Morgan began his professional career at Amazon.com in 1999. He earned professional certification in call center management from the International Customer Management Institute (ICMI).

Mr. Morgan serves on the board for the American Heart Association, and as President of the board for HUGS (Help, Understanding, & Group Support). He has also served on the State of Hawai'i Enhanced 911 Board.

Jason Thune, Vice President – Fiber Strategy and Deployment

Mr. Thune began his career at Hawaiian Telcom as a summer intern in 1998. Over his nearly 25-year career with the company, he has held key leadership roles in different areas, including customer operations, network operations, network planning and IT. Prior to being promoted to vice president in August 2022, he served as Executive Director - Fiber Strategy and Deployment.

To help bring fiber broadband to some of Hawai'i's most rural areas, primarily on the neighbor islands, Mr. Thune spearheaded projects to pursue federal grants from the Connect America Fund Phase II, Connect America Fund Phase II Auction and Rural Digital Opportunity Fund. His efforts led to Hawaiian Telcom securing \$68.5 million to enable 23,000 locations in rural areas with fiber broadband.

Mr. Thune earned a Bachelor's degree in Management Information Systems from the University of Illinois at Urbana-Champaign – College of Business, and an MBA from the University of Hawai'i at Mānoa - Shidler College of Business.

He was recognized as one of the 40 Under Forty by Pacific Business News in 2017 and he is a member of the Pacific Century Fellows class of 2016.

Michele Lehmkuhl, Vice President – Consumer Strategy and Sales

Michele Lehmkuhl is Vice President Consumer Strategy and Sales responsible for the consumer market segment at Hawaiian Telcom. She is focused on driving consumer market growth tied to Hawaiian Telcom's expanding fiber footprint. She has responsibility for attracting and retaining customers, understanding the needs of customers to drive a better experience and overseeing sales operations.

Ms. Lehmkuhl joined Hawaiian Telcom's parent company alfaiber in October 2000. Prior to her current position, she served as Vice President of Product Strategy where she had responsibility for pricing, revenue management and product strategy in the consumer and business markets.

Ms. Lehmkuhl earned a bachelor's degree from Northern Kentucky University.

Jonathan Bond, Director – Video Product Strategy

Jonathan Bond is an 18-year veteran in the telecommunications industry and is currently the Director of Video Product Strategy for alfaiber & Hawaiian Telcom. Mr. Bond has responsibility for the day-to-day operations, long-term strategy and profitability for the video product. Specifically, this includes content negotiations with broadcasters and programmers, packaging, partnerships, hardware and the user experience. During his time at alfaiber and Hawaiian Telcom, Mr. Bond has held a variety of positions including; Content & Programming, Product Management, Sales Distribution and Operations.

Jonathan earned his Bachelor's degree in Operations Management from the University of Cincinnati in 2001.

Seanna Russell, Product Manager II – Video Product Strategy

Ms. Russell joined the Hawaiian Telcom team as an intern in 2011 when Hawaiian Telcom TV was first introduced on O'ahu. Throughout her 12 years with Hawaiian Telcom, her role has evolved with the TV product starting as a Support Specialist and working her way up to Product Manager of the TV Platform. Her current role includes coordinating operational changes to the TV platform including platform upgrades and channel changes, evaluating the overall platform for customer experience, and coordinating internal operations for channel and retransmission negotiations.

Ms. Russell earned her Bachelor's degree in Marketing from the Shidler College of Business, University of Hawai'i at Manoa in 2011.

E. Description of Proposed System

Provide a description of the Applicant's proposed system, including such detail to support the Application and to permit a proper evaluation of the merits of the Application.

Response:

HTSC will deliver its Fioptics+ (formerly Hawaiian Telcom TV "HTTV") service over HTI's fiber network infrastructure utilizing its new TiVo Android based IPTV video service application platform. Issuing a cable franchise to HTSC is in the best interest of the residents of Hawai'i Island, as it will provide much needed competition in a monopoly video market. This increased competition will not only provide options for consumers but also help to drive improved pricing, value, customer service, and access to more advanced Internet Protocol TV ("IPTV") technology and innovative products and services.

HTI and HTSC have a services agreement that ensures transactions between the companies are conducted on an arms' length basis and there is no improper cross-subsidy. Under the agreement, services provided by HTSC are charged at the lower of fair market value (FMV) or the fully distributed cost (FDC), whereas other services provided to HTSC are charged at the higher of FMV or FDC. These internal charges will not impact the rates or prices that HTSC will charge for its video services, which are based on market forces.

A copy of this services agreement is attached as Confidential Exhibit III.E¹.

The payment structure described in Section III.E complies with 47 C.F.R. Subpart-B, Section 32.27(c), which states:

"For all other services sold by or transferred from a carrier to its affiliate, the services shall be recorded at no less than the higher of fair market value and fully distributed cost. For all other services sold by or transferred to a carrier from its affiliate, the services shall be recorded at no more than the lower of fair market value and fully distributed cost."

Compliance with this regulation ensures that each entity is transacting affiliate services at fair rates that will not cross-subsidize or unfairly advantage the other entity's business operations.

The video service rates charged by HTSC reflect the market value of video services that subscribers are willing to pay. If the prices for video services are excessively high, video subscribers will obtain services from another service provider. HTSC's video service rates or prices are based on the consumer's value of the services provided and market competition.

¹ Confidential Exhibit III.E, Exhibit A-1 is not missing because this exhibit was not included in the final executed Affiliate Services Agreement because there were no services identified to be transacted between HOLDCO and Parent, Asset Company and/or Hawaiian Telcom.

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Unlike traditional RF-based cable systems, HTSC's design utilizes IPTV packet technology to deliver all-digital video services. A diagram of HTSC's overall system design, which is located at its video headend facility in Wahiawa, O'ahu is illustrated in Confidential Exhibits IX.C.1 and IX.C.1 (CONT) attached hereto.

HTSC provides Fioptrics Internet utilizing existing gigabit passive optical network ("GPON") technologies over HTI's existing fiber network with connections to HTI's Central Offices ("COs") directly to customer premises. All COs that are equipped with advanced Multi-Protocol Label Switching ("MPLS") and GPON equipment are able to provide video services to households that are fiber-enabled within that CO. This architecture allows greater bandwidth for customers for a host of new services.

HTSC believes that utilizing world-class products, combined with its highly- skilled service organization, will deliver a competitive, quality product to its subscribers with best-in-class headend components to provide all-digital content and signal carriage via its advanced IPTV and fiber to the home network.

HTSC will be able to offer a full suite of services and equipment in its IPTV system design that brings advanced digital video quality and flexibility in the services and applications in an interactive and cross-platform television viewing experience, with features such as:

- Flexibility with using Wi-Fi enabled managed and unmanaged set-top-boxes for customer convenience and affordability.
- Advance Voice and Integrated Universal Search Features making it easy to find and launch all streaming services and standard TV channels.
- Intuitive TV recommendations based on viewing habits².
- Deep linking of Interactive Apps - Access to popular streaming services without switching of inputs on TV or need for additional devices.
- Cloud Digital Video Recording ("DVR")

HTSC's design provides component level flexibility that is repeatable to provide the programming content required. The system design employs an IP output encoder scheme to provide the greatest flexibility with output aggregators. HTSC's vendors have successfully engineered similar models for atafiber and many other large video content providers.

² Intuitive collection is a recommendation based on a subscriber's viewing habits related to frequently watched channels and program names on a viewing device. No identifying customer proprietary network information (CPNI) is collected from subscribers.

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HTSC's network hierarchy specific to the video subsystem is shown in Confidential Exhibit IX.C.1. This design is used in other deployed IPTV architecture documentation and only includes network elements associated with the delivery of video services. The network is comprised of the following major elements:

- A headend providing linear video channels and video-on-demand ("VOD") content aggregation and
- The access network between the central office and multiple or single dwelling living units

1. State the length of the franchise term sought in this Application.

Response:

The length of the franchise term sought in this Application is fifteen (15) years, consistent with H.R.S. Section 440G-8(d).

2. Identify any waivers to any of the State's laws or regulations that are being requested by the Applicant in the provision of the requested franchise. State whether Applicant holds an existing authorization to access the public rights-of-way in the geographical area covered by the Application and the geographic area covered by the authorization.

Response:

HTSC is not requesting any waivers. HTSC, through its sister company, HTI, has authorization to access the public rights-of-way in the geographical area covered by this Application. HTI's authorization is derived from Chapter XLV of the Session Laws of 1874, signed by King Kalākaua on August 4, 1874 and entitled "An Act for the Encouragement and Aid of any Company now Incorporated, or that may be Hereafter Incorporated, for the Transmission of Intelligence by Electricity" (the "Act"), and from the Charter that created Mutual Telephone Company, the predecessor to Hawaiian Telcom, Inc. The Act authorized the Minister of the Interior, among other things, to permit any company that "may be hereinafter incorporated in this Kingdom . . . for the transmission of intelligence by electricity" to "construct lines of Telegraph upon and along the highways and public roads and across the lands and waters of this Kingdom", and to "take up and set apart for the use of such Telegraph Company ... sufficient land and premises for Telegraph Stations and other needful uses in operating said Telegraph line or lines". The Charter document in turn sets forth Mutual Telephone Company's "franchise" to operate a telephone company, specifically vesting Mutual Telephone Company with "all the powers, privileges, rights and immunities mentioned in" the Act. HTSC will comply with all applicable governmental regulations regarding the use and occupation of public rights-of-way in the delivery of video service, including any police powers of the County in which the service is delivered.

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- F.** If applicable, state the approximate month and year that Applicant intends to commence its proposed video service. If Applicant intends to implement a pilot program before offering its proposed video service to the public, please describe the nature of the pilot program and time frames for implementation.

Response: See Confidential Exhibit III.F

- G.** To the extent applicable, provide detailed results of Applicant's most recent customer satisfaction survey and a detailed disclosure regarding the manner and process that was used to conduct the survey.

Response:

Please see the confidential 2022 Annual Customer Satisfaction Survey for the O'ahu franchise, which HTSC submitted to the Director on December 30, 2022 in accordance with Section IV.R.7 of Decision and Order No.352.

H. State Applicant's proposed plans and schedule of expenditures for or in support of the use of public, educational, and governmental (PEG) access channels and facilities including the following:

1. The amount Applicant proposes for the annual access operating fee payments to the Director or the Director's designee for PEG access purposes. If this proposed payment is based on a percentage of revenue, explain how the percentage will be calculated.

Response:

HTSC is committed to supporting community access to the PEG channels and is willing to discuss with the DCCA appropriate annual access operating fee payments for PEG access purposes.

2. The amount Applicant proposes for the annual capital fund payments to the Director or the Director's designee for PEG access purposes. Explain how Applicant proposes to calculate this amount.

Response:

HTSC is committed to supporting the capital needs for PEG access purposes and is willing to discuss with the DCCA appropriate annual capital fund payments for PEG access purposes.

3. The PEG Access channel capacity, transmission and distribution network
 - a. Provide information on PEG access capacity, design, technology, performance and architecture.

Response:

PEG access will be provided via fiber-based transmission from the PEG provider to HTSC's headend. HTSC does not have a formal construction plan and schedule for the required interconnections between the PEG access cable networks and HTSC's video network, but it intends to work with the PEG provider toward completion of the interconnections by the time of commercial launch. HTI's tariffed video transport service will be utilized to transport PEG channels from the PEG provider's location to HTSC's video headend. The tariffed video transport service will utilize 45mb bandwidth to provide a quality signal for each channel. HTSC is willing to cover the costs for direct connection so that there are no ongoing recurring costs to the PEG access provider.

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- b. The number of PEG access channels Applicant proposes to provide including the number of linear versus “on demand” channels if appropriate.

Response:

HTSC is willing to provide the same number of PEG channels provided by the incumbent cable operator on Hawai'i Island.

For reference, below are HTSC's PEG linear channels on O'ahu. Currently, the O'ahu PEG provider does not utilize any “on-demand” channels, however, HTSC will work with the PEG provider should there be a request to establish “on-demand” channels.

O'ahu PEG TV Linear Channel Lineup:

Network	Fioptics+ Channel	Fioptics+ Stream Type	Description
OLELO 49	49	HD	Public Access
OLELO 53	53	HD	Public Access
OLELO 54	54	HD	Public Access
OLELO 55	55	HD	Public Access
OLELO - TEC	355	SD	Public Access
OLELO - TEACH	356	SD	Public Access

- c. The channel number placement and number retention policy for the system.

Response:

HTSC is willing to provide the channel number placement similar to its existing O'ahu franchise and will retain these channel numbers per FCC guidelines.

- d. The quality of PEG access channels (i.e., SD or HD) Applicant proposes to provide.

Response:

All channels will be made available in HD quality as long as the PEG provider offers it. Adaptive Bit Rate (“ABR”) will be used to determine the quality being presented. ABR identifies the device a customer is using as well as the available bandwidth to adjust the bit rates of the channels accordingly.

- e. The proposal for the airing of public service announcements promoting PEG channels and programming on non-PEG channels.

Response:

Similar to O'ahu, HTSC is willing to make available to the Director 2,000 PSAs of at least thirty (30) seconds in length cablecast on its channels per calendar year for use by State and County agencies.

- f. The impact of technological advances on PEG access channels.

Response:

Since HTSC's service is based on IP technologies, its start over/restart features are more responsive than traditional cable-based platforms. Future advances will be considered and implemented as technology is made available to enhance the customer viewing experience.

- I. State Applicant's proposed plans for support for Hawai'i Public Television Foundation (PBS Hawai'i).

Response:

HTSC is committed to supporting Public Broadcasting Service Hawai'i ("PBS Hawai'i") and is willing to discuss with DCCA the appropriate annual access operating fee payments for PBS Hawai'i.

- J. Provide a detailed discussion addressing the Applicant's proposed plans for support of the State's INET system and, where appropriate, the proposed costs to the State for this support.

Response:

HTSC recognizes the State's INET system as a significant part of the State's communication infrastructure and is committed to working with the DCCA to develop an appropriate INET program.

Applicant notes that recent FCC decisions (see discussion below), require that "any costs associated with the construction, maintenance, and service of an I-Net fall within the five percent cap on franchise fees³."

The FCC's Third Report and Order does not differentiate between identifying the cost of construction of new or existing fiber used for INET purposes. Thus, the entire cost of constructing the relevant fibers as well as operating and maintaining them would offset the amount of franchise fees paid. It is important to keep in mind that the purpose of the 5% franchise fee cap is to protect consumers, not HTSC, as franchise fees are passed through to cable service subscribers.

³ In the Matter of Implementation of Section 621(a)(1) of the Cable Communications Policy Act of 1984 as Amended by the Cable Television Consumer Protection and Competition Act of 1992, Third Report and Order, 34 FCC Rcd 6844 at 6873, Par. 55 (2019) ("Third Report and Order").

Application For Issuance Of A Cable Franchise For The County Of Hawai'i
Name of Applicant: Hawaiian Telcom Services Company, Inc.

IV. Affidavit

No Application will be accepted without an affidavit, notarized, on behalf of the Applicant, attesting to the following:

This application is submitted by the undersigned that has been duly authorized to make the representations herein on behalf of the Applicant.

Applicant understands that representations in this application may be made part of or be relied upon in developing the Franchise Documents, and are enforceable against Applicant, in the event a franchise is renewed as a consequence of this application.

Applicant recognizes that all representations made in this application are binding upon it and that inaccuracy of or failure to adhere to any such representations may result in revocation of any franchise that may be granted as a consequence of this application.

Consent is hereby given to the State to make inquiry into the legal, character, technical, financial and other qualifications of Applicant and any controlling entities by contacting any persons or organizations named herein as references, or by any other appropriate means.

The Applicant certifies and guarantees that the responses are within the financial capability of the proposed system, and to deliver a cable communications system which is consistent with the responses contained within this application.

The signatory hereto declares that the entire contents of this application are true and correct to the best of his knowledge, information and belief.

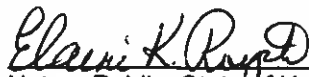
Firm Name Hawaiian Telcom Services Company, Inc.

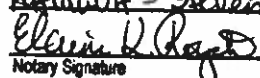
Affiant's Signature 

Affiant's Name Steven P. Golden

Official Position Vice President, External Affairs

Subscribed and sworn to before me
This 1st day of December, 2023

 **Elaine K. Royston**
Notary Public, State of Hawai'i
My commission expires: Sept 5, 2027

Doc. Date: Undated # Pages: 93
Notary Name: Elaine K. Royston 1st Circuit
Doc. Description: App for Issuance of a Cable Franchise for County of Hawaii - Affidavit - Steven P. Golden
 12-01-23
Notary Signature Date

NOTARY CERTIFICATION



V. Qualifications

As part of the franchising process, Applicant shall provide DCCA information regarding its financial, legal, technical and character qualifications.

A. Legal and Ownership Qualifications

1. If Applicant is a corporation, state where Applicant was incorporated.

Response:

Hawaiian Telcom Services Company, Inc. ("HTSC") is a Delaware corporation.

2. Ownership and Control Information

Provide the following information for all principals, officers, directors of Applicant,¹ and for beneficial owners of one percent or more of the outstanding stock or other ownership interest in Applicant. Beneficial owners include, but are not limited to individuals, corporations, partnerships, joint ventures and unincorporated associations. Beneficial owners also include all prospective owners, including those to whom offers to become owners have been made and the offer has not been rejected.

To the extent that the information below is fully contained in SEC Form 10K filings, those filings may be submitted in lieu of the information below. Identify the page number and section in the Form 10K filings where the applicable information can be found.

Name (if individual) _____

(if organized) _____

Complete Mailing Address _____

Nature of Interest: Partner Officer
Stockholder/Owner Director

Profession or occupation _____

Name of employer _____

Address of employer _____

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¹ If Applicant is a subsidiary of another controlling entity, provide the requested information for all controlling entities.

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Number of shares of each class of stock or ownership interest in Applicant (including stock options, stock subscriptions, and partnership options): _____

Method of payment for interest (cash, notes, services, etc.)²:

If shares are used for security to obtain funds to pay for them, disclose full details of the transaction: _____

Percentage of ownership of partnership, voting stock or equity interest: _____

Response:

The following are the names and titles of the director and officers of HTSC. Their mailing address is c/o Hawaiian Telcom Services Company, Inc. at 1177 Bishop Street, Suite 17, Honolulu, HI 96813.

Director:	Su Hwa Shin Meisenzahl	President
Officers:	Su Hwa Shin Meisenzahl	President
	Joshua T. Duckworth	Chief Financial Officer
	Christi H. Cornette	Chief Administrative Officer
	Ronald S. Beerman	Chief Network Officer
	Kevin J. Murray	Chief Information Officer
	Mary E. Talbott	Chief Legal Officer
	Jason E. Praeter	President, Consumer and Small Business
	Gregory M. Wheeler	President, Business Markets
	Christopher C. Elma	Vice President, Finance
	Angela J. Huber	Vice President and Treasurer
	Suzanne E. Maratta	Vice President and Corporate Controller
	Steven P. Golden	Vice President, External Affairs
	Connie M. Vogt	Corporate Secretary
	Michael R. Murphy	Director, Corporate Tax
	Thomas B. Paolucci	Director and Controller
	Leslie A. Ueoka	Assistant Secretary
	Rachael F. Vorst	Assistant Treasurer

Hawaiian Telcom Communications, Inc., with mailing address of 1177 Bishop Street, Suite 17, Honolulu, HI 96813, owns 100% of the outstanding shares of HTSC.

The following are the names and titles of the directors and officers at Hawaiian Telcom Communications, Inc., with the mailing address of 1177 Bishop Street, Suite 17, Honolulu, HI 96813. No officer or director owns any shares of Hawaiian Telcom Communications, Inc.

Application For Issuance Of A Cable Franchise For The County Of Hawai'i

Name of Applicant: Hawaiian Telcom Services Company, Inc.

Directors:	Kelly Atkinson	Director
	Felix Bernshteyn	Director
	Leigh R. Fox	Director
	Scott Graves	Director
	F. Gregory Guerra	Director
	Eric Kearney	Director
	Anton Moldan	Director
	Doug Wiest	Director
	Christina Marie Wire	Director
Officers:	Su Hwa Shin Meisenzahl	President
	Joshua T. Duckworth	Chief Financial Officer
	Christi H. Cornette	Chief Administrative Officer
	Kevin J. Murray	Chief Information Officer
	Ronald S. Beerman	Chief Network Officer
	Mary E. Talbott	Chief Legal Officer
	Jason E. Praeter	President, Consumer and Small Business
	Gregory M. Wheeler	President, Business Markets
	Christopher C. Elma	Vice President, Finance
	Angela J. Huber	Vice President and Treasurer
	Suzanne E. Maratta	Vice President and Corporate Controller
	Steven P. Golden	Vice President, External Affairs
	Connie M. Vogt	Corporate Secretary
	Michael R. Murphy	Director, Corporate Tax
	Thomas B. Paolucci	Director and Controller
	Leslie A. Ueoka	Assistant Secretary
	Rachael F. Vorst	Assistant Treasurer

Hawaiian Telcom Holdco, Inc., with mailing address of 1177 Bishop Street, Suite 17, Honolulu, HI 96813 owns 100% of the outstanding shares of Hawaiian Telcom Communications, Inc.

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The following are the names, mailing addresses, and titles of the directors and officers of Hawaiian Telcom Communications, Inc. ("Communications") and Hawaiian Telcom Holdco, Inc. ("Holdco") (the directors and officers of each entity are identical). Their mailing address is c/o Hawaiian Telcom, 1177 Bishop Street Suite 17, Honolulu, HI 96813. None of the officers or directors own stock in Communications or Holdco.

Directors:	Kelly Atkinson	Director
	Felix Bernshteyn	Director
	Leigh R. Fox	Director
	Scott Graves	Director
	F. Gregory Guerra	Director
	Eric Kearney	Director
	Anton Moldan	Director
	Doug Wiest	Director
	Christina Marie Wire	Director
Officers:	Su Hwa Shin Meisenzahl	President
	Joshua T. Duckworth	Chief Financial Officer
	Christi H. Cornette	Chief Administrative Officer
	Ronald S. Beerman	Chief Network Officer
	Kevin J. Murray	Chief Information Officer
	Mary E. Talbott	Chief Legal Officer
	Jason E. Praeter	President, Consumer and Small Business
	Gregory M. Wheeler	President, Business Markets
	Christopher C. Elma	Vice President, Finance
	Angela J. Huber	Vice President and Treasurer
	Suzanne E. Maratta	Vice President and Corporate Controller
	Steven P. Golden	Vice President, External Affairs
	Connie M. Vogt	Corporate Secretary
	Michael R. Murphy	Director, Corporate Tax
	Thomas B. Paolucci	Director and Controller
	Leslie A. Ueoka	Assistant Secretary
	Rachael F. Vorst	Assistant Treasurer

Cincinnati Bell Inc. (CBI), with mailing address at 221 East Fourth Street, Cincinnati, OH 45202, owns 100% of the outstanding shares of Hawaiian Telcom Holdco, Inc.

The following are the names and titles of the directors and officers of Cincinnati Bell Inc. No officer or director owns any shares of Cincinnati Bell Inc.

Directors:	Kelly Atkinson	Director
	Felix Bernshteyn	Director
	Scott Graves	Director
	F. Gregory Guerra	Director
	Colleen Hanabusa	Director
	John Komeiji	Director
	Anton Moldan	Director
	Doug Wiest	Director
	Christina Marie Wire	Director

Application For Issuance Of A Cable Franchise For The County Of Hawai'i
Name of Applicant: Hawaiian Telcom Services Company, Inc.

Officers:	Leigh R. Fox	President and Chief Executive Officer
	Joshua T. Duckworth	Chief Financial Officer
	Christi H. Cornette	Chief Administrative Officer
	Ronald S. Beerman	Chief Network Officer
	Kevin J. Murray	Chief Information Officer
	Mary E. Talbott	Chief Legal Officer
	Jason E. Praeter	President, Consumer and Small Business
	Gregory M. Wheeler	President, Business Markets
	Angela J. Huber	Vice President and Treasurer
	Suzanne E. Maratta	Vice President and Corporate Controller
	Connie M. Vogt	Corporate Secretary
	Michael R. Murphy	Director, Corporate Tax
	Rachael F. Vorst	Assistant Treasurer

3. General Ownership Information

To be completed by each organization or corporation who filled out Section V.A above.

- a. List all principals, officers, corporate directors, and beneficial owners of one percent or more of your own stock or ownership interest.³

Response:

No Officer or Director owns any shares in any of Cincinnati Bell Inc. or any of the Hawaiian Telcom entities.

- b. For each name below that is the name of an organization or corporation, complete a new Section V.A for the entity until all ownership interests are identified at the level of individual owners of one percent or more. Tabulate the data in Form A-1 below.

Name of Organization: _____

Address: _____

Response: Not Applicable.

Form A-1

<u>Name of Individual owners of 1% or more in above Organization or corporation</u>			
<u>Name</u>	<u>Address</u>	<u>Capacity</u>	<u>Ownership (Percent)</u>

² If notes, fully disclose terms thereof, including interest rate, repayment schedule and dedication or circling of further income stream, if any. If services, disclose the method of valuation.

³ If Applicant is a subsidiary of another controlling entity, provide the information noted above for all controlling entities.

Application For Issuance Of A Cable Franchise For The County Of Hawai'i
 Name of Applicant: Hawaiian Telcom Services Company, Inc.

4. Provide information on Stock of Applicant corporation in Form A-2:

Form A-2

Class of Stock	Par Value	Vote Per Share	No. of Shares Authorized	No. of Shares Issued	No. Shares Subscribed	Total No. of Stockholders

5. Additional Information

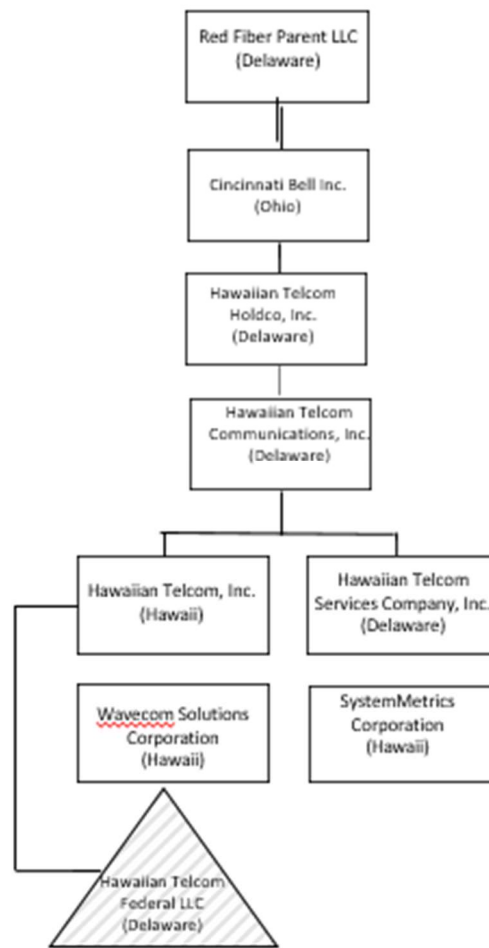
- a. Is Applicant directly or indirectly controlled by another corporation or legal entity? If "yes," please explain.

Response:
 Yes, HTSC is a wholly-owned subsidiary of Hawaiian Telcom Communications, Inc., which in turn is wholly owned by Hawaiian Telcom Holdco, Inc. which is wholly owned by CBI

Application For Issuance Of A Cable Franchise For The County Of Hawai'i
Name of Applicant: Hawaiian Telcom Services Company, Inc.

which in turn is wholly owned by Red Fiber Parent LLC (“Red Fiber”.)

- b. Provide a current organizational chart including any parent organizations and affiliates controlled by Applicant, showing the relationship between the Applicant and all principals and ultimate beneficial owners of the Applicant including all controlling/ ownership entities in the change of command. The organizational chart should show all vertical and horizontal affiliates by degree or extent of control/ownership interest.



Note: Each entity listed above is a wholly owned subsidiary of its parent.

Application For Issuance Of A Cable Franchise For The County Of Hawai'i

Name of Applicant: Hawaiian Telcom Services Company, Inc.

- c. Detail agreements or procedures, if any, which assure that policy and operational control over the proposed video services system shall remain vested in Applicant. Also provide complete description of all entities and organizations which may comprise or be part of or related to controlling business entity.

Response:

HTSC's Board of Directors and management have policy and operational control over HTSC's video services business. As described in Section V.A.5.a above, HTSC is a wholly-owned subsidiary of Hawaiian Telcom Communications, Inc., a holding company which in turn is wholly-owned by Hawaiian Telcom Holdco, Inc. Hawaiian Telcom, Inc., which is the ILEC for the State of Hawai'i, owns the network over which HTSC will deliver its video service and is also a wholly-owned subsidiary of Hawaiian Telcom Communications, Inc., which is a wholly-owned subsidiary of CBI, which in turn is a wholly-owned subsidiary of Red Fiber.

6. Obligations of the Applicant

- a. Does Applicant have any other obligations or securities authorized or outstanding which bear voting rights either absolutely or upon any contingency?

Response: No

- b. Is any owner of any equity interest obligated or expected to be obligated to repay, guarantee or otherwise be responsible for any outstanding debt of Applicant? If recourse exists with respect to the assets of some but not all equity owners, disclose details of different treatment.

Response: No

- c. Is Applicant obligated or expected to be obligated to repay, guarantee or otherwise be responsible for any outstanding debt of any equity interest in the Applicant? If recourse exists, with respect to the assets of some but not all equity owners, disclose details of different treatment.

Response: No

7. Ownership Disclosure

- a. Applicant, including all shareholders and parties with any financial interest in the Applicant, must fully disclose all agreements and understandings with any person, firm, group, association or corporation with respect to the

Application For Issuance Of A Cable Franchise For The County Of Hawai'i

Name of Applicant: Hawaiian Telcom Services Company, Inc.

ownership and control of the franchise, including but not limited to agreements regarding the management or day-to-day business of any material portion of the Applicant's video services operations. This includes agreements between local investors and national companies. Failure to reveal such agreements will be considered withholding of pertinent information and will be considered cause to withhold or revoke award of the franchise.

Response:

There are no such agreements or understandings with respect to the ownership and control of the franchise.

- b. Please append copies of any written agreements made regarding the ownership or control of the video services system. Use the space provided to outline any oral agreements or understandings regarding the ownership or control of the video services system. Indicate the existence and description (including price and time-of-exercise provisions) of stock options, buy-out agreements, buy-back or exchange of stock (or other interests) or options that could affect the ownership structure of Applicant. Treat specifically the possible effects on the interests of minority owners and local investors. (A "local investor" shall mean any individual who resides within the State of Hawai'i or any corporation, partnership or business association owned or controlled by any individual(s) who reside in such area.)

Response:

There are no such agreements or understandings with respect to the ownership and control of the franchise.

- c. Provide all agreements, documents or other materials covering relationships, interest rights and responsibilities for ownership entities other than a corporation, including but not limited prospectuses, offering statements, solicitations and repayment agreements.

Response:

There are no such agreements or understandings with respect to the ownership and control of the franchise.

- d. Is Applicant or any principal assisting any equity owner in obtaining funds with which to pay for shares? If so, disclose full details of the transaction.

Response: No

Application For Issuance Of A Cable Franchise For The County Of Hawai'i

Name of Applicant: Hawaiian Telcom Services Company, Inc.

- e. Is any dividend payment guaranteed or any class of shareholders to be treated differently from any other class? If so, please explain.

Response: No

- f. Please provide the most recent Form 10-K, if any, for all related or controlling entities of Applicant.

Response: See Exhibit V.D.1

8. Future Ownership Issues

Provide a complete description of any pending or planned changes in the ownership structure of the Applicant including such changes pending or planned for any ownership interests in the Applicant or any of its parent companies.

Response: Not Applicable

B. Character Qualifications

Please provide the following information about Applicant and any controlling or affiliated entities including entities under common control with the Applicant (hereinafter collectively referred to in this Section B as "Applicant"). Please identify all controlling or affiliated entities for which information is provided.

- 1. For the ten-year period immediately preceding the filing of the application, please provide the following information as to Applicant:

Application For Issuance Of A Cable Franchise For The County Of Hawai'i

Name of Applicant: Hawaiian Telcom Services Company, Inc.

- a. Has any court entered any judgment, decree or order which determined that Applicant engaged in any activity that involved:
- i. unfair or deceptive trade practices, perjury, fraud, dishonesty, organized crime or racketeering; or
 - ii. violation of applicable federal, state, or local cable communications law or rules; or
 - iii. violation of cable franchise provisions; or
 - iv. violation of the rules, regulations, codes of conduct, or ethics of a self-regulatory trade or professional organization?
 - v. If so, please describe each such judgment, order or decree and provide a copy thereof.

Response: No

- b. Has any administrative entity made any finding or entered any order or decree which determined that Applicant engaged in any activity that involved:
- i. unfair or deceptive trade practices, perjury, fraud, dishonesty, organized crime or racketeering; or
 - ii. violation of applicable federal, state, or local cable communications laws or rules; or
 - iii. violation of cable franchise provisions; or
 - iv. violation of the rules, regulations, codes of conduct, or ethics of a self-regulatory trade or professional organization?
 - v. If so, please describe each such finding, order or decree and provide a copy thereof.

Response: No

- c. Has there been any formal investigations or examinations other than routine or customary audits, inspections and investigations, that terminated in any agreements, undertakings, consents or orders, resolutions, ordinances, or revocation, suspension or alteration of a cable or multi-channel video service franchise involving Applicant or its affiliates?

Response: No

- d. Has Applicant ever been unable to obtain a bond in connection with the construction or operation of its cable or multi-channel video service system or with the network infrastructure to be utilized by Applicant to deliver the proposed video service?

Application For Issuance Of A Cable Franchise For The County Of Hawai'i
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Response: No

- e. Has Applicant or any of its officers, directors, or management employees been convicted of any felony criminal offense, which involved perjury, misrepresentation, fraud, theft, or bribery? If so, please provide full information concerning each such condition.

Response: No

2. Has any cable or multi-channel video service franchise held by Applicant been suspended or revoked? If so, please state the relevant circumstances for each such suspension or revocation.

Response: No

3. Has any application submitted by Applicant for a new cable or multi-channel video service franchise been denied or withdrawn after receipt of a formal or informal notice of intent to deny? If so, please state the relevant circumstances for each such denial or withdrawal.

Response: No

4. Has any application for a transfer of a cable or multi-channel video service franchise to Applicant been denied or withdrawn after receipt of a formal or informal notice of intent to deny? If so, please state the relevant circumstances for each such denial or withdrawal.

Response: No

5. Has any application submitted by Applicant for a renewal of a cable or multi-channel video service franchise been denied or withdrawn after receipt of a formal or informal notice of intent to deny? If so, please state the relevant circumstances for each such denial or withdrawal.

Response: No

C. Cable or Multi-channel Video Service Holdings Owned By Applicant

Existing Cable or Multi-channel Video Service Franchise Interest

Please provide the following information for the five largest holdings (franchisee/license and systems) in which Applicant, its affiliates, or any principal⁴ owns one percent or more of stock or other equity interest. Tabulate the data in Form A-3.

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Response: See Confidential Exhibit V.C – Form A-3

Form A-3

Location of System					
Date of Franchise/License Award or Acquisition (indicate whether award or purchase)					
Franchise Term					
Date of Expiration					
Homes in Franchise Area					
Homes Passed					

⁴ For purposes of this form, "principal" means any officer or director of Applicant, and any person, firm, corporation, subsidiary, joint venture or other entity, who or which owns or controls one percent or more of the voting stock (or any equivalent voting interest of a partnership or joint) of an Applicant.

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Location of System					
Number of Subscribers					
Route Miles					
Channel Capacity					
Number of Local Origination, Access, and Institutional Channels					
Name and Addresses of Local Government Officials Responsible for Cable or Video service Operations ⁵					
Franchise Fee(as % of total gross cable-related revenues)					

⁵ If a cable system encompasses agreements with more than one franchising authority, provide the requested information for each franchising authority.

D. Financial Qualifications

1. Applicant's Financial Statements

Provide the latest audited financial statements of the Applicant that have been audited by an independent Certified Public Accountant. Such audited financial statements are to be full disclosure financial statements prepared in accordance with Generally Accepted Accounting Principles and contain at a minimum, Balance Sheets, a Statement of Income, a Statement of changes in Equity, a Statement of Cash Flows, and a full set of related footnotes.

Response:

See the audited statements of Cincinnati Bell Inc. at pages 68 to 129 in Cincinnati Bell's Form 10-K attached as Exhibit V.D.1. There are no audited statements for the HTSC only.

2. Start-up costs

Provide the detailed anticipated start-up costs for the proposed video service along with a time frame for recovery of those costs.

Response:

See Confidential Exhibits V.D.2 and VI.F - FORM B-6

3. Source of Financing

Describe in detail financing plans for any construction, expansion and the continuing operation of the Applicant's multi-channel video service. Document the debt or financing that is to be provided by any funding organization. If the funding is to be provided through any parent, then the ability to obtain financing and sources of the parent must be documented.

Response: See Confidential Exhibit V.D.3

- a. Equity - What are the sources and amount of equity capital? List all committed sources and the amount committed. Indicate whether such source and amount are committed and or merely a projected plan of possible financing.

Response: See the following Exhibits:

Exhibit V.D.3.a - Credit Agreement

Exhibit V.D.3.a - Amendment No.1 to Credit Agreement

Exhibit V.D.3.a - Incremental Amendment To Credit Agreement

Exhibit V.D.4 - Amended And Restated Receivables Financing Agreement

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Name of Applicant: Hawaiian Telcom Services Company, Inc.

- b. Long-Term Debt - What are the sources and amount of long-term debt? List all committed sources and the amount committed. Indicate whether such source and amount are committed and or merely a projected plan of possible financing. Specify any covenants in the debt agreements which may constrain the application of the debt to finance the Hawai'i system.

Response: See the following Exhibits:

Exhibit V.D.3.a - Credit Agreement

Exhibit V.D.3.a - Amendment No. 1 to Credit Agreement

Exhibit V.D.3.a - Incremental Amendment To Credit Agreement

Exhibit V.D.4 – Amended And Restated Receivables Financing Agreement

- c. Short-term Debt - What are the sources and amount of short-term debt? List all committed sources and the amount committed. Indicate whether such source and amount are committed and or merely a projected plan of possible financing. Specify any covenants in the debt agreements which may constrain the application of the debt to finance the Hawai'i system.

Response: See the following Exhibits:

Exhibit V.D.3.a - Credit Agreement

Exhibit V.D.3.a - Amendment No. 1 to Credit Agreement

Exhibit V.D.3.a - Incremental Amendment To Credit Agreement

Exhibit V.D.4 – Amended And Restated Receivables Financing Agreement

- d. Provide the name, title, address and telephone number of an appropriate contact person of each lending institution or other source providing financing or other financial services to Applicant.

Response: The contact information for CBI's Credit Agreement and related Revolving Credit Facility is noted below:

Mr. Jackson Crutch
Investment Banking
Goldman Sachs & Co.
37th Floor
2001 Ross Avenue
Dallas, TX 75201

Tel: 972-368-3633

Email: jackson.crutch@ny.email.gs.com

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The contact information for CBI's Network Receivables Facility is noted below:

Ms. Nicholle Torres
Senior Associate
Asset Backed Finance – Securitization/PNC
PNC Bank
300 Fifth Avenue
Pittsburgh, PA 15222

Tel: 412-768-6587
Email: nicholle.torres@pnc.com

4. Terms of Financing

Provide details of the terms of any financing arrangements with Applicant's parent company or any other affiliated entities, if any.

a. For each source of debt financing, provide the following information

Form A-4

Amount -	Long Term	\$ _____	Term Length	_____
Amount--	Short Term	\$ _____	Term Length	_____

- b. List conditions under which the financing is to be made available. List restrictions on availability or use of funds.
- c. List interest rates, payback and other terms.
- d. List collateral involved.
- e. List guarantors.
- f. Attach copies of any related agreements made in connection with financing of this project.
- g. Describe any interrelationships between any source of debt financing and Applicant or any principal.
- h. Describe any limitations on the sale of stock by individual holders in this project.
- i. Describe any buy-out or buy-back stock provisions.
- j. Describe any assignments or intended assignments of stock voting rights.

Application For Issuance Of A Cable Franchise For The County Of Hawai'i
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Response: See the following Exhibits:
Exhibit V.D.3.a - Credit Agreement
Exhibit V.D.3.a - Amendment No. 1 to Credit Agreement
Exhibit V.D.3.a - Incremental Amendment To Credit Agreement
Exhibit V.D.4 – Amended And Restated Receivables Financing Agreement

5. Operator Liability

- a. Will any other entity besides the Applicant be legally liable for the obligation and performance of the Applicant's video service?

Response: No

- b. If the Applicant proposes that persons or entities other than the Applicant shall be legally liable for the obligations and performances of its video service, provide complete financial data for said persons or entities or indicate where such data is located in the application, and state clearly the degree to which they will incur such liability.

Response: Not Applicable.

6. Documentation of Financial Viability

- a. Provide an annual report and SEC Form 10K (if applicable) for Applicant's parent company.

Response: See Exhibit V.D.1

- b. How much of the Applicant's line of credit is presently uncommitted and will be applied and committed to any construction and the operation of its video service?

Response: See Confidential Exhibit V.D.6.b

- c. If the Applicant is a division or subsidiary of any other entity and will have financing provided by or through such entity, please provide the proposed debt instrument, describing terms of payment for operations and any proposed construction or upgrades and the parties involved in these payments.

Response: See the following Exhibits
Exhibit V.D.3.a - Credit Agreement
Exhibit V.D.3.a - Amendment No. 1 to Credit Agreement
Exhibit V.D.3.a - Incremental Amendment To Credit Agreement
Exhibit V.D.4 – Amended And Restated Receivables Financing Agreement

Application For Issuance Of A Cable Franchise For The County Of Hawai'i
Name of Applicant: Hawaiian Telcom Services Company, Inc.

- d. If future refinancing is anticipated, describe proposed terms and arrangements.

Response: Not Applicable.

7. Previous Systems Financed

Describe in detail the financing arrangements utilized by Applicant and/or parent and/or principals to acquire or construct cable systems within the past ten years.

Response: Not Applicable.

8. Contact in Outside Audit Firm

For Applicant, any parent company, and the principals, provide the name, title, address and telephone number of an appropriate contact person in each outside audit firm utilized within the past five years.

Response:

For the years 2021 and 2022, CBI's, HTSC's ultimate parent, auditor contact is noted below:

PwC
Bruno Carlucci Pontes
Director
bruno.carlucci.pontes@pwc.com
312-206-2194
201 E 5th Street
Suite 2400
Cincinnati, OH 45202

For the years 2018 to 2020, CBI's auditor contact is noted below:

Deloitte
Stephanie Klump
Managing Director
sklump@deloitte.com
513-412-8303
50 W 5th Street
Suite 200
Cincinnati, OH 45202

VI. FINANCIAL PRO FORMA

Please provide the information indicated for years one through ten in financial statements which request ten-year projections. Applicant shall include subtotals as appropriate for each five-year interval.

Please respond to **all** required items in the order requested and in the basic format listed. If Applicant does not submit a designated form but chooses to present the information in another format, then please so state. All financial projections shall be on a calendar year basis commencing on January 1st unless prior approval for a different starting date is obtained from the State.

All Pro Forma projections should be made in NOMINAL DOLLARS.

A. Form B-1 – Anticipated System Growth and Revenue

Response: See Confidential Exhibit VI.A – Form B-1

Year	Households	Homes Passed	Average Basic* Subs.	Average 2 nd Set* Subs.	Average Pay Video programming* Subs.	Other** Services	Percentage of Penetration	
							Pay to Basic	Pay to Homes Passed
5 year subtotal								
5 year subtotal								
Total								

* If there is more than one tier of service offered, provide information for each tier. Show separately, number of subscribers, average rate, annual revenue for each tier of basic and pay video programming and other services. Then show totals for all tiers.

** Break down each type “other” than basic and pay video programming revenues from installation and from monthly rates.

B. Form B-2 – Anticipated System Growth and Revenue

Response: See Confidential Exhibit VI.B – Form B-2

Revenue per Subscriber							Revenue (Annual Total)						
Year	Basic (Yearly)*	2nd set* (Yearly)	Pay* (Yearly)	Installation basic pay	FM service	Other** describe	Basic*	2nd set*	Pay*	Installation basic pay	FM service	Advertising	Other describe
1													
5 year subtotal													
5 year subtotal													
Total													

* If there is more than one tier of service offered, provide information for each tier. Show separately, number of subscribers, average rate, annual revenue for each tier of basic and pay video programming and other services. Then show totals for all tiers.

** Break down each type “other” than basic and pay video programming revenues from installation and from monthly rates.

C. Subscriber and Service Projections

1. Basis of Subscriber Penetration

Explain how Applicant's subscriber and penetration figures are obtained.

Response: See Confidential Exhibit VI.C.1.

2. Projected Growth of Other Services

Describe in detail the development and projected growth of any service other than basic and pay video service. Be specific on the sources and growth of each component of revenues from all "other" services.

Response: See Confidential Exhibit VI.C.2

3. Geographic Coverage

Describe in detail the geographic coverage of the system including the census tract numbers of the proposed franchise area and the identities of any census tracts that will only be partially served by the system and the extent of that partial service.

Response:

HTSC plans to provide Fioptics+ services to all census tracts on Hawai'i Island where Hawaiian Telcom has enabled Fiopptic internet.

See Confidential Exhibits VI.A- Form B-1 and VI.C.3 for number of anticipated doors to be completed in 2023 and anticipated doors forecasted to be built in 2024 – 2033.

Below and attached map in Exhibit VI.C.3.a is the data for Hawai'i Island's census tracts.

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Table 1.12-- RESIDENT POPULATION AND NUMBER OF HOUSEHOLDS, BY ISLAND AND CENSUS DESIGNATED PLACE: 2016-2020

[Based on 2020 Census Designated Places (CDPs) boundaries. CDPs do not cover all land areas with populations, so the island totals displayed are not the sum of only their CDPs. Based on a sample and subject to sampling variability. Figures displayed are the average values between the years 2016 to 2020]

Island and 2020 place	Resident population	Households	Island and 2020 place	Resident population	Households
Hawaii	201,350	71,747	Hawaii (con.)		
Ainaloa	3,636	1,218	Nanawale Estates	1,385	571
Black Sands	106	64	Orchidlands Estates	3,116	1,168
Captain Cook	4,361	1,121	Paauilo	487	188
Discovery Harbour	1,142	452	Pahala	2,023	480
Eden Roc	700	325	Pahoa	1,234	428
Fern Acres	1,740	633	Papaikou	881	307
Fern Forest	627	303	Paukaa	604	237
Halaula	644	196	Pepeekeo	1,531	537
Hawaiian Acres	2,890	1,086	Puako	250	131
Hawaiian Beaches	4,621	1,683	Royal Hawaiian Estates	1,303	582
Hawaiian Ocean View	4,803	1,781	Seaview	188	152
Hawaiian Paradise Park	10,921	4,096	Tiki Gardens	529	223
Hawi	1,325	453	Volcano	753	341
Hilo	45,248	16,225	Volcano Golf Course	681	221
Holualoa	2,827	1,044	Waikoloa Beach Resort	606	302
Honalo	810	274	Waikoloa Village	7,366	2,612
Honaunau-Napoopoo	2,515	1,025	Waimea	10,969	3,608
Honokaa	2,339	705	Wainaku	1,066	373
Honolulu	429	152	Waiohinu	220	77
Kahaluu-Keauhou	7,258	2,385			
Kailua	22,972	7,711	Maui	157,272	52,073
Kaiminani	11,276	4,167	Haiku-Pauwela	9,107	3,291
Kalapana	34	34	Haliimaile	997	270
Kaloko	1,763	492	Hana	768	242
Kamaili	132	100	Kaanapali	1,115	527
Kapaau	1,927	669	Kahului	29,993	8,369
Keaa	1,280	417	Kapalua	334	157
Kealahou	2,393	834	Keokea	2,471	653
Kukuihaele	322	136	Kihei	22,749	8,144
Kurtistown	3,230	995	Kula	6,687	2,670
Laupahoehoe	1,242	459	Lahaina	13,216	3,618
Leilani Estates	1,784	813	Launiupoko	587	230
Mauna Loa Estates	1,134	638	Maalaea	258	178
Mountain View	3,517	1,154	Mahinahina	901	326
Naalehu	1,007	333	Makawao	7,989	2,740

Continued on next page.

D. Financial Goals

1. State in narrative form, Applicant's financial goals.
 - a. State Applicant's financial targets for operating income, pre-tax income, and desired rate of return and answer the following questions:
 - 1) What is the basis for rate of return?
 - 2) How is rate of return calculated?
 - 3) If the discounted cash flow method is used, what is the investment based upon which the return is calculated?
 - 4) What are the items considered as cash out-flows, in-flows?
 - 5) What residual value is assumed for the system at the end of the franchise period?

Response: See Confidential Exhibit VI.D.1.a

E. Computation of Income Taxes – complete Forms B-3, B-4, and B-5.

1. Please describe how income taxes are computed.
 - a. Will federal income taxes be consolidated with a parent company or other entity?

Response: Yes.

See Confidential Exhibits VI.E-Form B-3, VI.E-Form B-4, VI.E.4-Form B-4(Cont.) and VI.E-Form B-5(Cont.).

- b. If not, show treatment of loss carry-forwards and investment tax credits on property placed in service before 1986 (if applicable).

Form B-3 – INCOME STATEMENT (in 000s)

Year	Revenue	Less Operating Expenses	Equal Operating Income	Less Interest	Less Depreciation & Amortization	Equals Pre-Tax Income	Less Income Taxes	Equals Net Income	Net Income As A % of Revenue	Plus Depreciation & Amortization	Equals Cash Flow*
5 year subtotal											
5 year subtotal											
Total											

* From operations (exclusive of borrowings, acquisitions and fixed assets, debt service payments and other similar items).

Form B-4 – SOURCES AND USES OF FUNDS

Sources of Funds						Use of Funds						
Year	Beginning Cash Balance	Equity Funds	Loans	Revenue	Total Sources	Capital Expenditures	Operating Expenses*	Interest Payments	Income Taxes	Loan Repayment	Dividends	Total Uses
5 year subtotal												
5 year subtotal												
Total												

* Prove a detailed breakdown of the operating expenses listed in a separate table.

Form B-5 – Summary of Sources and Uses of Funds (Continued)

Year	Total Sources	Total Uses	Ending Cash Balance	Beginning Balance Loans Outstanding	Payments	Ending Balance Loans Outstanding	Beginning Balance Retained Earnings or Equity	Profit or (Loss)	Ending Balance Retained Earnings or Equity
5 year subtotal									
5 year subtotal									
Total									

F. Provide information on anticipated capital expenditures as requested in the Form below.

Response: See Confidential Exhibit VI.F – Form B-6

Form B-6 – Anticipated Capital Expenditures (in \$000s)

Year	Antennas(s) & Towers	Oahu Inter- connects	Headends Incl. Computer	Earth Station	Distribution			Institutional Network	Drops*	Converters*	Buildings	Leasehold Improvements Furnishings & Fixture
					Aerial	Under- ground	Hub Inter- connect					
5 year subtotal												
5 year subtotal												
Total												

* Equipment on customer's premises (including capitalized labor).
 Note: Include projected replacement capitalization where applicable.

G. Discuss and describe the method(s) used in determining capitalized overhead and capitalized interest applicable to the system. Provide information on anticipated capital expenditures in the Form below.

Response: See Confidential Exhibit VI.G – Form B-7

Form B-7 – Anticipated Capital Expenditures (in \$000s)

Origination and Access											
Year	Land	Studios	Mobile Vans	Equipment	Interconnects with other systems on Oahu and neighbor Islands	Test Equipment	Vehicles	Pre- Operating	Pay Cable Related Equipment	Other**	Total
5 year subtotal											
5 year subtotal											
Total											

** Describe other capital expenditures.
Note: Include projected replacement capitalizing where applicable.

H. Provide information on future subscriber network construction costs in the Form below.

Response: See Confidential Exhibit VI.H – Form B-8

Form B-8 – Future Subscriber Network Construction Costs

Item	Aerial	Underground	Equipment for* Other Services
<u>Distribution Cost Per Mile</u>			
Make Ready			
Engineering			
Labor			
Hardware & Strand			
Cable			
Electronics			
Other			
Total Cost per mile			
<u>Cost per Drop</u>			
Drop Material			
Labor			
Traps & Filters			
Total Cost Per Drop			

- I. Provide information on any planned or anticipated construction for INET facilities in the Form below (see Section IX.O).

Response: See Response to III.J.
 HTSC is willing to work with the DCCA to develop an appropriate INET program.

Form B-9 – Anticipated Institutional Network Construction Costs

Item	Aerial	Underground
<u>Distribution Cost Per Mile</u>		
Make Ready		
Engineering		
Labor		
Hardware & Strand		
Cable		
Electronics		
Other		
Total Cost per mile		
<u>Cost per Drop</u>		
Drop Material		
Labor		
Traps & Filters		
Total Cost Per Drop		

J. Please provide information on Applicant's Depreciation schedule in the Forms below.

Response: See Confidential Exhibits VI.J – Form B-10 and Form B-11

Form B-10 – Depreciation Schedule

Distribution												
Year	Antennas(s) & Towers	Oahu Inter- connects	Headends Incl. Computer	Earth Station	Aerial	Under- ground	Hub Inter- connect	Institutional Network	Drops	Converters	Buildings	Leasehold Improvements Furnishings & Fixture
5 year subtotal												
5 year subtotal												
Total												

Form B-11 – Depreciation Schedule (continued)

Year	Origination and Access			Interconnects with other Systems	Test Equipment	Vehicles	Pay Cable Related Equipment	Other	Total
	Studios	Mobile Vans	Equip-ment						
5 year subtotal									
5 year subtotal									
Total									

K. Provide information on services purchased from any controlling entity (if applicable) in the Form below.

Response: Not Applicable

Form B-12 – Services Purchased from any controlling entity (if applicable)

Year	Management Services	Legal	Accounting	Customer Billing	Programming	Engineering & Technical	Other (Please Detail)	Total
5 year subtotal								
5 year subtotal								
Total								

VII. Employee Training and Certification

Describe proposed use of special employee training program. Describe certification processes proposed for technical personnel, describe procedures to be used to verify that field employees are completing work as assigned, and describe methods to be used to check on the quality of field work.

Response:

Applicant will leverage its relationship with sister company Hawaiian Telcom, Inc. to support its video service business. Many of the skills, processes and procedures involved in Applicant's video business are extensions of the existing expertise of the Hawaiian Telcom organization.

Employee Training Programs

Applicant's IPTV technology is based on sending data over Hawaiian Telcom, Inc.'s copper and fiber optic network. Hawaiian Telcom, Inc., the owner of the network over which HTSC will deliver its Fioptics+ service is the premier company in Hawaii in the construction of fiber facilities. Hawaiian Telcom, Inc. has unquestioned ability to construct complex and large scale projects of fiber systems and has completed fiber training programs statewide for its construction splicers.

Hawaiian Telcom, Inc. also has demonstrated expertise in building and maintaining complex IP data networks. The existing IP backbone is maintained by trained data network professionals and technicians who are supporting HTSC's current suite of IP and packet data services over Hawaiian Telcom, Inc.'s core and access network. This includes trained personnel in Hawaiian Telcom, Inc.'s Network Operations Center, Customer Care centers, and installation and repair technicians (200+ employees).

Currently, Hawaiian Telcom, Inc. has personnel designated either as Cisco Certified Network Associates, Cisco Certified Network Professionals, or Cisco Certified Internetwork Experts.

All field technicians involved with installation of HTSC's Fioptics+ service in customers' homes on Hawai'i Island will be required to go through formal service installation training. Training involves setting up the residential gateways, set top boxes and customer experience. There is no certification involved, but the field techs will be required to pass an exam at the end of the class. See Confidential Exhibit VII.

VIII. Anticipated Construction Practices

A. Use of Turnkey Contractor

1. If any anticipated construction will be undertaken by a turnkey contractor, provide the name of each contractor and his qualifications.

Response:

HTSC's Fioptics+ service will utilize the existing network infrastructure of HTI, which has 140 years of experience with construction of its network. In addition to using its own construction crews, HTI, has a working service agreement with HP Communications, Inc. ("HP"), which is a full turnkey contractor founded in 1998. HP has 14 operation centers across the U.S. and a team of 800 in-house employees. HP has the required construction resources with proven suitable skills to perform work on the network and has partnered with HTI on delivering fiber to the home on all Islands.

B. Availability of Construction Personnel and Equipment

1. Discuss availability of work crews and equipment to ensure compliance with any construction schedule for line extensions, upgrades, interconnects, etc.
2. Detail outstanding agreements with construction companies or equipment suppliers and provide copies of any commitments regarding these particular projects.

Response:

HTI has the largest outside plant construction crew in the State of Hawai'i that is equipped to build fiber networks on a large scale. Availability of work crews, including contractor partners and equipment will not be an issue. See also the response to Question VIII.A.1 above.

C. Construction and Safety Standards

1. Discuss the construction standards and codes dealing with safety and reliability for Applicant's system.

Response:

HTI's construction standards are based on industry standards which include NESC, NEC and BICSI. In addition, as a regulated telecommunications carrier, HTI's construction, safety, and security are subject to regulation by the HPUC. Hawai'i Administrative Rules 6-80-87 specifically requires HTI to "[d]esign, construct, install, operate, and maintain its plants, facilities, and equipment in a manner consistent with prudent and generally accepted telecommunications industry practices and standards, except as modified by the commission". Similarly, General Order No. 8 of the HPUC has provisions relating to construction (section 5.1) and safety measures (sections 8.1 and 8.2).

2. Describe planned safety/security provisions for Applicant's system.

Response:

See response to Question VIII.C.1 above. In addition, HTI's network has both physical and virtual safety systems. All employees, contractors and vendors working on Company premises are required to wear ID badges and the main HTI facility has 24x7 security. HTI's Physical Security Control and Access policy grants/restricts physical access to all HTI buildings via electronic (cardkey) and mechanical (key) entry. HTI also employs firewall security to avert any electronic threats.

D. Tower Construction

If new tower construction is required, list or discuss the standards to be followed regarding tower construction, marking and lighting.

Response: Construction of new towers is not required.

E. Detailed Construction Drawings

With regard to any construction, upgrades, line extensions and other major improvements which will be installed during the next five years, provide:

1. Detailed construction drawing(s)/specification(s) of typical poles.

Response:

Not applicable. HTSC will be using HTI's existing network. Any new construction, upgrades, line extensions or other major improvements during the expansion period will be performed by HTI in accordance with its established practices, standards, and procedures. See also the response to Question VIII.C.1 above.

2. A map illustrating sections of the multi-channel video service distribution system which would be installed overhead and which would be installed underground, and indication of the lengths of these sections to the approximate nearest tenth of a mile.

Response:

Not applicable. See also the response to Question VIII.C.1 and VIII.E.1 above.

3. Identification of areas in which existing utility poles would be used, and areas in which new poles would have to be installed, estimated number of new poles which would be required, and the approximate distances between poles.

Response: Not Applicable.

4. For any underground cable sections which would be installed outside public street rights-of-way, indicate the locations and lengths to the approximate nearest tenth of a mile.

Response: Not Applicable.

5. Typical trenching profile, showing conduit type, trench width and depth, bedding, embedment, and separation from adjacent utilities.

Response: Not Applicable.

6. Identification of any freeways, railroads or Waterways (including creeks) to be crossed by the cable distribution system, and locations of crossing.

Response: Not Applicable.

F. Underground Policy

1. Describe the policy proposed for undergrounding cable, including cost sharing with other utilities and proposed arrangements with residential developers.

Response:

If County ordinances require that cable be placed underground or aerial in particular areas, HTI complies with the ordinance. Absent such an ordinance, HTI evaluates each situation on a case-by-case basis and selects the most practical (including consideration of economics and timeliness) solution. For new residential developments, County ordinances usually require the cable be underground.

HTSC recognizes the need to work closely with residential developers to provide video service and HTI has established working relationships with all residential developers, their general contractors, and their consultants. Generally, the requirement to underground is imposed on the residential developer, as a condition of development, so the current practice is for the developer to build the necessary conduits in the public rights-of-ways and turn the conduits over to HTI which will install the cables and connect each residence at its cost.

HTI has agreements with electric utility companies and county and state governments on how cost is shared on jointly used infrastructure. HTI will continue to comply with the provisions of these agreements in its deployment of the network used by HTSC to deliver its video service.

2. Indicate whether any undergrounding will occur in areas where utilities are not undergrounded.

Response:

Undergrounding is generally dictated by county ordinances. In the absence of a county ordinance, HTI usually installs cables on poles because aerial installations generally provide operational efficiencies through ease in access to locations for installation and maintenance.

3. Indicate criteria for determining whether underground cable will require a conduit or can be buried directly.

Response:

HTI's established practice is to install all underground fiber optic cables in conduits.

4. Indicate the extent to which underground vaults will be used for subscriber taps rather than above-ground pedestals.

Response:

Underground vaults generally will not be used for subscriber taps. HTI designs its facilities based on existing technology and local zoning ordinances and conditions. Underground vaults or boxes are used generally to house passive devices (such as a splice case) that can sustain their function underwater. However, large cross connects and remote electronic equipment serving subscribers are not manufactured "water tight" and therefore are installed above ground (pedestals, cabinets, etc.).

G. Aid-To-Construction Policy

State Applicant's policy regarding aid-to-construction concerning service connections.

Response: See Exhibit VIII.G

HTSC has a service connection policy that is included in its TV tariff filed with the DCCA in accordance with HTI's PUC Tariff 20, Section 1 identified as Exhibit VIII.G. The attached tariff provides the terms and conditions applicable to service connections. In general, a service connection is allowed for subscribers of up to 320 feet for aerial and 500 feet for underground at no charge.

H. Equitable Extension of Service -- provide the following information concerning policies related to the extension of multi-channel video service to residential subscribers:

1. Describe your proposed policy about multi-channel video service being available to all subscribers in the franchise area.

Response:

HTSC's video service will be available to all fiber-enabled households on Hawai'i Island.

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2. Comment on a policy requiring multi-channel video service to be coextensive with telephone and electric service, and other service providers for telecommunications services.

Response:

See response to VII.H.1.

3. Describe plans to provide multi-channel video service to those portions of the franchise area which are presently without service.

Response: See Confidential Exhibit VIII.H.3

Video service will be made available to all fiber enabled households on Hawai'i Island.

I. Cable Drop to Schools

Describe Applicant's plan to provide a cable drop and basic cable service at no cost to any school or institution of higher education within the franchise.

Response:

HTSC is willing to discuss with the DCCA appropriate application of the H.R.S. Section 440G-8.2(e).

Applicant is willing to provide one video service drop and basic video service to each school or institution of higher education that requests such connection and is within the company's fiber enabled footprint at the time of the request but in compliance with the FCC's Third Report and Order "costs" attributable to franchise terms that require a cable operator to provide free or discounted cable service to public buildings, including buildings leased by or under control of the franchise authority, are cable-related, in-kind contributions that fall within the five percent cap on franchise fees."⁴

- J. Provide the following construction data by miles in the Form below. If Applicant does not anticipate undertaking any construction, please state here that the form is not applicable.

Response:

HTSC's deployment of Fioptics+ service will not require construction of a separate, dedicated network because its IP-based service will be delivered over HTI's existing broadband network. See Confidential Exhibit VI.A - Form B-1 for number of anticipated doors to be enabled beyond 2023.

⁴ In the Matter of Implementation of Section 621(a)(1) of the Cable Communications Policy Act of 1984 as Amended by the Cable Television Consumer Protection and Competition Act of 1992, Third Report and Order, 34 FCC Rcd 6844 at 6873, Par. 26 (2019) ("Third Report and Order")

Form C-1 – Future (Anticipated) Construction Schedule by Miles

Year	Aerial Plant	Underground Plant with conduit	Underground Plant without conduit	Total Plant	Cumulative Plant completed	Cumulative percentage completed
1						
2						
3						
4						
5						
Total						

K. Provide the proposed schedule of future system construction by census tracts for the basic subscriber network only in the Form below. If Applicant does not anticipate undertaking any construction, please state here that the form is not applicable.

Response: Not Applicable. See Response to VIII.J

Form C-2 – Construction Schedule by Area
Cumulative Census Tract Progressional Table In Miles

Year	“Low”	“Middle”	“High”	Income Quartile
1				
2				
3				
4				
Year Total				

L. Construction Completion

Provide a complete list of all facilities to be constructed or upgraded, their function and general description, and planned year of completion.

Response:

All facilities outside of the headend are provided by Hawaiian Telcom, Inc. See Confidential Exhibit IX.A.2

For local loop fiber service provided by Hawaiian Telcom, Inc, see response in Confidential Exhibit VI.H - Form B-8.

M. Quality Control Oversight

Unless discussed in detail within a previous question, describe construction quality control practices to be used to identify inspection, test and reporting points proposed for oversight of system quality during construction. The oversight applies to both the physical construction and the electronic construction.

Response:

Upon completion of a work order, Hawaiian Telcom technicians follow standard checklist template in their dispatch ticket system that captures the completed activity, which can be reviewed and monitored by their managers.

N. Construction Complaint Resolution

Describe practices for complaint resolution during construction.

Response:

Complaints during construction are often resolved by the technicians at the job site. If necessary, the technician will refer the complaint to their manager, who will respond to the complaint. Alternatively, a complaint may be filed directly with the Hawaiian Telcom Customer Relations Department.

IX. CHANNEL CAPACITY AND SYSTEM DESIGN

This section requires information on the current and proposed designs of the system, channel capacity, and equipment to be utilized. It will be presumed that the equipment described in response to the questions, or its equivalent, is being used or will be used in actual operation and construction. As an alternative, Applicant may provide detailed specifications for such equipment.

In response to those questions herein regarding headend and reception facilities (IX.C.), earth stations (IX.D.), central facilities (IX.F), and other facilities as appropriate, state backup procedures and facilities and any special maintenance procedures or system configuration techniques intended to ensure the reliability of these critical components.

For any facility proposed that is a relatively new technical design and not in common use by numerous other systems, provide adequate data to demonstrate the technical feasibility and reliability of the equipment and system involved. Include copies of any studies regarding provision of the service in other communities, or any calculations relating to the reliability of service availability and similar factors. The purpose of this information is to permit the State to evaluate the probability that a viable and reliable service will be provided.

Applicant should also provide an overview of the new technical, service enhancements, and business strategies being made by the Applicant's affiliates and competitors in other areas of the country and in Hawai'i with citations to source materials where appropriate. Application should address whether and how it intends to incorporate these new technologies, services, and strategies during the life of the proposed franchise. To the extent that certain new technologies, services, and strategies are not expected to be employed, explain the reasons for this.

A. System Mileage and Configuration

1. Indicate the plant miles of Subscriber Network. If a separate institutional cable is discussed, indicate the miles of Institutional Network. Indicate the mileage of any other network facilities and describe the functions of those facilities. Indicate the extent to which any overlap exists between the Subscriber Network and Institutional Network.

Response: See Confidential Exhibit IX.A.1

Form D-1

Plant Miles:	Aerial	Underground	Total
Subscriber Network—basic subscriber system			
Institutional Network (if separate institutional cable is proposed).			
Other (explain).			

2. Describe the configuration of Applicant's overall system, including microwave, coaxial cable, fiber optic, or other intraconnect, as well as multiple headend or hub facilities that will be used to provide coverage to the complete franchise area.

Response: See Confidential Exhibit IX.A.2

3. List all public buildings (including education and library buildings) that will be capable of receiving service.

Response: See Confidential Exhibit IX.A.3

B. Distribution System Equipment

1. For existing system.
 - a. Provide the manufacturer, type and model number for all currently installed distribution system equipment. Include all items on the following list in addition to any other items used in the present system. Detailed equipment specifications are also acceptable.

Response: See Exhibits IX.B.1.a - Attachments

The video network's all-fiber architecture is based on the following core components:

- Attachment 1 - Alcatel 7750 Service Router
- Attachment 2 - Alcatel 7450 Ethernet Services Switch
- Attachment 3 - Nokia 7342/7360 Intelligent Services Access Manager
- Attachment 4 - Adtran Total Access TA5000

Traditional RF-based cable network components (e.g. Active electronics, converters, splitters etc.) are not applicable to HTSC's IPTV-based network architecture. Product Specifications for these network components are included in Exhibits IX.B.1.a.

Form D-2 – Distribution System Equipment. Existing system.

Type		Manufacturer	Type	Model No.
Cable or fiber	Aerial			
	Buried			
	Drop			
	distribution fiber			
Active electronics	Trunk amplifiers			
	fiber nodes			

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	Bridging stations			
	Line Extenders			
	Power Supplies			
	Standby Power Systems			
	Distribution System			
	Institutional System			
	Alarm System			
	Converters			
	Addressable Tape			
	Lock-Out Devices			
	Other			
Passive Electronics:				
	Splitters			
	Power Combiners			
	Subscriber Taps			
	Connectors			
	Other			

- b. For all components, provide a general assessment of remaining useful life or of obsolescence with respect to any proposed channel expansion. A study reporting results of a sampling of a representative segment of the system may also be submitted.

Response:

The Multi-Protocol Label Switching (“MPLS”) network is relatively new, so there is substantial useful life remaining. The components of the MPLS network are maintained and upgraded by HTI and its vendors as required. Components are replaced when they are found to be defective or when network capacity upgrades are needed to support subscriber growth.

2. For proposed equipment replacement, new construction, or upgrade.

- a. Provide the manufacturer, type and model number for all distribution system equipment. Detailed equipment specifications are also acceptable.

Response:

Form D-2, is not applicable to IP-based networks because IPTV is delivered as packets over a shared network infrastructure rather than dedicated hybrid fiber/coax cables.

Form D-3 -- Distribution System Equipment, Replacement, new construction or upgrade

Type		Manufacturer	Type	Model No.
Cable or fiber	Aerial			
	Buried			
	Drop			
	distribution fiber			
Active electronics	Trunk amplifiers			
	fiber nodes			
	Briding stations			
	Line Extenders			
	Power Supplies			
	Standby Power Systems			
	Distribution System			
	Institutional System			
	Alarm System			
	Converters			
	Addressable Tape			
	Lock-Out Devices			
	Other			
Passive Electronics:				
	Splitters			
	Power Combiners			
	Subscriber Taps			
	Connectors			
	Other			

C. Design of Headend and Reception Facilities

- Describe headend design and reception facilities. List the height and type of towers used (i.e. guyed or self-supporting), the make and model numbers of antennas, signal processors, modulators, demodulators and all true equipment used for the FM audio services. Indicate for any new sites to be used whether signal studies or measurement programs have been undertaken in selecting the proposed site(s).

Response: See Confidential Exhibits IX.C.1 and IX.C.1 (Cont.)

2. Indicate the carrier-to-noise ratio available at the output of the headend for each signal received off the air. If the initial system does not include a full complement of any item, such as headend channel processors, describe the provisions that will permit orderly addition of the remaining equipment. Describe any HRC or IRC channelization used. Describe the use of any common video synchronization. Indicate whether FM radio signals are individually processed.

Response:

Carrier to Noise ratio is not applicable to an IP based video platform.

D. Design of Earth Station

1. Describe any satellite earth station including appropriate technical specifications (e.g., size of antenna; manufacturer of antenna; low-noise amplifier makes; model number and noise figure; receiver make and model number; standby power; etc.)
2. Indicate whether frequency coordination studies, on-site measurements, and TVRO link analysis have been performed, and attach copies of any completed studies. Indicate whether the earth stations are protected by FCC license.

Response:

HTSC's earth station design includes:

1. LNB - each antenna is equipped with a cable television LNB. LNB's for C-band specifications are:
 - 3.4 - 4.2 GHz input with 950-1750 MHz output
 - 190 degrees noise temperature, 58 dB gain typical.
 - 1:2 protection system provides redundant power for the LNB's to prevent outages.
2. Bandpass filters for C-band to protect against radar interference. LNB model number and specs NORSAT C-BAND PLL LNB+BPF 4.00-4.20GHZ; LO:+/-2KHZ; NT: 60K;F
3. Satellite Receivers: (Cisco D9858 D9859 D9800, Motorola 4410md 7403)
 - 17.3m Probecom motorized satellite antenna
 - 27.3m Vertex prime-focus satellite antenna
 - 312.8m ATCI Simulsat 7
 - 4(2) 4.5m Viasat prime-focus satellite antenna

Hawaiian Telcom's earth stations are protected by FCC licenses. Detailed information on the FCC licenses can be viewed publicly at the following URLs on the FCC website.

FCC License file numbers are:

1. SES-REG-20181017-05249
<https://fcc.report/company/Cincinnati-Bell-Extended-Territories-LLC>
2. SES-REG-20181017-07056
<https://fcc.report/company/Hawaiian-Telcom-Inc>

E. Backbone Access

To the extent that programming will be accessed by the headend using terrestrial fiber and undersea cable solutions rather than through satellite transmission, identify the fiber and cable paths employed to access programming and the redundancy employed in the provision of such programming.

Response: See Confidential Exhibit IX.E

F. Standby Power

1. Describe standby power at the headend, hubs, satellite terminal and cable distribution system. Includes details on both AC and DC standby systems. Give make and model numbers of equipment as well as time capacity. Indicate whether environmental systems (i.e., air conditioning and lighting) are to be powered during standby conditions.

Response:

The AC power standby system at the headend consists of:

- (1) 200KW Cummins standby generator with 150 gallon fuel tank capacity (approx. 10.9 GPH@ $\frac{3}{4}$ load.)
- (1) 150KW Generac Magnum standby generator with 358 gallon fuel capacity.
- (2) 600 AMP auto transfer switches in an emergency standby/backup configuration.

There is also one (1) Schneider Galaxy VM 160KVA UPS backing up the emergency standby generators. This UPS has a 57 minute runtime at its current load of 48%. A second Schneider Galaxy VM 160KVA UPS provides redundancy.

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2. Indicate the physical dimensions and weight of distribution system standby power supplies.

Response:

Equipment	Quantity	Dimension	Weight per Unit	Total Weight
UPS Cabinet & Bypass Cabinet	2	96"W x 36"D x 72"H	1,495 lbs.	2,990 lbs.
Lithium-ion Cabinets	2		1,080 lbs.	2,160 lbs.
Total				5,150 lbs.

UPS dimensions: 96"W X 36"D X 72"H (times 2, as there are two identical UPS). UPS cabinet & bypass cabinet is combined weight of 1,495 lbs. Each of the two lithium-ion cabinets weigh 1080 lbs. Each UPS weighs 2,575 lbs.

Total weight combined for both UPS is 5,150 lbs.

3. Estimate system peak and average energy usage in KW.

Response:

Currently, the UPS output power is at 70KW @ 50.8% load (Average).

G. Design of Central and Subscriber Service Facilities

1. With regard to each office, studio and any other building utilized or to be constructed, provide the following information:

- a. Location.

Response: See Confidential Exhibit IX.G.1

A physical location (Kiosk/Retail/Depot) is not planned for initial start-up. HTSC will continue to evaluate the need for a physical location based on the number of video subscribers and service demands.

- b. Plot plans for typical site designs including structures, parking requirements and landscaping, and description of external appearance of structures.

Response: See response to question IX.G.1.a

- c. Number of employees, visitors and operating hours.

Response: See response to question IX.G.1.a

- d. The addresses and operating hours of the retail and customer service offices that will be maintained to address subscriber inquiries, service and billing issues.

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Response: See response to question IX.G.1.a and IX.G.1.e

- e. Other resources including online, telephonic, and other means that will be available to address subscriber inquiries, service and billing issues. There are no service fees or charges to subscribers for using the following Hawaiian Telcom resources and self-service options:

Response:

Residential Customer Service and Billing Inquiries:

808-643-3456 / Toll-Free 877-482-2211

Available 24 Hours a day, (7) days a week

Technical Support:

808-643-6111

Available 24 Hours a day, (7) days a week

Chat Support (Chat online with an Agent)

Monday – Friday

8:00 am – 7:00 pm (HST)

Via Email through the Web – Submit Support Requests:

<https://www.hawaiiantel.com/Residential/Support/Submit-Support-Request>

- Billing
- Products
- Technical
- Moving
- Other Assistance

- f. The Applicant's policies and capabilities to address installation and repair services and the policies for scheduling and response times for same.

Response:

Installation: HTSC will provide installation services at least eight (8) hours each weekday and on Saturdays, except for legal holidays. The specific hours of service will be determined by HTSC to be most convenient for its customers.

Repair: HTSC will provide repair service at least eight (8) hours each weekday and on Saturdays. At all other times, HTSC will have, at a minimum, the Technical Support Center (available 24 hours/7 days) to assist customers and a technician on call to respond to after hour emergencies.

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In addition to in-home repairs, HTSC will offer a "Drop Ship" option process for subscribers to be mailed equipment for add/replacement situations via Courier Services. Subscribers will be mailed equipment within five (5) business days. A prepaid return label will be provided to subscribers to return the faulty equipment at no cost to them.

- g. The minimum level of itemization and disclosure in the Applicant's billing statements to subscribers.

Response:

See Exhibit IX.G.1.g

A sample of HTI's itemized invoice statement can also be viewed at www.hawaiiantel.com.

H. Use of Radio Services

1. Describe Microwave Transmission Services, Common Carrier, Cable Television Relay Service (CARS), and Multipoint Distribution Service (MDS) radio services.

Response:

Not Applicable. Applicant's IPTV based video services will not incorporate Microwave transmission Services, Common Carrier, Cable Television Relay Services (CARS) or Multipoint Distribution Service (MDS) radio services.

2. Provide a summary of all FCC notifications, licenses, permits, or approval which you have or anticipate will be required.

Response: Not Applicable

3. Describe present or anticipated microwave emissions, including locations, transmitter models, and frequencies of operation, effective radiated power, and antenna models.

Response: Not Applicable

I. Programming of Automated Channels

1. Describe the equipment used for programming any automated channels, including make and model numbers.

Response:

HTSC will utilize iNDemand - Video on Demand ("VOD") services and direct fiber feeds for programming automated channels.

2. Describe any other non-interactive, non-entertainment services you offer to provide and list all equipment used therefore, including make and model numbers.

Response:

HTSC's non-interactive, non-entertainment services are to be determined.

J. Emergency Alert System

1. Address Applicant's proposed carriage of the federal Emergency Alert and the state's Emergency Override System and the infrastructure (including backup power) that will be maintained for same.

Response: See Confidential Exhibits IX.J.2 and IX.J.3 for details.

The Emergency Alert System (EAS incorporates an EAS decoder which monitors and receives from at least two (2) sources subject to reception capabilities, in the following priorities:

- a) Hawai'i Emergency Management Agency dedicated land-line circuit
- b) Local Primary Source
- c) NOAA Weather Radio (NWS)
- d) State and/or County Remote Program Unit (RPU)

In the event of an EAS Alert, the EAS decoder will receive a digitally coded signal which will automatically trigger the middleware platform to force tune all video channels to a designated EAS video channel provided by the Hawai'i Emergency Management Agency ("HEMA") via the University of Hawai'i HITS ITFS network. A video "crawler" will provide alert messages for hearing-impaired viewers and carry embedded audio messages contained in any EAS Alert activation. Upon termination of an EAS Alert, forced tuned channels will return to the originally watched channel. Full guidelines of EAS information dissemination is provided by HEMA. HTSC is willing to work with State and County Emergency Management Agencies should there be a need to notify Hawai'i Island residents of a county emergency.

2. Describe your existing and/or proposed Emergency Alert System including makes and model numbers of equipment. Indicate whether system will override all audio and video channels or only audio channels. Also indicate how the system will be activated and from where.

Response: See Confidential Exhibit IX.J.2

3. Describe the methods used for EAS override of digital programming.

Response: See Confidential Exhibit IX.J.3

K. Subscriber Converter Availability

1. Please explain your present and future policies concerning availability of converters for subscribers to access the programming and different programming tiers.

Response: See Confidential Exhibit IX.K.1

2. List the types of STBs (by make and model number) that will be required and/or provided and under what circumstances.

Response: See Confidential Exhibit IX.A.2

3. The proposed purchase or lease costs to subscribers for these converters and whether they can be readily acquired by subscribers from independent manufacturers and third party retail distributors.

Response:

As of 11/01/2023, the standard Rate per month for a STBs is \$8.99.

L. Closed Captioning Devices

Regarding closed captioning or other services for the hearing impaired, describe the services that will be made available and indicate the type and availability of equipment to be utilized.

Response:

HTSC will support closed captioning services for the hearing impaired. The following is a description of operations and devices to accommodate this service.

Elemental/ AWS encoders will receive content from various content providers via which includes satellite, terrestrial, off-air and fiber feeds that will pass thru for the Closed Captioning EIA-608 subtitles. All STBs and streaming devices must meet ADA FCC required guidelines.

M. Service Level Isolation

1. Describe security measures and methods for Applicant's system to prevent unauthorized usage and access breaches

Response:

The IPTV service will use a combination of middleware software in the headend and equipment installed at the customers' premise to confirm that the user is authorized to receive service. Customers will be required to sign into any unmanaged STB (Mobile Device, Firestick, etc.) using their My Account login credentials created by the customer (Username and Password).

2. Tier Isolation – If more than one basic service tier is to be provided, describe how the lower tier subscribers will be isolated from receiving upper tier programming.

Response:

To ensure that customers can only access the tiers of services that they subscribe to each subscriber will be assigned a service profile based on the programming package they purchase.

3. Scrambling System – While no proprietary data is required, state for each scrambling system used whether demodulation and remodulation must occur at headends, hubs, or subscriber equipment, and provide a brief analysis of the source of any interference or distortion anticipated due to this process.

Response:

The scrambling system is comprised of an encryption key that will be applied to the programming line-up at HTSC's headend facility. The other end of the key will be located in the subscriber equipment provided by HTSC. HTSC does not anticipate any interference or distortion due to this process.

N. Interactive Capability

1. Describe all interactive capabilities to be included in the system and the scope of all services proposed, and include in Applicant's response, information on the following:
 - a. When will interactive capabilities be available, and to whom will they be available?
 - b. What use levels are projected in terms of the number of subscribers and service response times, i.e., system response time in seconds for various services, at various simultaneous usage levels?

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- c. Will services be offered by franchisee, or by others, or by both? If by others, what will be the criteria for deciding to whom access is provided, and what are the proposed terms of any agreements relating thereto (e.g., leased access contracts)?

Response:

HTSC's Fioptics+ service will provide the following interactive capabilities

- Digital TV ("DTV")
- Pay-Per-View ("PPV")
- Video On Demand ("VOD")
- Subscriber Video On Demand ("SVOD")
- Free on Demand ("FOD") Interactive Guides - Favorites, Reminders
- Cloud Digital Video Recorder (Cloud DVR)
- Parental Controls/Settings - Hide/Delete Channels

These capabilities will be incorporated in the IPTV platform and will be available for all fiber enabled customers upon commercial launch of the service. System response time will remain almost instantaneous and in most cases less than one second regardless of simultaneous usage level.

2. List by make and model number any headend electronics, computer equipment to subscriber terminal equipment, if any, that will be installed or offered for installation which will support services such as pay-per view, energy management, text display, polling or other sophisticated services. Itemize any arrangements made or agreements reached that bear directly on the programming sources and/or data bases/software needed in connection with the optional services described in this section of the application.

Response: See Confidential Exhibit IX.N.2

3. Indicate other multi-channel video service operators or telecommunications providers that have tested or operated each proposed interactive service or equipment. For each such system, indicate when the service was first placed in operation and the number of units now in service. If the service is not in use in at least three other systems, discuss what steps will be taken to avoid start-up problems and to ensure the practicability of the proposed service or equipment.

Response:

There are a number of video service operators and telecommunications providers that have implemented service offerings that are similar. Below is a list of comparable video systems that have launched the TiVo platform for their consumer markets. These providers are small to mid-sized providers similar to HTSC and operate in North America. HTSC's launch of TiVo will be leveraged with lessons learned from the launch at altafiber.

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TiVo IPTV Operators	Launch Dates for TiVo IPTV	TV/Video Subscribers
Astound Broadband (RCN, Grande, enTouch, Wave Broadband)	August 2019	Not Disclosed Privately held company
Armstrong Cable	Q2-2021	Not disclosed Privately held company
Breezeline (Formerly Atlantic Broadband)	January 2022	296,952 (2Q 2023)
Blue Ridge Communications	August 2018	Not disclosed Privately held company
Blue Stream Fiber	December 2020	Not disclosed Privately held company
Eastlink Communications	March 2023	Not disclosed Privately held company
Hotwire	July 2022	Not disclosed Privately held company
Mediacom Communications	December 2022	510,000
Service Electric Cable TV	January 2018	Not disclosed Privately held company
TDS Telecom	Q2-2019	135,300
TELUS	April 2021	1.33 million
Cincinnati Bell (dba altafiber)	Oct 2021	See Confidential Exhibit IX.N.3. Privately held company

Note: TV/Video data obtained through Leichtman Research Group and/or Annual reports.

O. Subscriber Network Channel Capacity

Provide the following information regarding the bandwidth and channel capacity of the Subscriber Network.

1. Downstream:
 - a. Frequency Spectrum
 - b. Channel Capacity
 - c. Number of digital channels initially activated
 - d. Number of on demand channels initially activated
2. Upstream:
 - a. Frequency Spectrum
 - b. Channel Capacity

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- c. Will the upstream capability be initially activated for all subscribers?
- d. Will upstream be initially activated along any portion of the Subscriber Network?
- e. If yes, please explain. If no, indicate when, under what circumstances and how future capacity will be provided.

Response:

HTSC's IPTV platform is based on switched digital video technology and is not comparable to traditional cable service, which is RF-based. Switched digital video ("SDV") references the network architecture of IP based television distribution system in which only selected channels(s) are distributed to the individual connected household. Using IP multicast for the broadcast television streams will enable HTSC to increase its channel capacity as new programming becomes available.

- 3. Discuss the extent to which bi-directional capability will be available initially, and what steps are proposed to provide additional capability as the state-of-the-art and public need develop.

Response:

HTSC's video network design will be two-way. The IPTV design has many advantages compared to traditional cable television service delivery models.

- 4. Discuss channel capacity with regard both to the short-term and the long-term, including specific references to the degree of flexibility for adapting the existing and proposed system to increasing or changing capacity requirements.

Response:

Based on switched video technology, HTSC's video channel line-up capacity is not constrained by the bandwidth to the home but is instead related to the capacity of the core network and the ability of the headend to support additional equipment to offer more channels. Based on customer demand, projected technology improvements such as enhanced video compression and increased video server efficiencies, the expansion of channel capacity can be supported.

- 5. Discuss any provisions made to circumvent signal ingress in the upstream path.

Response:

HTSC's IPTV service is unaffected by unwanted signal ingress in the upstream path. Local signal ingress or interference from local broadcast stations is eliminated in IPTV.

6. Discuss the extent to which the subscriber network will be compatible with High Definition Television (HDTV) and the effect of such compatibility on the channel capacity of the system. If HDTV services are already offered, provide anticipated growth plans for such services.

Response:

HTSC's IP subscriber network will be compatible with High Definition Television (HDTV) and will have no effect on the compatibility nor the channel capacity of the system. HTSC's IP based television distribution system delivers Adaptive Bit Rate ("ABR") to individual connected households.

7. Discuss any provision made to permit the transmission of encoded or scrambled video programming.

Response:

The IPTV platform will deliver full encrypted programming of all content to the individual subscriber access unit.

P. Institutional Network (INET)

1. Provide details on the following for the INET:
 - a. Capacity, design, technology, performance and architecture
 - b. Interconnection
 - c. Technical support
 - d. Construction plans
 - e. Staffing, and
 - f. System monitoring and maintenance.
2. Provide details on future technology and expansion of the INET.

Response:

Applicant is willing to work with the DCCA to develop an appropriate INET program. Applicant notes that recent FCC decisions (see discussion below), require that "any costs associated with the construction, maintenance, and service of an I-Net fall within the five percent cap on franchise fees⁵." The FCC's Third Report and Order does not differentiate between identifying the cost of construction of new or existing fiber used for INET purposes. Thus, the entire cost of constructing the relevant fibers as well as operating and maintaining them would offset the amount of franchise fees paid. It is important to keep in mind that the purpose of the 5%

⁵ In the Matter of Implementation of Section 621(a)(1) of the Cable Communications Policy Act of 1984 as Amended by the Cable Television Consumer Protection and Competition Act of 1992, Third Report and Order, 34 FCC Rcd 6844 at 6873, Par. 55 (2019) ("Third Report and Order").

franchise fee cap is to protect consumers, not HTSC, as franchise fees are passed through to cable service subscribers.

Q. Audible Noise

Describe noise (including humming, buzzing from power supplies HVAC units, generator, etc.) if any, from all system sources, including studios and headend (hub) stations, measured in decibels at (a) the noise source, (b) a 100—foot radius from the noise source, and (c) a 200—foot radius from the noise source.

Response:

HTSCs IPTV headend, on the Island of O'ahu, is limited to only external conditioning compressors and stand-by power generation equipment.

- A/C compressor noise in dB at source: 87 dB
- A/C compressor noise in dB at 100ft radius from compressor: 47 dB
- A/C compressor noise in dB at 200ft radius from compressor: 41 dB
- Generator noise in dB at source: yy 75 dB @ 23 ft.
- Generator noise in dB at 100ft radius from Generator: 61.9 dB
- Generator Noise in dB at 200ft radius from generator: 55.9 dB

R. Performance Tests

1. Describe procedures for initial proof of performance tests and ongoing performance tests including number and general location of test points. Describe the test equipment to be used: method and frequency of test equipment calibration: and forms and method of recording field data and permanent recordkeeping. A clear summary of the test procedures is desired, rather than lengthy test manuals.

Response:

Proof of Performance ("POP") testing as required by the FCC is a requirement for traditional RF delivery methods. IP based video delivery does not have similar requirements or testing. The system design includes a "Device Manager" that monitors and reports device statistics at the premise. The platform also includes data depository for the majority of data and error codes, which includes bit rate consumed, network path errors while playing back content/ stream, and content availability.

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The system testing report from the new platform will not differ from the current Excel spreadsheet System Testing report HTSC submits for its O'ahu franchise. See example below of Exhibit 7 from HTSC's Quarterly System Testing report for O'ahu:

Hawaiian Telcom Services Company, Inc.				
Hawaiian Telcom TV				
DCCA Report - 3rd Quarter 2023				
Exhibit 7: System Testing				
System: Headend		Report Date: 10-04-2023		
Availability: Percentage of time with measured stream presence				
Quality: Percentage of time with no measured packet loss				
Jitter: Percentage of time with no measured timing errors				
Availability:		99.80%		
Quality:		99.98%		
Jitter:		99.99%		
Channel	Availability	Quality	Jitter	
	(%)	(%)	(%)	
1	100.00	100.00	100.00	
2	99.97	100.00	100.00	
3	99.97	100.00	100.00	
4	99.97	100.00	100.00	
5	99.97	100.00	100.00	
6	100.00	100.00	100.00	
7	99.98	100.00	100.00	
8	100.00	100.00	100.00	
9	99.96	100.00	100.00	
10	99.88	100.00	100.00	
11	100.00	99.97	100.00	
12	100.00	100.00	100.00	
13	100.00	100.00	100.00	
14	100.00	100.00	100.00	

2. Provide a list of all maintenance and test equipment proposed for the system. Distinguish between equipment permanently assigned to this system and that to be shared with other systems.

Response:

The test equipment listed below will be dedicated to HTSC's Super Headend: Video content/ streams are monitored for availability and quality using various monitoring tools throughout the network. The network components report back to a management system, which triggers alarms based on predetermined parameters.

S. Statewide Interconnection

Describe the interconnection of Applicant's video services system with other cable systems in the State. Include such information as:

1. Technical means of interconnection

Response:

HTSC's video system will allow interconnection with cable systems in the State via designated regional COs.

Cable systems will be required to deliver standard National Television Standard Community ("NTSC ") video feeds to the designated CO where it would be converted to IP and transported via HTI's MPLS core network. Content will interconnect and be transported through HTI's inter-Island GigE fiber transport back to HTSC's headend for processing and re-distribution.

2. Band width capacity of interconnect systems

Response:

Bandwidth capacity on HTSC's NTSC video feed service is 45Mb.

3. Name and location of cable systems proposed to interconnect

Response:

HTSC proposes to allow interconnect to the PEG providers cable broadcast facilities.

4. Proposed activation dates of interconnect

Response:

HTSC's proposed activation schedule to interconnect cable systems will be determined by service activation schedule for regional areas.

5. Identification of total interconnect cost and how such cost will be shared among cable systems

Response:

Identification of total interconnect costs and how such cost will be shared between the systems shall be determined by video services tariff plus required transport equipment, installation, optimization and recurring maintenance costs.

6. Administrative coordination between cable systems, including any existing agreements to interconnect

Response:

HTSC will work to provide administrative coordination between systems, including any existing agreements to interconnect.

7. Programming coordination between institutions, program suppliers, and access users

Response:

HTSC will require institutions and program suppliers to supply programing data to its electronic program guide vendor.

8. Other information as necessary

T. System Maintenance

1. Describe procedures for routine preventive maintenance; include type and frequency of system inspection and testing, number and qualifications of technical staff, and the test equipment to be provided. A clear summary of the maintenance procedures is desired, rather than lengthy maintenance manuals.

Response:

HTI uses the Service Now ("SNOW") system for change management of routine maintenance. This system is pre-programmed to store standard routine work and routine intervals for all network devices, systems and elements. The SNOW system automatically issues routine maintenance work assignments at the specific intervals and element locations to central office and headend technicians. These routine assignments are tracked in detail, validating work completion and providing historic view of change management for the network.

2. While the discussion should cover all maintenance procedures, particular attention should be given to the following items:
 - a. Maintenance of critical central facilities equipment on which delivery of signals to the entire system is dependent.
 - b. Ongoing sweeping and maintenance of the entire distribution system on a rotating basis.
 - c. Methods for servicing and maintaining subscriber converters.

Response:

The change management process associated with the overall video network includes preventative maintenance on both the video equipment and supporting infrastructure. Routine maintenance for the video-related equipment would be set to the preferred method of either HTSC's or HTI's, best practices or vendor specific requirements.

General items that are part of the routine maintenance schedule are:

- Headend equipment and associated downlink facilities.
- MPLS edge and core routers
- Inter-node gigabit Ethernet links

- Middleware servers and software
- DSL access nodes - Central Office
- Remote Terminals
- Element management system and software
- Transport system (SONET and DWDM)
- DC Power plant routines and preventive maintenance
- AC power plants- both commercial and emergency (generators) Fire prevention
- Alarm testing and safety routines,
- Physical network security network test equipment calibration.

HTI has maintenance practices in place for a number of items in the video network and will continue to leverage its experience and existing practices and policies for repair and equipment care. Existing network elements that carry over to the video network include edge and core routers, DSL and OLT equipment, transport elements, element management system and application servers.

HTI will also integrate and update work practices to incorporate all new equipment purchased and installed. For example, existing practices will be applied to new systems such as scheduling non-critical maintenance during traditionally low traffic periods (late night- early morning periods).

HTSC currently has dedicated technicians to maintain the headend location on O'ahu. Central office technicians who provide the daily care and maintenance of the video transport network will also be cross-trained on basic headend maintenance.

HTI's Network Operations Center ("NOC") in Honolulu provides the maintenance technicians with 24x7 access to support personnel who will direct and support field repair. These support personnel will also have direct contact with each of the video network vendor's technical assistance centers ("TAC") to ensure quick and final resolution of network troubles.

U. Status Monitoring

1. If a status monitoring system is to be utilized, explain its operation, including hours of daytime monitoring and methods used for off-hours notification of local personnel of critical alarm conditions,

Response:

Status monitoring of the video network will be provided by the NOC. The center operates 24 hours per day, 7 days per week to monitor and manage all network infrastructure. The NOC manages all aspects of service assurance with a five-tier operating and support structure. The NOC and supporting organizations manage and operate the end-to-end video network including elements such as the headend equipment; content sources (both satellite and facility-based sources), the edge and core MPLS network fabric, the high speed DSL and OLT access network, the associated

network element management systems, and selected middleware.

The NOC will manage this network with a three-fold strategy, fault management, performance management (jitter, latency, packet loss, etc.) and testing and trouble analysis. The core of this strategy is CA-Spectrum software suite, which software includes fault management tools, performance and capacity management and integration of other software tools under a single view of the network. The software suite is designed to give the NOC staff and supporting organizations the tools necessary to manage the network to a level that prevents and mitigate service problems. In the event of a critical alarm condition that cannot be resolved remotely, the NOC will utilize its existing after-hours notification process, involving a combination of text, email and telephone notification, to alert the appropriate personnel. This notification process also employs an escalation practice that notifies the responsible manager, director, executive director and vice-president for resolution if a response to the after-hours notification is not done in a timely manner. These call-out lists are updated weekly to account for changing personnel schedules. Video services will be monitored by Sencore Video Bridge probes. The probes will monitor the services continuously.

2. Explain how technical inspection by the State will be assisted.

Response:

The NOC will be made available for on-site inspections by the State as needed. HTSC can review with the State the video network topology and architecture as viewed through CA-Spectrum, CA-Performance and monitoring systems and Sencore Video Bridge probes that share the service level criteria by which the network is monitored and managed from a fault and performance management perspective. Data repositories can provide supporting metrics that validate the quality standards of service provided by HTSC as well as information to ensure the network is engineered for proper capacity and growth.

V. System Map

Attach a map indicating locations of headend, tower and antenna, hubs, studio, microwave facilities and earth station(s). Indicate the latitude and longitude of each of these facilities. Also show the routings for the major trunks.

Response: See Confidential Exhibits IX.V, IX.C.1, IX.C.1 (CONT), and IX.Y.1

W. Headend Block Diagram

Attach a headend block diagram showing all major components. Provide separate illustrations for master headend, slave headends, hubs, etc., as may be needed to describe the facilities to be provided.

Response: See Response to IX.V.

X. Contact for System Design Information

Please designate an individual by name, title, address, and telephone number who can provide additional or clarifying information regarding system design on behalf of applicant.

Response:

Francis Alueta - Director III Network Technology and Support
 Hawaiian Telcom Inc.
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Y. Performance Values – Video Signals

1. Provide a detailed description of the network topology, from the origination point within the Applicant's system, through the network, and to the customer's home. Include a description of the transmission medium and bandwidth for each segment of the network used to deliver video signals.

Response: See Confidential Exhibit IX.Y.1.

2. Describe each encoding platform, including codec and bit rates used for various services delivered over the system.

Response:

HD Profile	SD Profile
1280x720 @ 4.4Mb/s	720x480 @ 1.25 Mbit/s
960x540 @ 3.4Mb/s	512x384 @ 650 kbit/s
768x432 @ 1.5Mb/s	
480x272 @ 800 kbit/s	
Audio only @ 576 kbit/s – Audio Only has 3 variants	Audio only @ 192 kbit/s – Audio only has 2 variants
AAC eng stereo 97 kbit/s	AAC eng stereo 97 kbit/s
AAC spa stereo 97 kbit/s	AAC spa stereo 97 kbit/s
AC-3 eng surround 384 kbit/s	

Z. Performance Values — Data Signals

Provide the performance values for each of the following parameters which the system will provide to subscribers and users of the system for the transmission of data signals. Separate figures should be provided for the worst case transmission within the system: (i) as received at the input and (ii) at the output to the modem and system interface, including applicable temperature extremes. Provide the methodology and calculations showing how the values were derived.

1. Carrier-to-Noise Ratio
2. Bit Error Rate
3. Phase Jitter
3. System Delay (typical ping times to on-net server)
4. Transmission Rate/Speed (peak / average)

Response:

HTSC's Fioptics+ services platform delivers video and audio utilizing unicast TCP/IP network technology vs. traditional RF-based cable television/cable data services.

Unicast is a one-to-one connection that uses TCP/IP to deliver adaptive bit rate ("ABR") IPTV streams to end-points.

The streaming bitrate is determined by available bandwidth of the end-point, increased latency and jitter will result at lower bitrate. Video service will only be offered to subscribers that have FTTP service.

X. PROPOSED SIGNAL CARRIAGE AND CHANNEL ALLOCATIONS

A. Provide in the Form below, and in order of channel carriage, the data requested on each video signal proposed for carriage. List all signals in the lowest tier of service first, followed by the additional signal in the next tier, etc., until all signals are listed.

Response: See Exhibit X.A – Form E-1.

Form E-1 – Data on Video Services

Tier # _____

<u>Channel #</u>	<u>Identification 1/</u>	<u>Non- Automated Automated 2/</u>	<u>Source of Signal 3/</u>	<u>Activation Month</u>	<u>Minimum # of Hours/Day</u>	<u>Minimum # of Hours/Week</u>

1/ call, letters, service name or description.
 2/ code - List A for automated
 - List NA for non-automated
 3/ code - List LB for local broadcast signal, city or origin.
 code - List TB for imported broadcast signal, city or origin.
 code - List S for non-premium satellite signal.
 code - List PS for premium satellite signal.
 code - List SO for system originated signal.
 code - List A for access signals.
 code - List and describe other signals.

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- B. Provide in the Form below, and in order of channel carriage, the data requested on all audio signals proposed. List all broadcast signals first, followed by non-broadcast audio programming.

Response: See Exhibit X.B – Form E-2

Data on Audio Services

Form E-2 – Broadcast Signals

Frequency of Cable Carriage	Off-Air Frequency	Call Letters/City of Origin	Format	Hours of Carriage Per Day	Proposed Activation Date

Form E-3 – Non-Broadcast signals

Response: See Exhibit X.B. - Form E-2

Frequency of Cable Carriage	Source Description	Format	Hours of Carriage Per Day	Proposed Activation Date

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- C. For all other services for which spectrum space will be utilized on the Subscriber network, list the following information in the Form below:

Response:

HTSC currently provides Fioptics Internet, data and telephone services on HTI's existing network.

Form E-4 – Data on Other Services

Cable Frequency Band Activation If Assigned	Required bandwidth	Name of Other Identifier of Service	No. of Hours Per Day Service will be Carried	Supplier or Source of Service	Proposed Date

D. Description of Video Services

For each video service proposed, provide a short narrative description. Identify each service by the channel and identifier used in the table in Form E-1.

Response: See Exhibit X.A. – Form E-1.

E. Description of Audio Services

For each audio service proposed, provide a short narrative description. Signals of a common type, such as all off-air broadcast signals, may be grouped in a signal description. For individually described signals, indicate the cable frequency and identifier used in the table in Forms E-2 and E-3.

Response:
Audio is via satellite feed. See Exhibit X.B – Form E-2.

F. Description of Other Services

For each other service proposed, provide a narrative description of the function, purpose, or use of the service. This should include all non-entertainment services proposed for either the Subscriber Network or the Institutional Network during the term of the franchise. Services should be identified by the code used in the table in Form E-4.

Response:
There are no plans at launch to implement non-entertainment services

G. Contracts for Program Services

For proposed signals other than local broadcast signals, identify the program aggregator/consultant and attach copies of contracts or other information substantiating that the Applicant will obtain the right to carriage of programming service.

Response: See Confidential Exhibit X.G.

H. Carriage of Premium and other subscription services

State whether the Applicant plans to provide carriage for any premium and other subscription services including pay-per-view services and describe such services.

Response: See Exhibit X.H

I. For each tier of service proposed, provide the following information in the Form below:

Response: See Exhibit X.A. - Form E-1 and Exhibit X.I – Form E-5

Form E-5 – Summary of Video Services by Tier

Tier # _____

Cable channel number	Call letter	Off Air Channel number	Network	General description of video service

XI. CUSTOMER SERVICE AND RATES

- A. Describe in detail standards for customer service. Specifically address standards and procedures for installations, billing, handling of complaints, repairs, discontinuing or changing service, telephone and other services.

Response:

To minimize costs to the consumer and to eliminate unnecessary and expensive duplication of facilities and resources, HTSC will utilize HTI's experienced customer support structure, including its customer service call centers, installation/repair technicians and customer service standards.

Customer service staff are trained to handle Fioptics+ service, sales and customer support calls.

Hawai'i Island installation and repair technicians will be specifically trained for Fioptics+ installations and repair. See Confidential Exhibit VII.

HTSC will bill its Fioptics+ programming service to subscribers on the same billing statement as the regulated local telephone service provided by HTI.

Similar to other data services that HTSC offers, such as Fioptics Internet, HTSC's Fioptics+ service is based on IP standards and will utilize HTI's existing infrastructure and order systems (e.g. core IP backbone, local loop facilities, customer relationship management back-office software systems, etc.) for the ordering, provisioning, delivering and billing of its video service.

HTSC will meet all applicable federal cable television customer service standards, including those set forth in 47 CFR Sec. 76.309, 47 CFR Sec. 76.1602, and 47 CFR Sec. 76.1603. HTI has implemented the following:

- Call Centers with trained sales and service agents now operate 24 hours a day / 7 days a week offering customers to contact Hawaiian Telcom at their convenience for new installation requests, billing inquiries, change/discontinuance of service requests and/or assistance on service-related issues on all consumer products.
- "Chat with an Agent" and Self-Service Options, including online support articles/videos are available for customers. The Self-Service feature offers customers the option to submit a service ticket without the need to contact the Customer Service Call Center.

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- Hawaiian Telcom, Inc.'s Sales, Billing, and Repair groups that comprise its customer support structure each will record and monitor a percentage of customer calls for quality assurance purposes.
- Under normal operating conditions, the customer will receive a busy signal less than three (3) percent of the time. "Under normal operating conditions" means the normal, day-to-day conditions of a video service business, and would not include unusual conditions which HTSC could not reasonably anticipate and prepare for in advance.
- HTSC intends to provide installation and repair service Monday- Saturday for a minimum of 8 hours each day (except for holidays).
- Installations, outages and service calls. Under normal operating conditions, each of the following standards will be met no less than ninety five (95) percent of the time measured on a quarterly basis:
 - Standard installations will be performed within three (3) business days after an order has been placed. "Standard" installations are those that are located up to 125 feet from the existing distribution system.
 - Excluding conditions beyond the control of the HTSC, HTSC will begin working on "service interruptions" promptly and in no event later than 24 hours after the interruption becomes known. HTSC will begin actions to //correct other service problems the next business day after notification of the service problem.
 - The "appointment window" alternatives for installations, service calls, and other installation activities will be either a specific time or, at maximum, a four-hour time block during normal business hours. (HTSC may schedule service calls and other installation activities outside of normal business hours for the express convenience of the customer.)
 - HTSC may not cancel an appointment with a customer after the close of business on the business day prior to the scheduled appointment.
 - If HTSC's representative is running late for an appointment with a customer and will not be able to keep the appointment as scheduled, the customer will be contacted. The appointment will be rescheduled, as necessary, at a time which is convenient for the customer.

Prior to commercially launching its Fioptics+ service, HTSC will conduct thorough end-to-end testing of its video service ordering, installation, provisioning, and billing processes.

HTSC will utilize HTI's repair system to track trouble reports to identify trends for process improvement initiatives, especially critical with any new service roll out. The embedded systems and processes will assist in ensuring continuous improvements are realized throughout the development of the service.

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- B. List the proposed rates to be charged including rates for each service tier as appropriate and charges for installation, cancellations, and other services.

Response: See Exhibit XI.B.

Proposed rates are preliminary only and subject to change. Taxes and franchise fees are not included.

- C. Estimate the annual churn rate for the system and indicate any expected effect it will have on service policy.

Response: See Confidential Exhibit XI.C.