

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2022

or

TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 000-51446



CONSOLIDATED COMMUNICATIONS HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

<u>Delaware</u> (State or other jurisdiction of incorporation or organization)	<u>02-0636095</u> (IRS Employer Identification No.)
<u>2116 South 17th Street, Mattoon, Illinois</u> (Address of principal executive offices)	<u>61938-5973</u> (Zip Code)

(217) 235-3311

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock - \$0.01 par value	CNSL	The NASDAQ Global Select Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

On August 1, 2022, the registrant had 115,395,668 shares of Common Stock outstanding.

TABLE OF CONTENTS

	<u>Page</u>
<u>PART I. FINANCIAL INFORMATION</u>	
Item 1. Financial Statements	1
Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations	25
Item 3. Quantitative and Qualitative Disclosures About Market Risk	43
Item 4. Controls and Procedures	43
<u>PART II. OTHER INFORMATION</u>	
Item 1. Legal Proceedings	45
Item 6. Exhibits	46
<u>SIGNATURES</u>	47

PART I. FINANCIAL INFORMATION**ITEM 1. FINANCIAL STATEMENTS****CONSOLIDATED COMMUNICATIONS HOLDINGS, INC. AND SUBSIDIARIES**
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS*(Unaudited; Amounts in thousands except per share amounts)*

	Quarter Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Net revenues	\$ 298,390	\$ 320,403	\$ 598,668	\$ 645,169
Operating expense:				
Cost of services and products (exclusive of depreciation and amortization)	135,888	145,311	271,783	289,290
Selling, general and administrative expenses	75,510	68,998	148,795	135,848
Loss on impairment of assets held for sale	—	—	126,490	—
Depreciation and amortization	72,543	76,079	144,893	151,690
Income (loss) from operations	14,449	30,015	(93,293)	68,341
Other income (expense):				
Interest expense, net of interest income	(30,156)	(45,431)	(59,671)	(93,846)
Loss on extinguishment of debt	—	(5,121)	—	(17,101)
Investment income	9,902	11,439	18,152	20,995
Change in fair value of contingent payment rights	—	(39,826)	—	(97,414)
Other, net	3,018	(752)	6,173	1,966
Loss before income taxes	(2,787)	(49,676)	(128,639)	(117,059)
Income tax expense (benefit)	(1,275)	5,413	(11,578)	113
Net loss	(1,512)	(55,089)	(117,061)	(117,172)
Less: dividends on Series A preferred stock	9,802	—	19,400	—
Less: net income attributable to noncontrolling interest	203	267	318	283
Net loss attributable to common shareholders	<u>\$ (11,517)</u>	<u>\$ (55,356)</u>	<u>\$ (136,779)</u>	<u>\$ (117,455)</u>
Net loss per basic and diluted common shares attributable to common shareholders	<u>\$ (0.10)</u>	<u>\$ (0.71)</u>	<u>\$ (1.22)</u>	<u>\$ (1.51)</u>

See accompanying notes

CONSOLIDATED COMMUNICATIONS HOLDINGS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(Unaudited; Amounts in thousands)

	Quarter Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Net loss	\$ (1,512)	\$ (55,089)	\$ (117,061)	\$ (117,172)
Pension and post-retirement obligations:				
Amortization of actuarial loss (gain) and prior service cost (credit) to earnings, net of tax	(52)	162	(104)	324
Derivative instruments designated as cash flow hedges:				
Change in fair value of derivatives, net of tax	2,883	(4)	7,521	309
Reclassification of realized loss to earnings, net of tax	1,324	3,426	2,663	6,862
Comprehensive income (loss)	2,643	(51,505)	(106,981)	(109,677)
Less: comprehensive income attributable to noncontrolling interest	203	267	318	283
Total comprehensive income (loss) attributable to common shareholders	<u>\$ 2,440</u>	<u>\$ (51,772)</u>	<u>\$ (107,299)</u>	<u>\$ (109,960)</u>

See accompanying notes

CONSOLIDATED COMMUNICATIONS HOLDINGS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited; Amounts in thousands except share and per share amounts)

	June 30, 2022	December 31, 2021
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 18,019	\$ 99,635
Short-term investments	25,005	110,801
Accounts receivable, net of allowance for credit losses	117,479	133,362
Income tax receivable	2,733	1,134
Prepaid expenses and other current assets	56,928	56,831
Assets held for sale	95,922	26,052
Total current assets	316,086	427,815
Property, plant and equipment, net	2,101,127	2,019,444
Investments	107,514	109,578
Goodwill	929,570	1,013,243
Customer relationships, net	58,514	73,939
Other intangible assets	10,557	10,557
Other assets	62,349	58,116
Total assets	\$ 3,585,717	\$ 3,712,692
LIABILITIES, MEZZANINE EQUITY AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 58,761	\$ 40,953
Advance billings and customer deposits	48,097	53,028
Accrued compensation	64,949	68,272
Accrued interest	17,902	17,819
Accrued expense	92,397	97,417
Current portion of long-term debt and finance lease obligations	9,539	7,959
Liabilities held for sale	4,856	97
Total current liabilities	296,501	285,545
Long-term debt and finance lease obligations	2,124,001	2,118,853
Deferred income taxes	186,183	194,458
Pension and other post-retirement obligations	195,587	214,671
Other long-term liabilities	49,132	62,789
Total liabilities	2,851,404	2,876,316
Commitments and contingencies (Note 15)		
Series A preferred stock, par value \$0.01 per share; 10,000,000 shares authorized, 436,943 and 434,266 shares outstanding as of June 30, 2022 and December 31, 2021, respectively; liquidation preference of \$456,343 and \$436,943 as of June 30, 2022 and December 31, 2021, respectively	307,976	288,576
Shareholders' equity:		
Common stock, par value \$0.01 per share; 150,000,000 shares authorized, 115,395,668 and 113,647,364 shares outstanding as of June 30, 2022 and December 31, 2021, respectively	1,154	1,137
Additional paid-in capital	726,247	740,746
Accumulated deficit	(258,978)	(141,599)
Accumulated other comprehensive loss, net	(49,491)	(59,571)
Noncontrolling interest	7,405	7,087
Total shareholders' equity	426,337	547,800
Total liabilities, mezzanine equity and shareholders' equity	\$ 3,585,717	\$ 3,712,692

See accompanying notes

CONSOLIDATED COMMUNICATIONS HOLDINGS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN MEZZANINE EQUITY AND SHAREHOLDERS' EQUITY
(Unaudited; Amounts in thousands)

	Mezzanine Equity				Shareholders' Equity					Total
	Preferred Stock		Common Stock		Additional Paid-in Capital	Retained Earnings (Deficit)	Accumulated Other Comprehensive Loss, net	Non- controlling Interest		
	Shares	Amount	Shares	Amount						
Balance at December 31, 2020	—	\$ —	79,228	\$ 792	\$ 525,673	\$ (34,514)	\$ (109,418)	\$ 6,695	\$ 389,228	
Shares issued under employee plan, net of forfeitures	—	—	755	8	(8)	—	—	—	—	
Non-cash, share-based compensation	—	—	—	—	1,450	—	—	—	1,450	
Other comprehensive income	—	—	—	—	—	—	3,911	—	3,911	
Net income (loss)	—	—	—	—	—	(62,099)	—	16	(62,083)	
Balance at March 31, 2021	—	\$ —	79,983	\$ 800	\$ 527,115	\$ (96,613)	\$ (105,507)	\$ 6,711	\$ 332,506	
Shares issued under employee plan, net of forfeitures	—	—	904	9	(9)	—	—	—	—	
Non-cash, share-based compensation	—	—	—	—	2,493	—	—	—	2,493	
Other comprehensive income	—	—	—	—	—	—	3,584	—	3,584	
Net income (loss)	—	—	—	—	—	(55,356)	—	267	(55,089)	
Balance at June 30, 2021	—	\$ —	80,887	\$ 809	\$ 529,599	\$ (151,969)	\$ (101,923)	\$ 6,978	\$ 283,494	
Balance at December 31, 2021	434	\$ 288,576	113,647	\$ 1,137	\$ 740,746	\$ (141,599)	\$ (59,571)	\$ 7,087	\$ 547,800	
Shares issued under employee plan, net of forfeitures	—	—	1,792	17	(17)	—	—	—	—	
Series A preferred stock issued	3	—	—	—	—	—	—	—	—	
Dividends on Series A preferred stock accrued	—	9,598	—	—	(9,598)	—	—	—	(9,598)	
Non-cash, share-based compensation	—	—	—	—	2,199	—	—	—	2,199	
Purchase and retirement of common stock	—	—	(16)	—	(114)	—	—	—	(114)	
Other comprehensive income	—	—	—	—	—	—	5,925	—	5,925	
Net income (loss)	—	—	—	—	—	(115,664)	—	115	(115,549)	
Balance at March 31, 2022	437	\$ 298,174	115,424	\$ 1,154	\$ 733,216	\$ (257,263)	\$ (53,646)	\$ 7,202	\$ 430,663	
Shares issued under employee plan, net of forfeitures	—	—	(28)	—	—	—	—	—	—	
Dividends on Series A preferred stock accrued	—	9,802	—	—	(9,802)	—	—	—	(9,802)	
Non-cash, share-based compensation	—	—	—	—	2,833	—	—	—	2,833	
Other comprehensive income	—	—	—	—	—	—	4,155	—	4,155	
Net income (loss)	—	—	—	—	—	(1,715)	—	203	(1,512)	
Balance at June 30, 2022	437	\$ 307,976	115,396	\$ 1,154	\$ 726,247	\$ (258,978)	\$ (49,491)	\$ 7,405	\$ 426,337	

See accompanying notes

CONSOLIDATED COMMUNICATIONS HOLDINGS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited; Amounts in thousands)

	<u>Six Months Ended June 30,</u>	
	<u>2022</u>	<u>2021</u>
Cash flows from operating activities:		
Net loss	\$ (117,061)	\$ (117,172)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	144,893	151,690
Cash distributions from wireless partnerships in excess of current earnings	1,661	1,238
Pension and post-retirement contributions in excess of expense	(19,161)	(18,213)
Stock-based compensation expense	5,032	3,943
Amortization of deferred financing costs and discounts	3,626	8,649
Noncash interest expense on convertible security interest	—	16,104
Loss on extinguishment of debt	—	17,101
Loss on change in fair value of contingent payment rights	—	97,414
Loss on impairment of assets held for sale	126,490	—
Other, net	(396)	3,731
Changes in operating assets and liabilities:		
Accounts receivable, net	12,796	9,045
Income tax receivable	(13,425)	(343)
Prepaid expenses and other assets	(3,890)	(5,603)
Accounts payable	5,572	18,217
Accrued expenses and other liabilities	(4,632)	30
Net cash provided by operating activities	<u>141,505</u>	<u>185,831</u>
Cash flows from investing activities:		
Purchases of property, plant and equipment, net	(332,914)	(195,196)
Purchase of investments	(39,959)	(89,967)
Proceeds from sale and maturity of investments	126,554	1,198
Proceeds from sale of assets	1,794	89
Proceeds from business dispositions	26,042	—
Net cash used in investing activities	<u>(218,483)</u>	<u>(283,876)</u>
Cash flows from financing activities:		
Proceeds from bond offering	—	400,000
Proceeds from issuance of long-term debt	—	150,000
Payment of finance lease obligations	(4,524)	(2,936)
Payment on long-term debt	—	(397,000)
Payment of financing costs	—	(8,266)
Share repurchases for minimum tax withholding	(114)	—
Net cash provided by (used in) financing activities	<u>(4,638)</u>	<u>141,798</u>
Change in cash and cash equivalents	(81,616)	43,753
Cash and cash equivalents at beginning of period	99,635	155,561
Cash and cash equivalents at end of period	<u>\$ 18,019</u>	<u>\$ 199,314</u>

See accompanying notes

CONSOLIDATED COMMUNICATIONS HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business and Basis of Accounting

Consolidated Communications Holdings, Inc. (the “Company,” “we,” “our” or “us”) is a holding company with operating subsidiaries (collectively “Consolidated”) that provide communication solutions to consumer, commercial and carrier customers across a 22-state service area.

Leveraging our advanced fiber network spanning approximately 56,100 fiber route miles, we offer residential high-speed Internet, video, phone and home security services as well as a comprehensive business product suite including: data and Internet solutions, voice, data center services, security services, managed and IT services, and an expanded suite of cloud services.

In the opinion of management, the accompanying unaudited condensed consolidated balance sheets and related condensed consolidated statements of operations, comprehensive income (loss), mezzanine equity and shareholders’ equity and cash flows include all adjustments, consisting only of normal recurring items, necessary for their fair presentation in conformity with accounting principles generally accepted in the United States (“US GAAP” or “GAAP”) for interim financial information and pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”). Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with US GAAP have been condensed or omitted pursuant to such SEC rules and regulations and accounting principles applicable for interim periods.

Events subsequent to the balance sheet date have been evaluated for inclusion in the accompanying condensed consolidated financial statements through the date of issuance. Management believes that the disclosures made are adequate to make the information presented not misleading. Interim results are not necessarily indicative of results for a full year. The information presented in this Form 10-Q should be read in conjunction with Management’s Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and the accompanying notes to the financial statements (“Notes”) thereto included in our 2021 Annual Report on Form 10-K filed with the SEC.

Recent Developments

Searchlight Investment

On December 7, 2021, we closed on the final stage of the investment agreement (the “Investment Agreement”) entered into on September 13, 2020 with an affiliate of Searchlight Capital Partners, L.P. (“Searchlight”). In connection with the Investment Agreement, affiliates of Searchlight have invested an aggregate of \$425.0 million in the Company and hold a combination of Series A perpetual preferred stock and approximately 34% of the Company’s outstanding common stock as of June 30, 2022. For a more complete discussion of the transaction, refer to Note 4. With the strategic investment from Searchlight, we intend to enhance our fiber infrastructure and accelerate the investment in our network, which will include the upgrade over five years of approximately 1.6 million passings across select service areas to enable multi-Gig capable services to these homes and small businesses. Our fiber build plan includes the upgrade of approximately 400,000 homes and small businesses in 2022.

Sale of Investment in Wireless Partnerships

On August 1, 2022, we entered into a Partnership Interest Purchase Agreement (the “Purchase Agreement”) to sell our five limited wireless partnership interests to Cellco Partnership (“Cellco”) for an aggregate purchase price of \$490.0 million, subject to certain potential adjustments. Cellco is the general partner for each of the five wireless partnerships and is an indirect, wholly-owned subsidiary of Verizon Communications, Inc. Our wireless partnership investment consists of ownership in five wireless partnerships: 2.34% of GTE Mobilnet of South Texas Limited Partnership, 20.51% of GTE Mobilnet of Texas RSA #17 Limited Partnership, 3.60% of Pittsburgh SMSA Limited Partnership, 16.67% of Pennsylvania RSA No. 6(I) Limited Partnership and 23.67% of Pennsylvania RSA No. 6(II) Limited Partnership. Refer to

[Table of Contents](#)

Note 6 for additional information on each partnership. The sale of the partnership interests is expected to close by the end of 2022 and is subject to the satisfaction or waiver of certain customary closing conditions and third-party purchase rights available to the other partners in the partnerships. In connection with the sale of the partnership interests, we expect to recognize a pre-tax gain in 2022 of approximately \$390.0 million, net of estimated selling costs, which is subject to change pending the timing of the close of the sales and final earnings and cash distributions received. We intend to use the proceeds from the sale to support our fiber expansion plan. For the quarters ended June 30, 2022 and 2021, we recognized investment income of \$9.8 million and \$11.4 million, respectively, and received cash distributions of \$11.3 million and \$12.6 million, respectively, from these wireless partnerships. For the six months ended June 30, 2022 and 2021, we recognized investment income of \$17.9 million and \$20.8 million, respectively, and received cash distributions of \$19.5 million and \$22.0 million, respectively, from these wireless partnerships. Wireless partnership income is included as a component of other income in the condensed consolidated statement of operations.

Accounts Receivable and Allowance for Credit Losses

Accounts receivable (“AR”) consists primarily of amounts due to the Company from normal business activities. We maintain an allowance for credit losses (“ACL”) based on our historical loss experience, current conditions and forecasted changes including but not limited to changes related to the economy, our industry and business. Uncollectible accounts are written-off (removed from AR and charged against the ACL) when internal collection efforts have been unsuccessful. Subsequently, if payment is received from the customer, the recovery is credited to the ACL.

The following table summarizes the activity in ACL for the six months ended June 30, 2022 and 2021:

<i>(In thousands)</i>	Six Months Ended	
	June 30,	
	2022	2021
Balance at beginning of year	\$ 9,961	\$ 9,136
Provision charged to expense	4,230	4,282
Write-offs, less recoveries	(3,669)	(2,884)
Balance at end of year	<u>\$ 10,522</u>	<u>\$ 10,534</u>

Recent Accounting Pronouncements

Effective January 1, 2022, we adopted the Accounting Standards Update No. 2021-10 (“ASU 2021-10”), *Disclosures by Business Entities about Government Assistance*. ASU 2021-10 requires disclosure by business entities of the types of government assistance received, the method of accounting for such assistance and the effects of the assistance on its financial statements. The adoption of this guidance did not have a material impact on our related disclosures.

In March 2020, the Financial Accounting Standards Board (“FASB”) issued ASU No. 2020-04 (“ASU 2020-04”), *Facilitation of the Effects of Reference Rate Reform on Financial Reporting*. ASU 2020-04 provides optional expedients and exceptions for applying GAAP to contracts, hedging relationships, and other transactions affected by reference rate reform if certain criteria are met. In January 2021, the FASB issued ASU No. 2021-01 (“ASU 2021-01”), *Reference Rate Reform (Topic 848): Scope*. ASU 2021-01 clarifies that certain optional expedients and exceptions in Topic 848 for contract modifications and hedge accounting apply to derivatives that are affected by the discounting transition. ASU 2020-04 and ASU 2021-01 are both elective and are effective upon issuance through December 31, 2022. We are currently evaluating the impact these updates will have on our condensed consolidated financial statements and related disclosures.

2. REVENUE

Nature of Contracts with Customers

Our revenue contracts with customers may include a promise or promises to deliver goods such as equipment and/or services such as broadband, video or voice services. Promised goods and services are considered distinct as the customer can benefit from the goods or services either on their own or together with other resources that are readily available to the customer and the Company's promise to transfer a good or service to the customer is separately identifiable from other promises in the contract. The Company accounts for goods and services as separate performance obligations. Each service is considered a single performance obligation as it is providing a series of distinct services that are substantially the same and have the same pattern of transfer.

The transaction price is determined at contract inception and reflects the amount of consideration to which we expect to be entitled in exchange for transferring a good or service to the customer. This amount is generally equal to the market price of the goods and/or services promised in the contract and may include promotional discounts. The transaction price excludes amounts collected on behalf of third parties such as sales taxes and regulatory fees. Conversely, nonrefundable upfront fees, such as service activation and set-up fees, are included in the transaction price. In determining the transaction price, we consider our enforceable rights and obligations within the contract. We do not consider the possibility of a contract being cancelled, renewed or modified.

The transaction price is allocated to each performance obligation based on the standalone selling price of the good or service, net of the related discount, as applicable.

Revenue is recognized when or as performance obligations are satisfied by transferring control of the good or service to the customer.

[Table of Contents](#)

Disaggregation of Revenue

The following table summarizes revenue from contracts with customers for the quarters and six months ended June 30, 2022 and 2021:

<i>(In thousands)</i>	Quarter Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Operating Revenues				
Consumer:				
Broadband (Data and VoIP)	\$ 67,592	\$ 67,981	\$ 133,503	\$ 133,736
Voice services	36,643	40,173	74,095	80,593
Video services	14,359	16,799	28,725	33,580
	<u>118,594</u>	<u>124,953</u>	<u>236,323</u>	<u>247,909</u>
Commercial:				
Data services (includes VoIP)	57,113	56,871	115,008	113,942
Voice services	35,775	39,065	72,114	78,818
Other	11,287	9,091	22,847	18,419
	<u>104,175</u>	<u>105,027</u>	<u>209,969</u>	<u>211,179</u>
Carrier:				
Data and transport services	36,263	33,942	69,748	67,219
Voice services	3,718	4,396	7,570	8,922
Other	354	395	745	786
	<u>40,335</u>	<u>38,733</u>	<u>78,063</u>	<u>76,927</u>
Subsidies	6,534	17,465	13,117	34,804
Network access	24,846	31,115	51,059	62,718
Other products and services	3,906	3,110	10,137	11,632
Total operating revenues	<u>\$ 298,390</u>	<u>\$ 320,403</u>	<u>\$ 598,668</u>	<u>\$ 645,169</u>

Contract Assets and Liabilities

The following table provides information about receivables, contract assets and contract liabilities from our revenue contracts with customers:

<i>(In thousands)</i>	June 30,	
	2022	2021
Accounts receivable, net	\$ 117,479	\$ 128,601
Contract assets	24,928	21,874
Contract liabilities	56,659	55,023

Contract assets include costs that are incremental to the acquisition of a contract. Incremental costs are those that result directly from obtaining a contract or costs that would not have been incurred if the contract had not been obtained, which primarily relate to sales commissions. These costs are deferred and amortized over the expected customer life. We determined that the expected customer life is the expected period of benefit as the commission on the renewal contract is not commensurate with the commission on the initial contract. During the quarters ended June 30, 2022 and 2021, the Company recognized expense of \$3.1 million and \$2.7 million, respectively, related to deferred contract acquisition costs. During the six months ended June 30, 2022 and 2021, the Company recognized expense of \$6.2 million and \$5.3 million, respectively, related to deferred contract acquisition costs.

Contract liabilities include deferred revenues related to advanced payments for services and nonrefundable, upfront service activation and set-up fees, which are generally deferred and amortized over the expected customer life as the option to renew without paying an upfront fee provides the customer with a material right. During the quarters ended June 30, 2022 and 2021, the Company recognized previously deferred revenues of \$122.6 million and \$113.4 million, respectively. For

[Table of Contents](#)

the six months ended June 30, 2022 and 2021, the Company recognized previously deferred revenues of \$244.2 million and \$229.5 million, respectively.

A receivable is recognized in the period the Company provides goods or services when the Company's right to consideration is unconditional. Payment terms on invoiced amounts are generally 30 to 60 days.

Performance Obligations

Accounting Standards Codification ("ASC") Topic 606, *Revenue from Contracts with Customers* ("ASC 606"), requires that the Company disclose the aggregate amount of the transaction price that is allocated to remaining performance obligations that are unsatisfied as of June 30, 2022. The guidance provides certain practical expedients that limit this requirement. The service revenue contracts of the Company meet the following practical expedients provided by ASC 606:

1. The performance obligation is part of a contract that has an original expected duration of one year or less.
2. Revenue is recognized from the satisfaction of the performance obligations in the amount billable to the customer in accordance with ASC 606-10-55-18.

The Company has elected these practical expedients. Performance obligations related to our service revenue contracts are generally satisfied over time. For services transferred over time, revenue is recognized based on amounts invoiced to the customer as the Company has concluded that the invoice amount directly corresponds with the value of services provided to the customer. Management considers this a faithful depiction of the transfer of control as services are substantially the same and have the same pattern of transfer over the life of the contract. As such, revenue related to unsatisfied performance obligations that will be billed in future periods has not been disclosed.

3. EARNINGS (LOSS) PER SHARE

Basic and diluted earnings (loss) per common share ("EPS") are computed using the two-class method, which is an earnings allocation method that determines EPS for each class of common stock and participating securities considering dividends declared and participation rights in undistributed earnings. Common stock related to certain of the Company's restricted stock awards are considered participating securities because holders are entitled to receive non-forfeitable dividends, if declared, during the vesting term.

The potentially dilutive impact of the Company's restricted stock awards is determined using the treasury stock method. Under the treasury stock method, if the average market price during the period exceeds the exercise price, these instruments are treated as if they had been exercised with the proceeds of exercise used to repurchase common stock at the average market price during the period. Any incremental difference between the assumed number of shares issued and repurchased is included in the diluted share computation.

Diluted EPS includes securities that could potentially dilute basic EPS during a reporting period. Dilutive securities are not included in the computation of loss per share when a company reports a net loss from continuing operations as the impact would be anti-dilutive.

[Table of Contents](#)

The computation of basic and diluted EPS attributable to common shareholders computed using the two-class method is as follows:

<i>(In thousands, except per share amounts)</i>	Quarter Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Net loss	\$ (1,512)	\$ (55,089)	\$ (117,061)	\$ (117,172)
Less: dividends on Series A preferred stock	9,802	—	19,400	—
Less: net income attributable to noncontrolling interest	203	267	318	283
Loss attributable to common shareholders before allocation of earnings to participating securities	(11,517)	(55,356)	(136,779)	(117,455)
Less: earnings allocated to participating securities	—	—	—	—
Net loss attributable to common shareholders, after earnings allocated to participating securities	\$ (11,517)	\$ (55,356)	\$ (136,779)	\$ (117,455)
Weighted-average number of common shares outstanding	111,697	78,029	111,694	78,029
Net loss per common share attributable to common shareholders - basic and diluted	\$ (0.10)	\$ (0.71)	\$ (1.22)	\$ (1.51)

Diluted EPS attributable to common shareholders for the quarter and six months ended June 30, 2022 excludes 3.7 million and 3.1 million potential common shares related to our share-based compensation plan, respectively, because the inclusion of the potential common shares would have an antidilutive effect. Diluted EPS attributable to common shareholders for the quarter and six months ended June 30, 2021 excludes 20.4 million and 19.9 million potential common shares, respectively, that could be issued under our share-based compensation plan and the contingent payment right (“CPR”) issued to Searchlight on October 2, 2020, as described in Note 4.

4. SEARCHLIGHT INVESTMENT

In connection with the Investment Agreement entered into on September 13, 2020, affiliates of Searchlight committed to invest up to an aggregate of \$425.0 million in the Company. The investment commitment was structured in two stages. In the first stage of the transaction, which was completed on October 2, 2020, Searchlight invested \$350.0 million in the Company in exchange for 6,352,842 shares, or approximately 8%, of the Company’s common stock and was issued a CPR that was convertible, upon the receipt of certain regulatory and shareholder approvals, into an additional 17,870,012 shares, or 16.9%, of the Company’s common stock. In addition, Searchlight received the right to an unsecured subordinated note with an aggregate principal amount of approximately \$395.5 million (the “Note”), which was convertible into shares of a new series of perpetual preferred stock of the Company with an aggregate liquidation preference equal to the principal amount of the Note plus accrued interest as of the date of conversion.

On July 15, 2021, the Company received all required state public utility commission regulatory approvals necessary for the conversion of the CPR into 16.9% additional shares of the Company’s common stock. As a result, the CPR was converted into 17,870,012 shares of common stock, which were issued to Searchlight on July 16, 2021.

In the second stage of the transaction, which was completed on December 7, 2021 following the receipt of Federal Communications Commission (“FCC”) and certain regulatory approvals and the satisfaction of certain other customary closing conditions, Searchlight invested an additional \$75.0 million and was issued the Note. On December 7, 2021, Searchlight elected to convert the Note into 434,266 shares of Series A Perpetual Preferred Stock, par value \$0.01 per share (the “Series A Preferred Stock”). In addition, the CPR converted into an additional 15,115,899 shares, or an additional 10.1%, of the Company’s common stock. As of June 30, 2022 and December 31, 2021, the total shares of common stock issued to Searchlight represent approximately 34% and 35%, respectively, of the Company’s outstanding common stock.

Prior to conversion, the CPR was reported at its estimated fair value within long-term liabilities in the consolidated balance sheets. Subsequent changes in fair value were reflected in earnings within other income and expense in the condensed

[Table of Contents](#)

consolidated statements of operations. During the quarter and six months ended June 30, 2021, we recognized a loss of \$39.8 million and \$97.4 million, respectively, on the change in the fair value of the CPR.

The Note bore interest at 9.0% per annum from the date of the closing of the first stage of the transaction and was payable semi-annually in arrears on April 1 and October 1 of each year. The term of the Note was 10 years and was due on October 1, 2029. The Note's unamortized discount and issuance costs were being amortized over the contractual term of the Note using the effective interest method. The Note included a paid-in-kind ("PIK") option for a five-year period beginning as of October 2, 2020. During the year ended December 31, 2021, the Company elected the PIK option and accrued interest of \$38.8 million was added to the principal balance of the Note. On December 7, 2021, Searchlight exercised its option to convert the Note and the net carrying value of the Note of \$285.9 million, net of unamortized discount and issuance costs of \$139.7 million and \$8.7 million, respectively, was converted into 434,266 shares of Series A Preferred Stock at a liquidation preference of \$1,000 per share. Dividends on the Series A Preferred Stock accrue daily on the liquidation preference at a rate of 9.0% per annum, payable semi-annually in arrears. See Note 11 for more information on the terms of the Series A Preferred Stock.

5. DIVESTITURES

On September 22, 2021, we entered into a definitive agreement to sell substantially all of the assets of our non-core, rural ILEC business located in Ohio, Consolidated Communications of Ohio Company ("CCOC"). CCOC provides telecommunications and data services to residential and business customers in 11 rural communities in Ohio and surrounding areas and included approximately 3,800 access lines and 3,900 data connections. The sale was completed on January 31, 2022 for approximately \$26.0 million in cash, subject to a customary working capital adjustment. The asset sale aligns with our strategic asset review and focus on our core broadband regions.

The major classes of assets and liabilities sold consisted of the following:

<i>(In thousands)</i>	
Current assets	\$ 106
Property, plant and equipment	9,584
Goodwill	16,327
Total assets	<u>\$ 26,017</u>
Current liabilities	\$ 102
Other long-term liabilities	6
Total liabilities	<u>\$ 108</u>

In September 2021, in connection with the expected sale, the carrying value of the net assets were reduced to their estimated fair value and we recognized an impairment loss of \$5.7 million during the quarter ended September 30, 2021. During the six months ended June 30, 2022, we recognized an additional loss on the sale of \$0.5 million, which is included in selling, general and administrative expense in the condensed consolidated statement of operations as a result of changes in estimated selling costs.

On March 2, 2022, we entered into a definitive agreement to sell substantially all the assets of our business located in the Kansas City market (the "Kansas City operations") for estimated cash consideration of approximately \$91.7 million, subject to certain working capital and other purchase price adjustments. The Kansas City operations provide data, voice and video services to customers within the Kansas City metropolitan area and surrounding counties and includes approximately 19,000 consumer customers and 1,900 commercial customers. The transaction is expected to close by the end of 2022 and is subject to the receipt of all customary regulatory approvals and the satisfaction of other closing conditions.

[Table of Contents](#)

At June 30, 2022, the major classes of assets and liabilities to be sold were classified as held for sale in the condensed consolidated balance sheet and consisted of the following:

<i>(In thousands)</i>	
Current assets	\$ 3,307
Property, plant and equipment	133,799
Goodwill	83,673
Other long-term assets	1,633
Impairment to net realizable value	(126,490)
Total assets	<u>\$ 95,922</u>
Current liabilities	\$ 3,642
Other long-term liabilities	1,214
Total liabilities	<u>\$ 4,856</u>

In connection with the classification as assets held for sale, the carrying value of the net assets were reduced to their estimated fair value of approximately \$91.1 million, which was determined based on the estimated selling price less costs to sell and were classified as Level 2 within the fair value hierarchy. As a result, we recognized an impairment loss of \$126.5 million during the six months ended June 30, 2022. The actual amount of net proceeds received from this divestiture could vary substantially from our current estimates, if we were to experience a delay in completing the transaction or if there are changes in other assumptions that impact our estimates.

6. INVESTMENTS

Our investments are as follows:

<i>(In thousands)</i>	June 30, 2022	December 31, 2021
Short-term investments:		
Held-to-maturity debt securities	\$ 25,005	\$ 110,801
Long-term investments:		
Cash surrender value of life insurance policies	\$ 2,873	\$ 2,659
Investments at cost:		
GTE Mobilnet of South Texas Limited Partnership (2.34% interest)	21,450	21,450
Pittsburgh SMSA Limited Partnership (3.60% interest)	22,950	22,950
CoBank, ACB Stock	7,251	7,867
Other	272	273
Equity method investments:		
GTE Mobilnet of Texas RSA #17 Limited Partnership (20.51% interest)	18,373	19,648
Pennsylvania RSA 6(I) Limited Partnership (16.67% interest)	6,698	7,303
Pennsylvania RSA 6(II) Limited Partnership (23.67% interest)	27,647	27,428
Totals	<u>\$ 107,514</u>	<u>\$ 109,578</u>

Held-to-Maturity Debt Securities

Investments in debt securities that we have the positive intent and ability to hold until maturity are classified as held-to-maturity. We consider all highly liquid investments with original maturities of three months or less to be cash equivalents. Investments with original maturities of more than three months and less than one year are classified as short-term investments.

Held-to maturity debt securities are recorded at amortized cost, which approximates fair value, and realized gains or losses are recognized in earnings. Our held-to-maturity debt securities consist of investments in commercial paper and certificate of deposits. At June 30, 2022, we had \$25.0 million of investments in certificate of deposits included in short-term investments. At December 31, 2021, we had \$20.0 million of investments in commercial paper included in cash

[Table of Contents](#)

and cash equivalents and \$40.0 million of investments in commercial paper and \$70.8 million of investments in certificate of deposits included in short-term investments. The investments have original maturities of less than one year. As of June 30, 2022 and December 31, 2021, the amortized cost of the investments approximated their fair value and the gross unrecognized gains and losses were not material.

Investments at Cost

We own 2.34% of GTE Mobilnet of South Texas Limited Partnership (the “Mobilnet South Partnership”). The principal activity of the Mobilnet South Partnership is providing cellular service in the Houston, Galveston and Beaumont, Texas metropolitan areas. We also own 3.60% of Pittsburgh SMSA Limited Partnership, which provides cellular service in and around the Pittsburgh metropolitan area. Because of our limited influence over these partnerships, we account for these investments at our initial cost less any impairment because fair value is not readily available for these investments. No indicators of impairment existed for any of the investments during the quarters and six months ended June 30, 2022 or 2021.

For these investments, we adjust the carrying value for any purchases or sales of our ownership interests, if any. We record distributions received from these investments as investment income in non-operating income (expense). For the quarters ended June 30, 2022 and 2021, we received cash distributions from these partnerships of \$5.2 million and \$6.1 million, respectively. For the six months ended June 30, 2022 and 2021, we received cash distributions from these partnerships totaling \$9.0 million and \$10.4 million, respectively.

CoBank, ACB (“CoBank”) is a cooperative bank owned by its customers. On an annual basis, CoBank distributes patronage in the form of cash and stock in the cooperative based on the Company’s outstanding loan balance with CoBank, which has traditionally been a significant lender in the Company’s credit facility. The investment in CoBank represents the accumulation of the equity patronage paid by CoBank to the Company.

Equity Method

We own 20.51% of GTE Mobilnet of Texas RSA #17 Limited Partnership (“RSA #17”), 16.67% of Pennsylvania RSA 6(I) Limited Partnership (“RSA 6(I)”) and 23.67% of Pennsylvania RSA 6(II) Limited Partnership (“RSA 6(II)”). RSA #17 provides cellular service to a limited rural area in Texas. RSA 6(I) and RSA 6(II) provide cellular service in and around our Pennsylvania service territory. Because we have significant influence over the operating and financial policies of these three entities, we account for the investments using the equity method. Income is recognized as investment income in non-operating income (expense) on our proportionate share of earnings and cash distributions are recorded as a reduction in our investment.

For the quarters ended June 30, 2022 and 2021, we received cash distributions from these partnerships of \$6.1 million and \$6.5 million, respectively. For the six months ended June 30, 2022 and 2021, we received cash distributions from these partnerships totaling \$10.5 million and \$11.6 million, respectively.

7. FAIR VALUE MEASUREMENTS

Our derivative instruments related to interest rate swap agreements are required to be measured at fair value on a recurring basis. The fair values of the interest rate swaps are determined using valuation models and are categorized within Level 2 of the fair value hierarchy as the valuation inputs are based on quoted prices and observable market data of similar instruments. See Note 9 for further discussion regarding our interest rate swap agreements.

Our interest rate swap agreements measured at fair value on a recurring basis as of June 30, 2022 and December 31, 2021 were as follows:

<i>(In thousands)</i>	Total	As of June 30, 2022		
		Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Long-term interest rate swap assets	\$ 1,779	\$ —	\$ 1,779	\$ —

[Table of Contents](#)

<i>(In thousands)</i>	Total	As of December 31, 2021		
		Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Long-term interest rate swap liabilities	\$ (12,813)	\$ —	\$ (12,813)	\$ —

We have not elected the fair value option for any of our other assets or liabilities. The carrying value of other financial instruments, including cash and cash equivalents, short-term investments, accounts receivable, accounts payable and accrued liabilities approximate fair value due to their short maturities. The following table presents the other financial instruments that are not carried at fair value but which require fair value disclosure as of June 30, 2022 and December 31, 2021.

<i>(In thousands)</i>	As of June 30, 2022		As of December 31, 2021	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Long-term debt, excluding finance leases	\$ 2,140,362	\$ 1,831,249	\$ 2,139,567	\$ 2,186,508

Cost & Equity Method Investments

Our investments as of June 30, 2022 and December 31, 2021 accounted for at cost and under the equity method consisted primarily of minority positions in various cellular telephone limited partnerships and our investment in CoBank. It is impracticable to determine the fair value of these investments.

Long-term Debt

The fair value of our senior notes was based on quoted market prices, and the fair value of borrowings under our credit facility was determined using current market rates for similar types of borrowing arrangements. We have categorized the long-term debt as Level 2 within the fair value hierarchy.

8. LONG-TERM DEBT

Long-term debt, presented net of unamortized discounts, consisted of the following:

<i>(In thousands)</i>	June 30, 2022	December 31, 2021
Senior secured credit facility:		
Term loans, net of discounts of \$9,513 and \$10,308 at June 30, 2022 and December 31, 2021, respectively	\$ 990,362	\$ 989,567
6.50% Senior notes due 2028	750,000	750,000
5.00% Senior notes due 2028	400,000	400,000
Finance leases	28,092	24,990
	2,168,454	2,164,557
Less: current portion of long-term debt and finance leases	(9,539)	(7,959)
Less: deferred debt issuance costs	(34,914)	(37,745)
Total long-term debt	\$ 2,124,001	\$ 2,118,853

Credit Agreement

On October 2, 2020, the Company, through certain of its wholly-owned subsidiaries, entered into a Credit Agreement with various financial institutions (as amended, the "Credit Agreement") to replace the Company's previous credit agreement in its entirety. The Credit Agreement consisted of term loans in an original aggregate amount of \$1,250.0 million (the "Initial Term Loans") and a revolving loan facility of \$250.0 million. The Credit Agreement also includes an incremental loan facility which provides the ability to borrow, subject to certain terms and conditions, incremental loans in an aggregate amount of up to the greater of (a) \$300.0 million plus (b) an amount which would not cause its senior secured leverage

[Table of Contents](#)

ratio not to exceed 3.70:1.00 (the “Incremental Facility”). Borrowings under the Credit Agreement are secured by substantially all of the assets of the Company and its subsidiaries, subject to certain exceptions.

The Initial Term Loans were issued in an original aggregate principal amount of \$1,250.0 million with a maturity date of October 2, 2027 and contained an original issuance discount of 1.5% or \$18.8 million, which is being amortized over the term of the loan. Prior to amendments to the Credit Agreement, as described below, the Initial Term Loans required quarterly principal payments of \$3.1 million, which commenced December 31, 2020, and bore interest at a rate of 4.75% plus the London Interbank Offered Rate (“LIBOR”) subject to a 1.00% LIBOR floor.

On January 15, 2021, the Company entered into Amendment No. 1 to the Credit Agreement in which we borrowed an additional \$150.0 million aggregate principal amount of incremental term loans (the “Incremental Term Loans”). The Incremental Term Loans have terms and conditions identical to the Initial Term Loans including the same maturity date and interest rate. The Initial Term Loans and Incremental Term Loans, collectively (the “Term Loans”), comprise a single class of term loans under the Credit Agreement.

On March 18, 2021, the Company repaid \$397.0 million of the outstanding Term Loans with the net proceeds received from the issuance of \$400.0 million aggregate principal amount of 5.00% senior secured notes due 2028 (the “5.00% Senior Notes”), as described below. The repayment of the Term Loans was applied to the remaining principal payments in direct order of maturity, thereby eliminating the required quarterly principal payments through the remaining term of the loan. In connection with the repayment of the Term Loans, we recognized a loss on extinguishment of debt of \$12.0 million during the six months ended June 30, 2021.

On April 5, 2021, the Company, entered into a second amendment to the Credit Agreement (the “Second Amendment”) to refinance the outstanding Term Loans of \$999.9 million. The terms and conditions of the Credit Agreement remain substantially similar and unchanged except with respect to the interest rate applicable to the Term Loans and certain other provisions. As a result of the Second Amendment, the interest rate of the Term Loans was reduced to 3.50% plus LIBOR subject to a 0.75% LIBOR floor. The maturity date of the Term Loans of October 2, 2027 remained unchanged. In connection with entering into the Second Amendment, we recognized a loss of \$5.1 million on the extinguishment of debt during the quarter and six months ended June 30, 2021.

The revolving credit facility has a maturity date of October 2, 2025 and an applicable margin (at our election) of 4.00% for LIBOR-based borrowings or 3.00% for alternate base rate borrowings, with a 0.25% reduction in each case if the consolidated first lien leverage ratio, as defined in the Credit Agreement, does not exceed 3.20 to 1.00. At June 30, 2022 and December 31, 2021, there were no borrowings outstanding under the revolving credit facility. Stand-by letters of credit of \$25.1 million were outstanding under our revolving credit facility as of June 30, 2022. The stand-by letters of credit are renewable annually and reduce the borrowing availability under the revolving credit facility. As of June 30, 2022, \$224.9 million was available for borrowing under the revolving credit facility.

The weighted-average interest rate on outstanding borrowings under our credit facility was 5.19% and 4.25% as of June 30, 2022 and December 31, 2021, respectively. Interest is payable at least quarterly.

Credit Agreement Covenant Compliance

The Credit Agreement contains various provisions and covenants, including, among other items, restrictions on the ability to pay dividends, incur additional indebtedness, and issue certain capital stock. We have agreed to maintain certain financial ratios, including a maximum consolidated first lien leverage ratio, as defined in the Credit Agreement. Among other things, it will be an event of default, with respect to the revolving credit facility only, if our consolidated first lien leverage ratio as of the end of any fiscal quarter is greater than 5.85:1.00. As of June 30, 2022, our consolidated first lien leverage ratio under the Credit Agreement was 4.40:1.00. As of June 30, 2022, we were in compliance with the Credit Agreement covenants.

Senior Notes

On October 2, 2020, we completed an offering of \$750.0 million aggregate principal amount of 6.50% unsubordinated secured notes due 2028 (the “6.50% Senior Notes”). The 6.50% Senior Notes were priced at par and bear interest at a rate of 6.50%, payable semi-annually on April 1 and October 1 of each year. The 6.50% Senior Notes mature on October 1, 2028.

On March 18, 2021, we issued \$400.0 million aggregate principal amount 5.00% Senior Notes, together with the 6.50% Senior Notes (the “Senior Notes”). The 5.00% Senior Notes were priced at par and bear interest at a rate of 5.00% per year, payable semi-annually on April 1 and October 1 of each year, beginning on October 1, 2021. The 5.00% Senior Notes mature on October 1, 2028. The net proceeds from the issuance of the 5.00% Senior Notes were used to repay \$397.0 million of the Term Loans outstanding under the Credit Agreement.

The Senior Notes are unsubordinated secured obligations of the Company, secured by a first priority lien on the collateral that secures the Company’s obligations under the Credit Agreement. The Senior Notes are fully and unconditionally guaranteed on a first priority secured basis by the Company and the majority of our wholly-owned subsidiaries. The offerings of the Senior Notes have not been registered under the Securities Act of 1933, as amended or any state securities laws.

Senior Notes Covenant Compliance

Subject to certain exceptions and qualifications, the indentures governing the Senior Notes contains customary covenants that, among other things, limits the Company and its restricted subsidiaries’ ability to: incur additional debt or issue certain preferred stock; pay dividends or make other distributions on capital stock or prepay subordinated indebtedness; purchase or redeem any equity interests; make investments; create liens; sell assets; enter into agreements that restrict dividends or other payments by restricted subsidiaries; consolidate, merge or transfer all or substantially all of its assets; engage in transactions with its affiliates; or enter into any sale and leaseback transactions. The indentures also contain customary events of default.

As of June 30, 2022, the Company was in compliance with all terms, conditions and covenants under the indentures governing the Senior Notes.

9. DERIVATIVE FINANCIAL INSTRUMENTS

We use derivative financial instruments to manage our exposure to the risks associated with fluctuations in interest rates. Our interest rate swap agreements effectively convert a portion of our floating-rate debt to a fixed-rate basis, thereby reducing the impact of interest rate changes on future cash interest payments. Derivative financial instruments are recorded at fair value in our condensed consolidated balance sheets. We may designate certain of our interest rate swaps as cash flow hedges of our expected future interest payments. For derivative instruments designated as a cash flow hedge, the change in the fair value is recognized as a component of accumulated other comprehensive income (loss) (“AOCI”) and is recognized as an adjustment to earnings over the period in which the hedged item impacts earnings. When an interest rate swap agreement terminates, any resulting gain or loss is recognized over the shorter of the remaining original term of the hedging instrument or the remaining life of the underlying debt obligation. If a derivative instrument is de-designated, the remaining gain or loss in AOCI on the date of de-designation is amortized to earnings over the remaining term of the hedging instrument. For derivative financial instruments that are not designated as a hedge, including those that have been de-designated, changes in fair value are recognized on a current basis in earnings. Cash flows from hedging activities are classified under the same category as the cash flows from the hedged items in our condensed consolidated statements of cash flows.

The following interest rate swaps were outstanding as of June 30, 2022:

<i>(In thousands)</i>	Notional Amount	2022 Balance Sheet Location	Fair Value
Cash Flow Hedges:			
Fixed to 1-month floating LIBOR (with floor)	\$ 500,000	Other assets	\$ 1,779

[Table of Contents](#)

Our interest rate swap agreements mature on July 31, 2023.

The following interest rate swaps were outstanding as of December 31, 2021:

<i>(In thousands)</i>	Notional Amount	2021 Balance Sheet Location	Fair Value
Cash Flow Hedges:			
Fixed to 1-month floating LIBOR (with floor)	\$ 500,000	Other long-term liabilities	\$ (12,813)

The counterparties to our various swaps are highly rated financial institutions. None of the swap agreements provide for either us or the counterparties to post collateral nor do the agreements include any covenants related to the financial condition of Consolidated or the counterparties. The swaps of any counterparty that is a lender, as defined in our credit facility, are secured along with the other creditors under the credit facility. Each of the swap agreements provides that in the event of a bankruptcy filing by either Consolidated or the counterparty, any amounts owed between the two parties would be offset in order to determine the net amount due between parties.

As of June 30, 2022 and December 31, 2021, the total pre-tax unrealized gain (loss) related to our interest rate swap agreements included in AOCI was \$3.7 million and \$(10.1) million, respectively. From the balance in AOCI as of June 30, 2022, we expect to recognize a gain of approximately \$3.6 million in earnings in the next twelve months.

Information regarding our cash flow hedge transactions is as follows:

<i>(In thousands)</i>	Quarter Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Unrealized gain (loss) recognized in AOCI, pretax	\$ 3,899	\$ (5)	\$ 10,172	\$ 418
Deferred loss reclassified from AOCI to interest expense	\$ (1,791)	\$ (4,634)	\$ (3,602)	\$ (9,282)

10. LEASES

Lessor

We have various arrangements for use of our network assets for which we are the lessor, including tower space, certain colocation, conduit and dark fiber arrangements. These leases meet the criteria for operating lease classification. Lease income associated with these types of leases is not material. Occasionally, we enter into arrangements where the term may be for a major part of the asset's remaining economic life such as in indefeasible right of use ("IRU") arrangements for dark fiber or conduit, which meet the criteria for sales-type lease classification. During the quarter ended June 30, 2022, we entered into a dark fiber IRU arrangement for exclusive access to and unrestricted use of specific assets. The arrangement was recognized as a sale-type lease as the term of the arrangement is for a major part of the assets' remaining economic life. During the quarter ended June 30, 2022, we recognized revenue of \$3.1 million and a gain of \$0.9 million related to this arrangement. During the quarter and six months ended June 30, 2021, we did not enter into any material dark fiber IRU arrangements.

11. MEZZANINE EQUITY

Series A Preferred Stock

The Company is authorized to issue up to 10,000,000 shares of Series A Perpetual Preferred Stock with a par value of \$0.01 per share. The Series A Preferred Stock ranks senior to the Company's common stock with respect to dividend rights and rights on the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Company and redemption rights. The following is a summary of certain provisions of the Series A Preferred Stock.

[Table of Contents](#)

Dividends

Dividends on each share of Series A Preferred Stock accrue daily on the liquidation preference at a rate of 9.0% per annum and will be payable semi-annually in arrears on January 1 and July 1 of each year. Dividends are payable until October 2, 2025 at our election, either in cash or in-kind through an accrual of unpaid dividends, which are automatically added to the liquidation preference; and after October 2, 2025, solely in cash. The liquidation preference at any given time is \$1,000 per share. In the event that the Company's Board of Directors fails to declare and pay dividends in cash after October 2, 2025, among other conditions, the dividend rate applicable to each subsequent dividend period will increase to 11.0%.

Redemption

Upon a fundamental change such as a change of control, liquidation, dissolution or winding up event, holders of the Series A Preferred Stock will have the right to require the Company to repurchase all or any part of the outstanding Series A Preferred Stock for cash at a price equal the liquidation preference and accrued and unpaid dividends through and including the fundamental change date.

The Company may, at its option redeem all or any part of the outstanding shares of Series A Preferred Stock at a purchase price per share in cash equal to the sum of the liquidation preference and accrued and unpaid dividends. A premium may also be payable in connection with any such redemption.

Voting Rights

Holders of Series A Preferred Stock are entitled to one vote per share on matters specifically related to the Series A Preferred Stock. The holders do not otherwise have any voting rights. If preferred dividends have not been paid in cash in full for two dividend periods after October 2, 2025, whether or not consecutive, then the holders of the Series A Preferred Stock, voting together as a single class, will be entitled to elect two additional directors to the board of directors.

In accordance with ASC 480, *Distinguishing Liabilities from Equity*, the Series A Preferred Stock is classified as mezzanine equity in the consolidated balance sheets due to a deemed liquidation feature, which gives holders the right to require the Company to redeem all or any part of the holders' Series A Preferred Stock for cash in the event of a fundamental change or change in control. We have not adjusted the carrying value of the Series A Preferred Stock to its liquidation value since the securities are not currently redeemable nor is it probable that they will become redeemable. Subsequent adjustments to increase the carrying value to the liquidation value will be made only if and when it becomes probable that such a deemed liquidation event will occur.

On December 7, 2021, upon the completion of the Searchlight investment as described in Note 4, we issued 434,266 shares of Series A Preferred Stock with a carrying value of \$285.9 million. As of December 31, 2021, the liquidation preference of the Series A Preferred Stock was \$436.9 million, which included accrued and unpaid dividends of \$2.7 million. On January 1, 2022, the Company paid dividends in-kind of \$2.7 million or 2,677 shares. As of June 30, 2022, the liquidation preference of the Series A Preferred Stock was \$456.3 million, which includes accrued and unpaid dividends of \$19.4 million. The Company intends to exercise the PIK dividend option on the Series A Preferred Stock through at least 2022.

12. SHAREHOLDERS' EQUITY

Share-Based Compensation

Our Board of Directors may grant share-based awards from our shareholder approved Amended and Restated Consolidated Communications Holdings, Inc. 2005 Long-Term Incentive Plan (the "Plan"). The Plan permits the issuance of awards in the form of stock options, stock appreciation rights, stock grants, stock unit grants and other equity-based awards to eligible directors and employees at the discretion of the Compensation Committee of the Board of Directors. On April 26, 2021, the shareholders approved an amendment to the Plan to increase by 5,400,000 shares the number of shares of our common stock authorized for issuance under the Plan and extend the term of the Plan through April 30, 2028. With the amendment, approximately 10,050,000 shares of our common stock are authorized for issuance under the Plan, provided that no more

[Table of Contents](#)

than 300,000 shares may be granted in the form of stock options or stock appreciation rights to any eligible employee or director in any calendar year. Unless terminated sooner, the Plan will continue in effect until April 30, 2028.

The following table summarizes total compensation costs recognized for share-based payments during the quarters ended June 30, 2022 and 2021:

<i>(In thousands)</i>	Quarter Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Restricted stock	\$ 1,411	\$ 1,391	\$ 2,441	\$ 2,155
Performance shares	1,422	1,102	2,591	1,788
Total	\$ 2,833	\$ 2,493	\$ 5,032	\$ 3,943

Share-based compensation expense is included in selling, general and administrative expenses in the accompanying condensed consolidated statements of operations.

As of June 30, 2022, total unrecognized compensation cost related to non-vested Restricted Stock Awards (“RSAs”) and Performance Share Awards (“PSAs”) was \$18.4 million and will be recognized over a weighted-average period of approximately 1.5 years.

The following table summarizes the RSA and PSA activity for the six-month period ended June 30, 2022:

	RSAs		PSAs	
	Shares	Weighted Average Grant Date Fair Value	Shares	Weighted Average Grant Date Fair Value
Non-vested shares outstanding - December 31, 2021	1,069,817	\$ 7.34	920,010	\$ 7.40
Shares granted	928,693	\$ 4.71	904,435	\$ 7.52
Shares vested	—	\$ —	(55,795)	\$ 9.69
Shares forfeited, cancelled or retired	(23,442)	\$ 7.23	(45,461)	\$ 8.28
Non-vested shares outstanding - June 30, 2022	1,975,068	\$ 6.10	1,723,189	\$ 7.36

Accumulated Other Comprehensive Loss

The following table summarizes the changes in accumulated other comprehensive loss, net of tax, by component for the six-month period ended June 30, 2022:

<i>(In thousands)</i>	Pension and Post-Retirement Obligations	Derivative Instruments	Total
Balance at December 31, 2021	\$ (52,099)	\$ (7,472)	\$ (59,571)
Other comprehensive gain before reclassifications	—	7,521	7,521
Amounts reclassified from accumulated other comprehensive loss	(104)	2,663	2,559
Net current period other comprehensive income	(104)	10,184	10,080
Balance at June 30, 2022	\$ (52,203)	\$ 2,712	\$ (49,491)

[Table of Contents](#)

The following table summarizes reclassifications from accumulated other comprehensive loss for the quarters and six-month periods ended June 30, 2022 and 2021:

<i>(In thousands)</i>	Quarter Ended June 30,		Six Months Ended June 30,		Affected Line Item in the Statement of Income
	2022	2021	2022	2021	
Amortization of pension and post-retirement items:					
Prior service credit	\$ 195	\$ 195	\$ 389	\$ 390	(a)
Actuarial loss	(123)	(415)	(246)	(830)	(a)
	72	(220)	143	(440)	Total before tax
	(20)	58	(39)	116	Tax (expense) benefit
	<u>\$ 52</u>	<u>\$ (162)</u>	<u>\$ 104</u>	<u>\$ (324)</u>	Net of tax
Loss on cash flow hedges:					
Interest rate derivatives	\$ (1,791)	\$ (4,634)	\$ (3,602)	\$ (9,282)	Interest expense
	467	1,208	939	2,420	Tax benefit
	<u>\$ (1,324)</u>	<u>\$ (3,426)</u>	<u>\$ (2,663)</u>	<u>\$ (6,862)</u>	Net of tax

- (a) These items are included in the components of net periodic benefit cost for our pension and other post-retirement benefit plans. See Note 13 for further discussion regarding our pension and other post-retirement benefit plans.

13. PENSION PLAN AND OTHER POST-RETIREMENT BENEFITS

Defined Benefit Plans

We sponsor qualified defined benefit pension plans that are non-contributory covering substantially all of our hourly employees under collective bargaining agreements who fulfill minimum age and service requirements and certain salaried employees. The defined benefit pension plans are closed to all new entrants. All of our defined benefit pension plans are now frozen to all current employees, and no additional monthly pension benefits will accrue under those plans.

We also have non-qualified supplemental retirement plans (the “Supplemental Plans” and, together with the defined benefit pension plans, the “Pension Plans”). The Supplemental Plans provide supplemental retirement benefits to certain former employees by providing for incremental pension payments to partially offset the reduction of the amount that would have been payable under the qualified defined benefit pension plans if it were not for limitations imposed by federal income tax regulations. The Supplemental Plans are frozen so that no person is eligible to become a new participant. These plans are unfunded and have no assets. The benefits paid under the Supplemental Plans are paid from the general operating funds of the Company.

The following table summarizes the components of net periodic pension benefit for our Pension Plans for the quarters and six-month periods ended June 30, 2022 and 2021:

<i>(In thousands)</i>	Quarter Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Interest cost	\$ 5,558	\$ 5,680	\$ 11,116	\$ 11,361
Expected return on plan assets	(9,206)	(9,263)	(18,412)	(18,526)
Net amortization loss	154	557	308	1,114
Net prior service cost amortization	30	31	61	61
Net periodic pension benefit	<u>\$ (3,464)</u>	<u>\$ (2,995)</u>	<u>\$ (6,927)</u>	<u>\$ (5,990)</u>

The components of net periodic pension benefit other than the service cost component are included in other, net within other income (expense) in the condensed consolidated statements of operations.

Post-retirement Benefit Obligations

We sponsor various healthcare and life insurance plans (“Post-retirement Plans”) that provide post-retirement medical and life insurance benefits to certain groups of retired employees. Certain plans are frozen so that no person is eligible to become a new participant. Retirees share in the cost of healthcare benefits, making contributions that are adjusted periodically—either based upon collective bargaining agreements or because total costs of the program have changed. Covered expenses for retiree health benefits are paid as they are incurred. Post-retirement life insurance benefits are fully insured. A majority of the healthcare plans are unfunded and have no assets, and benefits are paid from the general operating funds of the Company.

However, a certain healthcare plan is funded by assets that are separately designated within the Pension Plans for the sole purpose of providing payments of retiree medical benefits for this specific plan.

The following table summarizes the components of the net periodic cost for our Post-retirement Plans for the quarters and six-month periods ended June 30, 2022 and 2021:

<i>(In thousands)</i>	Quarter Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Service cost	\$ 145	\$ 223	\$ 290	\$ 445
Interest cost	677	657	1,354	1,314
Expected return on plan assets	(53)	(50)	(106)	(100)
Net amortization gain	(31)	(142)	(62)	(284)
Net prior service credit amortization	(225)	(226)	(450)	(451)
Net periodic post-retirement cost	<u>\$ 513</u>	<u>\$ 462</u>	<u>\$ 1,026</u>	<u>\$ 924</u>

The components of net periodic post-retirement benefit cost other than the service cost component are included in other, net within other income (expense) in the condensed consolidated statements of operations.

Contributions

We expect to contribute approximately \$10.0 million to our Pension Plans and \$8.2 million to our Post-retirement Plans in 2022. As of June 30, 2022, we have contributed \$9.9 million and \$3.3 million of the annual contribution to the Pension Plans and Post-retirement Plans, respectively.

14. INCOME TAXES

Our unrecognized tax benefits as of June 30, 2022 and December 31, 2021 were \$4.9 million. The net amount of unrecognized tax benefits that, if recognized, would result in an impact to the effective tax rate is \$4.7 million as of June 30, 2022 and December 31, 2021. We do not expect any material change in our unrecognized tax benefits during the remainder of 2022.

Our practice is to recognize interest and penalties related to income tax matters in interest expense and selling, general and administrative expenses, respectively. As of June 30, 2022, we did not have a material liability for interest or penalties and had no material interest or penalty expense.

The periods subject to examination for our federal return are years 2018 through 2020. The periods subject to examination for our state returns are years 2017 through 2020. In addition, prior tax years may be subject to examination by federal or state taxing authorities if the Company’s net operating loss carryovers from those prior years are utilized in the future. We are currently under examination by certain state taxing authorities. We do not expect any settlement or payment that may result from the examination to have a material effect on our results or cash flows.

Our effective tax rate was 45.8% and (10.9)% for the quarters ended June 30, 2022 and 2021, respectively, and 9.0% and (0.1)% for the six-month periods ended June 30, 2022 and 2021, respectively. On March 2, 2022, we entered into a definitive agreement to sell substantially all the assets of our Kansas City operations. As a result, we recorded a decrease of \$0.5 million and an increase of \$19.6 million to our current tax expense for the quarter and six months ended June 30,

2022, respectively, related to the \$83.7 million impairment loss of noncash goodwill that is not deductible for tax purposes. The transaction to sell substantially all of the assets of our non-core, rural ILEC business located in Ohio closed on January 31, 2022. As a result, we recorded a decrease of \$0.1 million and an increase of \$3.7 million to our current tax expense for the quarter and six months ended June 30, 2022, respectively, related to \$16.3 million of noncash goodwill included in the sale that is not deductible for tax purposes. The Company does not consider these sales transactions and related goodwill adjustments unusual or infrequent and therefore the corresponding tax impact is recorded through continuing operations. In addition, the investment made by Searchlight in 2020 is treated as a contribution of equity for federal tax purposes. Accordingly, the impact of the non-cash PIK interest expense, discount and issuance costs, and fair value adjustments on the CPR are not recognized for federal income tax purposes, resulting in an increase to our current tax expense of \$20.0 million and \$32.2 million for the quarter and six months ended June 30, 2021, respectively. For the quarter and six months ended June 30, 2021, the Company utilized the discrete effective tax rate method, as allowed by ASC 740-270-30-18, “*Income Taxes – Interim Reporting*,” to calculate its interim income tax provision. The Company applied the discrete method, at that time, because the application of the estimated annual effective tax rate method (i) was not reliable due to the high degree of uncertainty in estimating annual pretax earnings and (ii) would result in small changes to the projected ordinary annual income causing significant changes in the estimated annual effective rate. Exclusive of the discrete effective tax rate method and permanent income tax impact related to the Kansas City, Ohio and Searchlight transactions, our effective tax rate for the quarters ended June 30, 2022 and 2021 would have been approximately 23.8% and 24.6%, respectively, and approximately 27.1% and 24.5% for the six months ended June 30, 2022 and 2021, respectively. The effective tax rate differed from the federal and state statutory rates primarily due to permanent income tax differences related to the Kansas City, Ohio, and Searchlight transactions, recurring permanent tax differences, and differences in allocable income for the Company’s state tax filings.

15. COMMITMENTS AND CONTINGENCIES

Litigation, Regulatory Proceedings and Other Contingencies

Gross Receipts Tax

Two of our subsidiaries, Consolidated Communications of Pennsylvania Company LLC (“CCPA”) and Consolidated Communications Enterprise Services, Inc. (“CCES”), have, at various times, received Assessment Notices and/or Audit Assessment Notices from the Commonwealth of Pennsylvania Department of Revenue (“DOR”) increasing the amounts owed for the Pennsylvania Gross Receipts Tax, and have had audits performed for the tax years 2008 through 2018. We filed Petitions for Reassessment with the DOR’s Board of Appeals contesting these audit assessments. These cases remain pending and are in various stages of appeal.

In May 2017, we entered into an agreement to guarantee any potential liabilities to the DOR up to \$5.0 million. We believe that certain of the DOR’s findings regarding CCPA’s and CCES’s additional tax liabilities for the tax years 2008 through 2018, for which we have filed appeals, continue to lack merit. However, in 2019, CCPA and CCES finalized a settlement of the intrastate and interstate tax liabilities for the tax years 2008 through 2013, except for the 2010 CCPA appeals, bringing the appeals to a conclusion. The additional tax liabilities calculated by the DOR for these tax years for CCPA and CCES were approximately \$3.4 million and \$4.0 million, respectively. The settlement resulted in a payment from us to the DOR of \$2.1 million, including interest, which the Company previously reserved for.

The additional tax liabilities calculated by the DOR for CCPA and CCES for the remaining unsettled tax years 2010 (CCPA) and 2014 through 2018 (CCPA and CCES) are approximately \$4.6 million and \$2.6 million, respectively. Based on the initial settlement offers for the tax years 2008 through 2013 and the Company’s best estimate of the potential additional tax liabilities for the remaining unsettled tax years 2010 (CCPA) and 2014 through 2018 (CCPA and CCES), we have reserved \$0.8 million and \$1.6 million, including interest, for our CCPA and CCES subsidiaries, respectively. We expect the filings for the tax years 2014 through 2018 to be settled at a later date similar to the initial settlement. In 2022, we received notification that the DOR has started audits for the tax years 2019 and 2020 and during the quarter ended June 30, 2022, we received a preliminary draft audit report for CCPA, which included additional tax liabilities calculated by the DOR of approximately \$0.7 million. While we continue to believe a settlement of all remaining disputed claims is possible, we cannot anticipate at this time what the ultimate resolution of these cases will be, nor can we evaluate the likelihood of a favorable or unfavorable outcome or the potential losses (or gains) should such an outcome occur. We do not believe that the outcome of these claims will have a material adverse impact on our financial results or cash flows.

[Table of Contents](#)

Pole Sale

On December 30, 2020, the Company reached an agreement to sell to Public Service Company of New Hampshire d/b/a Eversource Energy (“Eversource”) its joint ownership interest in approximately 343,000 poles and its sole ownership interest in approximately 3,800 poles located in the Eversource electric service area. The agreement also included the settlement of all vegetation maintenance costs disputed between the Company and Eversource through December 2020. The Company recognized a net loss of \$1.9 million during the quarter ended December 31, 2020 associated with the execution of this agreement. Upon the closing of the sale, the Company would become a tenant on the poles and pay pole attachment fees to Eversource. The Company would also no longer have any future obligations associated with vegetation maintenance. The purchase and sale transaction requires regulatory approval by the New Hampshire Public Utilities Commission (“NHPUC”) and was submitted for approval by the parties in 2021. Formal hearings on the transaction concluded in May 2022, but the NHPUC has not yet issued a ruling on the transaction.

From time to time we may be involved in litigation that we believe is of the type common to companies in our industry, including regulatory issues. While the outcome of these claims cannot be predicted with certainty, we do not believe that the outcome of any of these legal matters will have a material adverse impact on our business, results of operations, financial condition or cash flows.

ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The Securities and Exchange Commission (“SEC”) encourages companies to disclose forward-looking information so that investors can better understand a company’s future prospects and make informed investment decisions. Certain statements in this Quarterly Report on Form 10-Q, including those which relate to the impact on future revenue sources, pending and future regulatory orders, continued expansion of the telecommunications network and expected changes in the sources of our revenue and cost structure resulting from our entrance into new communications markets, are forward-looking statements and are made pursuant to the safe harbor provisions of the Securities Litigation Reform Act of 1995. These forward-looking statements reflect, among other things, our current expectations, plans, strategies and anticipated financial results. There are a number of risks, uncertainties and conditions that may cause our actual results to differ materially from those expressed or implied by these forward-looking statements including the impact of the ongoing novel coronavirus (“COVID-19”) pandemic and our response to it. Many of these circumstances are beyond our ability to control or predict. Moreover, forward-looking statements necessarily involve assumptions on our part. These forward-looking statements generally are identified by the words “believe,” “expect,” “anticipate,” “estimate,” “project,” “intend,” “plan,” “should,” “may,” “will,” “would,” “will be,” “will continue” or similar expressions. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements of Consolidated Communications Holdings, Inc. and its subsidiaries (“Consolidated,” the “Company,” “we” or “our”) to be different from those expressed or implied in the forward-looking statements. All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements that appear throughout this report. A detailed discussion of these and other risks and uncertainties that could cause actual results and events to differ materially from such forward-looking statements is included in our 2021 Annual Report on Form 10-K filed with the SEC and in Item 1A – “Risk Factors” of this report. Furthermore, undue reliance should not be placed on forward-looking statements, which speak only as of the date they are made. Except as required under federal securities laws or the rules and regulations of the SEC, we disclaim any intention or obligation to update or revise publicly any forward-looking statements. Management’s Discussion and Analysis (“MD&A”) should be read in conjunction with our unaudited condensed consolidated financial statements and accompanying notes to the financial statements (“Notes”) as of and for the quarter and six months ended June 30, 2022 included in Item 1 of Part I of this Quarterly Report on Form 10-Q.

Throughout this MD&A, we refer to certain measures that are not measures of financial performance in accordance with accounting principles generally accepted in the United States (“US GAAP” or “GAAP”). We believe the use of these non-GAAP measures on a consolidated basis provides the reader with additional information that is useful in understanding our operating results and trends. These measures should be viewed in addition to, rather than as a substitute for, those measures prepared in accordance with GAAP. See the “Non-GAAP Measures” section below for a more detailed discussion on the use and calculation of these measures.

Overview

Consolidated is a broadband and business communications provider offering a wide range of communication solutions to consumer, commercial and carrier customers across a 22-state service area. We operate an advanced fiber network spanning approximately 56,100 fiber route miles across many rural areas and metro communities. We offer residential high-speed Internet, video, phone and home security services as well as multi-service residential and small business bundles. Our business product suite includes: data and Internet solutions, voice, data center services, security services, managed and IT services, and an expanded suite of cloud services. We provide wholesale solutions to wireless and wireline carriers and other service providers including data, voice, network connections and custom fiber builds and last mile connections.

We generate the majority of our consolidated operating revenues primarily from monthly subscriptions to our broadband, data and transport services (collectively “broadband services”) marketed to residential and business customers. As consumer demands for bandwidth continue to increase, our focus is on expanding our fiber broadband services and upgrading data speeds in order to offer a highly competitive fiber product. Our investment in more competitive broadband speeds is critical to our long-term success. Our strategic investment with Searchlight Capital Partners L.P. (“Searchlight”) combined with the refinancing of our capital structure, as described below, has provided us with additional capital that has

[Table of Contents](#)

enabled us to accelerate our fiber expansion plans and provided significant benefits to our consumer, commercial and carrier customers. With this strategic investment, we intend to enhance our fiber infrastructure and accelerate our investments in high-growth and competitive areas. By leveraging our existing dense core fiber network and an accelerated build plan, we expect to be able to significantly increase data speeds, expand our multi-Gig coverage and strategically extend our network across our strong existing commercial and carrier footprint to attract more on-net and near-net opportunities. As part of our fiber expansion plan, we plan to upgrade approximately 1.6 million passings to fiber over five years across select service areas to enable multi-Gig capable services to these homes and small businesses including more than 1 million passings within our northern New England service areas.

Our fiber build plan includes the upgrade of 400,000 homes and small businesses in 2022. During the quarter and six months ended June 30, 2022, we upgraded approximately 142,300 and 226,000 passings, respectively, and added approximately 9,600 and 17,300 consumer fiber Gig-capable subscribers, respectively. During the year ended December 31, 2021, we upgraded approximately 330,000 passings. In our northern New England service areas, approximately 26% of the homes we serve were 1 Gig capable as of June 30, 2022 compared to 10% during the same period in 2021. As of June 30, 2022, approximately 37% of the homes we serve in all other markets had availability to broadband speeds of up to 1 Gbps compared to 23% during the same period in 2021.

Fidium Fiber, our new Gigabit consumer fiber internet product with an all-new customer experience, launched in November 2021 in select northern New England markets, reinforcing our broadband-first strategy. In May 2022, Fidium Fiber was expanded to additional markets in California, Illinois, Minnesota, Pennsylvania and Texas. In June 2022, we launched symmetrical 2 Gig speeds across the entire Fidium fiber network. Our Fidium plans offer symmetrical speeds from 50 Mbps to 2 Gbps with no data caps.

As we continue to increase broadband speeds, we believe that we will also be able to simultaneously expand the array of services and content offerings that our network provides. We continue to focus on expanding our commercial and carrier product offerings including broadband and our commercial product suite, and are continually enhancing our commercial product offerings to meet the needs of our business customers. By leveraging our advanced fiber network, we can tailor our services for business customers by developing solutions to fit their specific needs. Additionally, we are continuously enhancing our suite of managed and cloud services by adding new functionality and support, which increases efficiency and enables greater scalability and reliability for businesses. We anticipate future momentum in commercial and carrier services as these products gain traction as well as from the demand from customers for additional bandwidth and data-based services.

However, operating revenues continue to be impacted by the industry-wide trend of declines in voice services, access lines and related network access revenue. Many customers are choosing to subscribe to alternative communication services, and competition for these subscribers continues to increase. Total voice connections decreased 9% as of June 30, 2022 compared to 2021. We have been able to mitigate some of the access line losses through alternative product offerings, such as our VoIP service.

Our competitive broadband speeds enable us to meet consumer demand for higher bandwidth for streaming programming or on-demand content on any device. The consumers demand for streaming services, either to augment their current video subscription plan or to entirely replace their linear video subscription may impact our future video subscriber base and, accordingly, reduce our video revenue as well as our video programming costs. Total video connections decreased 22% as of June 30, 2022 compared to 2021. We believe the trend in changing consumer viewing habits will continue to impact our business results and complement our strategy of providing consumers with higher broadband speeds to facilitate streaming content including services offered through our streaming partnerships.

Our operating revenues are impacted by legislative or regulatory changes at the federal and state levels, which could reduce or eliminate the current subsidies revenue we receive. A number of proceedings and recent orders relate to universal service reform, inter-carrier compensation (“ICC”) and network access charges. Recent orders adopted in 2020 resulted in a reduction in the federal subsidies we receive of approximately \$42.2 million annually as of January 1, 2022. See the “Regulatory Matters” section below for a further discussion of the subsidies we receive.

Recent Developments

Searchlight Investment

On September 13, 2020, we entered into an investment agreement (the “Investment Agreement”) with an affiliate of Searchlight. In connection with the Investment Agreement, affiliates of Searchlight have invested an aggregate of \$425.0 million in the Company. The investment commitment was structured in two stages. In the first stage of the transaction, which was completed on October 2, 2020, Searchlight invested \$350.0 million in the Company in exchange for 6,352,842 shares, or approximately 8%, of the Company’s common stock and a contingent payment right (“CPR”) that was convertible, upon the receipt of certain regulatory and shareholder approvals, into an additional 17,870,012 shares, or 16.9%, of the Company’s common stock. In addition, Searchlight received the right to an unsecured subordinated note with an aggregate principal amount of approximately \$395.5 million (the “Note”), which, at the time of issuance, was convertible into shares of a new series of perpetual preferred stock of the Company with an aggregate liquidation preference equal to the principal amount of the Note plus accrued interest as of the date of conversion.

On July 15, 2021, the Company received all required state public utility commission regulatory approvals necessary for the conversion of the CPR into 16.9% additional shares of the Company’s common stock. As a result, the CPR was converted into 17,870,012 shares of common stock, which were issued to Searchlight on July 16, 2021.

In the second stage of the Investment, which was completed on December 7, 2021 following the receipt of Federal Communications Commission (“FCC”) and certain regulatory approvals and the satisfaction of certain other customary closing conditions, Searchlight invested an additional \$75.0 million and was issued the Note. The Note bore interest at 9.0% per annum from the date of the closing of the first stage of the transaction and was payable semi-annually in arrears. The Note included a paid-in-kind (“PIK”) option for a five-year period beginning as of October 2, 2020. During the year ended December 31, 2021, the Company elected the PIK option and accrued interest of \$38.8 million was added to the principal balance of the Note. On December 7, 2021, Searchlight elected to convert the Note into 434,266 shares of Series A Perpetual Preferred Stock, par value \$0.01 per share (the “Series A Preferred Stock”). In addition, on December 7, 2021, the CPR converted into an additional 15,115,899 shares, or an additional 10.1%, of the Company’s common stock. As of June 30, 2022 and December 31, 2021, shares of common stock issued to Searchlight represent approximately 34% and 35%, respectively, of the Company’s outstanding common stock. The strategic investment with Searchlight provides us a valued partner with significant experience in deploying broadband infrastructure as we continue to execute our fiber-focused strategy and grow broadband services.

Divestitures

On September 22, 2021, we entered into a definitive agreement to sell substantially all of the assets of our non-core, rural ILEC business located in Ohio, Consolidated Communications of Ohio Company (“CCOC”). CCOC provides telecommunications and data services to residential and business customers in 11 rural communities in Ohio and surrounding areas and included approximately 3,800 access lines, 3,900 data connections and 1,400 video connections. The sale was completed on January 31, 2022 for approximately \$26.0 million in cash, subject to a customary working capital adjustment. As of December 31, 2021, the assets and liabilities to be disposed of were classified as held for sale in the condensed consolidated balance sheet and consisted primarily of allocated goodwill of \$16.3 million and property, plant and equipment of \$9.5 million. In connection with the classification as assets held for sale, we recognized an impairment loss of \$5.7 million during the quarter ended September 30, 2021. During the six months ended June 30, 2022, we recognized an additional loss on the sale of \$0.5 million, which is included in selling, general and administrative expense in the condensed consolidated statement of operations. We intend to use the proceeds from the asset sale to further our fiber expansion plans.

On March 2, 2022, we entered into a definitive agreement to sell substantially all the assets of our business located in the Kansas City market (the “Kansas City operations”) for estimated cash consideration of approximately \$91.7 million, subject to certain working capital and other purchase price adjustments. The Kansas City operations provide data, voice and video services to customers within the Kansas City metropolitan area and surrounding counties and includes approximately 19,000 consumer customers and 1,900 commercial customers. The transaction is expected to close by the end of 2022 and is subject to the receipt of all customary regulatory approvals and the satisfaction of other closing

[Table of Contents](#)

conditions. At June 30, 2022, the assets and liabilities to be disposed of were classified as held for sale in the condensed consolidated balance sheet and consisted primarily of allocated goodwill of \$83.7 million and property, plant and equipment of \$133.8 million. In connection with the expected sale, the carrying value of the net assets to be sold was reduced to their estimated fair value of approximately \$91.1 million and we recognized an impairment loss of \$126.5 million during the six months ended June 30, 2022. The asset sales align with our strategic asset review and focus on our core broadband regions.

Sale of Investment in Wireless Partnerships

On August 1, 2022, we entered into a Partnership Interest Purchase Agreement (the “Purchase Agreement”) to sell our five limited wireless partnership interests to Cellco Partnership (“Cellco”) for an aggregate purchase price of \$490.0 million, subject to certain potential adjustments. Cellco is the general partner for each of the five wireless partnerships and is an indirect, wholly-owned subsidiary of Verizon Communications, Inc. Our wireless partnership investment consists of ownership in five wireless partnerships: 2.34% of GTE Mobilnet of South Texas Limited Partnership, 20.51% of GTE Mobilnet of Texas RSA #17 Limited Partnership, 3.60% of Pittsburgh SMSA Limited Partnership, 16.67% of Pennsylvania RSA No. 6(I) Limited Partnership and 23.67% of Pennsylvania RSA No. 6(II) Limited Partnership. The sale of the partnership interests is expected to close by the end of 2022 and is subject to the satisfaction or waiver of certain customary closing conditions and third-party purchase rights available to the other partners in the partnerships. In connection with the sale of the partnership interests, we expect to recognize a pre-tax gain in 2022 of approximately \$390.0 million, net of estimated selling costs, which is subject to change pending the timing of the close of the sales and final earnings and cash distributions received. We intend to use the proceeds from the sale to support our fiber expansion plan. For the quarters ended June 30, 2022 and 2021, we recognized investment income of \$9.8 million and \$11.4 million, respectively, and received cash distributions of \$11.3 million and \$12.6 million, respectively, from these wireless partnerships. For the six months ended June 30, 2022 and 2021, we recognized investment income of \$17.9 million and \$20.8 million, respectively, and received cash distributions of \$19.5 million and \$22.0 million, respectively, from these wireless partnerships.

[Table of Contents](#)

Results of Operations

The following tables reflect our financial results on a consolidated basis and key operating metrics as of and for the quarters and six months ended June 30, 2022 and 2021.

Financial Data

<i>(In millions, except for percentages)</i>	Quarter Ended June 30,				Six Months Ended June 30,			
	2022	2021	\$ Change	% Change	2022	2021	\$ Change	% Change
Operating Revenues								
Consumer:								
Broadband (Data and VoIP)	\$ 67.6	\$ 68.0	\$ (0.4)	(1)%	\$ 133.5	\$ 133.8	\$ (0.3)	(0)%
Voice services	36.6	40.2	(3.6)	(9)	74.1	80.6	(6.5)	(8)
Video services	14.3	16.8	(2.5)	(15)	28.7	33.6	(4.9)	(15)
	<u>118.5</u>	<u>125.0</u>	<u>(6.5)</u>	<u>(5)</u>	<u>236.3</u>	<u>248.0</u>	<u>(11.7)</u>	<u>(5)</u>
Commercial:								
Data services (includes VoIP)	57.1	56.9	0.2	0	115.0	113.9	1.1	1
Voice services	35.8	39.1	(3.3)	(8)	72.1	78.9	(6.8)	(9)
Other	11.3	9.1	2.2	24	22.9	18.4	4.5	24
	<u>104.2</u>	<u>105.1</u>	<u>(0.9)</u>	<u>(1)</u>	<u>210.0</u>	<u>211.2</u>	<u>(1.2)</u>	<u>(1)</u>
Carrier:								
Data and transport services	36.3	33.9	2.4	7	69.8	67.2	2.6	4
Voice services	3.7	4.4	(0.7)	(16)	7.5	8.9	(1.4)	(16)
Other	0.4	0.4	—	—	0.8	0.8	—	—
	<u>40.4</u>	<u>38.7</u>	<u>1.7</u>	<u>4</u>	<u>78.1</u>	<u>76.9</u>	<u>1.2</u>	<u>2</u>
Subsidies								
Subsidies	6.5	17.4	(10.9)	(63)	13.1	34.8	(21.7)	(62)
Network access	24.9	31.1	(6.2)	(20)	51.1	62.7	(11.6)	(19)
Other products and services	3.9	3.1	0.8	26	10.1	11.6	(1.5)	(13)
Total operating revenues	<u>298.4</u>	<u>320.4</u>	<u>(22.0)</u>	<u>(7)</u>	<u>598.7</u>	<u>645.2</u>	<u>(46.5)</u>	<u>(7)</u>
Operating Expenses								
Cost of services and products (exclusive of depreciation and amortization)	135.9	145.3	(9.4)	(6)	271.8	289.3	(17.5)	(6)
Selling, general and administrative costs	75.5	69.0	6.5	9	148.8	135.9	12.9	9
Loss on impairment of assets held for sale	—	—	—	—	126.5	—	126.5	100
Depreciation and amortization	72.5	76.1	(3.6)	(5)	144.9	151.7	(6.8)	(4)
Total operating expenses	<u>283.9</u>	<u>290.4</u>	<u>(6.5)</u>	<u>(2)</u>	<u>692.0</u>	<u>576.9</u>	<u>115.1</u>	<u>20</u>
Income (loss) from operations	14.5	30.0	(15.5)	(52)	(93.3)	68.3	(161.6)	(237)
Interest expense, net	(30.2)	(45.4)	(15.2)	(33)	(59.7)	(93.8)	(34.1)	(36)
Loss on extinguishment of debt	—	(5.1)	5.1	100	—	(17.1)	17.1	100
Change in fair value of contingent payment rights	—	(39.8)	39.8	100	—	(97.4)	97.4	100
Other income, net	12.9	10.6	2.3	22	24.3	22.9	1.4	6
Income tax expense (benefit)	(1.3)	5.4	(6.7)	(124)	(11.6)	0.1	(11.7)	(11,700)
Net loss	<u>(1.5)</u>	<u>(55.1)</u>	<u>53.6</u>	<u>97</u>	<u>(117.1)</u>	<u>(117.2)</u>	<u>0.1</u>	<u>0</u>
Dividends on Series A preferred stock	9.8	—	9.8	100	19.4	—	19.4	100
Net income attributable to noncontrolling interest	0.2	0.3	(0.1)	(33)	0.3	0.3	—	—
Net loss attributable to common shareholders	<u>\$ (11.5)</u>	<u>\$ (55.4)</u>	<u>\$ 43.9</u>	<u>79</u>	<u>\$ (136.8)</u>	<u>\$ (117.5)</u>	<u>\$ (19.3)</u>	<u>(16)</u>
Adjusted EBITDA ⁽¹⁾	\$ 107.5	\$ 126.7	\$ (19.2)	(15)%	\$ 214.7	\$ 253.3	\$ (38.6)	(15)%

⁽¹⁾ A non-GAAP measure. See the “Non-GAAP Measures” section below for additional information and reconciliation to the most directly comparable GAAP measure.

Key Operating Statistics

	As of June 30,			
	2022	2021	Change	% Change
Consumer customers	505,614	535,070	(29,456)	(6)%
Fiber Gig+ capable	103,455	77,521	25,934	33
DSL/Copper	277,758	315,959	(38,201)	(12)
Consumer data connections	381,213	393,480	(12,267)	(3)
Consumer voice connections	306,458	352,835	(46,377)	(13)
Video connections	55,225	70,795	(15,570)	(22)

Operating Revenues*Consumer*Broadband Services

Broadband services include revenues from residential customers for subscriptions to our VoIP and data products. We offer high-speed Internet access at speeds of up to 2 Gbps, depending on the network facilities that are available, the level of service selected and the location. Our VoIP digital phone service is also available in certain markets as an alternative to the traditional telephone line.

Broadband services revenues decreased \$0.4 million and \$0.3 million during the quarter and six months ended June 30, 2022, respectively, compared to the same periods in 2021. Excluding the sale of COCC, broadband services revenues increased \$0.3 million and \$0.9 million during the quarter and six months ended June 30, 2022, respectively, despite a decrease in data connections of 3%, primarily as a result of price increases as well as growth in fiber Internet services.

Voice Services

We offer several different basic local phone service packages and long-distance calling plans, including unlimited flat-rate calling plans. The plans include options for voicemail and other custom calling features such as caller ID, call forwarding and call waiting. Voice services revenues decreased \$3.6 million and \$6.5 million during the quarter and six months ended June 30, 2022, respectively, compared to the same periods in 2021 primarily due to a 14% decline in access lines. The number of local access lines in service directly affects the recurring revenues we generate from end users and continues to be impacted by the industry-wide decline in access lines. We expect to continue to experience erosion in voice connections due to competition from alternative technologies.

Video Services

Depending on geographic market availability, our video services range from limited basic service to advanced digital television, which includes several plans, each with hundreds of local, national and music channels including premium and Pay-Per-View channels as well as video On-Demand service. Certain customers may also subscribe to our advanced video services, which consist of high-definition television, digital video recorders (“DVR”) and/or a whole home DVR. Our video subscribers can also watch their favorite shows, movies and livestreams on any device. In addition, we offer other in-demand streaming TV services, which provide endless entertainment options.

Video services revenues decreased \$2.5 million and \$4.9 million during the quarter and six months ended June 30, 2022, respectively, compared to the same periods in 2021 primarily due to a 25% decrease in connections as consumers are choosing to subscribe to alternative video services such as over-the-top streaming services.

[Table of Contents](#)

Commercial

Data Services

We provide a variety of business communication services to business customers of all sizes, including voice and data services over our advanced fiber network. The services we offer include scalable high-speed broadband Internet access and VoIP phone services, which range from basic service plans to virtual hosted systems. In addition to Internet and VoIP services, we also offer a variety of commercial data connectivity services in select markets including Ethernet services; private line data services; software defined wide area network (“SD-WAN”) and multi-protocol label switching. Our networking services include point-to-point and multi-point deployments from 2.5 Mbps to 10 Gbps to accommodate the growth patterns of our business customers. We offer a suite of cloud-based services, which includes a hosted unified communications solution that replaces the customer’s on-site phone systems and data networks, managed network security services and data protection services. Data center and disaster recovery solutions provide a reliable and local colocation option for commercial customers.

Data services revenues increased \$0.2 million and \$1.1 million during the quarter and six months ended June 30, 2022, respectively, compared to the same periods in 2021 primarily due to continued growth in dedicated Internet access and SD-WAN services.

Voice Services

Voice services include basic local phone and long-distance service packages for business customers. The plans include options for voicemail, conference calling, linking multiple office locations and other custom calling features such as caller ID, call forwarding, speed dialing and call waiting. Services can be charged at a fixed monthly rate, a measured rate or can be bundled with selected services at a discounted rate. Voice services revenues decreased \$3.3 million and \$6.8 million during the quarter and six months ended June 30, 2022, respectively, compared to the same periods in 2021 primarily due to a 10% decline in access lines as commercial customers are increasingly choosing alternative technologies and the broad range of features that Internet based voice services can offer.

Other

Other services include business equipment sales and related hardware and maintenance support, video services and other miscellaneous revenues, including 911 service revenues. Other services revenues increased \$2.2 million and \$4.5 million during the quarter and six months ended June 30, 2022, respectively, compared to the same periods in 2021 primarily due to an increase in business systems and custom construction revenues.

Carrier

Data and Transport Services

We provide high-speed fiber data transmission services to regional and national interexchange and wireless carriers including Ethernet, cellular backhaul, dark fiber and colocation services. Data services revenues increased \$2.4 million and \$2.6 million during the quarter and six months ended June 30, 2022, respectively, compared to the same periods in 2021 primarily due to an increase in dark fiber revenue as a result of a new IRU agreement entered into during the quarter ended June 30, 2022.

Growth in Ethernet services was offset in part by a decline in cellular backhaul as a result of price compression and a reduction in pricing of recent contract renewals with our wireless backhaul partners.

Voice Services

We provide basic local phone service packages with customized features for resell by wholesale customers. The plans include options for voicemail, conference calling, linking multiple office locations and other custom calling features. Voice services revenues decreased \$0.7 million and \$1.4 million during the quarter and six months ended June 30, 2022, respectively, compared to the same periods in 2021 as customers continue to choose alternative technology solutions.

[Table of Contents](#)

Other

Other services revenues include conduit and other asset lease revenue as well as other miscellaneous revenue. Other services revenues were flat during the quarter and six months ended June 30, 2022 compared to the same periods in 2021.

Subsidies

Subsidies consist of both federal and state subsidies, which are designed to promote widely available, quality broadband services at affordable prices with higher data speeds in rural areas. Subsidies revenues decreased \$10.9 million and \$21.7 million during the quarter and six months ended June 30, 2022, respectively, compared to the same periods in 2021 primarily due to a reduction in federal subsidies support. In 2020, the FCC adopted an order establishing the Rural Digital Opportunity Fund (“RDOF”), which resulted in a reduction in our annual support of approximately \$42.2 million as of January 1, 2022. See the “Regulatory Matters” section below for a further discussion of the subsidies we receive.

Network Access Services

Network access services include interstate and intrastate switched access, network special access and end user access. Switched access revenues include access services to other communications carriers to terminate or originate long-distance calls on our network. Special access circuits provide dedicated lines and trunks to business customers and interexchange carriers. Network access services revenues decreased \$6.2 million and \$11.6 million during the quarter and six months ended June 30, 2022, respectively, compared to the same periods in 2021 primarily due to a decrease in the Federal Universal Service Fund Contribution Factor during 2022 as well as the continuing decline in interstate rates, minutes of use, voice connections and carrier circuits.

Other Products and Services

Other products and services include revenues from telephone directory publishing, video advertising, billing and support services and other miscellaneous revenues. We have entered into numerous Public Private Partnership agreements with several towns in New Hampshire to build new FTTP Internet networks. The new town networks provide broadband speeds of up to 1 Gbps to residential and commercial customers. Public Private Partnerships are a key component of Consolidated’s commitment to expand rural broadband access.

Other products and services revenues increased \$0.8 million and decreased \$1.5 million during the quarter and six months ended June 30, 2022, respectively, compared to the same periods in 2021 primarily due to the recognition of Public Private Partnership construction projects during 2022 and 2021.

Operating Expenses

Cost of Services and Products

Cost of services and products decreased \$9.4 million and \$17.5 million during the quarter and six months ended June 30, 2022, respectively, compared to the same periods in 2021. Video programming costs decreased as a result of a 22% decline in video connections. In addition, required contributions to the Federal Universal Service Fund (“USF”) decreased in 2022 as a result of a reduction in the annual funding rate. Access expense decreased related to fiber costs for the Public Private Partnership agreements, as described above. In addition, during the quarter ended June 30, 2021, we incurred access charges of \$3.4 million related to the early termination of a contract obligation for fixed wireless services.

Selling, General and Administrative Costs

Selling, general and administrative costs increased \$6.5 million and \$12.9 million during the quarter and six months ended June 30, 2022, respectively, compared to the same periods in 2021. Advertising expense increased from additional advertising to promote our new fiber broadband speeds. Employee labor costs and noncash stock compensation expense also increased from the prior year period. Property and real estate taxes also increased primarily due to refunds and settlements received in 2021.

[Table of Contents](#)

Depreciation and Amortization

Depreciation and amortization expense decreased \$3.6 million and \$6.8 million during the quarter and six months ended June 30, 2022, respectively, compared to the same periods in 2021 primarily due to a decline in amortization expense for customer relationships, which are amortized under the accelerated method. Depreciation expense also declined due to the sale of the Ohio assets and the classification of the Kansas City assets as held for sale in the first quarter of 2022. These declines in depreciation and amortization expense were offset in part by ongoing capital expenditures related to success-based capital projects for consumer and commercial services as well as the fiber network expansion and customer service improvements.

Reclassifications

Certain amounts in our 2021 condensed consolidated financial statements have been reclassified to conform to the 2022 presentation, which consisted primarily of the reclassification to report commercial and carrier revenues separately. The change in the classification of these revenues had no impact to total operating revenues as previously reported.

Regulatory Matters

Our revenues are subject to broad federal and/or state regulations, which include such telecommunications services as local telephone service, network access service and toll service. The telecommunications industry is subject to extensive federal, state and local regulation. Under the Telecommunications Act of 1996, federal and state regulators share responsibility for implementing and enforcing statutes and regulations designed to encourage competition and to preserve and advance widely available, quality telephone service at affordable prices.

At the federal level, the FCC generally exercises jurisdiction over facilities and services of local exchange carriers, such as our rural telephone companies, to the extent they are used to provide, originate or terminate interstate or international communications. The FCC has the authority to condition, modify, cancel, terminate or revoke our operating authority for failure to comply with applicable federal laws or FCC rules, regulations and policies. Fines or penalties also may be imposed for any of these violations.

State regulatory commissions generally exercise jurisdiction over carriers' facilities and services to the extent they are used to provide, originate or terminate intrastate communications. In particular, state regulatory agencies have substantial oversight over interconnection and network access by competitors of our rural telephone companies. In addition, municipalities and other local government agencies regulate the public rights-of-way necessary to install and operate networks. State regulators can sanction our rural telephone companies or revoke our certifications if we violate relevant laws or regulations.

FCC Matters

In general, telecommunications service in rural areas is costlier to provide than service in urban areas. The lower customer density means that switching and other facilities serve fewer customers and loops are typically longer, requiring greater expenditures per customer to build and maintain. By supporting the high-cost of operations in rural markets, USF subsidies promote widely available, quality telephone service at affordable prices in rural areas.

Our annual support through the FCC's Connect America Fund ("CAF") Phase II funding was \$48.1 million through 2021.

The specific obligations associated with CAF Phase II funding included the obligation to serve approximately 124,500 locations by December 31, 2020 (with interim milestones of 40%, 60% and 80% completion by December 2017, 2018 and 2019, respectively); to provide broadband service with speeds of 10 Mbps downstream and 1 Mbps upstream; to achieve latency of less than 100 milliseconds; to provide data of at least 100 gigabytes per month; and to offer pricing reasonably comparable to pricing in urban areas. The Company met the buildout milestones and performance metrics requirements for 2017 through 2020 for all states where it received funding.

In April 2019, the FCC announced plans for the RDOF, the next phase of the CAF program. The RDOF is a \$20.4 billion fund to bring speeds of 25 Mbps downstream and 3 Mbps upstream to unserved and underserved areas of America. The

[Table of Contents](#)

FCC issued a Notice of Proposed Rulemaking at their August 2019 Open Commission Meeting. The order prioritizes terrestrial broadband as a bridge to rural 5G networks by providing a significant weight advantage to traditional broadband providers. Funding will occur in two phases with the first phase auctioning \$16.0 billion and the second phase auctioning \$4.4 billion, each to be distributed over 10 years. The minimum speed required to receive funding is 25 Mbps downstream and 3 Mbps upstream. CAF Phase II funding was extended through December 31, 2021 for price cap holding companies. The FCC issued the final census block groups with locations and reserve price. We filed the RDOF short form application on July 14, 2020 and were listed as a qualified bidder by the FCC on October 13, 2020 and participated in the auction. The auction began on October 29, 2020 and ended on November 24, 2020. Consolidated won 246 census block groups serving in seven states. The bids we won are at the 1 Gbps downstream and 500 Mbps upstream speed tier to approximately 27,000 locations at an annual funding level of \$5.9 million, which resulted in a reduction of approximately \$42.2 million in annual support as of January 1, 2022 through December 31, 2031. Consolidated filed its long form application with supporting documents on January 29, 2021 and received final FCC approval on December 14, 2021. Consolidated began receiving RDOF funding in January 2022.

The annual FCC price cap filing was made on June 16, 2021 and became effective on July 1, 2021. The net impact is a decrease of approximately \$3.3 million in network access and CAF ICC support funding for the July 2021 through June 2022 tariff period.

State Matters

Texas

The Texas Universal Service Fund (“TUSF”) is administered by the National Exchange Carrier Association (“NECA”). The Texas Public Utilities Regulatory Act directs the Public Utilities Commission of Texas (“PUCT”) to adopt and enforce rules requiring local exchange carriers to contribute to a state universal service fund that helps telecommunications providers offer basic local telecommunications service at reasonable rates in high-cost rural areas. The TUSF is also used to reimburse telecommunications providers for revenues lost by providing lifeline service. Our Texas rural telephone companies receive disbursements from this fund.

Our Texas Incumbent Local Exchange Carriers (“ILECs”) have historically received support from two state funds, the small and rural incumbent local exchange company plan High Cost Fund (“HCF”) and the High Cost Assistance Fund (“HCAF”). In December 2020, the PUCT announced a TUSF funding shortfall and would be reducing all funded carriers support by 64% beginning January 15, 2021. The Texas Telephone Association (“TTA”), which Consolidated is a member, and the Texas Statewide Telephone Cooperative, Inc. (“TSTCI”), filed a lawsuit seeking to overturn the PUCT decision as well as a temporary injunction on the funding reduction. On June 7, 2021, the court ruled in favor of the PUCT. The TTA and TSTCI filed a notice to appeal on July 2, 2021. We filed our brief on September 18, 2021, along with a Motion to Expedite. The motion to expedite was granted. On June 30, 2022, the Third Court of Appeals in Austin ruled in favor of the rural phone companies requiring the state to increase the state surcharge to fully fund the TUSF and reimburse rural phone companies for the shortfall. The state has 45 days from the ruling date to decide whether to appeal the decision. The potential impact is a reduction in support of approximately \$4.0 million annually.

American Rescue Plan Act Funding

President Biden signed the American Rescue Plan Act of 2021 (“ARPA”) on March 11, 2021. States have been allocated federal funds to be utilized for capital infrastructure, including broadband deployment, and are in various stages of implementation. We are working with the states and municipalities to participate in this broadband grant program.

COVID-19

On March 13, 2020, the FCC issued a pledge to Keep America Connected through May 13, 2020, which was later extended to June 30, 2020. The pledge asked all communications providers to not terminate service to any residential or small business customers because of their inability to pay their bills due to the disruptions caused by the coronavirus pandemic; to waive any late fees that any residential or small business customers incur because of their economic circumstances related to the coronavirus pandemic; and to open their Wi-Fi hotspots to any American who needs them. Consolidated

[Table of Contents](#)

signed on to the pledge through June 30, 2020. Several states took the FCC pledge a step further by not allowing any carrier to disconnect service within their state during the Governors' declared state of emergency, which Consolidated also supported. Most state moratoriums on disconnections have expired; however, certain states such as Washington and New York were extended to July 31, 2021 and December 31, 2021, respectively.

In February 2021, the FCC created the Emergency Broadband Benefit Program ("EBB"), a temporary program to help low income households stay connected during the COVID-19 pandemic by providing broadband service discounts for eligible households. Consolidated is a participant in this program. The EBB ended December 31, 2021. EBB recipients fully enrolled as of December 31, 2021 automatically continued to receive their current monthly benefit until March 1, 2022 when the Affordable Connectivity Program took its place.

Affordable Connectivity Program

The Affordable Connectivity Program ("ACP") is a permanent broadband affordability program set up to replace the EBB. The ACP program helps ensure that households can afford the broadband access they need for work, school, healthcare and more. The benefit provides a discount of up to \$30 per month toward internet service for eligible households and up to \$75 per month for households on qualifying Tribal lands. Eligible households can also receive a one-time discount of up to \$100 to purchase a laptop, desktop computer, or tablet from participating providers if they contribute more than \$10 and less than \$50 toward the purchase price. The ACP is limited to one monthly service discount and one device discount per household. The program began funding March 1, 2022. Consolidated is participating in this program.

Infrastructure Investment and Jobs Act

The Infrastructure Investment and Jobs Act (the "Infrastructure Act") passed on June 30, 2021 included \$65.0 billion toward broadband. The broadband internet portion of the Infrastructure Act is aimed at increasing internet coverage for more universal access, including for rural, low-income, and tribal communities. 65% of this funding is set aside specifically for underserved communities. Additionally, this measure is designed to help make internet access more affordable and increase digital literacy.

The Infrastructure Act set aside \$42.5 billion for Broadband Equity, Access and Deployment grants. The National Telecommunications and Information Administration administers the grant program and is in the process of soliciting comments before issuing final rules.

Other Regulatory Matters

We are also subject to a number of regulatory proceedings occurring at the federal and state levels that may have a material impact on our operations. The FCC and state commissions have authority to issue rules and regulations related to our business. A number of proceedings are pending or anticipated that are related to such telecommunications issues as competition, interconnection, access charges, ICC, broadband deployment, consumer protection and universal service reform. Some proceedings may authorize new services to compete with our existing services. Proceedings that relate to our cable television operations include rulemakings on set top boxes, carriage of programming, industry consolidation and ways to promote additional competition. There are various on-going legal challenges to the scope or validity of FCC orders that have been issued. As a result, it is not yet possible to fully determine the impact of the related FCC rules and regulations on our operations.

Non-Operating Items

Interest Expense, Net

Interest expense, net of interest income, decreased \$15.2 million and \$34.1 million during the quarter and six months ended June 30, 2022, respectively, compared to the same periods in 2021. During the quarter and six months ended June 30, 2021, we recognized interest expense, including amortized costs, of \$10.9 million and \$21.1 million, respectively, on the Note issued to Searchlight as part of the investment agreement entered into in October 2020. The Note was converted into perpetual preferred stock in conjunction with the closing of the second stage of the Searchlight investment in December

[Table of Contents](#)

2021. In addition, the maturity of an interest rate swap agreement in July 2021 reduced interest expense \$2.7 million and \$5.4 million during the quarter and six months ended June 30, 2022, respectively, as compared to 2021. Interest expense on our outstanding term loan also decreased during the six months ended June 30, 2022 due a reduction in the annual interest rate as part of the refinancing of our credit agreement in April 2021, as described in the “Liquidity and Capital Resources” section below.

Loss on Extinguishment of Debt

As described in the “Liquidity and Capital Resources” section below, we incurred a loss on the extinguishment of debt of \$12.0 million in connection with the repayment of \$397.0 million of outstanding term loans under our credit agreement during the six months ended June 30, 2021. In addition, we recognized a loss of \$5.1 million on the extinguishment of debt during the quarter and six-month period ended June 30, 2021 related to the refinancing of our credit agreement in April 2021.

Change in Fair Value of Contingent Payment Rights

We were required to measure our contingent payment rights at fair value until they were converted into shares of the Company’s common stock. During the quarter and six months ended June 30, 2021, we recognized a loss of \$39.8 million and \$97.4 million, respectively, on the increase in the fair value of the contingent payment right issued to Searchlight.

Other Income

Other income increased \$2.3 million and \$1.4 million during the quarter and six months ended June 30, 2022, respectively, compared to the same periods in 2021. During the quarter and six months ended June 30, 2021, we recognized a loss of \$3.6 million on the disposition of wireless spectrum licenses. Pension and post-retirement expense also decreased \$0.3 million and \$0.7 million, respectively. See Note 13 to the condensed consolidated financial statements for a more detailed discussion regarding our pension and post-retirement plans. However, investment income decreased \$1.5 million and \$2.8 million during the quarter and six months ended June 30, 2022, respectively, from our wireless partnership interests.

Income Taxes

Income taxes decreased \$6.7 million and \$11.7 million during the quarter and six months ended June 30, 2022, respectively, compared to the same periods in 2021. Our effective tax rate was 45.8% and (10.9)% for the quarters ended June 30, 2022 and 2021, respectively, and 9.0% and (0.1)% for the six-month periods ended June 30, 2022 and 2021, respectively. On March 2, 2022, we entered into a definitive agreement to sell substantially all the assets of our Kansas City operations. As a result, we recorded a decrease of \$0.5 million and an increase of \$19.6 million to our current tax expense for the quarter and six months ended June 30, 2022, respectively, related to the \$83.7 million impairment loss of noncash goodwill that is not deductible for tax purposes. The transaction to sell substantially all of the assets of our non-core, rural ILEC business located in Ohio closed on January 31, 2022. As a result, we recorded a decrease of \$0.1 million and an increase of \$3.7 million to our current tax expense for the quarter and six months ended June 30, 2022, respectively, related to \$16.3 million of noncash goodwill included in the sale that is not deductible for tax purposes. The Company does not consider these sales transactions and related goodwill adjustments unusual or infrequent and therefore the corresponding tax impact is recorded through continuing operations. In addition, the investment made by Searchlight in 2020 is treated as a contribution of equity for federal tax purposes. Accordingly, the impact of the non-cash PIK interest expense, discount and issuance costs, and fair value adjustments on the CPR are not recognized for federal income tax purposes, resulting in an increase to our current tax expense of \$20.0 million and \$32.2 million for the quarter and six months ended June 30, 2021, respectively. For the quarter and six months ended June 30, 2021, the Company utilized the discrete effective tax rate method, as allowed by Accounting Standards Codification (“ASC”) 740-270-30-18, “*Income Taxes – Interim Reporting*,” to calculate its interim income tax provision. The Company applied the discrete method, at that time, because the application of the estimated annual effective tax rate method (i) was not reliable due to the high degree of uncertainty in estimating annual pretax earnings and (ii) would result in small changes to the projected ordinary annual income causing significant changes in the estimated annual effective rate. Exclusive of the discrete effective tax rate method and permanent income tax impact related to the Kansas City, Ohio and Searchlight transactions, our effective tax rate for the quarters ended June 30, 2022 and 2021 would have been approximately 23.8% and 24.6%, respectively, and approximately 27.1% and 24.5% for the six months ended June 30, 2022 and 2021, respectively. The effective tax rate

[Table of Contents](#)

differed from the federal and state statutory rates primarily due to permanent income tax differences related to the Kansas City, Ohio, and Searchlight transactions, recurring permanent tax differences, and differences in allocable income for the Company's state tax filings.

Non-GAAP Measures

In addition to the results reported in accordance with US GAAP, we also use certain non-GAAP measures such as EBITDA and adjusted EBITDA to evaluate operating performance and to facilitate the comparison of our historical results and trends. These financial measures are not measures of financial performance under US GAAP and should not be considered in isolation or as a substitute for net income as a measure of performance and net cash provided by operating activities as a measure of liquidity. They are not, on their own, necessarily indicative of cash available to fund cash needs as determined in accordance with GAAP. The calculation of these non-GAAP measures may not be comparable to similarly titled measures used by other companies. Reconciliations of these non-GAAP measures to the most directly comparable financial measures presented in accordance with GAAP are provided below.

EBITDA is defined as net earnings before interest expense, income taxes and depreciation and amortization. Adjusted EBITDA is comprised of EBITDA, adjusted for certain items as permitted or required under our credit facility as described in the reconciliations below. These measures are a common measure of operating performance in the telecommunications industry and are useful, with other data, as a means to evaluate our ability to fund our estimated uses of cash.

The following table is a reconciliation of net income (loss) to adjusted EBITDA for the quarters and six months ended June 30, 2022 and 2021:

<i>(In thousands, unaudited)</i>	<u>Quarter Ended June 30,</u>		<u>Six Months Ended June 30,</u>	
	2022	2021	2022	2021
Net loss	\$ (1,512)	\$ (55,089)	\$ (117,061)	\$ (117,172)
Add (subtract):				
Interest expense, net of interest income	30,156	45,431	59,671	93,846
Income tax expense (benefit)	(1,275)	5,413	(11,578)	113
Depreciation and amortization	72,543	76,079	144,893	151,690
EBITDA	99,912	71,834	75,925	128,477
Adjustments to EBITDA:				
Other, net ⁽¹⁾	(6,541)	(5,233)	(12,263)	(15,642)
Investment distributions ⁽²⁾	11,329	12,656	19,545	22,033
Loss on extinguishment of debt	—	5,121	—	17,101
Loss on impairment	—	—	126,490	—
Change in fair value of contingent payment rights	—	39,826	—	97,414
Non-cash, stock-based compensation	2,833	2,493	5,032	3,943
Adjusted EBITDA	<u>\$ 107,533</u>	<u>\$ 126,697</u>	<u>\$ 214,729</u>	<u>\$ 253,326</u>

⁽¹⁾ Includes the equity earnings from our investments, dividend income, income attributable to noncontrolling interests in subsidiaries, acquisition and transaction related costs including integration and severance, non-cash pension and post-retirement benefits and certain other miscellaneous items.

⁽²⁾ Includes all cash dividends and other cash distributions received from our investments. On August 1, 2022, we entered into an agreement to sell our investment in five wireless partnerships, which will eliminate future cash distributions from these investments subsequent to the completion of the sale. For the quarters ended June 30, 2022 and 2021, we received cash distributions of \$11.3 million and \$12.6 million, respectively, from these wireless partnerships. For the six months ended June 30, 2022, we received cash distributions of \$19.5 million and \$22.0 million, respectively, from these wireless partnerships.

Liquidity and Capital Resources

Outlook and Overview

Our operating requirements have historically been funded from cash flows generated from our business and borrowings under our credit facilities. We expect that our future operating requirements will continue to be funded from cash flows from operating activities, existing cash and cash equivalents and, if needed, borrowings under our revolving credit facility and our ability to obtain future external financing. We anticipate that we will continue to use a substantial portion of our cash flow to fund capital expenditures for our accelerated fiber network expansion and growth plan and invest in future business opportunities.

The following table summarizes our cash flows:

<i>(In thousands)</i>	Six Months Ended June 30,	
	2022	2021
Cash flows provided by (used in):		
Operating activities	\$ 141,505	\$ 185,831
Investing activities	(218,483)	(283,876)
Financing activities	(4,638)	141,798
Change in cash and cash equivalents	<u>\$ (81,616)</u>	<u>\$ 43,753</u>

Cash Flows Provided by Operating Activities

Net cash provided by operating activities was \$141.5 million during the six-month period ended June 30, 2022, a decrease of \$44.3 million compared to the same period in 2021. Cash flows provided by operating activities decreased in part due to a decline in earnings as a result of a decrease in operating revenue. The decline is also as a result of changes in working capital and the timing of expenditures. Cash distributions received from our wireless partnerships also decreased \$2.5 million in 2022. These reductions in cash provided by operating activities were offset in part by a decrease in cash paid for interest of \$3.8 million in 2022 compared to 2021.

Cash Flows Used In Investing Activities

Net cash used in investing activities was \$218.5 million during the six-month period ended June 30, 2022 and consisted primarily of cash used for capital expenditures, the purchase and maturity of short-term investments and proceeds received from business dispositions.

Capital expenditures continue to be our primary recurring investing activity and were \$332.9 million and \$195.2 million during the six-month periods ended June 30, 2022 and 2021, respectively. Capital expenditures for 2022 are expected to be \$565.0 million to \$585.0 million, which will be used for our planned fiber projects and broadband network expansion, which will include the upgrade in 2022 of approximately 400,000 fiber passings, and to support success-based capital projects for commercial, carrier and consumer initiatives. This is an increase from our previous outlook of \$475.0 million to \$495.0 million to reflect additional planned expenditures associated with our fiber expansion plan and an increase in costs related to inflationary pressures. We expect to continue to invest in the enhancement and expansion of our fiber network in order to retain and acquire more customers through a broader set of products and an expanded network footprint.

During the six months ended June 30, 2022, we received proceeds from the maturity and sale of investments of \$126.6 million, which was offset in part by the purchase of \$40.0 million in short-term investments consisting primarily of held-to-maturity debt securities with original maturities of three to twelve months. During the six months ended June 30, 2021, we purchased \$90.0 million in short-term investments.

During the six months ended June 30, 2022, we completed the sale of substantially all of the assets of CCOC, our non-core, rural ILEC business located in Ohio, for cash proceeds of \$26.0 million.

[Table of Contents](#)

Cash Flows Used In Financing Activities

Net cash used in financing activities consists primarily of our proceeds from and principal payments on long-term borrowings.

Long-term Debt

Credit Agreement

On October 2, 2020, the Company, through certain of its wholly-owned subsidiaries, entered into a Credit Agreement with various financial institutions (as amended, the “Credit Agreement”) to replace the Company’s previous credit agreement in its entirety. The Credit Agreement consisted of term loans in an original aggregate amount of \$1,250.0 million (the “Initial Term Loans”) and a revolving loan facility of \$250.0 million. The Credit Agreement also includes an incremental loan facility which provides the ability to borrow, subject to certain terms and conditions, incremental loans in an aggregate amount of up to the greater of (a) \$300.0 million plus (b) an amount which would not cause its senior secured leverage ratio not to exceed 3.70:1.00 (the “Incremental Facility”). Borrowings under the Credit Agreement are secured by substantially all of the assets of the Company and its subsidiaries, subject to certain exceptions.

The Initial Term Loans were issued in an original aggregate principal amount of \$1,250.0 million with a maturity date of October 2, 2027 and contained an original issuance discount of 1.5% or \$18.8 million, which is being amortized over the term of the loan. Prior to amendments to the Credit Agreement, as described below, the Initial Term Loans required quarterly principal payments of \$3.1 million, which commenced December 31, 2020, and bore interest at a rate of 4.75% plus the London Interbank Offered Rate (“LIBOR”) subject to a 1.00% LIBOR floor.

On January 15, 2021, the Company entered into Amendment No. 1 to the Credit Agreement in which we borrowed an additional \$150.0 million aggregate principal amount of incremental term loans (the “Incremental Term Loans”). The Incremental Term Loans have terms and conditions identical to the Initial Term Loans including the same maturity date and interest rate. The Initial Term Loans and Incremental Term Loans, collectively (the “Term Loans”), comprise a single class of term loans under the Credit Agreement.

On March 18, 2021, the Company repaid \$397.0 million of the outstanding Term Loans with the net proceeds received from the issuance of \$400.0 million aggregate principal amount of 5.00% senior secured notes due 2028 (the “5.00% Senior Notes”), as described below. The repayment of the Term Loans was applied to the remaining principal payments in direct order of maturity, thereby eliminating the required quarterly principal payments through the remaining term of the loan. In connection with the repayment of the Term Loans, we recognized a loss on extinguishment of debt of \$12.0 million during the six months ended June 30, 2021.

On April 5, 2021, the Company, entered into a second amendment to the Credit Agreement (the “Second Amendment”) to refinance the outstanding Term Loans of \$999.9 million. The terms and conditions of the Credit Agreement remain substantially similar and unchanged except with respect to the interest rate applicable to the Term Loans and certain other provisions. As a result of the Second Amendment, the interest rate of the Term Loans was reduced to 3.50% plus LIBOR subject to a 0.75% LIBOR floor. The maturity date of the Term Loans of October 2, 2027 remained unchanged. In connection with entering into the Second Amendment, we recognized a loss of \$5.1 million on the extinguishment of debt during the quarter and six months ended June 30, 2021.

The revolving credit facility has a maturity date of October 2, 2025 and an applicable margin (at our election) of 4.00% for LIBOR-based borrowings or 3.00% for alternate base rate borrowings, with a 0.25% reduction in each case if the consolidated first lien leverage ratio, as defined in the Credit Agreement, does not exceed 3.20 to 1.00. At June 30, 2022 and December 31, 2021, there were no borrowings outstanding under the revolving credit facility. Stand-by letters of credit of \$25.1 million were outstanding under our revolving credit facility as of June 30, 2022. The stand-by letters of credit are renewable annually and reduce the borrowing availability under the revolving credit facility. As of June 30, 2022, \$224.9 million was available for borrowing under the revolving credit facility.

The weighted-average interest rate on outstanding borrowings under our credit facility was 5.19% and 4.25% as of June 30, 2022 and December 31, 2021, respectively. Interest is payable at least quarterly.

[Table of Contents](#)

Credit Agreement Covenant Compliance

The Credit Agreement contains various provisions and covenants, including, among other items, restrictions on the ability to pay dividends, incur additional indebtedness, and issue certain capital stock. We have agreed to maintain certain financial ratios, including a maximum consolidated first lien leverage ratio, as defined in the Credit Agreement. Among other things, it will be an event of default, with respect to the revolving credit facility only, if our consolidated first lien leverage ratio as of the end of any fiscal quarter is greater than 5.85:1.00. As of June 30, 2022, our consolidated first lien leverage ratio under the Credit Agreement was 4.40:1.00. As of June 30, 2022, we were in compliance with the Credit Agreement covenants.

Senior Notes

On October 2, 2020, we completed an offering of \$750.0 million aggregate principal amount of 6.50% unsubordinated secured notes due 2028 (the “6.50% Senior Notes”). The 6.50% Senior Notes were priced at par and bear interest at a rate of 6.50%, payable semi-annually on April 1 and October 1 of each year, beginning on April 1, 2021. The 6.50% Senior Notes mature on October 1, 2028.

On March 18, 2021, we issued \$400.0 million aggregate principal amount 5.00% Senior Notes, together with the 6.50% Senior Notes (the “Senior Notes”). The 5.00% Senior Notes were priced at par and bear interest at a rate of 5.00% per year, payable semi-annually on April 1 and October 1 of each year, beginning on October 1, 2021. The 5.00% Senior Notes mature on October 1, 2028. The net proceeds from the issuance of the 5.00% Senior Notes were used to repay \$397.0 million of the Term Loans outstanding under the Credit Agreement.

The Senior Notes are unsubordinated secured obligations of the Company, secured by a first priority lien on the collateral that secures the Company’s obligations under the Credit Agreement. The Senior Notes are fully and unconditionally guaranteed on a first priority secured basis by the Company and the majority of our wholly-owned subsidiaries. The offerings of the Senior Notes have not been registered under the Securities Act of 1933, as amended or any state securities laws.

Senior Notes Covenant Compliance

Subject to certain exceptions and qualifications, the indentures governing the Senior Notes contains customary covenants that, among other things, limits the Company and its restricted subsidiaries’ ability to: incur additional debt or issue certain preferred stock; pay dividends or make other distributions on capital stock or prepay subordinated indebtedness; purchase or redeem any equity interests; make investments; create liens; sell assets; enter into agreements that restrict dividends or other payments by restricted subsidiaries; consolidate, merge or transfer all or substantially all of its assets; engage in transactions with its affiliates; or enter into any sale and leaseback transactions. The indentures also contain customary events of default.

As of June 30, 2022, the Company was in compliance with all terms, conditions and covenants under the indentures governing the Senior Notes.

Finance Leases

We lease certain facilities and equipment under various finance leases which expire between 2022 and 2040. As of June 30, 2022, the present value of the minimum remaining lease commitments was approximately \$28.1 million, of which \$9.5 million was due and payable within the next twelve months. The leases require total remaining rental payments of \$30.9 million as of June 30, 2022.

Sufficiency of Cash Resources

The following table sets forth selected information regarding our financial condition.

<i>(In thousands, except for ratio)</i>	June 30, 2022	December 31, 2021
Cash and cash equivalents and short-term investments	\$ 43,024	\$ 210,436
Working capital	19,585	142,270
Current ratio	1.07	1.50

Our net working capital declined \$122.7 million as of June 30, 2022 compared to December 31, 2021. Cash, cash equivalents and short-term investments decreased \$167.4 million primarily as a result of capital expenditures for the fiber build plan. Working capital was also reduced by an increase in accounts payable of \$17.8 million at June 30, 2022 related to the timing of expenditures. However, working capital included net assets classified as held for sale of \$91.1 million at June 30, 2022 related to the pending sale of substantially all of the assets of our Kansas City operations compared to net assets held for sale of \$26.0 million at December 31, 2021 for the ILEC business located in Ohio.

Our most significant use of funds for the remainder of 2022 is expected to be for: (i) interest payments on our indebtedness of between \$62.0 million and \$66.0 million; and (ii) capital expenditures of between \$228.0 million and \$248.0 million. The recent refinancing of our capital structure combined with the Searchlight investment provides us the capital and financial flexibility to fund our accelerated fiber network expansion and growth plans. In addition, on August 1, 2022, we entered into a definitive agreement to sell our investment in five wireless partnerships for an aggregate purchase price of \$490.0 million. The proceeds from the sale are expected to be used to support the fiber expansion plan. In the future, our ability to use cash may be limited by our other expected uses of cash and our ability to incur additional debt will be limited by our existing and future debt agreements.

We are closely monitoring the ongoing impact on our business of the novel strain of coronavirus (“COVID-19”) and its variants. We are taking precautions to ensure the safety of our employees, customers and business partners, while assuring business continuity and reliable service and support to our customers. While we have not seen a material adverse impact to our financial results from COVID-19 to date, if the pandemic worsens or new variants of the virus become more dominant and were to cause significant negative impacts to economic conditions, our results of operations, financial condition and liquidity could be materially and adversely impacted.

On March 27, 2020, the Coronavirus Aid, Relief, and Economic Security Act (“CARES Act”) was enacted by the U.S. government as an emergency economic stimulus package that includes spending and tax breaks to strengthen the US economy and fund a nationwide effort to curtail the economic effects of COVID-19. The CARES Act included, among other things, deferral of certain employer payroll tax payments. In 2020, we deferred the payment of approximately \$12.0 million for the employer portion of Social Security taxes otherwise due in 2020 with 50% due by December 31, 2021 and the remaining 50% by December 31, 2022. The portion of the taxes deferred until 2021 were paid during the third quarter of 2021.

We believe that cash flows from operating activities, together with our existing cash and borrowings available under our revolving credit facility, will be sufficient for at least the next twelve months to fund our current anticipated uses of cash. After that, our ability to fund expected uses of cash and to comply with the financial covenants under our debt agreements will depend on the results of future operations, performance and cash flow. Our ability to fund expected uses from the results of future operations will be subject to prevailing economic conditions and to financial, business, regulatory, legislative and other factors, many of which are beyond our control. Due to the uncertainty and unpredictability related to the potential impacts of the COVID-19 pandemic on our business, we will continue to closely manage our cash and monitor liquidity.

To the extent that our business plans or projections change or prove to be inaccurate, we may require additional financing or require financing sooner than we currently anticipate. Sources of additional financing may include commercial bank borrowings, other strategic debt financing, sales of nonstrategic assets, vendor financing or the private or public sales of equity and debt securities. There can be no assurance that we will be able to generate sufficient cash flows from operations in the future, that anticipated revenue growth will be realized or that future borrowings or equity issuances will be available

[Table of Contents](#)

in amounts sufficient to provide adequate sources of cash to fund our expected uses of cash. Failure to obtain adequate financing, if necessary, could require us to significantly reduce our operations or level of capital expenditures which could have a material adverse effect on our financial condition and the results of operations. In addition, the COVID-19 pandemic has caused a disruption in the capital markets, which could make obtaining additional financing more difficult and we may not be able to obtain financing on favorable terms or at all.

We may be unable to access the cash flows of our subsidiaries since certain of our subsidiaries are parties to credit or other borrowing agreements, or are subject to statutory or regulatory restrictions, that restrict the payment of dividends or making intercompany loans and investments, and those subsidiaries are likely to continue to be subject to such restrictions and prohibitions for the foreseeable future. In addition, future agreements that our subsidiaries may enter into governing the terms of indebtedness may restrict our subsidiaries' ability to pay dividends or advance cash in any other manner to us.

Surety Bonds

In the ordinary course of business, we enter into surety, performance and similar bonds as required by certain jurisdictions in which we provide services. As of June 30, 2022, we had approximately \$6.6 million of these bonds outstanding.

Defined Benefit Pension Plans

As required, we contribute to qualified defined pension plans and non-qualified supplemental retirement plans (collectively the "Pension Plans") and other post-retirement benefit plans, which provide retirement benefits to certain eligible employees as described in the Note 13 to the Condensed Consolidated Financial Statements, included in this report in Part I – Item 1 "Financial Statements". Contributions are intended to provide for benefits attributed to service to date. Our funding policy is to contribute annually an actuarially determined amount consistent with applicable federal income tax regulations.

The cost to maintain our Pension Plans and future funding requirements are affected by several factors including the expected return on investment of the assets held by the Pension Plans, changes in the discount rate used to calculate pension expense and the amortization of unrecognized gains and losses. Returns generated on the Pension Plans assets have historically funded a significant portion of the benefits paid under the Pension Plans. We estimate the long-term rate of return on assets will be 6.00%. The Pension Plans invest in marketable equity securities which are exposed to changes in the financial markets. COVID-19 has also impacted the financial markets, which could significantly impact the returns on our plan assets. If the financial markets experience a sustained downturn and returns fall below our estimate, we could be required to make material contributions to the Pension Plans, which could adversely affect our cash flows from operations.

In 2022, we expect to make contributions totaling approximately \$10.0 million to our Pension Plans and \$8.2 million to our other post-retirement benefit plans. As of June 30, 2022, we have contributed \$9.9 million and \$3.3 million to our Pension Plans and our other post-retirement benefit plans, respectively. Our contribution amounts meet the minimum funding requirements as set forth in employee benefit and tax laws. We elected to participate in ARPA beginning with the 2021 plan year. ARPA, which was signed into law in March 2021, included changes to the employer funding requirements and is designed to reduce the amounts of required contributions as a relief. During 2021 and the six months ended June 30, 2022, we elected to fund our pension contributions at the pre-ARPA levels, which has created a pre-funded balance. We expect that for the remainder of 2022 and 2023, no additional pension contributions will be required as we have now adopted the ARPA minimum required contributions and will use our current pre-funded balance to satisfy those minimum contribution requirements.

Income Taxes

The timing of cash payments for income taxes, which is governed by the Internal Revenue Service and other taxing jurisdictions, will differ from the timing of recording tax expense and deferred income taxes, which are reported in accordance with GAAP. For example, tax laws in effect regarding accelerated or "bonus" depreciation for tax reporting resulted in less cash payments than the GAAP tax expense. Acceleration of tax deductions could eventually result in situations where cash payments will exceed GAAP tax expense.

Regulatory Matters

In 2020, the FCC adopted an order establishing the RDOF, the next phase of the CAF program, which resulted in a reduction of approximately \$42.2 million in the annual support we receive as of January 1, 2022 through December 31, 2031.

Critical Accounting Estimates

Our condensed consolidated financial statements and accompanying notes are prepared in accordance with US GAAP. Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses. These estimates and assumptions are affected by management's application of accounting policies. Our judgments are based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making estimates about the carrying values of assets and liabilities that are not readily apparent from other sources. For a full discussion of our accounting estimates and assumptions that we have identified as critical in the preparation of our condensed consolidated financial statements, refer to our 2021 Annual Report on Form 10-K filed with the SEC.

Recent Accounting Pronouncements

For information regarding the impact of certain recent accounting pronouncements, see Note 1 "Summary of Significant Accounting Policies" to the Condensed Consolidated Financial Statements, included in this report in Part I - Item 1 "Financial Statements".

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our exposure to market risk is primarily related to the impact of interest rate fluctuations on our debt obligations. Market risk is the potential loss arising from adverse changes in market interest rates on our variable rate obligations. In order to manage the volatility relating to changes in interest rates, we utilize derivative financial instruments such as interest rate swaps to maintain a mix of fixed and variable rate debt. We do not use derivatives for trading or speculative purposes. Our interest rate swap agreements effectively convert a portion of our floating-rate debt to a fixed-rate basis, thereby reducing the impact of interest rate changes on future cash interest payments. We calculate the potential change in interest expense caused by changes in market interest rates by determining the effect of the hypothetical rate increase on the portion of our variable rate debt that is not subject to a variable rate floor or hedged through the interest rate swap agreements.

As of June 30, 2022, the majority of our variable rate debt was subject to a 0.75% London Interbank Offered Rate ("LIBOR") floor. Based on our variable rate debt outstanding as of June 30, 2022, a 1.00% increase in market interest rates would increase annual interest expense by approximately \$5.0 million. A 1.00% decrease in current interest rates would reduce annual interest expense by approximately \$4.6 million as the reduction is limited in part by the 0.75% LIBOR floor.

As of June 30, 2022, the fair value of our interest rate swap agreements amounted to a net asset of \$1.8 million. Total pre-tax deferred gains related to our interest rate swap agreements included in accumulated other comprehensive loss was \$3.7 million as of June 30, 2022.

ITEM 4. CONTROLS AND PROCEDURES

We maintain disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 ("Exchange Act") that are designed to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and (ii) accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives. In connection with the filing of this Form 10-Q, management evaluated, under the supervision and with the participation of

[Table of Contents](#)

our Chief Executive Officer and Chief Financial Officer, the effectiveness of the design to provide reasonable assurance of achieving their objectives and operation of our disclosure controls and procedures as of June 30, 2022. Based upon that evaluation and subject to the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective as of June 30, 2022.

Changes in Internal Control Over Financial Reporting

Based upon the evaluation performed by our management, which was conducted with the participation of our Chief Executive Officer and Chief Financial Officer, there have been no changes in our internal controls over financial reporting during the quarter ended June 30, 2022 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Limitations on the Effectiveness of Controls

We are responsible for establishing and maintaining adequate internal control over financial reporting. Our internal control systems are designed to provide reasonable assurance to the Company's management, Board of Directors and Audit Committee regarding the reliability of financial reporting and the preparation of published financial statements in accordance with generally accepted accounting principles.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time we may be involved in litigation that we believe is of the type common to companies in our industry, including regulatory issues. While the outcome of these claims cannot be predicted with certainty, we do not believe that the outcome of any of these legal matters will have a material adverse impact on our business, results of operations, financial condition or cash flows. See Note 15 to the Condensed Consolidated Financial Statements, included in this report in Part I - Item 1 "Financial Statements" for a discussion of recent developments related to these legal proceedings.

ITEM 6. EXHIBITS

- 31.1 [Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- 31.2 [Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- 32.1 [Certification of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
- 101 The following financial information from Consolidated Communications Holdings, Inc. Quarterly Report on Form 10-Q for the quarter ended June 30, 2022, formatted in Inline XBRL (eXtensible Business Reporting Language): (i) Condensed Consolidated Statements of Operations, (ii) Condensed Consolidated Statements of Comprehensive Income (Loss), (iii) Condensed Consolidated Balance Sheets, (iv) Condensed Consolidated Statements of Changes in Mezzanine Equity and Shareholders' Equity, (v) Condensed Consolidated Statements of Cash Flows, and (vi) Notes to Unaudited Condensed Consolidated Financial Statements.
- 104 Cover Page Interactive Data File (embedded within the Inline XBRL document and contained in Exhibit 101).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CONSOLIDATED COMMUNICATIONS HOLDINGS, INC.

(Registrant)

August 5, 2022

By: /s/ C. Robert Udell Jr.

C. Robert Udell Jr.,
Chief Executive Officer
(Principal Executive Officer)

August 5, 2022

By: /s/ Steven L. Childers

Steven L. Childers,
Chief Financial Officer
(Principal Financial Officer and Chief Accounting
Officer)

CHIEF EXECUTIVE OFFICER CERTIFICATION

I, C. Robert Udell Jr., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Consolidated Communications Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

August 5, 2022

/s/ C. Robert Udell Jr.

C. Robert Udell Jr.

President and Chief Executive Officer

(Principal Executive Officer)

CHIEF FINANCIAL OFFICER CERTIFICATION

I, Steven L. Childers, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Consolidated Communications Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

August 5, 2022

/s/ Steven L. Childers

Steven L. Childers
Chief Financial Officer
(Principal Financial Officer and Chief Accounting Officer)

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (“Section 906”), C. Robert Udell Jr. and Steven L. Childers, President and Chief Executive Officer and Chief Financial Officer, respectively, of Consolidated Communications Holdings, Inc., each certify that to his knowledge (i) the Quarterly Report on Form 10-Q for the period ended June 30, 2022 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and (ii) the information contained in such report fairly presents, in all material respects, the financial condition and results of operations of Consolidated Communications Holdings, Inc.

/s/ C. Robert Udell Jr.

C. Robert Udell Jr.
President and Chief Executive Officer
(Principal Executive Officer)
August 5, 2022

/s/ Steven L. Childers

Steven L. Childers
Chief Financial Officer
(Principal Financial Officer and Chief Accounting Officer)
August 5, 2022
