

ORIGINAL

Request for Proposals, Town of Otis, Massachusetts: Lease of Real Property for
Telecommunications Antennas and Equipment and Tower Construction, January 2021

Response by

CELLCO PARTNERSHIP d/b/a VERIZON WIRELESS

to

TOWN OF OTIS, MASSACHUSETTS
REQUEST FOR PROPOSALS

for

LEASE OF REAL PROPERTY FOR TELECOMMUNICATIONS
ANTENNAS AND TOWER CONSTRUCTION

Dated: January, 2020

Submittal Date: January ²⁸~~27~~, 2021

Submitted By: Verizon Wireless
Keith Murray, Director Network Field Engineering

Submittal of Celco Partnership d/b/a Verizon Wireless (“Respondent”) in response to Request for Proposals, Town of Otis, Massachusetts: Lease of Real Property for Telecommunications Antennas and Equipment and Tower Construction, January 2021.

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TAB 1 - Transmittal Letter and Signatory Authorization

Submittal of Cellco Partnership d/b/a Verizon Wireless ("Respondent") in response to Request for Proposals, Town of Otis, Massachusetts: Lease of Real Property for Telecommunications Antennas and Equipment and Tower Construction, January 2021.

See attached letter of Keith Murray, Director Network Field Engineering, with Assistant Secretary's Certificate attached identifying Mr. Murray as authorized signatory for Respondent.

Date: 1/26/2021

Cellco Partnership d/b/a Verizon Wireless
One Verizon Way, Mail Stop 4AW100
Basking Ridge, NJ 07921

Office of the Board of Selectmen
Town Hall
1 North Main Road
Otis, MA

Re: Submittal of Cellco Partnership d/b/a Verizon Wireless ("Respondent") in response to Request for Proposals, Town of Otis, Massachusetts: Lease of Real Property for Telecommunications Antennas and Equipment and Tower Construction, January 2021.

To Whom:

Respondent respectfully submits the enclosed materials in response to the Town of Otis, Massachusetts Request for Proposals for Lease of Real Property for Telecommunications Antennas and Equipment and Tower Construction, dated January 2021. This submission is valid for 180 days from the submission date noted above, or until it is withdrawn by Respondent in writing, whichever occurs first.

The individual signing this letter, Keith Murray, is authorized to negotiate for, and contractually bind, Respondent Cellco Partnership d/b/a Verizon Wireless. The below individuals are not authorized to contractually bind the Respondent, but are hereby authorized to negotiate Lease terms on behalf of the Respondent:

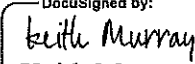
Chuck Bruttomesso, Site Acquisition and Business Development, Airosmith Development.

Robert Foxworth, Attorney, Robinson + Cole.

If you have any questions regarding these materials or have need of any further information from us in order to evaluate our proposal, please contact either Robert or Chuck using the contact information provided in the submittal.

Sincerely,

DocuSigned by:


Keith Murray

Director Network Field Engineering

cc: Timothy Parks, Verizon Wireless
Robert Foxworth, Esq., Robinson + Cole
Chuck Bruttomesso, Airosmith Development.

CELLCO PARTNERSHIP d/b/a VERIZON WIRELESS

ASSISTANT SECRETARY'S CERTIFICATE

I, Karen M. Shipman, do hereby certify that I am a duly elected, qualified and acting Assistant Secretary of Cellco Partnership, a Delaware general partnership, d/b/a Verizon Wireless (the "Company"), and as such I am authorized to execute this certificate. In such capacity, I further certify that:

1. By written consent dated March 19, 2015, the Board of Representatives of the Company adopted resolutions relating to signing authority and the authority to approve transactions, and that such resolutions are in full force and effect as of the date hereof; and
2. Keith Murray, Director – Network Field Engineering, is authorized, pursuant to the signing authorities adopted by the aforementioned resolution, to make, enter into, sign and deliver documents pertaining to the Request for Proposals, Town of Otis, Massachusetts, Lease of Real Property for Telecommunications Antennas and Equipment and Tower Construction, on behalf of the Company.

Dated: January 20, 2021

Karen M. Shipman

Karen M. Shipman
Assistant Secretary

One Boston Place, 25th floor
Boston, MA 02108-4404
Main (617) 557-5900
Fax (617) 557-5999
rfoxworth@rc.com
Direct (617) 557-5958

Via Hand Delivery

January 27, 2021

Town Administrator, Town of Otis
Town Hall
1 North Main Road
Otis, MA 01253

RE: Submittal of Cellco Partnership d/b/a Verizon Wireless ("Respondent") in response to Request for Proposals, Town of Otis, Massachusetts: Lease of Real Property for Telecommunications Antennas and Equipment and Tower Construction, January 2021

To Whom It May Concern:

Included with Respondent's enclosed submittal documentation are the following four (4) documents executed by Respondent via DocuSign:

1. Transmittal Letter
2. Submittal Statement
3. Price Proposal (Form 2)
4. Certifications and Disclosures Form 3)

Enclosed with this letter please find the DocuSign Certificate of Completion, providing evidence of electronic signature of all four documents by Keith Murray, as authorized representative of Respondent Cellco Partnership d/b/a Verizon Wireless.

Hard copy originals of these documents will be provided by Respondent upon selection as the successful bidder.

Robinson+Cole

January 27, 2021

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Please do not hesitate to contact me at the letterhead address with any questions or concerns regarding this certification.

Sincerely,

A handwritten signature in black ink, appearing to read "R. Foxworth", with a stylized flourish at the end.

Robert F. Foxworth

Cc: Keith Murray, Cellco Partnership d/b/a Verizon Wireless
Chuck Bruttomesso, Airosmith Development

Certificate Of Completion

Envelope Id: 95770CA1404B490DA6BAB78AE9801651
 Subject: Otis MA RFP Signed docs
 Source Envelope:
 Document Pages: 4
 Certificate Pages: 5
 AutoNav: Enabled
 EnvelopeId Stamping: Disabled
 Time Zone: (UTC-08:00) Pacific Time (US & Canada)

Status: Completed

Envelope Originator:
 Ann G. Ratta
 280 Trumbull Street
 Hartford, CT 06103
 aratta@rc.com
 IP Address: 76.119.187.98

Record Tracking

Status: Original
 1/26/2021 9:06:15 AM

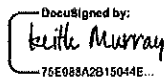
Holder: Ann G. Ratta
 aratta@rc.com

Location: DocuSign

Signer Events

Keith Murray
 keith.d.murray@verizon.com
 Director
 Security Level: Email, Account Authentication
 (None)

Signature

DocuSigned by:

 75E088A2B15044E...

Signature Adoption: Pre-selected Style
 Using IP Address: 174.242.71.168
 Signed using mobile

Timestamp

Sent: 1/26/2021 9:16:08 AM
 Viewed: 1/26/2021 9:36:08 AM
 Signed: 1/26/2021 9:36:41 AM

Electronic Record and Signature Disclosure:

Accepted: 1/26/2021 9:36:08 AM
 ID: 884170cd-9702-424f-970a-4cededa78bab

In Person Signer Events

Signature

Timestamp

Editor Delivery Events

Status

Timestamp

Agent Delivery Events

Status

Timestamp

Intermediary Delivery Events

Status

Timestamp

Certified Delivery Events

Status

Timestamp

Carbon Copy Events

Status

Timestamp

Robert F. Foxworth
 rfoxworth@rc.com
 Counsel

Robinson + Cole LLP

Security Level: Email, Account Authentication
 (None)

Electronic Record and Signature Disclosure:

Not Offered via DocuSign

COPIED

Sent: 1/26/2021 9:16:08 AM
 Viewed: 1/26/2021 9:18:49 AM

Witness Events

Signature

Timestamp

Notary Events

Signature

Timestamp

Envelope Summary Events

Status

Timestamps

Envelope Sent
 Certified Delivered
 Signing Complete

Hashed/Encrypted
 Security Checked
 Security Checked

1/26/2021 9:16:08 AM
 1/26/2021 9:36:08 AM
 1/26/2021 9:36:41 AM

Envelope Summary Events	Status	Timestamps
Completed	Security Checked	1/26/2021 9:36:41 AM
Payment Events	Status	Timestamps
Electronic Record and Signature Disclosure		

ELECTRONIC RECORD AND SIGNATURE DISCLOSURE

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If you decide to receive notices and disclosures from us electronically, you may at any time change your mind and tell us that thereafter you want to receive required notices and disclosures only in paper format. How you must inform us of your decision to receive future notices and disclosure in paper format and withdraw your consent to receive notices and disclosures electronically is described below.

Consequences of changing your mind

If you elect to receive required notices and disclosures only in paper format, it will slow the speed at which we can complete certain steps in transactions with you and delivering services to you because we will need first to send the required notices or disclosures to you in paper format, and then wait until we receive back from you your acknowledgment of your receipt of such paper notices or disclosures. To indicate to us that you are changing your mind, you must withdraw your consent using the DocuSign 'Withdraw Consent' form on the signing page of your DocuSign account. This will indicate to us that you have withdrawn your consent to receive required notices and disclosures electronically from us and you will no longer be able to use your DocuSign Express user account to receive required notices and consents electronically from us or to sign electronically documents from us.

All notices and disclosures will be sent to you electronically

Unless you tell us otherwise in accordance with the procedures described herein, we will provide electronically to you through your DocuSign user account all required notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you during the course of our relationship with you. To reduce the chance of you inadvertently not receiving any notice or disclosure, we prefer to provide all of the required notices and disclosures to you by the same method and to the same address that you have given us. Thus, you can receive all the disclosures and notices electronically or in paper format through the paper mail delivery system. If you do not agree with this process, please let us know as described below. Please also see the paragraph immediately above that describes the consequences of your electing not to receive delivery of the notices and disclosures electronically from us.

How to contact Robinson & Cole LLP:

You may contact us to let us know of your changes as to how we may contact you electronically, to request paper copies of certain information from us, and to withdraw your prior consent to receive notices and disclosures electronically as follows:

To contact us by email send messages to: jmerrifield@rc.com

To advise Robinson & Cole LLP of your new e-mail address

To let us know of a change in your e-mail address where we should send notices and disclosures electronically to you, you must send an email message to us at jmerrifield@rc.com and in the body of such request you must state: your previous e-mail address, your new e-mail address. We do not require any other information from you to change your email address..

In addition, you must notify DocuSign, Inc to arrange for your new email address to be reflected in your DocuSign account by following the process for changing e-mail in DocuSign.

To request paper copies from Robinson & Cole LLP

To request delivery from us of paper copies of the notices and disclosures previously provided by us to you electronically, you must send us an e-mail to jmerrifield@rc.com and in the body of such request you must state your e-mail address, full name, US Postal address, and telephone number. We will bill you for any fees at that time, if any.

To withdraw your consent with Robinson & Cole LLP

To inform us that you no longer want to receive future notices and disclosures in electronic format you may:

- i. decline to sign a document from within your DocuSign account, and on the subsequent page, select the check-box indicating you wish to withdraw your consent, or you may;
- ii. send us an e-mail to jmerrifield@rc.com and in the body of such request you must state your e-mail, full name, US Postal Address, telephone number, and account number. We do not need any other information from you to withdraw consent.. The consequences of your withdrawing consent for online documents will be that transactions may take a longer time to process..

Required hardware and software

Operating Systems:	Windows2000? or WindowsXP?
Browsers (for SENDERS):	Internet Explorer 6.0? or above
Browsers (for SIGNERS):	Internet Explorer 6.0?, Mozilla FireFox 1.0, NetScape 7.2 (or above)
Email:	Access to a valid email account
Screen Resolution:	800 x 600 minimum
Enabled Security Settings:	•Allow per session cookies •Users accessing the internet behind a Proxy Server must enable HTTP 1.1 settings via proxy connection

** These minimum requirements are subject to change. If these requirements change, we will provide you with an email message at the email address we have on file for you at that time providing you with the revised hardware and software requirements, at which time you will have the right to withdraw your consent.

Acknowledging your access and consent to receive materials electronically

To confirm to us that you can access this information electronically, which will be similar to other electronic notices and disclosures that we will provide to you, please verify that you were able to read this electronic disclosure and that you also were able to print on paper or electronically save this page for your future reference and access or that you were able to e-mail this disclosure and consent to an address where you will be able to print on paper or save it for your future reference and access. Further, if you consent to receiving notices and disclosures exclusively in electronic format on the terms and conditions described above, please let us know by clicking the 'I agree' button below.

By checking the 'I Agree' box, I confirm that:

- I can access and read this Electronic CONSENT TO ELECTRONIC RECEIPT OF ELECTRONIC RECORD AND SIGNATURE DISCLOSURES document; and
- I can print on paper the disclosure or save or send the disclosure to a place where I can print it, for future reference and access; and
- Until or unless I notify Robinson & Cole LLP as described above, I consent to receive from exclusively through electronic means all notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to me by Robinson & Cole LLP during the course of my relationship with you.

TAB 2 - Submittal Statement

Submittal of Cellco Partnership d/b/a Verizon Wireless ("Respondent") in response to Request for Proposals, Town of Otis, Massachusetts: Lease of Real Property for Telecommunications Antennas and Equipment and Tower Construction, January 2021.

See attached Submittal Statement from RFP, executed by Respondent.

SUBMITTAL STATEMENT

In response to this Request for Proposals, the Respondent shall attach this form to a transmittal cover letter on business letterhead.

This Proposal is hereby submitted on January 28, 2021, at 12 p.m.
by:

Name and Address of Respondent Cellco Partnership d/b/a Verizon Wireless, One Verizon Way,
Basking Ridge, NJ 07920

Name and Address of Contact Person Chuck Bruttomesso Phone (860) 306-8355
Airosmith Development, 318 West Avenue, Sarasota Springs, NY 12866

This submittal consists of one (1) original and three (3) copies of the following:

- a. Transmittal Cover Letter with this Submittal Statement
- b. "Proposal Summary" (Form 1)
- c. "Price Proposal" (Form 2)
- d. "Certificate of Non-Collusion", "Certification As to Compliance with Tax Laws" and "Disclosure of Beneficial Interests" (Form 3)
- e. "Statement of Qualifications and Related Experience" (Form 4)
- f. Certificate of Insurance for operations, contractors and sub-contractors
- g. Equipment List (Exhibit "A")
- h. Cellular/Wireless Communications Lease Agreement with statement of acceptability attached Statement of Intent to Comply with Town Bylaws

This proposal is a firm offer to enter into a Lease Agreement for ³⁶⁰⁰~~3200~~ square feet of that certain Town-owned real property located at Assessors Map 11C, Parcel 23 per the terms and purposes described in the Town's Request for Proposals. This proposal shall remain open for a period of sixty (6) days following written notice of vendor selection.

Signed: Keith Murray Date 1/26/2021
DocuSigned by:
75E988A2B15044E...

Name and Title: Keith Murray, Director Network Field Engineering

Company: Cellco Partnership d/b/a Verizon Wireless Phone (508) 439-3278

Address: One Verizon Way, Mail Stop 4AW100, Basking Ridge, NJ 07920

TAB 3 - Proposal Summary (Form 1)

Submittal of Cellco Partnership d/b/a Verizon Wireless ("Respondent") in response to Request for Proposals, Town of Otis, Massachusetts: Lease of Real Property for Telecommunications Antennas and Equipment and Tower Construction, January 2021.

Respondent Cellco Partnership d/b/a Verizon Wireless proposes to enter into a lease agreement with the Town of Otis and construct a wireless communication facility in accordance with the terms and conditions specified in this proposal and in the Request for Proposal documents. Respondent proposes to lease an approximately sixty foot by sixty foot (60' x 60') area in the approximate location shown on the attached plans in which it will erect a wireless communications tower for the installation of wireless communication equipment. The facility will include a fenced compound, with appropriate landscaping and screening, containing operating equipment, an emergency generator, and ancillary equipment, all as shown on the enclosed plans. Respondent will design the tower to accommodate Respondent's equipment and that of up to four (4) wireless carriers plus the Town's public safety installation, configured such that neither the Town, Respondent nor any other carriers will experience interference from each other's equipment on the tower.

The purpose of the installation will be to provide improved coverage and service to the "Big Pond" area of the Town. As Respondent has not yet been selected, the appropriate solution to achieve this purpose has not yet been finalized, and plans have not yet been fully developed. Accordingly, the plans submitted with this proposal are generic in nature, depicting two possible configurations for the tower. Determination of the final configuration, including final location, tower height and type, will be made in consultation with the Town, based on visibility, constructability, access, type of foundation required, structural and coverage considerations, and any other considerations required to achieve the stated goal of improved service in the designated area. Respondent acknowledges and agrees that it will be responsible for submitting detailed plans and specifications for tower and equipment, which shall be subject to the Town's approval as provided in the Lease.

Upon being named the successful bidder, Respondent will proceed in good faith to negotiate a lease with the Town, which shall be in form and substance substantially similar to that of the proposed lease enclosed herewith, and acceptable to the Town, Respondent and Respondent's legal counsel. The rent offered is set forth in Price Proposal Form, included herewith and delivered under separate cover.

The lease will contain the following terms, which in each instance satisfy the "Advantageous" and/or "Highly Advantageous" categories of the RFP Selection Criteria:

1. Respondent is proposing a five (5) year initial lease term with four (4) additional five (5) year extensions.
2. Escalation as described in the Price Proposal provided separately.

3. Respondent will provide full landscaping to conceal any ground equipment to the maximum extent feasible.

4. The Tower shall be constructed to accommodate wireless communications equipment installations for Respondent and up to four (4) additional carriers, plus installation of the Town's telecommunications equipment.

5. Respondent will proceed with the installation of the Town's telecommunications equipment at the Town's expense.

6. Respondent will maintain the Right-of-Way in a manner that maintains or enhances the scenic beauty of the surrounding land, in the reasonable judgement of the Town (including installation of utility lines underground), at Respondent's expense.

The lease will provide that it be contingent upon the satisfactory completion of Respondent's due diligence, which shall include a title examination, environmental review, NEPA screening, geotechnical, local permitting and other site investigations as Respondent deems necessary.

As Respondent has not yet been selected, its construction plans, materials, labor hours, etc. have not yet been fully developed or calculated. Typically, the construction of the tower takes between 3-6 months. Respondent will be solely responsible for the cost of obtaining all necessary permits and licenses and constructing its own improvements and operating the communications facility. Respondent will use reasonable due diligence to pursue all necessary permits and approvals required for the installation of the facility.

Respondent has enclosed all documents required by the RFP and is offering terms which meet or exceed the minimum criteria in that:

- Respondent is able to meet all the mandatory requirements described in the RFP including all minimum lease requirements. Respondent is properly qualified to carry out the obligations of the lease agreement.
- Respondent has in this proposal all the minimum submission requirements.
- Respondent is licensed to provide wireless communications services in Massachusetts by the Federal Communications Commission. Copies of licenses and authorizations will be provided upon request
- Respondent has vast experience in constructing, owning, and operating telecommunications facilities and working with municipalities throughout the United States and has the largest network of wireless services.

Respondent respectfully requests your favorable consideration of its proposal.

TAB 4 - Price Proposal (Form 2, submitted separately)

Submittal of Celco Partnership d/b/a Verizon Wireless ("Respondent") in response to Request for Proposals, Town of Otis, Massachusetts: Lease of Real Property for Telecommunications Antennas and Equipment and Tower Construction, January 2021.

Form 2 - Price Proposal from the RFP is submitted with this Proposal, under separate cover in a separate sealed envelope, as required by the RFP.

TAB 5 - Certifications and Disclosures (Form 3)

Submittal of Cellco Partnership d/b/a Verizon Wireless ("Respondent") in response to Request for Proposals, Town of Otis, Massachusetts: Lease of Real Property for Telecommunications Antennas and Equipment and Tower Construction, January 2021.

See attached Form 3 from the RFP, executed by Respondent, providing the requested certifications and disclosures.

FORM 3
CERTIFICATIONS/DISCLOSURES

Certificate of Non-Collusion

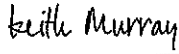
The undersigned certifies under penalties of perjury that this bid or proposal has been made and submitted in good faith and without collusion or fraud with any other person. As used in this certification, the word "person" shall mean any natural person, business, partnership, corporation, union, committee, club, or other organization, entity, or group of individuals.

DocuSigned by:

 75E988A2B15044E
 Signature/Title Keith Murray,
 Director Network Field Engineering
 Cellco Partnership d/b/a Verizon Wireless
 Company/Firm Name

Certificate as to Payment of State Taxes

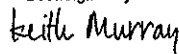
Pursuant to M.G.L. Chapter 62C, Section 49A, I certify under the penalties of perjury that I have complied with the laws of the Commonwealth of Massachusetts relating to taxes.

22-3372889
 Social Security Number
 or Federal Identification
 Number
 DocuSigned by:

 75E988A2B15044E
 Signature/Title
 Keith Murray, Director Network Field Engineering
 Cellco Partnership d/b/a Verizon Wireless
 Company/Firm Name

Disclosure of Beneficial Interests

The undersigned certifies under penalties of perjury that this proposal has been made and submitted with the following statement as required by Chapter 7, Section 40J of the General Laws:

The following names and addresses represent all persons who have or will have a direct or indirect beneficial interest in the above-identified parcel if the Town of Tolland enters into a Lease Agreement with the undersigned:

<u>Name</u>	<u>Address</u>
Please see attached statement regarding beneficial interests.	
DocuSigned by:  75E988A2B15044E Signature/Title Keith Murray, Director Network Field Engineering	Cellco Partnership d/b/a Verizon Wireless Company/Firm Name

DISCLOSURE STATEMENT

Cellco Partnership d/b/a Verizon Wireless
One Verizon Way
Basking Ridge, NJ 07920

Cellco Partnership d/b/a Verizon Wireless ("Cellco") is a general partnership formed under the laws of the State of Delaware. Cellco has four partners in total and is indirectly, wholly owned by Verizon Communications Inc. ("Verizon"). Verizon, a publicly traded company, has its principal place of business at 1095 Avenue of the Americas, New York, New York. The following is a listing of partners:

Bell Atlantic Mobile Systems LLC, One Verizon Way, Basking Ridge, NJ 07920-1097

- a Delaware limited liability company with its principal place of business in New Jersey
- whose sole member is MCI Communications Services, Inc., a Delaware corporation with its principal place of business in Virginia

GTE Wireless LLC, One Verizon Way, Basking Ridge, NJ 07920-1097

- a Delaware limited liability company with its principal place of business in New Jersey
- whose sole member is GTE LLC, a Delaware limited liability company with its principal place of business in New Jersey

Verizon Americas Inc., One Verizon Way, Basking Ridge, NJ 07920-1097

- a Delaware corporation with its principal place of business in New Jersey

GTE Wireless of the Midwest Incorporated, One Verizon Way, Basking Ridge, NJ 07920-1097

- an Indiana corporation with its principal place of business in New Jersey
- whose sole member is Verizon Americas Inc.

TAB 6 – Qualifications Statement (Form 4)

Submittal of Cellco Partnership d/b/a Verizon Wireless (“Respondent”) in response to Request for Proposals, Town of Otis, Massachusetts: Lease of Real Property for Telecommunications Antennas and Equipment and Tower Construction, January 2021.

1. Identify the Respondent and all contractors and/or subcontractors.

Respondent: Cellco Partnership d/b/a Verizon Wireless
One Verizon Way, Mail Stop 4AW100
Basking Ridge, NJ 07920

Subcontractors:

Name	Address	Town	Point of Contact	Cell Phone	E Mail Address
Berkshire Wireless	115 Run Way	Lee MA 01238	Adam Chaffee	(413) 441-5413	achaffee@berkshire-wireless.com
J Lee Associates	420 Northborough Road Central	Marlborough MA 01752	Shane Crevier	(508) 335-7753	screvier@jleeassociates.net
New England Electric	21 Marion Drive	Kingston MA 02364	Joshua Van Dam	(617) 212-0427	JVanDam@neecc.com
Heidrea Communication	One William Way	Bellingham MA 02019	Chuck Wing	(978) 836-7053	cwing@heidrea.com
Eastern Communications	103R Old Windsor Road	Bloomfield CT 06002	Steve Slade	(860) 944-6804	sslade@easterncomm.com

The above list is a representative sample of qualified subcontractors with extensive experience constructing similar projects for Respondent. Respondent will select among the above subcontractors based on a competitive bid process, and shall identify all applicable subcontractor(s) to the Town once selected.

2. List the name, address and telephone number of the assigned project manager. Attach resume and/or list of similar projects with which said project manager has been involved. Attach references for the project manager’s work where applicable.

James J. O’Donnell, Construction Manager
Structure Consulting Group
20 Alexander Drive
Wallingford, CT

Phone: (413) 575-2626
Email: jodonnell@structureconsulting.net

See attached resume.

3. Attach a list of five (5) wireless communications facility installations made by your company within the last year, including site addresses and contact person names, addresses, telephone numbers and job titles for each installation. Provide a similar list of current lease, contract or Lease relationships with municipalities.

See information provided below:

Project Name	Project Location	Project Type	Project Completed Date	Point of Contact	Cell Phone	E Mail Address
Westfield NE MA	53 Airport Road Westfield MA 01085	New Monopole Tower	February 2020	Clayton Jarvis	(413) 531-7770	Clayton@jarvissurgical.com
Pittsfield SE MA	877 South Street Pittsfield MA 01201	New Monopole Tower	August 2020	Jennie Parker	(978) 569-6250	JParker@farleywhite.com
Medway 2 MA	15 West Street Medway MA 02053	New Monopole Tower	August 2020	Bill D'Innocenzo	(508) 889-1513	MobileExcavating@Comcast.net
Springfield NE 3 MA	1349 - 1355 Boston Road	New Monopole Tower	December 2019	Thomas & Sandra Cosenzi	(413) 221-7675	Landlord Does Not Use Email
Shrewsbury 5 MA	432-438 Lake Street Shrewsbury MA	New Monopole Tower	March 2020	Roy Pedersen or Hans Berg	(508) 757-3948	rpsportswear@yahoo.com or hjtberg@gmail.com

MUNICIPAL INSTALLATIONS

Project Name	Project Location	Project Type		Point of Contact	Cell Phone	E Mail Address
Amherst E MA	740 Belchertown Road Amherst MA 01002	New Monopole Town Landfill	April 2018	Guilford Mooring	(413) 259-3133	mooringg@amherstma.gov
Chicopee 7 MA	110 Church Street Chicopee MA 01020	New Monopole Safety Complex	April 2018	Brian Salamon	(413) 594-1557	bsalamon@chicopeema.gov
Stockbridge 5 MA	5A Glendale Middle Road Stockbridge MA	New Monopole Town Landfill	September 2017	Chris Marsden	(413) 464-4574	chris.marsden@townofstockbridge.com
East Longmeadow Relo MA	331 Prospect Street E. Longmeadow MA 01028	Temporary Monopole for Water Tank Painting, with Reattachment to Water Tank	March 2020	Felix Vachon	(413) 246-4245	felix.vachon@eastlongmeadowma.gov
Hadley 2 MA	15 East Street Hadley MA 01035	New Self Support Tower and Tower Replacement	January 2016	Chief Michael Spanknebel	(413) 658-5826	spanknebelm@hadleyma.org

JAMES J. O'DONNELL

9 Timberidge Road ♦ Ludlow Massachusetts 01056

Residence: (413) 583-6586 ♦ Mobile: (413) 575-2626 ♦ jodonnell@structureconsulting.net

PROFILE

Accomplished professional with multiple years of progressively responsible experience in wireless telecommunication construction, business administration, accounting, and management.

Areas of expertise include:

Wireless Construction Management
Accounting
Contract Administration

Financial Analysis
Program and Process Management
Project Management

PROFESSIONAL EXPERIENCE

Structure Consulting Group, Arlington MA, 2014 – Current
Construction Manager

Responsible for design, development, construction, and maintenance at new and existing Verizon Wireless locations in the New England market. Western MA, Central MA, CT and Southern VT.

Tower Resource Management, Foxborough, MA 2010 – 2014
Construction Project Manager

Responsible for management of construction and site development activities at wireless communication sites on an expedited basis, with emphasis on project management, financial analysis, quality, and safety.

- Integral member of the business development team that priced and secured (450) T-Mobile and (500) Sprint sites for AAV fiber optic backhaul to the cell site.
- Tasked to be the construction lead on the T-Mobile program, and provided direction to the staff with emphasis on the timely completion of project specific goals.
- Assisted in opening a new office in the Baltimore - Washington DC market. Supervised and managed daily field activities in this market until permanent staff was hired.

SBA Network Services, Inc. Glastonbury, CT and Westborough, MA – 2000 to 2010
Project Manager – Field Operations Manager

Responsible for management of construction and site development activities at wireless communication sites on an expedited basis, with emphasis on project management, financial analysis, quality, and safety.

- Analyze technical documentation, financial and accounting reports, and regulatory data, and use this information to effectively manage new tower development and construction work processes.
- Supervise and provide direction to a staff, which consisted of project managers, construction coordinators, estimator, field superintendents, foremen, electricians, warehouse/fleet coordinator, and subcontractors.
- Supervise field construction activities at new Sprint wireless locations in the CT, RI, and MA markets.

Groundwater & Environmental Services, Inc., Windsor, Connecticut – 1998 to 2000

Project Manager

Recruited by GES to manage reimbursement claim activities for major oil companies in the New England Region. Independently guided program towards maximizing reimbursement claims from State Funded Environmental Clean-up Programs.

- Directly aligned the environmental claim management activities with the new ExxonMobil organization.
- Developed and implemented administrative techniques that resulted in value generation and cost savings. Standardized business and administrative practices to increase efficiency.
- Authored corporate Business Plan that shaped and defined the role of reimbursement within the company.

Fluor Daniel GTI, Inc., Windsor, Connecticut – 1995 to 1998

Reimbursement Specialist

Managed reimbursement activities for major oil companies, including Shell, Circle K, and Dairy Mart. Coordinated, prepared, and submitted reimbursement claim applications for environmental clean-up activities to various State Petroleum Clean-up Funds.

- Evaluated reimbursement for approximately 60 environmental sites, was selected to manage responsibilities for this previously dormant position. Managed projects to a current status.
- Provided claim and technical representation before the Connecticut Fund's Review Board.
- Participated in the legislative review of the Connecticut Petroleum Clean-up Account.

Mobil Oil Corporation, East Hartford, Connecticut – 1993 to 1998

Project Analyst

Employed as an Independent Contractor responsible for project accounting, contract management, budget tracking, and program administration for environmental clean-up projects in Connecticut. Based on quality of service, was offered the opportunity to administer the Connecticut and Rhode Island State Reimbursement Programs.

- Recognized as a Quality Service Provider and received a Professional Service Award in 1998.
- Conducted background research that allowed Mobil to capture \$4.5 million in historical environmental expenses from a state agency.
- Facilitated a Memorandum of Understanding that formalized shared environmental expenses between Mobil and a state agency.

BGL Corporation, Agawam, Massachusetts – 1987 to 1993

Business Manager

Scope of responsibility encompassed all business operations for this petroleum contractor, with emphasis on financial matters. Maintained financial records, coordinated bank financing, and lines of credit; managed collections, AR, AP, cash flow; handled estimating and procurement. Managed all HR activities, including recruiting, hiring, training, and supervising personnel; preparing payroll; and administering health benefits.

- Instrumental in obtaining pollution liability and bonding capabilities.
- Involved in the acquisition of three additional businesses during tenure with the company.

St. Paul Insurance Company, Holyoke, Massachusetts – 1984 to 1987

Account Collector

Monitored, reconciled, and ensured the timely payment of \$12 million in annual commercial insurance premiums. Resolved accounting discrepancies through written communication with the company and its appointed agencies. Functioned as liaison between the underwriting departments and agencies.

- Consistently met predetermined goals and reduced outstanding uncollected premiums to less than 5 percent on a quarterly basis.

EDUCATION

University of Massachusetts, University Without Walls, Amherst, Massachusetts – Business Planning
Springfield Technical Community College, Springfield, Massachusetts – Business Administration

Professional Development

OSHA 10 Health & Safety Training
RF Awareness Training
First Aid and CPR Training

TAB 7 - Certificate of Insurance

Submittal of Celco Partnership d/b/a Verizon Wireless ("Respondent") in response to Request for Proposals, Town of Otis, Massachusetts: Lease of Real Property for Telecommunications Antennas and Equipment and Tower Construction, January 2021.

See attached Certificate of Insurance.

The attached certificate is illustrative only, to provide evidence of available insurance and an example of the certificate to be provided with the Lease. Upon selection as successful bidder, Respondent will provide an updated Certificate of Insurance, meeting the insurance limits and all other insurance requirements outlined in the RFP, and naming the Town additional insured.



CERTIFICATE OF LIABILITY INSURANCE

DATE(MM/DD/YYYY)
01/26/2021

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must have ADDITIONAL INSURED provisions or be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER Aon Risk Services Northeast, Inc. New York NY Office One Liberty Plaza 165 Broadway, Suite 3201 New York NY 10006 USA		CONTACT NAME: PHONE (A/C. No. Ext): (866) 283-7122 FAX (A/C. No.): (800) 363-0105 E-MAIL ADDRESS:													
INSURED Verizon Communications Inc. 1095 Avenue of the Americas New York NY 10036 USA		INSURER(S) AFFORDING COVERAGE <table border="1"><tr><td>INSURER A: National Union Fire Ins Co of Pittsburgh</td><td>NAIC # 19445</td></tr><tr><td>INSURER B: AIU Insurance Company</td><td>19399</td></tr><tr><td>INSURER C: American Home Assurance Co.</td><td>19380</td></tr><tr><td>INSURER D: New Hampshire Insurance Company</td><td>23841</td></tr><tr><td>INSURER E:</td><td></td></tr><tr><td>INSURER F:</td><td></td></tr></table>		INSURER A: National Union Fire Ins Co of Pittsburgh	NAIC # 19445	INSURER B: AIU Insurance Company	19399	INSURER C: American Home Assurance Co.	19380	INSURER D: New Hampshire Insurance Company	23841	INSURER E:		INSURER F:	
INSURER A: National Union Fire Ins Co of Pittsburgh	NAIC # 19445														
INSURER B: AIU Insurance Company	19399														
INSURER C: American Home Assurance Co.	19380														
INSURER D: New Hampshire Insurance Company	23841														
INSURER E:															
INSURER F:															

COVERAGES **CERTIFICATE NUMBER:** 570085860495 **REVISION NUMBER:**

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS. **Limits shown are as requested**

INSR LTR	TYPE OF INSURANCE	ADDL INSD	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
A	☒ COMMERCIAL GENERAL LIABILITY ☐ CLAIMS-MADE ☒ OCCUR ☒ Standard Contractual Liability ☒ XCU Coverage is Included GEN'L AGGREGATE LIMIT APPLIES PER: ☒ POLICY ☐ PRO-JECT ☐ LOC OTHER:			GL1728890	06/30/2020	06/30/2021	EACH OCCURRENCE \$2,000,000 DAMAGE TO RENTED PREMISES (Ea occurrence) \$2,000,000 MED EXP (Any one person) \$10,000 PERSONAL & ADV INJURY \$2,000,000 GENERAL AGGREGATE \$2,000,000 PRODUCTS - COMPIOP AGG \$2,000,000
A	AUTOMOBILE LIABILITY			CA 4594298	06/30/2020	06/30/2021	COMBINED SINGLE LIMIT (Ea accident) \$2,000,000
A	☒ ANY AUTO			AOS	06/30/2020	06/30/2021	BODILY INJURY (Per person)
A	☐ OWNED AUTOS ONLY	☐ SCHEDULED AUTOS		CA 4594299	06/30/2020	06/30/2021	BODILY INJURY (Per accident)
A	☐ HIRED AUTOS ONLY	☐ NON-OWNED AUTOS ONLY		CA 4594300	06/30/2020	06/30/2021	PROPERTY DAMAGE (Per accident)
A				See Next Page	06/30/2020	06/30/2021	
	☐ UMBRELLA LIAB	☐ OCCUR					EACH OCCURRENCE
	☐ EXCESS LIAB	☐ CLAIMS-MADE					AGGREGATE
	☐ DED ☐ RETENTION						
B	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY			WC045886576	06/30/2020	06/30/2021	☒ PER STATUTE ☐ OTH
C	ANY PROPRIETOR / PARTNER / EXECUTIVE OFFICER / MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below	Y/N N	N/A	AOS WC045886575 CA	06/30/2020	06/30/2021	E.L. EACH ACCIDENT \$1,000,000 E.L. DISEASE-EA EMPLOYEE \$1,000,000 E.L. DISEASE-POLICY LIMIT \$1,000,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)
Evidence of Insurance.

CERTIFICATE HOLDER

CANCELLATION

Verizon Communications Inc. 1095 Avenue of the Americas New York NY 10036 USA	SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.
	AUTHORIZED REPRESENTATIVE <i>Aon Risk Services Northeast Inc.</i>

Holder Identifier :

Certificate No : 570085860495



TAB 8 - Equipment List

Submittal of Cellco Partnership d/b/a Verizon Wireless ("Respondent") in response to Request for Proposals, Town of Otis, Massachusetts: Lease of Real Property for Telecommunications Antennas and Equipment and Tower Construction, January 2021.

Below is a description of Respondent's proposed equipment:

Equipment	Quantity	Model #
Panel Antenna	6	JMA MX06FRO860
Antenna Dual Mounting Bracket	3	JMA 91900314
5G Antenna	3	Samsung VZS01
1900 / 2100 MHz Dual RRH	3	Samsung B2/B66A RRH-BR049 (RFV01U-D1A)
700 / 850 MHz Dual RRH	3	Samsung B5/B13 RRH-BR04C (RFV01U-D2A)
Tower Top DC Power Protection Box	1	RAY CAP RHSDC-3315-PF-48
Hybrid Cable (12) DC Power & (24) Fiber	1	Huber Suhner HB158-U12S24-X-LI
Generac Integrated Load Center	1	Power and Transfer Switch
Generac Generator	1	GENERAC SD030 30 kW DIESEL D2.4L or GENERAC SG035 kW GAS 4.5L
Commscope Equipment Cabinet	1	RBA72-30
Commscope Battery Cabinet	1	RBA72-36

Specifications for the tower structure and and related equipment will be developed in consultation with the Town upon award as described in the Proposal Summary.

TAB 9 - Plans

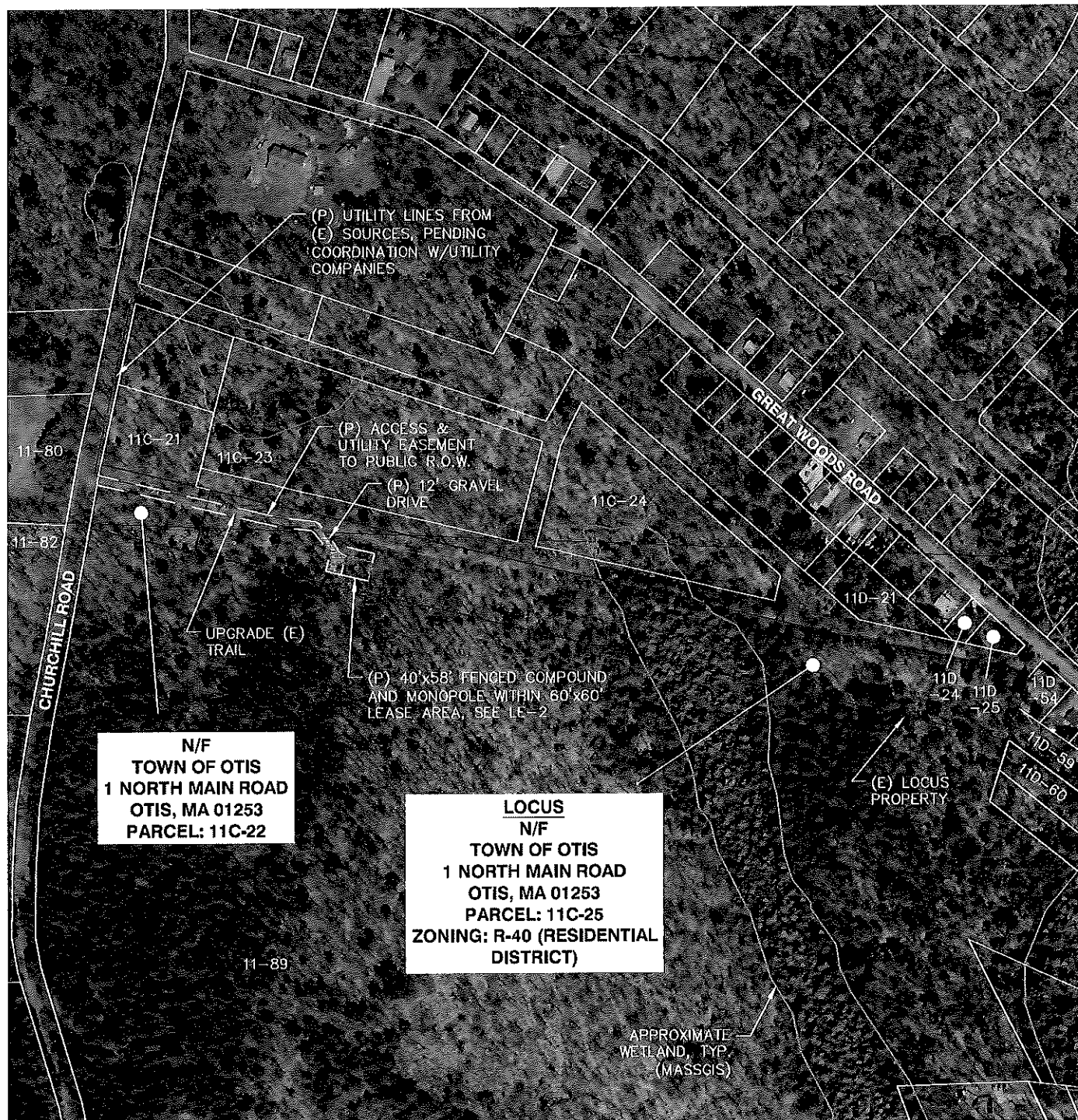
Submittal of Celco Partnership d/b/a Verizon Wireless ("Respondent") in response to Request for Proposals, Town of Otis, Massachusetts: Lease of Real Property for Telecommunications Antennas and Equipment and Tower Construction, January 2021.

See attached drawings, prepared by Proterra Design Group LLC, dated January 22, 2021:

- A. Lease Exhibit, depicting monopole tower design (3 pages, LE-1, LE-2 and LE-3)
- B. Lease Exhibit, depicting lattice tower design (3 pages, LE-1, LE-2 and LE-3)

As described in the Proposal Summary, and discussed during the site walk conducted at the Property on January 19, 2021, the purpose of this installation is to provide improved coverage and service to the "Big Pond" area of the Town, but there are numerous considerations remaining before the appropriate solution to achieve this goal can be fully developed. Such considerations include but are not limited to visibility, constructability, access, type of foundation required, location availability, structural and coverage criteria, zoning and permitting requirements, and possibly other considerations yet to be addressed.

Accordingly, the plans attached hereto are generic in nature, designed to provide an overview of Respondent's proposal for location and layout of the communications facility, including tower, compound, access and utility easements, and depicting two of several possible configurations for the tower. Determination of the final configuration, including final location, tower height and type, will be made in consultation with the Town, based on the above considerations, and any other considerations required to achieve the stated goal of improved service in the designated area.



TOWER COORDINATES:
42.201522 N±
73.057698 W±



PLOT PLAN

SCALE: 1"=300'



(E) = EXISTING
(P) = PROPOSED

ProTerra
DESIGN GROUP, LLC

4 Bay Road, Bldg. A Suite 200
Hodley, MA 01035
Ph: (413) 320-4918

LEASE EXHIBIT

SITE NAME: OTIS 2 MA
LOCATION CODE: 659457
ADDRESS: SOUTH LINE DRIVE
OTIS, MA 01253

verizon

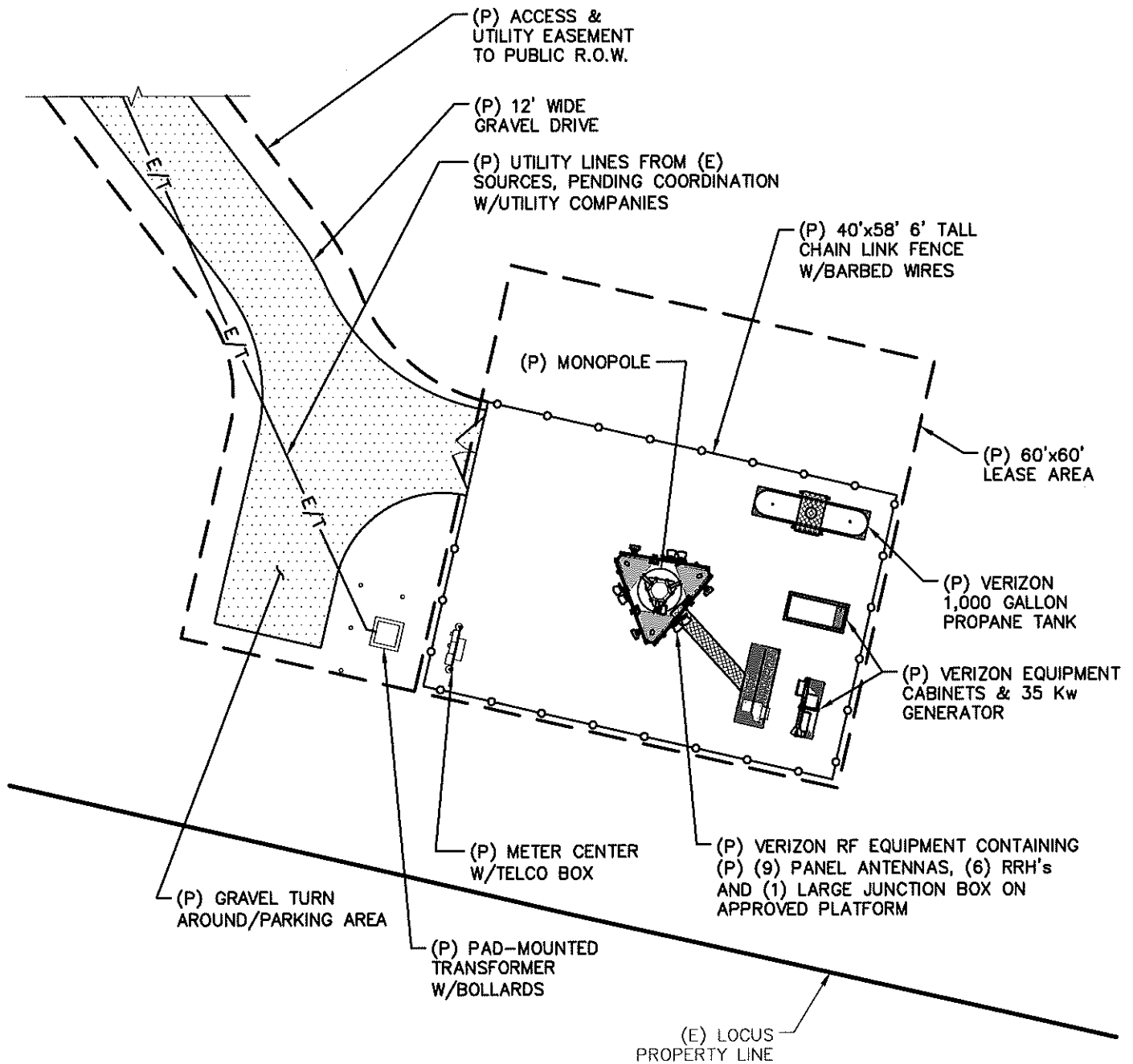
20 ALEXANDER DRIVE
WALLINGFORD, CT 06492

DATE: 01/25/21

REVISION: 0

JOB NO.: 13-030

SHEET: LE-1



COMPOUND PLAN

SCALE: 1"=20'



(E) = EXISTING
(P) = PROPOSED

ProTerra
DESIGN GROUP, LLC

4 Bay Road, Bldg. A
Suite 200
Hodley, MA 01035
Ph: (413)320-4918

LEASE EXHIBIT

SITE NAME: OTIS 2 MA
LOCATION CODE: 659457
ADDRESS: SOUTH LINE DRIVE
OTIS, MA 01253

verizon

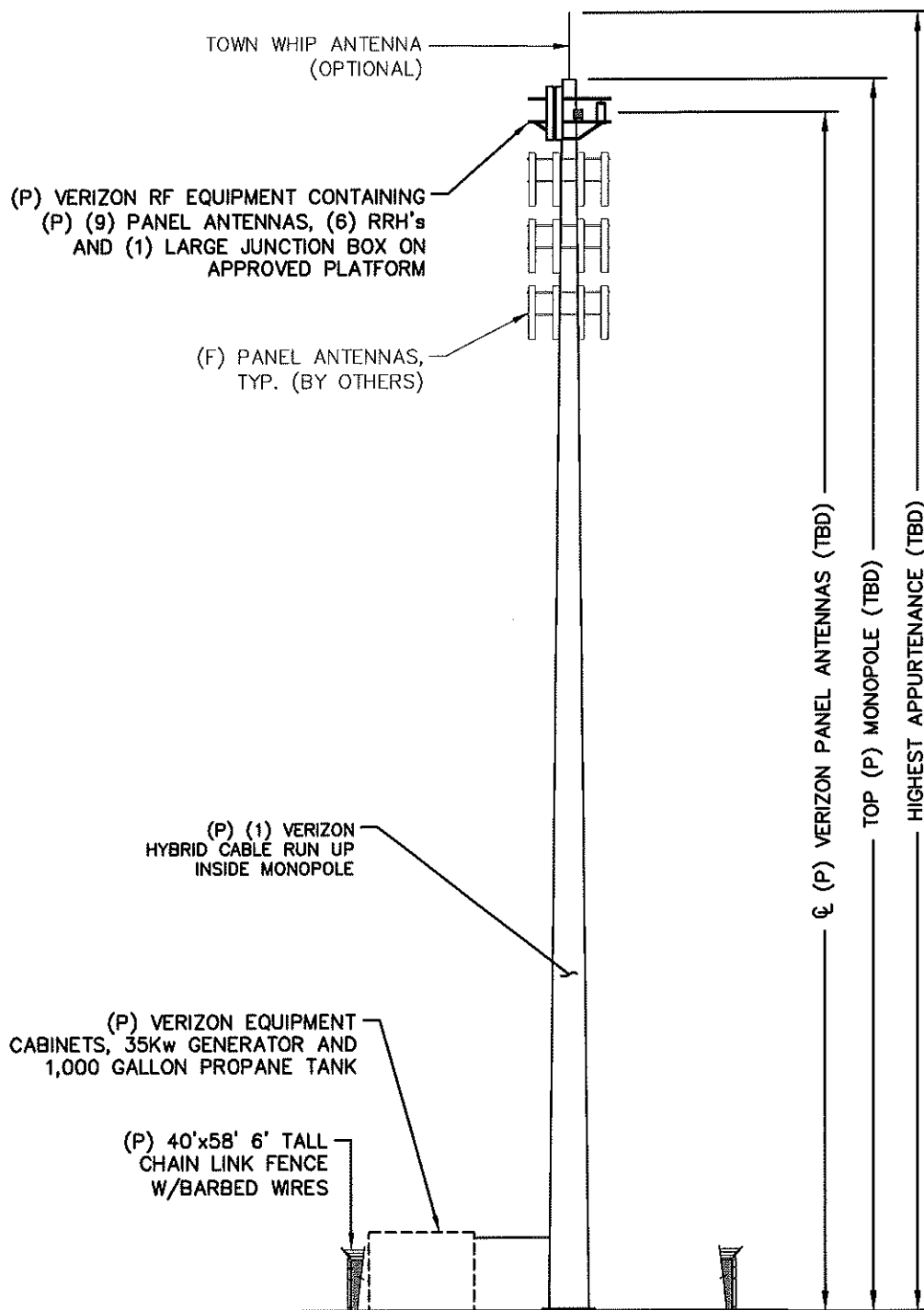
20 ALEXANDER DRIVE
WALLINGFORD, CT 06492

DATE: 01/25/21

REVISION: 0

JOB NO.:13-030

SHEET: LE-2



SOUTH ELEVATION

SCALE: N.T.S.

(E) = EXISTING
(P) = PROPOSED

ProTerra
DESIGN GROUP, LLC

4 Bay Road, Bldg. A Suite 200
Hadley, MA 01035
Ph: (413) 320-4918

LEASE EXHIBIT

SITE NAME: OTIS 2 MA
LOCATION CODE: 659457
ADDRESS: SOUTH LINE DRIVE
OTIS, MA 01253

verizon✓

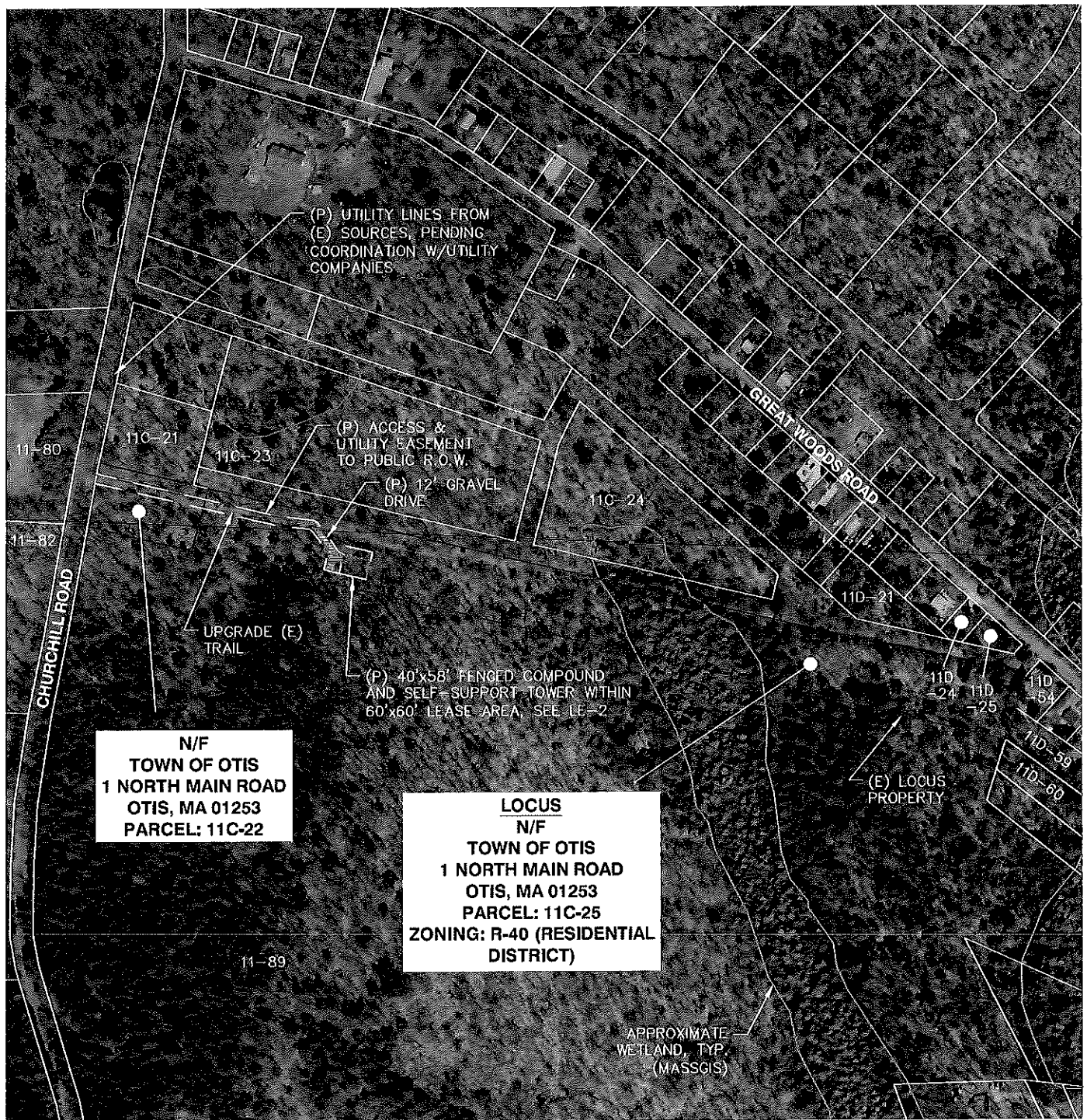
20 ALEXANDER DRIVE
WALLINGFORD, CT 06492

DATE: 01/25/21

REVISION: 0

JOB NO.: 13-030

SHEET: LE-3



TOWER COORDINATES:
42.201522 N±
73.057698 W±



PLOT PLAN

SCALE: 1"=300'



(E) = EXISTING
(P) = PROPOSED

ProTerra
DESIGN GROUP, LLC

4 Bay Road, Bldg. A Suite 200
Hadley, MA 01035 Ph: (413)320-4918

LEASE EXHIBIT

SITE NAME: OTIS 2 MA
LOCATION CODE: 659457
ADDRESS: SOUTH LINE DRIVE
OTIS, MA 01253

verizon✓

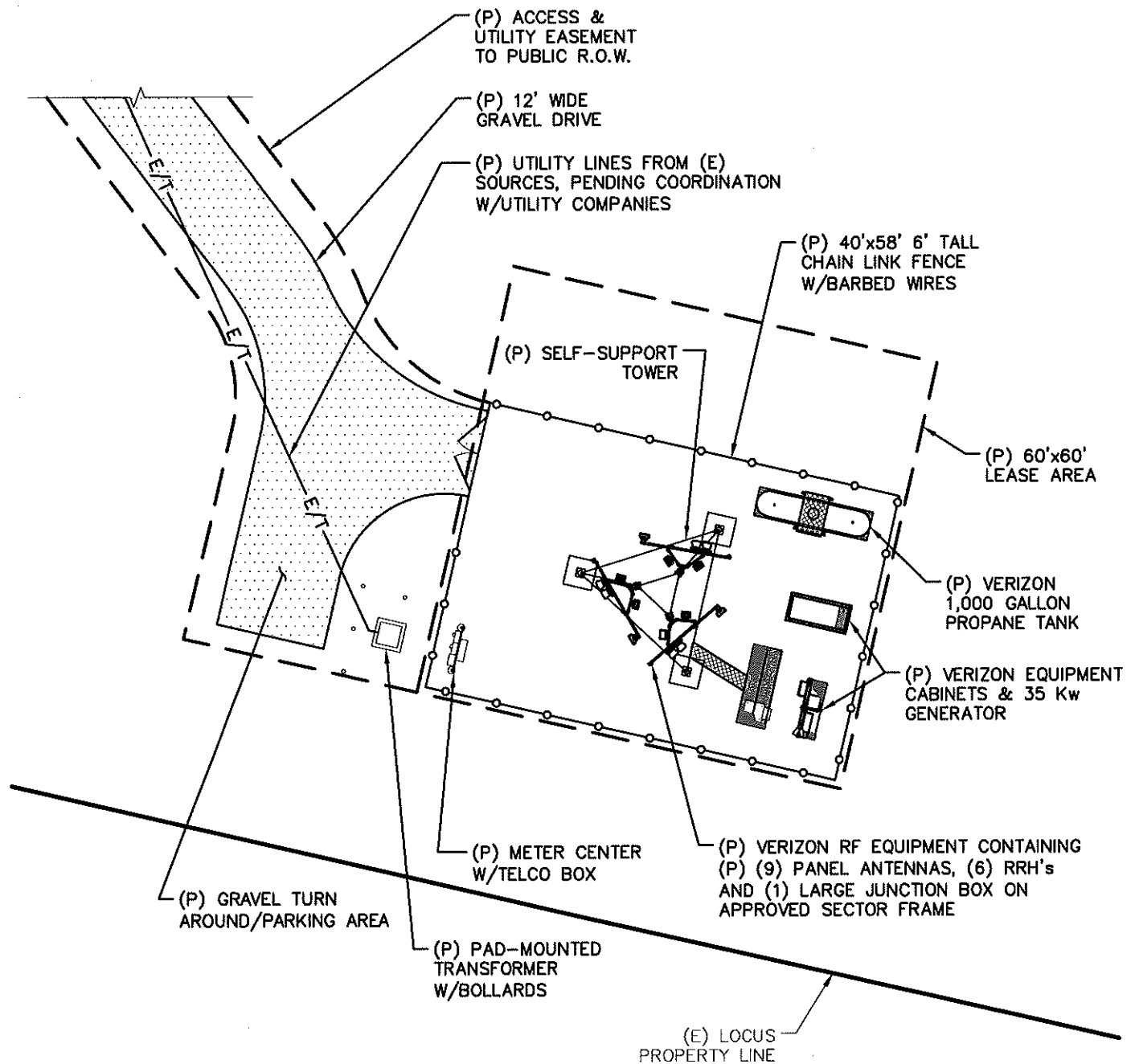
20 ALEXANDER DRIVE
WALLINGFORD, CT 06492

DATE: 01/25/21

REVISION: 0

JOB NO.13-030

SHEET: LE-1



COMPOUND PLAN

SCALE: 1"=20'



(E) = EXISTING
(P) = PROPOSED

ProTerra
DESIGN GROUP, LLC

4 Boy Road, Bldg. A Suite 200
Hadley, MA 01035 Ph: (413)320-4918

LEASE EXHIBIT

SITE NAME: OTIS 2 MA
LOCATION CODE: 659457
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OTIS, MA 01253

verizon

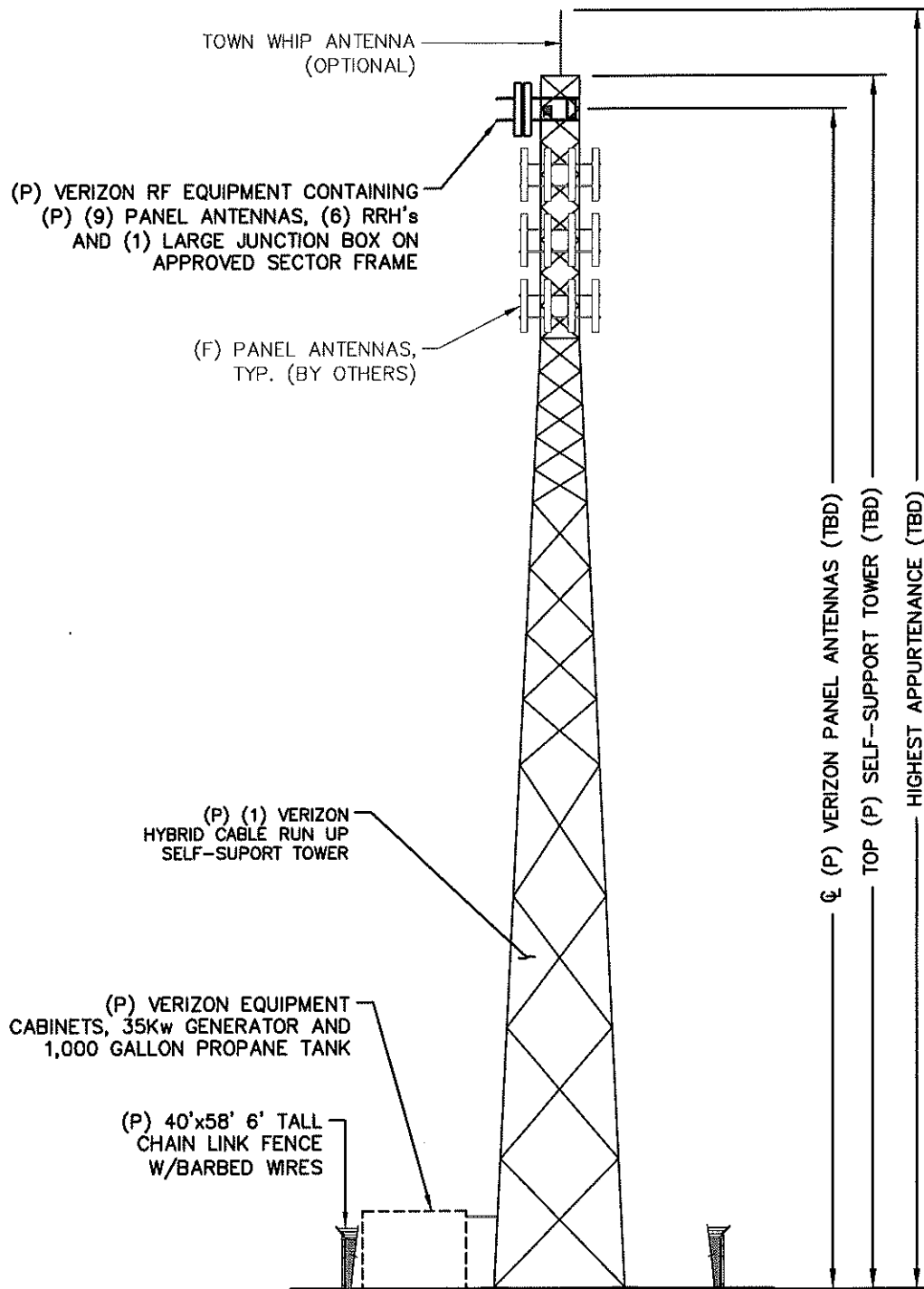
20 ALEXANDER DRIVE
WALLINGFORD, CT 06492

DATE: 01/25/21

REVISION: 0

JOB NO.: 13-030

SHEET: LE-2



SOUTH ELEVATION

SCALE: N.T.S

(E) = EXISTING
(P) = PROPOSED

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LEASE EXHIBIT

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OTIS, MA 01253

verizon

20 ALEXANDER DRIVE
WALLINGFORD, CT 06492

DATE: 01/25/21

REVISION: 0

JOB NO.: 13-030

SHEET: LE-3

TAB 10 - Lease Agreement

Submittal of Celco Partnership d/b/a Verizon Wireless ("Respondent") in response to Request for Proposals, Town of Otis, Massachusetts: Lease of Real Property for Telecommunications Antennas and Equipment and Tower Construction, January 2021.

See attached proposed Lease Agreement.

LAND LEASE AGREEMENT

This Land Lease Agreement (the "Agreement") made as of the Effective Date as defined below, between **Town of Otis**, a Massachusetts municipality with an address of Office of the Town Administrator, Town Hall, 1 North Main Road, Otis, MA 01253, hereinafter designated LESSOR and **Cellco Partnership d/b/a Verizon Wireless**, a Delaware general partnership with its principal offices at One Verizon Way, Mail Stop 4AW100, Basking Ridge, New Jersey 07920, hereinafter designated LESSEE. LESSOR and LESSEE are at times collectively referred to hereinafter as the "Parties" or individually as the "Party."

WITNESSETH

In consideration of the mutual covenants contained herein and intending to be legally bound hereby, the Parties hereto agree as follows:

1. GRANT. In accordance with this Agreement, LESSOR hereby grants to LESSEE the right to install, maintain and operate communications equipment ("Use") upon the Premises (as hereinafter defined), which are a part of that real property owned by LESSOR at property located at Balsam Drive and South Line Road, Otis, Massachusetts (the "Property"). The Property is legally described on Exhibit "A" attached hereto and made a part hereof. The Premises are a portion of the Property as shown in detail on Exhibit "B" attached hereto and made a part hereof. LESSEE may survey the Premises. Upon completion, the survey shall replace Exhibit "B" in its entirety.

2. INITIAL TERM. This Agreement shall be effective as of the date of execution by both Parties ("Effective Date"). The initial term of the Agreement shall be for five (5) years beginning on the Commencement Date (as hereinafter defined). The "Commencement Date" shall be the first day of the month after LESSEE begins installation of LESSEE's communications equipment. The parties agree to acknowledge the Commencement Date in writing.

3. EXTENSIONS. This Agreement shall automatically be extended for four (4) additional five (5) year terms unless LESSEE terminates it at the end of the then current term by giving LESSOR written notice of the intent to terminate at least three (3) months prior to the end of the then current term. The initial term and all extensions shall be collectively referred to herein as the "Term".

4. RENTAL.

(a). Rental payments shall begin on the Commencement Date and be due at a total annual rental of Eighteen Thousand Six Hundred and 00/100 Dollars (\$18,600.00), to be paid in equal monthly installments on the first day of the month, in advance, to LESSOR at the address first written above or to such other person, firm, or place as LESSOR may, from time to time, designate in writing at least 30 days in advance of any rental payment date by notice given in accordance with Paragraph 20 below. Rent will increase by three and one-half percent (3.5%) at the beginning of the first renewal term and at the beginning of each subsequent renewal term, effective on the first day of each such term. LESSOR and LESSEE acknowledge and agree that rent shall accrue beginning on the Commencement Date, the initial accrued rental payment may not be delivered by LESSEE until at least 90 days after the Commencement Date. Upon agreement of the Parties, LESSEE may pay rent by electronic funds transfer and in such event, LESSOR agrees to provide to LESSEE bank routing information for such purpose upon request of LESSEE.

SITE NAME: Otis MA
LOCATION CODE:

(b). For any party to whom rental payments are to be made, LESSOR or any successor in interest of LESSOR hereby agrees to provide to LESSEE (i) a completed, current version of Internal Revenue Service Form W-9, or equivalent; (ii) complete and fully executed state and local withholding forms if required; and (iii) other documentation to verify LESSOR's or such other party's right to receive rental as is reasonably requested by LESSEE. Rental shall accrue in accordance with this Agreement, but LESSEE may not deliver rental payments for up to 90 days after the requested documentation has been received by LESSEE.

5. ACCESS. LESSEE shall have the non-exclusive right of ingress and egress from a public right-of-way, 7 days a week, 24 hours a day, over the Property to and from the Premises for the purpose of installation, operation and maintenance of LESSEE's communications equipment over or along a right-of-way ("Easement"), which shall be depicted on Exhibit "B". LESSEE may use the Easement for the installation, operation and maintenance of wires, cables, conduits and pipes for all necessary electrical, telephone, fiber and other similar support services. In the event it is necessary, LESSOR agrees to grant LESSEE or the provider the right to install such services on, through, over and/or under the Property, provided the location of such services shall be reasonably approved by LESSOR. Notwithstanding anything to the contrary, the Premises shall include such additional space sufficient for LESSEE's radio frequency signage and/or barricades as are necessary to ensure LESSEE's compliance with Laws (as defined in Paragraph 27).

6. CONDITION OF PROPERTY. LESSOR shall deliver the Premises to LESSEE in a condition ready for LESSEE's Use and clean and free of debris. LESSOR represents and warrants to LESSEE that as of the Effective Date, the Premises is (a) in compliance with all Laws; and (b) in compliance with all EH&S Laws (as defined in Paragraph 24).

7. IMPROVEMENTS. The communications equipment including, without limitation, the tower structure, antennas, conduits, fencing and other screening, and other improvements shall be at LESSEE's expense. The Tower shall be constructed to accommodate wireless communications equipment installations for up to four (4) carriers total, including LESSEE, plus installation of the Town's telecommunications equipment. LESSEE will proceed with the installation of the Town's telecommunications equipment at the Town's expense. LESSEE will provide full landscaping to conceal any ground equipment to the maximum extent feasible, and will maintain the Access Road as shown on Exhibit B in a manner that maintains or enhances the scenic beauty of the surrounding land, in the reasonable judgement of LESSOR (including installation of utility lines underground), at LESSEE's expense. LESSEE shall have the right to replace, repair, add or otherwise modify its communications equipment, tower structure, antennas, conduits, fencing and other screening, or other improvements or any portion thereof and the frequencies over which the communications equipment operates, whether or not any of the communications equipment, antennas, conduits or other improvements are listed on any exhibit.

8. GOVERNMENT APPROVALS. LESSEE's Use is contingent upon LESSEE obtaining all of the certificates, permits and other approvals (collectively the "Government Approvals") that may be required by any Federal, State or Local authorities (collectively, the "Government Entities") as well as a satisfactory soil boring test, environmental studies, or any other due diligence LESSEE chooses that will permit LESSEE's Use. LESSOR shall cooperate with LESSEE in its effort to obtain such approvals and shall take no action which would adversely affect the status of the Property with respect to LESSEE's Use.

9. TERMINATION. LESSEE may, unless otherwise stated, immediately terminate this Agreement upon written notice to LESSOR in the event that (i) any applications for such Government

SITE NAME: Otis MA
LOCATION CODE:

Approvals should be finally rejected; (ii) any Government Approval issued to LESSEE is canceled, expires, lapses or is otherwise withdrawn or terminated by any Government Entity; (iii) LESSEE determines that such Government Approvals may not be obtained in a timely manner; (iv) LESSEE determines any structural analysis is unsatisfactory; (v) LESSEE, in its sole discretion, determines the Use of the Premises is obsolete or unnecessary; (vi) with 3 months prior notice to LESSOR, upon the annual anniversary of the Commencement Date; or (vii) at any time before the Commencement Date for any reason or no reason in LESSEE's sole discretion.

10. INDEMNIFICATION. Subject to Paragraph 11, Tenant and/or any successor and/or assignees of Tenant, shall indemnify and hold harmless Landlord, and Landlord (to the extent permitted pursuant to the laws of the Commonwealth of Massachusetts pertaining to liability of municipal entities) shall indemnify and hold harmless Tenant against (i) any and all claims of liability or loss from personal injury or property damage resulting from or arising out of the negligence or willful misconduct of the indemnifying Party, its employees, contractors or agents, except to the extent such claims or damages may be due to or caused by the negligence or willful misconduct of the other Party, or its employees, contractors or agents, and (ii) reasonable attorney's fees, expense, and defense costs incurred by the indemnified Party. Where a claim is the result of the concurrent acts of the Parties, each Party shall be liable under this Paragraph 10 to the extent of its fault or liability therefor. The indemnified Party will provide the indemnifying Party with prompt, written notice of any claim that is subject to the indemnification obligations in Paragraph 10. The indemnified Party will cooperate appropriately with the indemnifying Party in connection with the indemnifying Party's defense of such claim. The indemnifying Party shall defend any indemnified Party, at the indemnified Party's request, against any claim with counsel reasonably satisfactory to the indemnified Party. The indemnifying Party shall not settle or compromise any such claim or consent to the entry of any judgment without the prior written consent of each indemnified Party and without an unconditional release of all claims by each claimant or plaintiff in favor of each indemnified Party. All indemnification obligations shall survive the termination or expiration of this Agreement.

11. INSURANCE. The Parties agree that at their own cost and expense, each will maintain insurance with the following limits: in case of Landlord, commercial general liability insurance with limits of \$2,000,000 for bodily injury (including death) and property damage each occurrence, and in the case of Tenant, as follows:

Workers' Compensation Insurance as required by the laws of the Commonwealth of Massachusetts and employer's liability in the amount of \$500,000/\$500,000/\$500,000.

Automobile Liability - Covering owned, hired and non-owned vehicles, combined single limit of \$1,000,000.

Excess Liability Insurance, Umbrella Form, \$2,000,000 each occurrence and \$2,000,000 aggregate, which shall be following form, providing coverage over commercial general liability, automobile liability, and employer's liability under workers' compensation.

Additional Insured's - Each policy of liability insurance other than employer's liability under workers' compensation shall name the Town of Otis and its officers, employees, boards, commissions and committees as additional insureds.

Failure to Provide and Maintain Insurance - Failure to provide and continue in force such insurance shall constitute a material breach of the Agreement and shall be grounds for immediate termination thereof by and in the sole discretion of the Otis Board of Selectmen.

The Parties agree to include the other Party as an additional insured as their interests may appear under this Agreement. The Parties hereby waive and release any and all rights of action for negligence against the other which may hereafter arise on account of damage to the Premises or the Property, resulting from any fire, or other casualty which is insurable under "Causes of Loss – Special Form" property damage insurance or for the kind covered by standard fire insurance policies with extended coverage, regardless of whether or not, or in what amounts, such insurance is now or hereafter carried by the Parties, even if any such fire or other casualty shall have been caused by the fault or negligence of the other Party. These waivers and releases shall apply between the Parties and they shall also apply to any claims under or through either Party as a result of any asserted right of subrogation. All such policies of insurance obtained by either Party concerning the Premises or the Property shall waive the insurer's right of subrogation against the other Party.

12. LIMITATION OF LIABILITY. Except for indemnification pursuant to Paragraphs 10 and 24, a violation of Paragraph 29, or a violation of law, neither Party shall be liable to the other, or any of their respective agents, representatives, or employees for any lost revenue, lost profits, diminution in value of business, loss of technology, rights or services, loss of data, or interruption or loss of use of service, incidental, punitive, indirect, special, trebled, enhanced or consequential damages, even if advised of the possibility of such damages, whether such damages are claimed for breach of contract, tort (including negligence), strict liability or otherwise, unless applicable law forbids a waiver of such damages.

13. INTERFERENCE.

(a). LESSEE agrees that LESSEE will not cause interference that is measurable in accordance with industry standards to LESSOR's equipment. LESSOR agrees that LESSOR and other occupants of the Property will not cause interference that is measurable in accordance with industry standards to the then existing equipment of LESSEE.

(b). Without limiting any other rights or remedies, if interference occurs and continues for a period in excess of 48 hours following notice to the interfering party via telephone to LESSEE'S Network Operations Center (at (800) 621-2622) or to LESSOR at (_____), the interfering party shall or shall require any other user to reduce power or cease operations of the interfering equipment until the interference is cured.

(c). The Parties acknowledge that there will not be an adequate remedy at law for noncompliance with the provisions of this Paragraph and therefore the Parties shall have the right to equitable remedies such as, without limitation, injunctive relief and specific performance.

14. REMOVAL AT END OF TERM. Upon expiration or within 90 days of earlier termination, LESSEE shall remove LESSEE's Communications Equipment (except footings) and restore the Premises to its original condition, reasonable wear and tear and casualty damage excepted. LESSOR agrees and acknowledges that the communications equipment shall remain the personal property of LESSEE and LESSEE shall have the right to remove the same at any time during the Term, whether or not said items are considered fixtures and attachments to real property under applicable laws. If such time for removal

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causes LESSEE to remain on the Premises after termination of the Agreement, LESSEE shall pay rent in accordance with Paragraph 15.

15. HOLDOVER. If LESSEE holds over after the expiration or earlier termination of the Term, then this Agreement shall continue on a month to month basis at the then existing monthly rental rate or the existing monthly pro-rata basis if based upon a longer payment term, until the removal of the communications equipment is completed.

16. INTENTIONALLY OMITTED.

17. RIGHTS UPON SALE. Should LESSOR, at any time during the Term, decide (i) to sell or otherwise transfer all or any part of the Property, or (ii) to grant to a third party by easement or other legal instrument an interest in and to any portion of the Premises, such sale, transfer, or grant of an easement or interest therein shall be under and subject to this Agreement and any such purchaser or transferee shall recognize LESSEE's rights hereunder. In the event that LESSOR completes any such sale, transfer, or grant described in this Paragraph without executing an assignment of the Agreement whereby the third party agrees in writing to assume all obligations of LESSOR under this Agreement, then LESSOR shall not be released from its obligations to LESSEE under this Agreement, and LESSEE shall have the right to look to LESSOR and the third party for the full performance of the Agreement.

18. LESSOR'S TITLE. LESSOR covenants that LESSEE, on paying the rent and performing the covenants herein, shall peaceably and quietly have, hold and enjoy the Premises. LESSOR represents and warrants to LESSEE as of the Effective Date and covenants during the Term that LESSOR has full authority to enter into and execute this Agreement and that there are no liens, judgments, covenants, easement, restrictions or other impediments of title that will adversely affect LESSEE's Use.

19. ASSIGNMENT. Without any approval or consent of the other Party, this Agreement may be sold, assigned or transferred by either Party to (i) any entity in which the Party directly or indirectly holds an equity or similar interest; (ii) any entity which directly or indirectly holds an equity or similar interest in the Party; or (iii) any entity directly or indirectly under common control with the Party. LESSEE may assign this Agreement to any entity which acquires all or substantially all of LESSEE's assets in the market defined by the FCC in which the Property is located by reason of a merger, acquisition or other business reorganization without approval or consent of LESSOR. As to other parties, this Agreement may not be sold, assigned or transferred without the written consent of the other Party, which such consent will not be unreasonably withheld, delayed or conditioned. No change of stock ownership, partnership interest or control of LESSEE or transfer upon partnership or corporate dissolution of either Party shall constitute an assignment hereunder. LESSEE may sublet the Premises in LESSEE's sole discretion.

20. NOTICES. Except for notices permitted via telephone in accordance with Paragraph 13, all notices hereunder must be in writing and shall be deemed validly given if sent by certified mail, return receipt requested or by commercial courier, provided the courier's regular business is delivery service and provided further that it guarantees delivery to the addressee by the end of the next business day following the courier's receipt from the sender, addressed as follows (or any other address that the Party to be notified may have designated to the sender by like notice):

LESSOR: Office of the Town Administrator
Town Hall, 1 North Main Road
Otis, MA 01253

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LESSEE: Cellco Partnership d/b/a Verizon Wireless
180 Washington Valley Road
Bedminster, New Jersey 07921
Attention: Network Real Estate

Notice shall be effective upon actual receipt or refusal as shown on the receipt obtained pursuant to the foregoing.

21. SUBORDINATION AND NON-DISTURBANCE. Within 15 days of the Effective Date, LESSOR shall obtain a Non-Disturbance Agreement (as defined below) from existing mortgagee(s), ground lessors and master lessors, if any, of the Property. At LESSOR's option, this Agreement shall be subordinate to any future master lease, ground lease, mortgage, deed of trust or other security interest (a "Mortgage") by LESSOR which from time to time may encumber all or part of the Property; provided, however, as a condition precedent to LESSEE being required to subordinate its interest in this Agreement to any future Mortgage covering the Property, LESSOR shall obtain for LESSEE's benefit a non-disturbance and attornment agreement for LESSEE's benefit in the form reasonably satisfactory to LESSEE, and containing the terms described below (the "Non-Disturbance Agreement"), and shall recognize LESSEE's rights under this Agreement. The Non-Disturbance Agreement shall include the encumbering party's ("Lender's") agreement that, if Lender or its successor-in-interest or any purchaser of Lender's or its successor's interest (a "Purchaser") acquires an ownership interest in the Property, Lender or such successor-in-interest or Purchaser will honor all terms of the Agreement. Such Non-Disturbance Agreement must be binding on all of Lender's participants in the subject loan (if any) and on all successors and assigns of Lender and/or its participants and on all Purchasers. In return for such Non-Disturbance Agreement, LESSEE will execute an agreement for Lender's benefit in which LESSEE (1) confirms that the Agreement is subordinate to the Mortgage or other real property interest in favor of Lender, (2) agrees to attorn to Lender if Lender becomes the owner of the Property and (3) agrees to accept a cure by Lender of any of LESSOR's defaults, provided such cure is completed within the deadline applicable to LESSOR. In the event LESSOR defaults in the payment and/or other performance of any mortgage or other real property interest encumbering the Property, LESSEE, may, at its sole option and without obligation, cure or correct LESSOR's default and upon doing so, LESSEE shall be subrogated to any and all rights, titles, liens and equities of the holders of such mortgage or other real property interest and LESSEE shall be entitled to deduct and setoff against all rents that may otherwise become due under this Agreement the sums paid by LESSEE to cure or correct such defaults.

22. DEFAULT. It is a "Default" if (i) either Party fails to comply with this Agreement and does not remedy the failure within 30 days after written notice by the other Party or, if the failure cannot reasonably be remedied in such time, if the failing Party does not commence a remedy within the allotted 30 days and diligently pursue the cure to completion within 90 days after the initial written notice, or (ii) LESSOR fails to comply with this Agreement and the failure interferes with LESSEE's Use and LESSOR does not remedy the failure within 5 days after written notice from LESSEE or, if the failure cannot reasonably be remedied in such time, if LESSOR does not commence a remedy within the allotted 5 days and diligently pursue the cure to completion within 15 days after the initial written notice. The cure periods set forth

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in this Paragraph 22 do not extend the period of time in which either Party has to cure interference pursuant to Paragraph 13 of this Agreement.

23. REMEDIES. In the event of a Default, without limiting the non-defaulting Party in the exercise of any right or remedy which the non-defaulting Party may have by reason of such default, the non-defaulting Party may terminate this Agreement and/or pursue any remedy now or hereafter available to the non-defaulting Party under the Laws or judicial decisions of the state in which the Property is located. Further, upon a Default, the non-defaulting Party may at its option (but without obligation to do so), perform the defaulting Party's duty or obligation. The costs and expenses of any such performance by the non-defaulting Party shall be due and payable by the defaulting Party upon invoice therefor. If LESSEE undertakes any such performance on LESSOR's behalf and LESSOR does not pay LESSEE the full amount within 30 days of its receipt of an invoice setting forth the amount due, LESSEE may offset the full amount due against all fees due and owing to LESSOR under this Agreement until the full amount is fully reimbursed to LESSEE.

24. ENVIRONMENTAL. LESSEE shall conduct its business in compliance with all applicable laws governing the protection of the environment or employee health and safety ("EH&S Laws"). LESSEE shall indemnify and hold harmless the LESSOR from claims to the extent resulting from LESSEE's violation of any applicable EH&S Laws or to the extent that LESSEE causes a release of any regulated substance to the environment. LESSOR shall indemnify and hold harmless LESSEE from all claims resulting from the violation of any applicable EH&S Laws or a release of any regulated substance to the environment except to the extent resulting from the activities of LESSEE. The Parties recognize that LESSEE is only leasing a small portion of the Property and that LESSEE shall not be responsible for any environmental condition or issue except to the extent resulting from LESSEE's specific activities and responsibilities. In the event that LESSEE encounters any hazardous substances that do not result from its activities, LESSEE may relocate its facilities to avoid such hazardous substances to a mutually agreeable location. Under no circumstances shall LESSEE sign any waste manifest associated with the removal, transportation and/or disposal of such substances or materials (such as soil) containing those hazardous substances, except to the extent the presence of such materials results from LESSEE's activities.

25. CASUALTY. If a fire or other casualty damages the Property or the Premises and impairs LESSEE's Use, rent shall abate until LESSEE'S Use is restored. If LESSEE's Use is not restored within 45 days, LESSEE may terminate this Agreement.

26. CONDEMNATION. If a condemnation of any portion of the Property or Premises impairs LESSEE's Use, LESSEE may terminate this Agreement. LESSEE may on its own behalf make a claim in any condemnation proceeding involving the Premises for losses related to LESSEE's communications equipment, relocation costs and, specifically excluding loss of LESSEE's leasehold interest, any other damages LESSEE may incur as a result of any such condemnation.

27. APPLICABLE LAWS. During the Term, LESSOR shall maintain the Property in compliance with all applicable laws, EH&S Laws, rules, regulations, ordinances, directives, covenants, easements, consent decrees, zoning and land use regulations, and restrictions of record, permits, building codes, and the requirements of any applicable fire insurance underwriter or rating bureau, now in effect or which may hereafter come into effect (including, without limitation, the Americans with Disabilities Act and laws regulating hazardous substances) (collectively "Laws"). LESSEE shall, in respect to the condition of the Premises and at LESSEE's sole cost and expense, comply with (i) all Laws relating solely to LESSEE's specific and unique nature of use of the Premises; and (ii) all building codes requiring modifications to the

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Premises due to the improvements being made by LESSEE in the Premises. It shall be LESSOR's obligation to comply with all Laws relating to the Property, without regard to specific use (including, without limitation, modifications required to enable LESSEE to obtain all necessary building permits).

28. TAXES.

(a). LESSOR shall invoice, and LESSEE shall pay, any applicable transaction tax (including sales, use, gross receipts, or excise tax) imposed on the LESSEE and required to be collected by the LESSOR based on any service, rental space, or equipment provided by the LESSOR to the LESSEE. LESSEE shall pay all personal property taxes, fees, assessments, or other taxes and charges imposed by any Government Entity that are imposed on the LESSEE and required to be paid by the LESSEE that are directly attributable to the LESSEE's equipment or LESSEE's use and occupancy of the Premises. Payment shall be made by LESSEE within 60 days after presentation of a receipted bill and/or assessment notice which is the basis for such taxes or charges. LESSOR shall pay all ad valorem, personal property, real estate, sales and use taxes, fees, assessments or other taxes or charges that are attributable to LESSOR's Property or any portion thereof imposed by any Government Entity.

(b). LESSEE shall have the right, at its sole option and at its sole cost and expense, to appeal, challenge or seek modification of any tax assessment or billing for which LESSEE is wholly or partly responsible for payment. LESSOR shall reasonably cooperate with LESSEE at LESSEE's expense in filing, prosecuting and perfecting any appeal or challenge to taxes as set forth in the preceding sentence, including but not limited to, executing any consent, appeal or other similar document. In the event that as a result of any appeal or challenge by LESSEE, there is a reduction, credit or repayment received by the LESSOR for any taxes previously paid by LESSEE, LESSOR agrees to promptly reimburse to LESSEE the amount of said reduction, credit or repayment. In the event that LESSEE does not have the standing rights to pursue a good faith and reasonable dispute of any taxes under this paragraph, LESSOR will pursue such dispute at LESSEE's sole cost and expense upon written request of LESSEE.

29. NON-DISCLOSURE. The Parties agree this Agreement and any information exchanged between the Parties regarding the Agreement are confidential. The Parties agree not to provide copies of this Agreement or any other confidential information to any third party without the prior written consent of the other or as required by law. If a disclosure is required by law, prior to disclosure, the Party shall notify the other Party and cooperate to take lawful steps to resist, narrow, or eliminate the need for that disclosure.

30. INTENTIONALLY OMITTED.

31. MISCELLANEOUS. This Agreement contains all agreements, promises and understandings between the LESSOR and the LESSEE regarding this transaction, and no oral agreement, promises or understandings shall be binding upon either the LESSOR or the LESSEE in any dispute, controversy or proceeding. This Agreement may not be amended or varied except in a writing signed by all Parties. This Agreement shall extend to and bind the heirs, personal representatives, successors and assigns hereto. The failure of either party to insist upon strict performance of any of the terms or conditions of this Agreement or to exercise any of its rights hereunder shall not waive such rights and such party shall have the right to enforce such rights at any time. The performance of this Agreement shall be governed, interpreted, construed and regulated by the laws of the state in which the Premises is located without

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reference to its choice of law rules. Except as expressly set forth in this Agreement, nothing in this Agreement shall grant, suggest or imply any authority for one Party to use the name, trademarks, service marks or trade names of the other for any purpose whatsoever. LESSOR agrees to execute a Memorandum of this Agreement, which LESSEE may record with the appropriate recording officer. The provisions of the Agreement relating to indemnification from one Party to the other Party shall survive any termination or expiration of this Agreement.

[Signature page follows. The remainder of this page is intentionally blank.]

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IN WITNESS WHEREOF, the Parties hereto have set their hands and affixed their respective seals
the day and year first above written.

LESSOR:

By: _____

Name:

Title:

Date: _____

LESSEE:

Cellco Partnership d/b/a Verizon Wireless

By: _____

Keith Murray

Director Network Field Engineering

Date: _____

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LOCATION CODE:

EXHIBIT "A"

DESCRIPTION OF PROPERTY

That certain parcel or tract of land located at Balsam Drive and South Line Road, Otis, Massachusetts, more particularly described as Assessors Map 11C, Parcel 23, and by deed recorded in the County Registry of Deeds at Book _____, page _____.

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EXHIBIT "B"

SITE PLAN OF THE PREMISES

[FINAL AGREED UPON PLANS TO BE ATTACHED]

TAB 11 - Statement of Intent to Comply with Town Bylaws

Submittal of Cellco Partnership d/b/a Verizon Wireless ("Respondent") in response to Request for Proposals, Town of Otis, Massachusetts: Lease of Real Property for Telecommunications Antennas and Equipment and Tower Construction, January 2021.

Pursuant to the Proposal Submission Requirements outlined in the RFP, Respondent hereby affirmatively states that it shall comply with all applicable bylaws, rules and regulations of the Town of Otis in the implementation of this proposal, and any activities associated therewith.

TAB 12 - Statement of Financial Capability

Submittal of Cellco Partnership d/b/a Verizon Wireless ("Respondent") in response to Request for Proposals, Town of Otis, Massachusetts: Lease of Real Property for Telecommunications Antennas and Equipment and Tower Construction, January 2021.

Narrative Description:

Cellco Partnership d/b/a Verizon Wireless ("Cellco") is a subsidiary business entity, and as such its financial statements are non-public, proprietary information. However, for purposes of establishing Cellco's financial strength and creditworthiness of for purposes of this proposal, Respondent has attached credit information and the most recent 10K Disclosure submitted in conjunction with the Annual Report filed with the Securities and Exchange Commission (the "10K Report") for Cellco's parent entity, Verizon Communications, Inc. ("Verizon"). As disclosed in the excerpt taken from the 10K document, Verizon guarantees the financial obligations of its many subsidiaries, including Cellco Partnership, pursuant to parent support agreement between the two entities.

The 10K Report is over 150 pages in total, and contains information required for regulatory compliance that is not directly applicable to the company's financial performance. The information provided in the attached excerpt provides ample evidence of adequate financial strength for Verizon, as guarantor for the obligations of Respondent. A complete copy of the Report will be provided upon request.

We note that Verizon, trading on the New York Stock Exchange under the symbol VZ, is a component of the "Dow 30" stocks, i.e. one of the thirty largest companies in the United States by market capitalization, with a D&B Rating of "5A" as shown in the attached D&B Rating Report. This fact, combined with the information provided in the attached excerpt from the company's 10K Report, provide ample evidence of adequate financial strength and creditworthiness for Verizon, as guarantor for the obligations of Respondent.

See attached documentation:

- A. D&B Rating information of Verizon Communications, Inc., obtained from Dun & Bradstreet (showing current rating as of February 20, 2020)
- B. Excerpts from Form 10K (Annual Report) of Verizon Communications, Inc., for the period ending 12/31/2020.

VERIZON COMMUNICATIONS INC

FORM 10-K (Annual Report)

Filed 02/21/20 for the Period Ending 12/31/19

Address	1095 AVENUE OF THE AMERICAS NEW YORK, NY, 10036
Telephone	212-395-1000
CIK	0000732712
Symbol	VZ
SIC Code	4813 - Telephone Communications (No Radiotelephone)
Industry	Integrated Telecommunications Services
Sector	Telecommunication Services
Fiscal Year	12/31

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K

(Mark one)



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

For the fiscal year ended December 31, 2019

OR



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

For the transition period from to

Commission file number: 1-8606

Verizon Communications Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation or organization)

23-2259884

(I.R.S. Employer Identification No.)

1095 Avenue of the Americas

New York, New York

(Address of principal executive offices)

10036

(Zip Code)

Registrant's telephone number, including area code: (212) 395-1000

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

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock, par value \$0.10	VZ	New York Stock Exchange
Common Stock, par value \$0.10	VZ	The NASDAQ Global Select Market
2.375% Notes due 2022	VZ22A	New York Stock Exchange
0.500% Notes due 2022	VZ22B	New York Stock Exchange
1.625% Notes due 2024	VZ24B	New York Stock Exchange
4.073% Notes due 2024	VZ24C	New York Stock Exchange
0.875% Notes due 2025	VZ25	New York Stock Exchange
3.250% Notes due 2026	VZ26	New York Stock Exchange
1.375% Notes due 2026	VZ26B	New York Stock Exchange
0.875% Notes due 2027	VZ27E	New York Stock Exchange
1.375% Notes due 2028	VZ28	New York Stock Exchange
1.875% Notes due 2029	VZ29B	New York Stock Exchange
1.250% Notes due 2030	VZ30	New York Stock Exchange
1.875% Notes due 2030	VZ30A	New York Stock Exchange
2.625% Notes due 2031	VZ31	New York Stock Exchange
2.500% Notes due 2031	VZ31A	New York Stock Exchange
0.875% Notes due 2032	VZ32	New York Stock Exchange
4.750% Notes due 2034	VZ34	New York Stock Exchange
3.125% Notes due 2035	VZ35	New York Stock Exchange
3.375% Notes due 2036	VZ36A	New York Stock Exchange
2.875% Notes due 2038	VZ38B	New York Stock Exchange
1.500% Notes due 2039	VZ39C	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. ☒ Yes ☐ No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. ☐ Yes ☒ No

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. (Check one):

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 Act). ☐ Yes ☒ No

At June 30, 2019, the aggregate market value of the registrant's voting stock held by non-affiliates was approximately \$236,226,048,492.

At January 31, 2020, 4,135,863,778 shares of the registrant's common stock were outstanding, after deducting 155,569,868 shares held in treasury.

Documents Incorporated By Reference:

Portions of the registrant's Annual Report to Shareholders for the year ended December 31, 2019 (Parts I and II).

Portions of the registrant's definitive Proxy Statement to be delivered to shareholders in connection with the registrant's 2020 Annual Meeting of Shareholders (Part III).

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PART I

Item 1. Business

General

Verizon Communications Inc. (Verizon or the Company) is a holding company that, acting through its subsidiaries, is one of the world's leading providers of communications, information and entertainment products and services to consumers, businesses and government entities. With a presence around the world, we offer voice, data and video services and solutions on our networks that are designed to meet customers' demand for mobility, reliable network connectivity, security and control. Formerly known as Bell Atlantic Corporation (Bell Atlantic), we were incorporated in 1983 under the laws of the State of Delaware. We began doing business as Verizon on June 30, 2000 following our merger with GTE Corporation. We have a highly diverse workforce of approximately 135,000 employees as of December 31, 2019.

Our principal executive offices are located at 1095 Avenue of the Americas, New York, New York 10036 (telephone number 212-395-1000).

In November 2018, we announced a strategic reorganization of our business. Under the new structure, effective April 1, 2019, there are two reportable segments that we operate and manage as strategic business units- Verizon Consumer Group (Consumer) and Verizon Business Group (Business).

Verizon Consumer Group

Our Consumer segment provides consumer-focused wireless and wireline communications services and products. Our wireless services are provided across one of the most extensive wireless networks in the United States(U.S.) under the Verizon brand and through wholesale and other arrangements. Our wireline services are provided in nine states in the Mid-Atlantic and Northeastern U.S., as well as Washington D.C., over our 100% fiber-optic network under the Fios brand and over a traditional copper-based network to customers who are not served by Fios. In 2019, the Consumer segment's revenues were \$91.1 billion, representing approximately 69% of Verizon's consolidated revenues. As of December 31, 2019, Consumer had approximately 95 million wireless retail connections, 6 million broadband connections and 4 million Fios video connections.

Verizon Business Group

Our Business segment provides wireless and wireline communications services and products, video and data services, corporate networking solutions, security and managed network services, local and long distance voice services and network access to deliver various Internet of Things(IoT) services and products. We provide these products and services to businesses, government customers and wireless and wireline carriers across the U.S. and select products and services to customers around the world. In 2019, the Business segment's revenues were \$31.4 billion, representing approximately 24% of Verizon's consolidated revenues. As of December 31, 2019, Business had approximately 25 million wireless retail postpaid connections and approximately 489 thousand broadband connections.

Additional discussion of our reportable segments is included in the 2019 Verizon Annual Report to Shareholders under the headings "Management's Discussion and Analysis of Financial Condition and Results of Operations - Overview" and - "Segment Results of Operations" and in Note 13 to the consolidated financial statements of Verizon Communications Inc. and Subsidiaries, which are incorporated by reference into this report.

Service and Product Offerings

Our Consumer segment's wireless and wireline products and services are available to our retail customers, as well as resellers that purchase wireless network access from us on a wholesale basis. Our Business segment's wireless and wireline products and services are organized by the primary customer groups targeted by these offerings: Global Enterprise, Small and Medium Business, Public Sector and Other, and Wholesale.

Wireless

We offer wireless services and equipment to customers of both Consumer and Business.

Wireless Services

Our Consumer and Business segments provide a wide variety of wireless services accessible on a broad range of devices. Customers can obtain our wireless services on a postpaid or prepaid basis. Retail (non-wholesale) postpaid accounts primarily represent retail customers that are directly served and managed by Verizon and use Verizon branded services. A single account may include monthly wireless services for a variety of connected devices. A retail postpaid connection represents an individual line of service for a wireless device for which a customer is generally billed one month in advance for a monthly access charge in return for access to and usage of network services. Our prepaid service is offered only to Consumer customers and enables individuals to obtain wireless services without credit verification by paying for all services in advance. Approximately 96% of our Consumer retail connections were postpaid connections as of December 31, 2019.

We offer various postpaid and prepaid service plans tailored to the needs of our customers. Depending on those needs at a particular time, our plans may include features related to, among other things: unlimited or metered domestic and/or international voice, data, and texting; the ability to share data allowances and/or use data allowances in different periods; high definition voice and video features; the ability to use a device as a Wi-Fi hotspot; and varying data rates depending on the plan and usage on that plan. Our service offerings vary from time to time based on customer needs, technology changes and market conditions and may be provided as standard plans or as part of limited time promotional offers.

Access to the Internet is available on all smartphones and nearly all basic phones. In addition, our customers can access the Internet at broadband speeds on notebook computers and tablets that are either wireless-enabled or that are used in conjunction with separate dedicated devices that provide a mobile Wi-Fi connection.

As of January 2017, we no longer offer Consumer customers new fixed-term, subsidized service plans for phones; however, we continue to offer subsidized plans to our Business customers. We also continue to service existing plans for customers who have not yet purchased and activated devices under the Verizon device payment program.

Wireless Equipment

Consumer and Business offer several categories of wireless equipment to customers, including a variety of smartphones and other handsets, wireless-enabled Internet devices, such as tablets, laptop computers and netbooks, and other wireless-enabled connected devices, such as smart watches and other wearables. In certain cases, we permit customers to acquire equipment from us using device payment plans, which permit the customer to pay for the device in installments over time.

Verizon Consumer Group

In addition to the wireless services and equipment discussed above, Consumer sells residential fixed connectivity solutions, including Internet, video and voice services, and wireless network access to resellers on a wholesale basis.

Residential Fixed Services. We provide residential fixed connectivity solutions to customers over our 100% fiber-optic network under the Fios brand, and over a traditional copper-based network to customers who are not served by Fios. During 2018, we commercially launched fifth-generation (5G) wireless technology for the home (5G Home) on proprietary standards in four U.S. markets and on global standards in a fifth market in 2019.

We offer residential fixed services tailored to the needs of our customers. Depending on those needs at a particular time, our services may include features related to, among other things: Internet access at different speed tiers using fiber-optic, copper or wireless technology; video services that may feature a variety of channel options, video on demand products, cloud-based services and digital video recording capabilities; over-the-top video services; and voice services.

Network Access Services. We sell network access to mobile virtual network operators (MVNOs) on a wholesale basis, who in turn resell wireless service under their own brand(s) to consumers.

Verizon Business Group

In addition to the wireless services and equipment discussed above, our Business segment provides communications products and enhanced services, including video and data services, corporate networking solutions, security and managed network services, local and long distance voice services and network access to deliver various IoT products and services.

Global Enterprise

Global Enterprise offers services to large businesses, which are identified based on their size and volume of business with Verizon, as well as non-U.S. public sector customers. In 2019, Global Enterprise revenues were \$10.8 billion, representing approximately 34% of Business's total revenues.

Global Enterprise offers a broad portfolio of connectivity, security and professional services designed to enable our customers to optimize their business operations, mitigate business risks and capitalize on data. These services include the following:

- *Network Services.* We offer a portfolio of network connectivity products to help our customers connect with their employees, partners, vendors, and customers. These products include private networking services, private cloud connectivity services, virtual and software defined networking services, and Internet access services.
- *Advanced Communications Services.* We offer a suite of services to our customers to help them communicate with their employees, partners, vendors, constituents and customers. These products include Internet Protocol (IP)-based voice services, unified communications and collaboration tools and customer contact center solutions.
- *Security services.* We offer a suite of management and data security services that help our customers protect, detect and respond to security threats to their networks, data, applications and infrastructure.
- *Core services.* We provide a portfolio of domestic and global voice and data solutions utilizing traditional telecommunications technology, including voice calling, messaging services, conferencing, contact center solutions and private line and data access networks. Core services also include the provision of customer premises equipment, and installation, maintenance and site services.

- *IoT services.* We provide the network access required to deliver various IoT products and services. We work with companies that purchase network access from us to connect their Open Development-certified devices, bundled together with their own solutions, which they sell to end users. We are building IoT capabilities by leveraging business models that monetize usage on our networks at the connectivity, platform and solution layers.

Small and Medium Business

Small and Medium Business offers wireless services and equipment, tailored voice and networking products, Fios services, IP networking, advanced voice solutions, security and managed information technology(IT) services to our U.S.-based customers that do not meet the requirements to be categorized as Global Enterprise. In 2019, Small and Medium Business revenues were \$11.5 billion, representing approximately 36% of Business's total revenues.

In addition to the wireless services and equipment discussed above, Small and Medium Business provides fixed connectivity solutions comparable to the residential fixed services provided by Consumer, as well as business services and connectivity similar to the products and services offered by Global Enterprise, in each case with features and pricing designed to address the needs of small and medium businesses.

Public Sector and Other

Public Sector and Other offers wireless products and services as well as wireline connectivity and managed solutions to U.S. federal, state and local governments and educational institutions. These services include the business services and connectivity similar to the products and services offered by Global Enterprise, in each case, with features and pricing designed to address the needs of governments and educational institutions. In 2019, Public Sector and Other revenues were \$5.9 billion, representing approximately 19% of Business's total revenues.

Public Sector and Other also includes solutions that support fleet tracking management, compliance management, field service management, asset tracking and other types of mobile resource management in the United States and around the world.

Wholesale

Wholesale offers wireline communications services including data, voice, local dial tone and broadband services primarily to local, long distance, and wireless carriers that use our facilities to provide services to their customers. In 2019, Wholesale revenues were \$3.2 billion, representing approximately 10% of Business's total revenues. A portion of Wholesale revenues are generated by a few large telecommunications companies, most of which compete directly with us. Wholesale's services include:

- *Data services.* We offer a portfolio of data services with varying speeds and options to enhance our Wholesale customers' networks and provide connections to their end-users and subscribers.
- *Voice services.* We provide switched access services that allow carriers to complete their end-user calls that originate or terminate within our territory. In addition, we provide originating and terminating voice services throughout the U.S. and globally utilizing our TDM and VoIP networks.
- *Local services.* We offer an array of local dial tone and broadband services to competitive local exchange carriers, some of which are offered to comply with telecommunications regulations. In addition, we offer services such as colocation, resale and unbundled network elements in compliance with applicable regulations.

Distribution

We use a combination of direct, indirect and alternative distribution channels to market and distribute our products and services to Consumer customers.

Our direct channel, including our company-operated stores, is a core component of our distribution strategy. Our sales and service centers also represent a significant distribution channel for our services.

Our indirect/digital partners channel includes agents that sell our wireless and wireline products and services at retail locations throughout the U.S., as well as through the Internet. The majority of these sales are made under exclusive selling arrangements with us. We also have relationships with high-profile national retailers that sell our wireless and wireline products and services, as well as convenience store chains that sell our wireless prepaid products and services. In 2019, we grew our digital channel and expanded omni channel experiences for our customers to offer choice and convenience.

In addition to our direct channel, our Business segment has additional distribution channels that include business solution fulfillment provided by resellers, non-stocked device fulfillment performed by distributors and integrated mobility services provided by system integrators and resellers.

Competition and Related Trends

The telecommunications industry is highly competitive. We expect competition to remain intense as traditional and non-traditional participants seek increased market share.

With respect to our wireless connectivity products and services, we compete against other national wireless service providers, including AT&T Inc., Sprint Corporation and T-Mobile USA, Inc., as well as various regional wireless service providers. We also compete for retail activations with resellers that buy bulk wholesale service from wireless service providers, including Verizon, and resell it to their customers. Resellers may include cable companies. Competition remains intense as a result of high rates of smartphone penetration in the wireless market, increased network investment by our competitors, the development and deployment of new technologies, such as 5G, the introduction of new products and services, offerings that include additional premium content, new market entrants, the availability of additional licensed and unlicensed spectrum, and regulatory changes. In 2019, we began offering Apple Music and Disney+ to customers as part of their Unlimited plans. Competition may also increase as smaller, stand-alone wireless service providers merge or transfer licenses to larger, better capitalized wireless service providers and as MVNOs resell wireless communication services.

We also face competition from other communications and technology companies seeking to increase their brand recognition and capture customer revenue with respect to the provision of wireless products and services, in addition to non-traditional offerings in mobile data. For example, Microsoft Corporation, Alphabet Inc., Apple Inc. and others are offering alternative means for making wireless voice calls that, in certain cases, can be used in lieu of the wireless provider's voice service, as well as alternative means of accessing video content.

With respect to our wireline connectivity services, we compete against cable companies, wireless service providers, domestic and foreign telecommunications providers, satellite television companies, Internet service providers, over-the-top (OTT) providers and other companies that offer network services and managed enterprise solutions. Cable operators have increased the size and capacity of their networks in order to deliver digital products and services. We introduced offerings that provide customized Internet and video packages. Several major cable operators also offer bundles with wireless services through strategic relationships. Customers have more choices for obtaining video content from various online services. We expect the market will continue to shift from traditional linear video to OTT offerings. We expect customer migration from traditional voice services to wireless services to continue as a growing number of customers place greater value on mobility and wireless companies position their services as a landline alternative. We also face increasing competition from cable operators and other providers of VoIP services, as well as Internet portal providers.

We believe that the following are the most important competitive factors and trends in the telecommunications industry:

- *Network reliability, speed and coverage.* We consider networks that consistently provide high-quality, fast and reliable service to be a key differentiator in the market and driver of customer satisfaction. Lower prices, improved service quality and new service offerings, which in many cases include video content, have led to increased customer usage of connectivity services. We and other network-based providers must ensure that our networks can meet these increasing capacity usage requirements and offer highly reliable national coverage.
- *Pricing.* With respect to wireless services and equipment, pricing plays an important role in the wireless competitive landscape. As the demand for wireless services continues to grow, wireless service providers are offering a range of service plans at competitive prices. Many wireless service providers also bundle wireless service offerings with other products and offer promotional pricing and incentives, some of which may be targeted specifically to customers of Verizon. We and other wireless service providers, as well as equipment manufacturers, offer device payment options, which provide customers with the ability to pay for their device over a period of time, and some providers offer device leasing arrangements. In addition, aggressive device promotions have become more common in an effort to gain a greater share of subscribers interested in changing carriers. With respect to wireline services, pricing is used by competitors to capture market share from incumbents, and it is a significant factor as non-traditional modes of providing communication services emerge and new entrants compete for customers. For example, VoIP and portal-based voice and video calling is often free or nearly free to customers and is often supported by advertising revenues.
- *Customer service.* We believe that high-quality customer service is a key factor in retaining customers and attracting new customers, including those of other providers. Our customer service, retention and satisfaction programs are based on providing customers with convenient and easy-to-use products and services and focusing on their needs in order to promote long-term relationships and minimize churn. The Verizon Up program, for example, was launched to promote long-term relationships with our Consumer customers. The program offers a variety of rewards to customers in exchange for points in connection with their account-related transactions.

Customer service is highly valued by our Business customers. We provide Global Enterprise and Public Sector and Other customers with ready access to their system and performance information, and we conduct proactive testing of our networks to identify issues before they affect our customers. We service our Small and Medium Business customers through service representatives and online support, as well as through store-based representatives for small business customers. For Wholesale customers, we pursue service improvement through continued system automation initiatives.

- *Product differentiation.* Customer and revenue growth are increasingly dependent on the development of new and enhanced products and services, as the delivery of new and innovative products and services has been accelerating. Customers are shifting their focus from access to applications and are seeking ways to leverage their broadband, video and wireless connections. To compete effectively, providers need to continuously review, improve and refine their product portfolio and develop and rapidly deploy new products and services tailored to the needs of customers. We continue to pursue the development and rapid deployment of new and innovative products and services, both independently and in collaboration with application providers, content providers and device manufacturers. Features such as wireless and wireline inter-operability are becoming increasingly important, driven by both customer demand and technological advancement.

- **Sales and distribution.** A key to achieving sales success in the consumer and small and medium business sectors of the wireless industry is the reach and quality of sales channels and distribution points. We seek to optimally vary distribution channels among our company-operated stores selling wireless products and services, outside sales teams and telemarketing, web-based sales and fulfillment capabilities, our extensive indirect distribution network of retail outlets and our sale of wireless service to resellers, which resell wireless services to their end-users.

In addition to these competitive factors and trends, companies with a global presence are increasingly competing with us in our Business segment. A relatively small number of telecommunications and integrated service providers with global operations serve customers in the global enterprise market and, to a lesser extent, the global wholesale market. We compete with these providers for large contracts to provide integrated solutions to global enterprises. Many of these companies have strong market presence, brand recognition and existing customer relationships, all of which contribute to intensifying competition that may affect our future revenue growth.

In the Global Enterprise and Public Sector and Other markets, competition remains high, primarily as a result of increased industry focus on technology convergence. We compete in this area with system integrators, carriers, and hardware and software providers. In addition, some of the largest information technology services companies are making strategic acquisitions, divesting non-strategic assets and forging new alliances to improve their cost structure. Many new alliances and acquisitions have focused on emerging fields, such as cloud computing, software defined network, communication applications and other computing tasks via networks, rather than by the use of in-house machines.

In the Small and Medium Business market, customer purchasing behaviors and preferences continue to evolve. Solution speed and simplicity with user interfaces that have a consumer-like "look and feel" are becoming key differentiators for customers who are seeking full life-cycle offers that simplify the process of starting, running and growing their businesses. Several major cable operators also offer bundles with wireless services through strategic relationships.

Our Wholesale business competes with traditional carriers for long-haul, voice and IP services. In addition, mobile video and data needs are driving a greater need for wireless backhaul. Network providers, cable companies and niche players are competitors for this business opportunity.

Verizon Media

Our media business, Verizon Media, includes diverse media and technology brands that serve both consumers and businesses. Verizon Media provides consumers with owned and operated and third-party search properties as well as mail, news, finance, sports and entertainment offerings, and provides other businesses and partners access to consumers through digital advertising, content delivery and video streaming platforms. In 2019, Verizon Media's revenues were \$7.5 billion.

Verizon Media Products and Solutions

Ad Platform

Our Verizon Media Ad Platform provides advertisers and publishers with a simplified suite of intelligent advertising solutions across desktop, mobile and television devices. Verizon Media's business is comprised primarily of search advertising, display advertising, Ecommerce and subscriptions.

- **Search advertising.** Our search properties serve as a guide for users to discover information on the Internet. Verizon Media serves click-based search advertisements generated by proprietary algorithmic technology, as well as advertisements from partners. Verizon Media provides the underlying search products that facilitate user searches within Verizon Media and third-party partner properties.
- **Display advertising.** Display advertising is made up of both graphical and performance-based advertising and takes the form of impression-based contracts, time-based contracts and performance-based contracts. Verizon Media display ads leverage proprietary data signals to identify and engage users on Verizon Media properties and across the web. Through Verizon Media Ad Platform, we provide customers the ability to buy advertising inventory, measure campaigns across screens and advertising formats using self-serve technology or our managed services. We also provide publishers with the ability to monetize their ad inventory.
- **Ecommerce.** Our Ecommerce offering includes different types of business models, including facilitating transactions between businesses and consumers, enabling businesses that facilitate transactions for other businesses, and facilitating transactions between consumers.
- **Subscription memberships.** Our paid subscription offerings include premium content and services across our mail, news, finance, sports and entertainment properties, privacy and security solutions and computer protection.

Verizon Media Platform

As the digital platform reshapes the delivery of media and entertainment content, there is an increasing need for stable, high-quality video delivery platforms. Our Media Platform offers a scalable platform for delivering content, including live broadcasts, video on demand, games, software and websites to our customers on their devices at any time. This platform is targeted at media and entertainment companies and other businesses that deliver their digital products and services through the Internet.

Global Network and Technology

Our global network architecture is used by both Consumer and Business. Our network technology platforms include both wireless and wireline technologies.

Network Evolution

We are evolving the architecture of our networks to a next-generation multi-use platform, providing improved efficiency and virtualization, increased automation and opportunities for edge computing services that will support both our fiber-based and radio access network technologies. We call this the Intelligent Edge Network. We expect that this new architecture will simplify operations by eliminating legacy network elements, improve our fourth-generation (4G) Long-Term Evolution (LTE) wireless coverage, speed the deployment of 5G wireless technology and create new opportunities in the business market.

5G Deployment

Over the past several years, we have been leading the development of 5G wireless technology industry standards and the ecosystems for fixed and mobile 5G wireless services. We believe 5G technology will be able to provide users with eight capabilities, or currencies. The eight currencies are peak data rates, mobile data volumes, mobility, number of connected devices, energy efficiency of connected devices, service deployment, reduced latency and improved reliability. We expect that 5G technology will provide higher throughput and lower latency than the current 4G LTE technology and enable our networks to handle more traffic as the number of Internet-connected devices grows. During 2018, we commercially launched 5G Home on proprietary standards in four U.S. markets and on global standards in a fifth U.S. market in 2019. We also launched our 5G Ultra Wideband Network in 31 U.S. markets in 2019, as well as several 5G-compatible smartphones.

4G LTE

Our primary wireless network technology platform is 4G LTE, which provides higher data throughput performance for data services at a lower cost compared to that offered by 3G technology. As of December 31, 2019, our 4G LTE network is available in over 700 markets covering approximately 327 million people, including those in areas served by our LTE in Rural America partners. Under this program, we have collaborated with wireless carriers in rural areas to build and operate a 4G LTE network using each carrier's network assets and our core 4G LTE equipment and 700 Megahertz (MHz) C Block and Advanced Wireless Services (AWS) spectrum.

Wireless Network Reliability and Build-Out

We consider the reliability, coverage and speed of our wireless network as key factors for our continued success. We believe that steady and consistent network and platform investments provide the foundation for innovative products and services. As we design and deploy our network, we focus on the number of successful data sessions the network enables, delivering on our advertised throughput speeds, and the number of calls that are connected on the first attempt and completed without being dropped. We utilize three strategies to maintain the quality of our network: increasing the density of our network elements, deploying new technologies as they are developed and putting additional wireless spectrum into service. We choose among these strategies based on the circumstances present at different times in each of our service areas.

We have been densifying our network by utilizing small cell technology, in-building solutions and distributed antenna systems. Network densification enables us to add capacity to address increasing mobile video consumption and the growing demand for IoT products and services on our 4G LTE and 5G networks. We are also utilizing existing network capabilities to handle increased traffic without interrupting the quality of the customer experience. We continue to deploy advanced technologies to increase both network capacity and data rates.

In order to build and upgrade our existing 4G LTE network and deploy our 5G network, we must complete a variety of steps, which can include securing rights to a large number of sites as well as obtaining zoning and other governmental approvals and fiber facilities, for our macro and small cells, in-building systems and antennas and related radio equipment that comprise distributed antenna systems. We have relationships with a wide variety of vendors that supply various products and services that support our wireless network operations. We utilize tower site management firms as lessors or managers of a portion of our existing leased and owned tower sites.

Our networks include various elements of redundancy designed to enhance the reliability of the services provided to our customers. To mitigate the impact of power disruptions on our operations, we have battery backup at every switch and every macro cell. We also utilize backup generators at a majority of our macro cells and at every switch location. In addition, we have a fleet of portable backup generators that can be deployed, if needed. We further enhance reliability by using a fully redundant Multiprotocol Label Switching backbone network in critical locations.

In addition to our own network coverage, we have roaming agreements with a number of wireless service providers to enable our customers to receive wireless service in nearly all other areas in the U.S. where wireless service is available. We also offer a variety of international wireless voice and data services to our customers through roaming arrangements with wireless service providers outside the U.S.

Fios

Residential broadband service has seen significant growth in bandwidth demand over the past several years, and we believe that demand will continue to grow. We expect the continued emergence of new video services, new data applications and the proliferation of IP devices in the home will continue to drive new network requirements for increased data speeds and throughput. We believe that the Passive Optical Network (PON) technology underpinning Fios positions us well to meet these demands in a cost-effective and efficient manner.

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While deployed initially as a consumer broadband network, our PON infrastructure is also experiencing more widespread application in the Business segment, especially as businesses increasingly migrate to Ethernet-based access services.

Global IP

Verizon owns and operates one of the largest global fiber-optic networks in the world, providing connectivity to Business customers in more than 150 countries. Our global IP network includes long-haul, metro and submarine assets that span over 1 million route miles and enable and support international operations.

Global business is rapidly evolving to an "everything-as-a-service" model in which Business customers seek cloud-based, converged enterprise solutions delivered securely via managed and professional services. We are continuing to deploy packet optical transport technology in order to create a global network platform to meet this demand.

Spectrum

The spectrum licenses we hold can be used for mobile wireless voice, video and data communications services. We are licensed by the Federal Communications Commission (FCC) to provide these wireless services on portions of the 800 MHz band, also known as cellular spectrum, the 1800-1900 MHz band, also known as Personal Communication Services (PCS) spectrum, portions of the 700 MHz upper C band and AWS 1 and 3 spectrum in the 1700 and 2100 MHz bands, in areas that, collectively, cover nearly all of the population of the U.S. This spectrum is collectively called low and mid-band spectrum. We are using our low and mid-band spectrum to provide both 3G and 4G LTE wireless services. However, we are increasingly reallocating spectrum previously used for 3G service to provide 4G LTE service. We are also repurposing low and mid-band spectrum to complement our spectrum licenses in the 28 and 39 Gigahertz (GHz) band, collectively called millimeter wave spectrum.

Millimeter wave spectrum is being used for our 5G technology deployment. We anticipate that we will need additional spectrum to meet future demand. This increasing demand is driven by growth in customer connections and the increased usage of wireless broadband services that use more bandwidth and require faster rates of speed, as well as the wider deployment of 5G mobile and fixed services. We can meet our future 4G and 5G spectrum needs by acquiring licenses or leasing spectrum from other licensees, or by acquiring new spectrum licenses from the FCC, if and when future FCC spectrum auctions occur.

From time to time we have exchanged spectrum licenses with other wireless service providers through secondary market swap transactions. We expect to continue to pursue similar opportunities to trade spectrum licenses in order to meet capacity and expansion needs in the future. In certain cases, we have entered into intra-market spectrum swaps designed to increase the amount of contiguous spectrum within frequency bands in a specific market. Contiguous spectrum improves network performance and efficiency. These swaps, as well as any spectrum purchases, require us to obtain governmental approvals.

Information regarding spectrum license transactions is included in the 2019 Verizon Annual Report to Shareholders in Note 3 to the consolidated financial statements of Verizon Communications Inc. and Subsidiaries, which is incorporated by reference into this report.

Strategic Transactions

During March 2015, we completed a transaction with American Tower Corporation (American Tower) pursuant to which American Tower acquired the exclusive rights to lease and operate approximately 11,300 of our wireless towers and corresponding ground leases for an upfront payment of \$5.0 billion. We have subleased capacity on the towers from American Tower for a minimum of 10 years at current market rates, with options to renew. Under the terms of the lease agreements, American Tower has exclusive rights to lease and operate towers over an average term of approximately 28 years. As the leases expire, American Tower has fixed-price purchase options to acquire these towers based on their anticipated fair market values at the end of the lease terms. As part of this transaction, we also sold 162 towers for \$71 million.

In June 2015, we completed our acquisition of AOL Inc. (AOL), a leader in digital content and advertising. The aggregate cash consideration paid by Verizon at the closing was approximately \$3.8 billion.

In April 2016, we completed the sale (Access Line Sale) of our local exchange business and related landline activities in California, Florida and Texas, including Fios Internet and video customers, switched and special access lines and high-speed Internet service and long distance voice accounts in these three states to Frontier Communications Corporation (Frontier) for approximately \$10.5 billion (approximately \$7.3 billion net of income taxes), subject to certain adjustments and including the assumption of \$612 million of indebtedness from Verizon by Frontier. The transaction included the acquisition by Frontier of the equity interests of Verizon's incumbent local exchange carriers (ILECs) in California, Florida and Texas.

The transaction resulted in Frontier acquiring approximately 3.3 million voice connections, 1.6 million Fios Internet subscribers, 1.2 million Fios video subscribers and the related ILEC businesses from Verizon. Approximately 9,300 Verizon employees who served customers in California, Florida and Texas continued employment with Frontier.

In July 2016, we acquired Telogis, Inc., a global, cloud-based mobile enterprise management software business, for \$877 million of cash consideration.

In November 2016, we completed the acquisition of Fleetmatics Group PLC, a global provider of fleet and mobile workforce management solutions, for \$60.00 per ordinary share in cash. The aggregate merger consideration was approximately \$2.5 billion, including cash acquired of \$112 million.

In December 2016, we entered into a definitive agreement, which was subsequently amended in March 2017, with Equinix, Inc. (Equinix) pursuant to which we agreed to sell 23 customer-facing data center sites in the U.S. and Latin America for approximately \$3.6 billion, subject to certain adjustments (Data Center Sale). The transaction closed in May 2017.

In February 2016, we entered into a purchase agreement to acquire XO Holdings' wireline business (XO), which owned and operated one of the largest fiber-based IP and Ethernet networks in the U.S. Concurrently, we entered into a separate agreement to utilize certain wireless spectrum from a wholly-owned subsidiary of XO Holdings, NextLink, that held XO's millimeter-wave wireless spectrum. The agreement included an option, subject to certain conditions, to acquire NextLink. In February 2017, we completed our acquisition of XO for total cash consideration of approximately \$1.5 billion, of which \$100 million was paid in 2015.

In April 2017, we exercised our option to buy NextLink for approximately \$493 million, subject to certain adjustments, of which \$320 million was prepaid in the first quarter of 2017. The transaction closed in January 2018. The acquisition of NextLink was accounted for as an asset acquisition, as substantially all of the value related to the acquired spectrum. Upon closing, we recorded approximately \$657 million of wireless licenses, \$110 million of a deferred tax liability and \$58 million of other liabilities.

In June 2017, we completed our acquisition of the operating business of Yahoo! Inc. (Yahoo), a leader in search, communications, digital content and advertising. Pursuant to the Purchase Agreement, upon the terms and subject to the conditions thereof, we agreed to acquire the stock of one or more subsidiaries of Yahoo holding all of Yahoo's operating business for approximately \$4.83 billion in cash, subject to certain adjustments. In February 2017, Verizon and Yahoo entered into an amendment to the Purchase Agreement, pursuant to which the Transaction purchase price was reduced by \$350 million to approximately \$4.48 billion in cash, subject to certain adjustments.

In August 2017, we entered into a definitive agreement to purchase certain fiber-optic network assets in the Chicago market from WideOpenWest, Inc. (WOW!), a leading provider of communications services. The transaction closed in December 2017. In addition, the parties entered into a separate agreement pursuant to which WOW! was to complete the build-out of the network assets in 2019. This build-out was completed in 2019. The total cash consideration for the transactions was approximately \$275 million, of which \$226 million was paid in December 2017. During 2019 and 2018, the remaining cash consideration was paid.

In 2017, we entered into a transaction to acquire Straight Path Communications Inc., which held certain millimeter-wave spectrum licenses. The transaction closed in February 2018 for total consideration reflecting an enterprise value of approximately \$3.1 billion. We are using the spectrum acquired for our 5G technology deployment.

Additional information regarding certain of these strategic transactions is included in the 2019 Verizon Annual Report to Shareholders in Note 3 to the consolidated financial statements of Verizon Communications Inc. and Subsidiaries, which is incorporated by reference into this report.

Patents, Trademarks and Licenses

We own or have licenses to various patents, copyrights, trademarks, domain names and other intellectual property rights necessary to conduct our business. We actively pursue the filing and registration of patents, copyrights, domain names, trademarks and service marks to protect our intellectual property rights within the United States and abroad. We also actively grant licenses, in exchange for appropriate fees or other consideration and subject to appropriate safeguards and restrictions, to other companies that enable them to utilize certain of our intellectual property rights and proprietary technology as part of their products and services. Such licenses enable the licensees to take advantage of the results of Verizon's research and development efforts. While these licenses result in valuable consideration for Verizon, we do not believe that the loss of such consideration, or the expiration of any of our intellectual property rights, would have a material effect on our results of operations.

We periodically receive offers from third parties to purchase or obtain licenses for patents and other intellectual property rights in exchange for royalties or other payments. We also periodically receive notices alleging that our products or services infringe on third-party patents or other intellectual property rights. These claims, whether against us directly or against third-party suppliers of products or services that we sell to our customers, if successful, could require us to pay damages or royalties, or cease offering the relevant products or services.

Acquisitions and Divestitures

Information about our acquisitions and divestitures is included in the 2019 Verizon Annual Report to Shareholders under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations - Acquisitions and Divestitures" and in Note 3 to the consolidated financial statements of Verizon Communications Inc. and subsidiaries, which is incorporated by reference into this report.

Regulatory and Competitive Trends

Regulatory and Competitive Landscape

Verizon operates in a regulated and highly competitive market. Current and potential competitors include other voice and data service providers, such as other wireless companies, traditional telephone companies, cable companies, Internet service providers, software and application providers and other non-traditional competitors. Many of these companies have strong market presence, brand recognition and existing customer relationships, all of which contribute to a highly competitive market that may affect our future revenue growth. Some of our competitors also are subject to fewer regulatory constraints than Verizon. For many services offered by Verizon, the FCC is our primary regulator. The FCC has jurisdiction over interstate telecommunications services and other matters under the Communications Act of 1934, as amended (Communications Act or Act). Other Verizon services are subject to state and local regulation.

Federal, State and Local Regulation

Wireless Services

The FCC regulates several aspects of our wireless operations. Generally, the FCC has jurisdiction over the construction, operation, acquisition and transfer of wireless communications systems. All wireless services require use of radio frequency spectrum, the assignment and distribution of which is subject to FCC oversight. Verizon anticipates that it will need additional spectrum to meet future demand. We can meet our needs for licensed spectrum by purchasing licenses or leasing spectrum from others, or by participating in a competitive bidding process to acquire new spectrum from the FCC. Those processes are subject to certain reviews, approvals and potential conditions.

Today, Verizon holds FCC spectrum licenses that allow it to provide a wide range of mobile and fixed communications services, including both voice and data services. FCC spectrum licenses typically have a term of 10 years, at which time they are subject to renewal. While the FCC has routinely renewed all of Verizon's wireless licenses, challenges could be raised in the future. If a wireless license was revoked or not renewed, Verizon would not be permitted to provide services on the spectrum covered by that license. Some of our licenses require us to comply with so-called "open access" FCC regulations, which generally require licensees of particular spectrum to allow customers to use devices and applications of their choice, subject to certain technical limitations. The FCC has also imposed certain specific mandates on wireless carriers, including construction and geographic coverage requirements, technical operating standards, provision of enhanced 911 services, roaming obligations and requirements for wireless tower and antenna facilities.

The Act generally preempts regulation by state and local governments of the entry of, or the rates charged by, wireless carriers. The Act does not prohibit states from regulating the other "terms and conditions" of wireless service. For example, some states attempt to regulate wireless customer billing matters and impose reporting requirements. Several states also have laws or regulations that address safety issues (e.g., use of wireless handsets while driving) and taxation matters. In addition, wireless tower and antenna facilities are often subject to state and local zoning and land use regulation, and securing approvals for new or modified facilities is often a lengthy and expensive process.

Broadband

Verizon offers many different broadband services. Traditionally, the FCC recognized broadband Internet access services as "information services" subject to a "light touch" regulatory approach rather than to the traditional, utilities-style regulations. In 2015, the FCC declared that broadband Internet access services are "telecommunications services" subject to common carriage regulation under Title II of the Communications Act. In December 2017, the FCC adopted an order reversing the 2015 Title II Order to return to "light touch" regulation of broadband Internet access services. The "light touch" portions of this order have been upheld by the U.S. Court of Appeals for the D.C. Circuit but further appeals are likely. The part of the FCC order automatically preempting state action on the subject was vacated, and a number of states are likely to join those that have taken steps to regulate broadband. Regardless of regulation, Verizon remains committed to the open Internet, which provides consumers with competitive choices and unblocked access to lawful websites and content, and our commitment to our customers can be found on our website at <http://responsibility.verizon.com/broadband-commitment>.

Wireline Voice

Verizon offers many different wireline voice services, including traditional telephone service and other services that rely on technologies such as VoIP. For regulatory purposes, legacy telephone services are generally considered to be "common carrier" services. Common carrier services are subject to heightened regulatory oversight with respect to rates, terms and conditions and other aspects of the services. The FCC has not decided the regulatory classification of VoIP but has said VoIP service providers must comply with certain rules, such as 911 capabilities and law enforcement assistance requirements.

State public utility commissions regulate Verizon's telephone operations with respect to certain telecommunications intrastate matters. Verizon operates as an "incumbent local exchange carrier" in nine states and the District of Columbia. These incumbent operations are subject to various levels of pricing flexibility and other state oversight and requirements. Verizon also has other wireline operations that are more lightly regulated.

Video

Verizon offers a multichannel video service that is regulated like traditional cable service. The FCC has a body of rules that apply to cable operators, and these rules also generally apply to Verizon. In areas where Verizon offers its facilities-based multichannel video services, Verizon has been required to obtain a cable franchise from local government entities, or in some cases a state-wide franchise, and comply with certain one-time and ongoing obligations as a result.

Privacy and Data Security

We are subject to federal, state and international laws and regulations relating to privacy and data security that impact all parts of our business, including wireline, wireless, broadband and the development and roll out of new products, such as those in the media and IoT space. At the federal level, our voice business is subject to the FCC's privacy requirements. Oversight of broadband Internet access privacy and data security is governed by the Federal Trade Commission (FTC). Generally, attention to privacy and data security requirements is increasing at both the state and federal level, and several privacy-related bills have been introduced or are under considerations at each level. Europe's General Data Protection Regulation, which went into effect in May 2018, includes significant penalties for non-compliance. In addition, a new privacy law took effect in California at the beginning of 2020, an additional privacy law is scheduled to take effect in Maine in 2020, and other states are considering additional regulations. These regulations could have a significant impact on our businesses.

Public Safety and Cybersecurity

The FCC plays a role in addressing public safety concerns by regulating emergency communications services and mandating widespread availability of both media (broadcast/cable) and wireless emergency alerting services. In response to cyber attacks that have occurred or could occur in the future, however, the FCC or other regulators may attempt to increase regulation of the cybersecurity practices of providers. The FCC is also addressing the use by American companies of equipment produced by companies imposing potential national security risks, but Verizon does not use such equipment in its network. In addition, due to recent natural disasters, federal and state agencies may attempt to impose regulations to ensure continuity of service during disasters.

Intercarrier Compensation and Network Access

The FCC regulates some of the rates that carriers pay each other for the exchange of voice traffic (particularly traditional wireline traffic) over different networks and other aspects of interconnection for some voice services. The FCC also regulates some of the rates and terms and conditions for certain wireline "business data services" and other services and network facilities. Verizon is both a seller and a buyer of these services, and both makes and receives interconnection payments. The FCC has focused in recent years on whether changes in the rates, terms and conditions for both the exchange of traffic and for business data services may be appropriate.

Information About Our Executive Officers

See Part III, Item 10. "Directors, Executive Officers and Corporate Governance" of this Annual Report on Form 10-K for information about our executive officers.

Employees

As of December 31, 2019, Verizon and its subsidiaries had approximately 135,000 employees. Labor unions represent approximately 23% of our employees.

Information on Our Internet Website

We make available, free of charge on our website, our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments to those reports at <http://www.verizon.com/about/investors> as soon as reasonably practicable after such reports are electronically filed with the Securities and Exchange Commission (SEC). These reports and other information are also available on the SEC's website at www.sec.gov. We periodically provide other information for investors on this website, as well, including news and announcements regarding our financial performance, information on corporate governance and details related to our annual meeting of shareholders. We encourage investors, the media, our customers, business partners and other stakeholders to review the information we post on this channel. Website references in this report are provided as a convenience and do not constitute, and should not be viewed as, incorporation by reference of the information contained on, or available through, the websites. Therefore, such information should not be considered part of this report.

Cautionary Statement Concerning Forward-Looking Statements

In this report we have made forward-looking statements. These statements are based on our estimates and assumptions and are subject to risks and uncertainties. Forward-looking statements include the information concerning our possible or assumed future results of operations. Forward-looking statements also include those preceded or followed by the words "anticipates," "believes," "estimates," "expects," "hopes" or similar expressions. For those statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. We undertake no obligation to revise or publicly release the results of any revision to these forward-looking statements, except as required by law. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

The following important factors, along with those discussed elsewhere in this report and in other filings with the SEC, could affect future results and could cause those results to differ materially from those expressed in the forward-looking statements:

- cyber attacks impacting our networks or systems and any resulting financial or reputational impact;
- natural disasters, terrorist attacks or acts of war or significant litigation and any resulting financial or reputational impact;
- disruption of our key suppliers' or vendors' provisioning of products or services;
- material adverse changes in labor matters and any resulting financial or operational impact;

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- the effects of competition in the markets in which we operate;
- failure to take advantage of developments in technology and address changes in consumer demand;
- performance issues or delays in the deployment of our 5G network resulting in significant costs or a reduction in the anticipated benefits of the enhancement to our networks;
- the inability to implement our business strategy;
- adverse conditions in the U.S. and international economies;
- changes in the regulatory environment in which we operate, including any increase in restrictions on our ability to operate our networks;
- our high level of indebtedness;
- an adverse change in the ratings afforded our debt securities by nationally accredited ratings organizations or adverse conditions in the credit markets affecting the cost, including interest rates, and/or availability of further financing;
- significant increases in benefit plan costs or lower investment returns on plan assets;
- changes in tax laws or treaties, or in their interpretation; and
- changes in accounting assumptions that regulatory agencies, including the SEC, may require or that result from changes in the accounting rules or their application, which could result in an impact on earnings.

Item 1A. Risk Factors

The following discussion of "Risk Factors" identifies the most significant factors that may adversely affect our business, operations, financial condition or future performance. This information should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Result of Operations" and the consolidated financial statements and related notes. The following discussion of risks is not all-inclusive but is designed to highlight what we believe are important factors to consider when evaluating our business and expectations. These factors could cause our future results to differ materially from our historical results and from expectations reflected in forward-looking statements.

Operational Risks

Cyber attacks impacting our networks or systems could have an adverse effect on our business.

Cyber attacks, including through the use of malware, computer viruses, dedicated denial of services attacks, credential harvesting, social engineering and other means for obtaining unauthorized access to or disrupting the operation of our networks and systems and those of our suppliers, vendors and other service providers, could have an adverse effect on our business. Cyber attacks may cause equipment failures, loss of information, including sensitive personal information of customers or employees or valuable technical and marketing information, as well as disruptions to our or our customers' operations. Cyber attacks against companies, including Verizon, have increased in frequency, scope and potential harm in recent years. They may occur alone or in conjunction with physical attacks, especially where disruption of service is an objective of the attacker. The development and maintenance of systems to prevent such attacks is costly and requires ongoing monitoring and updating to address their increasing prevalence and sophistication. While, to date, we have not been subject to cyber attacks that, individually or in the aggregate, have been material to Verizon's operations or financial condition, the preventive actions we take to reduce the risks associated with cyber attacks, including protection of our systems and networks, may be insufficient to repel or mitigate the effects of a major cyber attack in the future.

The inability to operate or use our networks and systems or those of our suppliers, vendors and other service providers as a result of cyber attacks, even for a limited period of time, may result in significant expenses to Verizon and/or a loss of market share to other communications providers. The costs associated with a major cyber attack on Verizon could include expensive incentives offered to existing customers and business partners to retain their business, increased expenditures on cybersecurity measures and the use of alternate resources, lost revenues from business interruption and litigation. Further, certain of Verizon's businesses, such as those offering security solutions and infrastructure and cloud services to business customers, could be negatively affected if our ability to protect our own networks and systems is called into question as a result of a cyber attack. Our presence in the IoT industry, which includes offerings of telematics products and services, could also increase our exposure to potential costs and expenses and reputational harm in the event of cyber attacks impacting these products or services. In addition, a compromise of security or a theft or other compromise of valuable information, such as financial data and sensitive or private personal information, could result in lawsuits and government claims, investigations or proceedings. Any of these occurrences could damage our reputation, adversely impact customer and investor confidence and result in a material adverse effect on Verizon's results of operation or financial condition.

Natural disasters, terrorist acts or acts of war could cause damage to our infrastructure and result in significant disruptions to our operations.

Our business operations are subject to interruption by power outages, terrorist attacks, other hostile acts and natural disasters, including an increasing prevalence of wildfires and intensified storm activities. Such events could cause significant damage to our infrastructure upon which our business operations rely, resulting in degradation or disruption of service to our customers, as well as significant recovery time and expenditures to resume operations. Our system redundancy may be ineffective or inadequate to sustain our operations through all such events. We are implementing, and will continue to implement, measures to protect our infrastructure and operations from the impacts of these events in the future, but these measures and our overall disaster recovery planning may not be sufficient for all eventualities. These events could also damage the infrastructure of the suppliers that provide us with the equipment and services that we need to operate our business and provide products to our customers. These occurrences could result in lost revenues from business interruption, damage to our reputation and reduced profits.

We depend on key suppliers and vendors to provide equipment that we need to operate our business.

We depend on various key suppliers and vendors to provide us, directly or through other suppliers, with equipment and services, such as fiber, switch and network equipment, smartphones and other wireless devices that we need in order to operate our business and provide products to our customers. For example, our smartphone and other device suppliers often rely on one vendor for the manufacture and supply of critical components, such as chipsets, used in their devices, and there are a limited number of companies capable of supplying the network infrastructure equipment on which we depend. These suppliers or vendors could fail to provide equipment or service on a timely basis, or fail to meet our performance expectations, for a number of reasons, including, for example, disruption to the global supply chain as a result of the coronavirus. If such failures occur, we may be unable to provide products and services as and when requested by our customers, or we may be unable to continue to maintain or upgrade our networks. Because of the cost and time lag that can be associated with transitioning from one supplier to another, our business could be substantially disrupted if we were required to, or chose to, replace the products or services of one or more major suppliers with products or services from another source, especially if the replacement became necessary on short notice. Any such disruption could increase our costs, decrease our operating efficiencies and have a material adverse effect on our business, results of operations and financial condition.

The suppliers and vendors on which we rely may also be subject to litigation with respect to technology on which we depend, including litigation involving claims of patent infringement. Such claims are frequently made in the communications industry. We are unable to predict whether our

business will be affected by any such litigation. We expect our dependence on key suppliers to continue as we develop and introduce more advanced generations of technology.

A significant portion of our workforce is represented by labor unions, and we could incur additional costs or experience work stoppages as a result of the renegotiation of our labor contracts.

As of December 31, 2019, approximately 23% of our workforce was represented by labor unions. While we have labor contracts in place with these unions, with subsequent negotiations we could incur additional costs and/or experience work stoppages, which could adversely affect our business operations. In addition, while a small percentage of the workforce of our wireless and other businesses outside of wireline is represented by unions, we cannot predict what level of success unions may have in further organizing this workforce or the potentially negative impact it would have on our operations.

Economic and Strategic Risks

We face significant competition that may reduce our profits.

We face significant competition in our industries. The rapid development of new technologies, services and products have eliminated many of the traditional distinctions among wireless, cable, Internet and local and long distance communication services and brought new competitors to our markets, including other telephone companies, cable companies, wireless service providers, satellite providers and application and device providers. While these changes have enabled us to offer new types of products and services, they have also allowed other providers to broaden the scope of their own competitive offerings. If we are unable to compete effectively, we could experience lower than expected revenues and earnings. A projected sustained decline in any of our reporting units' revenues and earnings could have a significant impact on its fair value and has caused us in the past, and may cause us in the future, to record goodwill impairment charges. The amount of any impairment charge could be significant and could have a material adverse impact on our results of operations for the period in which the charge is taken. In addition, wireless service providers are significantly altering the financial relationships with their customers through commercial offers that vary service and device pricing, promotions, incentives and levels of service provided – in some cases specifically targeting our customers. Our ability to compete effectively will depend on, among other things, our network quality, capacity and coverage, the pricing of our products and services, the quality of our customer service, our development of new and enhanced products and services, the reach and quality of our sales and distribution channels and our capital resources. It will also depend on how successfully we anticipate and respond to various factors affecting our industries, including new technologies and business models, changes in consumer preferences and demand for existing services, demographic trends and economic conditions. If we are not able to respond successfully to these competitive challenges, we could experience reduced profits.

If we are not able to take advantage of developments in technology and address changing consumer demand on a timely basis, we may experience a decline in the demand for our services, be unable to implement our business strategy and experience reduced profits.

Our industries are rapidly changing as new technologies are developed that offer consumers an array of choices for their communications needs and allow new entrants into the markets we serve. In order to grow and remain competitive, we will need to adapt to future changes in technology, enhance our existing offerings and introduce new offerings to address our customers' changing demands. If we are unable to meet future challenges from competing technologies on a timely basis or at an acceptable cost, we could lose customers to our competitors. We may not be able to accurately predict technological trends or the success of new services in the market.

The deployment of our 5G network is subject to a variety of risks, including those related to equipment availability, unexpected costs, and regulatory permitting requirements that could cause deployment delays or network performance issues. These issues could result in significant costs or reduce the anticipated benefits of the enhancements to our networks. If our services fail to gain acceptance in the marketplace, or if costs associated with the implementation and introduction of these services materially increase, our ability to retain and attract customers could be adversely affected.

In addition to introducing new offerings and technologies, such as 5G technology, we must phase out outdated and unprofitable technologies and services. If we are unable to do so on a cost-effective basis, we could experience reduced profits. In addition, there could be legal or regulatory restraints on our ability to phase out current services.

Adverse conditions in the U.S. and international economies could impact our results of operations.

Unfavorable economic conditions, such as a recession or economic slowdown in the U.S. or elsewhere, could negatively affect the affordability of and demand for some of our products and services. In difficult economic conditions, consumers may seek to reduce discretionary spending by forgoing purchases of our products, electing to use fewer higher margin services, dropping down in price plans or obtaining lower-cost products and services offered by other companies. Similarly, under these conditions, the business customers that we serve may delay purchasing decisions, delay full implementation of service offerings or reduce their use of services. In addition, adverse economic conditions may lead to an increased number of our consumer and business customers that are unable to pay for services. If these events were to occur, it could have a material adverse effect on our results of operations.

Regulatory and Legal Risks

Changes in the regulatory framework under which we operate could adversely affect our business prospects or results of operations.

Our domestic operations are subject to regulation by the FCC and other federal, state and local agencies, and our international operations are regulated by various foreign governments and international bodies. These regulatory regimes frequently restrict or impose conditions on our ability to operate in designated areas and provide specified products or services. We are frequently required to maintain licenses for our operations and conduct our operations in accordance with prescribed standards. We are often involved in regulatory and other governmental proceedings or inquiries related to the application of these requirements. It is impossible to predict with any certainty the outcome of pending federal and state regulatory proceedings relating to our operations, or the reviews by federal or state courts of regulatory rulings. Without relief, existing laws and regulations may inhibit our ability to expand our business and introduce new products and services. Similarly, we cannot guarantee that we will be successful in obtaining the licenses needed to carry out our business plan or in maintaining our existing licenses. For example, the FCC grants wireless licenses for terms generally lasting 10 years, subject to renewal. The loss of, or a material limitation on, certain of our licenses could have a material adverse effect on our business, results of operations and financial condition.

New laws or regulations or changes to the existing regulatory framework at the federal, state and local, or international level, such as those described below, or new laws or regulations enacted to address the potential impacts of climate change, could restrict the ways in which we manage our wireline and wireless networks and operate our Media business, impose additional costs, impair revenue opportunities and potentially impede our ability to provide services in a manner that would be attractive to us and our customers.

- *Privacy and data protection* - we are subject to federal, state and international laws related to privacy and data protection. Europe's General Data Protection Regulation, which went into effect in May 2018, includes significant penalties for non-compliance. In addition, a new privacy law took effect in California at the beginning of 2020, an additional privacy law is scheduled to take effect in Maine in 2020, and other states are considering additional regulations. These regulations could have a significant impact on our businesses.
- *Regulation of broadband Internet access services* - In its 2015 Title II Order, the FCC nullified its longstanding "light touch" approach to regulating broadband Internet access services and "reclassified" these services as telecommunications services subject to utilities-style common carriage regulation. The FCC repealed the 2015 Title II Order in December 2017, and returned to its traditional light-touch approach for these services. The 2017 order has been affirmed in part by the D.C. Circuit, but further appeals and challenges are possible; the outcome and timing of these or any other challenge remains uncertain. Several states have also adopted or are considering adopting laws or executive orders that would impose net neutrality and other requirements on some of our services (in some cases different from the FCC's 2015 rules). The enforceability and effect of these state rules is uncertain.
- *"Open Access"* - we hold certain wireless licenses that require us to comply with so-called "open access" FCC regulations, which generally require licensees of particular spectrum to allow customers to use devices and applications of their choice. Moreover, certain services could be subject to conflicting regulation by the FCC and/or various state and local authorities, which could significantly increase the cost of implementing and introducing new services.

The further regulation of broadband, wireless and our other activities and any related court decisions could restrict our ability to compete in the marketplace and limit the return we can expect to achieve on past and future investments in our networks.

We are subject to a significant amount of litigation, which could require us to pay significant damages or settlements.

We are subject to a substantial amount of litigation, including, from time to time, shareholder derivative suits, patent infringement lawsuits, antitrust class actions, wage and hour class actions, personal injury claims, property claims, and lawsuits relating to our advertising, sales, billing and collection practices. In addition, our wireless business also faces personal injury and wrongful death lawsuits relating to alleged health effects of wireless phones or radio frequency transmitters. We may incur significant expenses in defending these lawsuits. In addition, we may be required to pay significant awards or settlements.

Financial Risks

Verizon has significant debt, which could increase further if Verizon incurs additional debt in the future and does not retire existing debt.

As of December 31, 2019, Verizon had approximately \$99.1 billion of outstanding unsecured indebtedness, \$9.4 billion of unused borrowing capacity under its existing revolving credit facility and \$12.4 billion of outstanding secured indebtedness. Verizon's debt level and related debt service obligations could have negative consequences, including:

- requiring Verizon to dedicate significant cash flow from operations to the payment of principal, interest and other amounts payable on its debt, which would reduce the funds Verizon has available for other purposes, such as working capital, capital expenditures, dividend payments and acquisitions;
- making it more difficult or expensive for Verizon to obtain any necessary future financing for working capital, capital expenditures, debt service requirements, debt refinancing, acquisitions or other purposes;
- reducing Verizon's flexibility in planning for or reacting to changes in its industries and market conditions;
- making Verizon more vulnerable in the event of a downturn in its business; and

- exposing Verizon to increased interest rate risk to the extent that its debt obligations are at variable interest rates.

Adverse changes in the credit markets and other factors could increase our borrowing costs and the availability of financing.

We require a significant amount of capital to operate and grow our business. We fund our capital needs in part through borrowings in the public and private credit markets. Adverse changes in the credit markets, including increases in interest rates, could increase our cost of borrowing and/or make it more difficult for us to obtain financing for our operations or refinance existing indebtedness. In addition, our ability to obtain funding under asset-backed debt transactions is subject to our ability to continue to originate a sufficient amount of assets eligible to be securitized. Our borrowing costs also can be affected by short- and long-term debt ratings assigned by independent rating agencies, which are based, in significant part, on our performance as measured by customary credit metrics. A decrease in these ratings would likely increase our cost of borrowing and/or make it more difficult for us to obtain financing. A severe disruption in the global financial markets could impact some of the financial institutions with which we do business, and such instability could also affect our access to financing.

Increases in costs for pension benefits and active and retiree healthcare benefits may reduce our profitability and increase our funding commitments.

With approximately 135,000 employees and approximately 191,000 retirees as of December 31, 2019 eligible to participate in Verizon's benefit plans, the costs of pension benefits and active and retiree healthcare benefits have a significant impact on our profitability. Our costs of maintaining these plans, and the future funding requirements for these plans, are affected by several factors, including the legislative and regulatory uncertainty regarding the potential modification of the Patient Protection and Affordable Care Act, increases in healthcare costs, decreases in investment returns on funds held by our pension and other benefit plan trusts and changes in the discount rate and mortality assumptions used to calculate pension and other postretirement expenses. If we are unable to limit future increases in the costs of our benefit plans, those costs could reduce our profitability and increase our funding commitments.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

Our principal properties do not lend themselves to simple description by character and location. Our total gross investment in property, plant and equipment was approximately \$266 billion at December 31, 2019 and \$253 billion at December 31, 2018, including the effect of retirements, but before deducting accumulated depreciation. Our gross investment in property, plant and equipment consisted of the following:

At December 31,	2019	2018
Network equipment	77.3%	78.0%
Land, buildings and building equipment	12.0%	12.4%
Furniture and other	10.7%	9.6%
	100.0%	100.0%

Network equipment consists primarily of cable (aerial, buried, underground or undersea) and the related support structures of poles and conduit, wireless plant, switching equipment, network software, transmission equipment and related facilities. Land, buildings and building equipment consists of land and land improvements, central office buildings or any other buildings that house network equipment, and buildings that are used for administrative and other purposes. Substantially all the switching centers are located on land and in buildings we own due to their critical role in the networks and high set-up and relocation costs. We also maintain facilities throughout the U.S. comprised of administrative and sales offices, customer care centers, retail sales locations, garage work centers, switching centers, cell sites and data centers. Furniture and other consists of telephone equipment, furniture, data processing equipment, office equipment, motor vehicles, plant under construction and leasehold improvements.

Item 3. Legal Proceedings

In October 2013, the California Attorney General's Office notified certain Verizon companies of potential violations of California state hazardous waste statutes primarily arising from the disposal of electronic components, batteries and aerosol cans at certain California facilities. We are cooperating with this investigation and continue to review our operations relating to the management of hazardous waste. While penalties relating to the alleged violations could exceed \$100,000, we do not expect that any penalties ultimately incurred will be material.

Item 4. Mine Safety Disclosures

None.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

The principal market for trading in the common stock of Verizon is the New York Stock Exchange under the symbol "VZ". As of December 31, 2019, there were 605,414 shareholders of record.

Stock Repurchases

In February 2020, the Verizon Board of Directors authorized a share buyback program to repurchase up to 100 million shares of the Company's common stock. The program will terminate when the aggregate number of shares purchased reaches 100 million, or a new share repurchase plan superseding the current plan is authorized, whichever is sooner. Under the program, shares may be repurchased in privately negotiated transactions, on the open market, or otherwise, including through plans complying with Rule 10b5-1 under the Exchange Act. The timing and number of shares purchased under the program, if any, will depend on market conditions and the Company's capital allocation priorities.

During the years ended December 31, 2019 and 2018, Verizon did not repurchase any shares of Verizon's common stock under our previously authorized share buyback program. At December 31, 2019, the maximum number of shares that could be purchased by or on behalf of Verizon under our share buyback program was 100 million.

For other information required by this item, see the section entitled "Stock Performance Graph" in the 2019 Verizon Annual Report to Shareholders, which is incorporated herein by reference.

Item 6. Selected Financial Data

Information required by this item is included in the 2019 Verizon Annual Report to Shareholders under the heading "Selected Financial Data," which is incorporated herein by reference.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Information required by this item is included in the 2019 Verizon Annual Report to Shareholders under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations," which is incorporated herein by reference.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Information required by this item is included in the 2019 Verizon Annual Report to Shareholders under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations - Market Risk," which is incorporated herein by reference.

Item 8. Financial Statements and Supplementary Data

Information required by this item is included in the consolidated financial statements and related notes of Verizon Communications Inc. and Subsidiaries in the 2019 Verizon Annual Report to Shareholders, which is incorporated herein by reference.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Our Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of the registrant's disclosure controls and procedures (as defined in Rules 13a-15(c) and 15d-15(e) of the Securities Exchange Act of 1934), as of the end of the period covered by this Annual Report, that ensure that information relating to the registrant which is required to be disclosed in this report is recorded, processed, summarized and reported within required time periods using the criteria for effective internal control established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that the registrant's disclosure controls and procedures were effective as of December 31, 2019.

In the ordinary course of business, we routinely review our system of internal control over financial reporting and make changes to our systems and processes that are intended to ensure an effective internal control environment. There were no changes in the Company's internal control over financial reporting during the fourth quarter of 2019 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Management's report on internal control over financial reporting and the attestation report of Verizon's independent registered public accounting firm are included in the 2019 Verizon Annual Report to Shareholders and are incorporated herein by reference.

Item 9B. Other Information

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

Set forth below is information with respect to our executive officers.

Name	Age	Office	Held Since
Hans Vestberg	54	Chairman and Chief Executive Officer	2019
Ronan Dunne	56	Executive Vice President and Group CEO - Verizon Consumer	2019
Matthew D. Ellis	48	Executive Vice President and Chief Financial Officer	2016
Tami A. Erwin	55	Executive Vice President and Group CEO - Verizon Business	2019
K. Guru Gowrappan	39	Executive Vice President and Group CEO - Verizon Media	2019
Kyle Malady	52	Executive Vice President and Chief Technology Officer	2019
Christine Pambianchi	51	Executive Vice President and Chief Human Resources Officer	2019
Rima Qureshi	55	Executive Vice President and Chief Strategy Officer	2017
Craig L. Silliman	52	Executive Vice President and Chief Administrative, Legal and Public Policy Officer	2019
Anthony T. Skiadas	51	Senior Vice President and Controller	2013

Prior to serving as an executive officer, each of the above officers has held high-level managerial positions with the Company or one of its subsidiaries for at least five years, with the exception of Hans Vestberg, who has been with the Company since 2017, Ronan Dunne, who has been with the Company since 2016, K. Guru Gowrappan, who has been with the Company since 2018, Christine Pambianchi, who has been with the Company since 2019 and Rima Qureshi, who has been with the Company since 2017. Officers are not elected for a fixed term of office and may be removed from office at any time at the discretion of the Board of Directors.

Hans Vestberg is the Chairman and Chief Executive Officer of Verizon. Mr. Vestberg joined the Company in April 2017 as Executive Vice President and President - Global Networks and Technology. He began serving in his current role of Chief Executive Officer in August 2018 and was elected Chairman in March 2019. Prior to joining Verizon, Mr. Vestberg served for six years as President and Chief Executive Officer of Ericsson, a multinational networking and telecommunications equipment and services company headquartered in Sweden.

Ronan Dunne is the Executive Vice President and Group CEO - Verizon Consumer. Mr. Dunne joined the Company in September 2016 as Executive Vice President and President of Verizon Wireless. Prior to joining Verizon, Mr. Dunne served for eight years as Chief Executive Officer of Telefónica UK Limited (O2), the second largest wireless operator in the United Kingdom.

K. Guru Gowrappan is the Executive Vice President and Group CEO - Verizon Media. Mr. Gowrappan joined the Company in April 2018 as the President and Chief Operating Officer of Oath. He began serving in his current role in October 2018. Prior to joining Verizon, Mr. Gowrappan served as the Global Managing Director of Alibaba Inc. from 2015 to 2018 and as the Chief Operating Officer for Quixey, a mobile search engine, from 2012 to 2015.

Christine Pambianchi is the Executive Vice President and Chief Human Resources Officer. Ms. Pambianchi joined the Company in July 2019. Prior to joining Verizon, Ms. Pambianchi led the Human Resources function at Corning Incorporated, a leading innovator in materials science, where she served as Executive Vice President, People and Digital, from 2018 to 2019 and as Senior Vice President, Human Resources, from 2010 to 2018.

Rima Qureshi is Executive Vice President and Chief Strategy Officer of Verizon. Ms. Qureshi joined the Company in November 2017. Prior to joining Verizon, Ms. Qureshi served as President and Chief Executive Officer of Ericsson North America from 2016 to 2017 and as Senior Vice President and Chief Strategy Officer and head of mergers and acquisitions of Ericsson from 2014 to 2016. Ms. Qureshi also served as Vice President of Ericsson's CDMA Mobile Systems Group, Senior Vice President of Strategic Projects, Chairman of Ericsson's Northern Europe, Russia and Central Asia Group and Chairman of Ericsson's Modem division before becoming Chief Strategy Officer.

For other information required by this item, see the sections entitled "Governance — Item 1: Election of Directors — Nominees for Election and — Election Process, — Our Approach to Governance — Where to Find More Information on Governance at Verizon, — Our Board Composition and Structure — Board Committees — Audit Committee and — Our Approach to Strategy and Risk Oversight — Other Risk-Related Matters — Business Conduct and Ethics" in our definitive Proxy Statement to be filed with the Securities and Exchange Commission and delivered to shareholders in connection with our 2020 Annual Meeting of Shareholders, which are incorporated herein by reference.

Item 11. Executive Compensation

For information with respect to executive compensation, see the sections entitled "Governance — Non-Employee Director Compensation" and "Executive Compensation — Compensation Discussion and Analysis, — Compensation Committee Report and — Compensation Tables" in our definitive Proxy Statement to be filed with the Securities and Exchange Commission and delivered to shareholders in connection with our 2020 Annual Meeting of Shareholders, which are incorporated by reference herein. There were no relationships to be disclosed under paragraph (e)(4) of Item 407 of Regulation S-K.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

For information with respect to the security ownership of the Directors and Executive Officers, see the section entitled "Stock Ownership — Security Ownership of Certain Beneficial Owners and Management" in our definitive Proxy Statement to be filed with the SEC and delivered to shareholders in connection with our 2020 Annual Meeting of Shareholders, which is incorporated herein by reference. In addition, the following table provides other equity compensation plan information:

The following table provides information as of December 31, 2019 for (i) all equity compensation plans previously approved by the Company's shareholders, and (ii) all equity compensation plans not previously approved by the Company's shareholders. From May 9, 2009 until May 4, 2017, the Company only issued awards under the 2009 Verizon Communications Inc. Long-Term Incentive Plan and, after May 4, 2017, the Company only issued awards under the 2017 Verizon Communications Inc. Long-Term Incentive Plan (2017 LTIP). Each of these plans provides for awards of stock options, restricted stock, restricted stock units, performance stock units and other equity-based hypothetical stock units to employees of Verizon and its subsidiaries. No new awards are permitted to be issued under any equity compensation plan other than the 2017 LTIP. In accordance with SEC rules, the table does not include outstanding awards that are payable solely in cash by the terms of the award, and such awards do not reduce the number of shares remaining for issuance under the 2017 LTIP.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	7,259,237 ⁽¹⁾	\$ — ⁽²⁾	88,717,670 ⁽³⁾
Equity compensation plans not approved by security holders	120,272 ⁽⁴⁾	—	—
Total	7,379,509	\$ —	88,717,670

⁽¹⁾ This amount includes: 7,259,237 of common stock subject to outstanding restricted stock units and performance stock units, including dividend equivalents accrued on such awards through December 31, 2019. This does not include performance stock units, deferred stock units and deferred share equivalents payable solely in cash.

⁽²⁾ Verizon's outstanding restricted stock units, performance stock units and deferred stock units do not have exercise prices associated with the settlement of these awards.

⁽³⁾ This number reflects the number of shares of common stock that remained available for future issuance under the 2017 LTIP.

⁽⁴⁾ This number reflects shares subject to deferred stock units credited to the Verizon Income Deferral Plan, which were awarded in 2002 under the Verizon Communications Broad-Based Incentive Plan. No new awards are permitted to be issued under this plan.

Item 13. Certain Relationships and Related Transactions, and Director Independence

For information with respect to certain relationships and related transactions and Director independence, see the sections entitled "Governance — Our Approach to Governance — Our Approach to Strategy and Risk Oversight — Other Risk-Related Matters — Related Person Transactions and — Our Board Composition and Structure — Our Board's Independence" in our definitive Proxy Statement to be filed with the Securities and Exchange Commission and delivered to shareholders in connection with our 2020 Annual Meeting of Shareholders, which are incorporated by reference.

Item 14. Principal Accounting Fees and Services

For information with respect to principal accounting fees and services, see the section entitled "Audit Matters — Item 3: Ratification of Appointment of Independent Registered Public Accounting Firm" in our definitive Proxy Statement to be filed with the Securities and Exchange Commission and delivered to shareholders in connection with our 2020 Annual Meeting of Shareholders, which are incorporated by reference.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a) Documents filed as part of this report:

	Page
(1) Report of Management on Internal Control Over Financial Reporting	*
(2) Report of Independent Registered Public Accounting Firm on Internal Control Over Financial Reporting	*
(3) Report of Independent Registered Public Accounting Firm on Financial Statements	*
Financial Statements covered by Report of Independent Registered Public Accounting Firm:	
Consolidated Statements of Income	*
Consolidated Statements of Comprehensive Income	*
Consolidated Balance Sheets	*
Consolidated Statements of Cash Flows	*
Consolidated Statements of Changes in Equity	*
Notes to Consolidated Financial Statements	*
* Incorporated herein by reference to the appropriate portions of the registrant's Annual Report to Shareholders for the fiscal year ended December 31, 2019. (See Part II.)	
(4) Financial Statement Schedule	
II – Valuation and Qualifying Accounts	26
(5) Exhibits	

Exhibits identified in parentheses below, on file with the SEC, are incorporated herein by reference as exhibits hereto. Unless otherwise indicated, all exhibits so incorporated are from File No. 1-8606.

Exhibit Number	Description
<u>3a</u>	Restated Certificate of Incorporation of Verizon Communications Inc. (Verizon) (filed as Exhibit 3a to Form 10-Q for the period ended June 30, 2014 and incorporated herein by reference).
<u>3b</u>	Bylaws of Verizon, as amended and restated, effective as of December 5, 2019 (filed as Exhibit 3b to Form 8-K filed on December 5, 2019 and incorporated herein by reference).
<u>4a</u>	Indenture between Verizon, both individually and as successor in interest to Verizon Global Funding Corp., and U.S. Bank National Association, as successor trustee to Wachovia Bank, National Association, formerly known as First Union National Bank, as Trustee, dated as of December 1, 2000 (incorporated by reference to Verizon Global Funding Corp.'s Registration Statement on Form S-4, Registration No. 333-64792, Exhibit 4.1).
<u>4b</u>	First Supplemental Indenture between Verizon, both individually and as successor in interest to Verizon Global Funding Corp., and U.S. Bank National Association, as successor trustee to Wachovia Bank, National Association, formerly known as First Union National Bank, as Trustee, dated as of May 15, 2001 (incorporated by reference to Verizon Global Funding Corp.'s Registration Statement on Form S-3, Registration No. 333-67412, Exhibit 4.2).
<u>4c</u>	Second Supplemental Indenture between Verizon, both individually and as successor in interest to Verizon Global Funding Corp., and U.S. Bank National Association, as successor trustee to Wachovia Bank, National Association, formerly known as First Union National Bank, as Trustee, dated as of September 29, 2004 (incorporated by reference to Form 8-K filed on February 9, 2006, Exhibit 4.1).
<u>4d</u>	Third Supplemental Indenture between Verizon, both individually and as successor in interest to Verizon Global Funding Corp., and U.S. Bank National Association, as successor trustee to Wachovia Bank, National Association, formerly known as First Union National Bank, as Trustee, dated as of February 1, 2006 (incorporated by reference to Form 8-K filed on February 9, 2006, Exhibit 4.2).
<u>4e</u>	Fourth Supplemental Indenture between Verizon, both individually and as successor in interest to Verizon Global Funding Corp., and U.S. Bank National Association, as successor trustee to Wachovia Bank, National Association, formerly known as First Union National Bank, as Trustee, dated as of April 4, 2016 (incorporated by reference to Verizon Communications Inc.'s Registration Statement on Form S-4, Registration No. 333-212307, Exhibit 4.5).
	Except for Exhibits 4a – 4e above, no other instrument which defines the rights of holders of long-term debt of Verizon and its consolidated subsidiaries is filed herewith pursuant to Regulation S-K, Item 601(b)(4)(iii)(A). Pursuant to this regulation, Verizon hereby agrees to furnish a copy of any such instrument to the SEC upon request.
<u>4f</u>	Description of Verizon's Securities Registered Pursuant to Section 12 of the Securities and Exchange Act of 1934, filed herewith.
<u>10a</u>	NYNEX Directors' Charitable Award Program (filed as Exhibit 10i to Form 10-K for the year ended December 31, 2000 and incorporated herein by reference).**
<u>10b</u>	2009 Verizon Long-Term Incentive Plan, As Amended and Restated (incorporated by reference to Appendix D of the Registrant's Proxy Statement included in Schedule 14A filed on March 18, 2013).**
<u>10b(i)</u>	Form of Performance Stock Unit Agreement 2016-2018 Award Cycle (filed as Exhibit 10a to Form 10-Q for the period ended March 31, 2016 and incorporated herein by reference).**
<u>10b(ii)</u>	Form of Restricted Stock Unit Agreement 2016-2018 Award Cycle (filed as Exhibit 10b to Form 10-Q for the period ended March 31, 2016 and incorporated herein by reference).**
<u>10b(iii)</u>	Form of 2017 Performance Stock Unit Agreement pursuant to the 2009 Verizon Communications Inc. Long-Term Incentive Plan. (filed as Exhibit 10a to Form 10-Q for the period ended March 31, 2017 and incorporated herein by reference).**
<u>10b(iv)</u>	Form of 2017 Restricted Stock Unit Agreement pursuant to the 2009 Verizon Communications Inc. Long-Term Incentive Plan (filed as Exhibit 10b to Form 10-Q for the period ended March 31, 2017 and incorporated herein by reference).**
<u>10b(v)</u>	2017 Special Performance Stock Unit Agreement pursuant to the 2009 Verizon Communications Inc. Long-Term Incentive Plan for J. Stratton (filed as Exhibit 10c to Form 10-Q for the period ended March 31, 2017 and incorporated herein by reference).**
<u>10c</u>	2017 Verizon Communications Inc. Long-Term Incentive Plan (incorporated by reference to Appendix B of the Registrant's Proxy Statement included in Schedule 14A filed on March 20, 2017).**
<u>10c(i)</u>	Form of 2017 Performance Stock Unit Agreement pursuant to the 2017 Verizon Communications Inc. Long-Term Incentive Plan. (filed as Exhibit 10a to Form 10-Q for the period ended June 30, 2017 and incorporated herein by reference).**
<u>10c(ii)</u>	Form of 2017 Restricted Stock Unit Agreement pursuant to the 2017 Verizon Communications Inc. Long-Term Incentive Plan (filed as Exhibit 10b to Form 10-Q for the period ended June 30, 2017 and incorporated herein by reference).**
<u>10c(iii)</u>	2017 Special Restricted Stock Unit Agreement pursuant to the 2017 Verizon Communications Inc. Long-Term Incentive Plan (filed as Exhibit 10c to Form 10-Q for the period ended June 30, 2017 and incorporated herein by reference).**

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<u>10c(iv)</u>	Form of 2017 Restricted Stock Unit Agreement (cash-settled) pursuant to the 2017 Verizon Communications Inc. Long-Term Incentive Plan (filed as Exhibit 10c(iv) to Form 10-K for period ended December 31, 2017 and incorporated herein by reference).**
<u>10c(v)</u>	Form of 2018 Performance Stock Unit Agreement pursuant to the 2017 Verizon Communications Inc. Long-Term Incentive Plan (filed as Exhibit 10a to Form 10-Q for the period ended March 31, 2018 and incorporated herein by reference).**
<u>10c(vi)</u>	Form of 2018 Restricted Stock Unit Agreement pursuant to the 2017 Verizon Communications Inc. Long-Term Incentive Plan. (filed as Exhibit 10b to Form 10-Q for the period ended March 31, 2018 and incorporated herein by reference).**
<u>10c(vii)</u>	2018 Special Performance Stock Unit Agreement pursuant to the 2017 Verizon Communications Inc. Long-Term Incentive Plan for H. Vestberg (filed as Exhibit 10 to Form 10-Q for the period ended September 30, 2018 and incorporated herein by reference).**
<u>10c(viii)</u>	2018 Restricted Stock Unit Agreement for G. Gowrappan pursuant to the 2017 Verizon Communications Inc. Long-Term Incentive Plan (filed as Exhibit 10c(viii) to Form 10-K for the period ended December 31, 2018 and incorporated herein by reference).**
<u>10c(ix)</u>	Special Performance Restricted Stock Unit Agreement for R. Dunne pursuant to the 2017 Verizon Communications Inc. Long-Term Incentive Plan (filed as Exhibit 10c(ix) to Form 10-K for the period ended December 31, 2018 and incorporated herein by reference).**
<u>10c(x)</u>	Special Performance Restricted Stock Unit Agreement for G. Gowrappan pursuant to the 2017 Verizon Communications Inc. Long-Term Incentive Plan (filed as Exhibit 10c(x) to Form 10-K for the period ended December 31, 2018 and incorporated herein by reference).**
<u>10c(x)(i)</u>	Amendment to Special Performance Restricted Stock Unit Agreement for G. Gowrappan pursuant to the 2017 Verizon Communications Inc. Long-Term Incentive Plan (filed as Exhibit 10c(x)(i) to Form 10-K for the period ended December 31, 2018 and incorporated herein by reference).**
<u>10c(xii)</u>	Form of 2019 Performance Stock Unit Agreement pursuant to the 2017 Verizon Communications Inc. Long-Term Incentive Plan (filed as Exhibit 10b to Form 10-Q for the period ended March 31, 2019 and incorporated herein by reference).**
<u>10c(xiii)</u>	Form of 2019 Restricted Stock Unit Agreement pursuant to the 2017 Verizon Communications Inc. Long-Term Incentive Plan (filed as Exhibit 10c to Form 10-Q for the period ended March 31, 2019 and incorporated herein by reference).**
<u>10d</u>	Verizon Communications Inc. Short-Term Incentive Plan (filed as Exhibit 10a to Form 10-Q for the period ended March 31, 2019 and incorporated herein by reference).**
<u>10e</u>	Verizon Executive Deferral Plan (filed as Exhibit 10e to Form 10-K for the period ended December 31, 2017 and incorporated herein by reference).**
<u>10f</u>	Verizon Income Deferral Plan (filed as Exhibit 10f to Form 10-Q for the period ended June 30, 2002 and incorporated herein by reference).**
<u>10f(i)</u>	Description of Amendment to Plan (filed as Exhibit 10o(i) to Form 10-K for the year ended December 31, 2004 and incorporated herein by reference).**
<u>10g</u>	Verizon Excess Pension Plan (filed as Exhibit 10p to Form 10-K for the year ended December 31, 2004 and incorporated herein by reference).**
<u>10g(i)</u>	Description of Amendment to Plan (filed as Exhibit 10p(i) to Form 10-K for the year ended December 31, 2004 and incorporated herein by reference).**
<u>10h</u>	GTE's Executive Salary Deferral Plan, as amended (filed as Exhibit 10.10 to GTE's Form 10-K for the year ended December 31, 1998, File No. 1-2755 and incorporated herein by reference).**
<u>10i</u>	Bell Atlantic Senior Management Long-Term Disability and Survivor Protection Plan, as amended (filed as Exhibit 10h to Form SE filed on March 27, 1986 and Exhibit 10b(ii) to Form 10-K for the year ended December 31, 1997 and incorporated herein by reference).**
<u>10j</u>	GTE Executive Retiree Life Insurance Plan (filed as Exhibit 10q to Form 10-K for the year ended December 31, 2010 and incorporated herein by reference).**
<u>10k</u>	Verizon Executive Life Insurance Plan, As Amended and Restated September 2009 (filed as Exhibit 10s to Form 10-K for the year ended December 31, 2010 and incorporated herein by reference).**
<u>10l</u>	Form of Aircraft Time Sharing Agreement (filed as Exhibit 10i to Form 10-K for year ended December 31, 2017 and incorporated herein by reference).**
<u>10m</u>	NYNEX Deferred Compensation Plan for Non-Employee Directors (filed as Exhibit 10iii 5a to NYNEX's Quarterly Report on Form 10-Q for the period ended June 30, 1996, File No. 1-8608 and incorporated herein by reference).**

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<u>10n</u>	Verizon Senior Manager Severance Plan (filed as Exhibit 10d to Form 10-Q for the period ended March 31, 2010 and incorporated herein by reference).**
<u>10o</u>	AOL Inc. Long-Term Incentive Plan (filed as Exhibit 10o to Form 10-K for the period ended December 31, 2018 and incorporated herein by reference).**
<u>10o(i)</u>	Founders' Grant Unit Agreement for T. Armstrong pursuant to the AOL Inc. Long-Term Incentive Plan (filed as Exhibit 10o(i) to Form 10-K for the period ended December 31, 2018 and incorporated herein by reference).**
<u>13</u>	Portions of Verizon's Annual Report to Shareholders for the fiscal year ended December 31, 2019 filed herewith. Only the information incorporated by reference into this Form 10-K is included in the exhibit.
<u>21</u>	List of principal subsidiaries of Verizon, filed herewith.
<u>23</u>	Consent of Ernst & Young LLP, filed herewith.
<u>24</u>	Powers of Attorney, filed herewith.
<u>31.1</u>	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith.
<u>31.2</u>	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith.
<u>32.1</u>	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith.
<u>32.2</u>	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith.
101.INS	XBRL Instance Document - the instance document does not appear in the interactive data file because its XBRL tags are embedded within the inline XBRL document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.PRE	XBRL Taxonomy Presentation Linkbase Document.
101.CAL	XBRL Taxonomy Calculation Linkbase Document.
101.LAB	XBRL Taxonomy Label Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
104	Cover Page Interactive Data File (formatted as inline XBRL with applicable taxonomy extension information contained in Exhibits 101).
**	Indicates management contract or compensatory plan or arrangement.

Schedule II - Valuation and Qualifying Accounts

Verizon Communications Inc. and Subsidiaries

For the Years Ended December 31, 2019, 2018 and 2017

(dollars in millions)

Description	Balance at Beginning of Period	Additions			Deductions ^(b)	Balance at End of Period ^(c)
		Charged to Expenses		Charged to Other Accounts ^(a)		
Allowance for Uncollectible Accounts Receivable:						
Year 2019	\$ 930	\$ 1,441		\$ 133	\$ 1,644	\$ 860
Year 2018	1,199	776		216	1,261	930
Year 2017	1,146	1,167		205	1,319	1,199

Description	Balance at Beginning of Period	Additions			Deductions ^(c)	Balance at End of Period
		Charged to Expenses		Charged to Other Accounts ^(d)		
Valuation Allowance for Deferred Tax Assets:						
Year 2019	\$ 2,741	\$ 402	\$ 8	\$ 891	\$ 2,260	
Year 2018	3,293	251		112	915	
Year 2017	2,473	765		273	218	

^(a) Charged to Other Accounts primarily includes amounts previously written off which were credited directly to this account when recovered.

^(b) Deductions primarily include amounts written off as uncollectible or transferred to other accounts or utilized.

^(c) Allowance for Uncollectible Accounts Receivable includes approximately \$127 million, \$165 million and \$260 million at December 31, 2019, 2018, and 2017, respectively, related to long-term device payment plan receivables.

^(d) Charged to Other Accounts includes current year increase to valuation allowance charged to equity and reclassifications from other balance sheet accounts.

^(e) Reductions to valuation allowances related to deferred tax assets.

Item 16. Form 10-K Summary

None.

Signatures

Pursuant to the requirements of Section 13 or 15(d) 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.

VERIZON COMMUNICATIONS INC.

By: /s/ Anthony T. Skiadas
Anthony T. Skiadas
Senior Vice President and Controller

Date: February 21, 2020

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Principal Executive Officer:

/s/ Hans E. Vestberg Chairman and
Hans E. Vestberg Chief Executive Officer

February 21, 2020

Principal Financial Officer:

/s/ Matthew D. Ellis Executive Vice President and
Matthew D. Ellis Chief Financial Officer

February 21, 2020

Principal Accounting Officer:

/s/ Anthony T. Skiadas Senior Vice President and
Anthony T. Skiadas Controller

February 21, 2020

Selected Financial Data Verizon Communications Inc. and Subsidiaries

	(dollars in millions, except per share amounts)				
	2019	2018	2017	2016	2015
Results of Operations					
Operating revenues	\$ 131,868	\$ 130,863	\$ 126,034	\$ 125,980	\$ 131,620
Operating income	30,378	22,278	27,425	29,249	30,615
Net income attributable to Verizon	19,265	15,528	30,101	13,127	17,879
Per common share – basic	4.66	3.76	7.37	3.22	4.38
Per common share – diluted	4.65	3.76	7.36	3.21	4.37
Cash dividends declared per common share	2.435	2.385	2.335	2.285	2.230
Net income attributable to noncontrolling interests	523	511	449	481	496

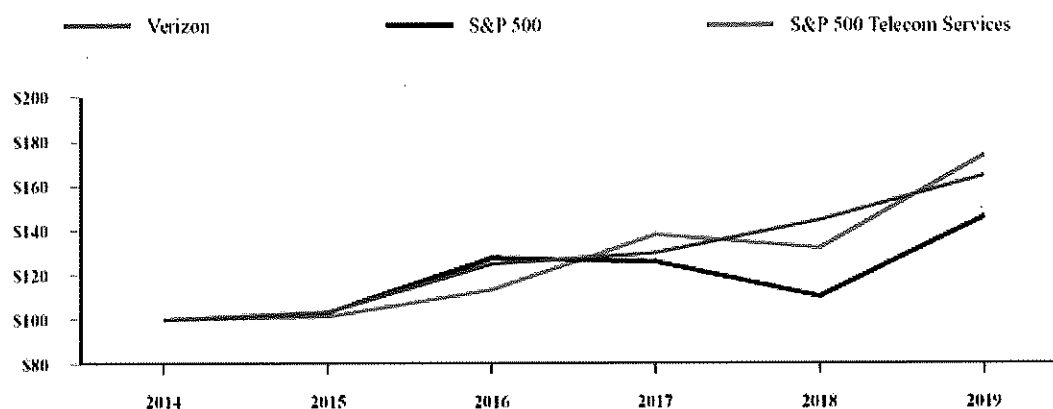
Financial Position

Total assets	\$ 291,727	\$ 264,829	\$ 257,143	\$ 244,180	\$ 244,175
Debt maturing within one year	10,777	7,190	3,453	2,645	6,489
Long-term debt	100,712	105,873	113,642	105,433	103,240
Employee benefit obligations	17,952	18,599	22,112	26,166	29,957
Noncontrolling interests	1,440	1,565	1,591	1,508	1,414
Equity attributable to Verizon	61,395	53,145	43,096	22,524	16,428

- Significant events affecting our historical earnings trends in 2018 through 2019 are described in "Special Items" in the "Management's Discussion and Analysis of Financial Condition and Results of Operations" section.
- 2017 data includes severance, pension and benefit charges, gain on spectrum license transactions, acquisition and integration related charges, product realignment charges, net gain on sale of divested businesses and early debt redemption costs. 2016 data includes severance, pension and benefit charges, gain on spectrum license transactions, net gain on sale of divested businesses and early debt redemption costs. 2015 data includes severance, pension and benefit credits and gain on spectrum license transactions.
- On January 1, 2019, we adopted several Accounting Standards Updates (ASUs) that were issued by the Financial Accounting Standards Board (FASB) using the modified retrospective basis. On January 1, 2018, we adopted several ASUs that were issued by the FASB. These standards were adopted on different bases, including: (1) prospective; (2) full retrospective; and (3) modified retrospective. Based on the method of adoption, certain figures are not comparable, with full retrospective reflected in all periods. See Note 1 to the consolidated financial statements for additional information.

Stock Performance Graph

Comparison of Five-Year Total Return Among Verizon, S&P 500 and S&P 500 Telecommunications Services Index



	2014	2015	2016	2017	2018	2019
Verizon	\$ 100.0	\$ 103.6	\$ 125.1	\$ 130.1	\$ 144.7	\$ 164.8
S&P 500	100.0	103.4	127.7	126.1	110.3	146.3
S&P 500 Telecom Services	100.0	101.4	113.5	138.3	132.2	173.8

The graph compares the cumulative total returns of Verizon, the S&P 500 Stock Index and the S&P 500 Telecommunications Services Index over a five-year period. It assumes \$100 was invested on December 31, 2014 with dividends being reinvested.

Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

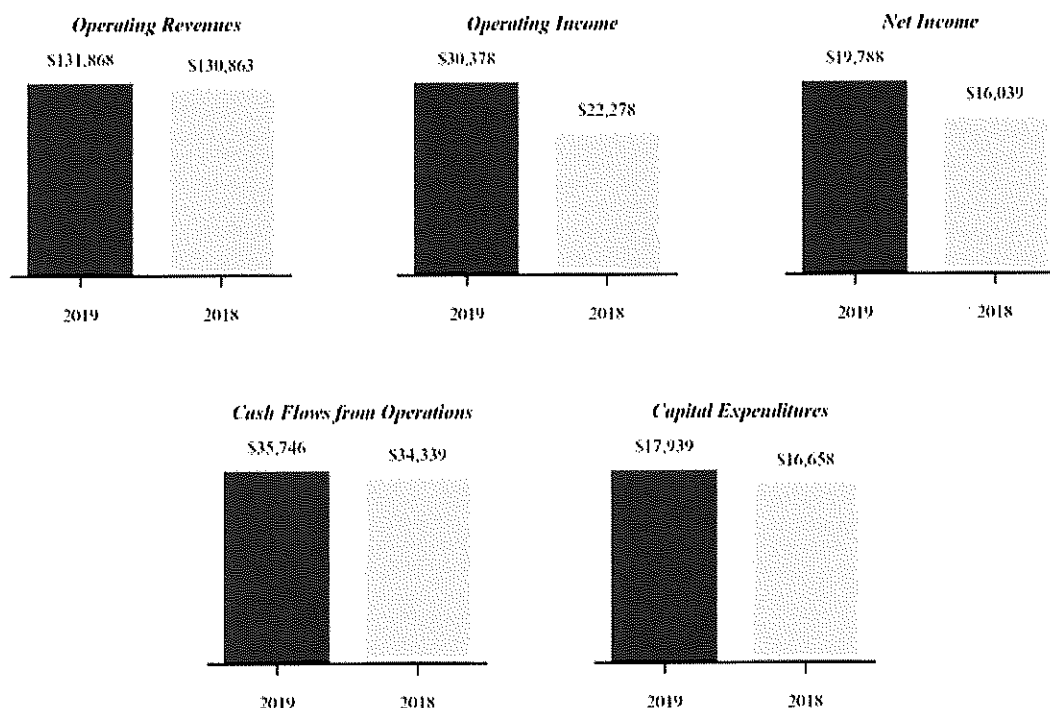
Verizon Communications Inc. (Verizon or the Company) is a holding company that, acting through its subsidiaries, is one of the world's leading providers of communications, information and entertainment products and services to consumers, businesses and government entities. With a presence around the world, we offer voice, data and video services and solutions on our networks that are designed to meet customers' demand for mobility, reliable network connectivity, security and control. We have a highly diverse workforce of approximately 135,000 employees as of December 31, 2019.

To compete effectively in today's dynamic marketplace, we are focused on the capabilities of our high-performing networks to drive growth based on delivering what customers want and need in the new digital world. During 2019, we focused on leveraging our network leadership; retaining and growing our high-quality customer base while balancing profitability; enhancing ecosystems in growth businesses; and driving monetization of our networks and solutions. We are creating business value by earning customers', employees' and shareholders' trust, limiting our environmental impact and continuing our customer growth while creating social benefit through our products and services. Our strategy requires significant capital investments primarily to acquire wireless spectrum, put the spectrum into service, provide additional capacity for growth in our networks, invest in the fiber that supports our businesses, evolve and maintain our networks and develop and maintain significant advanced information technology systems and data system capabilities. We believe that steady and consistent investments in our networks and leadership will drive innovative products and services and fuel our growth.

We are consistently deploying new network architecture and technologies to extend our leadership in both fourth-generation (4G) and fifth-generation (5G) wireless networks. We expect that our next-generation multi-use platform, which we call the Intelligent Edge Network, will simplify operations by eliminating legacy network elements, improve 4G Long-Term Evolution (LTE) wireless coverage, speed the deployment of 5G wireless technology and create new opportunities in the business market. Our network leadership is the hallmark of our brand and the foundation for the connectivity, platform and solutions upon which we build our competitive advantage.

Highlights of Our 2019 Financial Results

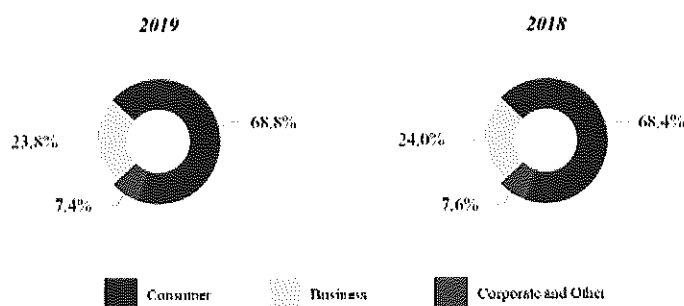
(dollars in millions)



Business Overview

In November 2018, we announced a strategic reorganization of our business. Under the new structure, effective April 1, 2019, there are two reportable segments that we operate and manage as strategic business units- Verizon Consumer Group (Consumer) and Verizon Business Group (Business).

Revenue by Segment



Note: Excludes eliminations.

Verizon Consumer Group

Our Consumer segment provides consumer-focused wireless and wireline communications services and products. Our wireless services are provided across one of the most extensive wireless networks in the United States(U.S.) under the Verizon brand and through wholesale and other arrangements. Our wireline services are provided in nine states in the Mid-Atlantic and Northeastern U.S., as well as Washington D.C., over our 100% fiber-optic network under the Fios brand and over a traditional copper-based network to customers who are not served by Fios. Our Consumer segment's wireless and wireline products and services are available to our retail customers, as well as resellers that purchase wireless network access from us on a wholesale basis.

Customers can obtain our wireless services on a postpaid or prepaid basis. A retail postpaid connection represents an individual line of service for a wireless device for which a customer is generally billed one month in advance for a monthly access charge in return for access to and usage of network services. Our prepaid service is offered only to Consumer customers and enables individuals to obtain wireless services without credit verification by paying for all services in advance. The Consumer segment also offers several categories of wireless equipment to customers, including a variety of smartphones and other handsets, wireless-enabled Internet devices, such as tablets, laptop computers and netbooks, and other wireless-enabled connected devices, such as smart watches and other wearables.

In addition to the wireless services and equipment discussed above, Consumer sells residential fixed connectivity solutions, including Internet, video and voice services, and wireless network access to resellers on a wholesale basis. The Consumer segment's operating revenues for the year ended December 31, 2019 totaled \$91.1 billion, an increase of \$1.3 billion, or 1.4%, compared to the year ended December 31, 2018. As of December 31, 2019, Consumer had approximately 95 million wireless retail connections, 6 million broadband connections and 4 million Fios video connections.

Verizon Business Group

Our Business segment provides wireless and wireline communications services and products, video and data services, corporate networking solutions, security and managed network services, local and long distance voice services and network access to deliver various Internet of Things(IoT) services and products, including solutions that support fleet tracking management, compliance management, field service management, asset tracking and other types of mobile resource management. We provide these products and services to businesses, government customers and wireless and wireline carriers across the U.S. and select products and services to customers around the world. The Business segment's operating revenues for the year ended December 31, 2019 totaled \$31.4 billion, a decrease of \$91 million, or 0.3%, compared to the year ended December 31, 2018. As of December 31, 2019, Business had approximately 25 million wireless retail postpaid connections and 489 thousand broadband connections.

Corporate and Other

Corporate and other includes the results of our media business, Verizon Media, and other businesses, investments in unconsolidated businesses, insurance captives, unallocated corporate expenses, certain pension and other employee benefit related costs and interest and financing expenses. Corporate and other also includes the historical results of divested businesses and other adjustments and gains and losses that are not allocated in assessing segment performance due to their nature. Although such transactions are excluded from the business segment results, they are included in reported consolidated earnings. Gains and losses from transactions that are not individually significant are included in segment results as these items are included in the chief operating decision maker's assessment of segment performance.

Verizon Media includes diverse media and technology brands that serve both consumers and businesses. Verizon Media provides consumers with owned and operated and third-party search properties as well as mail, news, finance, sports and entertainment offerings, and provides other businesses and partners access to consumers through digital advertising, content delivery and video streaming platforms. Verizon Media's total operating revenues were \$7.5 billion for the year ended December 31, 2019. This was a decrease of 3.0% from the year ended December 31, 2018.

Capital Expenditures and Investments

We continue to invest in our wireless networks, high-speed fiber and other advanced technologies, to position ourselves at the center of growth trends for the future. During the year ended December 31, 2019, these investments included \$17.9 billion for capital expenditures. See "Cash Flows Used in Investing Activities" and "Operating Environment and Trends" for additional information. We believe that our investments aimed at expanding our portfolio of products and services will provide our customers with an efficient, reliable infrastructure for competing in the information economy.

Global Network and Technology

We are focusing our capital spending on adding capacity and density to our 4G LTE network, while also building our next generation 5G network. We are densifying our network by utilizing small cell technology, in-building solutions and distributed antenna systems. Network densification enables us to add capacity to address increasing mobile video consumption and the growing demand for IoT products and services on our 4G LTE and 5G networks. Over the past several years, we have been leading the development of 5G wireless technology industry standards and the ecosystems for fixed and mobile 5G wireless services. We believe 5G technology will be able to provide users with eight capabilities, or currencies. The eight currencies are peak data rates, mobile data volumes, mobility, number of connected devices, energy efficiency of connected devices, service deployment, reduced latency and improved reliability. We expect that 5G technology will provide higher throughput and lower latency than the current 4G LTE technology and enable our networks to handle more traffic as the number of Internet-connected devices grows. During 2018, we commercially launched 5G Home on proprietary standards in four U.S. markets and on global standards in a fifth U.S. market in 2019. We also launched our 5G Ultra Wideband Network in 31 U.S. markets in 2019, as well as several 5G-compatible smartphones.

To compensate for the shrinking market for traditional copper-based products, we continue to build our wireline business around fiber-based networks supporting data, video and advanced business services - areas where demand for reliable high-speed connections is growing. We are evolving the architecture of our networks to a next-generation multi-use platform, providing improved efficiency and virtualization, increased automation and opportunities for edge computing services that will support both our fiber-based and radio access network technologies. We call this the Intelligent Edge Network. We expect that this new architecture will simplify operations by eliminating legacy network elements, improve our 4G LTE wireless coverage, speed the deployment of 5G wireless technology and create new opportunities in the business market.

Recent Developments

In 2019, the Federal Communications Commission (FCC) completed two millimeter wave spectrum license auctions. Verizon participated in these auctions and was the high bidder on 9 and 1,066 licenses, respectively, in the 24 Gigahertz (GHz) and 28 GHz bands. We submitted an application to the FCC and paid cash of approximately \$521 million for the licenses. We received the licenses during the fourth quarter of 2019.

In December 2019, the FCC incentive auction for spectrum licenses in the upper 37 GHz, 39 GHz, and 47 GHz bands commenced. As an incumbent licensee, Verizon received vouchers related to our existing 39 GHz licenses. These vouchers can be converted into cash, the amount of which will not be known until the conclusion of the auction, or applied toward the purchase price of spectrum in the auction. At the conclusion of the auction, all existing licenses will be cancelled and new reconfigured licenses or cash will be distributed depending on the results of the auction. Due to the FCC's rules restricting communications regarding the auction, we will not disclose our financial plans for the auction during the quiet period for this auction unless legally required. In addition, as of this time, until the completion of the auction process, we cannot determine the resulting financial outcome, including a potential gain or loss. Such gain or loss, if any, may be material.

Consolidated Results of Operations

In this section, we discuss our overall results of operations and highlight special items that are not included in our segment results. In "Segment Results of Operations," we review the performance of our two reportable segments in more detail. A detailed discussion of 2017 items and year-over-year comparisons between 2018 and 2017 that are not included in this Form 10-K can be found in the "Management's Discussion and Analysis of Financial Condition and Results of Operations" for the year ended December 31, 2018 filed with our most recent financial statements and included in the Company's Current Report on Form 8-K dated August 8, 2019.

Consolidated Revenues

Years Ended December 31,	(dollars in millions)			
			Increase/(Decrease)	
	2019	2018	2019 vs. 2018	
Consumer	\$ 91,056	\$ 89,762	\$ 1,294	1.4%
Business	31,443	31,534	(91)	(0.3)
Corporate and other	9,812	9,936	(124)	(1.2)
Eliminations	(443)	(369)	(74)	20.1
Consolidated Revenues	\$ 131,868	\$ 130,863	\$ 1,005	0.8

Consolidated revenues increased \$1.0 billion, or 0.8%, during 2019 compared to 2018, primarily due to an increase in revenues at our Consumer segment, partially offset by decreases in revenues at our Business segment and Corporate and other.

Revenues for our segments are discussed separately below under the heading "Segment Results of Operations."

Corporate and other revenues decreased \$124 million, or 1.2%, during 2019 compared to 2018, primarily due to a decrease of \$232 million in revenues within Verizon Media.

Consolidated Operating Expenses

Years Ended December 31,	(dollars in millions)			
			Increase/(Decrease)	
	2019	2018	2019 vs. 2018	
Cost of services	\$ 31,772	\$ 32,185	\$ (413)	(1.3)%
Cost of wireless equipment	22,954	23,323	(369)	(1.6)
Selling, general and administrative expense	29,896	31,083	(1,187)	(3.8)
Depreciation and amortization expense	16,682	17,403	(721)	(4.1)
Media goodwill impairment	186	4,591	(4,405)	(95.9)
Consolidated Operating Expenses	\$ 101,490	\$ 108,585	\$ (7,095)	(6.5)

Operating expenses for our segments are discussed separately below under the heading "Segment Results of Operations."

Cost of Services

Cost of services includes the following costs directly attributable to a service: salaries and wages, benefits, materials and supplies, content costs, contracted services, network access and transport costs, customer provisioning costs, computer systems support, and costs to support our outsourcing contracts and technical facilities. Aggregate customer care costs, which include billing and service provisioning, are allocated between Cost of services and Selling, general and administrative expense.

Cost of services decreased \$413 million, or 1.3%, during 2019 compared to 2018, primarily due to decreases in network access costs, a product realignment charge in 2018 (see "Special Items"), decreases in employee-related costs resulting from the Voluntary Separation Program and decreases in digital content costs. These decreases were partially offset by increases in rent expense as a result of adding capacity to the networks to support demand and the adoption of the new lease accounting standard in 2019, regulatory fees, and costs related to the device protection package offered to our wireless retail postpaid customers.

Cost of Wireless Equipment

Cost of wireless equipment decreased \$369 million, or 1.6%, during 2019 compared to 2018, primarily as a result of declines in the number of wireless devices sold as a result of an elongation of the handset upgrade cycle, partially offset by a shift to higher priced devices in the mix of wireless devices sold.

Selling, General and Administrative Expense

Selling, general and administrative expense includes salaries and wages and benefits not directly attributable to a service or product, bad debt charges, taxes other than income taxes, advertising and sales commission costs, call center and information technology costs, regulatory fees, professional service fees, and rent and utilities for administrative space. Also included is a portion of the aggregate customer care costs as discussed above in "Cost of Services."

Selling, general and administrative expense decreased \$1.2 billion, or 3.8%, during 2019 compared to 2018, primarily due to decreases in employee-related costs primarily due to the Voluntary Separation Program, a decrease in severance, pension and benefits charges (see "Special Items"), the acquisition and integration related charges in 2018 primarily related to the acquisition of Yahoo's operating business (see "Special Items") and a net gain from dispositions of assets and businesses in 2019 (see "Special Items"), partially offset by increases in advertising expenses, sales commission and bad debt expense. The increase in sales commission expense during 2019 compared to 2018, was primarily due to a lower net deferral of commission costs as a result of the adoption of Topic 606 on January 1, 2018, using a modified retrospective approach.

Depreciation and Amortization Expense

Depreciation and amortization expense decreased \$721 million, or 4.1%, during 2019 compared to 2018, primarily due to the change in the mix of net depreciable assets.

Media Goodwill Impairment

The goodwill impairment charges recorded in 2019 and 2018 for Verizon Media were a result of the Company's annual impairment test performed in the fourth quarter (see "Critical Accounting Estimates").

Verizon Communications Inc. and Subsidiaries
Principal Subsidiaries of Registrant at December 31, 2019

Name	State of Incorporation / Organization
Verizon Delaware LLC	Delaware
Verizon Maryland LLC	Delaware
Verizon New England Inc.	New York
Verizon New Jersey Inc.	New Jersey
Verizon New York Inc.	New York
Verizon Pennsylvania LLC	Delaware
Verizon Virginia LLC	Virginia
Bell Atlantic Mobile Systems LLC	Delaware
Cellco Partnership (d/b/a Verizon Wireless)	Delaware
GTE LLC	Delaware
GTE Wireless LLC	Delaware
MCI Communications Corporation	Delaware
Verizon Americas Inc.	Delaware
Verizon Business Global LLC	Delaware

END OF SUBMITTAL DOCUMENTATION

PRICE PROPOSAL

Submittal of Cellco Partnership d/b/a Verizon Wireless ("Respondent") in response to Request for Proposals, Town of Otis, Massachusetts: Lease of Real Property for Telecommunications Antennas and Equipment and Tower Construction, January 2021.

Enclosed herewith is Form 2 from the RFP, the PRICE PROPOSAL of Respondent Cellco Partnership. This Price Proposal is provided under separate cover in a separate sealed envelope, as required by the RFP, and is signed by Keith Murray, Director Network Field Engineering, as the authorized signatory for Respondent.

This proposal is submitted concurrently with the remainder of the proposal documentation submitted by Respondent, and forms and integral part thereof.

FORM 2
PRICE PROPOSAL

To the Otis Board of Selectmen:

A. The undersigned hereby proposes to enter into a Lease Agreement for 3600 ~~3200~~ square feet of that certain Town-owned land situated at Assessors Map 11C, Parcel 23, for the sole purpose of constructing, erecting, operating and maintaining a cellular/wireless communication facility to provide personal communications services, including a telecommunications tower, antennas, an equipment pad or shelter, cables, transmission and utility wires, poles, conduits, pipes, accessories and related equipment and improvements.

B. The proposed price for the first year of the Lease Agreement is:
Eighteen Thousand Six Hundred and 00/100 _____ Dollars

(total price in words)

\$ 18,600.00
(figures)

C. The proposed escalator adjustment for the second term of the Lease Agreement is:
Three and one half percent (3.5 %)

D. The proposed escalator adjustment for the third term of the Lease Agreement is:
Three and one half percent (3.5 %)

E. The proposed escalator adjustment for the fourth term of the Lease Agreement is:
Three and one half percent (3.5 %)

F. The proposed escalator adjustment for the fifth term of the Lease Agreement is:
Three and one half percent (3.5 %)

Signed: DocuSigned by: Keith Murray Date 1/26/2021

Name and Title: Keith Murray, Director Network Field Engineering

Company: Cellco Partnership d/b/a Verizon Wireless Phone (508) 439-3278

Address: One Verizon Way, Mail Stop 4AW100, Basking Ridge, NJ 07920

**PLEASE NOTE THAT THIS FORM MUST BE PLACED IN A SEPARATE
ENVELOPE WITH THE ENVELOPE MARKED
FORM 2, PRICE PROPOSAL**