



Rhonda Johnson
President-AT&T California

Corporate External Affairs
State External, Regulatory & Legislative Affairs
San Francisco, CA 94108

att.com

April 15, 2021

Mr. Michael Pierce
Video Franchising and Broadband Deployment Group
Communications Division
California Public Utilities Commission
505 Van Ness Avenue
San Francisco, CA 94102

Re: AT&T California's Application To Transfer California State Video Franchise 0002

Dear Mr. Pierce:

Pacific Bell Telephone Company d/b/a AT&T California ("AT&T California"), pursuant to Section 5840(l) of the Public Utilities Code and General Order 169, hereby files this application to transfer state video franchise 0002. AT&T California will transfer the franchise to an affiliate, DIRECTV, LLC. This transfer will occur in connection with a transaction whereby AT&T's multichannel video distribution businesses, including the U-verse IP-enabled video service, will be provided by a new affiliate in which AT&T will retain a 70% common economic interest, with TPG Capital ("TPG") holding a 30% common economic interest.

Enclosed please find a completed application form, a check in the amount of \$2,000 for the application fee, and the following appendices:

- Appendix A -- Officers
- Appendix B -- Affidavit
- Appendix C -- Collective Bargaining Affidavit
- Appendix D -- Sample Local Letter
- Appendix E -- Completed Templates (on CD)

AT&T California has in place a \$500,000 bond from Rosenberg & Parker Surety (No. 106593228) and will seek to transfer the bond to DIRECTV, LLC along with the franchise.

AT&T California and DIRECTV, LLC request that the effective date of the Commission's approval of the transfer be deferred until the closing date of the AT&T/TPG transaction, which is expected to occur in the second half of 2021.

Please contact Brian M. Regan at (310) 964-3982 or br363m@att.com with any questions.

Sincerely,

A handwritten signature in black ink that reads "Rhonda J. Johnson". The signature is written in a cursive style with a long, sweeping tail on the "n" of Johnson.

Rhonda Johnson
President, AT&T California

cc: Mr. Michael Morris
Video Franchising and Broadband Deployment Group
Communications Division
California Public Utilities Commission
505 Van Ness Avenue
San Francisco, CA 94102



**APPLICATION FOR A NEW, AMENDED OR RENEWAL
CALIFORNIA STATE VIDEO FRANCHISE
CALIFORNIA PUBLIC UTILITIES COMMISSION**

Definitions for the purposes of this Application:

A. "Access" means that the holder is capable of providing video service at the household address using any technology, other than direct-to-home satellite service, providing two-way broadband Internet capability and video programming, content, and functionality, regardless of whether any customer has ordered service or whether the owner or landlord or other responsible person has granted access to the household. If more than one technology is utilized, the technologies shall provide similar two-way broad band Internet accessibility and similar video programming.

B. "Affiliate" means any company 5 per cent or more of whose outstanding securities are owned, controlled, or held with power to vote, directly or indirectly either by a state video franchise holder or any of its subsidiaries, or by that state video franchise holder's controlling corporation and/or any of its subsidiaries as well as any company in which the state video franchise holder, its controlling corporation, or any of the state video franchise holder's affiliates exert substantial control over the operation of the company and/or indirectly have substantial financial interests in the company exercised through means other than ownership.

C. "Applicant" means any person or entity that files an application seeking to provide Video Service in the state pursuant to a State Video Franchise.

D. "Application" means the form prescribed by the Commission through which an Applicant may apply for a State Video Franchise, ~~or amend its Video Service Area,~~ or apply for a State Video Franchise renewal.

E. "Application Fee" means any fee that the Commission imposes to recover its actual and reasonable costs of processing an Application.¹

F. "Area" means a set of contiguous (i) collections of census block groups or (ii) regions that are mapped using geographic information system technology.

G. "Broadband" or "Broadband Service" means any service defined as Broadband, or having advanced telecommunications capability, in the most recent Federal Communications Commission inquiry pursuant to Section 706 of the Telecommunications Act of 1996 (P.L. 104-104).²

H. "Census Block Group" has the same meaning as used by the U.S. Census Bureau. I. "Census Tract" has the same meaning as used by the U.S. Census Bureau.³

J. "Census Tract Basis" means pursuant to the reporting standards articulated in Appendix D and Appendix E, Section II of D.07-03-014.

K. "Commission" means the Public Utilities Commission.

L. "Company" means the Applicant and its Affiliates.

¹ CAL. PUB. UTIL. CODE § 5840(c). This fee is not levied for general revenue purposes, consistent with Public Utilities Code § 5840(c).

² *Id.* at § 5830(a). The Federal Communications Commission currently uses the term "broadband" and "advanced telecommunications capability" to describe services and facilities with an upstream (customer-to-provider) and downstream (provider-to-customer) transmission speed of more than 200 kilobits per second. FEDERAL COMMUNICATIONS COMMISSION, AVAILABILITY OF ADVANCED TELECOMMUNICATIONS CAPABILITY IN THE UNITED STATES, FOURTH REPORT TO CONGRESS, FCC 04-208, 10 (Sept. 9, 2004). This definition, however, is under review by the Commission, and it may evolve in response to rapid technological changes in the marketplace. *Id.*

³ CAL. PUB. UTIL. CODE at § 5960(a).

M. “Consultant” means the third party source of census household projections including low income household projections.

N. “DIVCA” means Assembly Bill 2987, the Digital Infrastructure and Video Competition Act of 2006 (Ch. 700, Stats. 2006).

O. “Household” means, consistent with the U.S. Census Bureau, a house, apartment, a mobile home, a group of rooms, or a single room that is intended for occupancy as separate living quarters.⁴ Separate living quarters are those in which the occupants live and eat separately from any other persons in building and which have direct access from the outside of the building or through a common hall.⁵

P. “Local Entity” means any city, county, city and county, or joint powers authority within the state within whose jurisdiction a State Video Franchise Holder may provide Video Service.⁶

Q. “Low-Income Household” means a residential Household where the average annual Household income is less than \$35,000, as based on U.S. Census Bureau estimates adjusted annually to reflect rates of change and distribution through January 1, 2007.⁷

R. “State Video Franchise” means a franchise issued by the Commission pursuant to DIVCA.⁸

S. “State Video Franchise Holder” means a person or group of persons that has been issued a State Video Franchise from the Commission pursuant to Division 2.5 of DIVCA.⁹

T. “Telephone Service Area” means the area where the Commission has granted an entity a Certificate of Public Convenience and Necessity to provide telephone service.

U. “Telephone Corporation” means a telephone corporation as defined in Public Utilities Code § 234.

V. “Video Service” means video programming services, cable service, or open-video system service provided through facilities located at least in part in public rights-of-way without regard to delivery technology, including Internet protocol or other technology. This definition does not include (1) any video programming provided by a commercial mobile service provider defined in Section 322(d) of Title 47 of the United States Code, or (2) video programming provided as part of, and via, a service that enables users to access content, information, electronic mail, or other services offered over the public Internet.¹⁰

W. “Video Service Area” means the area proposed to be served under a State Video Franchise. X.

“Video Service Provider” means any entity providing Video Service.¹¹

⁴ *Id.* at § 5890(j)(1).

⁵ *Id.*

⁶ *Id.* at § 5830(k).

⁷ *Id.* at § 5890(j)(2) (defining “low-income households” for the purposes of imposing build-out requirements).

⁸ *Id.* at § 5830(p).

⁹ *Id.* at § 5830(i).

¹⁰ *Id.* at § 5830(s).

¹¹ *Id.* at § 5830(t).

Video Service Area Information

Renewal Applicants: If the Applicant has already reported socioeconomic data as part of the yearly DIVCA data collection, this data does not need to be submitted again.

14. a. Utilizing the template (as applicable) provided on the Communications Division's section of the CPUC's web site at www.cpuc.ca.gov provide a geographic description of the Video Service Area and input the expected date for the deployment of each Area in the Video Service Area. Please select the method by which the geographic description shall be detailed:

A collection of U.S. Census Bureau Census Block Groups, or

○ *If Applicant chooses "a," then download and complete the electronic template available on the Communications Division's section of the CPUC's web site at www.cpuc.ca.gov*

A geographic information system digital boundary meeting or exceeding national map accuracy standards.

○ *If Applicant chooses "b," then submit the geographic information system digital boundary as a polygon shapefile (.shp), in State Plane coordinate system in digital format electronically to the Commission*

b. If a consultant was used to compile the geographic description data, please provide the following:

Consultant Company's Full Legal Name: _____

Address: _____

Phone: _____

15. Socioeconomic status information of residents within the Video Service Area

○ *If applicable, the Applicant shall provide this information utilizing the templates available on the Communications Division's section of the CPUC's web site at www.cpuc.ca.gov*

a. Provide the following baseline description of residents in the Video Service Area:

i. *Number of Households:* The number of Households in each Census Tract included in the Video Service Area. Utilize the most recent U.S. Census projections of households available as of January 1 of the year the Application is submitted to determine the number of Households.

ii. *Number of Low-Income Households:* The number of Low-Income Households in each Census Tract included in the Video Service Area. Utilize the most recent U.S. Census projections of low-income households available as of January 1, 2007 to determine the number of Low-Income Households.

b. Provide or attest in the attached Affidavit that Applicant shall provide, no later than 90 calendar days after the date of the Commission's issuance of a State Video Franchise to the Applicant, the following description of residents in the Video Service Area on a Census Tract Basis:

i. *Wireline Broadband:*

1. The number of Households in each Census Tract to which the Company makes wireline Broadband available.
2. The number of Households in each Census Tract that subscribe to wireline Broadband that the Company makes available.

ii. *Non-Wireline Broadband:*

1. If the Company uses non-wireline technology to provide Broadband, specify the type(s) of technology used in each Census Tract.
2. The number of customers in each Census Tract that subscribe to non-wireline Broadband that the Company makes available.
3. Using geographic information system digital boundaries that meet or exceed national map accuracy standards, provide maps that delineate (i) Census Tract boundaries and (ii) where the Company typically makes non-wireline Broadband available.

iii. *Video service:* The number of Households in each Census Tract that are offered Access by the Company.

iv. *Low-Income* (Utilize the most recent U.S. Census projections of low-income households available as of January 1, 2007 to determine the number of Low-Income Households): The number of Low-Income Households that are offered Access by the Company.

16. Socioeconomic status information of residents within the Telephone Service Area

○ *If applicable, the Applicant shall provide this information utilizing the templates available on the Communications Division's section of the CPUC's web site at www.cpuc.ca.gov.*

a. If the Applicant or any of its Affiliates is a Telephone Corporation, provide the following baseline description of residents in the Telephone Service Area:

i. *Number of Households:* The number of Households in each Census Tract included in the Telephone Service Area. Utilize the most recent U.S. Census projections of households available as of January 1 of the year the Application is submitted to determine the number of Households.

ii. *Number of Low-Income Households:* The number of Low-Income Households

in each Census Tract included in the Telephone Service Area. Utilize the most recent U.S. Census projections of low-income households available as of January 1, 2007 to determine the number of Low-Income Households.

b. If the Applicant or any of its Affiliates is a Telephone Corporation, provide or attest in the attached Affidavit that Applicant shall provide, no later than 90 calendar days after the date of the Commission's issuance of a State Video Franchise to the Applicant, the following description of residents in the Telephone Service Area:

i. *Wireline Broadband:*

1. The number of Households in each Census Tract to which the Company makes wireline Broadband available.
2. The number of Households in each Census Tract that subscribe to wireline Broadband that the Company makes available.

ii. *Non-Wireline Broadband:*

1. If the Company uses non-wireline technology to provide Broadband, specify the type(s) of technology used in each Census Tract.
2. The number of customers in each Census Tract that subscribe to non-wireline Broadband that the Company makes available.
3. Using geographic information system digital boundaries that meet or exceed national map accuracy standards provide maps that delineate (i) Census Tract boundaries and (ii) where the Company typically makes non-wireline Broadband available.

iii. *Video service:* The number of Households in each Census Tract that are offered Access by the Company.

iv. *Low-Income* (Utilize the most recent U.S. Census projections of low-income households available as of January 1, 2007 to determine the number of Low-Income Households): The number of Low-Income Households that are offered Access by the Company.

17. If a consultant was used to compile the geographic description data, please provide the following:

Consultant Company's Full Legal Name: _____

Address: _____

Phone: _____

Financial, Legal, and Technical Qualifications

18. a. New Applicants must provide or attest in the attached Affidavit that Applicant shall provide a copy of a fully executed bond in the amount of \$100,000 per 20,000 households in the Video Service Area, with a \$100,000 minimum and a \$500,000

APPENDIX A

DIRECTV, LLC PRINCIPAL OFFICERS

Name	Title
Bill Morrow	President and Chief Executive Officer
Michael Hartman	General Counsel
Robert Thun	Executive Vice President and Chief Content Officer
Ray Carpenter	Chief Financial Officer
Henry Derovanessian	Senior Vice President, Technology and Operations
Jennifer Tillson	Chief Information Officer
Devin B Merrill	Senior Vice President, Strategy & Business Development
Scott Seth Smith	Chief Human Resources Officer
Emma L. Brackett	Vice President - Content and Programming
Linda K. Burakoff	Vice President - Content and Programming
Vincent Torres	Senior Vice President, Product
James C. Crittenden	Vice President - Sports Production
Rebecca B. Nelson	Vice President - Content and Programming
Michael J. Wittrock,	Senior Vice President, Sales and Services
Timothy A. Whitley	Vice President - Associate General Counsel
Justin M. Monaghan	Vice President - Associate General Counsel
Brooke E. Mallette	Vice President - Associate General Counsel
Brian M. Regan	Vice President - Associate General Counsel and Secretary



California Affidavit_US_169554500_4.PDF

DocVerify ID: 8F80B23D-8BE5-45CD-B7FE-F97097C1B967
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E-Signature Summary

E-Signature 1: Brian M. Regan (BMR)

April 12, 2021 14:53:11 -8:00 [43713EAAED70] [104.174.234.194]
br363m@att.com (Principal) (Personally Known)

E-Signature Notary: Hazel A. Lavarn-Walker (HLW)

April 12, 2021 14:53:11 -8:00 [6CD263396DAF] [192.203.255.19]
hlavarnwalker@gmail.com
I, Hazel A. Lavarn-Walker, did witness the participants named above electronically sign this document.



AFFIDAVIT

STATE OF California

COUNTY OF Los Angeles

My name is Brian M. Regan. I am Vice President - Associate General Counsel and Secretary (Title)
of DIRECTV, LLC (Company).

My personal knowledge of the facts stated herein has been derived from my employment with DIRECTV, LLC (Company).

I swear or affirm that I have personal knowledge of the facts stated in this Application for a California State Video Franchise to provide Video Service, I am competent to testify to them, and I have the authority to make this Application on behalf of and to bind the Company.

New, Transfer and Renewal Applicants:

I further swear or affirm that DIRECTV, LLC [Name of Applicant] is not in violation of any final non-appealable order relating to either the Cable Television and Video Providers Customer Service and Information Act (California Public Utilities Code Article 3.5 (commencing with § 53054) of Chapter 1 of Part 1 of Division 2 of Title 5 of the Government Code) or the Video Customer Service Act (California Public Utilities Code Article 4.5 (commencing with § 53088) of Chapter 1 or Part 1 of Division 2 of Title 5 of the Government Code) or the Digital Infrastructure and Video Competition Act of 2006 (California Public Utilities Code §§ 5800 et seq.).

I further swear or affirm that a court of competent jurisdiction has / has not [circle one] found DIRECTV, LLC [Name of Applicant] in violation of that order.

I further swear or affirm that a court of competent jurisdiction has / has not [circle one] given DIRECTV, LLC [Name of Applicant] formal notice containing allegations that it is in violation of a final non-appealable court order.

If a court of competent jurisdiction finds that the Applicant is in violation of a non-appealable court order, it must provide, with this Application, a further court order or ruling demonstrating that the violation has been cured, if one exists. If no such order exists, the Applicant must attest to the following:

I further swear or affirm that DIRECTV, LLC [Name of Applicant] has cured the violation of a non-appealable court order.

All Applicants:

I further swear or affirm that DIRECTV, LLC
[Name of Applicant] shall fulfill the following requirements:

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1. Applicant has filed or will timely file with the Federal Communications Commission all forms required by the Federal Communications Commission before offering Video Service in this state.
2. Applicant agrees to comply with all lawful city, county, or city and county regulations regarding the time, place, and manner of using the public rights-of-way, including but not limited to, payment of applicable encroachment, permit, and inspection fees.
3. Applicant will concurrently deliver a copy of this Application to any Local Entity in the Video Service Area.
4. Applicant possesses the financial, legal, and technical qualifications necessary to construct and operate the proposed system and promptly repair any damage to the public rights-of-way caused by Applicant.
5. If it has not done so in the Application, or has not submitted socioeconomic data during this year, Applicant shall provide the Commission, no later than 90 calendar days after the date of the Commission's issuance of a State Video Franchise to the Applicant, a complete description of residents' socioeconomic status information, as required by and detailed in Questions 14 and 15 of the Application.
6. If it has not done so in the Application, Applicant shall provide a copy of a fully executed bond In the amount of \$500,000 to the Executive Director prior to initiating video service and no later than 5 business days after the date of Commission issuance of a State Video Franchise to the Applicant,. The bond shall list the Commission as obligee and be issued by a corporate surety authorized to transact a surety business in California.

I further swear or affirm that DIRECTV, LLC

[Name of Company] agrees to comply with all federal and state statutes, rules, and regulations, including, but not limited to, the following:

1. As provided in Public Utilities Code § 5890, Applicant will not discriminate in the provision of Video Service.
2. Applicant will abide by all applicable consumer protection laws and rules as provided in Public Utilities Code § 5900.
3. Applicant will remit the fee required by California Public Utilities Code § 5860(a) to the Local Entity.
4. Applicant will provide public, educational, and governmental access channels and the required funding as required by Public Utilities Code § 5870.
5. Applicant and any and all of its Affiliates' operations in California now and in the future shall be included for the purposes of applying Public Utilities Code §§ 5840, 5890, 5960, and 5940. Applicant specifically attests to the following:
 - a. Reporting Requirements: Either (i) Applicant or (ii) the parent company of Applicant shall produce Commission-mandated reports for and on behalf of Applicant and any and all of its Affiliates that operate in California. Only one report required pursuant to Public Utilities Code §5960 shall be filed annually, such report to include all pertinent data for the Company.



b. Antidiscrimination:

i. If Applicant and its Affiliates together have more than 1,000,000 telephone customers in California, Applicant shall satisfy the build-out requirements set forth in Public Utilities Code § 5890(b) & (e).

ii. If Applicant and its Affiliates together have less than 1,000,000 telephone customers in California, Applicant shall satisfy any build-out requirements established pursuant in Public Utilities Code § 5890(c).

c. Cross-subsidization: If Applicant or its Affiliates provide stand-alone, residential, primary-line basic telephone service, Applicant shall refrain from using any increase of the rate of this service to finance the cost of deploying a network to provide video service.

d. "Affiliate," as referenced herein, means any company 5 per cent or more of whose outstanding securities are owned, controlled, or held with power to vote, directly or indirectly either by a state video franchise holder or any of its subsidiaries, or by that state video franchise holder's controlling corporation and/or any of its subsidiaries as well as any company in which the state video franchise holder, its controlling corporation, or any of the state video franchise holder's affiliates exert substantial control over the operation of the company and/or indirectly have substantial financial interests in the company exercised through means other than ownership.

6. Applicant shall fulfill all other requirements imposed by the Digital Infrastructure and Video Competition Act.

7. DIRECTV, LLC _____ [Name of Applicant] is a single identifiable entity that is qualified to do business in California and has verifiable assets. This entity shall accept service of process, either directly or through an agent, and submit to the jurisdiction of California courts.

I swear or affirm that all of the statements and representations made in this Application are true and correct.

Signature and title Brian M. Regan
Signed on 2021/04/12 14:53:11 -8:00

Typed or printed name and title Brian M. Regan, Vice President - Associate General Counsel and Secretary



AFFIDAVIT

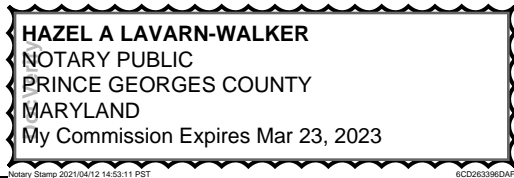
State of Maryland

County of Prince George's

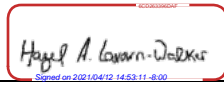
Subscribed and sworn to (or affirmed) before me on this 12th day of April 2021,

by, Brian M. Regan personally known to me or proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.

Seal _____



Signature _____



(END OF ATTACHMENT B)





App. C - California Labor Affidavit.pdf

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E-Signature Summary

E-Signature 1: Brian M. Regan (BMR)

April 12, 2021 14:53:10 -8:00 [98F33595AA39] [104.174.234.194]
br363m@att.com (Principal) (Personally Known)

E-Signature Notary: Hazel A. Lavarn-Walker (HLW)

April 12, 2021 14:53:10 -8:00 [83D303871236] [192.203.255.19]
hlavarnwalker@gmail.com
I, Hazel A. Lavarn-Walker, did witness the participants named above electronically sign this document.



APPENDIX C

COLLECTIVE BARGAINING AFFIDAVIT

STATE OF CALIFORNIA

COUNTY OF LOS ANGELES

My name is Brian M. Regan. I am Vice President - Associate General Counsel and Secretary of DIRECTV, LLC.

My personal knowledge of the facts stated herein has been derived from my employment with DIRECTV, LLC.

I swear or affirm that I have personal knowledge of the facts stated herein, I am competent to testify to them, and I have the authority to make them on behalf of and to bind DIRECTV, LLC,

DIRECTV, LLC agrees that any collective bargaining agreement entered into by the predecessor-in-interest State Video Franchise Holder shall continue to be honored, paid, or performed to the same extent as would be required if the predecessor-in-interest State Video Franchise Holder continued to operate for the duration of the State Video Franchise, unless the duration of the collective bargaining agreement is limited by its own terms or by state or federal law.

I swear or affirm that all of the statements and representations made in this Affidavit are true and correct.

Signature and title:

 Brian M. Regan
Signed on 2021/04/12 14:53:10 -8:00

Brian M. Regan

Vice President - Associate General Counsel and Secretary

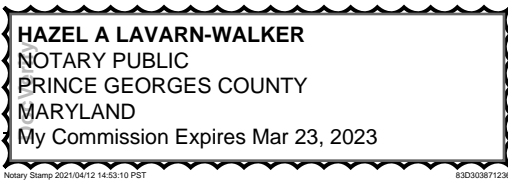


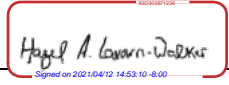
AFFIDAVIT

State of Maryland

County of Prince George's

Subscribed and sworn to (or affirmed) before me on this 12th day of April, 2021,
by Brian M. Regan personally known to me or proved to me on the basis of satisfactory evidence
to be the person who appeared before me.

Seal 

Signature 

5B58FF8D-588D-4896-ADE7-1AA2CB2A4D43 --- 2021/04/12 14:43:52 -8:00 --- Remote Notary





Rhonda Johnson
President-AT&T California

Corporate External Affairs
State External, Regulatory & Legislative Affairs
San Francisco, CA 94108

att.com

By First Class Mail

April 15, 2021

[Name]
[Community]
[Address]
[City]

Re: **Notice of Availability of Application for a California State Video Franchise**

Dear [Name]:

This letter is to notify you, in accordance with Section 5840(l) of the Public Utilities Code and California Public Utilities Commission (“CPUC”) General Order 169, that Pacific Bell Telephone Company d/b/a AT&T California (“AT&T California”) will be transferring its state-issued franchise to provide video service to its affiliate, DIRECTV, LLC. This transfer will occur in connection with a transaction whereby AT&T will transfer its multichannel video distribution businesses, including the U-verse IP-enabled video service, into a new affiliate in which AT&T will retain a 70% common economic interest, with TPG Capital holding a 30% common economic interest. The transaction is expected to close in the second half of 2021.

You do not need to take any action in response to this notice. DIRECTV, LLC has filed the required application with the CPUC, and a copy of that application has been available at <https://pacificregion.att.com/dtv-california/> since April 15, 2021. When the transfer is complete, DIRECTV, LLC will continue to provide the U-verse IP-enabled video service where currently available pursuant to, and be bound by, the requirements of the franchise. Our customers will continue to receive the same high-quality service that they enjoy today without need for any additional action on their part.

I expect my team to remain as your local U-verse representative. If you have any questions regarding this matter, or if you would like us to send you a paper copy of the application, please contact Ross Johnson, Director-AT&T Regulatory, rj2397@att.com, (415) 417-5028.

Sincerely,

Rhonda Johnson
President, AT&T California