COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

IN THE MATTER OF:

COMMUNICATION WORKERS OF AMERICA	)
INTERNATIONAL BROTHERHOOD OF	)
ELECTRICAL WORKERS	) CASE NO. 2007-00069
AND	)
WINDSTREAM	)

RECEIVED
MAR 07 2007
PUBLIC SERVICE
COMMISSION

RE: ENFORCEMENT OF COMMISSION ORDER IN CASE 2005-00534 WITH REGARD TO COMPLIANCE OF CONDITIONS

MOTION TO DISMISS AND RESPONSE TO PETITION

Windstream Kentucky East, Inc. f/k/a Kentucky Alltel, Inc., Windstream Kentucky West, Inc. f/k/a Alltel Kentucky, Inc., and Windstream Communications, Inc. f/k/a Alltel Holding Corporate Services, Inc. (collectively, "Windstream") file as follows in response to the petition filed on February 8, 2007 by the Communications Workers of America and International Brotherhood of Electrical Workers (collectively, "Petitioners"):

MOTION TO DISMISS

1. Central to Petitioners' claims is the Commission's final order issued in Case No. 2005-00534 ("Approval Proceeding"). In that matter, various Alltel Corporation ("Alltel") entities filed an application for approval of transfer of control of certain Kentucky operating companies and for the transfer of certain long distance resale customers. On May 23, 2006, the Commission entered an Order approving the transactions. The Order determined that "Applicants agreed to certain outcomes if the Commission were to approve this spin-off and merger. No reduction in the employee headcount in Kentucky would occur as a result of this transaction." (Order at p. 5.) The Order also conditioned the Commission's approval of the transactions on the

following: "Windstream and the Kentucky ILECs shall employ and continue to employ adequate resources to meet the quality of service standards established by the Commission." (Order at p. 7.)

2. In its Order, the Commission specifically rejected Petitioners' suggestions made in the Approval Proceeding that there should be absolutely no changes to Kentucky employee headcount. Instead, the Commission noted Windstream's agreement that no reduction in employee headcount would occur <u>as a result of the separation and merger transactions</u>. The Commission also conditioned its approval on Windstream's commitment to maintain staffing for service quality purposes. Windstream's recent actions are consistent with these aspects of the Commission's Order.

3. As demonstrated herein, the recently announced workforce changes impacted 46 Windstream Kentucky employees and were implemented to <u>improve</u> Windstream's customer service and optimize Windstream's organization, cost savings, and efficiencies. The changes were the result of the normal management responsibility to optimize Windstream's operations and cost structure in an industry experiencing unprecedented levels of competition.

4. Petitioners allege, based on false inferences, that Windstream violated the Commission's Order and that probable cause exists for the Commission to initiate an action in Franklin Circuit Court. In particular, Petitioners assert their belief that as a condition of the Commission's Order in the Approval Proceeding, Windstream was required and committed to make no changes in its Kentucky workforce. This assertion is incorrect and not supported by the clear language of the Order. In its order addressing Petitioners' request for emergency relief, the Commission stated that it found "no mandate that the spin-off and merger be subject to the specific condition that Windstream not terminate or lay off any portion of its work force" or that

"Windstream was required to maintain employment levels at a certain level as a part of Commission approval of the spin-off and merger application." (Emergency Relief Order.) Petitioners assume incorrectly that the workforce changes occurred necessarily as a result of the separation/merger transactions and that Windstream must have developed plans for those changes during the time of the Approval Proceeding. Petitioners' assumptions and inferences are false.

5. Petitioners failed to substantiate their assertions and instead attempt to shift the burden of proof in this matter to Windstream to prove the nonexistence of Petitioners' inferences. Notwithstanding, Petitioners bear the burden of proof in this matter. The record in the Approval Proceeding, however, does not support the basis of their claim. Petitioners also have not and cannot put forth any evidence demonstrating that Windstream's recent workforce changes will impair customer service. To the contrary, such changes were implemented by Windstream to achieve cost savings, operational efficiencies, and <u>improve</u> customer service.

6. Pursuant to 807 K.A.R. 5:001 Section 12(4)(a), which provides for dismissal of any formal complaint failing to establish a prima facie case, Windstream requests that the Commission dismiss the Petition. The Petition is based on an asserted condition which is not found in the Commission's Order and on false inferences and assumptions that are wholly unsubstantiated by Petitioners. Petitioners bear the burden of proof in this matter but cannot meet that burden as the record in the Approval Proceeding, the express language of the Commission's Order, and Windstream's actions in compliance with that Order do not support their claims.

7. For the reasons set out herein, Windstream has satisfied and continues to satisfy its commitments made in the Approval Proceeding. Petitioners' requested relief should be dismissed and denied.

RESPONSE TO PETITION

8. Windstream incorporates Paragraphs 1 through 7 above. Additionally, Windstream denies each allegation in the Petition unless and only as specifically admitted herein.

A. 2007 Windstream Workforce Reductions and Additions

9. A primary focus of Windstream's management is operating the company in a manner that allows it to provide excellent customer service and increased operational efficiencies. Windstream's recently announced workforce consolidation is one way in which management is striving to operate the company more efficiently and effectively to meet customers' needs just as Windstream represented it would do in the Approval Proceeding. Optimizing operational efficiencies is critical for Windstream and other landline companies to remain competitive in today's changing communications market. Windstream has an ongoing obligation to its customers, employees and stockholders to evaluate various opportunities to improve its cost structure, streamline operations, improve consistency across the organization, eliminate inefficiencies and related expenses and thereby improve customer service.

10. The consolidation at issue in this proceeding impacted 46 Kentucky employees, primarily in the assignment department and service activation group. Of these 46 Kentucky employees, 26 were represented by CWA, 12 were represented by IBEW, and 8 were non-bargaining. Of the non-bargaining employees affected in Kentucky, 2 applied for and were offered positions in other areas of Windstream's Kentucky operations. Of the 26 affected Kentucky employees represented by CWA, 2 employees applied for and accepted other employment with Windstream, 1 employee left voluntarily for employment outside of Windstream, and 23 were eligible for severance. Of the 12 affected Kentucky employees

represented by IBEW, 5 elected to accept the severance package, and the remaining 7 "bumped" (*i.e.*, claimed other bargaining unit IBEW positions) which resulted in 2 other IBEW members receiving severance packages. Consequently, only 7 of the initial 12 IBEW members were affected by the consolidation, and all 7 received severance benefits.

11. Affected employees were encouraged to apply for jobs in other areas of Windstream's operations. Available positions remain open throughout Windstream's operations. Additionally, since the consolidation was announced in December 2006, Windstream has offered to all affected employees outplacement services conducted during normal, paid work shifts. Approximately 19 of the affected Kentucky employees have participated.

12. Consolidation of these positions allows Windstream to gain operational efficiencies and an improved cost structure, thereby enhancing Windstream's ability to provide quality service. For example, one goal of the consolidation plan was to improve Windstream's employee to supervisor ratio to bring it more in line with Windstream's peer counterparts. The improved average allows supervisors to manage employees more efficiently and provides greater opportunity for standardized training policies and procedures. As a result, employees should be more efficient and better able to share workloads. These benefits, in turn, should improve Windstream's service quality and allow Windstream to be more flexible in responding to customers' needs.

13. Many of the Kentucky positions affected involved assignment work, which was performed in fourteen different locations and was consolidated to three locations. Assignment employees allocate, on a virtual or remote basis, work to technicians to fulfill various types of orders. Because assignment work can be performed remotely, the efficiencies gained from consolidation enhance Windstream's effectiveness in serving customers. In fact, overflow from

the Kentucky assignment group routinely had been performed already out of locations in different states. Furthermore, consolidation of the assignment work to three locations yields benefits, such as greater operational consistency, increased productivity, and improved accountability. For example, routine and new technology upgrades become more cost efficient since there are fewer locations over which to install and reconfigure the upgrades. The Kentucky consolidation was one piece of a larger consolidation plan intended to gain efficiencies throughout the Windstream operations.

14. Significantly, Petitioners fail to mention that during the time periods that Windstream initiated the consolidation of certain employee positions in Kentucky, Windstream also added positions in Kentucky. Specifically, Windstream added 12 positions to its Kentucky engineering group[1] and 2 positions to its Kentucky sales department. Additionally, as previously noted, 11 employees whose jobs were eliminated have applied for other positions with Windstream's Kentucky operations. As noted earlier, available positions remain open throughout Windstream's operations where a need for additional resources is anticipated. Such workforce changes, whether they are reductions or additions, reflect Windstream's ongoing efforts to effectively satisfy customers' demands and manage its business more efficiently.

B. The Record in the Approval Proceeding

15. During the course of the Approval Proceeding, Windstream answered numerous data requests and produced both prefiled and live witness testimony. Windstream's reductions to its Kentucky workforce, which were announced in December 2006, were consistent with its statements made on the record in the Approval Proceeding.

1. Discovery Responses

[1] Windstream's letter to Beth O'Donnell indicated 7 positions were added, but the positions increased to 12.

16. In the Approval Proceeding, Windstream answered more than 500 data requests from Commission Staff and various intervenors. For example, in response to requests from the Attorney General, Windstream explained:

> Joint Applicants anticipate a reduction in the number of employees working at the Merged Wireline Business, although those plans are in their early stages and not yet finalized. No changes in the number or type of employees will occur in Kentucky as a result of the transactions...No Alltel employee residing in Kentucky will be terminated or laid off as a result of the transactions.

(*See*, Responses to Attorney General Requests No.1(a) and (c). Emphasis supplied.) Similarly, Windstream responded to the Attorney General "that no employee residing in Kentucky will be terminated or laid off as a result of the transactions." (*See*, Responses to Attorney General Requests No.62. Emphasis supplied.) During the Approval Proceeding, Windstream anticipated that the need to make changes in employee headcount at some point in the future was likely, although no plans existed at that time. Windstream also emphasized that no Kentucky employee would lose his or her job as a result of the separation and merger transactions.

17. Petitioners conclude incorrectly that, merely because the recent workforce changes occurred after the Approval Proceeding, the changes must have been scheduled or known at the time of the Approval Proceeding. Petitioner's inferences are false. The workforce consolidation plans announced in December 2006 did not exist at the time of the Approval Proceeding just as the plans for the recent additions to Windstream's Kentucky workforce did not exist at that time. Windstream personnel did not begin investigating the potential for the workforce consolidation until after the separation/merger transactions closed on July 17, 2006.

18. The result of Petitioners' false inferences is that, after the Approval Proceeding, Windstream could not make any changes in its Kentucky workforce since any such changes necessarily must have been known at the time of the Approval Proceeding and must be related to

the separation and merger transactions. Such a result is illogical. Windstream clearly represented in its data requests that, in the ordinary course of operating its business, employee levels in Kentucky could change. Arguably, no well-run company operating in a competitive environment like that experienced in the communications industry could make a commitment that workforce levels will remain constant. In fact, when questioned in data requests whether applicants could accept a condition that they would not substantially reduce the existing level of employees, Windstream stated explicitly that it **"cannot accept unreasonable or severely limiting conditions that treat it differently from its competitors."** (*See*, Responses to LFUCG Requests No. 21. Emphasis supplied.)

19. With respect to changes in its workforce, the information that Windstream could confirm at the time of the Approval Proceeding was as follows: (1) the separation and merger transactions would not result in Kentucky employees being terminated and (2) workforce changes undertaken in the ordinary course of business would not adversely impact service quality. Consistent with this information, Windstream confirmed for LFUCG, "Applicants will not reduce employee levels in Kentucky as a result of the transactions." (*See*, Responses to LFUCG Requests No. 20. Emphasis supplied.) Similarly, Windstream confirmed for CWA that the "separation and merger will have no effect on employee levels in Kentucky." (*See*, Responses to CWA Requests No. 26.)

20. Clearly, through its responses to the various data requests in the Approval Proceeding, Windstream committed that no Kentucky workforce changes would arise as a result of the separation and merger transactions at issue therein. The transactions, in fact, did not result in any workforce changes in Kentucky. Rather, the workforce consolidation announced in

December 2006 was the result of efforts by Windstream's management to operate the company more effectively and efficiently.

2. Testimony

21. Windstream sponsored prefiled and live testimony in the Approval Proceeding. The testimony of Windstream's witnesses is consistent with the company's actions since the Approval Proceeding. To begin, in his prefiled testimony, Daniel Powell, Regional President, explained Windstream's commitment to maintaining staffing to ensure service quality:

> <u>The customer service, network and operations functions that are critical to the success of the Wireline Business today will persist, and the Merged Wireline Business will be staffed to ensure that continuity</u>. For example, the Kentucky ILEC's local operations will continue to be staffed and managed by employees with established ties to the community in the Commonwealth and extensive knowledge of the local telephone business.

(Daniel Powell Prefiled Testimony at page 11, lines 11-16. Emphasis supplied.) Mr. Powell further stated that Windstream "will employ personnel experienced and dedicated to the provision of high quality communications service." (*Id.* at page 11, lines 10-11.) Thus, even before the Commission conditioned its approval of the transactions on Windstream's commitment to ensuring continuity of a workforce capable of providing quality service, Windstream expressed its intention to maintain staffing for this very purpose. Indeed, during the same time periods of the Kentucky workforce consolidation to which Petitioners object, Windstream added <u>14 Kentucky jobs</u> in areas where additional resources were required to ensure quality service to Windstream customers.

22. Windstream President and Chief Executive Officer, Jeffery Gardner, testified to Windstream's intent to run its operations efficiently and effectively to allow it to be a viable competitor in the communications marketplace. Mr. Gardner attested:

> Subsequent to the separation, the sole focus of the corporate support services provided by the New Holding Company will be the wireline marketplace. I expect this concentration of effort to yield significant benefits in the development of strategies and execution of tactics designed to better serve and retain our customers."

(Jeffery Gardner Prefiled Testimony at pages 20-21.) Windstream's workforce consolidation plan announced in December 2006 (and which was implemented across Windstream Communications' sixteen states) was intended to do just as Mr. Gardner testified – allow Windstream to concentrate on its position in the wireline marketplace and better serve and retain customers. Specifically, the recent changes should allow Windstream to improve its service quality, streamline operations, eliminate inefficiencies and related expense, and enhance its ability to remain competitive. Such considerations are imperative in an industry that is experiencing unprecedented levels of competition from both wireless and fixed line providers. In fact, Windstream companies have encountered a dramatic rise in the levels of fixed line competition in their territories over the past few years. For example, while difficult to measure, Windstream estimates that the portion of Windstream access lines that face competition from cable and other fixed line competitive providers has increased to approximately 40% in recent years.

23. Consistent with Windstream's data request responses, Mr. Gardner also testified at the hearing that workforce changes would not result <u>from the separation and merger transactions</u>. (Transcript page 116; Mr. Gardner responded to LFUCG's question whether the applicants would be willing to accept a condition that there would be no employee reductions for Kentucky and stated, "There will be no reduction in the employee headcount in Kentucky <u>as a result of this transaction</u>." Emphasis added.) Mr. Gardner also responded to questions from Commission Staff and explained that <u>as a result of the transactions</u>, Windstream was "making no

changes in the employment levels of either of the two operating companies in Kentucky..." Mr. Gardner further agreed that attrition is one method of reducing employee levels and advised:

> We don't have any specific plans in Kentucky. I mean, over a long period of time, in the landline business, we've tried to get more efficient, and, when we do that and it affects people, we try to do that first through attrition, because that's what makes the most sense, but, as today, there are no current plans on doing anything with the work levels in Kentucky...<u>We have no plans as a part of this transaction or any other immediate plans to change the workforce levels here in Kentucky</u>.

(Transcript pages 155-156; Emphasis supplied.)[2]

24. In the exchange with the greatest significance to the events in this proceeding, Mr. Gardner responded to questions from Commission Staff. Specifically, Mr. Gardner confirmed:

> **I think what we can commit to, as a part of this transaction, is that <u>we will not change the employment levels as a part of this deal</u>. <u>No company in this country can make a commitment that we will not - that employment levels will be unaffected over a five-year period of time</u>. I can't make that commitment because I don't - I'll do my best - we'll do our best to manage this business in a way that precludes that, but <u>we can't give assurances there. I don't think any public company could, and, you know, I think the market forces us to compete and pay our people properly</u>.**

(Transcript pages 162-163; Emphasis supplied.) Clearly, Windstream advised all the participants in the Approval Proceeding (including Petitioners) that workforce changes would not result from the separation and merger transactions but that in the ordinary course of business, Windstream (like any responsible company) could not grant any guarantees that employment levels would remain constant.

25. The Commission's Order issued on May 23, 2006 reflects the record referenced above, which does not support Petitioners' conclusion that plans for Windstream's recent

[2] In their Reply filed with the Commission on March 1, 2007, Petitioners attached an article which referenced statements made by Keith Paglusch, Windstream's Chief Operating Officer. The article does not appear to quote Mr.

workforce additions and reductions were a *fait accompli*. The Order acknowledged Windstream's agreement that no reduction in employee headcount would occur as a result of the separation and merger transactions. Additionally, the Order conditioned the Commission's approval of the transactions on Windstream's commitment to continue to employ adequate resources to meet service quality standards. The Commission's Order, however, did not set forth a general prohibition on the discretion of Windstream's management to terminate or hire employees. Windstream certified its acceptance of the conditions in the Commission's Order on May 26, 2006 and is in compliance with the conditions.

C. Petitioners' False Inferences Regarding Windstream's Workforce Changes

26. Optimizing Windstream's workforce is an ongoing responsibility and not a result of the separation/merger transactions in the Approval Proceeding. For example, prior efforts involving the closing and consolidation of various Alltel assignment groups were initiated as early as 2001. Petitioners assume incorrectly from this fact that the most recent 2007 changes were known and identified at the time of the Approval Proceeding and that Windstream failed to disclose them.[3] Petitioners' assumptions are false.

27. Workforce optimization was an ongoing concern for Alltel's management of its operations prior to the separation and will continue to be considered by Windstream. The job changes Windstream announced in December 2006 did not exist and were not contemplated by Windstream at the time of the Approval Proceeding. Windstream instead was concentrating its resources at that time on finalizing a complex transaction that would position the Windstream entities as part of a corporation with greater scale and scope and focused entirely on wireline

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Paglusch's exact statements, although even the language which is attributed to Mr. Paglusch is consistent with this testimony presented during the Approval Proceeding by Mr. Gardner.

[3] Petitioners state, "Ironically, during the transfer case, none of the applicants made mention of the fact that workforce reductions had been planned or anticipated." (Petition at p 3.)

strategies as opposed to a minority interest in a predominantly wireless-focused company. Windstream's corporate management was not preoccupied at that time on finalizing day-to-day management responsibilities such as scheduling targeted opportunities to consolidate or grow its workforce in specific departments or implementing specific measures to enhance its cost structure. Very simply, plans regarding the 46 Kentucky assignment positions and the 14 additional engineering and sales positions did not exist at the time of the Approval Proceeding.

28. Petitioners' assumption that Windstream would place in jeopardy the approval of multi-billion dollar, multi-state separation/merger transactions by concealing announcement of anticipated changes to approximately 2% of its workforce is absurd. To the contrary, Windstream made numerous offers throughout the Approval Proceeding to meet informally and formally with the parties (including Petitioners) to answer questions about the separation and merger transactions and dedicated countless resources to responding to hundreds of data requests. Yet, Windstream could not disclose, as Petitioners suggest, plans of workforce changes which did not exist at that time.

29. Petitioners state that Windstream has made "no effort whatsoever to verify [its] assertion that these lay-offs, or firing of employees, would have occurred independent of whether the wireline business was spun-off." (Petition at p 5.) Further, Petitioners assert that Windstream's direct testimony and discovery responses "state exactly the opposite." (*Id.*) Petitioners' representations about Windstream's testimony and discovery responses in the Approval Proceeding are not consistent with the actual and complete record in that proceeding. Moreover, Petitioners' assumption that the workforce consolidation announced in December 2006 would not have occurred in the absence of the separation and merger transactions again is false. Rather, the changes to Windstream's Kentucky workforce could have been significantly

greater and more adversely impacted over time had the Windstream landline entities continued to be only a small component of a large wireless-centric corporation. Petitioners' assumption also overlooks the fact that Windstream is facing unprecedented levels of competition in its territories and that its management, therefore, must search for new opportunities to gain efficiencies and improve customer responsiveness.

D. Petitioners' Burden

30. Petitioners claim, "Windstream has failed to meet its burden of overcoming the legal inferences which arise from the contradiction between the evidence of record and the company's actual actions." (Petition at p 5.) Petitioners' claim of such "legal inferences" is without merit. Petitioners wrongfully attempt to shift the burden to Windstream to overcome false and illogical assumptions. Instead, Petitioners bear the burden of proof in this matter but have not and cannot demonstrate contradictions between the record in the Approval Proceeding and Windstream's actions.

31. Interestingly, Petitioners overlook the most obvious and logical inference to be drawn from the record in the Approval Proceeding and Windstream's subsequent actions – Windstream is performing as it represented that it believed the separation and merger would allow it to do. While Petitioners focused their opposition to the separation and merger transactions on their mistaken belief that Windstream could not be a financially viable company, Windstream has performed well and maintained service quality levels. Windstream's management is delivering on its commitment to the Kentucky Commission that it is focused on building a stronger landline company dedicated to providing superior customer service.

E. Improper Forum for Collective Bargaining

32. Petitioners, more than any other group, should be aware of an employer's need to remain efficient and competitive and of the fact that this need sometimes requires workforce reductions. Petitioners also should be aware that Windstream's maintenance of an efficient and competitive operation in Kentucky is in the best interest of the members Petitioners represent - Windstream's employees. If Windstream is not efficient and competitive, the long-term effect on the whole of Windstream's employee body, both in terms of job security and compensation, will be negative. Petitioners are parties to collective bargaining agreements with Windstream, and those agreements specifically anticipate the potential for workforce reduction as well as the processes to be followed.

33. Petitioners should not be allowed to convert this proceeding into a collective bargaining forum. Such issues should be resolved through the proper channels. For instance, in its recent contract negotiations in January 2007, IBEW opened negotiations with a list of demands that included a demand that Windstream not close the service activation group in Elizabethtown. <u>However, the negotiations concluded with IBEW withdrawing that demand and Windstream agreeing to an enhanced severance benefit</u>.

F. Petition by the Attorney General

34. The Attorney General filed a motion supporting that of Petitioners and requested that Windstream be compelled "to comply with the conditions specified in the conditional approval in [the Approval Proceeding]" or in the alternative to have the Commission's approval of the separation/merger transactions revoked or rendered void. (Attorney General Motion at page 1.) For the same reasons set forth above as to Petitioners, the Attorney General's requested relief should be dismissed and denied. Windstream is in compliance with the Commission's Order in the Approval Proceeding. Additionally, the suggestion that the Commission's prior

approval merely may be revoked or rescinded ignores the fact that such a decision is improper under Kentucky law (*South Central Bell Telephone Company v. Utility Rate Commission*, 637 S.W.2d 649 (Ky. 1982)) and the adverse impact to Windstream's total operations and undue harm to Windstream's employees and customers that would result. The relief requested by the Attorney General should be denied.

G. Conclusion

35. The relief requested by Petitioners and the Attorney General is without merit and should be denied. Windstream is in compliance with the Commission's Order. Windstream's Kentucky workforce consolidation announced in December 2006 was not the result of the separation/merger transactions, and such plans did not exist at the time of the Approval Proceeding. Workforce optimization demonstrates Windstream's ongoing efforts to realign employee functions to better serve customers and operate more efficiently. The recent changes were in compliance with the condition in the Commission's Order as they were intended by Windstream to enhance its cost structure, increase operational efficiencies and responsiveness, and <u>improve</u> service quality. The relief requested by Petitioners and the Attorney General is unsubstantiated and should be denied.

WHEREFORE, Windstream requests that the Commission dismiss with prejudice the motions by Petitioners and Attorney General and grant all other relief to which Windstream may be entitled.

DATED this 7 day of March, 2007.

Respectfully submitted,

Windstream Kentucky East, Inc., Windstream Kentucky West, Inc., and Windstream Communications, Inc.

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CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing was served by United States First Class Mail, postage prepaid on this 7th day of March, 2007 upon:

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