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Brandon N. Egren
Managing Associate General Counsel &
Assistant Corporate Secretary

January 5, 2024

By electronic submission

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

Re: Verizon Communications Inc. 2024 Annual Meeting
Shareholder Proposal of the Association of BellTel Retirees Inc.

Ladies and Gentlemen:

I am writing on behalf of Verizon Communications Inc., a Delaware corporation ("Verizon"), pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended, to request that the Staff of the Division of Corporation Finance (the "Staff") of the Securities and Exchange Commission (the "Commission") concur with our view that, for the reasons stated below, Verizon may exclude the shareholder proposal and supporting statement (the "Proposal") submitted by the Association of BellTel Retirees Inc. (the "Proponent"), from the proxy materials to be distributed by Verizon in connection with its 2024 annual meeting of shareholders (the "2024 proxy materials"). A copy of the Proponent's submission, which includes the Proposal, is attached as Exhibit A hereto.

In accordance with Rule 14a-8(j), I am submitting this letter not less than 80 calendar days before Verizon intends to file its definitive 2024 proxy materials with the Commission and have concurrently sent a copy of this correspondence by email and overnight courier to the Proponent as notice of Verizon's intent to omit the Proposal from Verizon's 2024 proxy materials. Rule 14a-8(k) and Staff Legal Bulletin No. 14D (November 7, 2008) provide that a shareholder proponent is required to send the company a copy of any correspondence relating to the Proposal which the proponent submits to the Commission or the Staff. Accordingly, we hereby inform the Proponent that, if the Proponent elects to submit additional correspondence to the Commission or the Staff relating to the Proposal, the Proponent should concurrently furnish a copy of that correspondence to the undersigned.

The Proposal

The Proposal states:

> **Resolved**: The shareholders request that Verizon Communications undertake a comprehensive independent study and publicly release an independent report by December 2024 that demonstrates the Company has assessed all potential sources of liability related to lead-sheathed cables, including a comprehensive mapping of the locations impacted and conclusions on the potential cost of remediation, along with the most responsible and cost-effective way to prioritize the remediation of sites that pose a risk to public health.

Bases for Exclusion

In accordance with Rule 14a-8, Verizon respectfully requests that the Staff confirm that no enforcement action will be recommended against Verizon if the Proposal is omitted from Verizon's 2024 proxy materials for the following, separately sufficient, reasons:

1. The Proposal may be excluded pursuant to Rule 14a-8(i)(10) because Verizon has already substantially implemented the Proposal; and

2. The Proposal may be excluded pursuant to Rule 14a-8(i)(7) because it deals with matters relating to Verizon's ordinary business operations.

Analysis

I. The Proposal may be excluded pursuant to Rule 14a-8(i)(10) because Verizon has already substantially implemented the Proposal.

Rule 14a-8(i)(10) permits a company to omit a proposal from its proxy materials if the company has already substantially implemented the proposal. This exclusion is "designed to avoid the possibility of shareholders having to consider matters which already have been favorably acted upon by management." Exchange Act Release No. 34-12598 (July 7, 1976) (regarding the predecessor to Rule 14a-8(i)(10)). The Staff consistently concurs in excluding proposals when it determines the company's policies, practices, and procedures compare favorably with the proposal guidelines. *See, for example, Verizon Communications Inc.* (February 5, 2021); *Verizon Communications Inc.* (February 19, 2019); *The Goldman Sachs Group, Inc.* (March 12, 2018); *Wal-Mart Stores, Inc.* (March 16, 2017); *Apple Inc.* (December 12, 2017); and *Walgreen Co.* (September 26, 2013).

In addition, the Staff has permitted exclusion under Rule 14a-8(i)(10) where a company can demonstrate that it already has taken actions to address the underlying concerns and satisfied the essential objectives of the proposal. *See, for example, The Wendy's Co.* (April 10, 2019) (permitting exclusion under Rule 14a-8(i)(10) of a proposal requesting a report assessing human rights risks of the company's operations, including the principles and methodology used to make the assessment, the frequency of assessment and how the company would use the assessment's results, where the company had a code of ethics and a code of conduct for

suppliers and disclosed on its website the frequency and methodology of its human rights risk assessments).

Applying these standards, the Staff has consistently concurred with the exclusion of shareholder proposals that, like the Proposal, request a report containing information that a company has already publicly disclosed, even if not issued in the form of a report in response to a proposal. *See, for example, Exxon Mobil Corporation* (March 20, 2020) (concurring with the exclusion of a proposal requesting that the company issue a report describing its plans to align its operations and investments with the goal of maintaining global temperature rise well below 2 degrees Celsius, where the company published an annual energy and carbon summary report addressing the topics raised in the proposal); *Mondelez International, Inc.* (March 7, 2014) (concurring with the exclusion of a proposal requesting that the board produce a report on the company's process for identifying and analyzing potential and actual human rights risks in the company's operations and supply chain, where the company already disclosed its risk management process and the framework it used to assess potential human rights risks); *Pfizer Inc.* (January 11, 2013, *recon. denied* March 1, 2013) (concurring with the exclusion of a proposal requesting that the board issue a report detailing measures implemented to reduce the use of animals and specific plans to promote alternatives to animal use, where the company cited its compliance with the Animal Welfare Act and published a two-page "Guidelines and Policy on Laboratory Animal Care" on its website; *Duke Energy Corporation* (February 21, 2012) (concurring with the exclusion of a proposal requesting that an independent board committee prepare a report on the company's action to reduce greenhouse gases and other emissions where the company had provided disclosures regarding its energy efficiency programs and regulatory targets for renewable generation sources in its filings and on its website).

Moreover, a report need not be a particular length or form or provide all of the information requested in order to compare favorably to the guidelines of the proposal for purposes of Rule 14a-8(i)(10). *See, for example, Amazon.com, Inc. (The Nathan Cummings Foundation)* (April 7, 2021) (concurring with the exclusion of a proposal requesting a report on the company's "efforts to address hate speech and the sale or promotion of offensive products throughout its businesses" where the company had published a blog post discussing the company's policies on the same topic); *The Dow Chemical Co.* (March 18, 2014) (concurring with the exclusion of a proposal requesting that the company prepare a report "assessing the short and long term financial, reputational and operational impacts" of an environmental incident in Bhopal, India where the company had provided "Q and A" on its website with respect to the Bhopal incident).

Verizon has already substantially implemented the Proposal by engaging third-party experts to perform testing on the sites identified in *The Wall Street Journal* report on which the Proposal is premised, and has publicly disclosed information on the results of the testing conducted in 2023, which do not indicate that there is an immediate public health risk requiring remediation associated with lead-sheathed cables.

When Verizon became aware of claims in *The Wall Street Journal* related to lead-sheathed cables, the company took action to determine if there is, in fact, a concern presented by these facilities. These efforts have included the engagement of third-party experts to develop

and conduct a protocol to test the levels of lead in the soil in the vicinity of the cables highlighted by *The Wall Street Journal*. Verizon has publicly disclosed on its website information about this third-party testing conducted in 2023 and the results thereof, which do not indicate that there is an immediate public health risk requiring remediation associated with lead-sheathed cables. *See "Verizon reports lead test results, continues to work with EPA"* (September 13, 2023), available at https://www.verizon.com/about/news/verizon-reports-lead-test-results-continues-work-epa, and attached as Exhibit B hereto. Verizon provided the testing results to the U.S. Environmental Protection Agency ("EPA") and state environmental agencies and remains in communication with those agencies about next steps.

Because the test results that have been already disclosed by Verizon do not indicate that there is an immediate public health risk requiring remediation associated with lead-sheathed cables, Verizon submits that the Proposal's request for consideration of and reporting on the potential cost and prioritization of remediation of sites that pose a risk to public health reflects a bias as to the outcome of the assessment, and therefore that the Proposal does not require reporting "on the potential cost of remediation, along with the most responsible and cost-effective way to prioritize the remediation of sites that pose a risk to public health" under the current circumstances.

It is not necessary that the proposal has been implemented in full or precisely as presented for the Staff to determine that a matter presented by a proposal has been acted upon favorably by management. Exchange Act Release No. 20091 (August 16, 1983). Rather, the company's actions need to address the essential objectives of the proposal. *See, for example, McKesson Corp.* (April 8, 2011); *Texaco, Inc.* (March 3, 1991). Accordingly, Verizon believes that the objectives of the Proposal have been substantially implemented through actions that have already been taken relating to assessment and third-party testing and disclosure of testing results. To the extent that certain aspects of the Proposal have not been implemented, they would directly interfere with pending litigation as described in more detail below.

II. The Proposal may be excluded pursuant to Rule 14a-8(i)(7) because it deals with matters relating to Verizon's ordinary business operations.

Rule 14a-8(i)(7) permits a company to omit from its proxy materials a shareholder proposal that relates to the company's "ordinary business" operations. According to the Commission's release accompanying the 1998 amendments to Rule 14a-8, the term "ordinary business" refers to matters that are not necessarily "ordinary" in the common meaning of the word, but instead the term "is rooted in the corporate law concept of providing management with flexibility in directing certain core matters involving the company's business and operations." Exchange Act Release No. 40018 (May 21, 1998) (the "1998 Release"). In the 1998 Release, the Commission stated that the underlying policy of the ordinary business exclusion is "to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual shareholders meeting." As relevant here, one of the central considerations that the Commission identified as underlying this policy is that "[c]ertain tasks are so fundamental to management's ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight." *Id.* (citing Exchange Act Release No. 12999 (Nov. 22, 1976)).

A. The Proposal relates to the ordinary business matter of Verizon's litigation strategy and the conduct of litigation to which Verizon is a party.

The Staff has long concurred with the exclusion under Rule 14a-8(i)(7) of shareholder proposals when the subject matter of the proposal is the same as or similar to the subject matter of litigation in which a company is then involved, and, importantly, has consistently concurred with such exclusion when the implementation of the proposal could be construed as an admission by the company that would contradict or preempt its position in ongoing litigation. For example, in *Chevron Corp.* (March 30, 2021) ("*Chevron 2021*"), the Staff concurred in the exclusion under Rule 14a-8(i)(7) of a proposal that requested a report analyzing "how Chevron's policies, practices and the impacts of its business, perpetrate racial injustice and inflict harm on communities of color," where the company was involved in litigation seeking to hold the company liable for alleged harmful impacts of its business practices on climate change and in turn on communities of color, and the company's position in the litigation was to contest the existence of such impacts. *See also Deere & Company* (December 29, 2023) (concurring with the exclusion of a proposal requesting a report assessing the benefits, drawbacks, and risks of opposing "Right to Repair" regulation, while the company was defending itself in litigation alleging that it acted to restrict its customers' right to repair their own equipment, and that would have required the company to take a public position, outside the context of the ongoing litigation and the discovery process, with respect to the very business practices that were the subject of the litigation); *Johnson & Johnson* (February 14, 2012) (concurring with the exclusion of a proposal where implementation would have required the company to report on any new initiatives instituted by management to address the health and social welfare concerns of people harmed by LEVAQUIN®, thereby taking a position on the existence and nature of any such harms, a central issue in ongoing litigation, outside the context of the litigation); and *AT&T Inc.* (February 9, 2007) (concurring with the exclusion of proposal requesting that the company issue a report containing specified information regarding the alleged disclosure of customer records to governmental agencies, while the company was defending multiple pending lawsuits alleging unlawful acts related to such disclosures).

Consistent with the foregoing and other similar precedent, the Proposal may be excluded from the 2024 proxy materials pursuant to Rule 14a-8(i)(7) because the Proposal involves the same subject matter as, and would directly and negatively impact Verizon's litigation strategy in, a number of pending lawsuits related to lead-sheathed cables, including the following:

- *Gary Blum & Lucia Billiot v. AT&T Corp. et al*., Civil Action No. 6:23-cv-01748 (W.D. La.)
- *Greg Bostard v. Verizon Communications Inc. et al.,* Civil Action No. 1:23-cv-08564 (D.N.J.)
- *General Retirement System of the City of Detroit v. Verizon Communications Inc., et al.*, No. 3:23-cv-5218 (D.N.J.)
- *Frederick Govoni v. Hans Vestberg, et al.*, Index No. 162126/2023 (N.Y. Sup. Ct.)
- *Andrew Jankowski v. Hans Vestberg, et al.,* No. 3:23-cv-21123 (D.N.J.)
- *Courtney Moore v. Hans Vestberg, et al.*, No. 3:23-cv-23071 (D.N.J.)

- *Mark Tiger v. Verizon Communications Inc., et al*., No. 23 CV-01618 (W.D. Pa.)

These actions are putative class actions and shareholder derivative litigation filed against Verizon. One set of putative class actions alleges, *inter alia*, that the lead-sheathed cable in Verizon's network constitutes an environmental nuisance. The remaining putative class action and shareholder derivative litigation involve, *inter alia*, claims that Verizon's senior management made false and misleading statements in connection with risks associated with lead-sheathed cable.

The Proposal would directly interfere with Verizon's defense of all of these class actions by requiring Verizon to proceed in accordance with the unproven assumption that remediation is required, which is an assumption that will be litigated in the class actions. In fact, remediation is a remedy requested in the environmental nuisance cases. Likewise, the Proposal's request that Verizon identify "all potential sources of liability" – a worst-case scenario exercise – would necessarily require the disclosure of privileged legal judgment, predictions, and opinions about possible outcomes of litigation and regulatory proceedings that are now in their earliest stages. Such disclosure could prejudice Verizon's defense of these matters. Whether Verizon has any liability to any class of plaintiffs is a disputed issue that will be litigated in multiple jurisdictions, with no immediately foreseeable timing for adjudication, in the putative class action matters identified above.

In addition, the Proposal would impose a timeline on Verizon's investigation that is different from and likely to interfere with the timeline for discovery established in the class action matters, where, for instance, discovery is stayed in the shareholder class actions pursuant to the Private Securities Litigation Reform Act.

B. The Proposal's request for an assessment of "all potential sources of liability related to lead-sheathed cables, including a comprehensive mapping of the locations impacted" constitutes a fatal flaw that renders the Proposal excludable.

Assessing exposure to potential claims and the scope of potential liability in pending litigation from potentially unlawful or tortious acts, and evaluating "the most responsible and cost-effective way" to address such matters, are exactly the types of "core matters involving the company's business and operations" that are the basis for Rule 14a-8(i)(7). 1998 Release. For that reason, the Staff has long concurred that shareholder proposals that implicate a company's conduct of litigation or litigation strategy are properly excludable under the "ordinary course of business" exception contained in Rule 14a-8(i)(7). For example, in 1991, the Staff concurred in *Benihana National Corp.* (September 13, 1991) that the company could exclude under Rule 14a-8(c)(7) a proposal requesting the company to publish a report prepared by a board committee analyzing claims asserted in a pending lawsuit. Since then, the Staff repeatedly has concurred in the exclusion of proposals that, in a variety of ways, addressed pending litigation or litigation strategy that the companies faced. *See, for example, Chevron Corp.* (March 19, 2013) (concurring in the exclusion of a proposal as relating to the company's ordinary business operations (i.e., litigation strategy) where the proposal requested that the company review its "legal initiatives against investors" because "[p]roposals that would affect the conduct of ongoing litigation to which the company is a party are generally excludable under rule 14a-8(i)(7)"); *CMS Energy Corp.* (February 23, 2004) (concurring with the exclusion of a shareowner proposal

requiring the company to void any agreements with two former members of management and initiate action to recover all amounts paid to them, where the Staff noted that the proposal related to the "conduct of litigation"); *NetCurrents, Inc.* (May 8, 2001) (concurring in the exclusion of a proposal as relating to the company's ordinary business operations (i.e., litigation strategy) where the proposal required the company to file suit against certain of its officers for financial improprieties).

With its call for an assessment of "all potential sources of liability related to lead-sheathed cables, including a comprehensive mapping of the locations impacted and conclusions on the potential cost of remediation," the Proposal is strikingly similar to the proposal at issue in *General Electric Company* (February 3, 2016) ("*General Electric 2016*"), which requested an assessment of "all potential sources of liability related to PCB discharges in the Hudson River, including all possible liability from NRD claims for PCB discharges, and offering conclusions on the most responsible and cost-effective way to address them." The Staff concurred in the exclusion of that proposal, noting that "the company is presently involved in litigation relating to the subject matter of the proposal. Proposals that would affect the conduct of ongoing litigation to which the company is a party are generally excludable under rule 14a-8(i)(7)."

In this way, the Proposal stands in contrast to those in several recent examples in which the Staff denied no-action relief because those proposals related to, but did not expressly focus on, the concept of liability where litigation was ongoing. For example, in *McDonald's Corporation* (April 5, 2022), the Staff was unable to concur in the exclusion of a proposal urging the board to oversee a third-party audit analyzing the adverse impact of the company's policies and practices on the civil rights of company stakeholders, "*above and beyond legal and regulatory matters*," and to provide recommendations for improving the company's civil rights impact, where the company argued that the proposal was excludable because its subject matter related to the company's litigation strategy and the conduct of ongoing litigation to which the company was a party. Verizon submits, as did the proponent in *McDonald's*, that that proposal's express focus on issues "above and beyond legal and regulatory matters" was an important qualification in saving it from exclusion, which also distinguished it from the proposal at issue in *Chevron 2021*. That focus of the proposal at issue in *McDonald's* stands in stark contrast to the Proposal's focus on and express call for an assessment of "all potential sources of liability related to lead-sheathed cables, including a comprehensive mapping of the locations impacted." The proponent in *McDonald's* further distinguished that proposal from the *Chevron 2021* proposal by suggesting that the subject matter of the audit requested in *McDonald's* would "cover matters having little or no connection to issues of liability or damages" in the litigation cited by the company in *McDonald's*. In contrast, the subject matter of the report requested by the Proposal is coextensive with the subject matter of the litigation described above. *See also, for example, The Walt Disney Company* (January 19, 2022) (unable to concur in the exclusion of a proposal requesting that the company report on the size of its gender and racial pay gap and policies, where the company also argued that the proposal related to the company's litigation strategy and the conduct of ongoing litigation to which the company was a party); *Johnson & Johnson* (March 3, 2022) (unable to concur in the exclusion of a proposal recommending that the company discontinue global sales of its talc-based Baby Powder); *Mondelez International, Inc.* (March 30, 2023) (unable to concur in the exclusion of a proposal requesting that the board adopt targets and publicly report quantitative metrics appropriate to assessing whether the

company was on course to eradicate child labor in all forms from the company's supply chain by 2025). In *none* of these examples did the proposal contain an express call for an assessment of exposure to potential claims and the scope of potential liability that would have affected pending litigation, as is the case with the Proposal and the proposal in *General Electric 2016*.

C. The Proposal is narrowly focused on a very specific source of potential liability to Verizon and, as such, does not raise issues with a broad societal impact nor transcend Verizon's ordinary business operations.

The Commission noted in the 1998 Release that shareholder proposals related to ordinary business operations but focusing on sufficiently significant social policy issues generally would not be excludable, because the proposals would "transcend the day-to-day business matters and raise policy issues so significant that it would be appropriate for a shareholder vote." However, the mere fact that a proposal touches upon a significant social policy issue is not alone sufficient to avoid the application of Rule 14a-8(i)(7) when a proposal implicates ordinary business matters, and there is no-action precedent to support the exclusion of a shareholder proposal in its entirety where only a portion of the proposal relates to ordinary business operations. In *CA, Inc.* (May 3, 2012), the Staff concurred in the exclusion of a proposal that addressed the issue of auditor independence, but also requested information about the company's policies and practices around the selection of the audit firm and management of the engagement, noting that these additional matters are "generally excludable under rule 14a-8(i)(7). *See also General Electric Company* (February 10, 2000) (concurring in exclusion where "a portion of the proposal relates to ordinary business operations") and *Kmart Corporation* (March 12, 1999) (concurring in the exclusion of a proposal requesting a report on the company's actions to ensure it does not purchase from suppliers who manufacture items using forced labor, convict labor, child labor or who fail to comply with laws protecting employees' rights and describing other matters to be included in the report, and specifically noting that "although the proposal appears to address matters outside the scope of ordinary business, paragraph 3 of the description of matters to be included in the report relates to ordinary business operations"). Just as in *General Electric 2016*, even if the Proposal is viewed as touching on the significant social policy issue of the environmental impact of Verizon's operations, the subject matter of the Proposal (*i.e.,* the "potential sources of liability related to lead-sheathed cables, including a comprehensive mapping of the locations impacted and conclusions on the potential cost of remediation") squarely encompasses the subject matter of litigation in which Verizon is currently involved, and thus warrants exclusion.

In addition, in Staff Legal Bulletin No. 14L (November 3, 2021), the Staff stated that it would "focus on the social policy significance of the issue that is the subject of the shareholder proposal" and that "[i]n making this determination, the staff will consider whether the proposal raises issues with a broad societal impact, such that they transcend the ordinary business of the company." Verizon submits that the Proposal does not raise an issue with broad societal impact, but rather, focuses on assessing a source of potential liability to Verizon that is highly specific to the company and its industry, namely, liability related to lead-sheathed cables and, as such, does not transcend the company's ordinary business operations.

As part of its ordinary business operations, Verizon continues to work with the EPA and state environmental agencies and third-party experts that Verizon has already engaged to

determine through a careful, science-based approach what, if any, environmental, health, and safety risks exist in connection with lead-sheathed telecommunications cables. The Proposal would interfere with this pre-existing work by seeking to impose a different inquiry based on a worst-case-scenario analysis involving "all potential sources of liability" on a different timeline than the one being discussed by Verizon and regulators and based on unproven assumptions – namely, that remediation is required.

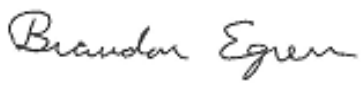
Conclusion

For the foregoing reasons, Verizon believes that the Proposal may be properly excluded from its 2024 proxy materials in reliance on Rules 14a-8(i)(10) and 14a-8(i)(7). Verizon respectfully requests that the Staff confirm that it will not recommend enforcement action to the Commission if Verizon omits the Proposal from its 2024 proxy materials.

Verizon requests that the Staff send a copy of its determination of this matter by email to the undersigned at brandon.egren@verizon.com and to the Proponent.

If you have any questions with respect to this matter, please telephone me at (908) 559-2726.

Very truly yours,



Brandon N. Egren
Managing Associate General Counsel &
Assistant Corporate Secretary

Enclosures

Cc: Frank Bruzek, Association of BellTel Retirees Inc.

Exhibit A

The Submission

Association of BellTel Retirees Inc.

[redacted]

Phone: [redacted]
Fax: [redacted]
Hotline: [redacted]

Web Site: www.belltelretirees.org
E-mail: [redacted]

November 20, 2023

Mr. William L. Horton, Jr.
SVP, Deputy General Counsel and Corporate Secretary
Verizon Communications Inc.
1095 Avenue of the Americas, 8th Floor
New York, NY 10036

Dear Mr. Horton:

The Association of BellTel Retirees hereby submits the attached stockholder proposal for inclusion in the Company's 2024 proxy statement as allowed under Securities and Exchange Commission Rule 14a-8.

Our resolution, attached to this letter, requests that the Board of Directors "undertake a comprehensive independent study and publicly release an independent report by December 2024 that demonstrates the Company has assessed all potential sources of liability related to lead-sheathed cables, including a comprehensive mapping of the locations impacted and conclusions on the potential cost of remediation, along with the most responsible and cost-effective way to prioritize the remediation of sites that pose a risk to public health."

The Association is a stockholder of record and has continuously held the requisite number of shares of Verizon common stock (currently 214 shares) for more than three years. The Association intends to maintain its ownership position through the date of the 2024 Annual Meeting. An officer of the Association will introduce and speak for our resolution at the Company's 2024 Annual Meeting.

Should you wish to discuss our proposal, I will be available to meet with you or a Verizon representative via teleconference on either December 11, 2023, at 9 AM EST, or on December 12, 2023, at 9 AM EST. I can be contacted at [redacted] and by email at [redacted], with a cc to [redacted].

Please contact me with any questions. As suggested in a SEC Staff Legal Bulletin, we would be grateful if you send an e-mail confirming receipt.

Sincerely yours,

F. Bruzek

Frank Bruzek
Chief Financial Officer

ATTACHMENT

Study and Report to Shareholders on Lead-Sheathed Cables

The Association of BellTel Retirees Inc., 181 Main Street/PO Box 33, Cold Spring Harbor, NY 11724, which owns 214 shares of the Company's common stock, hereby notifies the Company that it intends to introduce the following resolution at the 2024 Annual Meeting for action by the stockholders.

Resolved: The shareholders request that Verizon Communications undertake a comprehensive independent study and publicly release an independent report by December 2024 that demonstrates the Company has assessed all potential sources of liability related to lead-sheathed cables, including a comprehensive mapping of the locations impacted and conclusions on the potential cost of remediation, along with the most responsible and cost-effective way to prioritize the remediation of sites that pose a risk to public health.

SUPPORTING STATEMENT

In July 2023 *The Wall Street Journal* published a major report stating that telecommunications companies "have left behind a sprawling network of cables covered in toxic lead that stretches across the U.S., under the water, in the soil and on poles overhead." The story continued: "As the lead degrades, it is ending up in places where Americans live, work and play."

The *Journal* noted that the former AT&T laid lead-sheathed cables up until the 1960s, when the industry began using plastic sheathing and then fiber optic cables. However, the lead-sheathed cables remained in place.

These disclosures sparked public health and environmental concerns as to employees who worked regularly with lead-sheathed cables and as to communities where lead, a toxic metal, can contaminate soil and water.

A former EPA official said the *Journal* findings suggest that buried cables could pose a significant problem "everywhere," and "you're not going to know where it is in a lot of places." An environmental public health professor stated that this "new uncontrolled source of lead" may help explain "why children continue to have lead in their blood," adding: "We never knew about it so we never acted on it, unlike lead in paint and pipes."

The revelations prompted action by federal and state regulators and demands for action from elected officials. Verizon's responded that "[w]e take the matter seriously," that lead-sheathed cables are "a small percentage" of our copper network, and that the likelihood of lead exposure was "low." Verizon added that records on the extent of lead sheathing are "incomplete," but the Company was

investigating sites identified by the *Journal* and when the results are in, Verizon will "work with our industry and others to address concerns and issues."

Apart from the public health and environmental concerns, this issue raises significant cost concerns for investors. An analyst for New Street Research estimated remediation costs between $10-$26 billion, although government programs may play a role.

In the first months after the story broke, Verizon has said little publicly on this issue. We acknowledge Verizon's rather vague claims it is "investigating," but believe that the potential scale, public health risks and cost of this matter warrant the sort of comprehensive and independent examination recommended here.

This issue is too important to be allowed to slip from public sight. Lead remediation efforts in other industries have dragged on for years, and we believe it is important for Verizon to be ahead of the curve.

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Exhibit B

Public Disclosure of Third-Party Testing Results

available on Verizon's website at:
https://www.verizon.com/about/news/verizon-reports-lead-test-results-continues-work-epa

verizon

1300 I Street, NW
Suite 500 East
Washington, DC 20005

Robert S. Fisher
Senior Vice President Federal Government Relations
Public Policy, Law & Security

September 11, 2023

Dear Representative Ryan,

We write to update you on the work that we have undertaken to test the Verizon sites mentioned in the Wall Street Journal articles on the use of lead-sheathed cables in the telecommunications industry. We are pleased to report that our test results at the Wappingers Falls location in your district are consistent with those found by New York State: soil lead levels near Verizon's cable there are similar to lead levels in the surrounding area (i.e., background levels) and do not pose a public health risk to your constituents.[1] Similarly, our test results in West Orange, New Jersey are also consistent with the Environmental Protection Agency's findings in that location.[2] The results are explained in more detail below, as are similar results from a third Verizon location mentioned in the articles.

We have not deployed lead-sheathed cables for decades, but their existence, both in the telecommunications industry and in the transportation and power industries, has long been known. We were skeptical of the claims in the Wall Street Journal, but took them seriously because we prioritize the health and safety of our communities and our workforce.

Recognizing the importance of a careful, scientific approach to this issue, we engaged third-party experts to develop and conduct a protocol to test the levels of lead in the soil in the vicinity of the cables highlighted by the Wall Street Journal. The protocol included collecting and testing discrete soil samples, within a set of soil sampling units. The third-party experts also used a technique to estimate average soil lead levels in the area; that technique, referred to as an incremental sampling methodology, collects multiple samples across the individual sampling units and then combines, processes, and tests the consolidated soil sample to yield estimates of the average soil lead level. Taking this extra step helps understand the soil lead level of an area in a practical sense, as the nature and weight of lead means it is not evenly distributed across a given area. This methodology provides information about lead levels across a larger area than discrete soil samples, so it provides a more reliable measure of potential human exposure.

The results of these tests for each of the three Verizon locations mentioned in the Wall Street Journal articles are summarized below:

Wappingers Falls, New York
The findings of Verizon's investigation conducted at Wappingers Falls, New York are consistent with the New York State Department of Health's conclusion that soil lead levels near Verizon's cable in Temple Park are generally similar to lead levels in background samples and do not pose a public health risk. At each location tested at Wappingers Falls, the average soil lead

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1 *https://www.governor.ny.gov/news/governor-hochul-announces-temple-park-will-reopen-after-comprehensive-soil-testing-reveals*

2 *https://response.epa.gov/site/site_profile.aspx?site_id=16176*

level is lower than the residential soil lead threshold levels of 400 mg/kg set by the New York State Department of Environmental Conservation. And at three of the four sampling units nearest to the lead sheathed cable, the average lead concentration in soil is less than or equal to background lead levels at that location.

Coal Center, Pennsylvania
Testing of the Coal Center location found that the average soil lead level is lower than the soil-to-groundwater remediation standard of 450 mg/kg and soil remediation standard of 500 mg/kg set by the Pennsylvania Department of Environmental Protection. And at all five sampling units located within ten feet of lead sheathed cables, the average lead concentration in soil was within the range of background levels at this location.

West Orange, New Jersey
Testing of the West Orange, New Jersey location found that the average soil lead level is lower than the soil remediation standard of 400 mg/kg set by the New Jersey Department of Environmental Protection. The testing results also demonstrated that soil lead concentrations from 8 out of 9 incremental sampling methodology samples collected at the site are below the New Jersey soil lead remediation standard. And at all four sampling units located within 10 feet of lead sheathed cables, the average lead concentration is within the range of background levels. These results are consistent with sampling conducted at the location by the EPA, which concluded that its review of data “indicate that there are no immediate threats to the health of people nearby.”

We provided these testing results to the EPA and state environmental agencies and will continue to work closely with them to determine if further testing is required. We will continue to be guided by science and our commitment to the health and safety of our communities and workforce. We appreciate your interest in this important issue, and would be happy to discuss our efforts on it with you at your convenience.

Sincerely,