

Consolidated Communications Holdings, Inc.
Form DEF 14A
March 27, 2015

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SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

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| <input type="checkbox"/> | Preliminary Proxy Statement | <input type="checkbox"/> | Soliciting Material Under Rule 14a-12 |
| <input type="checkbox"/> | Confidential, For Use of the
Commission Only (as permitted
by Rule 14a-6(e)(2)) | | |
| <input checked="" type="checkbox"/> | Definitive Proxy Statement | | |
| <input type="checkbox"/> | Definitive Additional Materials | | |

Consolidated Communications Holdings, Inc.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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1) Title of each class of securities to which transaction applies:

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3) Per unit price or other underlying value of transaction computed pursuant to
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CONSOLIDATED COMMUNICATIONS HOLDINGS, INC.

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD MAY 4, 2015**

To Our Stockholders:

The 2015 annual meeting of stockholders of Consolidated Communications Holdings, Inc. will be held at Consolidated Communications Plymouth office, 2950 Xenium Lane North, Suite 138, Plymouth, Minnesota 55441 on May 4, 2015, at 9:00 a.m., central time. The 2015 annual meeting of stockholders is being held for the following purposes:

1. To elect Richard A. Lumpkin and Timothy D. Taron as Class I directors to serve for a term of three years, in accordance with our amended and restated certificate of incorporation and amended and restated bylaws (Proposal No. 1);
2. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2015 (Proposal No. 2);
3. To approve certain provisions of the Consolidated Communications Holdings, Inc. 2005 Long-Term Incentive Plan (Proposal No. 3); and
4. To transact such other business as may properly come before the annual meeting and any adjournment or postponement thereof.

Only stockholders of record at the close of business on March 11, 2015 are entitled to vote at the meeting or at any postponement or adjournment thereof.

We hope that as many stockholders as possible will personally attend the meeting. Whether or not you plan to attend the meeting, please complete the enclosed proxy card and sign, date and return it promptly so that your shares will be represented. You also may vote your shares by telephone or through the Internet by following the instructions set forth on the proxy card. Submitting your proxy in writing, by telephone or through the Internet will not prevent you from voting in person at the meeting.

By Order of the Board of Directors,

Steven J. Shirar
Chief Information Officer & Secretary

March 30, 2015

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on May 4, 2015 Our Proxy Statement and 2014 Annual Report to Stockholders are available at www.edocumentview.com/cnsl.

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CONSOLIDATED COMMUNICATIONS HOLDINGS, INC.

**121 South 17th Street
Mattoon, Illinois 61938**

PROXY STATEMENT

This proxy statement contains information related to the 2015 annual meeting of stockholders of Consolidated Communications Holdings, Inc., a Delaware corporation (the Company, Consolidated, we, our or us), that will be held at our Plymouth office, 2950 Xenium Lane North, Suite 100, Plymouth, Minnesota 55441, on May 4, 2015, at 9:00 a.m., central time, and at any postponements or adjournments thereof. The approximate first date of mailing for this proxy statement and proxy card, as well as a copy of our combined 2014 annual report to stockholders and annual report on Form 10-K for the year ended December 31, 2014, is March 30, 2015.

ABOUT THE MEETING

What is the purpose of this proxy statement?

The purpose of this proxy statement is to provide information regarding matters to be voted on at the 2015 annual meeting of our stockholders. Additionally, it contains certain information that the Securities and Exchange Commission (the SEC) requires us to provide annually to stockholders. The proxy statement is also the document used by our board to solicit proxies to be used at the 2015 annual meeting. Proxies are solicited by our board to give all stockholders of record an opportunity to vote on the matters to be presented at the annual meeting, even if the stockholders cannot attend the meeting. The board has designated Steven J. Shirar and Matthew K. Smith as proxies, who will vote the shares represented by proxies at the annual meeting in the manner indicated by the proxies.

What proposals will be voted on at the annual meeting?

Stockholders will vote on the following proposals at the annual meeting:

the election of Richard A. Lumpkin and Timothy D. Taron as Class I directors to serve for a term of three years, in accordance with our amended and restated certificate of incorporation and amended and restated bylaws (Proposal No. 1);

the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm (the independent auditors), for the fiscal year ending December 31, 2015 (Proposal No. 2);

the approval of certain provisions of the Consolidated Communications Holdings, Inc. 2005 Long-Term Incentive Plan (Proposal No. 3); and

any other business properly coming before the annual meeting and any adjournment or postponement thereof.

Who is entitled to vote?

Each outstanding share of our common stock entitles its holder to cast one vote on each matter to be voted upon at the annual meeting. Only stockholders of record at the close of business on the record date, March 11, 2015, are entitled to receive notice of the annual meeting and to vote the shares of common stock that they held on that date at the meeting, or any postponement or adjournment of the meeting. If your shares are held for you by a

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beneficial holder in street name please refer to the information forwarded to you by your bank, broker or other holder of record to see what you must do to vote your shares. Please see the next question below on this page for a description of a beneficial owner in street name.

A complete list of stockholders entitled to vote at the annual meeting will be available for examination by any stockholder at our corporate headquarters, 121 South 17th Street, Mattoon, Illinois 61938, during normal business hours for a period of ten days before the annual meeting and at the time and place of the annual meeting.

What is the difference between a stockholder of record and a beneficial holder of shares?

If your shares are registered directly in your name with our transfer agent, Computershare Trust Company, N.A., you are considered a stockholder of record with respect to those shares. If this is the case, we have sent or provided proxy materials directly to you.

If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial holder of the shares held for you in what is known as street name. If this is the case, the proxy materials have been forwarded to you by your brokerage firm, bank or other nominee, which is considered the stockholder of record with respect to these shares. As the beneficial holder, you have the right to direct your broker, bank or other nominee how to vote your shares. Please contact your broker, bank, or other nominee for instructions on how to vote any shares you beneficially own.

Who can attend the meeting?

All stockholders of record as of March 11, 2015, or their duly appointed proxies, may attend the meeting. Cameras, recording devices and other electronic devices will not be permitted at the meeting. If you hold your shares in street name, you will need to bring a copy of a brokerage statement reflecting your stock ownership as of the record date and check in at the registration desk at the meeting.

What constitutes a quorum?

A quorum of stockholders is necessary to hold the annual meeting. The presence at the meeting, in person or by proxy, of the holders of a majority of the shares of common stock outstanding on the record date will constitute a quorum. As of March 11, 2015, the record date, 50,489,726 shares of our common stock were outstanding. Proxies received but marked as withheld, abstentions or broker non-votes will be included in the calculation of the number of shares considered present at the meeting for purposes of establishing a quorum. In the event that a quorum is not present at the annual meeting, we expect that the annual meeting will be adjourned or postponed to solicit additional proxies.

How do I vote?

If you are a stockholder of record, you may vote by any of the following methods:

Internet. Electronically through the Internet by accessing our materials using the website listed on your proxy card. To vote through the Internet, you should sign on to this website and follow the procedures described at the website. Internet voting is available 24 hours a day, and the procedures are designed to authenticate votes cast by using a personal identification number located on your proxy card. These procedures allow you to give a proxy to vote your shares and to confirm that your instructions have been properly recorded. If you vote through the Internet, you should not return your proxy card. If you vote through the Internet, your proxy will be voted as you direct on the website.

Mail. By returning your proxy through the mail. If you complete and properly sign the accompanying proxy card and return it to us, it will be voted as you direct on the proxy card. You should follow the instructions set forth on the proxy card, being sure to complete it, to sign it and to mail it in the enclosed postage-paid envelope.

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Telephone. By calling 1-800-652-8683 (VOTE). This toll free number is also included on the proxy card. Telephone voting is available 24 hours a day, and the procedures are designed to authenticate votes cast by using a personal identification number located on your proxy card. These procedures allow you to give a proxy to vote your shares and to confirm that your instructions have been properly recorded. If you vote by telephone, you should not return your proxy card.

In Person. In person at the meeting.

We recommend that you vote in advance even if you plan to attend the meeting so that we will know as soon as possible that enough votes will be present for us to hold the meeting. If you are a stockholder of record and attend the meeting, you may vote at the meeting or deliver your completed proxy card in person.

If your shares are held in street name, please refer to the information forwarded to you by your bank, broker or other holder of record to see what you must do in order to vote your shares, including whether you may be able to vote electronically through your bank, broker or other record holder. If so, instructions regarding electronic voting will be provided by the bank, broker or other holder of record to you as part of the package that includes this proxy statement. If you are a street name stockholder and you wish to vote in person at the meeting, you will need to obtain a proxy from the institution that holds your shares and present it to the inspector of elections with your ballot when you vote at the annual meeting.

Can I revoke or change my vote after I return my proxy card?

Yes. Even after you have submitted your proxy, you may revoke or change your vote at any time before the proxy is voted by:

delivering to our Secretary at the address on the first page of this proxy statement a written notice of revocation of your proxy by mail, by telephone or through the Internet;

delivering a duly executed proxy bearing a later date; or

voting in person at the annual meeting.

If your shares are held in street name, you may revoke or change your vote by voting in person at the annual meeting if you obtain a proxy as described in the answer to the previous question.

How many votes are required for the proposals to pass?

Election of Directors (Proposal No. 1). Directors are elected by a plurality vote. Accordingly, the two director nominees who receive the greatest number of votes cast will be elected.

Ratification of the Appointment of Ernst & Young LLP (Proposal No. 2), Approval of Certain Provisions of the Consolidated Communications Holdings, Inc. 2005 Long-Term Incentive Plan (Proposal No. 3), and Approval of any Other Proposals. The vote required for the ratification of the appointment of Ernst & Young LLP, the approval of certain provisions of the Consolidated Communications Holdings, Inc. 2005 Long-Term Incentive Plan, and the approval of any other proposal not presently anticipated that may properly come before the annual meeting or any adjournment or postponement of the meeting, is the approval of a majority of the votes present, in person or by proxy, and entitled to vote on the matter.

How are abstentions and broker non-votes treated?

With respect to Proposal No. 1, abstentions will have no effect. If a stockholder abstains from voting on Proposal No. 2 or Proposal No. 3, it will have the same effect as a vote AGAINST that proposal. Broker non-votes and shares as to which proxy authority has been withheld with respect to any matter are not entitled to vote for purposes of determining whether stockholder approval for that matter has been obtained and, therefore, will have no effect on the outcome of the vote on any such matter. A broker non-vote occurs on a proposal when shares held of record by a broker are present or represented at the meeting but the broker is not permitted to vote on that proposal without instruction from the beneficial owner of the shares and no instruction has been given.

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What if I do not specify a choice for a matter when returning a proxy?

Stockholders should specify their choice for each matter on the enclosed proxy. If no specific instructions are given, proxies that are signed and returned will be voted:

FOR the election of Richard A. Lumpkin and Timothy D. Taron as Class I directors (see page 7);

FOR the proposal to ratify the appointment of Ernst & Young LLP as our independent auditors (see page 21); and

FOR the proposal to approve certain provisions of the Consolidated Communications Holdings, Inc. 2005 Long-Term Incentive Plan (see page 40).

What are the board's recommendations?

The board's recommendations, together with the description of each proposal, are set forth in this proxy statement. In summary, the board recommends that you vote:

FOR the election of Richard A. Lumpkin and Timothy D. Taron as Class I directors (see page 7);

FOR the ratification of the appointment of Ernst & Young LLP as our independent auditors (see page 21); and

FOR the approval of certain provisions of the Consolidated Communications Holdings, Inc. 2005 Long-Term Incentive Plan (see page 40). Unless you give other instructions on your proxy card, the persons named as proxy holders on the enclosed proxy card will vote in accordance with the recommendations of the board of directors.

What happens if additional matters are presented at the annual meeting?

Other than the three proposals described in this proxy statement, we are not aware of any other business to be acted upon at the annual meeting.

Pursuant to the provisions of Rule 14a-4(c) under the Securities Exchange Act of 1934, as amended (the Exchange Act), with respect to any other matter that properly comes before the meeting, if you grant a proxy the persons named as proxy holders on the enclosed proxy card will vote your shares as recommended by the board of directors or, if no recommendation is given, in their own discretion.

Will anyone contact me regarding this vote?

No arrangements or contracts have been made or entered into with any solicitors as of the date of this proxy statement, although we reserve the right to engage solicitors if we deem them necessary. If done, such solicitations may be made by mail, telephone, facsimile, e-mail, the Internet or personal interviews.

Who will tabulate and certify the vote?

Representatives of Computershare Trust Company, N.A., our transfer agent, will tabulate the votes and act as Inspector of Elections.

ANNUAL REPORT

Will I receive a copy of Consolidated's 2014 Annual Report to Stockholders?

We have enclosed our 2014 annual report to stockholders for the fiscal year ended December 31, 2014 with this proxy statement. The annual report includes our audited financial statements, along with other financial information about us, which we urge you to read carefully.

Table of Contents**How can I receive a copy of Consolidated s Annual Report on Form 10-K?**

Our annual report on Form 10-K for the fiscal year ended December 31, 2014, as filed with the SEC on March 2, 2015, is included in the 2014 annual report to stockholders, which accompanies this proxy statement.

You can also obtain, free of charge, a copy of our annual report on Form 10-K, including all exhibits filed with it, by:

accessing the investor relations section of our website at <http://ir.consolidated.com> and clicking on the Financial Information link followed by clicking on the SEC Filings link;

accessing the materials online at www.edocumentview.com/cnsl;

writing to:

Consolidated Communications Holdings, Inc. Investor Relations
121 South 17th Street
Mattoon, Illinois 61938; or

telephoning us at: (217) 258-2959.

You can also obtain a copy of our annual report on Form 10-K and other periodic filings that we make with the SEC from the SEC s EDGAR database at <http://www.sec.gov>.

STOCK OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information that has been provided to us with respect to the beneficial ownership of shares of our common stock for (i) each stockholder who is known by us to own beneficially more than 5.0% of the outstanding shares of our common stock, (ii) each of our directors, (iii) each of our executive officers named in the Summary Compensation Table on page 34, and (iv) all of our directors and executive officers as a group. Unless otherwise indicated, each stockholder shown on the table has sole voting and dispositive power with respect to all shares shown as beneficially owned by that stockholder. Unless otherwise indicated this information is current as of March 11, 2015, and the address of all individuals listed in the table is as follows: Consolidated Communications Holdings, Inc., 121 South 17th Street, Mattoon, Illinois 61938-3987.

Name of Beneficial Owner	Aggregate Number of Shares Beneficially Owned	Percentage of Shares Outstanding
BlackRock Fund Advisors (a)	4,687,419	9.3%
The Vanguard Group, Inc. (b)	3,881,046	7.7%
City National Rochdale LLC (c)	3,148,755	6.2%
Lumpkin, Richard Anthony (d)	2,103,586	4.2%
Robert J. Currey	76,015	*
C. Robert Udell, Jr.	61,604	*
Steven L. Childers	90,116	*
Thomas A. Gerke	9,626	*
Dale E. Parker	19,294	*
Maribeth S. Rahe	36,116	*
Timothy D. Taron	24,666	*
Roger H. Moore	28,683	*
All directors & officers as a group (9 persons)	2,449,706	4.9%

* Less than 1.0% ownership.

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- (a) Beneficial and percentage ownership information is based on information contained in a Form 13G/A filed with the SEC on January 15, 2015, by BlackRock, Inc. The address of BlackRock, Inc. is 40 East 52nd Street, New York, New York 10022. BlackRock, Inc. has sole voting power with respect to 4,842,994 shares.
- (b) Beneficial and percentage ownership information is based on information contained in a Form 13G/A filed with the SEC on February 11, 2015, by The Vanguard Group, Inc. The address of The Vanguard Group, Inc. is Vanguard Blvd., Malvern, Pennsylvania 19355. The Vanguard Group has sole voting power with respect to 70,736 shares, sole dispositive power with respect to 3,814,692 shares, and shared dispositive power with respect to 66,354 shares.
- (c) Beneficial and percentage ownership information is based on information contained in a Form 13F filed with the SEC on January 22, 2015, by City National Rochdale LLC. The address of City National Rochdale LLC is 570 Lexington Avenue, New York, New York 10022. City of National Rochdale LLC has sole voting power with respect to 2,692,240 shares.
- (d) Includes: (i) 481,154 shares owned by Living Trust FBO Richard A. Lumpkin, (ii) 919,677 shares owned by 1970 Trust FBO Richard A. Lumpkin, (iii) 3,500 shares owned by Mr. Lumpkin's wife, (iv) 106,153 shares owned by the Benjamin I. Lumpkin 2012 Irrevocable Trust, for which Mr. Lumpkin is the trustee, (v) 6,011 shares owned directly by Mr. Lumpkin, (vi) 309,674 shares owned by Benjamin I. Lumpkin 2008 Dynasty Trust, for which Mr. Lumpkin is the trustee, and (vii) 277,417 shares owned by Elizabeth L. Celio 2008 Dynasty Trust, for which Mr. Lumpkin is the trustee.

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Our amended and restated certificate of incorporation provides for the classification of our board of directors into three classes of directors, designated Class I, Class II and Class III, as nearly equal in size as is practicable, serving staggered three-year terms. One class of directors is elected each year to hold office for a three-year term or until successors of such directors are duly elected and qualified. The corporate governance committee has recommended, and the board also recommends, that the stockholders elect Mr. Lumpkin and Mr. Taron, the nominees designated below as the Class I directors, at this year's annual meeting to serve for a term of three years expiring in 2018 or until his respective successor is duly elected and qualified. The nominees for election to the position of Class I directors, and certain information with respect to their backgrounds and the backgrounds of non-nominee directors, are set forth below.

It is the intention of the persons named in the accompanying proxy card, unless otherwise instructed, to vote to elect the nominees named herein as the Class I directors. The nominees named herein presently serve on our board of directors, and each nominee has consented to serve as a director if elected at this year's annual meeting. In the event that any of the nominees named herein is unable to serve as a director, discretionary authority is reserved to the board to vote for a substitute for such nominee. The board has no reason to believe that the nominees named herein will be unable to serve if elected.

Nominees standing for election to the board

Name	Age	Current Position With Consolidated
Richard A. Lumpkin (Class I Director term expiring in 2018)	80	Founding Director
Timothy D. Taron (Class I Director term expiring in 2018)	64	Director

Directors continuing to serve on the board

Name	Age	Current Position With Consolidated
Roger H. Moore (Class II Director term expiring in 2016)	73	Director
Thomas A. Gerke (Class II Director term expiring in 2016)	58	Director
Dale E. Parker (Class II Director term expiring in 2016)	63	Director
Robert J. Currey (Class III Director term expiring in 2017)	69	Executive Chairman of the Board and Director
Maribeth S. Rahe (Class III Director term expiring in 2017)	66	Director
C. Robert Udell, Jr. (Class III Director term expiring in 2017)	49	President & Chief Executive Officer and Director

Set forth below is information with respect to the nominees to the board and each continuing director regarding their experience. After the caption Board Contributions, we describe some of the specific experience, qualifications, attributes or skills that led to the conclusion that the person should serve as a director for the Company.

Business experience of nominees to the board

Richard A. Lumpkin has served as a director with us and our predecessor since 2002. He served as Chairman of the Board from 2005 until November 2013, at which time the board designated him a Founding Director. From 1997 to 2002, Mr. Lumpkin served as Vice Chairman of McLeodUSA, which acquired our predecessor in 1997. From 1963 to 1997, Mr. Lumpkin served in various positions at our predecessor, including Chairman, Chief Executive Officer, President and Treasurer. Mr. Lumpkin is currently a director of Agracel, Inc., a real estate

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investment company and is Treasurer and formerly a Trustee of The Lumpkin Family Foundation. Mr. Lumpkin is also a former director, former President and former Treasurer of the USTelecom Association, a former president of the Illinois Telecommunications Association, a former director of First Mid-Illinois Bancshares, Inc. (First Mid-Illinois), a financial services holding company and a former director of Ameren Corp., a public utility holding company. Mr. Lumpkin has also served on the University Council Committee on Information Technology for Yale University.

Board Contributions: Mr. Lumpkin is a long-time telecommunications industry veteran, has long experience in the executive leadership of the Company and its predecessor and is a significant stockholder in the Company. He is well known and respected by other industry participants and enjoys access to, and a long-standing relationship with, the senior executives, ownership, and board members of many public and private telecommunications companies with whom the Company considers its relationships to be important. By virtue of his significant ownership, Mr. Lumpkin represents a strong voice for stockholders in the Board's deliberations.

Timothy D. Taron has served as director since July 2012. Mr. Taron, a practicing attorney for over 30 years, served on the board of directors of SureWest Communications (SureWest) from 2000 until the consummation of the Company's merger with SureWest on July 2, 2012. Since 1981, Mr. Taron has been a senior partner with the law firm of Hefner Stark & Marois, LLP, Attorneys-at-Law, Sacramento, California. He was formerly the President and a director of the Sacramento Metropolitan Chamber of Commerce, a private, non-profit organization.

Board Contributions: Mr. Taron, a practicing attorney for over 30 years with a firm located in our Sacramento market, specializes in complex business transactions, real estate development and tax-exempt bond financing, providing the board with the ability to analyze a variety of business matters. His extensive involvement in the Sacramento business community, coupled with his hands-on experience in areas affecting the growth and health of the economy in the community he resides and practices law, provides the board with better insight into the markets the Company principally serves and its potential business opportunities. Mr. Taron is well suited for the corporate governance committee chair position due to his past involvement on public and non-profit boards and his training and continuing education as an attorney.

BUSINESS EXPERIENCE OF CONTINUING DIRECTORS

Robert J. Currey serves as our Executive Chairman. Mr. Currey has served as one of the Company's directors and as a director of our predecessors since 2002 and served as our Chief Executive Officer from 2002 until December 31, 2014. From 2002 to November 2013, he also served as our President. From 2000 to 2002, Mr. Currey served as Vice Chairman of RCN Corporation, a competitive telephone company providing telephony, cable and Internet services in high-density markets nationwide. From 1998 to 2000, Mr. Currey served as President and Chief Executive Officer of 21st Century Telecom Group. From 1997 to 1998, Mr. Currey served as Director and Group President of Telecommunications Services of McLeodUSA, which acquired our predecessor in 1997. Mr. Currey joined our predecessor in 1990 and served as President through its acquisition in 1997. Mr. Currey is also a director of Cartesian, Inc. (formerly The Management Network Group, Inc.), a professional services company, the USTelecom Association and the Illinois Business RoundTable.

Board Contributions: Mr. Currey is a long-time industry veteran and has significant experience leading other companies in the telecommunications and media sector. He is well known throughout the telecommunications industry and is respected as an opinion leader especially among the mid-sized telecom carriers. Because of his experience and his role as our former Chief Executive Officer until December 31, 2014, Mr. Currey also has substantial institutional knowledge regarding the Company, including its operations and strategies.

C. Robert Udell, Jr. serves as our President and Chief Executive Officer and as a director. Mr. Udell served as Chief Operating Officer from May 2011 to December 31, 2014, and as President from November 2013 until December 31, 2014. He became Chief Executive Officer on January 1, 2015. He has served as a director since November 2013. From 1999 to 2004, Mr. Udell served in various capacities at the predecessor of our Texas operations, including Executive Vice President and Chief Operating Officer. From 2004 to November 2013, Mr. Udell served as Senior Vice President. Prior to joining the predecessor of our Texas operations in March 1999,

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Mr. Udell was employed by our predecessor from 1993 to 1999 in a variety of senior roles, including Senior Vice President, Network Operations, and Engineering. He serves on the boards of the Greater Conroe Economic Development Council and Board of trustees for The John Cooper School.

Board Contributions: Mr. Udell has been in the telecommunications industry for a number of years, and has worked in a number of capacities. He brings a broad knowledge of our operating environment, key trends in technology and regulation, and market forces impacting the Company. By dint of his role as President and Chief Executive Officer of the Company, he is also able to provide the board with in-depth insight into the Company's current performance and future plans.

Maribeth S. Rahe has served as a director since July 2005. Ms. Rahe has served as President and Chief Executive Officer of Fort Washington Investment Advisors, Inc. since November 2003. Ms. Rahe is currently a member of the board of directors of First Financial Bancorp and First Financial Bank. From January 2001 to October 2002, Ms. Rahe was President and a member of the board of directors of U.S. Trust Company of New York, and from June 1997 to January 2001, was its Vice Chairman and a member of the board of directors.

Board Contributions: Ms. Rahe has deep background as a senior executive in the banking industry and is well attuned to developments in the capital markets and their potential impact on the Company. She provides a strong risk-management perspective and oversees the Board's succession planning efforts. She also qualifies as an audit committee financial expert under SEC guidelines and serves as our audit committee chairperson.

Roger H. Moore has served as a director since July 2005. Mr. Moore was President and Chief Executive Officer of Illuminet Holdings, Inc., a provider of network, database and billing services to the communications industry, from October 1998 to December 2001, a member of its board of directors from July 1998 to December 2001, and its President and Chief Executive Officer from January 1996 to August 1998. In December of 2001, Illuminet was acquired by VeriSign, Inc. and Mr. Moore retired at that time. In September 1998 and October 1998, he served as President, Chief Executive Officer and a member of the board of directors of VINA Technologies, Inc., a telecommunications equipment company. From June 2007 to November 2007, Mr. Moore served as interim President and CEO of Arbinet. From December 2007 to May 2009, Mr. Moore served as a consultant to VeriSign Corporation. Mr. Moore also presently serves as a director of VeriSign, Inc. and was previously a director of Western Digital Corporation.

Board Contributions: Mr. Moore is a seasoned telecommunications executive with a deep background in the industry and very strong technical aptitude. He has a strong entrepreneurial bent and is a knowledgeable analyst of the evolution of telecommunications and the impact of new technologies on our business. He brings perspective from service on other boards. He also qualifies as an audit committee financial expert under SEC guidelines.

Thomas A. Gerke has served as a director since February 2013 and is the Chief Legal Officer at H&R Block, the world's largest consumer tax services provider, since January 2012. From January 2011 to April 2011, Mr. Gerke served as Executive Vice President, General Counsel and Secretary of YRC Worldwide, a Fortune 500 transportation service provider. From July 2009 to December 2010, Mr. Gerke served as Executive Vice Chairman of CenturyLink, a Fortune 500 integrated communications business. From December 2007 to June 2009, he served as President and Chief Executive Officer at Embarq, then a Fortune 500 integrated communications business. He also held the position of Executive Vice President and General Counsel - Law and External Affairs at Embarq from May 2006 to December 2007. From October 1994 through May 2006, Mr. Gerke held a number of executive and legal positions with Sprint, serving as Executive Vice President and General Counsel for over two years. Mr. Gerke is also a former director of the CenturyLink, Embarq and United States Telecom Association and is a former member of the Rockhurst University Board of Trustees. He currently serves as a Trustee for the Greater Kansas City Local Investment Commission, Inc. (LINC).

Board Contributions: Mr. Gerke has substantial experience in the telecommunications sector. His leadership and industry experiences bring a strong and knowledgeable operational and strategic perspective to the Board's deliberations. He also brings perspective from service on other boards. Although Mr. Gerke is not currently a member of our audit committee, he also qualifies as an audit committee financial expert under SEC guidelines.

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Dale E. Parker has served as a director since October 2014. Mr. Parker was a director on the Enventis Corporation (formerly Hickory Tech) board from 2006 until the consummation of Enventis Corporation's merger with the Company on October 16, 2014, and served as Chair of Enventis Corporation board from January 2011 to May 2013. Mr. Parker is currently the Interim President and Chief Executive Officer for Image Sensing Systems, Inc. He has served as the Chief Operating Officer (COO), Chief Financial Officer (CFO) and Treasurer for Image Sensing Systems since June 2013. Mr. Parker also continues to serve on the board of Image Sensing Systems, Inc., of St. Paul, Minnesota, a technology company focused in infrastructure improvement through the development of software based detection solutions for the intelligent transportation systems sector. Mr. Parker served as interim CFO for Ener1, Inc. from 2011 to 2012. Ener1, Inc. is an energy storage technology company that develops lithium-ion-powered storage solutions for application in the electric utility, transportation and industrial electronics markets. In 2010, Mr. Parker worked as CFO of Neenah Enterprises, Inc., an independent foundry. From 2009 to 2010, Mr. Parker was the Vice President of Finance for Paper Works, a producer of coated recycled paper board. Mr. Parker was CFO at Forest Resources, LLC, a company focused on paper product production and conversion, from 2007 to October 2008. Mr. Parker is a CPA and holds an MBA.

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