

## Frontier Communications Corporation

### Corporate Governance Guidelines

These Corporate Governance Guidelines were adopted by the Board of Directors (the "Board") of Frontier Communications Corporation and amended as of February 6, 2009.

*These Guidelines are intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. While they should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as the context of the Company's Certificate of Incorporation and Bylaws, they are not intended to establish by their own force any legally binding obligations.*

#### Purpose

The Board of Frontier Communications Corporation (together with its subsidiaries, "Frontier" or the "Company") has adopted these Corporate Governance Guidelines (these "Guidelines"), which reflect the Board's commitment to monitor the effectiveness of policy and decision-making both at the Board and management level. The Board believes these Guidelines should be an evolving set of corporate governance principles, subject to amendment from time to time as circumstances warrant.

It is the duty of the Board of Directors to oversee and monitor the effectiveness of the Chief Executive Officer (the "CEO") and other senior members of management who are charged with the competent and ethical operation of the Company on a day-to-day basis. To satisfy this duty the directors will take an active, focused approach to their position, and set standards to ensure that the Company is committed to business success through maintenance of the highest standards of responsibility and ethics.

Directors bring to the Company a wide range of experience, knowledge and judgment, and bring these skills to bear for the Company. These varied skills mean that good governance depends on far more than a purely process-oriented approach to standard corporate procedures. The governance structure in the Company is designed to be a working structure for principled actions, effective decision-making and appropriate monitoring of both compliance and performance.

Effective directors maintain an attitude of constructive and careful review. Our directors know that their job requires them to ask probing questions of management and to take the action necessary to get sought after answers. Our directors also rely on head advice, reports and opinions of management, counsel and our expert advisers. In doing so the board evaluates the qualifications of those it relies upon for information and advice, and also looks to the process used by managers and advisers in reaching their recommendations.

Finally, our board prides itself on keeping up to date on best governance practices. The board, working together with management and outside advisers, looks to the knowledge and information of others knowledgeable in the governance issues for additional information on how to manage its affairs. The board intends to continually monitor the way it governs itself, including reviewing whether there are alternatives or new ideas which would strengthen the Company's governance structures.

#### Board Qualification Standards

##### Independence

The Board believes that it is important to be able to exercise independent judgment and that it is good governance when a substantial majority of the directors are independent (as defined in the NYSE Listing Requirements). Accordingly, independent directors should constitute at least 75% of the Board at any time. Each director will cooperate with the Board during the Board's process of determining the independence of such director.

### Membership Criteria

Directors should possess high personal and professional ethics, integrity, and values, and be committed to representing the long-term interests of the stockholders. They must also have an inquisitive and objective perspective, practical wisdom, and mature judgment.

The Nominating and Corporate Governance Committee will solicit and receive recommendations, and review qualifications of, potential candidates to serve on the Board. The Nominating and Corporate Governance Committee will recommend to the full Board candidates for election to the Board.

The Nominating and Corporate Governance Committee, after consultation with the Chairman of the Board (the "Chairman") and other members of the Board, will review periodically the particular attributes that would be most beneficial to the Company in future Board nominees. This assessment will include, but not be limited to, issues such as integrity, competence, experience, commitment, diversity, and collegiality.

Any officer (other than the Chairman or the CEO) of the Company who also serves as a director shall tender his or her resignation to the Board upon any termination of the officer's employment by the Company. The Board will decide at such time whether the resignation from the Board is accepted.

Any director whose position of principal employment changes substantially (including retirement) after election to the Board must immediately tender his or her resignation to the Board. The Board will then decide at its next regularly scheduled meeting, through a process managed by the Nominating and Corporate Governance Committee and excluding the director in question, whether to accept the resignation.

Any director who fails to win a majority of the affirmative votes for his or her reelection at a meeting of stockholders shall immediately tender his or her resignation to the Board. The Board will decide at its next regularly scheduled meeting, through a process managed by the Nominating and Corporate Governance Committee and excluding the director in question, whether the resignation from the Board is accepted.

### Stock Ownership Guidelines

Each non-management director of the Company should have a financial stake in the Company. Each director should establish a meaningful ownership position in the Company over time. Each non-management director is expected to purchase a minimum of \$50,000 in shares of common stock of the Company by the later of May 18, 2010 and three years after joining the Board and retain ownership of the number of shares purchased (irrespective of the changes in value of such shares) as long as he or she serves on the Board of Directors. The investment can be made by purchasing shares in the open market or exercising stock options.

Each member of the Company's Senior Leadership Team should have a financial stake in the Company. The CEO is expected to own shares of common stock of the Company having a minimum value of two times his or her base salary and each other member of the Senior Leadership Team is expected to own shares of common stock of the Company having a minimum value of one times his or her base salary, in each case within three years after joining the Senior Leadership Team and retain ownership of at least that amount as long as he or she serves on the Senior Leadership Team. Restricted stock grants shall be counted for purposes of fulfilling this guideline.

### Commitment and Limit on Other Activities

Directors must be willing to devote sufficient time to carrying out their duties and responsibilities effectively, and should be committed to serve on the Board for an extended period of time.

The Company recognizes that members of the Board benefit from service on the boards of other companies (provided that no member of the Board may serve on the board of a customer, supplier, or competitor of the Company unless she or she first obtains approval from the Board). We encourage that service but also believe it is critical that directors have the opportunity to dedicate sufficient time to their service on the Board. To that end, the CEO and any other director who is an employee of the Company should serve on no more than two (2) public company boards in addition to the Board, unless she or she first obtains approval from the Nominating and Corporate Governance Committee. In addition, each non-employee director should serve on no more than three (3) public company boards in addition to the Board, unless she or she first obtains approval from the Nominating and Corporate Governance Committee. Directors are expected to inform the Chairman and the Chairman of the Nominating and Corporate Governance Committee prior to becoming the director of any other public company or becoming the member of the audit committee of any other public company. For purposes of this section, "public company board" means a board of directors of a company with the equity securities registered pursuant to Section 12(b) or Section 12(g) of the Securities Exchange Act of 1934, as amended.

#### Criteria for Re-Nomination of Existing Directors

The guidelines established by the Board for board membership will govern decisions regarding the re-nomination of directors for additional terms on the Board.

A director's length of service will also be considered and, as a general rule, a non-employee director will not be re-nominated if he or she has served fifteen (15) years as a member of the Board; provided, however, that the Nominating and Corporate Governance Committee shall have the right to re-nominate any director regardless of the length of his or her service if, in the judgment of the Nominating and Corporate Governance Committee, such re-nomination is in the best interests of the Company and its stockholders.

#### Criteria for Re-Designation of Committee Chairs and Lead Director

As a general rule, commencing with the annual meeting of the Board held in 2007, the Board may only designate an individual to serve as chairman of a committee or as Lead Director (as defined below) for two consecutive one-year terms; provided, however, that the Board may retain an individual as the chairman of a committee or as Lead Director for additional terms if the Board, in its discretion, and upon recommendation of the Nominating and Corporate Governance Committee, determines that there are reasons to do so. Subject to the limits set forth under "Criteria for Re-Nomination of Existing Directors," there are no limits on how long any individual may serve as Chairman of the Board.

### **Director Responsibilities**

#### General

The fundamental role of the directors is to exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its stockholders. In fulfilling that responsibility, the directors should be able to rely on the honesty and integrity of the Company's senior management and expert legal, accounting, financial and other advisors. The directors should have the benefit of directors' and officers' insurance, paid by the Company, to indemnification to the fullest extent allowed under the Company's charter and Delaware law, and to exculpation as provided by Delaware law and the Company's charter.

The board believes that management speaks for the Company. Individual board members may occasionally meet with or otherwise communicate with various constituencies that are involved with the Company and the Company will disclose a method for interested parties to make any concerns known to the non-management directors, but it is expected that board members would communicate with outside parties only with the knowledge of management and, in most instances absent unusual circumstances or as contemplated by the committee charters, at the request of management.

While not limiting their obligations under applicable law, directors, in their capacity as such, are expected to use their reasonable business judgment in overseeing the management of the Company. However, the Board is not expected to manage the Company on a day-to-day basis nor guarantee in any way the management or operations of the Company.

The directors recognize that candor and the avoidance of conflicts are owed to the Company's stockholders. Directors have an obligation to disclose potential conflicts of interest prior to any Board decision related to any matter and may be required to recuse themselves from any discussion or vote related to the matter.

### Board Leadership

The Company will have a Chairman who will chair Board meetings and perform such other duties as set forth in the Company's charter and in these Guidelines or as are otherwise assigned to him or her by the Board. The Chairman and the CEO may be the same person; however, the Board may separate these two positions if it deems it to be in the best interests of the Company and the stockholders to do so. The Company will have a lead director (the "Lead Director") if the Chairman and CEO is the same person and the Lead Director will preside at all Non-Management Sessions (as defined below) and meetings of the Board where the Chairman is not present and will perform such other duties as are assigned to him or her by the independent directors, including those set forth on Exhibit A. The independent directors as a group, acting through a resolution approved by a majority of all independent directors, will determine, based upon the recommendation of the Nominating and Corporate Governance Committee, which one of the independent directors will serve as Lead Director. A director must have served on the Board for a minimum of one year in order to be eligible to be a Lead Director. At any time when the Chairman is an independent director, the Chairman can be the Lead Director if the independent directors, acting through a resolution approved by a majority of all independent directors, determine to have a Lead Director under such circumstances.

### Board Meetings

The Chairman will establish the agenda for the Board's meetings in consultation with the Lead Director and the Board. Any member of the Board may recommend the inclusion of specific agenda items. Such recommendations will be accommodated unless it is not practicable to do so.

Materials important to the Board's understanding of agenda items will be distributed to the members of the Board, in a timely manner, before the Board meets. These materials will be informative but concise. Each member of the Board will review the distributed materials prior to each meeting of the Board. Members of the Board are also encouraged to keep themselves informed of the Company's affairs between Board meetings through direct contact with members of the senior management of the Company.

Members of the Board are expected to attend each meeting of the Board, either in person or telephonically.

### Executive Sessions

In order to enable non-management directors of the Company to be more effective checks on management of the Company, the non-management directors of the Company will meet regularly in executive sessions of the Board without management present ("Non-Management Sessions"). Such Non-Management Sessions will be conducted in accordance with any NYSE Listing Requirements then in effect, and the identification of non-management directors will be made in accordance with the NYSE Listing Requirements. The authority in such sessions to act on behalf of the Company or the Board on any matters requires an express delegation of authority by the Board.

If the group of non-management directors of the Company includes directors who are not independent under the NYSE Listing Requirements, the Company will also schedule an executive session, at least once a year, including only independent directors.

### **Board Committees**

Subject to applicable law, the Board has the authority to establish committees for any purpose it deems appropriate. The Board currently has the following standing committees: Audit, Compensation, Nominating and Corporate Governance and Retirement Plan.

The Board will approve all committee assignments, including committee chairs. In so doing, the Board shall consider the desires of individual directors and the recommendations of the Nominating and Corporate Governance Committee. The Board, in its discretion, may periodically rotate committee membership and, as a general rule, should rotate committee chair every two years. Such rotation is not required, however, if the Board determines, in its discretion, that there are reasons to maintain an individual director's committee membership or chairmanship for a longer period.

The committee chairs will determine the frequency of meetings of their respective committees consistent with any requirements contained in each such committee's charter and NYSE Listing Requirements, and, in consultation with management, will set meeting times and develop committee agendas.

As required by the NYSE Listing Requirements, only directors who are independent (as defined in the NYSE Listing Requirements) may serve on the Audit, Compensation, and Nominating and Corporate Governance Committees.

Committees of the Board will have access to outside legal counsel, accountants, compensation consultants, investment bankers, or other independent consultants or advisors (at the Company's expense) whose expertise is deemed essential to carrying out the committees' respective missions.

### **Board Access to Senior Management and Independent Advisors**

Members of the Board will have complete access to senior management of the Company. The Board's contact with senior management will be handled in a manner that would not be disruptive to the Company's business operations. It is encouraged that at any non-routine written communication emanating from such contacts should be copied to the CEO. However, the Board recognizes that Board members may, and in some circumstances should, respect the privacy of the persons communicating with the Board and treat such communications confidentially.

The Board encourages the CEO to invite members of senior management or other key personnel of the Company to Board and committee meetings to, among other reasons, provide: (a) additional insight on items being discussed because of their personal involvement in such areas; and/or (b) Board exposure to individuals without outstanding management potential.

The Board will also have authority to engage independent legal, accounting, or other advisors in connection with carrying out the Board's responsibilities.

### **Director Compensation**

Any compensation of members of the Board will be established in accordance with applicable legal and regulatory requirements, as well as the NYSE Listing Requirements. Compensation of directors on the Board will be comparable to that offered by other companies of similar size and scope. Except as permitted under the NYSE Listing Requirements, independent directors will receive no additional remuneration from the Company beyond that provided to them for their services as directors and as

members of any committee of the Board. Directors will receive no remuneration from the Company for serving as a director.

Senior officers of the Company will receive no remuneration from the Company for serving as a director.

Senior management of the Company will periodically review with the Compensation Committee the status of director compensation relative to comparable companies. The Compensation Committee will periodically review the Company's principles for determining the form and amount of director compensation, as appropriate. Any changes to Board compensation will arise from recommendations of the Compensation Committee, with full discussion and concurrence by the Board.

The Board is committed to fostering compensation programs designed to encourage stock ownership by the directors and senior management of the Company over the long-term. Such programs, in the view of the Board, will further align the interests of the directors and senior management of the Company with the interests of the stockholders.

### **Evaluation of the CEO**

The CEO is expected to report annually to the Compensation Committee on the CEO's goals and objectives for the ensuing year, and also to report annually on the level of achievement of the preceding year's goals and objectives. All independent members of the Board will be invited to those particular Compensation Committee meetings, and all will have the opportunity to participate in any appropriate follow-up meetings or discussions.

The Compensation Committee will conduct an annual evaluation of the CEO's performance. Both objective and subjective criteria may be used by the Compensation Committee. The Compensation Committee will report the results of its evaluation to the Board. The evaluation will be used by the Compensation Committee in determining the CEO's compensation.

### **Executive Selection and Succession Planning**

The Board believes one of its most critical functions is the selection of a Chairman, the CEO, and a senior management team consisting of talented and skilled people who fit in the Company's culture, understand its business strategy, and inspire others to follow their lead. To that end, the Board periodically (but not less than annually) reviews with the CEO and senior executives succession plans tailored to reflect the Company's business strategy and vision. The senior executives succession plan involves reviewing profiles of ideal candidates based on the Board's understanding of the Company's strategy and vision and identifying successors for senior executive positions. In implementing its executive succession plan, the Board believes that, at its core, succession planning (a) is a Board-driven, collaborative process; (b) is a continuous process; (c) should be driven by corporate strategy; and (d) involves building a talent-rich organization by attracting and developing talented and skilled people.

In the event of the death, resignation, or incapacity of the Chairman and/or the CEO, the Board will immediately call a meeting to address the selection of a temporary or permanent replacement for either or both positions. The Board may delegate these responsibilities to the Nominating and Corporate Governance Committee or another committee established by the Board for such purpose.

In addition, there should be available on a continuing basis, and the Board and CEO should periodically discuss, the CEO's recommendation as to a successor in the event of the sudden resignation, retirement or disability of the CEO.

When the Chairman or the CEO resigns or retires, his or her status as a continuing member of the Board (to the extent she is a member of the Board) will be addressed by the Board at the time of such resignation or retirement.

### **Board and Committee Performance Evaluations**

The Board will engage in a self-evaluation annually to determine whether it and its committees are functioning effectively. This evaluation will be of the Board as a collective body, its committees and/or of directors on an individual basis, at the discretion of the Board. The evaluation of the Board will be administered by the Nominating and Corporate Governance Committee and evaluation results will be shared with the full Board for discussion and deliberation following the end of each fiscal year.

### **Director Orientation and Continuing Education**

In order to promote director effectiveness, senior management will conduct an informal orientation process for new directors that includes information on the Board's policies and procedures, written materials concerning the Company and its operations, meetings with senior management, and visits to the Company's offices and facilities. Recently appointed directors are encouraged to advise the Secretary of the Company as to the effectiveness of these materials and suggest any changes.

Senior management will periodically distribute material to the Board regarding developments of the Company and the industry in which the Company does business in order to continue each director's education with respect to his or her service on the Board.

Directors are encouraged to periodically review and recommend to the Secretary of the Company changes to continuing education programs and materials in the interests of maintaining good corporate governance.

### **Communications with the Board and Non-Management Directors**

If any stockholder of the Company or interested party wishes to communicate directly with the Board or any specific director, including the Lead Director, any non-management director, or the non-management directors as a group, such party may do so by writing to such director or group of directors at: Frontier Communications Corporation, Three High Ridge Park, Stamford, Connecticut 06905. This communication will be forwarded to the director or directors to whom it is addressed.

It is the policy of the Company that directors attend all annual and special meetings of Frontier stockholders.

### **Review and Changes to the Guidelines**

The Nominating and Corporate Governance Committee will be responsible for reviewing these Guidelines not less than annually and recommending any proposed changes to the Board for approval.

### **Disclosure of these Guidelines, Code of Business Conduct and Ethics and Committee Charters**

These Guidelines, the Code of Business Conduct and Ethics, and the charters of the Audit, Compensation, and Nominating and Corporate Governance Committees will be available on the Company's website or otherwise be made publicly available. Each annual report or proxy statement of the Company, as required by NYSE Listing Requirements, will indicate that the foregoing information is available on the Company's website or that the information is available in print to any stockholder who requests it.

**The Role of the Lead Director**

The Lead Director shall perform the following duties:

1. Non-Management Director Meetings. The Lead Director shall preside at all Non-Management Sessions and meetings of the Board where the Chairman is not present.
2. Coordinate Information Flow. The Lead Director shall coordinate the flow of information to and among non-management directors. The Lead Director will also review and approve information sent to the Board by the Chairman/CEO or management of the Company.
3. Approve Board Agendas. The Lead Director will act independently of the Chairman to review and approve all Board meeting agendas.
4. Board Operations. The Lead Director shall periodically solicit from non-management directors comments or suggestions relating to Board operations, including the flow of information to directors, the setting of meeting agendas and the establishment of the schedule of Board meetings, and communicate those suggestions to the Chairman/CEO. The Lead Director shall also seek to ensure that there is (a) an efficient and adequate flow of information to the non-management directors; (b) adequate time for the non-management director to consider all matters presented to them for action; and (c) appropriate attention paid to all matters subject to oversight and actions by the non-management directors. In this regard, the Lead Director will review and approve Board meeting schedules to ensure that there is sufficient time for discussion of all agenda items.
5. Representative of Non-Management Directors. The Lead Director shall serve as the liaison between the non-management directors and the Chairman/CEO and as the representative of the non-management directors in communications with the Chairman and management outside of regular Board meetings.
6. Liaison with Advisers to the Non-Management Directors. The Lead Director shall serve as liaison and provide direction to advisers and consultants retained by the non-management directors.
7. Meetings of Non-Management Directors. The Lead Director will have the authority to call meetings of non-management directors (including those to be attended only by independent directors) when appropriate.
8. Communications with Major Stockholders. The Lead Director will be available for consultation and direct communication with major stockholders of the Company if requested by any such stockholder in accordance with the Corporate Governance Guidelines to which this Exhibit A is attached.

**Review and Amendment**

The non-management directors shall periodically review the role of the Lead Director as set forth herein and make changes as appropriate.

**Role of Board and Management**

The existence of the Lead Director and his or her role as set forth herein is not intended to reduce the duties and rights of all Board members under applicable laws and under the Company's organizational documents, nor shall these guidelines reduce the responsibilities and authority of the chairs and members of Board Committees or the Company's management.