CABLEVISION LIGHTPATH LLC

INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2023 AND 2022

INDEX TO FINANCIAL STATEMENTS

	Page
Consolidated Financial Statements	
Consolidated Balance Sheets - June 30, 2023 (Unaudited) and December 31, 2022	2
Consolidated Statements of Operations and Comprehensive Income - for the three and six months ended June 30, 2023 and 2022 (Unaudited)	3
Consolidated Statements of Total Deficiency - for the three and six months ended June 30, 2023 and 2022 (Unaudited)	4
Consolidated Statements of Cash Flows - for the three and six months ended June 30, 2023 and 2022 (Unaudited)	5
Notes to Consolidated Financial Statements (Unaudited)	6
Management's Discussion and Analysis of Financial Condition and Results of Operations	14
Liquidity and Capital Resources	19

CABLEVISION LIGHTPATH LLC AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands, except share amounts)

	June 30, 2023 (Unaudited)	December 31, 2022
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 40,259	$ 100,174
Accounts receivable, trade (less allowance for doubtful accounts of $2,563 and $2,583, respectively)	11,732	11,744
Prepaid expenses and other current assets ($0 and $1,591 due from affiliates, respectively)	24,295	16,037
Total current assets	76,286	127,955
Property, plant and equipment, net of accumulated depreciation of $743,870 and $724,552, respectively	812,698	714,849
Right-of-use operating lease assets	23,988	24,364
Other assets	8,750	6,170
Derivative contracts	16,118	12,725
Amortizable intangibles, net of accumulated amortization of $246,658 and $235,798, respectively	115,636	126,496
Indefinite-lived franchise costs	340,000	340,000
Goodwill	105,894	105,894
Total assets	$ 1,499,370	$ 1,458,453
LIABILITIES AND TOTAL DEFICIENCY		
Current Liabilities:		
Accounts payable	$ 29,329	$ 16,018
Interest payable	14,308	14,215
Accrued employee related costs	7,750	9,341
Amounts due to affiliates	27,554	31,165
Deferred revenue	6,099	1,869
Debt	6,000	6,000
Other current liabilities	12,321	12,065
Total current liabilities	103,361	90,673
Other liabilities	21,458	21,034
Deferred tax liability, net	3,529	4,575
Long-term debt, net of current maturities	1,419,987	1,420,614
Total liabilities	1,548,335	1,536,896
Commitments and contingencies (Note 11)		
Member's deficiency	(48,965)	(78,443)
	$ 1,499,370	$ 1,458,453

See accompanying notes to consolidated financial statements.

CABLEVISION LIGHTPATH LLC AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME
(In thousands)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Revenue (including revenue from affiliates of $2,389, $1,234, $4,116 and $3,642, respectively. See Note 10)	$ 96,898	$ 97,041	$ 193,513	$ 196,085
Operating expenses:				
Direct costs (including charges from affiliates of $99, $224, $197 and $403, respectively. See Note 10)	2,340	12,828	9,249	26,006
Other operating expenses (including charges from affiliates of $5,893, $6,018, $11,723 and $12,112, respectively. See Note 10)	28,812	30,958	61,635	63,128
Restructuring expense and other operating items	13	35	13	635
Depreciation and amortization	24,387	24,586	49,024	50,186
	55,552	68,407	119,921	139,955
Operating income	41,346	28,634	73,592	56,130
Other expense:				
Interest expense, net	(23,086)	(17,381)	(45,041)	(34,408)
Gain on interest rate swap contracts, net	8,660	297	7,211	297
Other expense (See Note 10)	(58)	(21)	(122)	(21)
	(14,484)	(17,105)	(37,952)	(34,132)
Income before income taxes	26,862	11,529	35,640	21,998
Income tax benefit (expense)	(381)	(118)	790	(203)
Net income	$ 26,481	$ 11,411	$ 36,430	$ 21,795
Comprehensive income	$ 26,481	$ 11,411	$ 36,430	$ 21,795

See accompanying notes to consolidated financial statements.

CABLEVISION LIGHTPATH LLC AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF MEMBER'S DEFICIENCY
(In thousands)
(Unaudited)

	Member's Deficiency
Balance at January 1, 2023	$ (78,443)
Net income	9,949
Share-based compensation	2
Distributions to its parent entity	(2,207)
Balance at March 31, 2023	(70,699)
Net income	26,481
Distributions to its parent entity	(4,747)
Balance at June 30, 2023	$ (48,965)
Balance at January 1, 2022	$ (120,317)
Net income	10,384
Share-based compensation	25
Balance at March 31, 2022	(109,908)
Net income	11,411
Share-based compensation	24
Balance at June 30, 2022	$ (98,473)

See accompanying notes to consolidated financial statements.

CABLEVISION LIGHTPATH LLC AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	Six Months Ended June 30,	
	2023	2022
Cash flows from operating activities:		
Net income	$ 36,430	$ 21,795
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	49,024	50,186
Share-based compensation	2	24
Deferred income taxes	(1,046)	—
Decrease in right-of-use assets	4,028	3,707
Amortization of deferred financing costs	2,373	2,287
Provision for doubtful accounts	45	502
Change in assets and liabilities:		
Accounts receivable, trade	(33)	2,536
Prepaid expenses and other assets	(12,425)	(4,364)
Amounts due to affiliates	(6,844)	(926)
Accounts payable	3,959	(351)
Accrued liabilities	(4,424)	(2,310)
Deferred revenue	4,180	3,882
Interest rate swap contracts	(3,393)	—
Net cash provided by operating activities	71,876	76,968
Cash flows from investing activities:		
Capital expenditures	(126,665)	(54,762)
Other	5	—
Net cash used in investing activities	(126,660)	(54,762)
Cash flows from financing activities:		
Repayment of debt	(3,000)	(3,000)
Distributions to its parent entity	(2,131)	—
Net cash used in financing activities	(5,131)	(3,000)
Net increase (decrease) in cash and cash equivalents	(59,915)	19,206
Cash and cash equivalents at beginning of year	100,174	73,457
Cash and cash equivalents at end of period	$ 40,259	$ 92,663

See accompanying notes to consolidated financial statements.

NOTE 1. DESCRIPTION OF BUSINESS AND RELATED MATTERS

The Company and Related Matters

Cablevision Lightpath LLC (together with its subsidiaries, the "Company") provides Ethernet, data transport, IP-based virtual private networks, Internet access, telephony services, including SIP trunking and VoIP services to the business market primarily in the New York, Boston and Miami metropolitan areas. We also provide managed services to businesses, including hosted telephony services, managed WiFi, managed desktop and server backup and managed collaboration services including audio and web conferencing. Additionally, we offer fiber-to-the-tower services to wireless carriers. The direct parent of the Company, Lightpath Holdings LLC ("Lightpath Holdings") is owned 49.99% by Morgan Stanley Infrastructure Partners ("MSIP") and 50.01% by Altice USA, Inc. ("Altice USA") who also maintains control of the Company. The Company classifies its operations in one segment.

NOTE 2. BASIS OF PRESENTATION

The accompanying consolidated financial statements of the Company have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP"), and have been derived from the consolidating financial statements and accounting records of Altice USA and reflect certain assumptions and allocations. Subsequent to the closing of MSIP's purchase of its 49.99% interest in the direct parent of the Company, charges for certain services provided by Altice USA to the Company are outlined in a services agreement entered into with Altice USA (see Note 10 for a description of the services provided). The financial position, results of operations and cash flows of the Company could differ from those that might have resulted had the Company been operated autonomously or as an entity independent of Altice USA.

The interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company's annual report for the year ended December 31, 2022.

The results of operations for the interim periods are not necessarily indicative of the results that might be expected for future interim periods or for the full year ending December 31, 2023.

The financial statements presented in this report are unaudited; however, in the opinion of management, such financial statements include all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of the results for the periods presented.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany transactions and balances have been eliminated in consolidation.

Use of Estimates in Preparation of Financial Statements

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions, including estimated allocations, which affect the reported amount of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(Dollars in thousands)

NOTE 3. REVENUE

The following table presents the composition of revenue:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Ethernet	$ 84,392	$ 81,732	$ 168,237	$ 164,921
Managed services	6,500	6,977	13,446	13,955
Time-division multiplexing ("TDM") services	2,179	2,330	4,391	4,952
Other	3,827	6,002	7,439	12,257
Total revenue	$ 96,898	$ 97,041	$ 193,513	$ 196,085

The Company's service offerings consist of various telecommunications services to large enterprise businesses, including broadband, telephony and networking services. The Company satisfies its performance obligations to provide services to customers over time as the services are rendered. The amount of revenue recognized reflects the consideration which the Company expects to be entitled to receive in exchange for these services. Fixed fees are billed monthly in advance and usage fees are billed monthly in arrears. Amounts billed are due upon receipt and contract lengths typically range from three to five years. To the extent a customer contract is terminated prior to its contractual end, the customer is subject to termination fees. The Company recognizes termination fees as they are collected, unless they are paid in advance in which case, they are recognized through actual termination dates. In certain instances, upon expiration of a contract and prior to its renewal, we continue to provide services on a month to month basis. Installation revenue is deferred and recognized over the average contract term.

The Company is assessed non-income related taxes and fees by governmental authorities and collects such taxes from its customers. In instances where the tax and fee is being assessed directly on the Company, amounts paid to the governmental authorities are recorded as direct costs, and amounts received from customers are recorded as revenue. For the three and six months ended June 30, 2023, the amount of these non-income related taxes and fees included as a component of revenue aggregated $4,310 and $9,171, respectively, and for the three and six months ended June 30, 2022, the amount aggregated $4,975 and $9,716, respectively.

Contract Assets

Incremental costs incurred in obtaining a contract with a customer are deferred and recorded as a contract asset if the period of benefit is expected to be greater than one year. Sales commissions related to customers are deferred and amortized over the average contract term.

Deferred enterprise commission costs are included in other current and noncurrent assets in the accompanying consolidated balance sheets and totaled $12,595 and $11,564 as of June 30, 2023 and December 31, 2022, respectively.

NOTE 4. SUPPLEMENTAL CASH FLOW INFORMATION

The Company's non-cash investing and financing activities and other supplemental data were as follows:

	Six Months Ended June 30,	
	2023	2022
Non-Cash Investing and Financing Activities:		
Property and equipment accrued but unpaid	$ 21,779	$ 7,472
Equity distributions accrued but unpaid	4,823	—
Supplemental Data:		
Interest paid, net	44,171	32,248
Income taxes paid	250	148

(Dollars in thousands)

NOTE 5. INTANGIBLE ASSETS

The following table summarizes information relating to the Company's acquired amortizable intangible assets:

	As of June 30, 2023			As of December 31, 2022			
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Estimated Useful Lives
Customer relationships	$ 302,294	$ (186,658)	$ 115,636	$ 302,294	$ (175,798)	$ 126,496	3 to 18 years
Trade names	60,000	(60,000)	—	60,000	(60,000)	—	4 years
	$ 362,294	$ (246,658)	$ 115,636	$ 362,294	$ (235,798)	$ 126,496	

Amortization expense for the three and six months ended June 30, 2023 aggregated $5,405 and $10,860, respectively, and for the three and six months ended June 30, 2022 aggregated $5,940 and $11,929, respectively.

NOTE 6. DEBT

The following table provides a summary of the Company's outstanding debt:

				June 30, 2023		December 31, 2022	
	Date Issued	Maturity Date	Interest Rate	Principal Amount	Carrying Amount (a)	Principal Amount	Carrying Amount (a)
Senior Notes	September 29, 2020	September 15, 2028	5.625 %	$ 415,000	$ 408,601	$ 415,000	$ 408,090
Senior Secured Notes	September 29, 2020	September 15, 2027	3.875 %	450,000	443,715	450,000	443,046
Term Loan	November 30, 2020	November 30, 2027	8.443 %	585,000	573,671	588,000	575,478
Revolving Credit Facility	—	November 30, 2025	(b)	—	—	—	—
				1,450,000	1,425,987	1,453,000	1,426,614
Less: current portion of credit facility debt				(6,000)	(6,000)	(6,000)	(6,000)
Long-term debt, net of current maturities				$ 1,444,000	$ 1,419,987	$ 1,447,000	$ 1,420,614

(a) The carrying amount is net of the unamortized deferred financing costs and/or discounts.

(b) There were no borrowings outstanding under the Company's revolving credit facility which provides for commitments in an aggregate principal amount of $100,000.

Credit Facility

In June 2023, the Company entered into an amendment (the "First Amendment") under its existing credit facility agreement to replace LIBOR-based benchmark rates with secured overnight financing rate ("SOFR")-based benchmark rates. The First Amendment provides for interest on borrowings under its term loan and revolving credit facility to be calculated for any (i) SOFR loan, at a rate per annum equal to the Term SOFR (plus spread adjustments of 0.11448%, 0.26161% and 0.42826% for interest periods of one, three and six months, respectively) or (ii) the alternate base rate loan, at the alternative base rate as applicable, plus the applicable margin in each case, where the applicable margin is 2.25% per annum with respect to any alternate base rate loan and 3.25% per annum with respect to any SOFR loan.

The Company's credit facility agreement contains certain customary representations and warranties, affirmative covenants and events of default (including, among others, an event of default upon a change of control). If an event of default occurs, the lenders under the credit facilities will be entitled to take various actions, including the acceleration of amounts due under the credit facility and all actions permitted to be taken by a secured creditor.

As of June 30, 2023, the Company was in compliance with applicable financial covenants under its credit facility and with applicable financial covenants under the indentures by which the senior secured notes and senior notes were issued.

(Dollars in thousands)

Summary of Debt Maturities

The future maturities of debt payable by the Company under its various debt obligations outstanding as of June 30, 2023 are as follows:

Years Ending December 31,	
2023	$ 3,000
2024	6,000
2025	6,000
2026	6,000
2027	1,014,000
Thereafter	415,000

NOTE 7. DERIVATIVES

Interest Rate Swap Contracts

To manage interest rate risk, the Company entered into interest rate swap contracts to adjust the proportion of total debt that is subject to variable interest rates. Such contracts effectively fix the borrowing rates on floating rate debt to provide an economic hedge against the risk of rising rates. We monitor the financial institutions that are counterparties to our interest rate swap contracts and we only enter into interest rate swap contracts with financial institutions that are rated investment grade. All such contracts are not designated as hedges for accounting purposes and are carried at their fair market values on our consolidated balance sheets, with changes in fair value reflected in the consolidated statements of operations.

In April 2023, the Company entered into an interest rate swap contract, effective June 2023, on a notional amount of $180,000, whereby the Company pays interest of 3.523% through December 2026 and receives interest based on the one-month SOFR.

In connection with the phase-out of LIBOR as of June 30, 2023, the Company entered into an amendment to its existing $300,000 interest rate swap contract maturing in December 2026 that transitioned the reference rates from LIBOR to SOFR. Prior to the amendment, the Company paid interest of 2.161% while receiving interest based on one month LIBOR. Subsequent to the amendment, the Company will pay interest of 2.11% while receiving interest based on one-month SOFR.

For the three and six months ended June 30, 2023, the Company recorded a gain on its interest rate swap contracts of $8,660 and $7,211, respectively. For the three and six months ended June 30, 2022, the Company recorded a gain of $297.

NOTE 8. FAIR VALUE MEASUREMENT

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable. Observable inputs reflect assumptions market participants would use in pricing an asset or liability based on market data obtained from independent sources while unobservable inputs reflect a reporting entity's pricing based upon their own market assumptions. The fair value hierarchy consists of the following three levels:

- Level I - Quoted prices for identical instruments in active markets.
- Level II - Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.
- Level III - Instruments whose significant value drivers are unobservable.

(Dollars in thousands)

The Company's money market funds of $37,491 and $94,297 as of June 30, 2023 and December 31, 2022, respectively, are recorded as cash equivalents and classified within Level I of the fair value hierarchy because they are valued using quoted market prices.

The Company's interest rate swap contracts are valued using market-based inputs to valuation models. These valuation models require a variety of inputs, including contractual terms, market prices, yield curves, and measures of volatility. When appropriate, these valuations are adjusted for various factors such as liquidity, bid/offer spreads and credit risk considerations. Such adjustments are generally based on available market evidence. Since model inputs can generally be verified and do not involve significant management judgment, the Company has concluded that these instruments should be classified within Level II of the fair value hierarchy.

The carrying values of cash, accounts receivable, accounts payable, and accrued expenses approximate their fair value due to the short-term maturity of these instruments.

Credit Facility Debt, Senior Secured Notes and Senior Notes

The fair values of each of the Company's debt instruments are based on quoted market prices for the same or similar issues or on the current rates offered to the Company for instruments of the same remaining maturities.

The carrying values, estimated fair values, and classification under the fair value hierarchy of the Company's financial instruments are summarized below:

		June 30, 2023		December 31, 2022	
	Fair Value Hierarchy	Carrying Amount (a)	Estimated Fair Value	Carrying Amount (a)	Estimated Fair Value
Credit facility debt	Level II	573,671	$ 585,000	$ 575,478	$ 588,000
Senior secured notes	Level II	443,715	376,875	443,046	373,500
Senior notes	Level II	408,601	309,175	408,090	298,800
		$ 1,425,987	$ 1,271,050	$ 1,426,614	$ 1,260,300

(a) Amounts are net of unamortized deferred financing costs and discounts.

The fair value estimates related to the Company's debt instruments presented above are made at a specific point in time, based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties and matters of significant judgments and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

NOTE 9. INCOME TAXES

The Company is not a taxable entity for federal income tax purposes and the results of its operations are included in the federal tax return of its member. Accordingly, federal income taxes are not reflected in the financial statements for the three and six months ended June 30, 2023 and 2022. However, the Company is subject to New York City Unincorporated Business Tax ("NYC UBT"). The Company recorded income tax (expense) benefit of $(381) and $790 on pre-tax income of $26,862 and $35,640 for the three and six months ended June 30, 2023, respectively, and an income tax expense of $(118) and $(203) on pretax income of $11,529 and $21,998 for the three and six months ended June 30, 2022, respectively. The income tax benefit for the six months ended June 30, 2023 is due to the remeasurement of the net deferred tax liability.

NOTE 10. AFFILIATE AND RELATED PARTY TRANSACTIONS

The Company is a majority-owned indirect subsidiary of Altice USA, which is controlled by Patrick Drahi who is also the controlling stockholder of other entities. In connection with the operation of its business, the Company receives certain services from and provides certain services to affiliates, primarily Altice USA and its subsidiaries.

As the transactions discussed below were conducted between entities under common control, amounts charged for certain services may not have represented amounts that might have been received or incurred if the transactions were based upon arm's length negotiations. It is not practicable to determine whether the amounts charged for such services represent amounts that it might have incurred on a standalone basis. Management believes that the assumptions underlying the allocations of corporate general and administration expenses from Altice USA are reasonable.

(Dollars in thousands)

The following table summarizes the revenue and costs related to services provided to or received from affiliates and related parties:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Revenue	$ 2,389	$ 1,234	$ 4,116	$ 3,642
Operating expenses:				
Direct costs	(99)	(224)	(197)	(403)
Other operating expenses, net:				
Technical and network support personnel	(306)	(430)	(610)	(865)
Corporate overhead and support	(3,408)	(3,094)	(6,772)	(6,193)
Network support services	(2,014)	(1,617)	(3,668)	(3,166)
Health and welfare plans	(1,654)	(1,851)	(3,185)	(3,571)
401(k) plan	(684)	(604)	(1,506)	(1,316)
Share-based compensation	—	—	(2)	(25)
Capitalized costs	2,173	1,578	4,020	3,024
	(5,893)	(6,018)	(11,723)	(12,112)
Total operating expenses	(5,992)	(6,242)	(11,920)	(12,515)
Other expense	(58)	(21)	(122)	(21)
Net charges	$ (3,661)	$ (5,029)	$ (7,926)	$ (8,894)
Capital expenditures	$ 9,827	$ 2,012	$ 11,674	$ 3,853

Revenue

Revenue amounts reflected in the table above relate to certain technical services provided primarily to Altice USA, including Ethernet, multiplexing and usage.

Direct Costs

Direct costs relate to data usage and call completion costs charged to the Company by its affiliates.

Technical and Network Support Personnel

The Company was charged for salaries and benefits of technical and network support personnel of Altice USA who performed services exclusively for the Company based upon actual costs incurred by Altice USA.

Corporate Overhead and Support

Certain operating costs are charged by Altice USA to the Company, including overhead and common support function costs (such as human resources, legal, finance, accounting, tax, audit, treasury, information technology, and insurance, etc.) and facility costs based on an estimated level of effort and actual costs incurred by Altice USA as outlined in a services agreement entered into with Altice USA.

Network Support Services

The Company was charged a fixed fee per fiber route mile as outlined in a services agreement entered into with Altice USA.

(Dollars in thousands)

Health and Welfare Plans

Employees of the Company participate in health and welfare plans sponsored by Altice USA. Health and welfare benefit costs are generally charged by Altice USA to the Company based upon the proportionate number of participants in the plans.

401(k) Savings Plan

Altice USA sponsors a qualified defined contribution 401(k) savings plan and a nonqualified excess savings plan in which certain employees of the Company participate. The Company makes matching contributions for a portion of employee voluntary contributions. Amounts in the table above reflect the total expense related to these plans for Company employees.

Share-based Compensation

Altice USA charged the Company for share-based compensation related to awards granted to Company employees pursuant to Altice USA's long term incentive plan.

Capitalized Costs

Amounts in the table above reflect the portion of the costs allocated to the Company that were capitalized and reflected as property, plant and equipment.

Other Expense

Altice USA sponsors a non-contributory qualified defined benefit cash balance pension plan and a noncontributory non-qualified defined benefit excess cash balance plan in which the benefits earned by the Company's participants are "frozen". Amounts in the table above reflect total expense or benefit allocated to the Company related to these plans. The Company does not provide post-retirement benefits for any of its employees.

Capital Expenditures

Certain Altice USA employees performed network construction activities for the Company. For the three and six months ended June 30, 2023, $2,173 and $4,020, respectively, and for the three and six months ended June 30, 2022, $1,578 and $3,024, respectively, of costs allocated to the Company were capitalized and reflected as property, plant and equipment. Additionally, the Company recorded capital expenditures of $7,655 for the three and six months ended June 30, 2023, respectively, and $434 and $829 for the three and six months ended June 30, 2022, respectively, primarily related to fiber assets acquired from Altice USA.

Aggregate amounts that were due from and due to related parties are summarized below:

	June 30, 2023	December 31, 2022
Due from affiliates, current	$ —	$ 1,591
Due to affiliates, current	$ (27,554)	$ (31,165)

Equity Contributions and Distributions

During the three and six months ended June 30, 2023, the Company recorded equity distributions to its parent of $4,747 and $6,954, respectively, of which $2,207 was paid during the three months ended June 30, 2023.

NOTE 11. COMMITMENTS AND CONTINGENCIES

Legal Matters

In October 2019, Phone Administrative Services Inc. filed a New York False Claims Act complaint against numerous telephone providers in New York, including the Company, asserting knowing underpayment of 911 and Emergency Response fees. Defendants filed a motion to dismiss on February 14, 2020. In response to the motion, plaintiff's counsel advised that it would amend the complaint and the parties agreed to hold the motion in abeyance until the complaint was amended. Plaintiff filed its Third Amended Complaint on or about April 29, 2021 and its Fourth Amended Complaint on May 19, 2021. Defendants moved to dismiss that complaint; the Court denied that motion with a limited exception on March 11, 2022. On September 4, 2022, plaintiff served its Fifth Amended Complaint and, on February 20, 2023, plaintiff served its Sixth Amended Complaint. Although the outcome of the matter cannot be predicted and the impact of the final resolution of this matter on the Company's results of operations in any particular subsequent reporting period is not known at this time, management does not believe that the ultimate resolution of the matter will have a material adverse effect on the operations or financial position of the Company or the ability of the Company to meet its financial obligations as they become due.

In connection with Lightpath Transaction, an affiliate of Altice USA agreed to indemnify the Company and Lightpath Holdings for liabilities incurred by them that are related to the above listed matter, in addition to certain other matters, and that exceed $10,000 in the aggregate.

Altice USA and the Company receive notices from third parties and, in some cases, are named as defendants in certain lawsuits claiming infringement of various patents or copyrights relating to various aspects of the Company's businesses. In certain of these cases the Company expects that any potential liability would be the responsibility of the Company's equipment vendors pursuant to applicable contractual indemnification provisions. In the event that the Company is found to infringe on any patent rights or copyrights, the Company may be subject to substantial damages liability or royalty payments (whether directly or through an allocation of liability between Altice USA and the Company, to the extent of Company's liability), or an injunction that could require the Company or its vendors to modify certain products and services the Company offers to its subscribers (or a combination of damages/royalty payments and an injunction).

In addition to the matters discussed above, Altice USA and the Company are party to various other lawsuits, disputes and investigations, some of which may involve claims for substantial damages, fines or penalties. Although the outcome of these other matters cannot be predicted and the impact of the final resolution of these other matters on the Company's results of operations in a particular subsequent reporting period is not known, management does not believe that the resolution of these other lawsuits, or an allocation of liability from Altice USA to the Company related thereto, will have a material adverse effect on the operations or financial position of the Company or the ability of the Company to meet its financial obligations as they become due.

NOTE 12. MANAGEMENT INCENTIVE PLAN

In the third quarter of 2021, Lightpath Management Incentive Aggregator LLC ("LMIA") established a Management Incentive Plan (the "Lightpath Plan") for the benefit of employees of Lightpath by issuing equity interests in LMIA which holds an equivalent number of equity interests in Lightpath Holdings LLC ("Holdings"), the parent of Lightpath. These equity interests allow employees to participate in the long-term growth of Lightpath. The Lightpath Plan provides for an aggregate of 650,000 Class A-1 management incentive units and 350,000 Class A-2 management incentive units for issuance.

As of June 30, 2023, 493,890 Class A-1 management incentive units and 279,956 Class A-2 management incentive units ("Award Units") granted to certain employees of the Company were outstanding. Vested units will be redeemed upon a partial exit, a change in control or the completion of an initial public offering, as defined in the Lightpath Holdings LLC agreement. The grant date fair value of the Award Units granted and outstanding aggregated $31,936 as of June 30, 2023 and will be expensed in the period in which a partial exit or a liquidity event is consummated.

NOTE 13. SUBSEQUENT EVENTS

The Company has updated its review of subsequent events as of August 14, 2023 (the date available for issuance) noting no events that require disclosure.

Management's Discussion and Analysis of Financial Condition and Results of Operations

This management's discussion and analysis of financial condition and results of operations contains statements concerning our future operating results and future financial performance. Words such as "expects", "anticipates", "believes", "estimates", "may", "will", "should", "could", "potential", "continue", "intends", "plans" and similar words and terms used in the discussion of future operating results, future financial performance and future events identify forward-looking statements. Users are cautioned that such forward-looking statements are not guarantees of future performance, results or events and involve risks and uncertainties and that actual results or developments may differ materially from the forward-looking statements as a result of various factors.

We operate in a highly competitive, consumer and technology driven and rapidly changing business that is affected by government regulation and economic, strategic, technological, political and social conditions. Various factors could adversely affect our operations, business or financial results in the future and cause our actual results to differ materially from those contained in the forward-looking statements. In addition, important factors that could cause our actual results to differ materially from those in our forward-looking statements include:

- our rights to the use of fiber that we do not own and that comprises a significant portion of our network may be affected by the ability to continue long term contracts and the financial stability of Altice USA and its indirect subsidiary, CSC Holdings LLC ("Altice Service Provider");
- the substantial capital expenditures that our operations require;
- our dependency on our ability to renew our long-term contracts with our customers;
- risks related to our major contracts;
- tax distributions to our ultimate equity holders in amounts in excess of the tax expense that we would incur if we were a similarly situated corporate taxpayer;
- our ability to obtain financing on terms that are acceptable to us, or at all;
- the unpredictability of future tax liabilities;
- conditions or assumptions differing from the judgments, assumptions or estimates used in our critical accounting policies or forward-looking statements;
- impairment of goodwill or other intangible assets;
- our ability to efficiently manage our growth;
- our reliance on various third parties for our operations, financial performance and liquidity;
- portions of our property, plant and equipment that are located on property owned by third parties;
- the outcome of litigation and other proceedings;
- our dependence on intellectual property rights and non-infringement on the intellectual property rights of others;
- potential liability for the material that content providers distribute over our networks;
- our failure to hire and retain qualified personnel;
- our reliance on Altice Service Provider’s network and information systems for our operations and a disruption or failure of, or defects in, those systems may disrupt our operations, damage our reputation with customers and adversely affect our results of operations;
- a significant data security breach or our failure to detect and appropriately respond to a significant data security breach;
- our substantial indebtedness and debt service obligations;
- the restrictions contained in our financing agreements;

- adverse changes in the credit market;
- our ability to generate sufficient cash flow to meet our debt service obligations;
- financial community and rating agency perceptions of our business, operations, financial condition and the industries in which we operate; and
- other risks and uncertainties inherent in business, including those listed under the caption "Risk Factors" included in our Annual Report for the year ended December 31, 2022.

These factors are not necessarily all of the important factors that could cause our actual results to differ materially from those expressed in any of our forward-looking statements. Other unknown or unpredictable factors could cause our actual results to differ materially from those expressed in any of our forward-looking statements.

Given these uncertainties, you are cautioned not to place undue reliance on such forward-looking statements. Except to the extent required by law, we do not undertake, and specifically decline any obligation, to update any forward-looking statements or to publicly announce the results of any revisions to any of such statements to reflect future events or developments. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless expressed as such, and should only be viewed as historical data.

You should read this management's discussion and analysis of financial condition and results of operations with the understanding that our actual future results, levels of activity, performance and events and circumstances may be materially different from what we expect. We qualify all forward-looking statements by these cautionary statements.

Certain numerical figures included in this management's discussion and analysis of financial condition and results of operations have been subject to rounding adjustments. Accordingly, such numerical figures shown as totals in various tables may not be arithmetic aggregations of the figures that precede them.

All dollar amounts included in the following discussion are presented in thousands.

Our Business

We provide Ethernet, data transport, IP-based virtual private networks, Internet access, telephony services, including SIP trunking and VoIP services to the business market primarily in the New York, Boston and Miami metropolitan areas. We also provide managed services to businesses, including hosted telephony services, managed WiFi, managed desktop and server backup and managed collaboration services including audio and web conferencing. Additionally, we offer fiber-to-the-tower services to wireless carriers. Our customers include companies in health care, financial, education, legal and professional services, and other industries, as well as the public sector and communication providers, incumbent local exchange carriers, and competitive local exchange carriers.

As of June 30, 2023, we had approximately 14,400 locations connected to our fiber network, which currently includes approximately 20,700 route miles (comprised of aerial, underground and intra-building, as well as in-process route miles). These route miles include approximately 10,300 owned route miles and approximately 10,400 route miles pursuant to an IRU from Altice Service Provider and approximately one million fiber miles (i.e., route miles multiplied by the number of fiber strands within each cable sheath; "fiber miles"). Our fiber network as of June 30, 2023 excludes an approximate 8,700 fiber route miles in the New York metropolitan area available to us on preferential terms via its IRU Agreement with Altice Service Provider.

We operate in a highly competitive business telecommunications market and compete primarily with local incumbent telephone companies, especially AT&T Inc., Lumen Technologies, Inc., Frontier Communications Corporation and Verizon Communications Inc, as well as with a variety of other national and regional business services competitors.

Key Factors Impacting Operating Results and Financial Condition

Our future performance is dependent, to a large extent, on the impact of direct competition, general economic conditions (including capital and credit market conditions), our ability to manage our business effectively, and our relative strength and leverage in the marketplace, both with suppliers and customers.

Non-GAAP Financial Measures

We define Adjusted EBITDA, which is a non-GAAP financial measure, as net income (loss) excluding income taxes, non-operating income or expenses, gain (loss) on interest rate swap contracts, interest expense, net, depreciation and amortization, share-based compensation, restructuring expense and other operating items (such as significant legal settlements, contractual payments for terminated employees, and impairments). See reconciliation of net income to Adjusted EBITDA below.

Adjusted EBITDA eliminates the significant non-cash depreciation and amortization expense that results from the capital-intensive nature of our business and from intangible assets recognized from acquisitions, as well as certain non-cash and other operating items that affect the period-to-period comparability of our operating performance. In addition, Adjusted EBITDA is unaffected by our capital and tax structures and by our investment activities.

We believe Adjusted EBITDA is an appropriate measure for evaluating the operating performance of the Company. Adjusted EBITDA and similar measures with similar titles are common performance measures used by investors, analysts and peers to compare performance in our industry. Internally, we use revenue and Adjusted EBITDA measures as important indicators of our business performance and evaluate management's effectiveness with specific reference to these indicators. We believe Adjusted EBITDA provides management and investors a useful measure for period-to-period comparisons of our core business and operating results by excluding items that are not comparable across reporting periods or that do not otherwise relate to the Company's ongoing operating results. Adjusted EBITDA should be viewed as a supplement to and not a substitute for operating income (loss), net income (loss), and other measures of performance presented in accordance with GAAP. Since Adjusted EBITDA is not a measure of performance calculated in accordance with GAAP, this measure may not be comparable to similar measures with similar titles used by other companies.

We also use Operating Free Cash Flow (defined as Adjusted EBITDA less cash capital expenditures), and Free Cash Flow (defined as net cash flows from operating activities less cash capital expenditures) as indicators of the Company's financial performance. We believe these measures are two of several benchmarks used by investors, analysts and peers for comparison of performance in our industry, although they may not be directly comparable to similar measures reported by other companies.

Results of Operations

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
		(Unaudited)		
Revenue:				
Ethernet	$ 84,392	$ 81,732	$ 168,237	$ 164,921
Managed services	6,500	6,977	13,446	13,955
Time-division multiplexing ("TDM") services	2,179	2,330	4,391	4,952
Other	3,827	6,002	7,439	12,257
Total revenue	**96,898**	**97,041**	**193,513**	**196,085**
Operating expenses:				
Direct costs	2,340	12,828	9,249	26,006
Other operating expenses	28,812	30,958	61,635	63,128
Restructuring expense and other operating items	13	35	13	635
Depreciation and amortization	24,387	24,586	49,024	50,186
Operating income	**41,346**	**28,634**	**73,592**	**56,130**
Other expense:				
Interest expense, net	(23,086)	(17,381)	(45,041)	(34,408)
Gain on interest rate swap contracts, net	8,660	297	7,211	297
Other expense	(58)	(21)	(122)	(21)
Income before income taxes	**26,862**	**11,529**	**35,640**	**21,998**
Income tax benefit (expense)	(381)	(118)	790	(203)
Net income	**$ 26,481**	**$ 11,411**	**$ 36,430**	**$ 21,795**

The following is a reconciliation of net income to Adjusted EBITDA and Operating Free Cash Flow (Deficit):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
		(Unaudited)		
Net income	$ 26,481	$ 11,411	$ 36,430	$ 21,795
Income tax expense (benefit)	381	118	(790)	203
Other expense	58	21	122	21
Gain on interest rate swap contracts, net	(8,660)	(297)	(7,211)	(297)
Interest expense, net	23,086	17,381	45,041	34,408
Depreciation and amortization	24,387	24,586	49,024	50,186
Restructuring expense and other operating items	13	35	13	635
Share-based compensation	—	(1)	2	24
Adjusted EBITDA	**65,746**	**53,254**	**122,631**	**106,975**
Capital expenditures (cash)	68,586	27,261	126,665	54,762
Operating Free Cash Flow (Deficit)	**$ (2,840)**	**$ 25,993**	**$ (4,034)**	**$ 52,213**

The following is a reconciliation of net cash flow from operating activities to Free Cash Flow (Deficit):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
		(Unaudited)		
Net cash flows from operating activities	**$ 49,943**	**$ 45,712**	**$ 71,876**	**$ 76,968**
Capital expenditures (cash)	68,586	27,261	126,665	54,762
Free Cash Flow (Deficit)	**$ (18,643)**	**$ 18,451**	**$ (54,789)**	**$ 22,206**

Comparison of Results for the Three and Six Months Ended June 30, 2023 as compared to the Three and Six Months Ended June 30, 2022

Revenue

Revenue for the three and six months ended June 30, 2023 and 2022 was $96,898 and $193,513, while revenue for the three and six months ended June 30, 2022 was $97,041 and $196,085, respectively. The Company's revenue is derived primarily from the sale of fiber-based broadband and telephony services, including bandwidth and managed services, to enterprise customers and carrier customers. Other revenue includes contract termination fees, IRU contract fees, and fees for usage, access, installation, and other ancillary services. The revenue decreases of $143 and $2,572 (1%) for the three and six months ended June 30, 2023, respectively, as compared to the same periods in the prior year were primarily due to a decrease in contract termination fees, managed services and TDM revenue, partially offset by an increase in Ethernet revenue.

Direct Costs

Direct costs for the three and six months ended June 30, 2023 and 2022 amounted to $2,340 and $9,249, compared to $12,828 and $26,006 for the three and six months ended June 30, 2022, respectively. These costs include taxes and surcharges which represent federal and state fees incurred by the Company to operate as a telecommunications carrier. These costs also include interconnection, call completion, circuit and transport fees paid to other telecommunication companies for the transport and termination of voice and data services, which typically vary based on rate changes and the level of usage by our customers.

The decreases of $10,488 (82%) and $16,757 (64%) for the three and six months ended June 30, 2023, as compared to the prior year periods were attributable to the following:

	Three Months	Six Months
Decrease in taxes and surcharges, primarily due to refunds	$ (9,826)	$ (15,147)
Decrease in circuit fees	(426)	(921)
Decrease in call completion and interconnection costs	(236)	(689)
	$ (10,488)	$ (16,757)

Other Operating Expenses

Other operating expenses for the three and six months ended June 30, 2023 amounted to $28,812 and $61,635, compared to $30,958 and $63,128 for the three and six months ended June 30, 2022, respectively. Other operating expenses include (i) staff costs including salaries and commissions of company employees and related taxes, benefits and other employee related expenses; (ii) costs associated with the repair and maintenance of our network, including costs of certain customer connections and other costs associated with providing and maintaining services to our customers; (iii) overhead and common support function costs (such as human resources, legal, government affairs, finance, accounting, tax, audit, treasury, information technology, and insurance, etc.) and facility costs; and (iv) various other operating expenses including agency fees, rent, subscriber billing costs, and marketing and advertising costs. See Note 10 to our consolidated financial statements included in this quarterly report for a discussion of services performed by affiliates of the Company and the related charges for these services.

The decreases of $2,146 (7%) and $1,493 (2%) in other operating expenses for the three and six months ended June 30, 2023 as compared to the prior year periods were attributable to the following:

	Three Months	Six Months
Decrease in property taxes	$ (2,677)	$ (2,486)
Other net increases, offset by an increase in capitalizable activity	531	993
	$ (2,146)	$ (1,493)

Restructuring Expense and Other Operating Items

Restructuring expense and other operating items amounted to $13 and $13 for the three and six months ended June 30, 2023, as compared to $35 and $635 for the three and six months ended June 30, 2022, respectively. These amounts include severance and other employee related costs, as well as transactions costs for acquisitions.

Depreciation and Amortization

Depreciation and amortization for the three and six months ended June 30, 2023 amounted to $24,387 and $49,024, as compared to $24,586 and $50,186, for the three and six months ended June 30, 2022, respectively. The decreases in depreciation and amortization of $199 (1%) and $1,162 (2%) for the three and six months ended June 30, 2023 as compared to the same periods in the prior year were due to certain fixed assets becoming fully depreciated, offset by an increase in depreciation as a result of asset additions.

Adjusted EBITDA

Adjusted EBITDA amounted to $65,746 and $122,631 for the three and six months ended June 30, 2023, as compared to $53,254 and $106,975 for the three and six months ended June 30, 2022, respectively. Adjusted EBITDA is a non-GAAP measure. See the definition of Adjusted EBITDA above under "Non-GAAP Financial Measures" and the reconciliation of net income to adjusted EBITDA above.

The increases in Adjusted EBITDA of $12,492 and $15,656 for the three and six months ended June 30, 2023 as compared to the prior year periods were primarily due to a decrease in operating expenses (excluding depreciation and amortization, restructuring expense and other operating items, and share-based compensation), partially offset by a decrease in revenue, as discussed above.

Operating Free Cash Flow (Deficit)

Operating free cash flow (deficit) was $(2,840) and $(4,034) for the three and six months ended June 30, 2023, as compared to $25,993 and $52,213 for the three and six months ended June 30, 2022, respectively. The decreases in operating free cash flow of $28,833 and $56,247 for the three and six months ended June 30, 2023 as compared to the prior year periods were due to an increase in capital expenditures, partially offset by an increase in Adjusted EBITDA.

Free Cash Flow (Deficit)

Free cash flow (deficit) was $(18,643) and $(54,789) for the three and six months ended June 30, 2023, respectively, as compared to $18,451 and $22,206 for the three and six months ended June 30, 2022, respectively. The decreases in free cash flow of $37,094 and $76,995 for the three and six months ended June 30, 2023 as compared to the same periods in 2022 is due to an increase in capital expenditures and a decrease in net cash flows from operating activities.

Interest Expense, Net

Interest expense, net was $23,086 and $45,041 for the three and six months ended June 30, 2023 compared to $17,381 and $34,408 for the three and six months ended June 30, 2022, respectively. The increases were primarily due to an increase in interest rates, partially offset by a decrease in average debt balances.

Gain on Interest Rate Swap Contracts, Net

Gain on interest rate swap contracts, net was $8,660 and $7,211 for the three and six months ended June 30, 2023, as compared to $297 and $297 for the three and six months ended June 30, 2022, respectively. These amounts represent the change in the fair value on the interest rate swap contracts the Company entered into in March 2022 and April 2023. These contracts are not designated as hedges for accounting purposes.

LIQUIDITY AND CAPITAL RESOURCES

As of June 30, 2023, our consolidated cash and cash equivalents amounted to $40,259. The Company has a principal amount of long term debt outstanding of $1,444,000 as of June 30, 2023.

Our most significant financial obligations are our debt obligations. The terms of the debt instruments contain certain restrictions, including covenants that restrict our ability to incur additional debt. As a result, additional debt financing is only a potential source of liquidity if the incurrence of any new debt is permitted by the terms of our existing debt instruments.

Sources of Liquidity

Our principal sources of liquidity are our existing cash balances, operating cash flows of our operating subsidiaries and availability under the revolving credit facility, which we believe will provide adequate funds to support our current operating plan, make planned capital expenditures, and fulfill our debt service requirements pursuant to our outstanding indebtedness, for the next twelve months. The availability of borrowings under our credit facility is conditioned upon compliance with specified leverage ratios. Our ability to fund our operations, make planned capital expenditures, and make scheduled payments on our indebtedness and repay our indebtedness depends on our future operating performance and cash flows and our ability to access the capital markets, which, in turn, are subject to prevailing economic conditions and to financial, business and other factors, some of which are beyond our control. Competition, market disruptions or a deterioration in economic conditions could lead to lower demand for our products and increased incidence of customers' inability to pay for the services we provide. These events would adversely impact our results of operations, cash flows and financial position.

In the longer term, we may not be able to generate sufficient cash from operations to fund anticipated capital expenditures or meet all existing future contractual payment obligations. As a result, we could be dependent upon our access to the capital and credit markets to issue debt or equity. We believe we have the ability to access the credit markets if needed, however, we can provide no assurance that access to such funds will not be impacted by adverse conditions in the financial markets or other conditions. We intend to raise significant amounts of funding over the next several years to extend our debt maturities, repay existing obligations and meet other obligations, and the failure to do so successfully could adversely affect our business. If we are unable to do so, we will need to take other actions including deferring capital expenditures, selling assets, seeking strategic investments from third parties or reducing or eliminating discretionary uses of cash.

Debt issued by the Company is subject to certain restrictive covenants. The Company is subject to incurrence based covenants, which do not require ongoing compliance with financial ratios, but place certain limitations on the Company's ability to, among other things, incur or guarantee additional debt (including to finance new acquisitions), create liens, pay dividends and other distributions to its member or prepay subordinated indebtedness, make investments, sell assets, engage in affiliate transactions or engage in mergers or consolidations. These covenants are subject to several important exceptions and qualifications.

To be able to incur additional debt under an applicable debt instrument, the Company must either meet the ratio test described below (on a pro forma basis for any contemplated transaction giving rise to the debt incurrence) or have available capacity under the general debt basket or meet certain other exceptions to the limitation on indebtedness covenant in such debt instrument. Senior debt of the Company will be subject to an incurrence test of 6.75:1 (Consolidated Net Leverage to L2QA Pro Forma EBITDA (each as defined in the relevant debt instruments)) and senior secured debt of the Company will be subject to an incurrence test of 4.75:1 (Consolidated Net Senior Secured Leverage (as defined in the relevant debt instrument) to L2QA Pro Forma EBITDA). The Company will be allowed to fully consolidate the EBITDA from any subsidiaries in which it has a controlling interest and that are contained in the restricted group as defined in the relevant debt instruments. See Note 6 to the Consolidated Financial Statements for further details of our outstanding indebtedness.

Credit Agreement

On September 29, 2020, the Company entered into a credit agreement between, inter alios, certain lenders party thereto and Goldman Sachs Bank USA, as administrative agent, and Deutsche Bank Trust Company Americas, as collateral agent, (the "Credit Agreement") which provides for, among other things, (i) a term loan in an aggregate principal amount of $600,000 ($585,000 outstanding at June 30, 2023) (the "Term Loan Facility") at a price of 99.5% of the aggregate principal amount, which was drawn on November 30, 2020, and (ii) revolving loan commitments in an aggregate principal amount of $100,000 (the "Revolving Credit Facility"). As of June 30, 2023, there were no borrowings outstanding under the Revolving Credit Facility. The maturity date of the (i) Term Loan Facility is November 30, 2027 and (ii) Revolving Credit Facility is November 30, 2025. The Company is required to make scheduled quarterly payments equal to 0.25% (or $1,500) of the principal amount of the Term Loan Facility, which began with the fiscal quarter ended March 31, 2021. The Revolving Credit Facility is subject to a financial maintenance test of 7.3:1 (consolidated net senior secured debt to L2QA pro forma EBITDA (each as defined in the Credit Agreement)). The incurrence covenants terms of the Credit Agreement are no more restrictive than the incurrence covenants contained in the senior secured notes indenture.

In June 2023, the Company entered into an amendment (the "First Amendment") under its existing credit facility agreement to replace LIBOR-based benchmark rates with secured overnight financing rate ("SOFR")-based benchmark rates. The First Amendment provides for interest on borrowings under its term loan and revolving credit facility to be calculated for any (i) SOFR loan, at a rate per annum equal to the Term SOFR (plus spread adjustments of 0.11448%, 0.26161% and 0.42826% for interest periods of one, three and six months, respectively) or (ii) the alternate base rate loan, at the alternative base rate as applicable, plus the applicable margin in each case, where the applicable margin is 2.25% per annum with respect to any alternate base rate loan and 3.25% per annum with respect to any SOFR loan.

See Note 6 to the Consolidated Financials Statements for further details of our outstanding indebtedness.

Interest Rate Swap Contracts

In connection with the phase-out of LIBOR as of June 30, 2023, the Company entered into an amendment to its existing $300,000 interest rate swap contract maturing in December 2026 that transitioned the reference rates from LIBOR to SOFR. Prior to the amendment, the Company paid interest of 2.161% while receiving interest based on one month LIBOR. Subsequent to the amendment, the Company will pay interest of 2.11% while receiving interest based on one-month SOFR.

In April 2023, the Company entered into a new interest rate swap contract, effective June 2023, on a notional amount of $180,000, whereby the Company pays interest of 3.523% through December 2026 and receives interest based on the one-month SOFR rate.

These swap contracts are not designated as hedges for accounting purposes. Accordingly, the changes in the fair value of these interest rate swap contracts are recorded through the statement of operations.

For the three and six months ended June 30, 2023, the Company recorded a gain on the interest rate swap contracts of $8,660 and $7,211, respectively.

Capital Expenditures

The following table presents the Company's capital expenditures for the periods indicated:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Fiber network (a)	$ 49,645	$ 20,196	$ 90,145	$ 39,988
Network and customer equipment (b)	16,635	5,005	30,790	10,823
Support and other (c)	2,306	2,060	5,730	3,951
Capital purchases (cash basis)	68,586	27,261	126,665	54,762
Change in accrued and unpaid purchases and other	3,709	1,746	9,352	772
Capital purchases (including accrued but not paid) (d)	$ 72,295	$ 29,007	$ 136,017	$ 55,534

(a) Fiber network includes the cost of design, engineering and construction of the Company’s fiber backbone and fiber connections to customer locations.

(b) Network and customer equipment includes routing and interconnection equipment at our network locations, as well as equipment collocated in customer facilities.

(c) Support and other includes costs associated with the replacement or enhancement of non-network assets, such as software systems, office equipment, and facilities.

(d) Amounts are comprised of the following:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Success-based	$ 50,874	$ 26,178	$ 96,650	$ 47,444
Maintenance, support and other	21,421	2,829	39,367	8,090
Capital purchases (including accrued not paid)	$ 72,295	$ 29,007	$ 136,017	$ 55,534

Cash Flow - Three and Six Months Ended June 30, 2023 and 2022

Operating Activities

Net cash provided by operating activities amounted to $71,876 for the six months ended June 30, 2023 compared to $76,968 for the six months ended June 30, 2022.

The decrease in cash provided by operating activities of $5,092 in 2023 as compared to 2022 resulted from an increase in net income before depreciation and amortization and other non-cash items of $12,355 and a decrease of $17,447 due to changes in working capital (including an increase in interest payments of $11,923 and an increase in tax payments of $102), as well as the timing of payments and collections of accounts receivable, among other items.

Investing Activities

Net cash used in investing activities for the six months ended June 30, 2023 and 2022 was $126,660 and $54,762, respectively, consisting primarily of capital expenditures.

Financing Activities

Net cash used in financing activities amounted to $5,131 for the six months ended June 30, 2023 compared to $3,000 for the six months ended June 30, 2022. In 2023, the Company's financing activities consisted of distributions to the parent entity of $2,131 and the repayment of debt of $3,000. The 2022 financial activities represents the repayment of debt.

Commitments and Contingencies

As of June 30, 2023, the Company's commitments and contingencies not reflected in the Company's balance sheet increased to approximately $34,716 as compared to approximately $34,381 at December 31, 2022. This increase relates primarily to new purchase obligations made in the ordinary course of business.