

**STATE OF NEW YORK
PUBLIC SERVICE COMMISSION**

Joint Petition of Charter Communications, Inc.)
and Time Warner Cable Inc. for Approval of a) Case 15-M-0388
Transfer of Control of Subsidiaries and)
Franchises; for Approval of a Pro Forma)
Reorganization; and for Approval of Certain)
Financing Arrangements)
)

**DECLARATION OF TERENCE RAFFERTY IN SUPPORT OF CHARTER
COMMUNICATIONS, INC.'S JULY 9, 2018 GOOD CAUSE SHOWING**

1. My name is Terence Rafferty, and I am the Regional Vice President of Field Operations in the Northeast for Charter Communications, Inc. (“Charter”). Since I assumed my role in May 2016, I have overseen Charter’s build out of its network capacity in upstate New York.

2. Prior to holding my current position, I worked for Time Warner Cable, most recently as Regional Vice President of Operations in the Northeast from 2010 through 2016, and previously as the Division President for Western NY from 2006 through 2011, Senior Vice President and General Manager for Time Warner Cable in the greater New York City area from 2003 to 2005, and Regional Vice President of Finance for the Northeast from 2001 to 2003. I received a B.S. from Binghamton University in accounting in 1987. I became a certified public accountant (“CPA”) in 1989.

3. I submit this declaration in connection with Charter’s claim for Good Cause Shown, filed on July 9, 2018, under Charter’s Good Cause Showing under its June 19, 2017 settlement with the New York State Public Service Commission (“Commission”), which the Commission adopted by order on September 14, 2017. In my capacity as Charter’s Regional Vice President for Field Operations, I am familiar with Charter’s construction within New York State, and the support

that Charter's New York State Field operations provides to Charter's Program Management Office for purposes of compiling Charter's network expansion reports to the Commission in Case 15-M-0388. I am also familiar with the criteria for making a claim for Good Cause Shown in Appendix A of Charter's June 19, 2017 settlement. In addition, Charter Field Operations personnel acting at my direction investigated the specific applications and passings described herein. Accordingly, I have personal knowledge of the facts set forth in this Declaration, including knowledge from persons working at my direction.

4. Charter is submitting its claim for Good Cause Shown with respect to the passings encompassed by 272 applications for which pole owner approval has not yet been granted despite being in the possession of pole owners for more than 200 days. Charter completed verification and design of each of the projects encompassing these applications more than 230 days in advance of June 18, 2018.

5. Charter has approved for construction all of its New York network expansion projects, and Charter's internal budget approval process did not delay any projects needed to meet the June 18, 2018 buildout target.

6. Charter has, since entering into the Settlement Agreement in June 2017, provided pole owners with a letter 30 days in advance of a pole application being filed notifying them that the application is forthcoming. This notice provides the pole owner with a variety of information, including: (i) the approximate date on which Charter intends to file the new application, (ii) the approximate number of poles in the application, (iii) the town or city in which the poles are located, and (iv) the date Charter intends to begin construction on the poles. It also refers the pole owner to Charter's plan of record, which provides the pole owner with a list of pole applications (by

permit number and project/DID#) in order of priority by month, to assist the pole owner in prioritizing Charter's outstanding applications.

7. In addition to these letters, Charter (through the Department-supervised process with pole owners) now regularly provides notice of its planned construction projects to affected pole owners through its Pole Priority plan, which provides notice many months in advance of upcoming projects, giving pole owners ample time to prepare for forthcoming applications.

8. Charter has submitted 282 applications (encompassing 20,917 poles) 200 days or more in advance of the June 18, 2018 buildout target that still remain open and have not yet been approved by the pole owners. (These 282 applications do not include applications currently with Charter's contractor Osmose). Of those 282 applications, only ten applications were delayed by pole owner claims that the application was incomplete such that (excluding the period of the delay) the pole owner had the application in hand for fewer than 200 days before the reporting deadline. Cumulatively, the remaining applications for those poles comprise an estimated 7,662 passings.

9. [REDACTED]

[REDACTED]

10. Although there have been intermittent disputes with pole owners regarding invoices, Charter's records indicate that there have been no payment issues with respect to the

majority of the applications for which it is claiming good cause. Although there have been some invoicing delays for a subset of those applications, Charter has no record that such issues have materially held up processing beyond the 200-day pole owner review period.

11. On or around June 2017, Charter hired the contractor Osmose to conduct surveys for poles jointly-owned by Verizon and National Grid as part of a Charter-managed single vendor make ready process. Since October 2017, when Osmose was able to begin conducting survey work and processing applications for Verizon and National Grid poles, Osmose has conducted surveys on jointly owned poles associated with projects for which Charter is claiming Good Cause Shown.

12. Charter requested permission to use temporary attachments to avoid delay in meeting its obligations. Specifically, in late July 2017, with the assistance of Department Staff, Charter entered into an agreement with all of the pole owners setting forth a framework governing temporary attachment requests. Since that time, Charter has regularly requested permission to use temporary attachments in order to accelerate the pole attachment process, including for those applications for which Charter is claiming Good Cause Shown.

13. Charter's network expansion efforts have been heavily dependent upon temporary attachments (in advance of receiving licenses) and partial construction in advance of full licensing and approval for a submitted project. None of Charter's projects meeting the Good Cause Criteria H had received complete pole attachment approval by May. 4, *i.e.*, within 45 days of the June 18, 2018 deadline. Although there have been a small number of completed projects for which Charter's construction activity took longer than 45 days to complete upon the receipt of final licenses (9 projects, representing 543 passings), none of those projects are encompassed within the 272 applications for which Charter is submitting its current claim for Good Cause Shown.

Redacted

I declare under penalty of perjury that the foregoing is true and correct to the best of my information and belief.



Terence Rafferty

Executed on July 9th, 2018 at _____.
