

**BEFORE THE  
NEW YORK PUBLIC SERVICE COMMISSION**

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Joint Petition of Charter Communications,  
Inc. and Time Warner Cable Inc.  
For Approval of a Transfer of Control of  
Subsidiaries and Franchises, Pro Forma  
and Certain Financing Arrangements

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**Case: 15-M-0388**

**Charter Communications, Inc.  
Network Expansion Plan Update and  
Bulk Address Update**

July 9, 2018

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**Charter Communications, Inc.  
Bulk Address Update**

Charter Communications, Inc. (“Charter” or the “Company”) respectfully submits this Bulk Address Update Filing (the “Bulk Address Update”)<sup>1</sup> to provide the Public Service Commission (the “Commission”) with information regarding address level data for the completed passings included in Charter’s Network Expansion Implementation Plan (the “Buildout Plan”).<sup>2</sup>

On June 14, 2018, the Commission issued an Order Denying Charter Communications, Inc.’s Response to Order to Show Cause and Denying Good Cause Justifications (the “*June 14th Order*”).<sup>3</sup> In that Order, the Commission required that Charter revise its 145,000 Buildout Plan

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<sup>1</sup> The Bulk Address Update is filed pursuant to the Settlement Agreement dated June 19, 2017 by and among the New York State Department of Public Service (“DPS”), the Commission, and Charter. *See* Case 15-M-0388, *supra*, Settlement Agreement dated June 19, 2017, later approved by the Commission in the Order Adopting Revised Build-Out Targets and Additional Terms of a Settlement Agreement (Issued and Effective September 14, 2017)(“Settlement Agreement”). Pursuant to conversations with DPS Staff, July 9, 2018 has been identified as the filing date for this Bulk Address Update.

<sup>2</sup> The Network Expansion Plan Update is filed pursuant to Case 15-M-0388, *Joint Petition of Charter Communications Time Warner Cable for Approval of a Transfer Control of Subsidiaries and Franchises, Pro Forma Reorganization, and Certain Financing Arrangements*, Order Granting Joint Petition Subject to Conditions (Issued and Effective January 8, 2016) (the “*Merger Order*”).

<sup>3</sup> Case 15-M-0388, *Joint Petition of Charter Communications Time Warner Cable for Approval of a Transfer Control of Subsidiaries and Franchises, Pro Forma Reorganization, and Certain Financing Arrangements*, Order Denying Charter Communications, Inc.’s Response to Order to Show Cause and Denying Good Cause Justifications, (Issued and Effective June 14, 2018).

within 21 days of the issuance of the Order. In addition,<sup>4</sup> the *June 14th Order* required that Charter: (a) remove 18,363 passings from its December 16, 2017 report; (b) remove 11,979 addresses from the Buildout Plan; (c) file a report regarding the most up-to-date number of passings that the Company has completed and associated pole or conduit license applications; and (d) provide all relevant details regarding its Buildout Plan to come into compliance with the discussion in the *June 14th Order*.

As discussed in its filings since the *June 14th Order* was issued, Charter fundamentally disagrees with the premises underlying the Commission's *June 14th Order* and its characterizations of the agreement reached between DPS and Charter prior to the Commission issuing its Merger Order and the requirements of the *Merger Order* itself.<sup>5</sup> The Company intends to petition the Commission for rehearing of the *June 14th Order* and to seek judicial review if the Commission adheres to the *June 14th Order's* conclusions. However, in an attempt to comply with the Commission's *June 14th Order*, and without waiving any legal rights to challenge the *June 14th Order*, and to the extent it was possible given the arbitrarily short time frame directed by the Order, Charter filed a Revised Buildout Plan on July 5, 2018.<sup>6</sup>

The *June 14th Order* purports to make substantial modifications to the addresses that Charter may include within its Buildout Plan, however the Commission's decisions on those modifications do not reflect the parties' original understanding, have not yet been subject to rehearing or judicial review, and complicates Charter's Bulk Address Update filings during the interim period while those issues remain unsettled. In order to comply with the Commission's directives in the *June 14 Order* while also preserving its rights to appeal (as well as to retain a framework to govern the remainder of its buildout efforts in the event the *June 14th Order* is

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<sup>4</sup> *See Id.*, Conditions 2 through 5.

<sup>5</sup> *See, supra*, the *Merger Order*.

<sup>6</sup> Case 15-M-0388, July 5th Charter Revised Buildout Plan (filed on July 5, 2018).

subsequently modified or reversed, either in whole or in part), Charter is providing two separate updates for the purposes of this filing.<sup>7</sup>

The first update, **Confidential Exhibit A - Charter's Bulk Address Update per the June 14th Order**, attempts to address the requirements included in the Commission's *June 14th Order*, to the extent it is practicable to do within this limited time period. Since the Company strongly disagrees with the Commission's interpretation of the Merger Order and the *Settlement Order* in the *June 14th Order*, attached **Confidential Exhibit A** is hereby being provided under protest and the Company's attempts to comply with the Commission's *June 14th Order* and its efforts to prepare **Confidential Exhibit A** should not be construed in any way as a waiver by Charter of any of its legal rights, including (without limitation) Charter's right to seek review of the *June 14th Order* or otherwise seek review of the Commission's interpretation and application of its January 8, 2016 *Merger Order*. Accordingly, the Company does not commit to proceed with its Buildout Plan as it is currently laid out in **Confidential Exhibit A** until the judicial review of the *June 14th Order* is fully complete. In other words, **Confidential Exhibit A** is being filed only to meet the arbitrary requirements of the *June 14th Order* and the Company will petition the Commission for rehearing of the *June 14th Order* and will challenge the legality of the requirements of the *June 14th Order*.

The second update included in this filing is labeled as **Confidential Exhibit B - Charter's Bulk Address Update July 9, 2018**, and has been prepared consistent with Charter's prior submissions and in accordance with its longstanding interpretation of the *Merger Order*

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<sup>7</sup> Certain subjects discussed in this filing pertain to nonjurisdictional products and services. Discussion of nonjurisdictional products and services is not intended as a waiver or concession of the Commission's jurisdiction beyond the scope of Charter's regulated telecommunications and cable video services. Charter respectfully reserves all rights relating to the inclusion of or reference to such information, including without limitation Charter's legal and equitable rights relating to jurisdiction, compliance, filing, disclosure, relevancy, due process, review, and appeal. The inclusion of or reference to nonjurisdictional information or to the ordering clauses or other requirements of the Order as obligations or commitments to provide non jurisdictional services shall not be construed as a waiver of any rights or objections otherwise available to Charter in this or any other proceeding, and may not be deemed an admission of relevancy, materiality, or admissibility generally.

and the Settlement Agreement. Charter respectfully disagrees with the conclusions reached in the *June 14th Order*, including the Commission's new interpretation of the *Merger Order* and the Commission's ordering of the Company to modify the Buildout Plan or remove completed passings.<sup>8</sup> Accordingly, it is submitting **Confidential Exhibit B** to ensure that there remains a record for appeal as to Charter's buildout compliance efforts, as well as to ensure that there remains a framework to identify Charter's network expansions in the event the *June 14th Order* is reversed or modified as a result of Charter's forthcoming petition for rehearing and/or judicial review.

### **Summary of Confidential Exhibit A**

In preparing **Confidential Exhibit A - Charter's Bulk Address Update per the June 14th Order**, Charter used the July 5th Revised Buildout Plan. This new Revised Buildout Plan is currently not complete since Charter first needs to identify additional homes and businesses to substitute for passings allegedly disqualified by the Commission. As the Commission knows from past experience, identifying new passings for the Buildout Plan will require additional validation, verification and walk out to accurately develop and complete. As the Commission and DPS Staff are aware, this analysis can take several months. The Company has to go through all of these necessary steps before it is able to fully comply with the requirements of the *June 14th Order*.

In **Confidential Exhibit A**, Charter also removed 3,210 upstate addresses that the Commission disqualified from Charter's buildout commitment as allegedly being out of scope. Charter received a list of these addresses just 2 days ago this past Friday, on July 6, 2018 in a

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<sup>8</sup> Certain passings have already been voluntarily removed from Charter's Buildout Plan in the Company's Response to the Order to Show Cause Order, *see* Case 15-M-0388, Response of Charter Communications, Inc. to Order to Show Cause (filed on May 9, 2018).

Letter from the Commission's General Counsel, Paul Agresta.<sup>9</sup> While Charter removed these addresses for the purposes of **Confidential Exhibit A**, the Company has not had the opportunity to review and analyze each of them. Therefore, the Company's removal of these upstate addresses should not be construed in any way as a waiver by Charter of any of its legal rights, including its right to challenge the disqualification of these addresses.

### **Summary of Confidential Exhibit B**

In **Confidential Exhibit B**, Charter has followed the same approach and interpretations that the Company used in its earlier Quarterly Bulk Address Updates in compliance with the Merger Order and the Settlement Agreement. **Confidential Exhibit B** fulfills the requirement in the Merger Order and Paragraph 18 of the Order Adopting Revised Build-Out Targets and Additional Terms of a Settlement Agreement that Charter provide an excel spreadsheet which contains address level data for each passing for the six month period ending on June 18, 2018.

**Confidential Exhibit B**, which contains location and geospatial information for each passing, covers the period ending in June 18, 2018. The total number of passings completed up to June 18, 2018 is 61,602.

Major areas of completed passings since the Company's last Bulk Address Update Filing on April 9, 2018<sup>10</sup> include, but are not limited to, the following:

- Albany County for approximately 187 passings, including the Cities of Albany and Cohoes and the Towns of Berne and Bethlehem.
- Broome County for approximately 520 passings, including the City of Binghamton, the Towns of Conklin, Kirkwood and Vestal, and the Village of Whitney Point.

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<sup>9</sup> See Case 15-M-0388, Letter from Paul Agresta, dated July 6, 2018, to Maureen Helmer, Counsel for Charter Communications, Inc. (filed on July 6, 2018). For comparison purposes, in **Confidential Exhibit B**, there are now 3,210 less addresses than the number of passings included in the July 5th Revised Buildout Plan. The difference in the numbers is mostly due to the fact that some of the addresses overlap with other addresses that have already been removed or disqualified.

<sup>10</sup> Case 15-M-0388, Charter Communications, Inc. Quarterly Bulk Address Update (filed on April 9, 2018).

- Cattaraugus County for approximately 293 passings, including the Towns of Allegany, Franklinville and Perrysburg, and the Village of Gowanda.
- Cayuga County for approximately 397 passings, including the City of Auburn, the Town of Sterling, and the Community of Martville.
- Chenango County for approximately 791 passings, including the Towns of Guilford, New Berlin, Pitcher, Oxford and Greene.
- Erie County for approximately 1,316 passings, including the Hamlets of East Concord, Lawtons and Getzville, the Towns of Grand Island, Holland, Lancaster, and North Collins, and the Village of Springville.
- Jefferson County for approximately 1,897 passings, including the Hamlet of La Fargeville, the Towns of Antwerp, Cape Vincent, Champion, Philadelphia and Theresa, the Village of Evans Mills, and the Community of Three Mile Bay.
- Kings County for approximately 1,071 passings in the Borough of Brooklyn.
- Monroe County for approximately 594 passings, including the City of Rochester, the Towns of Penfield and Webster, and the Villages of Fairport and Honeoye Falls.
- New York County for approximately 1,846 passings in the Borough of Manhattan.
- Onondaga County for approximately 2,286 passings, including the City of Syracuse, the Hamlet of Marietta, the Towns of Cicero, Fabius, LaFayette, Manlius, Marcellus and Skaneateles, and the Village of Baldwinsville.
- Oswego County for approximately 223 passings, including the Towns of Hastings and Sandy Creek and the Villages of Central Square and Hannibal.
- Queens County for approximately 756 passings, including Long Island City and the Borough of Queens.
- Rensselaer County for approximately 772 passings, including the Hamlet of Eagle Bridge, the Towns of Petersburg, Schaghticoke and Stephentown, and the Village of Hoosick Falls.
- Saratoga County for approximately 276 passings, including the Cities of Saratoga and Saratoga Springs, the Towns of Ballston and Clifton Park, and the Village of Ballston Spa.
- Schoharie County for approximately 588 passings, including the Hamlet of Warnerville, the Towns of Cobleskill and Schoharie, and the Villages of Cobleskill, Delanson and Sharon Springs.
- Sullivan County for approximately 396 passings, including the Hamlets of Ferndale, Livingston Manor and Swan Lake, and the Town of Callicoon.

## CONCLUSION

Without waiving its right to seek review of the Commission's interpretation and application of the Commission's *Merger Order* and the *Settlement Order*, Charter remains committed to the significant task of bringing broadband to unserved or underserved homes and businesses in New York. If you have any questions regarding this filing, please feel free to contact the undersigned directly.

Dated: July 9, 2018

***/s/ Adam Falk***

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Adam Falk  
*Senior Vice President, State Government Affairs  
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***/s/ Maureen O. Helmer***

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