

**STATE OF NEW YORK
PUBLIC SERVICE COMMISSION**

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

**DECLARATION OF PHILIP MEEKS IN SUPPORT OF CHARTER
COMMUNICATIONS, INC.’S MOTION FOR STAY**

1. My name is Philip Meeks, and I am the Executive Vice President, President of Spectrum Enterprise at Charter Communications, Inc. (“Charter”). I have been in this role since October 2015, and I am responsible for overseeing all aspects of Charter’s Spectrum Enterprise unit. “Enterprise” customers—as opposed to residential customers or small and medium business customers—are larger institutions, such as businesses and governmental entities (*e.g.*, hospitals, banks and law firms, corporate offices, and universities). Enterprise customers typically purchase services from Charter under long-term contracts that run for several years, most commonly three years. Given the duration of these contracts, the choice of a communications provider can represent a large commitment and investment, requiring entities to make plans over extended time periods.

2. Prior to joining Charter, I was the Executive Vice President and Chief Operating Officer for Business Services at Time Warner Cable Inc. (“Time Warner Cable”), and before that had served as Senior Vice President of Cox Business.

3. I am submitting this Declaration in connection with Charter’s request for a stay of the Public Service Commission’s (the “Commission”) July 27, 2018 order revoking approval of

the merger between Charter and Time Warner Cable (the “*Revocation Order*”) in the above-captioned proceeding. In my capacity as Charter’s President of Spectrum Enterprise, I am familiar with Charter’s current and prospective enterprise customer base and have been in a position to observe how the *Revocation Order* is affecting Charter’s ability to serve and market its services to such customers, as well as how the adverse effects of the *Revocation Order* are likely to escalate with the passage of time. Accordingly, I have personal knowledge of the facts set forth in this Declaration, including knowledge from persons working at my direction.

4. Although the *Revocation Order* does not compel Charter to discontinue operations in New York until June 2019 (due to extensions to its deadlines granted by the Commission) and does not compel Charter to take any action until it is required to file a wind-down plan for its New York operations, the *Revocation Order* has already [REDACTED]

[REDACTED]

[REDACTED]. For example, since the issuance of the *Revocation Order*, [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

5. The *Revocation Order* has also adversely affected Charter’s ability to [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

6. Since July 27, 2018, Charter’s competitors have begun to actively market the *Revocation Order* to Charter’s potential and existing customers, placing Charter at increased risk of competitive harm the longer that the order remains in effect. An example of such a marketing communication by one of Charter’s competitors is attached as Exhibit A to this Declaration. In the email (subject line: “Spectrum leaving the state of New York”), a sales representative of Charter’s competitor informed a Charter customer, inaccurately, that “Charter Spectrum has been kicked out of the state of NY and has a 60 day transition period to allow those customers time to find a new provider.” The sales representative then stated that she “would love to be the first to put together a proposal” for the Charter customer.

7. As a general matter, enterprise-level communications services represent a highly competitive industry, and the market for enterprise services is particularly competitive in several regions of New York State (in particular, in New York City) due to the presence of competitors such as Verizon, which has a relatively built-out fiber network in its service areas and competes with Charter for many of the same customers. In addition, customer losses in the enterprise communications market are often long-lasting because, as noted, institutional customers typically enter into lengthy contracts with their service provider. This means that any enterprise customers that Charter loses as a result of the *Revocation Order* will remain lost for a substantial amount of

time, and that even if the *Revocation Order* ultimately is withdrawn or reversed (and Charter continues its New York operations) Charter will not have ready opportunities to re-acquire these customers once lost.

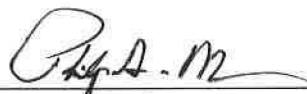
8. Moreover, many of Charter's enterprise customers are large companies with a presence in multiple locations throughout the United States, including New York. When Charter enters into a contract with one of these enterprise customers, Charter tries to, and often does, provide the customer with services at many or all of its locations across the country. Not only is this a good business practice for Charter, but it can also simplify logistics for a customer attempting to secure cable, internet, and telephone service across multiple states. If potential or current enterprise customers with facilities in New York and other states perceive that Charter will be forced to leave New York, they may decide to use a different service provider for their facilities *both* in New York and throughout the United States. Thus, the impression that Charter will be required to exit the New York market is likely to harm its business nationwide.

9. The *Revocation Order* is already creating adverse impacts on Charter's business today that are difficult to measure, and it is too early to quantify the full extent of this harm. However, the effects that Charter is already observing are likely to escalate with the passage of time, and be particularly amplified if Charter is required to publicly file a written wind-down plan for exiting New York State within six months. Irrespective of whether such a plan ever takes effect (or is ultimately rendered moot due to the *Revocation Order* being modified or reversed as a result of further legal proceedings), its effects are likely to be much greater and more far-reaching than the harm that Charter has already suffered to date.

10. This is in large part because any such wind-down plan is likely to receive substantial media coverage and be exploited by Charter's competitors to market to Charter's

potential and existing customers. It is likely, therefore, that the filing of a public wind-down plan would be perceived by Charter's existing and potential customers as a serious and definitive step towards Charter exiting the New York market and, as a consequence, significantly amplify the [REDACTED] (and ability of competitors to poach customers from Charter) described above. Although highly sophisticated entities familiar with regulatory litigation may understand that there will be legal proceedings regarding the *Revocation Order* and that it may ultimately never take effect, the potential for confusion among other current and prospective customers who lack such experience with the legal and regulatory process is significant. Because, as noted above, enterprise customers in the communications industry tend to be long-term customers who purchase services under extended contracts, Charter would not have a meaningful opportunity to recover these lost customers, if at all, until a distant point in the future. In addition, for the reasons described above, the perception that Charter must exit New York may well lead to the loss of business nationwide.

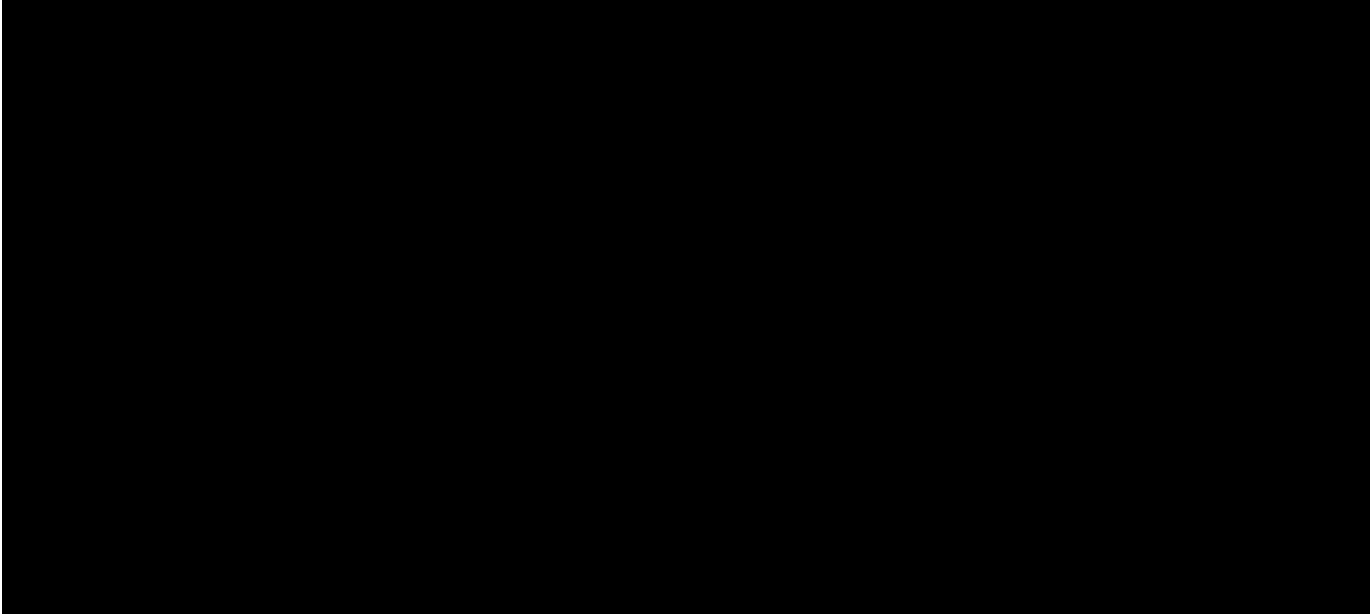
I declare under penalty of perjury that the foregoing is true and correct to the best of my information and belief.


Philip Meeks

Executed on November 19, 2018 at 11:00 A.M.

State of CT, County of Fairfield
Signed before me on this 19 day
of Nov, 2018 by Stacey Salgado
Notary Public 165339

EXHIBIT A



From: Tracy [REDACTED] [mailto:[REDACTED]@getgrooven.com]
Sent: 30 July 2018 17:43
To: [REDACTED]
Subject: Spectrum leaving the state of New York

[REDACTED]

I reached out to you a couple of months ago in regards to DIRECTV for Internet and TV service. Charter Spectrum has been kicked out of the state of NY and has a 60 day transition period to allow those customers time to find a new provider.

I have added a link or you can google Spectrum being kicked out of NY.

If we can help you out in any of your properties, I would love to be the first to put together a proposal that could come in and be more competitive than what you are paying now..

<https://www.theverge.com/2018/7/27/17622846/spectrum-charter-cable-internet-new-york-kicked-out>

Thank you,

Tracy [REDACTED]

