

**BEFORE THE  
NEW YORK PUBLIC SERVICE COMMISSION**

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Joint Petition of )  
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CHARTER COMMUNICATIONS, INC. )  
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and ) Case 15-M-0388  
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TIME WARNER CABLE INC. )  
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For Approval of a Transfer of Control of )  
Subsidiaries and Franchises; for Approval of )  
a Pro Forma Reorganization; for Approval of )  
Assignment of 16 Franchises; and for Approval )  
of Certain Financing Arrangements )  
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**Charter Communications, Inc.’s  
Revised Network Expansion Implementation Plan  
45 Day Report**

July 26, 2016

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**Charter Communications, Inc.’s  
Revised Network Expansion Implementation Plan  
45 Day Report**

Charter Communications, Inc. (“Charter”) respectfully submits this Revised Network Expansion Implementation Plan (“Revised Plan”) in furtherance of the Commission’s Ordering Clause B.1.b contained in its Order approving the merger of Charter with Time Warner Cable Inc. (“TWC”).<sup>1</sup> This Revised Plan is an update to the 45 Day Network Expansion Implementation Plan (“Network Implementation Plan”) filed on July 5, 2016.<sup>2</sup> Charter is committed to facilitating the success of Governor Cuomo’s Broadband4All program and to working cooperatively with the New York State Department of Public Service and the Public

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<sup>1</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 Granting Joint Petition Subject to Conditions (Issued and Effective January 8, 2016) (the “Merger Order” or “Order”).

<sup>2</sup> Case 15-M-0388, Charter Network Expansion Implementation Plan 45 Day Report (July 5, 2016) (“Network Implementation Plan”).

Service Commission (“PSC” or “Commission”) and the Empire State Development, Broadband Program Office (“BPO”). To that end, this Revised Plan is being submitted based on feedback from the PSC Staff and the BPO to provide updated information to supplement Charter’s Network Implementation Plan.

## BACKGROUND

On July 2, 2015, TWC and Charter (collectively, the “Petitioners”) filed a Joint Petition that requested the Commission authorize a holding company-level transaction that would result in the transfer of control of TWC’s New York subsidiaries to “New Charter.” On January 8, 2016, the Commission granted authorization for the transaction, subject to a series of conditions.<sup>3</sup> Condition B.1 of the Merger Order states that “New Charter is required to extend its network to pass, within their (sic) statewide service territory, an additional 145,000 ‘unserved’ (download speeds of 0-24.9 Mbps) and ‘underserved’ (download speeds of 25-99.9 Mbps) residential housing units and/or businesses within four years of the close of the transaction . . . .”<sup>4</sup> Condition B.1 further requires Charter “to notify the Secretary to the Commission where it will complete this network expansion (on a census block and street level basis) within 45 days of the close of the transaction . . . .”<sup>5</sup>

On May 18, 2016, TWC and Charter closed the instant transaction. Therefore, in compliance with the Commission’s Merger Order, on July 5, 2016, Charter submitted its Network Implementation Plan regarding its plans to implement Order Clause B.1.<sup>6</sup> [REDACTED]

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<sup>3</sup> Merger Order, Appendix A.

<sup>4</sup> Merger Order, Appendix A, ¶ B.1.

<sup>5</sup> Merger Order, Appendix A, ¶ B.1.b.

<sup>6</sup> Certain subjects discussed in this filing pertain to non-jurisdictional products and services. Discussion of non-

[REDACTED]

[REDACTED] In accordance with the PSC’s Order and as further described herein, the data will be updated by Charter as necessary on a quarterly basis to reflect changes to the plan.

**DATA INCLUDED IN THIS REPORT**

On July 5, 2016, in full compliance with the Order and after multiple consultations with the Commission and the BPO, Charter submitted a plan to the Commission that identified a list of parcels [REDACTED]

[REDACTED] [REDACTED] that would constitute the “focus”<sup>7</sup> of the network expansion in its footprint. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

The Order rightly provides Charter the opportunity to make changes and updates to the Network Expansion Plan on a quarterly basis, provided that Charter meets its overall expansion

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jurisdictional products and services are 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 non-jurisdictional 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.

<sup>7</sup> Merger Order, Appendix A, ¶ B.1.

commitments.<sup>8</sup> [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] The Order anticipates such modifications, and Charter will make quarterly updates reflecting those changes.

Nevertheless, Charter understands the goal of the BPO and the PSC in maximizing the success of the Governor’s Broadband4All program and wants to coordinate its Network Implementation Plan and Revised Plan to serve these goals. To effectuate this outcome and serve the State’s objectives, Charter has worked tirelessly and cooperatively to narrow the scope of its network expansion plans. [REDACTED]

[REDACTED]

[REDACTED]

As a result of these efforts and in furtherance of BPO’s and the Commission’s goal, the Revised Plan includes the following:

- [REDACTED]
  - [REDACTED]
- [REDACTED]

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<sup>8</sup> Merger Order, Appendix A, ¶ B.1.b.

[REDACTED]

It should be noted that prior to and since the filing of the Network Expansion Plan, Charter has already made significant progress towards meeting its Year 1 goals, and several packages of addresses have already been moved into the construction funnel. In addition, Charter has dedicated and will continue to dedicate substantial resources above and beyond the Order to facilitate not only the build-out to the 145,000 units but also the BPO's mission and the overall goals of the Broadband4All program.

Confidentiality remains an important goal for Charter because of the competitive nature of broadband services. As a result, in order to safeguard the highly commercially-sensitive information contained in this Revised Plan, Charter is also separately filing a Request for Confidential Treatment simultaneously which explains the confidential nature of this information and requests confidential treatment.

[REDACTED]

In addition, in order to work with stakeholders and offer more information to the public about where Charter is focusing its build-out plans, Charter will work with the PSC and BPO to publicly offer information in broad parameters (at a County-level) that will be the principal focus

of the first year network expansion plans. In future years (or at whatever reasonable interval the BPO and PSC deem appropriate), Charter will also commit to work cooperatively to publicly identify further focus areas for Charter’s network expansion, provided that such efforts do not compromise Charter’s competitive position in the marketplace or the confidentiality of company data.

**THE REVISED PLAN**

Appendix A contains address and census block data for [REDACTED] parcels broken out by Years 1, 2, 3, and 4 for the projected premises to be included in the 145,000 expansion plan. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

**Years 1 and 2**

Using the methodologies described in our Network Implementation Plan, Charter has identified in its Revised Plan [REDACTED] parcels that will constitute its Year 1 and Year 2 potential targets. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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<sup>9</sup> See generally, New York State, *Broadband for All, New NY Broadband Program*, NY.GOV (last visited July 4, 2016) available at <https://www.ny.gov/programs/broadband-all>.

[Redacted]

**Years 3 and 4**

[Redacted]

#### ADDITIONAL COMMITMENTS

Above and beyond the [REDACTED] base parcels provided at the census block and address level in Appendices A and B, Charter attaches, as Appendix C (also on a confidential basis) [REDACTED]

**PLAN UPDATES**

Except as otherwise provided herein, Charter intends to use the parcel data provided in Appendix A of this Revised Plan to meet Condition B.1 of the Order. As previously stated, Charter will also provide updates on a quarterly basis, as provided for in the Order. The purpose of these updates will be to afford Charter the opportunity to make changes to its methodologies

and approaches to meet the condition based upon reasonable field verification that can only come from on-the-ground analysis of the physical locations of the parcel data. In order to complete the expansion plans, [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

- [REDACTED]

- [REDACTED]

- [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

## CONCLUSION

Charter is committed to the significant task of complying with the conditions contained in Ordering Clause B.1.b of the Order and is already actively developing and executing the deployment Plan. Charter looks forward to expanding and serving its customer base in New York and working closely with the Commission and the BPO in bringing advanced services to New York consumers.

Dated: July 26, 2016

*s/ Adam Falk*

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*s/ Maureen O. Helmer*

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# Appendix A

[REDACTED]

# **Appendix B**

**[REDACTED]**

# Appendix C

[REDACTED]