

Falk Declaration

**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 ADAM FALK

1. My name is Adam Falk, and I am the Senior Vice President of State Government Affairs at Charter Communications, Inc. Since I assumed my role in January of 2015, I have overseen Charter’s relationships with state and local regulatory and legislative bodies, among other responsibilities.

2. Prior to holding my current position, I served as Vice President for Government Affairs at Cablevision Systems Corporation in Bethpage, New York. I was responsible for coordinating the company’s government relations and legislative and regulatory affairs functions across New York, New Jersey, Connecticut, Montana, Wyoming and Colorado—the states where Cablevision operated and served almost 3 million customers during portions of my tenure at the company. I have also served as Chairman of the New Jersey Cable Telecommunications Association and as a member of the Board of Directors for the Cable Telecommunications Association of New York and the New England Cable and Telecommunications Association. I have 20 years of experience in the cable industry; altogether, my career spans more than 25 years in government and government affairs.

3. I am submitting this declaration in connection with Charter's responses to the show cause order issued by the Public Service Commission (the "Commission") in the above-captioned proceeding. In my capacity as Charter's Senior Vice President for Government Affairs, I am familiar with Charter's discussions with the Staff of the New York Department of Public Service (the "Department") surrounding the adoption by the Commission of its 2016 order granting the applications of Charter and Time Warner Cable to transfer control over Time Warner Cable's New York telecommunications affiliates and cable franchises to Charter (the "*Merger Order*"), as well as Charter's consideration of the terms of the *Merger Order* and its decision to accept the conditions set forth in Appendix A of the order. Accordingly, I have personal knowledge of the facts set forth in this Declaration, including knowledge from persons working at my direction.

4. The *Merger Order* includes, *inter alia*, a requirement that Charter "extend its network" to an additional, 145,000 homes and businesses on specific terms (the "Expansion Condition").¹ Appendix A to the *Merger Order* requires that the "residential housing units and/or businesses" that are the subject of the Expansion Condition be "unserved" or "underserved," both terms of which are defined in the *Merger Order*.

5. After the Commission released the *Merger Order*, Charter evaluated whether it would accept its conditions or pursue some other response, such as seeking judicial review of the conditions or declining to accept the conditions and seeking to restructure its transaction with Time Warner Cable in a manner that would not require the Commission's approval. In Charter's evaluation of whether to accept the *Merger Order*'s conditions, it was of significant importance

¹ Case 15-M-0388, *Joint Petition of Charter Communications and Time Warner Cable for Approval of a Transfer of Control of Subsidiaries and Franchises, Pro Forma Reorganization, and Certain Financing Arrangements*, Order Granting Joint Petition Subject to Conditions, App'x A, § I.B.1 (Jan. 8, 2016).

to Charter that the Expansion Condition set forth in Appendix A of the *Merger Order* had been drafted in a manner that gave Charter some flexibility as to how it would be able to meet the condition.

6. Specifically, it was of significant importance to Charter that the text of the Expansion Condition as written in Appendix A centered upon whether a home or business individually was “unserved” or “underserved,” and did not impose a geographical limitation by requiring that the home or business be located in a specific unserved or underserved area. Had Appendix A contained such a geographical limitation on the Expansion Condition, the presence of such a limitation would have been a material factor in Charter’s evaluation of whether to accept the *Merger Order*’s conditions.

7. Before Charter formally accepted the conditions in Appendix A, a Charter consultant, acting at my direction, made an inquiry to Department Staff (specifically, the Department’s and Commission’s then-General Counsel) regarding the presence within the body of the *Merger Order* of language referencing low-density areas, given the absence in Appendix A of any geographical limitation on the Expansion Condition and the material importance to Charter of the absence of such a geographical limitation.

8. As a result of this inquiry, as well as a follow-up inquiry from Charter’s outside counsel, the Department’s and Commission’s General Counsel, through its Solicitor, referred Charter to the decision *Luyster Creek, LLC v. New York State Public Service Commission*, 18 N.Y.3d 977, 968 N.E.2d 965 (2012), as reassurance that text of Appendix A was controlling.

9. In formally accepting the *Merger Order*’s Appendix A conditions, Charter relied upon the absence of a geographical limitation on the Expansion Condition in Appendix A, as

well as upon the Department's and Commission's General Counsel's confirmation as to the legal effect of the language in the body.

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


Adam Falk

Executed on May 9, 2018 at 2018