



**BEFORE THE PUBLIC UTILITIES COMMISSION  
OF THE STATE OF CALIFORNIA**

**FILED**  
4-26-16  
04:59 PM

In the Matter of Joint Application of Charter )  
Communications, Inc.; Charter Fiberlink )  
CA-CCO, LLC (U6878C); Time Warner )  
Cable Inc.; Time Warner Cable Information )  
Services (California), LLC (U6874C); )  
Advance/Newhouse Partnership; Bright House )  
Networks, LLC; and Bright House Networks )  
Information Services (California), LLC )  
(U6955C) Pursuant to California Public Utilities )  
Code Section 854 for Expedited Approval of the )      Application 15-07-009  
Transfer of Control of both Time Warner Cable )  
Information Services (California), LLC (U6874C) )      (Filed July 2, 2015)  
and Bright House Networks Information Services )  
(California), LLC (U6955C) to Charter )  
Communications, Inc., and for Expedited )  
Approval of a pro forma transfer of control of )  
Charter Fiberlink CA-CCO, LLC (U6878C). )  
\_\_\_\_\_ )

**CERTIFICATE OF SERVICE**

Rachelle Chong  
Law Offices of Rachelle Chong  
220 Sansome Street, 14<sup>th</sup> Floor  
San Francisco, CA 94104  
Tel. (415) 288-4005  
[rachellechong@gmail.com](mailto:rachellechong@gmail.com)

Outside Counsel to CETF

April 26, 2016

**BEFORE THE PUBLIC UTILITIES COMMISSION  
OF THE STATE OF CALIFORNIA**

In the Matter of Joint Application of Charter	)	
Communications, Inc.; Charter Fiberlink	)	
CA-CCO, LLC (U6878C); Time Warner	)	
Cable Inc.; Time Warner Cable Information	)	
Services (California), LLC (U6874C);	)	
Advance/Newhouse Partnership; Bright House	)	
Networks, LLC; and Bright House Networks	)	
Information Services (California), LLC	)	
(U6955C) Pursuant to California Public Utilities	)	
Code Section 854 for Expedited Approval of the	)	Application 15-07-009
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(California), LLC (U6955C) to Charter	)	
Communications, Inc., and for Expedited	)	
Approval of a pro forma transfer of control of	)	
Charter Fiberlink CA-CCO, LLC (U6878C).	)	
_____	)	

**CERTIFICATE OF SERVICE**

I hereby certify that on this date I served a copy of the following document(s) to all known parties by electronic mail with the documents and their respective attachments to each party named on the official service list attached in A.15-07-009:

**NOTICE OF ORAL EX PARTE FILING OF  
THE CALIFORNIA EMERGING TECHNOLOGY FUND AND THE  
CITY OF GONZALES.**

An electronic copy is being emailed to the assigned Administrative Law Judge Karl Bemederfer.

Executed on April 26, 2016 at San Francisco, California.

*/s/ Rachelle Chong*

Rachelle Chong  
Outside Counsel for CETF

# CALIFORNIA PUBLIC UTILITIES COMMISSION

## Service Lists

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**PROCEEDING: A1507009 - CHARTER COMMUNICATIONS**

**FILER: ADVANCE/NEWHOUSE PARTNERSHIP**

**LIST NAME: LIST**

**LAST CHANGED: APRIL 12, 2016**

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## Parties

---

TODD O'BOYLE  
DIRECTOR FOR MEDIA AND DEMOCRACY  
COMMON CAUSE  
1133 19TH ST., NW, 9TH FLOOR  
WASHINGTON, DC 20036  
FOR: COMMON CAUSE

MATTHEW FRIEDMAN  
STOP THE CAP!  
2148 STANLEY HILLS DRIVE  
LOS ANGELES, CA 90046  
FOR: STOP THE CAP!

LAURA BLUM-SMITH  
SR. RESEARCH & POLICY ANALYST  
WRITERS GUILD OF AMERICA, WEST, INC.  
7000 WEST THIRD STREET  
LOS ANGELES, CA 90048  
FOR: WRITERS GUILD OF AMERICA, WEST ,  
INC.

GAIL A. KARISH  
BEST BEST & KRIEGER LLP  
300 SOUTH GRAND AVE., 25 TH FL.  
LOS ANGELES, CA 90071  
FOR: COUNTY OF MONTEREY

GAIL KARISH  
BEST BEST & KRIEGER LLP  
300 SOUTH GRAND AVENUE, 25TH FLR.  
LOS ANGELES, CA 90071  
FOR: COUNTY OF LOS ANGELES

ROBERT GNAIZDA  
GENERAL COUNSEL  
NATIONAL ASIAN AMERICAN COALITION  
15 SOUTHGATE AVE., STE. 200  
DALY CITY, CA 94015  
FOR: THE NATIONAL ASIAN AMERICAN

COALITION/ NATIONAL DIVERSITY  
COALITION  
(NDC)

JAMIE MAULDIN  
ADAMS BROADWELL JOSEPH & CARDOZA  
601 GATEWAY BOULEVARD, SUITE 1000  
SO. SAN FRANCISCO, CA 94080  
FOR: INTERNATIONAL BROTHERHOOD OF  
ELECTRICAL WORKERS LOCALS 639 AND 1245  
(IBEW)

LINDSAY M. BROWN  
CALIF PUBLIC UTILITIES COMMISSION  
LEGAL DIVISION  
ROOM 4300  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214  
FOR: ORA

CHRISTINE MAILLOUX  
STAFF ATTORNEY  
THE UTILITY REFORM NETWORK  
785 MARKET STR., STE. 1400  
SAN FRANCISCO, CA 94103  
FOR: THE UTILITY REFORM NETWORK

JAMES W. MCTARNAGHAN  
ATTORNEY  
PERKINS COIE LLP  
505 HOWARD STREET, STE. 1000  
SAN FRANCISCO, CA 94105  
FOR: TIME WARNER CABLE INC. AND TIME  
WARNER CABLE INFORMATION SERVICES  
(CALIFORNIA), LLC

JOHN L. CLARK  
ATTORNEY AT LAW  
GOODIN MACBRIDE SQUERI RITCHIE & DAY LLP  
505 SANSOME STREET, 9TH FLOOR  
SAN FRANCISCO, CA 94111  
FOR: CHARTER COMMUNICATIONS / CHARTER  
PARTNERSHIP;  
FIBERLINK CA-CCO. LLC  
BRIGHT

ANITA TAFF-RICE  
ATTORNEY  
ICOMMLAW  
1547 PALOS VERDES, NO. 298  
WALNUT CREEK, CA 94597  
FOR: ENTRAVISION COMMUNICATIONS  
TECHNOLOGY  
CORPORATION

PAUL GOODMAN  
SR. LEGAL COUNSEL  
THE GREENLINING INSTITUTE  
BOX 240  
1918 UNIVERSITY AVENUE, 2ND FLOOR  
BERKELEY, CA 94704  
FOR: THE GREENLINING INSTITUTE

RACHELLE CHONG  
COUNSEL  
LAW OFFICES OF RACHELLE CHONG  
220 SANSOME ST., 14TH FL.  
SAN FRANCISCO, CA 94104  
FOR: CALIFORNIA EMERGING TECHNOLOGY  
FUND (CETF)

TRACY ROSENBERG  
EXECUTIVE DIRECTOR  
MEDIA ALLIANCE  
2830 20TH STREET, SUITE 102  
SAN FRANCISCO, CA 94110  
FOR: MEDIA ALLIANCE

SUZANNE TOLLER  
ATTORNEY AT LAW  
DAVIS WRIGHT TREMAINE, LLP  
505 MONTGOMERY STREET, SUITE 800  
SAN FRANCISCO, CA 94111-6533  
FOR: ADVANCE / NEWHOUSE

BRIGHT HOUSE NETWORKS, LLC; AND  
HOUSE NETWORKS INFORMATION SERVICES  
(CALIFORNIA), LLC

MELISSA KASNITZ  
ATTORNEY  
CENTER FOR ACCESSIBLE TECHNOLOGY  
3075 ADELIN STREET, STE. 220  
BERKELEY, CA 94703  
FOR: CENTER FOR ACCESSIBLE

RICHARD H. LEVIN  
ATTORNEY AT LAW  
130 SOUTH MAIN ST, STE. 202 / PO  
SEBASTOPOL, CA 95473-0240  
FOR: DISH NETWORK CORPORATION

## Information Only

---

INNA VINOGRADOV  
ICOMMLAW  
EMAIL ONLY  
EMAIL ONLY, CA 00000

MATTHEW A. KRANDEL  
ASSOCIATE  
BTIG  
EMAIL ONLY  
EMAIL ONLY, CA 00000

MATTHEW FRIEDMAN  
WHITE DOG PRODUCTIONS  
EMAIL ONLY  
EMAIL ONLY, CA 00000

SARAH DE YOUNG  
EXECUTIVE DIRECTOR  
CALTEL  
EMAIL ONLY  
EMAIL ONLY, CA 00000

TADASHI GONDAI  
SR. ATTORNEY  
NATIONAL ASIAN AMERICAN COALITION  
EMAIL ONLY  
EMAIL ONLY, CA 00000  
FOR: THE NATIONAL DIVERSITY COALITION;  
THE NATIONAL ASIAN AMERICAN COALITION

TAJMA RAHIMIC  
DAVIS WRIGHT TREMAINE LLP  
EMAIL ONLY  
EMAIL ONLY, CA 00000

TODD SHIELDS  
MEDIA, TECH, TELECOM REPORTER  
BLOOMBERG NEWS  
EMAIL ONLY  
EMAIL ONLY, CA 00000

ZEB ZANKEL  
DAVIS WRIGHT TREMAINE LLP  
EMAIL ONLY  
EMAIL ONLY, CA 00000

DR. LEE L. SELWYN  
ECONOMICS AND TECHNOLOGY, INC.  
ONE WASHINGTON MALL, FLR.15  
BOSTON, MA 02108

ARAM SETHIAN  
ANALYST, EVENT DRIVEN STRATEGIES  
QUAD CAPITAL  
77 WATER STREET, 16TH F.  
NEW YORK, NY 10005

CODY J. HARRISON  
ATTORNEY  
SABIN, BERMANT & GOULD LLP  
ONE WORLD TRADE CENTER  
NEW YORK, NY 10007  
FOR: ADVANCE / NEWHOUSE, BHN INO.  
SVCS., AND BRIGHT HOUSE CALIFORNIA

JAMES MESCHEWSKI  
LOMBARD ODIER ASSET MGMT. (USA) COR  
452 FIFTH AVENUE, 25TH FLOOR  
NEW YORK, NY 10018

ADAM FALK  
SVP, STATE GOV'N'T AFFAIRS  
CHARTER COMMUNICATIONS, INC.  
1099 NEW YORK AVE, NW, STE. 650  
WASHINGTON, DC 20001

LINDSAY HARRISON  
JENNER & BLOCK LLP  
1099 NEW YORK AVE., NW, STE. 900  
WASHINGTON, DC 20001  
FOR: CHARTER AND CHARTER FIBERLINK

LUKE C. PLATZER  
JENNER & BLOCK, LLP  
1099 NEW YORK AVE., N.W., STE. 900  
WASHINGTON, DC 20001-4412

WARNER

MARIETTA BRITT  
SENIOR PARALEGAL  
MORGAN, LEWIS & BOCKIUS LLP  
2020 K STREET, NW  
WASHINGTON, DC 20004-2541

JEFFREY H. BLUM  
SVP - DEPUTY GEN. COUNSEL  
DISH NETWORK CORPORATION  
1110 VERMONT AVE., NW, STE. 750  
WASHINGTON, DC 20005

MICHAEL W. QUINN  
CHIEF - REGULATORY & LITIGATION COUNSEL  
REGULATORY  
TIME WARNER CABLE  
13820 SUNRISE VALLEY DRIVE  
HERNDON, VA 20171  
FOR: TWC AND TWCIS

FERN TAYLOR  
COUNTY OF LOS ANGELES  
500 W. TEMPLE ST., RM. 493  
LOS ANGELES, CA 90012

GAIL A. KARISH  
ATTORNEY  
BEST BEST & KRIEGER LLP  
300 SOUTH GRAND AVE., 25TH FL.  
LOS ANGELES, CA 90071  
FOR: TOWN OF APPLE VALLEY

MICHAEL J. SCURATO, ESQ  
NATIONAL HISPANIC MEDIA COALITION  
55 SOUTH GRAND AVE.  
PASADENA, CA 91105  
FOR: NATIONAL HISPANIC MEDIA COALITION

MATTHEW A. BRILL  
LATHAM & WATKINS LLP  
555 ELEVENTH STREE, NW, SUITE 1000  
WASHINGTON, DC 20004  
FOR: TIME WARNER CABLE AND TIME

CABLE IINFORMATION SSERVICE

DAVID HATCH  
SENIOR TECHNOLOGY REPORTER  
PARR (POLICY AND REGULATORY REPORT)  
1400 I (EYE) STREET, NW, SUITE 225  
WASHINGTON, DC 20005

DANIELLE FRAPPIER  
DAVIS WRIGHT TREMAINE, LLP  
1919 PENNSYLVANIA AVE. NW, STE. 800  
WASHINGTON, DC 20006-3401  
FOR: ADVANCE / NEWHOUSE, BHN INFO.  
SVCS., AND BRIGHT HOUSE CALIFORNIA

MICHAEL R. MOORE  
VP & ASSOC. GEN. COUNSEL -  
CHARTER FIBERLINK CA-CCO, LLC  
12405 POWERSCOURT DRIVE  
ST. LOUIS, MO 63131  
FOR: CHARTER AND CHARTER FIBERLINK

GAIL A. KARISH  
ATTORNEY  
BEST BEST & KRIEGER LLP  
300 SO. GRAND AVE., 25TH FL.  
LOS ANGELES, CA 90071  
FOR: COUNTY OF MONTEREY

HENRY WEISSMANN  
ATTORNEY AT LAW  
MUNGER, TOLLES & OLSON LLP  
355 SOUTH GRAND AVE., 35TH FL.  
LOS ANGELES, CA 90071

ESTHER NORTHRUP  
COX CALIFORNIA TELCOM, LLC  
5651 COPLEY DRIVE  
SAN DIEGO, CA 92111-7903

ANNE B. BEAUMONT  
PERKINS COIE LLP  
11988 EL CAMINO REAL, SUITE 350  
SAN DIEGO, CA 92130

HAROLD WOLGAMOTT  
PUBLIC WORKS DIRECTOR  
CITY OF GONZALES  
147 FOURTH STREET  
GONZALES, CA 93926

RENE L. MENDEZ  
CITY MANAGER  
CITY OF GONZALES  
147 FOURTH STREET  
GONZALES, CA 93926  
FOR: CITY OF GONZALES

STEPHEN A. BLUM  
TELLUS VENTURE ASSOCIATES  
3138 LAKE DRIVE  
MARINA, CA 93933

JAMIE MAULDIN  
ADAMS BROADWELL JOSEPH & CARDOZO, PC  
601 GATEWAY BLVD., STE. 1000  
SOUTH SAN FRANCISCO, CA 94080  
FOR: COALITION OF CALIFORNIA UTILITY  
EMPLOYEES

MARC D. JOSEPH  
ATTORNEY  
ADAMS BROADWELL JOSEPH & CORDOZO  
601 GATEWAY BLVD., STE. 1000  
SOUTH SAN FRANCISCO, CA 94080  
FOR: INTERNATIONAL BROTHERHOOD OF  
ELECTRICAL WORKERS LOCALS 639 AND

1245

SUNNE WRIGHT MCPEAK  
PRESIDENT & CEO  
CALIFORNIA EMERGING TECHNOLOGY FUND  
THE HEARST BLDG., 5 THIRD ST., STE. 320  
SAN FRANCISCO, CA 94103  
FOR: CALIFORNIA EMERGING TECHNOLOGY  
FUND (CETF)

SUSAN E. WALTERS  
CALIFORNIA EMERGING TECHNOLOGY FUND  
5 THIRD STREET, SUITE 320  
SAN FRANCISCO, CA 94103

CATHERINE BERTE  
PERKINS COIE LLP  
505 HOWARD STREET, SUITE 1000  
SAN FRANCISCO, CA 94105

MARGARET L. TOBIAS  
TOBIAS LAW OFFICE  
460 PENNSYLVANIA AVE  
SAN FRANCISCO, CA 94107

MICHAEL B. DAY  
ATTORNEY  
GOODIN, MACBRIDE, SQUERI, & DAY, LLP  
505 SANSOME STREET, STE 900  
SAN FRANCISCO, CA 94111-3133  
FOR: CHARTER COMMUNICATIONS, INC. AND  
CHARTER FIBERLINK CA-CCO, LLC

JOSE E. GUZMAN, JR.  
GUZMAN LAW OFFICES  
288 THIRD STREET, STE. 306  
OAKLAND, CA 94607

LEON M. BLOOMFIELD  
ATTORNEY  
LAW OFFICES OF LEON M. BLOOMFIELD  
1901 HARRISON ST., STE. 1400  
OAKLAND, CA 94612

THOMAS SELHORST  
SENIOR PARALEGAL  
AT&T CALIFORNIA, INC.  
2150 WEBSTER STREET, 8TH FLOOR  
OAKLAND, CA 94612

JEFFREY SINSHEIMER  
LAW OFFICES OF JEFFREY SINSHEIMER PC  
2915 PINE AVE  
BERKELEY, CA 94705

STEVEN CROSBY  
FRONTIER COMMUNICATIONS  
9260 E. STOCKTON BLVD.  
ELK GROVE, CA 95624

CHARLIE BORN  
MGR - GOVN'T & EXTERNAL AFFAIRS  
FRONTIER COMMUNICATIONS  
9260 E. STOCKTON BLVD.  
ELK GROVE, CA 95624-1456

## State Service

---

CHRIS UNGSON  
CPUC - ORA  
COMMISSION  
EMAIL ONLY  
EMAIL ONLY, CA 00000

ENRIQUE GALLARDO  
CALIFORNIA PUBLIC UTILITIES  
COMMISSION  
EMAIL ONLY  
EMAIL ONLY, CA 00000

TONY TULLY  
CALIFORNIA PUBLIC UTILITIES COMMISSION  
EMAIL ONLY  
EMAIL ONLY, CA 00000

ADAM CLARK  
CALIF PUBLIC UTILITIES COMMISSION  
OFFICE OF RATEPAYER ADVOCATES  
AREA 2-D  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

ANA MARIA JOHNSON  
CALIF PUBLIC UTILITIES COMMISSION  
COMMUNICATIONS AND WATER POLICY BRANCH  
BRANCH  
AREA 2-D  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

EILEEN ODELL  
CALIF PUBLIC UTILITIES COMMISSION  
COMMUNICATIONS AND WATER POLICY  
BRANCH  
AREA  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

ELIZABETH PODOLINSKY  
CALIF PUBLIC UTILITIES COMMISSION  
COMMISSIONER RANDOLPH  
JUDGES  
ROOM 5306  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

KARL BEMESDERFER  
CALIF PUBLIC UTILITIES COMMISSION  
DIVISION OF ADMINISTRATIVE LAW  
ROOM 5008  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214



KIMBERLY LIPPI  
CALIF PUBLIC UTILITIES COMMISSION  
LEGAL DIVISION  
ROOM 5001  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

MICHAEL MINKUS  
CALIF PUBLIC UTILITIES COMMISSION  
EXECUTIVE DIRECTOR  
770 L Street, Suite 1250  
Sacramento, CA 95814



**FILED**

4-26-16  
04:59 PM

## **CETF and Charter Ink Settlement Agreement That Provides Significant Public Benefits in Broadband Deployment and Adoption**

**A.15-07-009**

The California Emerging Technology Fund (CETF) is pleased to announce it has signed a Memorandum of Understanding (MOU) with Charter Communications that provides significant public benefits arising from Charter’s proposed acquisition of Time Warner Cable and Bright House Networks. The five-year partnership, to begin when the California Public Utilities Commission (CPUC) approves the “New Charter” corporate consolidation, comes out of a mutual desire to close the Digital Divide by accelerating broadband and adoption in California, particularly to low income and rural consumers.

*As a result, CETF enthusiastically supports the prompt approval of the proposed transfer of control, so long as the MOU is made a condition of the approval and the Commission will enforce the MOU.*

### **Charter's Public Benefit Commitments for Broadband Adoption**

- New Charter will provide Internet access at speeds higher than any current comparable service (30 Mbps download /4 Mbps upload) at an initial price of \$14.99 per month to households with children enrolled in the National School Lunch Program (free or reduced lunch) and to seniors receiving Supplemental Security Income (SSI).
- Within 5 years, New Charter agrees to make a good faith effort to enroll 350,000 broadband low-income customers in its California service area.
  - Outreach to target low-income communities will be by community-based organizations, schools, libraries and other non-profit organizations.
  - An outreach plan will be developed by June 30, 2017.
- New Charter and CETF will collaborate on communication, marketing, and outreach efforts to low-income communities about the availability of affordable broadband service, including in language and in culture using ethnic media that serve the target communities. New Charter may also provide its local programming resources for this effort.

**PRESIDENT & CEO**  
**Sunne Wright McPeak**

**SECRETARY**  
**Barbara O'Connor, Ph.D.**  
Professor Emeritus  
California State University,  
Sacramento  
National Board of Directors AARP

**TREASURER**  
**Rich Motta**  
Retired Vice President  
AT&T

**Jeff Campbell**  
Vice President, The Americas  
Global Government Affairs  
Cisco Systems, Inc.

**Milton Chen**  
Senior Fellow and Director Emeritus  
The George Lucas  
Educational Foundation

**The Honorable Martha M. Escutia**  
Former California State Senator  
Vice President Government Relations  
University of Southern California

**Barb Johnston**  
CEO  
HealthLinkNow Inc.

**Jim Kirkland**  
General Counsel  
Trimble Navigation Limited

**Sam Overton**  
President Emeritus  
City of Los Angeles  
Commission on Disability

**Darrell J. Stewart**  
Public Sector Manager  
Intel, Americas

**Carol Whiteside**  
Partner  
California Strategies , LLC

**CALIFORNIA EMERGING TECHNOLOGY FUND**  
[www.cetfund.org](http://www.cetfund.org)

The Hearst Building  
5 Third Street, Suite 320  
San Francisco, CA 94103  
415-744-CETF (2383)

The Petroleum Building  
714 West Olympic Boulevard, Suite 924  
Los Angeles, CA 90015-4133  
213-443-9952

- New Charter will provide CETF \$6.5 million annually over 5 years, for a total commitment of \$32.5 million, to invest in community partnerships with nonprofit organizations, including schools and libraries, that can serve as “trusted messengers” for encouraging low-income customers to subscribe to high-speed Internet service at home in the New Charter service areas.
  - CETF will work with organizations that serve people with disabilities to ensure equitable outreach to this population and opportunity for broadband adoption.

### **Charter's Public Benefit Commitments for Broadband Deployment**

- Within three years of the close of the transaction, New Charter will provide service to new broadband passings for approximately 70,000 homes and businesses in Kern, Modoc, Monterey, San Bernardino, and Tulare Counties that currently are capable of receiving analog-only cable TV service.
- Within four years of the close of the transaction, New Charter will provide service to new broadband passings for 80,000 additional homes and businesses in Monterey, Tulare, Kern, Stanislaus, San Bernardino, Riverside, Imperial, and Modoc Counties. At least 50% of these new broadband passings must be in communities where more than 25% of households speak a language other than English at home.
- Within four years of the close of the transaction, New Charter will deploy at least 25,000 out-of-home wireless broadband hotspots in underserved areas, with 50% of those wireless hotspots in communities where a quarter of the population does not speak English.
- New Charter will provide free broadband service to 75 anchor institutions in rural areas and low-income urban areas and will identify these anchor institutions by January 30, 2018 in collaboration with CETF.

### **Accountability and Enforcement**

- New Charter will report annually to the CETF leadership and more informally on a quarterly basis on the progress being made in enrolling eligible low-income households to the affordable broadband offer program. CETF will report annually to New Charter leadership on the broadband adoption fund disposition and uses.

- If New Charter fails to perform what it has promised, CETF has the right to go to the CPUC to ask for enforcement of condition.

**Contacts**

Sunne Wright McPeak, President and CEO, CETF,  
sunne.mcpeak@cetfund.org

Susan Walters, Vice President, CETF, susan.walters@cetfund.org

Olga Talamante, Executive Director, Chicana Latina Foundation,  
olga@chicanalatina.org

Hugo Morales, Executive Director, Radio Bilingue,  
hugorb.morales@gmail.com

Rachelle Chong, CETF Outside Counsel, rachellechong@gmail.com



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**JOINT MOTION OF CHARTER COMMUNICATIONS, INC.  
CHARTER FIBERLINK CA-CCO, LLC (U6878C) AND  
THE CALIFORNIA EMERGING TECHNOLOGY FUND TO MODIFY  
POSITIONS IN PROCEEDING TO REFLECT  
MEMORANDUM OF UNDERSTANDING BETWEEN THE PARTIES**

Adam E. Falk  
Senior Vice President, State Government Affairs  
Charter Communications, Inc.  
1099 New York Avenue, N.W.  
Suite 650  
Washington, D.C. 20001  
adam.falk@charter.com

Sunne Wright McPeak  
President and CEO  
California Emerging Technology Fund  
The Hearst Building, 5 Third Street  
Suite 320  
San Francisco, CA 94103  
sunne.mcpeak@cetfund.org

John L. Clark  
Michael B. Day  
Goodin, MacBride, Squeri & Day, LLP  
505 Sansome Street, Suite 900  
San Francisco, CA 94111  
jclark@goodinmacbride.com

Rachelle Chong  
Outside Counsel to CETF  
Law Offices of Rachelle Chong  
220 Sansome Street, 14<sup>th</sup> Floor  
San Francisco, California 94104  
rachellechong@gmail.com

April 7, 2016

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In the Matter of Joint Application of Charter	)	
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Advance/Newhouse Partnership; Bright House	)	
Networks, LLC; and Bright House Networks	)	
Information Services (California), LLC	)	
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and Bright House Networks Information Services	)	
(California), LLC (U6955C) to Charter	)	
Communications, Inc., and for Expedited	)	
Approval of a pro forma transfer of control of	)	
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CHARTER FIBERLINK CA-CCO, LLC (U6878C) AND  
THE CALIFORNIA EMERGING TECHNOLOGY FUND TO MODIFY  
POSITIONS IN PROCEEDING TO REFLECT  
MEMORANDUM OF UNDERSTANDING BETWEEN THE PARTIES**

Pursuant to Rule 11.1 of the Rules of Practice and Procedure (“Rules”) of the California Public Utilities Commission (“Commission”), Charter Communications, Inc. and Charter Fiberlink CA-CCO, LLC (collectively “Charter”) and the California Emerging Technology Fund (“CETF”) (jointly, the “Joint Parties”) hereby submit this Joint Motion to modify the Joint Parties’ positions to reflect the terms of a recently-executed “Memorandum of Understanding between Charter Communications and California Emerging Technology Fund” (“MOU”) between the Joint Parties. Although the testimony in this case has already been submitted and the briefing phase is closed, the Joint Parties in good faith continued to discuss

constructive ways to resolve their differences related to this Transaction and culminated their agreement as expressed in the MOU on April 7, 2016. Based on the MOU, the Joint Parties have reached a mutually satisfactory understanding and a set of terms under which CETF can enthusiastically and wholeheartedly support the Transaction. The Joint Parties submit this Joint Motion to ensure that their current positions are properly reflected on the record and to ensure that the Commission has the benefit of this updated information as it evaluates this Transaction for approval.

The MOU contains additional voluntary commitments by Charter that are contingent upon consummation of the Charter acquisition of Time Warner Cable Information Services (California), LLC (“Time Warner Cable”) and Bright House Networks Information Services (California), LLC (“BHN”) (the “closing of the Transaction”) in the above-referenced docket. Based on these commitments, the previously-stated concerns of CETF as to public benefit issues on broadband deployment and broadband adoption relating to Digital Divide issues in the state as expressed in CETF’s pleadings and testimony have been resolved. The Joint Parties submit this Joint Motion to clarify that CETF enthusiastically supports the Transaction with the additional broadband related commitments enhancing public benefits, and to modify their positions to reflect the terms of the MOU.

The details of the parties’ agreement and the basis for modified positions are outlined in the MOU. The legally-binding MOU is attached hereto as Attachment A. The MOU reflects existing and new commitments that Charter has agreed to make to resolve CETF’s concerns on ensuring tangible public benefits relating to broadband services to consumers as to the proposed transfer of control.

As an overview, CETF and New Charter are joining forces to work together in collaboration with other stakeholders and community-based organizations (“CBOs”) in the true spirit of public-private partnerships with the intent to make a significant contribution to closing the Digital Divide in California, the CETF mission. The Joint Parties have agreed that the overall goal regarding broadband adoption should be to get as many low-income households as possible online with high-speed Internet access at home in the shortest amount of time with the least cost. New Charter has committed to provide broadband access to as many low-income consumers as possible whether on an individual subscription basis or in a public environment that allow concurrent users to access the Internet. To that end, New Charter will commit to make broadband available across as much of the New Charter footprint “as reasonably possible” and will invest \$32.5 million through CETF in community partnerships with non-profit organizations, including CBOs, schools and libraries, in order to establish the knowledgeable and trusted messenger vehicle within the community.

On broadband deployment issues, CETF has acknowledged in its filings the value and unique circumstances of New Charter bringing its facilities-based deployment expertise to California to reach unserved and underserved broadband communities. CETF is particularly pleased that the MOU further expands New Charter’s California specific broadband infrastructure commitments as set forth below to expand access to all Californians, particular in low-income, rural, tribal and remote areas of the New Charter service territory. Further CETF is pleased that free public access to wireless Internet will be enhanced by New Charter’s MOU commitments.

Specific commitments highlighted in the MOU include:



A. Affordable Broadband Offer. CETF acknowledges that the affordable broadband offer proposed by Charter in its December 17, 2015 press release, along with additional commitments contained in its Supplemental Testimony and Reply Brief, represent a significant public interest benefit that helps improve broadband adoption in the state for the eligible households.<sup>1</sup> CETF and Charter will develop a plan to inform eligible and prospective customers about the offer, including media buys with ethnic and community print media and the possibility of using local programming resources of Charter. Further, there will be regular reporting and meetings between the Joint Parties on progress of the affordable broadband offer program.

B. Goal for Affordable Broadband Offer. As an aspirational goal, Charter agrees that over a period of five years from the close of the Transaction, it will seek to enroll 350,000 broadband customers. Outreach to target low-income communities will be by CBOs, schools, libraries and other non-profit organizations. An outreach plan will be developed between the Joint Parties no later than June 30, 2017.

C. Broadband Adoption Funding Commitment. New Charter will provide CETF \$32.5 million in funding over five years (in equal installments of \$6.5 million annually) after the successful close of the Transaction. These funds may be used by CETF directly or in conjunction with its CBO partners through grants to support programs and policies designed to improve CETF's signature School2Home education technology initiative and other efforts to make technology more useful in people's lives. CETF will also work with organizations that serve people with disabilities to ensure equitable outreach to this population and opportunity for

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<sup>1</sup> Under Charter's proposed affordable broadband program, the eligible households are those with K-12 school children enrolled in the National School Lunch Program and seniors 65 and older receiving Supplemental Security Income.

broadband adoption. These funds shall not be used to pay for or otherwise alter the low-income broadband service, including eligibility requirements offered by Charter to low-income broadband service customers. These funds shall be used only in New Charter's service territory and for CETF administration and management expenses. This funding commitment is in lieu of and supersedes the broadband adoption funding commitment by Charter to provide \$10 million over a period of four years to organizations to support public-private partnerships and technology initiatives set forth in Charter's Reply Brief, dated March 11, 2016. At the end of each of the five years, CETF will provide Charter with an annual report detailing the use and disposition of the funds received from New Charter. New Charter will continue to work with CENIC, K-12 schools and other programs bringing network connectivity to educational facilities, and to engage with the California Telehealth Network at stakeholder meetings.

D. Broadband Deployment Commitments.

1. Broadband Passings.<sup>2</sup>

(a) New Charter has committed to provide service to new broadband passings for approximately 70,000 homes and businesses within its service area that are capable of receiving analog-only cable TV services from Charter, Bright House Networks or Time Warner Cable in the following counties within three years following the close of the Transaction: Kern, Modoc, Monterey, San Bernardino and Tulare. These new passings will be in communities where more than 25% of the households speak a language other than English at home, based upon data derived from the United States Census for the period 2010-2014.

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<sup>2</sup> The commitment on broadband passings are also contained in other agreements with other intervenors such as Monterey County and City of Gonzales, and are therefore these commitments on broadband passings are inclusive of other commitments made in other intervenor agreements.

(b) New Charter will provide new broadband passings for 80,000 additional homes and businesses within its California service area within four years following the Transaction close. At least 50% of these passings must be in communities where more than 25% of households speak a language other than English at home, based upon data derived from the United States Census for the period 201--2014. The passings shall include the following counties: Monterey, Tulare, Kern (including California City), Stanislaus, San Bernardino, Riverside, Imperial and Modoc.

2. Out-of-Home Wireless Broadband Hotspot Commitment. New Charter has committed to deploy at least 25,000 out-of-home wireless broadband hotspots within its California service areas within 4 years of the close of the Transaction. At least 50% of these hotspots will be in communities where more than 25% of the households speak a language other than English at home, based upon data derived from the United States Census for the period 2010-2014.

3. Free Broadband from 75 Anchor Institutions Commitment. New Charter and CETF will collaborate to identify by January 30, 2018 seventy-five (75) anchor institutions to which New Charter has committed to provide free broadband. These locations will be in rural areas and low-income areas so users may access the Internet, including wireless capabilities, from these locations, at download and upload speeds comparable to the New Charter network and capable of supporting, in the aggregate, at least 1,875 users simultaneously at those speeds from the 75 locations combined.

As to these three broadband deployment commitments, the Joint Parties will collaborate on the deployment plan, and have agreed to have developed a plan framework for the first two commitments (broadband passings and wireless hotspots) no later than June 30, 2017, and by

January 30, 2018 for the third anchor institutions broadband commitment. CETF will assist New Charter in securing cooperation from local officials and permitting agencies in the service areas specified herein to achieve the deployments as soon as reasonably possible.

### **Conclusion**

Charter has agreed to implement the commitments identified in the MOU if the proposed Transaction is consummated, and based, on these legally enforceable commitments, CETF states that its prior public benefit concerns regarding the Transaction have been resolved. CETF hereby withdraws its recommendations for eight public benefit recommendations previously identified in its Testimony of Sunne Wright McPeak and CETF's pleadings in this proceeding to the extent they are different than the terms of the MOU.

The Joint Parties agree that time is of the essence to bring California households the benefits of the broadband related commitments that will result from this transfer of control, and to that end, both parties urge swift action by this Commission on approval of the transfer of control.

Respectfully submitted,

*/s/ Adam E. Falk*

Adam E. Falk  
Senior Vice President, State Government Affairs  
Charter Communications, Inc.  
1099 New York Avenue, N.W.  
Suite 650  
Washington, D.C. 20001  
adam.falk@charter.com

*/s/ Sunne Wright McPeak*

Sunne Wright McPeak  
President and CEO  
California Emerging Technology Fund  
The Hearst Building, 5 Third Street  
Suite 320  
San Francisco, CA 94103  
sunne.mcpeak@cetfund.org

*/s/ John Clark*

John L. Clark  
Michael B. Day  
Goodin, MacBride, Squeri & Day, LLP  
505 Sansome Street, Suite 900  
San Francisco, CA 94111  
[jclark@goodinmacbride.com](mailto:jclark@goodinmacbride.com)

April 7, 2016

*/s/ Rachelle Chong*

Rachelle Chong  
Outside Counsel to CETF  
Law Offices of Rachelle Chong  
220 Sansome Street, 14<sup>th</sup> Floor  
San Francisco, California 94104  
[rachellechong@gmail.com](mailto:rachellechong@gmail.com)

**Attachment A**

**MEMORANDUM OF UNDERSTANDING  
AND AGREEMENT BETWEEN CHARTER COMMUNICATIONS  
AND CALIFORNIA EMERGING TECHNOLOGY FUND**

**Dated April 7, 2016**



**FILED**  
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**MEMORANDUM OF UNDERSTANDING AND AGREEMENT  
BETWEEN CHARTER COMMUNICATIONS AND  
CALIFORNIA EMERGING TECHNOLOGY FUND**

By their authorized representatives, and intending to be legally bound, Charter Communications, Inc. ("Charter") and the California Emerging Technology Fund ("CETF") enter into this Memorandum of Understanding and Agreement ("MOU") dated April 7, 2016.

On May 23, 2015, Charter entered into agreements with Time Warner Cable Inc. ("TWC"), Advance/Newhouse Partnership ("A/N"), and Liberty Broadband Corporation ("Liberty") in order to merge with TWC to form a company that is identified in the merger documents as CCH I, LLC ("New Charter") (the "Transaction").

On July 2, 2015, Charter, TWC and A/N along with certain affiliates and subsidiaries of these parties applied to the California Public Utilities Commission ("Commission" or "CPUC") for, among other things, an approval of a transfer of control to New Charter Joint Application of Charter Communications, Inc.; Charter Fiberlink CA-CCO, LLC (U6878C); Time Warner Cable Inc.; Time Warner Cable Information Services (California), LLC (U6874C); Advance/Newhouse Partnership; Bright House Networks, LLC; and Bright House Networks Information Services (California), LLC (U6955C) Pursuant to California Public Utilities Code Section 854 for Expedited Approval of the Transfer of Control of both Time Warner Cable Information Services (California), LLC (U6874C) and Bright House Networks Information Services (California), LLC (U6955C) to Charter Communications, Inc., and for Expedited Approval of a pro forma transfer of control of Charter Fiberlink CA-CCO, LLC (U6878C); (Application 15-07-009) (the "Application").

All the terms of this MOU are expressly contingent upon the approval of the Application and consummation of the Transaction.

This MOU reflects existing and additional commitments that Charter has agreed to make provided that the Application is approved and the Transaction is consummated, and reflects CETF's agreement that, based on those commitments, the concerns expressed in CETF's pleadings, testimony, and appearances regarding the Transaction have been resolved. To the extent that CETF's previous positions are inconsistent with this MOU, those positions are hereby modified in accordance with the terms set forth herein.

**RECITALS**

1. Charter and CETF are entering into this MOU to ensure that there are tangible public benefits derived from the Transaction in California. CETF is a legal party in the Application before the CPUC.
2. The mission of CETF is to close the Digital Divide in California by accelerating broadband deployment and adoption. CETF provides leadership to promote public policy to close the Digital Divide and to facilitate consensus among stakeholders to achieve results. CETF collaborates with Regional Consortia, local governments, and civic organizations to identify opportunities to support broadband infrastructure construction. CETF partners with community-based organizations (CBOs) throughout California that are

experienced in reaching disadvantaged populations in-culture and in-language to increase broadband adoption among low-income households. CETF is focused on results and has a track record of performance with transparency and accountability.

3. CETF actively supports the promulgation of public-private partnerships as a public policy foundation for closing the Digital Divide by harnessing the discipline and innovation of the private sector with the expertise and cultural competency of those working on behalf of the public sector as "trusted messengers" to reach disadvantaged populations. A public-private partnership is characterized by partners reaching agreement on goals, jointly developing an action plan to achieve explicit outcomes, and working together continuously to implement the plan with mutual accountability for results.

4. CETF and Charter are joining forces to work together in collaboration with other stakeholders and CBOs in the true spirit of a public-private partnership with the intent to make a significant contribution to closing the Digital Divide in California. New Charter and CETF further agree that the overall goal regarding broadband adoption should be to get as many low-income households as possible online with high-speed Internet access at home in the shortest amount of time with the least cost. It is with this shared commitment that New Charter and CETF are pursuing innovative approaches to increasing broadband adoption.

5. CETF also has acknowledged in filings to the CPUC the value and unique circumstance of New Charter bringing its facilities-based deployment expertise to California to reach unserved and underserved communities. CETF further recognizes that New Charter's commitment to specific broadband infrastructure projects at higher speeds is a significant public benefit that complements its contribution to broadband adoption.

6. CETF and Charter have worked together to delineate a framework that meets the CETF objective for determining public benefits that are "appropriate, fair and comparable."

7. CETF and Charter agree that time is of the essence. California households without broadband access or the ability to afford high-speed Internet service at home are being left behind at an accelerating pace. Therefore, the commitments herein are being implemented with all deliberate speed consistent with appropriate planning and prudent business practices to ensure success.

8. New Charter is committed to provide broadband access to as many consumers as possible, whether on an individual subscription basis or in a public environment that allows concurrent users to access the Internet. In order to address the Digital Divide, New Charter commits to:

- a. Making broadband available across as much of the New Charter footprint as reasonably possible.
- b. Investing in community partnerships with nonprofit organizations, including schools and libraries, in order to establish the knowledgeable and trusted messenger vehicle within the community.

9. CETF acknowledges that New Charter will launch a national low-cost broadband service for low-income individuals<sup>1</sup>. This MOU is not intended to alter the terms of such low-income service offering,

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<sup>1</sup> See, e.g., Charter, Press Release, *Charter Announces Details of Industry Leading Low-Cost Broadband Service* (Dec. 17, 2015), <http://www.prnewswire.com/news-releases/charter-announces-details-of-industry-leading-low-costbroadband-service-300194831.html>.



including, but not limited to eligibility, pricing and broadband speeds and other terms enumerated in the company's December 17, 2015 press release. The commitments contained herein relate to broadband availability and accessibility and the establishment of public-private partnerships to enhance the use of technology to improve the quality of the lives of Californians. These efforts are separate and distinct from the low-income service offerings to be provided by New Charter as recognized in this MOU.

10. While the commitments made in other agreements reached with intervenors in the Transaction, national organizations and imposed by any regulatory body reviewing the Transaction are repeated in this MOU, CETF acknowledges that the reiteration of those commitments herein to the extent they are duplicative and repetitive are not intended to create separate or additional commitments on Charter, but are included for illustrative purposes of New Charter's overall commitment in the area of diversity and other areas of concern to CETF.

### **COMMITMENTS**

1. New Charter will work to address the need to bring broadband service to low-income households in California. Consistent with Charter's commitment to offering all of its customers a very good broadband product designed for data-intensive applications, New Charter's low-cost broadband service will provide Internet access at speeds higher than any current comparable service at a price that is affordable to low-income customers as described below:

- New Charter's offering will deliver 30/4 Mbps service at an initial price of \$14.99 per month, with no additional charge for modem rental. Eligibility for the service shall include either: (1) households with at least one child enrolled in the National School Lunch Program ("NSLP") (either free or reduced); or (2) senior citizens 65 or older receiving Supplemental Security Income ("SSI"). For purposes of this agreement, the initial price shall remain in place for three (3) years from the commencement of the low-income broadband service in California at which time New Charter may increase the monthly fee by no more than \$3 during the remaining term of the agreement (i.e. charging no more than \$17.99 per month).
- New Charter's low-cost offering will be the first in the nation to offer a faster broadband service for low-income seniors. New Charter will begin making this service available in its California service areas within six months after the Transaction closes and throughout the New Charter service areas in California within 15 months, in all areas of the state that have broadband service availability from New Charter.
- No credit check will be performed, but eligibility will be subject to an individual settling any outstanding debt to New Charter. Current video and/or voice customers of New Charter would be eligible, but individuals who have subscribed to New Charter broadband services in the previous 60-days would not be.

2. CETF maintains that there are approximately 2.3 million low-income households in New Charter's service area and Charter estimates that approximately 1 million low-income households in New Charter's service area meet the eligibility requirements for the New Charter program in California. Given that neither Charter or TWC have any similar low-cost service available in California today (and BHN's low-cost offering is significantly less robust), CETF acknowledges New Charter's affordable service

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coupled with the other commitments herein is a significant public interest benefit that will help improve broadband adoption in the state.

3. New Charter will work with CETF to develop the plan to inform eligible and prospective customers, including the content of the communications and information materials. New Charter will make the final decisions with regard to customer communications, including frequency and content.

4. Upon request, New Charter shall report annually to the CETF executives and more informally on a quarterly basis or as reasonably requested by the CETF President and its CEO on the progress being made in enrolling eligible low-income households. Information provided to CETF by Charter shall be maintained confidential and subject to the parties entering a non-disclosure agreement.

5. New Charter's Regional Vice President for Government Affairs, or its equivalent, will meet with the CETF President and CEO on a semi-annual basis, upon request.

6. Charter understands the importance of ensuring a low-income offering is available and accessible, and therefore shall place media buys with ethnic and community print media shown to be effective in reaching the target populations in-language. CETF may offer recommendations for ethnic and community print media, but New Charter will make all final decisions with regard to such media buys and placement.

#### 7. Broadband Deployment<sup>2</sup>

a. New Charter will provide service to new broadband passings for approximately seventy-thousand (70,000) homes and businesses within its service area that currently are capable of receiving analog-only cable television services from Charter, BHN or TWC in the following counties within the New Charter service area within three (3) years following the close of the Transaction: Kern, Modoc, Monterey, San Bernardino, and Tulare. According to the United States Census for the period 2010-2014, the vast majority of these new broadband passings will be in communities where more than twenty-five percent (25%) of households speak a language other than English in the home and therefore this provides an added benefit to communities of color.

i. The 3-year time frame is subject to the timely receipt of all permits, easements and other right-of-way authorizations, including but not limited to utility make-ready and may be extended for good cause shown by New Charter.

b. New Charter will provide service to new broadband passings for eighty thousand (80,000) additional homes and businesses within its California service area within 4-years following the close of the Transaction. At least fifty percent (50%) of those new broadband passings must be in communities where more than twenty-five percent (25%) of households speak a language other than English at home, based upon data derived from the United States Census for the period 2010-2014.

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<sup>2</sup> The commitment in this section 7 or a portion thereof are also contained in other agreements with other interveners such as with Monterey County and the City of Gonzales and therefore the commitments made in this MOU are inclusive of other commitments made in other agreements.

- i. The 4-year time frame is subject to the timely receipt of all permits, easements and other right-of-way authorizations, including but not limited to utility make-ready and may be extended for good cause shown by New Charter.
  - ii. The priority areas for the 80,000 additional broadband passing shall include the following counties: Monterey, Tulare, Kern (including California City), Stanislaus, San Bernardino, Riverside, Imperial, and Modoc.
- c. New Charter will deploy at least twenty-five thousand (25,000) out-of-home wireless broadband hotspots within its California service area within 4 years of the close of the Transaction. At least fifty percent (50%) of those wireless hotspots will be in communities where more than twenty-five percent (25%) of households speak a language other than English at home based upon data derived from the United States Census for the period 2010-2014.
  - i. The 4-year time frame is subject to the timely receipt of all permits, easements and other right-of-way authorizations, including but not limited to utility make-ready and may be extended for good cause shown by New Charter.

8. New Charter shall collaborate with CETF to meet with elected county and city officials, and other regional and community stakeholders in their service areas to present the framework of a plan no later than June 30, 2017 to meet the terms of its commitments in Section 7. Charter will make the final determination regarding locations for deployment required under Section 7. However, the purpose of this commitment is to ensure clear communication from New Charter regarding the New Charter implementation of this commitment. CETF shall assist New Charter in securing cooperation from local officials and permitting agencies in the services areas specified herein to achieve the deployments as soon as reasonably possible.

9. New Charter is prepared to deliver broadband access as it becomes available to as many users as possible located in New Charter's footprint in California. This will include a comprehensive network assessment of the following counties: Monterey, Tulare, Kern, Stanislaus, San Bernardino, Riverside, Imperial, and Modoc.

10. New Charter and CETF will collaborate to identify by January 30, 2018 seventy-five (75) anchor institutions to which New Charter has committed to provide free broadband. These locations will be in rural areas and low-income urban areas so users may access the Internet, including wireless capabilities, from these locations, at download and upload speeds comparable to the New Charter network and capable of supporting, in the aggregate, at least 1,875 users simultaneously at those speeds from the 75 locations combined. New Charter and CETF in consultation with CBO partners will evaluate whether and where to further use the funding commitments described in this MOU to leverage the benefit of these 75 public locations. New Charter will accept recommendations for appropriate public locations from CETF, but final decisions shall be in the discretion of New Charter.

11. New Charter is knowledgeable of the California Advanced Services Fund (CASF) program. New Charter understands the importance of adequate funding of CASF to ensure rural deployment to unserved areas and will work with CETF and Regional Consortia to establish future goals and authorized funding for CASF through legislation and/or other appropriate legislative or regulatory mechanisms that

afford non-discriminatory access to public funds for the purpose of promoting broadband deployment in unserved and underserved areas and broadband adoption in low-income communities.

**Broadband adoption includes access, education, tools, and service levels.**

12. New Charter agrees to target its low-cost broadband offering when it is available in order to effectively reach the eligible populations. As an aspirational goal, New Charter agrees that over a period of five (5) years from the close of the Transaction, it will seek to enroll 350,000 broadband customers which CETF and New Charter will endeavor with sincere commitment and in good faith to achieve. The parties acknowledge this is a goal and not an enforceable commitment.

13. New Charter and CETF will outreach to potential community-based organizations (CBO) partners regarding consumer outreach to meet the aspirational goal described above. New Charter and CETF in consultation with CBO partners will develop a mutually-agreed upon plan no later than June 30, 2017 to target broadband adoption in accordance with the goals of the MOU.

14. Provided they serve communities within New Charter's service areas, CETF partners may include: Youth Policy Institute, Southeast Community Development Corporation, Humboldt State University California Center for Rural Policy, EveryoneOn, United Ways of California, Radio Bilingue, California Foundation for Independent Living Centers, YMCA of Greater Long Beach, The Stride Center, Chicana Latina Foundation, and Latino Community Foundation.

These CBOs have deep experience and a track record of achieving broadband adoption. To the extent any of these organizations are selected by CETF as its partners, CETF will be responsible for implementing a grant agreement and for payment under such agreement. Further, it shall be CETF's obligation to manage any CBO grants related to this MOU and develop performance accountability standards related to achieving the aspirational goal described in Section 12 above. The results of CETF's efforts will be reported semi-annually to New Charter.

15. New Charter will, upon reasonable request, meet with CETF and selected CBOs to explore opportunities to raise awareness of Charter's low cost broadband offering utilizing local programming resources of the company in California.

16. New Charter shall provide CETF \$6.5 million for each of the five (5) consecutive years of this MOU for a total commitment of \$32.5 million. The first payment shall be due within 180 days from the close of the Transaction and annually thereafter in five (5) equal installments totaling \$32.5 million. These funds may be used by CETF directly or in conjunction with its CBO partners through grants to support programs and policies designed to improve the School2Home initiative and other efforts to make technology more useful in people's lives. CETF shall work with organizations that serve people with disabilities to ensure equitable outreach to this population and opportunity for broadband adoption. The funds shall not be used to pay for or otherwise alter the low-income broadband service, including eligibility requirements offered by Charter to low-income broadband service customers. These funds shall be used only in New Charter's service territory and for CETF administration and management expenses. This funding commitment is in lieu of and supersedes the broadband adoption funding commitment to provide \$10 million over a period of four (4) years to organizations to support public-private partnerships and technology initiatives set forth in Charter's March 11, 2016 reply brief.

17. At the conclusion of each year of the five (5) consecutive years of this MOU, CETF will provide New Charter with an annual report detailing the use and disposition of the funds received from New Charter pursuant to Paragraph (16) above. CETF commits to work with New Charter on the form and content of such reports, which shall include, at a minimum, an accounting of the manner in which the funds were expended, description of any programs or initiatives supported and the location of such programs or initiatives within New Charter's California service area, and identification of any CETF partners with whom funds were shared and for what purpose. Such reports shall disaggregate the disposition of funding received from New Charter pursuant to Paragraph (16) above from any funding CETF receives from sources other than New Charter. Reports under this paragraph shall be provided to New Charter no later than April 15th of each year following the year in which the funds were received.

**Other agencies focused on network development and enhancement.**

18. Charter already participates in CENIC, K-12 and other programs bringing network connectivity to educational facilities. New Charter will continue to pursue other appropriate projects in its California footprint.

19. New Charter shall engage with the California Telehealth Network (CTN) and invite CTN (in addition to CENIC and K-12HSN) to stakeholder meetings, at the request of CETF.

**Miscellaneous.**

20. The agreements, representations, and commitments herein are expressly contingent upon approval of the Application and consummation of the Transaction. Should the Application be denied or the Transaction not be consummated for any reason, this MOU will be void and the representations herein will have no effect on the parties to this MOU.

21. Any monies or other services provided by New Charter to CETF or its CBO partners under this MOU must be used exclusively for the benefit of residents in the New Charter service areas.

22. Provided that the Application before the Commission is approved and the Transaction is consummated, Charter and CETF agree to fulfill the commitments presented herein.

23. CETF agrees that the commitments made in this MOU resolve any and all issues presented in CETF's pleadings, comments, testimony, appearances, correspondence, or other representations in connection with this Transaction and the Commission's review of this Transaction in the Application.

24. New Charter and CETF agree that the terms of this MOU replace and supersede any representations that are inconsistent with these terms, whether presented in formal comments, testimony, pleadings, appearances, correspondence, or any other informal or formal submissions in connection with this Transaction or the Commission's review of this Transaction in the Application.

25. CETF agrees to support the approval of the Transaction subject to the commitments identified herein. CETF agrees that commitments made herein resolve its concerns regarding the Transaction.

26. The MOU and the conditions specified herein, unless otherwise specified, will remain in effect for five (5) years following closing of the proposed Transaction, at which time, New Charter and CETF will meet in good faith to assess the impact of this MOU, discuss potential future changes to and/or an extension of the MOU.

27. This MOU constitutes the entire agreement between the parties in this proceeding, and this MOU expressly supersedes any prior agreements, without limitation, relating to the Transaction or the Commission's review of the Transaction. The terms of this MOU will remain in effect unless the programs herein described are otherwise modified or superseded by law or the decision of the Commission, or the Federal Communications Commission, with regard to the approval of the Transaction.

28. This MOU does not create a legal partnership among or between any of the undersigned parties. No party has the authority to bind the others to any agreement, contract, or understanding with any third party or to act in any way as the representative or agent of the other.

29. The parties to this MOU intend that the planning, development, implementation, and oversight be a cooperative, mutual, long-term endeavor in which the parties actively participate, in good faith and with due diligence. Nothing in this MOU is intended to imply or otherwise suggest that CETF has any authority or discretion over the corporate governance, employment, programming, procurement, philanthropic, and/or community investment decisions of Charter, TWC, BHN, or New Charter.

30. Both parties were represented by counsel in connection with this MOU and the MOU is the product of mutual negotiation and drafting amongst the parties.

31. This MOU will be interpreted and enforced pursuant to California law. This MOU may be executed in counterparts.

Executed by: California Emerging Technology Fund

Dated: April 7, 2016

By: 

Sunne Wright McPeak

President and CEO

California Emerging Technology Fund

Executed by: Charter Communications, Inc.

Dated: April 7, 2016

By: 

Adam E. Falk

Senior Vice President, State Government Affairs

Charter Communications, Inc.



# CALIFORNIA LEGISLATIVE BLACK CAUCUS



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## CAUCUS MEMBERS

April 22, 2016

### HONORABLE

**ISADORE HALL, III**  
35th Senate District  
CHAIR

Mr. Michael Picker, President  
California Public Utilities Commission  
505 Van Ness Avenue  
San Francisco, CA 94102

### HONORABLE

**AUTUMN BURKE**  
62nd Assembly District  
VICE CHAIR

### HONORABLE

**HOLLY J. MITCHELL**  
30th Senate District  
TREASURER

Dear President Picker:

The California Legislative Black Caucus (CLBC) is writing to express its support of the proposed merger between Charter Communications, Time Warner Cable and Bright House Networks. New Charter's initiative and commitment to diversity strongly aligns with our mission to provide our unwavering commitment and support to our goal of achieving full inclusion of our state's African American residents in every aspect of California life. For more than 40 years, the Members of the CLBC have been standard-bearers for equality, guardians of justice, and stalwart advocates of opportunity for residents throughout the state.

### HONORABLE

**SEBASTIAN RIDLEY-THOMAS**  
54th Assembly District  
SECRETARY

### HONORABLE

**CHERYL R. BROWN**  
47th Assembly District

We believe that New Charter's commitment to integrating a more diverse workforce and offering more diverse programming reflects a congruent interest in representing and improving the lives of California's African American population. By adopting Time Warner Cable's award-winning diversity initiatives and hiring practices, the effort will result in increased engagement with minority-owned businesses and suppliers and a skilled workforce that also reflects a large African American customer base. They are also dedicated to expanding access to independent and diverse programming, offering consumers 15 minority-focused networks.

### HONORABLE

**JIM COOPER**  
9th Assembly District

This merger is an important opportunity to promote diversity and empowerment of African Americans in California and that is why the CLBC strongly encourages your support of this merger.

### HONORABLE

**MIKE GIPSON**  
64th Assembly District

### HONORABLE

**CHRIS HOLDEN**  
41st Assembly District

Thank you for your attention to this matter.

### HONORABLE

**REGINALD BYRON JONES-SAWYER, SR.**  
59th Assembly District

Sincerely,

### HONORABLE

**KEVIN MCCARTY**  
7th Assembly District

SENATOR ISADORE HALL, III  
Chair, California Legislative Black Caucus

### HONORABLE

**TONY THURMOND**  
15th Assembly District

### HONORABLE

**SHIRLEY N. WEBER, PH.D.**  
79th Assembly District

cc: Commissioner Florio  
Commissioner Sandoval  
Commissioner Peterman  
Commissioner Randolph

State Capitol, Room 4085  
Sacramento, CA 95814

TEL 916.651.4035

FAX 916.651.4035



April 22, 2016

**FILED**  
4-26-16  
04:59 PM

President Michael Picker  
Commissioner Catherine Sandoval  
Commissioner Michael Florio  
Commissioner Carla Peterman  
Commissioner Liane Randolph  
California Public Utilities Commission  
505 Van Ness Avenue  
San Francisco, CA 94102

*Re: Support for the Charter Acquisition of Time Warner Cable and Bright House Networks A15-070-09.*

Dear President Picker, Commrs Sandoval, Florio, Peterman, and Randolph:

As civic and community leaders, we are committed to closing the Digital Divide because it is one of the most powerful strategies to help the next generation succeed in a competitive global economy. Access to affordable high-speed Internet at home is a vital tool to achieve this goal.

Building on our integrated service model, the Mission Economic Development Agency (MEDA) is the lead agency of the Mission Promise Neighborhood initiative (MPN), a federally funded five-year project, which seeks to improve academic achievement and economic success for children and families by providing an integrated system of educational, financial, health and social supports. The “Promise Neighborhoods” model builds on successful efforts of the Harlem Children’s Zone, which provides children and families with high-quality, coordinated educational, health, social and community supports from cradle to college to career. MEDA uses education programs as a point of entry for parents and families to be connected to a host of community resources, including access to technology and free digital literacy training.

We know that you understand the importance of technology today to empower low-income residents in poor neighborhoods. We also know that it takes a “trusted messenger” to reach offline households. Research shows that there are three primary barriers to broadband adoption: (1) Cost; (2) Relevance; and (3) Digital Literacy. An effective Digital Inclusion Program must provide dedicated funding for community-based organizations (CBOs), schools and libraries to assist providers with in-language and in-culture outreach, digital literacy training, and sign-ups for subscriptions to successfully close the Digital Divide. Further, there must be transparency and accountability to achieve tangible results. This is what we think New Charter wants for California as well.

2301 Mission Street, Suite 301, San Francisco, CA 94110  
Tel (415) 282-3334 • Fax (415) 282-3320 • [www.medasf.org](http://www.medasf.org)





Therefore, we respectfully urge you to approve the proposed decision issued April 11, 2016 to approve the application of Charter to acquire Time Warner Cable, Inc and Bright House Networks. We take this position specifically because of the following public benefits in the New Charter territory for unserved areas and low-income communities that include a:

- Requirement in the proposed decision for Charter to implement Lifeline Telephone Service in the New Charter territory.
- Agreement to serve 150,000 unserved households and businesses in rural California.
- Commitment to the aspirational goal to sign up 350,000 additional low-income households in the New Charter footprint.
- Agreement \$32.5M to the California Emerging Technology Fund for Digital Inclusion in the New Charter territory with equitable outreach and assistance to PWD community.
- Agreement to deploy 75 WiFi hotspots to anchor institutions after obtaining input from the community.
- Agreement to deploy at least 25,000 out-of-home wireless broadband hotspots in underserved areas, with 50% of those wireless hotspots in communities where a quarter of the population does not speak English.
- Commitment to work with community and ethnic media in its outreach programs.

MEDA enthusiastically joins CETF in urging you and all the Commissioners to support the acquisition and we welcome the opportunity to work together with New Charter to get all Californians online to realize the benefits for their lifeline education.

Sincerely,



Luis Granados  
***Executive Director***



BOARD OFFICERS\*  
AND DIRECTORS:

Adriana Ayala

Gloria Flores-Garcia

Lupe Gallegos-Diaz\*

Beatriz Leyva-Cutler\*

Ludmyrna Lopez

Ortensia Lopez\*

Maria X Martinez\*

Leticia Marquez-Magaña

Ana Perez

Rosa Perez

Belinda Reyes

Olga Terrazas

Zamora

Olga Talamante  
Executive Director

# Chicana/Latina Foundation

1419 Burlingame Ave. Suite W-2, Burlingame, Ca. 94010

Phone 650-373-1083 Fax 650-373-1090



FILED

4-26-16  
04:59 PM

April 21, 2016

President Michael Picker  
Commissioner Catherine Sandoval  
Commissioner Michael Florio  
Commissioner Carla Peterman  
Commissioner Liane Randolph  
California Public Utilities Commission  
505 Van Ness Avenue  
San Francisco, CA 94102

*Re: Support for the Charter Acquisition of Time Warner  
Cable and Bright House Networks A15-070-09.*

Dear President Picker, Commissioners Sandoval, Florio,  
Peterman, and Randolph:

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- Commitment to work with community and ethnic media in its outreach programs.

**Chicana Latina Foundation** enthusiastically joins CETF in urging you and all the Commissioners to support the acquisition and we welcome the opportunity to work together with New Charter to get all Californians online to realize the benefits for their lifeline education.

Sincerely,



**Olga Talamante**  
**Executive Director**



**FILED**  
4-26-16  
04:59 PM

04-22-2016

President Michael Picker  
Commissioner Catherine Sandoval  
Commissioner Michael Florio  
Commissioner Carla Peterman  
Commissioner Liane Randolph  
California Public Utilities Commission  
505 Van Ness Avenue  
San Francisco, CA 94102

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Dear President Picker, Commrs Sandoval, Florio, Peterman, and Randolph:

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- Commitment to work with community and ethnic media in its outreach programs.

human-I-T enthusiastically joins CETF in urging you and all the Commissioners to support the acquisition and we welcome the opportunity to work together with New Charter to get all Californians online to realize the benefits for their lifeline education.

Sincerely,  
James Jack | CINO

A handwritten signature in black ink, appearing to read "James Jack", is written over a horizontal line.





**FILED**

4-26-16  
04:59 PM



CALIFORNIA LATINO LEGISLATIVE CAUCUS

April 11, 2016

Tom Wheeler  
Chairman  
Federal Communications Commission  
445 12th Street, S.W.  
Washington, D.C. 20554

Dear Chairman Wheeler,

On behalf of the California Latino Legislative Caucus, we are writing in support of the proposed merger between Time Warner Cable, Bright House Networks, and Charter Communications. New Charter's initiative and commitment to diversity is strongly aligned with our mission to advocate and promote the broad array of interests of the Latino community.

The California Latino Legislative Caucus was founded in 1973, and for over 40 years has served as a forum for legislators to identify key issues affecting Latinos and develop avenues to empower the Latino community throughout California. That is why we were excited to learn more about Charter Communications' track record and New Charter's promised leadership involvement in ensuring accountability in meeting diversity and inclusion goals.

We believe that New Charter's commitment to integrating a more diverse workforce and offering more diverse programming reflects a congruent interest in representing and improving the lives of California's Latino population. By adopting Time Warner Cable's award-winning diversity initiatives and hiring practices, the effort will result in increased engagement with minority-owned businesses and suppliers and a skilled workforce that also reflects a large Latino customer base. They are also dedicated to expanding access to independent and diverse programming and already offer consumers more Spanish-Language programming than any other major provider.

This merger is an important opportunity to promote diversity and empowerment of Latinos and that is why the California Latino Legislative Caucus and we strongly encourage your support of this merger.

Sincerely,

LUIS A. ALEJO  
Chair, CA Latino Legislative Caucus  
Assembly Member, 30th District

BEN HUESO  
Vice Chair, CA Latino Legislative Caucus  
Senator, 40<sup>th</sup> District

(CHAIR)  
Assemblymember Luis A. Alejo

(VICE CHAIR)  
Senator Ben Hueso

SENATORS

President Pro Tem Kevin De León, Ed Hernández, Ricardo Lara, Tony Mendoza

ASSEMBLYMEMBERS

Ian Calderon, Nora Campos, Cristina Garcia, Eduardo Garcia, Jimmy Gomez, Lorena Gonzalez, Roger Hernández, Patty López, Jose Medina, Anthony Rendon, Freddie Rodriguez, Rudy Salas, Miguel Santiago, Susan Talamantes Eggman, Tony Thurmond

State Capitol, Room 2117 • Sacramento, CA 95814 • Phone (916) 319-2030 • Fax (916) 319-2130



# Radio Bilingüe, Inc.



National Latino Public Radio Network  
Live on the Web ~ radiobilingue.org

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4-26-16  
04:59 PM

**National News Office**  
405 14<sup>th</sup> St., Ste. #414  
Oakland, CA 94612  
(510) 271-8880

**Network Headquarters**  
5005 E. Belmont Ave.  
Fresno, CA 93727  
(559) 455-5777  
(800) 509-4772

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KHDC 90.9 FM  
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**KHDC Office**  
161 Main Street, Ste. #4  
Salinas, CA 93901  
(831) 757-8039

**KUBO Office**  
531 Main St., Ste. #2  
El Centro, CA 92243  
(760) 337-8051

**Partners**  
WRTU-Puerto Rico  
Radio Educación – México

April 21, 2016

President Michael Picker  
Commissioner Catherine Sandoval  
Commissioner Michael Florio  
Commissioner Carla Peterman  
Commissioner Liane Randolph  
California Public Utilities Commission  
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San Francisco, CA 94102

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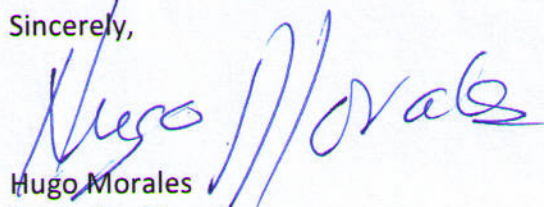
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Radio Bilingüe enthusiastically joins CETF in urging you and all the Commissioners to support the acquisition and we welcome the opportunity to work together with New Charter to get all Californians online to realize the benefits for their lifeline education.

Sincerely,



Hugo Morales  
Executive Director



April 21, 2016

President Michael Picker  
Commissioner Catherine Sandoval  
Commissioner Michael Florio  
Commissioner Carla Peterman  
Commissioner Liane Randolph  
California Public Utilities Commission  
505 Van Ness Avenue  
San Francisco, CA 94102



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Youth Policy Institute enthusiastically joins CETF in urging you and all the Commissioners to support the acquisition and we welcome the opportunity to work together with New Charter to get all Californians online to realize the benefits for their lifeline education.

Sincerely,



*Dixon Slingerland*  
*Executive Director*

YOUTH  
POLICY  
INSTITUTE

