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OCT 16 2018

BOARD OF PUBLIC UTILITIES
TRENTON, NJ

PUBLIC VERSION

October 15, 2018

*Hand
10/16/18*

Via Electronic Mail (aida.camacho@bpu.nj.gov) and Hand Delivery

Aida Camacho-Welch, Secretary
Board of Public Utilities
44 South Clinton Avenue
3rd Floor, Suite 314
Trenton, NJ 08625

RECEIVED
CASE MANAGEMENT

OCT 16 2018

BOARD OF PUBLIC UTILITIES
TRENTON, NJ

Re: In the Matter of the Petition of Time Warner Cable Inc., Charter Communications, Inc. and Time Warner Cable New York City LLC, for Approval of the Transfer of Control of Time Warner Cable New York, LLC and Approval of Transaction Financing
Docket No. CM15070770; and

In the Matter of the Petition of Charter Communications, Inc., and Time Warner Cable Inc., for Approval of the Transfer of Control of Time Warner Cable Information Services (New Jersey), LLC and the Petition of Time Warner Cable Information Services (New Jersey), LLC for Approval of Transaction Financing
Docket No. TM15070772

Order Approving Stipulation of Settlement
Public Benefits Report

Dear Secretary Camacho-Welch:

Please be advised that our office represents Joint Petitioners Charter Communications, Inc. ("Charter"), Time Warner Cable Inc., Time Warner Cable New York City LLC ("TWCNYC" or the "Company") and Time Warner Cable Information Services (New Jersey), LLC, in the above-captioned matters.

By separate letter to Lawanda R. Gilbert, Director of the OCTV&T, of even date herewith, Charter is providing such additional information with respect to Charter's Public Benefits Report.

Please note that the information set forth in said letter and the chart annexed thereto (the "Response") is deemed proprietary and confidential by Charter as it consists of highly sensitive

*CMS - A. Vecchio, Esq.
LMS & Assoc.*

4836-4852-8248, v. 1

information regarding TWCNYC's system and operations. Were such information to be disclosed to TWCNYC's competitors or potential competitors, it would prove harmful to the Company. The cable industry continues to face competition from a growing number of sources. Hence, the need for confidential treatment of such information is acute. Accordingly, TWCNYC requests that such information be determined to be proprietary and confidential by the Board of Public Utilities and, therefore, that it not be disclosed to members of the public.

We are providing in a separate envelope, marked "CONFIDENTIAL", a confidential and unredacted copy of the Response. In addition, we are providing herewith a "public" copy thereof, with the confidential information having been redacted.

In accordance with N.J.A.C. 14:1-12.8, TWCNYC submits herewith the Affidavit of Michael A. Chowaniec, Vice President, State Government Affairs, of Charter. As you will see, Mr. Chowaniec sets forth in his Affidavit a description of the information deemed confidential and proprietary by the Company as to which protection is sought.

It would be appreciated if you would kindly date stamp the extra copy of this submission and return same in the self-addressed, stamped envelope provided herein.

Very truly yours,



Laura M. Miller
For the Firm

LMM/dp

enc.

cc: Paul Flanagan, Executive Director (paul.flanagan@bpu.nj.gov)
Carol Ann Entenza-Artale, Legal Specialist (carol.artale@bpu.nj.gov)
Harold Bond, Chief, Engineering and Rates (harold.bond@bpu.nj.gov)
Jeffrey A. Kaufman, Administrative Analyst I (Jeffrey.kaufman@bpu.nj.gov)
Karen A. Marlowe, Administrative Analyst 4 (Karen.marlowe@bpu.nj.gov)
Alex Moreau, Deputy Attorney General (alex.moreau@law.njoag.gov)
Michael A. Chowaniec, Vice President, State Government Affairs (michael.chowaniec@charter.com)

**STATE OF NEW JERSEY
BOARD OF PUBLIC UTILITIES**

_____)
In the Matter of the Petition of)
TIME WARNER CABLE INC.,)
CHARTER COMMUNICATIONS, INC.)
and)
TIME WARNER CABLE NEW YORK CITY)
for Approval of the Transfer of Control of Time)
Warner Cable New York, LLC and Approval of)
Transaction Financing)

Docket No. CM15070770

_____)
In the Matter of the Verified Petition of)
CHARTER COMMUNICATIONS, INC.,)
and)
TIME WARNER CABLE INC.)
For Approval of the Transfer of Control of Time)
Warner Cable Information Services (New)
Jersey), LLC)
and the Petition of)
TIME WARNER CABLE INFORMATION)
SERVICES (NEW JERSEY), LLC,)
For Approval of Transaction Financing)

Docket No. TM15070772

AFFIDAVIT

STATE OF CONNECTICUT)
)
COUNTY OF FAIRFIELD)

SS:

Michael A. Chowaniec, being of full age and duly sworn according to law, does hereby
depose and state as follows:

1. I am Vice President, State Government Affairs, of Charter Communications, Inc. ("Charter"), indirect parent company of Time Warner Cable New York City LLC. I/k/a Charter Communications, Inc. ("TWCNYC"). TWCNYC operates a cable television system serving fourteen municipalities in northern New Jersey, to wit:

Cliffside Park, Edgewater, Englewood, Englewood Cliffs, Fairview, Fort Lee, Leonia, Little Ferry, Moonachie, Palisades Park, Ridgefield, Ridgefield Park and Teterboro in Bergen County, and Guttenberg in Hudson County.

2. As part of my responsibilities, I am generally familiar with the manner in which Charter's records are kept, including Charter's records with respect to the merger with Time Warner Cable Inc. ("TWC") and the acquisition of control of TWCNYC and Time Warner Cable Information Services (New Jersey), LLC. Hence, I am familiar with TWCNYC's request for confidentiality in this matter.

3. On March 31, 2016, the Board of Public Utilities ("BPU" or "Board") issued its Order in this matter approving the merger of Charter and TWC. As part of its Order and as more particularly set forth therein, the Board required that Charter file a Public Benefits Report annually advising of the status and progress of the public benefits asserted by Charter in its filings with the Board and the Federal Communications Commission. On June 18, 2018, Charter submitted its second Public Benefits Report to the BPU. Thereafter, Staff of the Office of Cable Television & Telecommunications requested that Charter meet with them to discuss the Public Benefits Report and, in particular, condition B1(d) (the "Commitment") of the Order requiring that within two years following the close of the then-proposed transaction, Charter invest a minimum of \$750,000 in customer service improvements.

4. On September 5, 2018, Charter met with Staff and discussed, among other things, Charter's compliance with the Commitment. In response to Staff's request, Charter is

simultaneously providing detail with respect to its compliance with the Commitment (the "Response").

5. Charter and TWCNYC deem the information provided in the Response, including the chart annexed thereto, to be highly sensitive and proprietary. Charter and TWCNYC therefore request that the Response, for the reasons identified more specifically below, be deemed confidential and proprietary by the Board and therefore further request that the Response, including the chart annexed thereto (together, the "Confidential Information"), not be disclosed to members of the public.

6. I make this affidavit in accordance with N.J.A.C. 14:1-12.8 to substantiate Charter's and TWCNYC's claim of confidentiality.

7. The Confidential Information consists of highly sensitive information pertaining to Charter's and TWCNYC's finances and operations that is confidential, proprietary, and non-public, and which therefore does not constitute a "government record" under N.J.S.A. 47:1A-1.1. The Confidential Information is not otherwise available to the public, investors, or to Charter's and TWCNYC's competitors or potential competitors.

8. Disclosure of the Confidential Information would have a deleterious effect on Charter and TWCNYC. Disclosure of the Confidential Information would provide competitors or potential competitors with valuable insight into the Charter's and TWCNYC's finances and operations; thus, access to this type of proprietary and sensitive information could provide a strategic advantage to those competitors and/or potential competitors.

9. The Confidential Information is protected by Charter and TWCNYC by making it available only to either senior management or such other management or employees who have a need to know such information in order to perform their functions or to regulatory bodies

pursuant to a request for confidential treatment. The Confidential Information may also be made available to Charter's and TWCNYC's lenders or outside accounting and legal professionals. However, to the extent that Confidential Information has been or may be disclosed to such others, Charter and TWCNYC have done so or will do so by way of a confidentiality agreement, whereby it is or will be agreed by the parties thereto that the Confidential Information: (i) shall be used solely for purposes relating to the matter specified therein, and (ii) shall be maintained in secure files, separate from public information.

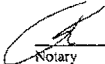
10. For the foregoing reasons, Charter and TWCNYC respectfully request that the BPU issue a determination that the Confidential Information is confidential and proprietary and, as such, that it should be exempt from public disclosure.

11. The foregoing statements are true and accurate to the best of my information, knowledge and belief.



Michael A. Chowniec

Sworn and subscribed to before me this
15th day of October, 2018



Notary

State of CT County of Fairfield
The foregoing instrument was acknowledged before me
this 15th day of October, 2018,
by Tami Risher

Notary Public
My Commission Expires 12/31/2022

LAURA M. MILLER | Counsel
lmiller@sh-law.com

Direct Phone: 201-896-7121 | Fax: 201-896-7122

PUBLIC

October 15, 2018

Via Email (lawanda.gilbert@bpu.nj.gov) and FedEx Overnight Mail

Lawanda R. Gilbert, Director
Office of Cable Television & Telecommunications
Board of Public Utilities
44 S. Clinton Ave.
3rd floor, Suite 314
Trenton, NJ 08625-0350

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Lawanda R. Gilbert, Director
October 15, 2018
Page 2 of 3

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Very truly yours,



Laura M. Miller
For the Firm

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cc: Paul Flanagan, Executive Director (paul.flanagan@bpu.nj.gov)
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Karen A. Marlowe, Administrative Analyst 4 (Karen.marlowe@bpu.nj.gov)
Alex Moreau, Deputy Attorney General (alex.moreau@law.njoag.gov)
Michael A. Chowaniec, Vice President, State Government Affairs (michael.chowaniec@charter.com)