



BEFORE THE PUBLIC UTILITIES COMMISSION  
OF THE STATE OF CALIFORNIA

**FILED**  
1-22-16  
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 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).

A.15-07-009  
(Filed July 02, 2015)

**RESPONSE OF THE OFFICE OF RATEPAYER ADVOCATES,  
THE GREENLINING INSTITUTE, THE WRITERS GUILD OF AMERICA,  
WEST, INC., THE CENTER FOR ACCESSIBLE TECHNOLOGY AND  
THE COUNTY OF MONTEREY TO THE MOTION OF JOINT APPLICANTS  
TO ALTER SCHEDULE OF PROCEEDING**

**LINDSAY M. BROWN**  
Attorney for

Office of Ratepayer Advocates  
California Public Utilities Commission  
505 Van Ness Ave.  
San Francisco, CA 94102  
Phone: (415) 703-1960  
Email: [Lindsay.Brown@cpuc.ca.gov](mailto:Lindsay.Brown@cpuc.ca.gov)

**PAUL GOODMAN**  
Senior Legal Counsel

The Greenlining Institute  
1918 University Ave., 2<sup>nd</sup> Floor  
Berkeley, CA 94704  
Phone: (510) 898-2053  
Email: [paulg@greenlining.org](mailto:paulg@greenlining.org)

**LAURA BLUM-SMITH**

Senior Research & Policy Analyst

Writers Guild of America, West, Inc.  
7000 West Third Street  
Los Angeles, CA 90048  
Phone: (323) 782-4688  
Email: [lblum-smith@wga.org](mailto:lblum-smith@wga.org)

**GAIL A. KARISH**

Attorney for the County of Monterey

Best Best & Krieger LLP  
300 South Grand Avenue  
25th Floor  
Los Angeles, CA 90071  
Phone: (213) 617-8100  
Email: [Gail.Karish@bbklaw.com](mailto:Gail.Karish@bbklaw.com)

**MELISSA W. KASNITZ**

Legal Counsel

Center for Accessible Technology  
3075 Adeline Street, Suite 220  
Berkeley, CA 94703  
Phone: (510) 841-3224  
Email: [mkasnitz@cforat.org](mailto:mkasnitz@cforat.org)

January 22, 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 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).

A.15-07-009  
(Filed July 02, 2015)

**RESPONSE OF THE OFFICE OF RATEPAYER ADVOCATES,  
THE GREENLINING INSTITUTE, THE WRITERS GUILD OF AMERICA,  
WEST, INC., THE CENTER FOR ACCESSIBLE TECHNOLOGY AND  
THE COUNTY OF MONTEREY TO THE MOTION OF JOINT APPLICANTS  
TO ALTER SCHEDULE OF PROCEEDING**

**I. INTRODUCTION**

Pursuant to Rule 11.1 of the Commission's Rules of Practice and Procedure and the January 14 and 15, 2016 rulings of the assigned Administrative Law Judge (ALJ), the Office of Ratepayer Advocates (ORA), The Greenling Institute (Greenlining), Writers Guild of America, West, Inc. (WGAW), the Center for Accessible Technology (CforAT) and the County of Monterey (collectively, "Joint Intervenors") respond to the January 13, 2016 Motion of Charter Fiberlink CA (Charter), Time Warner Cable Inc., TWC Information Services (TWC), Advance Newhouse Partnership, Bright House Networks, LLC (Bright House), and Bright House Networks Information Services (collectively, Joint Applicants) for Order Altering Schedule and

Deferring Ruling on the Need for Evidentiary Hearings (Motion). The National Hispanic Media Coalition also supports this response of the Joint Intervenors.<sup>1</sup>

In its Motion, the Joint Applicants claim that their reading of the tea leaves shows that the Federal Communications Commission (FCC) and the United States Department of Justice (DOJ) *may* conclude their reviews before the California Public Utilities Commission (CPUC or Commission).<sup>2</sup> The Joint Applicants contend that any delay in merger approvals could also delay any purported benefits of the proposed transaction and may be costly in terms of lost synergies.<sup>3</sup>

As discussed in greater detail below, Joint Applicants' arguments have no merit. Their contentions regarding the FCC's and DOJ's approval schedules are tenuous, at best, and more importantly, the CPUC must conduct its own independent inquiry as required by California law. Furthermore, the Joint Applicants have not met their burden regarding the so-called benefits of the proposed transaction, as articulated in the testimonies of Joint Intervenors. The Joint Applicants also have not demonstrated that there will be any cost savings if the transaction is approved. In fact, Dr. Lee L. Selwyn's testimony on behalf of ORA establishes that if the transaction is approved, there are likely to be even more costs imposed on California consumers. Ms. Chen's testimony on behalf of The Greenlining Institute demonstrates that there is insufficient evidence to show that the proposed transaction will increase (1) stakeholder engagement, (2) the availability of affordable advanced communications services, (3) diversity, and (4) jobs. Ms. Blum-Smith's testimony on behalf of WGAW establishes that the transaction will, in fact, undermine broadband competition, affordability and deployment, as well as posing harm to state and local economies that have benefitted from growth and investment in broadband-supported online video. The testimony of Dianah Neff and Martyn Roetter served by the County of Monterey demonstrates that absent substantive, enforceable conditions, Monterey County residents will not experience any benefits from merger approval. Mr. Nogales' testimony on behalf of the National Hispanic Media Coalition explains that allowing significant

---

<sup>1</sup> The National Hispanic Media coalition filed a motion for party status, but has not yet received a ruling on its motion, and therefore, is not a signatory to this filing.

<sup>2</sup> Motion at 3-4.

<sup>3</sup> Motion at 4-5.

consolidation in California video and broadband markets would harm consumers, particularly Latinos, and run afoul of the public interest by leaving fewer product choices, negatively impacting diversity in programming and employment, and causing the prices consumers pay for these essential services to go up.

Finally, the Joint Applicants' argument reads as though they are opposing an extension to the previously set schedule rather than seeking to have timelines shortened. There is no basis for the Joint Applicants to assert now that they are facing harm from a schedule that has been in place since the issuance of the November 13, 2015 Assigned Commissioner's Scoping Ruling (Scoping Ruling) in this proceeding. Indeed, Joint Applicants provided no concrete information to support their request to rush through Commission approval at a time when there is mounting public opposition to the proposed merger.

## II. DISCUSSION

### A. FCC's and DOJ's Schedules for Approval

In the Motion, the Joint Applicants state that they believe that the FCC and the DOJ *might* complete their review of the proposed merger prior to the CPUC's completion of its review of the merger. The Joint Applicants claim:

The FCC's 180 day, informal "shot clock" (as extended) is scheduled to conclude on March 24, 2016. The FCC's recent extension of that "shot clock"—by only 15 days—*suggests* that the FCC similarly remains on track, and the Joint Applicants therefore *expect* the FCC to complete its review of the Transaction within its current timeframe. The Joint Applicants also continue to work closely with the United States Department of Justice ("DOJ") and *believe* that they will be able to reach a conclusion of the DOJ's investigation soon as well.<sup>4</sup>

Joint Applicants' statements about when they think the FCC and the DOJ might issue a final decision on this matter are based on pure speculation. Indeed, Joint Applicants' contentions assume that federal regulatory approvals are forthcoming. If we learned anything from the failed Comcast, TWC, Bright House and Charter merger and related transactions, it is that there is no

---

<sup>4</sup> Motion at 3 (emphasis added).

certainty that either the FCC or the DOJ will approve a particular merger. No one, except those at the FCC and DOJ who are working on this matter, knows if or when the Joint Applicants will receive approval for the proposed merger.

Furthermore there are growing indications that the proposed merger does not have support among the general public and indeed, in the telecommunications industry. Recently, the Stop Mega Cable Coalition, a 17-member alliance that includes media companies (e.g., DISH Network), consumer advocacy groups (e.g., Consumers Union and Public Knowledge), and TV/telecom businesses (e.g., US Telecom – The Broadband Association) spoke publicly about its opposition to the proposed merger.<sup>5</sup> “The group believes the combination of Charter/TWC/Bright House would create a duopoly in the high-speed broadband market, stifle innovation, reduce competition, and raise costs for consumers.”<sup>6</sup>

Indeed, an article in today’s New York Times provides an indication into the thinking of federal regulators on this proposed merger:

Federal regulators declined to discuss their reviews of Charter’s proposed merger with Time Warner Cable and Bright House. But in recent months, antitrust officials have provided some insight into their priorities when considering cable mergers. Central to their analysis has been whether bigger cable firms —with strong bargaining power with programmers and fast-growing broadband Internet businesses — could harm their newest threat: streaming video providers like Netflix and Hulu.

In a September speech, Jonathan Sallet, the general counsel for the Federal Communications Commission, said that the agency focused on the streaming companies in its decision to reject Comcast’s bid for Time Warner Cable.<sup>7</sup>

---

<sup>5</sup> <http://consumerist.com/2016/01/21/coalition-forms-to-fight-mega-cable-merger-between-charter-twc-bright-house/>; <http://www.stopmegacable.com/>

<sup>6</sup> <http://consumerist.com/2016/01/21/coalition-forms-to-fight-mega-cable-merger-between-charter-twc-bright-house/>

<sup>7</sup> *Cable Acquisitions by Charter Communications Facing Rising Opposition*, by Emily Steele and Cecilia Kang, New York Times, January 22, 2016, [http://www.nytimes.com/2016/01/22/business/big-merger-in-cable-faces-rising-opposition.html?\\_r=0](http://www.nytimes.com/2016/01/22/business/big-merger-in-cable-faces-rising-opposition.html?_r=0)

Put in context of the growing opposition to the proposed merger, it should come as no surprise that Joint Applicants are now attempting to steamroll an approval by this Commission. The CPUC should not succumb to the fictionalized pressure tactics of the Joint Applicants, and instead should adhere to the schedule set forth in the Scoping Ruling.

Even if the Joint Applicants do receive federal approval for their proposed merger, the DOJ and FCC will likely impose conditions. As the New York Times noted today:

If approved, the proposed merger would create a powerful new force in the country's broadband market. The combined company would rank as the country's second-largest broadband provider behind Comcast with about 19.4 million subscribers, and the country's No. 3 video provider with 17.3 million customers, across about 40 states. That increased heft is coming under close scrutiny as federal regulators continue their review of the Charter deals. If approved, the merger would most likely include strong conditions meant to prevent Charter from leveraging its market power to hurt rival streaming services, regulatory experts said. With increased clout, for instance, the company could restrict television networks from selling their content through stand-alone streaming services.<sup>8</sup>

Unless and until the DOJ and FCC indicate what those conditions are, Joint Applicants cannot, in good faith, say with any certainty that they would accept any conditions proposed by federal regulatory agencies, or indeed, by this Commission.

Moreover, the CPUC operates under a different set of rules and laws than other state and federal regulatory agencies that have reviewed or are reviewing the proposed merger. For example, there are administrative requirements and processes governing the Commission's activity that do not impact other state and federal regulatory agencies, including notice requirements, protest periods and requirements that any decision issued be based on evidence in the record to ensure that any decision rendered could not be successfully challenged. Furthermore, no other state reviewing the proposed transaction has a statute akin to Public Utilities (P.U.) Code section 854. While Joint Applicants may wish for the Commission to simply curtail its obligation to

---

<sup>8</sup> *Id.*

conduct its review of the proposed transaction under P.U. Code section 854, the Commission cannot and should not neglect its statutory duty.

Other utilities understand the unique nature of merger proceedings in California. In the recent Verizon/Frontier proposed transaction, for example, both applicants recognized from the outset that the Commission's timetable would be longer than that of the FCC and DOJ. Indeed, the FCC issued its decision approving the Verizon/Frontier transaction on September 2, 2015, but the CPUC did not issue its decision until three months later on December 3, 2015.<sup>9</sup> The Commission correctly recognized in that case that it is required, by law, to conduct an independent review of the proposed transaction under applicable law. Joint Applicants' proposal to alter the schedule of the proceeding essentially asks this Commission to brush aside applicable law and due process concerns. The Commission should not and cannot ignore its duty under P.U. Code section 854 or deprive parties of sufficient due process.

**B. Joint Applicants Proposed Schedule will Prejudice Consumers; the Joint Applicants Have Not Met Their Burden in Demonstrating that the Proposed Merger is in the Public Interest**

Joint Applicants allege that the, "[t]he likely result of the Commission's current schedule—significant delay in the Joint Applicants' ability to close the Transaction—would cause substantial prejudice to both the Joint Applicants and to the public. The numerous public interest benefits of the Transaction itself, as laid out in the Joint Application and testimony, would be delayed by several months."<sup>10</sup> Joint Applicants statements assume that (a) the federal regulatory agencies will approve the merger, (b) that there are public interest benefits to the proposed transaction, and (c) that the existing schedule is creating harm.

As previously noted, at this point, no one can say with any degree of certainty whether or not the Joint Applicants will receive approval of the proposed transaction from the FCC and DOJ, when any decision may issue, and what, if any, conditions might be attached if federal regulators authorize the transaction to go forward. Indeed, as Jeff Blum, deputy general counsel

---

<sup>9</sup> See D.15-12-005.

<sup>10</sup> Motion at 2.

for DISH Network has noted, “If Comcast’s deal for Time Warner Cable was a Category 5 hurricane, Charter-Time Warner is a Category 4.”<sup>11</sup>

Furthermore, Joint Intervenors’ testimony demonstrates that the claims by Joint Applicants that there are real, tangible public benefits of the proposed merger are mere speculation. As Joint Intervenors noted in their Protests and Testimony, a merger of Charter, TWC and Bright House will create a broadband entity that will dominate the Southern California market. Post-merger, New Charter would pass approximately 82% of all households in census blocks within the 10-county Southern California area (the relevant market for this merger review).<sup>12</sup> 69.4% of those New Charter-passed households would have no other broadband service provider capable of supporting download speeds of at least 25 Mbps.<sup>13</sup> The Joint Applicants’ own expert, Dr. Fiona Scott Morton, has conceded that “[t]he post-merger New Charter would serve 87% of cable MSO video subscribers in the Los Angeles Designated Market Area (‘DMA’).”<sup>14</sup> In Southern California, New Charter’s level of dominance – 82% – would be virtually identical to the 84% that a post-merger Comcast/TWC would have controlled statewide. The Joint Applicants have only minimal presence outside of these ten counties.<sup>15</sup>

Indeed, in reviewing the Joint Applicants’ filings both at the CPUC and the FCC, as well as the parties’ testimony, one would be hard-pressed to discern what the benefits of this proposed merger actually would be. Joint Applicants rely on hypothetical and non-committal statements to press their case that there are tangible public benefits to the merger. For example, in the FCC Declaration of Dr. Fiona Scott Morton the words “likely” or “unlikely” appear approximately

---

<sup>11</sup> *Cable Acquisitions by Charter Communications Facing Rising Opposition*, by Emily Steele and Cecilia Kang, New York Times, January 22, 2016, [http://www.nytimes.com/2016/01/22/business/big-merger-in-cable-faces-rising-opposition.html?\\_r=0](http://www.nytimes.com/2016/01/22/business/big-merger-in-cable-faces-rising-opposition.html?_r=0)

<sup>12</sup> Testimony of Dr. Lee L. Selwyn on behalf of ORA (Selwyn Testimony) at x, 9-10, 22.

<sup>13</sup> *Id.* at 10, 22, 148, 164.

<sup>14</sup> *Id.* at x.

<sup>15</sup> “Indeed, only about 258,000, about 4%, of the nearly 6.4-million total New Charter households passed statewide, are *outside of* the ten Southern California counties. Including the remaining 48 California counties in which the Joint Applicants have little or no presence in a market analysis makes no more sense than including the abutting states of Arizona, Nevada or Oregon in the “relevant geographic market” for purposes of evaluating the impact of the proposed merger upon *California* consumers, competitors, content producers, and local and state economies.” Selwyn Testimony at xi.

39 times.<sup>16</sup> Statements about what is “likely” or “unlikely” to occur if the merger is approved are mere conjecture, not facts or empirical evidence. As Dr. Selwyn articulated in his testimony:

The Joint Applicants’ “benefits” theory is premised upon the notion that the increased scale of New Charter’s operations relative to those of any of the three companies standing alone will benefit from increased economies of scale, and in so doing will produce significant efficiency gains, lower marginal costs of inputs, and additional incentives both for New Charter and for third-party “partners” whose services would utilize the New Charter broadband service platform to invest in innovation. ... The Joint Applicants’ claims as to these “benefits” are highly speculative and are not supported by anything beyond a few limited anecdotal examples that are themselves either of extremely minor economic significance or that assume the presence of what are in reality nonexistent competitive alternatives to the Joint Applicants’ largely monopolistic broadband service offerings. Moreover, in order for any public benefits to result from such efficiency gains (if, in fact, any would actually materialize), some significant portion of these gains would need to flow through to customers, or to the broader state and/or local economies. The utter lack of effective competition for most of the Joint Applicants’ services will enable them to retain most or all of any gains without being compelled either to reduce prices or to make needed infrastructure upgrades. The Joint Applicants have failed to show that their proposed transaction will actually provide any substantive “benefits” or otherwise serve the public interest.<sup>17</sup>

Joint Applicants’ arguments are thus based on layers of speculation. They have not provided any concrete facts or evidence to support any of the following suppositions: (1) that they will receive approval from federal regulatory agencies; (2) that they will receive approval from federal regulatory agencies prior to the Commission’s current target date of June, 2016 for considering whether to approve or deny the proposed merger; (3) that if they receive regulatory approvals, New Charter will accept any conditions imposed by federal and/or state regulatory entities; (4) that the merger would have public benefits; and (5) that the public and Joint

---

<sup>16</sup> Selwyn Testimony at 27.

<sup>17</sup> Selwyn Testimony at 6-7.

Applicants would be harmed if there is a delay in the established schedule in receiving approvals for the proposed merger. Joint Applicants have not provided any data or evidence to back up these assertions beyond general, sweeping, unsubstantiated statements. The Commission should not completely alter the established schedule of this proceeding, a schedule that parties have carefully planned their participation around, to quell the unsubstantiated arguments of the Joint Applicants.

**C. Joint Applicants' Claim that the Current Schedule in this proceeding will Cause them "Significant Financial Hardship" is Unsubstantiated**

Joint Applicants now claim that they will incur financial harm if the Commission does not significantly shorten the current schedule for this proceeding. Joint Applicants contend that:

the current schedule in this proceeding will also expose the Joint Applicants to significant financial hardship. Charter has issued additional indebtedness of approximately \$23.8 billion in order to finance the Transaction, predicated on the expectation that the costs of such additional financing would be offset by the greater revenues of the merged New Charter entity, as well as the significant synergies the merged entity will be able to realize. Prolonged delays in the review of the Transaction will force Charter to continue to bear the cost of the additional indebtedness without any of the expected offsetting revenues or synergies—thus not only risking significant losses of value to Charter's (and ultimately New Charter's) shareholders, but also diverting financial resources that *could* otherwise be directed towards investments in New Charter's network and services, including in California.

In addition, although the Joint Applicants have continued to run their respective businesses successfully during the pendency of the merger, the combination of regulatory uncertainty and restrictions of federal antitrust law hinders their ability effectively to move forward with long-term planning, either jointly or separately, as long as regulatory review of the Transaction remains pending.<sup>18</sup>

Again, Joint Applicants argue as though they are opposing an extension to the schedule, not seeking to shorten the established schedule, and they provide no definitive statements to

---

<sup>18</sup> Motion at 5-6 (emphasis added).

support their assertions. For example, Joint Applicants state that it will cost Charter more money if the Joint Applicants receive regulatory approvals at a later date. They state that if approvals were received earlier, those financial resources “*could* otherwise be directed towards investments in New Charter’s network and services, including in California.”<sup>19</sup> But Joint Applicants have not made any commitment of any sort or any type of definitive statement that these investments would actually be directed to New Charter’s network and services at all, let alone in California. The Commission cannot rely on these unsubstantiated statements by the Joint Applicants as a justification for shortening the established schedule of this proceeding by nearly two months.

**D. Joint Applicants’ Proposed Schedule is Unworkable**

In their Motion, the Joint Applicants propose a highly expedited schedule to conclude the proceeding. Joint Applicants claim that the “modified schedule is reasonable under the circumstances, ensures no prejudice to consumers, shareholders and employees of the Joint Applicants that will benefit from the merger, and still affords sufficient time for the intervenors, interested parties and the Commission to fully review and consider all relevant questions pertaining to the Joint Application.”<sup>20</sup>

Joint Applicants’ statements are erroneous. Their proposal would substantially prejudice consumers as the intervenors representing those consumer interests would not be able to fully develop the record. The proposed reductions in time for the ongoing review of the merger would fail to provide sufficient time for either intervenors or the Commission to fully review and consider all relevant questions pertaining to the Joint Application as required by P.U. Code section 854. Moreover, as discussed further below, the proposed schedule is unworkable for several reasons.

As an initial matter, Joint Applicants wish to move up their own deadline for serving rebuttal testimony. Joint Intervenors do not take issue with this request. Joint Applicants also request that the Commission delay determining the need for hearings until after Joint Applicants file their rebuttal testimony. Given that hearings have been on calendar since November, 2015

---

<sup>19</sup> *Id.* at 6 (emphasis added).

<sup>20</sup> Motion at 2.

and that hearing rooms and courtroom reporters are scarce and difficult to book, it makes little sense to cancel hearings at this point and attempt to schedule them at the last minute. For the sake of efficiency, hearings should remain on schedule as set forth in the Scoping Ruling.<sup>21</sup> Joint Intervenors also note that Joint Applicants' alternative proposed dates for hearings do not work for several of our members.

Joint Applicants also propose eliminating reply briefs and instead only having one round of concurrent briefing. Joint Intervenors are strongly opposed to this request as it deprives parties of the opportunity to reply to arguments. During the pendency of this proceeding, Joint Applicants have entered into agreements with other stakeholder organizations; these agreements are intended to increase the public interest benefits of the proposed transaction.<sup>22</sup> Among other issues that will need to be addressed in reply, Joint Intervenors anticipate that Joint Applicants may enter into more agreements, and will discuss those agreements in opening briefs. The other parties should have the opportunity to evaluate and respond to any such agreements. Furthermore, the opportunity to reply provides a significant restraint on the liberties that might otherwise be taken in an opening brief.

Finally, Joint Applicants propose a substantial reduction in the time provided to the administrative law judge (ALJ) to draft a proposed decision. The established schedule provides eight weeks for the ALJ to draft a proposed decision. In contrast, the Joint Applicants propose giving the ALJ only four weeks to draft a proposed decision if there are hearings, and four and a half weeks if there are no hearings. This would be a substantial reduction in the time allotted to the ALJ to draft and release a proposed decision, a process that requires internal reviews and approvals as well as the substantive drafting work.<sup>23</sup>

---

<sup>21</sup> Parties and the Commission will have an opportunity to determine whether or not to proceed with hearings after rebuttal testimony has been submitted.

<sup>22</sup> R. Thomas Umstead, Charter Makes Diversity Pledge to Groups (Jan. 15, 2016), *available at* <http://www.multichannel.com/news/public-service/charter-makes-diversity-pledge-groups/396589> (last accessed Jan. 22, 2016).

<sup>23</sup> The Joint Applicants' proposed schedule also fails to take into account timelines in other proceedings, such as the Competition Order Instituting Rulemaking, for which Judge Bemesderfer is the assigned ALJ. *See* I.15-11-007.

Joint Intervenors fully support the established schedule set forth in the November 13, 2016 Scoping Ruling and believe that the best path forward would be to retain this schedule. Even so, in the spirit of compromise, Joint Intervenors propose two alternative schedules. The first schedule, Option A, would keep the current hearings on calendar and give the ALJ six weeks to draft a proposed decision. This still may not be enough time for the ALJ; it represents Joint Intervenors' effort to provide an alternative to the Joint Applicants' proposal. Also, Joint Intervenors are not able to attend hearings the week of February 8-12, as proposed by Joint Applicants. Therefore, Joint Intervenors recommend keeping hearings on the dates originally scheduled (which is the week after Joint Applicants propose holding hearings):

January 27, 2016, Joint Applicants Rebuttal Testimony  
February 17 - 18, 2016, Evidentiary Hearings  
March 4, 2016 Concurrent Opening Briefs  
March 18, 2016 Concurrent Reply Briefs  
April 26, 2016, Proposed Decision  
May 26, 2016, Final Decision

Joint Intervenors' second proposed schedule, Option B, would only be relevant if parties and the Commission determine, after they have had time to consider Joint Applicants' rebuttal testimony, that hearings are not necessary. This proposed schedule would give the ALJ six to eight weeks to draft a proposed decision:

January 27, 2016, Joint Applicants Rebuttal Testimony  
February 2, 2016, Parties send email to service list by noon re:  
whether to have hearings; ALJ responds by 5 PM that same day via email  
February 18, 2016, Concurrent Opening Briefs  
March 3, 2016, Concurrent Reply Briefs  
April 12, 2016 or April 26, 2016, Proposed Decision  
May 12, 2016 or May 26, 2016, Final Decision

While Joint Intervenors would accept these alternatives, we continue to believe that the best option from efficiency and administrative perspective, as well as the substantive perspective set forth above, is to retain the existing schedule as set forth in the November 13, 2015 Scoping Ruling.

### III. CONCLUSION

For the aforementioned reasons, the Joint Intervenors are opposed to the Motion to Alter Schedule. The Joint Applicants have not provided a justification for its proposal, beyond mere speculations about what may or may not occur. The Commission has a statutory duty to conduct an independent inquiry as to whether the proposed merger of Charter, TWC and Bright House is in the public interest. The Commission should not completely alter the established schedule of this proceeding, a schedule that parties have carefully planned their participation around, to mollify the unsubstantiated arguments of the Joint Applicants. In the face of growing opposition to the proposed merger, the Joint Applicants should not be permitted to steamroll an approval by this Commission.

Respectfully submitted,

/s/ **LINDSAY M. BROWN**

/s/ **PAUL GOODMAN**

---

**LINDSAY M. BROWN**

---

**PAUL GOODMAN**

Attorney for  
Office of Ratepayer Advocates  
California Public Utilities Commission  
505 Van Ness Ave.  
San Francisco, CA 94102  
Phone: (415) 703-1960  
Email: [Lindsay.Brown@cpuc.ca.gov](mailto:Lindsay.Brown@cpuc.ca.gov)

Senior Legal Counsel  
The Greenlining Institute  
1918 University Ave., 2<sup>nd</sup> Floor  
Berkeley, CA 94704  
Phone: (510) 898-2053  
Email: [paulg@greenlining.org](mailto:paulg@greenlining.org)

/s/ **LAURA BLUM-SMITH**

/s/ **MELISSA W. KASNITZ**

---

**LAURA BLUM-SMITH**

---

**MELISSA W. KASNITZ**

Senior Research & Policy Analyst  
Writers Guild of America, West, Inc.  
7000 West Third Street  
Los Angeles, CA 90048  
Phone: (323) 782-4688  
Email: [lblum-smith@wga.org](mailto:lblum-smith@wga.org)

Legal Counsel  
Center for Accessible Technology  
3075 Adeline Street, Suite 220  
Berkeley, CA 94703  
Phone: (510) 841-3224  
Email: [mkasnitz@cforat.org](mailto:mkasnitz@cforat.org)

/s/ **GAIL A. KARISH**

---

**GAIL A. KARISH**

Attorney for  
County of Monterey  
Best Best & Krieger LLP  
300 South Grand Avenue  
25th Floor  
Los Angeles, CA 90071  
Phone: (213) 617-8100  
Email: [Gail.Karish@bbklaw.com](mailto:Gail.Karish@bbklaw.com)

January 22, 2016