

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



Joint Application of Charter Communications, Inc., Charter Communications Holdings, LLC, and Cox Enterprises, Inc. for Approval Pursuant to Public Utilities Code Section 854 of the Indirect Transfer of Control of Cox California Telecom, LLC (U-5684-C)

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JOINT APPLICANTS' POST-HEARING OPENING BRIEF

[PUBLIC VERSION]

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SUMMARY OF JOINT APPLICANTS' RECOMMENDATIONS

Pursuant to Rule 13.12 of the California Public Utilities Commission's ("Commission") Rules of Practice and Procedure ("Rules"), Charter Communications, Inc. ("Charter"), Charter Communications Holdings, LLC ("Charter Holdings"), Cox Enterprises, Inc. ("CEI"), and Cox California Telcom, LLC (U-5684-C) ("Cox California") (collectively, "Joint Applicants") respectfully recommend that the Commission promptly grant Application ("A.") 25-07-016 (the "Joint Application") for an indirect transfer of control of Cox California to Charter.

Joint Applicants also respectfully recommend that the Commission promptly approve without modification the Rule 12.1 joint motions for adoption of the settlement agreements with the Public Advocates Office at the California Public Utilities Commission ("Cal Advocates" and, with respect to the settlement agreement between Cal Advocates and Charter, the "Cal Advocates Settlement") and the California Emerging Technology Fund ("CETF" and, with respect to the settlement agreement between CETF and Charter, the "CETF Settlement") (collectively, the "Settlements").

JOINT APPLICANTS' POST-HEARING OPENING BRIEF

Pursuant to Rule 13.12 of the California Public Utilities Commission's ("Commission") Rules of Practice and Procedure ("Rules"), and in accordance with the Assigned Commissioner's Scoping Memo and Ruling dated December 9, 2025,¹ and the Administrative Law Judge's ("ALJ") Ruling Providing Log-In Information and Instructions for Evidentiary Hearings dated March 2, 2026,² Joint Applicants³ hereby submit this post-hearing opening brief.

I. EXECUTIVE SUMMARY

After extensive discovery, testimony, public participation, and evidentiary hearings conducted over the past ten months, the Commission has developed a robust record with active participation from both the parties and the public.⁴ This record amply demonstrates that the indirect transfer of control of Cox California to Charter (the "Transfer")⁵ will affirmatively serve the public interest. Joint Applicants submit that the significant public interest benefits described in the Joint Application and reinforced elsewhere in the record are, on their own, sufficient to warrant the Commission's approval of the Transfer.⁶ The Transfer's benefits are bolstered by the

¹ Joint Application of Charter Communications, Inc., Charter Communications Holdings, LLC, and Cox Enterprises, Inc. for Approval Pursuant to Public Utilities Code Section 854 of the Indirect Transfer of Control of Cox California Telcom, LLC (U-5684-C) ("Joint Application"), Assigned Commissioner's Scoping Memo and Ruling, A.25-07-016 (Dec. 9, 2025) ("Scoping Memo"). Unless otherwise specified, all citations to motions or other filings are in reference to materials submitted in this proceeding.

² Administrative Law Judge's Ruling Providing Log-In Information and Instructions for Evidentiary Hearings, A.25-07-016 (Mar. 2, 2026).

³ The term "Joint Applicants" references, collectively, Charter Communications, Inc. ("Charter"), Charter Communications Holdings, LLC ("Charter Holdings"), Cox Enterprises, Inc. ("CEI"), and Cox California Telcom, LLC (U-5684-C) ("Cox California").

⁴ Ten total entities were granted party status, including CETF, The Utility Reform Network ("TURN"), the Center for Accessible Technology ("CforAT"), Cal Advocates, and Media Alliance (individually, an "Intervenor," and collectively, the "Intervenors"); party status was also granted to five other organizations: WISPA—The Association for Broadband Without Boundaries ("WISPA"), Digital Equity Los Angeles ("DELA"), Fresno Coalition for Digital Inclusion ("FCDI"), East Bay Broadband Consortium ("EBBC"), and California Alliance for Digital Equity ("CADE"). However, these parties generally did not actively participate in the proceeding beyond asking questions at the hearing on April 23, 2026.

⁵ On May 16, 2025, Charter, Charter's subsidiary Charter Holdings, and CEI entered into an agreement (the "Transaction Agreement") that will result in Charter and CEI's subsidiary Cox Communications, Inc. ("Cox") coming under common ownership (the "Transaction"). Under the Transaction Agreement, Charter will acquire Cox and Cox's subsidiaries, including Cox California, which will become subsidiaries of Charter. Joint Application at 1. Charter serves customers through the Spectrum brand. *See id.* at n.1.

⁶ Joint Applicants submit that the Transaction is in the public interest regardless of whether the Commission considers only the Transfer, and the voice and enterprise services that are directly within scope, or whether the Commission also considers broadband, mobile, and video services in the context of the broader

uncontroverted record evidence that Charter and Cox do not materially compete with each other for the same customers and operate in almost entirely non-overlapping California footprints.⁷ That notwithstanding, the Cal Advocates Settlement and CETF Settlement provide for new, substantive commitments above and beyond the benefits described in the Joint Application, including with respect to broadband affordability, increased and expanded access to low-income offers, infrastructure upgrades and deployment, public WiFi access, workforce development and training, Tribal coordination and outreach, and small business, supplier, and ESJ community support. Accordingly, Joint Applicants respectfully submit that the Transfer, both on its own and with the added commitments in the Settlements, will result in substantial benefits for Californians, satisfying the public interest standard for approval under Public Utilities Code Section 854 (“Section 854”), irrespective of which subpart the Commission applies to review the Transfer.⁸

Consistent with the Settlements, Cal Advocates, CETF, and Joint Applicants all agree that the Transfer will substantially benefit the public interest, while the non-settling parties fail to credibly show any Transfer-specific risk of harm. In the short term, the Transfer will benefit California consumers by delivering better value at lower prices and expanding the service offerings available to subscribers in both companies’ footprints; when considered together with the Settlement commitments, the Transfer fully and directly addresses all credible issues raised in the proceeding. In the long term, the Transfer and the broader Transaction will generate efficiencies that Charter will be better positioned to pass along to consumers in the form of better value and increased innovation. The Transfer will likewise benefit California workers, including through the extension of Charter’s strong benefits packages to Cox employees. Moreover, the Transfer will promote the goals of the Commission’s Environmental and Social Justice (“ESJ”) Action Plan; increase competition; improve public safety and resiliency; improve the financial condition of the combined company; maintain or improve the quality of both service and management; and

Transaction.

⁷ Ex. 21, Errata Rebuttal Testimony of Adam Falk on Behalf of Joint Applicants at 6:7-10 (Apr. 13, 2026) (“Falk Rebuttal Testimony (Ex. 21)”) (unless otherwise noted, cited record materials are those filed in this proceeding, A.25-07-016) (noting that “no party contests that Charter’s and Cox’s residential footprints overlap in *less than one-half of one percent* of the residential broadband-serviceable locations within the combined company’s California footprint, and Intervenor appear to agree that Charter and Cox do not fundamentally compete for the same customers”).

⁸ This is the case whether the Joint Application is considered under Section 854(a), or (to the extent applicable) under Section 854(b) and Section 854(c). *See* Section III, *infra*.

preserve the jurisdiction of the Commission. In sum, the record demonstrates that the Commission should approve the Joint Application under any potentially applicable Section 854 framework, *without additional conditions beyond the Settlements*, so that California consumers and communities can receive these substantial benefits as soon as possible.

Given the substantial public interest benefits at stake, approval of this Joint Application on or before August 13, 2026, is critical. This is because the Hart-Scott-Rodino Act (“HSR”) clearance period expires on September 15, 2026, and if that period were to expire before the Commission completes its review, Joint Applicants would need to submit a new HSR notification and restart the process of obtaining clearance, at which point Joint Applicants would necessarily reconsider the entire Transaction. Were that to occur, Californians would lose access to the Transaction’s robust benefits, including introduction of Charter’s lower-price and higher-value offerings in Cox service areas, Charter’s industry-leading customer commitments, and its inclusive services for customers with disabilities.⁹ This would also nullify the Settlements, in which Charter has committed to implement five new low-cost broadband service offerings for new *and existing* customers, as well as to make substantial financial investments in California. *At a minimum*, delay in Commission approval would substantially harm Joint Applicants through the potential need to refile an HSR notification and through significant incremental financing costs related to the \$4 billion cash consideration due at closing, while also postponing consumers’ access to Charter’s commitments conditioned on approval of the Transfer.¹⁰ As of March 2026, Joint Applicants had already received all necessary approvals from other local, state, and federal regulatory authorities.¹¹ California stands as the lone jurisdiction yet to finalize its review.¹² Joint Applicants therefore respectfully request that the Transfer be approved on or before August 13, 2026, so that the Transaction can move forward and the significant benefits for customers, employees, and the community, including those from the Settlements, can be realized.

⁹ Motion of Joint Applicants to Amend and Clarify the Assigned Commissioner’s Scoping Memo and Ruling, A.25-07-016 at 2-3 (Dec. 30, 2025) (“Joint Motion to Amend Scoping Memo”).

¹⁰ Response to Administrative Law Judge Inquiry, A.25-07-016 at 5-6 (Feb. 17, 2026).

¹¹ Falk Rebuttal Testimony (Ex. 21) at 1:17-20 & n.2; Ex. 48, New York Public Service Commission Order Granting Joint Petition Subject to Conditions (Mar. 20, 2026).

¹² Joint Motion to Amend Scoping Memo at 3, Attachment 1.

II. BACKGROUND

A. The Commission has developed a robust record.

On July 30, 2025, Joint Applicants requested Commission approval of the Transfer. Cox California, the only entity subject to the Transfer, provides tariffed voice service to residential customers and a range of telecommunications services to business customers, but does not offer mobile, broadband, or video services. Cox California is authorized under Utility Number U-5684-C to provide (1) statewide interexchange services, and (2) competitive local exchange (“CLEC”) services within the service territories of AT&T and Frontier pursuant to D.96-09-074.¹³

On December 9, 2025, Assigned Commissioner Baker issued the Scoping Memo, establishing the three issues to be determined or otherwise considered in this proceeding:¹⁴

- (1) Whether the Joint Application meets the requirements of Section 854.
- (2) Whether granting the Joint Application impacts ESJ communities, including the extent to which the transfer may impact the achievement of any of the nine goals of the Commission’s ESJ Action Plan.
- (3) Whether granting the Joint Application impacts public safety.

The proceeding has provided ample opportunities for public input and development of the record over the course of many months. In total, ten entities were granted party status (“Intervenors”),¹⁵ with Cal Advocates, CETF, CforAT, and TURN all actively participating in this proceeding.¹⁶ Since the filing of initial protests on September 5, 2025,¹⁷ Joint Applicants have responded to extensive discovery requests from Intervenors probing every aspect of the Transaction and its public interest benefits, answering over 1,000 separate questions (including individual subparts), and providing well over 100,000 pages of documents. Between January 30, 2026, and April 9, 2026, Joint Applicants and Intervenors also submitted direct, rebuttal, and supplemental testimonies, culminating in four days of evidentiary hearings from April 20, 2026, through April 23, 2026, in which the Commission heard from 10 total witnesses.¹⁸

¹³ Joint Application at 6-7.

¹⁴ Scoping Memo at 3-4.

¹⁵ See note 4, *supra*.

¹⁶ See note 4, *supra*.

¹⁷ See, e.g., Protest of The Utility Reform Network and Center for Accessible Technology of Joint Application of Charter Communications, Inc., Charter Communications Holdings, LLC, and Cox Enterprises, Inc. for Approval Pursuant to Public Utilities Code Section 854 of the Indirect Transfer of Control of Cox California Telcom, LLC (U-5684-C), A.25-07-016 (Sept. 5, 2025).

¹⁸ After the close of the evidentiary record, five additional parties to the proceeding were also granted the

Moreover, the Commission invited and received broad public participation. Four days of Public Participation Hearings (“PPHs”) were held in February, including two days of in-person PPHs in two different locations, which further developed the record as to the public interest benefits of the Transaction.¹⁹ Joint Applicants received significant support in written public comments and at both of the PPHs. In written comments, the almost 400 supportive comments filed in the online portal reflect substantial public support. At the PPHs, over 130 comments expressed support for the Transaction, outnumbering opposing comments by more than three-to-one. Over 80 commenters, including local and state government officials, community, digital inclusion, and consumer groups, and various business, community, and economic development organizations expressly called for swift Commission approval of the Transaction to ensure that the benefits of the Transaction expeditiously flow to their constituencies.²⁰

In sum, all parties and the public at large have contributed to building a robust record upon which the Commission should base its decision to approve the Transfer.

B. Charter has reached Settlements with two Intervenors that will further enhance the public interest benefits of the Transfer and address concerns raised during the course of the proceeding.

Two Intervenors, Cal Advocates and CETF, reached comprehensive Settlements with Charter that strengthen the public interest case for approval. On May 1, 2026, Charter filed two Rule 12.1 motions (“Joint Motions to Adopt Settlements”) requesting that the Commission adopt, without modification, the Cal Advocates Settlement and the CETF Settlement.²¹ In alignment with the Commission’s policy of promoting settlements,²² and with the specific encouragement of

opportunity to offer non-evidentiary questions.

¹⁹ Administrative Law Judge’s Ruling Noticing Public Participation Hearings and Providing Additional Instructions, A.25-07-016 (Feb. 12, 2026).

²⁰ Joint Applicants’ Motion to Modify the Deadlines to Comment on Settlements, A.25-07-016 at 4, Attachment 1 (May 4, 2026).

²¹ See Joint Motion of Charter Communications, Inc. and California Emerging Technology Fund for Adoption of Settlement Agreement, A.25-07-016 (May 1, 2026) (“Joint Motion to Adopt CETF Settlement”) *Id.* at Exhibit 1, Charter / Cal Advocates Settlement Agreement (Apr. 30, 2026) (“Cal Advocates Settlement”); Joint Motion of Charter and Public Advocates Office for Adoption of Settlement Agreement, A.25-07-016 (May 1, 2026) (“Joint Motion to Adopt Cal Advocates Settlement”); *Id.* at Exhibit 1, Public Benefits Memorandum of Understanding between California Emerging Technology Fund and Charter Communications, Inc. (Apr. 30, 2026) (“CETF Settlement”).

²² See *Order Instituting Investigation on the Commission’s Own Motion into the Operations and Practices of Pacific Gas and Electric Company Regarding Anti-Smart Meter Consumer Groups*, D.14-01-038 at 7, 2014 Cal. PUC LEXIS 4, at *11 (“the Commission’s policy favoring settlements and conserving scarce

both the Assigned Commissioner²³ and the ALJ²⁴ in this proceeding, Joint Applicants reached Settlements following substantial and lengthy negotiations that resolved all concerns raised by Cal Advocates and CETF and also addressed concerns raised by other Intervenors. As described below, the Settlements will further the Commission’s goals under its ESJ Action Plan,²⁵ and Cal Advocates, CETF, and Joint Applicants all agree that the respective Settlements will result in significant public interest benefits. These Settlements collectively ensure the Transfer meets and exceeds the public interest standard under Section 854. *See* Sections VI and V, *infra*.

III. LEGAL STANDARD

The Scoping Memo identified the question before the Commission as “[w]hether the [Joint Application] meets the requirements of Pub. Util. Code Section 854.” The Commission has received evidence under Section 854 in its entirety,²⁶ but it has not yet ruled on the specific subpart(s) of Section 854 that will ultimately govern its disposition of the Joint Application. For the reasons summarized below, and comprehensively addressed in the Joint Application,²⁷ Joint

resources, all weigh in favor of the Commission’s determination approving the settlement”); *Application of Pacific Gas and Electric Company to Recover Costs Related to the 2008 Wildland Fires Recorded in the Catastrophic Event Memorandum Account Pursuant to Public Utility Code Section 454.9. (U 39 E)*, D.09-10-046 at 7, 2009 Cal. PUC LEXIS 551, at *10 (“The Commission has a history of favoring settlements.”); *Order Instituting Investigation on the Commission’s Own Motion into the Rates, Operations, Practices, Services and Facilities of Southern California Edison Company and San Diego Gas and Electric Company Associated with the San Onofre Nuclear Generating Station Units 2 and 3 and Related Matters*, D.14-11-040 at 37, 2014 Cal. PUC LEXIS 554, at *55 (“Joint Parties are very supportive of the Commission’s modifications and believe they are . . . consistent with long-standing precedents favoring settlements, including settlements where the hearings have not been completed.”).

²³ *See, e.g.*, Prehearing Conference Transcript, A.25-07-016 (Oct. 3, 2025) (“Tr. Vol. 1”) (Neal) at 4:6-12 (“[O]ur office encourages the parties to look for any common ground; and we will work with Judge Ormond to dispose of any settlements in an efficient manner.”); Transcript of Evidentiary Hearing, A.25-07-016 (Apr. 20, 2026) (“Tr. Vol. 5”) (Commissioner Baker) at 432:3-11 (“Settlements can often be an efficient way to reach an outcome beneficial to the public interest, even limited settlements and stipulations can also limit the number of contested issues. We look forward to reviewing the settlements in principle announced by the Applicants, Cal Advocates, and the California Emerging Technology Fund, CETF, this last Friday. We’ll work with Judge Ormond to dispose of this and any future settlements in a timely manner.”).

²⁴ *See* Email Ruling Setting Testimony Deadlines, A.25-07-016 at 3 (Jan. 13, 2026) (“Parties may consider and submit a settlement which may accelerate the decision-making timeline”).

²⁵ Joint Motion to Adopt CETF Settlement at 6.

²⁶ Scoping Memo at 3; Tr. Vol. 5 (ALJ Ormond) at 447:3-8 (“Due to the scale and complexity of this case, the scope in—as indicated in the commissioner’s scoping memo . . . is broad and inclusive of the authority granted to the Commission under Section 854 of the Public Utilities Code.”).

²⁷ *See* Joint Application at 12-13; *see also* Joint Reply of Charter Communications, Inc., Charter Communications Holdings, LLC, Cox Enterprises, Inc., and Cox California Telcom, LLC (U-5684-C) to Protests, A.25-07-016 at 5-18 (Sept. 15, 2025) (“Joint Reply to Protests”).

Applicants believe that Section 854(a) is the appropriate standard under which to review the Transfer. While Joint Applicants maintain that the Transfer does not require the application of Sections 854(b) and (c), Joint Applicants respectfully submit that the Transfer nonetheless satisfies the requirements of each, and request approval of the Transfer under any Section 854 subpart that the Commission applies to its review of the Joint Application.²⁸

A. The Commission should approve the Transfer under Section 854(a).

Entities subject to the Commission’s jurisdiction must secure Commission authorization under Section 854(a) to “directly or indirectly . . . control” a public utility.²⁹ As previously noted, Cox California is the sole subject of the Transfer.

A transfer of control satisfies Section 854(a) if, on balance, it is not “adverse to the public interest.”³⁰ This analysis considers the overall net effects of the transfer, balancing both the benefits and detriments. In prior proceedings in which the Commission approved transfers of control, the Commission noted that “because California ‘reaps enormous benefits’ from public utility services, it is ‘in the public interest to foster a business climate in California that is hospitable to utilities.’” Accordingly, [the Commission has] ruled that § 854(a) transactions ‘should be approved absent a compelling reason to the contrary.’”³¹

B. The Transfer satisfies the requirements of Sections 854(b) and (c) to the extent the Commission chooses to apply those subsections.

Section 854(b) applies when a “*utility that is a party to the proposed transaction* has gross

²⁸ Joint Applicants reserve their rights with respect to the applicable legal standard and, in the interest of brevity, only briefly address the applicable standard here and otherwise incorporate by reference their previously submitted briefing on the issue. *See, e.g.*, Joint Application at 12-13; Joint Reply to Protests at 8-14; Joint Motion to Amend Scoping Memo at 18; Joint Applicants’ Motion to Strike Portions of the Testimony of Lee Selwyn at 3-7, A.25-07-016 (Apr. 1, 2026) (“Joint Motion to Strike Portions of the Testimony of Lee Selwyn”). Their presentation of reasons that the Transfer satisfies Sections 854(b) and 854(c) should not be construed as a waiver of their position that those sections do not apply.

²⁹ Cal. Pub. Util. Code Section 854(a).

³⁰ *See* Joint Application at 14; Joint Reply to Protests at 3.

³¹ *Joint Application of Frontier Communications Corporation, New Communications Holdings, Inc., New Communications ILEC Holdings, Inc., New Communications of the Southwest Inc., Verizon West Coast Inc. (U1020C), Verizon California Inc. (U1002C), New Communications Online and Long Distance, Inc., Verizon Long Distance, LLC (U5732C) and Verizon Enterprise Solutions, LLC (U5658C) For Approval of the Sale of Assets, Transfer of Certificates and Customer Bases, and Issuance of Additional Certificates*, D.09-10-056 at 15, 2009 Cal. PUC LEXIS 546, at *21-22 (collecting citations); *see also In re the Application of SureWest Communications, a California Corporation, and its California Public Utility Subsidiaries, for Approval of Its Reincorporation as SureWest Communications, Inc., a Delaware Corporation*, D.04-08-018 at 5, 2004 Cal. PUC LEXIS 424, at *7-8.

annual California revenues exceeding five hundred million dollars (\$500,000,000).”³² The holding companies that are parties to the larger Transaction—Charter, Charter Holdings, and CEI—are not utilities.³³ While Cox California is a “utility” subject to the Transfer, its gross annual revenues are well below the \$500 million threshold.³⁴ Section 854(c) shares the same \$500 million revenue threshold as Section 854(b), but applies more broadly to any “entity” that is a “party to the proposed transaction.”³⁵ However, the only entities that are parties to the proposed Transaction other than Cox California, *i.e.*, Charter, Charter Holdings, and CEI, are holding companies that do not themselves directly generate *any* California revenue.³⁶ Although Charter has California subsidiaries that generate California revenue, Section 854(g) specifically directs the Commission that “the revenues of an affiliate....shall not be considered unless the affiliate was used to effect the merger, acquisition, or control,”³⁷ and here, Charter’s California affiliates are not parties to the Transaction or otherwise involved in the Transfer.

Notwithstanding Joint Applicants’ position that the Transfer does not trigger Section 854(b), the record shows that it will “[p]rovide short-term and long-term economic benefits” to customers and shareholders and will “[n]ot adversely affect competition” as required by Section 854(b).³⁸ Similarly, notwithstanding Joint Applicants’ position that the Transfer does not trigger Section 854(c), the record shows that it will “[b]e beneficial on an overall basis to state and local economies and to the communities in the area served by” the combined company, by “[m]aintain[ing] or improv[ing]” elements such as the financial condition of Cox California, the quality of service to customers, the quality of management, the treatment of employees, and the

³² Cal. Pub. Util. Code Section 854(b) (emphasis added).

³³ *See, e.g.*, Joint Application at 13; Joint Reply to Protests at 8.

³⁴ *See* Joint Application, Exhibit B. Charter’s responses to questions from the ALJ demonstrated that even if the Commission were to impute to Charter the revenues of its California competitive local exchange carrier affiliates (none of which is a party to the Joint Application or undergoing a change of control), their combined public utility revenues would still be below \$500 million. *See* Amendment to Response to Administrative Law Judge Inquiry (Confidential Version), A.25-07-016 Confidential Attachment 3 (Oct. 1, 2025). The only way to impute \$500 million in annual California revenues to Charter would be to also include Charter affiliates *other than* its competitive local exchange carrier public utility affiliates, such as its wireless and cable video affiliates, which are not themselves subject to Section 854. *Id.*

³⁵ Cal. Pub. Util. Code Section 854(c).

³⁶ *See* note 33, *supra*.

³⁷ Cal. Pub. Util. Code Section 854(g). Section 854(g) is focused on an “acquiring utility,” which Charter is not; however, Section 854(b) would only be implicated if Charter were treated as one. *See* note 33, *supra*.

³⁸ Cal. Pub. Util. Code Section 854(b); *see* Section V, *infra*.

impact on shareholders, while preserving the Commission’s jurisdiction as required by Section 854(c).³⁹ Accordingly, the same robust public interest record in this proceeding supports approval irrespective of which Section 854 subpart the Commission ultimately applies.

IV. THE TRANSFER SATISFIES ANY PUBLIC INTEREST STANDARD UNDER SECTION 854.

The Transfer warrants approval under Section 854, irrespective of the specific subpart that applies to the Commission’s review, because the record demonstrates that the Transfer, considered together with the Settlements, produces concrete and robust public interest benefits without establishing any credible, countervailing Transaction-specific harm. As a threshold matter, Charter and Cox operate in distinct California footprints; the *de minimis* overlap of Charter’s and Cox’s residential footprints accounts for *less than one-half of one percent* of the residential broadband-serviceable locations within the combined company’s post-Transaction California footprint (the “Combined Company Service Area”),⁴⁰ and no Intervenor credibly contests that Charter and Cox do not compete for the same California customers. Accordingly, the record lacks a principal foundation for any Transaction-specific harm.

In fact, the record demonstrates that the broader Transaction will result in *increased* competition, because the combined company can better invest, innovate, and offer more competitive prices as it challenges often-larger rivals.⁴¹ Further, the Transaction will give Cox customers in California access to Charter’s lower-priced and higher-value offerings, extend Charter’s operating and customer practices within Cox’s service territory in California, expand Charter’s benefits, training programs, and other national award-winning employment practices to Cox’s current California employees,⁴² improve public safety and resiliency in California, and preserve the Commission’s jurisdiction over Cox California.

Charter’s comprehensive Settlement commitments similarly enhance the public interest benefits for ESJ communities. These commitments include five new affordable offerings that Charter will introduce in the California market at fixed rates and make available to an expanded

³⁹ Cal. Pub. Util. Code Section 854(c); *see* Section VI, *infra*.

⁴⁰ Falk Rebuttal Testimony (Ex. 21) at 6:7-10.

⁴¹ Ex. 29, Opening Testimony of Adam Falk on Behalf of Joint Applicants at 2:17-3:4 (Jan. 30, 2026) (“Falk Opening Testimony (Ex. 29)”).

⁴² *See, e.g.*, Falk Opening Testimony (Ex. 29) at 3:7-4:11, 9:16-11:16; Joint Application at 18-20; Falk Rebuttal Testimony (Ex. 21) at 21:5-23:9.

pool of new *and existing* eligible low-income customers—while guaranteeing that Cox customers in California enrolled in a qualifying low-income service tier, can remain, if preferred, on that plan for a minimum of five years after closing. Charter also commits to statewide promotional pricing, significant digital inclusion funding, network upgrades and deployment, public WiFi at anchor institutions, Tribal engagement, General Order (“GO”) 156 compliance, small-business investment, workforce development, and customer-facing training.

To facilitate a comprehensive assessment of the Transfer in light of the Settlements, the subsections below first summarize Charter’s commitments under the Settlements before analyzing the public interest benefits of the Transfer, as enhanced by those commitments.

A. Charter makes substantial commitments under the Settlements.

Charter’s commitments in the Cal Advocates Settlement and the CETF Settlement go beyond the benefits of the Transfer described in the Joint Application, ensuring that Commission approval of the Transfer will result in robust public interest benefits in California.

1. Charter commits to expanded LifeLine and low-income service offerings.

a. New California LifeLine Service Tiers.⁴³

Charter commits to establish and maintain four new tiers of service in California (the “New California LifeLine Service Tiers”), which are designed to ensure that new *and existing* low-income customers across the Combined Company Service Area participating in the Commission’s LifeLine Broadband Pilot Program (the “LifeLine Broadband Pilot”) have access to a robust selection of affordable offerings, including, in certain instances, the option for free, no-cost service with application of the LifeLine Broadband Pilot subsidy:⁴⁴

- Tier 1: Standalone 100/20 Mbps residential home internet service for \$20 per month.
- Tier 2: Standalone 500/20 Mbps residential home internet service for \$50 per month.
- Tier 3: Bundled 100/20 Mbps residential home internet service and residential wireline voice service for \$30 per month.
- Tier 4: Bundled 500/20 Mbps residential home internet service and residential wireline voice service for \$50 per month.

All prices are fixed for a five-year term (excluding government taxes and fees), and no

⁴³ Cal Advocates Settlement at 3-10.

⁴⁴ The portion of the price allocated to internet and to voice in both Tiers 3 and 4 is in Charter’s discretion. *Id.* at 8.

long-term contracts or early termination fees are permitted. The Commission has already authorized Charter as a LifeLine Broadband Pilot participant.⁴⁵ After the Transaction closes, Charter will apply to expand its LifeLine Broadband Pilot participation to include the Cox service areas and to obtain authorization to receive LifeLine Broadband Pilot subsidies throughout the Combined Company Service Area. Thus, the new LifeLine tiers will enable qualifying customers to receive a \$20 and \$30 subsidy for standalone and bundled services, respectively.⁴⁶ When coupled with the Lifeline Broadband Pilot’s \$20 per month subsidy for standalone broadband service, or its \$30 subsidy for bundled services, eligible enrolled customers will pay *no net monthly charge* for 100/20 Mbps service. Further, if the LifeLine Broadband Pilot expires, and a “substantially similar successor program”⁴⁷ is not established thereafter, Charter nonetheless commits to continue offering the New California LifeLine Service Tiers for the remainder of the five-year period, using the eligibility standards that were in effect at program expiration.⁴⁸

b. Standalone Non-LifeLine Service Tier.⁴⁹

Separately from, and in addition to, the New California LifeLine Service Tiers, Charter commits to offering a new standalone non-LifeLine service tier (the “Standalone Non-LifeLine Service Tier”) of 100/20 Mbps for five years, with no long-term contracts or early termination fees, which will provide low-income consumers across the Combined Company Service Area with affordable, fixed-price broadband access at \$20 per month.⁵⁰ This plan will be available to any new or existing residential customer who can demonstrate enrollment in one of the listed low-income benefit programs identified in the Settlements (including Medi-Cal, CalFresh, SNAP, and

⁴⁵ Cal Advocates Settlement at 3, n.2.

⁴⁶ Ex. 10, *Order Instituting Rulemaking to Update the California Universal Telephone Service (California LifeLine) Program*, D.25-08-050 at 40, 48 (Sept. 4, 2025).

⁴⁷ The Cal Advocates Settlement defines “substantially similar successor program” as a “California LifeLine program modeled after the LifeLine Pilot that can be used for broadband or for a bundled broadband and voice or mobile service plan that has: 1) the same or more stringent eligibility requirements for qualification, including, but not limited to, the same or fewer low-income qualifying programs or the same or lower annual household income thresholds; 2) the same or a higher subsidy reimbursement for standalone broadband plans (currently \$20 per month) and bundled broadband plus voice or mobile service plans (currently \$30 per month); and 3) new program requirements that do not impose any greater or more burdensome regulatory or administrative rules with which Charter is required to comply, when reasonably compared to the LifeLine Pilot, taken as a whole.” Cal Advocates Settlement at 5.

⁴⁸ *Id.* at 5.

⁴⁹ *Id.* at 6-10; CETF Settlement at 3-4.

⁵⁰ Charter made this same commitment in the CETF Settlement, agreeing to establish a “California Affordable Internet Service Tier” with the same terms as the “Standalone Non-LifeLine Service Tier.”

SSI)⁵¹ with government-issued identification, without requiring participation in the formal LifeLine Broadband Pilot. The record also demonstrates that this new Standalone Non-LifeLine Service Tier will double the speeds currently available to low-income customers under Charter’s Spectrum Internet Assist (“SIA”) offering (currently, 50/10 Mbps) at a reduced price point of \$20 per month, or a 60% discount compared to the standard \$50 rate for Charter’s Spectrum Internet Advantage service (that will result in no net monthly charge for LifeLine Broadband Pilot participants), all while materially increasing the eligibility criteria relative to SIA.⁵²

c. Continuity of Cox Low-Income Plans.⁵³

Charter commits that, for at least five years post-closing, Cox customers enrolled at closing in existing Cox low-income tiers may maintain those tiers if they prefer as long as they continue to meet eligibility requirements.⁵⁴ This commitment directly addresses any concerns about the continuity of Cox’s low-income plans for existing Cox customers. When coupled with Charter’s commitment to establish the New California LifeLine Service Tiers and the Standalone Non-LifeLine Service Tier, which will be available to all eligible new and existing California customers, all eligible Cox low-income subscribers will have the choice either to remain on their current plan or to *voluntarily* select Charter’s new plans established pursuant to the Settlements—including the option to pay *no net monthly charge* for 100/20 Mbps service.

d. Ensuring Customer Awareness.⁵⁵

Charter commits to a \$1.5 million investment, with a minimum spend of \$300,000 per year

⁵¹ See Falk Opening Testimony (Ex. 29) at 27:17-28:20. The California Affordable Internet Service Tier offered under the CETF Settlement expands eligibility beyond Spectrum Internet Assist’s current qualifying programs to include any California customer enrolled in: Medicaid/Medi-Cal; Low Income Home Energy Assistance Program (“LIHEAP”); Supplemental Security Income (“SSI”); Federal Public Housing Assistance or Section 8; CalFresh, Food Stamps or Supplemental Nutrition Assistance Program (“SNAP”); Women, Infants and Children Program (“WIC”); National School Lunch Program (“NSL”); Temporary Assistance for Needy Families (“TANF”); California Work Opportunity and Responsibility to Kids (“CalWORKs”); Stanislaus County Work Opportunity and Responsibility to Kids (“StanWORKs”); Welfare-to-Work (“WTW”); Greater Avenues for Independence (“GAIN”); Tribal TANF; Bureau of Indian Affairs General Assistance; Head Start Income Eligible (Tribal Only); Food Distribution Program on Indian Reservations; and Federal Veterans and Survivors Pension Benefit Program.

⁵² See Joint Motion to Adopt CETF Settlement at 9-10 & n.25 (citing to Charter Communications, Spectrum Internet Assist, <https://www.spectrum.com/internet/spectruminternet-assist>; Falk Opening Testimony at 27-28). Notably, Charter estimates that these commitments will increase eligibility for Charter’s low-income programs from approximately 13 percent of the state’s population to almost 40 percent.

⁵³ Cal Advocates Settlement at 9; CETF Settlement at 4-5.

⁵⁴ Cal Advocates Settlement at 9; CETF Settlement at 4-5.

⁵⁵ Cal Advocates Settlement at 9; CETF Settlement at 5-6.

over five years,⁵⁶ to make consumers aware of its new low-income broadband services, including the New California LifeLine Service Tiers and the Standalone Non-LifeLine Service Tier. Charter will provide a webpage to advertise and inform customers about the availability of these offers, which, along with other company advertisements, will include language that advises customers on how they can receive assistance with these programs at Charter-owned (Spectrum) stores in California. Charter will also submit biannual reports to the Commission and Cal Advocates that track subscriber accounts across both LifeLine and non-LifeLine affordable service tiers.

2. Charter commits to statewide promotional pricing.

Charter specifically commits, for three years from closing, to offer new residential customer promotions on a statewide basis at the following prices and service speeds: 1000/35 Mbps for \$70/month, 500/20 Mbps for \$50/month, and 100/20 Mbps for \$30/month.⁵⁷ The Cal Advocates Settlement allows Charter to offer steeper discounts in defined circumstances, including to respond to competitor offers, to retain customers, to provide back-to-school or low-income promotions, and during disaster recovery efforts. When Charter offers promotional prices below the statewide prices for more than 30 days, Charter commits to adjusting the statewide promotional price as necessary to ensure that the difference between the statewide promotional price and lower promotional price does not exceed \$15 per month, or, in the case of a free service offer, 20% of the customer's expected annual service revenue.⁵⁸

3. Charter commits to additional digital inclusion investments.

Charter has agreed to invest a total of \$30 million through CETF, allocated for three main purposes.⁵⁹ First, Charter will provide \$20.5 million to CETF to support its mission of advancing broadband adoption programs,⁶⁰ operating the CETF Digital Equity Ecosystem, and supporting community-based organizations and local schools in the Combined Company Service Area. Second, Charter will allocate \$7 million for grants to Regional Broadband Consortia ("RBC"), Metropolitan Planning Organizations ("MPO"), nonprofits, and public agencies for digital inclusion outreach, including targeted community-based outreach, in-language and in-culture

⁵⁶ The \$300,000 annual spend may be a combination of direct investment and the value of qualifying in-kind activities, with in-kind activities limited to 30 percent of annual spend. *See* CETF Settlement at 5.

⁵⁷ Cal Advocates Settlement at 10-11.

⁵⁸ *Id.* at 10-11.

⁵⁹ CETF Settlement at 6-8.

⁶⁰ For a more detailed description of the practical benefits of this commitment, *see* Section VII.B, *infra*.

engagement, and digital literacy training programs that are essential to reaching the households most difficult to connect in the Combined Company Service Area. Third, Charter will devote \$2.5 million to CETF's Green Technology Initiative to help CETF address the device access barrier and build a sustainable supply chain for refurbished computers distributed to low-income households completing digital literacy training.

4. Charter commits to a significant financial investment in California to complete its network upgrades, enhancing public safety, resiliency, service quality, and customer experience.

Charter commits to invest at least \$275 million as part of its major initiative to evolve its existing network in California. Accordingly, Charter will finish upgrading its legacy California service area to symmetrical one-gigabit speed capability within three years, which will benefit consumers throughout Charter's existing service area with improved broadband speeds and capacity. The enforceable milestone schedule—35% complete within one year, 70% within two years, and 100% within three years—ensures that this investment is made efficiently and promptly, and the commitment will be backed by a performance bond in the amount of \$8.25 million.⁶¹

Following the substantial and lengthy negotiations to reach the Cal Advocates Settlement, Cal Advocates and Joint Applicants noted in their Joint Motion that “[t]he Transfer will maintain or improve public safety and resiliency by uniting Charter's and Cox's personnel and infrastructure in several important ways, creating a combined company that is better positioned to ensure the continuity and security of critical operations during and after emergencies than either company is individually today.”⁶² However, Cal Advocates and Joint Applicants also agreed that other aspects of public safety and network resiliency are currently the subject of ongoing proceedings outside of the specific terms of this Transaction (*i.e.*, they are issues of general industry applicability and not specific to the Commission's review of the Transfer) and will be resolved through the Commission's general rulemaking authority, on a statewide basis, for all providers.⁶³

5. Charter commits to seek future broadband grants for unserved and underserved locations in its service area if BEAD funding for those locations does not materialize.

Charter commits, in the event that California's provisional Broadband Equity, Access, and

⁶¹ CETF Settlement at 8-9; *see also* Section VIII.A, *infra*.

⁶² Joint Motion to Adopt Cal Advocates Settlement at 11-12.

⁶³ *Id.*; *see also* Sections IV.B.4 and VIII.A *infra*.

Deployment (“BEAD”) awards do not receive final approval from the National Telecommunications and Information Administration (“NTIA”), that the company will, subject to certain exceptions, bid for state or federal broadband grant funding to deploy last-mile broadband infrastructure to the 5,000 remaining unserved or underserved locations in its California territory, with a Charter capital contribution of up to \$3,000 per funded location.⁶⁴ This commitment addresses Intervenors’ concern that there was no guarantee NTIA would approve California’s provisional BEAD awards and serves as a backstop to expand broadband service to these locations in the event the federal government does not approve the pending awards to other providers.

6. Charter commits to free broadband and public WiFi at anchor institutions.

Charter commits to providing free 500/20 Mbps broadband and WiFi service to 50 community anchor institutions in California for five years.⁶⁵ Charter will assume Cox’s contracts for San Diego’s public WiFi program and, if commercially reasonable, continue service for at least three years.⁶⁶ These commitments aim to expand public internet access at schools, libraries, community centers, and other community-serving facilities.

7. Charter commits to marketing and call center training.

Although the record reflects that Charter already provides substantial training to its call center agents, including focused instruction on solutions for low-income customers, Charter makes additional commitments to establish and document clear processes for accessing and enrolling in Charter’s low-income internet service offerings, including the to-be-implemented New California LifeLine Service Tiers and Standalone Non-Lifeline Service Tier. Further, Charter commits to ensuring that all relevant call center agents receive training and have access to materials designed to provide information regarding the availability of, and processes to enroll in, these new affordable offerings.⁶⁷ These commitments are consistent with Charter’s stated philosophy that lower prices and better value encourage customers to choose and remain with the company, and will ensure that all current and future potential customers are promptly informed of Charter’s low-income offerings when a caller expresses interest in such plans.

⁶⁴ Joint Motion to Adopt CETF Settlement at 13-14.

⁶⁵ CETF Settlement at 9-10.

⁶⁶ *Id.*

⁶⁷ *Id.* at 5.

8. Charter commits to further fostering Tribal community investment and consultations.

To foster its relationship with Tribes in its California service territory, Charter commits to designate an employee as a dedicated Tribal liaison, whose primary job responsibility will include engagement with Tribal governments within the Combined Company Service Area and consultations with Tribes regarding the combined company's capital investments and deployment activities in California.⁶⁸ Further, after designation of the Tribal liaison, Charter will also send written notice to each Tribal government with relevant identification and contact information and will meet with Tribal leaders upon their request.⁶⁹ This commitment provides a meaningful public interest benefit by facilitating ongoing engagement between Charter and Tribal governments in the Combined Company Service Area, including a commitment to respond to specific requests from CETF to meet with one or more Tribes within sixty (60) days of receiving such a request.⁷⁰

9. Charter commits to small business, supplier, and workforce initiatives.

Charter commits to investing \$5 million over five years in Community Development Financial Institutions ("CDFIs") that operate or lend in California.⁷¹ This investment will be used to provide loans to undercapitalized small business institutions in predominantly ESJ communities. Further, Charter commits to invest an additional \$2 million over three years to expand its VetConnect Program to two additional California military bases, supporting servicemember workforce transitions.⁷² This funding will be used to develop curriculum and hire trainers to conduct training sessions at these military bases, which will help transition active military personnel in their final 180 days of military service into the civilian workforce.

Beyond those investments, Charter also makes substantial commitments that will further Charter's goal to conduct itself in a way that provides for a culture of inclusiveness, equal opportunity, and non-discrimination for all persons.⁷³ Specifically, Charter also commits to annual meetings with CETF for the next five years to discuss procurement, and having a Charter executive attend the Commission's Supplier Diversity En Banc hearings for three years after the Transaction

⁶⁸ *Id.* at 11-12.

⁶⁹ *Id.*

⁷⁰ *Id.* at 11.

⁷¹ *Id.* at 12.

⁷² *Id.* at 12-14.

⁷³ *Id.* at 13.

closes. Further, Charter will continue to engage with supplier communities through small business outreach, including in California ESJ communities.⁷⁴ In its annual reporting, Charter will incorporate the Commission’s minimum goals as set forth in Section 8.2 of GO 156 for procurement from women-, minority-, disabled veteran-, and LGBT-owned business enterprises as the short-, mid-, and long-term targets, and Charter will report its actual spend against the Commission’s goals.⁷⁵ Charter also agrees to collaborate with CETF on outreach efforts for small businesses to become qualified under the Commission’s Supplier Clearinghouse Program.⁷⁶

B. The Transfer is in the public interest under Section 854(a).

The record evidence demonstrates that the Transfer itself, even before consideration of the comprehensive Settlement commitments described above, will benefit California consumers and workers, increase competition in the enterprise market, advance the Commission’s ESJ goals, and maintain or improve public safety and resiliency. The significant benefits of the Transfer enhanced by the Settlement commitments are not offset by any credible risk of Transaction-specific harm to the public interest. Accordingly, the Transfer should be approved under Section 854(a).⁷⁷

1. The Transfer will benefit consumers.

The Transfer will benefit consumers by enabling the combined company to offer more value and better wireline voice products and services to residential and small- and medium-sized businesses throughout the Combined Company Service Area.⁷⁸ Consumers will further benefit because Charter will extend to Cox customers its industry-leading voluntary customer service practices and commitments, including, for example, “access to 100% U.S.-based, live customer service employees 24 hours a day, 7 days per week, 365 days per year,” the opportunity for full-day credits for qualifying outages that last more than two hours, same-day technician appointment guarantees, and certain money-back guarantees.⁷⁹ Moreover, consumers will benefit from

⁷⁴ *Id.*

⁷⁵ *Id.*

⁷⁶ *Id.*

⁷⁷ Specifically, Joint Applicants believe that the Transfer should be approved under Section 854(a). However, for the same reasons described herein and as further discussed in Sections V and VI *infra*, the Transfer also satisfies Sections 854(b) and 854(c) to the extent considered.

⁷⁸ Falk Opening Testimony (Ex. 29) at 3:7-9; Falk Rebuttal Testimony (Ex. 21) at 11:6-20; Ex. 7, Second Errata Rebuttal Testimony of David Andreski on Behalf of Joint Applicants at 4:18-5:13, 9:6-18 (Apr. 20, 2026) (“Andreski Rebuttal Testimony (Ex. 7)”).

⁷⁹ Falk Opening Testimony (Ex. 29) at 3:10-15; Ex. 1, Errata Rebuttal Testimony of Greta Kim on Behalf of Joint Applicants at 3:2-4:7 (Apr. 13, 2026) (“Kim Rebuttal Testimony (Ex. 1)”); *see* Tr. Vol. 5 (Kim) at

Charter's commitment to a 100% U.S.-based sales employee and customer service workforce.⁸⁰

The record demonstrates that the Transfer, together with the broader national Transaction, will result in substantial savings for California customers. For example, the record shows that Charter charges lower introductory promotional prices *and* lower persistent, non-promotional prices for standalone broadband plans relative to Cox,⁸¹ that Cox video consumers stand to benefit from Charter's ability to offers customers greater value at lower prices, with the inclusion of a significantly higher value and number of streaming services included at no additional cost in Charter's Spectrum TV packages,⁸² and that Spectrum Mobile's plans are almost always less expensive than Cox's (and offer better non-price terms, such as higher premium data allowances).⁸³ Notwithstanding the fact that Charter and Cox generally do not compete with each other for consumers because their networks largely do not overlap—and the record affirms that Cox, which charges higher prices than Charter, puts no downward pressure on Charter's broadband prices today⁸⁴—Charter and Cox *do* face immense and unprecedented competition in the modern broadband marketplace from fixed wireless, satellite, and fiber providers. Both currently, and after the Transaction closes, Charter has and will continue to have every incentive to offer consumers low prices and better value in a marketplace that is only growing more competitive.⁸⁵

Finally, as discussed above, these benefits to consumers will be further enhanced by Charter's extensive commitments in the Settlements. *See* Section IV.A, *supra*.

2. The Transfer will benefit workers.

The Transfer will also benefit workers by bringing Charter's award-winning employment practices to the combined company. Today, Charter invests hundreds of millions of dollars in its employees, providing training and career-growth opportunities and earning a number of awards for its dynamic workplace.⁸⁶ For the past 13 years, Charter has absorbed all costs of additional health care premiums by not raising the contributions that employees make to their health care and

480:19-481:12.

⁸⁰ Falk Opening Testimony (Ex. 29) at 3:10-15.

⁸¹ Andreski Rebuttal Testimony (Ex. 7) at 5:2-7:13.

⁸² *Id.* at 8:15-9:5.

⁸³ *Id.* at 7:14-8:14.

⁸⁴ *Id.* at 2:12-17; Ex. 25, Errata Rebuttal Testimony of Bryan Keating on Behalf of Joint Applicants at 4:1-5 (Apr. 13, 2026) (“Keating Rebuttal Testimony (Ex. 25)”).

⁸⁵ Andreski Rebuttal Testimony (Ex. 7) at 2:17-3:2.

⁸⁶ Falk Opening Testimony (Ex. 29) at 26:7-20.

benefit programs, protecting them from the rising costs of healthcare. Employees of the combined company will also receive access to discounted products and a premier stock purchase program through which the company matches employee purchases of stock based on tenure, enabling employees at every level to have an ownership stake in Charter. Charter has also pledged to match the federal government’s \$1,000 contribution for its employees’ children and offer employees additional ways to direct their pay into their children’s “Invest in America” accounts. Charter’s retirement benefits are particularly robust, with Charter contributing up to 9% of eligible pay per year to retirement accounts for most employees—including a dollar-for-dollar company match up to 6% of eligible pay and an additional direct contribution to a Retirement Accumulation Plan equal to 3%—recognizing the critical importance of these workers to the company’s operations.

Charter employees know they are valued because of the company’s investment in its workforce—including an education benefit that covers 100% of tuition for full-time employees pursuing select degrees and certificates from more than 300 participating programs; up to \$10,000 per year toward certain graduate degree programs not covered by the 100% tuition benefit; protection from rising health care costs; and additional career progression opportunities for qualified veterans. As a result of these substantial investments, Charter has received the highest distinction from the VETS Indexes Employer Awards for three years in a row⁸⁷ and has won a number of awards for its dynamic workplace, including the American Opportunity Index Best Places for High School Graduates to Start a Career award in 2022, 2023, and 2024; the Built In Best Places to Work – 2024 Overall; and Forbes “Best Employers for Tech Workers” recognition.⁸⁸ This exceptional workplace, in turn, leads employees to stay with the company longer and serve customers at an even higher level.⁸⁹ These benefits reflect Charter’s commitment to long-term investments to support its employee workforce and their continued career growth, and they will yield benefits for Cox’s California employees.

3. The Transfer will increase competition in the enterprise market.

By unifying Charter’s and Cox’s respective regional footprints, the Transfer will directly expand enterprise competition by strengthening the combined company’s presence in the

⁸⁷ *Id.* at 9:16-11:16.

⁸⁸ *Id.* at 26:7-20.

⁸⁹ *Id.* at 3:16-22; *see also* Transcript of Evidentiary Hearing, A.25-07-016 (Apr. 21, 2026) (“Tr. Vol. 6”) (Falk) at 700:17-702:6.

commercial enterprise marketplace, enabling it to better compete with national and other rivals.⁹⁰ The creation of a unified provider resulting from the Transfer will allow the combined company to offer more tailored services and address customer requests more effectively—benefits that apply to both single- and multi-location enterprise customers with locations spread across Charter’s and Cox’s respective footprints. The Transfer will also allow the combined company to satisfy multi-location enterprises’ preference for the service provider to own the facilities through which it offers services. This, too, will result in efficiencies by eliminating a cost markup associated with leasing services from other providers to serve multi-location business customers.

Today, Charter and Cox utilize business agreements with one another to serve enterprise customers with out-of-footprint locations.⁹¹ Under these agreements, the firm that holds the direct relationship with the enterprise customer sub-contracts enterprise services from the other firm, which charges a wholesale rate plus a markup.⁹² Accordingly, the rates available to enterprise customers who are served by partnerships between Charter and Cox reflect two markups: one charged by the subcontracting firm, and one charged by the firm holding the direct customer relationship.⁹³ Post-Transaction, by contrast, Charter will be able to provide enterprise services throughout its own and Cox’s current footprints without paying Cox’s wholesale charge, thereby enabling more competitive pricing for enterprise customers.⁹⁴

Further, the Transfer will benefit Charter’s existing enterprise customers by enabling the combined company to integrate Cox’s enterprise-grade solutions into its own enterprise offerings. Charter’s customers will benefit from Cox’s exceptional reputation in business communications services known for quality, reliability, and strong customer service, including through Cox Business and Cox’s RapidScale business, which offers commercial managed IT and cloud services. These enterprise-grade managed IT and cloud service offerings—which are not currently

⁹⁰ Falk Opening Testimony (Ex. 29) at 3:23-4:3; *see* Tr. Vol. 6 (Keating) at 642:17-23 (stating that the combined company can offer more competitive enterprise broadband pricing); *see also* Ex. 108, *Cox Enterprises, Inc., Transferor, and Charter Communications, Inc., Transferee, Joint Application for Consent to Transfer Control of Domestic and International Section 214 Authorizations*, Public Interest Statement at 8-11, ICFS File No. ITC-T/C-20250701-00030 (FCC filed July 14, 2025).

⁹¹ Ex. 19, Second Errata Opening Testimony of Bryan Keating on Behalf of Joint Applicants at 21:3-4 (Apr. 20, 2026) (“Keating Opening Testimony (Ex. 19)”).

⁹² *Id.* at 21:4-6.

⁹³ *Id.* at 21:3-22:8.

⁹⁴ *Id.* at 22:3-8. Section V.A, *infra* discusses the projected long-term benefits for enterprise customers.

available from Charter—are particularly well suited to the needs of enterprise customers.

4. The Transfer will improve public safety and resiliency.

The Transfer will unite Charter’s and Cox’s personnel and infrastructure in ways that will improve public safety and resiliency. *First*, in the event of natural disasters or emergencies, the combined company will have access to a larger pool of personnel and critical equipment across an expanded geographic footprint.⁹⁵ These resources can help enable faster service restoration for impacted communities within the Cox California territory through the creation of a unified employee workforce operating on a harmonized network.⁹⁶ *Second*, the combined company will be able to establish additional redundant network routes where the Charter and Cox networks are geographically adjacent.⁹⁷ *Finally*, the combined company will be able to expand Cox’s enterprise-grade cloud backup and disaster recovery service solutions—which Charter does not currently offer—to critical institutions and businesses throughout the Combined Company Service Area.⁹⁸ These conclusions are discussed in more detail below, *see infra* Sections VIII.B and IX.

5. There is no credible risk of harm to the public interest.

In light of these substantial public interest benefits, non-settling Intervenor do not identify any credible risks of Transaction-specific harm.⁹⁹ As discussed further below, the combined company will have the requisite financial, technical, and managerial qualifications to provide reliable service, *see* Section VI, *infra*. Moreover, the Transfer will not reduce competition because Charter and Cox serve geographically distinct markets in California, *see* Section V.C., *infra*.

V. THE TRANSFER ALSO MEETS THE CRITERIA IN SECTION 854(B), IF CONSIDERED UNDER THAT STANDARD.

Were the Commission to review the Transfer under Section 854(b), which it should not, for the reasons set forth in Section III, the Transfer would satisfy each of the relevant criteria, even

⁹⁵ Falk Opening Testimony (Ex. 29) at 13:11-23; Tr. Vol. 6 (Falk) at 715:7-20 (describing potential leveraging of personnel, trucks, and other equipment from San Diego to respond to an emergency in Los Angeles); Tr. Vol. 5 (Rodrian) at 496:17-497:13 (describing Charter’s Invincible WiFi capabilities and benefits of backup power); Tr. Vol. 6 (Falk) at 715:7-15 (defining “critical equipment” to include personnel, trucks, and other equipment utilized in the course of an emergency).

⁹⁶ Falk Opening Testimony (Ex. 29) at 15:4-11.

⁹⁷ *Id.* at 13:5-7.

⁹⁸ *Id.* at 13:7-10.

⁹⁹ Transcript of Evidentiary Hearing, A.25-07-016 (Apr. 23, 2026) (“Tr. Vol. 8”) (Brevitz) at 926:5-6 (conceding that Cox does not compete with Charter and eliminating the principal basis for competitive harm); *id.* at 928:17-929:10 (acknowledging that Charter’s pricing is lower than Cox’s pricing for comparable services, creating benefits for customers).

before application of the comprehensive Settlements, based upon the record evidence in the proceeding. For purposes of analyzing these criteria, as well as the criteria under Section 854(c), *see infra* Section VI, Joint Applicants refer below not only to the benefits of the Transfer, which relate specifically to the voice and enterprise services offered by Cox California, but also to the benefits of the broader Transaction as enhanced by the Settlement commitments, including for customers (and potential customers) of Charter’s and Cox’s cable, broadband, and wireless affiliates. Although Joint Applicants do not waive their position that the Commission’s authority in a Section 854 proceeding does not extend to the video, broadband, and mobile services offered by the Joint Applicants’ non-utility affiliates, Joint Applicants nonetheless address the substantial benefits for these services in light of both the significant interest in non-jurisdictional services shown by the Commission and Intervenors and the related Settlement commitments.¹⁰⁰

A. The Transfer will provide short-term and long-term economic benefits to customers.

Section 854(b)(1) focuses on whether the Transfer will provide “short-term and long-term economic benefits to ratepayers.” The subset of Cox’s California customers who purchase services from Cox California (*i.e.*, wireline voice and enterprise telecommunications service customers) are not “ratepayers” as that term is understood under the Public Utilities Code, so this section is not applicable to this Transfer.¹⁰¹ *See* Section III.B, *supra*. However, the Transaction overall will lead to significant improvements for all California customers who purchase services from Cox California and other Cox affiliates, in both the short and long term.

In the short term, customers in Cox’s footprint will gain access to Charter’s service offerings. Beyond the five new affordable offerings for low-income customers that Charter commits to implement in California, the record demonstrates that a specific benefit of this Transaction is the significant savings for California consumers. Intervenors’ own witnesses recognize as much.¹⁰² That is because, even on a standalone basis, across mass-market fixed

¹⁰⁰ By setting forth the record evidence demonstrating the public interest benefits related to non-jurisdictional services, Joint Applicants do not concede their position with respect to the proper scope of the proceeding or the applicable standard of review.

¹⁰¹ *See* Joint Application at 34.

¹⁰² *See, e.g.*, Ex. 70, Intervenor Testimony of David Brevitz on Behalf of The Utility Reform Network at 19:16-21 (Feb. 11, 2026) (“Brevitz Opening Testimony (Ex. 70)”) (Cox customers in San Diego gaining access to Charter packages “may reduce prices for Cox customers in San Diego”); Ex. 133, Direct Testimony of Elizabeth Louie on Behalf of the Public Advocates Office at 12:7-8 (Feb. 11, 2026) (“Louie Opening Testimony (Ex. 133)”) (“Charter offers some non-low-income plans at prices lower than Cox[.]”);

broadband, mobile, and video services, Charter’s pricing demonstrates significant savings for Cox customers. Consumers stand to gain from *even more favorable* pricing if they select Charter’s bundled service offerings.¹⁰³ Although Cox’s current customers retain the option to keep their current plans,¹⁰⁴ a Cox customer purchasing bundled gigabit home broadband plus two unlimited lines of mobile wireless could save as much as \$80 per month by switching to Charter.¹⁰⁵ Additionally, Charter recently launched one of its most powerful value pledges to date, *guaranteeing* new customers \$1,000 in savings their first year if they switch their mobile service from AT&T, T-Mobile, or Verizon to at least two unlimited lines of Spectrum Mobile and transfer their internet service from any provider to SIA or a higher speed tier.¹⁰⁶ By providing greater consumer choice and potential cost savings, the Transaction will create short-term economic consumer benefits. In the long term, customers will benefit from efficiencies generated by the increased scale and geographic scope of the combined companies, including because Cox currently has to rely heavily on syndication agreements for its California customer premises equipment.¹⁰⁷ The record shows that these efficiencies will extend to, among other areas, the provision of enterprise,¹⁰⁸ mass-market fixed broadband,¹⁰⁹ mobile wireless,¹¹⁰ and video services.¹¹¹

Charter expects the Transfer will create hundreds of millions of dollars in annualized cost

Ex. 129, Direct Testimony of Christopher Bartulo on Behalf of the Public Advocates Office at 11:8-9 (Feb. 11, 2026) (“Bartulo Opening Testimony (Ex. 129)”) (“Cox customers would be able to retain their current plans or swap to a Charter plan[.]”); *see also* Tr. Vol. 8 (Brevitz) at 926:3-940:12 (discussing lower prices for various Charter service offerings on “apples-to-apples” basis compared to Cox service offerings).

¹⁰³ *See, e.g.*, Andreski Rebuttal Testimony (Ex. 7) at 5:1-2 (“our bundles offer even more attractive pricing”); *id.* at 9:7-10 (“For example, Charter offers a 1 Gbps home internet plus two unlimited lines of mobile wireless service for \$100 per month for the first two years, that increases to \$145 per month by year five, constituting a significant discount off of the standard retail rate for these products.” (footnote omitted)); *id.* at 10:16-18 (“On a standalone basis, these services would be available to Charter customers at a promotional rate of \$165 per month. In contrast, Cox does not typically offer lower prices when bundling internet and video.”).

¹⁰⁴ Falk Rebuttal Testimony (Ex. 21) at 9:18-12:11.

¹⁰⁵ Falk Opening Testimony (Ex. 29) at 22:4-10; Falk Rebuttal Testimony (Ex. 21) at 11:11-18.

¹⁰⁶ Andreski Rebuttal Testimony (Ex. 7) at 3:11-15.

¹⁰⁷ Keating Opening Testimony (Ex. 19) at 19:1-39:3.

¹⁰⁸ *Id.* at 19:7-23:13.

¹⁰⁹ *Id.* at 23:14-30:17.

¹¹⁰ *Id.* at 30:18-35:2.

¹¹¹ *Id.* at 35:3-39:3.

synergies across the combined company within three years of closing.¹¹² As explained by Dr. Keating, efficiency-related cost-savings will incentivize more competitive pricing across Charter's products and service offerings,¹¹³ as a profit-maximizing firm is incentivized to "pass through lower marginal costs in the form of lower prices or higher quality because doing so increases profit."¹¹⁴ Accordingly, the Transaction will result in long-term economic benefits to customers.

Non-settling Intervenor do not credibly undermine Joint Applicants' showing of consumer economic benefits. Significantly, no one has challenged the conclusion that the Transaction will give rise to economies of scale.¹¹⁵ And Dr. Keating's analysis confirms that fundamental economic principles belie any implication that Charter would not be incentivized to pass any of these efficiencies along to customers in the form of lower prices or higher quality service.¹¹⁶ The testimony of non-settling Intervenor's consultant Mr. Brevitz is not to the contrary; although he disputes the *extent* to which these benefits would be passed through to consumers in locations impacted by what he characterizes as "duopoly market conditions," this disagreement goes only to quantification of those benefits, not to the underlying premise that the combined company will face a downward sloping demand curve that will incentivize the passing through of economic benefits to consumers.¹¹⁷ And in any event, the Settlements obviate any concerns reflected in the Intervenor's economic analysis. *See* Section IX, *infra*.

Indeed, as discussed above, *see supra* Section V.A, the Settlements will enhance economic

¹¹² Ex. 52, Opening Testimony of Jeffrey B. Murphy on Behalf of Joint Applicants at 2:8-11 (Jan. 30, 2026) ("Murphy Opening Testimony (Ex. 52)"); Transcript of Evidentiary Hearing, A.25-07-016 (Apr. 22, 2026) ("Tr. Vol. 7") (Murphy) at 847:10-17. Since the closing of the evidentiary record, Charter's public estimates of these synergies have further increased from \$500 million to \$800 million in annualized cost synergies. *See* Charter Communications Q1 Earnings Call Highlights (Apr. 27, 2026), <https://finance.yahoo.com/markets/stocks/articles/charter-communications-q1-earnings-call-143906985.html>. Because these updated estimates postdate the closing of the evidentiary record, Charter does not rely on those increased estimates for purposes of this briefing or demonstrating the benefits of the Transaction but is noting them here in the interest of completeness.

¹¹³ Keating Opening Testimony (Ex. 19) at 19:1-39:3; Tr. Vol. 6 (Keating) at 609:2-7.

¹¹⁴ Keating Opening Testimony (Ex. 19) at 38:11-12.

¹¹⁵ Keating Rebuttal Testimony (Ex. 25) at 26:16-18.

¹¹⁶ *Id.* at 31:5-8 ("[A]s long as the firm faces a downward-sloping demand curve, as is certainly the case here[.]" "a decrease in costs makes each incremental customer more profitable and thus creates an economic incentive for the firm to lower prices to attract more customers."); *see also id.* at 33:13-34:1; *contra* Ex. 140, Direct Testimony of Lee L. Selwyn on Behalf of the Public Advocates Office at 87:1-9 (Feb. 11, 2026) ("Selwyn Opening Testimony (Ex. 140)").

¹¹⁷ Ex. 79, Intervenor Rebuttal Testimony of David Brevitz, C.F.A. on Behalf of The Utility Reform Network at 4:3-17 (Mar. 11, 2026) ("Brevitz Rebuttal Testimony (Ex. 79)").

benefits to customers, including (but not limited to) through the creation of new low-income broadband service offerings to address affordability concerns, the preservation of Cox customers' existing low-income plan rates for at least five years, network upgrades throughout the legacy Charter footprint, and deployment commitments that serve as a backstop for rural buildout to unserved areas if the state's provisional BEAD awards are not approved.

B. The Transfer does not implicate the Commission's ratemaking authority.

Section 854(b)(2), which may require an equitable allocation of the total short-term and long-term forecasted economic benefits between shareholders and ratepayers "where the [C]ommission has ratemaking authority," is not relevant here because, even if the Commission were to apply some provisions of Section 854(b), none of Cox's or Charter's California subsidiaries is a rate-regulated utility, and the Transfer accordingly does not involve ratepayers or the Commission's ratemaking authority.¹¹⁸ Although testimony related to Section 854(b)(2) was accepted into the record, the Commission clarified that such testimony would be given "due weight."¹¹⁹ Because the Transfer does not implicate the Commission's ratemaking authority, it follows that any testimony related to Section 854(b)(2) is due no weight. Significantly, the Commission has declined to apply Section 854(b)(2) in *every* major telecommunications transfer involving non-rate-regulated carriers over the past decade, even in transactions involving ILECs and in transactions where the Commission has applied other provisions of Section 854(b). In particular, the Commission did not apply Section 854(b)(2) in the Verizon/Frontier, Verizon/Tracfone, Frontier Bankruptcy, T-Mobile/Sprint, or Charter/Time Warner Cable/Bright House Networks proceedings.¹²⁰ Section 854(b)(2) similarly has no application here.

C. The Transfer does not adversely affect competition.

Consistent with Section 854(b)(3), the Transfer will not adversely affect competition.¹²¹ As discussed above, *see supra* Section IV.B.3, the Transfer and the broader Transaction will instead *increase* competition, including in the enterprise marketplace. Charter and Cox do not

¹¹⁸ *See In re Application of Frontier Commc'ns Corp. et al.*, A.20-05-010, Scoping Memo and Ruling of Assigned Commissioner, at 3 (Aug. 5, 2020) ("Section 854(b)(2)'s equitable allocation of economic benefits between shareholders and ratepayers 'where the [C]ommission has ratemaking authority' does not apply because the Commission does not exercise ratemaking authority over Applicants").

¹¹⁹ Tr. Vol. 5 (ALJ Ormond) at 447:9-13.

¹²⁰ *See* Joint Applicants' Motion to Strike Portions of the Testimony of Lee Selwyn at 5-6.

¹²¹ Keating Opening Testimony (Ex. 19) at 4:4-6, 9:6-18:16.

compete with one another in any material way¹²²—a fact that multiple Intervenor witnesses expressly conceded.¹²³ While the record identifies relatively few locations in which both Charter and Cox offer broadband services, that overlap is *de minimis*; out of the approximately 5.5 million locations in the combined company’s California footprint, they overlap at only about twenty-two thousand (approximately 0.4 percent). This small overlap does not support a credible finding of competitive harm, particularly because Charter and Cox already face competition from other providers at those locations. Indeed, nearly all (approximately 83.6 percent) of the locations served by both providers today already have other high-speed terrestrial broadband options and access to high-speed broadband service through a satellite provider.¹²⁴ Specifically, because Charter and Cox currently operate in almost entirely non-overlapping wireline footprints, the Transaction will not harm competition in the provision of mass-market fixed voice services, enterprise services, mass-market fixed broadband services, mobile wireless services, or video services.¹²⁵

Non-settling Intervenor’s claims of competitive harm rest on flawed economic analysis and speculative assertions unsupported by the record. Two fundamental errors in their analysis warrant particular attention. *First*, as the Joint Applicants’ economist Dr. Keating testified, the measures of concentration relied upon by Intervenor witnesses are calculated within improper geographic markets, which results in them incorrectly suggesting there is competition between Charter and Cox.¹²⁶ Contrary to the 2023 Merger Guidelines issued by the U.S. Department of Justice and Federal Trade Commission, Intervenor witnesses purport to define and analyze relevant geographic markets in which Charter and Cox *do not compete*.¹²⁷ By calculating market concentration within broad geographic areas in which Charter and Cox operate in non-overlapping footprints, Dr. Keating explained, the economic analysis of Intervenor witnesses “obfuscates the

¹²² *Id.* at 4:4-6.

¹²³ Tr. Vol. 8 (Brevitz) at 926:5-6 (“Cox does not compete with Charter. The original territories are at best adjacent to each other.”); Selwyn Opening Testimony (Ex. 140) at ix (“[T]he two firms [Cox and Charter] do not compete with one another.”).

¹²⁴ Keating Opening Testimony (Ex. 19) at 13:4-15:6; Tr. Vol. 8 (Brevitz) at 942:20-945:23 (admitting that both Cox and Charter face robust competition from other providers).

¹²⁵ Keating Opening Testimony (Ex. 19) at 4:4-6, 9:6-18:16; Tr. Vol. 6 (Dr. Keating) at 640:23-641:8; *see also* Tr. Vol. 8 (Brevitz) at 926:5-6.

¹²⁶ Keating Rebuttal Testimony (Ex. 25) at 4:11-5:7.

¹²⁷ *Id.* at 5:8-7:7.

simple fact that the Transaction will not materially reduce the options available to consumers.”¹²⁸

Second, the theory of “potential” competition reflected in the record¹²⁹ is unsupported by economic logic or available evidence.¹³⁰ For decades, Charter and Cox have operated in almost entirely distinct footprints, and non-settling Intervenors offer no basis in fact or logic to conclude that, absent the Transaction, either Charter or Cox is likely to change its long-standing competitive strategy in its geographic footprint. That omission precludes a finding of competitive harm on this record, as assessing the competitive effects of a transaction is fundamentally about what is *likely* to happen, not what theoretically *could* happen.¹³¹ Even accepting the unsupported premise that Charter and Cox might compete with one another under unspecified hypothetical conditions, it does not follow that the Transaction would reduce competition.¹³² It may well be that those unspecified hypothetical conditions would similarly incentivize other providers, such as AT&T and Verizon, to compete for the same customers.¹³³ As Dr. Keating explained, it is “impossible to evaluate” whether competition would increase or decrease under any such hypothetical.¹³⁴

In short, non-settling Intervenors do not (and cannot) identify any geographic market in which the Transaction would likely harm competition. In any event, the Settlements address any concerns about competitive harm in the few areas in which Charter and Cox both offer services today by ensuring access to the same promotional pricing for both households in those areas and

¹²⁸ *Id.* at 7:8-8:1.

¹²⁹ Selwyn Opening Testimony (Ex. 140) at viii.

¹³⁰ Keating Rebuttal Testimony (Ex. 25) at 8:4-9:10.

¹³¹ *Id.* at 8-9; *see also In re Joint Application of GTE Corporation (“GTE”) and Bell Atlantic Corporation (“Bell Atlantic”) to Transfer Control of GTE’s California Utility Subsidiaries to Bell Atlantic, Which Will Occur Indirectly as a Result of GTE’s Merger with Bell Atlantic*, D.00-03-021, 2000 Cal. PUC LEXIS 398, at *165 (“For the entrant firm to be considered an actual potential competitor, the entrant must be ‘likely’ to enter, and there must be a ‘reasonable probability of entry’ in the ‘near’ future. We do not require ‘clear proof’ of entry, but the entry must be more than a possibility.”). For the same reason, there is no basis to credit the unsupported assertion by Cal Advocates’ witness Mr. Falcon that “denying the merger would force both Charter and Cox to identify new revenue opportunities through expanding their physical networks and their content offerings outside their territories.” Ex. 145, Direct Testimony of Ernesto Falcon Summary of the Public Advocates Office Merger Recommendations at 4:17-19 (Feb. 11, 2026) (“Falcon Opening Testimony (Ex. 145)”). Absent supportive economic logic or record evidence, Mr. Falcon cannot establish that such speculative competition between Charter and Cox is likely to occur.

¹³² Keating Rebuttal Testimony (Ex. 25) at 9:11-10:10.

¹³³ *Id.*

¹³⁴ *Id.* at 10:6-10.

elsewhere in the state.¹³⁵ As such, the record supports a finding of no competitive harm, consistent with Section 854(b)(3). In fact, the record demonstrates that the Transaction will *increase* competition and benefit consumers in: (i) the enterprise market, including by better positioning the combined company to serve enterprise customers who prefer to obtain services for all locations from a single vendor), and enabling it to deliver lower prices and more seamless service; (ii) the mass-market for fixed broadband services, including by creating efficiencies that take advantage of Charter’s greater scale to invest more efficiently than Cox and eliminate, over time, the syndication fees that Cox currently pays; (iii) the market for mobile wireless services, including by creating efficiencies through the increase in the total number of fixed broadband customers and thus the number of Wi-Fi access points, thereby reducing reliance on wholesale network access arrangements, taking advantage of economies of scale, and providing mobile devices to customers in the legacy Cox footprint; and (iv) the market for video services, because Cox addresses (as with its broadband business) its lack of scale in part by syndicating technology.¹³⁶

VI. THE TRANSFER ALSO MEETS THE CRITERIA IN SECTION 854(C), IF CONSIDERED UNDER THAT STANDARD.

Were the Commission to review the Transfer under Section 854(c), which it should not, for the reasons set forth in Section III, *supra*, the record evidence demonstrates that it would satisfy all criteria under this subsection as well. The Transfer will maintain or improve Cox California’s financial condition, service quality, management quality, treatment of employees, and the Commission’s continuing jurisdiction over the regulated utility. The Settlements further substantiate that the Transfer is beneficial to state and local economies and communities, including ESJ communities, and to resiliency and reliability, and that additional mitigation measures are unnecessary, because the record reflects no adverse, Transaction-specific consequences.

A. The Transfer will maintain or improve the financial condition of the resulting public utility doing business in the state.

Section 854(c)(1) asks if the proposed Transfer will maintain or improve the financial condition of the resulting public utility. There is no resulting public “utility” as contemplated by the statute, as Cox California will continue to be the certificated entity in the state and maintain all current contractual obligations when under Charter’s control; however, to the extent that Cox

¹³⁵ Cal Advocates Settlement at 10-11.

¹³⁶ Keating Opening Testimony at 19-38.

California will ultimately have consolidated financials with Charter, the Transfer and the broader Transaction will improve its financial condition by improving the financial condition of the combined company. For one, the Transaction, which was approved by more than 99% of Charter’s shareholders,¹³⁷ will result in greater assets and revenues and improved ability to access the capital markets on advantageous terms.¹³⁸ The combined company will have healthy financial metrics.¹³⁹ Charter has consistently generated strong free cash flow sufficient to service its debt obligations while maintaining substantial capital investments, and it is well situated to continue to do so following the Transaction while moving to its lower net leverage target.¹⁴⁰ Numerous analyses from independent credit agencies demonstrate as much.¹⁴¹ Charter most recently reduced this target range from the previously announced 3.5 to 4.0 times Adjusted EBITDA (which independent credit agencies already viewed positively in their Transaction assessments) to 3.5 to 3.75 times Adjusted EBITDA, still within three years of closing.¹⁴² The Transaction will also enable the combined company to take advantage of economies of scale and geographic scope that will allow it to operate more efficiently, as discussed above, *see supra* Section V.A.¹⁴³ Charter’s current financial position, along with the anticipated hundreds of millions of dollars in annualized cost synergies across the combined company,¹⁴⁴ ensures that Charter will have sufficient financial resources to maintain operations and serve its customers, including those in California.¹⁴⁵

Intervenor testimony does not credibly undermine this conclusion. Nor did Intervenors use

¹³⁷ Falk Opening Testimony (Ex. 29) at 27:2-5.

¹³⁸ Murphy Opening Testimony (Ex. 52) at 6:1-23, 11:11-15.

¹³⁹ *Id.* at 7:11-23 (projections as of December 31, 2024 anticipate a post-Transaction current ratio of 0.57x (up from 0.31x), cash flow from operations ratio of 1.11x (up from 1.07x), times interest earned of 2.80x (up from 2.51x), and cash flow coverage ratio of 3.29x (up from 2.76x)).

¹⁴⁰ Ex. 51, Errata Rebuttal Testimony of Jeffrey B. Murphy on Behalf of Joint Applicants at 5:15-20 (Apr. 13, 2026) (“Murphy Rebuttal Testimony (Ex. 51)”).

¹⁴¹ Murphy Rebuttal Testimony (Ex. 51) at 12:12-13:19. Murphy Rebuttal Testimony (Ex. 51) at 12:12-13:19. At the time of the Transaction announcement, “Moody’s updated Charter’s outlook from ‘negative’ to ‘stable,’ S&P Global described the Transaction as ‘leverage neutral,’ and Fitch placed Charter’s credit ratings on ‘Ratings Watch Positive,’” stating that “it expected Charter’s free cash on hand to ‘more than cover annual debt maturities.’” *Id.* at 12:18-21.

¹⁴² *Id.* at 4:8-5:1, 12:12-13:19.

¹⁴³ Tr. Vol. 7 (Murphy) at 847:14-17.

¹⁴⁴ *See* note 112, *supra* (noting increase in expected post-closing synergies since evidentiary hearing).

¹⁴⁵ Murphy Rebuttal Testimony (Ex. 51) at 7:7-10.

the evidentiary hearings to challenge Charter's presentation of its financial health.¹⁴⁶ The record clearly shows that the combined company will be financially healthy across the range of metrics used by market analysts,¹⁴⁷ and that the net effect of the Transaction will be de-leveraging, *i.e.*, the combined company will have less debt relative to its revenue than Charter does today.¹⁴⁸

B. The Transfer will maintain or improve quality of service.

Section 854(c)(2) considers whether the proposed Transfer will maintain or improve the quality of service to public utility ratepayers in the state. Again, there are no public utility ratepayers, but when analyzing the effect on customers of the public utilities involved (in this case, the voice and enterprise customers of Cox California and Charter's CLEC affiliates), the quality of service will be improved by the Transfer and the broader Transaction.

Consumers in Cox California's service area will benefit from Charter's first-of-its-kind, industry-leading Customer Commitment.¹⁴⁹ Today, Charter exceeds GO 133-D standards for answer time, installation commitments, and repair times, and reports shorter installation intervals and fewer customer trouble reports than minimally required.¹⁵⁰ Both Charter and Cox consistently meet the state's performance standards for voice services, with Charter reporting stronger performance on several GO 133-D metrics.¹⁵¹ Further, as a result of its customer-first philosophy and practices, Charter was recognized by *Newsweek* as one of the most trustworthy companies in America—the only cable operator to receive such a distinction—and the Spectrum brand has been independently ranked the number one provider for broadband reliability.¹⁵² Charter received numerous other awards and recognitions related to customer service, customer experience, and accessibility.¹⁵³ Consistent with Charter's Customer Commitment, Joint Applicants anticipate that

¹⁴⁶ See generally Tr. Vol. 7 (Murphy).

¹⁴⁷ Murphy Opening Testimony (Ex. 52) at 7:2-23.

¹⁴⁸ Murphy Rebuttal Testimony (Ex. 51) at 4:1-7.

¹⁴⁹ *Id.* at 8:11-20, 24:21-22; see also Tr. Vol. 8 (Goodman) at 995:21-25 (acknowledging that Cox customers will gain access to Charter's 24/7 Spectrum Disability Support Center phone and chat service); Kim Rebuttal Testimony (Ex. 1) at 2:8-11 ("Charter's Customer Commitment is backed by transparent service guarantees, and the reporting requirements [Brevitz] proposes are unnecessary to ensure the benefits of the Customer Commitment to subscribers because Charter already offers credits if it falls short.").

¹⁵⁰ Kim Rebuttal Testimony (Ex. 1) at 4:9-5:18.

¹⁵¹ Kim Rebuttal Testimony (Ex. 1) Att. A; see also *id.* at 4:9-5:18; Tr. Vol. 5 (Kim) at 481:1-482:20.

¹⁵² Joint Application at 17.

¹⁵³ Falk Opening Testimony (Ex. 29) at 9:9-14 (referring to list of many awards and recognitions Charter has received, accessible at <https://corporate.charter.com/awards-recognitions>).

the use of 100% U.S.-based customer service representatives will deliver improvements for Cox customers through quicker resolution of issues, including during customers' initial contact with the company, and increased customer satisfaction.¹⁵⁴

Charter is also committed to making customer service fully accessible. For example, in July 2025, Charter launched the Spectrum Access App, an immersive entertainment experience that sends an audio description of what is happening on screen or closed captioning directly to a user's mobile device. The app was designed by Charter's award-winning Accessibility Center of Excellence team, which develops fully accessible products and services responsive to customer interests and needs. Cox customers will also gain access to Charter's 24/7 Spectrum Disability Support Center phone and chat service, staffed by English and Spanish-speaking agents specializing in support for customers with vision, hearing, and cognitive disabilities. Charter's accessibility efforts have been recognized on the *Forbes* 2025 'Accessibility 100' list and with the 2023 Helen Keller Achievement Award from the American Foundation for the Blind.¹⁵⁵

Significantly, Charter's high performance today, following its successful integration of the Time Warner Cable and Bright House Networks systems in 2016, demonstrates that any concerns about integration-related quality of service impacts are unwarranted.¹⁵⁶ Under the Settlements, quality of service will be further enhanced by Charter's Settlement commitment to invest at least \$275 million to upgrade its legacy California service area network, which will substantially improve broadband speeds and capacity pursuant to enforceable annual milestones.¹⁵⁷ Moreover, any concerns about service reliability and resiliency raised by Cal Advocates were either resolved by the reporting and oversight mechanisms set forth in the Cal Advocates Settlement or deemed to be more appropriate for proceedings of general applicability.¹⁵⁸ Accordingly, after the

¹⁵⁴ Leading up to the Transaction, [BEGIN CONFIDENTIAL] [REDACTED] [END CONFIDENTIAL] Ex. 2, Errata Rebuttal Testimony of Greta Kim on Behalf of Joint Applicants (Highly Confidential) at 7:22-23. Today, Cox sends a [BEGIN CONFIDENTIAL] [REDACTED] [END CONFIDENTIAL] of customer service calls offshore. *Id.* at 8:1-2. Over the past year, [BEGIN CONFIDENTIAL] [REDACTED] [END CONFIDENTIAL] *Id.* at 8:2-5.

¹⁵⁵ Falk Opening Testimony at 8:21-9:8; *see also* Tr. Vol. 8 (Goodman) at 997:17-20 (acknowledging these awards).

¹⁵⁶ Brevitz Opening Testimony at 40:1-6.

¹⁵⁷ CETF Settlement at 8-9.

¹⁵⁸ *See* Joint Motion to Adopt Cal Advocates Settlement at 11-12.

Transaction, Cox California customers will continue to receive high-quality service.

C. The Transfer will maintain or improve quality of management.

Consistent with Section 854(c)(3), the Transfer will improve management quality. While there is no “resulting public utility” as contemplated by the statute, Cox California will be managed by a combined company led by a team of highly knowledgeable professionals from both Charter and CEI.¹⁵⁹ Charter and its management team have received numerous awards and recognitions related to customer service, customer experience, and accessibility.¹⁶⁰ Charter will also draw on Cox’s management expertise and history of providing quality service to California customers to strengthen its own successful management history.¹⁶¹ Charter will bring to the combined company business practices that have generated a track record of recognition for high-quality management.

D. The Transfer is fair and reasonable to affected employees.

The Transfer also satisfies Section 854(c)(4) because it is fair and reasonable to affected employees. The combined company does not have public utility employees, as the statute contemplates, but applying that standard to employees more generally, the Transfer and the broader Transaction will benefit workers for the reasons stated above, including Charter’s extension of wages, benefits, training, and award-winning career-advancement opportunities for veterans, *see* Section IV.B.2, *supra*.¹⁶² Charter has also reaffirmed its continued commitment to a 100 percent U.S.-based sales and customer service workforce.¹⁶³

E. The Transfer is fair and reasonable to the majority of affected shareholders.

Satisfaction of Section 854(c)(5) is undisputed: the Transaction is fair and reasonable to the majority of all affected shareholders. Cox California has no shareholders (such that this provision has no application to Cox California) and Charter’s shareholders will receive valuable businesses, which will drive future value.¹⁶⁴ Indeed, more than 99% of Charter’s shareholders, including many independent shareholders, voted to approve the Transaction on that basis.¹⁶⁵

¹⁵⁹ Falk Opening Testimony at 25:6-26:6.

¹⁶⁰ *Id.* at 9:9-14.

¹⁶¹ Joint Application at 36; *see also* Kim Rebuttal Testimony (Ex. 1) at 5-6.

¹⁶² *See, e.g.*, Tr. Vol. 6 (Falk) at 693:21-699:4.

¹⁶³ *See, e.g.*, Kim Rebuttal Testimony (Ex. 1) at 7:16-18.

¹⁶⁴ Murphy Opening Testimony (Ex. 52) at 6:11-15, 11:11-19.

¹⁶⁵ Falk Opening Testimony (Ex. 29) at 27:2-5.

F. The Transfer is beneficial on an overall basis to state and local economies and communities in the area served.

Section 854(c)(6) asks whether the proposed Transfer is beneficial on an overall basis to state and local economies and the communities in the area served by the resulting public utility. As described above, the broader Transaction will result in substantial pro-consumer and pro-competitive benefits, including but not limited to accelerated deployment of advanced technology, increased pressure on markets to keep prices lower, improved service, product value, and customer service.¹⁶⁶ Another specific benefit is Charter's commitment to continuing Cox's philanthropic work with a \$50 million grant to establish a foundation to promote community leadership and support in the communities where the combined company operates.¹⁶⁷

Benefits to state and local economies also will be enhanced by the Settlements. As discussed above, *see supra* Section IV.A, Charter has made numerous commitments that will provide immediate and durable economic benefits to Californians. Charter's \$30 million investment in CETF's digital inclusion programs—including \$7 million specifically allocated to RBCs and MPOs—will fund community-based outreach and digital literacy programs that reach the households most difficult to connect throughout the Combined Company Service Area.¹⁶⁸ And Charter's \$5 million investment in CDFIs through its Spectrum Community Investment Loan Fund (“Loan Fund”) program will channel capital to small businesses in ESJ communities that have historically lacked adequate access to credit, directly furthering the Commission's ESJ Action Plan goals.¹⁶⁹ Charter's New California LifeLine Service Tiers will also provide eligible low-income customers with affordable, fixed-price broadband service for a five-year term with no long-term contracts or early termination fees. The \$20 100/20 Mbps California LifeLine Service Tier and the \$30 100/20 Mbps California LifeLine Service Tier with residential wireline voice options ensure that subscribers to these tiers who apply the LifeLine Broadband Pilot subsidy can receive these services *for free*, at no monthly cost to the consumer.

The Standalone Non-LifeLine Service Tier extends a \$20 broadband option to qualifying low-income customers who are not enrolled in the formal LifeLine Broadband Pilot, ensuring that

¹⁶⁶ *Id.* at 7:8-24:4, 27:7-16; *see generally* Keating Opening Testimony (Ex. 19).

¹⁶⁷ Falk Opening Testimony (Ex. 29) at 31:16-20.

¹⁶⁸ CETF Settlement at 6-7; *see* Section VI.F, *infra*.

¹⁶⁹ CETF Settlement; *see also* Tr. Vol. 7 (Falk) at 823:9-826:11.

no eligible household lacks access to affordable service because of program enrollment complexities. These commitments build on existing Cox low-income programs: for at least five years following close, existing Cox customers enrolled in low-income tiers may maintain those tiers, providing continuity of affordable service during and after the transition.

Other benefits of the Settlements will extend even more broadly. For instance, Charter's provision of free broadband and WiFi service to 50 anchor institutions will expand public internet access at schools, libraries, community centers, and other community-serving facilities.¹⁷⁰ And Charter's annual consultation with RBCs, MPOs, and community-based organizations will create a structured, ongoing mechanism for community stakeholders to provide input on capital investment and deployment planning.¹⁷¹ Charter also commits to additional consultation with Tribes in the Combined Company Service Area to better communicate plans relating to capital investments or deployment activities that will serve these Tribal communities.¹⁷² Charter's planned \$275 million network evolution project and broadband deployment commitments to unserved areas will also facilitate stronger and more accessible service for California communities.¹⁷³ Taken together, these commitments will enhance economic opportunity, digital inclusion, and community development throughout the Combined Company Service Area.

G. The Transfer will preserve the jurisdiction and capacity of the Commission to effectively regulate and audit California public utility operations.

Consistent with Section 854(c)(7), the Transfer will preserve the Commission's jurisdiction and its capacity to effectively regulate public utility operations. Neither the Transfer nor the Transaction will impact the Commission's ability to regulate Cox California, which will continue to hold, and operate in accordance with, its existing Certificate of Public Convenience and Necessity ("CPCN"),¹⁷⁴ and will continue to be subject to all applicable regulations.

H. The Transfer does not require mitigation measures because there are no significant adverse consequences that may result.

Section 854(c)(8) asks whether the proposed Transfer provides mitigation measures to prevent any significant adverse consequences. While Joint Applicants do not believe mitigation

¹⁷⁰ CETF Settlement at 9.

¹⁷¹ *Id.* at 11.

¹⁷² *Id.* at 11-12.

¹⁷³ *Id.* at 8-9.

¹⁷⁴ Falk Opening Testimony (Ex. 29) at 35:4-8.

measures are needed because there is no credible risk of Transaction-specific harm in light of the fact that Charter and Cox do not compete for the same customers today, *see infra* Section IX, the Settlements resolve any concerns raised in this proceeding, *see supra* Section IV.A, including issues raised by non-settling Intervenors, and therefore no mitigation measures are warranted.

VII. GRANTING THE JOINT APPLICATION WILL RESULT IN DEMONSTRABLE BENEFITS TO ESJ COMMUNITIES AND WILL FURTHER THE COMMISSION'S EFFORTS TO ACHIEVE THE GOALS OF THE COMMISSION'S ESJ ACTION PLAN.

Joint Applicants have consistently maintained programs and offerings in California that further the goals of the Commission's ESJ Action Plan.¹⁷⁵ The Transfer, the broader Transaction, and the Settlements will further bolster Joint Applicants' ability to serve and engage with ESJ communities in California, and directly advance the ESJ Action Plan by addressing affordability, price certainty, continuity of service, small business support, and meaningful access to communications services for households that are disproportionately represented in ESJ communities, including through community WiFi. The Settlements, in particular, provide concrete, measurable, and enforceable public interest benefits that ensure Commission approval of the Transfer will produce direct and specific benefits to ESJ communities.

A. The Transfer enhances affordability, transparency, and price certainty for ESJ community members.

The Transfer and the broader Transaction will generate substantial pro-consumer affordability benefits, especially for ESJ communities.¹⁷⁶ Charter has a strong history of offering a variety of affordable, high-speed internet packages to help meet the budget needs of its customers, including in under-resourced communities.¹⁷⁷ Charter has offered SIA since 2016 as a low-cost internet service program available to qualifying low-income households.¹⁷⁸ Today, SIA offers qualifying households reliable internet access featuring 50 Mbps download and 10 Mbps upload speeds for only \$25 per month, and Charter offers a still-further discount to \$15 per month.¹⁷⁹ Charter's low-cost offerings provide better value and additional benefits for Cox's current

¹⁷⁵ Falk Opening Testimony (Ex. 29) at 27:6-35:2; Tr. Vol. 6 (Falk) at 684:1-9 (acknowledging that written testimony discusses how the Transfer will advance the goals of the ESJ Action Plan); *see also* Falk Rebuttal Testimony (Ex. 21) at 17-19.

¹⁷⁶ Falk Opening Testimony (Ex. 29) at 27:7-16.

¹⁷⁷ *Id.* at 27:17-20.

¹⁷⁸ *Id.* at 27:20-22.

¹⁷⁹ *Id.* 27:23-28:4; Tr. Vol. 6 (Falk) at 660:22-661:12, 664:3-665:8.

low-income customers who switch to Charter's offerings.¹⁸⁰ Since Charter's low residential retail rates are offered consistently across its footprint, Cox's current California customers, including ESJ communities, will directly benefit from the Transfer by gaining access to these lower prices.¹⁸¹

Both Charter and Cox entities operating in California have longstanding commitments to providing low-income customers with affordable voice services through the federal Lifeline and California LifeLine programs, as well as low-income broadband plans.¹⁸² And, Charter has committed to extend its participation in the California LifeLine Broadband Pilot in the Cox service areas, if the Transfer is approved and the Transaction moves forward. Cox customers will gain access to Charter's low-income plans, which offer better prices, broader eligibility, and faster upload speeds.¹⁸³ New groups of Cox customers may qualify for SIA, Charter's low-income offering, even if they were ineligible for Connect2Compete, Cox's low-income internet offering, because eligibility for Connect2Compete is limited to households with a child in grades K-12.¹⁸⁴ SIA is not limited in the same way and also includes disabled individuals, senior citizens, or any others that qualify for the program.¹⁸⁵

Moreover, enforceable affordability commitments are the cornerstones of the Settlements. Building on these efforts to expand low-income offerings following the close of the Transaction, Charter will establish and maintain the New California LifeLine Service Tiers, available to all eligible residential broadband customers within the Combined Company Service Area.¹⁸⁶ Charter will also make available to both new and existing California customers the Standalone Non-LifeLine Service Tier, which provides 100/20 Mbps residential home internet access service for \$20 per month.¹⁸⁷ These commitments, enhanced by commitments to marketing and educational initiatives,¹⁸⁸ are tailored to the needs of California customers, specifically designed to promote affordability in ESJ communities, and will enable CETF, in partnership with community-based

¹⁸⁰ Falk Rebuttal Testimony (Ex. 21) at 12:13-22; Andreski Rebuttal Testimony (Ex. 7) at 17:1-18:12.

¹⁸¹ Falk Rebuttal Testimony (Ex. 21) at 10:9-12.

¹⁸² Tr. Vol. 6 (Falk) at 664:21-665:11 (discussing Charter's participation in the LifeLine Broadband Pilot, in addition to SIA).

¹⁸³ Andreski Rebuttal Testimony (Ex. 7) at 21.

¹⁸⁴ Tr. Vol. 7 (Falk) at 831:3-832:13.

¹⁸⁵ *Id.*

¹⁸⁶ Cal Advocates Settlement at 3-10.

¹⁸⁷ Cal Advocates Settlement at 6; CETF Settlement at 3.

¹⁸⁸ See Sections VII.B and C, *infra*.

organizations and other municipal partners, to undertake best efforts to close the digital divide for 100,000 low-income households.¹⁸⁹

Charter's promotional pricing commitments in the Cal Advocates Settlement will also resolve any concerns related to the distribution of the benefits from the company's promotional pricing. Certain Intervenors in this proceeding have alleged that Charter's use of promotional pricing in California resulted in greater benefits for some California communities than others.¹⁹⁰ The evidentiary record does not bear out these claims; Charter disputes them and has presented evidence to the contrary.¹⁹¹ However, despite the lack of any factual basis for this concern in the evidentiary record, Charter's promotional pricing commitment in the Cal Advocates Settlement resolves them.¹⁹² This commitment, together with the new low-income service tier offerings, will directly help ensure that all customers—including low-income customers and households in ESJ communities—benefit from Charter's transparent and consistent pricing practices,¹⁹³ including by ensuring consistent promotional pricing statewide.¹⁹⁴ The three-year and five-year timeframes of the promotional pricing and affordability commitments, respectively,¹⁹⁵ are expected to generate significant consumer savings, and reflect a balanced approach that provides meaningful consumer benefits while recognizing that the broadband marketplace will continue to evolve over that time, such that commitments beyond those terms and timeframes are unnecessary and would only

¹⁸⁹ CETF Settlement at 3 (“The MOU reached between Charter and CETF is designed to address the interests of low-income consumers and to advance the Commission’s environmental and social justice objectives enumerated in its Environmental and Social Justice Action Plan[.]”).

¹⁹⁰ See, e.g., Tr. Vol. 6 (Falk) at 707:1-12 (discussing whether Charter’s promotional and retail pricing are consistent across its footprint); Brevitz Opening Testimony (Ex. 70) at 20:1-2 (citing to “Broadband Competition and Pricing Strategies in California’s Urban Markets: A Comparative Analysis of Major Internet Service Providers in San Mateo, Oakland, Los Angeles, and San Diego”; The Public Advocates Office, January 14, 2026.); Brevitz Rebuttal Testimony (Ex. 79), Exhibit DB-23 at 11-14.

¹⁹¹ Andreski Rebuttal Testimony (Ex. 7) at 4:10-13; Ex. 146, Exhibits to the Direct Testimony of Bixia Ye on Behalf of the Public Advocates Office, Exhibit D.14 at 16 (Cal Advocates study concluding that its analysis suggests that promotional pricing is *not* driven by neighborhood income); Tr. Vol. 8 (Brevitz) at 959:13-961:5 (discussing methodological inconsistencies of AI-generated study on census tracts).

¹⁹² Cal Advocates Settlement at 10-11.

¹⁹³ See Falk Opening Testimony (Ex. 29) at 29:4-6. Charter’s commitments regarding promotional pricing also render unnecessary TURN’s suggestion to require Charter to provide machine-readable address-level pricing data, as this condition’s objective of ensuring pricing consistency is now otherwise addressed. See Brevitz Opening Testimony (Ex. 70) at 47:1-3; Brevitz Rebuttal Testimony (Ex. 79) at 20.

¹⁹⁴ When Charter offers targeted promotions in specific areas, the commitment defines a process for additional cost savings to be extended to all customers, no matter their location within the service footprint.

¹⁹⁵ Cal Advocates Settlement at 7-11.

hamper the combined company's ability to compete effectively against rivals in California.

Further, for these benefits to effectively reach customers, Charter commits to establishing and documenting clear enrollment processes for Charter's low-income internet service offerings and to ensuring that all relevant call center agents receive training and have access to materials designed to provide adequate information regarding the availability of, and processes to enroll in, these low-income offerings.¹⁹⁶ Charter also commits to consulting with CETF about how call center agents can best help prospective and existing customers who qualify for affordable offers, including and especially those in ESJ communities.¹⁹⁷

B. The Transfer will result in increased investment in ESJ Communities.

The Transfer will also enable Charter to continue growing its existing philanthropic and engagement programs that promote career paths, digital literacy, and economic opportunity in ESJ communities, including its existing Loan Fund, Spectrum Community Center Assist, and the Broadband Field Technician Apprenticeship Program.¹⁹⁸

Moreover, as a result of the Settlements, Charter plans to invest¹⁹⁹ a total of \$30 million in digital inclusion initiatives, with funds allocated to operating and managing the CETF Digital Equity Ecosystem, providing grants and reimbursements to promote and implement digital inclusion programs, and supporting CETF's Green Technology Initiative to refurbish technology for use in low-income households.²⁰⁰ And Charter commits to investing \$5 million through its Loan Fund program to support CDFIs that operate or lend in California for the purpose of providing loans to undercapitalized small business institutions in predominantly ESJ communities.²⁰¹ Charter's commitments will help CETF reach its goal of closing the digital divide

¹⁹⁶ CETF Settlement at 5.

¹⁹⁷ *Id* at 5.

¹⁹⁸ Falk Opening Testimony (Ex. 29) at 31:11-33:19; Falk Rebuttal Testimony (Ex. 21) at 18:5-19:5; Tr. Vol. 7 (Falk) at 823:9-21; *see also* Tr. Vol. 6 (Falk) at 689:16-690:17 (describing Charter's Broadband Field Technician Apprenticeship Program); Tr. Vol. 8 (Goodman) at 998:5-25 (acknowledging the benefits of the Spectrum Community Center Assist program).

¹⁹⁹ For purposes of this condition, "invest" shall mean that Charter has, prior to the expiration of the five-year term of this MOU, invested a total of \$5 million through the Loan Fund in CDFIs that operate or lend in California. The timing of loans made by a CDFI to small businesses in California under this condition is outside Charter's reasonable control. An investment in CDFIs by Charter or a foundation funded by Charter may be used to fulfill this obligation, provided all other terms of this condition are met.

²⁰⁰ CETF Settlement at 6-8.

²⁰¹ *See* Cal. Pub. Utils. Comm'n, *Environmental and Social Justice Action Plan* (Version 2.0, Apr. 7, 2022), <https://www.cpuc.ca.gov/esjactionplan>; CETF Settlement at 10-11; *see also* Tr. Vol. 7 (Falk) at

for 100,000 low-income California households.²⁰²

Charter will similarly make a significant financial commitment—at least \$275 million—to complete its network evolution upgrade within three years, benefitting consumers in ESJ communities throughout Charter’s existing California service area with substantially improved broadband speeds and capacity.²⁰³ If BEAD funding does not materialize, Charter also agrees to submit at least one bona fide application for state or federal broadband grant funding to deploy last-mile broadband infrastructure to serve any remaining identified unserved or underserved locations in its California service territory, with a Charter capital contribution of up to \$3,000 per funded location.²⁰⁴ This commitment addresses the concerns raised in the record that such households will be left without broadband connectivity. Charter will also provide free broadband service (500/20 Mbps) and WiFi service, at no charge, to 50 eligible anchor institutions for five years, thereby expanding free public access and ensuring Charter’s free connectivity extends out into the members of the ESJ communities that these institutions serve.²⁰⁵

C. The Transfer will foster economic, workforce, and partnership opportunities in ESJ communities.

The Transfer will also result in additional economic opportunities in alignment with the ESJ Action Plan. As part of its settlement with CETF, Charter will broaden its existing outreach and endeavor to engage with both California community partners, including, but not limited to, the California LGBTQ Chamber of Commerce, the California African American Chamber of Commerce, the California Hispanic Chambers of Commerce, the CalAsian Chamber of Commerce, Small Business Utility Advocates, ShowBiz Kids Foundation, the California Workforce Association, and the Foundation for California Community Colleges, and national community partners, such as the Women’s Business Enterprise National Council, the National Minority Supplier Development Council, National Disability Institute, National LGBT Chamber of Commerce, the Veterans Business Development Officers, and the National Resource Development Council.²⁰⁶ Charter also specifically commits to annual consultations with RBCs,

823:9-824:22 (describing Charter’s California CDFI investments, including following the 2025 wildfires).

²⁰² CETF Settlement at 7-8.

²⁰³ *Id.* at 8.

²⁰⁴ *Id.* at 10-11.

²⁰⁵ *Id.* at 9-10.

²⁰⁶ *Id.* at 13.

MPOs, and CBOs in California, which creates an ongoing, structured mechanism for community stakeholders to provide input on Charter’s capital investment and deployment.²⁰⁷ In support of these efforts, Charter will leverage and strengthen its longstanding relationships with community partner organizations—including Native American-focused organizations—as well as develop new relationships.²⁰⁸ Specifically, Charter will consult with affected Tribes upon request and designate a point of contact for Tribal engagement, facilitating ongoing engagement between Charter and Tribal governments adjacent to or within the service territory.²⁰⁹

Charter has repeatedly demonstrated its dedication to providing workforce benefits and development opportunities.²¹⁰ Through the Settlements, Charter renews its commitment to broadening its existing outreach to include a greater focus on small business organizations, and it will continue to engage with its supplier communities as well as other constituencies such as rural and economically disadvantaged communities in California.²¹¹ Charter already offers a Broadband Field Technician Apprenticeship Program in California and all other states in which it provides service.²¹² This community-focused program was developed to attract, train, and retain a highly skilled and locally based workforce in areas where Charter’s network is built.²¹³ The program is a self-progression program, which allows employees to make decisions about their chosen careers and gain in-depth knowledge about their jobs and industries.²¹⁴

Charter further commits to invest \$5 million through its Loan Fund to channel capital to small businesses in California that have historically lacked adequate access to credit, and an additional \$2 million to expand its VetConnect Program.²¹⁵ Charter makes additional commitments relating to increased supplier and procurement engagement, including by agreeing to collaborate with CETF on outreach efforts for small businesses to become certified by the

²⁰⁷ *Id.* at 10-12.

²⁰⁸ Tr. Vol. 6 (Falk) at 745:2-747:11 (Highly Confidential) (noting Charter’s grants to Tribal organization).

²⁰⁹ CETF Settlement at 11-12.

²¹⁰ Falk Opening Testimony at 27.

²¹¹ Tr. Vol. 8 (Goodman) at 999:11-1,000:18 (confirming Charter’s policies to ensure nondiscrimination and equal opportunity for suppliers, and that its use of diverse suppliers grew from 2024 to 2025).

²¹² Falk Opening Testimony (Ex. 29) at 33:12-19; Falk Rebuttal Testimony (Ex. 21) at 19:2-5; Tr. Vol. 6 (Falk) at 689:2-690:17 (describing Charter’s Broadband Field Technician Apprenticeship Program).

²¹³ Falk Opening Testimony (Ex. 29) at 33:12-19; Falk Rebuttal Testimony (Ex. 21) at 19:2-5.

²¹⁴ Falk Opening Testimony (Ex. 29) at 33:12-19; Falk Rebuttal Testimony (Ex. 21) at 19:2-5.

²¹⁵ CETF Settlement at 12, 14.

Commission's Supplier Clearinghouse to provide services or products to utilities and other providers participating in the Commission's Supplier Diversity Program.²¹⁶ In sum, Charter's commitments demonstrate how the Transfer will enable Charter to improve on its current practices,²¹⁷ better and more directly prioritize a variety of suppliers, small businesses, and members of the workforce in ESJ communities.

VIII. GRANTING THE JOINT APPLICATION WILL ENHANCE PUBLIC SAFETY AND NETWORK RESILIENCY.

A. The Transfer will improve public safety and network resiliency in California.

The Transfer will maintain or improve public safety and resiliency by uniting Charter's and Cox's personnel and infrastructure, creating a combined company that is better positioned than either company individually to support continuity and security of critical operations during and after emergencies.²¹⁸ As described in Section IV.B.4 *supra*, the Transaction will enable the combined company to access and distribute additional emergency solutions across an expanded geographic footprint, establish redundant network routes, and expand Cox's enterprise-grade cloud backup and disaster recovery service solutions to institutions and businesses footprint-wide.²¹⁹

The Settlements further guarantee robust network investment, including Charter's commitment to invest at least \$275 million as part of its major initiative to evolve its network in California, resulting in symmetrical gigabit speed capability across the Charter footprint within three years,²²⁰ substantially improved broadband speeds and capacity, coupled with free broadband and WiFi service, to 50 anchor institutions for five years, expanding public internet availability.²²¹ These investments will ensure that the Transfer, combined with Charter's additional commitments made in these Settlement agreements, directly advance public safety connectivity.

Beyond these already substantial benefits, the Cal Advocates Settlement further establishes that any other aspects of public safety and network resiliency are currently the subject of separate ongoing proceedings outside of the specific terms of this Transaction (*i.e.*, they are issues of

²¹⁶ *Id.* at 12-13.

²¹⁷ Tr. Vol. 8 (Goodman) at 994:24-1,000:13 (generally acknowledging Charter's host of inclusive policies, including accommodations for individuals with disabilities, religious accommodations, a 24/7 Disability Support Center phone and chat service, and nondiscrimination and equal opportunity for suppliers).

²¹⁸ Falk Opening Testimony (Ex. 29) at 4:4-7, 13:12-23.

²¹⁹ *Id.* at 12:21-13:10, 15:4-11; Tr. Vol. 6 (Falk) at 712:17-23.

²²⁰ CETF Settlement at 8.

²²¹ *Id.* at 8-9.

general applicability, not specific to the Commission’s review of the Transfer, and will be resolved through the Commission’s general rulemaking authority, on a statewide basis, for all providers.²²² Accordingly, Cal Advocates and Joint Applicants determined that any other issues related to public safety and network resiliency are, by their terms, more appropriately addressed through the Commission’s rulemaking authority in a proceeding of general applicability rather than as part of a specific Transaction.

B. The Transfer will facilitate investments in network resiliency, including storm hardening, natural disaster response, network redundancy, and first responder access.

Charter has already invested significantly in infrastructure and technology, and the company has taken several key steps to ensure the resilience and continued operations of its critical customer-supporting platforms and operational-support systems.²²³ This includes investments to ensure compliance with the Commission’s wireline resiliency requirements—and to maintain Charter’s consistently strong performance in resiliency audits—and continuously monitoring and planning for threats such as high network demand, natural disasters, and cyber-related events.²²⁴

In California, Charter has devoted significant attention to network resiliency, storm hardening, and natural disaster responses.²²⁵ For example, Charter works to provide 72-hour backup power at its wireline power supplies in Tier 2 and 3 High Fire Threat Districts and at least 72-hour backup power at all of its larger California headend and hub facilities.²²⁶ Charter conducts regular preventive maintenance and testing of its fixed critical infrastructure, while also reviewing facilities at risk from extreme weather events and takes proactive measures to minimize risk.²²⁷ If a natural disaster strikes, Charter works quickly to safely conduct field surveys to identify impacted customers and restore connectivity.²²⁸ In the aftermath of the 2025 wildfires, Charter deployed its emergency wireless and WiFi capabilities in affected areas, and offered proactive credits to

²²² Cal Advocates Settlement at 11-12.

²²³ Falk Opening Testimony (Ex. 29) at 12:10-15:11.

²²⁴ *Id.* at 12:10-15:11; Tr. Vol. 7 (Falk) at 824:2-22 (confirming that the Transfer’s community investment benefits have a direct resiliency impact); Tr. Vol. 6 (Falk) at 717:13-718:2 (confirming that Charter’s mobile generator deployment strategy is designed to ensure compliance with the commitments under the Commission’s resiliency plan).

²²⁵ Falk Opening Testimony (Ex. 29) at 13:11-23.

²²⁶ Tr. Vol. 6 (Falk) at 707:18-709:20, 716:18-717:6.

²²⁷ Falk Opening Testimony (Ex. 29) at 13:11-23.

²²⁸ *Id.*

customers who experienced service outages.²²⁹ Charter has also made investments in technology and product development to offer customers more resilient equipment options.²³⁰

As a result of the Transaction, the combined company will have access to an even larger pool of personnel and critical equipment that it can draw upon in the event of natural disasters or emergencies than each individual company does today, providing a significant boost in capacity, capability, and responsiveness.²³¹ This can help enable faster service restoration for impacted communities within the Cox California territory by creating a unified employee workforce operating on a harmonized network and allowing the combined company to rely more on trained employees who are familiar with the network's infrastructure.²³² In turn, this will improve network resilience and help to minimize the impact of outages or service disruptions on customers.²³³

Charter is therefore well equipped to ensure that its networks remain resilient, and to leverage the resources of the combined company to further bolster public safety and other critical operations for customers across the combined footprint in California.

IX. THE TRANSFER IS NOT ADVERSE TO THE PUBLIC INTEREST AND THE RECORD DEMONSTRATES SUBSTANTIAL BENEFITS WITH NO CREDIBLE RISK OF TRANSACTION-SPECIFIC HARM, AND NO CONDITIONS BEYOND THE COMPREHENSIVE SETTLEMENT COMMITMENTS ARE WARRANTED.

Cumulatively, the Settlements followed substantial and lengthy negotiations, resolve all credible issues raised in the proceeding, and address any alleged risk of Transaction-specific harm. Incorporation of any additional conditions proposed by non-settling Intervenors are unnecessary to ensure realization of the Transaction's substantial California benefits, risks curtailing the very same benefits that support approval, and would be contrary to the Joint Applicants' goal of expeditiously providing benefits to California customers without delay. The Commission imposes transaction-approval requirements only to "mitigate any significant negative impacts" of a proposed transaction,²³⁴ and has otherwise rejected suggested conditions when it found "no basis

²²⁹ Response to Administrative Law Judge Inquiry, A.25-07-016 at 19 (Mar. 30, 2026).

²³⁰ See Tr. Vol. 5 (Rodrian) at 496:17-497:21 (describing capabilities of Charter's Invincible WiFi router, which maintains a home internet connection through a wireless connection and backup battery in the event of a commercial power outage or interruption of service in the wireline network).

²³¹ Falk Opening Testimony (Ex. 29) at 15:4-11; Tr. Vol. 6 (Falk) at 715:7-20.

²³² Falk Opening Testimony (Ex. 29) at 15:4-11.

²³³ *Id.*

²³⁴ *In re the Joint Application of TracFone Wireless, Inc. (U4321C), América Móvil, S.A.B. de C.V. and Verizon Communications, Inc. for Approval of Transfer of Control over Tracfone Wireless, Inc.,*

upon which to conclude that such adverse consequences which these conditions are designed to mitigate would result from this transaction.”²³⁵ The record identifies no such harms, and thus there are no legal or factual bases for any additional conditions. Moreover, to the extent that further conditions requested by non-settling Intervenors relate to broadband, mobile, or video services offered by Joint Applicants’ affiliates that are not public utilities regulated by the Commission, they are outside the scope of the Commission’s authority to impose under Section 854.²³⁶

Intervenors generally proposed conditions to address six main issues: (1) deployment,²³⁷

D.21-11-030 at 8, 2021 Cal. PUC LEXIS 564, at *8; see also *In re the Joint Application of Sprint Communications Company L.P. (U5112) and T-Mobile USA, Inc., a Delaware Corporation, For Approval of Transfer of Control of Sprint Communications Company L.P. Pursuant to California Public Utilities Code Section 854(a)*, D.20-04-008 at 35-36, 2020 Cal. PUC LEXIS 529, at *40 (analyzing whether “conditions or mitigation measures” would “prevent significant adverse consequences which may result from the merger” (quotation marks omitted)).

²³⁵ *In re the Joint Application of Verizon Communications, Inc. (Verizon) and MCI, Inc. (MCI) to Transfer Control of MCI’s California Utility Subsidiaries to Verizon, Which Will Occur Indirectly as a Result of Verizon’s Acquisition of MCI*, D.05-11-029 at 111-12, 2005 Cal. PUC LEXIS 517, at *169 (conditions proposed by TURN and other parties had “little merit” given the lack of “adverse consequences” resulting from the transaction); see also *Joint Application of Frontier Communications Corporation, New Communications Holdings, Inc., New Communications ILEC Holdings, Inc., New Communications of the Southwest Inc., Verizon West Coast Inc. (U1020C), Verizon California Inc. (U1002C), New Communications Online and Long Distance, Inc., Verizon Long Distance, LLC (U5732C) and Verizon Enterprise Solutions, LLC (U5658C) For Approval of the Sale of Assets, Transfer of Certificates and Customer Bases, and Issuance of Additional Certificates*, D.09-10-056 at 18, 2009 Cal. PUC LEXIS 546, at *28 (“Because the transaction will result in no adverse consequences to customers, employees, shareholders, or the public in California, no mitigation measures are needed.”).

²³⁶ Joint Applicants’ discussion of benefits relating to these services and their subsequent voluntary commitment to realizing some of these benefits through negotiated Settlements does not provide the Commission with authority to impose any conditions related to broadband, mobile, or video on Joint Applicants’ non-utility affiliates under Section 854, nor does it constitute a waiver of Joint Applicants’ jurisdictional arguments. Joint Application at 14 n.33; Response to Protests at 19-20.

²³⁷ See, e.g., Ex. 56, Intervenor Testimony of Sunne Wright McPeak, President and CEO, California Emerging Technology Fund at 8:5-9:18 (Feb. 11, 2026) (“McPeak Opening Testimony (Ex. 56)”); Ex. 55, Rebuttal Testimony of Sunne Wright McPeak, President and CEO, California Emerging Technology Fund at 24-27 (Mar. 11, 2026); Ex. 176, Rebuttal Testimony of Joshua Srago on Behalf of the Public Advocates Office at 6:3-18 (Mar. 11, 2026) (“Srago Rebuttal Testimony (Ex. 176)”); Brevitz Opening Testimony (Ex. 70) at 46; Administrative Law Judge’s Fifth Ruling Directing Filing of Additional Information Within 10 Days, A.25-07-016 (Mar. 18, 2026).

(2) affordability,²³⁸ (3) digital inclusion and community investment,²³⁹ (4) GO 156 compliance and small business support,²⁴⁰ (5) outreach, collaboration, and reporting,²⁴¹ and (6) service quality and network resiliency.²⁴² Charter already has voluntarily committed to numerous actions and investments in the Settlements that comprehensively address *all* credible issues raised in this proceeding. Additional conditions beyond the substantial commitments voluntarily made by Charter would impose unreasonable burdens and are unnecessary, as described below.

Deployment: Conditions relating to network upgrades and deployment reporting beyond the commitments Charter made in the CETF Settlement are redundant. The record does not establish any harms relating to network and deployment resulting from the Transfer. Rather, the record clearly demonstrates how the Transfer will enable Charter to dedicate additional capital and resources toward deployment initiatives, ultimately creating tangible benefits.²⁴³ Charter commits to investing significant funds to upgrade its California network, subject to buildout milestones, and has also agreed to apply for grant funding, if such funding is made available, for any unserved or underserved locations identified by Charter to be in its territory that do not receive BEAD funding, providing a backstop to ensure that customers in Charter’s footprint will gain access to quality service.²⁴⁴ Charter also already provides the Commission with granular serviceability data at an individual location level, consistent with Public Utilities Code Sections 281.6 and 5895.

Affordability: Joint Applicants submit that the Settlements resolve any and all affordability-

²³⁸ See, e.g., McPeak Opening Testimony (Ex. 56) at 9:4-10:5, 13:3-9; McPeak Rebuttal Testimony (Ex. 55) at 10:2-11:2, 26:4-27:3; Ex. 84, Rebuttal Testimony of Rigo Hernandez on Behalf of the California Emerging Technology Fund at 7:3-17 (Mar. 11, 2026) (“Hernandez Rebuttal Testimony (Ex. 84)”); Louie Opening Testimony (Ex. 133) at 7:8-8:9; Falcon Opening Testimony (Ex. 145) at 8:1-16; Ex. 129 Bartulo Opening Testimony on Behalf of the Public Advocates Office at 14:1-16; Brevitz Opening Testimony (Ex. 70) at 47; Brevitz Rebuttal Testimony (Ex. 79) at 19-20; Administrative Law Judge’s Fifth Ruling Directing Filing of Additional Information Within 10 Days, A.25-07-016 (Mar. 18, 2026).

²³⁹ See, e.g., McPeak Opening Testimony (Ex. 56) at 13:10-14, 20:19-21:16, 26:7-19; McPeak Rebuttal Testimony (Ex. 55) at 8:1-9:2, 17:8-18:2; Administrative Law Judge’s Fifth Ruling Directing Filing of Additional Information Within 10 Days, A.25-07-016 (Mar. 18, 2026).

²⁴⁰ See, e.g., Ex. 81, Rebuttal Testimony of Paul Goodman, Legal Counsel, Submitted on Behalf of Center for Accessible Technology at 17-21 (Mar. 11, 2026) (“Goodman Rebuttal Testimony (Ex. 81)”).

²⁴¹ See, e.g., McPeak Opening Testimony (Ex. 56) at 20:19-21:9; Goodman Rebuttal Testimony (Ex. 81) at 20-21; Hernandez Rebuttal Testimony (Ex. 84) at 7:20-8:2.

²⁴² See, e.g., McPeak Rebuttal Testimony (Ex. 55) at 7:11-22; Srago Rebuttal Testimony (Ex. 176) at 2:7-20, 7:4-7.

²⁴³ See Section VI.F, *supra*. See, e.g., Falk Opening Testimony (Ex. 29) at 4:4-7, 13:11-15:11, 19:3-17.

²⁴⁴ CETF Settlement at 8.

related concerns, including those raised by non-settling Intervenors, and that the record does not contain any credible evidence of a Transaction-related harm to affordability requiring further conditions.²⁴⁵ Even without such commitments in place, there is no affordability harm that must be counterweighted—Charter’s low-cost offerings will provide better value and additional benefits for Cox’s customers who choose to switch. Nevertheless, Charter’s substantial new commitments in the Settlements ensure that, across the Combined Company Service Area, *every* eligible low-income household has access to broadband at *no net monthly charge* when coupled with the LifeLine Broadband Pilot subsidy, and *every* household has access, with limited exception, to the same promotional pricing²⁴⁶ available elsewhere in the state. Specifically, Charter commits to: (i) creating the New California LifeLine Service Tiers and the Standalone Non-LifeLine Service Tier, which will result in multiple services offerings that, when coupled with the LifeLine Broadband Pilot subsidy, will result in no net monthly charge for enrolled customers, (ii) permitting both new and existing eligible customers to enroll in the New California LifeLine Service Tiers and the Standalone Non-LifeLine Service Tier; (iii) significantly expanding eligibility (relative to its current SIA offering) for the Standalone Non-LifeLine Service Tier; (iv) allowing current Cox customers enrolled in a qualifying low-income service tier to retain their current plans for at least five years following the close of the Transaction; and (v) offering new residential customer promotions on a statewide basis, at the following fixed prices for three years from closing: 1000/35 Mbps for \$70/month, 500/20 Mbps for \$50/month, and 100/20 Mbps for \$30/month.²⁴⁷

These new commitments build on Charter’s existing affordable plans and promotions to which Cox customers will gain access, including lower (relative to Cox) introductory *promotional* prices for standalone broadband plans²⁴⁸ and lower *non-promotional* prices and more favorable terms for standard residential internet service offerings,²⁴⁹ mobile services with better non-price

²⁴⁵ See, e.g., Tr. Vol. 6 (Falk) at 619:2-22; Tr. Vol. 7 (Falk) at 831:3-832:13; Falk Opening Testimony (Ex. 29) at 27:17-30:7; Andreski Rebuttal Testimony (Ex. 7) at 21:1-10.

²⁴⁶ Other than the defined circumstances in which the Cal Advocates Settlement allows Charter to offer even steeper discounts. See Section IV.A.2, *supra*.

²⁴⁷ Cal Advocates Settlement at 3-10; CETF Settlement at 5-6.

²⁴⁸ Andreski Rebuttal Testimony at 5 (explaining that Charter’s introductory, promotional pricing is \$30/month less for its 1 Gbps offering and \$35/month less for its 500 Mbps offering compared to Cox).

²⁴⁹ Andreski Rebuttal Testimony at 6 (explaining that Charter’s non-promotional prices for its standard residential internet service offerings is \$34/month less for its 1 Gbps offering and \$24/month less for its 500 Mbps offering compared to Cox).

terms than Cox,²⁵⁰ video services offering greater value at lower prices than Cox,²⁵¹ and bundled services, which are generally not available from Cox.²⁵² Charter will make all these offerings available to all eligible Cox customers with the *choice* to select one of Charter’s better-value packages or remain on the plan they currently enjoy. As discussed above, these significant pricing benefits, enhanced by the specific and robust Settlement commitments, will ensure that California customers benefit from more affordable prices, while reflecting a balanced approach that recognizes the evolving competitive landscape of the broadband marketplace. Additional commitments would disrupt the balance achieved by the Settlements and upset the combined company’s ability to compete effectively in California. Moreover, any specific condition related to non-utility services (*i.e.*, broadband) offered by non-utility affiliates, whose price the Commission does not have authority to regulate, would fall outside of the scope of the Commission’s authority in this proceeding.²⁵³

Digital Inclusion and Community Investment Initiatives: Joint Applicants maintain that the Transfer will not create harms to ESJ communities, digital inclusion efforts, or Charter’s GO 156 efforts.²⁵⁴ Rather, the Transfer and related Settlement commitments will allow Charter to increase its investments and philanthropic efforts to reach more California customers across ESJ

²⁵⁰ Andreski Rebuttal Testimony at 7-8 (explaining that, for Spectrum Mobile unlimited plans, both of Spectrum’s options offer lower prices and higher premium data allowances than Cox. Spectrum offers \$30 per additional line for 30 GBs of premium data or \$40 per additional line for 50 GBs of premium data, while Cox offers \$40 per line for only 20 GBs of data).

²⁵¹ *Id.* at 8 (explaining that the Spectrum TV Platinum plan includes 230+ channels and, at no additional cost, access to HBO Max Basic with Ads, ESPN Unlimited, Hulu, Disney+, Paramount+ Essential, Peacock Premium with Ads, FOX One, AMC+ with Ads, Tennis Channel, and ViX Premium with Ads, with a combined retail value of approximately \$140 per month, while Cox’s Contour TV Ultimate plan has a higher advertised monthly price for a package with a similar number of channels and streaming services with a combined retail value of up to \$75 per month).

²⁵² *Id.* at 9 (explaining that Charter offers 1 Gbps home internet plus two unlimited lines of mobile wireless service for \$100 per month for the first two years, increasing to \$145 per month by year five, constituting a significant discount off of the standard retail rate for these products and relative to a comparable plan from Cox, which would cost \$170 per month).

²⁵³ *See* Cal. Const. art. XII, § 6 (limiting the Commission’s plenary jurisdiction to “public utilities”). The definition of “public utility” does not include internet service providers. Cal. Pub. Util. Code Section 216(a)(1) (defining “[p]ublic utility” as “every common carrier, toll bridge corporation, pipeline corporation, gas corporation, electrical corporation, telephone corporation, telegraph corporation, water corporation, sewer system corporation, and heat corporation”).

²⁵⁴ Tr. Vol. 6 (Falk) at 729:4-731:15 (Highly Confidential); Tr. Vol. 7 (Falk) at 823:9-829:22.

communities.²⁵⁵ Charter has voluntarily agreed to extensive digital inclusion, community investment, and ESJ-focused commitments, in the form of investments, outreach programs, and expansion of community opportunities.²⁵⁶ These commitments, including the \$30 million investment in CETF’s digital inclusion programs to fund community-based outreach and digital literacy activities in California, fully address repeated requests for such initiatives raised at the PPHs,²⁵⁷ surpass any statutory or regulatory requirement in California, and illustrate Charter’s dedication to serving California communities.

GO 156 Compliance and Small Business Support: In the CETF Settlement, Charter commits to fostering its existing relationships with suppliers in compliance with GO 156, engaging with additional supplier communities as well as other constituencies such as rural and economically disadvantaged communities in California, and broadening its outreach to include a greater focus on small business organizations. As part of that expanded outreach, Charter will focus on small businesses and will continue to engage with supplier communities as well as ESJ communities.²⁵⁸ Further, Charter commits that a senior-level executive will attend the Commission’s annual Supplier Diversity En Banc hearings.²⁵⁹ Finally, Charter will also support CETF’s outreach efforts for small businesses to become qualified under the Commission’s Supplier Clearinghouse Program by informing its subcontractors about the process and resulting benefits.²⁶⁰ No additional conditions are warranted.

Outreach, Collaboration, and Reporting: Charter’s Settlement commitments reinforce its dedication to continued engagement with the California communities it serves. In addition to Charter’s \$1.5 million investment to educate consumers on its low-income broadband services, Charter will maintain a webpage to advertise and inform customers about those offers, maximizing reach in high-eligibility areas.²⁶¹ Charter also agrees to participate in stakeholder meetings—one with appropriate RBCs and MPOs, and one with CBOs within six months after closing and

²⁵⁵ See Section VII, *supra*.

²⁵⁶ CETF Settlement at 6-8.

²⁵⁷ Community members participating in PPHs consistently requested digital inclusion commitments from Charter, and these commitments are reflected in the CETF Settlement.

²⁵⁸ For a full list of California and national community partners that Charter plans to engage with, see Section VII.C, *supra*.

²⁵⁹ CETF Settlement at 12.

²⁶⁰ *Id.* at 13.

²⁶¹ Cal Advocates Settlement at 9; CETF Settlement at 5-6.

annually thereafter.²⁶² And it will develop, following the stakeholder consultation contemplated in the CETF Settlement, a specific deployment schedule identifying the geographic markets and anticipated timing of the \$275 million network upgrades, and will provide an annual report documenting its progress in completing the same. Further, the CETF Settlement establishes a separate Tribal-engagement framework through which Charter will establish a dedicated Tribal liaison to consult with affected Tribes within the Combined Company Service Area.²⁶³

In addition to an independent compliance monitor in connection with the Settlements,²⁶⁴ Charter will also be accountable through a broad reporting structure. For example, under the Cal Advocates Settlement, Charter will provide Cal Advocates and the Commission with a biannual report on its participation in affordability programs that tracks subscriber accounts across LifeLine (including LifeLine Broadband Pilot customers) and non-LifeLine affordable service tiers.²⁶⁵ Charter will also file annual reports with (1) Cal Advocates to demonstrate compliance with promotional-pricing provisions of the Cal Advocates Settlement, alongside, (2) parallel annual reporting obligations under the CETF Settlement, through which Charter will provide a report including robust low-income enrollment, participation data, and advertising and marketing efforts using the pledged annual outreach funding.²⁶⁶ Charter additionally commits to hold an annual meeting with CETF to discuss these efforts and to note progress on the training and performance of call center agents responding to customer requests regarding its affordable internet offerings.²⁶⁷

In light of these significant commitments, no additional conditions are warranted.

Service Quality, Network Resiliency, and Reliability: Charter's resilient and reliable network and strong track record of quality service negates the need for additional service quality conditions.²⁶⁸ The Transfer will not harm service quality, resiliency, or reliability but will instead enhance it for customers across the combined company's territory.²⁶⁹ Charter also already

²⁶² CETF Settlement at 11.

²⁶³ *Id.* at 11-12.

²⁶⁴ CETF Settlement at 15-16.

²⁶⁵ Cal Advocates Settlement at 10.

²⁶⁶ *Id.* at 10-11; CETF Settlement at 5-6, 8, 13.

²⁶⁷ CETF Settlement at 6.

²⁶⁸ *See* Section VIII, *supra*.

²⁶⁹ Charter's Customer Commitment further enhances these efforts. *See, e.g.*, Falk Opening Testimony (Ex. 29) at 25:5-26:6.

complies with wireline resiliency and GO 133-D service quality reporting requirements.²⁷⁰ Charter will continue to comply with updated GO 133-E requirements when effective. As noted above, the Cal Advocates Settlement further establishes that any other aspects of public safety and network resiliency not already addressed fully in the Joint Application and enhanced by the Settlements fall outside of the specific terms of this Transaction, and can only be properly considered in a generally applicable Commission proceeding.²⁷¹ Accordingly, Cal Advocates and Joint Applicants determined that any other issues related to public safety and network resiliency are, by their terms, more appropriately addressed through the Commission's rulemaking authority in a proceeding of general applicability rather than as part of a specific Transaction.

X. CONCLUSION

Joint Applicants respectfully submit that the Transfer will affirmatively serve the public interest and should be approved under Section 854, without any conditions beyond Charter's existing voluntary commitments set forth in the Settlements. The Transfer and Settlements will benefit California consumers by offering better value, lower prices, and more expansive service offerings, including for low-income families and households in ESJ communities. The Transaction will also generate efficiencies for increased investment in infrastructure and innovation, benefit California workers, increase competition, and improve public safety and resiliency. In sum, the robust record in this proceeding demonstrates that the Transfer will produce significant benefits without countervailing Transaction-specific harms, and Joint Applicants respectfully request that the Commission grant approval on or before August 13, 2026.

Respectfully submitted,

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²⁷⁰ Kim Rebuttal Testimony (Ex. 1), at 4.

²⁷¹ Cal Advocates Settlement at 11-12