EXHIBIT TURN-44

STATE OF CONNECTICUT

PUBLIC UTILITIES REGULATORY AUTHORITY

RE:	**APPLICATION OF CHARTER COMMUNICATIONS, INC. FOR APPROVAL OF A CHANGE OF CONTROL**	**:**	**DOCKET NO. 25-08-11**
		:	**DECEMBER 22, 2025**

BRIEF OF WILLIAM TONG, ATTORNEY GENERAL FOR THE STATE OF CONNECTICUT AND OFFICE OF CONSUMER COUNSEL ON APPLICATION OF CHARTER COMMUNICATIONS, INC. FOR APPROVAL OF A CHANGE OF CONTROL

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INTRODUCTION

William Tong, Attorney General for the State of Connecticut ("Attorney General"), and Claire E. Coleman, Consumer Counsel, ("OCC") (the "Public Advocates") hereby file their brief in the above-referenced matter concerning the August 5, 2025 application for a change of control ("Application") filed by Charter Communications, Inc. ("Charter" or "Applicant"), seeking control over the subsidiaries of Cox Communications, Inc. ("Cox") that provide telecommunications and video services in Connecticut (Collectively, the "Petitioners"). This proposed change of control would occur as a result of a transaction between Charter and Cox's parent company Cox Enterprises, Inc. ("CEI"). Application, 1. The Public Utilities Regulatory Authority ("PURA" or "Authority") should reject the Application without prejudice. Specifically, while the Application as filed sufficiently covers Cox Communications, Inc. ("Cox") subsidiaries, it fails to meet the statutory requirements of Conn. Gen. Stat. § 16-43(a) and § 16-47 to approve the transaction for Charter, Cox, and CEI on the parent level. Approval of the Application as submitted would undermine the statutory authority of PURA and should be corrected by the Petitioner to reflect all aspects of the Transaction occurring between Charter, Cox, and CEI.

In the event the Authority determines to proceed with the review of the Application, it should only approve the Application after imposing meaningful conditions on the operation of the combined company to best ensure Charter and Cox customers are not negatively impacted by the change of control. These meaningful conditions include affordability commitments,

compliance with consumer protections for Connecticut, cybersecurity/privacy protections, local control commitments, and public safety and reliability commitments.

I. Background on Transaction and Who is Applying for Approval of Transfer of Control Over Which Entity

By Application dated August 5, 2025, Charter requested that PURA approve a change of control over the subsidiaries of Cox that provide telecommunications and video services in Connecticut. Charter also specified "This change of control will occur as a result of a transaction between Charter and Cox's parent company Cox Enterprises, Inc. ("CEI") (the "Transaction") . . . ."[1]

Charter and Cox, along with CEI, are holding companies over entities that operate under certificates of cable franchise authority and as certified competitive telecommunications providers. As such the holding companies and their subsidiary entities are subject to the change of control provisions of Conn. Gen. Stat. § 16-47.[2] Holders of certificates of cable franchise authority are also defined under Connecticut law as community antenna television companies[3] with an authorization "pursuant to section 16-331q conferring the right to a community antenna television company to own, lease, maintain, operate, manage or control a community antenna television system in, under, or over any public highway to . . . offer community antenna television service in a community antenna television company's designated service area. . . ."[4] Significantly, both community antenna television companies and holders of certificates of cable franchise authority are public service companies subject to all applicable obligations, requirements and standards of public service companies, unless otherwise exempted by statute.[5]

Finally, while not directly disclosed in the Application,[6] discovery has revealed that the

[1] Application at 1.
[2] In 2023, the General Assembly amended Section 16-47 so that holders of certificates of cable franchise authority and of video franchise authority, certified telecommunications providers, and holding companies thereof were subject to the holding company/transfer of control statute effective July 1, 2023.
[3] Conn. Gen. Stat. § 16-1(a)(10) (defining "community antenna television company").
[4] Conn. Gen. Stat. § 16-1(a)(43) (defining "certificate of cable franchise authority"). "Community antenna television service" and "community antenna television system" are also defined terms under Conn. Gen. Stat. §§ 16-1(a)(11) and (12).
[5] This proceeding is particularly significant given that Public Act 07-253 endowed holders of certificates of cable franchise authority and of video franchise authority with licenses in perpetuity, e.g., no term limit, and no mandatory periodic review of performance, compliance or customer service standards.
[6] The Application discloses very little specifics of "intended financing", revealing only the intent "[t]o finance the approximately $4 billion cash competent of the Transaction. . . ." Application at 33. There are no direct disclosures in the text of the Application concerning the pledge of public service company assets owned by Cox and Charter entities in Connecticut.

Transaction requires the pledge of the assets of CoxCom, LLC, which holds the public service company assets for Cox in Connecticut, along with the public service company assets of Charter in Connecticut, that requires approval under Conn. Gen. Stat. § 16-43(a)(2).

II. Charter and Cox Failed to Include All Required Statutory Approvals In The Application.

Unfortunately, Charter's application did not cover all aspects of the Transaction in their Application. Filed pursuant to Conn. Gen. Stat. § 16-47 and its corresponding regulations, the relief requested is sought only by Charter for the transaction with the Cox subsidiaries, not with CEI, Cox's parent company. The OCC formally advised Charter, Cox and CEI on two separate occasions–in addition to private communications–that the Application submitted on behalf of Charter is inadequate to obtain from PURA all the necessary approvals (or rulings that no such approvals) are required under Section 16-47. OCC Comments on Scope of Proceeding (Aug. 18, 2025); OCC Comments on Scope of Proceeding – Supplement No. 1 (Oct. 3, 2025).[7] In response to OCC's August 18, 2025 correspondence, the Authority responded:

> [a]t this early stage, the Authority does not take a position on whether the Authority's jurisdiction over the proposed transaction extends beyond the Cox Licensees. The Authority also declines to expand the scope of this proceeding beyond the application. Absent a written application to the Authority, any changes of control are unlawful and may be subject to civil penalties or voided at any time by Authority order. Expanding this docket to changes of control for which an application has not been received would extend statutory rights to a party that has not sought to avail itself of them.

PURA letter to Burt Cohen, Esq. and Thomas Wiehl, Esq. (Aug. 22, 2025) at 2 (emphasis supplied). Charter and Cox subsequently responded on October 17, 2025, in effect also requesting the Authority "further elaborate on its position," seeking an advisory opinion on the applicability of Section 16-47 to several components of the application. In pertinent part, the Authority reiterated:

> [a]s previously stated by the Authority, the rights of applicants under General Statutes § 16-47 "only attach upon the filing of a written application to the Authority, a foundational event from which all statutory deadlines in General Statutes § 16-47 are calculated." PURA Corresp., Aug. 22, 2025, p. 2. The Authority interprets General Statutes § 16-47 as an application-driven statute that allows applicants to shape the scope

[7] "On August 21, 2025, Charter, joined by Cox Communications Inc. (Cox), filed a response arguing "the Application contains all of the information necessary for the Authority's review" and requesting Authority review based upon the Application as filed." PURA letter to David W. Bogan, Esq. and Zachary R. Bestor, Esq. (Nov. 18, 2025).

> of their own proceedings through their control over the scope of their application. Here, the Authority declines to read more substance into an application than its authors chose to include. Accordingly, the scope of this proceeding is unchanged, and Authority review of this change of control shall be limited to those components that directly implicate the Cox Licensees the Applicants chose to include in the Application.

PURA letter to David W. Bogan, Esq. and Zachary R. Bestor, Esq. (Nov. 18, 2025) at 1-2 (emphasis supplied). Notwithstanding these cautionary statements on the record from PURA and OCC, Charter–with or without Cox or CEI–has not taken any measures to ensure that PURA's jurisdiction would encompass all the changes of control that would be effectuated under the Transaction. Accordingly, the Public Advocates submit that the application requesting only the indirect transfer of control of the subsidiaries of Cox Communication, Inc. ("Cox") that provide telecommunications and video services in Connecticut as originally filed with PURA is incomplete for the scope of the Transaction actually presented.

Pursuant to Conn. Gen. Stat. § 16-47(a), PURA must determine which person or entity has a controlling interest in the public service companies.[8] These companies all provide essential services to residents and businesses in the State of Connecticut using facilities located in public streets and highways. Moreover, Conn. Gen. Stat. §16-11 provides that "[t]he general purposes of this section and sections 16-19, 16-25, 16-43 and 16-47, are to assure to the state of Connecticut its full powers to regulate its public service companies, to increase the powers of the Public Utilities Regulatory Authority and to promote local control of the public service companies of this state, and said sections shall be so construed as to effectuate these purposes." (Emphasis supplied.) In addition, Conn. Gen. Stat. § 16-22, requires that any transfer of ownership of assets or a franchise of a public service company requires a showing "that said transfers of assets or franchise is in the public interest." (Emphasis supplied.)

For the reasons described below, this Docket tests not only the scope of the Authority's jurisdiction over holding companies in transfer of control proceedings under Conn. Gen. Stat. § 16-47 and financing terms that involve the pledge of assets of public service companies under Conn. Gen. Stat. § 16-43, but also the Authority's assertion of its full powers and jurisdiction under each of those statutes as set forth in Conn. Gen. Stat. § 16-11.

[8] Those entities include gas companies, electric distribution companies, water companies, telephone companies, community antenna television companies, holders of certificates of cable franchise authority, certified telecommunications providers and certified competitive video service providers. Conn. Gen. Stat. §16-47(a)(1).

A. Authority Approval of Merger of Cox Communications, Inc. into Charter Communications, Inc. is Required

Pursuant to Conn. Gen. Stat. § 16-47(c)(2), the Transaction requires PURA approval for Charter to take control over Cox Communications, Inc., which is a holding company over Cox's operating entities that provide video and telecommunications services.[9] Conn. Gen. Stat. § 16-47(c)(2) states "[n]o corporation . . . shall take any action that causes it to . . . acquire, directly or indirectly, control over such a holding company, or take any action that would if successful cause it to become or acquire control over such a holding company, with first making written application to and obtaining the approval of the authority." (Emphasis supplied.)

Charter Communications, Inc. is a holding company that proposes to control and assimilate into its corporate structure Cox Communications, Inc. (also a holding company) through a complex merger transaction. This Transaction will transform a holding company, Cox Communications, Inc., into an intermediate holding company under sole ownership and control of Charter Communications, Inc. This result is clearly shown in Exhibits A and Exhibit B of the Application, which reflect the pre-transaction and post-transaction ownership of Cox Communications, Inc.

The proposed Transaction is closely analogous to the one recently reviewed by the Authority in Docket No. 24-11-06, *Joint Application of Verizon Communications, Inc. and Frontier Communications Parent, Inc. For Approval of a Change in Control*. In Docket No. 24-11-06, Verizon sought approval to acquire the holding company Frontier Communications Parent, Inc. and its wholly owned subsidiary and operating company, The Southern New England Telephone Company ("SNET"). Upon closing,[10] Frontier Communications Parent, Inc.

[9] The entity holding the Connecticut certificates of cable franchise authority and of public convenience and necessity to provide telecommunications service fall under a wholly owned subsidiary of Cox named CoxCom, LLC, the parent company of which – Cox Communications, Inc. ("CCI") – is a holding company under Conn. Gen. Stat. §16-47(a). There is a second holding company in the Cox family of entities, Cox Enterprises, Inc. ("CEI"). In 2004, the DPUC found that "CEI and CCI are the direct and ultimate parent companies of Cox/New England" the d/b/a for CoxCom. DPUC Letter in Lieu of Decision, Docket No. 04-10-24, *Joint Petition of Cox Enterprises, Inc., Cox Communications, Inc., Cox Holdings, Inc. and CoxCom, Inc. d/b/a Cox Communications for New England for Rulings Concerning Tender Offer* (Nov. 9, 2004). The Department of Public Utility Control ("DPUC") has long acknowledged that "that under Conn. Gen. Stat. 16-47 a firm engaged in Connecticut operations could be found to have more than one holding company. The Authority is also of the opinion that a holding company relationship may exist even though an accounting consolidation or merger may not have taken place." Decision, Docket No. 88-07-30, *Petition of Comcast Corporation, Tele-Communications, Inc., Heritage Communications, Inc., and Heritage Cablevision of Connecticut for a Declaratory Ruling Regarding the Acquisition 19.0% Interest in Heritage Communications, Inc. for Comcast Corporation* (Dec. 21, 1988) at 9.

[10] The Verizon/Frontier merger has not yet received all the necessary approvals to close the transaction as of the filing of this brief.

will become an intermediate holding company under the sole ownership and control of Verizon Communications, Inc. In the final decision, PURA concluded "[t]he Authority has considered the effect of approval on Frontier's provision of safe, adequate, and reliable service as well as the location and accessibility of management and operations and on the impact of state resident employees."[11]

Although Charter and Cox conceded that, "[t]o the extent PURA finds this acquisition of control should be characterized as an acquisition of control of Cox itself, Charter clarifies and confirms that the Application requests such approval," (Charter and Cox Letter to PURA dated September 29, 2025) (emphasis supplied), the Application submitted is inadequate for such PURA review and should be rejected without prejudice. [12]

B. Authority Approval of CEI's Controlling Interest in the Combined Charter/Cox Entity is Required

Even if PURA accepts Charter's argument that the Application implicitly seeks the approval of the acquisition of control of Cox Communications, Inc., CEI's controlling interest in the combined Charter/Cox entity must still be addressed in this proceeding. Although the companies have avoided confirming it, CEI is obtaining a controlling interest in Charter Communications, Inc. based on the Application and the record.

Conn. Gen. Stat. § 16-47(a)(2) defines control as, "whether through [1] the ownership of voting securities, [2] the ability to effect a change in the composition of its board of directors or [3] otherwise." The Authority has recently considered the meaning of "directive control" under Conn. Gen. Stat. § 16-47(a)(2):

> Directive control applies when a person possesses "the power to direct or cause the direction of the management and policies of a [regulated company] or a holding company, whether through ownership of its voting securities, the ability to effect a change in the composition of its board of directors or otherwise." The Authority interprets directive control as an open-ended question for the factfinder that must be supported by evidence on the record demonstrating the ability to direct the company, but one that is not constrained to any specific definition of "the power to direct."

[11] Decision, Docket No. 24-11-06, *Joint Application of Verizon Communications, Inc. and Frontier Communications Parent, Inc. For Approval of a Change in Control* (June 11, 2025) at 11. (Emphasis supplied.)
[12] Although by letter dated October 3, 2025, OCC stated that it "is pleased that the Holding Companies [Charter and Cox] have endeavored to 'clarify the scope of the approvals requested in the Application," OCC Comments on Scope of Proceeding – Supplement No. 1 (Oct. 3, 2025) at 1, neither Charter nor Cox took any affirmative steps to supplement the Application.

Final Decision, Docket No. 25-04-03, *Joint Application of Aquarion Water Authority, South Central Connecticut Regional Water Authority and Eversource Energy For Approval of a Change of Control*, (Nov. 19, 2025) at 13 (footnotes omitted).

CEI will have much more than an investment in Charter, post-closing. CEI will not only be the largest shareholder of the new Charter but will also hold three seats on a board of thirteen members, one of whom will be Chairman of the Board.[13] CEI will indisputably have the power to direct or cause the direction of the management of Charter. This ability is evidenced in the transaction documents themselves that set forth this shared representation on and leadership of the Charter Board as well as the Delaware law that impacts the governance structure.[14] Charter is "organized under the laws of Delaware" and thus subject to those laws for purposes of corporate governance. Delaware law provides that "[t]he business and affairs of every corporation organized under this chapter shall be managed by or under the direction of a board of directors. . . ." 8 Del.C. § 141(a) (emphasis supplied). Three members of the Charter Board, one of which is Chairperson, provide CEI with a significant voice in management of "the business and affairs" of Charter. The Transaction, as it relates to CEI's "interest" in Charter, presents a classic case of why the statutory definition of control includes "the ability to effect a change in the composition of its board of directors." In the "or otherwise" category of Conn. Gen. Stat. § 16-47(a)(2), within a year of closing, Charter Communications, Inc. will be renamed Cox Communications, Inc., thereby terminating the name "Charter Communications," a condition that outwardly reflects CEI's ongoing role in the post-closing "business and affairs" of the new Charter, soon to be renamed under the Cox banner. Clearly, CEI will hold sufficient directive control over the merged entity to be deemed a holding company of Charter Communications, Inc. within the definitions of Conn. Gen. Stat. § 16-47(a).

In an industry that has seen many changes of control at the holding company level over the past four decades, a position on the board of directors of a company in a cable broadband public company has been recognized as a critical component of what constitutes control under General Statutes § 16-47, because selling companies want to have the ability to impact the

[13] Cox is designating Mr. Alex Taylor, the current President and CEO of Cox Enterprises, Inc., as its choice to serve as the chairman of the board of new Charter upon closing. Mr. Taylor will be continuing in his roles at CEI while holding the position of Board Chairman of new Charter, along with CEI's two other selections to serve on the Charter Board of Directors. See Resp. to OCC-2 and OCC-3.
[14] See 8 Del.C. § 141(a).

management and control of the acquiring company. For example, in Docket No. 88-07-30, *Petition of Comcast Corporation, Tele-Communications, Inc., Heritage Communications, Inc., and Heritage Cablevision of Connecticut for a Declaratory Ruling Regarding the Acquisition 19.0% Interest in Heritage Communications, Inc. for Comcast Corporation* (Dec. 21, 1988) (Docket No. 88-07-30), the Connecticut Department of Public Utility Control ("DPUC") considered an application whereby Comcast would acquire a 19.9% interest in Heritage Communications, Inc. ("HCI"), one of two holding companies over Heritage Cablevision, Inc., which operated in Connecticut as Heritage Cablevision of Branford as the holder of certificate of public convenience and necessity to operate as community antenna television company and a public service company. As part of the Stock Purchase Agreement, Comcast would have the right to appoint one member to the twenty-member board of directors of HCI. This right of appointment of a single director gave some of the DPUC commissioners strong concerns about Comcast's controlling interest, and the initial draft decision was withdrawn from consideration.[15] Following settlement discussions, Comcast agreed to surrender its right to the appointment of that one director to the HCI board as a condition for approval of the declaratory ruling sought by the applicants. Noteworthy is that the DPUC added this clause to the "Declarations" set forth as the final determinations made in response to the requests for ruling: "The amendment wherein Comcast will forever relinquish membership on HCI's Board of Directors shall be filed with The Department posthaste." Decision, Docket No. 88-07-30, at 9.[16] (Emphasis in original.) In the present case, there is simply no question that CEI's power to appoint three board members, including the Chairperson, constitutes a controlling interest within the meaning of Conn. Gen. Stat. § 16-47(a)(2).

The Public Advocates are in no way seeking to challenge, contest, or block CEI's roles

[15] "At a regular meeting held on the October 6, 1988, the panel of three commissioners was unable to reach an agreement on the draft decision presented for their approval. As required by _16-2(c) of the C.G.S., the matter was referred to the entire Authority for decision." Decision, Docket No. 88-07-30, *Petition of Comcast Corporation, Tele-Communications, Inc., Heritage Communications, Inc., and Heritage Cablevision of Connecticut for a Declaratory Ruling Regarding the Acquisition 19.0% Interest in Heritage Communications, Inc. for Comcast Corporation* (Dec. 21, 1988) at 1.

[16] The Decision in Docket No. 88-07-30 was cited in Decision, Docket No. 95-12-05, *Application of the Hazardville Water Company, the Jewett City Water Company and Edward Durant Investment Company for Approval of Reorganization* (Jan. 31, 1996) at 5, "as previously noted by the Department, the power of a minority owner to acquire and exert control is in direct proportion to the inability of the majority owners to act collectively and cohesively in contradiction to the minority. Docket No. 88-07-30, Petition of Comcast Corp. et. al. for a Declaratory Ruling Regarding the Acquisition of 19.0% Interest in Heritage Communications, Inc., Decision dated December 21, 1988, p. 6."

on the merged company's Board of Directors or otherwise. On the contrary, the Public Advocates could see potential benefits to CEI's directive control interest in this transaction based on Cox's strong commitments to the communities it serves.[17] The Public Advocates, nonetheless, remain deeply concerned that the positions taken so far by the Holding Companies in this Docket regarding the scope of the Authority's review is not consistent with Connecticut law, including on the CEI directive control, and, if accepted, has the potential to undermine PURA's statutory authority in future proceedings, particularly in the communications sector. Charter and Cox could have very easily sought a declaratory ruling on whether CEI would have control as defined under Conn. Gen. Stat. § 16-47(a)(2) prior to the filing of the Application or even as part of this Application, with the caveat that if PURA determined that CEI would have a controlling interest primarily due to its three board members, PURA would in the alternative approve that controlling interest. The Application is therefore insufficient for the Authority to approve the Transaction presented in this docket.

C. Authority Approval is Required for the Pledging of Assets Used by Public Service Companies for Financing Purposes.

The record is clear that the financing for the Transaction involves the pledging of assets of CoxCom, LLC, which is the holder of three certificates of cable franchise authority and thus a public service company as defined in Conn. Gen. Stat. § 16-1(a)(3). This was not disclosed in the Application, but confirmed in response to discovery requests.[18] Further, Charter "plans to issue additional indebtedness of approximately $4 billion to finance the cash component of the Transaction, which may be in the form of secured debt. The pledging of public service company assets is a fundamental concern for the Authority in any change of control proceeding. Pursuant to Conn. Gen. Stat. § 16-43(a):

> [a] public service company shall obtain the approval of the Public Utilities Regulatory Authority to directly or indirectly (1) merge, consolidate or make common stock with any other company, or (2) sell, lease, assign, mortgage, except by supplemental indenture in accord with the terms of a mortgage outstanding May 29, 1935, or otherwise dispose of any essential part of its franchise, plant, equipment or other property necessary or useful in the performance of its duty to the public.

[17] 11/19/25 Tr., 29 (Test. of Mr. Stamp).
[18] See Late Filed Exhibit 18 consisting of a data request response by Charter and Cox to the Rhode Island DPUC. This exhibit also reflects that Charter Communications, Inc. may have pledged its public service company assets in Connecticut as far back as 2016, and those assets remain pledged to this day.

(Emphasis supplied.)

There is a strong state interest in ensuring that public service company assets, particularly those constituting "any essential part of its franchise, plant, equipment or other property necessary or useful in the performance of its duty to the public" are not subject to contractual transfers of control due to defaults on financing agreements with financial institutions or other creditors.[19] Conn. Gen. Stat. § 16-43(a)(2) allows the Authority the opportunity to review the financial transaction to protect public service company assets in the event of a default. In addition to the prior approval requirement of Conn. Gen. Stat. § 16-43(a)(2), this provision puts the Authority (and the public) on notice when the essential facilities of public service companies are about to become encumbered by financing agreements.[20]

The Authority has most recently addressed a public service company's pledge of assets in the Frontier bankruptcy proceedings. Emerging from bankruptcy, Frontier confirmed that there would be no asset pledges involving The Southern New England Telephone Company ("SNET") while acknowledging that it would seek PURA approval for any future pledge of SNET assets post-bankruptcy. Decision, Docket No. 20-04-31, *The Southern New England Telephone Company d/b/a Frontier Communications of Connecticut (SNET) Bankruptcy Proceeding and Change of Control* (Feb. 3, 2021) at 12-13. The Authority was quite clear that any pledge of assets must be carefully reviewed prior to authorizing any change of control for a public service company. Specifically, the Authority found:

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[19] Title 16 broadly defines "Plant" as including "all real estate, buildings, tracks, pipes, mains, poles, wires and other fixed or stationary construction and equipment, wherever located, used in the conduct of the business of the company." Conn. Gen. Stat. § 16-1(a)(4) (emphasis supplied for applicability to communications services providers).

[20] The pledging of assets held by public service companies have long been recognized as requiring Conn. Gen. Stat. § 16-43(a) approval. See, e.g., Decision, Docket No. 95-10-26, *Application of Pegasus Cable Television of Connecticut, Inc. for Approval of Collateral Assignment of Assets* (Nov. 29, 1995) ("Pegasus Cable Television of Connecticut, Inc. (Company) requests approval for a collateral assignment of all its real and personal property (Assets) that, in effect, constitutes a continuation of a collateral assignment previously approved by the Department in 1992."); Supplemental Decision, Docket No. 94-09-07, *Application of Crown Media, Inc. and Crown Cable Limited Partnership for Approval to Transfer Assets to CCA Acquisition Corp.* (Jan. 18, 1995) at 1 (One day turn-around by DPUC for "specific approval of the financing, and of the pledge and mortgage of the transferred CATV assets to secure the loan . . . As requested, the Department hereby approves the financing with the group of banks led by Toronto Dominion, including the pledge and mortgage of the transferred assets in favor of the Toronto Dominion syndicate. . . ."); Decision, Docket No. 89-09-01, T*eleMedia Co of Western CT Acquisition of Control Over Valley Cable Vision Related Financing & Merger* (March 7,1995) ("The security arrangements with WCC [Westinghouse Credit] contemplate the pledge of all the stock of TMC Western and a security interest in substantially all of the assets of TMC Western and TMC Naugatuck. These factors, plus the end merger contemplated in Step 4 of the acquisition, invoke the collateral approval of the Department under Conn. Gen. Stat. Section 16-43").

> "[u]nder the Plan, all regulatory authorizations currently held by SNET will continue to be held by the same entity. Id., p. 22. No assignment of authorizations, certifications, assets, or customers of the operating subsidiaries will occur as a consequence of the Plan and SNET will continue to provide service to its existing customers pursuant to its existing rates, terms, and conditions. Id. c. Collateralization of SNET Assets Although the Restructuring does require SNET's stock to continue to be used as collateral for secured financing, the Authority finds the arrangement does not negatively affect Frontier's financial suitability. SNET's assets and cash flows are not currently pledged, and Frontier does not presently have any intention or plan to pledge such assets or cash flows. Only the equity interests of SNET were pledged by Frontier as security for financing. Response to Interrogatory FI-19. Frontier confirmed that this arrangement will remain in place after the Restructuring. Tr. 10/23/20, p. 113.
>
> Frontier notes that, if Reorganized Frontier defaulted on its secured debt obligations, creditors would not have recourse against SNET's assets because SNET's assets are not pledged as collateral, nor are they expected to be as part of any new financing. Response to Interrogatory FI-28. Instead, creditors would need to foreclose on the pledged SNET equity, which would potentially constitute a change of control requiring PURA approval. Response to Interrogatory FI-28.
>
> It should also be noted that Frontier testified that in a scenario where assets or cash flows were pledged rather than equity, Frontier would need to seek PURA approval for a transfer of assets. Tr. 10/26/20, pp. 114-115. Frontier further testified that it could not envision any restructuring scenario in which there would not be a change in control, thus triggering a PURA review. Id., p.115. Therefore, the Authority finds that the continued use of SNET equity as collateral under the Reorganization does not make Frontier financially unsuitable."[21]

Decision, Docket No. 20-04-31, *The Southern New England Telephone Company d/b/a Frontier Communications of Connecticut (SNET) Bankruptcy Proceeding and Change of Control* (Feb. 3, 2021) at 12-13. (Emphasis supplied.)

The pledging of public service assets is of particular concern where, as here, the surviving entities' debt load will be considerable. In its Application, Charter acknowledges it will issue additional new debt of approximately four billion dollars ($4,000,000,000) to finance the Transaction, which may or may not be secured.[22] In its application to the New York Public Service Commission, however, Charter admitted that "[t]he details of any such secured financing have not yet been determined; however, Charter presently anticipates that its cable subsidiaries,

[21] Decision, Docket No. 20-04-31, *The Southern New England Telephone Company d/b/a Frontier Communications of Connecticut (SNET) Bankruptcy Proceeding and Change of Control* (Feb. 3, 2021) at 12-13. (Emphasis supplied.)
[22] Application at 33.

including the Charter Cable Franchisees, would pledge their assets to secure such additional indebtedness on substantially the same terms as those same subsidiaries secure Charter's existed secured indebtedness today."[23] This highlighted portion was not included in the same portion of the Application in paragraph 7 p. 33 despite the clear disclosure requirements pursuant to Conn. Gen. Stat. § 16-43(a). The pledging of these assets is especially concerning considering that Charter's current total debt exceeds ninety-five billion dollars ($95,000,000,000) somewhat offset roughly by the $460 million in cash.[24] Post-closing, Charter will assume $11.8 billion of debt from Cox, with an estimated one hundred and twelve billion, six-hundred million ($112,600,000,000) in debt, with approximately close to $600 million in cash.

Charter claims that because its debt is "very long dated" and "mostly fixed cost" it will be manageable.[25] The Authority should not simply take Charter at its word, and the Public Advocates remain concerned that the current liabilities will continue to exceed current assets. The pledging of public service company and certified telecommunications provider assets to secure in part $112.6 billion in debt is a significant risk that must be factored into the Authority's analysis of the Application.[26] The Public Advocates maintain the Application as filed should be dismissed without prejudice, but should the Authority move forward with the present Application, the Authority should condition approval on the exclusion of Charter and Cox's public service company assets in Connecticut as security from any and all financing arrangements with creditors.[27]

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[23] Matter No. 25-M- 0466, Joint Petition of Charter Communications, Inc. ("Charter"), on behalf of its licensed telecommunications subsidiaries, Charter Fiberlink NY-CCO, LLC ("Fiberlink-NY"), Time Warner Cable Information Services (New York), LLC ("TWCIS-NY"), and Time Warner Cable Business LLC ("TWCB") (together, the "Charter Telecom Licensees") and its franchised cable television subsidiaries Spectrum Northeast, LLC and Spectrum New York Metro, LLC (together, the "Charter Cable Franchisees"), and Cox Enterprises, Inc. ("CEI") (collectively, the "Joint Petitioners") (Aug. 1, 2025) at 17 (This Application was unpaginated, but the quote appears on p17 of the PDF document, which includes a cover letter.) (Emphasis supplied).

[24] Tr. at 192.

[25] Tr. 195-197.

[26] Note that Charter did not request PURA to adjudicate the pledging of assets Charter and Cox public service company assets in this proceeding or in any other proceeding. The $112.6 billion debt issue necessitates caution, whether the Authority rules on the pledge of assets issue in its decision in this proceeding or in a subsequent proceeding limited to Conn. Gen. Stat. § 16-43(a).

[27] Should Charter and Cox seek approvals under Conn. Gen. Stat. § 16-43(a) to pledge the assets of any public service company or certified telecommunications services providers, the Authority is encouraged to evaluate the debt levels of the merged company with free cash flow to manage the interest payments required under the financing agreements.

III. Other Statutory Review Standards

Whether reviewed under Conn. Gen. Stat. § 16-47(d)(1) concerning the transfer of control of a community antenna television company, e.g., CoxCom, LLC, or holding company thereof or under Conn. Gen. Stat. § 16-47(d)(2) concerning the holder of a certificate of cable franchise authority, e.g., CoxCom, LLC, or holding company thereof, the standards for review of this transaction are essentially the same. The Authority is required to evaluate the following:

> (A) the financial, technological, and managerial suitability and responsibility of the applicant; and
>
> (B) the ability of the provider or holding company to provide safe, adequate, and reliable service to the public.[28]

The Authority has also recently evaluated the scope of the "public interest" standard codified in Conn. Gen. Stat. § 16-22 in Decision, Docket No. 25-04-03, *Joint Application of Aquarion Water Authority, South Central Connecticut Regional Water Authority and Eversource Energy For Approval of a Change of Control* (Nov. 19, 2025) at 14 (footnotes omitted):

> as the Proposed Transaction necessarily involves "the transfer of ownership of assets or a franchise of a public service company," General Statutes § 16-22 tasks the applicant with "the burden of proving . . . that said transfer of assets or franchise is in the public interest." As the term "public interest" is not defined in Title 16, the Authority's construction of the term is governed by General Statutes § 1-1(a).
>
> Public interest is commonly defined as "a specific public benefit or stake in something." Consequently, the Applicants must demonstrate that the Proposed Transaction provides a public benefit or advances the public's stake. The purpose of General Statutes § 16-22 is, therefore, to ensure that the benefits of a transaction involving a public service company . . . accrue not just to shareholders but to all stakeholders. Within the framework of a change of control proceeding, the public interest is a necessary component of each of the statutory factors in General Statutes § 16-47.

A. Concerns About Financing and Combined Debt.

As set forth in Section II. above, the Public Advocates are concerned that the pledging of public service company and certified telecommunications provider assets to secure in part $112.6

[28] Conn. Gen. Stat. § 16-47(d)(2) adds the language "subject to the authority's regulation", which is essentially a meaningless phrase because anything Section 16-47 decision rendered by PURA is of course subject to its regulation.

billion in debt and for future financing presents a significant risk that must be factored into the Authority's analysis of the Application.

The Transaction will be primarily financed through an exchange of equity. Charter will issue additional indebtedness of approximately four billion dollars ($4,000,000,000) to finance the case component of the transaction, which may or may not be in the form of secured debt. In its application to the New York Public Service Commission, Charter stated that "[t]he details of any such secured financing have not yet been determined; however, Charter presently anticipates that its cable subsidiaries, including the Charter Cable Franchisees, would pledge their assets to secure such additional indebtedness on substantially the same terms as those same subsidiaries secure Charter's existed secured indebtedness today." The highlighted portion was not included in the same portion of the Application in paragraph 7, p. 33 despite the clear requirement pursuant to Conn. Gen. Stat. § 16-43(a). While pledging of assets is common in transactions of this scope, the issue of pledging assets becomes more consequential given the current total debt load of Charter at ninety-five billion dollars ($95,000,000,000), somewhat offset by roughly $460 million in cash. Post-closing, Charter will assume $11.8 billion of debt from Cox, with an estimated one hundred and twelve billion, six-hundred million ($112,600,000,000) in debt, with approximately close to $600 million in cash. Charter believes that because its debt is "very long dated" and "mostly fixed cost" it will be manageable. Nevertheless, the Public Advocates remain concerned that the current liabilities will continue to exceed current assets.

B. Unknowns About Managerial Suitability

Post-closing, Charter will have a new Board of Directors, chaired by Alex Taylor, the President and Chief Executive Officer of Cox Enterprises Inc. ("CEI"), with two other directors selected by CEI. The record does not specifically identify who will be in charge of operations in Connecticut. Charter's Response to OCC-33 tries to persuade the Authority that there is no need to be concerned about who will be ultimately responsible for safety, reliability, workforce management, technical operations and customer service in Connecticut, even if those key positions have yet to be assigned. Neither Charter nor Cox presented witnesses in the hearings in this Docket regarding who would be managing key portions of these operations following the close of the Transaction.

If the Authority approves the Transaction, the Public Advocates recommend that within

sixty days of closing the Transaction, new Charter be ordered to submit a compliance filing identifying the names of all Board members, their non-Board related affiliations or employment positions and titles, and state of residence. Given the size of the merged company's presence in Connecticut, the Public Advocates recommend that the individuals who are in these positions be required to attend two PURA technical sessions following the merger to provide updates on and respond to questions on operational integration.[29]

C. Questions About Technological Suitability

The record is insufficient on key technology issues, specifically how the extension networks of the two companies will be integrated post-merger, what transmission technologies will be utilized post-merger, and whether a fiber network will ultimately be deployed to replace or supplement the current hybrid-fiber coaxial cable networks. The record in this proceeding suggests that any fiber buildout has been primarily used for enterprise/business customers that will pay for the installation of fiber but will not be used on a more universal basis throughout the current service areas to serve both residential and small business customers.[30]

This latter point is significant as Charter plans to reduce its capital expenditure from $11.4 billion to roughly $8 billion, "as our rural build commitments are completed and the investments that we've been making in our platforms and systems and people ebb back to a normal level,"[31] Charter currently has no ongoing "rural build commitments", as the General Assembly removed all outstanding DPUC construction and line-extension orders by legislation in 2007.[32] Accordingly, the record in this proceeding is devoid of any specific plans or commitments to undertake any major network upgrade or construction plans in Connecticut that will expand bandwidth and enable higher internet and other transmission speeds downstream or upstream.

The Public Advocates are disappointed about the lack of technological commitments. If PURA decides to approve the Transaction, the Public Advocates strongly recommend PURA

[29] For example, the Authority has delegated to EOE the task of conducting two technical sessions per year with company representatives in Docket No. 24-03-07, Investigation into Video Service Providers Customer Service Practices. OCC generally attends those sessions.
[30] See, e.g., Resp to OCC-54 and OCC-199.
[31] 11/19/25 Tr., 196.
[32] See Conn. Gen. Stat. § 16-331q(a) (prohibiting PURA from requiring a CCFA holder to comply with any facility build-out requirements), yet prohibiting any CCFA holder from denying access "to service to any group of potential residential subscribers based solely upon the income of the residents in the local area in which such group resides." Conn. Gen. Stat. § 16-331r.

impose a condition requiring a report within nine months of closing concerning planned technological improvements to the merged company networks in Connecticut, network integration and expansion plans, and plans for all wireline services, including but not limited to cable/video, voice or broadband. The Public Advocates recommend that this report be done on an annual basis, including an itemization of capital expenditures in Connecticut for a period of no less than five (5) years.

1. Cybersecurity and Data Privacy Commitments Must Be Added to Ensure Technological Suitability

In determining whether the proposed transaction meets technological suitability requirements by statute, it is critical for the Authority to fully consider the cybersecurity and data privacy implications of the proposed transaction. Indeed, on the second day of evidentiary hearings, Cox testified that CEI identified a reportable cybersecurity incident under Connecticut law that involved CEI data impacting Connecticut residents and had reported this incident to the Attorney General's Office.[33] The fact that one of the companies had to report a cybersecurity incident involving CEI data impacting Connecticut during the hearings underscores the importance of this issue. While cybersecurity and data privacy breaches are a constant threat, these threats are heightened during mergers, and the Authority must evaluate these issues to ensure technological suitability of the proposed combined entity.

The Companies repeatedly acknowledged in the hearings how important they viewed cybersecurity and data privacy. They also identified that Charter plans on prioritizing "both 1) quickly assessing risks and ensuring alignment and standardization across the companies on information security practices and procedures and key activity, and 2) harmonizing incident response capabilities as a Day One focus for the combined company."[34] However, when asked to identify a timeline for integration plans, the companies did not provide direct responses and noted that "the companies are in the early stages of integration planning."[35] Moreover, when asked to provide more details in the evidentiary hearings of preparing integration plans, the companies noted that they are having verbal discussions and working towards an integration timeframe, while still being careful about operating the businesses independently as this is

[33] 11/21/25 Tr., 224.
[34] Resp. to AG-7.
[35] Resp. to AG-7.

important to antitrust regulators.[36]

While the Public Advocates understand and are sympathetic to the antitrust concerns the companies have raised, the Authority should not approve the Transaction without meaningful commitments to ensure the integrity of customers' privacy and data security. For example, in the Late Filed Exhibits ("LFE") Hearing, when asked if the Companies would agree to provide an update or statement on the integration plan on the docket 90 days after the merger closed, the Companies objected to the question and declined to offer any further commitments beyond those set forth in the Application.[37] The Companies similarly would not commit to providing an updated statement or information 90 days following the close of the transaction regarding any plans for running impact protection assessments pursuant to § 42-522 of the Connecticut Data Privacy Act.[38]

These cybersecurity and data privacy integration issues are far too important for the Authority to approve without ongoing commitments from the merged entities. If the Authority is to approve this transaction, it should not do so without requiring the following commitments by the Companies:

- Assuming the merger is approved by all the relevant states and federal entities, 90 days after the closing of the merger, the Companies shall provide an update or statement on the integration plan to the docket; and
- Assuming the merger is approved by all the relevant states and federal entities, 90 days after the closing of the merger, the Companies shall provide (1) results of any impact protection assessments run pursuant to § 42-522 of the Connecticut Data Privacy Act over the past five years for Charter, Cox, and CEI and (2) updated information regarding any plans for running impact protection assessments pursuant to § 42-522 of the Connecticut Data Privacy Act for the merged entity.

D. The Authority Should Add Local Control Conditions to Keep Headquarters in Connecticut for a Number of Years

Conn. Gen. Stat. § 16-11 requires that, among other things, PURA keep fully informed as to public service companies' manner of operation and that:

[36] 11/19/25 Tr., 154.
[37] 12/3/25 LFE Hearing, Minute 52.
[38] 12/3/25 LFE Hearing, Minute 53.

> [t]he general purposes of this section and sections 16-19, 16-25, 16-43 and 16-47 are to assure to the state of Connecticut its full powers to regulate its public service companies, to increase the powers of the Public Utilities Regulatory Authority and to promote local control of the public service companies of this state, and said sections shall be so construed as to effectuate these purposes

(emphasis supplied).

Further, public service companies are defined by Conn. Gen. Stat 16-1(a)(3):

> (3) "Public service company" includes electric distribution, gas, telephone, pipeline, sewage, water and community antenna television companies and holders of a certificate of cable franchise authority, owning, leasing, maintaining, operating, managing or controlling plants or parts of plants or equipment, but shall not include towns, cities, boroughs, any municipal corporation or department thereof, whether separately incorporated or not, a private power producer, as defined in section 16-243b, or an exempt wholesale generator, as defined in 15 USC 79z-5a

(emphasis supplied). Since Charter and Cox are both holders of a certificate of cable franchise authority, the two companies are subject to the local control standard.

Charter testified at the hearings that as part of the merger agreement, for a period of time corresponding to Cox's ownership in the combined Company, Cox Enterprises, the Companies agreed to maintain approximately 2,000 employees at CEI headquarters based in Atlanta.[39] Charter further testified it intended to keep its headquarters in Connecticut,[40] in a 900,000 square foot building it spent $500 million to build, and that the "expectation is that we will continue to utilize that space to employ folks in Connecticut and that Connecticut is central to our operations."[41] However, when asked in the hearings how long the applicants anticipate the combined company's headquarters will stay in Stamford, Connecticut, Charter could not "make a promise or a commitment for a specific period of time."[42]

The location of the combined entity's headquarters fits squarely within the statutory charge of promotion of local control. As Charter noted in the hearings, it has a 900,000 square foot building in Stamford it spent millions to build. However, Georgia is the only state in this transaction to receive a robust commitment that goes beyond "intentions." Local control safeguards of the location of headquarters is a priority for Connecticut. If the Authority approves the Transaction, the Authority should only do so after imposing a condition of approval that

[39] 11/19/25 Tr., 99.
[40] 11/16/25 Tr., 60-61.
[41] 11/19/25 Tr., 105.
[42] 11/21/25 Tr., 358.

Charter keep the headquarters of the combined entity in Connecticut for 10 years.

IV. The Public Interest

As the Proposed Transaction necessarily involves "the transfer of ownership of assets or a franchise of a public service company," General Statutes § 16-22 tasks the applicant with "the burden of proving . . . that said transfer of assets or franchise is in the public interest." As the term "public interest" is not defined in Title 16, the Authority's construction of the term is governed by General Statutes § 1-1(a).[43]

Public interest is commonly defined as "a specific public benefit or stake in something."[44] Consequently, the Applicants must demonstrate that the Proposed Transaction provides a public benefit or advances the public's stake. The purpose of General Statutes § 16-22 is, therefore, to ensure that the benefits of a transaction involving a public service company, such as Charter and Cox, accrue not just to shareholders but to all stakeholders. Within the framework of a change of control proceeding, the public interest is a necessary component of each of the statutory factors in General Statutes § 16-47.

Conn. Gen. Stat § 16-22 establishes that "[a]t any hearing involving a rate or the transfer of ownership of assets or a franchise of a public service company, the burden of proving that said rate under consideration is just and reasonable or that said transfer of assets or franchise is in the public interest shall be on the public service company."[45] The burden of proving that this Transaction meets the public interest belongs to the Applicants, and yet, the Application fails to address or meet this burden. The record leaves many unanswered questions about how this Transaction will benefit cable customers at all. And, when asked in interrogatories and on cross-examination about areas of public interest including regulatory compliance with consumer protection rules, affordability and transparency, service quality and responsiveness, consumer privacy and cyber security, Charter and Cox were noncommittal,[46] and in some cases, questions were left entirely unanswered.[47] In several cases, Cox answered identical questions without complaint yet Charter refused to produce a response.[48] Notwithstanding the benefits suggested

[43] Final Decision, Docket No. 25-04-03, *Joint Application of Aquarion Water Authority, South Central Connecticut Regional Water Authority and Eversource Energy For Approval of a Change of Control* (Nov. 19, 2025) at 14
[44] Id.
[45] See Section III. *supra* at concerning the Authority's construction of Section 16-22 as applied in this Docket.
[46] See, e.g., OCC-79, OCC-80, OCC-82, and OCC-138.
[47] See, e.g., OCC-83, OCC-141, OCC-153, OCC-154, and OCC-155.
[48] See, e.g., Charter's failure to respond to OCC-153 and OCC-156.

by the Applicants, the Public Advocates have substantial concerns regarding whether the proposed merger will advance the public interest without additional safeguards and commitments.

A. Regulatory Compliance

The Public Advocates' inquiry of Charter and Cox's compliance with billing and termination rules is an integral aspect of its review of the companies' change of control application under the public interest standard. The Public Advocates issued interrogatories about the companies' respective billing methods, customer notification practices and corporate policies and procedures to determine if Charter's acquisition of Cox would result in improvements to current compliance methods and metrics. Concerningly, several interrogatory responses and responses during the hearings indicate Charter may not understand the full scope of its compliance requirements in Connecticut as a CATV company and public service company in Connecticut. Indeed, Charter's chief witness was not able to confirm on the record its status as a Public Service Company,[49] a regulated entity in Connecticut. Charter's deflection of the simple inquiry regarding whether it provides CATV services in Connecticut and its status as a Public Service Company is concerning, particularly when viewed in conjunction with its apparent noncompliance with cable billing and notification requirements.[50]

Cox, on the other hand, confirmed that Cox is providing CATV services in Connecticut,[51] a proper understanding given that the application has presumably been filed due to the fact that CATV companies holding CCFA licenses in Connecticut are Public Service Companies subject

[49] 11/19/25 Tr., 175. To clarify Charter's understanding, OCC asked Charter's witness to confirm "do you provide CATV services in Connecticut", and upon objection, OCC supplied the definition pursuant to the applicable regulation.[49] Charter's witness would not answer, and an objection was made purporting the question to be calling for a legal interpretation. CATV is cable television. Any cable company witness should be able to attest to such status as a matter of fact.

[50] In OCC-60, Charter was asked to "provide the materials describing billing practices that Charter provides to consumers at the time of subscription in accordance with Conn Agencies Regs. § 16-333-9c. If the company does not provide descriptions of the specified billing practices as required, please explain why, and what steps are being taken to comply with the regulation moving forward." In response, Charter provided no materials. It linked two websites, one of which did not meet the disclosure requirements listed in the regulation, and the other, a dead link. In response to OCC-161, which requested Charter "provide bill copies, sent to consumers, which demonstrate compliance with Conn Agencies Regs § 16-333-9e", Charter provided sample Connecticut bill copies which contained notification language [S*pectrum Terms and Conditions of Service - In accordance with the Spectrum Terms and Conditions of Service, Spectrum services are billed on a monthly basis. Spectrum does not provide credits for monthly subscription services that are cancelled prior to the end of the current billing month*] that calls into question its compliance with Conn. Gen. Stat. § 16-333m(b) which prohibits such a policy for cable service. Concerns about this misleading language were discussed under cross examination in the November 21, 2025 hearing.

[51] 11/21/25 Tr., 265.

to several change of control statutes in this state. Even so, OCC has identified areas of potential noncompliance related to billing requirements with Cox as well that, were Charter to assume control over, the Public Advocates would expect Charter to correct.[52]

Given that Charter, poised to take control of Cox, refused to acknowledge on the record its responsibilities to comply with certain Connecticut statutes and regulations, and that both companies' records show examples of noncompliance, the Public Advocates must underscore the importance of putting strong regulatory safeguards in place to ensure both companies' post-merger compliance with relevant regulations.

1. A Cable Regulatory Compliance Review Ensures the Merged Entity Meets All Obligations Under Connecticut Law

As the merged company will be the largest cable company in Connecticut, the public interest demands that it commits to nothing less than full compliance with all Connecticut cable related statutes, regulations, rules, and orders. The Public Advocates recommend as a condition of approval that a comprehensive cable regulatory compliance review be conducted by the combined entity within one year of the transaction's closing. A compliance review will ensure accountability and prevent post-merger slippage in regulatory compliance. In addition, such a review would protect consumers from billing abuses or service degradation following the merger and reinforces the integrity of the CCFA and CVFA statutory frameworks.

This review should assess each operating company's individual adherence to all Connecticut General Statutes and Regulations of Connecticut State Agencies applicable to CCFA and CVFA holders governing cable billing, termination, notice, and consumer protection obligations as well as the combined entity's future compliance plans. The results of this assessment along with any required corrective actions should be formally shared with PURA and the Public Advocates to ensure transparency, enable ongoing oversight, and establish a clear baseline of compliance for the post-merger entity. This condition is essential to the public interest and will ensure that Connecticut consumers are protected both during and after the

[52] Cox's response to OCC-297 it indicates that their due date is 22 days after the bill is rendered which is three days earlier than allowable by Conn. Agencies Regs. § 16-333-9g, which reads, *"No CATV company shall issue a bill which contains a statement that payment is due upon receipt. The payment due date of any subscriber's bills shall be no earlier than twenty-five days after the billing date, as defined in section 16-333-1 (i) of these Regulations, of such bill."*

transition. The Public Advocates respectfully suggest that PURA consider the following statutory requirements such an assessment, which specifically promote transparency and disclosure of cable pricing for both legacy CCFA holders and competitive CVFA holders:

- **Conn. Gen. Stat. § 16-333l(a)** requires CCFA holders to provide subscribers a list of premium and basic service rates and all service-related charges" at initial subscription and at least annually thereafter. Conn Gen. Stat. § 16-331j requires the same of CVFA holders.
- **Conn. Gen. Stat. § 16-331u** requires cable companies holding a CCFA license to notify consumers and PURA thirty days in advance of rate increases. The statute also requires billing practice disclosures and bill content. Conn Gen. Stat. § Sec. 16-331k requires the same of CVFA holders.
- **Conn. Agencies Regs. § 16-333-1 through 16-333-54** require cable companies to abide by specific consumer protections related to billing format and content, itemization of charges, delinquency and termination notices, recordkeeping requirements related to subscriber accounts, and complaint procedures and escalation.
- **Conn. Agencies Regs. §§ 16-333e-1— 16-333e-3** details Viewing Time Reliability Standards and Schedules for Credits or Refunds for CATV Service and provides the formula as to how reliability is calculated and upon what threshold aggregate credits or refunds are provided to consumers when they fall short.
- **Conn. Gen. Stat. § 16-331*l*.** Provides that if video service provided by a certified competitive video service provider (CVFA holder) to a subscriber is interrupted for more than twenty-four continuous hours, such subscriber shall receive a credit or refund from the certified competitive video service provider in an amount that represents the proportionate share of such service not received in a billing period, provided such interruption is not caused by the subscriber.
- **Conn. Gen. Stat. 16-333e** requires a credit or refund be provided for interrupted service by a CCFA holder
- **Conn. Gen. Stat § 16-333n** requires if a community antenna television company, as defined in section 16-1, reduces the programming selection of a basic or premium service package, without providing notice to the Public Utilities Regulatory Authority, as required in section 16-333f, it shall provide customers with a credit for failing to provide

the cable programming package or selection as advertised or represented to the customer. Such credit shall be equal to the pro rata cost to the subscriber of the programming removed from the basic or premium package and the amount of such credit shall be submitted to and approved by the Public Utilities Regulatory Authority and shall continue until such time as the company complies with statutory notice requirements.

- **Conn. Gen. Stat. 16-333b(c)** establishes that The Public Utilities Regulatory Authority shall permit a community antenna television company to extend service to any portion of its franchise area with a low population density and to charge prospective subscribers in that portion of its area differential rates to recover the construction and operating costs over a period not to exceed five years. This section requires prior approval before assessing a residential consumer CIAC for plant to be added to the public right-of-way.

2. Contributions in Aid of Construction (CIAC) for Facilities in the Public Rights-of-Way Must be Approved by PURA.

Another example of Charter's regulatory non-compliance is with contributions in aid of construction ("CIAC") processes. The response to OCC-60 suggests Charter charged CIAC to customers without prior approval. If this is the case, Charter charged CIAC at its own risk since there is no statutory exemption or PURA ruling it can cite to support its contention set forth in OCC-60.[53]

The statutes pertaining to the obligations of a holder of a certificate of cable franchise authority are not to be construed "to relieve a company issued a certificate of cable franchise authority from such company's obligations under any federal or state laws or regulations or Public Utilities Regulatory Authority orders applicable to community antenna television companies or public service companies, or from any other federal or state laws or regulations or authority orders unless specified in sections 16-331q to 16-331aa, inclusive." Conn. Gen. Stat. § 16-331z(a). Accordingly, the prior approval requirement for assessing consumers CIAC under Conn. Gen. Stat. § 16-333b(c) remains an obligation for holders of certificates of cable franchise authority, which include both Charter and Cox.

PURA's required prior approval for CIAC for extension of plant in public streets and

[53] OCC-60 also requested data from Charter on charging consumers CIAC since receiving its certificates of cable franchise authority. Charter did not provide this information.

highways by community antenna television companies,[54] contrary to assertions in Charter's interrogatory response to OCC-60, is not negated by the lack of any build-out mandates or line extension requirements. See Conn. Gen. Stat. § 16-333b(c).[55] Nor is a denial of a request to charge consumers CIAC considered to be rate regulation. In Housatonic Cable Vision Co. v. DPUC, 622 F. Supp. 798 (D.Conn. 1985), the court held that contributions in aid of construction imposed by a cable television system are not "rates" within meaning of federal Cable Communications Policy Act's provision concerning state authority to regulate rates; hence, the Act does not preempt substantive power of a state, as franchising authority, to prohibit or limit a cable company from charging contributions in aid of construction to residents of sparse areas.

The Public Advocates respectfully request that as a condition for approval, should one be granted, as a part of the cable regulatory compliance review recommended above both Charter and Cox be required to identify the consumers who have been assessed CIAC for extension of company facilities in, under, or over any public street and highways without prior DPUC or PURA approval and provide a refund and credit for the amount paid by each such consumer. Also, Charter and Cox should be ordered on a prospective basis to seek advance permission to charge CIAC to consumers for network expansion on any public street or highway.

B. Affordability

The Public Advocates share Charter and Cox consumers' legitimate concerns with affordability.[56] Keeping costs down becomes even more pressing when combined with the reality that there is often only one wired cable company in a town.

The rate cards in the record show that cable prices, both specific to retransmission consent and otherwise, have skyrocketed in recent years. The chart below compares cable products and cable equipment prices in 2021 to those being charged in 2025. Included are the lowest cable tier available, the second lowest, charges and essential services and equipment necessary to receive cable service specifically at the lowest possible price from the provider.

[54] Holders of certificates of cable franchise authority are statutorily defined as community antenna television companies under Conn. Gen. Stat. § 16-1(a)(10).
[55] "The Public Utilities Regulatory Authority shall permit a community antenna television company to extend service to any portion of its franchise area with a low population density and to charge prospective subscribers in that portion of its area differential rates to recover the construction and operating costs over a period not to exceed five years." Conn. Gen. Stat. § 16-333b(c). A low population density area and a build out requirement are not synonymous.
[56] OAG response to OCC-312.

Charter Product Name	**2021**	**2025**
Spectrum TV Basic	$23.89	$40.00*
Spectrum TV Select	$73.99	$120.00*
Broadcast TV Surcharge	$17.99	$28.00
Spectrum Receiver and Remote (per outlet)	$6.99	$15.00
CableCARD	$1.00	$12.00

*Charter advised in the November 21, 2025 hearing that PURA that "there was a rule enacted by the FCC that said you can't have a separate surcharge for these services, and as a result of that, the surcharge that we have for it was integrated into the overall pricing of the service." 11/21/25 Tr., 338.

For the sake of comparison, OCC compared the equivalent version of these products and prices with Cox offerings.

Cox Product Name	**2021**	**2025**
Basic Starter	$50.00	$80.00*
Basic Preferred	$90.00	$145.00*
Broadcast Surcharge	$16.00	$22.00
Receiver with Remote	$10.00	$6.00
CableCARD	$4.00	$6.00

*Cox notified PURA in their December 2, 2024 filing that effective January 7, 2025 the current Broadcast Surcharge Fee of $22.00 will no longer appear as a separate line item and instead will be included in TV package prices.

While the Applicants spend a significant amount of attention on the opportunities available to its customers on non-regulated services, the Applicants do not focus whether the change of control is going to produce more affordable offerings for cable customers. Rather, "the orientation of this transaction is about growth . . . this is not a cost-cutting story that has brought these two companies together."[57] In line with this assertion, the Applicants have not committed to a single element of this Transaction that would reduce or freeze prices for existing customers. The Companies have the obligation to put forward cost-savings measures in their control to demonstrate this Transaction is in the public interest and affordable for Connecticut. The Public Advocates recommend tangible savings and tracking measures in the sections below be instituted

[57] 11/19/25 Tr., 43-44.

as a condition of approval.

1. The Authority Should Impose a Condition That The Merged Entity Must Maintain Existing Packages for Five Years Post-Closing

There is only one potential area OCC identified where existing cable customers may see lower cable costs as a result of the Transaction. This is in Cox territories, where Charter [58] stated its intention to make available "skinnier" cable packages that Charter already offers in its current service area. This potential cost savings area is insufficient to meet the public interest standard for two reasons. First, it does not reflect an improvement to pricing or consumer choice for existing Charter cable customers. Second, it is merely stated as a general intention rather than a specific, time-defined commitment. Charter did not commit to how long it intends to make those lower-cost Charter service offerings available beyond the conclusion of the Transaction. The combined company can discontinue packages at any time, without making a commitment to preserve them, as it acknowledged it did in a previous merger despite consumers wishing to keep their grandfathered packages.[59]

Because of this, the Public Advocates recommend that PURA impose a condition, like the New York PSC imposed in the Charter/Time Warner Cable merger, [60] and mandate the merged entity must maintain existing packages for a specified period of time.[61] The Public Advocates recommend five years.

2. Authority Should Require Discounts for the Benefit of Connecticut's Vulnerable Populations as a Condition of the Merger Approval

Discounts for vulnerable populations are a time-honored tradition in cable franchising and exist in neighboring New England states as a vehicle by which a cable operator can commit to affordability. As articulated in response to LFE-11, Charter's existing cable franchise agreements in other states require it to offer discounts on basic cable service for seniors and/or customers with disabilities in four of Connecticut's neighboring states: Maine, Massachusetts, New York, and Vermont. While the Applicant did not fully respond to the already-pared-down

[58] OCC-78 and 11/19/25 Tr.,19.
[59] 11/21/25 Tr., 236.
[60] 11/21/25 Tr., 236.
[61] 11/21/25 Tr., 236.

LFE request regarding the highest percentage discounts offered they did confirm that the percentage discounts off of the monthly recurring price of cable service range from 5% to 15%, and in some communities, they offer a discount on installation and television remotes as well.[62] The Public Advocates do not see why the vulnerable or disadvantaged Connecticut consumers should not be receiving the benefit of a discount off of their cable services and equipment as those in neighboring states. This position echoes concerns of Connecticut consumers, such as one consumer whose complaint was included in the Attorney General's Office response to OCC-312 disputing the unfairness of a lack of discount available to seniors in Connecticut while similar discounts exist in four neighboring states.[63]

The Public Advocates strongly recommend that a 15% or more discount off of the basic tier(s) of cable be made available for seniors, low-income consumers, veterans, and individuals meeting the statutory definition of disabled so that essential cable TV access remains available and affordable. Such a discount is not rate regulation.[64] A discount condition does not direct the setting of a general rate, nor does it impose a price cap or rate freeze. The company remains free to set market-based rates for all customers, adjust rates as it sees fit (with notice) and manage promotional pricing. The Public Advocates' recommendation would merely require the merged company to offer a voluntary discount off a product - a practice already used by Charter and other cable operators in numerous neighboring franchise jurisdictions.

3. The Authority Should Require Commitments for the Benefit of Vulnerable Populations and Distressed Communities Within the Applicants' Cable Footprint As a Condition of the Merger Approval

Broadband service is a critical component of the services provided by the certificate holders and represents a major component of the Application.[65] Vulnerable populations face

[62] LFE-11.
[63] Office of the Attorney General response to OCC-312, PI2304465, "I noticed on the internet on Spectrum's web site, they were offering internet service for seniors at discounted price of $49.99/month. My wife and I currently pay $80.99/month. I called Spectrum to see if we were eligible and the agent said she would check. After she did so she said CT residents were not eligible and that only customers in ME, NY, NH and MA were eligible. When I asked why CT was not eligible, she said she did not have that information. I expressed to her that I thought that was unfair to CT residents. I would like this matter investigated with Spectrum as to why CT residents are not eligible, and that they should be. Thank you for your attention on this matter."
[64] See New York State Telecommunications Association, Inc. v. James, 101 F.4th 135 (2d Cir. 2024), cert. denied *sub nom* NY Telecommunications, et al. v. James, Att'y Gen. of NY, No. 24-161 2024 WL 5112294 (U.S. Dec. 16, 2024); Petition for Rehearing denied (U.S. Feb. 24, 2025) (upholding New York State's Affordable Broadband Act and finding no compelling evidence of Congress's intent to occupy the field of rate regulation of interstate communications services).
[65] See, e.g., App. At 17-20, 37; Tr. 19-21.

disproportionate barriers to connectivity.[66] Data from the *State Digital Equity Plan, Connecticut: Everyone Connected*, demonstrates that approximately 76,000 to 88,000 households statewide lack internet access entirely[67] and identifies northwestern and eastern Connecticut—regions that substantially overlap with Charter's service area—as experiencing particularly high levels of undersubscription. Many of the households struggling with digital participation are those of senior citizens, as seniors fall 41% below the Digital Connection Benchmark, which measures access to broadband internet, smartphone, and a computer.[68] By comparison, only 27% of the overall state population falls below this benchmark, and this rate increases for certain covered populations, including residents with disabilities (49%) and veterans (38%).[69]

In response to PURA-22 regarding charitable contributions, Charter describes a range of programs for the benefit of its customers. These contributions, however, are largely concentrated in Stamford and the broader Fairfield County region, areas that are among the most affluent in the state. Although Charter cites its Spectrum Community Assist program as supporting revitalization efforts in rural and urban communities, the investments identified appear to focus on housing development in Stamford and while important contributions, do not address the distressed communities in its service areas outside the municipality where Charter's headquarters reside.

The Public Advocates support Charter's existing digital inclusion initiatives as discussed in the public response to PURA-22, including the "Spectrum Digital Education" program, which provides grants for digital skills training and technological equipment. These initiatives are national programs, however, and did not specify any Connecticut recipients in 2025. For example, Charter's "Spectrum Smart Devices for Seniors" program, which seeks to improve digital literacy among older adults, included no data as to how many Connecticut consumers have been made aware of or have completed these programs since their inception, and no

[66] From the Focus Group Report on Covered Populations of the State Digital Equity Plan, p. 264: "Cost as a Barrier" "The barriers identified were strongly suggested across the following vulnerable groups: minorities, the elderly, people with language barriers, people with disabilities, the formerly incarcerated, and rural area residents. However, intersectionality is critical, and the combination of these characteristics in individuals further exacerbates their vulnerabilities and barriers to accessing the internet and technology."
[67] State Digital Equity Plan, page 54.
[68] State Digital Equity Plan, page 78.
[69] State Digital Equity Plan, page 346, Appendix M.

measurable results or outcomes were identified.

The Authority should condition any approval of the change of control on Charter's commitment to maintain and expand these digital education and senior-focused initiatives across its Connecticut service areas and to more equitably distribute its philanthropic investments across its service territory. Additionally, Charter should be required to invest five million dollars ($5 million) over a period of three years commencing upon the closing of the merger for purposes of digital inclusion. Notably, in a similar proceeding, the New York Public Service Commission issued a notice dated December 18, 2025, that requires Verizon to "invest at least $20 million in New York to support efforts aimed at closing the digital divide and advancing digital inclusion that help ensure households have the tools to thrive in the digital economy."[70] The Public Advocates are amenable to assisting the merged company under its statutory authority[71] with the disposition of these funds. Requiring contributions toward digital equity and inclusion is not rate regulation, as demonstrated by the requirement imposed in New York.[72]

C. **Public Safety and Reliability**

Public safety and service reliability are core elements of the public interest analysis applicable to this transaction. Connecticut law requires that cable[73] and telecommunications[74] providers must provide quality service, which is essential to the health, safety, and welfare of the public. In order to approve this Transaction, the Authority must be sure that the Applicants are complying with Connecticut's public safety, service quality, and reliability requirements, and whether additional enforceable commitments are necessary to protect consumers following consummation of the merger.

For example, Cox represented in the record that it monitors service outages across a "converged network"[75] but that it does not always differentiate between cable, broadband, and

[70] Notice dated December 18, 2025, available at https://dps.ny.gov/news/psc-approves-verizons-acquisition-frontier-telephone.
[71] Conn. Gen. Stat. § 16-2a(c).
[72] See fn. 72 *supra*.
[73] Conn. Gen. Stat. § 16-333i(b).
[74] CT Gen Stat § 16-247p. Of note is that the language in this statute is technology-neutral, meaning that it can easily be interpreted to include VoIP services as well as traditional telephone service. Neither Congress nor the FCC has formally determined that fixed VoIP service is not a telecommunications service, which allows states to exercise their constitutional police power and require wireline VoIP providers to provide semi-annual quality of service reports.
[75] Cox's response to OCC-187, OCC-189, and OCC-193 indicates "Cox provides communications services on a

voice services. It is unclear if Charter has the ability to monitor their own network differently or if this is an operational deficiency of both companies. Moreover, the record demonstrates a material disparity in the Applicants' current compliance with Connecticut's wireline voice service quality-of-service reporting framework. Cox currently tracks and files quality-of-service data for its Voice over Internet Protocol ("VoIP") wireline telephone service pursuant to PURA Docket No. 99-07-28,[76]enabling the Authority to assess whether wireline voice subscribers are receiving adequate and reliable service. Charter, by contrast, does not presently make comparable filings for its VoIP wireline telephone services.[77]

The Authority should assess the quality of not only the Applicants' cable operations, but given the convergence of other services over the same facilities, also their provision of voice service, including the reliability of 911 functionality over their VoIP offerings, and broadband reliability. Commitments to maintain public safety and improve reliability therefore should extend across all services delivered over this converged wireline network, rather than being limited to traditional cable service alone.

The Authority should further require that Charter commit to filing VoIP quality of service reports under Docket No. 99-07-28 for wireline voice services in its current territory. In addition, the transaction should not result in Cox discontinuing its existing filings for its current service area. These reports are a critical regulatory tool that allow PURA to monitor service reliability, identify emerging problems, and ensure that wireline voice customers continue to receive safe and adequate service following the merger.[78] Finally, the Authority should require that the merged company play an active role in the Pole Attachment Working Group by assigning a supervisor with field and pole attachment responsibilities as Charter's representative.

converged network, the company's outage tracking does not differentiate between affected product offerings"
[76] In response to OCC-184 Cox provided its quality of service filings made semi-annually in Docket No. 99-07-28 *DPUC Promulgation of Quality-of-Service Regulations for Connecticut Telephone and Certified Telecommunications Providers*
[77] Charter confirmed in response to OCC-39 that it does not file semi-annual quality of service reports under Conn. Gen. Stat. § 16-247p and corresponding regulations.
[78] CPUC Decision 25-09-03: Order Instituting Rulemaking Proceeding to Consider Amendments to General Order 133 (Sept. 18, 2025) at 100 ("This high number of VoIP outages supports applying the proposed service quality standards and penalties to interconnected facilities-based VoIP service providers. Thus, this decision adopts revised service quality rules that require all interconnected facilities-based VoIP providers236 to repair, within 24 hours, both individual customer interconnected VoIP outages, determined using the OOS customer tickets, or be penalized by a General Fund fine.").

The Authority should take this opportunity to clearly define its jurisdiction over public safety, service quality, and reliability requirements for services provided over the public streets, and should ignore the Company's likely claims of federal preemption on these core public interest standards.

CONCLUSION

The Application submitted by Charter is insufficient for PURA approval and should be denied without prejudice. Given that a closing date for the Transaction has not been set but is estimated to occur in the second quarter of 2026, Charter, Cox and CEI will not be unduly burdened by a resubmission of the Application consistent with Connecticut law and precedent to fully comply with both Conn. Gen. Stat. §§ 16-47 and 16-43(a)(2); the Public Advocates would not object to an expedited scheduling order to facilitate a timely review consistent with the analysis in Section II above.

In the event the Authority decides to render a decision on the subject Application, the Public Advocates respectfully urge the Authority to incorporate the recommendations set forth above and summarized below to ensure that the consumer and regulatory interests of the State are protected.

1. The Public Advocates maintain the Application as filed should be dismissed without prejudice, but should the Authority move forward with the present Application, the Authority should condition approval on the exclusion of Charter and Cox's public service company assets in Connecticut as security from any and all financing arrangements with creditors

2. Within sixty days of closing the Transaction, new Charter be ordered to submit a compliance filing identifying the names of all Board members, their non-Board-related affiliations or employment positions and titles, and state of residence.

3. To ensure Connecticut's interests are protected, the Authority require as a condition of approval compliance filings identifying the identities, titles and contact information for all post-merger managers and directors who will be responsible for providing and maintaining "safe, adequate and reliable service to the public through the company's plant, equipment and manner of operation if the application were to be approved."

4. Given the size of the merged company's presence in Connecticut, the individuals who are in these positions should be required to attend two PURA technical sessions following the merger to provide updates on and respond to questions on operational integration.

5. Require a report within nine months of closing concerning planned technological

improvements to the merged company networks in Connecticut, network integration and expansion plans, and plans for all wireline services, including but not limited to cable/video, voice or broadband. The Public Advocates recommend that this report be submitted on an annual basis, including an itemization of capital expenditures in Connecticut for a period of no less than five (5) years.

6. Require a comprehensive cable regulatory compliance review be conducted by the combined entity within one year of the transaction's closing. This review should assess each operating company's individual adherence to all Connecticut General Statutes and Regulations of Connecticut State Agencies applicable to CCFA and CVFA holders governing cable billing, termination, notice, and consumer protection obligations as well as the combined entity's future compliance plans. The results of this assessment along with any required corrective actions should be formally shared with PURA and the Public Advocates to ensure transparency, enable ongoing oversight, and establish a clear baseline of compliance for the post-merger entity. As a part of the cable regulatory compliance review recommended above, both Charter and Cox be should required to identify the consumers who have been assessed CIAC for extension of company facilities in, under or over any public street and highways without prior DPUC or PURA approval and provide a refund and credit for the amount paid by each such consumer.

7. Require that PURA impose a condition of approval mandating the Applicants maintain existing Charter and Cox packages for a specified period of time. The Public Advocates recommend five years.

8. Require as a condition of approval that a 15% or more discount off of the basic tier(s) of cable be made available for seniors, low-income consumers, veterans, and individuals meeting the statutory definition of disabled, so that essential cable TV access remains available and affordable.

9. Require the combined company more equitably distribute its philanthropic investments across its service footprint in Connecticut consisting of 5 distinct service areas.

10. Require the company invest five million dollars ($5 million) in its Connecticut service areas over a period of three years commencing upon the closing of the merger for purposes of digital inclusion, following the New York Public Service Commission precedent described above.

11. Require that the company plays an active role in the Pole Attachment Working Group by assigning a supervisor with field and pole attachment responsibilities as Charter's representative.

12. Require that the approval of the merger be conditioned on commitments to maintain public safety and improve reliability extending across all converged services delivered over the combined company's wireline network, specifically a condition requiring Charter's commitment to begin filing VoIP quality of service reports under Docket No. 99-07-28 for wireline voice services in its current territory. Under no circumstances should the Transaction result in the discontinuance of semi-annual quality of service reports for Cox's current service areas.

13. Require approval of the merger be conditioned on a commitment that 90 days after the closing of the merger, the Companies shall file a detailed report on the integration plan on the docket.

14. Require approval of the merger be conditioned on a commitment that 90 days after the closing of the merger, the Companies shall provide on the docket (1) results of any impact protection assessments run pursuant to § 42-522 of the Connecticut Data Privacy Act over the past five years for Charter, Cox, and CEI and (2) updated information regarding any plans for running impact protection assessments pursuant to § 42-522 of the Connecticut Data Privacy Act for the merged entity.

15. Require the combined company commit to maintaining their corporate office presence at existing staffing levels, not inclusive of voluntary employee separations, in Stamford Connecticut for a period of no less than 10 years following the close of the Transaction.

Respectfully submitted,

WILLIAM TONG
ATTORNEY GENERAL
STATE OF CONNECTICUT

BY: */s/ Caroline R. McCormack*
Caroline R. McCormack
John S. Wright
Assistant Attorneys General
Attorney General's Office
10 Franklin Square
New Britain, CT 06051
Tel: (860) 827-2603
Fax: (860) 827-2620

CLAIRE E. COLEMAN
CONSUMER COUNSEL

By: ***/s/ Burt Cohen***
Burt Cohen
Staff Attorney
Burton.Cohen@ct.gov
Rhiana Ash
Telecommunications Policy Advisor
Rhiana.Ash@ct.gov
Nabiha Tahsin
Public Policy and Advocacy Intern

CERTIFICATE OF SERVICE

I do hereby certify that on this day the foregoing document was filed with the Public Utilities Regulatory Authority, and copies thereof were served upon each person designated on the official service list in this proceeding in accordance with R.C.S.A. § 16-1-15.

Dated at New Britain, Connecticut this 22nd day of December 2025.

/s/ Burt Cohen
Commissioner of the Superior Court