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March 25, 2021

Via Electronic Mail

Shonda Green
Executive Administrative Coordinator
Commonwealth of Massachusetts
Department of Telecommunications and Cable
1000 Washington Street, Suite 600
Boston, MA 02118-6500

RE: **D.T.C. 21-2** – Petition of Charter Fiberlink MA-CCO, LLC and Time Warner Cable Information Services (Massachusetts), LLC for Designation as an Eligible Telecommunications Carrier.

Dear Ms. Green:

On behalf of Charter Fiberlink MA-CCO, LLC and Time Warner Cable Information Services (Massachusetts), LLC (collectively, the "Charter Entities"), attached are responses to D.T.C. 1-8, D.T.C. 1-10, D.T.C. 1-13, D.T.C. 1-16, D.T.C. 1-19, D.T.C. 1-30, D.T.C. 1-31, and D.T.C. 1-33.

Pursuant to G.L. c. 25C, § 5 and 207 CMR 1.04(5)(e), the Charter Entities are submitting portions of their responses to D.T.C. 1-8 and D.T.C. 1-10 subject to the attached Motion for Protective Treatment of Confidential Information, as the information provided is confidential and competitively sensitive in nature. This information will be filed separately under seal to protect the confidentiality of the information contained therein.

Please feel free to contact the undersigned or Steve Bright of this office (617-239-0133) should you have any questions regarding this submission.

Very truly yours,

A handwritten signature in black ink, appearing to read "David W. Bogan", written over a horizontal line.

David W. Bogan

Enclosure

**COMMONWEALTH OF MASSACHUSETTS
DEPARTMENT OF TELECOMMUNICATIONS AND CABLE**

Petition of Charter Fiberlink MA-CCO, LLC and Time Warner Cable Information Services (Massachusetts), LLC for Designation as an Eligible Telecommunications Carrier.))))))	D.T.C. 21-2
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MOTION FOR PROTECTIVE TREATMENT OF CONFIDENTIAL INFORMATION

Pursuant to G.L. c. 25C, § 5 and 207 CMR 1.04(5)(e), Charter Fiberlink MA-CCO, LLC and Time Warner Cable Information Services (Massachusetts), LLC (each individually, a “Charter Entity” and, collectively, the “Charter Entities”) request that the Department of Telecommunications and Cable (“Department”) protect from public disclosure certain confidential, competitively sensitive, and proprietary information provided in response to the Department’s First Set of Information Requests, dated February 25, 2021. Specifically, the Charter Entities seek to protect certain information included in the organizational charts submitted in response to D.T.C. 1-8 and D.T.C. 1-10. A confidential version of the materials is being submitted contemporaneously with this motion consistent with 207 CMR 1.04(5)(e). As grounds for this request, the Charter Entities state that the organizational charts contain internal corporate governance information that is confidential and extremely competitively sensitive.

I. STANDARD OF REVIEW

Under state law, information filed with the Department may be protected from public disclosure, subject to certain conditions:

[T]he [D]epartment may protect from public disclosure trade secrets, confidential, competitively sensitive or other proprietary information provided in the course of proceedings conducted pursuant to this chapter. There shall be a presumption that the information for which such protection is sought is public information and the burden shall be upon the proponent of such protection to prove the need for such

protection. Where such a need has been found to exist, the [D]epartment shall protect only so much of the information as is necessary to meet such need.¹

Chapter 25C, section 5 establishes a three-part standard for determining whether, and to what extent, the Department may protect information from public disclosure. First, the information for which protection is sought must constitute “trade secrets, [or] confidential, competitively sensitive or other proprietary information.”² Second, the party seeking protection must rebut the statutory presumption that all such information is public information by proving the need for its non-disclosure.³ Third, even where a party proves such need, the Department may protect only so much of that information as is necessary to meet the established need and may limit the term or length of time such protection will be in effect.⁴

II. THE ORGANIZATIONAL CHARTS PROVIDED TO THE DEPARTMENT SHOULD BE PROTECTED

The Charter Entities seek to restrict from public disclosure the organizational charts provided in response to D.T.C. 1-8 and D.T.C. 1-10 that contain confidential information regarding the Charter Entities. These organizational charts provide important information regarding the Charter Entities’ organizational structure and corporate governance. If this information were made public, it would provide competitors of the Charter Entities with access to competitively sensitive information. The Charter Entities more fully explain the application of the Department’s standard for confidential treatment below.

¹ G.L. c. 25C, § 5.

² *Id.*

³ *Id.*; see also G.L. c. 66, § 10.

⁴ See G.L. c. 25C, § 5; *Investig. by the Dep’t of Telecomms. & Energy on its own Mot. Into the Appropriate Regulatory Plan to succeed Price Cap Regulation for Verizon New England, Inc. d/b/a Verizon Mass.’ intrastate retail telecomms. servs. in the Commonw. of Mass.*, D.T.E. 01-31 Phase I, *Interlocutory Order* (Aug. 29, 2001) at 3 (citing G.L. c. 25, § 5D, the predecessor to G.L. c. 25C, § 5).

First, as stated in the attached affidavit of Michael Chowaniec, the organizational charts provide information that Charter considers propriety, confidential, and competitively sensitive. To the best of the Charter Entities' knowledge, information, and belief, the organizational charts include internal corporate information not known outside of the Charter Entities.

Second, disclosure of the organizational charts would reveal highly valuable information regarding the Charter Entities' corporate structure and ownership that is confidential and extremely competitively sensitive. Therefore, there is a need to protect the organizational charts from public disclosure.

Finally, where the need for protective treatment has been established, the third part of the Department's analysis limits confidential treatment to "only so much of the information and for the only the length of time necessary to meet the established need."⁵ The Charter Entities have tailored this request to protect only the most competitively sensitive portions of the organizational charts.⁶ Therefore, in accordance with the Department's rulings regarding the protection of confidential information and 207 CMR 1.04(5)(e), the Charter Entities request that the organizational charts be protected for a minimum of five [5] years with an opportunity to renew its request for confidential treatment at the end of the 5-year period upon a showing of need for continued protection.

III. CONCLUSION

For the reasons stated herein, the Charter Entities respectfully request that the Department grant this Motion for Protective Treatment of Confidential Information for the organizational charts included in its responses to the Department's information requests in this proceeding. The Charter Entities request such information to be protected for a period of at least

⁵ *Comcast Cable Communications*, D.T.C. 18-5, Rate Order at 9 (September 24, 2019).

⁶ *See YourTel America, Inc.*, D.T.C 11-1, Hearing Officer's Ruling at 6 (July 6, 2011).

5 years, with the opportunity to renew the request for confidential treatment upon a showing of need for continued protection.

Respectfully Submitted,

Charter Fiberlink MA-CCO, LLC and Time Warner
Cable Information Services (Massachusetts), LLC

Dated: March 25, 2021

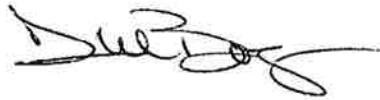
By: 

David W. Bogan
Locke Lord LLP
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CERTIFICATE OF SERVICE

I hereby certify that I have this day served the foregoing documents upon all persons in the service list compiled by the Secretary of the Department in this proceeding and all parties of record in accordance with the requirements of 207 CMR 1.05(1).

Dated at Boston, Massachusetts, this 25th day of March, 2021.

A handwritten signature in black ink, appearing to read "D. Bogan", written over a horizontal line.

David W. Bogan

AFFIDAVIT

STATE OF CONNECTICUT :
 :
 : ss: TORRINGTON
COUNTY OF LITCHFIELD :

Michael Chowaniec, being duly sworn, deposes and states that:

1. My name is Michael Chowaniec, and I am Vice-President Government Affairs for Charter Communications Entertainment I, LLC, parent company of Charter Fiberlink MA-CCO, LLC (“Charter Fiberlink”) and Time Warner Cable Information Services (Massachusetts), LLC (collectively, “Charter”).

2. I am over eighteen years of age and I understand and believe in the obligation of an oath.

3. I am familiar with the information contained in Charter's organizational charts incorporated in Charter's responses to the Department of Telecommunications and Cable's information requests being filed today.

4. The information is highly sensitive, commercially valuable, confidential business information that would not otherwise be publicly available and that would be of great aid and assistance to persons or entities that might compete with Charter in providing its array of service offerings.

5. Charter has historically used its best efforts to maintain the confidentiality of this type of information and, to the best of my knowledge, the information has not been previously disclosed or released to the public. If public disclosure of this information were to occur, Charter would be materially adversely affected for the reasons described herein.


6. Accordingly, Charter respectfully requests that the Department of Telecommunications and Cable issue a protective order to ensure that this information is not subject to public disclosure.



By: _____

Michael Chowaniec
Vice-President Government Affairs
Charter Communications Entertainment I, LLC

Subscribed and sworn to before me
this 25th day of March, 2021.



Commissioner of the Superior Court

**COMMONWEALTH OF MASSACHUSETTS
DEPARTMENT OF TELECOMMUNICATIONS AND CABLE**

In the Matter of)	
)	
Joint Application of Charter Fiberlink MA-CCO, LLC and Time Warner Cable)	
Information Services (Massachusetts), LLC)	D.T.C. 21-2
for Designation as Eligible)	
Telecommunications Carriers to Receive)	
Rural Digital Opportunity Fund Auction)	
(Auction 904) Support for Voice and)	
Broadband Services)	

**SUPPLEMENTAL RESPONSE OF CHARTER FIBERLINK MA-CCO, LLC AND
TIME WARNER CABLE INFORMATION SERVICES (MASSACHUSETTS), LLC**

Charter Fiberlink MA-CCO, LLC (“Charter Fiberlink”) and Time Warner Cable Information Services (Massachusetts), LLC (“TWCIS,” and together with Charter Fiberlink, individually, a “Charter Entity,” and collectively the “Charter Entities”) submit the following Supplemental Response to the Department of Telecommunications and Cable (the “Department”) Staff’s First Set of Information Requests issued on February 25, 2021 in the above-captioned docket.¹

The Charter Entities’ Supplemental Response, attached hereto as **Exhibit 7**, provides responses to questions from the First Set of Information Requests that were not included in the responses filed by the Charter Entities on March 19, 2021.

¹ Certain of the subjects and benefits discussed in this Response pertain to non-jurisdictional products and services. While those items are included herein in order to provide a comprehensive view of the public interest benefits of designating the Charter Entities as eligible telecommunications carriers (“ETCs”), the Charter Entities respectfully reserve all rights relating to the inclusion of or reference to such information, including without limitation the Charter Entities’ legal and equitable rights relating to jurisdiction, filing, disclosure, relevancy, due process, review, and appeal.

Respectfully submitted,

Charter Fiberlink MA-CCO, LLC and Time
Warner Cable Information Services
(Massachusetts), LLC



By: _____

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***Counsel for Charter Fiberlink MA-CCO,
LLC and Time Warner Cable Information
Services (Massachusetts), LLC***

Exhibit 7

**RESPONSE OF CHARTER FIBERLINK MA-CCO, LLC AND
TIME WARNER CABLE INFORMATION SERVICES (MASSACHUSETTS), LLC**

As stated herein, “Charter Entity” or the “Charter Entities” refer individually or collectively to the joint applicants in this docket, and “Charter” refers collectively to the Charter Entities, similarly situated affiliates, and other subsidiaries wholly controlled by Charter Communications, Inc. “Application” refers to the Charter Entities’ Joint Application for Designation as Eligible Telecommunications Carriers to Receive Rural Digital Opportunity Fund (Auction 904) Support for Voice and Broadband Services and Request for Expedited Consideration. “RDOF” refers to the Federal Communications Commission’s (“FCC”) Rural Digital Opportunity Fund Auction (Auction 904), and “RDOF Census Blocks” refers to the census blocks where each Charter Entity will receive RDOF support.

D.T.C. 1-8 Provide a complete and detailed description of the ownership structure of Fiberlink. Also, provide a complete and detailed list of all of Fiberlink's Affiliates, if any, and provide all of the names under which each does business.

Response: An organizational chart showing Charter Fiberlink, its relevant affiliates, and its parent is attached hereto at **Exhibit 8**. This Exhibit is being submitted under seal to protect the confidentiality of the information contained therein.

Although Charter Fiberlink and its affiliates are still developing their product and marketing plans for the RDOF Census Blocks, Charter Fiberlink expects that all of the services offered in the RDOF Census Blocks will use the "Spectrum" brand name.

D.T.C. 1-10 Provide a complete and detailed description of the ownership structure of Time Warner. Also, provide a complete and detailed list of all of Time Warner's Affiliates, if any, and provide all of the names under which each does business.

Response: An organizational chart showing TWCIS, its relevant affiliates, and its parent is attached hereto at **Exhibit 9**. This Exhibit is being submitted under seal to protect the confidentiality of the information contained therein.

Although TWCIS and its affiliates are still developing their product and marketing plans for the RDOF Census Blocks, TWCIS expects that all of the services offered in the RDOF Census Blocks will use the "Spectrum" brand name.

D.T.C. 1-13 Identify any communities in Massachusetts, broken down by entity, in which Fiberlink or Time Warner currently offer voice or broadband services.

Response:

Community	Entity / Entities Serving
Adams	TWCIS
Athol	TWCIS
Auburn	Charter Fiberlink
Barre	Charter Fiberlink
Belchertown	Charter Fiberlink
Berlin	Charter Fiberlink
Boylston	Charter Fiberlink
Brimfield	Charter Fiberlink
Brookfield (North Brookfield rate center)	Charter Fiberlink
Charlton	Charter Fiberlink
Cheshire (Adams rate center)	TWCIS
Chicopee	Charter Fiberlink
Clarksburg (North Adams rate center)	TWCIS
Dalton Both	TWCIS / Charter Fiberlink
Douglas (East Douglas rate center)	Charter Fiberlink
Dudley (Webster rate center)	Charter Fiberlink
Dunstable (Tyngsboro rate center)	Charter Fiberlink
East Brookfield (North Brookfield rate center)	Charter Fiberlink
East Longmeadow	Charter Fiberlink
Easthampton	Charter Fiberlink
Grafton	Charter Fiberlink
Great Barrington	TWCIS
Groton	Charter Fiberlink
Hadley (North Hampton rate center)	Charter Fiberlink
Hampden	Charter Fiberlink
Hancock	TWCIS
Harvard	Charter Fiberlink
Hinsdale Both	TWCIS / Charter Fiberlink
Holden	Charter Fiberlink

Hubbardston	Charter Fiberlink
Lanesborough (Pittsfield rate center)	Charter Fiberlink / TWCIS
Lee	TWCIS
Leicester	Charter Fiberlink
Lenox	TWCIS
Ludlow	Charter Fiberlink
Millbury	Charter Fiberlink
Millville (Blackstone rate center)	Charter Fiberlink
North Adams	TWCIS
North Brookfield	Charter Fiberlink
Northborough	Charter Fiberlink
Northbridge (Whitinsville rate center)	Charter Fiberlink
Oakham	Charter Fiberlink
Orange	TWCIS
Paxton (Worcester rate center)	Charter Fiberlink
Pepperell	Charter Fiberlink
Peru (Hinsdale rate center)	Charter Fiberlink / TWCIS
Pittsfield Both	Charter Fiberlink / TWCIS
Princeton	Charter Fiberlink
Richmond	TWCIS
Rutland	Charter Fiberlink
Sheffield	TWCIS
Southborough (Marlboro rate center)	Charter Fiberlink
Southbridge	Charter Fiberlink
Southampton (East Hampton rate center)	Charter Fiberlink
Spencer	Charter Fiberlink
Stockbridge Both	Charter Fiberlink / TWCIS
Sturbridge	Charter Fiberlink
Sutton (Millbury rate center)	Charter Fiberlink
Tyringham (Lee rate center)	TWCIS
Upton	Charter Fiberlink
Uxbridge	Charter Fiberlink
Wales (Brimfield rate center)	Charter Fiberlink
Webster	Charter Fiberlink
West Boylston	Charter Fiberlink

D.T.C. Docket No. 21-2
Company: Charter Fiberlink and TWCIS
Witness Responsible: Michael A. Chowaniec
Submission Date: March 25, 2021

West Brookfield (North Brookfield rate center)	Charter Fiberlink
West Stockbridge	Charter Fiberlink
Westborough	Charter Fiberlink
Westport	Charter Fiberlink
Wilbraham	Charter Fiberlink
Williamstown	TWCIS
Worcester	Charter Fiberlink

D.T.C. 1-16 Certify whether the FCC, any state utilities commission, or any other government agency has rendered or entered a finding, criminal conviction (including plea agreements), or civil judgment against Fiberlink or any of its executive officers or senior managers or Time Warner or any of its executive officers or senior managers during the last ten years. Provide a copy of any such finding, conviction, plea agreement, or civil judgment entered against Fiberlink or Time Warner or any of their executive officers or senior managers.

Response: Neither Charter nor the Charter Entities are aware of any finding, criminal conviction (including a plea agreement), or civil judgment issued by the FCC, a state utilities commission, or a government agency against Charter Fiberlink or TWCIS or any of their executive officers or senior managers in connection with any company wrongdoing or malfeasance in Massachusetts in the last ten years.

D.T.C. 1-19 Identify and describe Fiberlink's and Time Warner's broadband and voice plans for schools, libraries and other community institutions in the RDOF Census Blocks. Include any information on bandwidth, pricing, contract terms including service level agreements, and service limitations. Will Fiberlink and Time Warner offer 10 Gbps symmetrical speed broadband Internet connections to all schools, libraries, hospitals, and other important community institutions in the Fiberlink Census Blocks, as Charter indicates on page 7 of the Petition that it does in other communities?

Response: With regard to voice services and broadband service tier options, the Charter Entities expect that the services, prices and plans in the RDOF and non-RDOF areas of Massachusetts are likely to be the same. However, certain high-capacity services, such as Charter's 10 Gbps symmetrical speed broadband Internet service, may not be available in all areas. Charter currently employs national pricing for its broadband and voice services. Upon commencing service, information about each Charter Entity's voice service offerings and rates in the RDOF Census Blocks will be available in each Charter Entity's Price Guide which is available at: www.spectrum.com under "Terms of Service/Policies," and information about Charter's broadband services offerings and rates may be obtained at www.spectrum.com under "Service Rates & Disclosures."²

All broadband and voice product offerings will be provided in the RDOF Census Blocks subject to the RDOF program rules and other applicable laws, as well as Charter's own service terms and policies.

² The rates, terms and conditions of Charter's voice and broadband service offerings are subject to change in accordance with applicable law.

D.T.C. 1-30 Describe any additional residential services Fiberlink and Time Warner intend to offer using their networks in the RDOF Census Blocks. Include any information on pricing, service terms, and service conditions.

Response: The Charter Entities will offer (either directly or through its affiliates) Charter's standalone voice and up to 1Gig / 500 Mbps tier of broadband service to residential customers residing in the RDOF Census Blocks in accordance with the FCC's applicable RDOF requirements.

Additionally, with regard to all other residential voice services and other broadband service tier options, the Charter Entities expect that the services, prices and plans in the RDOF and non-RDOF areas of Massachusetts are likely to be the same. Charter currently employs national pricing for its broadband and voice services. Upon commencing service, information about each Charter Entity's voice service offerings and rates in the RDOF Census Blocks will be available in each Charter Entity's Price Guide which is available at: www.spectrum.com under "Terms of Service/Policies," and information about Charter's broadband services offerings and rates may be obtained at www.spectrum.com under "Service Rates & Disclosures."³

All broadband and voice product offerings will be provided in the RDOF Census Blocks subject to the RDOF program rules and other applicable laws, as well as Charter's own service terms and policies.

³ The rates, terms and conditions of Charter's voice and broadband service offerings are subject to change in accordance with applicable law.

D.T.C. 1-31 Describe any additional business or enterprise services Fiberlink and Time Warner intend to offer using their networks in the RDOF Census Blocks. Include any information on pricing, service terms, and service conditions.

Response: The Charter Entities will offer (either directly or through their affiliates) Charter's standalone voice and up to 1Gig / 500 Mbps tier of broadband service to business or enterprise customers located in the RDOF Census Blocks in accordance with the FCC's applicable RDOF requirements.

Additionally, with regard to all other business or enterprise voice services and other broadband service tier options, the Charter Entities expect that the services, prices and plans in the RDOF and non-RDOF areas of Massachusetts are likely to be the same. Charter currently employs national pricing for its broadband and voice services. Upon commencing service, information about each Charter Entity's voice service offerings and rates in the RDOF Census Blocks will be available in each Charter Entity's Price Guide which is available at: www.spectrum.com under "Terms of Service/Policies," and information about Charter's broadband services offerings and rates may be obtained at www.spectrum.com under "Service Rates & Disclosures."⁴

All broadband and voice product offerings will be provided in the RDOF Census Blocks subject to the RDOF program rules and other applicable laws, as well as Charter's own service terms and policies.

⁴ The rates, terms and conditions of Charter's voice and broadband service offerings are subject to change in accordance with applicable law.

D.T.C. 1-33 Provide Fiberlink's and Time Warner's service outage reporting and restoration plans for their RDOF Census Blocks identifying any staff or contractors responsible for service restoration in the RDOF Census Blocks.

Response: The Charter Entities and their affiliates currently provide high-quality voice and broadband services to approximately 28.9 million residential and small/medium business ("SMB") Internet customers and 10.4 million residential and SMB voice service customers in 41 states, including many in rural and "high cost" areas.⁵ Accordingly, the Charter Entities are highly qualified to meet the FCC's and the Commission's service obligations given Charter's proven track record of technical and commercial success operating as an existing provider of broadband Internet and voice services. The Charter Entities will draw upon Charter's extensive teams of experienced engineers with expertise in the fields of communications technology, hardware design, software development, data analytics, and networking to construct and/or install the networks and infrastructure necessary to provide its required services. Additionally, the Charter Entities will leverage the significant managerial and technical expertise of Charter to perform all billing, installation, customer service, and other matters related to providing its services in Massachusetts.

The Charter corporate family has extensive experience managing the technical and customer service-related issues associated with the provision of mass-market consumer voice and broadband Internet access services. Charter has been providing voice and broadband Internet access services to customers for almost twenty years. Charter monitors its network performance on a 24/7/365 basis, has implemented procedures to leverage its extensive engineering resources

⁵ See Press Release, Charter Communications, Inc., *Charter Announces Fourth Quarter 2020 Results* (Jan. 29, 2021), <https://www.prnewswire.com/news-releases/charter-announces-fourth-quarter-and-full-year-2020-results-301217852.html> "*Charter Fourth Quarter 2020 Results*."

quickly and effectively to install, modify, repair, and/or restore services, as necessary, and complies with applicable service outage reporting requirements (e.g., NORS/DIRS reports) when there is a network disruption.

As part of providing its services, Charter has contingency plans in place for emergency situations for each of Charter's major network hubs and/or facilities that are geographically distributed across the United States. These plans contain activation, staffing, escalation, and communication procedures to identify and respond to such emergencies. Additionally, all switching facilities are equipped with independent power generators and sufficient fuel to operate for several days to mitigate commercial power outages. The design of these facilities contains multiple levels of redundancy and autonomy that also mitigate the need for dedicated human interaction.

The Charter Entities will apply this successful model to their services and customers in the RDOF Census Blocks in Massachusetts.

PUBLIC

EXHIBIT 8

Charter Communications, Inc.

Corporate Structure Chart

Charter Fiberlink MA-CCO, LLC and

Spectrum Northeast, LLC

As of December 31, 2020

[REDACTED]

**THIS EXHIBIT IS SUBJECT TO A PROTECTIVE
ORDER**

PUBLIC

EXHIBIT 9

CHARTER COMMUNICATIONS, Inc.

Corporate Structure Chart

Time Warner Cable Information Services (Massachusetts) and

Spectrum Northeast, LLC

As of December 31, 2020

[REDACTED]

**THIS EXHIBIT IS SUBJECT TO A PROTECTIVE
ORDER**