

RESOLUTION

FRANCHISE AND CONCESSION REVIEW COMMITTEE

CITY OF NEW YORK (Staten Island)

Cal. No. 1

In the matter of a proposed change of control of the cable television franchisee Time Warner Cable New York City, LLC (the "Franchisee") in the franchise area as defined by the current franchise agreement between the City and the Franchisee (the "Franchise Area")

WHEREAS, on June 30, 1983, the City of New York (the "City") granted a franchise (the "Franchise") for the provision of cable television service in the Franchise Area to the Franchisee (or the predecessor in interest to Franchisee); and

WHEREAS, on September 16, 1998 and again on August 10, 2011, the Franchise and Concession Review Committee ("FCRC") approved the renewal of the Franchise; and

WHEREAS, in 2013, pursuant to Section 13 of the franchise agreement, the Franchisee assumed the Franchise; and

WHEREAS, in 2015, the Franchisee submitted written materials to the New York City Department of Information Technology and Telecommunications ("DoITT") which provided details describing the proposed change whereby NewCo, LLC will become the parent company of the Franchisee and the Franchisee will ultimately be controlled by New Charter, Inc. (the "Transaction"); and

WHEREAS, after review of the proposed change of control, it has been determined that 1) the Franchisee is currently in substantial compliance with the terms and conditions of the franchise agreement except that it is DoITT's position that Franchisee is not in substantial compliance with sections 4.1, appendix A-section 3.4 and appendix A-section 8 of the franchisee agreement and may not be in substantial compliance with section 5.6 of the franchise agreement but Franchisee has agreed to meet with the City to, in good faith, resolve such non-compliances and 2) after the Transaction is completed, the Franchisee will have the technical, managerial and financial ability to comply with the provisions of the existing franchise agreement; and

WHEREAS, the FCRC held a public hearing, on March 7, 2016, regarding the proposed change of control, which was a full public proceeding in compliance with the requirements of the New York City Charter, and such hearing was closed on that date; and

WHEREAS, the FCRC has determined that its consent to the above-described transactions can be granted.

NOW, THEREFORE, BE IT

RESOLVED, that the Franchise and Concession Review Committee does hereby approve the proposed change of control of the Franchisee by virtue of the above Transaction.

THIS IS A TRUE COPY OF THE RESOLUTION ADOPTED BY THE
FRANCHISE AND CONCESSION REVIEW COMMITTEE ON:

MARCH 9, 2016

Date: _____

Signed _____

Title: Director of the Mayor's Office of Contract Services

DRAFT

RESOLUTION

FRANCHISE AND CONCESSION REVIEW COMMITTEE

CITY OF NEW YORK (Northern Manhattan)

Cal. No. 2

In the matter of a proposed change of control of the cable television franchisee Time Warner Cable New York City, LLC (the “Franchisee”) in the franchise area as defined by the current franchise agreement between the City and the Franchisee (the “Franchise Area”)

WHEREAS, on June 30, 1983, the City of New York (the “City”) granted a franchise (the “Franchise”) for the provision of cable television service in the Franchise Area to the Franchisee (or the predecessor in interest to Franchisee); and

WHEREAS, on September 16, 1998 and again on August 10, 2011, the Franchise and Concession Review Committee (“FCRC”) approved the renewal of the Franchise; and

WHEREAS, in 2013, pursuant to Section 13 of the franchise agreement, the Franchisee assumed the Franchise; and

WHEREAS, in 2015, the Franchisee submitted written materials to the New York City Department of Information Technology and Telecommunications (“DoITT”) which provided details describing the proposed change whereby NewCo, LLC will become the parent company of the Franchisee and the Franchisee will ultimately be controlled by New Charter, Inc. (the “Transaction”); and

WHEREAS, after review of the proposed change of control, it has been determined that 1) the Franchisee is currently in substantial compliance with the terms and conditions of the franchise agreement except that it is DoITT’s position that Franchisee is not in substantial compliance with sections 4.1, appendix A-section 3.4 and appendix A-section 8 of the franchisee agreement and may not be in substantial compliance with section 5.6 of the franchise agreement but Franchisee has agreed to meet with the City to, in good faith, resolve such non-compliances and 2) after the Transaction is completed, the Franchisee will have the technical, managerial and financial ability to comply with the provisions of the existing franchise agreement; and

WHEREAS, the FCRC held a public hearing, on March 7, 2016, regarding the proposed change of control, which was a full public proceeding in compliance with the requirements of the New York City Charter, and such hearing was closed on that date; and

WHEREAS, the FCRC has determined that its consent to the above-described transactions can be granted.

NOW, THEREFORE, BE IT

RESOLVED, that the Franchise and Concession Review Committee does hereby approve the proposed change of control of the Franchisee by virtue of the above Transaction.

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FRANCHISE AND CONCESSION REVIEW COMMITTEE ON:

MARCH 9, 2016

Date: _____

Signed _____

Title: Director of the Mayor's Office of Contract Services

DRAFT

RESOLUTION

FRANCHISE AND CONCESSION REVIEW COMMITTEE

CITY OF NEW YORK (Southern Manhattan)

Cal. No. 3

In the matter of a proposed change of control of the cable television franchisee Time Warner Cable New York City, LLC (the "Franchisee") in the franchise area as defined by the current franchise agreement between the City and the Franchisee (the "Franchise Area")

WHEREAS, on June 30, 1983, the City of New York (the "City") granted a franchise (the "Franchise") for the provision of cable television service in the Franchise Area to the Franchisee (or the predecessor in interest to Franchisee); and

WHEREAS, on September 16, 1998 and again on August 10, 2011, the Franchise and Concession Review Committee ("FCRC") approved the renewal of the Franchise; and

WHEREAS, in 2013, pursuant to Section 13 of the franchise agreement, the Franchisee assumed the Franchise; and

WHEREAS, in 2015, the Franchisee submitted written materials to the New York City Department of Information Technology and Telecommunications ("DoITT") which provided details describing the proposed change whereby NewCo, LLC will become the parent company of the Franchisee and the Franchisee will ultimately be controlled by New Charter, Inc. (the "Transaction"); and

WHEREAS, after review of the proposed change of control, it has been determined that 1) the Franchisee is currently in substantial compliance with the terms and conditions of the franchise agreement except that it is DoITT's position that Franchisee is not in substantial compliance with sections 4.1, appendix A-section 3.4 and appendix A-section 8 of the franchisee agreement and may not be in substantial compliance with section 5.6 of the franchise agreement but Franchisee has agreed to meet with the City to, in good faith, resolve such non-compliances and 2) after the Transaction is completed, the Franchisee will have the technical, managerial and financial ability to comply with the provisions of the existing franchise agreement; and

WHEREAS, the FCRC held a public hearing, on March 7, 2016, regarding the proposed change of control, which was a full public proceeding in compliance with the requirements of the New York City Charter, and such hearing was closed on that date; and

WHEREAS, the FCRC has determined that its consent to the above-described transactions can be granted.

NOW, THEREFORE, BE IT

RESOLVED, that the Franchise and Concession Review Committee does hereby approve the proposed change of control of the Franchisee by virtue of the above Transaction.

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FRANCHISE AND CONCESSION REVIEW COMMITTEE ON:

MARCH 9, 2016

Date: _____

Signed _____

Title: Director of the Mayor's Office of Contract Services

DRAFT

RESOLUTION

FRANCHISE AND CONCESSION REVIEW COMMITTEE

CITY OF NEW YORK (Brooklyn)

Cal. No. 4

In the matter of a proposed change of control of the cable television franchisee Time Warner Cable New York City, LLC (the "Franchisee") in the franchise area as defined by the current franchise agreement between the City and the Franchisee (the "Franchise Area")

WHEREAS, on June 30, 1983, the City of New York (the "City") granted a franchise (the "Franchise") for the provision of cable television service in the Franchise Area to the Franchisee (or the predecessor in interest to Franchisee); and

WHEREAS, on September 16, 1998 and again on August 10, 2011, the Franchise and Concession Review Committee ("FCRC") approved the renewal of the Franchise; and

WHEREAS, in 2013, pursuant to Section 13 of the franchise agreement, the Franchisee assumed the Franchise; and

WHEREAS, in 2015, the Franchisee submitted written materials to the New York City Department of Information Technology and Telecommunications ("DoITT") which provided details describing the proposed change whereby NewCo, LLC will become the parent company of the Franchisee and the Franchisee will ultimately be controlled by New Charter, Inc. (the "Transaction"); and

WHEREAS, after review of the proposed change of control, it has been determined that 1) the Franchisee is currently in substantial compliance with the terms and conditions of the franchise agreement except that it is DoITT's position that Franchisee is not in substantial compliance with sections 4.1, appendix A-section 3.4 and appendix A-section 8 of the franchisee agreement and may not be in substantial compliance with section 5.6 of the franchise agreement but Franchisee has agreed to meet with the City to, in good faith, resolve such non-compliances and 2) after the Transaction is completed, the Franchisee will have the technical, managerial and financial ability to comply with the provisions of the existing franchise agreement; and

WHEREAS, the FCRC held a public hearing, on March 7, 2016, regarding the proposed change of control, which was a full public proceeding in compliance with the requirements of the New York City Charter, and such hearing was closed on that date; and

WHEREAS, the FCRC has determined that its consent to the above-described transactions can be granted.

NOW, THEREFORE, BE IT

RESOLVED, that the Franchise and Concession Review Committee does hereby approve the proposed change of control of the Franchisee by virtue of the above Transaction.

THIS IS A TRUE COPY OF THE RESOLUTION ADOPTED BY THE
FRANCHISE AND CONCESSION REVIEW COMMITTEE ON:

MARCH 9, 2016

Date: _____

Signed _____

Title: Director of the Mayor's Office of Contract Services

DRAFT

RESOLUTION

FRANCHISE AND CONCESSION REVIEW COMMITTEE

CITY OF NEW YORK (Queens)

Cal. No. 5

In the matter of a proposed change of control of the cable television franchisee Time Warner Cable New York City, LLC (the "Franchisee") in the franchise area as defined by the current franchise agreement between the City and the Franchisee (the "Franchise Area")

WHEREAS, on June 30, 1983, the City of New York (the "City") granted a franchise (the "Franchise") for the provision of cable television service in the Franchise Area to the Franchisee (or the predecessor in interest to Franchisee); and

WHEREAS, on September 16, 1998 and again on August 10, 2011, the Franchise and Concession Review Committee ("FCRC") approved the renewal of the Franchise; and

WHEREAS, in 2013, pursuant to Section 13 of the franchise agreement, the Franchisee assumed the Franchise; and

WHEREAS, in 2015, the Franchisee submitted written materials to the New York City Department of Information Technology and Telecommunications ("DoITT") which provided details describing the proposed change whereby NewCo, LLC will become the parent company of the Franchisee and the Franchisee will ultimately be controlled by New Charter, Inc. (the "Transaction"); and

WHEREAS, after review of the proposed change of control, it has been determined that 1) the Franchisee is currently in substantial compliance with the terms and conditions of the franchise agreement except that it is DoITT's position that Franchisee is not in substantial compliance with sections 4.1, appendix A-section 3.4 and appendix A-section 8 of the franchisee agreement and may not be in substantial compliance with section 5.6 of the franchise agreement but Franchisee has agreed to meet with the City to, in good faith, resolve such non-compliances and 2) after the Transaction is completed, the Franchisee will have the technical, managerial and financial ability to comply with the provisions of the existing franchise agreement; and

WHEREAS, the FCRC held a public hearing, on March 7, 2016, regarding the proposed change of control, which was a full public proceeding in compliance with the requirements of the New York City Charter, and such hearing was closed on that date; and

WHEREAS, the FCRC has determined that its consent to the above-described transactions can be granted.

NOW, THEREFORE, BE IT

RESOLVED, that the Franchise and Concession Review Committee does hereby approve the proposed change of control of the Franchisee by virtue of the above Transaction.

THIS IS A TRUE COPY OF THE RESOLUTION ADOPTED BY THE
FRANCHISE AND CONCESSION REVIEW COMMITTEE ON:

MARCH 9, 2016

Date: _____

Signed _____

Title: Director of the Mayor's Office of Contract Services

DRAFT

MEMORANDUM REGARDING CHANGE OF CONTROL OF FRANCHISEE

Instructions: Check all applicable boxes and provide all applicable information requested below. If any requested date or information is unavailable, describe the reason it cannot be ascertained.

A. AUTHORIZING RESOLUTIONS (Attach copy)

1. Mayor's Office of Legislative Affairs transmitted proposed authorizing resolution to City Council on 07/19/2006.
2. City Council conducted public hearing on 08/14/2006.
3. City Council adopted authorizing resolution on 09/27/2006.

B. SOLICITATION/EVALUATION/AWARD

1. RFP/solicitation document issued on: 11/04/2010. (Attach copy)
2. The Agency certifies that it complied with all the procedures for the solicitation, evaluation and/or award of the subject franchise as set forth in the applicable authorizing resolution and request for proposals, if applicable.

C. Basis for Approval of the Proposed Transaction:

Describe:

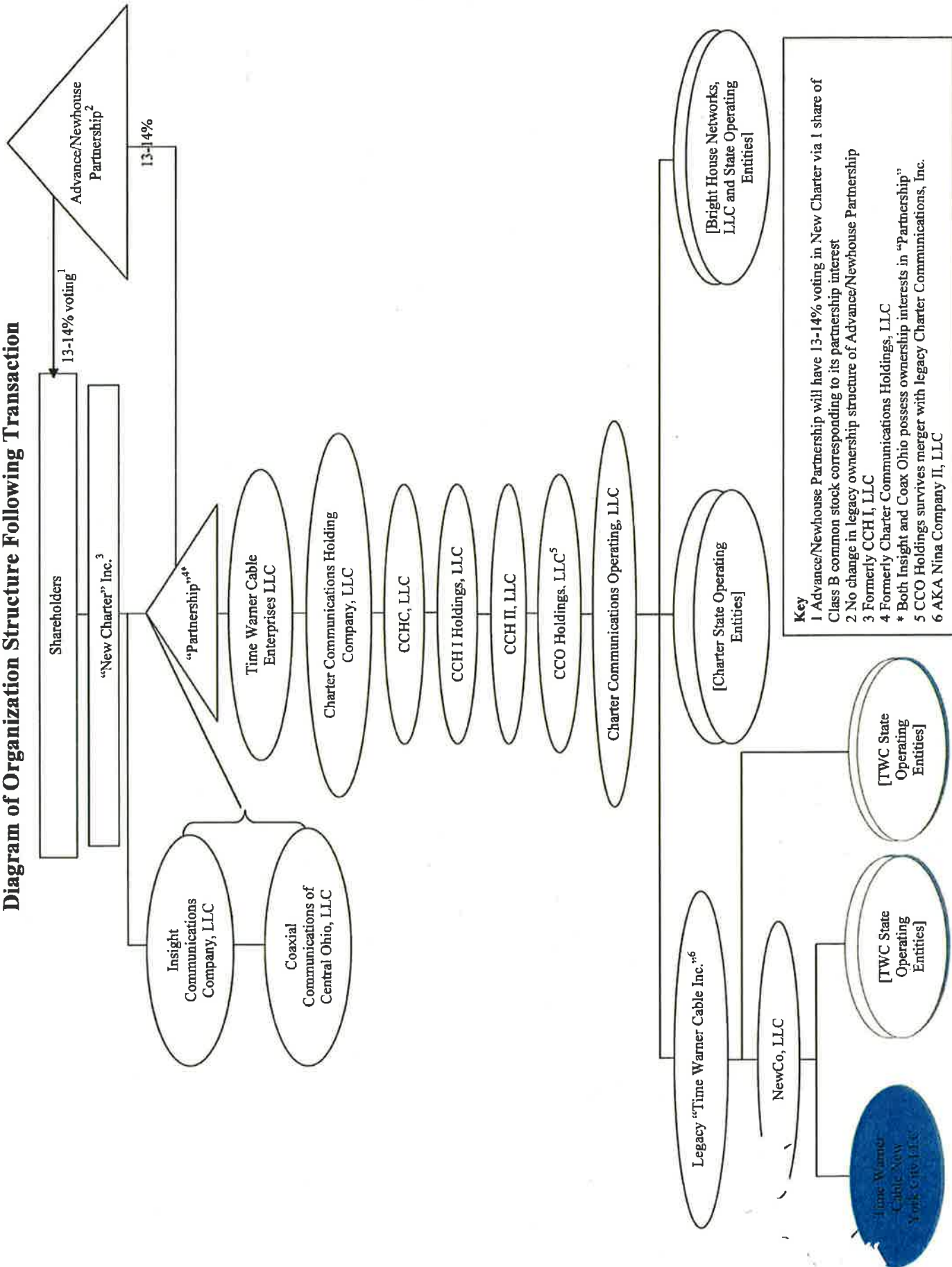
After review of the proposed change of control, it has been determined that 1) the Franchisee is currently in substantial compliance with the terms and conditions of the franchise agreement except that it is DoITT's position that Franchisee is not in substantial compliance with sections 4.1, appendix A-section 3.4 and appendix A-section 8 of the franchisee agreement and may not be in substantial compliance with section 5.6 of the franchise agreement but Franchisee has agreed to meet with the City to, in good faith, resolve such non-compliances and 2) after the Transaction is completed, the Franchisee will have the technical, managerial and financial ability to comply with the provisions of the existing franchise agreement.

Form continued on next page.

D. PUBLIC HEARING & APPROVAL

1. Agency filed proposed change with FCRC on 2/12/2016.
2. Public Hearing Notice
 - a. Agency published, for at least 15 business days immediately prior to the public hearing, a public hearing notice and summary of the proposed change in the City Record from 2/09/2016 - 03/07/2016.
 - b. Agency provided written notice containing a summary of the proposed change to each affected CB and BP by 02/9/2016. (Check the applicable box below and provide the requested information)
 - Franchise relates to property in one borough only and, as such, agency additionally published a public hearing notice and summary of the terms and conditions of the proposed agreement twice in _____, a NYC daily, citywide newspaper on ___/___/___ and ___/___/___, twice in _____, a NYC daily, citywide newspaper on ___/___/___ and ___/___/___ . A copy of each such notice containing a summary of the terms and conditions of the proposed agreement was sent to each affected CB and the affected BP by ___/___/___.
 - Franchise relates to property in more than one borough and, as such, agency additionally published a public hearing notice and summary of the proposed change twice in New York Post, a NYC daily, citywide newspaper on 02/16/2016 and 02/17/2016, and in Metro, also a NYC daily, citywide newspaper on 02/16/2016 and 02/17/2016. A copy of each such notice containing a summary of the proposed change was sent to each affected CB, each affected BP and each affected Council Member by 02/10/2016.
 - Franchise relates to a bus route contained within one borough only and, as such, agency additionally published a public hearing notice and summary of the terms and conditions of the proposed agreement twice in _____, a NYC daily, citywide newspaper on ___/___/___ and ___/___/___, and in _____, a NYC weekly, local newspaper published in the affected borough on ___/___/___ and ___/___/___ . A copy of each such notice containing a summary of the terms and conditions of the proposed agreement was sent to each affected CB and the affected BP by ___/___/___.
 - Franchise relates to a bus route that crosses one or more borough boundaries and, as such, agency additionally published a public hearing notice and summary of the terms and conditions of the proposed agreement twice in _____, a NYC daily, citywide newspaper on ___/___/___ and ___/___/___, and in _____, also a NYC daily, citywide newspaper on ___/___/___ and ___/___/___ . A copy of each such notice containing a summary of the terms and conditions of the proposed agreement was sent to each affected CB, each affected BP and each affected Council Member by ___/___/___ . A notice was posted in the buses operating upon the applicable route.
 - b. Franchise relates to extension of the operating authority of a private bus company that receives a subsidy from the City and, as such, at least 1 business day prior to the public hearing the Agency published a public hearing notice in the City Record on ___/___/___.
3. FCRC conducted a public hearing within 30 days of filing on 03/07/2016.

Diagram of Organization Structure Following Transaction



Key

- 1 Advance/Newhouse Partnership will have 13-14% voting in New Charter via 1 share of Class B common stock corresponding to its partnership interest
- 2 No change in legacy ownership structure of Advance/Newhouse Partnership
- 3 Formerly CCH I, LLC
- 4 Formerly Charter Communications Holdings, LLC
- * Both Insight and Coax Ohio possess ownership interests in "Partnership"
- 5 CCO Holdings survives merger with legacy Charter Communications, Inc.
- 6 AKA Nina Company II, LLC

NOTICE OF PUBLIC HEARING

NOTICE OF A FRANCHISE AND CONCESSION REVIEW COMMITTEE ("FCRC") PUBLIC HEARING to be held on Monday, March 7, 2016 commencing at 2:30 PM at 2 Lafayette Street, 14th Floor Auditorium, Borough of Manhattan, relating to: 1) a proposed change of control of five cable television franchises held by Time Warner Cable New York City LLC ("TWC") in Staten Island, Northern and Southern Manhattan, Brooklyn and Queens whereby NewCo, LLC, will become the parent company of TWC. By that transaction, TWC will be ultimately controlled by New Charter, Inc.; and 2) a proposed change of control of two cable television franchises held by Cablevision Systems New York City Corporation (Cablevision) in Brooklyn and the Bronx whereby Cablevision will be ultimately controlled in majority part by Altice N.V and its parent entities.

A copy of the ownership organization charts reflecting the proposed changes of control ("proposed organizational charts") may be viewed at DoITT, 2 Metrotech Center, 4th Floor, Brooklyn, NY, 11201, commencing February 11, 2016, through March 7, 2016, between the hours of 9:30 AM and 3:30 PM, excluding Saturdays, Sundays and holidays. Paper copies of the proposed organizational charts may be obtained, by appointment, at a cost of \$.25 per page. All payments shall be made at the time of pickup by check or money order made payable to the New York City Department of Finance. The proposed organizational charts may also be obtained in PDF form at no cost, by email request. Interested parties should contact Brett Sikoff at 718-403-6722 or by email at franchiseopportunities@doitt.nyc.gov.

NOTE: Individuals requesting sign language interpreters or any other accommodation of disability at the public hearing should contact the Mayor's Office of Contract Services, Public Hearing Unit, 253 Broadway, 9th Floor, New York, New York 10007, (212) 788-7490, no later than SEVEN (7) BUSINESS DAYS PRIOR TO THE PUBLIC HEARING. TDD users should call Verizon relay service.

The Hearing may be cablecast on NYCMedia channels.

