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
AGENCY
Department of Information Technology & Telecommunications

FRANCHISEE
Name: Time Warner Cable New York City, LLC.
Address: 60 Columbus Circle, New York, NY 10023
Telephone #: 212-364-8200  ☑ EIN ☐ SSN # 45-4593291

FRANCHISE I.D. #
#8582016FRANChI

# VOTES required for proposed action = 5

DESCRIPTION OF FRANCHISE (Attach Proposed Resolution and Proposed Agreement)

Borough(s) Location of Franchises: Staten Island  C.B.(s) all in borough
PUBLIC SERVICE TO BE PROVIDED
Cable television services

SELECTION PROCEDURE
☐ Request for Proposals  ☑ Other: Change of Control

FRANCHISE AGREEMENT TERM
Initial Term From: 11/30/2011 To: 07/18/2020
Renewal Option(s) Term: None

SUBSIDIES TO FRANCHISEE  ☑ N/A

$___________________________________

DCP determined the franchise would have land use impacts or implications.  ☑ YES ☐ NO
If YES, proposed franchise reviewed and approved pursuant to Sections 197-c and 197-d of the City Charter.

☐ CPC approved on ___/___/___
☐ City Council approved on  ☑ N/A

☑ Law Department determined RFP/other solicitation document consistent with adopted authorizing Resolutions on 11/03/2010.
☑ Law Department approved franchise agreement on 08/10/2011.

AUTHORIZED AGENCY STAFF
This is to certify that the information presented herein is accurate and that I find the franchisee to be responsible and approve the transfer of control. This is to further certify that the transfer of control was approved by the FCRC on ___/___/___ by a vote of ___ to ___.

Name _______________________________________ Title _________________________
Signature ____________________________ Date ___/___/___

CERTIFICATE OF PROCEDURAL REQUISITES
This is to certify that the agency has complied with the prescribed procedural requisites for approval of the transfer of control.

Signature ____________________________ Date ___/___/___

City Chief Procurement Officer
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.

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
**Cover Sheet for Memorandum Regarding Change of Control of Franchisee**

*Attach, in the following order, FRFA Checklist and Narrative and “Responsibility Determination” form*

<table>
<thead>
<tr>
<th><strong>Agency</strong></th>
<th><strong>Franchisee</strong></th>
<th><strong>Franchise I.D. #</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Department of Information Technology &amp; Telecommunications</td>
<td>Time Warner Cable New York City, LLC.</td>
<td>#8582016FRANCHI</td>
</tr>
</tbody>
</table>

**# Votes Required for Proposed Action = 5**

**Address:** 60 Columbus Circle, New York, NY 10023

**Telephone #:** 212-364-8200  **EIN**  **SSN #** 45-4593291

---

**Description of Franchise (Attach Proposed Resolution and Proposed Agreement)**

Borough(s) Location of Franchises: Northern Manhattan

C.B.(s) all areas within Community District 7 in the Borough of Manhattan north of the center line of West 79th Street, all areas within Community District 8 in the Borough of Manhattan north of the center line of East 86th Street (Fifth Avenue dividing east from west) and all areas within Community Districts 9, 10, 11, and 12 in the Borough of Manhattan, and including Randall’s Island, Wards Island and Marble Hill.

**Public Service to be Provided**

- Cable television services

**Selection Procedure**

- Request for Proposals
- Other: Change of Control

**Franchise Agreement Term**

- Initial Term: From 11/30/2011 To 07/18/2020
- Renewal Option(s) Term: None

**Subsidies to Franchisee**

- N/A

DCP determined the franchise would have land use impacts or implications.

- YES
- NO

If YES, proposed franchise reviewed and approved pursuant to Sections 197-c and 197-d of the City Charter.

- CPC approved on ___/___/___
- City Council approved on N/A

Law Department determined RFP/other solicitation document consistent with adopted authorizing Resolutions on 11/03/2010.

Law Department approved franchise agreement on 08/10/2011.

**Authorized Agency Staff**

This is to certify that the information presented herein is accurate and that I find the franchisee to be responsible and approve the transfer of control. This is to further certify that the transfer of control was approved by the FCRC on ___/___/___ by a vote of ___ to ___.

Name ___________________________ Title __________________________

Signature ___________________________ Date __/__/__

**Certificate of Procedural Requisites**

This is to certify that the agency has complied with the prescribed procedural requisites for approval of the transfer of control.

Signature ___________________________ Date __/__/__

City Chief Procurement Officer
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.

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
COVER SHEET FOR MEMORANDUM REGARDING CHANGE OF CONTROL OF FRANCHISEE
(Attach, in the following order, FRFA Checklist and Narrative and “Responsibility Determination” form)

<table>
<thead>
<tr>
<th>AGENCY</th>
<th>FRANCHISEEE</th>
<th>FRANCHISE I.D. #</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>#8582016FRANCHI</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

# VOTES required for proposed action = 5

<table>
<thead>
<tr>
<th>Name</th>
<th>Time Warner Cable New York City, LLC.</th>
</tr>
</thead>
<tbody>
<tr>
<td>Address</td>
<td>60 Columbus Circle, New York, NY 10023</td>
</tr>
<tr>
<td>Telephone #</td>
<td>212-364-8200</td>
</tr>
</tbody>
</table>

# EIN □ SSN # 45-4593291

DESCRIPTION OF FRANCHISE (Attach Proposed Resolution and Proposed Agreement)

Borough(s) Location of Franchises: Southern Manhattan
C.B. (s) all areas within Community Districts 1, 2, 3, 4, 5 and 6 in the Borough of Manhattan, all areas within Community District 7 in the Borough of Manhattan south of the center line of West 79th Street and all areas within Community District 8 in the Borough of Manhattan south of the center line of East 86th Street (Fifth Avenue dividing east from west), and including Roosevelt Island, but not including Ellis Island or Liberty Island.

PUBLIC SERVICE TO BE PROVIDED
Cable television services

SELECTION PROCEDURE

☑ Request for Proposals ☑ Other: Change of Control

FRANCHISE AGREEMENT TERM

| Initial Term From: 11/30/2011 To: 07/18/2020 |
| Renewal Option(s) Term: None |

SUBSIDIES TO FRANCHISEE □ N/A

$___________________________________

DCP determined the franchise would have land use impacts or implications.

☑ YES □ NO

If YES, proposed franchise reviewed and approved pursuant to Sections 197-c and 197-d of the City Charter.

☐ CPC approved on ___/___/___

☐ City Council approved on ☑ N/A

☑ Law Department determined RFP/other solicitation document consistent with adopted authorizing Resolutions on 11/03/2010.

☑ Law Department approved franchise agreement on 08/10/2011.

AUTHORIZED AGENCY STAFF

This is to certify that the information presented herein is accurate and that I find the franchisee to be responsible and approve the transfer of control. This is to further certify that the transfer of control was approved by the FCRC on ___/___/___ by a vote of ___ to ___.

Name ___________________________ Title __________________________

Signature ___________________________ Date __/__/__

CERTIFICATE OF PROCEDURAL REQUISITES

This is to certify that the agency has complied with the prescribed procedural requisites for approval of the transfer of control.

Signature ___________________________ Date __/__/__

City Chief Procurement Officer
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
<table>
<thead>
<tr>
<th>AGENCY</th>
<th>FRANCHISEE</th>
<th>FRANCHISE I.D. #</th>
</tr>
</thead>
<tbody>
<tr>
<td>Department of Information Technology &amp; Telecommunications</td>
<td>Name: Time Warner Cable New York City, LLC.</td>
<td>#8582016FRANCHI</td>
</tr>
<tr>
<td># VOTES required for proposed action = 5</td>
<td>Address: 60 Columbus Circle, New York, NY 10023</td>
<td></td>
</tr>
<tr>
<td>Telephone #: 212-364-8200 ☒ EIN ☐ SSN # 45-4593291</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**DESCRIPTION OF FRANCHISE** (Attach Proposed Resolution and Proposed Agreement)

<table>
<thead>
<tr>
<th>Borough(s) Location of Franchises: BROOKLYN</th>
<th>C.B.(s) all in borough</th>
</tr>
</thead>
<tbody>
<tr>
<td>PUBLIC SERVICE TO BE PROVIDED</td>
<td></td>
</tr>
<tr>
<td>Cable television services</td>
<td></td>
</tr>
</tbody>
</table>

**SELECTION PROCEDURE**

- ☒ Request for Proposals
- ☐ Other: Change of Control

**FRANCHISE AGREEMENT TERM**

| Initial Term From: 11/30/2011 To: 07/18/2020 |
| Renewal Option(s) Term: None |

**SUBSIDIES TO FRANCHISEE**

- ☒ N/A

DCP determined the franchise would have land use impacts or implications.

- ☐ YES ☒ NO

If YES, proposed franchise reviewed and approved pursuant to Sections 197-c and 197-d of the City Charter.

- ☐ CPC approved on __/__/___
- ☐ City Council approved on  N/A

- ☒ Law Department determined RFP/other solicitation document consistent with adopted authorizing Resolutions on 11/03/2010.
- ☒ Law Department approved franchise agreement on 08/10/2011.

**AUTHORIZED AGENCY STAFF**

This is to certify that the information presented herein is accurate and that I find the franchisee to be responsible and approve the transfer of control. This is to further certify that the transfer of control was approved by the FCRC on __/__/___ by a vote of ___ to ___.

- Name ___________________________________________ Title ___________________ _______
- Signature __________________________________________ Date __/__/__

**CERTIFICATE OF PROCEDURAL REQUISITES**

This is to certify that the agency has complied with the prescribed procedural requisites for approval of the transfer of control.

- Signature __________________________________________ Date __/__/__

City Chief Procurement Officer
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
**AGENCY**
Department of Information Technology & Telecommunications

**FRANCHISEE**
Name: Time Warner Cable New York City, LLC.
Address: 60 Columbus Circle, New York, NY 10023
Telephone #: 212-364-8200  ☑️ EIN ☐ SSN # 45-4593291

**FRANCHISE I.D. #**
#8582016FRANCH

# VOTES required for proposed action = 5

**DESCRIPTION OF FRANCHISE**
(Attach Proposed Resolution and Proposed Agreement)

Borough(s) Location of Franchises: Queens  C.B.(s) all in borough
Cable television services

**PUBLIC SERVICE TO BE PROVIDED**

**SELECTION PROCEDURE**

☐ Request for Proposals  ☑️ Other: Change of Control

**FRANCHISE AGREEMENT TERM**
Initial Term: From: 11/30/2011 To: 07/18/2020
Renewal Option(s) Term: None

**SUBSIDIES TO FRANCHISEE**
☒ N/A

$___________________________________

DCP determined the franchise would have land use impacts or implications.
☐ YES ☒ NO
If YES, proposed franchise reviewed and approved pursuant to Sections 197-c and 197-d of the City Charter.

☐ CPC approved on ___/___/___
☐ City Council approved on ☒ N/A

☒ Law Department determined RFP/other solicitation document consistent with adopted authorizing Resolutions on 11/03/2010.
☒ Law Department approved franchise agreement on 08/10/2011.

**AUTHORIZED AGENCY STAFF**
This is to certify that the information presented herein is accurate and that I find the franchisee to be responsible and approve the transfer of control. This is to further certify that the transfer of control was approved by the FCRC on ___/___/___ by a vote of ___ to ___.

Name ________________________________________ Title ___________________ _______
Signature _______________________________________ Date __/__/__

**CERTIFICATE OF PROCEDURAL REQUISITES**
This is to certify that the agency has complied with the prescribed procedural requisites for approval of the transfer of control.

Signature _______________________________________ Date __/__/__

City Chief Procurement Officer
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.

B. SOLICITATION/EVALUATION/AWARD

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 proposed change in the City Record from 02/16/2016 to 02/17/2016, 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 terms and conditions of the proposed agreement was sent to each affected CB, each affected BP and each affected Council Member by 02/10/2016.

      ☑ 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 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 terms and conditions of the proposed agreement 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 ___/___/___, twice in a NYC weekly, local newspaper published in the affected borough on ___/___/___ and ___/___/___, and in New York Post, a NYC daily, citywide newspaper on ___/___/___ and ___/___/___, and in Metro, also 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 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 New York Post, a NYC daily, citywide newspaper on ___/___/___ and ___/___/___, and in Metro, 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 ___/___/___.

      ☑ 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

Shareholders

"New Charter" Inc.

13-14% voting

Advance/Newhouse Partnership

13-14%

Insight Communications Company, LLC

Coaxial Communications of Central Ohio, LLC

"Partnership"**

Time Warner Cable Enterprises LLC

Charter Communications Holding Company, LLC

CCHC, LLC

CCH I Holdings, LLC

CCH II, LLC

CCO Holdings, LLC*

Charter Communications Operating, LLC

Legacy "Time Warner Cable Inc."**

NewCo, LLC

[TWC State Operating Entities]

[Charter State Operating Entities]

[Bright House Networks, LLC and State Operating Entities]

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.