

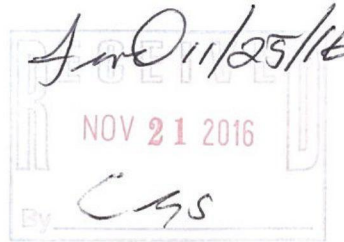
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November 21, 2016

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BOARD OF PUBLIC UTILITIES
MAIL ROOM

VIA HAND DELIVERY

Lawanda R. Gilbert, Director
Office of Cable Television & Telecommunications
44 South Clinton Avenue
PO Box 350
Trenton, NJ 08625

CM1511255
TM1511256

RE: Follow-up Letter regarding Meeting of October 14, 2016 with Altice USA

Dear Ms. Gilbert:

On behalf of Altice USA, enclosed please find the original and one copy of Altice USA's November 18, 2016 letter as a follow-up to the meeting of October 14, 2016 (confidential and redacted versions). The confidential version is being provided to your office under seal. We have also enclosed, pursuant to N.J.A.C. 14:1-12.1 et seq., the affidavit of Paul Jamieson, Esq. with supporting letter brief substantiating Altice USA's claim of confidentiality.

Respectfully submitted,

SCHENCK, PRICE, SMITH & KING, LLP

Sidney A. Sayovitz

Encls.

cc: Irene Kim Asbury, Secretary – Board of Public Utilities (via Hand Delivery) (w/Encls.)
(confidential and redacted versions)
Paul Jamieson, Esq. (via e-mail)
Kevin G. Walsh, Esq. (via e-mail)

Case mgmt
C. Asbury
C. Vashier
J. Gilbert - Conf

{01708591.DOC;1 }

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(973) 539-1000
Attorneys for Altice USA



**AFFIDAVIT OF
PAUL JAMIESON**

**IN THE MATTER OF THE VERIFIED JOINT :
PETITION OF ALTICE N.V. AND :
CABLEVISION SYSTEMS CORPORATION :
AND CABLEVISION CABLE ENTITIES FOR :
APPROVAL TO TRANSFER CONTROL OF :
CABLEVISION CABLE ENTITIES :**

BPU DOCKET NO. CM15111255

and

**IN THE MATTER OF THE VERIFIED JOINT :
PETITION OF ALTICE N.V. AND :
CABLEVISION SYSTEMS CORPORATION, :
CABLEVISION LIGHTPATH-NJ, LLC AND :
4CONNECTIONS LLC, FOR APPROVAL TO :
TRANSFER CONTROL OF CABLEVISION :
LIGHTPATH-NJ, LLC AND 4CONNECTIONS :
LLC AND FOR CERTAIN FINANCING :
ARRANGEMENTS :**

BPU DOCKET NO. TM15111256

**STATE OF NEW YORK :
: ss:
COUNTY OF NASSAU :**

I, PAUL JAMIESON, being of full age, being duly sworn, deposes and says:

1. I am Vice President, Government and Policy, for Altice USA (hereinafter "Altice"). I submit this affidavit in support of Altice's request for confidential and proprietary treatment of the technical and financial information contained in Altice's November 18, 2016

letter (hereinafter “the November 18 Letter or “letter”) submitted in response to a request by the Director of the Office of Cable Television and Telecommunications following her meeting with Altice on October 14, 2016. I am familiar with the information referenced in this affidavit and if called as a witness, I could and would testify competently to the same.

2. The November 18, 2016 Letter sets forth proprietary financial, technical and operational information regarding Altice’s hybrid fiber optic/coaxial cable network in New Jersey (hereinafter the “the Confidential Technical and Financial Information”). Specifically, the Confidential Technical and Financial Information in the letter includes information on the allocation of bandwidth across data, video, voice services, as well a detailed comparison of Altice’s financial and technical commitments in New York and New Jersey. Altice is concerned about the possible release of the Confidential Technical and Financial Information due to its competitively sensitive proprietary nature. For this reason, we have redacted all of the Confidential Technical and Financial Information included in November 18, 2006 Letter.

3. Disclosure of the Confidential Technical and Financial Information would allow a competitor to evaluate Altice’s technical and financial capabilities. Thus, a competitor could use the Confidential Technical and Financial Information to analyze Altice’s operations and allow it develop strategies for marketing, investment and/or construction purposes.

4. Armed with an understanding of the Altice’s plans regarding the Confidential Technical and Financial Information would allow a competitor to evaluate Altice’s proprietary operational plans and target particular cable market segments, thereby gaining a competitive advantage. In contrast, Altice would not have any knowledge of its competitors’ investment costs relating to its technical capacities that would allow it to respond effectively to this kind of marketing strategy.

5. The Confidential Technical and Financial Information is not available to the general public and has not been publicly divulged and Altice has taken precautions to make sure that it does not enter the public domain.

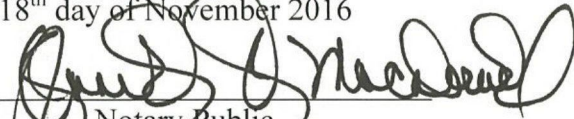
6. Maintaining the confidentiality of the Confidential Technical and Financial Information will not harm the public.

7. In view of the foregoing, it is clear that the Confidential Technical and Financial Information in the November 18 Letter is proprietary which, if disclosed, would give competitors an undue competitive advantage that would have a significant adverse impact on Altice's financial position in the marketplace. Because of the clear prejudice to Altice's operations caused by the release of the Confidential Technical and Financial Information and the resulting unfair advantage to competitors, continued confidential treatment of the Confidential Technical and Financial Information is required for at least five years from the date of this affidavit.



Paul Jamieson

Sworn before me this
18th day of November 2016



Notary Public

JANET E. MACDOWELL
NOTARY PUBLIC, STATE OF NEW YORK
Registration No. 01MA6335281
Qualified in Suffolk County
Commission Expires January 4, 2020

THE UNIVERSITY OF CHICAGO
DIVISION OF THE PHYSICAL SCIENCES
DEPARTMENT OF CHEMISTRY
5708 SOUTH CAMPUS DRIVE
CHICAGO, ILLINOIS 60637



Paul Jamieson
Vice President, Government & Policy

VIA EMAIL AND FIRST CLASS MAIL
CONFIDENTIAL TREATMENT REQUESTED FOR HIGHLIGHTED PORTIONS

November 18, 2016

Ms. Lawanda Gilbert
Director, Office of Cable Television & Telecommunications
New Jersey Board of Public Utilities
44 South Clinton Avenue
Trenton, NJ 08625-0350

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BOARD OF PUBLIC UTILITIES
MAIL ROOM

Re: **Follow Up to 10/14 Meeting**

Dear Ms. Gilbert:

Thank you for our productive discussion on October 14. This letter addresses the items for which you requested additional information.

BPU Phone Number on Optimum Bill

Per your request, we have removed the BPU phone number from its prior location on page 1 under "Optimum Information" and moved it to page 4 under "Billing Information," indicating that the BPU is the franchising authority to whom customer complaints that are unresolved by first contacting Optimum may be addressed. A sample bill is enclosed for reference.

Network Description

As we explained in our July 19 submission, Altice's hybrid fiber optic/coaxial cable network in NJ is scalable to meet consumer's near term bandwidth needs¹ and flexible, to allow rapid investment to address contention or other node-specific issues in particular areas. At our meeting, you requested information on the allocation of bandwidth across the data, video, voice services, as of the date of close, set forth below and expressed as 6 MHz channels.

[REDACTED]

¹ For instance, Altice announced on October 5 the availability of 300 Mbps and 350 Mbps broadband products to residential and commercial customers, respectively.

[REDACTED]

[REDACTED]

Consistent with the Merger Order, the Company will report to the BPU quarterly on the status of network initiatives.

Late Fee/Disconnect

We confirm that the reference on page 4 of the bill that “Payments not received within 30 days may be sent to collections” is a reference to our internal collections process and is not meant to imply that a third party would be brought in immediately to collect unpaid balances not received within 30 days.

Accounting Questions

Per your request, we will make a senior Accounting representative available for a call the weeks of November 28 or December 5 to discuss the questions posed in SC-3 and SC-4. Please let us know a few days/times that you can be available, and we will promptly schedule. Related, for your information, we hereby enclose Cablevision Systems Corporation’s most recent quarterly report (in compliance with the applicable 10-Q requirements).

Most Favored Nation Clause

Background: As required by Section 7 of the Stipulation, Altice provided on August 22 the required analysis indicating and explaining the valuation of customer benefits awarded in New York compared to such valuation in New Jersey, calculated on the per customer basis set forth in the Stipulation. Our analysis concluded that under the applicable legal standard (“materially, in the aggregate”), NYS benefits would have to be substantially and collectively (not term by term) better than the package of NJ benefits, factoring in that NJ has [REDACTED] of the video subscribers as in NY and taking into account other, more demanding aspects of NJ law.

Valuation: In its Order, the NYSPSC concluded that a portion of the projected synergies should be shared with New York customers in the form of merger conditions in order for the transaction to satisfy the “public interest” standard of applicable law.⁴ The NYPSC Order further assigned estimated dollar benefits to the six conditions set forth below. The following table compares the dollar value assigned by NYS to the particular condition (“NYS Valuation”), with the benefits due to and actually being provided to NJ, when applying the [REDACTED] ratio of customers in New Jersey compared to New York derived by taking [REDACTED] of the NYS valuation.

[REDACTED]

⁴ See NYPSC Order at 41 *et seq.* (applying a 25%/75% customer/company sharing mechanism over 5 years to the estimated \$450M synergies, yielding a total targeted shared customer benefit of approximately \$240M). (PSC Order at 41-42)

VALUATION

	NYS Valuation		
300 Mbps	\$20,000,000		
Network expansion	N/A ⁵		
Low Income Broadband	\$215,000,000		
Low Cost Broadband	\$4,000,000		
Free Broadband to Anchor Institutions	\$1,000,000 (40 locations)		
Resiliency	\$1,000,000		

[Redacted line]

Totals	\$241,000,000	[REDACTED]	[REDACTED]
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We sincerely hope that this letter answered your questions and we look forward to continued productive dialogue with the Board.

Very Truly Yours,

ss/Paul Jamieson

Paul Jamieson

cc: Evlyn Tsimis
Kevin Walsh, Gibbons P.C.
Sid Sayovitz, Schenck Price Smith and King LLP

Enclosures

