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October 25, 2017



BOARD OF PUBLIC UTILITIES

OCT 26 2017

MAIL RECEIVED

Via Electronic (irene.asbury@bpu.state.nj.us) and FedEx Overnight Mail

Irene Kim Asbury, Secretary
Board of Public Utilities
44 South Clinton Avenue
3rd Floor, Suite 314
PO Box 350
Trenton, NJ 08625-350

Re: In the Matter of the Joint Petition of Comcast of Mercer County, LLC, and Comcast of Hopewell Valley, Inc., for Approval of a Merger and the Transfer of Certificates of Approval
Docket No. CM16090907
Our File No. 41000.1000

Dear Secretary Asbury:

Our office represents Comcast of Mercer County, LLC ("CMC"), and Comcast of Hopewell Valley, Inc. ("COHV") (together, "Petitioners"), in connection with the above-captioned matter.

Enclosed herewith for filing please find an original and 11 copies of Petitioners' Amended Petition. Please note that attached to the Petition filed on September 23, 2016 ("Initial Petition") as Exhibit B were corporate resolutions of CMC and COHV (the "Resolutions"), to which the currently filed Amended Petition makes reference. Also attached to the Initial Petition as Exhibit E were two maps showing the location of COHV's facilities in the Boroughs of Hopewell and Pennington (the "Maps"). The Resolutions and the Maps were and are deemed proprietary and confidential by the Petitioners and were therefore submitted separately under seal.

In accordance with N.J.A.C. 14:1-12 et seq., Petitioners respectfully submit that the information contained in the Resolutions and the Maps as filed with the Initial Petition is proprietary commercial information and, as such, that they do not constitute a government record under the New Jersey Open Public Records Act, P.L. 2001, c. 404 (N.J.S.A. 47:1A-1 et seq.). The Resolutions and the Maps are therefore exempt from public disclosure. To substantiate this confidentiality claim, Comcast relies on the Affidavit of Brian A. Rankin, Vice President of Comcast, attached to the Initial and Amended Petitions. You may direct all custodian communications to the undersigned.

4820-0943-8546, v. 1

Case Mgmt
C. Astab
C. Cochran
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Irene Kim Asbury, Secretary

October 25, 2017

Page 2 of 3

Kindly date stamp the extra copies of this transmittal letter and the Amended Petition and return same in the self-addressed, stamped envelope enclosed for your convenience.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,



Laura M. Miller
For the Firm

LMM/dp

enc.

cc: Paul Flanagan, Executive Director (paul.flanagan@bpu.nj.gov)
Lawanda R. Gilbert, Director (lawanda.gilbert@bpu.nj.gov)
Stefanie A. Brand, Director (sbrand@rpa.nj.gov)
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**STATE OF NEW JERSEY
BOARD OF PUBLIC UTILITIES
OFFICE OF CABLE TELEVISION & TELECOMMUNICATIONS**

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Attorneys for Petitioners
Comcast of Mercer County, LLC and
Comcast of Hopewell Valley, Inc.
File No. 41000.1000

IN THE MATTER OF THE JOINT PETITION) OF COMCAST OF MERCER COUNTY, LLC) AND COMCAST OF HOPEWELL VALLEY,) INC., FOR APPROVAL OF A MERGER) AND THE TRANSFER OF CERTIFICATES) OF APPROVAL))	VERIFIED JOINT AMENDED PETITION Docket No. CM16090907
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INTRODUCTION

Comcast of Mercer County, LLC (“CMC”) and Comcast of Hopewell Valley, Inc. (“COHV”) (together, “Petitioners”), pursuant to N.J.S.A. 48:5A-38 and 40 and N.J.A.C. 14:17-6.18 and 6.8, hereby request that the Honorable Board of Public Utilities (“Board”) approve a transaction whereby the companies, affiliated by common ownership and management, propose to merge, thereby effectively resulting in the transfer of Certificates of Approval. Specifically, CMC and COHV, both wholly-owned indirect subsidiaries of Comcast Corporation, propose to undergo a transaction (the “Transaction”) whereby (i) COHV will be merged with and into CMC, (ii) CMC will thereafter provide service to the former COHV customers (“affected customers”), and (iii) upon consummation of the Transaction, COHV will discontinue providing service to its

customers. Upon conclusion, COHV's Certificates of Approval will effectively be transferred to CMC.

Following the Transaction, CMC will construct (where required), operate and maintain a cable television system in the municipalities for which COHV now holds a franchise. CMC will provide services to the affected customers pursuant to (i) the Certificates of Approval issued by the Board and the underlying municipal consents for each municipality currently served by COHV, and (ii) CMC's Schedule of All Prices, Terms and Conditions ("Schedule") on file with the Board. There will be no changes to the rates and services provided to the affected customers as a result of the Transaction.

Comcast's initial Petition in this matter, which is sought to be amended by way of the within Amended Petition, was filed on September 23, 2016. Subsequent to the filing of Comcast's initial Petition, the Board approved Pennington Borough's Certificate of Approval on December 12, 2016, with an effective date of December 22, 2016, bearing Docket No. CE16040313. Board Staff thereafter propounded discovery in connection with the proposed merger transaction sought to be approved by way of the Petition which requested, in part, that the Petition be amended to reflect the December 12, 2016 Pennington Borough Certificate of Renewal. This Amended Petition is accordingly being filed in accordance with Board Staff's request.

In support hereof, Petitioners state as follows:

I. THE PARTIES

A. Comcast of Mercer County, LLC

CMC, a limited liability company organized under the laws of the State of Delaware, is a cable television company subject to the jurisdiction of the Office of Cable Television & Telecommunications ("OCTV&T") and the Board, pursuant to N.J.S.A. 48:5A-1 et seq. CMC

maintains its principal offices at 940 Prospect Street, Trenton, New Jersey 08618. CMC is authorized to construct, operate and maintain a cable television system in the Township of Ewing (“Ewing”) and the City of Trenton (“Trenton”), both in the County of Mercer, State of New Jersey.¹ CMC’s cable television system, together with COHV’s cable television system (described below), as well as their affiliate Comcast of Lawrence, LLC’s cable television system serving the Township of Lawrence, comprise what is commonly referred to as the “Trenton System.”

CMC is a wholly-owned subsidiary of Comcast Cable Communications, LLC (“CCC”), a Delaware holding company. CCC is the holding company of several subsidiaries operating in New Jersey, including both parties to this proceeding. CCC’s subsidiaries hold Certificates of Approval or other authorization to construct, operate and maintain cable television systems in more than 340 municipalities in New Jersey, in the District of Columbia, and in additional communities in 38 other states.

Further information regarding CMC’s technical, managerial, and financial qualifications to provide cable television service was submitted with its Petitions and Applications for Renewal Certificates of Approval to construct, operate and maintain cable television systems in Trenton and Ewing and is on file with the OCTV&T in Docket Nos. CE10030194 and CE10120915, respectively. CMC respectfully requests that the Board take official notice of such information and incorporates same by reference herein.

¹ See Renewal Certificate of Approval, Docket No. CE10120915 (June 15, 2011) (Ewing) and Automatic Renewal Certificate of Approval, Docket No. CE10030194 (November 9, 2011) (Trenton).

B. Comcast of Hopewell Valley, Inc.

COHV, a corporation duly organized under the laws of the State of New Jersey, is a cable television company subject to the jurisdiction of the OCTV&T and the Board, pursuant to N.J.S.A. 48:5A-1 et seq. Like CMC, COHV maintains its principal offices at 940 Prospect Street, Trenton, New Jersey 08618. COHV is also a wholly-owned subsidiary of CCC. In addition, COHV shares the same management with CMC. COHV holds Renewal Certificates of Approval to construct, operate and maintain a cable television system in the Borough of Hopewell (“Hopewell”) and the Borough of Pennington (“Pennington”), both within the County of Mercer, State of New Jersey.²

II. DESIGNATED CONTACTS

All matters related to this Petition, including all inquiries, correspondence, communications, pleadings, notices, orders, and decisions, should be addressed to the following:

Dennis C. Linken, Esq.
Scarinci & Hollenbeck, LLC
1100 Valley Brook Avenue
P.O. Box 790
Lyndhurst, NJ 07071-0790
(201) 896-4100 phone
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Laura M. Miller, Esq.
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lmiller@sh-law.com

² See Renewal Certificate of Approval, Docket No. CE01100669 (January 10, 2002) (Hopewell). At the time of the filing of the Verified Petition, Pennington was operating under a Renewal Certificate of Approval, Docket No. CE01020093 (April 12, 2001) Subsequent to filing the Verified Petition, COHV was issued a Renewal Certificate of Approval to continue to serve Pennington in Docket No. CE16040313 (December 12, 2016).

III. DESCRIPTION OF THE TRANSACTION

By way of background, and as noted above, CMC and COHV share common ownership and management. Thus, the officers, directors and principal equity holders will be unchanged after the consummation of the Transaction. In addition, the technical, managerial, and financial qualifications to provide service submitted by CMC to the Board in support of its requests for Renewal Certificates of Approval for Ewing and Trenton were virtually identical to those submitted by COHV to the Board in support of its requests for Renewal Certificates of Approval for Hopewell and Pennington. CMC and COHV are part of the same cable system, known operationally as the Trenton System. Further, CMC and COHV currently share billing systems, customer service operations, and other internal operations processes. Customer service contact information is also the same.

In order to eliminate certain inefficiencies, and to effectuate corporate efficiencies, the Petitioners have determined that the two legal entities should be consolidated. To that end, Petitioners propose to merge COHV with and into CMC, transfer all of COHV's customers and assets to CMC, and thereafter discontinue COHV's operations in New Jersey. Upon conclusion of the merger, CMC will own, operate and maintain the cable system formerly owned, operated and maintained by COHV in Hopewell and Pennington. The Certificates of Approval previously issued by the Board with respect to both Hopewell and Pennington will have been effectively transferred to CMC by operation of law, and CMC will thereafter operate its cable system in Hopewell and Pennington in accordance with such Certificates of Approval.

Proof of notice of the proposed merger to all required parties will be provided to the Board under separate cover. Aside from the Board, the Transaction does not require the approval of any other government agency.

The affected customers will not experience any disruption in service, and there will be no changes to the rates and services provided to COHV's existing customers as a result of the Transaction. Following consummation of the Transaction, CMC will continue to provide service to the affected customers in accordance with its existing Schedule, which is identical to COHV's Schedule. The Transaction is purely an internal reorganization and, insofar as customers are concerned, the Transaction will be seamless. Any future changes in rates or services that may occur in the normal course of CMC's business will be implemented in accordance with the requirements of N.J.S.A. 48:5A-1 et seq. and N.J.A.C. 14:18-1 et seq.

Because the parties are managed by the same well-qualified team of officers and directors, key personnel in charge of the Petitioners' operations will not change as a result of the proposed merger and discontinuance. Petitioners' management, which oversees both CMC's and COHV's current operations, will ensure that (N.J.A.C. 14:17-6.18(a)3) the affected customers continue to receive high quality and innovative services after the transition.

IV. WAIVERS REQUESTED

Given the relationship of the Petitioners (both wholly owned by a common parent and both providing service within the Trenton System) as well as the nature of the Transaction (where the management team will remain unchanged and the affected customers will receive post-Transaction the same services for identical rates), Petitioners hereby request waivers of certain provisions under N.J.A.C. 14:17-6.18. Specifically, Petitioners seek waivers from the requirement to provide: (a) copies of recent balance sheets of each company and a pro forma balance sheet of the continuing company (N.J.A.C. 14:17-6.18(a)3); (b) copies of recent income statements of the operations of each of the Petitioners and a pro forma income statement of the continuing entity (N.J.A.C. 14:17-6.18(a)4); (c) information regarding "[t]he percentage, and the manner in which, if any, the presently outstanding capital stock of the corporations involved, will

be exchanged for the new stock of the surviving corporation” (N.J.A.C. 14:17-6.18(a)7); and (d) a statement of the fees and expenses to be incurred in connection with the merger, and the accounting disposition to be made thereof, on the books of the surviving corporation (N.J.A.C. 14:17-6.18(a)14).

V. FURTHER INFORMATION

With respect to the remaining information required under N.J.A.C. 14:17-6.18(a), and to the extent not already discussed above, Petitioners state as follows:

1. A draft written agreement of merger was annexed to the initial Petition filed by Comcast on September 23, 2016 (“Initial Petition”) as **Exhibit A (previously provided)** (N.J.A.C. 14:17-6.18(a)1). A draft agreement is provided inasmuch as the final agreement will not be prepared and executed until at or near closing;
2. Copies of the draft resolutions of CMC and COHV authorizing the Transaction (which resolutions are submitted under seal) were annexed to the Initial Petition as **Exhibit B (previously provided)** (N.J.A.C. 14:17-6.18(a)2). Draft resolutions are provided inasmuch as final resolutions will not be prepared and executed until at or near closing;
3. A copy of COHV’s certificate of incorporation as amended was annexed to the Initial Petition as **Exhibit C (previously provided)** (N.J.A.C. 14:17-6.18(a)5);
4. No shares of stock are proposed to be issued in connection with the Transaction (N.J.A.C. 14:17-6.18(a)6);
5. No franchise cost is proposed to be capitalized on the books of CMC for ratemaking purposes (N.J.A.C. 14:17-6.18(a)8); and
6. There will be no changes in company policies with respect to finances, operations, accounting, rates, depreciation, operating schedules, maintenance and management as a result of the Transaction (N.J.A.C. 14:17-6.18(a)11).

With respect to the remaining information required under N.J.A.C. 14:17-6.8(a), and to the extent not already discussed above, Petitioners state as follows:

1. Attached as **Exhibit D (previously provided)** to the Initial Petition was an affidavit attesting to the fact that copies of the consent ordinances applicable to each of Hopewell and Pennington have been provided to CMC (N.J.A.C. 14:17-6.8(a)1 and 2);
2. Attached as **Exhibit E (previously provided)** to the Initial Petition were two maps (which maps were submitted under seal), one of Hopewell and the other of Pennington, showing current service (N.J.A.C. 14:17-6.8(a)3);
3. The cable television company operating in areas contiguous to that served by COHV is the transferee, Comcast of Mercer County, LLC (N.J.A.C. 14:17-6.8(a)4);
4. The schedule of rates charged by COHV and CMC is on file with the OCTV&T and is incorporated by reference (N.J.A.C. 14:17-6.8(a)5);
5. The names of the officers of CMC, the transferee, have been provided to the OCTV&T and are incorporated by reference; as noted above, CMC is wholly-owned by Comcast Corporation (N.J.A.C. 14:17-6.8(a)6);
6. Attached as **Exhibit F (previously provided)** to the Initial Petition was an affidavit concerning the existence of judgments, tax claims or liens against the transferor, COHV, or its property (N.J.A.C. 14:17-6.8(a)8); and
7. Proof of service of notice regarding the Transaction will be provided to the OCTV&T and incorporated by reference (N.J.A.C. 14:17-6.8(a)10).

VI. PUBLIC INTEREST CONSIDERATIONS

The primary objective of the Transaction is to achieve greater corporate efficiencies and administrative benefits. Approval of the instant Petition will not in any way prejudice the public interest.

VII. CONCLUSION

WHEREFORE, for the foregoing reasons, Petitioners submit that the information provided herein demonstrates that the public interest, convenience, and necessity will not be harmed by a grant of the instant Amended Petition. Accordingly, Petitioners respectfully request that the Board (A) approve this Joint Amended Petition (1) authorizing the merger of COHV with and into CMC and the effective transfer of COHV's Certificates of Approval to CMC, which transfer will occur by operation of law; and (2) authorizing COHV to thereafter discontinue service to its customers, as described herein; and (B) grant all other relief as may be necessary and appropriate to effectuate the Transaction described herein.

Respectfully submitted,

SCARINCI & HOLLENBECK, LLC
Attorneys for Petitioners
Comcast of Mercer County, LLC and
Comcast of Hopewell Valley, Inc.

BY: 
Laura M. Miller

Dated: October 25, 2017

**STATE OF NEW JERSEY
BOARD OF PUBLIC UTILITIES
OFFICE OF CABLE TELEVISION & TELECOMMUNICATIONS**

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Attorneys for Petitioners
Comcast of Mercer County, LLC and
Comcast of Hopewell Valley, Inc.
File No. 41000.1000

_____))
IN THE MATTER OF THE JOINT PETITION)
OF COMCAST OF MERCER COUNTY, LLC)
AND COMCAST OF HOPEWELL VALLEY,)
INC., FOR APPROVAL OF A MERGER)
AND THE TRANSFER OF CERTIFICATES)
OF APPROVAL)
_____)

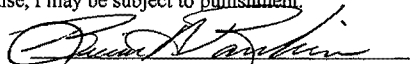
VERIFICATION

Docket No. CM16090907

Brian A. Rankin, hereby certifies as follows:

1. I am Vice President of both Comcast of Mercer County, LLC and Comcast of Hopewell Valley, Inc., Joint Petitioners in the within matter.
2. I am familiar with the nature and contents of the Amended Petition to which this Verification is annexed.
3. The allegations of the Amended Petition are true and accurate to the best of my knowledge, information and belief.

I certify that the foregoing statements made by me are true. I am aware that if any of the foregoing statements made by me are willfully false, I may be subject to punishment.



Brian A. Rankin, Vice President
Comcast of Mercer County, LLC
Comcast of Hopewell Valley, Inc.

Dated: 10-6, 2017

**STATE OF NEW JERSEY
BOARD OF PUBLIC UTILITIES
OFFICE OF CABLE TELEVISION & TELECOMMUNICATIONS**

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Attorneys for Petitioners
Comcast of Mercer County, LLC, and
Comcast of Hopewell Valley, Inc.
File No. 41000.1000

_____))
IN THE MATTER OF THE JOINT PETITION)
OF COMCAST OF MERCER COUNTY, LLC,)
AND COMCAST OF HOPEWELL VALLEY,)
INC., FOR APPROVAL OF A MERGER AND)
THE TRANSFER OF CERTIFICATES OF)
APPROVAL)
_____)

Docket No. CM16090907

AFFIDAVIT

STATE OF PENNSYLVANIA))
) SS:
COUNTY OF PHILADELPHIA)

Brian A. Rankin, of full age, being duly sworn upon his oath, according to law, deposes and says:

1. I am Vice President of both Comcast of Mercer County, LLC (“CMC”) and Comcast of Hopewell Valley, Inc. (“COHV”) (together, “Comcast” or “Petitioners”), petitioners in the above-captioned matter. As such, I am familiar with the nature and contents of the Amended Verified Joint Petition (“Amended Petition”) simultaneously filed in this matter.

2. I make this affidavit in support of Petitioners' request for approval of (i) the merger of COHV with and into CMC, with CMC as the surviving entity, and (ii) the resulting transfer of COHV's Certificates of Approval which occurs by operation of law.

3. Comcast's Amended Petition is being filed pursuant to the New Jersey Cable Television Act, N.J.S.A. 48:5A-1 et seq., and the Regulations of the New Jersey Board of Public Utilities ("Board") and the Office of Cable Television & Telecommunications, N.J.A.C. 14:17 et seq.

4. Comcast's initial Petition ("Petition"), which is sought to be amended by way of the within Amended Petition, was filed on September 23, 2016. Subsequent to the filing of the Petition, the Board issued a Certificate of Renewal on December 12, 2016, with an effective date of December 22, 2016, authorizing COHV to continue to serve Pennington. Board Staff propounded discovery in connection with the proposed merger transaction sought to be approved by way of the Petition which requested, in part, that the Petition be amended to reflect COHV's December 12, 2016 Certificate of Renewal to serve Pennington. This Amended Petition is accordingly being filed in accordance with Board Staff's request.

5. In support of the Amended Petition, and in accordance with N.J.A.C. 14:17-6.18(a)2, Comcast has included as **Exhibit B** corporate resolutions of CMC and COHV (the "Resolutions"). Also in support of the Amended Petition, and in accordance with N.J.A.C. 14:17-6.8(a)3, Comcast has included as **Exhibit E** two maps of COHV's service territory, one of the Borough of Hopewell and the other of the Borough of Pennington, each showing the location of Comcast's facilities therein (the "Maps"). The Resolutions and the Maps contain sensitive proprietary commercial information ("Confidential Information") that is confidential and non-public information and therefore do not constitute a "government record" under N.J.S.A. 47:1A-

1.1.

6. I make this affidavit in accordance with N.J.A.C. 14:1-12.9 to substantiate Comcast's claim that the Resolutions and the Maps submitted to the Board are confidential.

7. The Resolutions consist of or contain highly sensitive financially- or legally-related information or information pertaining to Comcast's Trenton System, operations and/or policies that is confidential, proprietary and non-public; the Resolutions therefore do not constitute a "government record" under N.J.S.A. 47:1A-1.1.

8. The Maps consist of or contain highly sensitive information pertaining to Comcast's Trenton System and its operations that is confidential, proprietary and non-public; the Maps therefore do not constitute a "government record" under N.J.S.A. 47:1A-1.1.

9. Public safety concerns related to the reliability of communications networks such as Comcast's cable system, and the increasingly competitive marketplace, warrant confidential treatment of the Maps and the information shown therein. Circumstances in this regard have changed, such that while Comcast may have provided similar information to the Board or to municipalities in the past without requesting confidential treatment, such treatment is now warranted. More specifically, significant additional competitors, such as Verizon, have begun to offer service in Comcast's New Jersey cable system.

10. The Resolutions and the Maps are protected by Comcast by making them available only to senior management of Comcast or such other management or employees who have a need to know such information in order to perform their functions on behalf of Comcast. The Resolutions and the Maps may also be made available to Comcast's lenders or outside accounting and legal professionals who are obligated to maintain confidentiality or privilege. However, to the extent that the Resolutions and the Maps have been or may be disclosed to

others, Comcast has done so or will do so by way of a confidentiality agreement, whereby it has been or will be agreed by the parties thereto that the Confidential Information shall be (i) used solely for purposes relating to the matter specified therein, and (ii) maintained in secure files, separate from public information. Such agreements provide or will provide that no other disclosure shall be made to any person or entity, except with the express written consent of Comcast or its legal counsel.

11. The Confidential Information is not contained in materials that are routinely available to the general public, including but not limited to Board Orders, press releases, copies of speeches, or promotional or educational materials (although some prior similar information may sometimes have been made available in years past).

12. To the best of my knowledge, the Resolutions and the Maps have not previously been the subject of a confidentiality determination by the Board or any other State or federal agency or court of competent jurisdiction.

13. Disclosure of the Confidential Information set forth in the Resolutions would have a deleterious effect with respect to Comcast's competitive position. Disclosure would provide competitors or potential competitors with inside information about Comcast's legal, financial and/or operating condition or situation or knowledge with respect to Comcast's system, operations or practices which would otherwise not be available to them. It would enable such parties to gain inside information that bears upon important factors which have a significant effect upon profitability or key aspects of Comcast's operations.

14. The Maps would provide vandals, criminals, terrorists, competitors and/or potential competitors with certain sensitive technical information that would provide insight into Comcast's network design, thereby allowing such wrongdoers, competitors and/or potential

competitors to gain knowledge of Comcast's system capabilities. As such, disclosure of the Maps to such parties would have a deleterious effect with respect to system integrity and/or Comcast's competitive position.

15. Accordingly, Comcast requests that the Resolutions and the Maps be treated by the Board as confidential before, during, and after the proceedings in the above-captioned matter, unless the Confidential Information or the document is formally adjudicated by the Board, the Office of Administrative Law, or other administrative agency of competent jurisdiction, or any court of competent jurisdiction, to be non-confidential.

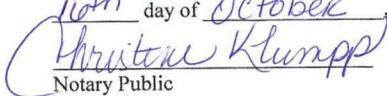
16. Due to the sensitive nature of the Resolutions and the Maps, Comcast respectfully submits that it is appropriate for the Board to limit access to such information. The Confidential Information being provided is for the use of the Board, the Office of the New Jersey Attorney General ("AG"), and the New Jersey Division of Rate Counsel ("RC") in exercising their governmental functions. There is no legitimate purpose to be served in disclosing this proprietary material to Comcast's competitors or, indeed, to any person other than the appropriate staff of the Board, the AG and RC.

17. Comcast therefore respectfully requests that the Board issue a determination that the Resolutions and the Maps are confidential and as such exempt from public disclosure and that the availability of such information will be limited accordingly.



Brian A. Rankin, Vice President
Comcast of Mercer County, LLC
Comcast of Hopewell Valley, Inc.

Sworn and subscribed to before me this
10th day of October, 2017



Christine Klumpp
Notary Public

4843-6099-5406, v. 1

