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October 22, 2020

VIA EMAIL: BOARD.SECRETARY@BPU.NJ.GOV

Aida Camacho-Welch, Secretary

Board of Public Utilities

44 South Clinton Avenue

9th Floor

Trenton, NJ 08625

Re: In the Matter of the Notification of Pro Forma Internal Restructuring by Charter Communications, Inc. and Spectrum New York Metro, LLC, f/k/a Time Warner Cable New York City LLC, or in the Alternative, Petition for Approval of a Pro Forma Internal Reorganization
Docket No. CO20090598
Our File No. 41008.6000

Dear Secretary Camacho-Welch:

We write on behalf of Charter Communications, Inc. and Spectrum New York Metro, LLC, in connection with the above captioned matter. Attached herewith please find (i) an FCC Form 394, in accordance with condition number 1 of the Board's Order dated October 14, 2020 ("Order"), and (ii) the affidavit of Jessica Fischer, Senior Vice President, Finance & Corporate Treasurer of Charter Communications, Inc., in accordance with condition number 3 of the Order. Together with the withdrawal of the matter in Docket No. CF20090597, filed with the Board on October 16, 2020, this completes the pre-closing requirements enumerated in the Order.

As always, should any questions arise, please do not hesitate to contact me.

Very truly yours,

Dennis C. Linken

For the Firm

DCL/rj

cc: w/enc. Lawanda R. Gilbert, Director (via email)
Stefanie A. Brand, Director (via email)
Maria Novas-Ruiz, Deputy Rate Counsel (via email)
Robert Brabston, Esq., Deputy Executive Director (via email)
Carol Artale, Legal Specialist (via email)
Gloria J. Furlong, Supervising Administrative Analyst (via email)
Jeffrey A. Kaufman, Administrative Analyst I (via email)

FCC 394

APPLICATION FOR FRANCHISE AUTHORITY
CONSENT TO ASSIGNMENT OR TRANSFER OF CONTROL
OF CABLE TELEVISION FRANCHISE

FOR FRANCHISE AUTHORITY USE ONLY

SECTION I. GENERAL INFORMATION

DATE: October 21, 2020	1. Community Unit Identification Number: See Attachment A
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2. Application for: Assignment of Franchise / Internal Reorganization Transfer of Control

3. Franchising authority: New Jersey Board of Public Utilities	
4. Identify community where the system/franchise that is the subject of the assignment or transfer of control is located: See Attachment A	
5. Date system was acquired or (for system's constructed by the transferor/assignor) the date on which service was provided to the first subscriber in the franchise area:	N/A
6. Proposed effective date of closing of the transaction assigning or transferring ownership of the system to transferee/assignee:	As soon as closing conditions are satisfied

7. Attach as an Exhibit a schedule of any and all additional information or material filed with this application that is identified in the franchise as required to be provided to the franchising authority when requesting its approval of the type of transaction that is the subject of this application.

Exhibit No.
N/A

PART I - TRANSFEROR/ASSIGNOR

1. Indicate the name, mailing address, and telephone number of the transferor/assignor.

Legal name of Transferor/Assignor (if individual, list last name first) Spectrum New York Metro, LLC			
Assumed name used for doing business (if any) Spectrum			
Mailing street address or P.O. Box 12405 Powerscourt Dr.			
City St. Louis	State MO	ZIP Code 63131	Telephone No. (include area code) (202) 691-1910

2. (a) Attach as an Exhibit a copy of the contract or agreement that provides for the assignment or transfer of control (including any exhibits or schedules thereto necessary in order to understand the terms thereof). If there is only an oral agreement, reduce the terms to writing and attach. (Confidential trade, business, pricing, or marketing information, or other information not otherwise publicly available, may be redacted.)

Exhibit No.
1

(b) Does the contract submitted in response to (a) above embody the full and complete agreement between the transferor/assignor and transferee/assignee?

Yes No

If No, explain in an Exhibit

Exhibit No.
See Exhibit No. 1

PART II - TRANSFEREE/ASSIGNEE

1.(a) Indicate the name, mailing address, and telephone number of the transferee/assignee.

Legal name of Transferee/Assignee (if individual, list last name first) Spectrum New Jersey, LLC			
Assumed name used for doing business (if any)			
Mailing street address or P.O. Box 12405 Powerscourt Dr.			
City St. Louis	State MO	ZIP Code 63131	Telephone No. (include area code) (202) 691-1910

(b) Indicate the name, mailing address, and telephone number of the person to contact, if other than the transferee/assignee.

Name of contact person (list last name first) Falk, Adam E.			
Firm or company name (if any) Charter Communications, Inc.			
Mailing street address or P.O. Box 601 Massachusetts Ave. NW, Suite 400			
City Washington	State DC	ZIP Code 20001	Telephone No. (include area code) 202-621-1910

(c) Attach as an Exhibit the name, mailing address, and telephone number of each additional person who should be contacted, if any.

Exhibit No. N/A

(d) Indicate the address where the system's records will be maintained.

Street address 12405 Powerscourt Drive		
City St. Louis	State MO	ZIP Code 63131

2. Indicate on an attached Exhibit any plans to change the current terms and conditions of service and operations of the system as a consequence of the transaction for which approval is sought.

Exhibit No. 2

SECTION II. TRANSFEREE’S/ASSIGNEE’S LEGAL QUALIFICATIONS

1. Transferee/Assignee is:

<input type="checkbox"/> Corporation	a. Jurisdiction of incorporation:	d. Name and address of registered agent in jurisdiction:
	b. Date of incorporation:	
	c. For profit or non-for-profit:	

<input type="checkbox"/> Limited Partnership	a. Jurisdiction in which formed:	c. Name and address of registered agent in jurisdiction:
	b. Date of formation:	

<input type="checkbox"/> General Partnership	a. Jurisdiction whose laws govern formation:	b. Date of formation:
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Individual

Other - Describe in an exhibit

Exhibit No. 3

2. List the transferee/assignee, and, if the transferee/assignee is not a natural person, each of its officers, directors, stockholders beneficially holding more than 5% of the outstanding voting shares, general partners, and limited partners holding an equity interest of more than 5%. Use only one column for each individual or entity. Attach additional pages if necessary. (Read carefully - the lettered items below refer to corresponding lines in the following table.)

- (a) Name, residence, occupation or principal business, and principal place of business. (If other than an individual, also show name, address and citizenship of natural person authorized to vote the voting securities of the applicant that it holds.) List the applicant first, officers next, then directors and, thereafter, remaining stockholders and/or partners.
- (b) Citizenship.
- (c) Relationship to the transferee/assignee (e.g., officer, director, etc.)
- (d) Number of shares or nature of partnership interest.
- (e) Number of votes.
- (f) Percentage of votes.

(a)	See Exhibit 4	
(b)		
(c)		
(d)		
(e)		
(f)		

3. If the applicant is a corporation or a limited partnership, is the transferee/assignee formed under the laws of, or duly qualified to transact business in, the State or other jurisdiction in which the system operates?

Yes No

If the answer is No, explain in an Exhibit.

Exhibit No.
5

4. Has the transferee/assignee had any interest in or in connection with an application which has been dismissed or denied by any franchise authority?

Yes No

If the answer is Yes, describe circumstances in an Exhibit.

Exhibit No.
N/A

5. Has an adverse finding been made or an adverse final action been taken by any court or administrative body with respect to the transferee/assignee in a civil, criminal or administrative proceeding, brought under the provisions of any law or regulation related to the following: any felony; revocation, suspension or involuntary transfer of any authority (including cable franchises) to provide video programming services; mass media related antitrust or unfair competition; fraudulent statements to another governmental unit; or employment discrimination?

Yes No

If the answer is Yes, attach as an Exhibit a full description of the persons and matter(s) involved, including an identification of any court or administrative body and any proceeding (by dates and file numbers, if applicable), and the disposition of such proceeding.

Exhibit No.
6

6. Are there any documents, instruments, contracts or understandings relating to ownership or future ownership rights with respect to any attributable interest as described in Question 2 (including, but not limited to, non-voting stock interests, beneficial stock ownership interests, options, warrants, debentures)?

Yes No

If Yes, provide particulars in an Exhibit.

Exhibit No.
N/A

7. Do documents, instruments, agreements or understandings for the pledge of stock of the transferee/assignee, as security for loans or contractual performance, provide that: (a) voting rights will remain with the applicant, even in the event of default on the obligation; (b) in the event of default, there will be either a private or public sale of the stock; and (c) prior to the exercise of any ownership rights by a purchaser at a sale described in (b), any prior consent of the FCC and/or of the franchising authority, if required pursuant to federal, state or local law or pursuant to the terms of the franchise agreement will be obtained?

Yes No

If No, attach as an Exhibit a full explanation.

Exhibit No.
7

SECTION III - TRANSFEREE'S/ASSIGNEE'S FINANCIAL QUALIFICATIONS

1. The transferee/assignee certifies that it has sufficient net liquid assets on hand or available from committed resources to consummate the transaction and operate the facilities for three months.

Yes No

2. Attach as an Exhibit the most recent financial statements, prepared in accordance with generally accepted accounting principles, including a balance sheet and income statement for at least one full year, for the transferee/assignee or parent entity that has been prepared in the ordinary course of business, if any such financial statements are routinely prepared. Such statements, if not otherwise publicly available, may be marked CONFIDENTIAL and will be maintained as confidential by the franchise authority and its agents to the extent permissible under local law.

Exhibit No.
8

SECTION IV - TRANSFEREE'S/ASSIGNEE'S TECHNICAL QUALIFICATIONS

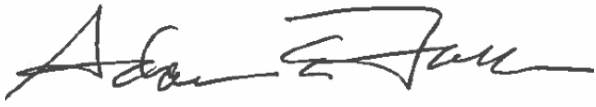
Set forth in an Exhibit a narrative account of the transferee's/assignee's technical qualifications, experience and expertise regarding cable television systems, including, but not limited to, summary information about appropriate management personnel that will be involved in the system's management and operations. The transferee/assignee may, but need not, list a representative sample of cable systems currently or formerly owned or operated.

Exhibit No.
9

SECTION V - CERTIFICATIONS

PART 1 - Transferor/Assignor

All the statements made in the application and attached Exhibits are considered material representations, and all the Exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

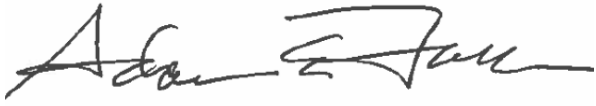
I CERTIFY that the statements in this application are true, complete and correct to the best of my knowledge and belief and are made in good faith.	Signature 
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	Date October 21, 2020
	Print full name Adam E. Falk
Check appropriate classification: <input type="checkbox"/> Individual <input type="checkbox"/> General Partner <input checked="" type="checkbox"/> Corporate Officer <input type="checkbox"/> Other. Explain: Senior Vice President, State Government Affairs	

PART II - Transferee/Assignee

All the statements made in the application and attached Exhibits are considered material representations, and all the Exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

The transferee/assignee certified that he/she:

- (a) Has a current copy of the FCC's Rules governing cable television systems.
- (b) Has a current copy of the franchise that is the subject of this application, and of any applicable state laws or local ordinances and related regulations.
- (c) Will use its best efforts to comply with the terms of the franchise and applicable state laws or local ordinances and related regulations, and to effect changes, as promptly as practicable, in the operation of the system, if any changes are necessary to cure any violations thereof or defaults thereunder presently in effect or ongoing.

I CERTIFY that the statements in this application are true, complete and correct to the best of my knowledge and belief and are made in good faith.	Signature 
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	Date October 21, 2020
	Adam E. Falk
Check appropriate classification: <input type="checkbox"/> Individual <input type="checkbox"/> General Partner <input checked="" type="checkbox"/> Corporate Officer <input type="checkbox"/> Other: Explain: Senior Vice President, State Government Affairs	

Attachment A

FRANCHISE AUTHORITY	COUNTY	CUID NO
Borough of Fort Lee	Bergen	NJ0082
Borough of Edgewater	Bergen	NJ0092
Borough of Ridgefield	Bergen	NJ0203
Borough of Englewood Cliffs	Bergen	NJ0208
Borough of Cliffside Park	Bergen	NJ0232
City of Englewood	Bergen	NJ0251
Borough of Palisades Park	Bergen	NJ0252
Borough of Fairview	Bergen	NJ0253
Village of Ridgefield Park	Bergen	NJ0254
Town of Guttenberg	Hudson	NJ0338
Borough of Little Ferry	Bergen	NJ0339
Borough of Moonachie	Bergen	NJ0427
Borough of Leonia	Bergen	NJ0431
Borough of Teterboro	Bergen	NJ0484

Exhibit 1

DESCRIPTION OF REORGANIZATION

Currently, Transferor Spectrum New York Metro, LLC (“SNYM”), an indirect subsidiary of Charter Communications, Inc. (“Charter”), holds cable assets and franchises in New Jersey and the New York City metropolitan area. From time to time, Charter borrows or issues debt or otherwise obtains financing in the capital markets through its principal operating subsidiary, Charter Communications Operating, LLC (“CCO”). These debt facilities are secured by a pledge of substantially all of the assets of CCO and its subsidiaries, including SNYM. Under N.J.S.A. § 48:5A-42, a pledge of SNYM’s assets in any debt financing arrangement is subject to review and approval by the New Jersey Board of Public Utilities (the “Board”). The proposed internal reorganization is designed to separate the New York and New Jersey assets held by SNYM, to allow Charter to continue to pledge its New York assets, while insulating its New Jersey assets from any such pledge.

To accomplish the reorganization, Charter and SNYM are creating a new direct, wholly owned subsidiary of SNYM named Spectrum New Jersey, LLC (“SNJ”), which will hold the New Jersey cable assets and franchises. SNYM will retain the New York cable assets it holds today, as well as direct ownership and control of SNJ. Accordingly, Charter will retain ultimate ownership and control of SNYM as it does today, and in turn, SNJ. The assets that reside in SNJ will be the same network assets that today are used to deliver services and capabilities offered by Charter to its New Jersey customers.

The proposed internal reorganization that is the subject of this filing will enable Charter to quickly access markets to improve its financial condition with opportunities to obtain lower interest rates or more favorable terms, while at the same time protecting its New Jersey assets and franchises from debt financing risks.

Confidential and public copies of a substantially final draft of the Reorganization Agreement described herein were previously submitted to the Board. *See In the Matter of Notification of Pro Forma Internal Restructuring by Charter Communications, Inc. and Spectrum New York Metro, LLC, f/k/a Time Warner Cable New York City LLC, or in the Alternative, Petition for Approval of a Pro Forma Internal Reorganization, Order of Approval, Docket No. CO20090598.*

Exhibit 2

Transferee, and the legal entity holding the franchise for the cable system that is the subject of this FCC Form 394, have no current plans to change the terms and conditions of service or operations of the system as a result of this reorganization. The cable system will continue to operate pursuant to the terms of the franchise agreement and applicable law after the consummation of the internal reorganization. Given the evolving technological and commercial environments in which the cable system operates, changes in service may occur in order to improve the offerings provided to subscribers, even if the precise nature and timing of those changes cannot be specified now.

Exhibit 3

Transferee Spectrum New Jersey, LLC (“SNJ”) is a limited liability company organized under the Delaware Limited Liability Company Act pursuant to its Certificate of Formation dated October 6, 2020. SNJ’s Registered Agent is Corporation Service Company at 251 Little Falls Drive, Wilmington, Delaware 19808.

Exhibit 4

Spectrum New Jersey, LLC is a direct subsidiary of Spectrum New York Metro, LLC, which itself is an indirect subsidiary of Charter Communications Inc., a publicly traded Delaware corporation. Contingent upon the events described in Exhibit 1 and upon completion of the pre-closing conditions imposed by the Board in Docket No. CO20090598, the New Jersey cable assets and franchises will move from SNYM to SNJ, with no change or impact to the existing shares or shareholders of the ultimate parent, Charter.

The following table sets forth each holder of more than 5% of our outstanding shares of Class A common stock as of February 28, 2020:

Name	Shares Beneficially Owned(1)	
	Number	Percent of Class
5% Stockholders:		
Liberty Broadband Corporation(2) 12300 Liberty Boulevard Englewood, CO 80112	59,256,993	25.3%
Advance/Newhouse Partnership(3) One World Trade Center, 44 th Floor New York, New York 10007	29,711,350	12.697%
Capital International Investors(4) 11100 Santa Monica Blvd., 16 th Floor Los Angeles, California 90025	11,724,546	5.01%

- (1) Beneficial ownership is determined in accordance with the rules and regulations of the SEC. These rules generally provide that a person is the beneficial owner of securities if such person has or shares the power to vote or direct the voting thereof, or to dispose or direct the disposition thereof or has the right to acquire such powers within 60 days. Shares shown in the table above include shares held in the beneficial owner's name or jointly with others, or in the name of a bank, nominee or trustee for the beneficial owner's account. Common stock subject to options that are currently exercisable or exercisable within 60 days of February 28, 2020 are deemed to be outstanding and beneficially owned by the person holding the options. These shares, however, are not deemed outstanding for the purposes of computing the percentage ownership of any other person. Percentage of beneficial ownership is based on 234,195,592 shares of Class A common stock outstanding as of February 28, 2020, including Charter Communications Holdings, LLC ("Charter Holdings") common and preferred units on an as-if-converted basis. Each holder of Class A common stock is entitled to one vote per share. Except as disclosed in the footnotes to this table, we believe that each stockholder identified in the table possesses sole voting and investment power over all shares of common stock shown as beneficially owned by the stockholder. Unless otherwise indicated in the table or footnotes below, the address for each beneficial owner is 400 Atlantic Street, Stamford, CT 06901. Each share of Class A common stock is entitled to one vote.

- (2) Based on a Schedule 13D/A, dated March 2, 2020 and filed on March 4, 2020 by Liberty Broadband. For information on Liberty Broadband’s designees to Charter’s board of directors and the Stockholders Agreement, see “Governance Impacts of TWC and Bright House Transactions” above and “Certain Relationships and Related Transactions” below. Of the shares reported in the Schedule 13D/A, Liberty Broadband reported that it had sole voting and dispositive power over 54,107,375 shares, that it shared voting and dispositive power with Liberty Interactive Corporation, now held by GCI Liberty, Inc., with respect to 5,149,618 shares. The shared voting and dispositive power with Advance/Newhouse Partnership (“A/N”) has been adjusted to zero shares on an as-converted and as-exchanged basis pursuant to the terms of the proxy granted by A/N to Liberty Broadband as Liberty Broadband has 25.01% voting interest without any vote coming from the A/N proxy. John C. Malone, Chairman of the Board of Directors of Liberty Broadband and a director emeritus of Charter, may be deemed to have voting and dispositive control, pursuant to Rule 13d-3(a), over the shares of Charter owned by Liberty Broadband as a result of the positions he holds with Liberty Broadband as well as his control of approximately 49% of the voting power of Liberty Broadband, among other factors. Mr. Malone, however, disclaims beneficial ownership of any Charter shares owned by Liberty Broadband on the basis that he is not, individually, a party to any agreement, arrangement or understanding relating to the voting or disposition of any such shares. Decisions with respect to the voting or disposition of any Charter shares owned by Liberty Broadband are made by Liberty Broadband’s board of directors.
- (3) Based on a Schedule 13D, Amendment No. 5, dated February 4, 2020 and filed on February 5, 2020 by Advance/Newhouse Partnership (“A/N”), Newhouse Broadcasting Corporation (“NB”), Advance Publications, Inc. (“AP”), Newhouse Family Holdings, L.P. (“NF”) and Advance Long-Term Management Trust (“ALM”) and a Form 4 filed by A/N on February 7, 2020. For information on A/N’s designees to Charter’s board of directors and the Stockholders Agreement, see “Governance Impacts of TWC and Bright House Transactions” above and “Certain Relationships and Related Transactions” below. The 13D, Amendment No. 5, reports as follows: A/N, NB, AP, NF and ALM reported sole voting and dispositive power over all 30,038,450 of the reported shares. The 13D, Amendment No. 5, reported that the shares reported as beneficially owned represented 30,038,450 shares of Class A Common Stock (including Class B Common Units and Convertible Preferred Units on an as-converted, as-exchanged basis) The Form 4 reported that A/N sold 327,100 Class B Common Units to Charter on February 6, 2020.
- (4) Based on Schedule 13G filed by Capital International Investors on February 14, 2020

The Principal Officers and Directors of Charter appear below.

OFFICERS

Thomas M. Rutledge	Chairman and Chief Executive Officer
John R. Bickham	President and Chief Operating Officer
David Ellen	Senior Executive Vice President
Christopher L. Winfrey	Chief Financial Officer
Richard J. DiGeronimo	Chief Product and Technology Officer
Richard R. Dykhouse	Executive Vice President, General Counsel and Corporate Secretary
Jonathan Hargis	Executive Vice President, Chief Marketing Officer
Kevin D. Howard	Executive Vice President, Chief Accounting Officer and Controller
Thomas Adams	Executive Vice President, Field Operations
William McAllister Archer	Executive Vice President, President of Spectrum Enterprise
Michael Dwight Bair	Executive Vice President, Spectrum Networks
Catherine C. Bohigian	Executive Vice President, Government Affairs
Charles Fisher	Executive Vice President, Corporate Finance and Development
Clifford L. Hagan	Executive Vice President, Customer Operations
David Kline	Executive Vice President, President of Spectrum Reach

Paul Marchand	Executive Vice President, Human Resources
Stephanie Mitchko-Beale	Executive Vice President, Chief Technology Officer
Thomas Montemagno	Executive Vice President, Programming Acquisition
James Nuzzo	Executive Vice President, FP&A and Business Planning
Richard A. Ray	Executive Vice President, MDU Markets
Magesh Srinivasan	Executive Vice President, Network Operations
David Scott Weber	Executive Vice President, Network Operations

DIRECTORS

W. Lance Conn	John D. Markley, Jr.	Michael A. Newhouse
Kim C. Goodman	David C. Merritt	Mauricio Ramos
Craig A. Jacobson	James E. Meyer	Steven A. Miron
Thomas M. Rutledge	Gregory B. Maffei	Balan Nair
Eric L. Zinterhofer		

John C. Malone – Director Emeritus

The business address for all officers and directors is 400 Atlantic Street, Stamford, CT 06901.

Exhibit 5

Transferee is a Delaware limited liability company and a direct wholly owned subsidiary of Transferor. To the extent required by applicable law, the Transferee is or will be at the consummation of the internal reorganization, qualified to transact business in New Jersey.

Exhibit 6

No adverse findings have been made and no adverse final actions have been taken with respect to Transferee Spectrum New Jersey, LLC.

Exhibit 7

The Amended and Restated Guarantee and Collateral Agreement, dated May 18, 2016, as amended by Amendment No. 1 dated January 24, 2019, by certain subsidiaries of Charter Communications, Inc. in favor of Bank of America, N.A., as administrative agent (the "Collateral Agreement") provides that voting rights will transfer to the lenders upon an event of default. Therefore, while the answer to subpart (a) of Section II, Question 7 of the FCC Form 394 is "No," the answer to subparts (b) and (c) is "Yes." With respect to the voting rights and other matters in the Collateral Agreement, the lenders may not take any action without first obtaining any required governmental approvals including from the FCC and/or the franchising authority. In addition to the Collateral Agreement, the following agreements provide security rights that are pari passu with those under the Collateral Agreement: (1) Collateral Agreement, dated as of May 18, 2016, by certain subsidiaries of Charter Communications, Inc. in favor of The Bank of New York Mellon Trust Company, N.A., as collateral agent; and (2) Guarantee and Collateral Agreement, dated as of July 16, 2018, as amended by Amendment No. 1 dated April 15, 2019, by certain subsidiaries of Charter Communications, Inc. in favor of Wells Fargo Trust Company, N.A., as Collateral Agent.

Exhibit 8

A copy of Charter's Annual Report on Form 10-K filed with the Federal Securities and Exchange Commission for the year ending December 31, 2019 is available at:

<https://www.sec.gov/Archives/edgar/data/1091667/000109166720000024/0001091667-20-000024-index.htm>

A copy of Charter's Quarterly Report on Form 10-Q filed with the Federal Securities and Exchange Commission for the quarter ending June 30, 2020 is available at:

<https://www.sec.gov/Archives/edgar/data/1091667/000109166720000158/0001091667-20-000158-index.htm>

Exhibit 9

Transferee is a subsidiary of Charter. Charter is the second largest cable operator in the United States and a leading broadband communications services company providing video, Internet and voice services to more than 30 million residential and business customers as of June 30, 2020. Domiciled in Delaware and headquartered in Stamford, Connecticut, Charter operates in 41 states and employs more than 95,000 people.

Charter's core strategy is to deliver high quality products at competitive prices, combined with outstanding service. The reorganization described in Exhibit 1 will enable Charter to continue offering high quality, competitively priced services more efficiently, while enabling more efficient access to financing. There will be no change to Charter's technical qualifications to continue to provide cable service over a cable system in New Jersey. Furthermore, there will be no disruption to Charter's service to New Jersey customers, Charter employee pensions, or the offerings, rates, terms or conditions available to New Jersey customers. The internal reorganization will have no adverse impact on SNYM, SNJ and ultimately Charter's ability to meet its franchise obligations and commitments or provide high quality, advanced services and capabilities to its customers in New Jersey. Charter will continue to have the ultimate responsibility to ensure performance of all franchise obligations and commitments, just as it does today.

More information regarding Charter's products and services is available at:

<https://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001091667&owner=exclude&count=40>.

**STATE OF NEW JERSEY
BOARD OF PUBLIC UTILITIES**

SCARINCI & HOLLENBECK, LLC
1100 Valley Brook Avenue
Lyndhurst, New Jersey 07071-0790
(201) 896-4100
Attorneys for Spectrum New York Metro, LLC,
an indirect subsidiary of Charter Communications, Inc.
File No. 41008.1000

NOTIFICATION OF PRO FORMA INTERNAL)	
RESTRUCTURING BY CHARTER)	Docket No. CO20090598
COMMUNICATIONS, INC. AND SPECTRUM)	
NEW YORK METRO, LLC, f/k/a TIME)	
WARNER CABLE NEW YORK CITY LLC, OR)	
IN THE ALTERNATIVE, PETITION FOR)	
APPROVAL OF A PRO FORMA INTERNAL)	
REORGANIZATION)	

AFFIDAVIT

STATE OF MISSOURI)
) SS:
COUNTY OF SAINT LOUIS)

Jessica Fischer, being of full age and duly sworn according to law, does hereby depose and state as follows:

1. I am Senior Vice President, Finance and Corporate Treasurer, of Charter Communications, Inc. (“Charter”), indirect parent company of Spectrum New York Metro, LLC (“SNYM”), f/k/a Time Warner Cable New York City LLC. SNYM operates a cable television system serving fourteen municipalities in northern New Jersey, to wit:


Cliffside Park, Edgewater, Englewood, Englewood Cliffs, Fairview,
Fort Lee, Leonia, Little Ferry, Moonachie, Palisades Park,
Ridgefield, Ridgefield Park and Teterboro in Bergen County, and

Guttenberg in Hudson County (hereinafter, collectively, the “Bergen System”).

2. As part of my overall responsibilities as Senior Vice President, Finance and Corporate Treasurer, I am generally familiar with the guarantee and collateral packages that guarantee and secure the current and long-term secured debt of Charter Communications Operating, LLC (“CCO”) and/or other CCO and Charter subsidiaries (collectively, “Charter Secured Debt”).

3. I hereby certify that Charter and SNYM, acting by and through CCO, have undertaken all necessary steps and filed all necessary papers and documents with lenders, administrative agents, issuing lenders and trustee and collateral agents pertaining to all Charter Secured Debt to effectively exclude Spectrum New Jersey, LLC as a guarantor and/or a pledger of its assets in support of any and all such Charter Secured Debt.

The foregoing statements are true and accurate to the best of my information, knowledge and belief.



Jessica Fischer

Date: October 19, 2020