



THE CITY OF NEW YORK
OFFICE OF THE MAYOR
NEW YORK, NY 10007

December 16, 2015

Hon. Kathleen H. Burgess
Secretary to the Commission
New York State Public Service Commission
Empire State Plaza
Agency Building 3
Albany, NY 12223-1350

Re: Case 15-M-0388 – Joint Petition of Charter Communications and Time Warner Cable for Approval of a Transfer of Control of Subsidiaries and Franchises, Pro Forma Reorganization, and Certain Financing Arrangements.

Dear Secretary Burgess:

We write to advise the Commission of developments since the City's letter of September 16, 2015, regarding the proposed take-over by Charter Communications, Inc., of Time Warner Cable, Inc., a transaction that would involve the transfer of control of five New York City cable television franchises held by Time Warner subsidiaries.

As you know, in addition to the Commission's review of the proposed transaction, the City has an entirely separate review process. We have engaged Charter and Time Warner in a dialog directed to fulfilling both our role as an advocate before the Commission and our role as independent reviewer of the proposed transaction. That dialog has given rise to a concern of immediate importance to us, and, we believe, to the Commission as well.

Our requests to Charter included what we considered to be a routine inquiry whether Charter would commit to comply with the terms of Time Warner's franchise agreements. In addition, we asked about Charter's intentions and capacity to comply with certain specific provisions with which Time Warner has historically had difficulty complying.

To our surprise, Charter declined to commit unambiguously to comply with the terms of the Time Warner franchise agreements. In response, we are seeking clarification from Charter, asking that they clearly enumerate any franchise agreement provisions Charter will not comply with.

In the event that Charter continues to evade directly answering this simple inquiry, the City expects to disapprove the proposed transfer of franchise control – and, under those circumstances, we would urge the Commission to disapprove the proposed transaction as contrary to the public interest.

Sincerely,

A handwritten signature in cursive script that reads "Maya Wiley".

Maya Wiley
Counsel to the Mayor

A handwritten signature in cursive script that reads "Anne Roest".

Anne Roest
Commissioner
Department of Information Technology and Telecommunications