Quad Cities Cable Communications Commission
Anoka City Hall – Council Chambers

July 17, 2014, 11:00 AM Meeting Cancelled

Agenda

1. **Call to Order**
2. **Roll Call**
3. **Approval of Agenda**
4. **Administrative Reports**
    4.1. Secretary
        4.1.1. Approval of June 17, 2014 commission meeting minutes.
    4.2. Treasurer
        4.2.1. May Financial Reports
    4.3. Executive Director
5. **General Business**
    5.1. City Hall Equipment Purchase
    5.2. Comcast Cable Franchise Transfer of Ownership
6. **Adjourn**

MINUTES OF THE REGULAR MEETING OF
JUNE 17, 2014

CALL TO ORDER – 1

Chair Heitkamp called the meeting to order at 11:00 a.m. at the Anoka City Hall.

ROLL CALL– 2

Commissioners present were: Carl Anderson, Anoka; Tim Cruikshank, Anoka (arrived at 11:12 a.m.); Jim Dickinson, Andover; Julie Trude, Andover; Eric Johnson, Champlin; and Bret Heitkamp, Champlin.

Commissioners absent and excused: John LeTourneau, Ramsey; and Kurt Ulrich, Ramsey.

Others present included Karen George, Executive Director; Steve Ulrich, Technology Manager; and Peggy Moeller, HLB, Tautges, Redpath.

APPROVAL OF AGENDA – 3

Motion was made by Johnson and seconded by Dickinson to approve the agenda as presented.

5 ayes – 0 nays. Motion carried.

ADMINISTRATIVE REPORTS – 4

4.1 Secretary

4.1.1. Approval of meeting minutes from April 7, 2014

Motion was made by Trude and seconded by Dickinson to approve the April 7, 2014 minutes as amended.

5 ayes – 0 nays. Motion carried.

4.1.2. Approval of meeting minutes from May 22, 2014

Motion was made by Trude and seconded by Johnson to approve the May 22, 2014 work session minutes as presented.

5 ayes – 0 nays. Motion carried.

4.2 Treasurer

4.2.1. March and April Financial Reports

Commissioner Dickinson noted that the reports speak for themselves. He referenced the cash balance and advised that this is a high cash time for the organization due to payment timing and it not a regular balance.

Motion was made by Johnson and seconded by Trude to accept the March and April Financial Reports.

5 ayes – 0 nays. Motion carried

4.3 Executive Director

Ms. George summarized her report including recent activities that QCTV provided coverage of, including high school graduations. She noted that there were some staffing changes and introduced new members of the QCTV including Taylor Johnson, Producer/Local Coordinator; Noah Johnson, Associate Producer; and Cory Laing, full-time Associate Producer.

Commissioner Trude noted that she had noticed positive changes in the sports coverage, including interviews and the addition of lacrosse coverage.

Mr. George noted that there were also three part-time associate producers hired. She advised that QCTV is holding a networking event on Thursday, June 26th from 7:00 to 9:00 a.m. She advised of recent legislative changes that will once again make QCTV exempt from sales tax but noted that the changes will not be in effect until 2016.

Commissioner Trude commended Ms. George for her work on the sales tax exemption item. She also asked for a larger color key provided in future reports.

Commissioner Cruikshank arrived.

Ms. George referenced a letter of thanks received regarding the QCTV coverage of the Minnesota Supreme Court’s visit to Champlin Park.

GENERAL BUSINESS – 5

5.1 Audit Report – Presentation by HLB, Tautges, Redpath LTD

Peggy Moeller, HLB, Tautges, Redpath presented the results of the Audit Report reported that QCTV received an unmodified or clean opinion. She briefly highlighted aspects of the report including the general fund, including comparison to the budget and actual balance, as well as revenue and expenditure information. She noted that there were no internal control findings and also highlighted the State legal compliance report, which was also found to be clean with no compliance findings. She advised that there will be a change in accounting required for 2015 relating to pensions.

Chair Heitkamp commended Ms. Moeller for her clear and concise report. He also commended Ms. George, Commissioner Dickinson and staff for the amount of progress that has been made in such a short time.

Motion was made by Dickinson and seconded by Trude to accept the Auditor Report.

6 ayes – 0 nays. Motion carried.

5.2 Comcast/Time Warner Merger/SpinCo Transfer

Ms. George advised that the Commission received information from the Commission Attorney regarding the Comcast/Time Warner merger, noting that Comcast has stated that this market would be transferred to a newly formed company to be titled SpinCo. She stated that the Commission Attorney recommended that the Commission should vet the financial ability of the newly formed company to ensure they could support this large market. She noted that the plans of the Commission were to review possible contractors that could provide that review. She stated that since that time she has learned that MACTA is going to lead this review on behalf of their members, noting that QCTV is a member of this organization. She reviewed the approximate cost and asked that, if supportive, the Commission authorize herself or the Executive Committee to proceed on moving this item forward, as the July meeting is sometimes canceled.

Motion was made by Trude and seconded by Dickinson to support the efforts of MACTA in regard to the review of SpinCo, authorizing the Executive Committee to execute the necessary documents and payments in order to keep this item moving forward.

6 ayes – 0 nays. Motion carried.

5.3 Franchisee Technical Audit and Financial Audit

Ms. George stated that the Commission also discussed conducting franchisee audits. She stated that she did send out Request for Proposals on both a technical audit and a financial audit. She advised that she received three quotes for the financial audit and one quote for a technical audit. She noted that the technical audit quote was quite a bit higher than she expected and recommended that staff be directed to work with the Executive Committee to narrow the scope of service. She recommended that the Commission authorize her to execute an agreement with Front Range Consulting for a two-year financial review at a cost not to exceed $7,500.

Commissioner Trude questioned if the additional funds should be spent to conduct a six-year review.

Ms. George noted that she did discuss that option but was informed that the additional cost would most likely not provide a cost benefit. She explained that if there are findings, direction can then be provided to focus on specific areas for a longer period of time.

Motion was made by Trude and seconded by Cruikshank to authorize Ms. George and Chair Heitkamp to execute an agreement with Front Range Consulting for a two-year financial audit of Comcast, in an amount not to exceed $7,500, and to authorize Ms. George to extend the services should the findings of the audit warrant additional work.

6 ayes – 0 nays. Motion carried.

Motion was made by Trude and seconded by Dickinson to authorize Ms. George and the Executive Committee to narrow the scope of service for the technical audit of Comcast and authorize Ms. George and Chair Heitkamp to enter into an agreement-preferred vendor CBG Communications.

6 ayes – 0 nays. Motion carried.

5.4 Awards Presentation

Ms. George advised that QCTV received two bronze Telly Awards for Public Service Announcement and for the QC News. She advised that the organization also received a plaque from a local group for the same public service announcement regarding texting while driving. She also presented a brief summary of local events that will be covered by QCTV.

ADJOURN – 6

Time of adjournment 11:39 a.m.

Respectfully submitted,

____
Amanda Staple
Recording Secretary
TimeSaver Off Site Secretarial, Inc.

Reviewed for approval,

____
Karen George
Executive Director

Quad Cities Communications Commission
Balance Sheet Summary
As of May 31, 2014

		Total
ASSETS		
Current Assets		
Bank Accounts		1,133,384.35
Accounts Receivable		0.00
Other current assets		0.00
Total Current Assets	**$**	**1,133,384.35**
Fixed Assets		0.00
TOTAL ASSETS	**$**	**1,133,384.35**
LIABILITIES AND EQUITY		
Liabilities		
Current Liabilities		
Accounts Payable		27,358.38
Other Current Liabilities		216.89
Total Current Liabilities	**$**	**27,575.27**
Equity		1,105,809.08
TOTAL LIABILITIES AND EQUITY	**$**	**1,133,384.35**

Quad Cities Communications Commission
Budget vs. Actuals: 2014 Budget - FY14 P&L
January - December 2014

	May 2014				YTD			
	Actual	Budget	over Budget	% of Budget	Actual	Budget	over Budget	% of Budget
Income								
Duplication Revenue	32.50	208.00	(175.50)	15.63%	1,806.17	2,500.00	(693.83)	72.25%
Equipment Grant		4,218.00	(4,218.00)	0.00%	0.00	50,618.00	(50,618.00)	0.00%
Franchise Fees		74,340.00	(74,340.00)	0.00%	243,655.31	892,090.00	(648,434.69)	27.31%
Interest Income	15.93	8.00	7.93	199.13%	65.93	100.00	(34.07)	65.93%
Miscellaneous Income		416.00	(416.00)	0.00%	4,000.00	5,000.00	(1,000.00)	80.00%
PEG Fee		37,170.00	(37,170.00)	0.00%	121,827.95	446,046.00	(324,218.05)	27.31%
Total Income	**$48.43**	**$116,360.00**	**($116,311.57)**	**0.04%**	**$371,355.36**	**$1,396,354.00**	**($1,024,998.64)**	**26.59%**
Expenses								
Accounting / HR Services	3,777.78	1,500.00	2,277.78	251.85%	8,951.09	18,000.00	(9,048.91)	49.73%
Ads/Promos/Sponsorships	885.05	570.00	315.05	155.27%	1,388.05	6,850.00	(5,461.95)	20.26%
Andover Capital Equipment		416.00	(416.00)	0.00%	432.57	5,000.00	(4,567.43)	8.65%
Announcers Fees		1,436.00	(1,436.00)	0.00%	4,250.00	17,240.00	(12,990.00)	24.65%
Anoka Capital Equipment	150.56	416.00	(265.44)	36.19%	441.10	5,000.00	(4,558.90)	8.82%
Audit	14,600.00	1,216.00	13,384.00	1200.66%	14,600.00	14,600.00	0.00	100.00%
AV Equip / Repair / Supply / Software	377.59	4,157.00	(3,779.41)	9.08%	1,323.21	49,890.00	(48,566.79)	2.65%
Bank Fees / CC Fees		41.00	(41.00)	0.00%	0.00	500.00	(500.00)	0.00%
Brand Apparel		166.00	(166.00)	0.00%	0.00	2,000.00	(2,000.00)	0.00%
Building - Cleaning	407.65	416.00	(8.35)	97.99%	2,038.25	5,000.00	(2,961.75)	40.77%
Building - Insurance		241.00	(241.00)	0.00%	1,576.00	2,894.00	(1,318.00)	54.46%
Building - Maintenance	243.24	583.00	(339.76)	41.72%	2,516.77	7,000.00	(4,483.23)	35.95%
Building - Supplies		250.00	(250.00)	0.00%	768.36	3,000.00	(2,231.64)	25.61%
Car Allowance	250.00	250.00	0.00	100.00%	1,250.00	3,000.00	(1,750.00)	41.67%
Cell Phone - Allowance	120.00	241.00	(121.00)	49.79%	870.00	2,900.00	(2,030.00)	30.00%
Champlin Capital Equipment		416.00	(416.00)	0.00%	348.90	5,000.00	(4,651.10)	6.98%
City Sewer & Water	69.45	333.00	(263.55)	20.86%	347.98	4,000.00	(3,652.02)	8.70%
Commission Expense		291.00	(291.00)	0.00%	1,010.77	3,500.00	(2,489.23)	28.88%
Computer Equip / Repair / Supply / Software	3,946.23	2,385.00	1,561.23	165.46%	7,198.89	28,630.00	(21,431.11)	25.14%
Consulting Services		4,166.00	(4,166.00)	0.00%	0.00	50,000.00	(50,000.00)	0.00%
Contingency Fund		2,166.00	(2,166.00)	0.00%	0.00	26,000.00	(26,000.00)	0.00%
Duplication Expenses		300.00	(300.00)	0.00%	1,068.53	3,600.00	(2,531.47)	29.68%
Electric Service	1,033.10	1,458.00	(424.90)	70.86%	6,249.46	17,500.00	(11,250.54)	35.71%
Emp / Comm Appreciation		208.00	(208.00)	0.00%	220.76	2,500.00	(2,279.24)	8.83%
Federal Unempl Expense	130.15		130.15		924.80	0.00	924.80	
Health Insurance		2,733.00	(2,733.00)	0.00%	12,201.91	32,800.00	(20,598.09)	37.20%
Health Insurance - Opt Out		400.00	(400.00)	0.00%	1,200.00	4,800.00	(3,600.00)	25.00%
Insurance - Deductibles		41.00	(41.00)	0.00%	0.00	500.00	(500.00)	0.00%
Insurance - Liability / Bonds		580.00	(580.00)	0.00%	4,643.00	6,964.00	(2,321.00)	66.67%
Lawn Service	1,176.01	291.00	885.01	404.13%	1,176.01	3,500.00	(2,323.99)	33.60%
Legal Fees	559.60	2,500.00	(1,940.40)	22.38%	3,969.15	30,000.00	(26,030.85)	13.23%
Legislative Lobbying		138.00	(138.00)	0.00%	0.00	1,660.00	(1,660.00)	0.00%
Licenses and Permits		83.00	(83.00)	0.00%	0.00	1,000.00	(1,000.00)	0.00%
Meals	65.84	83.00	(17.16)	79.33%	297.22	1,000.00	(702.78)	29.72%
Memberships - NATOA / Others		456.00	(456.00)	0.00%	2,611.16	5,480.00	(2,868.84)	47.65%
Mileage	314.44	416.00	(101.56)	75.59%	1,315.08	5,000.00	(3,684.92)	26.30%
Miscellaneous Expenses		375.00	(375.00)	0.00%	215.29	4,500.00	(4,284.71)	4.78%
Natural Gas	231.27	191.00	40.27	121.08%	2,049.29	2,300.00	(250.71)	89.10%
Office Supplies / Equipment	832.92	708.00	124.92	117.64%	1,550.51	8,500.00	(6,949.49)	18.24%
Parking Lot Maintenance		416.00	(416.00)	0.00%	0.00	5,000.00	(5,000.00)	0.00%

Quad Cities Communications Commission
Budget vs. Actuals: 2014 Budget - FY14 P&L
January - December 2014

	May 2014				YTD			
	Actual	Budget	over Budget	% of Budget	Actual	Budget	over Budget	% of Budget
Payroll Expenses (ADP)	465.55	433.00	32.55	107.52%	2,654.90	5,200.00	(2,545.10)	51.06%
PERA	3,661.24	4,281.00	(619.76)	85.52%	16,090.01	51,383.00	(35,292.99)	31.31%
Postage	124.67	83.00	41.67	150.20%	370.59	1,000.00	(629.41)	37.06%
Printing / Copy Services		166.00	(166.00)	0.00%	0.00	2,000.00	(2,000.00)	0.00%
Professional Development	6,070.00	1,425.00	4,645.00	425.96%	6,400.00	17,100.00	(10,700.00)	37.43%
Publications		59.00	(59.00)	0.00%	0.00	710.00	(710.00)	0.00%
Ramsey Capital Equipment		416.00	(416.00)	0.00%	122.16	5,000.00	(4,877.84)	2.44%
Sales Tax		166.00	(166.00)	0.00%	561.00	2,000.00	(1,439.00)	28.05%
Secretary Services	163.50	150.00	13.50	109.00%	667.50	1,800.00	(1,132.50)	37.08%
Snow Plowing Service		250.00	(250.00)	0.00%	3,205.00	3,000.00	205.00	106.83%
Sponsorship			0.00		1,050.00	0.00	1,050.00	
SS/Medicare Expense	4,670.13	4,518.00	152.13	103.37%	19,563.29	54,216.00	(34,652.71)	36.08%
State Unemploy Exp			0.00		469.40	0.00	469.40	
STD / LTD / Life Insurance	588.00	387.00	201.00	151.94%	2,204.20	4,644.00	(2,439.80)	47.46%
Studio Sets		166.00	(166.00)	0.00%	529.50	2,000.00	(1,470.50)	26.48%
Subscription Services	87.00	250.00	(163.00)	34.80%	181.95	3,000.00	(2,818.05)	6.07%
Vehicle - Equipment / Repair	4,656.51	1,577.00	3,079.51	295.28%	4,656.51	18,930.00	(14,273.49)	24.60%
Vehicle - Insurance		250.00	(250.00)	0.00%	1,849.00	3,000.00	(1,151.00)	61.63%
Vehicle - Maintenance / Gas	432.55	525.00	(92.45)	82.39%	1,221.72	6,300.00	(5,078.28)	19.39%
Wages - Full-time	48,721.65	28,367.00	20,354.65	171.75%	171,708.74	340,412.00	(168,703.26)	50.44%
Wages - PT - Comm Prog	4,077.75	4,071.00	6.75	100.17%	16,056.95	48,858.00	(32,801.05)	32.86%
Wages - PT - Gov't Prog	7,227.75	8,203.00	(975.25)	88.11%	27,462.40	98,441.00	(70,978.60)	27.90%
Wages - PT - Office Support		2,504.00	(2,504.00)	0.00%	9,143.99	30,053.00	(20,909.01)	30.43%
Wages - PT - Sports Prog	1,507.80	6,880.00	(5,372.20)	21.92%	20,144.07	82,565.00	(62,420.93)	24.40%
Wages - PT - Tech Support		5,721.00	(5,721.00)	0.00%	18,100.66	68,656.00	(50,555.34)	26.36%
Waste Removal	113.17	108.00	5.17	104.79%	901.76	1,300.00	(398.24)	69.37%
Web / VOD / Int / CaTV / Phone	1,259.99	1,350.00	(90.01)	93.33%	5,920.09	16,210.00	(10,289.91)	36.52%
Work Comp Insurance		258.00	(258.00)	0.00%	2,039.00	3,100.00	(1,061.00)	65.77%
Total Expenses	**$112,998.14**	**$105,597.00**	**$7,401.14**	**107.01%**	**$422,278.50**	**$1,267,486.00**	**($845,207.50)**	**33.32%**
Net Operating Income	**($112,949.71)**	**$10,763.00**	**($123,712.71)**	**-1049.43%**	**($50,923.14)**	**$128,868.00**	**($179,791.14)**	**-39.52%**
Net Income	**($112,949.71)**	**$10,763.00**	**($123,712.71)**	**-1049.43%**	**($50,923.14)**	**$128,868.00**	**($179,791.14)**	**-39.52%**

Capital Improvement Plan

	Actual	Budget	over Budget	% of Budget	Actual	Budget	over Budget	% of Budget
ZCIP - Network Servers			0.00		4,408.69	0.00	4,408.69	

QCTV Bank Reconciliation
May 2014

Beginning Balance - 4M Statement	1,219,477.85
Less: Cleared Checks/Withdrawals	(82,130.92)
Plus: 4M Fund Interest	15.93
Plus: Bank Deposits	75.00
Bank Balance	$1,137,437.86
Book Balance	1,137,437.86
Adjusted Book Balance	1,137,437.86
Difference:	$0.00

Completed by: MK

Quad Cities Communications Commission
Reconciliation Report

Quad Cities Commission, Period Ending 05/31/2014

Reconciled on: 06/12/2014 (any changes to transactions after this date aren't reflected on this report)
Reconciled by: Lee Brezinka

Summary

Statement Beginning Balance	1,219,477.85
Checks and Payments cleared	-82,130.92
Deposits and Other Credits cleared	+90.93
Statement Ending Balance	1,137,437.86
Uncleared transactions as of 05/31/2014	-9,488.39
Register Balance as of 05/31/2014	1,127,949.47
Uncleared transactions after 05/31/2014	-34,166.53
Register Balance as of 06/12/2014	1,093,782.94

Details

Checks and Payments cleared

Date	Type	Num	Name	Amount
04/25/2014	Bill Payment	10359	Kennedy & Graven, Chartered	-512.50
04/25/2014	Bill Payment	10362	Verizon Wireless	-50.08
05/02/2014	Bill Payment	W/D	CitiStreetMN	-300.00
05/02/2014	Bill Payment	W/D	PERA	-2,307.58
05/02/2014	Bill Payment	10363	Laura E. Houle	-360.00
05/02/2014	Bill Payment	10364	Comcast Cable	-40.72
05/02/2014	Bill Payment	10365	Image Lawncare Services, Inc.	-190.00
05/02/2014	Journal	05A - 2014MK		-156.75
05/02/2014	Journal	05A - 2014MK		-7,335.41
05/02/2014	Journal	05A - 2014MK		-17,953.95
05/09/2014	Bill Payment	10366	A+ Cleaning Service, Inc.	-407.65
05/09/2014	Bill Payment	10371	Timesavers	-131.00
05/09/2014	Bill Payment	10373	U.S. Bank Corporate	-1,499.39
05/09/2014	Bill Payment	10369	Comcast Cable	-266.10
05/09/2014	Bill Payment	10367	ACE Solid Waste, Inc.	-113.17
05/09/2014	Bill Payment	10370	Market Place Plus, LLC	-385.00
05/09/2014	Bill Payment	10375	Xcel Energy	-1,209.16
05/09/2014	Bill Payment	10368	B&H Photo-Video	-698.71
05/09/2014	Bill Payment	10372	Trans Alarm	-376.83
05/16/2014	Bill Payment		CitiStreetMN	-300.00
05/16/2014	Bill Payment	W/D	PERA	-2,303.98
05/16/2014	Bill Payment	10376	Camping World	-1,548.78
05/16/2014	Bill Payment	10379	City of Champlin	-69.45
05/16/2014	Bill Payment	10377	CenterPoint Energy	-231.27
05/16/2014	Bill Payment	10378	City of Andover	-2,487.46
05/16/2014	Bill Payment	10380	Comcast 2	-342.16
05/16/2014	Journal	05B - 2014MK		-4,894.36
05/16/2014	Journal	05B - 2014MK		-12,492.53
05/16/2014	Journal	05B - 2014MK		-154.40
05/23/2014	Bill Payment	10382	Huebsch	-55.60
05/23/2014	Bill Payment	10386	The Lincoln National Life Ins. Co.	-588.00
05/23/2014	Bill Payment	10387	Verizon Wireless	-50.08
05/23/2014	Bill Payment	10381	Amazon	-1,510.63
05/23/2014	Bill Payment	10383	Image Lawncare Services, Inc.	-387.53
05/30/2014	Journal			-14,449.03

Date	Type	Num	Name	Amount
		05C - 2014MK		
05/30/2014	Journal	05C - 2014MK		-5,971.66
Total				-82,130.92

Deposits and Other Credits cleared

Date	Type	Num	Name	Amount
04/30/2014	Deposit		Paula Lundstrom	25.00
04/30/2014	Deposit		Brandt Criminal Defense	17.50
05/28/2014	Deposit		Carolyn Basterash	15.00
05/28/2014	Deposit		Trott Brook Financial	17.50
05/31/2014	Journal	05D - 2014MK		15.93
Total				90.93

Additional Information

Uncleared Checks and Payments as of 05/31/2014

Date	Type	Num	Name	Amount
07/16/2013	Bill Payment	10010	City of Anoka	-125.00
04/17/2014	Bill Payment	10347	CWC Inc.	-400.00
05/09/2014	Bill Payment	10374	Video Blocks	-198.00
05/23/2014	Bill Payment	10384	MACTA	-720.00
05/23/2014	Bill Payment	10385	MAGC	-35.00
05/30/2014	Bill Payment	10388	NATOA	-5,350.00
05/30/2014	Bill Payment	W/D	CitiStreetMN	-300.00
05/30/2014	Bill Payment	W/D	PERA	-2,205.99
05/30/2014	Journal	05C - 2014MK		-154.40
Total				-9,488.39

Uncleared Checks and Payments after 05/31/2014

Date	Type	Num	Name	Amount
06/10/2014	Bill Payment	10389	A+ Cleaning Service, Inc.	-407.65
06/10/2014	Bill Payment	10401	Preferred One Insurance Co.	-5,416.25
06/10/2014	Bill Payment	10395	Holiday Station	-341.51
06/10/2014	Bill Payment	10393	Comcast Cable	-311.53
06/10/2014	Bill Payment	10399	Market Place Plus, LLC	-404.95
06/10/2014	Bill Payment	10390	ACE Solid Waste, Inc.	-113.17
06/10/2014	Bill Payment	10400	Monarch Pest Control	-112.64
06/10/2014	Bill Payment	10403	Twins Ballpark, LLC	-1,198.00
06/10/2014	Bill Payment	10404	U.S. Bank Corporate	-4,563.71
06/10/2014	Bill Payment	10405	Xcel Energy	-1,033.10
06/10/2014	Bill Payment	10391	Alpha Audio & Video	-2,572.00
06/10/2014	Bill Payment	10394	HLB Tautges Redpath, LTD.	-14,600.00
06/10/2014	Bill Payment	10398	Markertek Video Supply	-335.39
06/10/2014	Bill Payment	10402	Timesavers	-163.50
06/10/2014	Bill Payment	10392	City of Andover	-1,377.54
06/10/2014	Bill Payment	10396	Image Lawncare Services, Inc.	-788.48
06/10/2014	Bill Payment	10397	Kennedy & Graven, Chartered	-559.60
Total				-34,299.02

Uncleared Deposits and Other Credits after 05/31/2014

Date	Type	Num	Name	Amount
06/06/2014	Deposit		Rich Bengtson	15.00
06/06/2014	Deposit		Terry Lovaas	117.49
Total				132.49

QCCCC Agenda Item

4.3 Executive Director's Report

July 8, 2014

To: Commissioners

From: Karen George, Executive Director

Subject: Executive Director's Report

Organizational Assessment project
Implementation of the organizational restructuring is complete.

Personnel changes
New employees include Producer FT Cory Laing (promoted from FT Associate Producer), Associate Producer FT Leslie Sauer (promoted from part-time status), Associate Producer PT Jared Boyer (promoted from part-time production assistant), and two part-time production assistants.

Staff Retreat
There will a staff retreat on Wednesday, July 30 focusing on the strategic plan and aligning staff objectives with the commission's organizational goals. Retreat consulting services will be provided by Fran Zeuli, Fun Is Good, LLC, in an amount of $3,500 plus mileage and out of pocket expenses. These funds are included in the 2014 operating budget approved by the commission. Please note the office will be closed on this day.

City Equipment purchase
Staff has completed researching city meeting coverage equipment options. Agenda Item 5.1 reviews the options.

City PSA production
QCTV has completed PSA Day for the City of Ramsey and the City of Andover. Next up is the City of Champlin in August.

City Clerk meeting – government meetings
QCTV will host a city clerk/staff meeting in August to solicit input on the core service of providing government meeting coverage. Topics include government meeting agendas and cablecast, event programming, and elections.

Business Networking Event June 26
QCTV hosted the Champlin Business Networking event on Thursday, June 26 with 45 people in attendance. In addition to tours, meeting staff and learning about important City of Champlin initiatives, attendees viewed a QCTV productions highlight reel and were videotaped promoting their business in QCTV channel identification spots which will air in the coming months. The City of Champlin and the Anoka Area Chamber of Commerce sponsored this event.

Alliance for Community Media
Staff members Katherine Lenaburg and Karen George will attend the ACM conference August 6-8.

Monthly reports
Attached to this agenda item are the operations and technology updates and the June statistical report.

Action Requested:

Authorize executive director to execute contract for retreat consultant services. This item has been budgeted for in the 2014 operating budget.

QCCCC Agenda Item

4.3.1 Operations Report

July 3, 2014

To: Karen George, Executive Director

From: Katherine Lenaburg, Operations Manager

Subject: **Operations Update**

QCTV produced five graduation ceremonies in late May and early June. Reaction was positive and several copies of ceremonies were sold. Live coverage of the Father Hennepin Parade was successful on June 6th. The parade and two shorter re-cap packages are being cablecast as well. Two episodes of "QCMR" were produced, each featuring two stories on the four cities. "The District Court Show" went "on-the-road" (usually produced in the studio) to The Blaine Sports Center where there was a gathering of lawyers and judges and our program featured Minnesota Supreme Court Chief Justice Lorie Gildea among other guests. Video and interviews have been shot for the upcoming "Sheriff's Show." "The Chamber Report" was produced as well. QCTV worked with The Minnesota Department of Transportation to produce an update on Highway 10 construction. "The State of the County" was also videotaped and cablecast. "A Farewell to District 11 Superintendent Dennis Carlson" was produced.

Local sports coverage continues with younger athletes including the 14 year old baseball players from Andover who played the Forest Lake team. We asked parents to volunteer to do the "play-by-play" and "color commentary" and it went well. We are striving to make changes in this area, involving local booster groups and parents who have an interest in getting involved in community television. Our goal is to get as many local people involved in our productions as possible. This is true in all phases of production, not just sports, where we are using our employees as on-air talent.

The Champlin Business Networking Event was hosted by QCTV and considerable amount of time was spent getting the studio and building in good shape. QCTV produced a highlight tape of recent programming that played at the event and also videotaped interviews and promos during the event. The promos were done by local business people attending the event.

Works in progress include “Andover PSA Day”, “Live and Local: Live from the Farmer’s Market”, and more local sports coverage, including soccer games. Upcoming community programs include several League of Women Voters programs and forums as well as local coverage of parades and community events.

City Council and other government meetings continue to be important core services and we are cross-training several employees so they are proficient at all locations. Our production assistants are making the rounds at City Hall as well, ensuring redundancy. Master Control Operator Jim Reynolds will be doing upcoming training with all new employees to ensure accuracy and efficiency.

Action: None.

QCCCC Agenda Item

4.3.2 Technology Report

July 2, 2014

To: Karen George, Executive Director

From: Steve Ulrich

Subject: June 2014 Technology Report

Equipment Issues:

City Hall Equipment:

- Audio from the Champlin City Hall meeting was not present during the last meeting on local channel 16. Video was not affected. The problem was found to be a bad connection in the demodulator audio path. Problem resolved.
- Switcher issues continue to cause minor problems. A camera at Ramsey mysteriously turned off and there have been a few intermittent RAID issues. So far all have been quickly resolved.

Studio Equipment:

- New PC installed for Anoka edit suite.
- Resolve driver and program issues with the (6) Carousel servers.
- Resolve Weather Bug issue.
- Repair Van Encoder PC. Video capture card was defective. Required complete image.
- Two major issues encountered with QCTV web server. Both revolved around access to the server in Chicago via FTP. Resolved.

June Projects:

- Configure Server for Prisma functions.
- Compete automated backup for NAS units and employee PC's.
- Compete automated backup for primary video servers (SX1 & SX2).
- Partial rewiring of main rack. Removal of redundant equipment & wiring.
- Build and configure PC for Anoka Edit Suite.
- Web site maintenance.

July Projects:

- Rewire demodulator and associated audio distribution on main rack.
- Review proposals from web developers.
- Provide updated inventory for insurance agent.
- Review & update channel scheduling policy.
- Complete purchase tracking and reconciliation project.
- Complete City Hall video upgrade proposal.

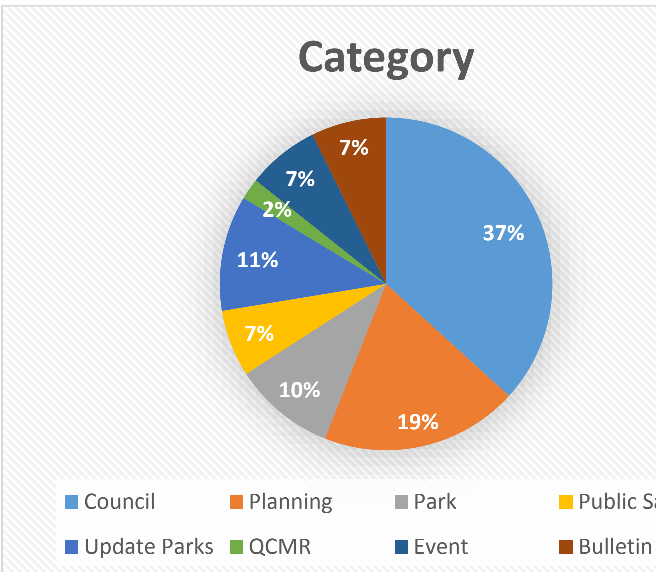
Ongoing Projects:

- Video Server Upgrades: Product comparisons completed. On hold pending tax issue resolution.
- City Hall Video Control Upgrades: Formal presentation completed. Will update and move forward pending approval and any necessary adjustments.
- Master Backup Plan: This month – decide on files to include and type of media. On track.
- Improve purchase tracking and reconciliation. On track. ETA end of July.
- Web site documentation. Review requested proposals for rebuild.

Action: None.

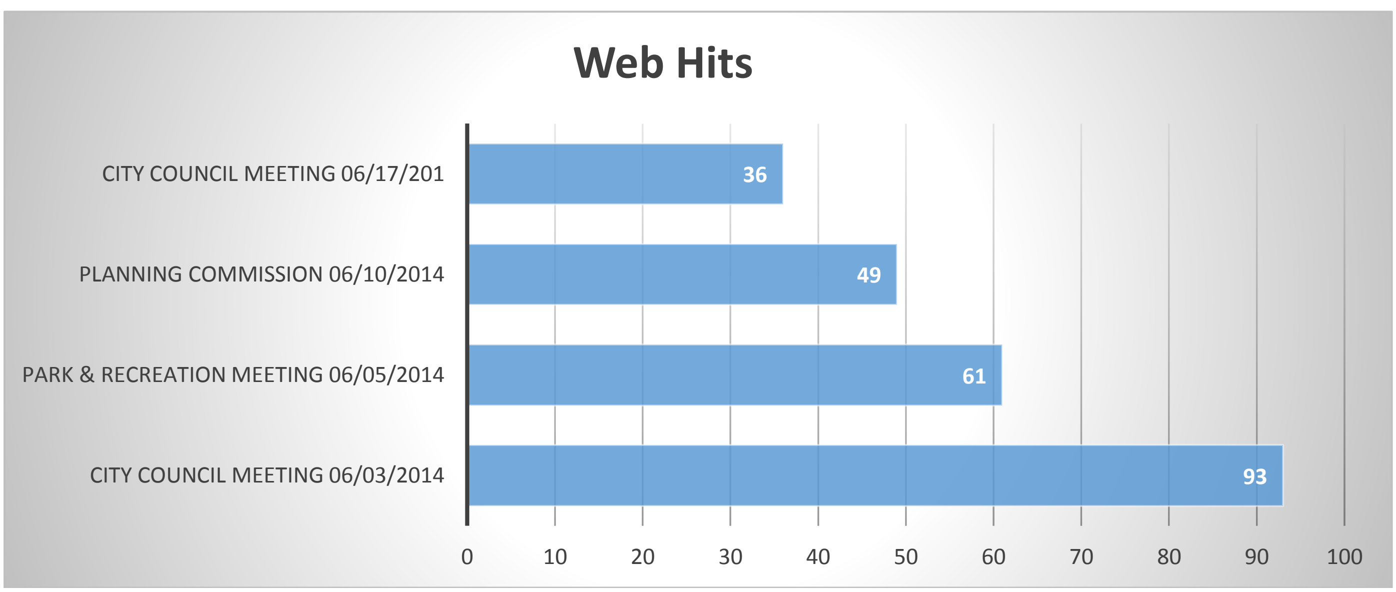
Andover Channel & Web Statistics
June 2014

Playback:		Shows:		Bulletin Board:		Web Hits:	
Total Runs:	1478	New Shows:	8	Total Hours:	51:50	Total Hits:	239
Total Time:	668:10	New Time	5:26	Saturation	7.2%		
Saturation:	92.8%	All Shows	21	**New Andover**	**14**		
		All Time:	14:34	**New All Cities**	**30**		



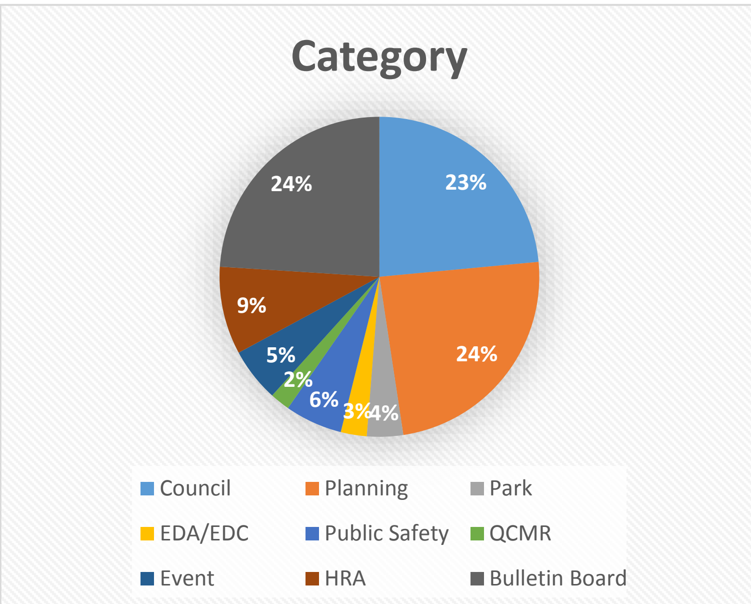
Channel Up Time 100%		
Issues	**Percentage**	**Hours**
Scheduling	0	0
File:	0	0
Server:	0	0
Power Out:	0	0

Shared With Multiple Cities		
3/27/2014	Public Safety Talk	0:45:59
2/26/2014	Sheriff Show	0:12:42
6/16/2014	QCMR	0:13:28
6/2/2014	QCMR	0:11:20
5/19/2014	QCMR	0:12:18
6/17/2014	QCCC	0:36:48
5/21/2014	Law Enforcement Mem	0:38:45



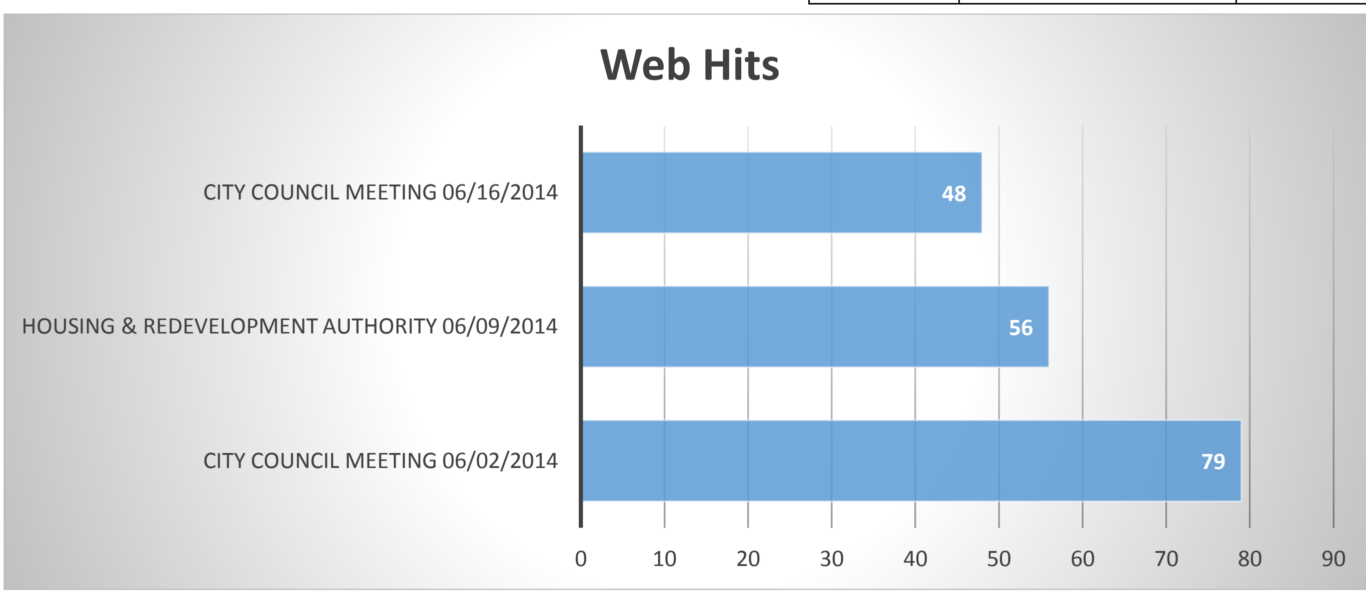
Anoka Channel & Web Statistics
June 2014

Playback:		Shows:		Bulletin Board:		Web Hits:	
Total Runs:	1094	New Shows	6	Total Hours:	171:08	Total Hits:	183
Total Time:	548:52	New Time:	3:08	Saturation:	23.8%		
Saturation:	76.2%	All Shows:	17	**New Anoka:**	**22**		
		All Time:	11:01	**New All Cities:**	**30**		



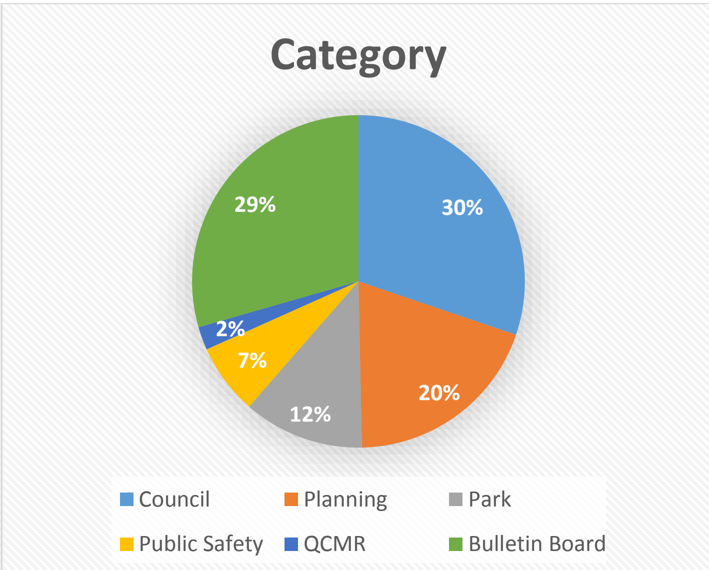
Channel Up Time: 100%		
Issues	**Percentage**	**Hours**
Scheduling:	0	0
File:	0	0
Server:	0	0
Power Out:	0	0

Shared with multiple cities		
3/27/2014	Public Safety Talk	0:45:59
2/26/2014	Sheriff Show	0:12:42
6/16/2014	QCMR	0:13:28
6/2/2014	QCMR	0:11:20
5/19/2014	QCMR	0:12:18
6/17/2014	QCCC	0:36:48
4/17/2014	QCCC	0:12:00
5/21/2014	Law Enforcement Mem	0:38:45



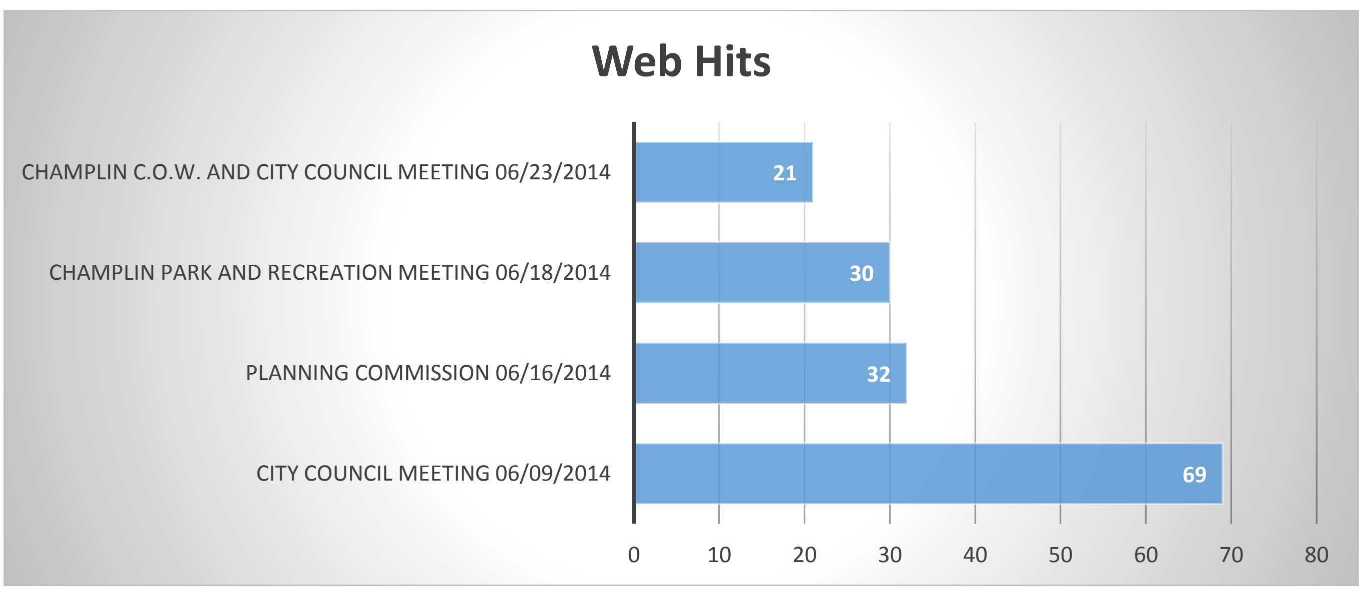
Champlin Channel & Web Statistics
June 2014

Playback:		**Shows:**		**Bulletin Board:**		**Web Hits:**	
Total Runs:	1220	New Shows:	7	Total Hours:	202:04	Total Hits:	152
Total Time:	517:56	New Time:	4:24	Saturation:	28%		
Saturation:	72%	All Shows:	23	**New Champlin:**	**27**		
		All Time	9:07	**New All Cities:**	**30**		



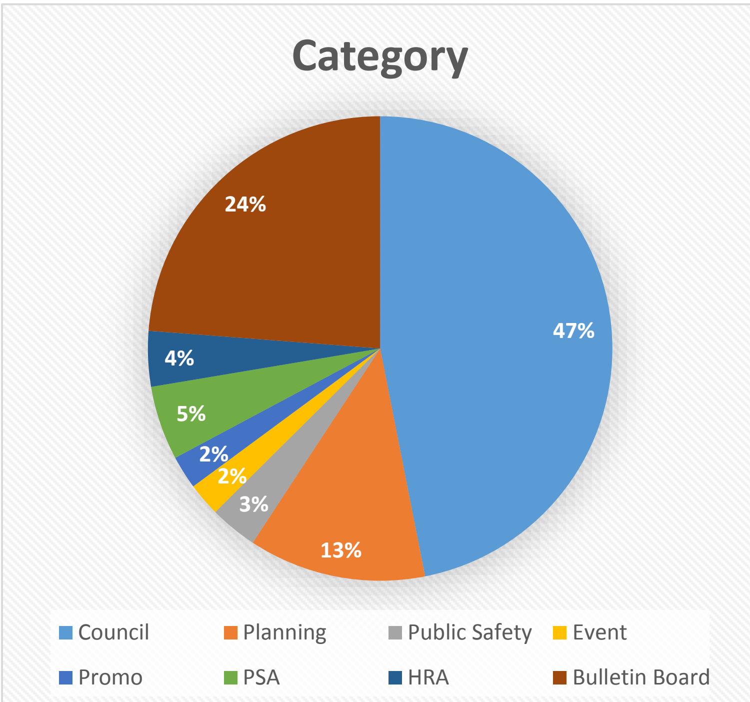
Channel Uptime 100%		
Issues	**Percentage**	**Hours**
Scheduling	0	0
File:	0%	0
Server:	0%	0
Other::	0%	0

Shared with Multiple Cities		
4/30/2014	Anoka-Champlin Fire Brd	1:03:37
3/27/2014	Public Safety Talk	0:45:59
5/19/2014	QCMR	0:12:18
4/28/2014	QCMR	0:13:08
4/17/2014	QCCC	0:12:00
11/8/2013	Texting can wait	0:01:01



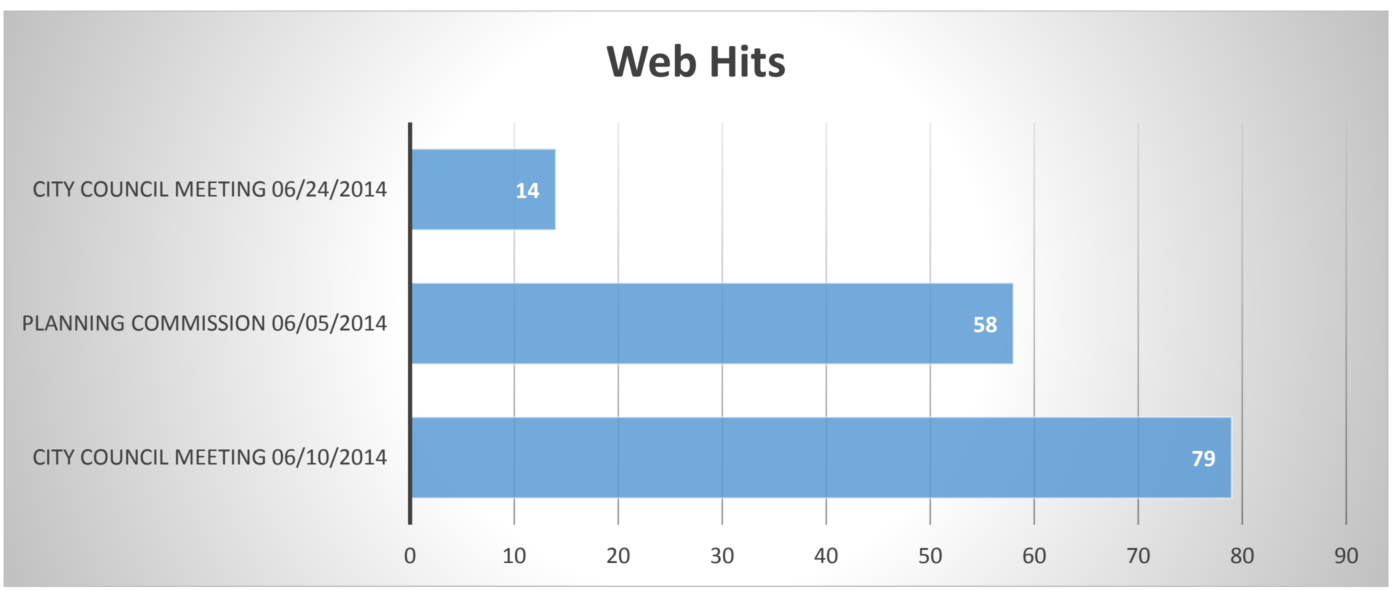
Ramsey Channel & Web Statistics
June 2014

Playback:		Shows:		Bulletin Board:		Web Hits:	
Total Runs:	868	New Shows:	8	Total Hours:	165:21	Total Hits:	151
Total Time:	554:39	New Time:	7:49	Saturation:	23%		
Saturation:	77%	All Shows	22	**New Ramsey:**	**29**		
		All Time:	14:21	**New All Cities:**	**30**		



Channel Uptime 100%		
Issues	**Percentage**	**Hours**
Scheduling	0	0
File:	0	0
Server:	0	0
Other:	0	0

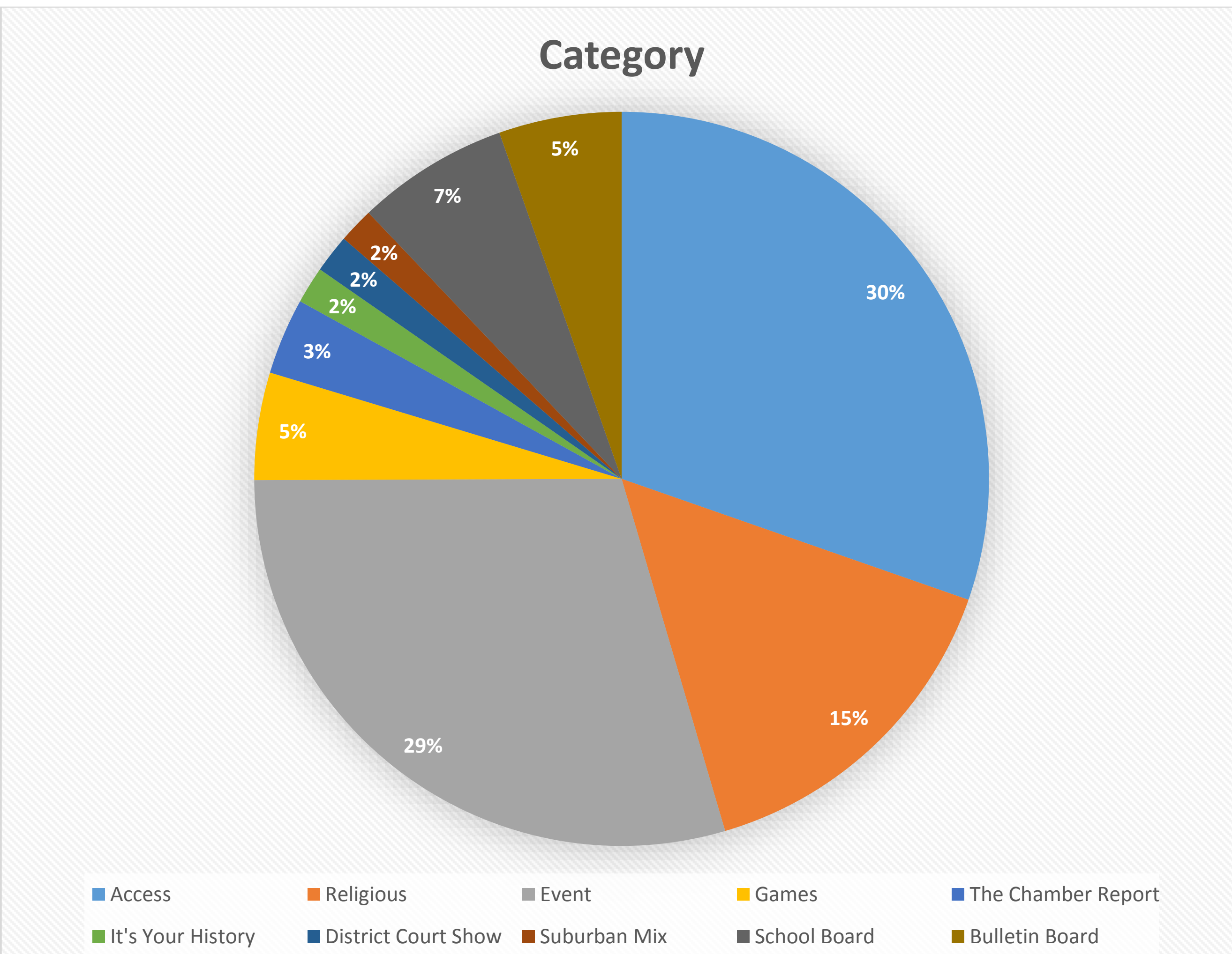
Shared with Multiple Cities		
3/27/2014	Public Safety Talk	0:45:59
2/26/2014	Sheriff Show	0:12:42
6/16/2014	QCMR	0:13:28
6/2/2014	QCMR	0:11:20
5/19/2014	QCMR	0:12:18
6/17/2014	QCCC	0:36:48
4/17/2014	QCCC	0:12:00
6/3/2014	Law Enforcement Mem	0:38:45
12/12/2013	Distracted Driving	0:01:26
11/1/2013	It can wait	0:01:21



Community Channel 15
June 2014

Playback:		Shows:		Bulletin Board:		Web Hits:	
Total Runs:	1294	New Shows	53	Total Hours:	37:48	Total VOD Hits:	1889
Total Time:	682:12	New Time:	41:28	Saturation:	5.3%	Total Live Hits:	0
Saturation:	94.7%	All Shows:	128	**New Bulletins**	**30**		
		All Time:	84:23				

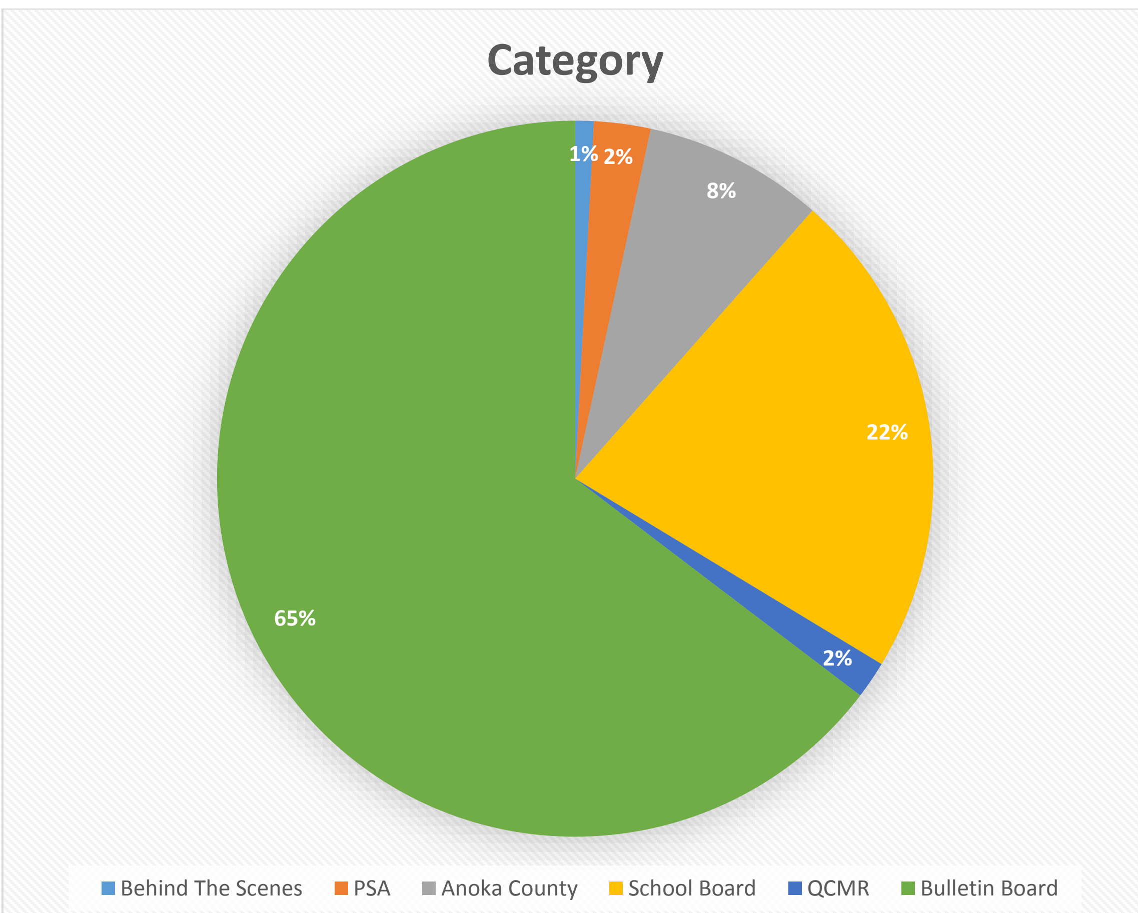
Channel Uptime	**100%**	
Issues	**Percentage**	**Hours**
Scheduling	0%	0
File:	0%	0
Server:	0%	0
Power Out:	0%	0



Community Channel 19
June 2014

Playback:	Shows:	Bulletin Board:
Total Runs: 120 Total Time: 127:16 Saturation: 17.6%	New Shows: 3 New Time: 1:34 All Shows: 7 All Time: 5:37	Total Hours: 592:44 Saturation: 82.4% **New Bulletins: 30**

Channel Uptime	**99.993%**	
Issues	**Percentage**	**Hours**
Scheduling	0	0
File:	0	0
Server:	0.007%	0:03
Power Out:	0	0



QCCCC Agenda Item

5.1 City Hall Equipment Purchase

July 8, 2014

To: Karen George, Executive Director

From: Steve Ulrich

Subject: Capital Expenditure Request

Request for Capital Expenditure

Project: City Hall Video Upgrades

Reason for Request: The current video switchers, camera controllers, video recorders and web encoders are at end of life and becoming a serious maintenance issue.

Scope of Project: Replace primary video switch, camera controller, digital video recorder and web encoder. Install necessary converters and distribution amplifiers. Replace wiring as needed.

2014 Budgeted Amount: $152,000 (This included camera replacements)

Estimated Project Cost: 4 X $14,540 = **$58,160**

Expected Life Span: 4 years

Estimated Completion: 10/24/2014

Comment:

We are two to three years away from having HD channels. Because of this it is recommended that the current SD (standard definition) cameras not be replaced at this time. The present cameras, with the exception of those in Ramsey, are still serviceable.

The proposed equipment upgrades are HD (high definition) ready. (That is the only type of equipment being offered for sale today.) When it is time to install HD cameras the new video switch will be able to accommodate them.

Uniformity: It is important for each city to have a similar installation. This will allows for the maximum ROI in terms of maintenance and operation.

Ramsey Cameras: The cameras at Ramsey will be replace with Sony EVI-D70C cameras which are very similar to the cameras installed at Andover, Anoka and Champlin. They were purchased at approximately the same time and were previously part of our remote kit which is being retired.

Acquisition: QCTV will facilitate the equipment purchase quote and grant the monies to each city to make the purchase. It is recommended each city make the purchase for tax savings and insurance reasons.

Systems Evaluated: Rushworks Vdesk, Vaddio Production View HD and Tricaster 410.

Recommended System: Rushworks Vdesk

Overview: The three systems evaluated are good quality and comparably priced.

1. Rushworks Vdesk - is specifically made for City Hall type installations, has all of the required features and comes in at the lowest price. The interface is the same as the one currently being used so the amount of training would be minimal. Customer support has been excellent. The new system will work with our existing camera controls.

2. Vaddio Production View HD – has an easy to learn interface and the added benefit of being a Twin Cities company. The Vaddio system requires some additional converters but is overall comparably priced to the Rushworks.

3. Tricaster 410 – is a feature rich switcher that would be well suited for the QCTV studio. It is limited to four video inputs which would require an inconvenient work around to display the document camera or laptop input.

Video Switch Feature Comparison

	Rushworks	Vaddio Production View	TriCaster 410
Inputs	(8) HD/SD SDI	(5) Component SD-HD	(4) SDI
Graphics Generator	Yes	No	No
Video Output	HD/SD SDI, HDMI	Component SD-HD	(2) SDI, HDMI, Display Port
Recording Format	MPEG-2, H.264, AVI and QuickTime	Requires PR-HD Basic-R	Native to 1080p
Camera pan/tilt control	Yes	Yes	Yes, (4) standard protocol
Includes Display	Yes - Touch panel	No	No
Web Encoder	Yes	Requires PR-HD Basic-R	Yes
Operating System	Win 7 Pro 64 Bit	Proprietary	Proprietary
Price	**$11,124.00**	**$7,790.00**	**$9,995.00**
Vaddio PR-HD Basic R		$3998.00	
Vaddio Monitor		$1,077.00	
23" Monitor			$250.00
Camera Control (Mux)	$0.00	$500.00	$500.00
Character Generator		$2,500.00	$2,500.00
(4) Blackmagic Analog - SDI $295	$1,180.00	$1,180.00	$1,180.00
(to use old cameras)			
Blackmagic SDI - Analog	$280.25	$280.25	$280.25
(to convert for Comcast)			
Kramer VM5AR Dist Amp	$396.00	$396.00	$396.00
Kramer VP483 SDI - VGA	$1,036.00	$1,036.00	$1,036.00
Wiring & Connectors	$1,200.00	$1,200.00	$1,200.00
Total:	**$14,540.00**	**$15,283.00**	**$16,661.00**

Action Considerations:

- Approve as presented: Each member city purchases the proposed Rushworks system. QCTV grants Capital Funds not to exceed $15,000 per city.

- Delay pending further review.

Cameras – Future Purchase

The current cost of HD compatible cameras is:

Brand	Model	Unit	Per City	Total
Sony	SRG300H	$3,275.25	$13,101.00	$52,404.00
Vaddio	HD-20 PZT	$4,374.25	$17,497.00	$69,988.00
Panasonic	AW-HE60SN	$4,600.00	$18,400.00	$73,600.00

QCCCC Agenda Item

5.2 Comcast Cable Franchise Transfer of Ownership

July 10, 2014

To: Commissioners

From: Karen George, Executive Director

Subject: Comcast Cable Franchise Transfer of Ownership

The transfer of ownership process begins with the Comcast-delivered FCC 394 forms. The commission received those forms on June 18, 2014. A copy of Comcast's 394 is enclosed.

The commission has 120 days to complete its review unless it is tolled in the first 30 days (commission determines the 394 is deficient and requests further information). Attorney Bob Vose reviewed the 394 form and determined the filing was incomplete. A formal response providing notice that the filings are inaccurate and incomplete has been sent to Comcast within the 30-day period. The commission response letter is enclosed.

At the June 17, 2014 meeting, the commission authorized the executive director to execute the agreement with MACTA to participate in a joint review process administered by MACTA. The scope of the project is expected to include the interrelated transactions of: Comcast acquisition of Time Warner; system swaps between Comcast and Charter; transfers of Comcast and Charter systems to SpinCo; and, creation of the new Charter company.

As a participating MACTA member in this project, the commission will receive a baseline report that will review the entire proposed transaction. The report will include financial analysis, listing the pros and cons of the proposed company action. The commission will use the report to draw conclusions for action to accept or reject the transfer of ownership and/or determine any conditions. Should the commission desire customization of the baseline report, costs would be based on a per hour amount stipulated in the MACTA agreement for services.

The executed agreement with MACTA is enclosed. An initial payment of $3,000 has been transmitted to MACTA. Final cost depends on the number of participating agencies and will be less than the $8,000 projected for the baseline report. Customization of the baseline report is optional and would be billed at $175/hour.

Action: None.

COMCAST

One Comcast Center
Philadelphia, Pennsylvania 19103

June 17, 2014

Karen George
Executive Director
City of Ramsey
12254 Ensign Avenue North
Champlin, MN 55316

Re: Comcast Corporation/Midwest Cable, Inc. Transaction

Dear Ms. George:

As you may have read, Comcast Corporation ("Comcast"), the ultimate parent of the entity holding the cable franchise in your community, is divesting its ownership of certain cable systems in connection with its acquisition of Time Warner Cable. Pursuant to an agreement with Charter Communications, Inc. ("Charter"), Comcast will spin off a new, independent company, which will become Midwest Cable, Inc. ("Midwest Cable," currently known as "SpinCo"), a publicly traded company that will be the ultimate owner of your franchise. Upon completion of the transaction, Comcast shareholders (but not Comcast itself) will own approximately two-thirds (2/3) of Midwest Cable, and Charter will own approximately one-third (1/3) of Midwest Cable.

We note that immediately prior to your cable franchisee becoming an indirect, wholly-owned subsidiary of Midwest Cable (the spin-off), the franchisee will be converted from a corporation to a limited liability company.

With over 2.5 million cable customers, Midwest Cable will begin operations as the fifth largest cable television provider in the United States. Moreover, Midwest Cable's strategic regionalized footprint will allow for a focused and efficient delivery of high quality and innovative services to its customers. Midwest Cable will be led by President and CEO Michael Willner, a 40-year cable industry leader and the co-founder and former CEO of Insight Communications. Further, Midwest's Cable's Board of Directors will include leading communications industry executives and innovators, with current Charter Communications CEO Tom Rutledge serving as Board Chairman. In addition, through a services agreement with Charter, Midwest Cable will be able to take advantage of Charter's expertise in technology and provision of services.

If you determine that your consent is ***not*** required for this transaction to proceed, you need not take any further action. If, however, you believe your consent is necessary, we have provided copies of the Federal Communications Commission's ("FCC") Form 394, other information, and a draft consent resolution to help facilitate the consent process.

- **FCC Form 394**. FCC Form 394 (required copies enclosed) is designed to provide you with the relevant information needed to assess the financial, legal, and technical qualifications of Midwest Cable to be the ultimate parent entity of your cable franchisee.

- **Timing.** According to the FCC's rules, where consent is required, you have a maximum of 120 days from the date you receive this information to review all materials and act upon our request for consent to the transaction. (Please note, your franchise may specify a shorter time frame.)

- **Consent Resolution**. Should you choose to affirmatively consent to the transaction, we have enclosed a draft consent resolution to be used to help expedite the consent process. We would request that a consent resolution, if needed, be placed on your agenda for consideration at your earliest convenience.

We invite you to visit the "Recent Official Transaction Communications" section of http://corporate.comcast.com/twctransaction/official-filings-together for additional information about the transaction. If you have any questions about the FCC Form 394, the consent resolution, or any of the enclosed documents, please give me a call at (215) 286-5585, send an email to klay_fennell@comcast.com, or send a facsimile to (215) 286-8408. You may also contact Mark Brown, Vice President, Government Affairs, at Charter by phone at (202) 621-1900, by email at mark.brown@chartercom.com, or by facsimile at (202) 733-5960.

Sincerely,

Klayton F. Fennell

Klayton F. Fennell
Vice President, Government Affairs
Attachment and Enclosures

RESOLUTION NO. __________

CONSENT TO ASSIGNMENT AND CHANGE OF CONTROL

WHEREAS, Comcast of Minnesota, Inc. ("Franchisee") is the duly authorized holder of a franchise, as amended to date (the "Franchise"), authorizing Franchisee to serve the City of Ramsey, MN (the "Franchise Authority") and to operate and maintain a cable television system therein; and

WHEREAS, Comcast Corporation ("Comcast") is the ultimate parent company of Franchisee; and

WHEREAS, on April 25, 2014, Comcast and Charter Communications, Inc. ("Charter") entered into the Comcast/Charter Transactions Agreement (the "Agreement"), pursuant to which, following a conversion from a corporation to a limited liability company, the Franchisee will become a wholly-owned subsidiary of Midwest Cable, Inc. ("Midwest Cable") (the "Transaction"); and

WHEREAS, Franchisee has filed an FCC Form 394 with the Franchise Authority with respect thereto; and

WHEREAS, the Franchise Authority has considered and approves of the Transaction.

NOW, THEREFORE, BE IT RESOLVED BY THE FRANCHISE AUTHORITY AS FOLLOWS:

The foregoing recitals are approved and incorporated herein by reference.

1. The Franchise Authority consents to the Transaction.

2. The Franchise Authority confirms that the Franchise is valid and outstanding and in full force and effect and there are no defaults under the Franchise. Subject to compliance with the terms of this Resolution, all action necessary to approve the Transaction has been duly and validly taken.

3. Midwest Cable or Franchisee may (a) assign or transfer its assets, including the Franchise, provided that such assignment or transfer is to an entity directly or indirectly controlling, controlled by or under common control with Midwest Cable; (b) restructure debt or change the ownership interests among existing equity participants in Midwest Cable; (c) pledge or grant a security interest to any lender(s) of Midwest Cable's assets, including, but not limited to, the Franchise, or of interest in Midwest Cable, for purposes of securing any indebtedness; and (d) sell equity interests in Midwest Cable or any of Midwest Cable's affiliates.

4. Upon closing of the Transaction, Franchisee shall remain bound by the lawful terms and conditions of the Franchise.

5. This Resolution shall be deemed effective upon adoption.

6. This Resolution shall have the force of a continuing agreement with Franchisee, and the Franchise Authority shall not amend or otherwise alter this Resolution without the consent of Franchisee and Midwest Cable.

PASSED, ADOPTED AND APPROVED this _______ day of _________, 2014.

By: ______________________________

Name: ______________________________

Title: ______________________________

ATTEST:

____
Clerk

Federal Communications Commission
Washington, DC 20554

Approved By OMB
3060-0573

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 June 17, 2014	1. Community Unit Identification Number: **MN0365**

2. Application for: ☐ Assignment of Franchise ☒ Transfer of Control

3. Franchising Authority: **City of Ramsey, MN**	
4. Identify community where the system/franchise that is the subject of the assignment or transfer of control is located: **Ramsey, MN**	
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 reasonably practicable after all regulatory approvals.

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) Comcast Corporation			
Assumed name used for doing business (if any) Comcast			
Mailing street address or P.O. Box One Comcast Center			
City Philadelphia	State PA	ZIP Code 19103	Telephone No. (include area code) 215-286-1700

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 the transferee/assignee? ☐ Yes ☒ No

If No, explain in an Exhibit.

Exhibit No.
See Exhibit 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)			
Midwest Cable, LLC\Inc. (Midwest Cable, LLC will convert from an LLC to Inc. prior to closing)			
Assumed name used for doing business (if any)			
Mailing street address or P.O. Box One Comcast Center			
City Philadelphia	State PA	ZIP Code 19103	Telephone No. (include area code) 215-286-1700

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

Name of contact person (list last name first)			
Klayton F. Fennell (klay_fennell@comcast.com)			
Firm or company name (if any) Comcast Cable Communications, LLC			
Mailing street address or P.O. Box One Comcast Center			
City Philadelphia	State PA	ZIP Code 19103	Telephone No. (include area code) 215 286-5585 (voice) 215-286-8408

(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		
Regional or area office as appropriate.		
City	State	ZIP Code

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:

☒ Corporation

a. Jurisdiction of incorporation: Delaware	d. Name and address of registered agent in jurisdiction: The Corporation Trust Company Corporation Trust Center 1209 Orange Street Wilmington, DE 19801
b. Date of incorporation: May 27, 2014	
c. For profit or not-for-profit: For profit	

☐ Limited Partnership

a. Jurisdiction in which formed:	c. Name and address of registered agent in jurisdiction:
b. Date of formation:	

☐ General Partnership

a. Jurisdiction whose laws govern formation:	b. Date of formation:

☐ Individual

☐ Other. Describe in an Exhibit.

Exhibit No.
N/A

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 3	
(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. 4

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

☐ Yes ☒ No

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

Exhibit No.

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 authorization (including cable franchises) to provide video programming services; mass media related antitrust or unfair competition; fraudulent statements to another government 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. N/A

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. 5

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

N/A

If No, attach as an Exhibit a full explanation.

Exhibit No. N/A

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. 6

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 system currently or formerly owned or operated.

Exhibit No. 7

SECTION V - CERTIFICATIONS

Part I - 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 Lynn R. Charytan
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	Date June 17, 2014 Print full name Lynn R. Charytan

Check appropriate classification:

☐ Individual ☐ General Partner ☒ Corporate Officer (Indicate Title) ☐ Other. Explain:

Senior Vice President, Legal Regulatory Affairs and Senior Deputy Counsel

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 certifies 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 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 Art Block
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	Date June 17, 2014 Print full name Art Block

Check appropriate classification:

☐ Individual ☐ General Partner ☒ Corporate Officer (Indicate Title) ☐ Other. Explain:

Senior Vice President and Secretary of Midwest Cable, LLC

EXHIBIT 1

Comcast Corporation ("Comcast") and Charter Communications, Inc. ("Charter") have entered into the Comcast/Charter Transactions Agreement, dated as of April 25, 2014 (the "Agreement"), whereby, contingent upon and following the consummation of Comcast's pending acquisition of Time Warner Cable Inc. ("TWC"), three separate transactions will occur impacting the ownership of certain cable systems currently owned by Comcast, TWC, and Charter (the "Transactions"):

(1) Comcast will sell TWC systems serving approximately 1.5 million customers to Charter.

(2) Charter and Comcast will exchange cable systems and related assets serving approximately 1.5 million TWC customers and 1.6 million Charter customers.

(3) Comcast will spin off a new, independent company that will become Midwest Cable, Inc., currently known as "SpinCo," and will operate systems serving approximately 2.5 million current Comcast customers.

Your cable franchisee is included in the third Transaction.

Pursuant to the Agreement, Comcast will transfer control of the cable franchisee subject to this Form 394, as part of its divestiture of cable systems to Midwest Cable, Inc. ("Midwest Cable").[1] After consummation of the Transactions, Comcast will have no ownership interest in Midwest Cable. Charter will form a new holding company ("New Charter") that will obtain an approximate 33 percent stake in Midwest Cable. Comcast shareholders, including former TWC shareholders, are expected to own in the aggregate the remaining approximate 67 percent stake in Midwest Cable. Midwest Cable will be a publicly-traded company.

As a preliminary matter, the current Comcast cable franchisee entity may change pursuant to an internal Comcast pro forma restructuring or corporate conversion (still remaining entirely under the ownership and control of Comcast). Immediately thereafter, the cable franchisee will become an indirect, wholly-owned subsidiary of Midwest Cable.

A copy of the Agreement as filed with the Securities and Exchange Commission (Form 8-K) is available at http://corporate.comcast.com/twctransaction/official-filings-together under "Official Filings." Four documents (including two programming agreements) have been omitted, as they are not necessary in order to understand the terms of the Agreement or contain confidential trade, business, pricing or marketing data, or other data not otherwise publicly available. In addition, Comcast Corporation filed a Securities

[1] Midwest Cable initially will be a Delaware limited liability company, but will convert to a corporation, as a matter of right under Delaware law. Midwest Cable may also implement a name change once the Transactions have closed.

and Exchange Commission Form S-4A Registration Statement on May 23, 2014. A copy is available at http://corporate.comcast.com/twctransaction/official-filings-together under "Official Filings." Hard copies of either document will be provided upon request.

The Agreement contains all material terms of the Transactions and is fully binding on the parties. Pursuant to the Agreement, the parties have agreed to enter into additional documentation that is intended to implement the previously negotiated Agreement and is not intended to add or to alter material terms.

EXHIBIT 2

Midwest Cable, Inc. ("Midwest Cable") will be the indirect parent company of the legal entity holding the franchise for the cable system that is the subject of this Form 394. Midwest Cable and the legal entity holding the franchise for the cable system that is the subject of this Form 394 have no current plans to change the terms and conditions of service or operations of the system. The cable system will be operated pursuant to the terms of the franchise agreement and applicable law after the consummation of the proposed transaction. Midwest Cable and the legal entity holding the franchise for the cable system that is the subject of this Form 394 reserve the right to make service and operational changes in accordance with the terms of the franchise agreement and applicable law.

EXHIBIT 3

As part of the transaction underlying this Form 394 filing, a newly formed entity, Midwest Cable, Inc. ("Midwest Cable") will become an independent, publicly-traded corporation. At the time that Comcast Corporation spins off Midwest Cable, no individual or entity will hold a 5% or greater voting interest in Midwest Cable, other than Charter Communications, Inc. ("Charter"). Charter, through a wholly owned subsidiary, will own approximately one-third (1/3) of the equity and voting shares of Midwest Cable.

At this time, the following have been identified as officers and directors of Midwest Cable after the close of the transaction:

	Title
Michael S. Willner	President Chief Executive Officer
Matthew Siegel	Chief Financial Officer
Rick D'Avino	Director
James Chiddix	Director
Gregory L. Doody	Director
Jill Greenthal	Director
Dennis S. Hersch	Director
Wendell F. Holland	Director
Gregory Maffei	Director
Thomas M. Rutledge	Director Chairman of the Board of Directors
Christopher L. Winfrey	Director

The initial business address for all officers and directors will be 1 Comcast Center, Philadelphia, PA 19103. It is anticipated that a different business address will be established by the close of the transaction.

EXHIBIT 4

Midwest Cable, Inc., a Delaware corporation, as of the effective time of the closing, will be the indirect parent company of the legal entity holding the franchise (the "Franchisee"). To the extent required by applicable law, the Franchisee is and, after the closing of this transaction will continue to be, duly qualified to transact business in the State or Commonwealth in which this system is operated.

EXHIBIT 5

After the close of the transaction that is the subject of this Form 394 filing, Midwest Cable, Inc. ("Midwest Cable") will become an independent, publicly traded corporation. Approximately two-thirds (2/3) of the equity and voting shares of Midwest Cable will be held by Comcast Corporation ("Comcast") shareholders (including former TWC shareholders). Charter Communications, Inc. ("Charter") will own approximately one-third (1/3) of the equity and voting shares of Midwest Cable, no other individual or entity will hold a 5% or greater voting interest in Midwest Cable.

Comcast itself will not own shares in Charter or Midwest Cable following the close of the Transaction, and will be prohibited, for the first eight years thereafter, from owning more than 1 percent of Midwest Cable's shares. Charter will be prohibited from increasing its stake in Midwest Cable for the first two years following the closing of the spin-off and, absent approval from Midwest Cable's independent directors or its non-Charter shareholders, from owning more than 49 percent of Midwest Cable for the first four years following the closing of the Transaction.

EXHIBIT 6

As set forth in Exhibit 1 to this Form 394, Comcast will spin-off a new independent public company, Midwest Cable, Inc., currently known as "SpinCo." The SpinCo unaudited pro forma financial information submitted in this exhibit is provided to give effect to the spin-off of cable systems serving approximately 2.5 million current Comcast subscribers into the newly formed public entity. The SpinCo unaudited pro forma financial information provided in this Exhibit includes: (1) an Unaudited Pro forma Condensed Combined Balance Sheet as of March 31, 2014; (2) an Unaudited Pro Forma Condensed Combined Statement of Income for the three months ended March 31, 2014; (3) an Unaudited Pro Forma Condensed Combined Statement of Income for the year ended December 31, 2013; and (4) the Notes to the Unaudited Pro Forma Information.

The Unaudited Pro Forma Condensed Combined Balance Sheet and Statements of Income should be read in concert with the Notes provided, and with the basic understanding that the SpinCo unaudited pro forma financial information is based upon the subject cable systems' past integrated operation with Comcast. Notwithstanding, there are certain fundamental financial factors that should be highlighted from the unaudited pro forma financial information and accompanying Notes:

- Midwest Cable's assets will include cable systems serving approximately 2.5 million video customers.

- The estimated enterprise value of the cable systems to be spun-off to Midwest Cable is $14.7 billion.

- The 2013 annual revenue in the unaudited pro forma financial information for the systems to be spun off to Midwest Cable was over $4.5 billion.

Attached is the unaudited pro forma financial information and associated Notes referenced above.

SpinCo
Unaudited Pro Forma Financial Information
As of and for the Three Months Ended March 31, 2014 and
for the Twelve Months Ended December 31, 2013

Exhibits
FCC Form 394
June 2014

SpinCo
Unaudited Pro Forma Condensed Combined Balance Sheet
As of March 31, 2014

(in millions)	Comcast Cable Systems in Spin-Off Transaction	SpinCo Indebtedness	Combined SpinCo
Assets			
Current Assets:			
Cash and cash equivalents	$ -	$ 600	$ 600
Receivables, net	152	-	152
Other current assets	27	-	27
Total current assets	179	600	779
Property and equipment, net	1,957	-	1,957
Franchise rights	6,231	-	6,231
Goodwill	1,391	-	1,391
Other intangible assets, net	90	-	90
Other noncurrent assets, net	7	-	7
Total assets	$ 9,855	$ 600	$ 10,455
Liabilities and Equity			
Current Liabilities:			
Accounts payable and accrued expenses related to trade creditors	$ 294	$ -	$ 294
Deferred revenue	3	-	3
Accrued expenses and other current liabilities	204	-	204
Total current liabilities	501	-	501
Long-term debt, less current portion	-	8,800	8,800
Deferred income taxes	3,053	-	3,053
Other noncurrent liabilities	34	-	34
Equity	6,267	(8,200)	(1,933)
Total liabilities and equity	$ 9,855	$ 600	$ 10,455

SpinCo
Unaudited Pro Forma Condensed Combined Statement of Income
For the Three Months ended March 31, 2014

(in millions)	Comcast Cable Systems in Spin-Off Transaction	SpinCo Indebtedness	Combined SpinCo
Revenue	$ 1,134	$ -	$ 1,134
Cost and Expenses:			
Programming and production	258	-	258
Other operating and administrative	278	-	278
Advertising, marketing and promotion	54	-	54
Depreciation	130	-	130
Amortization	7	-	7
	727	-	727
Operating income	407	-	407
Other Income (Expense):			
Interest Expense	-	(121)	(121)
	-	(121)	(121)
Income before income taxes	407	(121)	286
Income tax (expense) benefit	(159)	47	(112)
Net Income	$ 248	$ (74)	$ 174

SpinCo

Unaudited Pro Forma Condensed Combined Statement of Income

For the Year ended December 31, 2013

(in millions)	Comcast Cable Systems in Spin-Off Transaction	SpinCo Indebtedness	Combined SpinCo
Revenue	$ 4,557	$ -	$ 4,557
Cost and Expenses:			
Programming and production	971	-	971
Other operating and administrative	1,152	-	1,152
Advertising, marketing and promotion	241	-	241
Depreciation	518	-	518
Amortization	34	-	34
	2,916	-	2,916
Operating income	1,641	-	1,641
Other Income (Expense):			
Interest Expense	(1)	(484)	(485)
	(1)	(484)	(485)
Income before income taxes	1,640	(484)	1,156
Income tax expense	(640)	189	(451)
Net Income	$ 1,000	$ (295)	$ 705

SpinCo
Notes to Unaudited Pro Forma Financial Information

Note 1. Basis of Presentation

The unaudited pro forma financial information is provided to give effect to a spin-off of cable systems serving approximately 2.5 million Comcast Corporation ("Comcast") subscribers (the "spin-off transaction") into a newly formed public entity ("SpinCo"). The Unaudited Pro Forma Condensed Combined Balance Sheets are presented as if the spin-off transaction had occurred on March 31, 2014. The Unaudited Pro Forma Condensed Combined Statements of Income for the three months ended March 31, 2014 and the year ended December 31, 2013 are presented as if the spin-off transaction had occurred on January 1, 2013, the beginning of the earliest period presented. The unaudited pro forma financial information has been developed from and should be read in conjunction with the Comcast unaudited interim condensed consolidated financial statements contained in the Comcast Quarterly Report on Form 10-Q for the three months ended March 31, 2014, and the Comcast audited consolidated financial statements contained in the Comcast 2013 Annual Report on Form 10-K, as well as the unaudited pro forma financial information included in the Comcast Corporation Registration Statement on Form S-4/A filed with the Securities and Exchange Commission on May 23, 2014 and the assumptions and adjustments set forth in the explanatory notes contained therein. These filings are available at www.cmcsa.com under "Financials." The spin-off transaction is presented from the historical perspective of Comcast and the unaudited pro forma financial information may not be indicative of how this business would operate as a stand-alone entity.

The unaudited financial information for the SpinCo cable systems is integrated with Comcast and is not for a stand-alone entity. The unaudited pro forma financial information reflects the preliminary allocations of assets, liabilities, revenue and expenses directly attributable to these cable systems, as well as certain other preliminary allocations deemed reasonable by management, to present the unaudited pro forma financial information. The financial information does not include costs associated with shared facilities (e.g., corporate headquarters and related administrative overhead allocations). Accordingly, the financial information in these columns does not fully reflect the financial position or results of operations as if these cable systems were stand-alone entities for the periods presented. The preliminary estimate of the amount of such costs to be allocated to the Comcast cable systems in the spin-off transaction is $245 million for the year ended December 31, 2013.

The unaudited pro forma financial information is provided for illustrative purposes only and is based on available information and assumptions that Comcast believes are reasonable.

Note 2. The Charter Divestiture Transactions

The Charter divestiture transactions consist of the following three transactions: (1) the spin-off transaction, (2) an exchange of cable systems serving approximately 1.5 million TWC subscribers for cable systems serving approximately 1.7 million Charter subscribers (the "exchange transaction"), and (3) a sale to Charter of cable systems serving approximately 1.5 million TWC subscribers for cash (the "sale transaction"). In connection with the spin-off transaction, Comcast will form SpinCo, which will hold and operate cable systems currently serving approximately 2.5 million Comcast subscribers.

Under the terms of the Comcast/Charter Transactions Agreement, the value for the spin-off transaction will be based on 7.125 times of the divested systems' Carveout 2014 EBITDA (as defined in the Comcast/Charter Transactions Agreement). This would equate to an enterprise value estimated to be $14.7 billion. The Carveout 2014 EBITDA was estimated using the 2013 results of the cable systems included in this unaudited pro forma financial information, adjusted for overhead allocations (as defined in the Comcast/Charter Transactions Agreement), and applying a 2014 growth rate to the 2013 amounts. The 5.10% growth rate used is based on Wall Street research consensus estimates for 2014 EBITDA for Comcast's Cable Communications segment.

EXHIBIT 7

Midwest Cable will begin operations with approximately 2.5 million video customers, making it the fifth largest cable provider in the United States. The company will be serving areas concentrated in the Midwest and Southeast. This strategic regional footprint should provide significant operational and technical advantages allowing Midwest Cable to offer focused and efficient service delivery and to fine-tune its operations to reflect distinctive regional considerations. The regionalized footprint should also foster operational and marketing efficiencies that will benefit Midwest Cable customers.

The company and its customers will also benefit significantly from the advanced network architecture that Comcast has deployed in recent years throughout the systems that Midwest Cable will own and operate. As a result, each future Midwest Cable system has been transitioned to an all-digital delivery platform. Further, each future Midwest Cable system has implemented a DOCSIS 3.0 data platform -- allowing Midwest Cable to offer some of the industry's fastest broadband speeds.

Immediately after the closing of the transaction, Comcast will provide some temporary transitional operational services that will allow current Comcast customers to experience a seamless transition to Midwest Cable's ownership and operation of the cable systems. In order to ensure continued high quality operation, existing Comcast field personnel, who have successfully operated these systems in the past, will join Midwest Cable. Further, through a Services Agreement with Charter Communications, Midwest Cable will be able to take advantage of Charter's established expertise in technology and operations, thereby enhancing Midwest Cable's ability to provide excellent products and services to its customers.

In addition to technology resources, the Charter Services Agreement will provide for certain customer-facing functions such as marketing, sales, billing and collections, and customer care. Once Charter implements these operational system services, certain of Midwest Cable's products and services may even be co-branded with Charter. The Charter Services Agreement clearly will enable Midwest Cable to benefit from Charter's experience, scale, and regional concentration. In exchange for the ability to use any and all services set forth in the Services Agreement, Midwest Cable will make quarterly payments equal to 4.25 percent of Midwest Cable's quarterly gross revenues. Of course, all system operational services provided by Charter will be subject to the overall supervision of Midwest Cable's independent executive management team and its independent Board of Directors.

Midwest Cable's leadership team will be comprised of cable and communications industry veterans and innovators. Michael Willner, a forty-year cable industry veteran and the co-founder and former CEO of Insight Communications will serve as President and CEO of Midwest Cable. Additionally, Matthew Siegel, who has held senior executive financial positions at both Time Warner Cable Inc. and Insight Communications, will serve as the Chief Financial Officer of Midwest Cable. Tom Rutledge, President and CEO of

Charter Communications, will serve as the Chairman of Midwest Cable's Board of Directors. Mr. Rutledge will be joined on the Board by a team of communication industry leaders, including Rick D'Avino, James Chiddix, Greg Doody, Jill Greenthal, Dennis S. Hersch, Wendell F. Holland, Gregory Maffei, and Christopher L. Winfrey. Attached hereto are the press releases announcing Mr. Willner as President and CEO, and Mr. Siegel as CFO of Midwest Cable, as well as biographies of the Midwest Cable Board members. Together, this management team will shepherd Midwest Cable's delivery of high quality, advanced services, and establish a reputation for top flight system operations and customer care.

Charter
COMMUNICATIONS

COMCAST

Cable Industry Veteran Michael Willner Agrees to Serve as President and CEO of "SpinCo"

Stamford, CT and Philadelphia, PA – May 15, 2014 – Charter Communications, Inc. (Nasdaq: CHTR) and Comcast Corporation (Nasdaq: CMCSA, CMCSK) today announced that former Insight Communications, Inc. co-founder and CEO and 40-year cable industry veteran Michael S. Willner has agreed to serve as President and Chief Executive Officer of "SpinCo," the new cable company that will be spun off from Comcast upon completion of the Comcast – Time Warner Cable merger and the Comcast – Charter transactions. Willner will oversee the operations of SpinCo, which will serve approximately 2.5 million customers in Alabama, Indiana, Kentucky, Michigan, Minnesota, Tennessee and Wisconsin.

SpinCo will have a nine-member board of directors, three of whom will be appointed by Charter, including Charter President and CEO, Tom Rutledge, who will serve as the non-executive Chairman of the Board. Comcast will appoint three of the remaining six members of the board and will select three more from a list provided by Charter. These six board members will be independent of both Charter and Comcast. In addition, Charter will have a services agreement with SpinCo, which will help both companies achieve greater scale and regional efficiencies.

"A skilled operator with an impressive track record of success, Michael has been a pillar of leadership and an active ambassador for the Industry," said Tom Rutledge, President and CEO of Charter. "Michael's expertise, strategic vision, and knowledge from his years at Insight will be invaluable to the customers, employees and shareholders of SpinCo. Having him on board now – and leading the new business post-transaction – will be extremely advantageous."

"Michael is an excellent leader and the perfect choice to be at the helm of this new company," said Brian L. Roberts, Chairman and CEO of Comcast. "His deep knowledge of the cable business, combined with his experience and focus on technology, will enable him to drive growth and product innovation for customers and position SpinCo as a competitor in the industry."

"I am excited to assemble and lead a new team of executives who will be exclusively focused on creating a great company with terrific products and excellent customer service," said Willner. "I am honored to take on this task and look forward to working with Tom and his team at Charter, as well as the strong teams in place within these systems and the other MSOs and suppliers in the industry."

Willner was a co-founder and CEO of Insight Communications from 1985 through 2012, when Insight was sold to Time Warner Cable. Under Willner's leadership, Insight Communications became one of the most highly regarded operating companies in the industry. He began his career in 1974 at Vision Cable Communications, a division of Advanced Publications and a part of the Newhouse family's media investments, where he rose to become the Chief Operating Officer. Willner currently serves as President and CEO of privately-held Penthera Partners, a software licensing company focused on cloud-to-mobile technology. He will remain involved with that company as a member of its board.

Willner twice served as Chairman of the National Cable and Telecommunications Association (NCTA), the industry's principal trade association. In addition, he was Chairman of the NCTA's political action committee (CablePAC) from 2000 until 2012, Chairman of the Board of the Cable Center from 2007 through 2011, was on the executive committee of CableLabs, and the boards of C-SPAN and the Walter Kaitz Foundation. Willner is a recipient of the NCTA's 2004 Vanguard Award for Distinguished Leadership and a member of both the Broadcasting and Cable Hall of Fame and the Cable Hall of Fame.

Willner graduated from Boston University's College of Communications in 1974.

stocks have significantly outperformed the major stock indices and comparable companies under his tenure. Mr. Maffei also serves as Chairman of the Liberty-related companies Live Nation Entertainment, SiriusXM, Starz and TripAdvisor, and as a director of Charter Communications and Zillow. Prior to his joining Liberty in 2005, Mr. Maffei served as President and CFO of Oracle, Chairman, President and CEO of 360networks, CFO of Microsoft and Chairman of the Board of Expedia. Additionally, he has served as a director of Barnes & Noble, Citrix, DIRECTV, Dorling Kindersley, Electronic Arts and Starbucks Coffee. He has an MBA from Harvard Business School, where he was a Baker Scholar, and an AB from Dartmouth College.

- **Thomas M. Rutledge** was appointed as a director and President and Chief Executive Officer of Charter Communications effective on February 13, 2012. A 34 year cable industry veteran, Mr. Rutledge served as Chief Operating Officer of Cablevision from April 2004 until December 2011 and previously served as president of Time Warner Cable. He began his career in 1977 at American Television and Communications ("ATC"), a predecessor company of Time Warner Cable. Mr. Rutledge currently serves on the board of the National Cable and Telecommunications Association ("NCTA"). He served as Chairman of the NCTA from 2008 to 2010 and currently serves on the boards of CableLabs, C-SPAN, and the Cable & Telecommunications Association for Marketing ("CTAM") Educational Foundation. In 2011, Mr. Rutledge received NCTA's Vanguard Award for Distinguished Leadership, the cable industry's highest honor. He is a member of the Cable Hall of Fame and was inducted into the Broadcasting and Cable Hall of Fame in 2011. He received a B.A. in economics from California University in California, Pennsylvania in 1977.

- **Christopher L. Winfrey** joined Charter Communications as Executive Vice President and Chief Financial Officer on November 1, 2010. Mr. Winfrey is responsible for all of Charter's financial functions, including accounting, financial planning and analysis, tax and treasury, mergers and acquisitions, capital structure activities, and investor relations. He also directs Charter's supply chain management, facilities, revenue assurance, and business intelligence teams. Prior to joining Charter, Mr. Winfrey served as Chief Financial Officer and Managing Director of Unitymedia GmbH, Germany's second-largest provider of media and communications services via broadband cable, from March 2006 through October 2010. Mr. Winfrey was also appointed Managing Director of Unitymedia Management GmbH, Unitymedia Hessen Verwaltung GmbH, and Unitymedia NRW GmbH in March 2006 and arena Sport Rechte und Marketing GmbH in April 2008. He has held leadership and finance positions with Cablecom and NTL Europe, assuming a key role in the operational turnaround, triple-play services rollout, and capital markets development at these companies over the last decade. Mr. Winfrey graduated from the University of Florida, with a B.S. degree in Accounting. He also received his M.B.A. from the University of Florida.

Community Television
P 763.427.1411
F 763.712.8410
www.qctv.org
12254 Ensign Ave. N
Champlin, MN 55316

July 9, 2014

Klayton F. Fennell
Comcast Cable Communications
One Comcast Center
Philadelphia, PA 19103

Karly B. Werner
Government Affairs Senior Manager
Comcast- Twin Cities Region
10 River Park Plaza
St. Paul, MN 55107

Re: Quad Cities Communications Commission (QCCC); Cities of Andover, Anoka, Champlin, and Ramsey, MN

Dear Mr. Fennell and Ms. Werner:

We are in receipt of FCC Form 394's dated June 17, 2014 that were provided to each of the QCCC's member cities. On behalf of the member cities, this provides notice under 47 CFR §76.502(b) that the filings are inaccurate and incomplete. Because notice is being provided within 30 days of receipt of the filings, the 120-day review period is tolled.

Accuracy of Filing

Form 394, Part II, question 2 requests a narrative explaining changes to the current terms and conditions of service and operations of the system expected as a result of the proposed transactions. In response, the parties supplied Exhibit 2 which states:

> ...Midwest Cable and the legal entity holding the franchise for the cable system that is the subject of this Form 394 have no current plans to change the terms and conditions of service or operations of the system...

This statement is inconsistent with the plans described in the Form 394 itself, and in various FCC and SEC filings, public statements by company officials, and press reports.

The Form 394 describes plans for Comcast, the largest cable operator in the US, to convey the local cable system and franchise to Midwest Cable, a new company that Comcast recently formed. Midwest's technical qualifications, experience and expertise regarding cable television systems is described as follows:

> Midwest Cable will begin operations with approximately 2.5 million video customers, making it the fifth largest cable provider in the United States.

> ***
>
> Immediately after closing of the transaction, Comcast will provide some temporary transitional operational services that will allow current Comcast customers to experience a seamless transition to Midwest Cable's ownership and operation of the cable systems. In order to ensure continued high quality operation, existing Comcast field personnel, who have successfully operated these systems in the past, will join Midwest Cable. Further, through a Services Agreement with Charter Communications, Midwest Cable will be able to take advantage of Charter's expertise in technology and operations, thereby enhancing Midwest Cable's ability to provide excellent products and services to its customer.
>
> In addition to technology resources, the Charter Services Agreement will provide for certain customer-facing functions such as marketing, sales, billing and collections, and customer care. Once Charter implements these operational system services, certain of Midwest Cable's products and services may even be co-branded with Charter. This clearly will enable Midwest Cable to benefit from Charter's experience, scale, and regional concentration…

Form 394, Section IV, Exhibit 7. The statement in Exhibit 2 that no changes are planned is simply false.

Although the Form 394 provides few details, the changes that are planned are obviously dramatic. Midwest will have approximately 1/10th as many video subscribers as Comcast, and an even smaller fraction of the number of employees. Charter will support Midwest by providing certain services. Products and services that are currently being aggressively marketed in the Minneapolis/St. Paul metropolitan area as XFINITY will be re-branded and co-branded with Charter. The technology platform that Comcast has deployed to offer its XFINITY products and services may even change. Thus, Exhibit 2 is inaccurate and must be corrected.

In addition, Exhibit 7 is also inaccurate. Exhibit 7 attempts to address Midwest's technical qualifications by noting Midwest's planned retention of former-Comcast "field personnel." Charter's role in managing and operating Midwest's systems is also emphasized. In fact, Midwest's products and services "may even be co-branded with Charter."

However, the Comcast/Charter Transactions Agreement dated April 25, 2014 ("Agreement"), p. 9, states:

> In addition, immediately following the Merger, SpinCo and Charter **shall enter** into a services agreement (the "<u>Services Agreement</u>") pursuant to which **Charter shall provide those services to SpinCo** set forth in Appendix A to the Governance, Management and Services Framework **set forth on Annex A**, such services to be provided [at cost, without markup]. In addition, Charter shall receive a quarterly payment equal to 4.25% of SpinCo quarterly gross revenues...
>
> … In those markets in which SpinCo has a larger field operations presence than Charter, if agreed by SpinCo and Charter, SpinCo may also provide services to Charter at the Shared Services Cost (as calculated for SpinCo)….

In turn, Annex A states: "The parties agree that any products and services provided by Charter under the services agreement with SpinCo **shall be co-branded under the Charter and SpinCo brand names.**" Thus, it is inaccurate to claim that that Midwest product and service offerings "may even be" co-branded with Charter. Co-branding is mandated.

Further, the list of services that Charter "shall provide" includes everything from Midwest's product development and strategy, and sales and marketing services, all the way to dispatching system techs, providing customer service, and handling billing, collections, and disconnects. Thus, the plan is for Charter to be engaged in system operations and services from top to bottom.

Charter's integral role in the operation Midwest's systems is a point of emphasis. In the Comcast/Charter Public Interest Statement, dated June 5, 2014, the parties argue as follows:

> <u>SpinCo Customers Will Benefit.</u>
>
> First, as a result of the SA, SpinCo customers will have the opportunity to benefit from Charter's industry-leading broadband products and services. SpinCo will have the ability to adopt the strategies and technologies Charter has been finding successful in, or deploying for, its markets...
>
> Second, with geographically aligned cable systems serving a large customer base, and with opportunities to leverage Charter's scope and scale, SpinCo can compete aggressively on price and quality in the highly competitive market for advanced video services....
>
> **Cable companies have attempted for years to partner in delivering services to residents and businesses with only marginal success, given the inherent difficulties in managing partnerships, aligning incentives, coordinating investment and delivery, and overcoming geographic and technological hurdles. By contrast, the SpinCo transaction is structured to substantially mitigate these "transactional frictions." A substantial equity investment in SpinCo and an SA tying Charter's compensation from that agreement directly to SpinCo's revenues create strong incentives for Charter to work for SpinCo's success and for SpinCo to use Charter's services.**

Thus, the transactions subject to the Form 394 were specifically structured to establish a cooperative management and operations arrangement almost unprecedented in the cable industry. Changes to system operations and service offerings are contractually mandated. Although the final services agreement may not have been memorialized yet, these unprecedented changes are planned. Exhibit 2 is inaccurate and Exhibit 7 is misleading at best. The Form 394 must be corrected.

Completeness of Filing

Under 47 CFR §76.502, a franchising authority has 120 days from submission of a "completed" FCC Form 394 in which to act. In order to be complete, the Form 394 must include "any additional information required by the terms of the franchise agreement..."

Section 10.5.3 of the member city franchises states:

> The Grantee shall file, in addition to all documents, forms and information required to be filed by applicable law, the following:
>
> 10.5.3.1 All contracts, agreements or other documents that constitute the proposed transaction and all exhibits, attachments, or other documents referred to therein which are necessary in order to understand the terms thereof;
>
> 10.5.3.2 A list detailing all documents filed with the any state or federal agency related to the transaction including, but not limited to, the MPUC, the FCC, the FTC, the FEC, the SEC, or MnDOT. Upon request, Grantee shall provide City with a complete copy of any such document; and
>
> 10.5.3.3 Any other documents or information related to the transaction as may be specifically requested by the City.

The Form 394 application is incomplete because the list required by Section 10.5.3.2 has not been submitted.

In addition, under Section 10.5.3.1 and 10.5.3.3 the services agreement between Midwest and Charter must be filed in order for the application to be deemed complete. As noted above, Midwest's technical qualifications are, in large measure, premised on Charter's planned involvement in operations and management. If, on one hand, Midwest does not utilize Charter's services at all, then Charter is irrelevant to Midwest's qualifications. If, on the other, Charter provides all the services and management functions contemplated by the Agreement, then Charter's qualifications are central. Any number of variants between these extremes is possible. It is impossible to weigh Charter's role without reviewing the services agreement.

Moreover, Charter will receive a management services fee (4.25% of gross revenues) from Midwest. As the parties themselves acknowledge, this creates a unique relationship similar to a partnership or "equity" interest. The services agreement is needed to clarify the nature of this unique relationship.

Until the services agreement is provided, we cannot fully understand the transactions at issue, determine the likely impact on the local system and area subscribers, or evaluate Midwest's qualifications (as supplemented to some degree by Charter). The Form 394 will be deemed incomplete until the services agreement is filed.

Additional Questions

1. Assuming that the Midwest/Charter services agreement is not yet finalized, please provide a copy of any term sheet upon which that agreement will be based.

2. Provide a "menu of services" that Midwest Cable will offer to customers, identifying the current Comcast service or product name and anticipated replacement product or service name, and explaining any changes or differences. Include a price list and a list of any products or services that are expected to be discontinued.

3. Provide a narrative explaining differences between the current customer service, billing, collections, customer complaint processing, and customer disconnect practices of Comcast and Charter.

4. Provide a narrative explaining differences between the current franchise fee payment practices of Comcast and Charter such as differences in the calculation of or accounting for cable "gross revenues."

5. Provide a narrative explaining differences between the current PEG support payment practices of Comcast and Charter including, specifically, each company's understanding of the distinction between PEG operating and capital support.

6. Identify all Comcast "field personnel" that currently office in, or are engaged in operations in, the Minneapolis/St. Paul metro who will be retained by Midwest.

7. Identify the personnel that will be responsible for negotiation of franchise renewals with the member cities upon consummation of the transactions addressed by the Form 394 if the renewals are not completed at that time.

8. Identify the local counsel anticipated to be involved, as needed, in renewal of the franchises upon consummation of the transactions addressed by the Form 394 if the renewals are not completed at that time.

9. Provide a narrative explaining Comcast's obligations or responsibilities, if any, regarding completion of franchise renewal with the member cities in relation the transactions addressed by the Form 394. Include references to the relevant sections of any agreements, filings or public documents as appropriate.

10. Provide a narrative explaining Comcast's obligations or responsibilities, if any, for delivering valid, enforceable franchises to Midwest upon closing of the transactions addressed by the Form 394. Include references to the relevant sections of any agreements, filings or public documents as appropriate.

11. Provide a copy of any agreement or term sheet related to Midwest's retention of, or future modifications to, the existing Comcast infrastructure, end-user equipment, and other system capital.

12. Provide documentation of Midwest Cable's capital investment plans for the Minneapolis/St. Paul metro systems, including any changes to or investments in system facilities or equipment that are planned.

13. Identify any steps that Comcast is taking in preparation for the transactions addressed by the Form 394 that directly impact operation and maintenance of the system(s) serving the member cities. Particularly, indicate whether Comcast has changed its policy or practices regarding the local availability (i.e. warehousing) of system equipment and facilities such as, for example, modulators used in the I-NET.

14. Identify the anticipated date of consummation of the transactions addressed by the Form 394.

15. List any contingencies that may prevent consummation or delay the closing date.

16. Provide an answer to Form 394, Part II, question 7. If the answer is "no," supply a full explanation as required.

17. Section 10.5(e) of the franchise provides:

> Grantee shall reimburse City for all the reasonable legal, administrative, consulting costs and fees associated with the City's review of any request to transfer. Nothing herein shall prevent Grantee from negotiating partial or complete payment of such costs and fees by the transferee. Grantee may not itemize any such reimbursement on Subscriber bills, but may recover such expenses in its subscriber rates.

    Reimbursement is required on a monthly basis as legal, administrative and consulting costs or fees associated with review of the Form 394 are incurred by the City. Reimbursement must be paid within 30 days of receipt of an invoice or bill. Please identify the appropriate address for billings.

18. Provide a list of all documents that have been filed with regulatory agencies in relation to the transactions addressed by the Form 394 as required by the franchises.

19. In addition to the corporate parent-level changes contemplated by the Form 394, the transmittal letters accompanying the forms indicate that the franchise-holding subsidiary (Comcast of Minnesota, Inc.) will be converted to an LLC. Provide a narrative describing the transaction(s) involved.

20. Provide a corporate tree detailing the entire corporate family from franchise-holder to ultimate corporate parent. Include a corporate tree for Charter.

Reservation of Rights

The corporate restructuring and associated debt or leverage arrangements to-be established are complicated. Midwest is expected to incur leverage of approximately 5 times estimated pro-forma EBITDA. New Charter will acquire an approximate 33% interest in Midwest by issuing New Charter stock to Comcast shareholders. The QCCC has retained an outside consultant to assist with evaluation of these issues. Accordingly, in addition to the foregoing questions, QCCC and its member cities reserve the right to pose additional questions regarding financial and corporate restructuring matters.

The QCCC and its member cities reserve all rights under the franchise and applicable law regarding the transactions subject to Form 394. The QCCC and its member cities reserve and do not waive the right to raise existing compliance franchise compliance matters, or new matters, despite any actions taken or not taken regarding the Form 394 and franchise transfer request. This reservation of rights specifically includes franchise compliance issues related to Comcast's recent changes to the QCCC's PEG access channels. The PEG channels were converted from analog to digital, compressed into less than 6 MHz of bandwidth, and relocated all without advance notice or consent of the QCCC or its member cities. The QCCC has notified Comcast of this matter, and the QCCC and its member cities reserve the right to notice franchise violations regarding this matter at any time.

We look forward to your prompt response. As noted above, the review period will be tolled until a complete and fully accurate Form 394 is filed.

Yours truly,

K A George

Karen A. George
Executive Director

cc: Bob Vose, QCCC attorney

macta

1000 Westgate Drive, Suite 252
St. Paul, MN 55114

Minnesota Association of
Community Telecommunications Administrators
The Minnesota Chapter of NATOA/The National Association of Telecommunications Officers and Advisors

telephone: (651) 290-6282
fax: (651) 290-2266
email: info@mactamn.org
website: www.mactamn.org

Dear MACTA Member:

It is our understanding, that on or about June 18, your City/Cable Commission received a 394 Letter and packet from Comcast regarding, "Comcast Corporation/Midwest Cable, Inc. Transaction." Comcast's "Transactions" will have an impact on all Comcast franchises in Minnesota and perhaps Minnesota cities that have Charter as their franchise holder. Comcast will be divested to a newly formed cable operator, Midwest Cable, previously referred to as SpinCo..

What does this mean to cities, cable commissions and those they represent?
There are a lot of unknowns at this time, but if your community is served by ***either*** cable provider, MACTA strongly recommends you receive an opinion from your cable attorney. They will be able to help you determine whether any of the divestiture actions trigger the "transfer of ownership" language in your franchise, and if so, what steps you should consider taking.

In any transfer, the local franchise authority (LFA) has an obligation to ensure the new company can meet the legal, technical and financial requirements to operate a cable system. Given the uncertainty of this new entity, MACTA has concerns for its members as to how financially qualified Midwest Cable is to operate a system throughout Minnesota and what the overall impacts of the Comcast/Charter transaction will be on the new entity. It will be important for LFAs to gain a complete picture of the potential financial condition of Midwest Cable. This includes assessing Charter's management agreement, (which could significantly impact future capital available for Midwest Cable system upgrades) and how debt held by Comcast could impact Midwest Cable.

MACTA has agreed to coordinate and facilitate a joint financial review.
As a result, MACTA has contracted with Ashpaugh & Sculco, who is working with Front Range Consulting, both nationally recognized financial consultants, to cooperatively conduct a financial analysis of the transfers on behalf of MACTA members. This analysis would provide the necessary financial information to help LFAs make decisions regarding the transfer of their franchise agreements to Midwest Cable.

One of the primary reasons MACTA is willing to undertake this endeavor is to collectively reduce the overall cost that each member might pay individually and to make this financial review as cost effective as possible. There is a sliding scale for cost based on the number of participants. See attached Letter of Understanding for the Payment Chart.

Time is of the essence. Each LFA has only 30 days from the time it received the 394 Packet (assumed July 17) to submit to Comcast its position that the 394 packet of information received on June 18 is "incomplete." If Comcast is not informed of your position within 30 days, then Comcast assumes what you received is all you require to determine if Midwest Cable is qualified to operate as your LFA cable provider. You are strongly encouraged to join this important effort. Please note MACTA is not receiving any financial benefit from coordinating it. It is merely doing so as a benefit to you as a MACTA member.

If you would like to participate, please review and sign the attached Letter of Understanding by no later than July 14, 2014 and email or fax to:

Scott E. Franzmeier
c/o MACTA
Email: scottf@ewald.com
Fax: 651-290-2266

For further questions about the transfer obligation or this financial review, please consult with your cable attorney or feel free to contact me at 651-266-8875 or mike.reardon@ci.stpaul.mn.us.

Sincerely,

Mike Reardon
MACTA President

A&S

ASHPAUGH & SCULCO, CPAs, PLC

Certified Public Accountants and Consultants

June 23, 2014

Mike Reardon
MACTA President
MACTA
1000 Westgate Dr.
Suite 252
Saint Paul, MN 55114

Subject: **Letter Agreement for Financial Analysis of Comcast – Time Warner – Charter Merger, Swap and Transfers**

Dear Mr. Reardon:

This letter of engagement is to set forth the scope and terms of Ashpaugh & Sculco, CPAs, PLC ("A&S")[1] to provide services to the Minnesota Association of Community Telecommunications Administrators ("MACTA") regarding the financial analysis of the transfers of the cable television franchises associated with the merger of the Comcast – Time Warner – Charter proposed transactions ("Transactions").[2] The review of the Transactions is a joint project of local franchise authorities in many states made up of cities, townships and commissions (the "Participants"). The members of MACTA will be participants in the national project. All work will be done on behalf of the Participants as a whole. Individual reports detailing the findings of the review will be provided to each Participant. MACTA is contracting with A&S for the review on behalf of its participating members in order to receive special pricing at a group rate as set forth in the table below.

This is a fixed fee contract. MACTA will make payment to A&S in three stages:

1) As of June 27, 2014, whatever number of MACTA participants have agreed to participate in the Transaction, MACTA will use that number of participants and will provide to A&S a payment of one-half of the amount per the pro-rated payment table herein. For example, as of June 27, if MACTA has received commitment letters from seven MACTA participants, MACTA will then submit a payment of $24,500 to A&S.

2) Any and all other MACTA participants, who have agreed to participate after June 27 and up to July 17, 2014, MACTA will then make payment to A&S using the same payment model as in stage 1. For example, if six other MACTA participants agree to participate, then a payment of $21,000 will be made to A&S.

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[1] Ashpaugh & Sculco, CPAs, PLC ("A&S") will be the contracting party. Please note that Front Range Consulting, Inc. ("FRC") will be a sub-contractor to A&S and will have an equal role to A&S in the prosecution of the work. All performance references to A&S include FRC.

[2] We see four separate but interrelated transactions: (1) Comcast acquisition of Time Warner ("Acquisition"); (2) system swaps between Comcast and Charter ("Swaps"); (3) transfers of Comcast and Charter systems to SpinCo ("Transfers") and (4) creation of the new Charter ("New Charter"). They are all interrelated as items 2 through 4 would not occur if the Acquisition is not approved.

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gashpaugh@ascpas.com • csculco@ascpas.com

3) The balance of the final payment amount will be based on the totality of all MACTA participants, using the payment table herein, minus the previous amounts paid to date. For example, if there are 13 MACTA participants, the overall total amount would be \$5800 x 13 members = \$75,400, minus the previously paid sums of \$45,500 resulting in a final payment of \$29,900. The final amount shall be paid with 45 days of submittal of final report to MACTA and its participants.

This letter agreement authorizes and obligates: (i) A&S to perform the tasks (the "Tasks") set forth in the Scope of Work; and, (ii) MACTA to promptly submit and pay A&S as outlined above. Interest will accrue beginning 45 days after the receipt date at the rate of 1.0% per month of outstanding balance (invoiced amount plus accrued interest).

A&S will perform the services listed in the Scope of Work, included as Attachment A. During the course of this project, the Tasks may be modified by written authorization of MACTA and any impact on the estimated budget will be addressed. Any participating MACTA member may contract separately for Additional Services at our normal hourly billing rates of \$175 per hour. A&S may also bill the MACTA member for analytical time, administrative time and all out-of-pocket expenses directly chargeable to any additional and optional tasks mutually agreed to by the MACTA member and A&S.

A&S shall submit a report to MACTA listing the procedures, analyses and the financial analyses findings. This report is intended solely for the information and use of the participating members of MACTA and cannot be used by any other party without the specific written permission of A&S.

MACTA agrees to provide copies of each executed Letter of Understanding, between MACTA and its participants, as soon as possible so that A&S may contact the participants for any, and all documentation A&S is required to fulfill its contractual obligations per this agreement. Each participant will agree to provide LFA contact information to expedite the Transaction review.

Total costs for the project shall not exceed the amount referenced herein. This contract may be terminated upon mutual agreement of the parties; provided, however, that if a decision is issued that the Acquisition is not approved by the federal entity entrusted with its review, Consultants, upon request, agree to immediately cease all services hereunder and will submit an invoice only for work duly performed in good faith up to the date of such decision.

Copies of the final report, with supporting documentation and schedules, shall be delivered to MACTA and shall become the property of MACTA and its participants.

Consultants shall indemnify, save and hold harmless and protect and defend MACTA and its members from all claims, actions or suits of any character brought for or on account of any claimed or alleged injuries or damages received by any person or property, resulting from any act or omission by Consultants or any person employed thereby in carrying out the terms of this contract.

Consultants shall be required to carry general or professional liability insurance in amounts sufficient to cover all obligations undertaken in this contract, including, but not limited to, the obligations included herein.

MACTA and Consultants each bind themselves and their successors and assigns with respect to all covenants of this contract, and none of the parties shall assign, sublet or transfer their interest in this contract without the written consent of the other.

The A&S agrees to perform the analysis of the Transactions based on the following schedule. assuming A&S is able to develop participation in this group effort sufficient to warrant the undertaking.[3]

Special pricing for MACTA	
Number of Participants	Price
3 or less	$7,500 per
4 to 7	$7,000 per
8 to 11	$6,500 per
12 to 17	$5,800 per
18 or more	$100,000

We appreciate your assistance and believe this letter accurately summarizes the significant terms of our engagement. If you have any questions, please let us know. If you agree with the terms of this engagement as described, please sign the enclosed copy and return it to us.

This project shall be commenced as soon as practicable upon execution of this letter agreement, and shall be completed as soon as good practice and due diligence will permit. This letter agreement shall be deemed executed and accepted on the date it is signed by MACTA.

AGREED AND ACCEPTED:

ASHPAUGH & SCULCO, CPAs, PLC	**MINNESOTA ASSOCIATION OF COMMUNITY TELECOMMUNICATIONS ADMINISTRATORS ("MACTA")**
By: [signature]	By:
Name: GARTH ASHPAUGH	Name:
Title: PRESIDENT & MEMBER	Title:
Date: JUNE 23, 2014	Date: , 2014

[3] We need a total number, including the number within MACTA, of at least 17 participants in the project.

SCOPE OF WORK

Ashpaugh & Sculco, CPAs, PLC ("A&S") and Front Range Consulting, Inc. ("FRC") (collectively the "Consultants") will jointly review the financial impacts of the Comcast – Time Warner – Charter proposed transactions ("Transactions")[4] for MACTA members on a coordinated and discounted basis. The following provides our generic Scope of Work for such a review. Once the FCC Form 394s have been received and reviewed by the Consultants, this Scope may need to be revised. Any alteration, amendment or revisions to this Scope of Work must be reduced to writing and duly signed by the parties.

1. The Consultants will complete an initial review of the FCC Form 394 received by the participating MACTA members for each of the Transactions and will provide a memorandum to MACTA and the participating members regarding the completeness of the Form 394 from a financial perspective for each Transaction. The Consultants anticipate that this initial memorandum will be used by the participating MACTA members to determine if the review period of 120 days needs to be tolled in order to gather additional financial information regarding the Transactions.
2. The Consultants will develop data request(s) to the Transaction parties regarding additional financial information assuming the Form 394 has been deemed incomplete. These assumed data request(s) will cover all four transactions as they are all interrelated.
3. The Consultants will analyze the financial information provided in the Form 394 and the assumed data request(s) to determine potential benefits and risks to the participating MACTA members of the proposed Transactions.
4. The Consultants will prepare an initial draft of the final report detailing all of the financial analyses undertaken by the Consultants, the Consultants findings and the Consultants recommended conditions to the attorneys for each participating MACTA member. A video conference call will be arranged for all participating members and their attorneys to review the draft final report to the extent allowed by the anticipate non-disclosure agreement.
5. The Consultants will the revise the draft report based on the input from the participating MACTA members and will issue a final report. It is expected that some of the information provided by the Transaction parties may be considered confidential and cannot be released publically. Assuming that is the case, the Consultants will prepare a redacted report for public disclosure and an unredacted report that will be delivered to the participating member attorneys as allowed by the anticipate non-disclosure agreement signed by the Consultants and the Transaction parties.

The completion date for the initial review of item 1 shall be no later than July 17, 2014. A&S agree to commit to providing the draft report 40 days prior to the expiration of the review period and the final report no less than 30 days prior to the expiration of the review period.

[4] We see four separate but interrelated transactions: (1) Comcast acquisition of Time Warner ("Acquisition"); (2) system swaps between Comcast and Charter ("Swaps"); (3) transfers of Comcast and Charter systems to SpinCo ("Transfers") and (4) creation of the new Charter ("New Charter"). They are all interrelated as items 2 through 4 would not occur if the Acquisition is not approved.

Letter of Understanding - MACTA and MACTA Member Participant Authorizing MACTA to Retain, Facilitate and Coordinate on our Behalf, Ashpaugh & Sculco's Financial Analysis Services as Outlined in Attachment A

As time is of the essence, the Agency further agrees to provide an Agency name and their contact information and to facilitate the delivery of a copy of the 394 Letter, so that A&S is able to conduct a complete and thorough analysis as it may affect the Agency and the Transaction.

The Agency also understands that if it has not sent a letter that is received by Comcast by July 17, 2014 (or 30 days after Agency's receipt of the 394), indicating that the 394 Letter regarding Midwest Cable the Agency received is incomplete, then the Agency waives its rights, per federal law, to further analyze the Transaction and the Agency will therefore be excluded from any further analysis of the Transaction. Any money paid to MACTA by the Agency to this date will then be forfeited.

Finally, the Agency does have the right to retain A&S for the purpose of any individual analysis for the Agency outside the attached scope of work at the rate of $175 per hour and will be responsible for the contact with A&S, and payment to A&S, for any services rendered by A&S on an individual basis to the Agency.

AGREED AND ACCEPTED:

MINNESOTA ASSOCIATION OF COMMUNITY TELECOMMUNICATIONS ADMINISTRATORS ("MACTA")	MACTA MEMBER (AGENCY)
By: [signature]	By: [signature]
Name: MIKE REARDON	Name: Karen George
Title: MACTA PRESIDENT	Title: Executive Director
Date: JUNE 23, 2014	Date: July 3, 2014, 2014

Primary Agency Contact Info:

Name: Karen George

Phone Number(s): 763-427-1411 direct 763-276-9860

Email: Karen.george@qctv

Letter of Understanding - MACTA and MACTA Member Participant
Authorizing MACTA to Retain, Facilitate and Coordinate on our Behalf,
Ashpaugh & Sculco's Financial Analysis Services as Outlined in Attachment A

MACTA, as a benefit to participating MACTA members, has contracted with the financial consulting firm of Asphaugh & Sculco (A&S), for the purpose of A&S to conduct on behalf of participating MACTA Members, the Financial Analysis (Analysis) of the Comcast – Time Warner – Charter Mergers, Swaps and Transfers.

MACTA has also agreed, as part of this effort, to work with those MACTA members who received on or about June 18, 2014, a 394 Letter from Comcast regarding, "Comcast Corporation/Midwest Cable, Inc. Transaction," to assist in the facilitation and coordination of A&S conducting the financial analysis as outlined per A&S's attached Scope of Work.

MACTA further agrees to make a good faith effort to reduce the overall costs for each participating MACTA member who agrees to participate in the Analysis, based on a pro-rated formula, as outlined in the table below. In order to participate and benefit in the Analysis, and for MACTA to administer it on your behalf, MACTA will require the execution of this agreement by no later than July 14.

Special pricing for MACTA Participants	
Number of Participants	Price
3 or less	$7,500 per
4 to 7	$7,000 per
8 to 11	$6,500 per
12 to 17	$5,800 per
18 or more	$100,000

The Quad Cities Cable Communications Commission (Agency) hereby agrees to authorize MACTA to act on our behalf to coordinate and conduct the Analysis as per the A&S attachment.

The Agency also agrees, in exchange for MACTA providing the coordination and administration of the Analysis with A&S, the Agency will make both an upfront payment of $3000 directly to MACTA, which is due upon execution of this Letter of Understanding, and a final payment for the remaining balance, with the total overall amount not to exceed $7500. The Agency understands that MACTA, having made a good faith effort to recruit as many MACTA members as possible who may be affected by the Transactions described herein, will not be held responsible for the final number of MACTA participants as of July 18, 2014.

COMCAST

One Comcast Center
Philadelphia, Pennsylvania 19103

June 17, 2014

Karen George
Executive Director
City of Champlin
12254 Ensign Avenue North
Champlin, MN 55316

Re: Comcast Corporation/Midwest Cable, Inc. Transaction

Dear Ms. George:

As you may have read, Comcast Corporation ("Comcast"), the ultimate parent of the entity holding the cable franchise in your community, is divesting its ownership of certain cable systems in connection with its acquisition of Time Warner Cable. Pursuant to an agreement with Charter Communications, Inc. ("Charter"), Comcast will spin off a new, independent company, which will become Midwest Cable, Inc. ("Midwest Cable," currently known as "SpinCo"), a publicly traded company that will be the ultimate owner of your franchise. Upon completion of the transaction, Comcast shareholders (but not Comcast itself) will own approximately two-thirds (2/3) of Midwest Cable, and Charter will own approximately one-third (1/3) of Midwest Cable.

We note that immediately prior to your cable franchisee becoming an indirect, wholly-owned subsidiary of Midwest Cable (the spin-off), the franchisee will be converted from a corporation to a limited liability company.

With over 2.5 million cable customers, Midwest Cable will begin operations as the fifth largest cable television provider in the United States. Moreover, Midwest Cable's strategic regionalized footprint will allow for a focused and efficient delivery of high quality and innovative services to its customers. Midwest Cable will be led by President and CEO Michael Willner, a 40-year cable industry leader and the co-founder and former CEO of Insight Communications. Further, Midwest's Cable's Board of Directors will include leading communications industry executives and innovators, with current Charter Communications CEO Tom Rutledge serving as Board Chairman. In addition, through a services agreement with Charter, Midwest Cable will be able to take advantage of Charter's expertise in technology and provision of services.

If you determine that your consent is ***not*** required for this transaction to proceed, you need not take any further action. If, however, you believe your consent is necessary, we have provided copies of the Federal Communications Commission's ("FCC") Form 394, other information, and a draft consent resolution to help facilitate the consent process.

- **FCC Form 394**. FCC Form 394 (required copies enclosed) is designed to provide you with the relevant information needed to assess the financial, legal, and technical qualifications of Midwest Cable to be the ultimate parent entity of your cable franchisee.

- **Timing.** According to the FCC's rules, where consent is required, you have a maximum of 120 days from the date you receive this information to review all materials and act upon our request for consent to the transaction. (Please note, your franchise may specify a shorter time frame.)

- **Consent Resolution**. Should you choose to affirmatively consent to the transaction, we have enclosed a draft consent resolution to be used to help expedite the consent process. We would request that a consent resolution, if needed, be placed on your agenda for consideration at your earliest convenience.

We invite you to visit the "Recent Official Transaction Communications" section of http://corporate.comcast.com/twctransaction/official-filings-together for additional information about the transaction. If you have any questions about the FCC Form 394, the consent resolution, or any of the enclosed documents, please give me a call at (215) 286-5585, send an email to klay_fennell@comcast.com, or send a facsimile to (215) 286-8408. You may also contact Mark Brown, Vice President, Government Affairs, at Charter by phone at (202) 621-1900, by email at mark.brown@chartercom.com, or by facsimile at (202) 733-5960.

Sincerely,

Klayton F. Fennell

Klayton F. Fennell
Vice President, Government Affairs
Attachment and Enclosures

RESOLUTION NO. __________

CONSENT TO ASSIGNMENT AND CHANGE OF CONTROL

WHEREAS, Comcast of Minnesota, Inc. ("Franchisee") is the duly authorized holder of a franchise, as amended to date (the "Franchise"), authorizing Franchisee to serve the City of Champlin, MN (the "Franchise Authority") and to operate and maintain a cable television system therein; and

WHEREAS, Comcast Corporation ("Comcast") is the ultimate parent company of Franchisee; and

WHEREAS, on April 25, 2014, Comcast and Charter Communications, Inc. ("Charter") entered into the Comcast/Charter Transactions Agreement (the "Agreement"), pursuant to which, following a conversion from a corporation to a limited liability company, the Franchisee will become a wholly-owned subsidiary of Midwest Cable, Inc. ("Midwest Cable") (the "Transaction"); and

WHEREAS, Franchisee has filed an FCC Form 394 with the Franchise Authority with respect thereto; and

WHEREAS, the Franchise Authority has considered and approves of the Transaction.

NOW, THEREFORE, BE IT RESOLVED BY THE FRANCHISE AUTHORITY AS FOLLOWS:

The foregoing recitals are approved and incorporated herein by reference.

1. The Franchise Authority consents to the Transaction.

2. The Franchise Authority confirms that the Franchise is valid and outstanding and in full force and effect and there are no defaults under the Franchise. Subject to compliance with the terms of this Resolution, all action necessary to approve the Transaction has been duly and validly taken.

3. Midwest Cable or Franchisee may (a) assign or transfer its assets, including the Franchise, provided that such assignment or transfer is to an entity directly or indirectly controlling, controlled by or under common control with Midwest Cable; (b) restructure debt or change the ownership interests among existing equity participants in Midwest Cable; (c) pledge or grant a security interest to any lender(s) of Midwest Cable's assets, including, but not limited to, the Franchise, or of interest in Midwest Cable, for purposes of securing any indebtedness; and (d) sell equity interests in Midwest Cable or any of Midwest Cable's affiliates.

4. Upon closing of the Transaction, Franchisee shall remain bound by the lawful terms and conditions of the Franchise.

5. This Resolution shall be deemed effective upon adoption.

6. This Resolution shall have the force of a continuing agreement with Franchisee, and the Franchise Authority shall not amend or otherwise alter this Resolution without the consent of Franchisee and Midwest Cable.

PASSED, ADOPTED AND APPROVED this _______ day of _________, 2014.

By: ______________________________

Name: ______________________________

Title: ______________________________

ATTEST:

____
Clerk

Federal Communications Commission
Washington, DC 20554

Approved By OMB
3060-0573

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 June 17, 2014	1. Community Unit Identification Number: **MN0364**

2. Application for: ☐ Assignment of Franchise ☒ Transfer of Control

3. Franchising Authority: **City of Champlin, MN**	
4. Identify community where the system/franchise that is the subject of the assignment or transfer of control is located: **Champlin, MN**	
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 reasonably practicable after all regulatory approvals.

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)			
Comcast Corporation			
Assumed name used for doing business (if any)			
Comcast			
Mailing street address or P.O. Box			
One Comcast Center			
City	**State**	**ZIP Code**	**Telephone No. (include area code)**
Philadelphia	PA	19103	215-286-1700

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 the transferee/assignee? ☐ Yes ☒ No

If No, explain in an Exhibit.

Exhibit No.
See Exhibit 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) Midwest Cable, LLC\Inc. (Midwest Cable, LLC will convert from an LLC to Inc. prior to closing)			
Assumed name used for doing business (if any)			
Mailing street address or P.O. Box One Comcast Center			
City Philadelphia	State PA	ZIP Code 19103	Telephone No. (include area code) 215-286-1700

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

Name of contact person (list last name first) Klayton F. Fennell (klay_fennell@comcast.com)			
Firm or company name (if any) Comcast Cable Communications, LLC			
Mailing street address or P.O. Box One Comcast Center			
City Philadelphia	State PA	ZIP Code 19103	Telephone No. (include area code) 215 286-5585 (voice) 215-286-8408

(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 Regional or area office as appropriate.		
City	State	ZIP Code

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:

☒ Corporation

a. Jurisdiction of incorporation: Delaware	d. Name and address of registered agent in jurisdiction: The Corporation Trust Company Corporation Trust Center 1209 Orange Street Wilmington, DE 19801
b. Date of incorporation: May 27, 2014	
c. For profit or not-for-profit: For profit	

☐ Limited Partnership

a. Jurisdiction in which formed:	c. Name and address of registered agent in jurisdiction:
b. Date of formation:	

☐ General Partnership

a. Jurisdiction whose laws govern formation:	b. Date of formation:

☐ Individual

☐ Other. Describe in an Exhibit.

Exhibit No. N/A

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 3	
(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.
4

4. Has the transferee/assignee had any interest in or in connection with an applicant which has been dismissed or denied by any franchise authority? ☐ Yes ☒ No

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

Exhibit No.

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 authorization (including cable franchises) to provide video programming services; mass media related antitrust or unfair competition; fraudulent statements to another government 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.
N/A

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.
5

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

N/A

If No, attach as an Exhibit a full explanation.

Exhibit No.
N/A

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.
6

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 system currently or formerly owned or operated.

Exhibit No.
7

SECTION V - CERTIFICATIONS

Part I - 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 Lynn R. Charytan
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	Date June 17, 2014 Print full name Lynn R. Charytan

Check appropriate classification:

☐ Individual ☐ General Partner ☒ Corporate Officer (Indicate Title) ☐ Other. Explain:

Senior Vice President, Legal Regulatory Affairs and Senior Deputy Counsel

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 certifies 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 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 Art Block
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	Date June 17, 2014 Print full name Art Block

Check appropriate classification:

☐ Individual ☐ General Partner ☒ Corporate Officer (Indicate Title) ☐ Other. Explain:

Senior Vice President and Secretary of Midwest Cable, LLC

EXHIBIT 1

Comcast Corporation ("Comcast") and Charter Communications, Inc. ("Charter") have entered into the Comcast/Charter Transactions Agreement, dated as of April 25, 2014 (the "Agreement"), whereby, contingent upon and following the consummation of Comcast's pending acquisition of Time Warner Cable Inc. ("TWC"), three separate transactions will occur impacting the ownership of certain cable systems currently owned by Comcast, TWC, and Charter (the "Transactions"):

(1) Comcast will sell TWC systems serving approximately 1.5 million customers to Charter.

(2) Charter and Comcast will exchange cable systems and related assets serving approximately 1.5 million TWC customers and 1.6 million Charter customers.

(3) Comcast will spin off a new, independent company that will become Midwest Cable, Inc., currently known as "SpinCo," and will operate systems serving approximately 2.5 million current Comcast customers.

Your cable franchisee is included in the third Transaction.

Pursuant to the Agreement, Comcast will transfer control of the cable franchisee subject to this Form 394, as part of its divestiture of cable systems to Midwest Cable, Inc. ("Midwest Cable").[1] After consummation of the Transactions, Comcast will have no ownership interest in Midwest Cable. Charter will form a new holding company ("New Charter") that will obtain an approximate 33 percent stake in Midwest Cable. Comcast shareholders, including former TWC shareholders, are expected to own in the aggregate the remaining approximate 67 percent stake in Midwest Cable. Midwest Cable will be a publicly-traded company.

As a preliminary matter, the current Comcast cable franchisee entity may change pursuant to an internal Comcast pro forma restructuring or corporate conversion (still remaining entirely under the ownership and control of Comcast). Immediately thereafter, the cable franchisee will become an indirect, wholly-owned subsidiary of Midwest Cable.

A copy of the Agreement as filed with the Securities and Exchange Commission (Form 8-K) is available at http://corporate.comcast.com/twctransaction/official-filings-together under "Official Filings." Four documents (including two programming agreements) have been omitted, as they are not necessary in order to understand the terms of the Agreement or contain confidential trade, business, pricing or marketing data, or other data not otherwise publicly available. In addition, Comcast Corporation filed a Securities

[1] Midwest Cable initially will be a Delaware limited liability company, but will convert to a corporation, as a matter of right under Delaware law. Midwest Cable may also implement a name change once the Transactions have closed.

and Exchange Commission Form S-4A Registration Statement on May 23, 2014. A copy is available at http://corporate.comcast.com/twctransaction/official-filings-together under "Official Filings." Hard copies of either document will be provided upon request.

The Agreement contains all material terms of the Transactions and is fully binding on the parties. Pursuant to the Agreement, the parties have agreed to enter into additional documentation that is intended to implement the previously negotiated Agreement and is not intended to add or to alter material terms.

EXHIBIT 2

Midwest Cable, Inc. ("Midwest Cable") will be the indirect parent company of the legal entity holding the franchise for the cable system that is the subject of this Form 394. Midwest Cable and the legal entity holding the franchise for the cable system that is the subject of this Form 394 have no current plans to change the terms and conditions of service or operations of the system. The cable system will be operated pursuant to the terms of the franchise agreement and applicable law after the consummation of the proposed transaction. Midwest Cable and the legal entity holding the franchise for the cable system that is the subject of this Form 394 reserve the right to make service and operational changes in accordance with the terms of the franchise agreement and applicable law.

EXHIBIT 3

As part of the transaction underlying this Form 394 filing, a newly formed entity, Midwest Cable, Inc. ("Midwest Cable") will become an independent, publicly-traded corporation. At the time that Comcast Corporation spins off Midwest Cable, no individual or entity will hold a 5% or greater voting interest in Midwest Cable, other than Charter Communications, Inc. ("Charter"). Charter, through a wholly owned subsidiary, will own approximately one-third (1/3) of the equity and voting shares of Midwest Cable.

At this time, the following have been identified as officers and directors of Midwest Cable after the close of the transaction:

	Title
Michael S. Willner	President Chief Executive Officer
Matthew Siegel	Chief Financial Officer
Rick D'Avino	Director
James Chiddix	Director
Gregory L. Doody	Director
Jill Greenthal	Director
Dennis S. Hersch	Director
Wendell F. Holland	Director
Gregory Maffei	Director
Thomas M. Rutledge	Director Chairman of the Board of Directors
Christopher L. Winfrey	Director

The initial business address for all officers and directors will be 1 Comcast Center, Philadelphia, PA 19103. It is anticipated that a different business address will be established by the close of the transaction.

EXHIBIT 4

Midwest Cable, Inc., a Delaware corporation, as of the effective time of the closing, will be the indirect parent company of the legal entity holding the franchise (the "Franchisee"). To the extent required by applicable law, the Franchisee is and, after the closing of this transaction will continue to be, duly qualified to transact business in the State or Commonwealth in which this system is operated.

EXHIBIT 5

After the close of the transaction that is the subject of this Form 394 filing, Midwest Cable, Inc. ("Midwest Cable") will become an independent, publicly traded corporation. Approximately two-thirds (2/3) of the equity and voting shares of Midwest Cable will be held by Comcast Corporation ("Comcast") shareholders (including former TWC shareholders). Charter Communications, Inc. ("Charter") will own approximately one-third (1/3) of the equity and voting shares of Midwest Cable, no other individual or entity will hold a 5% or greater voting interest in Midwest Cable.

Comcast itself will not own shares in Charter or Midwest Cable following the close of the Transaction, and will be prohibited, for the first eight years thereafter, from owning more than 1 percent of Midwest Cable's shares. Charter will be prohibited from increasing its stake in Midwest Cable for the first two years following the closing of the spin-off and, absent approval from Midwest Cable's independent directors or its non-Charter shareholders, from owning more than 49 percent of Midwest Cable for the first four years following the closing of the Transaction.

EXHIBIT 6

As set forth in Exhibit 1 to this Form 394, Comcast will spin-off a new independent public company, Midwest Cable, Inc., currently known as "SpinCo." The SpinCo unaudited pro forma financial information submitted in this exhibit is provided to give effect to the spin-off of cable systems serving approximately 2.5 million current Comcast subscribers into the newly formed public entity. The SpinCo unaudited pro forma financial information provided in this Exhibit includes: (1) an Unaudited Pro forma Condensed Combined Balance Sheet as of March 31, 2014; (2) an Unaudited Pro Forma Condensed Combined Statement of Income for the three months ended March 31, 2014; (3) an Unaudited Pro Forma Condensed Combined Statement of Income for the year ended December 31, 2013; and (4) the Notes to the Unaudited Pro Forma Information.

The Unaudited Pro Forma Condensed Combined Balance Sheet and Statements of Income should be read in concert with the Notes provided, and with the basic understanding that the SpinCo unaudited pro forma financial information is based upon the subject cable systems' past integrated operation with Comcast. Notwithstanding, there are certain fundamental financial factors that should be highlighted from the unaudited pro forma financial information and accompanying Notes:

- Midwest Cable's assets will include cable systems serving approximately 2.5 million video customers.
- The estimated enterprise value of the cable systems to be spun-off to Midwest Cable is $14.7 billion.
- The 2013 annual revenue in the unaudited pro forma financial information for the systems to be spun off to Midwest Cable was over $4.5 billion.

Attached is the unaudited pro forma financial information and associated Notes referenced above.

SpinCo
Unaudited Pro Forma Financial Information
As of and for the Three Months Ended March 31, 2014 and
for the Twelve Months Ended December 31, 2013

Exhibits
FCC Form 394
June 2014

SpinCo
Unaudited Pro Forma Condensed Combined Balance Sheet
As of March 31, 2014

(in millions)	Comcast Cable Systems in Spin-Off Transaction	SpinCo Indebtedness	Combined SpinCo
Assets			
Current Assets:			
Cash and cash equivalents	$ -	$ 600	$ 600
Receivables, net	152	-	152
Other current assets	27	-	27
Total current assets	179	600	779
Property and equipment, net	1,957	-	1,957
Franchise rights	6,231	-	6,231
Goodwill	1,391	-	1,391
Other intangible assets, net	90	-	90
Other noncurrent assets, net	7	-	7
Total assets	$ 9,855	$ 600	$ 10,455
Liabilities and Equity			
Current Liabilities:			
Accounts payable and accrued expenses related to trade creditors	$ 294	$ -	$ 294
Deferred revenue	3	-	3
Accrued expenses and other current liabilities	204	-	204
Total current liabilities	501	-	501
Long-term debt, less current portion	-	8,800	8,800
Deferred income taxes	3,053	-	3,053
Other noncurrent liabilities	34	-	34
Equity	6,267	(8,200)	(1,933)
Total liabilities and equity	$ 9,855	$ 600	$ 10,455

SpinCo
Unaudited Pro Forma Condensed Combined Statement of Income
For the Three Months ended March 31, 2014

(in millions)	Comcast Cable Systems in Spin-Off Transaction	SpinCo Indebtedness	Combined SpinCo
Revenue	$ 1,134	$ -	$ 1,134
Cost and Expenses:			
Programming and production	258	-	258
Other operating and administrative	278	-	278
Advertising, marketing and promotion	54	-	54
Depreciation	130	-	130
Amortization	7	-	7
	727	-	727
Operating income	407	-	407
Other Income (Expense):			
Interest Expense	-	(121)	(121)
	-	(121)	(121)
Income before income taxes	407	(121)	286
Income tax (expense) benefit	(159)	47	(112)
Net Income	$ 248	$ (74)	$ 174

SpinCo
Unaudited Pro Forma Condensed Combined Statement of Income
For the Year ended December 31, 2013

(in millions)	Comcast Cable Systems in Spin-Off Transaction	SpinCo Indebtedness	Combined SpinCo
Revenue	$ 4,557	$ -	$ 4,557
Cost and Expenses:			
Programming and production	971	-	971
Other operating and administrative	1,152	-	1,152
Advertising, marketing and promotion	241	-	241
Depreciation	518	-	518
Amortization	34	-	34
	2,916	-	2,916
Operating income	1,641	-	1,641
Other Income (Expense):			
Interest Expense	(1)	(484)	(485)
	(1)	(484)	(485)
Income before income taxes	1,640	(484)	1,156
Income tax expense	(640)	189	(451)
Net Income	$ 1,000	$ (295)	$ 705

SpinCo
Notes to Unaudited Pro Forma Financial Information

Note 1. Basis of Presentation

The unaudited pro forma financial information is provided to give effect to a spin-off of cable systems serving approximately 2.5 million Comcast Corporation ("Comcast") subscribers (the "spin-off transaction") into a newly formed public entity ("SpinCo"). The Unaudited Pro Forma Condensed Combined Balance Sheets are presented as if the spin-off transaction had occurred on March 31, 2014. The Unaudited Pro Forma Condensed Combined Statements of Income for the three months ended March 31, 2014 and the year ended December 31, 2013 are presented as if the spin-off transaction had occurred on January 1, 2013, the beginning of the earliest period presented. The unaudited pro forma financial information has been developed from and should be read in conjunction with the Comcast unaudited interim condensed consolidated financial statements contained in the Comcast Quarterly Report on Form 10-Q for the three months ended March 31, 2014, and the Comcast audited consolidated financial statements contained in the Comcast 2013 Annual Report on Form 10-K, as well as the unaudited pro forma financial information included in the Comcast Corporation Registration Statement on Form S-4/A filed with the Securities and Exchange Commission on May 23, 2014 and the assumptions and adjustments set forth in the explanatory notes contained therein. These filings are available at www.cmcsa.com under "Financials." The spin-off transaction is presented from the historical perspective of Comcast and the unaudited pro forma financial information may not be indicative of how this business would operate as a stand-alone entity.

The unaudited financial information for the SpinCo cable systems is integrated with Comcast and is not for a stand-alone entity. The unaudited pro forma financial information reflects the preliminary allocations of assets, liabilities, revenue and expenses directly attributable to these cable systems, as well as certain other preliminary allocations deemed reasonable by management, to present the unaudited pro forma financial information. The financial information does not include costs associated with shared facilities (e.g., corporate headquarters and related administrative overhead allocations). Accordingly, the financial information in these columns does not fully reflect the financial position or results of operations as if these cable systems were stand-alone entities for the periods presented. The preliminary estimate of the amount of such costs to be allocated to the Comcast cable systems in the spin-off transaction is $245 million for the year ended December 31, 2013.

The unaudited pro forma financial information is provided for illustrative purposes only and is based on available information and assumptions that Comcast believes are reasonable.

Note 2. The Charter Divestiture Transactions

The Charter divestiture transactions consist of the following three transactions: (1) the spin-off transaction, (2) an exchange of cable systems serving approximately 1.5 million TWC subscribers for cable systems serving approximately 1.7 million Charter subscribers (the "exchange transaction"), and (3) a sale to Charter of cable systems serving approximately 1.5 million TWC subscribers for cash (the "sale transaction"). In connection with the spin-off transaction, Comcast will form SpinCo, which will hold and operate cable systems currently serving approximately 2.5 million Comcast subscribers.

Under the terms of the Comcast/Charter Transactions Agreement, the value for the spin-off transaction will be based on 7.125 times of the divested systems' Carveout 2014 EBITDA (as defined in the Comcast/Charter Transactions Agreement). This would equate to an enterprise value estimated to be $14.7 billion. The Carveout 2014 EBITDA was estimated using the 2013 results of the cable systems included in this unaudited pro forma financial information, adjusted for overhead allocations (as defined in the Comcast/Charter Transactions Agreement), and applying a 2014 growth rate to the 2013 amounts. The 5.10% growth rate used is based on Wall Street research consensus estimates for 2014 EBITDA for Comcast's Cable Communications segment.

EXHIBIT 7

Midwest Cable will begin operations with approximately 2.5 million video customers, making it the fifth largest cable provider in the United States. The company will be serving areas concentrated in the Midwest and Southeast. This strategic regional footprint should provide significant operational and technical advantages allowing Midwest Cable to offer focused and efficient service delivery and to fine-tune its operations to reflect distinctive regional considerations. The regionalized footprint should also foster operational and marketing efficiencies that will benefit Midwest Cable customers.

The company and its customers will also benefit significantly from the advanced network architecture that Comcast has deployed in recent years throughout the systems that Midwest Cable will own and operate. As a result, each future Midwest Cable system has been transitioned to an all-digital delivery platform. Further, each future Midwest Cable system has implemented a DOCSIS 3.0 data platform -- allowing Midwest Cable to offer some of the industry's fastest broadband speeds.

Immediately after the closing of the transaction, Comcast will provide some temporary transitional operational services that will allow current Comcast customers to experience a seamless transition to Midwest Cable's ownership and operation of the cable systems. In order to ensure continued high quality operation, existing Comcast field personnel, who have successfully operated these systems in the past, will join Midwest Cable. Further, through a Services Agreement with Charter Communications, Midwest Cable will be able to take advantage of Charter's established expertise in technology and operations, thereby enhancing Midwest Cable's ability to provide excellent products and services to its customers.

In addition to technology resources, the Charter Services Agreement will provide for certain customer-facing functions such as marketing, sales, billing and collections, and customer care. Once Charter implements these operational system services, certain of Midwest Cable's products and services may even be co-branded with Charter. The Charter Services Agreement clearly will enable Midwest Cable to benefit from Charter's experience, scale, and regional concentration. In exchange for the ability to use any and all services set forth in the Services Agreement, Midwest Cable will make quarterly payments equal to 4.25 percent of Midwest Cable's quarterly gross revenues. Of course, all system operational services provided by Charter will be subject to the overall supervision of Midwest Cable's independent executive management team and its independent Board of Directors.

Midwest Cable's leadership team will be comprised of cable and communications industry veterans and innovators. Michael Willner, a forty-year cable industry veteran and the co-founder and former CEO of Insight Communications will serve as President and CEO of Midwest Cable. Additionally, Matthew Siegel, who has held senior executive financial positions at both Time Warner Cable Inc. and Insight Communications, will serve as the Chief Financial Officer of Midwest Cable. Tom Rutledge, President and CEO of

Charter Communications, will serve as the Chairman of Midwest Cable's Board of Directors. Mr. Rutledge will be joined on the Board by a team of communication industry leaders, including Rick D'Avino, James Chiddix, Greg Doody, Jill Greenthal, Dennis S. Hersch, Wendell F. Holland, Gregory Maffei, and Christopher L. Winfrey. Attached hereto are the press releases announcing Mr. Willner as President and CEO, and Mr. Siegel as CFO of Midwest Cable, as well as biographies of the Midwest Cable Board members. Together, this management team will shepherd Midwest Cable's delivery of high quality, advanced services, and establish a reputation for top flight system operations and customer care.

Charter
COMMUNICATIONS

COMCAST

Cable Industry Veteran Michael Willner Agrees to Serve as President and CEO of "SpinCo"

Stamford, CT and Philadelphia, PA – May 15, 2014 – Charter Communications, Inc. (Nasdaq: CHTR) and Comcast Corporation (Nasdaq: CMCSA, CMCSK) today announced that former Insight Communications, Inc. co-founder and CEO and 40-year cable industry veteran Michael S. Willner has agreed to serve as President and Chief Executive Officer of "SpinCo," the new cable company that will be spun off from Comcast upon completion of the Comcast – Time Warner Cable merger and the Comcast – Charter transactions. Willner will oversee the operations of SpinCo, which will serve approximately 2.5 million customers in Alabama, Indiana, Kentucky, Michigan, Minnesota, Tennessee and Wisconsin.

SpinCo will have a nine-member board of directors, three of whom will be appointed by Charter, including Charter President and CEO, Tom Rutledge, who will serve as the non-executive Chairman of the Board. Comcast will appoint three of the remaining six members of the board and will select three more from a list provided by Charter. These six board members will be independent of both Charter and Comcast. In addition, Charter will have a services agreement with SpinCo, which will help both companies achieve greater scale and regional efficiencies.

"A skilled operator with an impressive track record of success, Michael has been a pillar of leadership and an active ambassador for the Industry," said Tom Rutledge, President and CEO of Charter. "Michael's expertise, strategic vision, and knowledge from his years at Insight will be invaluable to the customers, employees and shareholders of SpinCo. Having him on board now – and leading the new business post-transaction – will be extremely advantageous."

"Michael is an excellent leader and the perfect choice to be at the helm of this new company," said Brian L. Roberts, Chairman and CEO of Comcast. "His deep knowledge of the cable business, combined with his experience and focus on technology, will enable him to drive growth and product innovation for customers and position SpinCo as a competitor in the industry."

"I am excited to assemble and lead a new team of executives who will be exclusively focused on creating a great company with terrific products and excellent customer service," said Willner. "I am honored to take on this task and look forward to working with Tom and his team at Charter, as well as the strong teams in place within these systems and the other MSOs and suppliers in the industry."

Willner was a co-founder and CEO of Insight Communications from 1985 through 2012, when Insight was sold to Time Warner Cable. Under Willner's leadership, Insight Communications became one of the most highly regarded operating companies in the industry. He began his career in 1974 at Vision Cable Communications, a division of Advanced Publications and a part of the Newhouse family's media investments, where he rose to become the Chief Operating Officer. Willner currently serves as President and CEO of privately-held Penthera Partners, a software licensing company focused on cloud-to-mobile technology. He will remain involved with that company as a member of its board.

Willner twice served as Chairman of the National Cable and Telecommunications Association (NCTA), the industry's principal trade association. In addition, he was Chairman of the NCTA's political action committee (CablePAC) from 2000 until 2012, Chairman of the Board of the Cable Center from 2007 through 2011, was on the executive committee of CableLabs, and the boards of C-SPAN and the Walter Kaitz Foundation. Willner is a recipient of the NCTA's 2004 Vanguard Award for Distinguished Leadership and a member of both the Broadcasting and Cable Hall of Fame and the Cable Hall of Fame.

Willner graduated from Boston University's College of Communications in 1974.

Charter
COMMUNICATIONS

COMCAST

MATTHEW SIEGEL NAMED CHIEF FINANCIAL OFFICER OF "SPINCO"

Stamford, CT and Philadelphia, PA – June 16, 2014 – Charter Communications, Inc. (Nasdaq: CHTR) and Comcast Corporation (Nasdaq: CMCSA, CMCSK) today announced that current Time Warner Cable SVP and Treasurer Matthew Siegel will serve as Chief Financial Officer of "SpinCo," the new cable company that will be spun off from Comcast upon completion of the Comcast – Time Warner Cable merger and the Comcast – Charter transactions. Siegel will continue to serve as Time Warner Cable SVP and Treasurer until the closing of the Comcast – Time Warner Cable merger.

"Matt's background, expertise in finance and knowledge of the cable industry make him a natural choice to serve as SpinCo CFO," said Michael Willner, who will serve as SpinCo CEO. "I have known Matt for many years and he is the ideal leader to oversee the financial operations of the new company. I look forward to working with him again."

In his current role as SVP and Treasurer at Time Warner Cable, Siegel oversees the Treasury functions, Investment Management, Real Estate, Risk Management and the company's Supply Chain Management. He joined Time Warner Cable in 2008 from Time Warner Inc., where he was Vice President and Assistant Treasurer. Prior to joining Time Warner Inc. in 2001, he served as Senior Vice President of Finance and Treasurer of Insight Communications.

"I am looking forward to working with Michael and the Board to build SpinCo into a great company," said Siegel. "My responsibilities at Time Warner Cable will continue to be my primary focus through the close of the transaction, after which I look forward to the work to be done at SpinCo."

Siegel graduated from the Wharton School at the University of Pennsylvania with a B.S. in Economics and earned his MBA from the University of Chicago's Graduate School of Business. He currently lives in Westport, CT with his wife and two children.

Executive Biographies for Members of Midwest Cable's Board of Directors

- **Rick D'Avino** joined General Atlantic in 2014 and works closely with the Resources Group, investment teams and portfolio companies on all matters related to taxes. Mr. D'Avino served as Vice President and Senior Tax Counsel of the General Electric Company from 1991 through 2013. He was on the Boards of Directors of GE Capital Corporation and GE Capital Services, and of GE SeaCo, a joint venture between GE and Sea Containers Ltd. Prior to GE, Mr. D'Avino was a tax partner at King & Spalding, and served as an Attorney-Advisor and the Deputy Tax Legislative Counsel in the U.S. Treasury Department.

- **James Chiddix** has spent a career of 35 years in the cable industry, including senior roles at both major service providers and equipment suppliers. He was the Chairman and Chief Executive Officer of OpenTV Corporation prior to his retirement in 2007, having served in this position from March 2004 until April 2007. From 2007 to 2009, he served as the Vice-Chairman of the Board of OpenTV. Prior to 2004, his previous roles included President at MystroTV (a division of Time Warner) and Chief Technology Officer and Senior Vice President, Engineering and Technology at Time Warner Cable. Mr. Chiddix has served as a director of Arris Group, Inc. since July 2009, and of Magnum Semiconductor Inc. since October 2010. Mr. Chiddix previously served on the boards of Virgin Media Inc., Symmetricom Inc., Dycom Industries Inc., and Vyyo Inc. Mr. Chiddix attended the School of Electrical Engineering at Cornell University.

- **Gregory L. Doody** became Senior Vice President, Business Affairs for Vineyard Brands in January 2014. He previously served as Executive Vice President, Programming and Legal Affairs for Charter Communications, a position to which he was appointed in January 2011 after having previously served as Executive Vice President and General Counsel since December 1, 2009. He also served as Charter's Chief Restructuring Officer and Senior Counsel in connection with its Chapter 11 proceedings after being appointed on March 25, 2009. Prior to coming to work for Charter, Mr. Doody served as Executive Vice President, General Counsel, and Secretary of Calpine Corporation from July 2006 through August 2008. From July 2003 through July 2006, Mr. Doody held various positions at HealthSouth Corporation, including Executive Vice President, General Counsel, and Secretary. Mr. Doody served as an executive officer of Charter during the pendency of its Chapter 11 cases in 2009. Mr. Doody earned a J.D. degree from Emory University School of Law and received a bachelor's degree in management from Tulane University. Mr. Doody is a certified public accountant.

- **Jill A. Greenthal** is a Senior Advisor in the Private Equity Group at The Blackstone Group L.P. Before joining Blackstone in 2003, Ms. Greenthal was Co-Head of the Global Media Group, Co-Head of the Boston Office and a member of the Executive

Board of Investment Banking at Credit Suisse First Boston. Ms. Greenthal was also Co-Head of the Boston office of Donaldson, Lufkin & Jenrette, before its acquisition by CSFB. Prior to joining DLJ, she was Head of the Media Group at Lehman Brothers. Ms. Greenthal has advised and financed media companies for over 20 years, having worked in all sectors of the business. Ms. Greenthal graduated as a member of The Academy from Simmons College and received an MBA from Harvard Business School. Ms. Greenthal is on the Board of Directors of Akamai Technologies, Michaels Stores, Inc., The Weather Channel and Houghton Mifflin Harcourt. Ms. Greenthal is also a member of the Women's Executive Council of Dana-Farber Cancer Institute and a Trustee of The James Beard Foundation, Simmons College and Overseer of the Museum of Fine Arts in Boston.

- **Dennis S. Hersch** is President of N.A. Property, Inc., through which he acts as a business advisor to Mr. and Mrs. Wexner, and has done so since February 2008. He also serves as a trustee of several trusts established by Mr. and Mrs. Wexner. He was a Managing Director of J.P. Morgan Securities Inc., an investment bank, from December 2005 through January 2008, where he served as the Global Chairman of its Mergers & Acquisitions Department. Mr. Hersch was a partner of Davis Polk & Wardwell LLP, a New York law firm, from 1978 until December 2005. Mr. Hersch has served as a director at Sprout Foods, Inc., a producer of organic baby food, since 2009. Mr. Hersch also served as a director of NBCUniversal Enterprise, Inc., a subsidiary of Comcast Corporation from 2013 to May 2014, and Clearwire Corporation, a wireless, high-speed Internet service provider, from November 2008 to 2013.

- **Wendell F. Holland** served as Chairman of the Pennsylvania Public Utilities Commission and as Treasurer of the National Association of Regulatory Utility Commissioners (NARUC), in addition to serving on NARUC's Executive Committee, its Board of Directors, and as Chairman of its Audit and Investment committees. He is an attorney in private practice. Mr. Holland has organized and participated in several international programs relating to regulatory reform and energy sustainability. He has represented clients and advised governments on utility matters in more than 25 countries. Between his terms as PUC Chairman, Mr. Holland was Of Counsel at Obermayer Rebmann Maxwell & Hippel LLP from 1999 to 2003; Vice President of American Water Works Company from 1996 to 1999, and a Partner at Leboeuf Lamb Greene and Macrae LLP from 1993 to 1995, and at Saul Ewing LLP from 2009 to 2013. Mr. Holland holds a B.S. from Fordham University and a J.D. from the Rutgers University School of Law, Camden.

- **Gregory Maffei** is the President and CEO and a director of Liberty Media Corporation and Liberty Interactive Corporation. Liberty Media owns interests in a broad range of media, communications and entertainment businesses, including SiriusXM, Charter Communications, Live Nation Entertainment and the Atlanta Braves. Liberty Interactive has interests in digital commerce businesses, including TripAdvisor, QVC, Provide Commerce, Backcountry.com, Bodybuilding.com, CommerceHub, BuySeasons, Evite, Expedia, Tree.com, Interval Leisure Group, and HSN. Liberty's stocks have significantly outperformed the major stock indices and comparable companies under his tenure. Mr. Maffei also serves as Chairman of the Liberty-related companies Live Nation Entertainment, SiriusXM, Starz and TripAdvisor, and as a director of Charter Communications and Zillow. Prior to his joining Liberty in 2005, Mr. Maffei served as President and CFO of Oracle, Chairman, President and CEO of 360networks, CFO of Microsoft and Chairman of the Board of Expedia. Additionally, he has served as a director of Barnes & Noble, Citrix, DIRECTV, Dorling Kindersley, Electronic Arts and Starbucks Coffee. He has an MBA from Harvard Business School, where he was a Baker Scholar, and an AB from Dartmouth College.

- **Thomas M. Rutledge** was appointed as a director and President and Chief Executive Officer of Charter Communications effective on February 13, 2012. A 34 year cable industry veteran, Mr. Rutledge served as Chief Operating Officer of Cablevision from April 2004 until December 2011 and previously served as president of Time Warner Cable. He began his career in 1977 at American Television and Communications ("ATC"), a predecessor company of Time Warner Cable. Mr. Rutledge currently serves on the board of the National Cable and Telecommunications Association ("NCTA"). He served as Chairman of the NCTA from 2008 to 2010 and currently serves on the boards of CableLabs, C-SPAN, and the Cable & Telecommunications Association for Marketing ("CTAM") Educational Foundation. In 2011, Mr. Rutledge received NCTA's Vanguard Award for Distinguished Leadership, the cable industry's highest honor. He is a member of the Cable Hall of Fame and was inducted into the Broadcasting and Cable Hall of Fame in 2011. He received a B.A. in economics from California University in California, Pennsylvania in 1977.

- **Christopher L. Winfrey** joined Charter Communications as Executive Vice President and Chief Financial Officer on November 1, 2010. Mr. Winfrey is responsible for all of Charter's financial functions, including accounting, financial planning and analysis, tax and treasury, mergers and acquisitions, capital structure activities, and investor relations. He also directs Charter's supply chain management, facilities, revenue assurance, and business intelligence teams. Prior to joining Charter, Mr. Winfrey served as Chief Financial Officer and Managing Director of Unitymedia GmbH, Germany's second-largest provider of media and communications services via broadband cable, from March 2006 through October 2010. Mr. Winfrey was also appointed Managing Director of Unitymedia Management GmbH, Unitymedia Hessen Verwaltung GmbH, and Unitymedia NRW GmbH in March 2006 and arena Sport Rechte und Marketing GmbH in April 2008. He has held leadership and finance positions with Cablecom and NTL Europe, assuming a key role in the operational turnaround, triple-play services rollout, and capital markets development at these companies over the last decade. Mr. Winfrey graduated from the University of Florida, with a B.S. degree in Accounting. He also received his M.B.A. from the University of Florida.