



June 24, 2013

Ms. Christina Volek
City Administrator
City of Billings
210 North 27th Street
Billings, MT 59101

Dear Ms. Volek:

As you know, Bresnan Communications, LLC d/b/a Optimum (“Bresnan”) currently holds a cable franchise with the City (the “Franchise”), and Charter Communications, Inc. (“Charter”) has requested the City’s consent to transfer control of Bresnan, the Franchise and the local cable system from Cablevision Systems Corporation to Charter (the “Change of Control”). As part of our discussions regarding the Change of Control, the City has requested information regarding Charter’s plans with respect to Bresnan’s network operations and call center that is currently located in the City (the “Center”) as well as Bresnan’s other employees that are currently based in Billings. The purpose of this letter is to provide certain assurances to the City regarding the Center and such employees.

Charter understands that Bresnan entered into an Economic Incentives Agreement with Big Sky Economic Development Authority, a political subdivision of Yellowstone County, Montana dated January 30, 2004 (the “EIA”). Charter believes that the EIA requires Bresnan to keep the Center open until at least July 2015 and have at least 117 employees work at the Center until that date in order to receive the incentives offered by the EIA. Following the Change of Control, recognizing that Bresnan has received and will continue to receive significant economic incentives pursuant to the EIA, and that the Center is a major employer in the City, Charter will not make any change in its plans for the Center that would diminish staffing below the levels required by the EIA prior to July 2015.

Including the employees in the Center, we understand that Bresnan currently employs approximately 500 total employees that are based in the City. Although our plans are always subject to change, Charter does not have any current intent to close the Center or diminish the current number of employees based in the City, even after the expiration of the benefits set forth in the EIA. Further, at all times Charter will cause Bresnan to maintain an adequate level of staffing in Billings to permit Bresnan to meet all local obligations in the Franchise. Finally, in recognition of the City’s concern regarding employment opportunities available in the City, Charter will provide the City and the Big Sky Economic Development Authority as much advance notice as possible, but not less than 60 days’ notice, at any time prior to the expiration of the Franchise on July 9, 2015 (or through such later date as the Franchise may be extended pursuant to Section 2 of the Consent Resolution related to the Change of Control approved by the City on June 24, 2013) if it has any plans related to these employees that would, when

implemented, diminish staffing by more than 50 employees during any 30-day period below the then current level.

Please feel free to contact me at 770-754-5269 or mark.brown@charter.com, if you need have any questions regarding the information in this letter.

Sincerely,

Charter Communications, Inc.

A handwritten signature in black ink that reads "Mark E. Brown". The signature is written in a cursive style with a large, stylized 'M' and 'B'.

Mark Brown
Vice President, Corporate Government Affairs