



TOWN OF AMENIA

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RESOLUTION # 41 of 2015
RESOLUTION APPROVING THE CHANGE OF INDIRECT CONTROL OF THE
FRANCHISEE UNDER THE CABLE TELEVISION FRANCHISE

WHEREAS, Cablevision Systems Dutchess Corporation (“Franchisee”) owns, operates and maintains a cable television system (the “System”) in the Town of Amenia, New York pursuant to a cable television franchise (“Franchise”) granted by the governing body of the Town of Amenia (the “Franchise Authority”), and Franchisee is the current duly authorized holder of the Franchise; and

WHEREAS, pursuant to an Agreement and Plan of Merger (“Agreement”), Neptune Merger Sub Corp., a Delaware corporation and a subsidiary of Altice N.V. (“Acquiror”), will merge with Cablevision Systems Corporation (“Cablevision”) (which owns 100% of the ownership interests in Franchisee), and, as a result, the indirect control of Franchisee will change (the “Change of Control”); and

WHEREAS, Franchisee and Acquiror have requested the consent of the Franchise Authority to the Change of Control in accordance with the requirements of the Franchise and have filed an FCC Form 394 with the Franchise Authority (the “Application”); and

WHEREAS, the Franchise Authority has reviewed the Application, followed all required procedures in order to consider and act upon the Application, considered the comments of all interested parties, and concluded that Acquiror has the legal, financial and technical qualifications of Acquiror to indirectly control Franchisee,

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

SECTION 1. The Franchise Authority hereby accepts the Application and consents to the Change of Control, all in accordance with the terms of the Franchise and applicable law.

SECTION 2. Subject to compliance with the terms of this Resolution, any action necessary with respect to the Change of Control has been duly and validly taken.

SECTION 3. This Resolution shall be deemed effective as of the date of its passage.

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

BE IT FURTHER RESOLVED that the Supervisor be hereby authorized approve the change of Indirect Control of the Franchisee under the Cable Television Franchise:

Moved by Councilman V. Perotti, seconded by Councilman V. Doyle.

The foregoing resolution was voted on with all councilwomen and councilmen voting as follows:

Supervisor Perotti	Yes <input checked="" type="radio"/> No <input type="radio"/>	<u>V. Perotti</u>
Councilwomen Doyle	Yes <input checked="" type="radio"/> No <input type="radio"/>	<u>V. Doyle</u>
Councilwoman Hitselberger	Yes <input checked="" type="radio"/> No <input type="radio"/>	<u>Gutch Hitselberger</u>
Councilman Perotti	Yes <input checked="" type="radio"/> No <input type="radio"/>	<u>V. Perotti</u>
Councilman DeLango	Yes <input checked="" type="radio"/> No <input type="radio"/>	<u>DeLango</u>

DATED: Amenia, New York
November 5, 2015

Dawn Marie Klingner
Dawn Marie Klingner, Town Clerk