BEFORE THE ENVIRONMENTAL APPEALS BOARD
UNITED STATES ENVIRONMENTAL PROTECTION AGENCY
WASHINGTON, D.C.

In re:	)	
Charter Communications, Inc.	)	Docket No. CAA-HQ-2012-8005 Docket No. CWA-HQ-2012-8005 Docket No. EPCRA-HQ-2012-8005
Respondent	)	

CONSENT AGREEMENT

I. Preliminary Statement

1. Complainant, the United States Environmental Protection Agency (EPA), and Charter Communications, Inc. (Charter or Respondent), having consented to the terms of this Consent Agreement (Agreement), and before the taking of any testimony and without the adjudication of issues of law or fact herein, agree to comply with the terms of this Agreement and attached proposed Final Order, hereby incorporated by reference.

2. Charter proposed an environmental audit of its operations at approximately 1,490 facilities in a letter to EPA dated July 6, 2009. EPA accepted Charter's proposal in a letter dated October 2, 2009, and entered into an audit agreement under EPA's policy entitled *Incentives for Self-Policing: Discovery, Disclosure, Correction and Prevention of Violations* (Audit Policy), 65 Fed. Reg. 19,618 (Apr. 11, 2000).

3. On February 19, 2010, pursuant to EPA's Audit Policy, Charter submitted voluntary disclosures to EPA regarding potential violations of:

A. Federally-enforceable requirements adopted as part of a state implementation plan (SIP) pursuant to Clean Air Act (CAA) Section 110, 42 U.S.C. § 7410;

B. CAA Section 111, 42 U.S.C. § 7411;

C. Clean Water Act (CWA) Section 311(j), 33 U.S.C. § 1321(j);

D. Emergency Planning and Community Right-to-Know Act (EPCRA) Section 302, 42 U.S.C. § 11002;

E. EPCRA Section 303, 42 U.S.C. § 11003;

F. EPCRA Section 311, 42 U.S.C. § 11021; and

G. EPCRA Section 312, 42 U.S.C. § 11022.

4. Respondent submitted a final audit report to EPA on February 19, 2010, which summarized steps taken to prevent recurrence of any violations after they had been disclosed. Charter also submitted an addendum to the final audit report to EPA on August 20, 2010. Charter's disclosures resulted in a final list of disclosed violations, found in Attachment A, hereby incorporated by reference, which are the subject of this Agreement.

5. The disclosures listed in Attachment A have been determined by EPA to satisfy all the conditions set forth in the Audit Policy. These violations therefore qualify for a 100% reduction of the civil penalty's gravity component, described further in Sections III – V of this Agreement.

II. Jurisdiction

6. The parties agree to the commencement and conclusion of this cause of action by issuance of this Agreement, as prescribed by EPA's Consolidated Rules of Practice Governing the Administrative Assessment of Civil Penalties and the Revocation or Suspension of Permits, 40 C.F.R. Part 22, and more specifically by 40 C.F.R. §§ 22.13(b) and 22.18(b)(2)-(3).

7. Respondent agrees that Complainant has the jurisdiction to bring an administrative action, based upon the facts that Respondent voluntarily disclosed concerning these violations, to compel compliance, and to assess civil penalties pursuant to CAA Section 113(a)(1)(A), (d)(1), 42 U.S.C. § 7413(a)(1)(A), (d)(1), CWA Section 311(b)(6)(A)-(B), 33 U.S.C. § 1321(b)(6)(A)-(B), and EPCRA Section 325(c), 42 U.S.C. § 11045(c).

8. Respondent hereby waives its right to request a judicial or administrative hearing on any issue of law or fact set forth in this Agreement and its right to seek judicial review of the proposed Final Order accompanying this Agreement.

9. For purposes of this proceeding only, Respondent admits that EPA has jurisdiction over the subject matter which is the basis of this Agreement.

10. Section 113(d)(1) of the CAA, 42 U.S.C. § 7413(d)(1), limits the Administrator's authority to matters where the first alleged date of violation occurred no more than twelve (12) months prior to initiation of the administrative action, except where the Administrator and Attorney General of the United States jointly determine that a matter involving a longer period of violation is appropriate for an administrative penalty action.

11. The Administrator and the Attorney General of the United States, each through their respective delegates, have determined jointly that this matter involving violations that are older

than twelve (12) months is appropriate for an administrative penalty action. Such determination was made on August 10, 2012.

III. Statements of Fact

12. Respondent, Charter, is among the largest providers of cable services in the United States, offering a variety of entertainment, information and communications solutions to residential and commercial customers, and is located at 12405 Powerscourt Drive, St. Louis, Missouri 63131, and incorporated in the State of Delaware.

13. Pursuant to EPA's Audit Policy, Respondent hereby certifies and warrants as true for all the violations listed in Attachment A the following facts upon which this Agreement is based:

A. The violations were discovered through an audit or through a compliance management system reflecting due diligence;

B. The violations were discovered voluntarily;

C. The violations were promptly disclosed to EPA in writing;

D. The violations were disclosed prior to commencement of an agency inspection or investigation, notice of a citizen suit, filing of a complaint by a third party, reporting of the violations by a "whistleblower" employee, or imminent discovery by a regulatory agency;

E. The violations have been corrected;

F. Appropriate steps have been taken to prevent a recurrence of the violations;

G. The specific violations (or closely related violations), identified in Attachment A, have not occurred within three years of the date of disclosure identified in Section I, Paragraphs 2, 3, and 4 above, at the same facilities that are the subject of this Agreement, and have not occurred within five years of the date of disclosure identified in Section I, Paragraphs 2, 3, and 4 above, as part of a pattern at multiple facilities owned or operated by Respondent. For the purposes of Subparagraph G, a violation is:

(i) Any violation of federal, state, or local environmental law identified in a judicial or administrative order, consent agreement or order, complaint, or notice of violation, conviction or plea agreement; or

(ii) Any act or omission for which the regulated entity has previously received penalty mitigation from EPA or a state or local agency;

H. The violations have not resulted in serious actual harm nor presented an imminent and substantial endangerment to human health or the environment and they did not violate the specific terms of any judicial or administrative Final Order or Agreement; and

I. Respondent has cooperated as requested by EPA.

IV. Conclusions of Law

14. For purposes of this Agreement, Respondent is a "person" within the meaning of Section 302(e) of the CAA, 42 U.S.C. § 7602(e), and operates "stationary sources" within the meaning of Section 302(z) of the CAA, 42 U.S.C. § 7602(z).

15. Section 110(a) of the CAA, 42 U.S.C. § 7410(a), requires a state to adopt a SIP to implement, maintain, and enforce ambient air quality standards.

CAA General Permits or Exemptions for Fifty-Four (54) Emergency Generators at Various Facilities Across Alabama

16. EPA approved the Alabama permit requirement and exemption provisions as part of the SIP on August 28, 1985, which approval became effective on October 28, 1985. Upon approval by EPA of the Alabama SIP, the state's requirements became federally-enforceable. (See 50 Fed. Reg. 34,804.)

17. Respondent operated fifty-four (54) emergency generators at various facilities across Alabama.

18. Respondent was required to either obtain permits to operate emergency generators or request exemptions in accordance with Ala. Admin. Code r. 335-3-14-.01(1) and (5).

19. Respondent violated federally-approved Alabama SIP requirements by failing to obtain the permits or required exemptions for emergency generators at its various facilities across Alabama in accordance with Ala. Admin. Code r. 335-3-14-.01(1) and (5).

CAA Construction Permit for an Emergency Generator in Kearney, Nebraska

20. EPA approved the Nebraska construction permit requirements as part of the SIP on July 8, 2003, which approval became effective on September 8, 2003. Upon approval by EPA of the Nebraska SIP, the state's requirements became federally-enforceable. (See 68 Fed. Reg. 40,528.)

21. Respondent operated an emergency generator at its facility located in Kearney, Nebraska.

22. Respondent was required to apply for and obtain an emergency generator construction permit in accordance with Title 129 of Neb. Admin. Code § 17-001.01.

23. Respondent violated the federally-approved Nebraska SIP requirements by failing to apply for and obtain the required construction permit for an emergency generator at its Kearney, Nebraska facility in accordance with Title 129 of Neb. Admin. Code § 17-001.01.

CAA Permit for an Emergency Generator in Bellefontaine, Ohio

24. EPA approved the Ohio permit and permit-by-rule requirements as part of the SIP on January 22, 2003, which approval became effective on March 10, 2003. Upon approval by EPA of the Ohio SIP, the state's requirements became federally-enforceable. (See 68 Fed. Reg. 2,909.)

25. Respondent operated an emergency generator above the exempt level for the size of the generator at its facility located in Bellefontaine, Ohio.

26. Respondent was required to apply for and obtain a permit or coverage under the permit-by-rule to operate the emergency generator at its Bellefontaine, Ohio facility in accordance with Ohio Admin. Code §§ 3745-31-02, 3745-31-03(A)(4)(a).

27. Respondent violated the federally-approved Ohio SIP requirements by failing to apply for and obtain the required permit or coverage under the permit-by-rule at its Bellefontaine, Ohio facility in accordance with Ohio Admin. Code §§ 3745-31-02, 3745-31-03(A)(4)(a).

CAA Construction Permits for Four (4) Emergency Generators at Various Facilities Across Tennessee

28. EPA approved the Tennessee construction permit requirement as part of the SIP on July 29, 1996, which approval became effective on September 12, 1996. (See 61 Fed. Reg. 39,332.) Upon approval by EPA of the Tennessee SIP, the state's requirements became federally-enforceable.

29. Respondent operated emergency generators at facilities in Tennessee.

30. Respondent was required to obtain a construction permit for its facilities in Blountville, Gatlinburg, Clarksville and Jackson, Tennessee in accordance with Tenn. Comp. R. & Regs. § 1200-03-09-.01(1)(a).

31. Respondent did not obtain a construction permit at these four (4) facilities in accordance with Tenn. Comp. R. & Regs. § 1200-03-09-.01(1)(a).

32. Respondent violated the federally-approved Tennessee SIP requirements by failing to obtain construction permits for these four (4) emergency generators located across Tennessee in accordance with Tenn. Comp. R. & Regs. § 1200-03-09-.01(1)(a).

CAA Registration and Notification Requirements for Seven (7) Emergency Generators at Various Facilities Across Washington

33. EPA approved the Washington Department of Ecology registration requirement for stationary internal combustion engines of five hundred (500) horsepower or more and the notice of construction/approval requirement for new sources or emissions units as part of the SIP on June 2, 1995, which approval became effective on June 2, 1995. (See 60 Fed. Reg. 28,726.) EPA also approved the Yakima Regional Clean Air Agency's (YRCAA) registration and construction notification/approval requirements as part of the SIP on February 2, 1998, which approval became effective on March 4, 1998. (See 63 Fed. Reg. 5,269.) Upon approval by EPA of the Washington SIP, the state's requirements became federally-enforceable.

34. Respondent operated emergency generators at various facilities across Washington.

35. Respondent was required to register and provide notice of construction and obtain approval for five (5) of its emergency generators at facilities in Walla Walla, Ellensburg, East Wenatchee, Colville, and Kennewick, Washington in accordance with Wash. Admin. Code §§ 173-400-100(1)(z), 173-400-110. Respondent was required to register and give notice of construction and obtain approval for emergency generators at two (2) facilities in Yakima and Sunnyside, Washington under Restated Regulation I of the Yakima County Clean Air Authority (YCCAA Regulation I) §§ 4.01, 4.02.

36. Respondent violated the federally-approved Washington SIP requirements by failing to apply for and obtain registrations and meet notice requirements for emergency generators at its five (5) facilities in Walla Walla, Ellensburg, East Wenatchee, Colville, and Kennewick, Washington in accordance with Wash. Admin. Code §§ 173-400-100(1)(z), 173-400-110, and for failure to register and give notice of construction for emergency generators at its Yakima and Sunnyside, Washington facilities under YCCAA Regulation I §§ 4.01, 4.02.

CAA NSPS Fuel Content Requirement

37. Section 111 of the CAA, 42 U.S.C. §7411, requires the Administrator to promulgate and enforce regulations establishing emission standards and fuel requirements for groups of new stationary sources.

38. The Administrator promulgated requirements regulating the sulfur fuel content for stationary compression ignition internal combustion engines on July 11, 2006. (See 71 Fed. Reg. 39,154.) These requirements are found at 40 C.F.R. Part 60, Subpart IIII.

39. 40 C.F.R. § 60.4207 requires owners of non-fire pump compression ignition internal combustion engines to use diesel fuel with a sulfur content below five hundred (500) ppm beginning October 1, 2007.

40. Respondent is the owner and operator of a non-fire pump compression ignition internal combustion engine at 603 East Clearwood Drive, Duluth, Minnesota 55811.

41. Respondent failed to convert from high-sulfur (five thousand (5000) ppm) diesel fuel to less than five hundred (500) ppm diesel fuel by October 1, 2007.

42. Respondent therefore violated CAA Section 111, 42 U.S.C. § 7411, and 40 C.F.R. § 60.4207.

CWA Spill Prevention, Control, and Countermeasure (SPCC) Plan Requirements

43. Respondent is a "person" within the meaning of CWA Section 311(a)(7), 33 U.S.C. § 1321(a)(7), and 40 C.F.R. § 112.2, and is the "owner or operator," as defined by CWA Section 311(a)(6), 33 U.S.C. § 1321(a)(6), and 40 C.F.R. § 112.2, of its offices or facilities.

44. The regulations at 40 C.F.R. §§ 112.1-112.7, which implement CWA Section 311(j)(1)(C), 33 U.S.C. § 1321(j)(1)(C), set forth procedures, methods, and requirements to prevent the discharge of oil and petroleum fuels from non-transportation-related facilities into or upon the navigable waters of the United States or adjoining shorelines in such quantities that by regulation have been determined may be harmful to the public health or welfare or environment of the United States by owners or operators who are engaged in drilling, producing, gathering, storing, processing, refining, transferring, distributing or consuming oil and oil products.

45. 40 C.F.R. § 112.3(a) requires owners and operators of onshore and offshore facilities that have discharged or, due to their location, could reasonably be expected to discharge oil in harmful quantities into or upon the navigable waters of the United States or adjoining shorelines, to prepare an SPCC Plan.

46. Respondent is engaged in storing or consuming oil products located at its offices or facilities in quantities such that discharges "may be harmful," as defined by 40 C.F.R. § 110.3.

47. Respondent's facilities are "onshore facilities" within the meaning of CWA Section 311(a)(10), 33 U.S.C. § 1321(a)(10), and 40 C.F.R. § 112.2, which, due to their location, could reasonably be expected to discharge oil to a "navigable water" (as defined by CWA Section 502(7), 33 U.S.C. § 1362(7), and 40 C.F.R. § 110.1) or its adjoining shorelines that may either (1) violate applicable water quality standards, or (2) cause a film or sheen or discoloration of the surface of the water or adjoining shorelines or cause a sludge or emulsion to be deposited beneath the surface of the water or upon adjoining shorelines.

48. Based on the above, and pursuant to CWA Section 311(j)(1)(C), 33 U.S.C. § 1321(j)(1)(C), and its implementing regulations, Respondent is subject to the requirements of 40 C.F.R. §§ 112.1-112.7, at certain facilities listed in Attachment A.

49. Respondent violated the CWA at two (2) facilities identified in Attachment A by failing to prepare and implement an SPCC Plan as required by CWA Section 311(j)(1)(C), 33 U.S.C. § 1321(j)(1)(C), and the requirements of 40 C.F.R. §§ 112.1-112.7.

EPCRA Requirements

50. Respondent is a "person" as defined in EPCRA Section 329(7), 42 U.S.C. § 11049(7), and is the owner or operator of "facilities" listed in Attachment A as defined in EPCRA Section 329(4), 42 U.S.C. § 11049(4).

51. Section 302(c) of EPCRA, 42 U.S.C. § 11002(c), and the regulations found at 40 C.F.R. Part 355, require the owner or operator of a facility at which an extremely hazardous substance is present, at or above stated threshold quantities, to notify the State Emergency Response Commission (SERC) and/or the Local Emergency Planning Committee (LEPC) that the facility is subject to the requirements of EPCRA Section 302(c).

52. Section 303(d) of EPCRA, 42 U.S.C. § 11003(d), and the regulations found at 40 C.F.R. Part 355, require the owner or operator of a facility at which an extremely hazardous substance is present, at or above stated threshold quantities, to notify the LEPC of the facility representative who will participate in the emergency planning process as a facility emergency coordinator.

53. Section 311(a) of EPCRA, 42 U.S.C. § 11021(a), and the regulations found at 40 C.F.R. Part 370, require the owner or operator of a facility, which is required to prepare or have available a material safety data sheet (MSDS) for a hazardous chemical under the Occupational Safety and Health Act of 1970 (OSH Act) (29 U.S.C. §§ 651-678) and regulations promulgated under the OSH Act, to submit the MSDS or, in the alternative, a list of chemicals to the LEPC, SERC, and fire department with jurisdiction over the facility by October 17, 1987, or within three (3) months of first becoming subject to the requirements of EPCRA Section 311, 42 U.S.C. § 11021.

54. Section 312(a) of EPCRA, 42 U.S.C. § 11022(a), and the regulations found at 40 C.F.R. Part 370, require the owner or operator of a facility, which is required to have an MSDS for a hazardous chemical under the OSH Act, and regulations promulgated under the OSH Act, to prepare and submit an emergency and hazardous chemical inventory form (Tier I or Tier II as described in 40 C.F.R. Part 370) containing the information required by those sections to the LEPC, SERC, and fire department with jurisdiction over the facility by March 1, 1988, or March 1 of the first year after the facility becomes subject to the requirements of EPCRA Section 312, and annually thereafter.

55. Diesel fuel, lead and sulfuric acid are "hazardous chemicals," as defined in Sections 311(e) and 329(5) of EPCRA, 42 U.S.C. §§ 11021(e) and 11049(5), and 40 C.F.R. § 370.66. Sulfuric acid is also listed, in the appendices to 40 C.F.R. Part 355, as an "extremely hazardous substance" (EHS), as defined in 40 C.F.R. § 370.66.

56. As set forth in 40 C.F.R. § 370.10(a)(2), the reporting threshold amount for hazardous chemicals present at a facility at any one time during the preceding calendar year is ten thousand (10,000) pounds. The reporting thresholds, therefore, for diesel fuel and lead are ten thousand (10,000) pounds. Pursuant to 40 C.F.R. § 370.10(a)(1), the reporting threshold for an EHS present at a facility is five hundred (500) pounds or the threshold planning quantity (TPQ) as defined in 40 C.F.R. Part 355, whichever is lower. The TPQ for sulfuric acid is one thousand (1,000) pounds. The reporting threshold for sulfuric acid, therefore, is five hundred (500) pounds.

57. The information supplied by Respondent indicates that, for varying lengths of time from 2004 through 2008, sulfuric acid, lead and/or diesel fuel in excess of the threshold amounts, were present at certain facilities listed in Attachment A.

58. Respondent's "facilities," as defined in Section 329(4) of EPCRA, 42 U.S.C. § 11049(4), and 40 C.F.R. §§ 355.61 and 370.66, are subject to Sections 302, 303, 311, and 312 of EPCRA, 42 U.S.C. §§ 11002, 11003, 11021, 11022, and their implementing regulations.

59. Respondent has violated the following requirements:

A. EPCRA Section 302(c), 42 U.S.C. § 11002(c), and its implementing regulations at 40 C.F.R. Part 355, at forty-seven (47) facilities by failing to notify the SERC and/or LEPC that these facilities are subject to the requirements of EPCRA Section 302(c), as identified in Attachment A;

B. EPCRA Section 303(d), 42 U.S.C. § 11003(d), and its implementing regulations at 40 C.F.R. Part 355, at the same forty-seven (47) facilities by failing to designate a facility emergency coordinator and notify the LEPC with jurisdiction over these facilities identified in Attachment A;

C. EPCRA Section 311(a), 42 U.S.C. § 11021(a), and its implementing regulations at 40 C.F.R. Part 370, at seventy-eight (78) facilities by failing to submit an MSDS for a hazardous chemical(s) and extremely hazardous chemical(s) containing the required information to the LEPC, SERC, and fire department with jurisdiction over these facilities identified in Attachment A; and

D. EPCRA Section 312(a), 42 U.S.C. § 11022(a), and the regulations found at 40 C.F.R. Part 370, at the same seventy-eight (78) facilities by failing to submit emergency and chemical inventory forms to the LEPC, SERC, and fire department with jurisdiction over these facilities identified in Attachment A.

V. Civil Penalty

60. EPA agrees, based upon the facts and information submitted by Respondent and upon Respondent's certification herein to the veracity of this information, that Respondent has satisfied all of the conditions set forth in the Audit Policy for those violations described in Attachment A and thereby qualifies for a 100% reduction of the gravity component of the civil penalty that otherwise would apply to these violations. EPA alleges that the gravity component of the civil penalty for violations described in Attachment A would ordinarily be $3,164,851. Of that potential penalty, $1,605,855 is attributable to CAA violations, $27,420 is attributable to CWA violations, and $1,531,576 is attributable to EPCRA violations. EPA alleges that this gravity component is potentially assessable against Respondent for the violations described in Attachment A. Pursuant to the Audit Policy, however, EPA will waive 100% of the gravity-based penalties potentially assessable for the violations in Section IV and Attachment A.

61. Under the Audit Policy, EPA has discretion to assess a penalty equivalent to the economic benefit Respondent gained as a result of its noncompliance. Based on information provided by Respondent and use of the Economic Benefit (BEN) computer model, for the violations described in Attachment A, EPA has determined that Respondent obtained an economic benefit of $57,313 as a result of its noncompliance in this matter. Of this amount, $11,453 is attributable to CAA violations, $3,767 is attributable to CWA violations, and $42,093 is attributable to EPCRA violations. Pursuant to the Audit Policy, EPA will assess a penalty equivalent to the economic benefit for the violations listed in Attachment A.

62. Accordingly, the civil penalty agreed upon by the parties for settlement purposes is $57,313.

VI. Terms of Settlement

63. Respondent agrees to pay a civil penalty in the total sum of FIFTY-SEVEN THOUSAND THREE HUNDRED AND THIRTEEN dollars ($57,313.00), in the manner set forth in following paragraphs, for the violations alleged herein within thirty (30) calendar days of issuance of the Final Order (i.e., the effective date of this Consent Agreement and attached Final Order). (See 40 C.F.R. § 22.31(c).)

64. For payment of the civil penalty related to the CAA and EPCRA violations, Respondent shall pay the amount of FIFTY-THREE THOUSAND FIVE HUNDRED AND FORTY-SIX dollars ($53,546.00) using one of the following instructions:

A. Via U.S. Postal Service regular mail of a certified or cashier's check, made payable to the "United States Treasury," sent to the following address:

U.S. Environmental Protection Agency
Fines and Penalties
Cincinnati Finance Center
Post Office Box 979077
St. Louis, MO 63197-9000

B. Via overnight delivery of a certified or cashier's check, made payable to the "United States Treasury," sent to the following address:

U.S. Environmental Protection Agency
Fines and Penalties
U.S. Bank
1005 Convention Plaza
Mail Station SL-MO-C2-GL
St. Louis, MO 63101

The U.S. Bank customer service contact for overnight delivery is Natalie Pearson, who may be reached at 314-418-4087.

C. Via electronic funds transfer (EFT) to the following account:

Federal Reserve Bank of New York
ABA Number: 021030004
Account Number: 68010727
SWIFT Address: FRNYUS33
33 Liberty Street
New York, NY 10045

Field Tag 4200 of the Fedwire message should read:
"D 68010727 Environmental Protection Agency - Charter Communications, Inc., Docket No. CAA-HQ-2012-8005 and EPCRA-HQ-2012-8005."

The Federal Reserve customer service contact may be reached at 212-720-5000.

D. Via automatic clearinghouse (ACH), also known as Remittance Express (REX), to the following account:

US Treasury REX/Cashlink ACH Receiver
ABA No. 051036706
Account Number 310006, Environmental Protection Agency
CTX Format Transaction Code 22 – checking

Physical location of the United States Treasury facility:

5700 Rivertech Court
Riverdale, MD 20737

The U.S. Treasury customer service contact, John Schmid, may be reached at 202-874-7026. The REX customer service contact may be reached at 866-234-5681.

E. Via on-line payment (from bank account, credit card, debit card):

Website: www.pay.gov
Enter "SFO 1.1" in the search field.
Open the form and complete the required fields (marked with an asterisk).
Under "Type of Payment," choose "Civil Penalty." Under "Invoice#," type "Charter Communication, Inc., Docket No. HQ-2012-8005" into the "Court # or Bill #" subfield. Leave the other subfields blank. Under "Installments?," choose "No." Under "Region," type "HQ."

Payment by check or wire transfer shall bear the case name and docket number – "Charter Communications, Inc., Docket No. CAA-HQ-2012-8005 and EPCRA-HQ-2012-8005."

65. For payment of the civil penalty related to the CWA SPCC violations, Respondent shall, within thirty (30) days of issuance of the Final Order, forward a cashier's or certified check in the amount of THREE THOUSAND SEVEN HUNDRED AND SIXTY-SEVEN dollars ($3,767.00) made payable to the "Environmental Protection Agency," and bearing the notation "OSLTF – 311" to:

U.S. Environmental Protection Agency
Fines and Penalties, Cincinnati Finance Center
PO Box 979077
St. Louis, MO 63197-9000

The check shall indicate that it is for In re: Charter Communications, Inc., Docket No. CWA-HQ-2012-8005.

Alternatively, Respondent shall pay THREE THOUSAND SEVEN HUNDRED AND SIXTY-SEVEN dollars ($3,767.00) by wire transfer with a notation of "In re: Charter Communications, Inc., Docket No. CWA-HQ-2012-8005" to the Federal Reserve Bank of New York using the following instructions:

Federal Reserve Bank of New York
ABA Routing Number: 021030004
Account Number: 68010727
SWIFT Address: FRNYUS33
33 Liberty Street
New York, NY 10045

Field Tag 4200 of the Fedwire message should read:
"D 68010727 Environmental Protection Agency - Charter Communications, Inc., Docket No. CWA-HQ-2012-8005."

The check or wire transfer shall bear the case docket number CWA-HQ-2012-8005.

66. Respondent shall forward evidence of the checks, wire transfers, and/or internet-based payments to EPA, within five (5) days of payment, to the following personnel/addresses below or send a PDF copy of such documentation to Milton.Philip@epa.gov and Durr.Eurika@epa.gov.

Philip Milton
Special Litigation and Projects Division (2248A)
Office of Enforcement and Compliance Assurance
U.S. Environmental Protection Agency
1200 Pennsylvania Avenue, N.W.
Ariel Rios Building, Room 3124-B
Washington, D.C. 20460

Clerk, Environmental Appeals Board
U.S. Environmental Protection Agency
MC 1103M
EPA East Building
1200 Pennsylvania Avenue, N.W.
Washington, D.C. 20460

67. Respondent's obligations under this Agreement shall end when it has paid the civil penalties as required by this Agreement and the Final Order, and complied with its obligations under Section VI, Paragraphs 63-66 of this Agreement.

68. For the purpose of state and federal income taxation, Respondent shall not be entitled, and agrees not to attempt, to claim a deduction for any civil penalty payment

made pursuant to the Final Order. Any attempt by Respondent to deduct any such payments shall constitute a violation of this Agreement.

69. Pursuant to 31 U.S.C. § 3717, EPA is entitled to assess interest and penalties on debts owed to the United States and a charge to cover the cost of processing and handling a delinquent claim. Interest will therefore begin to accrue on the civil penalty from the date of entry of the Final Order, if the penalty is not paid by the date required. Interest will be assessed at the rate of the United States Treasury tax and loan rate in accordance with 40 C.F.R. § 13.11. A charge will be assessed to cover the costs of debt collection, including processing and handling costs and attorney fees. In addition, a penalty charge of six percent (6%) per year compounded annually will be assessed on any portion of the debt that remains delinquent more than ninety (90) days after payment is due.

VII. Severability

70. As part of this Agreement, and in satisfaction of the requirements of the Audit Policy, Respondent has certified to certain facts. The parties agree that, if and to the extent that EPA determines that any information or certification provided by Respondent is materially false or inaccurate, the portion of this Agreement pertaining to the affected facilities, including mitigation of the proposed penalty, may be voided or this entire Agreement may be declared null and void at EPA's election, and EPA may proceed with an enforcement action.

71. The parties agree that Respondent reserves all of its rights should this Agreement be voided in whole or in part. The parties further agree that Respondent's obligations under this Agreement will cease should this Agreement be rejected by the Environmental Appeals Board (EAB); provided, however, that in the event that the EAB expresses any objections to, or its intent to reject, this Agreement, the parties agree that they shall exercise their mutual best efforts to address and resolve the EAB's objections.

VIII. State and Public Notice

72. The parties acknowledge that the settlement portions of this Agreement which pertain to the CWA violations are, pursuant to CWA Section 311(b)(6)(C)(i), 33 U.S.C. § 1321(b)(6)(C)(i), subject to public notice and comment requirements. Furthermore, the parties acknowledge and agree that, at that time, EPA will also provide notice of the CAA and EPCRA portions of this Agreement. Should EPA receive comments regarding the issuance of the Final Order assessing the civil penalty agreed to in Section V, EPA shall forward all such comments to Respondent within ten (10) days of the receipt of the public comments.

73. This Agreement serves as the Notice of Violation to the Respondent required by CAA Section 113(a)(1), 42 U.S.C. § 7413(a)(1). EPA will also notify the states of Alabama, Nebraska, Ohio, Tennessee, and Washington as required by CAA Section 113(a)(1), 42 U.S.C. § 7413(a)(1).

74. Respondent has been afforded the opportunity to confer with EPA as provided for by CAA Section 113(a)(4), 42 U.S.C. § 7413(a)(4).

IX. Reservation of Rights

75. This Agreement and the Final Order, when issued by the EAB, and upon payment by Respondent of civil penalties in accordance with Section VI, shall resolve only the federal civil and administrative claims specified in Section IV and Attachment A. Nothing in this Agreement and the Final Order shall be construed to limit the authority of EPA and/or the United States to undertake any action against Respondent, in response to any condition which EPA or the United States determines may present an imminent and substantial endangerment to the public health, welfare, or the environment. Furthermore, issuance of the Final Order does not constitute a waiver by EPA and/or the United States of its right to bring an enforcement action, either civil or criminal, against Respondent for any violation of any federal or state statute, regulation, order or permit, except with respect to the violations specified in Section IV and Attachment A. The immediate preceding sentence in no way limits EPA's rights under Paragraph 70, including with respect to the violations specified in Section IV and Attachment A as to which EPA retains all of its rights set forth in Paragraph 70.

X. Other Matters

76. Each party shall bear its own costs and attorney fees in this matter.

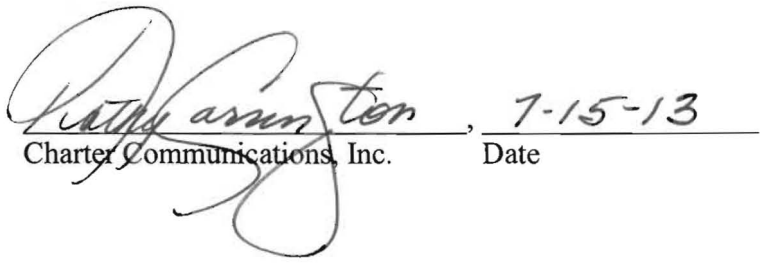
77. The provisions of this Agreement and the proposed Final Order, when issued by the EAB, shall apply to and be binding on EPA and the Respondent, as well as Respondent's officers, agents, successors and assigns. Any change in ownership or corporate status of the Respondent including, but not limited to, any transfer of assets or real or personal property shall not alter Respondent's responsibilities under this Agreement, including the obligation to pay the civil penalty referred to in Section VI.

78. Nothing in this Agreement shall relieve Respondent of the duty to comply with all applicable provisions of the CAA, CWA, EPCRA, or other federal, state, or local laws or regulations, nor shall it restrict EPA's authority to seek compliance with any applicable laws, nor shall it be construed to be a ruling on, or a determination of, any issue related to any federal, state, or local permit.

79. Except as provided in Paragraph 71, Respondent waives any rights it may have to contest the allegations contained herein and its right to seek judicial review of the Final Order accompanying this Agreement.

80. The undersigned representatives of each party to this Agreement certify that each is duly authorized by the party whom s/he represents to enter into these terms and bind that party to it.

FOR RESPONDENT:



Charter Communications, Inc. Date

FOR COMPLAINANT:

_____, 7/8/13

Andrew R. Stewart Date
Acting Director
Special Litigation and Projects Division
Office of Civil Enforcement
Office of Enforcement and Compliance Assurance
U.S. Environmental Protection Agency