

Southern California Joint Pole Committee

437 So. Cataract Ave. Unit 3
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Fax (909) 592-4636

January 21, 2004

A meeting of the **Operating Committee** took place on the above date, at 1:00 p.m., at the Committee office. Those in attendance were:

Mr. Robert Allen	City of Los Angeles (DWP)
Mr. Ernie Solorzano	Southern California Edison
Ms. Sherri Goetz	Southern California Edison
Ms. Paula Haney	Verizon California
Mr. Malcolm Brown	Verizon Wireless
Ms. Lynn Prescott	Verizon Wireless
Ms. Lupe Hernandez	AT&T Wireless
Ms. Kathleen Dell	AT&T Wireless
Ms. Velma Prouty	SBC Pacific Bell
Ms. Tina Taylor	Sprint PCS
Ms. Jennie Corella	Committee Staff

The first item on the agenda is the iPole status. The iPole status had been reported earlier that morning at the Board Meeting. Therefore, Ms. Corella reported on system maintenance issues. She reported that Mr. Atalla is suggesting moving the Clipper database from the Novell server to the SQL server. He reported that he is hearing sounds from the Novell server that indicate hard drive problems. Therefore, he highly recommends this procedure. He also recommends purchasing a printer server, in that all staff may share all printers. The quote for the printer server is \$350.00. The Operating Committee members approved the expenditure for the printer server, and approved the procedure required moving the database from the Novell to the SQL server. Ms. Corella also reported that in sending Word documents to the members, some of the members have reported that the documents do not align correctly. In questioning Mr. Atalla, his recommendation for this problem is to purchase Adobe Writer software, and send all documents in PDF format. This format can be opened by anyone, and Microsoft Word is not a requirement for opening the files. The attached files will be sent and received as written. The members decided that this expenditure could be delayed at this time.

The second item on the agenda was the review of the **December expense sheet**. The members reviewed the expense sheet. The expenses totaled \$85,545.78, an above average month. The additional expenses were due to the initial payment to Hyperlink on the \$75,000.00 contract. The contract payment is to be disbursed in two parts, with the second half due in February. Ms. Corella reported that the 2003 Operating Budget came in under budget due to monies not expensed toward software development.

The next item on the agenda was the review of the **account receivables**. The members reviewed this report. Ms. Corella reported that in speaking with Mr. Landaker of Altrio Communications, she did not raise the issue of past due invoices. The members instructed her to contact Mr. Landaker in regards to outstanding invoices.

The fourth item on the agenda was the **December member activity** and JPA activity reports. The members viewed the reports. The reports reflect that the Committee staff is current in processing incoming JPAs. The month of December is an average month, reflecting 470 JPAs processed. Ms. Corella reported that the inspection JPAs submitted by SCE had a total pole count of 13,200. However, the JPC office continues to remain current at this time.

Number five on the agenda was **Item 1332: DWP Multi Member Codes**. However, this item is pending on the implementation of the iPole system.

Item 1346: iPole Purchasing by NCJPA was the sixth item on the agenda. Ms. Corella reported this item and Item 1349 are connected in that they are contingent on research of software expenditures. Ms. Corella further reported that she researched software development dating from 1995 to December 22, 2003, and arrived at a total of \$348,874.68. Therefore, the corrected amount would be entered into the Initial Membership Fee under computer software. This amount could be used as a benchmark when considering a cost for the sale of iPole.

Mr. Solorzano questioned the total for furniture, fixtures, and equipment. Ms. Corella was instructed to research the dollars reflecting the above mentioned items. This item and Item 1349 will remain open at this time.

The next issue on the agenda was **Item 1349: Review Initial Membership fee**. This item was discussed with the above item. Mr. Solorzano would like to review the initial membership fee in its entirety, item by item. This item will remain open at this time.

The following issue on the agenda was **Item 1355: JPC Property Rights Protection**. Ms. Corella reported that she was not sure whether the Committee wanted her to move forward with this issue. The members instructed Ms. Corella to contact an intellectual property rights lawyer.

Item 1355: Sprint LD Membership Application was next on the agenda. This item will remain open and will be on the Consent Calendar of the February 2004 Board meeting.

Ms. Corella reported on **Items 1358: PG&E Membership Reinstatement, 1359: City of Vernon Membership Reinstatement, and 1362: City of Banning Membership Reinstatement** and stated that she has responded to all three former members informing them that they have an extension until March 31, 2004 to decide on reinstatement. Ms. Corella reported that she has not received any communication from any of the parties at this time. This item will remain open no later than the March 31, 2004 deadline.

Under miscellaneous items, Ms. Corella reported that Ms. Perez a Level I staff, has requested a personal loan of \$500.00. After much discussion it was decided to decline her request in that the Committee does not want to set a precedent of personal loans to JPC staff.

Ms. Corella inquired if all members required percentages on pole records. She further stated that currently the staff is recording this information on all records. She is aware that SBC requires this information for their accounting system. The members agreed that they would check within their organizations if percentages were required.

The meeting adjourned at 2:15 p.m., until February 18, 2004.

Jennie Corella, Office Manager

Southern California Joint Pole Committee

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February 18, 2004

A meeting of the **Operating Committee** took place on the above date, at 12:30 p.m., at the Committee office. Those in attendance were:

Mr. Robert Allen	City of Los Angeles (DWP)
Mr. Ernie Solorzano	Southern California Edison
Ms. Sherri Goetz	Southern California Edison
Ms. Paula Haney	Verizon California
Mr. Malcolm Brown	Verizon Wireless
Ms. Lynn Prescott	Verizon Wireless
Mr. Doug Schmaderder	City of Pasadena
Ms. Sue Thomas	Sprint PCS
Ms. Kathleen Dell	AT&T Wireless
Ms. Velma Prouty	SBC Pacific Bell
Ms. Tina Taylor	Sprint PCS
Ms. Jennie Corella	Committee Staff

The first item on the agenda is the iPole status. At the prior meeting the Committee approved Mr. Atalla moving the Clipper database from the current Novell server to the SQL server, as well as the purchase of a printer server. Mr. Atalla has given the Committee copies of the iPole pre-release CD to install and use on a trial basis. Ms. Corella had those members who received a copy sign a receipt sheet. The idea is to have the front line users install a copy of the software onto their PC, work with it, and note any corrections or suggestions.

The second item on the agenda was the review of the **January expense sheet**. The members reviewed the expense sheet. The expenses totaled \$42,924.71, an average month. Ms. Corella reported that in February the second installment on the iPole Phase II contract would be expensed, however, the members would also be credited the Sprint LD membership fee.

The next item on the agenda was the review of the **account receivables**. The members reviewed this report. Ms. Corella reported that she would be calling Altrio in regards to the past due invoices. Ms. Corella stated that she faxed a copy of the Southern California Water past due invoice to the attention of their AP department.

The fourth item on the agenda was the **January member activity** and JPA activity reports. The members viewed the reports. The reports reflect that the Committee staff is current in processing incoming JPAs. The month of January reflects a smaller than average month, reflecting 452 JPAs processed. Ms. Corella reported that the inspection JPAs submitted by SCE had a total

pole count of 8,887. Mr. Allen inquired if the reduction in staff (Mr. Alvarado) has an impact on the workflow. Ms. Corella responded that the month of January was a small month, and the two members on Mr. Alvarado's team had picked up any slack as his part. They possessed all their monthly work in a timely manner. The JPC office continues to remain current at this time. This could be the result of a small JPA volume month.

Number five on the agenda was **Item 1332: DWP Multi Member Codes**. This item is pending on the implementation of the iPole system.

Item 1346: iPole Purchasing by NCJPA was the sixth item on the agenda. Ms. Dell briefed the Committee that the members would not consider selling the software until the system is complete and workable. This item will remain open at this time.

The next issue on the agenda was **Item 1349: Review Initial Membership fee**. Ms. Corella reported that the members had questioned the membership fee in regards to the software, and furniture/equipment. She further stated that she had reviewed the monies expensed toward software dating back to 1995 and has inserted the new amount in the worksheet. However, the question of furniture and equipment remained in question. Ms. Corella stated that she would discuss this with the Committee auditor as to why the furniture and equipment is depreciated by 80 percent. Mr. Solorzano stated that he would review the components of the spreadsheet, and upon his return he would share the results with the Committee.

The following issue on the agenda was **Item 1355: JPC Property Rights Protection**. Ms. Corella reported that she has visited the law firm of Christie, Parker and Hale LLP, and met with Mr. Thomas Daly, a property rights lawyer. Ms. Corella distributed a sheet briefly describing her consultation meeting with Mr. Daly (see attached). In regards to the concept of a joint pole committee, the one-year statute of time has expired. However, the Routine Handbook, and the iPole software may be copyrighted. Since the Routine Handbook represents over fifty years of work, Mr. Daly is of the opinion that it should reflect a valuable dollar amount. In regards to the iPole software, the intellectual property rights belong to the developer (artist) of the software (Mr. Atalla). Ms. Corella stated that in reviewing the contracts, she did not find any language alluding to property rights, therefore, it appears that Mr. Atalla retains the rights to the intellectual property (software). The Committee would own one copy of iPole. However, Mr. Daly would need to review the iPole contracts in order to ensure a correct opinion. Mr. Daly's hourly rate is \$410.00. If approved by the members Ms. Corella would give Mr. Daly the approval to review the contracts. Ms. Corella stated that Mr. Daly suggested negotiating with Mr. Atalla in regards to selling and marketing the software. Ms. Dell questioned what is the primary concern for obtaining the rights. She further questioned if it could be that Mr. Atalla might market iPole to other entities besides the NCJPA, and if so, is it a major concern for the SCJPC. Mr. Solorzano responded that at a previous meeting he reported on the joint use conference he had attended earlier. In discussing joint use with the other attendees, he became aware how other utilities could greatly benefit from the

Routine Handbook, and the iPole software in executing their joint use transactions. This led Mr. Solorzano to consider marketing these products, and inquire if the SCJPC has the rights, and protection of the above mentioned products. Mr. Solorzano further stated that the revenue generated from the sale of these products could offset future software expenses. Mr. Brown stated that Mr. Atalla has, and continues to serve the Committee well in regards to software development. In his opinion, he would not like to create a confrontational relationship between the SCJPC and Mr. Atalla considering any hypothetical situations, such as Mr. Atalla not having the Committees best interest at heart. Therefore, it is his recommendation, that the Committee allow Mr. Daly to review the contracts and document his opinion, and/or recommendations. After reviewing and discussing the document, the Committee could then decide on how to approach Mr. Atalla, and this issue. Ms. Corella was instructed to contact Mr. Daly to review the two-iPole contracts, and respond no later than March 15th.

Item 1357: Sprint LD Membership Application was next on the agenda. This was approved at the February 18, 2004 meeting. Therefore, this item is closed.

Ms. Corella reported on **Items 1358: PG&E Membership Reinstatement, 1359: City of Vernon Membership Reinstatement, and 1362:City of Banning Membership Reinstatement.** Ms. Corella reported that she has not received any communication from any of the above mentioned members at this time.

Under **Miscellaneous** Mr. Solorzano inquired if Ms. Corella would be filling the position of Mr. Alvarado. Ms. Corella responded that she would begin recruiting for the position upon return from her vacation.

The meeting adjourned at 1:25 p.m., until March 17, 2004.

Jennie Corella, Office Manager

Southern California Joint Pole Committee

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DATE: February 17, 2004
TO: Administrative Board
FROM: Jennie Corella, Office Manager
SUBJECT: Consultation Meeting with Intellectual Property Lawyer

As instructed by the Operating Committee, I met with an intellectual property rights lawyer in regards to property rights for 1) the concept of a joint pole committee, 2) the Routine Handbook, and 3) the iPole software.

Concept of a Joint Pole Committee

According to patent laws, patent protection must be filed within one year. Since the Committee has been in operation longer than one year, and there have been no major changes in how it operates, the time limit to file for a patent has expired. He further stated that the idea of a joint pole committee is now common knowledge, and the concept can be duplicated.

Copy Right Protection on Routine Handbook

Although, the concept of a joint pole committee is common knowledge today, the Handbook may be copy right protected in order to sell it. Considering, that the Handbook reflects years of work among the joint members, the Handbook should be sold for a substantial amount.

Property, Patent, and Copy Right Protection for iPole

For iPole we should acquire the intellectual property rights which include obtaining copy and patent rights protection. In reviewing the iPole contract, in section I.6 it states, "iPole becomes sole property of the customer upon completion and after final payment has been made, and cannot be reproduced without permission of the customer." I do not know if this means the Committee has property rights to the software, or if this gives Joe Atalla the rights. If we do not have property rights protection, we do not own all the copies of iPole because we do not have license. According to the lawyer, we own our copy of iPole.

Conclusion:

According to Mr. Daly, coupling the Handbook, and the iPole application could prove a valuable product to be sold to other Committees (or the like of) to benefit them in the same manner that the two above-mentioned products help the SCJPC. However, there is the question of marketing it, managing it, and enhancing it. In his opinion, now would be a good time to negotiate with Mr. Atalla and arrive at an agreement in that Mr. Atalla would manage, and there would be some royalties paid to the Committee. In reviewing our contract, I do not see any language that alludes to intellectual property rights. Without, these rights, I reiterate, we owe only our copy of iPole.

Mr. Daly would review our iPole contracts, and our Agreement and document his interpretation on obtaining property rights protection, and if his firm could assist us in obtaining the patent and copy rights. However, his fee is \$410.00 per hour and it may take more than one hour. Therefore, the question of having Mr. Daly review, document and interpret the iPole contracts and our Agreement for his hourly fee is an Operating decision, and would be discussed in that Committee at this time.

ADELPHIA COMMUNICATIONS
ALTRIO COMMUNICATIONS INC.
AT&T BROADBAND (MEDIAONE)
AT&T COMM. OF CALIF., INC.
AT&T LOCAL SERV/TCG
AT&T WIRELESS
CINGULAR WIRELESS (PBW)
CITY OF ANAHEIM
CITY OF AZUSA
CITY OF BURBANK

CITY OF COLTON
CITY OF GLENDALE
CITY OF LOMPOC
CITY OF LOS ANGELES
CITY OF PASADENA
CITY OF RIVERSIDE
ICG COMMUNICATIONS
MCI METRO/ATS
MCI TELECOMMUNICATIONS
NEXTEL COMMUNICATIONS

NEXTG NETWORKS OF CALIFORNIA
SBC PACIFIC BELL
SOUTHERN CALIF. EDISON CO.
SOUTHERN CALIF. WATER CO.
SPRINT PCS
VERIZON CALIFORNIA, INC.
VERIZON WIRELESS
XO COMMUNICATIONS(NEXTLINK)

Southern California Joint Pole Committee

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March 17, 2004

A meeting of the **Operating Committee** took place on the above date, at 12:30 p.m., at the Committee office. Those in attendance were:

Mr. Dennis Walls	City of Los Angeles (DWP)
Mr. Dan Lewis	Southern California Edison
Ms. Sherri Goetz	Southern California Edison
Ms. Paula Haney	Verizon California
Mr. Don Beckermann	MCI Telecommunications
Ms. Lynn Prescott	Verizon Wireless
Mr. Doug Schmaderder	City of Pasadena
Mr. Randall Starkey	Adelphia Communications
Ms. Sue Thomas	Sprint PCS
Ms. Kathleen Dell	AT&T Wireless
Ms. Velma Prouty	SBC Pacific Bell
Ms. Tibor Laky	Sprint L.P.
Ms. Jennie Corella	Committee Staff

The first item for discussion was the review of the **February expense sheet**. The members reviewed the expense sheet. The expenses totaled \$82,647.54, an above-average month. Ms. Corella reported that the second installment on the iPole Phase II contract was expensed, however, the members were credited the Sprint LD membership fee.

The next item on the agenda was the review of the **account receivables**. The members reviewed this report. This report was larger than usual, however, Ms. Corella has sent out past due notices to those members late in remitting payment.

The fourth item on the agenda was the **February member activity**, and JPA activity report. The reports reflect that the JPC staff continues to process all the submitted JPAs at this time, and that there is no backlog. Ms. Corella reported that, she is in the process of interviewing candidates to fill the position vacated by Mr. Alvarado.

Number five on the agenda was **Item 1332: DWP Multi Member Codes**. This item is pending on the implementation of the iPole system.

Item 1346: iPole Purchasing by NCJPA was the sixth item on the agenda. Ms. Prescott reported that this item would remain on hold until the Committee has a final product (iPole Software).

The next issue on the agenda was **Item 1349: Review Initial Membership fee**. This item would remain on hold until the following month.

The following issue on the agenda was **Item 1355: JPC Property Rights Protection**. Ms. Corella had previously emailed the members a copy submitted to the JPC office by Mr. Thomas Daly, the intellectual property rights legal counsel. The members reviewed the document (see attached). After reviewing the document, the members agreed that according to the legal evaluation, the Committee does not have intellectual property rights to iPole. However, Hyperlink cannot reproduce the software, without the permission of the Committee. Ms. Dell stated that it appears to her that the Committee may not sell iPole to the NCJPA without the permission of Hyperlink. Mr. Schmaderder stated that any upgrades to iPole, Hyperlink could charge whatever rate he chooses, because the contract does not state otherwise. Ms. Haney stated that according to the evaluation, it appears that the Committee and Hyperlink are bonded, and moving forward, the Committee should be specific when creating an agreement between the two parties. She further stated that at a training meeting with Joe and the JPC staff he had mentioned that he owned the property rights to the software. Mr. Beckermann added that the pre-release CD copy of the software states on the label copyright protected. Ms. Dell stated that it has always been the intent of the Committee to have property rights on iPole. Ms. Dell further stated that Hyperlink is looking for a long-term relationship with the SCJPC, therefore, moving forward the Committee must ensure that what they want in this relationship must be legally documented. Mr. Beckermann stated that the Committee should own the source code to the software, because without the source code no programmer should ever explore the software for modifications. Chairperson, Ms. Prescott questioned in moving forward, which direction would the Committee recommend. She further stated that the primary concern is to recoup monies expended against software development. This would be accomplished by selling some, or all of iPole to the NCJPA. Initially, the Committee did not intend on marketing iPole, and if they would, there is the issue of sales, and maintenance. She stated perhaps entering into negotiations with Hyperlink where Hyperlink owns the intellectual property, and the Committee recoups some monies whenever iPole is sold. The members agreed that the issue of source code ownership must be addressed with Hyperlink in order to allow other software companies to enhance the software, should something unfortunate transpire between the SCJPC and Hyperlink. It was agreed to meet with Hyperlink to discuss property rights, and that SCE would handle this project.

The members then entered into a conference call with Joe Atalla to address concerns of access and security to the iPole database. Mr. Atalla opened the discussion call by inquiring how many members had successfully connected to the iPole database. He further stated that he was aware of the problem SBC encountered in attempting to connect to the database via the

Internet. However, he was anxious to hear from other members and their experience with the pre-release CD software. He stated that those members who were unable to connect to the database, the issue is the firewall within their organization. SBC is experiencing problems because their IT people would not open port 1433, or 1434, which would allow internal users to connect to the database. The concern of IT personnel is a security issue. Mr. Atalla stated that there are other options to consider. First, there is Visual Private Network (VPN); this method creates a direct tunnel from an internal network to the external iPole database. This method would maintain security within the organization. Second, there is IP filtering. This would allow the iPole database IP address to enter and pass the firewall. This method would require configuring on both systems in order to work together. Ms. Prouty reminded Mr. Atalla that the IP filtering method would not be allowed by SBC. Mr. Atalla responded that he was aware that SBC would not accept IP filtering, but his objective was to explain the different options to the other members. Mr. Atalla stated that since any members have not contacted him, his assumption is that those members with CDs were able to connect to the database. Mr. Walls reported that he was able to connect to the database without any problems. The remaining members reported that they had not attempted to connect to the database. Mr. Atalla urged the members to attempt to connect to the database to discover if the system will allow connection, and contact him with any issues. The members agreed that they would attempt to connect to the database.

Ms. Dell inquired about the status of the software development, and the database clean up. Mr. Atalla stated that in order to test the system, it would need to be shutdown for five days. Not necessarily in succession, but a total of five days. Mr. Atalla highly recommended that the members use the pre-release software, and note any errors or corrections required. Prior to going live with the software, he would like the members to test it. Mr. Walls inquired if two members could test it, as a control group. The members agreed that they would work together to test the software. Mr. Atalla also stated that he would like the names of users ID and their passwords, and that he would send an email detailing the parameters allowed for UserIDs, and Passwords.

The members next addressed **Item 1358: PG&E Membership Reinstatement**. The members agreed to allow an additional 90-day extension on their membership reinstatement.

Item 1359: Vernon Membership Reinstatement has been discussed and addressed at the Board meeting, which had met earlier that morning.

Ms. Corella stated that she has not heard a response from **City of Banning**, since extending them a 90-day extension.

Under **Miscellaneous** Mr. Walls raised the issue of DWP submitting pole inspection JPAs, using the method SCE utilizes when submitting their JPAs. He further stated that DWP would like to streamline the process for pole inspection JPAs. Ms. Prouty suggested a method that DWP could try, that could possibly shorten the process. Ms. Corella would research the process and time spent on Edison JPAs.

Ms. Goetz reminded the members to keep the Committee office informed of any personnel changes within their organization. This would allow the Committee office to maintain and update membership information on the website.

The meeting adjourned at 12:25 p.m., until April 21, 2004.

Jennie Corella, Office Manager

March 3, 2004

Ms. Jennie Corella
Office Manager
SOUTHERN CALIFORNIA JOINT POLE COMMITTEE
437 So. Cataract Ave., Unit 3
San Dimas, CA 91773

**Re: Intellectual Property Evaluation
CPH Ref. S1155:10**

Dear Ms. Corella:

It was a pleasure to meet and talk with you regarding intellectual property matters. You have asked that I evaluate certain issues related to whether the Southern California Joint Pole Committee ("SCJPC") can obtain and develop revenue from intellectual property. The initial feedback from my evaluation is set forth below.

(1) Intellectual Property Ownership.

First I looked at whether the SCJPC was in a position to own certain intellectual property and whether contracts it had entered with Hyperlink Technology & Multimedia ("HT&M"), an independent software development contractor, had provided for intellectual property ownership by SCJPC.

The Southern California Joint Pole Agreement dated January 1, 1998, which I understand to be the current agreement in effect between the SCJPC members, does appear to recognize that the Committee will develop "intangible property which may be protected by trademark, copyright or patent law." It expressly provides that funds received from "Intellectual Property shall be credited proportionately to all Members." Thus, it implies that the SCJPC could own intellectual property that the Committee might exploit in such a manner as to receive funds.

One area in which the SCJPC is potentially developing intellectual property is with the development of the iPole software. I understand that this software is being developed by an independent contractor HT&M pursuant to specifications provided by the Committee. Two contracts have been signed between the SCJPC and HT&M, a first dated February 1, 2003 and a second executed on November 4, 2003. The first states "iPole becomes sole property of the customer upon completion and after final payment has been made, and cannot be reproduced

James B. Christie (1904-1959)
Robert L. Parker (1920-1980)

D. Bruce Prout
Richard J. Ward, Jr.
Walter G. Maxwell
William P. Christie
David A. Dillard
Thomas J. Daly
Theodore A. Planko
Edward R. Schwartz
John D. Carpenter
Westley W. Monroe
David A. Plumley
Gregory S. Lampert
Mark Garscia
Syed A. Hasan
Harold E. Wurst
Robert A. Green
Howard A. Kroll
Richard A. Wallen
Michael J. MacDermott
Anne Wang
Constantine Marantidis
Daniel M. Cavanagh
Gary J. Nelson
Daniel R. Kimbell
Josephine E. Chang
Joel A. Kauth
Charles R. Halloran
Raymond R. Tabandeh
Gary S. Dukarich
Cynthia A. Bonner, Ph.D.
Jun-Young E. Jeon
Stephen D. Burbach
Brian K. Brookey
David J. Steele
John W. Peck, Ph.D.
Brian L. Yates
Tom H. Dao
Frank L. Cire
Rodney V. Warford*
David J. Bailey**
Rose A. Hickman
Ksenya Medvedev
Oliver S. Bajracharya
Colin T. Dorrian
Soomee T. Lee***
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R. William Johnston
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LeRoy T. Rahn
Richard D. Seibel
Vincent G. Gioia
Richard J. Paclulan****

*Admitted only in TX
**Admitted only in NY
***Admitted only in MA, NY
****Admitted only in MA

without permission of the customer." It is otherwise silent on the issue of intellectual property ownership. The second agreement contains no terms that relate to intellectual property ownership.

Intellectual property is legally viewed as separate and distinct from the physical items that might reflect or embody that intellectual property. Thus, the transfer of the iPole software itself does not constitute a transfer of any intellectual property controlling that software other than an implied license to use the software for its intended purpose. Some additional rights are expressly transferred, but they appear only to give the SCJPC the ability to control reproduction of the software by others. Nothing is said regarding any right by the SCJPC to reproduce the software. Accordingly, any intellectual property rights HT&M might have or develop in the course of preparing the iPole software do not appear to be transferred to the SCJPC. The SCJPC seems to receive only the physical software, an implied license to use that software for its own internal use and the right to control reproduction of the software by others. The SCJPC does not seem to receive the right to reproduce the software for sale or license to others or the right to modify and improve upon the software, at least not without the permission of HT&M, the copyright owner.

(2) Copyrights.

Copyright protection is obtained by creating an original work of authorship that is fixed in a tangible medium. Computer software can be the subject of copyright protection. Copyrights originally vest in the "author" of a work. Works created by employees acting in the regular course of their employment or by independent contractors, where the works are certain types of works and where the independent contractor has agreed in writing, are "works for hire." The employer or engaging party is the "author" and therefore owner of "works for hire." Copyrights may also be transferred in whole or in part from one party to another. However, the transfer must be express and must be in writing.

The relationship of HT&M to the SCJPC would not make the iPole software a "work for hire." Moreover, no express, written transfer of the copyrights is contained in the agreements between HT&M and the SCJPC. Thus, it appears that HT&M would retain its copyrights in the iPole software. This means that the SCJPC could not reproduce the software for sale or license without HT&M's permission. It also means that the SCJPC could not create "derivative works," such as modifications and improved versions of the software, without HT&M's permission. Accordingly, the SCJPC would have to use HT&M to develop updated versions of the software, possibly at an exorbitant price, or face the prospect of starting over from scratch.

Of course, the SCJPC did obtain the right to prevent HT&M from reproducing the software. That right and the ongoing nature of the iPole software development can create a motivation for HT&M to negotiate with the SCJPC regarding ownership of the copyrights in the iPole software. In addition, any commercial exploitation of the software beyond the SCJPC will undoubtedly require a product endorsement by the SCJPC. Perhaps HT&M would agree to

transfer ownership of the copyrights, as well as any other intellectual property, in return for some portion of any revenue generated by the exploitation of the software. Certainly, it is in the best interest of the SCJPC to explore a transfer of the copyrights and to do so at a time before they have proven their great value.

(3) Patents.

Utility patent protection is available for useful inventions that are novel and not obvious variations of something that has been done before. Recent court decisions have confirmed that computerized business methods that are novel and unobvious can be patented. Thus, the business method of the SCJPC computerized through the use of the iPole software is eligible for patent protection, as long as it is novel and unobvious.

I understand that the SCJPC has been around since 1906. Thus, certain aspects of how it does business have probably been publicly known for more than a year or have been in commercial use for more than a year, each of which could act as a bar to patentability. However, computerization of the business method I understand is relatively new and has not yet been fully implemented. If computerization of the process has led to changes that would make the overall process new and unobvious, patent protection may be available.

If patentable, the inventor or inventors would be those individuals responsible for conceiving of the new and unobvious computerized process. This may or may not include anyone working for HT&M. If the specifications developed by the SCJPC for software development introduced the new and unobvious concepts and were sufficiently detailed that HT&M needed only to engage in routine software programming, then the people at the SCJPC would be the inventors. On the other hand, if the specifications merely identified a desired goal and HT&M had to develop process changes to allow for computerization, then their people might be the inventors. Of course, joint development of process changes could yield joint inventorship between the SCJPC and HT&M.

If only individuals at the SCJPC contributed to the conception of any invention, then we would need to evaluate whether they were obligated to assign their rights to the SCJPC, either due to the circumstances of the relationship (e.g., an employee hired to invent) or due to contractual obligations (e.g., an employment contract requiring assignment of inventions). We may also need to explore the interplay of the SCJPC's rights with obligations owed to the member organizations of the SCJPC if contributions to the conception of the invention were made by employees of member organizations as part of their participation with the activities of the SCJPC as authorized representatives.

If only individuals at HT&M contributed to the conception of any invention, then HT&M would likely control the patent rights and the SCJPC would need to seek transfer of those rights along the lines described above for copyrights. Joint development leading to joint inventorship shared between the SCJPC and HT&M would allow both the SCJPC and HT&M to practice and exploit the invention without the need to answer to one another. While this would allow the

SCJPC to practice the invention without impediment, it would allow HT&M to do the same. Thus, controlling the patent rights so as to maximize commercial value would be difficult. Potential licensees of the technology could play the SCJPC and HT&M off one another to lower any fees. Accordingly, joint ownership would yield a situation where cooperation between the SCJPC and HT&M could be mutually beneficial.

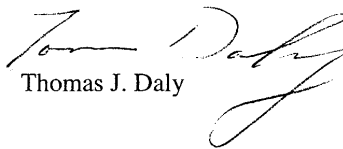
(4) Trademarks.

Trademark rights are generally developed by actual use of a designation in commerce to identify the source of goods and/or services. The first user of a mark in commerce generally develops priority in the mark regardless of who first came up with the designation. However, federal trademark law now allows someone who has an intent to use a trademark in the future to file an application immediately, thereby effectively reserving rights in the mark.

The designation "iPole" does not yet appear to be in use in commerce in connection with goods and/or services. If the SCJPC has an intent to eventually use the "iPole" designation as its trademark, it may want to file a federal trademark application for the mark based upon its intent. This is also true for any other trademarks the SCJPC may be contemplating for use. Domain name registrations for certain marks should also be explored.

I hope the above information is helpful. Please let me know if you have any questions.

Sincerely,


Thomas J. Daly

TJD/jmp

JMP PAS553115.1-* -03/2/04 7:04 PM

Southern California Joint Pole Committee

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April 21, 2004

A meeting of the **Operating Committee** took place on the above date, at 11:40 p.m., at the Committee office. Those in attendance were:

Mr. Malcolm Brown	Verizon Wireless
Ms. Sherri Goetz	Southern California Edison
Ms. Paula Haney	Verizon California
Mr. Robert Allen	City of Los Angeles (DWP)
Ms. Lynn Prescott	Verizon Wireless
Mr. Doug Schmaderer	City of Pasadena
Mr. Dennis Walls	City of Los Angeles (DWP)
Ms. Sue Thomas	Sprint PCS
Ms. Kathleen Dell	AT&T Wireless
Ms. Velma Prouty	SBC Pacific Bell
Ms. Norine Luker	NextG Networks
Ms. Jennie Corella	Committee Staff

The iPole Status was the first item on the agenda. Mr. Walls stated that in his opinion, the software was not user friendly, and the process of entering a JPA is time consuming. He suggested a meeting with Mr. Atalla, to discuss the software, and a detail of his plans for the software moving forward. Mr. Brown inquired if the Members felt that an ad hoc Committee should be formed to specifically address iPole issues. Ms Dell commented that in regards to the extra time it takes to input a JPA, the time saved will reflect in electronically sending a JPA, the quicker response time, faster billing, and the quicker processing of Form 44s. As well as a database which could run a multitude of queries. Ms. Solorzano agreed with Ms. Dell that the software would be time ineffective at the front end, however, time effective at the back end. Ms. Luker volunteered to Chair an iPole ad hoc Committee. An iPole ad hoc Committee meeting was scheduled for May 18, Tuesday, at 9:00 am. The members would discuss issues, and concerns they would like addressed/answered by Mr. Atalla. The members would then have Mr. Atalla join them at 11:00 am to answer the previously discussed issues.

The next item for discussion was the review of the **March expense sheet**. The members reviewed the expense sheet. The expenses totaled \$45,020.40, an average month. Ms. Corella reported that the lawyer's fee for reviewing the iPole contracts, and the 1998 Agreement has been included in the expenses. Although, non-budgeted items should be assessed equally, Mr. Solorzano had previously stated that in this particular case, he would not have a problem with proportionate assessment. Mr. Solorzano's approval on this is necessary, since SCE is the single member that is proportionately assessed the greatest.

However, in his opinion, Mr. Solorzano stated that he would not protest this assessment, because he felt that the iPole software contracts required reviewing by an intellectual property lawyer.

The next item on the agenda was the review of the **account receivables**. The members reviewed this report. Altrio continues to remain delinquent. Mr. Solorzano informed Ms. Corella that Mr. Doug Landaker, who was the current point of contact, is no longer with the organization. Ms. Corella reported that she would contact Altrio. She further stated that she would contact Mr. Mike Torelli, rep for the City of Riverside, as well as the Rep for Cingular Wireless.

The fourth item on the agenda was the **March member activity**, and JPA activity report. The reports reflect that the JPC staff continues to process all the submitted JPAs at this time, and that there is no backlog. Ms. Corella reported that March reflected a less than usual JPA volume. She further reported that the position vacated by Mr. Alvarado has been filled. Ms. Katrina Yarbrough has been hired as Level I Billing/Admin Aide.

Number five on the agenda was **Item 1332: DWP Multi Member Codes**. This item is pending on the implementation of the iPole system.

Item 1346: iPole Purchasing by NCJPA was the sixth item on the agenda. This item would remain on hold until the Committee has a final product to consider selling to the NCJPA (iPole Software).

The next issue on the agenda was **Item 1349: Review Initial Membership fee**. Ms. Corella reported that she is waiting to receive the 2003 Audit report to extrapolate the data from the financial statement onto the Membership Fee worksheet.

The following issue on the agenda was **Item 1355: JPC Property Rights Protection**. As per the last Operating Meeting with Mr. Atalla, and reviewing the evaluation by Mr. Daly, the Intellectual Property Rights lawyer, it was ascertained that the SCJPC does not exclusive rights to the iPole software. Therefore, it was agreed to close this item.

The members next addressed **Item 1358: PG&E Membership Reinstatement**. Mr. Steve Grimes reported that he would be meeting with the PG&E directors in May to discuss joining the SCJPC again. Ms. Corella will calculate the actual reinstatement cost for PG&E, reflecting the iPole assessment contribution separately, to present to the PG&E Directors when they meet in May.

Item 1359: Vernon Membership Reinstatement was next for discussion. Ms. Corella will calculate the assessment fee and mail Vernon an invoice. This item will remain open pending on receipt of reinstatement fee payment.

Ms. Corella stated that she has not heard a response from **City of Banning**, since their 90-day extension request was approved. Mr. Brown

reminded Ms. Corella, that if there were no response from Banning in regards to reinstatement prior to the deadline, they would need to apply for new membership should they choose to return to the SCJPC.

The last item on the agenda was **Item 1364: Reinstatement Fee**. The item was approved at the April Board meeting; therefore, this item is now closed.

Under **Miscellaneous** Mr. Brown stated that Ms. Corella had completed the JPC staff evaluations, and has created the Evaluation/Salary action proposal sheet. The members reviewed, discussed, and questioned the proposals. After discussion among the members, the Operating Committee agreed to approve the salary action proposals, which are within their authority per the SCJPC By-Laws. The salary action will be effective June 1, 2004. The Members would discuss the evaluation for Ms. Corella among themselves, off the record.

Ms. Corella then presented a request given to her by Ms. Angela Pranata, the employee who is currently maintaining the Web page, to purchase Macromedia Studio MX 2004 software to aide in web maintenance. The Members approved the \$199.00 expenditure to purchase the aforementioned software.

The meeting adjourned at 12:35 p.m., until May 19, 2004.

Jennie Corella, Office Manager

Southern California Joint Pole Committee

437 So. Cataract Ave. Unit 3
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May 19, 2004

A meeting of the **Operating Committee** took place on the above date, at 11:25 a.m., at the Committee office. Those in attendance were:

Mr. Malcolm Brown	Verizon Wireless
Ms. Sherri Goetz	Southern California Edison
Ms. Paula Haney	Verizon California
Mr. Robert Allen	City of Los Angeles (DWP)
Ms. Lynn Prescott	Verizon Wireless
Mr. Doug Schmaderer	City of Pasadena
Mr. Dennis Walls	City of Los Angeles (DWP)
Ms. Sue Thomas	Sprint PCS
Ms. Kathleen Dell	AT&T Wireless
Ms. Velma Prouty	SBC Pacific Bell
Mr. Mahendra Garg	City of Anaheim
Mr. Mike Bogner	Sprint L.P.
Mr. Chuck Johnson	Verizon California
Ms. Jennie Corella	Committee Staff

The **iPole Status** was the first item on the agenda. Mr. Brown reported that an ad hoc committee has been created to handle this issue. NextG Networks will Chair the Committee. The iPole ad hoc met for the first time May 18, 2004. This issue will be deleted from future Operating agendas, and all concerns and issues will be addressed at the iPole ad hoc Committee.

The next item for discussion was the review of the **April expense sheet**. The members reviewed the expense sheet. The expenses totaled \$53,093.48, an above-average month. Ms. Corella reported that the additional expense was due to a three pay period month. Ms. Dell noted that the Sep-IRA expense reported over budget. Ms. Corella responded that since salaries exceeded the monthly budget, so would the pension expense. However, the year to date budget remains on target.

The next item on the agenda was the review of the **account receivables**. The members reviewed this report. Altrio continues to remain delinquent. Mr. Brown inquired if Ms. Corella has received any communication from Altrio, or the entity that purchased it. Ms. Corella reported that she left a voice mail for Mr. Peter Sullivan of Argus Consulting, the firm handling the sales transition. She further stated that she informed Mr. Sullivan that Altrio was in danger of default in regards to Committee membership. She reported that when contacting the Altrio phone number, the voice message states that the number belongs to Champion Broadband. Therefore, she is assuming that the entity

that has purchased Altrio is Champion Broadband; however, the JPC office has not been formally notified of the purchase. It was agreed that a letter should be sent to Champion Broadband, informing them that they are in danger of losing their Committee membership. Ms. Corella reported that the City of Riverside would be mailing all past due invoices by the end of the week, and that she would be calling Mr. Charles Vranek of Cingular on their past due invoices.

The fourth item on the agenda was the **April member activity**, and JPA activity report. The reports reflect that the JPC staff continues to process all the submitted JPAs at this time, and that there is no backlog. The members discussed whether these reports were necessary. Ms. Corella explained that JPA activity report reflects if the JPC office is current, and how many joints, and multi-JPAs were submitted in that month. The Member Activity report reflects which members submitted JPAs in that month, and their respective count of JPAs, and poles updated for that month. Therefore, it was agreed that the Operating Committee should continue to review the above-mentioned reports.

Number five on the agenda was **Item 1332: DWP Multi Member Codes**. This item is pending on the implementation of the iPole system.

Item 1346: iPole Purchasing by NCJPA was the sixth item on the agenda. Ms. Dell briefed the members that the Committee had previously agreed that this item remain open until the SCJPC has a complete application that would benefit the NCJPA, and warrant the discussion of the sale of the iPole software. Therefore, this item would remain on hold until the Committee has a final product to consider selling to the NCJPA (iPole Software).

The next issue on the agenda was **Item 1349: Review Initial Membership fee**. Ms. Corella reported that she is waiting to receive the 2003 Audit report to extrapolate the data from the financial statement onto the Membership Fee worksheet.

The members next addressed **Item 1358: PG&E Membership Reinstatement**. Ms. Corella reported that she is working on compiling the data to create a worksheet to submit to PG&E that reflects the actual reinstatement fee. She would breakout the costs expensed for the development of iPole.

Item 1359: Vernon Membership Reinstatement was next for discussion. Ms. Corella reported that she mailed a reinstatement invoice to Vernon, and is awaiting payment. The members agreed that this item remain open until payment is received from the City of Vernon, which would officially reinstatement them.

Ms. Corella reported that she has mailed a copy of the Routine Handbook to the City of Banning, as they requested. She stated that in speaking with their representative, she informed him that their extension was until June 30, and if they did not opt to rejoin the Committee they would have to apply as new

members, because the Committee would not extend this offer again. Therefore, **Item 1362: Banning Membership Reinstatement** would remain open at this time.

The last item on the agenda was **Item 1367: T-Mobile Membership Application**. Ms. Corella reported that she has initiated the process by responding to T-Mobile requesting their financials, and enclosing a copy of the 1998 Agreement for their review. This item will remain open at this time.

Under **Miscellaneous** Mr. Brown stated the Committee would discuss the Office Managers 2004 evaluation, and compensation review. The members discussed, and approved compensation for the Office Manager.

The meeting adjourned at 12:25 p.m., until June 16, 2004.

Jennie Corella, Office Manager

Southern California Joint Pole Committee

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June 16, 2004

A meeting of the **Operating Committee** took place on the above date, at 11:25 a.m., at the Committee office. Those in attendance were:

Mr. Malcolm Brown	Verizon Wireless
Ms. Sherri Goetz	Southern California Edison
Ms. Paula Haney	Verizon California
Mr. Robert Allen	City of Los Angeles (DWP)
Ms. Lynn Prescott	Verizon Wireless
Mr. Sheldon Cox	City of Pasadena
Mr. Thomas Dailey	City of Los Angeles (DWP)
Ms. Sue Thomas	Sprint PCS
Ms. Kathleen Dell	AT&T Wireless
Ms. Norine Luker	NextG Networks
Ms. Jean Baccus	Committee Staff

The first item on the agenda was the review of the **May 2004 expense sheet**. The members questioned the variance on the iPole expense since it appears over budget. This item is prorated and will balance by year-end. Overall, the expenses are under budget year to date.

The next item on the agenda was the review of the **account receivables**. Altrio and Cingular are delinquent to the extent of being in default of the Agreement. Although, Ms. Corella has contacted them via US mail, Ms. Dell suggested that if there is no response soon, she and Mr. Brown should intervene, and contact the members in default directly. Mr. Brown agreed with Ms. Dell on this suggestion.

The third item on the agenda was the **May member activity**, and JPA reports. It was noted that the month of May reflected a drop in JPA volume. Ms. Baccus responded that May was abnormally small in regards to volume. However, in the current month of June, the volume of submitted JPAs is back to normal.

The following items on the agenda: **Item 1332: DWP Multi Member Codes, Item 1346: iPole Purchasing by NCJPA, and Item 1349: Review of Initial Membership Fee** are all contingent on other factors, therefore, they shall remain open at this time.

The members next addressed **Item 1358: PG&E Membership Reinstatement**. Mr. Brown reported that Ms. Corella has sent a reinstatement fee to PG&E for their review. The members discussed the quickly approaching reinstatement deadline of June 30 for former members opting to return to the Committee. However, PG&E had displayed a sincere interest in rejoining the Committee by continuous contact with the members. Ms. Dell stressed that the original deadline set by the members, for all former members is June 30, 2004. Ms. Prescott inquired why there is a deadline on reinstatements. In her opinion, if any former member chooses to return, and is willing to pay the reinstatement fee, they should be allowed to rejoin. Ms. Dell responded that this offer requires a deadline, and if any former members wishing to return to the Committee, would be allowed to do so, but must come in as a new member applicant. She further stated that this had been discussed and decided earlier, but could be revised at anytime per the members. The members agreed to maintain the deadline, because this offer requires a limit date.

Item 1359: Vernon Membership Reinstatement was next for discussion. Their reinstatement fee has been received, therefore, Vernon is now officially a member, and this issue can be closed.

Item 1362: Banning Membership Reinstatement has not responded at this time. This item will remain open until June 30, 2004.

The next item on the agenda was **Item 1367: T-Mobile Membership Application**. The Committee office has not received any further communication from T-Mobile. Ms. Dell stated that T-Mobile intends on purchasing Cingular Wireless. There is a possibility that they may acquire Committee membership should they move forward with the purchase of Cingular.

Item 1368: Evaluation Period Review was discussed next. The was prompted due to staff evaluations currently following a fiscal year calendar, when the financials follow a calendar year. However, after much discussion, the consensus among the members is to continue evaluations on a fiscal calendar. This item is now closed.

The last issue on the agenda was **Item 1369: Newpath Networks Membership**. Ms. Dell stated that at the Board meeting Ms. Baccus read the application letter from Newpath, and that Ms. Corella has started the application process by responding with the appropriate documents.

There were no issues under **Miscellaneous**.

The meeting adjourned at 10:35 a.m., until July 21, 2004.

Jean Baccus, Billing Associate, Level IV

Southern California Joint Pole Committee

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July 21, 2004

A meeting of the **Operating Committee** took place on the above date, at 10:25 a.m., at the Committee office. Those in attendance were:

Mr. Malcolm Brown	Verizon Wireless
Mr. Ernie Solorzano	Southern California Edison
Ms. Sherri Goetz	Southern California Edison
Ms. Paula Haney	Verizon California
Ms. Velma Prouty	SBC – West (Pacific Bell)
Mr. Robert Allen	City of Los Angeles (DWP)
Ms. Lynn Prescott	Verizon Wireless
Mr. Doug Schmaderer	City of Pasadena
Mr. Dennis Walls	City of Los Angeles (DWP)
Ms. Sue Thomas	Sprint PCS
Mr. Michael Rutledge	Sprint Communications, L.P.
Mr. Michael Bogner	Sprint Communications, L.P.
Ms. Kathleen Dell	AT&T Wireless
Ms. Norine Luker	NextG Networks
Ms. Jennie Corella	Committee Staff
Ms. Jocelyn Tiangco	Committee Staff

The first item on the agenda was the review of the **June 2004 expense sheet**. The members reviewed the expenses for June, and there were no questions or concerns.

The next item on the agenda was the review of the **account receivables**. Ms. Corella reported that she transferred all Altrio invoices from the delinquent report to the default report. According to the 1998 Agreement, Altrio is in default due to their past due invoices. She further reported, that she contacted the remittance department for Cingular, and faxed them all past due invoices.

The third item on the agenda was the **June member activity**, and JPA reports. It was noted that the month of June reflected a substantial increase in JPA volume, in comparison to the previous month. The JPC office processed 750 JPAs, without the need of overtime.

Item 1332: DWP Multi Member Codes, and **Item 1346: iPole Purchasing by NCJPA**, are contingent on the implementation of iPole, therefore, these items were not discussed, and remain open at this time.

Item 1349: Review Initial Membership Fee, was next on the agenda. Ms. Corella distributed the fee worksheet. She reported that she has input the current 2003 data extracted from the JPC financial statement prepared by the Committee auditor. The members have a concern with the Intellectual Property portion of the fee. The question is whether the \$6.00 replacement cost per pole is a true reflection of current replacement costs. Ms. Dell stated that in her opinion, it appears a high cost for entering pole record data. Mr. Allen stated that in his opinion, it appears low. He further stated that the cost is not merely for data entry, but for gathering the information from other sources in order to input the data, and recover the pole database. Ms. Prescott agreed with Mr. Allen in that the cost is inclusive of research and other variables necessary to rebuild the pole database. The consensus among the members that were present was to place this item on the Consent Calendar of the next Board meeting. Mr. Solorzano questioned data under the Intellectual Property. His two concerns were (1) the \$6.00 per pole card replacement cost, which in his opinion is low, and (2) the estimate of 10,000 poles that would be beneficial to an incoming members. Ms. Corella responded that she is not aware of how the Committee arrived at the number 10,000 poles as beneficial to incoming members. The \$6.00 per pole fee was acquired from two independent engineering firms, as stated on the sheet. Ms. Haney inquired if Ms. Corella has copies of the quotes received from the engineering firms. Ms. Corella responded that in her research she discovered a folder entitled "membership fees", and it contained a handwritten worksheet by the previous Office Manager. The consensus is that this item is not ready for Board approval, therefore, this item will remain open at this time for further review and discussion at the next Operating Meeting.

The members next addressed **Item 1358: PG&E Membership**. As reported at the Board meeting, PG&E have requested an extension until August 31, 2004. This item will remain open at this time.

Item 1362: City of Banning Reinstatement has been closed due to the expiration of their extension date. Ms. Corella reported that she sent communication to Banning, stating that they could no longer opt for reinstatement. However, they are welcome to join the Committee again by applying as a new applicant.

The next item on the agenda was **Item 1367: T-Mobile Membership Application**. The Committee office has not received any further communication from T-Mobile. Ms. Dell inquired if T-Mobile was a CLEC. She reported T-Mobile is in the process of purchasing Cingular Wireless. She further stated that it is her understanding that Cingular Wireless is purchasing AT&T Wireless, which becomes effective in October of this year. She further reported that currently under negotiations is the purchasing of the Cingular 850 band by T-Mobile. Ms. Dell stated that she assumes T-Mobile would acquire the pole assets, but is not aware of how T-Mobile would handle Committee membership. Since Cingular is selling only a portion of their organization assets, in her opinion, Cingular may choose to maintain their

membership. Since T-Mobile is not acquiring Cingular in its entirety, the members agreed that this issue would need to be addressed when the transaction occurs.

The last issue on the agenda was **Item 1369: Newpath Networks Membership**. Ms. Corella reported that the Committee office has not received any communication from Newpath Networks. This item would remain open at this time.

Under **Miscellaneous**, the members discussed the **purchase of Altrio by Champion Broadband**, the status of membership, and the method Champion would transact joint pole business. Ms. Corella reiterated what she had reported at the Board earlier that morning. In speaking with Mr. Haverkate, CEO for Champion, he informed her that Champion has purchased Altrio assets only, not liabilities. In reference to joint pole transactions, Champion is choosing to handle pole attachments through tenant lease agreement with the respective utilities. He further stated that, those poles that are jointly owned Champion would like to convert joint ownership to tenant status. Mr. Solorzano remarked that a point of discussion among the members is allowing Champion to reverse finalized JPAs, and enter into third party agreements on the reversed JPAs. Mr. Solorzano further remarked that the facilities are attached to the poles, and members do not have the option to remove/cut their facilities. In his opinion, Mr. Solorzano stated that in order to avoid losses, an option is to allow Altrio/Champion to withdraw from Committee membership, and to handle Champion as a tenant. Mr. Solorzano stated that his organization has an idea of the revenue due SCE from Altrio, and finalized JPAs. However, SCE is not completely aware of those attachments, where the JPAs were not finalized. Mr. Schmaderer inquired how accurate the accounting records were for SCE on Altrio transactions. Mr. Solorzano responded that what they have on record is from finalized JPAs. However, they are aware of the path initiated by Altrio, and in what direction they were moving. SCE had earlier received JPAs from Altrio, in Temple City and Sierra Madre, that upon site inspection, Altrio was not attached, therefore, SCE cancelled those JPAs.

The consensus by the attending members is to send a correspondence to Champion, requesting they send a formal letter of notification to the Committee, stating that they do not wish to continue Committee membership, and they would like to handle joint pole transactions as tenant agreements. Mr. Solorzano suggested requesting the details and clarification of the purchase of Altrio detailing what assets were acquired, and what liabilities were excluded. Mr. Solorzano would like details on the sale in order to have the SCE legal department review it. The other members agreed in that they would like their legal departments to review the details of the sale for clarification.

Ms. Corella expressed her concern with the monthly assessments for Altrio. She continues to assess them, however, all are aware that the probability is that they will not be paid, and eventually be written off as a loss. Ms. Corella requested direction from the Committee. Ms. Dell suggested to continue assessing Altrio, until the Committee has a formal notification that

Altrio is withdrawing, and/or that Champion does not choose to continue membership. Ms. Corella will contact Mr. Peter Sullivan, the consultant who handled the sale, and inquire about the details regarding the sale, and also if there is a contact person from Altrio so that the Committee may request a formal letter of withdrawal from Altrio. A letter will be drafted to Champion, requesting formal notification that they have no interest in continuing Committee membership, and are choosing to handle joint pole transactions through lease agreements. Ms. Corella will draft the letters, and have them reviewed by the President and Vice-President of the Committee. The letters are to be signed by the President.

The other issue on Miscellaneous was **Correction of Records**, and **Form 7**. The concern is if any member on a JPA can initiate a Correction of Record JPA, and if the JPC staff must notify, and obtain approval from the initiating member of the correction by another participating member. Ms. Dell responded that if a JPA has been finalized, any participating member on a JPA may initiate a correction of record JPA. Ms. Prouty stated that SBC has been requested by SCE to send a Form 7 to SCE to initiate a correction of record JPA, and SCE would create the correction JPA. Ms. Prouty stated that when SBC created a correction of record JPA, SCE would deny the correction JPA, and request the Form 7. She further stated that the method of the initiating party creating the correcting JPA after receiving a Form 7 from the other participating member, instructing SCE to create the correcting JPA had been agreed upon previously. Ms. Dell responded that she is not aware of such an agreement among the members. Mr. Solorzano inquired if there were any examples of the scenario. Ms. Tiangco responded that the JPC office had received, this week a SBC correction of record JPA. She further stated that Gertrud informed her that when a correcting JPA is received in the office, the initiating member must be notified and approves the correction. Ms. Dell responded that it is not the responsibility of the JPC staff to arbitrarily question a correction of records. Ms. Tiangco stated that the JPC staff would like clarification on this issue. Ms. Dell clarified that if a JPA is received in the office, and there is no formal protest, and there are no clerical errors, the JPA is processed. Ms. Tiangco stated she also needs clarification on a Form 7. Ms. Tiangco inquired if the JPC staff must inform the other members of the Form 7 protesting a JPA, or just pull the JPA in protest. Ms. Prouty interjected that all members on the protested JPA were sent a Form 7, as well as the JPC staff. The action the staff must take when receiving a Form 7 is to pull it so it does not appear on a Form 44. Ms. Thomas stated that the concerns are two different issues. The consensus among the members is that when a correction of records JPA is received at the JPC office, the action the staff must take is to process the JPA, since it has been through the normal JPA process. The staff need not notify the other member(s) on the JPA. In reference to a Form 7, the staff need not notify any members, but pull the JPA, attach the Form 7, and return the JPA to the member initiator. The protested JPA should not be on the Form 44 of the current month. The issue should be resolved between the participating members of the JPA.

The meeting adjourned at 12:15 p.m., until August 18, 2004.

Jennie Corella, Office Manager

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August 18, 2004

A meeting of the **Operating Committee** took place on the above date, at 10:25 a.m., at the Committee office. Those in attendance were:

Mr. Malcolm Brown	Verizon Wireless
Ms. Sherri Goetz	Southern California Edison
Ms. Paula Haney	Verizon California
Ms. Velma Prouty	SBC – West (Pacific Bell)
Ms. Lynn Prescott	Verizon Wireless
Mr. Sheldon Cox	City of Pasadena
Mr. Doug Schmaderer	City of Pasadena
Mr. Dennis Walls	City of Los Angeles (DWP)
Ms. Sue Thomas	Sprint PCS
Mr. Tibor Lakey	Sprint Communications, L.P.
Ms. Kathleen Dell	AT&T Wireless
Ms. Norine Luker	NextG Networks
Mr. Mahendra Garg	City of Anaheim
Ms. Monica Gonzalez	Southern California Edison
Ms. Jennie Corella	Committee Staff

Chairman, Mr. Brown opened the meeting with the review of the **July 2004 expense sheet**. Mr. Mahendra questioned the balance remaining on the Atalla contract. Ms. Corella responded that contract is for 36 months, and should be paid in the next year. Ms. Prescott questioned the postage expense. In her opinion, since pole cards are no longer being sent to the members the postage should decrease. Ms. Corella responded that the volume of multi-party JPAs have increased. This requires multiple copies of JPAs made for all members on the JPA. This results in heavy, and large quantities of Form 44 packets mailed to members.

The next item on the agenda was the review of the **account receivables**. Ms. Corella reported that Cingular Wireless has not paid their past due invoices. She had been contacted by Mr. Charles Vranek to mail past due invoices to his home address. However, it appears that Cingular has paid the current invoice, but is not paying those prior to May 2004. Ms. Corella stated that she expected Mr. Vranek to attend the meeting, and had planned to speak to him concerning the past due invoices. However, since he was not in attendance, Ms. Corella stated that she would contact Mr. Vranek again in an attempt to collect payment on the past due invoices.

The third item on the agenda was the **July member activity**, and JPA reports. It was noted that the month of July reflected 659 JPAs processed.

Item 1332: DWP Multi Member Codes, and **Item 1346: iPole Purchasing by NCJPA**, are contingent on the implementation of iPole, therefore, these items were not discussed, and remain open at this time.

Item 1349: Review Initial Membership Fee, was next on the agenda. Ms. Corella distributed the revised fee worksheet. She reported that Mr. Solorzano questioned the depreciation factor. She inserted the depreciation fraction factor out six places in order to reflect the true factor. The other concern Mr. Solorzano has is the number of poles beneficial to new members. Ms. Corella stated that she does not know how the Committee arrived at the 10,000 pole count reflected on the worksheet. In regards to the beneficial poles to new members, Mr. Brown questioned if Ms. Dell has any recollection on how the Committee arrived at 10,000 poles. Ms. Dell replied that to the best of her knowledge, the Committee reviewed the overall usage of the incoming members at that time, and agreed that 10,000 was a fair count. Ms. Prescott suggested taking members with less than 20 years of membership, totaling their pole base, and arrive at an average. This would result in a number resulting from the aforementioned formula. The members agreed on trying this method and reviewing the results at the next Operating meeting. Ms. Corella would have the worksheet revised and ready for discussion by next month. Finally, Mr. Solorzano's last concern is with the \$6.00 per pole replacement cost. Ms. Corella stated that at the bottom of the sheet there is a box. In the box, noted in italics, states the explanation at how the Committee arrived at the \$6.00 per pole cost. This worksheet would be revised for further discussion. This item would remain open at this time.

The members next addressed **Item 1358: PG&E Membership**. As reported at the Board meeting, PG&E have requested an extension until August 31, 2004. This item will remain open at this time.

The next item on the agenda was **Item 1367: T-Mobile Membership Application**. This item was opened in April. The members agreed that this item should remain open at this time.

The last issue on the agenda was **Item 1369: Newpath Networks Membership**. Ms. Corella reported that this item was opened in June of this year. Ms. Dell reported that she believes Newpath Networks is awaiting their CPCN from the CPUC. This item is to remain open at this time.

Under **Miscellaneous**, Ms. Corella proposed an evaluation for Ms. Jocelyn Tiangco, and Ms. Lynnel Perez, with proposed salary action. Ms. Katrina Yarbrough is also up for review, in that her probationary period has expired. The members agreed to award Ms. Yarbrough the proposed salary action. Since Ms. Tiangco and Ms. Perez have had their job duties increased they would require a six-month evaluation period. Therefore, they will be

evaluated again at year-end, which meets the six month rating period. The members discussed a spot bonus for Ms. Tiangco and Ms. Perez might be appropriate since they have taken on an additional volume of work. The work once performed by a three staff group is now being performed by Ms. Perez and Ms. Tiangco alone. The members would return with suggestions for a spot bonus.

The last item discussed was the **Altrio/Champion** issue. Ms. Corella inquired if the Committee would like to engage the legal services that would search for any information/transactions by using the Altrio corporate filing number. The members agreed not to act at this time, but to wait for a response from Mr. Sullivan to the letter sent to him by Ms. Corella. This issue would be discussed further at the next Operating meeting.

The meeting adjourned at 11:35 a.m., until September 15, 2004.

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September 15, 2004

A meeting of the **Operating Committee** took place on the above date, at 10:55 a.m., at the Committee office. Those in attendance were:

Mr. Malcolm Brown	Verizon Wireless
Ms. Sherri Goetz	Southern California Edison
Ms. Paula Haney	Verizon California
Ms. Velma Prouty	SBC – West (Pacific Bell)
Ms. Lynn Prescott	Verizon Wireless
Mr. Sheldon Cox	City of Pasadena
Mr. Robert Allen	City of Los Angeles (DWP)
Mr. Dennis Walls	City of Los Angeles (DWP)
Ms. Sue Thomas	Sprint PCS
Ms. Kathleen Dell	AT&T Wireless
Ms. Jennie Corella	Committee Staff

Chairman, Mr. Brown opened the meeting with the review of the **August 2004 expense sheet**. Mr. Allen questioned iPole (phase 1) expense, which reflects over budget. Ms. Corella responded that one payment of \$37,500.00 was made at the start of the year and it is pro-rated, and would balance by year-end. Ms. Dell reiterated that moving forward; Hyperlink is to send a monthly invoice itemizing the worked performed for hours billed. At the iPole meeting Mr. Atalla agreed to supply a monthly invoice to the Committee.

The next item on the agenda was the review of the **accounts receivable**. Mr. Brown and Ms. Corella discussed the Cingular Wireless past due invoices with Mr. Vranek. He informed Ms. Corella that he would take the copies of the past due invoices, and hand-deliver them to the AP person at Cingular.

The third item on the agenda was the **August member activity**, and JPA reports. It was noted that the month of August reflected 732 JPAs processed.

Item 1332: DWP Multi Member Codes, and **Item 1346: iPole Purchasing by NCJPA**, are contingent on the implementation of iPole, therefore, these items were not discussed, and remain open at this time.

Item 1349: Review Initial Membership Fee, was next for discussion. Ms. Corella distributed a revised worksheet for membership fee. At prior meetings, the members questioned if the count of 10,000 poles beneficial to incoming members was correct. A suggestion was made to take those members with less than 20 years membership, total their pole count, arrive at

a simple average and take that number as poles beneficial to new members. Ms. Corella also inserted the exact number of poles in the database. Applying these revisions to the worksheet, the membership cost has decreased. The members agreed that the primary purpose for this exercise is to have structure in how the membership fee is calculated, and is fair and equitable. Another factor in the worksheet that is questionable, is the \$6.00 per pole replacement cost. Ms. Prescott stated that the cost does not merely reflect re-creating the pole database, it also is a reflection of the time the Committee has spent compiling the Routine Handbook. There is a value to the hours invested among the members writing and revising the Handbook. She further stated that if utilities are not members, and do not have the ease of handling transactions via the Handbook and the Agreement, their recourse would be to enter into a third party agreement with member utilities. It is her understanding that lease agreements can be very difficult. Edison raised the membership fee concerns, therefore; it was agreed to ask Mr. Solorzano what issues prompted his concerns. After some discussion, the members agreed that an estimated cost of arriving at a lease agreement among members should be reviewed. This would reflect the cost of joining the Committee versus entering into third party agreements with members, and allow the members to compare the value of Committee membership versus leasing. This item would remain open pending upon the submitted estimated costs for a third party agreement to be presented to the Operating Committee by Edison and City of Los Angeles.

The members next addressed **Item 1358: PG&E Membership**. As reported at the Board meeting, PG&E have requested an extension until March 31, 2005. The Board approved and granted PG&E their request. This item will remain open at this time.

The next item on the agenda was **Item 1367: T-Mobile Membership Application**. This item was opened in April. The members agreed that this item should remain open at this time.

The ninth issue on the agenda was **Item 1369: Newpath Networks Membership**. Ms. Corella reported that this item was opened in June of this year. Ms. Dell reported that she believes Newpath Networks is awaiting their CPCN from the CPUC. This item is to remain open at this time.

Next issue discussed is **Item 1371: Salary Survey**. The target date for having this project ready for the Operating Committee to review is by the February meeting.

There were several items on **Miscellaneous**. The first was the suggestion of recognizing the extra work performed by Ms. Tiangco and Ms. Perez from the previous Operating meeting. After much discussion, it was agreed to give the entire JPC staff a lunch and some time off in appreciation for the additional work they performed.

The next item discussed was the **Altrio/Champion** issue. Ms. Corella stated that she continues to assess Altrio on a monthly basis, however knowing that there is a probability that the invoices will not be paid. She is seeking direction in how to handle Altrio and the status of membership default. Currently, Altrio is sharing in the monthly expenses, however, if the invoices are not collected, then the invoices are written off at a loss. Ms. Corella's primary concern is, how much longer should the JPC office continue assessing Altrio their share of monthly expenses. Ms. Prouty stated that she agrees, and her organization is currently considering writing off Altrio invoices. Mr. Garg suggested contacting a collection agency to aid in recovering some of the money invoiced to Altrio. Ms. Corella reminded the members that a letter has been sent to Mr. Peter Sullivan of Champion, requesting information in regards to the location of the Altrio officers. She reported that she has not received a response. After much discussion, the consensus is to continue assessing Altrio until October 2004. Their oldest invoice is dated October 2003, therefore, a precedent would be set in that members who have not paid their assessment invoices in one year, would have their membership terminated. The final consensus is to assess Altrio in October, and the members would make a decision at the next meeting.

The last issue on the miscellaneous agenda was the 2005 Operating Budget. The budget has been given **Item 1372: 2005 Operating Budget**, which has been assigned to the Operating Committee. Ms. Corella stated she would bring the initial draft for review and discussion to the next Operating Committee meeting.

The meeting adjourned at 12:15 p.m., until October 20, 2004.

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October 20, 2004

A meeting of the **Operating Committee** took place on the above date, at 11:00 a.m., at the Committee office. Those in attendance were:

Mr. Malcolm Brown	Verizon Wireless
Mr. Ernie Solorzano	Southern California Edison
Ms. Sherri Goetz	Southern California Edison
Ms. Paula Haney	Verizon California
Mr. John Rodriguez	Verizon California
Ms. Velma Prouty	SBC – West (Pacific Bell)
Ms. Lynn Prescott	Verizon Wireless
Mr. Randall Starkey	Adelphia Cable Communications
Ms. Sue Thomas	Sprint PCS
Ms. Jennie Corella	Committee Staff

Chairman, Mr. Brown opened the meeting with the review of the **September 2004 expense sheet**. Mr. Garg questioned the postage expense, which is over budget. Ms. Corella responded that this is due to the large increase in volume of JPAs. Many members require multiple copies of JPAs, therefore, resulting in heavy packages that are being mailed to members. This is reflected in the multi-party JPAs, where multiple members require multiple copies of a single JPA. Ms. Corella stated that the increased volume has also created an impact on the copier. The copier is requiring greater than average maintenance due to the volume of photocopies. The members agreed that upon the implementation of iPole, this should no longer be an issue.

The next item on the agenda was the review of the **accounts receivable**. Ms. Corella reported that she contacted the accounts payable department of Cingular Wireless in regards to their past due status. Their response to her was that the invoices had been submitted for payment, however, for some unknown reason, were not paid. Cingular agreed to research this issue. Mr. Brown inquired into the status of Adelphia Business Solutions. Ms. Corella reported that they remain in bankruptcy status at time. She further stated that there is a possibility that the monies due from Adelphia Business Solutions, may result as a loss to the Committee.

The third item on the agenda was the **September member activity**, and JPA reports. It was noted that the month of September reflected 692 JPAs processed. Mr. Solorzano questioned if the office is handling the increased volume of work. Ms. Corella responded that since the implementation of the

revised system of processing the work, the result is a greater time-effective process.

Item 1332: DWP Multi Member Codes, and **Item 1346: iPole Purchasing by NCJPA**, are contingent on the implementation of iPole, therefore, these items were not discussed, and remain open at this time.

Item 1349: Review Initial Membership Fee, was next for discussion. Ms. Corella reported that at the prior meeting, it was decided to have Edison review the schedule since they originally brought this issue to the table. Ms. Corella briefed Mr. Solorzano on the second draft of the fee. Mr. Solorzano stated that he remains to be of the opinion that incoming members have the benefit of the entire pole database of 1,200,000 poles, not just 10,000. Therefore, the intellectual property section of the membership fee requires revisions. While on the subject of new members, Ms. Prouty inquired if the Committee has ever considered requiring new members to provide a bond to protect the Committee from a member in default, as is the current situation with Altrio. Mr. Brown suggested withholding a percentage of the initial membership fee as security against default. It was agreed to discuss this issue at the reorganization ad hoc committee. The members discussed several options and formulas on arriving at an equitable membership fee. The consensus among the members is to assign a value of \$50,000.00 to intellectual property. The members agreed to view the revised draft at the next meeting.

The members next addressed **Item 1358: PG&E Membership**. As reported at the September Board meeting, PG&E have requested an extension until March 31, 2005. The Board approved and granted PG&E their request. This item will remain open at this time. Mr. Solorzano reported that Edison is expecting PG&E to either execute a third party agreement with them, or decide on reinstatement to ensure that their attachments are contractually legal. Mr. Solorzano agrees on allowing PG&E one final extension, but is of the opinion that the process in deciding to reinstatement their membership is time excessive. One issue with PG&E is 851 filing with the CPUC. PG&E is of the opinion that joint pole transactions require 851 filings. Edison's position on this issue is that this is not required for joint pole transactions. This item will remain open at this time.

The next item on the agenda was **Item 1367: T-Mobile Membership Application**. This item was opened in April. The members agreed that this item should remain open at this time.

The ninth issue on the agenda was **Item 1369: Newpath Networks Membership**. Ms. Corella reported that this item was opened in June of this year. This item is to remain open at this time.

Next issue discussed is **Item 1371: Salary Survey**. Ms. Corella stated that she would be sending out a solicitation email to the members by no later

than October 31. Ms. Corella asked the members their opinion on a reasonable turn-around time frame to have the salary information back to her. Ms. Prouty suggested one month should be a reasonable timeframe. Ms. Corella stated that the deadline for providing the salary information back to her would be November 30, 2004

Item 1372: 2005 Budget was discussed next. Ms. Corella distributed the first draft of the proposed 2005 operating budget. The members reviewed each individual line item. Ms. Corella reiterated that the cost of postage has increased due to the volume of work. She added that she plans on auditing the postage usage to compare the cost monthly. Ms. Corella raised the issue of the current copier. As has been mentioned previously, due to the increased volume of work, a larger amount of JPAs are copied every month to accommodate the members requests. Ms. Prouty questioned what percentage of savings could the Committee expect, if one master copy of a JPA was sent to the members, and they make the necessary copies using their respective copiers. Ms. Corella responded that the savings would be reflected in the monthly maintenance cost of the copier, the cost of postage, and the labor required to copy and mail the sets of JPAs.

Ms. Corella remarked that last year a value was not assigned to attorney expenses, however, she is of the opinion that it is highly likely that the Committee would require legal advice next year. Therefore, she listed a value. Ms. Goetz stated that she is of the opinion that legal counsel is a benefit to the entire Committee; therefore, this expense should be shared equally. It was agreed not to assign a value to legal services. In the event that the Board agrees that legal counsel is required, the expense would be shared equally among the members.

In computer systems, under software development phase II, Mr. Solorzano stated that in his opinion this is also a benefit to all members, therefore, this cost should be assessed equally. It was agreed not to assign a value to this line item. Ms. Haney stated that in her opinion, this cost should not be shared equally. The members that generate the greatest volume of work are gaining the greatest benefit, therefore, these members should be assessed the greater share. Ms. Prouty stated that she is in agreement with Ms. Haney, in that the member generating the greatest volume of work is gaining the greatest benefit. Mr. Solorzano responded that he was not in agreement. He stated that although the JPAs are Edison initiated JPAs, there are other members party to the JPAs, and benefit as well. The final consensus is to have no value on the software development phase II line item. The budget draft would be revised, and reviewed at the next meeting.

Lastly, was discussion of **Miscellaneous** issues. Ms. Corella inquired into the handling of the monthly assessment invoices for Altrio Communications. Currently, the monthly operating expenses are divided proportionately among 30 members. Her primary concern is that this amount would be written off as a loss to the Committee. The members are of the opinion that Champion has acquired Committee membership and are responsible for maintaining membership. Mr. Solorzano reported that Edison

is arranging a meeting with Champion to determine how they intend on transacting joint pole activities moving forward. Mr. Solorzano stated that he would report the outcome of that meeting to the Committee. The consensus is to continue assessing Altrio their monthly invoice until further notice.

The final topic for discussion was the Hyperlink monthly invoice. The members reviewed the invoice. Ms. Goetz and Ms. Prouty questioned the invoice in that it does not reflect a breakdown of the hours. Mr. Solorzano responded that the Committee did not negotiate an hourly contract, therefore, that may be the reason why it does not reflect hours. Mr. Solorzano will discuss this with Mr. Atalla at their scheduled meeting to discuss iPole.

The meeting adjourned at 12:45 p.m., until November 17, 2004.

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November 17, 2004

A meeting of the **Operating Committee** took place on the above date, at 12:35 a.m., at the Committee office. Those in attendance were:

Mr. Malcolm Brown	Verizon Wireless
Mr. Ernie Solorzano	Southern California Edison
Ms. Sherri Goetz	Southern California Edison
Mr. Robert Allen	City of Los Angeles (DWP)
Ms. Paula Haney	Verizon California
Mr. Sheldon Cox	City of Pasadena
Ms. Velma Prouty	SBC – West (Pacific Bell)
Ms. Lynn Prescott	Verizon Wireless
Mr. Randall Starkey	Adelphia Cable Communications
Ms. Sue Thomas	Sprint PCS
Ms. Jennie Corella	Committee Staff

Chairman, Mr. Brown opened the meeting with the review of the **October 2004 expense sheet**. The month reflected a three-payroll period; therefore, the expenses were greater than the average monthly expenses. There were no questions, or concerns with the October expenses.

The next item on the agenda was the review of the **accounts receivable**. It was noted that Cingular Wireless is now current. Mr. Brown stated that the members should decide how they would like to handle Altrio Communications who are in default of the 1998 Agreement. Ms. Haney suggested suspending the monthly assessment billing in the event that the debt proves unrecoverable. Ms. Dell stated in her opinion that the billing should continue. Ms. Haney stated that by suspending the billing, this could possibly avoid a future loss against the Committee. She further stated that if Champion Broadband decides to retain membership, then they would be billed back to the first date of suspension. Ms. Corella remarked that her concern is that, Mr. Sullivan informed her that Altrio no longer existed. Therefore, in her opinion, she is billing a non-existent company. Mr. Solorzano remarked that in the event that the Altrio debt must be written off the books as a loss, the members would be levied a special assessment that is shared proportionately to offset the default. Therefore, he further stated that the Committee office should continue assessing Altrio. The members reviewed the 1998 Agreement section that addresses members in default. After review the consensus is to continue billing Altrio their share of the monthly assessments, and send a letter to Altrio stating that they are in default of the Agreement. The letter is to state, that if they do not respond to remedy the problem within thirty days of the letter,

their membership would be terminated. When Altrio is terminated, then their monthly billing would discontinue.

The third item on the agenda was the **October member activity**, and JPA reports. It was noted that the month of October reflected 786 JPAs processed. It was suggested to revise the JPA activity sheet report by deleting the JPAs returned column.

Item 1332: DWP Multi Member Codes, and **Item 1346: iPole Purchasing by NCJPA**, are contingent on the implementation of iPole, therefore, these items were not discussed, and remain open at this time.

Item 1349: Review Initial Membership Fee, was next for discussion. Ms. Corella distributed copies of the third draft for the proposed initial membership fee. Ms. Dell inquired at how the committee members arrived at the \$50,000.00 for intellectual property. Mr. Solorzano stated that rather than arrive at a set formula to justify the dollar amount, the members felt that the bulleted items listed as benefits to incoming members are valued at the above-mentioned cost. It was agreed to place this item on the January board consent calendar for approval.

The members next addressed **Item 1358: PG&E Membership**. PG&E have been given an extension on their reinstatement invitation until March 31, 2005. This is no communication to report on this item. This item is to remain open at this time.

The next item on the agenda was **Item 1367: T-Mobile Membership Application**. This item was opened in April. The members agreed that this item should remain open at this time.

The ninth issue on the agenda was **Item 1369: Newpath Networks Membership**. Ms. Corella reported that this item was opened in June of this year. This item is to remain open at this time.

Next issue discussed is **Item 1371: Salary Survey**. Ms. Corella reported that she has received three responses. Ms Dell stated that in order to aid members in supplying this information, job descriptions were needed. It was agreed that the JPC job descriptions would be sent to the members by December 5, 2004. The members are to respond with their information by January 5, 2005.

Item 1372: 2005 Budget was discussed next. Ms. Corella distributed the second draft of the proposed 2005 operating budget. She stated that at the prior meeting, the proposed salary amount was reduced to \$260,000.000. According to the current expense sheet, by year-end projection, the line item would go over the budgeted amount. Ms. Corella proposed to restore the line item to the original amount. After some discussion among the members the amount was restored.

Ms. Dell questioned the iPole Development Phase II line item that reflects a zero dollar budget expense. She questioned if the members are in agreement to share the expense equally between them should the expenditure become necessary. The members responded that they are in agreement to share this expense equally.

The members agreed to expense equally the cost of any software purchase should it become necessary to purchase additional software applications.

Ms. Corella stated that she has designated the responsibility of OSHA compliance to Ms. Baccus. Ms. Baccus has attended a Cal-OSHA workshop and is in the process of evaluating everyone's workstation to ensure it is compliant with Cal-OSHA and the prevention of work related injuries. She is creating a Cal-OSHA manual for the JPC staff. Ms. Corella stated that Ms. Baccus has reported to her that the purchase and replacement of some furniture and equipment has been noted. Therefore, Ms. Corella stated that she is anticipating the expenditure of equipment and furniture for 2005. It was agreed by the members not to assign a value to this budget line item. The members agreed that this expense is a benefit to all members; therefore, they would share this expense equally. The consensus is to make the revisions on draft 3 of the operating budget, and place this item on the January Board consent calendar for Board approval.

Lastly, was discussion of **Miscellaneous** issues. Ms. Corella distributed a proposed salary compensation for Ms. Lynnel Perez and Ms. Jocelyn Tiangco. After some review, the consensus was to approve the salary action proposals effective December 1, 2004.

The members discussed the issue of sending multiple copies of JPAs to members, which are currently attached to the monthly Bill of Sale forms. The issue is with the JPC copier. The volume of copies has increased so that the copier is constantly in need of maintenance. If one master copy were sent to members, the result would be fewer copies produced by the JPC copier, relieving the current strain on the JPC copier. The members agreed that one copy would suffice, with the exception of Edison, which at this time would continue to require the specified amount of copies. Ms. Haney stated that she would check within her organization to confirm if one copy is sufficient.

Lastly, the members agreed that they would not meet in December 2004, but would schedule a year-end luncheon for the staff and members. Ms. Dell would work with Ms. Corella to coordinate the luncheon.

The meeting adjourned at 12:45 p.m., until January 2005.

Jennie Corella, Office Manager