

Southern California Joint Pole Committee

437 So. Cataract Ave. Unit 3
San Dimas, CA 91773
Phone (909) 592-4001

January 19, 2005

A regular meeting of the **as hoc Committee on Reorganization** took place on the above date, at 2:00 p.m., at the Committee office. Those in attendance were:

Ms. Velma Prouty	SBC Pacific Bell
Ms. Sherri Goetz	Southern California Edison
Mr. Robert Allen	City of Los Angeles (DWP)
Ms. Paula Haney	Verizon California
Ms. Kathleen Dell	AT&T Wireless
Mr. Malcolm Brown	Verizon Wireless
Ms. Lynn Prescott	Verizon Wireless
Ms. Norine Luker	NextG Networks
Ms. Shelley Shannon	Southern California Edison
Ms. Jennie Corella	Committee Staff

Chairperson, Ms. Prouty brought the meeting to order at 2:05 p.m. The first issue on the agenda was **Item 1280: Authorized Signatures Agreement Amendment**. This item remains open pending on the signatures of three Board members.

The second issue was **Item 1356: Review of By-Laws**. The members were scheduled to review Article VIII of the By-Laws at this meeting. The members reviewed Article VIII, and discussed some revisions for Section 3. The primary concern among the members is the lack of attendance/representation of many members. The members noted that in Article IX, Section 2, it addresses the lack of attendance. The consensus is to send a message to the Board members reminding them of their obligation to actively participate in committee monthly meetings. The following sentence was added to Section 3, "There must be a representative at all meetings". The following three sentences of Section 3 have the word "may" replaced with the word "shall".

The members are scheduled to review Article IX at the next ad hoc meeting.

Ms. Prouty stated that in her opinion prior to addressing **Item 1374: Review of 1998 Agreement** the ad hoc committee should complete **Item 1356: Review of By-Laws**. She further stated that the ad hoc would be discussing page 9, of the 1998 Agreement, which addresses corporate mergers, takeovers, and buyouts at the next ad hoc meeting.

The meeting adjourned at 2:30 p.m., until February 16, 2005.

Jennie L. Corella, Office Manager

Southern California Joint Pole Committee

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February 16, 2005

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

Ms. Velma Prouty	SBC Pacific Bell
Mr. Robert Allen	City of Los Angeles (DWP)
Ms. Paula Haney	Verizon California
Mr. Malcolm Brown	Verizon Wireless
Ms. Lynn Prescott	Verizon Wireless
Mr. Sheldon Cox	City of Pasadena
Mr. Doug Schmaderer	City of Pasadena
Ms. Sue Thomas	Sprint PCS
Mr. Timothy Bass	City of Vernon
Ms. Jean Baccus	Committee Staff

Chairperson, Ms. Prouty brought the meeting to order at 12:35 p.m. The first issue on the agenda was **Item 1280: Authorized Signatures Agreement Amendment**. This item remains open pending on the signatures of three Board members.

The second issue was **Item 1356: Review of By-Laws**. The members were scheduled to review Article IX of the By-Laws at this meeting. The members reviewed Article IX, and discussed some revisions for Section 2. The section addresses a penalty assessment for lack of attendance. The primary concern among the members is how to implement the monetary penalty for non-attendance. A fee of \$25.00 for missing a meeting was suggested. However, the members agreed that the amount was not sufficient, and that members would have no hardship with the penalty fee. Mr. Schmaderer suggested creating criteria such as a minimum number of meetings per year. The members discussed that member utilities should have several back-up alternates to represent them in the event that they are unable to attend. They also discussed the option of teleconferencing by the members. The SCJPC has a phone number that allows ten users to conference in on meetings. It was suggested that it become mandatory that members must attend a minimum of eight meetings per year. The members proposed an annual penalty fee of \$1,000.00 if any member fails to attend a minimum of eight meetings. The members suggested a trial period for the year 2005 in which the member's attendance would be tracked. The attendance records would be evaluated. If it were deemed necessary, a monetary penalty fee would be imposed against the attendance of year 2006. At the end of the year 2006, the attendance would again be evaluated. Those members in violation of the attendance policy would be assessed the penalty fee the first part of 2007. The consensus is to mail a letter to the members stating what has been discussed, and the plans for improving member attendance in the future.

There are no changes proposed for Article IX of the By-Laws.

The meeting adjourned at 1:00 p.m., until March 16, 2005.

Jean Baccus, Billing Level IV

Southern California Joint Pole Committee

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March 16, 2005

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

Ms. Velma Prouty	SBC Pacific Bell
Ms. Paula Haney	Verizon California
Ms. Lynn Prescott	Verizon Wireless
Mr. Sheldon Cox	City of Pasadena
Ms. Sue Thomas	Sprint PCS
Mr. Timothy Bass	City of Vernon
Ms. Norine Luker	NetG Networks
Mr. Mahendra Garg	City of Anaheim
Mr. Dan Lewis	Southern California Edison
Ms. Jennie Corella	Committee Staff

Ms. Prouty opened the meeting by reviewing the initial draft of the attendance letter to be sent to all Board members. The revisions were noted, and the letter would be mailed no later than month end. Ms. Prescott stated that while reviewing the 1998 Agreement she noted that in Section 5. (a), it states, "Each representative or alternate must attend at least 80% of Administrative Board Meetings and assigned Committee meetings or may be assessed a penalty, pursuant to the by-laws, Article IX, Section 2." It was agreed to refer to this section in the attendance letter. The members discussed representation. Ms. Haney questioned what is the procedure, should the representative and alternate not be available for attendance. She asked if someone else could represent the utility. Ms. Corella responded that the committee office would require notification from the representative of who the designated temporary/alternate representative would be for that month's meeting. The topic of parking space is a concern among members. It appears that parking is limited. It was agreed to address this issue at a later date.

Ms. Luker raised the issue of acquiring equipment to allow a better method of teleconferencing. She stated in her experience of teleconferencing meetings she found the audio poor. Ms. Luker volunteered to email Ms. Corella with the specifications of an audio system for teleconferencing that is used within her organization.

Ms. Prouty announced that the review of the by-laws is completed. The revisions will be presented to the Board for their approval.

Ms. Prouty recommended that the members begin reviewing section one of the 1998 Agreement. Mr. Lewis stated that he was present when the 1998 Agreement was drafted. He further stated that revising the agreement would require legal assistance, and could evolve into a long process. He is not opposed to reviewing the agreement, however, he would like the members to be aware of the impact of proposing any changes to the agreement. The revisions would require authorized signatures from every member. He further stated that gaining signatures from

municipalities is a lengthy and difficult process. Ms. Prouty stated that a review of the agreement would benefit all members. This could prove educational for new members, and the opportunity for senior members to ensure that the committee abides to the agreement. Ms. Prouty remarked that the agreement may not require any revisions, however, a review would be a positive action.

The meeting adjourned at 11:45 a.m., until April 20, 2005.

Jennie Corella, Office Manager

Southern California Joint Pole Committee

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June 15, 2005

A regular meeting of the **as hoc Committee on Reorganization** took place on the above date, at 11:30 a.m., at the Committee office. Those in attendance were:

Ms. Velma Prouty	SBC Pacific Bell
Ms. Paula Haney	Verizon California
Mr. Malcolm Brown	Verizon Wireless
Ms. Lynn Prescott	Verizon Wireless
Mr. Robert Allen	City of Los Angeles (DWP)
Mr. Tibor Laky	Sprint L.P.
Ms. Sue Thomas	Sprint PCS
Mr. Timothy Bass	City of Vernon
Ms. Norine Luker	NetG Networks
Mr. Don Beckermann	MCI Communications
Mr. Randall Starkey	Adelphia Communications
Mr. Charles Vranek	Cingular Wireless
Mr. Dan Lewis	Southern California Edison
Ms. Jennie Corella	Committee Staff

Ms. Prouty opened the meeting by stating that the proposed revised By-Laws were returned to the ad hoc from the Board meeting on a proposal from NextG Networks. Ms. Corella read the proposed verbiage to be added to Article III, section 4 created by Ms. Luker. It reads as follows, "The Administrative Board shall request a letter of credit, surety bond or deposit in the amount proportionate to the pole buy costs the applicant estimates it will incur in its first year of membership". The members discussed the proposed addition. The first concern is what would happen if the estimates were exceeded within the first year. Mr. Lewis suggested relaying to the applicants at the time of the initial interview that should they exceed their projected costs, which would exceed the amount of the letter of credit, etc, the existing members have the option to discontinue processing their preliminary Form 2's. The members discussed the length of time the Committee would retain the letter of credit, surety bond or deposit. Ms. Prouty suggested refunding monies after a ten-year membership tenure. There was discussion of maintaining a record of the new members construction. Mr. Allen stated that the assessments should not be combined with the money due the individual members. These are two different issues. The consensus is to create a sub – section addressing the issue of members individually requesting a deposit, as well as a section protection for the JPC assessments. After much discussion, the members agreed on adding the following sub-sections, (d) The administrative Board shall request a letter of credit, surety bond or deposit in an amount proportionate to two years average assessment, and (e) each member may additionally request a letter of credit, surety bond or deposit in the amount proportionate to their estimated build-out.

Mr. Laky inquired how often members default. Ms. Corella responded that Altrio was the first incident in her tenure. Mr. Lewis added that in his years of experience with the Committee, this had never happened prior to the Altrio default. He inquired as to why the Committee would limit holding funds to one year as opposed to longer. He questioned if one year is time enough to determine if a start-up entity would succeed. Ms. Luker responded that the Committee would not like to appear as an entity that would act as a barrier to entry into the industry for incoming organizations, which could lead to legal ramifications. Mr. Beckermann suggested adding a clause stating that the Board would review the new member at the end of one year, and the deposit period could be extended. Mr. Allen added that criteria would be needed to base the decision on why the period is extended. After much discussion on this subject it was agreed to change sub-section (d) from one year to two years.

The revised By-Laws will be on the Consent Calendar of the July 20, 2005.

Item 1374: Review of 1998 Agreement has been closed. The members agreed that this would be a monumental task and would create legal ramifications.

The last issue discussed was **Item 1384: Arbitration Committee Investigation**. Ms. Haney stated that the objective of this item is not to necessarily create an ongoing ad hoc, but the ability to create one should the need arrive. Ms. Luker stated that the North creates an informal ad hoc when necessary to aid members to correct any internal controls that are not working within the Routine. Ms. Haney stated that since the By-Laws allude to arbitration, she is of the opinion that the Committee should have the ability to form a committee when needed. The ad hoc should consist of one power member, and one communication member. The arbitrators would have the ability to arrive at an agreed opinion to share with the members in arbitration. Mr. Lewis stated that his experience with arbitration proved unnecessary. He stated that the he (communication) and the City of Riverside (power) arrived at a decision, shared it with the members in arbitration; however, the members eventually met with their respective legal departments. Ms. Prouty stated that in her opinion, the Committee does not have the right to tell a member organization how to handle their business issues, unless they are working against the Routine Handbook. Mr. Lewis further remarked that an arbitration committee is a good idea, however, the opinions/decisions should be binding. If they are not, the members have wasted their time. If the members could agree that the outcome of the arbitration is binding, then it should be considered. Mr. Laky stated that the term arbitration has legal connotations; therefore, he would be hesitant to participate in such a committee. He would participate in a decision or an opinion committee. Ms. Haney reiterated that if the By-Laws allude to arbitration, then the Committee should be open to arbitration. If not, then in her opinion the term arbitration should be deleted from the By-Laws. It was discovered that the term arbitration is in the Routine Handbook, not the By-Laws. Therefore, it was agreed to move this item to the Routine Revision committee.

There were no miscellaneous items. The meeting adjourned at 12:15 p.m., until July 20, 2005.

Jennie Corella, Office Manager

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July 20, 2005

A regular meeting of the **ad hoc Committee on Reorganization** took place on the above date, at 11:30 a.m., at the Committee office. Those in attendance were:

Ms. Velma Prouty	SBC Pacific Bell
Ms. Paula Haney	Verizon California
Mr. Mahendra Garg	City of Anaheim
Ms. Lynn Prescott	Verizon Wireless
Mr. Robert Allen	City of Los Angeles (DWP)
Ms. Sue Thomas	Sprint PCS
Mr. Don Beckermann	MCI Communications
Mr. Ernie Solorzano	Southern California Edison
Mr. Dan Lewis	Southern California Edison
Ms. Jennie Corella	Committee Staff

Ms. Prouty opened the meeting by addressing the first issue on the agenda, **Item 1280: Authorized Signatures Agreement Amendment**. This item remains open due to the lack of required members signed amendments not turned in to the JPC office.

The next issue on the agenda is **Item 1356: Review of By-Laws**. This item was on the Consent calendar of the Board agenda, which met earlier that morning. The Administrative Board at the above-mentioned meeting approved the proposed revisions to the by-laws. This item is now closed.

The last issue on the agenda is **Item 1384: Arbitration Committee Investigation**. The purpose for this item is that the term arbitration is used in the Routine handbook. However, the members agreed at the previous reorganization committee meeting, to move this item to the Routine ad hoc committee. Although, the by-laws do not use the term arbitration, under article III, section 3, there is mention of the hearing of disputes among members and/or interpretation of the Routine Handbook by the Board. The consensus is to revise the section in the Routine Handbook that alludes to arbitration and bring it in line with what is described in the by-laws, article III, section 3.

Lastly, Mr. Solorzano inquired if the ad hoc committee intended on reviewing the 1998 Agreement. Ms. Prouty responded that the ad hoc agreed that a project of that magnitude would be extensively time consuming, not to mention the legal ramifications entailed when revising a binding legal document such as the 1998 SCJPC Agreement. Mr. Solorzano agreed with the ad hoc. Therefore, the issue of reviewing the Agreement has been dismissed.

There were no miscellaneous items. The meeting adjourned at 11:40 a.m., until August 10, 2005.

Jennie Corella, Office Manager