CITY OF OAKLAND

AGENDA REPORT

OFFICE OF THE CITY CLERK
2006 NOV 16 PM 5:31

TO: Office of the City Administrator
ATTN: Deborah A. Edgerly
FROM: Community & Economic Development Agency
DATE: November 28, 2006

RE: **A Report and Recommendations Regarding the Design of Utility Boxes Installed In the Public Right Of Way in the City Of Oakland, Including the Consideration of Undergrounding and Designs Appropriate to Residential Neighborhoods**

SUMMARY

The Rules Committee placed this item on the agenda in order to review and consider the current requirements and practices with regard to placement of utility boxes in the public right of way. All utilities fall under the same requirements. With recent changes in high speed internet service and changes in technology, more utility boxes are being constructed. This staff report summarizes the current requirements and practices and presents options for further action, should the Council believe it is appropriate. Note: Due to the short timeframe to prepare this report, some information is still being verified regarding the City's obligations to conform to any new regulations.

FISCAL IMPACT

The fiscal impacts of the recommendations presented in this report are unknown at this time. The administration of existing policies and practices will not have a fiscal impact. However, should the Council choose to adopt different policies that impact the regulatory process for utility boxes in the public right of way, permit costs would need to be evaluated accordingly to cover staff time and other processing costs.

BACKGROUND

Utility boxes are placed in the public right of way by public agencies (such as the City), quasi-public utilities (such as Pacific, Gas & Electric or East Bay Municipal Utility District), or private entities (such as phone or cable providers). Utility boxes are generally required to provide electrical power and/or provide housing for equipment needed to transmit data (telephony, digital or microwave). For example, the City places utility boxes in the public right of way to provide power and control the timing of traffic signals at intersections. PG&E places such boxes to provide adequate power required for the distribution of electricity to individual households. And finally, cable and phone companies place utility boxes to distribute their telephony, cable television, and internet/data services for individual housing units. Under existing federal and state statutes the City can not bar utility providers from placing such boxes in the public right of way. However, the City does have authority to control the "time, place, and manner" in which

the boxes are placed in Oakland (California Public Utilities Code § 7901). Policies regulating the placement of such utility boxes must be applied equitably among all owners of such boxes, including City owned and operated utility boxes.

Due to changes in technology and the need to upgrade aging infrastructure to meet increased demands by customers, cable and phone companies have initiated steps to place additional utility boxes in the public right of way. For example, when Comcast upgraded their cable services to also include high speed internet/data services, additional utility boxes were placed in the public right of way in Oakland. Currently, AT&T is expanding their traditional telephony service to also include high speed data services in order to be able to provide additional services such as cable television and on-demand video services. Therefore, the City needs to balance the need for new utility boxes, in order for residents to have access to competitive technologies, with the need for maintaining safe and accessible public rights of way. This issue is growing more critical as technology changes because there is difficulty in gaining access to individual homes from central points in the City. This issue is often referred to as the "problem of the last mile."

The placement of utility boxes in the public right of way is regulated in the City of Oakland through Oakland Municipal Code (OMC) Chapters 12.08 (Encroachment) and 12.12 (Excavation). The encroachment permit review process is intended to ensure that above ground utility boxes do not obstruct pathways (such as public sidewalks, especially for disabled access) or the line of vision required for safe pedestrian and vehicle traffic flow. The excavation permit review process in intended to ensure that trenches being dug to place cables and other infrastructure do not harm existing infrastructure by other public utilities (such as gas or sewer lines). The process is further defined in the flow chart in Exhibit A. However, these chapters do not adequately address the placement of telecommunication structures. Therefore, in 2003 the Public Works Agency (due to their authority to determine the standards for construction in the public right of way) provided guidance concerning the placement and size of telecommunication related utility boxes. The guidance from the Public Works Agency required that:

- Required each utility box apply for and receive an encroachment and excavation permit
- Required size limits of no greater than 110 cubic feet or 48"x 36"x 78" (length, width, height)
- Required small size boxes (18" x 24") to be placed underground
- Set standards for placement on streets with sidewalks and unimproved streets

In addition to the guidance provided by Public Works Agency on the size and location of utility boxes, the City also required a public notification process such that residents housed adjacent to each proposed utility box be notified prior to the installation of any utility box, along with an opportunity to comment. Specifically, companies are required to provide a 30 day notice by letter to impacted property owners, tenants and community associations (if applicable).

Impacted property owners are defined through addresses shown on the County Assessor's Maps that are located within the visual field of the proposed above-ground structure. A waiver of 30 days notice period is granted if a company representative discusses construction plans with owners and obtains their acknowledgement of the plans via face-to-face discussion. Notices to residents must include clear language addressing the following:

- A drawing/schematic showing the type and size of the structure that will be placed and showing the relationship to the right-of-way.
- The location related to the neighborhood.
- A picture of the structure within the location – an illustrated overlay of the structure within the location.
- Contact name and phone number of City's CEDA representative and Company's representative, who has knowledge of the site, for questions and concerns prior to the 30 days.

The above mentioned policies and guidelines were used successfully in the deployment of new services and installation of utility boxes by both Comcast and SBC (now AT&T) in 2003 and 2004 respectively. The public notification process allows for residents to provide input in the location of above ground utility boxes. For example, to date, the City has approved and issued 33 permits to AT&T as part of their Project Lightspeed. Each of the 33 permits issued required a notification to impacted property owners. Two (2) out of the 33 permits generated response from impacted property owners. One of the responses was related to the installation of a utility box on Vicente Avenue. After discussing possible options with the impacted property owner, AT&T agreed to relocate the box to a site that was acceptable to the impacted property owner. In the second case, related to boxes on Golden Gate Avenue, AT&T has worked with the property owner to provide landscaping to mask the installed boxes. The Golden Gate Avenue experience allowed the City to adjust its public notification process to include notification of both tenants and property owners (previously only tenants were notified) and to increase the notification period from 14 to 30 days. Any future permits for above ground utility boxes will require the revised public notification process.

In November 2005 the City was contacted by a large utility provider regarding an upcoming deployment of a new service. The delivery of this new service requires the installation of additional above ground utility boxes in the public right of way, adjacent to their existing installations. During discussions with the large utility provider, questions were raised about the limited effectiveness of the City's existing policies and guidelines. Specifically, several key issues were raised including:

- Should utility boxes be placed underground?
- Should utility boxes be subject to a design requirement?

- Should utility boxes in residential neighborhoods be regulated separately from utility boxes in commercial areas?
- What are the cumulative impacts if other utility or telecommunication providers also wish to expand or upgrade their services by placing or expanding their utility boxes in Oakland?

These issues are addressed in the next section of this report.

KEY ISSUES AND IMPACTS

1) Undergrounding of Utility Boxes: The City has adopted specific utility undergrounding districts and is generally promoting the undergrounding of all utility infrastructure in Oakland. Other cities in California have undergrounding districts as well. However, staff was only able to identify one city (Newport Beach) that had adopted specific language for undergrounding of utility boxes. In this case, the Newport Beach ordinance does not mandate undergounding and instead asks that utility boxes be placed underground "whenever feasible." The City did ask the utility provider whether it is feasible for them to underground utility boxes for their new project (Project Lightspeed). AT&T's response was that due to physical, technological, and financial reasons undergrounding of utility boxes is not feasible (details of this response can be found in Exhibit B, pages 6-7). Heat build up, the need for human access, water penetration and cost are the key factors in their determination of infeasibility.

The benefits of undergrounding boxes is to limit the potential for public nuisances, limit the potential of complaints from property owners, and limit impacts to public accessibility in the right of way. However, if the City is to require undergrounding of utility boxes, then the "cost" to the City is that residents will not have access to new technologies if firms decide not to deploy their new services because of the technological difficulty or prohibitive costs.

2) Commercial vs. Residential Areas and the Requirement for Design Review: The placement of new utility boxes is often limited by the existing infrastructure related to a proposed utility box. For example, AT&T's Project Lightspeed utility boxes are to be placed in above ground boxes adjacent to existing utility boxes called service area interfaces (SAI's). The size of the Project Lightspeed box is 63" H x 20" W x 43.5" L (See Exhibit B for sample drawing). Currently there are 644 SAI's located in Oakland providing telephone services to Oakland residents, and approximately 200 of the cabinets are located in primarily commercial districts. Therefore, AT&T is projecting the need to place utility boxes in both commercial and residential areas of Oakland in approximately 300-400 other locations. The number of installations will be driven by customer demand, the capacity of the existing SAI and other physical constraints on particular locations. Currently the City does not distinguish between commercial and residential areas for placement of utility boxes. In addition, there are no "design" requirements for boxes either in commercial or residential areas. Since AT&T is stating that undergrounding of the new

utility boxes is infeasible, the City might wish to establish clear design guidelines for boxes in commercial and/or residential areas. The design guidelines can require utility boxes to match the characteristics of the surrounding area by requiring "masking" techniques such as painting, texturing, or landscaping. Such design guidelines should also require the owners of the utility boxes to provide long term maintenance of boxes and masking techniques to avoid the possibility of public nuisances.

3) CEQA Concerns: Impacts of discretionary City activities which may have physical effects on the environment are governed by the California Environmental Quality Act (CEQA). From AT&T's standpoint, their new deployment (Project Lightspeed) is categorically exempt from CEQA pursuant to CEQA Guidelines sections 15303(d) (New Construction or Conversion of Small Structures) and/or 15304 (Minor Alteration to Land) and that there are no exceptions that would negate the use of an exemption. Specifically, AT&T states that there are no visual impacts or other impacts associated with the Cabinets (either with individual projects or city-wide, cumulative installations). Moreover, according to AT&T, these utility boxes are similar to traffic control boxes and should be afforded the same treatment. City staff is presently evaluating how utility boxes should be reviewed under CEQA.

Staff believes that the most effective approach at this point would be to develop more specific standards and requirements for the placement of utility boxes, particularly in residential areas. There have only been two complaints registered from the 33 permits issued to date. It is recommended that design and other physical standards be drafted and brought back to the City Council in January, 2007.

SUSTAINABLE OPPORTUNITIES

Economic: Robust technology and utility infrastructure is necessary for the economic growth and vitality of Oakland.

Environmental: It is important to protect the use and access of the public right of way through appropriate regulations and requirements.

Social Equity: The programs and policies for utility boxes in the public right of way are intended to insure all Oakland residents have access to new technologies and services.

DISABILITY AND SENIOR CITIZEN ACCESS

The placement of each utility box is regulated to require adequate pathways and access for disabled residents by maintaining the requirement of the American with Disabilities Act.

RECOMMENDATION(S) AND RATIONALE

The changing nature of new technologies and the required infrastructure to provide these new technologies to residents in Oakland necessitates the deployment of additional infrastructure components, such as utility boxes in the public right of way. These new or enhanced technologies are vital to the economic growth and vitality of Oakland. However, the placement and nature of the infrastructure required to deliver these new technologies should not reduce the quality and accessibility of public rights of way. At this time, staff believes that the requirement for undergrounding utility boxes is prohibitive and will deter investment in critical infrastructure. However, the impact to surrounding communities can be reduced by working with utility providers to insure that no more than one utility box is placed in area and that each box should be "masked" to match the surrounding environment. Therefore, staff recommends the Council require that all utility boxes be subject to design guidelines requiring masking of each box, and that long term maintenance of any masking requirement to be completed by the firm owning the utility box.

ACTION REQUESTED OF THE CITY COUNCIL

Staff is requesting Council to give direction to staff on their preferred policy option. In addition staff is requesting guidance from the Council regarding permits already submitted to the City regarding utility boxes.

Respectfully submitted,

Claudia Cappio
Community & Economic Development Agency

Prepared by:
Maziar Movassaghi
Community & Economic Development Agency/

APPROVED AND FORWARDED TO THE
PUBLIC WORKS COMMITTEE:

Office of the City Administrator

Item: _____
Public Works Committee
November 28, 2006

Routing Flowchart for Above Ground Utility Box Permit Application Review Process

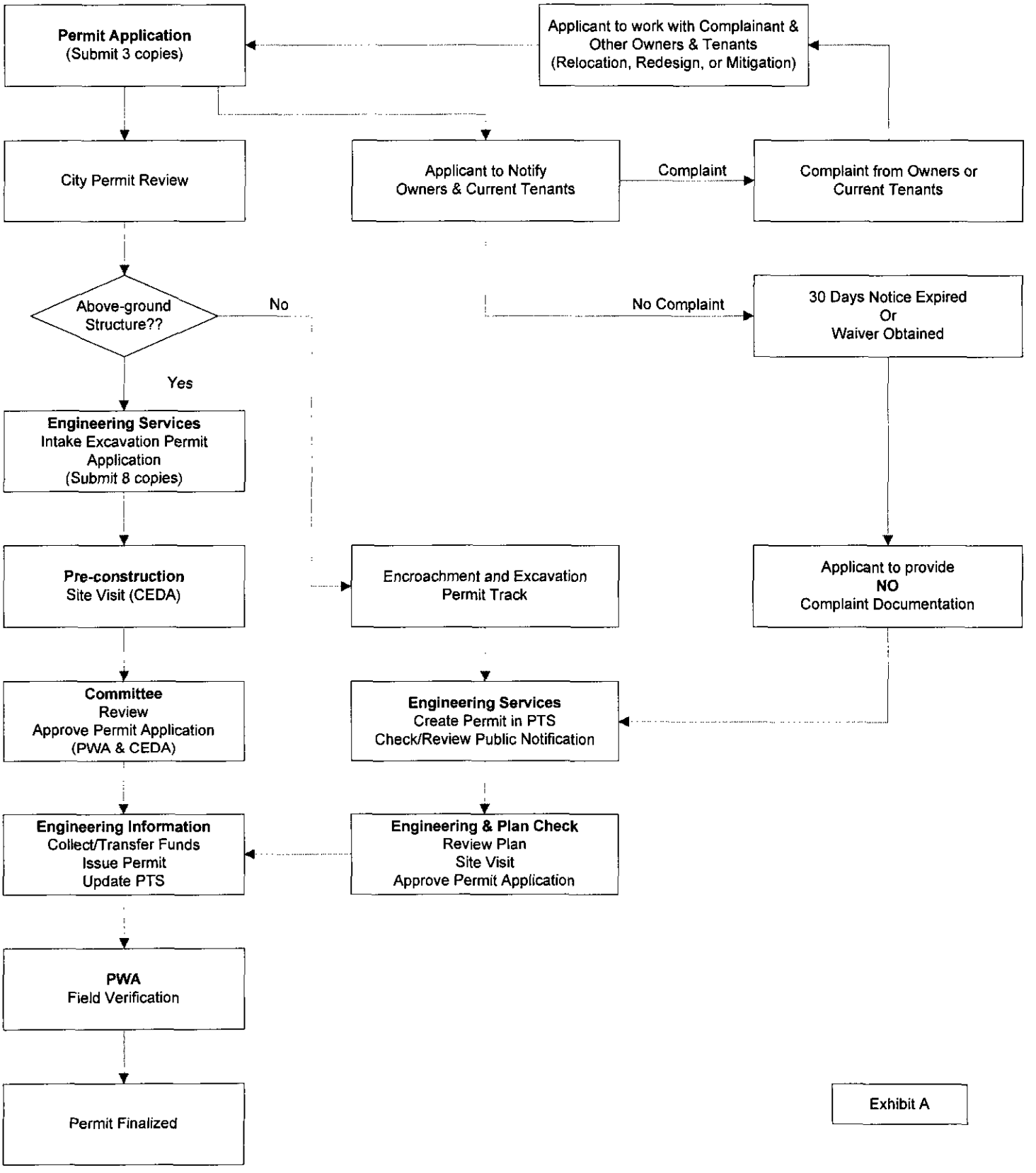


Exhibit B

Information submitted to the City by AT&T regarding Project Lightspeed. AT&T requested that this information be shared with the City Council and the Oakland community.

Overview of light speed technology and build schedule

Project lightspeed is a three year, 4 billion dollar upgrade to AT&T 's existing fiber/copper network that will enable us to provide the next generation of telecommunications services to Oaklanders, including enhanced high speed DSL, Voice over Internet Protocol VOIP, and Internet Protocol Television.

The network upgrade requires us to place electronics in above ground cabinets near existing cabinets called service area interfaces (SAI's). Trenching and street disruptions will be minimal due to the fact that AT&T has existing conduit in Oakland necessary to accomplish this build. Trenching will occur however from the existing SAI's to the new lightspeed boxes as they communicate with each other. Because the new boxes need to be located near the existing structures, this too will be minimal.

Currently there are 644 SAI's located in Oakland providing telephone services to Oakland residents. Approximately 200 of those cabinets are located in primarily commercial districts providing services to Oakland businesses and will only minimally be included in the initial build. The commercial areas include: downtown Oakland, business district below 580, parts of International Blvd. and the Hegenberger corridor.

After installation our product offering will enable AT&T to provide the following:

- Faster Internet access speeds – initially with download speeds up to 6.0 Mbps
- Ultimately a competitive new choice to cable TV
- Innovative new services built on the latest technology – IP
- Consumer savings through competitive pricing (see attachment)
- Consumer benefits of improved customer service through competition

Overview of deployment discussions with the City of Oakland

In November 2005 AT&T staff met with City of Oakland Public Works and CEDA staff to provide a briefing on the company's upcoming project light speed deployment in Oakland. Attending the meeting were representatives from CEDA and PWA staff who customarily handle permitting for the city of Oakland and who are familiar with AT&T projects. AT&T provided information about the project including: project scope and general deployment schedule, size and schematics of cabinets and permit submission plans.(Meeting minutes Attachment A) Subsequent to the meeting the City asked AT&T to provide additional information included in a "Project Lightspeed Questionnaire." (Attachment B) AT&T provided the completed questionnaire to the City in late November 2005.

Below is a chronology of events over the past 13 months:

- **November 2005** - Based on conversations with City staff, AT&T begins to engineer jobs in Oakland. Each job, or new cabinet, requires approximately 40 hours of

engineering and planning before submission. Jobs are being engineered initially in Oakland Wire Center 11 which services parts of North and West Oakland.

- **February 2006** – AT&T staff meet with CEDA representatives to discuss two options to assist city in handling increased workload due to lightspeed permit submissions. Options are: 1) AT&T to subsidize additional city employee specifically charged with all light speed permit submissions and review, or 2) ATT to pay for additional overtime for CEDA review at approximately 2 hours per job. AT&T signs blanket overtime approval form after discussion with CEDA staff.
- **February 2006** – AT&T submits first three lightspeed permits in Oakland. AT&T immediately begins homeowner notification process. (See below for specifics on homeowner notification process)
- **April/May 2006** – AT&T submits approximately 34 permits for lightspeed cabinets in Oakland.
- **May 2006**- City has additional questions regarding lightspeed build so meeting is set to brief staff for second time on lightspeed project. This meeting is coordinated by the CEDA agency and attended by more CEDA and PWA agency staff as well as representatives from the City Attorney's office. AT&T provides similar briefing that was given in November 2005 and provides same cabinet information and deployment plans. AT&T presents proposal to city for additional staff to handle lightspeed permitting.
- **May/June 2006** – AT&T permits are working through the review and approval process with CEDA and PWA. AT&T representatives attend weekly meetings on permit status and provide any additional information needed. If there are additional questions on permits, these are "pulled" from submissions and all issues are rectified before approval occurs.
- **June/July 2006** – City asks AT&T for additional meeting with city staff. This meeting is coordinated by the City Manager's office and includes staff from Public Works and CEDA as well as the City Manager's and City Attorney's offices and City of Oakland Real Estate Department. AT&T provides similar briefing to the City of Oakland, again distributes cabinet information and shows the City a map of existing SAI's in Oakland. During this meeting there are many issues discussed including; process for homeowner notification, requirements on build criteria and a request by the city that the power pedestal required for each cabinet be incorporated into the lightspeed cabinet so that only one cabinet would need to be placed per site. The discussion was memorialized in a document titled, "City of Oakland Telecommunications project permit approval process." (Attachment C), This was the first written list of requirements by the City in the discussion about lightspeed and was sent to AT&T for consideration in late July 2006. AT&T proposed minor changes and resubmitted it to the city of Oakland in September 2006. ***To date AT&T has received no feedback on the proposals although the company is incorporating all standards requested by the city and included in the process.***
- **July – October 2006** – AT&T submits 6 additional lightspeed permits and received to date 39 approved permits for lightspeed cabinets in Oakland. AT&T commences build in Oakland and continues to condition work for future permit submissions.
- **October 2006** – In late October, AT&T is notified by CEDA staff that CEDA Director has placed hold on AT&T permits due to additional issues that have arisen.

This is first indication to AT&T that CEQA is an issue. City committed to issuing 5 outstanding permits to AT&T from original submission.

- **November 2006-** AT&T meets with City of Oakland again and briefs city staff on build. AT&T provides city with list of all existing SAI's in Oakland, box specifics etc. AT&T continues to implement all city requirements outlined in the City of Oakland Telecommunications project permit approval process document including re-engineering lightspeed box with power pedestal included. This is the first meeting that CEQA is addressed by city. Attendance at this meeting includes Deputy PW Director, CEDA director, three City Attorney's as well as city staff.

Existing Homeowner notification process

The following outlines the current notification process on all lightspeed installations.

During our initial notification phase in February-July 2006 our agreed upon notification process with the City was two weeks. In August 2006 we agreed to the "City of Oakland Telecommunications project permit approval process," which required a 30-day notification waiting period. Ironically, due to the amount of time that it has taken to get through the permit process, all but the first three sites have received between a 30-day to 120-day waiting period.

Notification letters are mailed to residents and property owners using both of the two criteria shown:

- All properties within line-of-site per an actual field review that is provided by the AT&T engineer.
- All properties as shown on the official City Assessor's Maps that are within line-of-site

The notification letter states that AT&T plans to place a cabinet in the public right-of-way. The location of the cabinet is included along with a number to call at AT&T if there are questions or comments. City staff's name and number are also included if they choose to call CEDA rather than AT&T. **A diagram showing the dimensions of the cabinet along with the engineer's drawing are also attached. The drawings show footages that reference the proposed placement to the existing serving area interface, nearest corner, and property lines.**

An AT&T representative meets with a CEDA representative weekly to discuss outstanding issues. The CEDA representative reviews the addresses to ensure that notifications have been completed according to the Assessor's Maps. Drawings are reviewed to ensure City requirements are met. The CEDA representative also forwards the field drawings to the CEDA inspector, who visits the site using the submitted drawings to physically insure that the plan is workable according to City Codes.

At any time if a homeowner notifies either the City or AT&T and has questions or concerns about the box location OR the box location address AT&T has submitted varies at all from the assessors address, the permit is "pulled", concerns are addressed and/or re-notification process is triggered. AT&T endeavors to ensure complete homeowner

notification and compliance with the city standards as it is in our best interest to satisfy any concerns before we place a cabinet. In one instance where a cabinet was placed incorrectly, AT&T staff addressed the issue promptly and with complete home owner agreement, and moved the box to the proper location.

As an additional step, AT&T has agreed that a door-hanger would also be used to notify residents of the placement one week prior to the start of construction.

CEQA

AT&T believes that the new Lightspeed cabinets are categorically exempt from CEQA. CEQA generally is not implicated when there is no likelihood that a proposed project may cause a "significant" environmental effect. This, of course, is reflected in the categorical exemptions in the CEQA Guidelines which exempt a number of activities that by their nature are unlikely to cause a significant impact on the physical environment.

As you know, and as we have discussed, the encroachment permits request permission for the installation of cabinets that are approximately the same size as traffic control boxes. As such, these installations are minor in nature compared to the normal CEQA concerns. The concrete pads are only 46" by 81" and the cabinets are the type of fixture commonly placed in the public rights-of-way by utilities, traffic departments, and other similar users. The instillations proposed by AT&T cannot fairly be said to cause a significant visual impact within the meaning of CEQA. Thus, AT&T believes that these installations are exempt from the CEQA process. The upgrades at issue here are each of the pad and cabinet placements not all the potential proposed projects together, and certainly not the larger Lightspeed installations over many years. The cabinets required under the Lightspeed initiative are being placed on an installation-by-installation basis at different times and in different places. As such, each installation should be considered on an individual basis.

AT&T is not aware of any substantial evidence or information to support a conclusion that these installations would cause a significant visual impact, on either an individual or a cumulative basis. These small facilities in the public rights-of-way will have a minimal visual impact and will go largely unnoticed. In fact, these cabinets are comparable in size to traffic control boxes, which are located near every intersection that has a traffic control light. We believe residents generally become accustomed to such utility-related structures over time, and consider them part of the general background conditions.

CEQA is inapplicable to each installation as they qualify for a categorical exemption, which eliminates the need to perform environmental review. Specifically, new construction or conversion of small structures, including such things as such as "[w]ater main, sewage, electrical, gas and other utility extensions" are exempt from CEQA. CEQA Guidelines § 15303(d). Please note that many of the examples of structures given in § 15303 as being exempt from CEQA are far larger than the installations involved here. In addition, minor land alterations are also exempt from CEQA. CEQA Guidelines § 15304.

We believe the installations at issue represent precisely the type of small structures and/or minor land alterations that the CEQA Guidelines exempt from CEQA environmental review. As envisioned by the Guidelines, minor projects that clearly have no significant environmental impacts, such as the installation of small, concrete pads and cabinets, should not be subjected to extensive environmental review.

In any event, even if the City considers all potential Lightspeed installations together, which would be exceedingly problematic given the discriminatory treatment toward AT&T, the potential "cumulative" visual impacts do not require extensive CEQA analysis. While the CEQA Guidelines include an exception to the categorical exemptions when "the cumulative impact of successive projects of the same type in the same place, over time is significant" (CEQA Guidelines 15300.2(b)), that exception (to the exemption) is plainly not applicable here. The "visual impacts" of the cabinets, as minor as they are, are entirely confined to the immediate vicinity of each structure. As you know, AT&T has submitted applications for a handful of permits at specific locations, and these locations are not "in the same place," but are located in different places throughout the City so that the services they provide are accessed everywhere. As you know, that is necessarily the case, because these cabinets are "paired" with existing SAI cabinets that are already placed throughout the City.

Their "impact" is entirely limited to the specific area in which they are sited, and their visual impacts, minor to begin with, cannot "cumulate" in any sense under CEQA. Thus, even when considered collectively, these projects, or even all of the cabinets that might eventually be sited under the Lightspeed initiative, could not pose the possibility of creating significant cumulative impacts that would subject them to this exception to the categorical exemptions.

Some cities have questioned whether the reference to CEQA in AB 2987 suggests some heightened, or different, review for the new lightspeed nodes than other utility boxes, including traffic control boxes. It does not. As the Assembly concurrence statement on August 30 states, "[AB 2987] [p]rovides that the local government shall control the time, place, and manner in which video service providers access the public right-of-way under the same terms and conditions as they control the telephone companies' access to the right-of-way today and that existing laws regarding the permitting process and compliance with the California Environmental Quality Act (CEQA) shall remain unchanged, except that the local government shall be the lead agency for CEQA purposes."

Finally, please recognize that AT&T would be concerned about the delay that would accompany an extended CEQA review, even if such analysis stops short of an EIR, and the adverse impact such a delay would have on AT&T's rights to access and use the public rights-of-way under the state-wide franchise granted to telephone companies in § 7901 of the Public Utilities Code, as well as under §253 of the federal Telecommunications Act (47 USC). During the past 13 months and all of the meetings that transpired between ATT and the City of Oakland, the issue of CEQA was never

brought to our attention. This is a relatively new issue and we do not know what the impetus was for the city to bring it up 16 months after our initial briefing. It will be even more troublesome to AT&T if the City finds the AT&T cabinets are not categorically exempt, but fails to do similar and comparable analyses for the placement of cabinets by the city or other utilities, including, but not limited to, traffic control boxes.

Under grounding

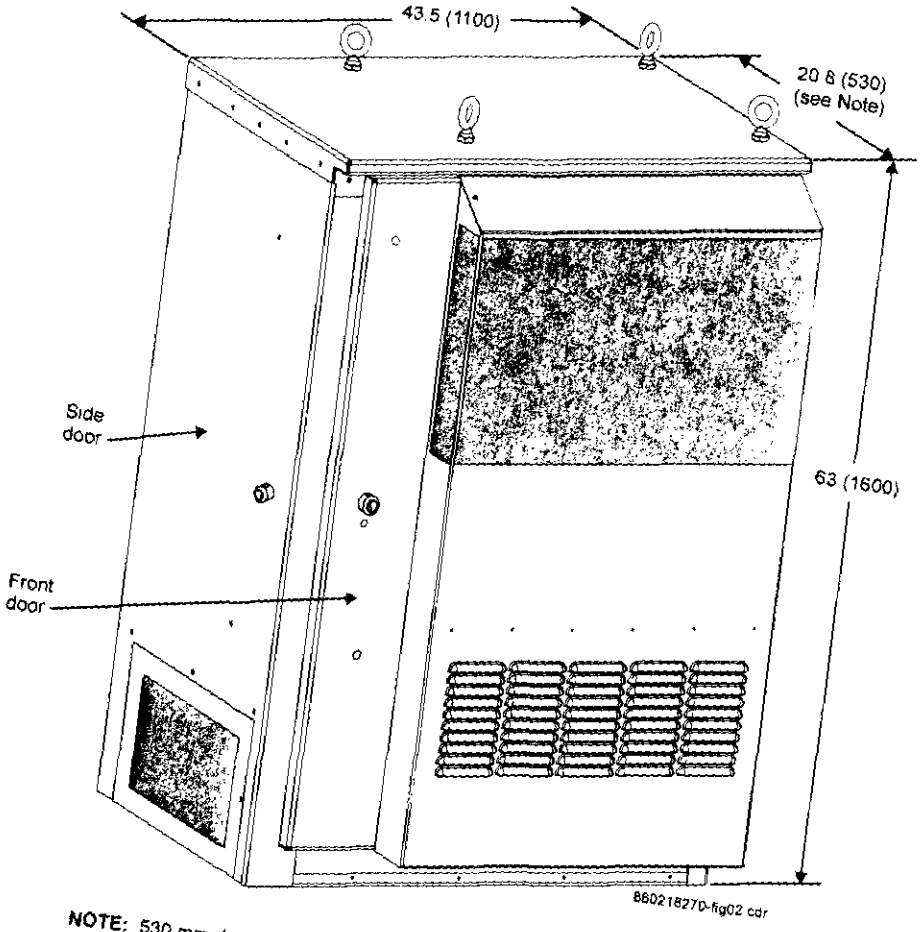
This information is provided in response to the City of Oakland's inquiry on why AT&T can not place underground CEV's (Controlled Environmental Vaults) around our Serving Area Interface (SAI) locations to house AT&T's Project Lightspeed technology. (VRAD) There are 3 main reasons: Physical, Technological, and Financial.

Physical:
CEV's consists of both an entrance hatch and an air conditioning unit. The unit sits approximately 36 to 48 inches off the ground when the hatch is closed and 90 inches when open. The lightspeed VRAD cabinet is 63 inches tall.
CEV's require a separate above ground power pedestal. The new VRAD cabinet has an attached power pedestal resulting in a smaller footprint.
The new VRAD cabinet is less likely to over encumber the public right of way.
VRAD cabinets placed in the City of Oakland will be relatively smaller in size when compared to existing traffic control cabinets, transformers and many other utility structures.

Technological:
The SAI and lightspeed VRAD cabinet work "hand in hand". Our existing copper infrastructure and new deployment of lightspeed interface to provide a new technology.
Technicians will access the VRAD cabinets to resolve maintenance and service issues.
Our successful deployment of Digital Subscriber Line (DSL) requires a loop length of no greater than approximately 12,000 feet. The new Lightspeed technology has a loop length significantly less.
Almost all of our current CEV's are at capacity and do not contain the needed floor space, rack space, power capacity and air conditioning requirements to house the technology needed for this project.

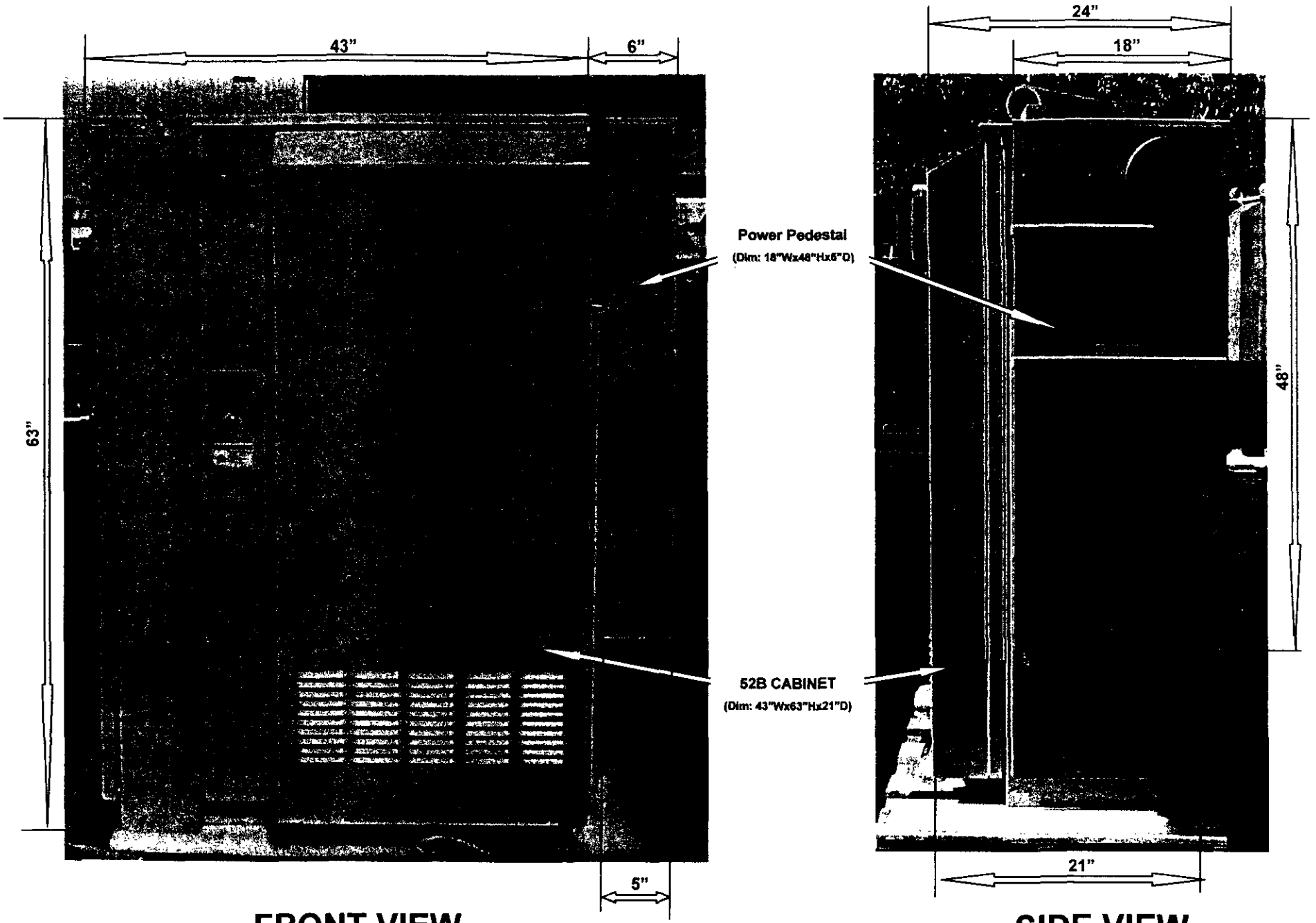
Financial:
Existing DSL systems can provide service to approximately 12 SAI's and thousands of customers. New Lightspeed technology can provide service to only one SAI, approximately 200-600 customers. This new technologies loop length requirement makes it impossible to provide to the same number of SAI's.
Placing underground vaults to house the VRAD cabinets would be a tremendous expense that will significantly drive up the cost per subscriber. This would negatively impact our customers(?) and the citizens of Oakland.
Lightspeed is a technological advancement, which will allow AT&T to provide competitive services to the citizens of Oakland.

The physical dimension of our Lightspeed cabinet is relatively smaller in size than existing cabinets, transformers and other utility structures currently in and around the City of Oakland. In addition, it requires less space in the public right of way than our current underground facilities. Our current network architecture requires the need for placement of Lightspeed cabinets in close proximity of existing SAI's due to loop length. This will allow our technicians quick access to our equipment to better serve the citizens of Oakland. In addition, placing underground facilities is not cost effective nor necessary. Finally, we will continue to place Lightspeed equipment in existing CEVs where possible.



NOTE: 530 mm depth with Group 10, 11, 1010, or 1011 heat exchanger and 520 mm without heat exchanger

52B Cabinet with Integrated Power Pedestal



FRONT VIEW

SIDE VIEW

ATTACHMENT A
Oakland City Lightspeed Meeting Minutes
November 4, 2005

Attendees:
City: Joe Levine, Carl Sibley, Tim Low, Wezlon Myles, Joe Watson
SBC: Karen Boles, Barbara Leslie, Michael Chang, Eric Gebhardt

Discussion Items:

- SBC's Project Lightspeed
- Permit application requirements for rodding and roping jobs
- Encroachment and Excavation permit process and impact
- Q & A

Follow-up Items:

- A standard Questionnaire Document must be completed to cover Lightspeed projects. Karen Boles will complete the Questionnaire and submit it to Joe Levine for review.

- The new code established for the Questionnaire will be noted on the Excavation application. "Digging" or "No Digging" will also be noted as usual.

- The Excavation permit application will be submitted at the same time as the Encroachment application. Both will be reviewed simultaneously, but the Excavation permit will not be issued until the Encroachment permit is approved. Cross reference the two permit numbers on the applications.

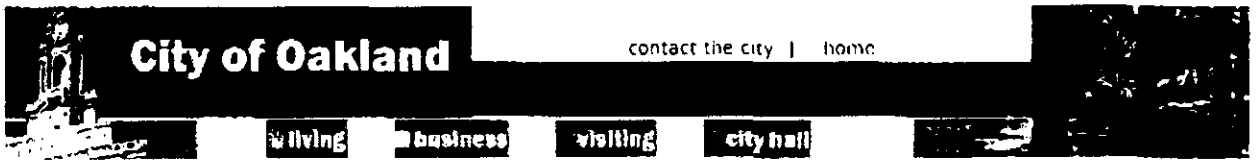
- The Encroachment permit drawing will require footage from the existing SAI to the new cabinets.

- Property owners in close proximity to the proposed new cabinets must be notified in writing with a two week timeframe for response. Tim Low will be notified after the two week interval with response status.

- Sample traffic plans should be supplemented on rodding and roping permits to include a work site set up for intersections.

- Lightspeed will be an agenda item in existing bi-weekly City/Utilities Project Meetings.

Overall, with the exception of the new questionnaire, there are no additional requirements for permit submittal.



Project Number AT&T Project Lightspeed

CITY OF OAKLAND, CALIFORNIA

Rights-of-Way Questionnaire

For joint trench, or lease conduit and/or fiber, a questionnaire must be filled out by each compmany seperately.

A. Terms

"Agent" refers to a contractor or other agent filing on behalf of an applicant.

"Applicant" refers to the owner of the telecommunication facilities, including cable television facilities that will be installed in the rights-of-way if the permit application is granted.

"CAP" refers to a competitive access company authorized to do business in California.

"CLEC" refers to a company that has been certified as a competitive local exchange carrier by the California Public Utility Commission ("CPUC").

"LEC" refers to a local exchange carrier certified by the CPUC and includes GTE and SBC.

B. General Information

1. Name, address, phone and fax numbers of the applicant

A.T.&T. California
RM 2N450W 2600 CAMINO RAMON, SAN RAMON, CA 94583
TEL: 925 901-8520
FAX: 925 806-9307

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2. Name, address, phone and fax numbers of the agent

NOT APPLICABLE

3. Name, address, phone and fax numbers of the contact person.

CONTACT PERSON SAME AS APPLICANT

4. Contractor license class: CONTRACTORS CARRY A CLASS A OR BETTER LICENSE.

5. Contractor license number:

6. Explain the authority of the applicant to excavate the rights-of-way:

AS A TELEPHONE CORPORATION WITHIN THE MEANING OF PUBLIC UTILITY CODE §234, AT&T CALIFORNIA HAS A FRANCHISE UNDER PUBLIC UTILITIES CODE § 7901 TO ACCESS THE PUBLIC RIGHTS OF WAY THROUGHOUT CALIFORNIA, INCLUDING THE STREETS AND HIGHWAYS OF THE CITY OF OAKLAND TO INSTALL AND OPERATE ITS LINES AND FACILITIES

7. a. Is the applicant a LEC?

☒ Yes ☐ No ☐ Other

b. Is the applicant a CLEC in California?

☒ Yes ☐ No ☐ Other

8. If the answer to Question 7a or b is "Yes" or "Other," provide the applicant's CPUC certificate number (be prepared to provide a copy of CPCN, Negative Declaration, and warrant compliance with CEQA mitigation requirements, if requested):

U1001C

9. In an attachment hereto, the applicant should identify any and all parent companies, subsidiary companies, or sister companies to applicant. SEE ATTACHMENT A

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10. Does the applicant have an open video system "OVS" license issued by the FCC (copy required, if requested)?

☐ Yes ☒ No ☐ Other

11. Will the applicant use the telecommunications facilities to carry traffic or information for:

a. An affiliated company	☐ Yes ☒ No	EXCEPT TO THE EXTENT REQUIRED ON A COMMON CARRIER BASIS.
b. Another certified telephone company	☐ Yes ☒ No	
c. A competitive access provider	☐ Yes ☒ No	
d. A cable television or other entertainment company	☐ Yes ☒ No	
e. An internet service provider	☐ Yes ☒ No	
f. Other (Identify in an attachment hereto)	☐ Yes ☒ No	

12. If the answer to any part of Question 11 was "Yes," please explain the nature of the traffic to be carried and identify the companies involved in an attachment hereto.

13. If the applicant intends to provide services to persons, residences, businesses, or others within the political boundaries of the City of Oakland, please explain the nature of the services and provide a general description of the intended customers.

THE UPGRADED NETWORK WILL ALLOW AT&T TO PROVIDE ADDITIONAL SERVICES INCLUDING SUPER HIGH-SPEED DATA, IP VIDEO AND IP VOICE SERVICES. INTERNET PROTOCOL "IP" WILL BE THE UNIVERSAL PLATFORM FOR ALL SERVICES. INTENDED CUSTOMERS ARE RESIDENTS AND BUSINESSES IN OAKLAND.

14. Will the facilities proposed to be installed by the applicant be used for:

a. Cable television or video entertainment services	☐ Yes ☐ No	SEE RESPONSE TO #13 ABOVE
b. An Open Video System under FCC rules	☐ Yes ☒ No	
c. Any service not authorized by applicant's CPUC Certificate	☐ Yes ☒ No	

15. If any part of Question 14 was answered "Yes," in an attachment hereto,

please provide a full explanation of the services to be carried, the companies involved and the intended customers.

PROVIDED IN #13 RESPONSE

16. List below the application or permit numbers of all applications and permits whether pending or issued by the City of Oakland that relate directly or indirectly to this application.

Application/ Permit No.Date FiledDate Issued

NONE PRESENTLY

17. If applicant intends to attach any part of the telecommunications facility or infrastructure to a pole, please describe the pole attachment plans below, including route, schedule, equipment to be used, etc.

NOT APPLICABLE

18. Attach an appropriate scale map to show the route that the telecommunications infrastructure will take through the City of Oakland. Using colors and a clear legend, show the following: (1) the infrastructure that is proposed in the application, (2) overhead plant that will be installed, even if it not subject to the application, (3) existing infrastructure owned by applicant (or its affiliate) to which the new plant will be attached or integrated, (4) to the extent known at the time of filing, the entire infrastructure that is planned for the City of Oakland. If the map scale is too small to show the information clearly, the applicant will be required to supply a larger map.

C. Proposed Telecommunications Infrastructure

Describe the conduit that will be installed as part of the construction proposed in the application. Include size, number, and depth of conduits, nature of inner duct (if any), material (HDPE, PVC, etc.), manufacturer, and the proposed location within the street.

(SBC) AT&T PLANS TO USE CONDUIT ALREADY EXISTING TO EXTEND FIBER EVEN CLOSER TO OUR CUSTOMERS. THERE WILL BE A SMALL AMOUNT OF CONDUIT PLACED AT THE SITE LOCATIONS IN ORDER TO CONNECT THE NEW CABINETS WITH EXISTING FACILITIES AND POWER. THIS WILL BE CLEARLY DELINEATED ON EACH PERMIT APPLICATION.

20. Indicate the number of conduits/ inner ducts that will be occupied initially by applicant's cable.

ONE

21. Provide the following information on any conduit that will be installed as part of the construction proposed in this application.

Applicant use directional boring to install conduit	☐ Yes ☒ No	
Applicant direct bury (i.e., trench) the conduit	☐ Yes ☒ No	
Is applicant *going* to participate in joint trench?	☐ Yes ☒ No	
Is applicant *willing* to participate in joint trench?	☐ Yes ☐ No	DOES NOT APPLY
Will conduit be installed for other parties during this construction	☐ Yes ☒ No	

If "YES" you must identify the parties below or upon a separate sheet attached to this questionnaire

NOT APPLICABLE

22. Provide the following information on any plans to sell or lease conduit, fiber.

Is applicant intending to lease or sell conduit and/or fiber now or at any time during the useful life of the conduit?

☐ Yes ☒ No NOT GENERALLY APPLICABLE TO PROJECT LIGHTSPEED. SEE RESPONSE TO #25.

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If "YES" you must provide information that identifies the party that is sold or lease conduit. You must attach the relevant information to this questionnaire in order for the questionnaire to be considered complete.

NOTE: Applicant must notify City in advance of any future contract or agreement to sell or lease conduit and/or fiber to other parties.

23. Describe the pull boxes and the splice boxes to be installed by applicant (include size, model number, and manufacturer):

NOT APPLICABLE FOR THE LIGHTSPEED PROJECT.

24. Describe the type of cable (fiber-optic, twisted-pair, copper, coaxial, etc.) that will be installed by applicant as part of, or as a result of the construction proposed in this application.

FIBER-OPTIC WILL BE PLACED AND CLEARLY SHOWN ON EACH PERMIT APPLICATION.

D. Impact on City of Oakland Resources and Quality of Life

25. Assuming that a qualified party, such as a CLEC or a national CAP, approached the applicant about sharing facilities on economic terms that were reasonable, would the applicant be willing to share facilities:

In general?	☐ Yes ☒ No	
Share available conduit or inner duct?	☐ Yes ☐ No	IF APPLICABLE AND EXCESS CONDUIT IS AVAILABLE.
Share fiber strands in a fiber cable?	☐ Yes ☒ No	
Share splice boxes?	☐ Yes ☒ No	

http://www.oaklandnet.com/government/city_clerk/questionnaire.pdf (TUE) 11. 14' 06 12:44/ST 12:42/NO 4861581378 P 7
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Share trenching costs in a joint construction project? ☐ Yes ☐ No NOT APPLICABLE

26. In order to minimize the impact of applicant's proposed construction, has the applicant:

Checked the pending applications and recently granted Permits in the City of Oakland to determine whether the opportunity to construct using joint trench, or the opportunity to share facilities, is available?

☐ Yes ☐ No NOT APPLICABLE

Proposed to use directional boring where it would minimize the impact on residents and businesses?

☐ Yes ☐ No GENERALLY NOT APPLICABLE

If no directional boring is proposed, please explain why below:

ONLY A SHORT DISTANCE OF EXCAVATION WILL BE REQUIRED IN AN AREA CLOSE TO EXISTING FACILITIES SO BORING IS NOT REQUIRED.

CONDITIONS FOR USE OF CITY OF OAKLAND'S RIGHT OF WAY

IF APPLICABLE,

a. Permittee agrees to comply with the City of Oakland's land use and planning process (including public notification) for the location of any structures or facilities to be placed in or adjacent to the City's public rights-of-way. The permittee further agrees to provide all necessary information requested by the City of Oakland including required documentation to conduct applicable CEQA review.

b. Installation of telephone lines and provision of telephone service shall be pursuant to Sec. 7901 of the California Public Utilities Code.

c. Permittee is not authorized to place any other facilities or provide any services over the facilities placed in the rights-of-way other than telephone lines as described above, without first obtaining authorizations from the City, including any necessary franchises, except ~~where state law preempts local authority to franchise.~~ AS OTHERWISE PROVIDED BY STATE OR FEDERAL LAW. By way of example and not limitation, Permittee may not install cable system or open video system facilities without first obtaining a

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franchise.

d. Permittee is not authorized to install facilities on any other public property other than rights-of-way, and any use of other public property shall require separate agreement.

a. Permittee shall comply with any provision that the City may adopt in the future requiring it to obtain a franchise or other authorization, and may be required to do so as a condition to the continued effectiveness of the permit, provided that nothing in this agreement shall be construed to prevent Permittee from claiming that a particular requirement is prohibited by applicable law.

b. If state or federal law does not prohibit municipality from charging for use of rights-of-way by Permittee, it may do so, and payment of any lawful compensation established by City shall be a condition of the continued effectiveness of the permit.

c. Permittee warrants that the services it will offer over the telephone lines ARE AUTHORIZED UNDER ~~consist solely of telephone service within the meaning of~~ Section 7901 .

LAWFUL AND REASONABLE

d. Permittee shall abide by all City requirements for indemnification and insurance.

e. Conditions do not create or vest in Permittee any property interest.

f. Permittee warrants that it will promptly notify the City of any company to which it is selling, leasing, or otherwise transferring facilities or capacity, and agrees not to sell, lease, or otherwise transfer facilities or capacity to any company that is required by state or federal law to obtain a franchise or other authorization from municipality without proof that such company has obtained the necessary authorization or franchise; PROVIDED HOWEVER, THAT AT&T'S OBLIGATIONS HEREUNDER ARE LIMITED TO THE SALE, LEASE, OR TRANSFER OF FACILITIES OR CAPACITY THAT INVOLVES THE PHYSICAL USE OF THE CITY'S PUBLIC RIGHTS OF WAY, AND DOES NOT EXTEND TO AT&T'S OBLIGATIONS UNDER SECTION 251 OF THE TELECOMMUNICATIONS ACT OF 1996.

g. The City retains police powers with respect to time, place and manner of placement and relocation of facilities within the public right-of-way.

h. Permittee agrees to comply with any future changes in State or Federal laws that pertain to the telephone, cable television and telecommunications industry and the City reserves the right to impose any changes in the law at such future time.

i. Permittee will submit Quarterly Construction reports IF ~~as~~ required by the Public Utilities Commission.

j. Permittee warrants that in the event any telephone facilities approved by the City pursuant to this permit are at any time during the usable life of the equipment or facilities utilized for purposes other than ~~providing telephone service as defined by~~ the California Public Utilities Code, including ~~but not limited to~~ the transmission of ~~a~~ cable system ~~equivalent~~ or open video ~~or data~~ CABLE SERVICES OVER A SERVICES. THOSE AUTHORIZED UNDER SECTION 7901 OF

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transmission. Permittee agrees to first obtain the necessary authorization or franchise for providing such service over said existing facilities.

k. In addition to Permittee processing fees associated with the issuance of the herein permit, Permittee is subject to inspectional fees for the cost of determining compliance with the herein permit requirements. Additional re-inspection fee charges may be assessed as necessary to assure ongoing compliance with permit requirements.

l. Permittee agrees to notify City of any changes to the plans submitted with the excavation and all related permit applications prior to constructing such change(s).

m. Permittee shall be a member of USA and shall be responsible for notifying USA prior to excavations.

n. At least 48 hours prior to excavation, Permittee shall notify the City's Electrical Division, at 615-5438 and Telecommunications Systems Engineer at 238-6900.

o. Permittee is required to adhere to all herein conditions as a condition of the continued effectiveness of the permit. Failure or refusal to comply shall subject the Permittee to all applicable civil penalty provisions.

p. Additional permit conditions may be required as a matter of policy at any time commencing from the issuance of the permit up until the permit is "finalized" by the City.

q. For as long as Permittee maintains facilities within the public right-of-way, Permittee is subject to any further licensing and/or leasing requirements imposed by the City for such use.

Applicant agrees to comply with the City of Oakland's land use and planning process (including public notification) for the location of any structures or facilities to be placed in or adjacent to the City's public rights-of-way. The applicant further agrees to provide all necessary information requested by the City of Oakland including required documentation to conduct applicable CEQA review.

Signed under penalty of perjury, this 20TH day of JANUARY, 2006

Applicant: AT+T CALIFORNIA

Date *(example 06/22/00)* 01/20/06

(Owner of the facilities to be installed in the public rights-of-way)

Authorized Representative's Name KAREN BOLES

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Submit Reset

Please print the completed form, sign and physically submit a copy to the Cable Franchise Authority. This form is for notification purposes only. A hard copy must also be submitted.

For More Information Contact:

Brian "Tino" Granados
Cable Franchise Authority,
1 Frank H. Ogawa Plaza,
2nd Floor, Oakland, CA 94612,
Telephone number 510-238-3567,
Fax 510-238-6699
Email cablefranchise@oaklandnet.com

Home

http://www.oaklandnet.com/government/cable/... (TUE) 11. 14' 06 12:46/ST. 12:42/NO. 4861581378 P 11
FROM PACIFIC BELL CXC

ATTACHMENT A

Proprietary and Confidential

AT&T Inc. Affiliates

1/10/2005

2001 Investment Fund, L.L.C
a2b Music Inc.
Abilene SMSA Tower Holdings, L.P.
ACC Corp.
ACC National Long Distance Corp.
ACC National Telecom Corp.
Alascom, Inc.
Alestra Telecomunicaciones Inalambricas, S. de R.L. de C.V.
Alestra, S. de R.L. de C.V.
Amarillo SMSA Tower Holdings, L.P.
American Bell Communications, Inc.
American Bell Information, Inc.
American Bell International, Inc.
American Bell Technologies, Inc.
American Bell, Inc.
American Information Technologies Corporation (Nevada)
American Movie Classics Investment, Inc.
American Ridge Insurance Company
American Telephone & Telegraph Company of Delaware
American Telephone & Telegraph Company of Indiana, Inc.
American Telephone & Telegraph Company of Michigan
American Telephone & Telegraph Company of New Jersey
American Telephone & Telegraph Company of Virginia
American Telephone & Telegraph Company of Wisconsin
American Telephone & Telegraph Company of Wyoming
American Telephone and Telegraph California Inc.
American Telephone and Telegraph Company
American Telephone and Telegraph Company of Arkansas
Ameritech Advanced Data Services of Illinois, Inc.
Ameritech Advanced Data Services of Indiana, Inc.
Ameritech Advanced Data Services of Michigan, Inc.
Ameritech Advanced Data Services of Ohio, Inc.
Ameritech Advanced Data Services of Wisconsin, Inc.
Ameritech Belgium Assets, L.L.C.
Ameritech Belgium Leasing, Inc.
Ameritech C777, Inc.
Ameritech Capital Funding Corporation
Ameritech Cayman Islands Investment, Inc.
Ameritech Center Phase I, Inc.
Ameritech CivicNet, LLC
Ameritech Communications Services, Inc.
Ameritech Corporation (Nevada)
Ameritech Credit Corporation
Ameritech CT Acquisition Corporation
Ameritech Denmark Funding Corporation
Ameritech Denmark Holdings, L.L.C.
Ameritech Denmark, Inc.
Ameritech Information Industry Services, Inc.

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Ameritech Information Systems (Canada), Inc.
Ameritech International Belgium, LLC
Ameritech International Denmark Corporation
Ameritech International Spain, S.L.
Ameritech International, Inc.
Ameritech Managed Services, Inc.
Ameritech Management Corporation
Ameritech Management Services Company, L.L.C.
Ameritech Media Ventures, Inc.
Ameritech New Media, LLC
Ameritech New Zealand Funding Corporation
Ameritech New Zealand Investments, Inc.
Ameritech Payphone Services, Inc.
Ameritech Properties, Inc.
Ameritech Publishing of Illinois, Inc.
Ameritech Publishing, Inc.
Ameritech Services, Inc.
Ameritech Wireless Holdings, Inc.
Ameritech XV, Inc.
Ameritech XX, Inc.
Antares Satellite Corporation
Arkansas Bell Telephone Company
ASI Leasing (GP) Company
ASI Leasing (LP) Company
AT& T Communications Services Turkey Ltd.
AT& T Global Network Holdings LLC
AT&T (Australasia) Pty Limited
AT&T (Australia) Pty. Limited
AT&T (China) Co. Ltd.
AT&T (Hong Kong) Limited
AT&T (New Zealand) Company
AT&T (UK) Ltd.
AT&T ADC Corp.
AT&T Asia/Pacific Group Ltd.
AT&T Broadband Phone of Kentucky I, LLC
AT&T Broadband Phone of Kentucky II, LLC
AT&T Broadband Phone of Kentucky III, LLC
AT&T Broadband T-Holdings, Inc.
AT&T Broadband T-Services, Inc.
AT&T Business Receivables II LLC
AT&T Cable Merger Co.
AT&T Canada GP LLC
AT&T Canada Holdings Limited Partnership
AT&T Canada Investments Inc.
AT&T Canada L.D. Holdings Inc.
AT&T Capital Holdings International, Inc.
AT&T Capital Holdings, Inc
AT&T Chile S.A.
AT&T China, Inc.

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AT&T China, Inc. (Branch)
AT&T China, Inc. (Representative Offices)
AT&T CIS Ltd.
AT&T CIS Ltd.
AT&T Communication Services India Pvt. Ltd.
AT&T Communications (1998) Ltd.
AT&T Communications Americas, Inc.
AT&T Communications Corp.
AT&T Communications Holdings of Wisconsin, LLC
AT&T Communications of California, Inc.
AT&T Communications of Delaware, LLC
AT&T Communications of Hawaii, Inc.
AT&T Communications of Illinois, Inc.
AT&T Communications of Indiana GP
AT&T Communications of Indiana, Inc
AT&T Communications of Maryland, LLC
AT&T Communications of Michigan, Inc.
AT&T Communications of Michigan, LLC
AT&T Communications of Nevada, Inc.
AT&T Communications of New England, Inc.
AT&T Communications of New England, LLC
AT&T Communications of New York, Inc.
AT&T Communications of NJ, LP
AT&T Communications of Ohio, Inc.
AT&T Communications of Ohio, LLC
AT&T Communications of Pennsylvania, LLC
AT&T Communications of Texas LLC
AT&T Communications of Texas, L.P.
AT&T Communications of Texas, LLC
AT&T Communications of the Midwest, Inc.
AT&T Communications of the Mountain States, Inc.
AT&T Communications of the Pacific Northwest, Inc.
AT&T Communications of the South Central States, LLC
AT&T Communications of the Southern States, LLC
AT&T Communications of the Southwest, Inc.
AT&T Communications of Virginia, LLC
AT&T Communications of Washington D.C., LLC
AT&T Communications of West Virginia, Inc.
AT&T Communications of Wisconsin, LP
AT&T Communications Services (Japan) Ltd.
AT&T Communications Services (Malaysia) Sdn. Bhd.
AT&T Communications Services Africa Inc. (Branch)
AT&T Communications Services Africa, Inc.
AT&T Communications Services Argentina S.R.L.
AT&T Communications Services Asia/Pacific Inc.
AT&T Communications Services Australia Pty. Limited
AT&T Communications Services Colombia S.A.
AT&T Communications Services Danmark A/S
AT&T Communications Services de El Salvador, S.A. de C.V.

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AT&T Global Network CER Holdings LLC
AT&T Global Network Enterprises LLC
AT&T Global Network Holdings Brasil Ltda.
AT&T Global Network Partners Inc.
AT&T Global Network Services (Thailand) Co., Ltd.
AT&T Global Network Services (UK) B.V.
AT&T Global Network Services (UK) B.V. - UK Branch
AT&T Global Network Services Australia Pty. Ltd.
AT&T Global Network Services Austria GmbH
AT&T Global Network Services Belgium Luxembourg S.P.R.L.
AT&T Global Network Services Belgium Luxembourg S.P.R.L. - Luxembourg Branch Office
AT&T Global Network Services Brasil Ltda.
AT&T Global Network Services Bulgaria EOOD
AT&T Global Network Services Canada Holdings LLC
AT&T Global Network Services Colombia Ltda.
AT&T Global Network Services Cyprus Limited
AT&T Global Network Services Czech Republic s.r.o.
AT&T Global Network Services Danmark ApS
AT&T Global Network Services del Peru S.R.L.
AT&T Global Network Services Deutschland GmbH
AT&T Global Network Services Ecuador Cia. Ltda.
AT&T Global Network Services Espana, S.L.
AT&T Global Network Services Estonia OÜ
AT&T Global Network Services Finland Oy
AT&T Global Network Services France, SAS
AT&T Global Network Services Group LLC
AT&T Global Network Services Hellas Limited [E.P.E./Limited]
AT&T Global Network Services Hong Kong Limited
AT&T Global Network Services Hrvatska drustvo s organicenom adgovornoscu (d.o.o.)
AT&T Global Network Services Hungary Kft.
AT&T Global Network Services International Inc.
AT&T Global Network Services International Inc. - Israel Branch Office
AT&T Global Network Services International Inc. - New Zealand Branch Office
AT&T Global Network Services International Inc. - Philippines Branch Office
AT&T Global Network Services International Inc.- Pakistan Branch
AT&T Global Network Services Ireland Limited
AT&T Global Network Services Italia S.r.l.
AT&T Global Network Services Japan LLC
AT&T Global Network Services Japan LLC - Japan Branch
AT&T Global Network Services Korea Limited (Yuhan Hoesa)
AT&T Global Network Services LLC
AT&T Global Network Services Luxembourg S.a.r.l. (Deregistered)
AT&T Global Network Services Mexico S. de R.L. de C.V.
AT&T Global Network Services Nederland B.V.
AT&T Global Network Services Netherlands Antilles N.V.
AT&T Global Network Services Norge LLC
AT&T Global Network Services Norge LLC - Norwegian Branch Office
AT&T Global Network Services Polska Sp. z o.o.
AT&T Global Network Services Puerto Rico Inc.

McAllen-Edinburg-Mission SMSA Tower Holdings, L.P.
MediaOne Far East Telecommunications, Inc.
Michigan Bell Telephone Company
Midland/Odessa SMSA Tower Holdings, L.P.
Milwaukee SMSA Tower Holdings LLC
Missouri Bell Telephone Company
Missouri RSA 11/12 Tower Holdings LLC
Missouri RSA 8 Tower Holdings LLC
Missouri RSA 9B1 Tower Holdings LLC
MNS Acquisition Corp.
Nantis, Inc.
Nevada Bell Leasing Company
Nevada Bell Telephone Company
New SBC Wireless, Inc.
New Southwestern Bell Mobile Systems, Inc.
Novato MergerSub, Inc.
Oklahoma Bell Telephone Company
Oklahoma City SMSA Tower Holdings LLC
Oklahoma RSA 3 Tower Holdings LLC
Oklahoma RSA 9 Tower Holdings LLC
P.T. AT&T Global Network Services Indonesia
Pacific Bell Directory
Pacific Bell Information Services
Pacific Bell Leasing Company
Pacific Bell Telephone Company
Pacific Telephone & Telegraph Company
Pacific Telesis Group
Pacific Telesis, Inc.
PacTel Finance
PBD Holdings dba Digital Graphics ADvantage
PBD Services, LLC
PT Sistelindo Mitralintas
PTF/FCLC Associates (80%)
PTF/GECC (California) Associates (80%)
PTG Properties, Inc.
Pudong LLC
Quentin International Sales, Inc.
Ranger Acquisition Corp.
Rewolf Holding N.V.
RTDC Holdings, Inc.
RWB Wireless Broadband, LLC
S/A AT&T Global Network Services Latvia
SBC Advanced Solutions, Inc.
SBC Advertising, L.P.
SBC Alloy Holdings, Inc.
SBC ASI Purchasing & Leasing Limited Partnership
SBC Asset Management, Inc.
SBC Aviation Holdings, Inc
SBC CCPR Holdings, LLC

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SBC Communications Inc. [Delaware name holder]
SBC DataComm Corporation
SBC DataComm, Inc.
SBC Directory Operations, Inc.
SBC Enterprise Services, Inc.
SBC Foundation
SBC General Leasing, LLC
SBC General TowerCo of Texas, LLC
SBC Global Management Support LLC
SBC Global Services, Inc.
SBC Hedging Management, LLC
SBC International Arabia, Inc.
SBC International B.V.
SBC International Development Corporation
SBC International Europe, Inc.
SBC International IP Holdings, Inc.
SBC International Operations, Inc.
SBC International Taiwan, Inc.
SBC International, ApS
SBC International, Inc.
SBC International-Management Services, Inc.
SBC Internet Services, Inc.
SBC Investment Portfolio, LLC
SBC Knowledge Ventures GP, Inc.
SBC Knowledge Ventures, L.P.
SBC Laboratories, Inc.
SBC Long Distance, LLC
SBC Management Services Holdings, Inc.
SBC Management Services, L.P.
SBC Media Solutions LLC
SBC Network Technologies, Inc.
SBC Northern Leasing GP Company
SBC Northern Leasing, LP
SBC Option Delivery, LLC
SBC Option Hedging, LLC
SBC Portfolio Holdings, Ltd.
SBC Telecom Properties, Inc.
SBC Telecom, Inc.
SBC Teleholdings, Inc.
SBC Texas Towers, L.P.
SBC Tower Holdings LLC
SBC Venture Capital Corporation
SBC Venture Holdings, LLC
SBC Ventures, Inc.
SBC-MSI, LLC
SBCSI Leasing (GP) Company
SBCSI Leasing (LP) Company
SBCSI Purchasing & Leasing Limited Partnership
Shanghai Symphony Telecommunications Co., Ltd.

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Smart Card Systems and Solutions, Inc.
SNET America, Inc.
SNET Credit, Inc.
SNET Diversified Group, Inc.
SNET Information Services, Inc.
SNET Properties, Inc.
SNET Real Estate, Inc.
Southern New England Telecommunications Corporation
Southwestern Bell Advertising Group, Inc.
Southwestern Bell International Development (Africa)(Proprietary) Limited
Southwestern Bell International Holdings S.A. de C.V.
Southwestern Bell Telecom (UK) Limited
Southwestern Bell Telephone Company (Oklahoma)
Southwestern Bell Telephone Company of Arkansas
Southwestern Bell Telephone, L.P.
Southwestern Bell Texas Holdings, Inc.
Southwestern Bell Video Services, Inc.
Southwestern Bell Yellow Pages Resources, Inc.
Southwestern Bell Yellow Pages Services, Inc.
Southwestern Bell Yellow Pages, Inc.
Springwich Cellular Tower Holdings LLC
St. Joseph SMSA Tower Holdings LLC
Sterling Commerce (America), Inc.
Sterling Commerce (EU), Inc.
Sterling Commerce (North East), Inc.
Sterling Commerce (UK) Limited (United Kingdom)
Sterling Commerce (Xel) Pty. Ltd. (Australia)
Sterling Commerce AB (Sweden)
Sterling Commerce AG (Switzerland)
Sterling Commerce B.V. (Netherlands)
Sterling Commerce BVBA (Belgium)
Sterling Commerce do Brasil Ltda. (Brazil)
Sterling Commerce GmbH (Germany)
Sterling Commerce II B.V.
Sterling Commerce International, Inc.
Sterling Commerce K.K. (Japan)
Sterling Commerce Leasing, Inc.
Sterling Commerce Limited (Hong Kong)
Sterling Commerce Pte., Ltd. (Singapore)
Sterling Commerce Pty, Limited (Australia)
Sterling Commerce S.A. de C.V. (Mexico)
Sterling Commerce S.L. (Spain)
Sterling Commerce S.r.l. (Italy)
Sterling Commerce, Inc.
Sterling Commerce, SARL (France)
Sterling Electronic Commerce, Inc. (Canada)
SWBT Leasing (GP) Company
SWBT Leasing (LP) Company
SWBT Purchasing & Leasing Limited Partnership

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SWBT Texas, LLC
TC New York Holdings I, Inc.
TC New York Holdings II, Inc.
TC Systems, Inc.
TCG America, Inc.
TCG Billing Services, Inc.
TCG Cerfnet, Inc.
TCG Charitable Foundation, Inc.
TCG Chicago
TCG Chicago Holdings, Inc.
TCG Colorado
TCG Connecticut
TCG Connecticut Holdings II, Inc.
TCG Connecticut Holdings III, Inc.
TCG Connecticut Holdings, Inc.
TCG Dallas
TCG Dallas Holdings I, Inc.
TCG Dallas Holdings II, Inc.
TCG Data - New York
TCG Delaware Valley, Inc.
TCG Detroit
TCG Detroit Holdings I, Inc.
TCG Detroit Holdings II, Inc.
TCG DV Holdings, Inc.
TCG Illinois
TCG Illinois Holdings, Inc.
TCG Indiana, Inc.
TCG Indianapolis
TCG Joint Venture Holdings, Inc.
TCG Kansas City, Inc.
TCG Los Angeles, Inc.
TCG Maryland
TCG Midsouth, Inc.
TCG Milwaukee, Inc.
TCG Minnesota, Inc.
TCG New Jersey
TCG New Jersey, Inc.
TCG New York, Inc.
TCG of the Carolinas, Inc.
TCG Ohio
TCG Omaha
TCG Omaha Holdings, Inc.
TCG Oregon
TCG Partners
TCG Partners Holdings I, Inc.
TCG Partners Holdings II, Inc.
TCG Partners Holdings III, Inc.
TCG Phoenix
TCG Phoenix Holdings I, Inc.

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TCG Pittsburgh
TCG Pittsburgh Holdings, Inc.
TCG Rhode Island
TCG San Diego
TCG San Diego Holdings, Inc.
TCG San Francisco
TCG San Francisco Holdings I, Inc.
TCG Seattle
TCG Seattle Holdings I, Inc.
TCG Seattle, Inc.
TCG Services, Inc.
TCG South Florida
TCG South Florida Holdings I, Inc.
TCG South Florida Holdings II, Inc.
TCG Southwestern Holdings, Inc.
TCG St. Louis
TCG St. Louis Holdings, Inc.
TCG Utah
TCG Virginia, Inc.
TCI LL, Inc.
TCI NJFT, Inc.
TCI Teleport Holdings, Inc.
TCI Teleport, Inc.
Telecable KCFN Holding Corp.
Telehouse International Corporation of America
Teleport Communications Atlanta, Inc.
Teleport Communications Boston, Inc.
Teleport Communications Chicago, Inc.
Teleport Communications Dallas, Inc.
Teleport Communications Group America, Inc.
Teleport Communications Group Inc.
Teleport Communications Houston, Inc.
Teleport Communications New York
Teleport Communications San Francisco, Inc.
Teleport Communications Washington, D.C., Inc.
Telesis, Inc. (CA)
Telesis, Inc. (NV)
Texas Bell Telephone Company
Texas RSA 10B1 Tower Holdings, L.P.
Texas RSA 18 Tower Holdings, L.P.
Texas RSA 19 Tower Holdings, L.P.
Texas RSA 20B1 Tower Holdings, L.P.
Texas RSA 6 Tower Holdings, L.P.
Texas RSA 7B1 Tower Holdings, L.P.
Texas RSA 9B1 Tower Holdings LLC
Texas RSA 9B4 Tower Holdings, L.P.
Thai Global Network Services Holding Co., Ltd.
The American Telegraph and Telephone Company of Pennsylvania
The American Telephone & Telegraph Company of Illinois

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The Ohio Bell Telephone Company
The Ohio Telephone and Telegraph Company
The Pacific Telephone Corporation
The Southern New England Telephone Company
The Woodbury Telephone Company
TNV (Netherlands Antilles) N.V.
Topeka SMSA Tower Holdings LLC
UA Think, Inc.
UAB AT&T Lietuva (Lithuania)
UAII Merger Corp.
UAII Sub No. 24, Inc.
UCT Aircraft, Inc.
UCT Video, Inc.
United Advertising Network, Inc.
United Artist Broadcast Properties, Inc.
United Artists Investments Holding, LLC
United Artists Investments, Inc.
United Artists Investments, LLC
United Artists K-1 Investments, Inc.
United Artists Operator Services Corporation
United Artists Payphone Corporation
United Artists Preferred Investments, Inc.
United Artists Republic Investments, Inc.
United Artists Satellite, Inc.
United Artists Telecommunications, Inc.
United Cable AD-Link, Inc.
United Cable Advertising, Inc.
United Cable Productions, Inc.
United Cable Shopping Channel, Inc.
United Cable Television Acquisition Corporation
United Cable Television Financing Corporation
United Cable Television Investments, LTD.
United Cable Video Investment, Inc.
United Carphone Corporation
United Corporate Communications Company
United Entertainment Corporation, Inc.
United Hockey, Inc.
United Microwave Corporation
United Paging Corporation
United Tribune Paging Corporation
United's Home Video Centers, Inc.
VLT GP Holdco L.L.C.
VLT US Holdco L.L.C.
Washington/Baltimore Cellular Tower Holdings LLC
Whitewolf Holding N.V.
Wichita SMSA Tower Holdings LLC
Wisconsin Bell, Inc.
Worcester Tower Holdings, LLC
World Partners Company

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WorldPlus International Inc.
Worldwide Directory Products Sales, Inc.
www.yellowpages.com, Inc.
Yantra Corporation
Yantra Corporation U.K. Limited
Yantra GmbH
Yantra Solutions Private Limited
YellowPages Travel, Inc.
YellowPages.com LLC
YPC, LLC

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ATTACHMENT C

City of Oakland
Lightspeed Telecommunications Project Permit Approval Process

1. Company will provide 30 day notice by letter via U.S. mail or hand delivery to impacted property owners, tenants and community association (if applicable). Impacted property owners are addresses shown on the Assessor's Maps that are located within the visual field of the proposed above-ground structure. Waiver of 30 days granted if company representative discusses construction plans with owners and obtains their acknowledgement of the plans via face-to-face discussion. Notice shall include clear language addressing the following:
    a. A drawing/schematic showing the type and size of the structure that will be placed and showing the relationship to the right-of-way.
    b. The location related to the neighborhood.
    c. A picture of the structure within the location – an illustrated overlay of the structure within the location.
    d. Contact name and phone number of City's CEDA representative and Company's representative knowledgeable of the site for questions and concerns prior to the 30 days.

2. For each location, company must provide a list of addresses of record within visible site of the proposed cabinet and submit proof of notice in the form of a spreadsheet that includes dates mailed, addresses mailed, and all responses. City will not approve permits prior to 30 days from owners' and tenants' receipt of letter unless a pre-30 day face-to-face discussion with property owners takes place and is so documented. As an additional step, Company will place notification door hangers on impacted properties one week prior to construction.

3. Company will work with the impacted property owners expressing concerns in order to choose a location for the structure which will minimize impact on the surrounding area.

4. Company must only place one new structure per site. If Company needs to place more than one structure due to location or availability of equipment, City shall require a pre-site inspection with Company and CEDA inspectors to determine if an alternative solution is feasible. If an alternative solution is not agreed to, PWA and CEDA Directors must sign off or delegate the sign off on that particular encroachment permit. Company agrees to consolidate structures when possible.

5. Company must follow all lawful permit requirements for Minor Encroachment, Major Encroachment, Use and Excavation.

6. Company will continue their regular maintenance program of all facilities including but not limited to graffiti and damage.

7. Company shall notify the City when they are ready for the pre-construction and post-construction site visits by Public Works to ensure compliance with the approved plan.

8. Company must comply with all Local, State and Federal laws.

9. Company must provide, at minimum, the following:

    a. Map that indicates the maximum number of structures to be placed throughout the City. For Lightspeed, a current map is located at 2150 Webster Street. Barbara Leslie can be contacted at 510 587-1930.
    b. Construction schedule of entire project as determined by permit approvals
    c. Types of construction that will need to be completed for the project
    d. Types of service the project will provide to the community
    e. Any other details that the City will need in order to process permits and conduct inspections.