



**CITY OF SANTA MONICA
TELECOMMUNICATIONS
MASTER PLAN**

- Exhibits -

Prepared By

MC_G

MEDIA CONNECTIONS GROUP



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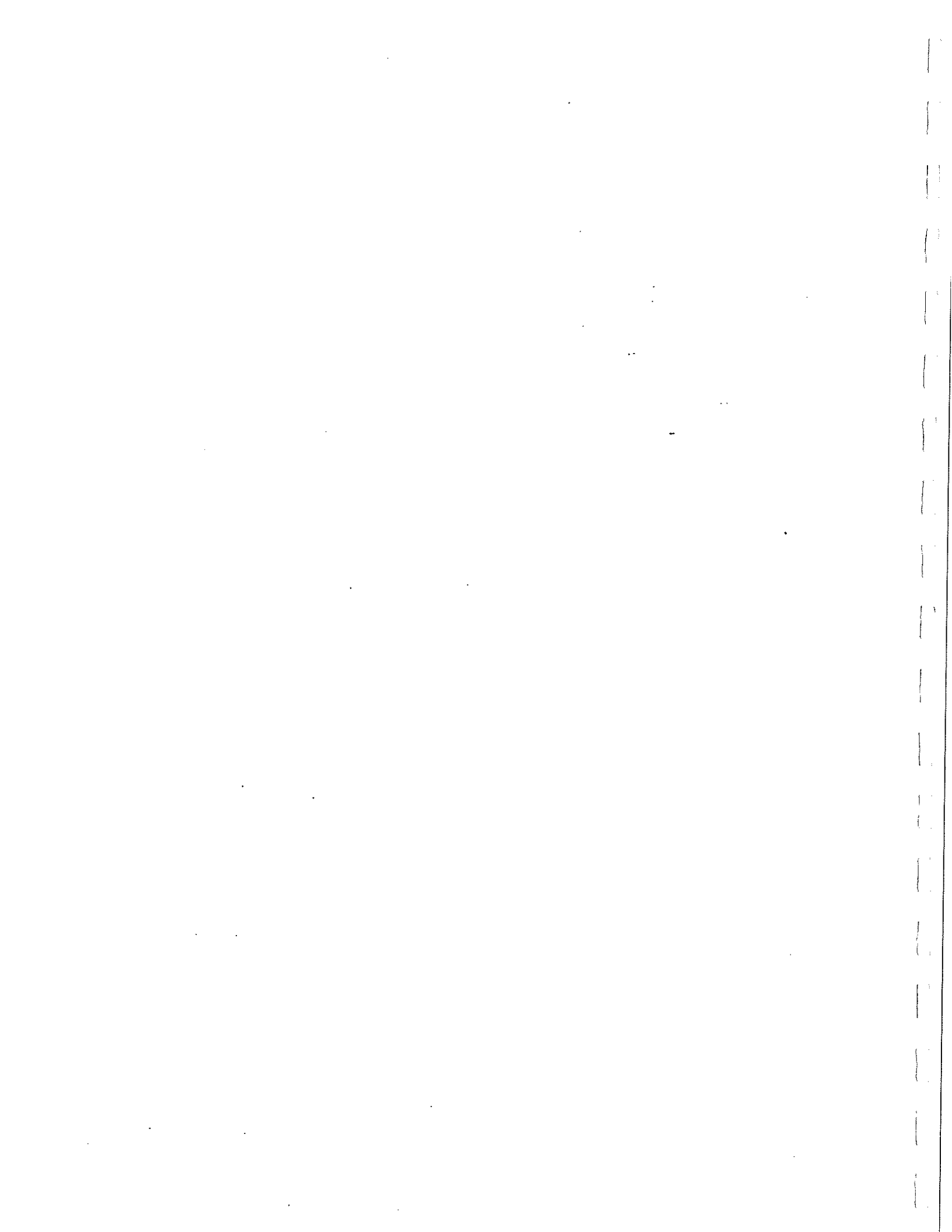


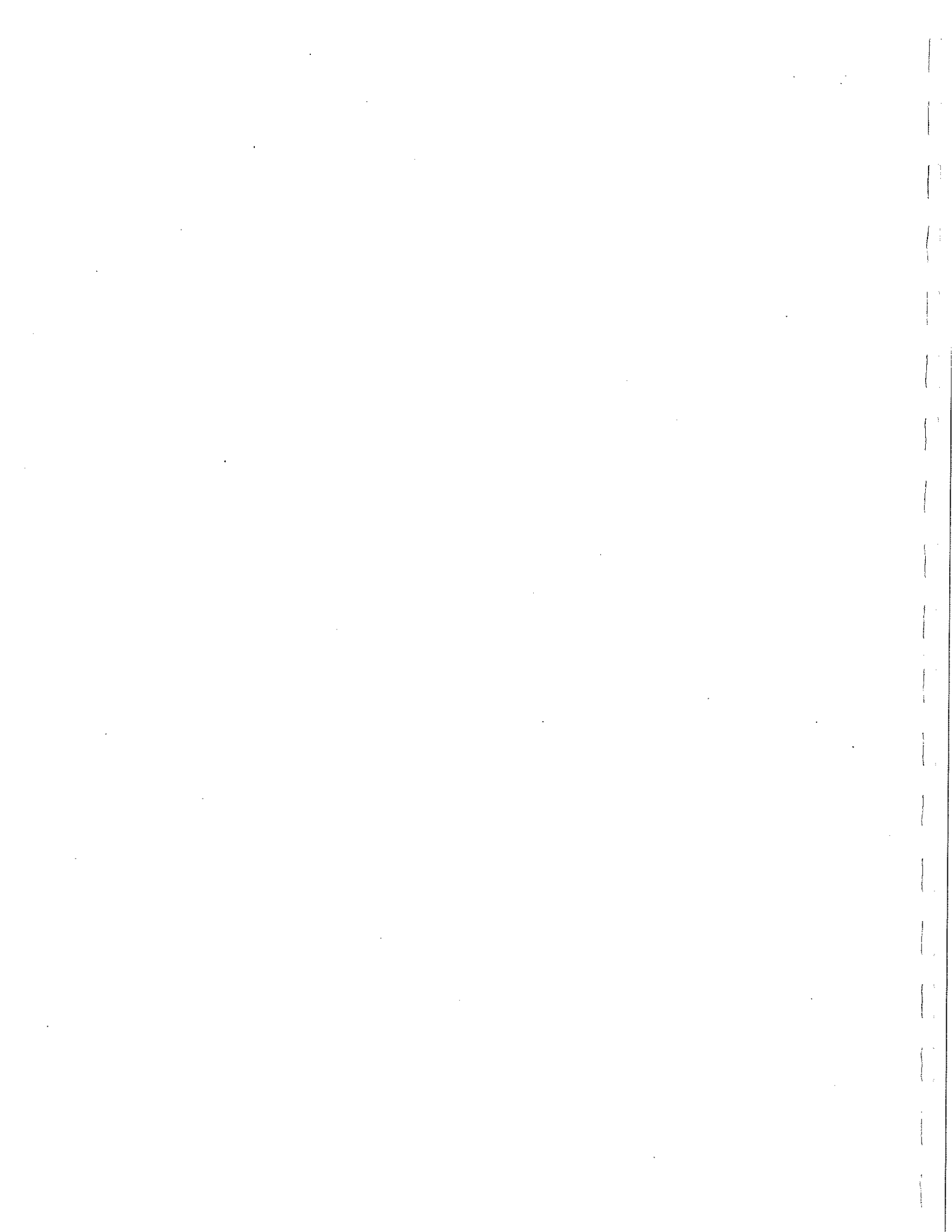
EXHIBIT A

TWG Membership



MEDIA CONNECTIONS GROUP

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Working Group and Sub-Committee Items Considered

1. Neil Schmidt
Superintendent, Santa Monica-Malibu Unified School District
2. Alan Buckley
President, Academic Senate
Santa Monica College
3. Jim Hake
Chairman, National Information Infrastructure (NII) Awards, Exec. Director Access Media
4. Gerald Chaleff
Attorney and former President, Los Angeles Information Technology Commission, former County Bar Association President
5. Barry Boehm
Former Chair, Santa Monica Library Board
USC Professor of Software Engineering
6. Michele Wittig
PEN Participant/California State University, Northridge, Professor of Psychology
7. Mark Flaisher
LA Freenet and Advisor to Mayor Riordan on Technology issues
8. Kevin McKeown
Computer & Network Consultant: Santa Monica Malibu Unified School District, Neighborhood and Human Services Organizations
9. Susan Herman
President, SHC, former General Manager of the Dept. of Telecommunications for the City of Los Angeles and a member of President Clinton's National Information Infrastructure (NII) Advisory Council

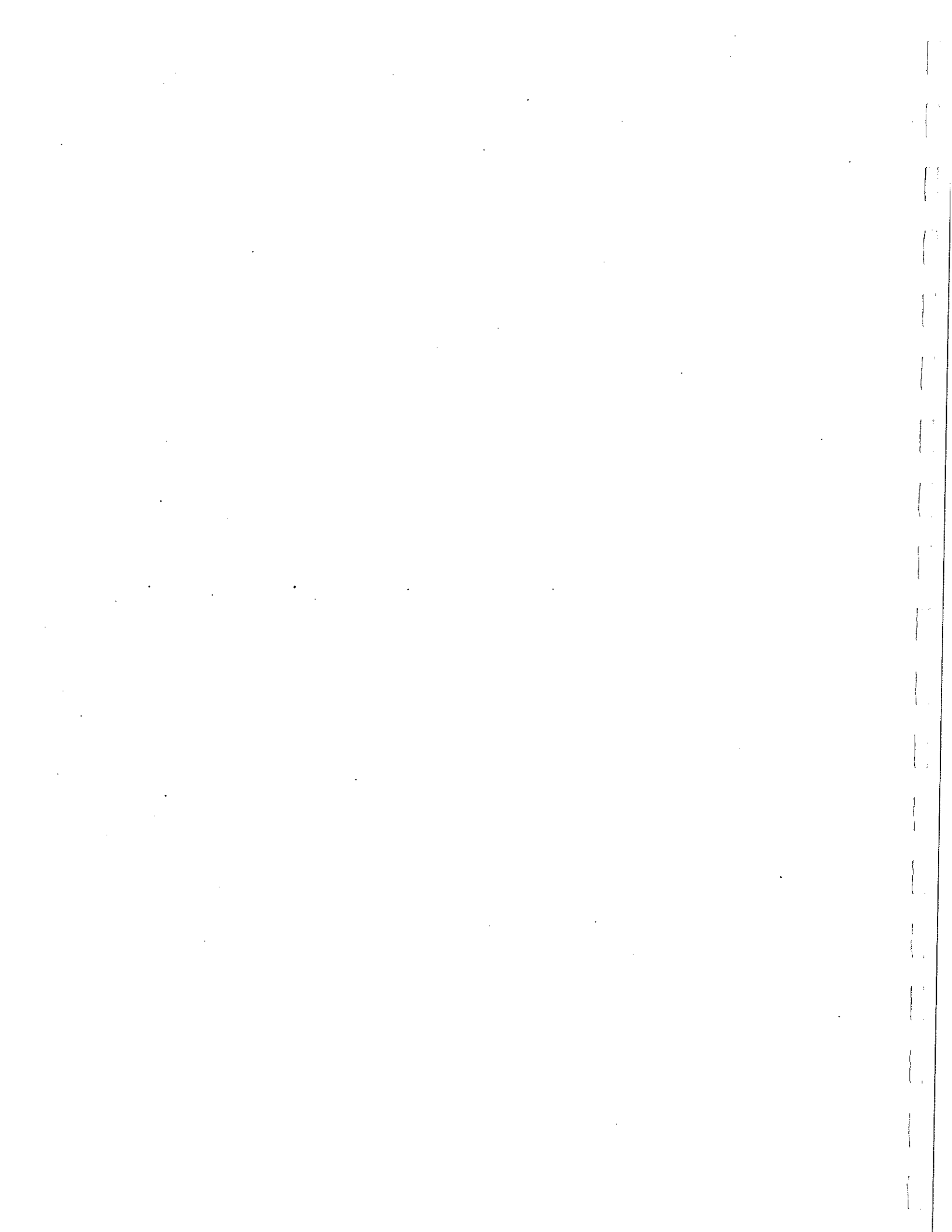
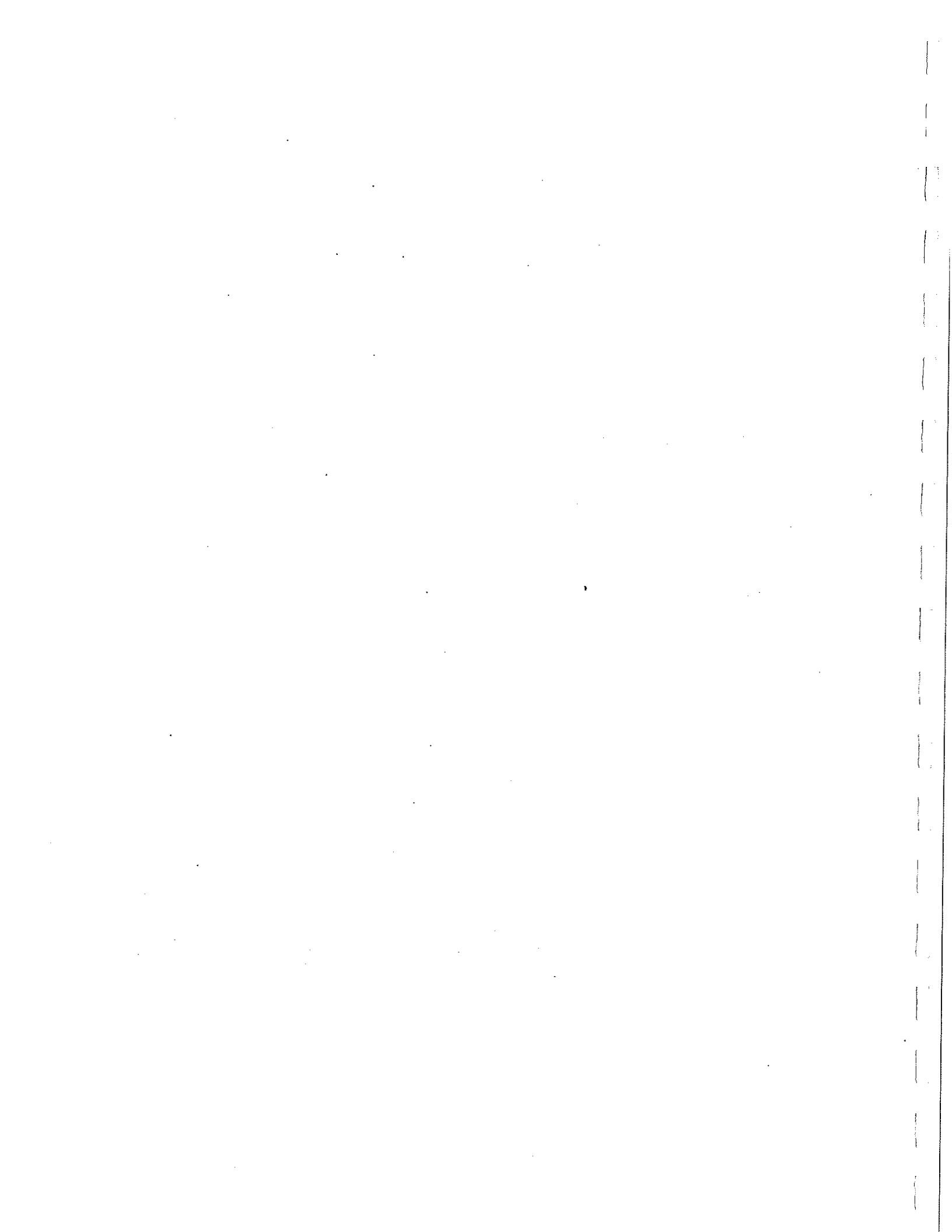


EXHIBIT B

Universal Access Policy Considerations



MEDIA CONNECTIONS GROUP



Outline of Issues for Consideration for Universal Access and Universal Service

A. THE LIMIT OF OUR AUTHORITY AND THE ROLE OF POLICY TO PROMOTE RATHER THAN REGULATE

B. UNDERSTANDING THE TERMS AND DEVELOPING OUR DEFINITION:

1. **Universal access** speaks to the issue of availability in a manner that is non-discriminatory regardless of income, ability, language or geographic location.
2. **Universal service** is the service or products that would be universally accessible. Generally, this means services which are affordable and provide, at least, a minimum level of quality telecommunications services. Examples of universal services may differ community to community, but would typically include access to emergency services (911), directory assistance or basic system guidance and information, and local communication.

C. OTHER FAMILIAR MODELS:

Other models include *telephone lifeline service*, which the rate-paying community subsidizes for those on fixed or low income; which provides limited local call, emergency and directory access. Another model is *lifeline cable service*, which usually consists of a cable system constructed and accessible in all neighborhoods, with cable "basic service" composed of a limited number of channels, typically the local broadcast channels, public access channels, and an on-air program guide.

D. TOPICS TO EXPLORE FOR A FUTURE POLICY STATEMENT THE CITY MAY WISH TO ADOPT:

1. Encouraging priority access for special populations such as the disabled or students.
2. Encouraging access at specific types of facilities such as schools and higher education institutions, libraries, and public facilities owned or controlled by government.
3. Encouraging availability of user-friendly equipment.
4. Ensuring appropriate privacy and security for users.
5. Developing or promoting affordable pricing mechanisms.
6. Promoting fair and equitable regulation of telecommunications providers.
7. Promoting interconnectivity, interoperability and open access.
8. Encouraging the creation of opportunities for user participation and interactivity.
9. Providing incentives or other mechanisms to promote businesses and others to support the policies, such as a special fund for those who adopt and take actions consistent with the policies.

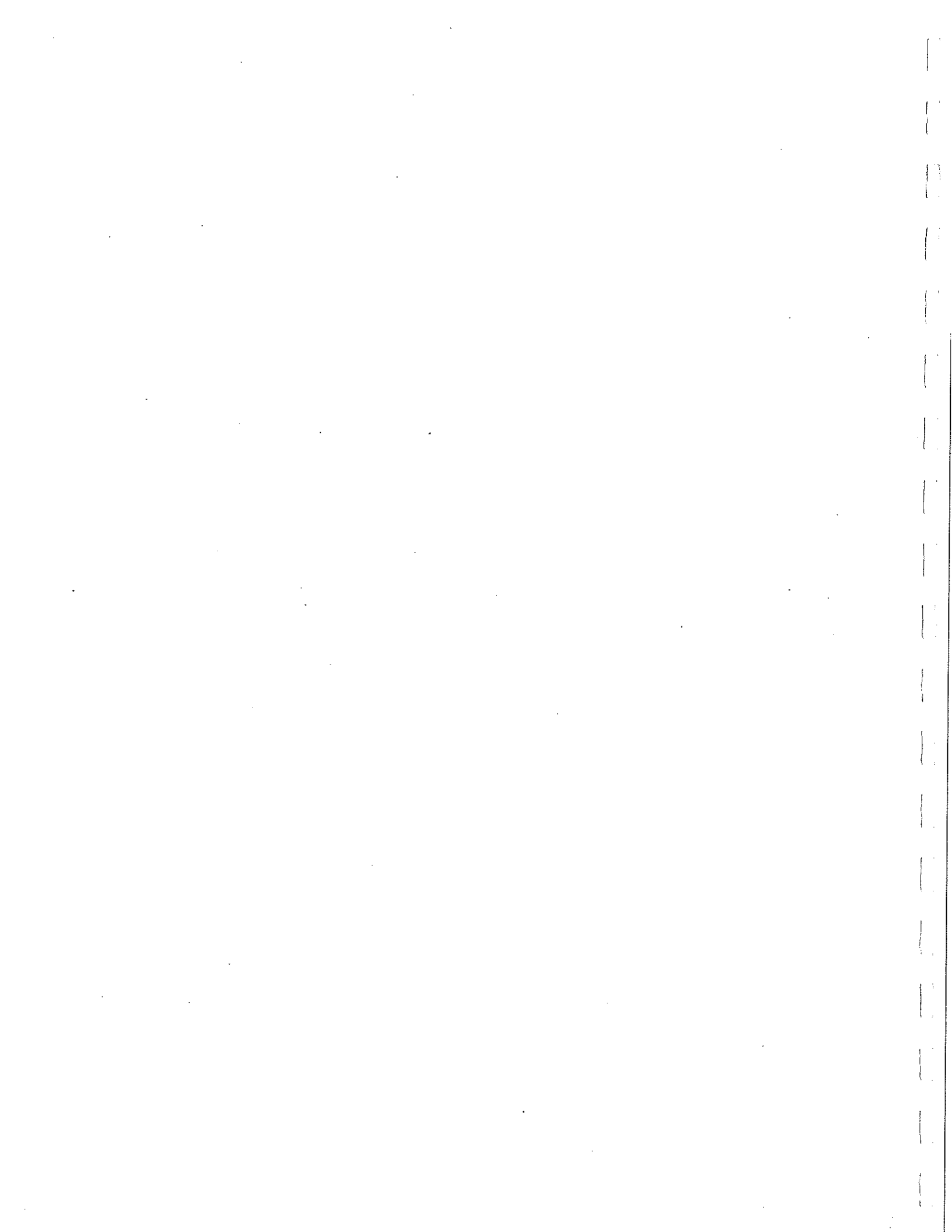
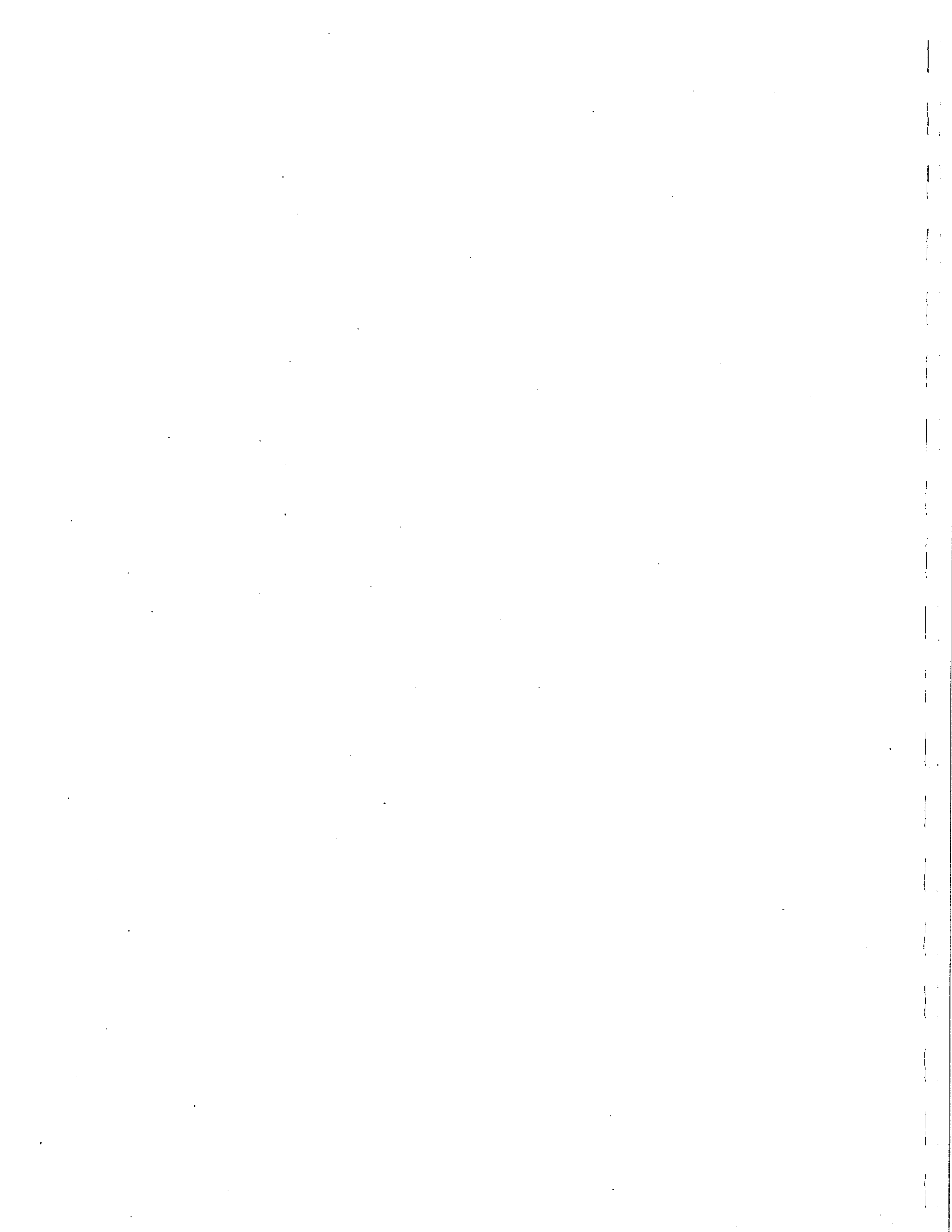


EXHIBIT C

List of Electronically Delivered Government Services



MEDIA CONNECTIONS GROUP



Public Access to Government Information and Services

- Dialup & Internet access to library catalog
- Fax on demand for forms and literature
- CallProcessing informational menus and voicemail
- Telephone response systems for permit scheduling and inspection status
- Dialup systems for government programs and read only materials (BBS)
- Government multimedia kiosks
- Government on the World Wide Web
- Internet workstations in libraries and government facilities

Public Access to Government Information and Services

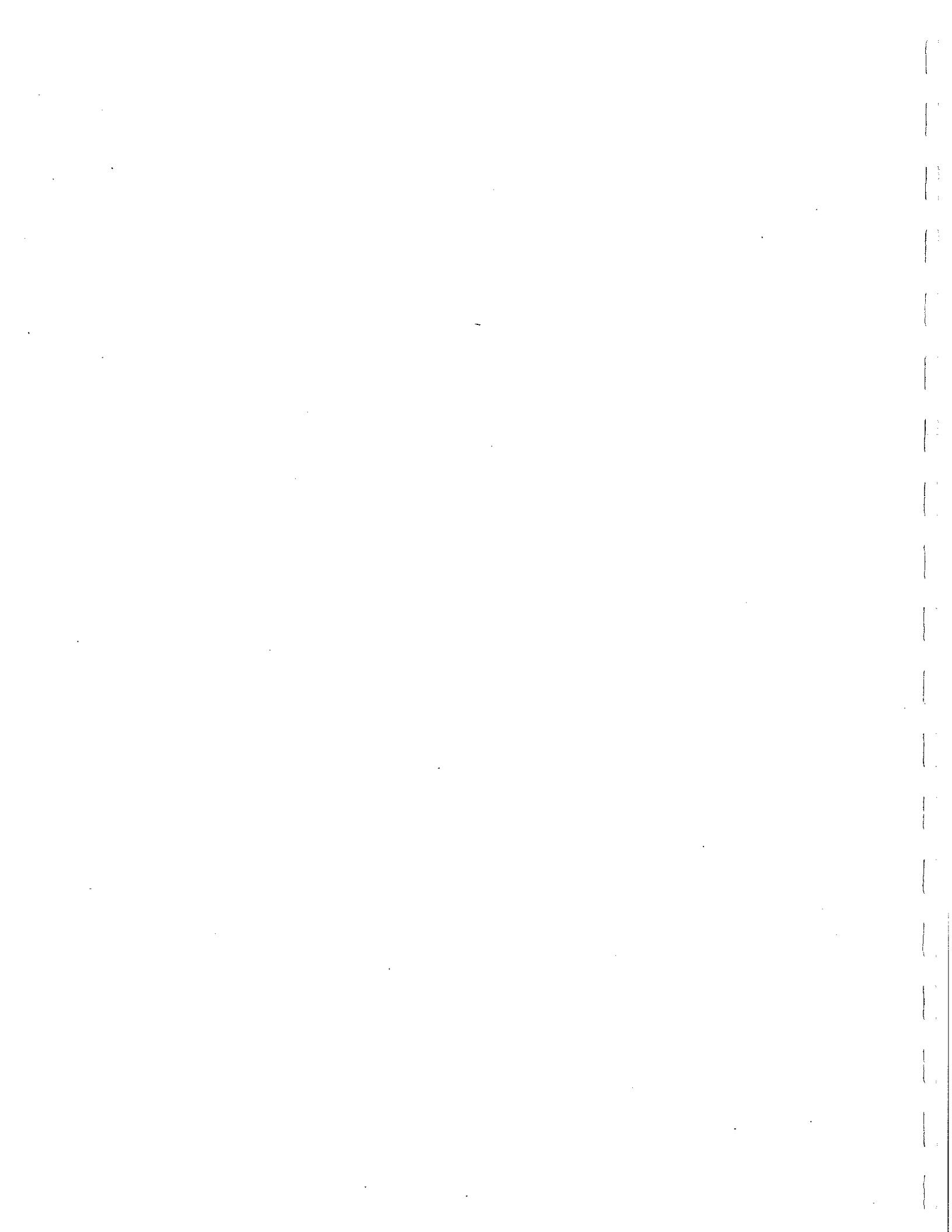
- On-line databases
- Council and Commission agendas, minutes and staff reports
- Municipal Code
- City and Social Services Directories
- Maximum Allowable Rents
- Permits
- Assessor data
- Local Business Directory

EXHIBIT D

Public Telecommunications Survey



MEDIA CONNECTIONS GROUP



SANTA MONICA TELECOMMUNICATIONS SURVEY

Hello; may I speak with _____? Hello, my name is _____ and I'm calling on behalf of GRA, a public opinion research firm. We're conducting a survey concerning some important issues in your area and we would like to get your opinions, it should just take a few minutes of your time. (IF NEEDED:) This is a study about issues of importance to residents in Santa Monica. It is a survey only and I am not selling anything.

I. Are you at least 18 years old? (IF UNDER 18, ASK:) Is there someone in the household who is at least 18 that I can speak with? (IF NOT, THANK AND TERMINATE)

II. What is your zip code?

- 90401 ----- 1 (SKIP TO Q.1)
- 90402 ----- 2 (SKIP TO Q.1)
- 90403 ----- 3 (SKIP TO Q.1)
- 90404 ----- 4 (SKIP TO Q.1)
- 90405 ----- 5 (SKIP TO Q.1)
- 90406 ----- 6 (ASK III)
- 90407 ----- 7 (ASK III)
- 90408 ----- 8 (ASK III)
- 90409 ----- 9 (ASK III)
- 90410 ----- 10 (ASK III)
- 90411 ----- 11 (ASK III)
- Anything else ----- 12 (TERMINATE)

III. Are you a resident of the city of Santa Monica? (IF NOT, THANK AND TERMINATE)



1. Do you or anyone in your household have a personal computer at home?

- Yes ----- 1
- No ----- 2 (SKIP TO 2)
- (DON'T READ) DK/NA ----- 3 (SKIP TO 2)

1-A. Does the computer have a modem?

Yes----- 1 (ASK 1-B)
No----- 2 (SKIP TO 2)
(DON'T READ) DK/NA----- 3 (SKIP TO 2)

1-B. Does anyone in your household use the computer to reach on-line services like Compuserve, AOL, Prodigy or library services?

Yes----- 1
No----- 2
(DON'T READ) DK/NA----- 3

1-C. Does anyone in your household use the computer to reach Internet services like the World Wide Web?

Yes----- 1
No----- 2 (SKIP TO 2)
(DON'T READ) DK/NA----- 3 (SKIP TO 2)

1-D. What do you use the Internet or on-line service for? (DON'T READ LIST - MULTIPLE RESPONSES PERMITTED)

Check e-mail----- 1
Web surfing----- 2
Information gathering----- 3
Chat groups----- 4
On-line shopping----- 5
Other (SPECIFY _____)----- 6
(DON'T READ) DK/NA----- 7

1-E. Does anyone in your household have an e-mail address which can receive e-mail from the Internet?

Yes----- 1
No----- 2
(DON'T READ) DK/NA----- 3

1-F. How many days a week do the people in your household use their Internet e-mail account? (DON'T READ LIST, RECORD ONE RESPONSE ONLY)

- Everyday or 7 times a week ----- 1
- 5-6 times a week ----- 2
- 3-4 times a week ----- 3
- 1-2 times a week ----- 4
- Less than once a week ----- 5
- (DON'T READ) DK/NA ----- 6

1-G. Sometimes when a user attempts an Internet connection, the user hears a busy signal.

If you heard that _____ in your monthly internet service fee would give you direct Internet connection and no busy signal, would you be willing to pay the higher monthly service fee?

- | | <u>Yes</u> | <u>No</u> | (DON'T
READ)
DK/NA |
|---|------------|-----------|-----------------------------------|
| A. A 100 percent increase ----- 1 ----- 2 ----- 3 | | | |
| B. A 50 percent increase ----- 1 ----- 2 ----- 3 | | | |
| C. A 25 percent increase ----- 1 ----- 2 ----- 3 | | | |

1-H. Sometimes the Internet responds slowly.

If you heard that _____ in your monthly internet service fee would give users an Internet connection that is 4 times faster than the fastest modem available, would you be willing to pay the higher monthly service fee?

- | | <u>Yes</u> | <u>No</u> | (DON'T
READ)
DK/NA |
|---|------------|-----------|-----------------------------------|
| A. A 100 percent increase ----- 1 ----- 2 ----- 3 | | | |
| B. A 50 percent increase ----- 1 ----- 2 ----- 3 | | | |
| C. A 25 percent increase ----- 1 ----- 2 ----- 3 | | | |

5. As I read the following list of services provided by the City of Santa Monica, please tell me whether you have or have not used them.

Here's the (first/next) one: _____. Have you used this service?

	<u>Yes, Used</u>	<u>No, Not Used</u>	(DON'T READ) DK/NA
()A. Santa Monica's Internet web page-----	1 -----	2 -----	3 -----
()B. Santa Monica's PEN, or the Public Electronic Network-----	1 -----	2 -----	3 -----
()C. Santa Monica's computer kiosk-----	1 -----	2 -----	3 -----
()D. Santa Monica's on-line library catalog system-----	1 -----	2 -----	3 -----
()E. Santa Monica's public internet access terminals in the Santa Monica library-----	1 -----	2 -----	3 -----
()F. Any of Santa Monica's public internet access terminals at any location other than the library-----	1 -----	2 -----	3 -----
()G. Santa Monica's fax services-----	1 -----	2 -----	3 -----
()H. Santa Monica's voice mail system-----	1 -----	2 -----	3 -----
()I. Santa Monica's e-mail system to communicate with City staff-----	1 -----	2 -----	3 -----

6. (IF NO TO ANY ITEM IN Q. 5, ASK:) Of the services that you do not use, what would make these communication methods useful to you?

2. Do you have a fax machine in your home?

Yes-----1
No-----2
(DON'T READ) DK/NA-----3

3. Do you have home phone lines that are used exclusively for a computer, fax machine or something other than voice calls?

Yes-----1
No-----2
(DON'T READ) DK/NA-----3

The City of Santa Monica is interested in learning about your use of and interest in Internet access, cable television and other telecommunications services available within the city. The results from the next set of questions will be used by the City to help it evaluate its policies related to local telecommunications services.

4. Do you have access to a computer at work or school that you could use to send or receive electronic information to or from the City of Santa Monica?

Yes-----1
No-----2
(DON'T READ) DK/NA-----3

7. What services do you think the City should offer on-line? (DON'T READ LIST, MULTIPLE RESPONSES PERMITTED)

- Information on different city departments----- 1
- Information on city events----- 2
- Information on city programs----- 3
- Information on city officials ----- 4
- Election and voter information----- 5
- Information on library services ----- 6
- A Santa Monica Encyclopedia Service----- 7
- Other (Specify below)----- 8

DK/NA----- 9

8. How many people in your household use a telephone or computer at home for work purposes? (DON'T READ LIST, DON'T COUNT HOMEMAKERS)

- None----- 1 (SKIP TO 9)
- One ----- 2
- Two ----- 3
- Three ----- 4
- Four ----- 5
- More than four ----- 6
- (DON'T READ) DK/NA ----- 7 (SKIP TO 9)

8-A. For the person who works at home the most, what percentage of their work is done at home? (DON'T READ LIST, ONE RESPONSE PERMITTED)

- 100 percent----- 1
- 90-99 percent ----- 2
- 80-89 percent ----- 3
- 70-79 percent ----- 4
- 60-69 percent ----- 5
- 50-59 percent ----- 6
- 40-49 percent ----- 5
- 30-39 percent ----- 6
- 20-29 percent ----- 7
- 10-19 percent ----- 8
- 0-9 percent ----- 9
- (DON'T READ) DK/NA ----- 10

8-B. How many days a week is there a person working at home? (DON'T READ LIST, ONE RESPONSE PERMITTED)

- Seven days a week ----- 1
- Six days a week ----- 2
- Five days a week ----- 3
- Four days a week ----- 4
- Three days a week ----- 5
- Two days a week ----- 6
- One day a week ----- 7
- Less than once a week ----- 8
- (DON'T READ) DK/NA ----- 9

9. Are you a cable television subscriber, a direct satellite broadcast subscriber or do you not subscribe to any of these services?

- Cable subscriber ----- 1
- Direct satellite broadcast subscriber ----- 2
- Don't subscribe ----- 3 (SKIP TO 12)
- (DON'T READ) Subscribe to both ----- 4
- (DON'T READ) DK/NA ----- 5 (SKIP TO 12)

10. Overall, would you say your (cable/satellite) service is excellent, good, poor or very poor?

- Excellent ----- 1
- Good ----- 2
- Poor ----- 3
- Very poor ----- 4
- (DON'T READ) DK/NA ----- 5

11. As I read the following list of (cable/satellite) issues, please tell me if the item is very important to you, somewhat important, not too important or not important at all.

Here's the (first/next) one: _____. Is this very important to you, somewhat important, not too important or not important at all? (READ CHECKED ITEM FIRST, REPEAT IN SEQUENCE)

	<u>Very</u> <u>Imp.</u>	<u>Swt.</u> <u>Imp.</u>	<u>Not too</u> <u>Imp.</u>	<u>Not at</u> <u>all Imp.</u>	(DON'T READ) DK/NA
()A. Choice of programming	-----1	-----2	-----3	-----4	-----5
()B. Control over access to programming, particularly for children	-----1	-----2	-----3	-----4	-----5
()C. Price of program services	-----1	-----2	-----3	-----4	-----5
()D. Helpful customer service	-----1	-----2	-----3	-----4	-----5
()E. Competent technical service	-----1	-----2	-----3	-----4	-----5

12. Next, as I read each of the following services, please tell me if the service is very important to you, somewhat important, not too important or not at all important.

Here's the (first/next) one: _____. Is this very important to you, somewhat important, not too important or not at all important? (READ CHECKED ITEM FIRST, REPEAT IN SEQUENCE)

	<u>Very</u> <u>Imp.</u>	<u>Swt.</u> <u>Imp.</u>	<u>Not too</u> <u>Imp.</u>	<u>Not at</u> <u>all Imp.</u>	(DON'T READ) DK/NA
()A. Video on demand that would let you watch movies, television programs or other programming whenever you wanted	-----1	-----2	-----3	-----4	-----5
()B. A portable phone with your personal phone number that you could take everywhere you go	-----1	-----2	-----3	-----4	-----5

15. What telephone, data or video services would you like to have in Santa Monica that you can not get now?

Now for some background questions for comparison purposes.

A. In what year were you born?

- 1973 and after ----- 1
- 1968 to 1972 ----- 2
- 1963 to 1967 ----- 3
- 1958 to 1962 ----- 4
- 1953 to 1957 ----- 5
- 1948 to 1952 ----- 6
- 1943 to 1947 ----- 7
- 1938 to 1942 ----- 8
- 1933 to 1937 ----- 9
- 1932 and before ----- 10
- (DON'T READ) Refused ----- 11

B. What ethnic group do you consider yourself a part of or feel closest to? (IF HESITATE, READ):

- Asian ----- 1
- African American or Black ----- 2
- Latino or Hispanic ----- 3
- Pacific Islander ----- 4
- White ----- 5
- Other ----- 6
- (DON'T READ) Refused ----- 7

C. What was the total income of your household before taxes in 1996?

- \$0 to \$19,999 ----- 1
- \$20,000 to \$39,999 ----- 2
- \$40,000 to \$59,999 ----- 3
- \$60,000 to \$79,999 ----- 4
- Greater than \$80,000 ----- 5
- Refused ----- 6
- (DON'T READ) DK/NA ----- 7

Thank you so much for participating!

D. Respondent's Sex: Male _____ 1
Female _____ 2

NAME _____ PHONE _____

ADDRESS _____

DATE OF INTERVIEW _____ VALIDATED BY _____

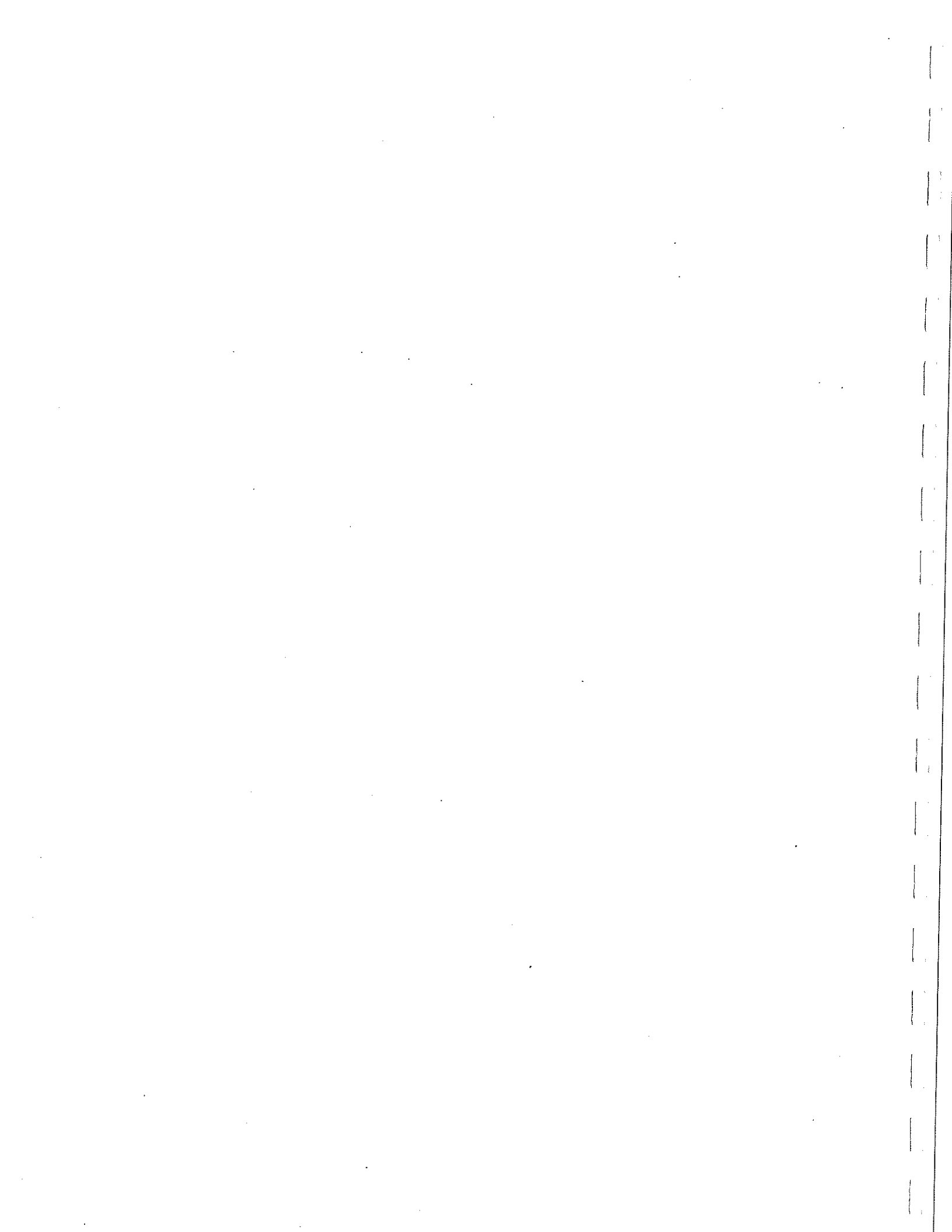
INTERVIEWER: _____ NUMBER: _____

EXHIBIT E

Business Telecommunications Survey



MEDIA CONNECTIONS GROUP



TELECOMMUNICATIONS SURVEY

The City of Santa Monica, in an effort to design a Master Telecommunications Plan, is seeking information on: (1) the present and projected use of municipal services by businesses and private agencies located within the city and (2) the degree of satisfaction with existing telecommunication providers. Specifically, the survey is designed to collect information on: (1) how satisfied businesses are with the existing services they are receiving from telecommunication providers including telephone companies, competitive access providers and video service companies; and (2) whether businesses have requested services from telecommunication providers which have not been implemented because of availability problems or because of high cost.

Secondly, the survey is designed to collect information on: how businesses use city services presently; problems communicating with the city about present services, if any; how businesses anticipate they will use city services in the future; and, how businesses would like the city to structure its information pathways to facilitate communication.

The survey is structured to capture information about primary and secondary telephone and video service providers. Since many companies may use only one telephone company and, perhaps, no video provider, the survey has been designed to make it clear when a respondent can skip ahead.

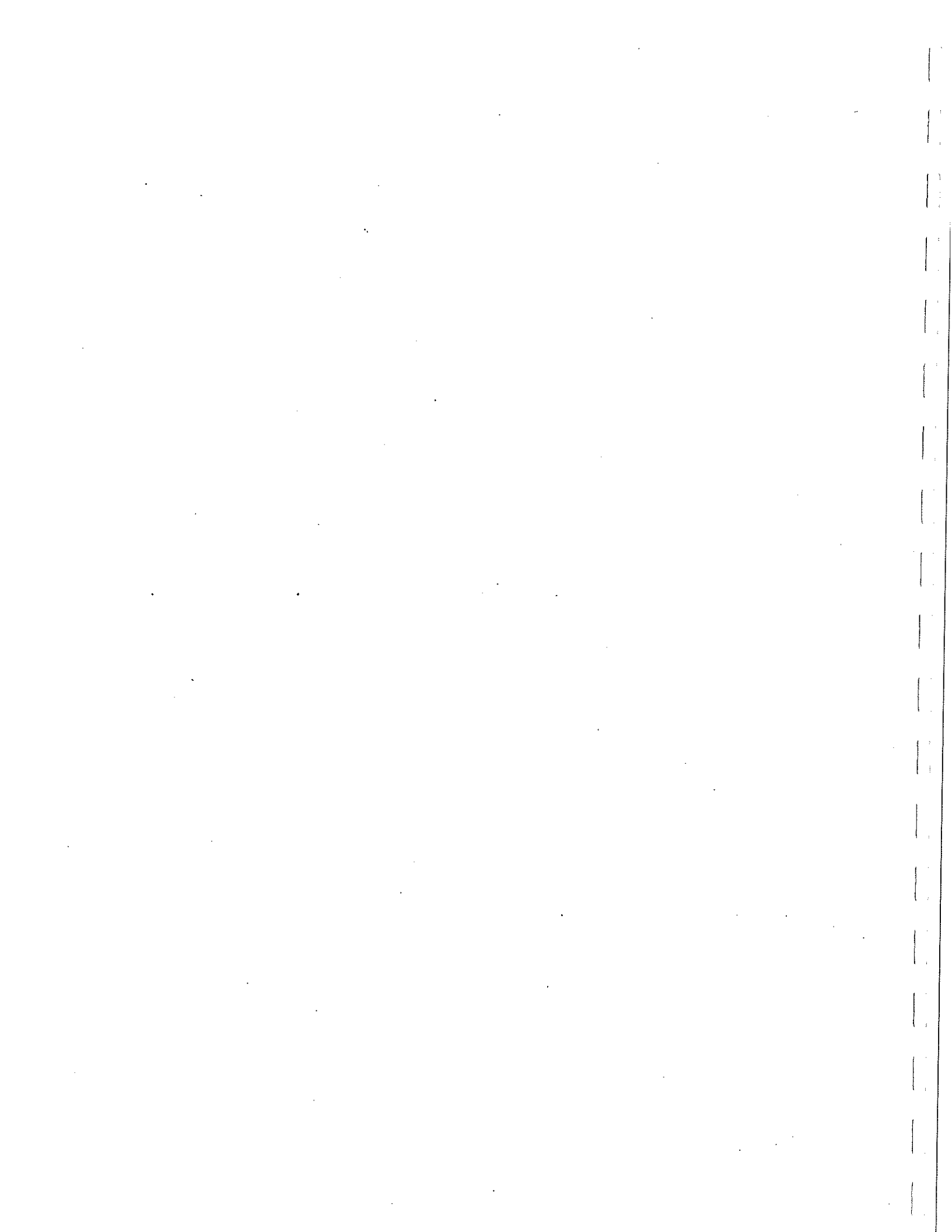
The survey has also been designed so that it can be answered quickly. This has increased its length, but the *time* involved in filling out the survey should be less than fifteen minutes in almost all cases.

The completed survey should be returned to our consultants, Media Connections Group, in the envelope provided for this purpose. MCG will tabulate the results of the survey and will present them to the city. *Individual responses will not be presented to the city.* You may, of course, choose to share your responses with your contacts within the city government, but MCG has been instructed not to pass on individual comments in an attributable manner.

If you have any questions concerning the survey, its intended use, or the confidential nature of any responses to the survey, please contact: _____

In order to complete the planning process in a timely fashion, we request that you complete the survey within the next ten (10) days.

Thank you for your time and your interest in improving the municipal services offered by the City of Santa Monica.



I. INFORMATION ON RESPONDENT

Name of Company (or Agency): _____

Address of Company: _____

Telephone: _____ Fax: _____

Name of Person Completing This Survey: _____

Title of Person Completing This Survey: _____

Phone Number of Person Completing Survey: _____

E-Mail Address of Person Completing Survey: _____

Does the Company Have a Personal Computer(s) With a Modem? 68 Yes 1 No

Does the Company Have a Local Area Computer Network? 56 Yes 13 No

Does the Company Have a Wide Area Computer Network? 30 Yes 39 No

Does the Company Have its Own Telephone System Installed? 61 Yes 8 No

Does the Company Use Voice Mail? 59 Yes 10 No

Does the Company Use an Internet Service Provider for any reason? 61 Yes 8 No

Does the Company Use the Internet for any reason now? 65 Yes 4 No

Does the Company Have an E-Mail Address? 51 Yes 17 No

Does the Company Provide E-Mail for its employees? 49 Yes 20 No

Does the Company use Cellular or PCS services? 56 Yes 13 No

How Many Employees Does the Company Presently Have in Offices Located in Santa Monica?

21% 5 or less

15% 6 to 10

21% 11 to 25

20% 26 to 99

4% 100 to 249

19% 250+

II. EXISTING TELECOMMUNICATION PROVIDERS

The telecommunications marketplace has changed substantially over the last five years and it is likely to change even more over the next five years. The growth of sophisticated computer networks, telephone systems and video systems have required existing providers to upgrade their networks and widen the service offerings to the business community in Santa Monica. The California Public Utility Commission has granted telephone operating authority to dozens of companies and the monopoly telephone market is disappearing. Video programming and services are now available in California from cable television companies, telephone companies, satellite companies and microwave companies.

An issue, therefore, is the quality of service, both wired and wireless, that is being provided to businesses in Santa Monica today by telecommunication companies like PacBell, GTE, Century Cable, TCG, etc. The purpose of this section is to collect information on the kinds of telecom services that are being used by the business community today, the kinds of services that are likely to be needed in the future and your company's opinion of the quality and value of the telecommunication services it uses today.

Existing Services

1. The company's basic telephone lines are provided by:

93% listed GTE

(List GTE, or if the company uses a different telephone company, list that company.)

2. The types of telephone circuits provided to the company include the following (please check all that are applicable, even if they are provided by more than one company):

71% Measured business lines ("plain old" business lines connected directly to one or more telephones)

51% Trunk lines connected to a company PBX (private telephone switch)

23% Centrex lines

26% 800 service lines

20% "Tie" lines connecting to distant sites for voice purposes

30% Dedicated data circuits to connect to other company sites

40% Dedicated data circuits for Internet access

14% Dedicated data circuits to connect to third party sites

16% Other

3. The company uses the following types of dedicated data circuits (check all that apply):

41% Analog data circuits at speeds up to 56 kb/s

35% 56 kb/s digital data circuits (including 56 kb/s frame relay)

20% Frame relay circuits at speeds greater than 56 kb/s

16% Partial T1 data circuits (256, 512 kb/s)

24% DS-1 or T1 data circuits (1.5 mb/s)

1% DS-3 or T3 data circuits (45 mb/s)

4% ATM data circuits

7% Fiber optic circuits, including SONET, at speeds of OC3 (155 mb/s) or greater

4. If the company uses a provider *other* than the telephone company identified in Question 1 for the following types of service, please identify the provider:

- a. Measured business lines 9% _____
- b. Trunk lines 7% _____
- c. Centrex lines 1% _____
- d. 800 lines 9% _____
- e. Tie lines 6% _____
- f. Analog data circuits 3% _____
- g. Digital data circuits <= 56 kb/s 3% _____
- h. Partial T1 circuits (256, 512 kb/s) 3% _____
- i. DS-1 or T1 data circuits (1.5 mb/s) 10% _____
- j. DS-3 or T3 data circuits (45 mb/s) 0% _____
- k. Fiber optic data circuits 0% _____

5. Rated on a scale of 1-5, with 1 being poor and 5 being excellent, the company's satisfaction with the following services is (rate each service the company is using today):

	1	2	3	4	5
a. Measured business lines	4	6	11	19	9
b. Trunk lines	2	2	6	15	3
c. Centrex lines	3	1	3	8	2
d. 800 lines	1	5	10	5	1
e. Tie lines	1	2	5	4	1
f. Analog data circuits	1	3	7	9	1
g. Digital data circuits <= 56 kb/s	1	3	3	8	4
h. Partial T1 circuits (256, 512)	0	1	3	7	3
i. DS-1 or T1 data circuits (1.5 mb/s)	0	3	3	6	3
j. DS-3 or T3 data circuits (45 mb/s)	0	1	1	1	0
k. Fiber optic circuits	0	1	1	1	1

6. In the past year, the company has experienced a problem with the following services requiring a service call or a complaint:

	Number of Times			
	0	1	2	3+
a. Measured business lines	20	10	6	7
b. Trunk lines	6	7	10	3
c. Centrex lines	8	1	1	3
d. 800 lines	10	1	1	3
e. Tie lines	5	4	2	2
f. Analog data circuits	7	4	3	3
g. Digital data circuits	9	6	4	6
h. Optical data circuits	3	1	0	2

7. Please indicate the level of your agreement with the following questions about the customer service the company has received from the telephone company you identified in Question 1.

a. When the company has ordered lines or equipment, service was provided without an unreasonable wait.

1	9	13	38	6
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

b. When the company had new lines or equipment installed, the technician arrived at the promised time.

1	10	14	36	7
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

c. When the company has called the telephone company for any reason, the phones have been answered quickly.

3	13	23	25	4
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

d. When the company has called the telephone company, the phones have been answered in a courteous manner.

0	2	13	45	8
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

e. When the company has dealt with the telephone company, the staff has been professional and knowledgeable.

1	5	18	35	6
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

f. The telephone company has satisfied our voice services needs in an acceptable manner.

0	6	17	35	8
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

g. The telephone company has satisfied our data circuit needs in an acceptable manner.

0	3	28	27	6
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

h. The company has never requested a level of data service that the telephone company could not supply in a timely fashion.

2	7	19	35	2
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

i. The phone company's charges for voice services are perceived by the company to be within a zone of reasonableness.

6	7	30	22	2
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

j. The phone company's charges for analog data circuits are perceived to be within a zone of reasonableness.

3	7	32	17	1
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

k. The phone company's charges for digital data circuits are perceived to be within a zone of reasonableness.

4	7	33	14	1
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

8. Please indicate the level of your agreement with the following questions about the customer service the company has received from a telephone company other than GTE (or other company identified in Question 1), if any. Please list the name of the other telephone company:

If your company does not use a second telephone company, please skip to Page 8, Q. 9.

a. When the company has ordered lines or equipment, service was provided without an unreasonable wait.

1	3	5	12	5
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

b. When the company had new lines or equipment installed, the technician arrived at the promised time.

0	1	7	12	4
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

c. When the company has called for any reason, the phones have been answered quickly.

1	3	4	15	3
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

d. When the company has called, the phones have been answered in a courteous manner.

0	1	2	16	6
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

e. When the company has dealt with the telephone company, the staff has been professional and knowledgeable.

1	0	5	13	5
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

f. The telephone company has satisfied the company's voice services needs in an acceptable manner.

0	1	4	13	5
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

g. The telephone company has satisfied the company's data circuit needs in an acceptable manner.

0	2	10	8	3
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

h. The company has never requested a level of data-service that telephone company could not supply in a timely fashion.

0	3	11	8	2
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

i. The telephone company's charges for voice services are perceived by the company to be within a zone of reasonableness.

0	1	9	11	3
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

j. The telephone company's charges for analog data circuits are perceived to be within a zone of reasonableness.

0	1	11	9	1
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

k. The telephone company's charges for digital data circuits are perceived to be within a zone of reasonableness.

2	2	10	9	1
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

9. Please indicate the level of your agreement with the following questions about the customer service the company has received from Century Cable, if any.

If your company does not use cable services, please skip to Page 11, Q. 1.

a. When the company has ordered lines or equipment, service was provided without an unreasonable wait.

1	2	9	8	0
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

b. When the company had new lines or equipment installed, the technician arrived at the promised time.

1	1	11	7	0
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

c. When the company has called Century Cable for any reason, the phones have been answered quickly.

2	3	10	5	0
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

d. When the company has called Century Cable, the phones have been answered in a courteous manner.

1	1	8	10	0
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

e. When the company has dealt with Century Cable, the staff has been professional and knowledgeable.

1	2	7	8	0
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

f. Century Cable has satisfied the company's video needs in an acceptable manner.

2	2	6	8	0
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

g. Century Cable has satisfied the company's digital audio needs in an acceptable manner.

1	2	10	3	0
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

h. The company has never requested a level of service that Century Cable could not supply in a timely fashion.

2	3	5	8	1
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

i. The cable company's charges for regular cable services (the broadcast stations and cable channels like ESPN, CNN, etc.) are perceived by the company to be within a zone of reasonableness.

1	4	10	4	0
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

j. The cable company's charges for digital music services are perceived to be within a zone of reasonableness.

0	0	13	2	0
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

10. Please indicate the level of your agreement with the following questions about the customer service the company has received from a video provider other than other than the company identified in Question 9. Please list the company's name:

If your company does not use a non-cable video provider, please skip to Page 11, Q.1.

a. When the company has ordered new services or equipment, service was provided without an unreasonable wait.

0	0	1	0	0
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

b. When the company had new lines or equipment installed, the technician arrived at the promised time.

0	0	1	0	0
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

c. When the company has called the video provider for any reason, the phones have been answered quickly.

1	0	0	0	0
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

d. When the company has called the video provider, the phones have been answered in a courteous manner.

0	1	0	0	0
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

e. When the company has dealt with the video provider, the staff has been professional and knowledgeable.

0	1	0	0	0
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

f. The video provider has satisfied the company's video services needs in an acceptable manner.

0	1	0	0	0
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

g. The video provider has satisfied the company's audio service needs in an acceptable manner.

0	1	0	0	0
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

h. The company has never requested a level of video service that the video provider could not supply in a timely fashion.

0	0	1	0	0
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

i. The video provider's charges for basic video services (ESPN, CNN, etc.) are perceived by the company to be within a zone of reasonableness.

0	0	1	0	0
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

j. The video provider's charges for digital audio services are perceived to be within a zone of reasonableness.

0	0	1	0	0
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

III. FUTURE SERVICES

1. The company expects that the number of voice circuits it uses will increase in the next five years.

3	5	8	31	20
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

2. The company expects that the number of dedicated data circuits it uses will increase in the next five years.

3	3	15	25	20
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

3. The company's plans and probable growth indicate that it may require the following voice services in the next five years that it does not use now.

21% Measured business lines

16% Trunk lines

19% Centrex lines

24% 800 lines

- 9% Tie lines
- 33% Wireless voice services
- 11% Other

4. The company's plans and probable growth indicate that it may require the following data circuits in the next five years that it does not use now.

- 7% Analog data circuits
- 16% Digital data circuits <= 56 kb/s
- 21% Partial T1 circuits (256, 512 kb/s)
- 30% DS-1 or T1 data circuits (1.5 mb/s)
- 19% DS-3 or T3 data circuits (45 mb/s)
- 21% ATM circuits
- 31% Fiber optic circuits (including SONET)
- 4% Other

5. Based on the company's experience, it believes that the existing telecommunication companies doing business in the city will be able to meet the company's future voice and data needs.

1	8	20	31	5
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

6. Based on the company's experience, it believes that the existing video service providers doing business in the city will be able to meet the company's future video needs.

1	10	28	12	2
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

7. The company believes that the ability to access state-of-the-art telecommunications facilities is important to the company's future growth and profitability.

0	1	7	22	34
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

8. Based on the company's experience, the ability to obtain digital voice and data services in a timely and cost-effective manner will have a material impact on the city's business community in the future.

0	1	10	26	29
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

9. The ability of the company to obtain digital voice and data services in a timely and cost-effective manner will have a material impact on its choice of business locations in the future.

0	3	16	22	25
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

IV. BUSINESS CONTACTS WITH THE CITY

Listed below are the eight departments in the City which conduct the most business directly with companies located in Santa Monica. Please review the list and indicate which departments your company deals with at least once each year by placing a check mark above the box that contains the closest description of the extent of the contact. For instance, if your company deals with the City Clerk's Office three or four times each year, check the box that says "Less Than Monthly." If your company contacts the Planning Office three or four times a month, place a check mark above the box that says "Once A Week."

<u>City Department</u>	<u>Extent of Contact</u>		
	<u>Less Than Monthly</u>	<u>One/Month</u>	<u>One/Week</u>
City Clerk's Office (Staff and Administrative Services).	57	3	1
Planning & Community Development (Planning, Building Permits, Inspections).	53	6	2
Resource Management (Economic Development, Business Development, Community Promotion).	51	5	2
Finance (Tax and Fee Payments, Business Licenses).	57	4	2
Fire Department (Fire Services, Inspections)	58	3	0
Community & Cultural Services (Human Services, Recreational Activities, Senior Citizen Activities).	53	2	3
Environmental & Public Works Management (Public Works, Street and Infrastructure Repair).	52	5	1
Police Department	54	6	2
Library	46	9	4

VII. PROJECTED USES OF CITY SERVICES

This section is focused on your company's perceived needs for city services in the future. If your business planning involves an expansion of capacity or an expansion into new lines of business, it is likely that additional contacts and, perhaps, different contacts with the city departments may become necessary. The survey is not intended to solicit information on proprietary business plans; it is, however, interested in capturing information that will help the city plan its internal development to better meet the needs of the business community.

1. In the future, my company probably will:
- 76% Not change the extent of its present contacts with the city.
 - 24% Increase contacts with the departments checked below:

City Department

- 17% City Clerk's Office (Staff and Administrative Services).
- 24% Planning & Community Development (Planning, Building Permits, Inspections).
- 14% Resource Management (Economic Development, Business Development, Community Promotion).
- 20% Finance (Tax and Fee Payments, Business Licenses).
- 14% Fire Department (Fire Services, Inspections)
- 7% Community & Cultural Services (Human Services, Recreational Activities, Senior Citizen Activities).
- 13% Environmental & Public Works Management (Public Works, Street & Infrastructure Repair).
- 7% Police Department
- 9% Library

VIII. FUTURE COMMUNICATIONS FACILITIES

Please indicate below how you believe the city should structure its communications systems to facilitate the contacts your business will have with the city over the next five (5) years. Following each statement is an "agreement scale" which you should use to indicate the extent you believe the statement is true.

1. The city should install a computer "bulletin board" type of service that the company could use to check on the status of pending applications for plans, building permits, business licenses and other types of applications using a company computer.

3	0	14	29	16
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

2. The city should install a "voice response unit" which would allow a telephone caller to use an automated menu system to check on items like those mentioned in Question 1, above.

1	6	18	21	17
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

3. If permitted, the company would file planning documents, permit applications, license applications, etc., in electronic form with the city.

0	1	11	29	20
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

4. If available, the company would authorize the city to debit a company account for the filing fees associated with planning documents, license applications, etc. in order to speed processing time.

4	11	23	15	10
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

5. If the company could share E-Mail with city contacts, it would use the service to send and receive messages.

0	3	17	24	19
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

6. If the city installed kiosks in convenient places with computer terminals that would allow the public to check on community schedules, government code sections, etc., it would be a good use of the city's resources.

3	17	16	17	8
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

7. I think it would be a good use of city resources to offer a city Web site (a "home page" directing users to City information) on the Internet.

1	1	5	27	27
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

8. The company would be interested in accessing information on city services on the City's Web site.

0	2	11	31	19
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

9. If the city printed a description of all pending permit applications involving street cuts and trenching, the company would use the resource to check on possible joint trench opportunities.

1	4	33	15	8
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

10. If the city printed a regular report on the status of all pending applications and other matters, the company would be interested in subscribing to a service that delivered the report to the company's offices either physically or electronically

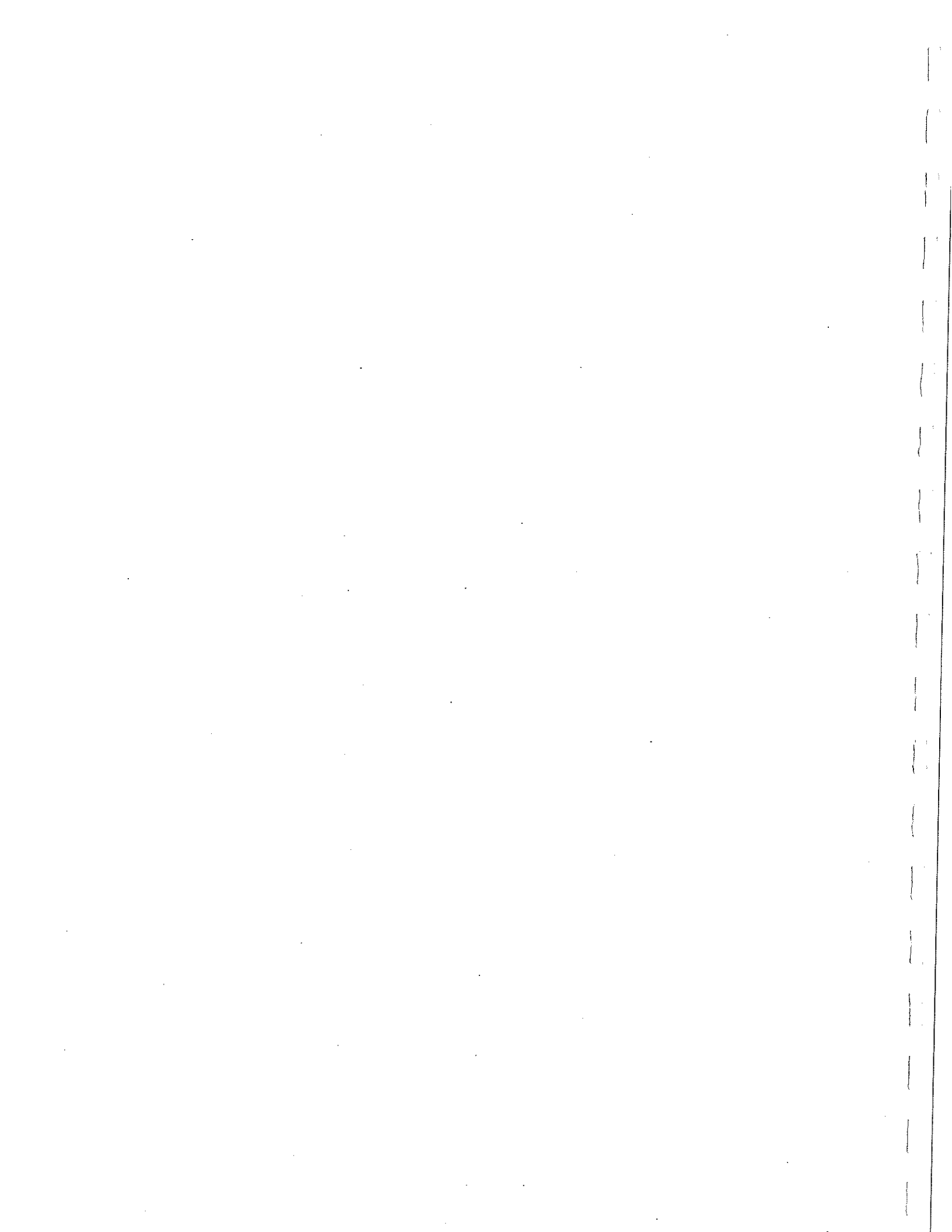
2	10	33	12	5
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree

EXHIBIT F

Public Workshop Agenda and Summary of Comments



MEDIA CONNECTIONS GROUP





Santa Monica Telecommunications Master Plan
Public Workshop
Ken Edwards Center, Rms. 103 & 104
Mon., Feb. 9, 1998, 5:30-7:00pm

OVERVIEW/Presentation (30 mins.)

- **INTRODUCTION** - Agenda for the Day
- How Feedback Will Be Used
- **STRATEGIC GOALS OF MASTER PLAN**
- **CURRENT STATUS OF DELIVERY OF GOVERNMENT SERVICES ELECTRONICALLY**
- **COMMUNITY NEEDS ASSESSMENTS**
 - **Research/Survey Results:** Public Survey
Business Survey: interviews & survey results
Focus Groups:
 - Chamber Entertainment Committee; Business Technology & the Futures Committee
 - Utility Meeting
 - Pen Users Group
 - SMMUSD Technology Committee
 - Intercultural Advisory Council
 - Provider Interviews
- **DELIVERABLES:** Right-of-Way Management Policies
Antenna Siting Policies
Telecommunications Ordinance
Universal Access Policy
Electronic Delivery of Government Service Improvements
Exploration of City Fiber Loop
Exploration of Public/Private Partnership Opportunities
- **CLARIFYING QUESTIONS**
- **WORKING COMMENT GROUPS (Self Select)**
 - ROW: Wired, Wireless Policies; City Fiber Loop
 - Electronic Delivery of Government Services
 - Public/Private Partnership
- **SYNTHESIS - REPORTS FROM COMMENT GROUPS**

Telecommunications Master Plan Public Workshop
February 9, 1998
Synthesis of Working Comment Groups

The Telecommunications Master Plan Public Workshop attracted over 50 individuals including representatives of businesses and public institutions as well as City residents. The workshop began with presentation of the strategic goals of the plan, a status report on the electronic delivery of government services, and discussion of the Master Plan community needs assessment and deliverables. Thereafter, those in attendance self-selected to participate in one of three working comment groups that were facilitated by the Telecommunications Working Group members: Susan Herman/ROW, Kevin McKeown, Michele Wittig/Electronic Delivery of Government Services, and Alan Buckley/ Public/Private Partnerships. This report provides a synthesis of comments received. Although consensus votes were not taken, these comments reflect the broad themes that were discussed.

Right of Way Management

- ▶ The City should consider adding greater capacity on Fiber Loop since cost to install will be at its lowest and additional capacity will provide the City with flexibility to meet future demand.
- ▶ No special assessment to the business community is expected in order to fund Fiber Loop construction.
- ▶ "Pay for Play" should be the rule for those businesses, institution and other telecommunications providers that want to connect with the City's loop.
- ▶ The City is open to partners on the Fiber Loop regardless whether those entities are wired or wireless providers.
- ▶ The City is not going to delay private entities' projects BUT wants to encourage joint efforts where possible to minimize disruptions and effectively manage the ROW.
- ▶ The City intends to bring together the utilities and primary users of the ROW to share their functional (not strategic) plans to ensure better coordination and management of the ROW.

- ▶ The City should encourage telecommunication providers to use City's facilities/conduit first rather than constructing new facilities or going to private sites.
- ▶ The City's loop should become part of an inter-regional effort, for example, by continuing its work with the Westside Summit Cities.

Public/Private Partnerships

- ▶ There was consensus that the fiber loop "makes sense for the city."
- ▶ The plan offers "exciting opportunities" for the school and college, which have demonstrated their commitment by agreeing to pay for part of the cost of linking up with the loop.
- ▶ The private sector is taking a prudent, cautious approach.
 - ▶ They want to make sure that the loop will pay for itself.
 - * They want to see more specific information about the telecommunications business plan.
 - * Will the plan help reduce the cost of telecommunications services in Santa Monica?
 - * How will the City's loop be integrated into other business and home services?
- ▶ The City's challenge to the private sector is, "What will you contribute to the success of the telecommunications plan?"
- ▶ Connectivity between college and entertainment industry needs to be explored
- ▶ Private sector networks may make regional relationships possible

Delivery of Government Services

BROAD BAND --plan ahead for high-capacity data, video and voice channels

BROAD-BASED --benefit government, business schools and ALL residents
(Universal Access)

BROAD-MINDED - remain open to future potential, partnerships and competition, while assuring a City that has ownership of a fiber network, guaranteed emergency communications and an infrastructure to support a healthy tax base of hi-tech, "clean"business

PUBLIC INPUT:

ACCESS:

Suggestions

- * Assure high-speed capability.
- * Consider wireless technology for portability and flexibility.
- * Install terminals in libraries, schools and other public places to guarantee true universal access.

Concerns:

- * Residents don't want to see the infrastructure or have it in the way.
- * Consider environmental aesthetics in telecom installations.
- * While Santa Monica home computer ownership is high, this technology penetration is far from guaranteeing universal access.

Possibilities:

- * Use existing TV cable infrastructure with cable modems for data transfer.
- * Look at HDSL technology for very high speed access over the existing copper wire network now used for the public switched telephone system.

PUBLIC/CITY INTERACTION:

Suggestions:

- * Assure timely responses to information and action requests.
- * Assign sufficient City staff resources to maintain complete timely processing of incoming email and posting of outgoing City responses.
- * Create targeted email lists of residents to distribute information on specific, requested issues.
- * Encourage interactive online conversations between City officials and the

public – not necessarily real-time “chats”, but ongoing conference-style exchanges.

Concerns:

- * Without City commitment to timely feedback and followup, this new technology will be no less frustrating than previous forms of communication with the City.
- * City management must commit to the human side of information sharing – providing the capability isn't enough if continuing staff involvement in all City departments isn't actively encouraged.

Possibilities:

- * Look into allowing online public input off issues under discussion prior to and during City Council meetings being covered live on CityTV.

PEN:

Suggestions:

- * Migrate old text-based PEN system to a graphic interfaced, World Wide Web-style format.
- * Provide access to Internet email as the key element to getting residents used to online technology and a way to enable electronic democracy.

Concerns:

- * The old text-only interface is limiting and uninspiring in an age of graphic computer interfaces.
- * There is a perceived lack of online accountability of City officials; few staff members and elected officials interact with the public on PEN.

Possibilities:

- * Keep some dedicated terminals at the libraries for PEN access only so our local system doesn't get overshadowed by free public access to the World Wide Web.

(OTHER) CONTENT:

Suggestions:

- * Link resources of Santa Monica College, the Santa Monica-Malibu Unified School District and the City's libraries to create a true lifelong learning community available to all residents from public terminals or from home computers.

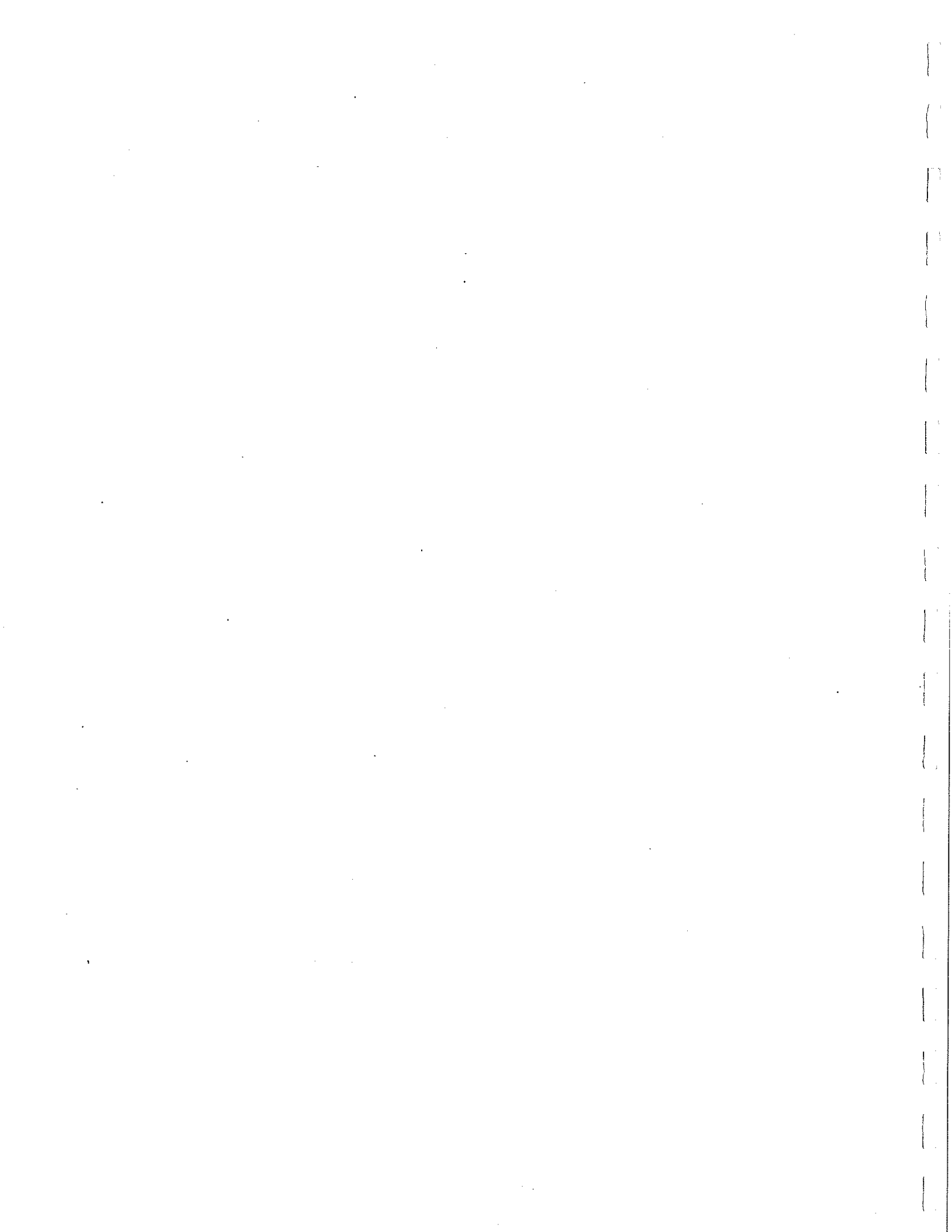
- * **Involve the community itself in content creation. Get Santa Monica's neighborhood groups online, not only publishing their own information and agendas, but contributing to positive community dialogue by conducting neighborhood-focused discussions on City issues.**

EXHIBIT G

Library Information Navigator Program



MEDIA CONNECTIONS GROUP



LIBRARY INFORMATION NAVIGATOR PROGRAM

Santa Monica Public Library proposes Teen Technology Tutors as a pilot program for training high school students to be "information navigators" providing Library clientele with basic-level assistance using electronic resources.

Needs assessment processes: In 1996-97, the Library undertook needs assessments as part of its Master Plan and Youth Services Strategic Plan. Library consultants for the Master Plan prepared a comprehensive needs assessment as a programmatic basis for a future Main Library expansion. The Library is one of the first to develop a Youth Strategic Plan, using the PLA process under the guidance of Dr. Virginia Walter of UCLA's Graduate School of Library and Information Science. Both processes used focus groups, including meetings with children, teens, parents, and teachers. The Youth Strategic Plan also involved more than two dozen interviews with community key informants whose views helped shape the Youth Services' mission statement and strategic directions. Other evaluative measures include annual Library Customer Surveys, the Library Technology Report (1993), and the Library Strategic Plan (1991).

Evidence of need: Significant findings that emerged from these recent needs assessments are: (1) the perception that the Library's role is to promote literacy, including technology literacy; (2) the view that the Library should provide equal access to materials and information, especially to information technology; and (3) recognition that while quality programs exist in Santa Monica for younger children, more programs are needed for teens. Of great concern to many educators interviewed for the Youth Strategic Plan was the disparity between the "haves" and the "have nots" with respect to computer ownership. Focus group meetings with business people, seniors, and volunteers also articulated this concern. Employers, workers, retirees, and students alike look to the Library for availability of public access computers, and orientation in their use, as helping to close the technology gap that exists in Santa Monica.

Description of client/community involvement in project development: Teen Technology Tutors is a Santa Monica Public Library-based program. During the pilot phase, its chief collaborative partners are the Santa Monica-Malibu Unified School District, Santa Monica High School, the City's Information Systems Division, and UCLA's Graduate School of Library and Information Science. As several community participants in the Master Plan and Youth Services Strategic Plan provided much of the conceptual basis for Teen Technology Tutors, these contacts will continue to be consulted as the program develops. As it moves from conceptual to implementation phase, community advisory groups will be formed and will meet periodically during the project.

Outline of plan: In developing Teen Technology Tutors, Library staff will

collaborate with Santa Monica High School staff to identify students, ages fifteen to seventeen, to participate in the program. Recruitment will seek a diverse group including some at-risk youth and targeting students who do not have computers at home.

The training component will take a two-prong approach. The City's Information Systems Division will provide orientation for the students in the more technical aspects of computer hardware and software, peripherals, and networks. The Library will then train the students in the use of electronic information resources at the Library. These include the online catalog, the Internet, a CD-ROM network with general interest and subject programs, and online indexes and full-text resources. The focus of training at the Library will be instruction in information literacy and online skills, effective search strategies, and evaluating electronic information.

Using grant funds, the Library proposes to hire a Project Director and a Tutorial Assistant to liaison with the High School and other collaborative partners, develop and conduct the computer training, supervise and place the students as Library navigators, and promote the program. The grant also proposes to contract for consultation services for collecting and analyzing data on how teens use and disseminate technologically-derived information.

As in-kind support, the program will use the Main Library's Computer Training Room, which is equipped with one instructor and nine trainee computers and a computer projection system. Two groups of nine students will go through the year-long pilot program. The grant will also fund the purchase of ten network-accessible laptop computers, one for the Project Director and nine available for use outside the Library by the students. During the trainee portion, the students will receive school credit. Once they become information navigators, the Library will provide a stipend.

The student navigators will be available at the Main and three branch libraries to provide basic support to Library clientele using electronic resources. Depending on branch setting, they may be floaters or positioned at a service point. Under the Project Director's supervision, the students will also work under the guidance of Reference, Youth Services and Branch librarians to ensure that proper referral protocol is followed to the benefit of Library users. Teen Technology Tutors will serve to enhance, and not to replace the professional staff, as intermediaries between information-based technology and client needs.

Long-term prospects for project continuation and/or continued benefits: The program is proposed as a pilot project taking place at the Library October 1, 1998 to September 30, 1999. Although designed to train teens as information navigators, the program will benefit an intergenerational group of Library users. The proposed research component, focusing on how teens approach, use, and disseminate technology-based information, is investigatory work called for by The Children's Partnership, a child research and advocacy organization, in its 1997 publication, *California Youth: Their Access to Computers & Technological Readiness*. An evaluative portion, including pre- and post-testing of technology literacy skills, participant interviews, and user surveys, will also be built into the pilot program. Presentation of the pilot project and research model will be proposed as a workshop topic for the California Library Association conference in November of 1999.

Teen Technology Tutors will be continued beyond the pilot phase through a

combination of grant requests and/or either direct or in-kind funding by public-private partnerships. Recruitment will be expanded to include Santa Monica Community College students focusing again on those without ready access to computers at home.

Library-trained teen information navigators will be sent out to provide assistance in local schools, parks, senior centers, service clubs, nonprofit organizations and businesses.

Through the Teen Technology Tutors program, the Library will assume a leadership as well as a collaborative role in promoting access to information-based technology and the development of technology literacy skills among all groups of users. Furthermore, the program will serve as a model that may be duplicated in other jurisdictions in California.

[1/13/98]

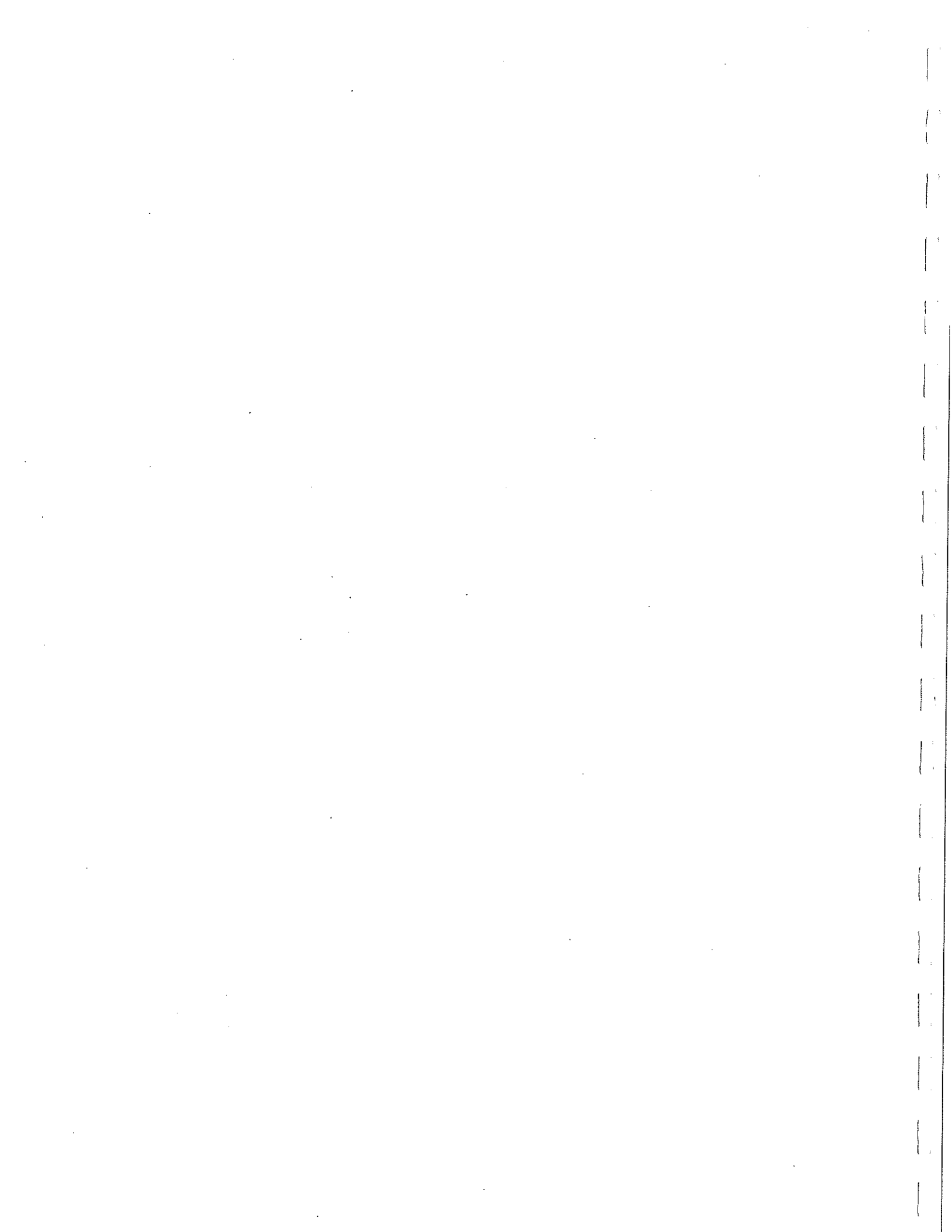
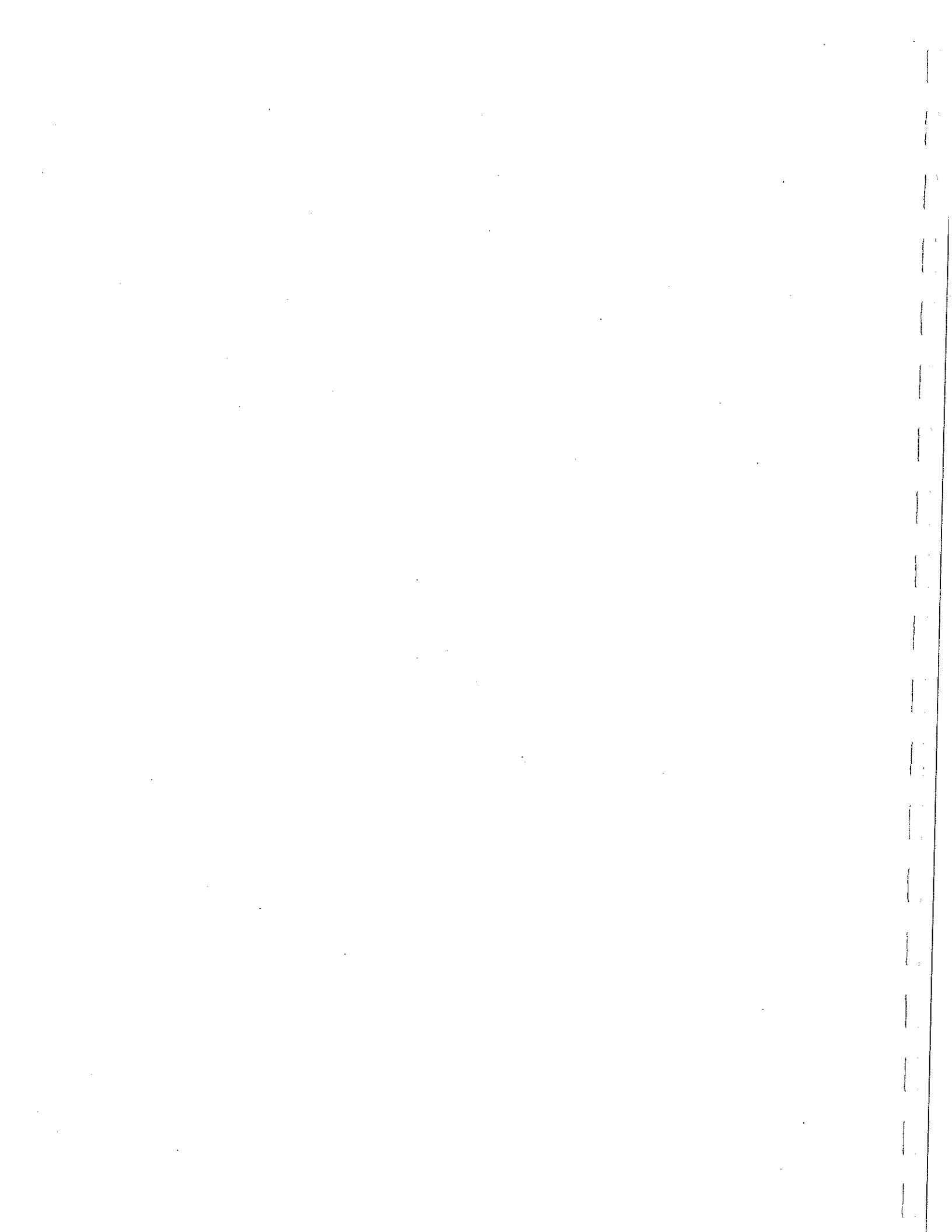


EXHIBIT H

Right of Way Users Questionnaire



MEDIA CONNECTIONS GROUP



SUPPLEMENTAL INFORMATION

There has been a significant increase in the number of applications to install underground telecommunication and cable television facilities in Santa Monica and surrounding cities. Applications for permits have been filed by competitive local exchange carriers, competitive access providers, interexchange carriers, cable television companies and others. The substantial increase in construction activity has caused and has the potential to cause a material and adverse impact on: street surface life; pedestrian and vehicle traffic flow; quality of life in residential areas and the conduct of commerce in general by retail businesses in the City. In addition, the increase in construction activity has affected the ability of the City's staff to process applications, monitor construction practices, inspect new facilities and handle traffic flow problems.

Therefore, the City of Santa Monica has decided to require applicants for permits to provide supplemental information in order to determine, among other things: whether applicants can share facilities; whether the proposed facilities will be used for activities that are subject to regulation by the City, the state and/or the federal government; and whether the proposed manner, timing and place of construction presents the best balance between a minimal impact on City facilities and quality of life on the one hand and the applicant's business purposes on the other.

Therefore, no application for a permit to excavate or otherwise construct facilities to access the rights of way located in the City will be processed until the following questions have been answered. Applicants are encouraged to answer the questions directly on this form. However, if additional space is needed, applicants are free to attach additional information.

As used below, "CLEC" refers to a company that has been certificated as a competitive local exchange carrier by the California Public Utility Commission ("CPUC"). "LEC" refers to a local exchange carrier certificated by the CPUC and includes GTE and Pacific Bell. A "CAP" refers to a competitive access company authorized to do business in California. "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. "Agent" refers to a contractor or other agent filing an application for an applicant.

A. General Information

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

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

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

4. Contractor license class: _____

5. Contractor number: _____

6. Is the applicant a LEC or CLEC in California? Yes No

7. If the answer to Question 6 is "Yes," provide the applicant's CPUC certificate number:

8. If the answer to Question 6 is "No," explain the authority of the applicant to install telecommunication facilities in the rights of way: _____

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

10. Will the applicant use the telecommunications facilities, including cable television facilities requested herein to carry traffic or information for:

	Yes	No
a. An affiliated company:	<input type="checkbox"/>	<input type="checkbox"/>
b. Another certificated telephone company:	<input type="checkbox"/>	<input type="checkbox"/>
c. A competitive access provider:	<input type="checkbox"/>	<input type="checkbox"/>

- d. A cable television or other entertainment company:
- e. Other (Identify in an attachment hereto):

11. If the answer to any part of Question 10 was "Yes," please explain the nature of the traffic to be carried and identify the companies involved in an attachment hereto.

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

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

- | | Yes | No |
|---|--------------------------|--------------------------|
| a. Cable television or video entertainment services: | <input type="checkbox"/> | <input type="checkbox"/> |
| b. An Open Video System under FCC rules: | <input type="checkbox"/> | <input type="checkbox"/> |
| c. Any service <i>not</i> authorized by applicant's CPUC certificate: | <input type="checkbox"/> | <input type="checkbox"/> |

14. If any part of Question 13 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.

15. List below the application or permit numbers of all pending applications and permits issued by the City of Santa Monica to applicant (or a related company) which relate directly or indirectly to the telecommunications infrastructure proposed in this application.

Application/Permit No.	Date Filed	Date Issued
<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>

_____	_____	_____
_____	_____	_____
_____	_____	_____

16. List below the application or permit numbers of all pending applications and permits issued by the cities of Los Angeles (only in areas within 1/2 mile of the Santa Monica border), Venice, Malibu, West Hollywood, Beverly Hills and/or Culver City to applicant (or a related company) which relate directly or indirectly to the telecommunications infrastructure proposed in this application.

City	Application/Permit No.	Date Filed	Date Issued
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

17. If applicant intends to attach any part of the telecommunications, including cable television infrastructure which is the subject, in whole or in part, of this application to a utility pole, please describe the pole attachment plans below, including route, schedule, equipment to be used, etc.

18. On Attachment A hereto, show the route that the telecommunications infrastructure will take through the City. 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 is 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. If the map scale is too small to show the information clearly, the applicant should supply a larger map as Attachment A.

B. Proposed Telecommunications Infrastructure

19. Describe the conduit which will be installed as part of the construction proposed in the application. Include size, number of conduits, nature of inner duct (if any), material (HDPE, PVC, etc.), manufacturer.

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

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

	Yes	No
Will applicant use directional boring to install conduit?	<input type="checkbox"/>	<input type="checkbox"/>
Will applicant direct bury (trench) the conduit?	<input type="checkbox"/>	<input type="checkbox"/>

Will conduit be installed for other parties during this construction?

Is applicant willing to lease conduit to other parties?

Is applicant *going* to participate in joint trench?

Is applicant *willing* to participate in joint trench?

22. Describe the pull boxes and the splice boxes to be installed by applicant (include size, model no. and manufacturer):

23. 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.

C. Impact on City Resources and Quality of Life

24. 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:

	Yes	No
In general?	<input type="checkbox"/>	<input type="checkbox"/>
Share available conduit or inner duct?	<input type="checkbox"/>	<input type="checkbox"/>
Share fiber strands in a fiber cable?	<input type="checkbox"/>	<input type="checkbox"/>
Share splice boxes?	<input type="checkbox"/>	<input type="checkbox"/>

Share trenching costs in a joint construction project?

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

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

Yes No

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

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

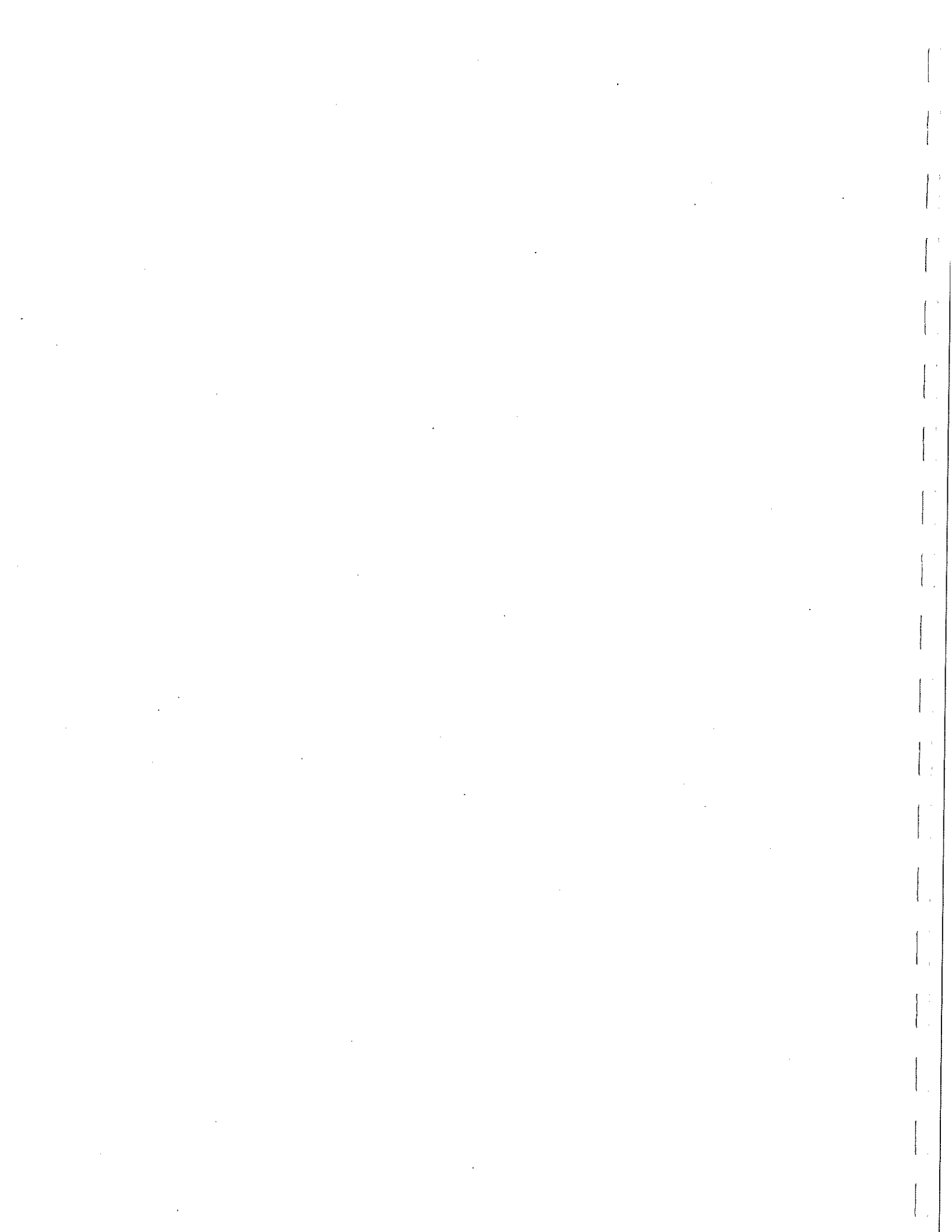


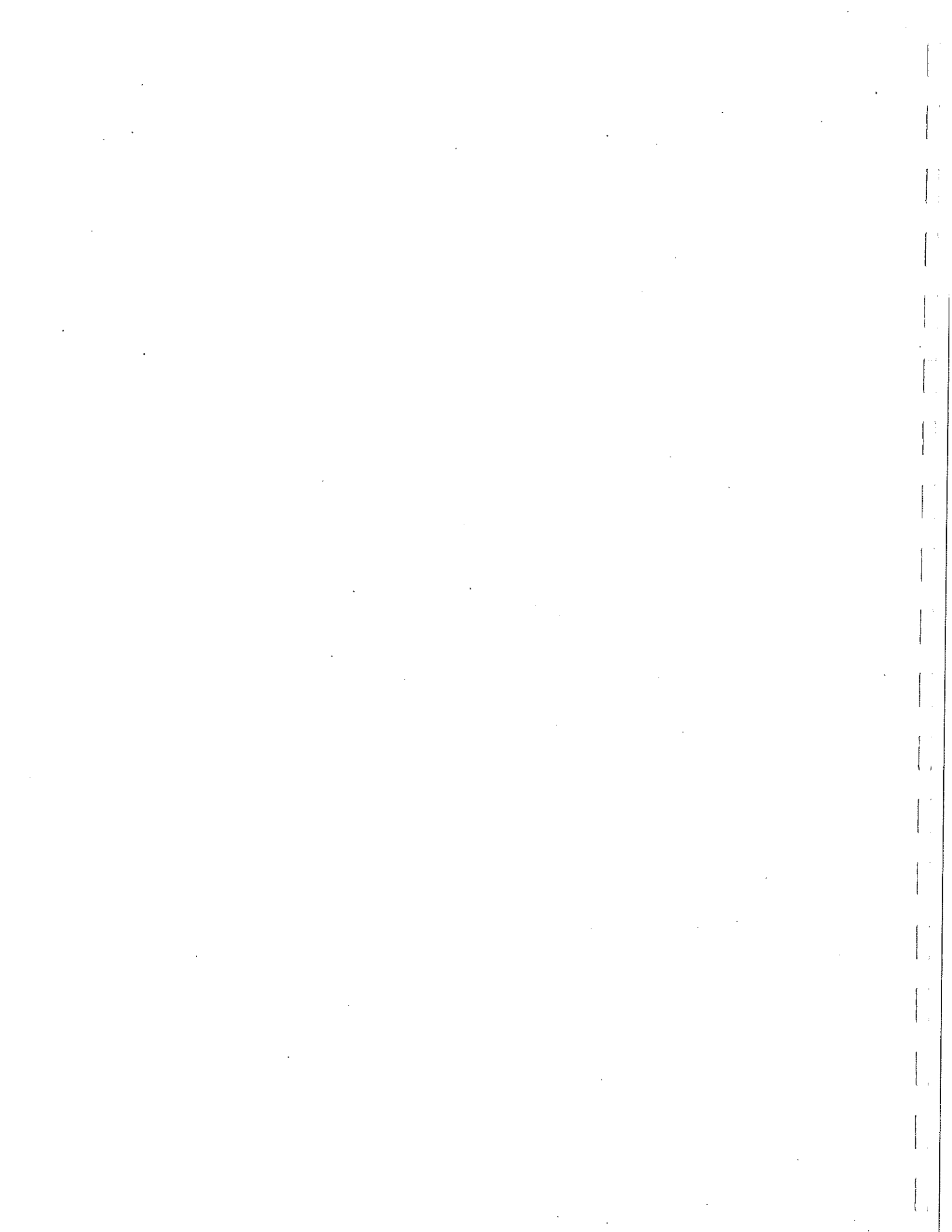
EXHIBIT I

Right of Way Interim Standards and Draft of Future Goals



MEDIA CONNECTIONS GROUP

305 COLLINGWOOD ST. • SAN FRANCISCO, CA 94114 • (415) 647-8010 • FAX (415) 647-1687



November 24, 1997

INTERIM RIGHT-OF-WAY MANAGEMENT STANDARDS

ENVIRONMENTAL AND PUBLIC WORKS MANAGEMENT DEPARTMENT CIVIL ENGINEERING DIVISION MAJOR UTILITY EXCAVATION PERMITS

A. RIGHT-OF-WAY MANAGEMENT GOALS

- To ensure the public health, safety and welfare.
- To exercise the authority of the City of Santa Monica to manage the public Right-of-Way as to the Time, Place and Manner in which it is accessed.
 - To avoid utility installations in crowded Rights-of-Way.
 - To avoid utility installations in areas of heavy traffic patterns.
- To place utilities in areas where there is ease of maintenance, with minimum disruption to vehicular traffic, pedestrian flow and on-street parking.
- To minimize disruption of the Right-of-Way by coordinating private utility installations with City Projects and the City's Pavement Management Program.
- To ensure the structural integrity, public safety, ride quality and aesthetic properties of the existing Right-of-Way infrastructure.
- To prevent unnecessary financial burden to the taxpayers of Santa Monica by regulating the method of street repairs resulting from utility excavations.
- To enhance competition among utility providers by minimizing barriers to entry into the telecommunications market to provide choice in telecommunications services.

- To ensure that any impacts on utility providers as the result of the City's management of its' Public Right-of-Way be made on a competitively neutral and non discriminatory basis.
- To ensure compliance with all Municipal, State and Federal Laws, including FCC Emission Standards.
- Promote collaboration and partnership between telecommunications providers and the City to secure public benefits including service expansion and co-location of facilities.

B. RIGHT-OF-WAY MANAGEMENT INTERIM STANDARDS

- Excavation is defined as open cut, boring, jacking or tunneling under City streets. The City shall charge identical fees per lineal foot for all of these methods.
- The permittee shall be responsible for field checking existing conditions prior to submitting the application for permit plan check.
- Applicant shall include cross sectional details of the proposed excavation and pavement repair methods.
- Applicant's plans shall be drawn on a 1:20 scale, on the City's standard sheet and title block, prepared under the supervision of and stamped by a Registered Civil Engineer.
- Applicant shall submit a separate traffic control plan to the Parking and Traffic Engineering Division for approval prior to issuance of the permit.
- Permittee shall comply with the requirements of Underground Service Alert, including but not limited to notification and marking of existing underground facilities.
- Applicant shall perform work in cooperation with other utilities, including but not limited to consideration of joint trenching. The burden shall be on the applicant for researching other pending permits.
- Applicant shall accomplish all utility installations in concrete streets, concrete alleys, concrete bus lanes, concrete bus pads or major street crossings by boring, tunneling or jacking.

- Applicant shall not be engaged in construction work on more than two permits at any one time. A separate permit application is required for each street location where excavation is planned.
- The City Engineer has the authority to approve or reject the method of excavation.
- The Director of Environmental and Public Works Management shall have the discretion to approve an applicant's deviation from the Right-of-Way Management Interim Standards if an applicant demonstrates to the satisfaction of the Director that such a deviation from the Standards is in the public interest and is generally consistent with the Right-of-Way Management Goals.
- Applicant must submit a construction schedule showing start and end dates prior to issuance of the permit.
- **Public Notification:** Applicant shall prepare and distribute a letter of notification to the businesses and residents within 500 feet of the work, 72 hours prior to the start of field work outlining the scope, start date, duration and location of the work. Such letter shall identify potential impacts to the public, including work hours, pedestrian and vehicular access, construction noise, parking restrictions, a 24 hr. "hot line" phone number for both the Applicant's contractor and the City, etc. Such letter of notification shall be approved in advance by the City's Public Works Inspector prior to distribution.
- **Housekeeping:** All permittees shall keep the area surrounding the excavation clean and free of loose dirt or other debris in a manner deemed satisfactory to the Department of Environmental and Public Works Management.
- **Hazardous materials:** All permittees shall be subject to hazardous material guidelines for handling, treating, and disposing of material; worker safety and training; notifications required by law; site remediation; and data collection. Permittee shall comply with all federal, state, and local laws regarding hazardous material. For purposes of this item, hazardous materials shall mean heavy metals, organics, petroleum hydrocarbons, asbestos-containing serpentine fibers, and any other substance, waste, gas, or material, which, because of its quantity, concentration, or physical or chemical characteristics, is deemed by any federal, state, or local government law or authority to pose a present or potential hazard to human health or safety or to the environment.

- **Excavated material disposal.** The Permittee shall remove all excavated material from the site no later than the end of each work day.
- **Permittee shall comply with Section 7.04.080 of the Municipal Code.** This compliance includes furnishing insurance in amounts determined by the Director of Environmental and Public Works for the coverages indicated in Section 7.04.080. Also, the Permittee shall indemnify the City, its officers, agents and employees in accordance with the requirements of Section 7.04.080.
- **In addition to complying with all laws of the City of Santa Monica, Permittee shall comply with all State and Federal laws, including furnishing documentation as to full compliance with FCC Emission Standards.**
- **Applicant's failure to comply with any or all terms and conditions of the permit may result in 1) The City requesting that Applicant remove all improvements completed to date under the permit and restore the street to its pre-existing condition; or 2) forfeiture of any or all deposits made in accordance with Municipal Code Section 7.04.110. The City reserves its right to stop the work at any time as deemed necessary to ensure compliance with the permit terms and conditions.**

Note to Permit Applicant: Applicant shall provide "as-built" plans for applicant's installation within the entire City on at least an annual basis in accordance with Section 7.04.290 of the Municipal Code. Applicant shall supply the City-wide "as-built" plans in a format compatible with the City's GIS Mapping System.

Attachments: Municipal Code Sections 7.04.080, 7.04.110 and 7.04.290

7.04.080 Insurance.

Notwithstanding any other provisions of this Code, whenever the Director of Public Works or Building Officer determines that any work proposed to be performed under any permit issued by the Director of Public Works or the Building Officer might constitute more than ordinary hazard to human life or might endanger any adjoining or nearby public or private property, he may require, as a condition precedent to the issuance of such permit, that there be provided and maintained either or both of the following insurance coverages in an amount recommended by the Director of Public Works or the Building Officer and approved in substance and form by the City Attorney in an insurance company acceptable to and approved by the City Attorney:

1. Personal injury and property damage coverage as to all work to be performed under such permit;
or

2. The following coverage, for the benefit of the City, either by way of endorsement or separate policy, or such modification thereof as may be acceptable to and approved by the City Attorney.

The company agrees to defend, indemnify, and save harmless the City and each of its officers, agents, and employes from and against any and all liabilities, demands, claims, damages, losses, costs, and expenses of whatsoever kind or nature, including, but not limited to, any and all direct and indirect costs of defense made against or incurred or suffered by, any such indemnitee as a direct or indirect consequence of injury, sickness, or disease, including death, to persons or injury to, or destruction of, property including, but not limited to, the loss of use of property resulting directly or indirectly from, or in any manner connected with or pertaining to, the hereinafter described activities or conditions.

This indemnity shall include, but not be limited to, any and all liabilities, demands, claims, damages, losses, costs, and expenses claimed by any named insured or be any officer, agent, or employe of any named insured or caused, or alleged to have been caused, by any negligent or other act of any such indemnitee.

Written notice to the company or any of its authorized agents by any such indemnitee of any liability demand, claim, damage, loss, cost or expense as soon as practicable after such indemnitee acquires knowledge thereof shall constitute sufficient compliance with the requirements for notice under this policy for the purpose of this endorsement.

This policy shall not be canceled, nor shall there be any reduction in coverage or limits of liability unless and until thirty (30) days written notice thereof has been served upon the City Clerk of the City of Santa Monica. This endorsement shall control over all other provisions of this policy and other endorsements thereto.

Described activities and conditions: All operations, activities, and conditions in any manner connected with or pertaining to any work performed under the following described permit: (describe permit)

Special exclusions applicable to the coverage: The coverage granted by this endorsement does not apply:

1. To liability assumed by the City of Santa Monica and each of its officers, agents, and employes under any contract or agreement.

2. To any obligation for which the City of Santa Monica may be held liable under any Workmen's Compensation or disability benefits' law or under any similar law; or

3. To injury to, or destruction of, property owned or occupied by or rented to or used by the City of Santa Monica, its officers, agents, and employes. (Prior code Sec. 7105B; added by Ord. No. 570CCS, adopted 9/4/62, effective 9/4/62)



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7.04.110 Deposits guaranteeing restoration.

When the application to excavate or obstruct the surface of streets, alleys or other places and the installation, repair or alteration of sidewalks, curbs, gutters, and driveways, and the details shown upon the accompanying duplicate plats (when such plats are required), comply with the terms of this Chapter and the regulations of the Department of Public Works, the application and duplicate plats shall be approved by said department. The application and the plats shall be filed with the Department of Public Works together with special deposits to indemnify the City against any damages to public property arising from said excavation or obstruction as follows (excluding departments of the City and the local Board of Education where the cement and surfacing work is to be done by the Department of Public Works of the City), to wit:

	Deposit per Sq. Ft.	Minimum Deposit
Dirt Surface	\$.08	\$ 3.50
Oiled Surface	.25	15.00
Rock and Oil Pavement	.65	15.00
Asphaltic Pavement	.80	15.00
Portland Cement Concrete Pavement	1.30	15.00
Sidewalks	1.10	15.00
Gutters	1.25	15.00
	Deposit per Lineal Foot	Minimum Deposit
Curbs	\$ 3.00	\$15.00
	Deposit for Each Excavation	Minimum Deposit
Stake Holes	\$ 1.00	\$ 2.00
Prospect. Holes	.20	2.00

Provided in event the cash deposit required exceeds the sum of \$50.00 the applicant may have the option of posting with the Department of Public Works a good and sufficient surety bond, acceptable to the City Attorney to insure satisfactory completion of the work contemplated in an amount double the amounts of the cash deposits set forth in the foregoing schedule.

Provided also that any person (excluding city departments), intending to make any excavations or obstructions in any public street, alley or other public place may make and maintain with said Department of Public Works a surety bond acceptable to the City Attorney to insure satisfactory completion of the work contemplated, in an amount of \$500.00 which shall permit the issuance of permits for excavation or obstructions up to 1,000 square feet per month; a surety bond amounting to \$2,500.00 which shall permit the issuance of permits for excavations and obstructions up to 5,000 square feet per month; a surety bond amounting to \$5,000.00 which shall permit the issuance of permits for excavations and obstructions up to 5,000 square feet per month; which surety bond shall be used for the same purpose as the special deposit described hereinbefore in this Section and while such surety bonds are maintained such person shall not be required to make the special deposit hereinbefore in this Section provided for, but shall be required to file a written application for a permit for each such excavation or obstruction and file duplicate plats showing the location thereof as in this Chapter provided, and to comply with all other provisions of this Chapter.

Provided also that if in the opinion of the Street Superintendent or City Engineer, the requested excavation or improvement is of any unusual nature, a deposit shall be made in a sufficient amount to indemnify the City should it become necessary for the City to complete the improvement or restore the

excavation to its former condition. Charges for all such work shall be made against said deposit, and any unexpended balance shall be returned upon completion of the restoration of the improvement. A performance bond in an amount determined by the City Engineer and approved by the City Attorney may be substituted in lieu of the above deposit.

Notwithstanding any other provision of this Section, a public utility regulated by the Public Utilities Commission of the State of California shall not be required to make the special deposit hereinbefore provided by this Section nor to post and maintain a surety bond, in lieu of such special deposit, provided that such public utility has entered into a written agreement with the City and has, thereby, undertaken to indemnify the City for any and all damage to public property arising out of any excavation, obstruction, improvement, installation or project of such public utility and to perform the work for which such special deposit or bond would otherwise be required by this Section. Such Public Utility shall be required to file with the Department of Public Works a written application for a permit for each such excavation, obstruction, improvement, installation or project and to file duplicate plats showing the location thereof as provided in this Chapter and to comply with all other provisions thereof. (Prior code Sec. 7107; amended by Ord. No. 850CCS, adopted 11/10/70)



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August 4, 1997

Future ROW Management Goals

3 Year Street Limitation on Work

- *City shall not allow street excavations within three years of street resurfacing or reconstruction. Exception: The Director of Environmental and Public Works Management may waive this requirement, upon review and recommendation by the City Engineer for the utility installation and payment of prescribed penalties in accordance with the applicable City Ordinance. The process will involve coordination of private utility work with the City's CIP.*

Time, Place and Manner Requirements

- *Engineering Div. determines location of utility installation taking into effect a number of factors including zoning, width of sidewalks, condition of street, pavement type, pavement repair history, ADT, existing parking /bike lanes, pedestrian flow patterns, width and depth of trench, duration and method of planned excavation, time of year, aesthetics of the repair procedures consistent with urban design criteria ,etc.*

Work hours are stipulated based on City Ordinance, need for after hours work due to heavy traffic patterns, adjacent private business needs, time of year, event schedules, and other City construction activities.

Manner of excavation (open cut vs. boring, grinding vs. saw cut and backhoe) is subject to the need to expedite the work, pavement type, zoning, restoration potential, existing pavement condition/type, etc.

Public Hearings

- *At the discretion of the City Manager and as subject to CEQA requirements.*

Liquidated Damages

- *Over and above deposits required in Code Sect. 7.04.110. To compensate the City for administrative staff time, added field inspection, engineering testing, and cost of removal, etc.*

Abandoned Facilities

- *Utility Companies that do not properly maintain their facilities located within the City in the public ROW or do not file "as-built" network plans in the form prescribed by the City on an annual basis will be subject to having their facilities declared "abandoned." Ownership would transfer to the City and final disposition would be at the discretion of the Director of EPWM.*

Sub-leasing and Transferring of Rights

- *Subject to review by City Attorney, no permittee shall sublease or transfer rights to any of their facilities installed within the City without the express prior approval of the City.*

Fee Restructuring

- *The utility excavation fee structure shall be analyzed and recommendations made for adjustments. The fees shall reflect costs incurred as the result of accelerated damage to the right-of-way as a result of the proposed utility installation, plan checking, office supervision and staff support, field inspection, overhead and other administrative charges.*

Fair and Reasonable Compensation

- *Survey other cities, hire property appraisers, consult with City Attorney's office as to appropriate methodology for receiving "fair and reasonable compensation."*

Aesthetic Concerns

- *Develop standards regarding aesthetics of public ROW surfaces and structures, including pavement, pedestals, underground vaults, overhead utility installations, etc. These standards may include input from design professionals(e.g. pavement design engineers, landscape architects, public artists) or the public in the form of workshops and City Board and Commission reviews.*

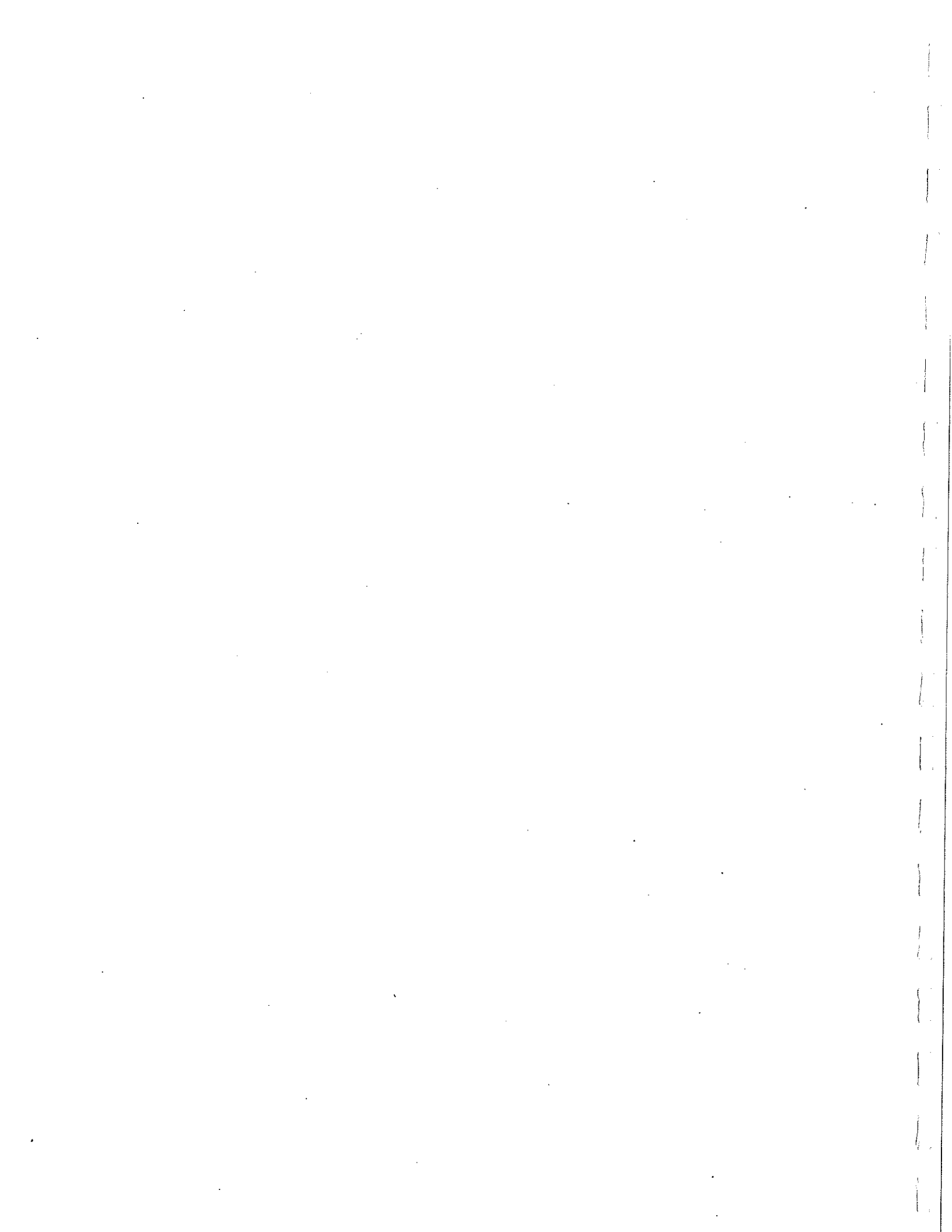
EXHIBIT J

Economic Models:

- Municipal Fiber Network
- Full Service Network



MEDIA CONNECTIONS GROUP



Municipal Fiber Network



MEDIA CONNECTIONS GROUP

305 COLLINGWOOD ST. ● SAN FRANCISCO, CA 94114 ● (415) 647-8010 ● FAX (415) 647-1687

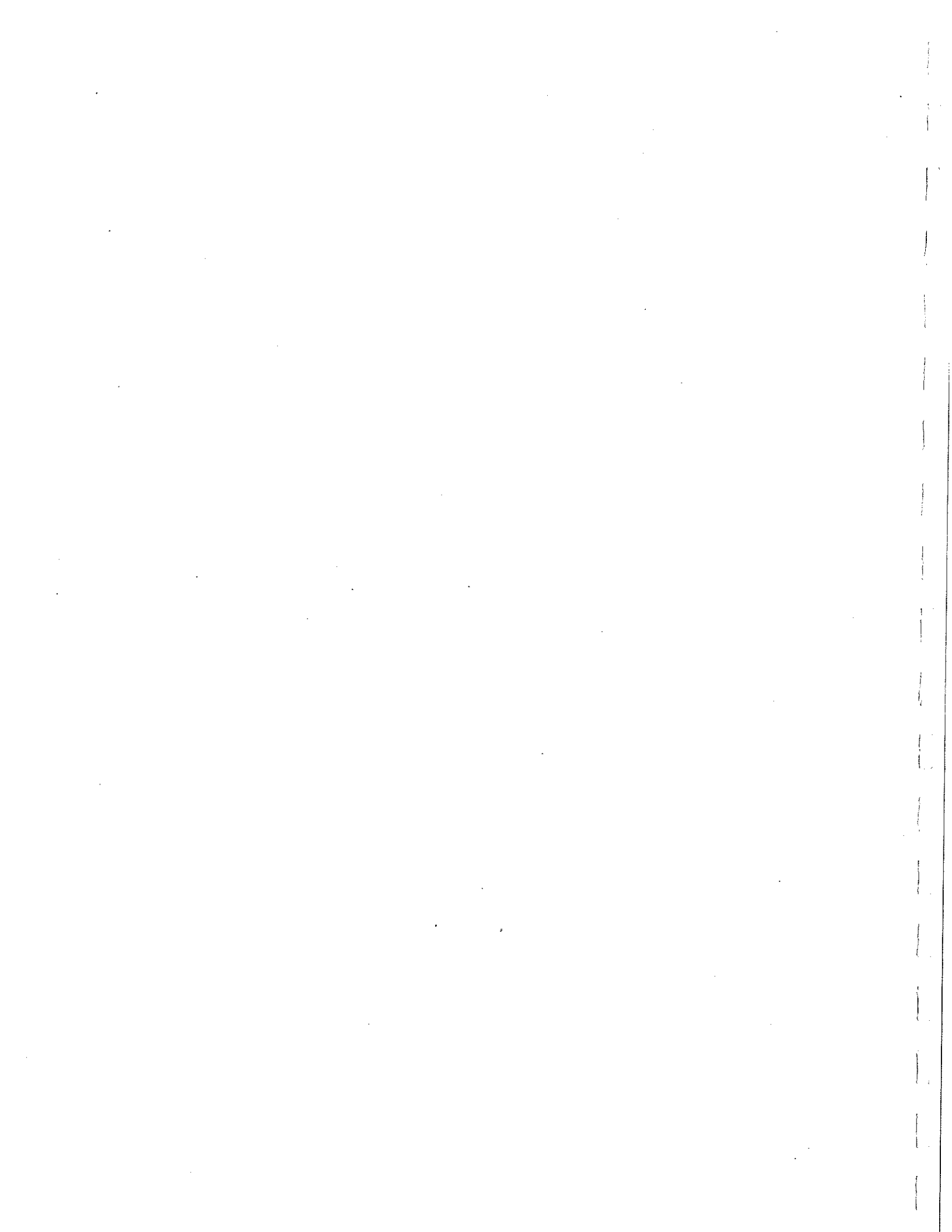


Exhibit J

SCENARIOS A & B

Municipal Fiber Network Costs

Network Component	Phase I	Phase II	Phase III	All Phases
Fiber Ring	\$ 307,834	\$ 322,687	\$ 244,385	\$ 874,906
City Hall	\$ 196,700	-	-	
City Yard	\$ 127,830	-	-	
Virginia Ave. Park	-	-	-	
Main Library	-	101,130	-	
Fire HQ	-	104,830	-	
Ken Edwards Center	-	75,830	-	
Water Admin.	-	63,430	-	
Pier Offices	-	24,425	-	
Transportation Bldg.	-	60,130	-	
DWRRF	-	27,025	-	
Fire Station 3	-	-	20,225	
Finance/Risk Manag.	-	-	99,430	
Total Building Equipment	\$ 324,530	\$ 456,800	\$ 119,655	\$ 900,985
Building Entry (\$25,000/Bldg)	\$ 50,000	\$ 200,000	\$ 50,000	\$ 300,000
Total Cost	\$ 682,364	\$ 979,487	\$ 414,040	\$ 2,075,891

Exhibit J

SCENARIO A

Municipal Fiber Network Feasibility Plan

	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10
ANNUAL DATA										
Route Miles	3.0	2.4	2.5	-	-	-	-	-	-	-
Conduit Miles	4.5	9.6	10.1	-	-	-	-	-	-	-
Conduit Size (Inches)	1.25	1.25	1.25	1.25	1.25	1.25	1.25	1.25	1.25	1.25
Number of Conduits	1.0	4.0	4.0	-	-	-	-	-	-	-
Number Miles with Fiber	3.0	2.4	2.5	-	-	-	-	-	-	-
Fiber Count in Bundle	72	96	96	-	-	-	-	-	-	-
Buildings Entered - Major	1.0	-	-	-	-	-	-	-	-	-
Buildings Entered - Minor	2.0	7.0	2.0	-	-	-	-	-	-	-
Buildings Entered - Total	3.0	7.0	2.0	-	-	-	-	-	-	-
Number of Work Stations Connected	370	155	33	-	-	-	-	-	-	-
CUMULATIVE DATA										
Route Miles	3.0	5.4	8.0	8.0	8.0	8.0	8.0	8.0	8.0	8.0
Conduit Miles	4.5	14.1	24.3	24.3	24.3	24.3	24.3	24.3	24.3	24.3
Conduit Size(")	1.25	1.25	1.25	1.25	1.25	1.3	1.3	1.3	1.3	1.3
Number of Fiber Miles	3.0	5.4	8.0	8.0	8.0	8.0	8.0	8.0	8.0	8.0
Fiber Count	72.0	72.0	72.0	72.0	72.0	72.0	72.0	72.0	72.0	72.0
Buildings Entered	3.0	10.0	12.0	12.0	12.0	12.0	12.0	12.0	12.0	12.0
Number of Work Stations Connected	370	525	558	558	558	558.0	558.0	558.0	558.0	558.0
Voice Equipment:	-	-	-	-	-	-	-	-	-	-
PBX	-	-	-	-	-	-	-	-	-	-
Handsets replaced	-	-	-	-	-	-	-	-	-	-
Data Equipment:	-	-	-	-	-	-	-	-	-	-
Routers	-	-	-	-	-	-	-	-	-	-
Video Equipment:	-	-	-	-	-	-	-	-	-	-
Studio Space Improvement	-	-	-	-	-	-	-	-	-	-
Studio Equipment	-	-	-	-	-	-	-	-	-	-
Portable Cameras	-	-	-	-	-	-	-	-	-	-
Site Security Cameras	-	-	-	-	-	-	-	-	-	-
Security Monitor Facility	-	-	-	-	-	-	-	-	-	-

Exhibit J

SCENARIO A

Municipal Fiber Network Feasibility Plan

	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10
CAPITAL COST										
Technical Consultant	\$ 25,000	\$ -	\$ -							
Network Costs	\$ 307,834	\$ 322,687	\$ 244,385							
Building Entry	\$ 50,000	\$ 200,000	\$ 50,000							
Optical and Terminal Equipment	\$ 324,530	\$ 456,800	\$ 119,655							
Infrastructure Sub total	\$ 707,364	\$ 979,487	\$ 414,040							
Voice Equipment:										
PBX	-	-	-	-	-	-	-	-	-	-
Handsets replaced	-	-	-	-	-	-	-	-	-	-
Data Equipment:										
Routers	-	-	-	-	-	-	-	-	-	-
Video Equipment:										
Studio Space Improvement	-	-	-	-	-	-	-	-	-	-
Studio Equipment	-	-	-	-	-	-	-	-	-	-
Portable Cameras	-	-	-	-	-	-	-	-	-	-
Site Security Cameras	-	-	-	-	-	-	-	-	-	-
Security Monitor Facility	-	-	-	-	-	-	-	-	-	-
Equipment Sub total	-	-	-	-	-	-	-	-	-	-
Total Capital Cost	\$ 707,364	\$ 979,487	\$ 414,040							
ADMINISTRATIVE EXPENSE										
Staff Cost										
Infrastructure Development Coordinator	\$ 56,250	\$ 75,000	\$ 75,000	\$ 75,000	\$ 75,000	\$ 75,000	\$ 75,000	\$ 75,000	\$ 75,000	\$ 75,000
Conduit Lease Agent	-	-	-	-	-	-	-	-	-	-
Conduit Maintenance Engineer	-	-	-	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-	-	-	-
Other Costs										
Legal	-	-	-	-	-	-	-	-	-	-
Billing	-	-	-	-	-	-	-	-	-	-
Overhead	-	-	-	-	-	-	-	-	-	-
Test Equip	-	-	-	-	-	-	-	-	-	-
Vehicles	-	-	-	-	-	-	-	-	-	-
Leased Conduit from Other Sources	-	-	-	-	-	-	-	-	-	-
Optic Equipment Maintenance Agreement	\$ 16,227	\$ 61,907	\$ 73,872	\$ 73,872	\$ 73,872	\$ 73,872	\$ 73,872	\$ 73,872	\$ 73,872	\$ 73,872
Total Operating Expense	\$ 72,477	\$ 136,907	\$ 148,872	\$ 148,872	\$ 148,872	\$ 148,872	\$ 148,872	\$ 148,872	\$ 148,872	\$ 148,872
TOTAL CASH OUTFLOW	\$ 779,840	\$ 1,116,393	\$ 562,912	\$ 148,872	\$ 148,872	\$ 148,872	\$ 148,872	\$ 148,872	\$ 148,872	\$ 148,872

Media Connections Group

Exhibit J

SCENARIO B

Municipal Fiber Network Feasibility Plan

	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10
ANNUAL DATA										
Route Miles	3.0	2.4	2.5	-	-	-	-	-	-	-
Conduit Miles	4.5	9.6	10.1	-	-	-	-	-	-	-
Conduit Size (inches)	1.25	1.25	1.25	1.25	1.25	1.25	1.25	1.25	1.25	1.25
Number of Conduits	1.0	4.0	4.0	-	-	-	-	-	-	-
Number Miles with Fiber	3.0	2.4	2.5	-	-	-	-	-	-	-
Fiber Count in Bundle	72	96	96	-	-	-	-	-	-	-
Buildings Entered - Major	1.0	-	-	-	-	-	-	-	-	-
Buildings Entered - Minor	2.0	7.0	2.0	-	-	-	-	-	-	-
Buildings Entered - Total	3.0	7.0	2.0	-	-	-	-	-	-	-
Number of Work Stations Connected	370	155	33	-	-	-	-	-	-	-
CUMULATIVE DATA										
Route Miles	3.0	5.4	8.0	8.0	8.0	8.0	8.0	8.0	8.0	8.0
Conduit Miles	4.5	14.1	24.3	24.3	24.3	24.3	24.3	24.3	24.3	24.3
Conduit Size(*)	1.25	1.25	1.25	1.25	1.25	1.3	1.3	1.3	1.3	1.3
Number of Fiber Miles	3.0	5.4	8.0	8.0	8.0	8.0	8.0	8.0	8.0	8.0
Fiber Count	72.0	72.0	72.0	72.0	72.0	72.0	72.0	72.0	72.0	72.0
Buildings Entered	3.0	10.0	12.0	12.0	12.0	12.0	12.0	12.0	12.0	12.0
Number of Work Stations Connected	370	525	558	558	558	558.0	558.0	558.0	558.0	558.0
Voice Equipment:	-	-	-	-	-	-	-	-	-	-
PBX	-	-	-	-	-	-	-	-	-	-
Handsets replaced	-	-	-	-	-	-	-	-	-	-
Data Equipment:	-	-	-	-	-	-	-	-	-	-
Routers	-	-	-	-	-	-	-	-	-	-
Video Equipment:	-	-	-	-	-	-	-	-	-	-
Studio Space Improvement	-	-	-	-	-	-	-	-	-	-
Studio Equipment	-	-	-	-	-	-	-	-	-	-
Portable Cameras	-	-	-	-	-	-	-	-	-	-
Site Security Cameras	-	-	-	-	-	-	-	-	-	-
Security Monitor Facility	-	-	-	-	-	-	-	-	-	-

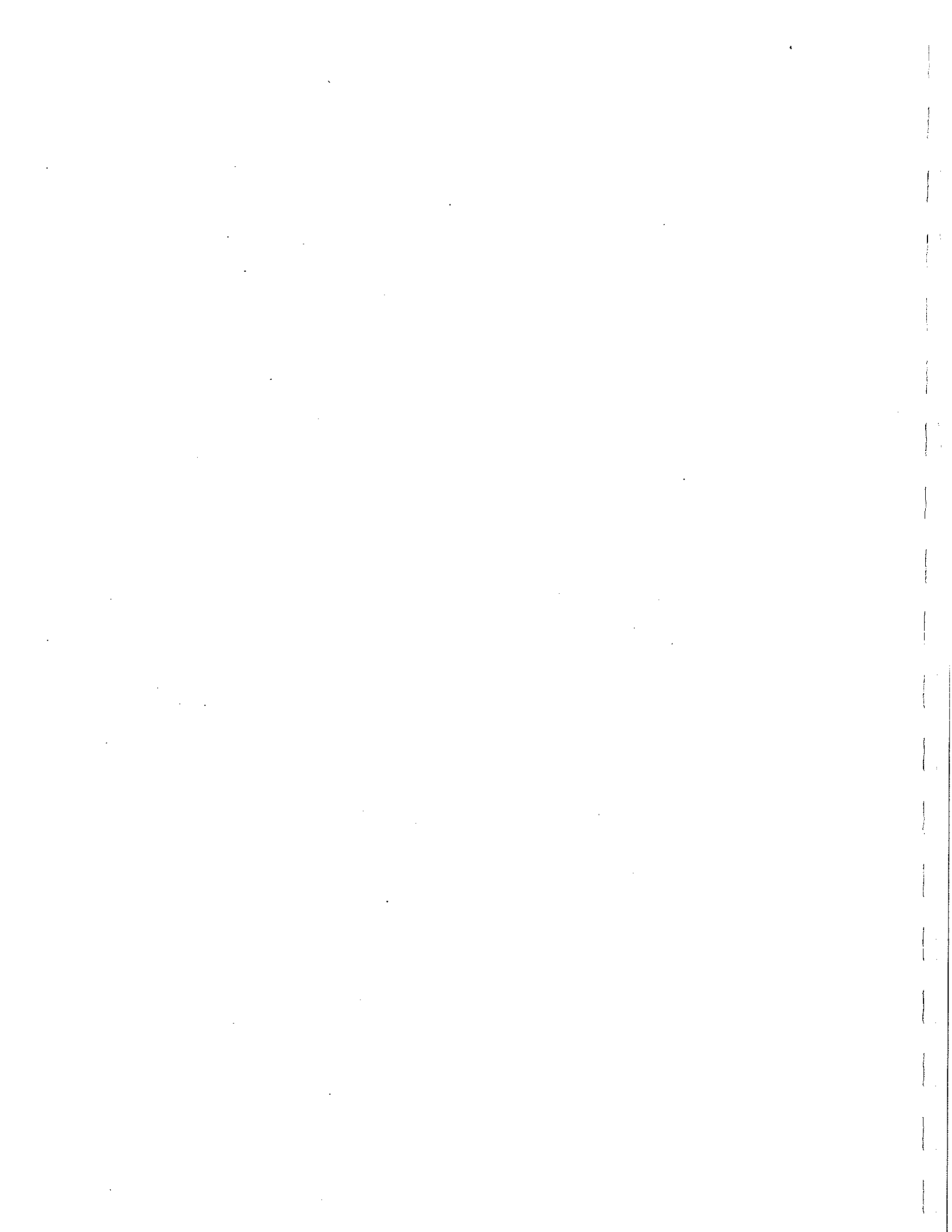
Exhibit J

SCENARIO B

Municipal Fiber Network Feasibility Plan

	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10
CAPITAL COST										
Technical Consultant	\$ 25,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Network Costs	\$ 307,834	\$ 322,687	\$ 244,385	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Building Entry	\$ 50,000	\$ 200,000	\$ 50,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Optical and Terminal Equipment	\$ 324,530	\$ 456,800	\$ 119,655	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Infrastructure Sub total	\$ 707,364	\$ 979,487	\$ 414,040	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Voice Equipment:										
PBX	-	-	-	-	-	-	-	-	-	-
Handsets replaced	-	-	-	-	-	-	-	-	-	-
Data Equipment:										
Routers	-	-	-	-	-	-	-	-	-	-
Video Equipment:										
Studio Space Improvement	-	-	-	-	-	-	-	-	-	-
Studio Equipment	-	-	-	-	-	-	-	-	-	-
Portable Cameras	-	-	-	-	-	-	-	-	-	-
Site Security Cameras	-	-	-	-	-	-	-	-	-	-
Security Monitor Facility	-	-	-	-	-	-	-	-	-	-
Equipment Sub total	-	-	-	-	-	-	-	-	-	-
Total Capital Cost	\$ 707,364	\$ 979,487	\$ 414,040	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
ADMINISTRATIVE EXPENSE										
Staff Cost										
Infrastructure Development Coordinator	\$ 28,125	\$ 37,500	\$ 37,500	\$ 37,500	\$ 37,500	\$ 37,500	\$ 37,500	\$ 37,500	\$ 37,500	\$ 37,500
Conduit Lease Agent	-	-	-	-	-	-	-	-	-	-
Conduit Maintenance Engineer	-	-	-	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-	-	-	-
Other Costs										
Legal	-	-	-	-	-	-	-	-	-	-
Billing	-	-	-	-	-	-	-	-	-	-
Overhead	-	-	-	-	-	-	-	-	-	-
Test Equip	-	-	-	-	-	-	-	-	-	-
Vehicles	-	-	-	-	-	-	-	-	-	-
Leased Conduit from Other Sources	-	-	-	-	-	-	-	-	-	-
Optic Equipment Maintenance Agreement	\$ 16,227	\$ 61,907	\$ 73,872	\$ 73,872	\$ 73,872	\$ 73,872	\$ 73,872	\$ 73,872	\$ 73,872	\$ 73,872
Total Operating Expense	\$ 44,352	\$ 99,407	\$ 111,372	\$ 111,372	\$ 111,372	\$ 111,372	\$ 111,372	\$ 111,372	\$ 111,372	\$ 111,372
TOTAL CASH OUTFLOW	\$ 751,715	\$ 1,078,893	\$ 525,412	\$ 111,372	\$ 111,372	\$ 111,372	\$ 111,372	\$ 111,372	\$ 111,372	\$ 111,372

Media Connections Group



Full Service Network



MEDIA CONNECTIONS GROUP

305 COLLINGWOOD ST. • SAN FRANCISCO, CA 94114 • (415) 647-8010 • FAX (415) 647-1687

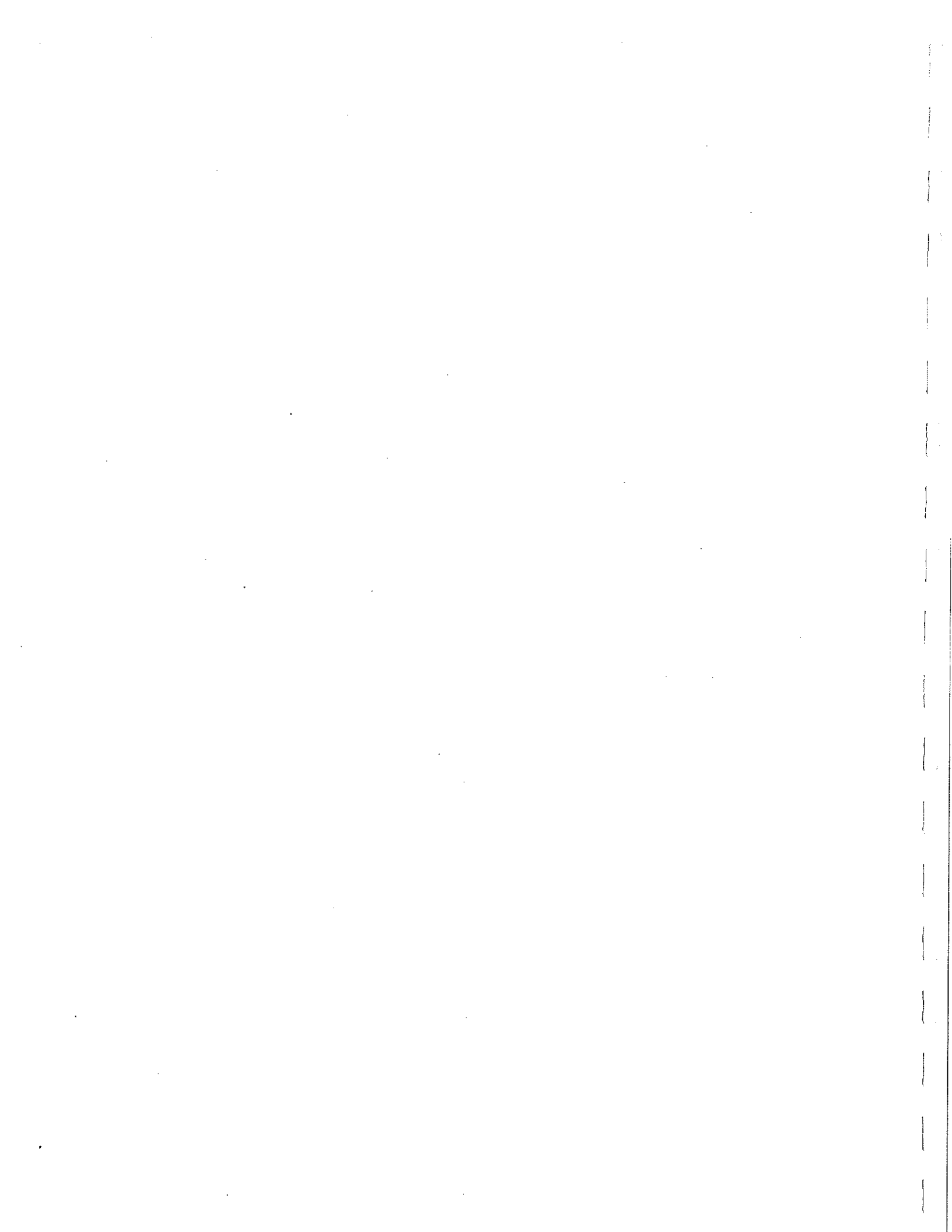


Exhibit J

Full Service Network Scenario I (Video Services)

SUMMARY OF FINANCIAL PERFORMANCE OF A HYBRID FIBER COAX NETWORK IN A COMPETITIVE ENVIRONMENT

Summary	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10	Total
Customer Information											
Ending Homes Passed by Net	23,282	46,614	47,546	48,497	49,487	50,456	51,486	52,495	53,545	54,616	
Ending Video Subs	1,771	3,915	4,395	4,892	5,408	5,942	6,495	7,068	7,661	8,275	
Ending Large Data Ports in Service	-	-	-	-	-	-	-	-	-	-	
Ending Small Data Subs	-	-	-	-	-	-	-	-	-	-	
Ending Residential Telephone Subs	-	-	-	-	-	-	-	-	-	-	
Ending Business Telephone Subs	-	-	-	-	-	-	-	-	-	-	
Market Share to City Net											
Residential Video	13%	14%	15%	16%	17%	18%	19%	20%	21%	21%	
Business Video	14%	17%	20%	22%	25%	27%	30%	32%	34%	36%	
Residential and Small Data Users	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	
Commercial and Large Data Users	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	
Residential Telephone	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	
Business Telephone	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	
Revenues											
Entertainment Revenues											
Basic Video Services	\$ 267,167	\$ 881,984	\$ 1,326,743	\$ 1,527,500	\$ 1,745,150	\$ 1,980,890	\$ 2,235,990	\$ 2,511,806	\$ 2,809,780	\$ 3,131,445	\$ 18,418,458
Total Premium Rev.	\$ 31,430	\$ 107,001	\$ 185,377	\$ 195,042	\$ 228,289	\$ 265,498	\$ 307,074	\$ 353,474	\$ 405,194	\$ 462,776	\$ 2,521,153
Total Movie PPV Rev.	\$ 31,037	\$ 105,151	\$ 161,728	\$ 189,812	\$ 221,090	\$ 255,875	\$ 294,510	\$ 337,366	\$ 384,852	\$ 437,409	\$ 2,418,890
Total Event PPV Rev.	\$ 11,747	\$ 41,991	\$ 88,145	\$ 84,387	\$ 103,711	\$ 128,844	\$ 153,801	\$ 185,893	\$ 223,748	\$ 268,322	\$ 1,268,390
Total HSN/QVC Rev.	\$ 38,240	\$ 126,393	\$ 189,659	\$ 217,164	\$ 246,779	\$ 278,640	\$ 312,889	\$ 349,678	\$ 389,168	\$ 431,527	\$ 2,580,196
Total Interactive Revenue	\$ 88,397	\$ 306,785	\$ 483,361	\$ 581,134	\$ 693,404	\$ 822,074	\$ 969,276	\$ 1,137,404	\$ 1,329,144	\$ 1,547,505	\$ 7,958,485
Total Game Rev.	\$ 6,548	\$ 23,833	\$ 39,393	\$ 49,659	\$ 62,143	\$ 77,268	\$ 95,548	\$ 117,591	\$ 144,117	\$ 175,979	\$ 792,068
Total Other Rev.	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Set-top Revenue	\$ 22,918	\$ 73,856	\$ 108,053	\$ 120,630	\$ 133,654	\$ 147,137	\$ 161,092	\$ 175,532	\$ 190,471	\$ 205,923	\$ 1,339,265
Total Entertainment Rev.	\$ 497,483	\$ 1,666,995	\$ 2,542,449	\$ 2,965,327	\$ 3,434,221	\$ 3,954,024	\$ 4,530,180	\$ 5,168,746	\$ 5,876,473	\$ 6,660,885	\$ 37,296,783
Data Services											
Total Small Data User Revenue	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Large Data User Revenue	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Data Revenue	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Telephone Services											
Business Telephone Rev.	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Residential Telephone Rev.	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Telephone Revenue	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Revenue	\$ 497,483	\$ 1,666,995	\$ 2,542,449	\$ 2,965,327	\$ 3,434,221	\$ 3,954,024	\$ 4,530,180	\$ 5,168,746	\$ 5,876,473	\$ 6,660,885	\$ 37,296,783

Exhibit J

Full Service Network Scenario I (Video Services)

SUMMARY OF FINANCIAL PERFORMANCE OF A HYBRID FIBER COAX NETWORK IN A COMPETITIVE ENVIRONMENT

Summary	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10	Total
Assumed Operating Margins											
Basic Video Services (includes all network overhead)	30.0%	35.0%	40.0%	45.0%	45.0%	45.0%	45.0%	45.0%	45.0%	45.0%	45.0%
Premium Services	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%
Movie PPV (NVOD)	33.0%	38.0%	38.0%	38.0%	38.0%	38.0%	38.0%	38.0%	38.0%	38.0%	38.0%
Event PPV	33.0%	38.0%	38.0%	38.0%	38.0%	38.0%	38.0%	38.0%	38.0%	38.0%	38.0%
HSN/QVC Shopping Services	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%
Interactive Services	30.0%	30.0%	30.0%	30.0%	30.0%	30.0%	30.0%	30.0%	30.0%	30.0%	30.0%
Traditional Game Services	35.0%	35.0%	35.0%	35.0%	35.0%	35.0%	35.0%	35.0%	35.0%	35.0%	35.0%
Other Entertainment Services	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
Entertainment Equipment Rental (excludes the deprec.)	80.0%	80.0%	80.0%	80.0%	80.0%	80.0%	80.0%	80.0%	80.0%	80.0%	80.0%
Large Data User Services	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%
Small Data Services	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%
Residential Telephone Services	20.0%	20.0%	20.0%	20.0%	20.0%	20.0%	20.0%	20.0%	20.0%	20.0%	20.0%
Business Telephone Services	20.0%	20.0%	20.0%	20.0%	20.0%	20.0%	20.0%	20.0%	20.0%	20.0%	20.0%
Demand Side Man. Services	25.0%	25.0%	25.0%	25.0%	25.0%	25.0%	25.0%	25.0%	25.0%	25.0%	25.0%
Other Services											
Operating Expenses											
Basic Video Services	\$ 187,017	\$ 573,290	\$ 796,046	\$ 840,125	\$ 959,833	\$ 1,089,489	\$ 1,229,795	\$ 1,381,493	\$ 1,545,379	\$ 1,722,295	\$ 10,324,761
Premium Services	\$ 18,858	\$ 64,201	\$ 99,226	\$ 117,025	\$ 136,974	\$ 159,298	\$ 184,244	\$ 212,085	\$ 243,116	\$ 277,686	\$ 1,512,692
Movie PPV (NVOD)	\$ 20,795	\$ 65,194	\$ 100,271	\$ 117,684	\$ 137,076	\$ 158,643	\$ 182,598	\$ 209,167	\$ 238,608	\$ 271,194	\$ 1,501,227
Event PPV	\$ 7,870	\$ 26,035	\$ 42,250	\$ 52,320	\$ 64,301	\$ 78,519	\$ 95,357	\$ 115,254	\$ 138,724	\$ 166,359	\$ 786,989
HSN/QVC Shopping Services	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Interactive Services	\$ 61,878	\$ 214,749	\$ 338,353	\$ 406,793	\$ 485,363	\$ 575,452	\$ 678,493	\$ 796,183	\$ 930,401	\$ 1,083,254	\$ 5,570,939
Traditional Game Services	\$ 4,256	\$ 15,492	\$ 25,599	\$ 32,278	\$ 40,393	\$ 50,224	\$ 62,106	\$ 76,434	\$ 93,678	\$ 114,386	\$ 514,844
Other Entertainment Services	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Entertainment Equipment Rental	\$ 4,594	\$ 14,771	\$ 21,611	\$ 24,126	\$ 26,731	\$ 29,427	\$ 32,218	\$ 35,106	\$ 38,084	\$ 41,185	\$ 267,853
Large Data User Services	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Small Data Services	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Residential Telephone Services	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Business Telephone Services	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Demand Side Man. Services	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Other Services	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Operating Expenses	\$ 305,256	\$ 979,731	\$ 1,423,356	\$ 1,590,351	\$ 1,850,690	\$ 2,141,053	\$ 2,464,809	\$ 2,825,723	\$ 3,227,998	\$ 3,676,338	\$ 20,479,305

Exhibit J

Full Service Network Scenario I (Video Services)

SUMMARY OF FINANCIAL PERFORMANCE OF A HYBRID FIBER COAX NETWORK IN A COMPETITIVE ENVIRONMENT

Summary	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10	Total
Operating Income											
Basic Video Services	\$ 80,150	\$ 308,695	\$ 530,697	\$ 697,375	\$ 785,318	\$ 891,400	\$ 1,008,198	\$ 1,130,313	\$ 1,264,401	\$ 1,409,150	
Premium Services	\$ 12,572	\$ 42,801	\$ 66,151	\$ 78,017	\$ 91,318	\$ 106,188	\$ 122,829	\$ 141,390	\$ 162,078	\$ 185,110	
Movie PPV (NVOD)	\$ 10,242	\$ 39,957	\$ 61,457	\$ 72,129	\$ 84,014	\$ 97,233	\$ 111,914	\$ 128,199	\$ 146,244	\$ 166,215	
Event PPV	\$ 3,877	\$ 15,957	\$ 25,895	\$ 32,067	\$ 39,410	\$ 48,125	\$ 58,444	\$ 70,640	\$ 85,024	\$ 101,962	
HSN/QVC Shopping Services	\$ 38,240	\$ 126,393	\$ 189,659	\$ 217,164	\$ 246,779	\$ 278,840	\$ 312,889	\$ 349,678	\$ 389,188	\$ 431,527	
Interactive Services	\$ 26,519	\$ 92,035	\$ 145,008	\$ 174,340	\$ 208,021	\$ 246,822	\$ 290,783	\$ 341,221	\$ 398,743	\$ 464,252	
Traditional Game Services	\$ 2,292	\$ 8,342	\$ 13,784	\$ 17,381	\$ 21,750	\$ 27,044	\$ 33,442	\$ 41,157	\$ 50,441	\$ 61,592	
Other Entertainment Services	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Entertainment Equipment Rental	\$ 18,334	\$ 59,084	\$ 86,442	\$ 98,504	\$ 106,923	\$ 117,710	\$ 128,873	\$ 140,426	\$ 152,377	\$ 164,738	
Large Data User Services	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Small Data Services	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Residential Telephone Services	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Business Telephone Services	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Demand Side Man. Services	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Other Services	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Total Operating Income (EBIDAT)	\$ 192,226	\$ 693,264	\$ 1,119,093	\$ 1,374,976	\$ 1,583,531	\$ 1,812,972	\$ 2,065,371	\$ 2,343,023	\$ 2,648,475	\$ 2,984,547	\$ 16,817,478
Capital Expenditures											
Distribution Network	\$ 15,607,195	\$ 15,851,071	\$ 839,601	\$ 799,550	\$ 799,679	\$ 799,988	\$ 800,484	\$ 801,169	\$ 802,049	\$ 803,128	\$ 37,903,912
Headend (Central Office)	\$ 3,272,977	\$ 233,325	\$ 8,860	\$ 10,000	\$ 10,000	\$ 386,050	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 3,961,212
Total Capital Expenditures	\$ 18,880,172	\$ 16,084,396	\$ 848,461	\$ 809,550	\$ 809,679	\$ 1,186,039	\$ 810,484	\$ 811,169	\$ 812,049	\$ 813,128	\$ 41,865,125
Cumulative Capital Expenditures	\$ 18,880,172	\$ 34,964,568	\$ 35,813,030	\$ 36,622,580	\$ 37,432,259	\$ 38,618,297	\$ 39,428,781	\$ 40,239,950	\$ 41,051,999	\$ 41,865,125	
Capital Investment/Homes Passed	\$ 811	\$ 750	\$ 753	\$ 755	\$ 757	\$ 765	\$ 768	\$ 769	\$ 767	\$ 767	
Capital Investment/Ending Subscriber	\$ 10,813	\$ 9,001	\$ 8,217	\$ 7,551	\$ 6,985	\$ 6,560	\$ 6,129	\$ 5,749	\$ 5,412	\$ 5,110	
Free Cash Before Cash Interest	\$ -18,687,946	\$ -15,391,132	\$ -270,631,68	\$ -565,425,58	\$ -773,852,56	\$ -928,933,18	\$ -1,254,886,90	\$ -1,531,854,37	\$ -1,836,426,22	\$ -2,171,421,26	\$ -
Total Cash Interest	\$ 1,625,040	\$ 2,334,047	\$ 3,158,572	\$ 3,386,951	\$ 3,613,393	\$ 3,856,143	\$ 4,099,079	\$ 4,324,555	\$ 4,544,590	\$ 4,756,312	
CASH AVAILABLE FOR PRINCIPAL PAYMENTS	\$ (20,312,986)	\$ (17,725,179)	\$ (2,887,940)	\$ (2,821,525)	\$ (2,839,541)	\$ (3,229,210)	\$ (3,284,192)	\$ (2,792,701)	\$ (2,708,163)	\$ (2,584,891)	
Bond Principal Payments (Borrowing)	\$ (20,313,000)	\$ (17,725,179)	\$ (2,887,940)	\$ (2,821,525)	\$ (2,839,541)	\$ (3,229,210)	\$ (2,844,192)	\$ (2,792,701)	\$ (2,708,163)	\$ (2,584,891)	
Elec. Utility Debt Payments (Borrowing)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Equity Invested	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
NET CASH FLOW	\$ 14	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 0	\$ 0	
NPV of Free Cash Flow after Debt and Sale of Asset											\$ (20,587,983)

Exhibit J

Full Service Network Scenario I (Video Services)

SUMMARY OF FINANCIAL PERFORMANCE OF A HYBRID FIBER COAX NETWORK IN A COMPETITIVE ENVIRONMENT

Summary	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10	Total
CASH SOURCES											
OPERATING CASH FLOW	\$ 192,226	\$ 693,264	\$ 1,119,093	\$ 1,374,976	\$ 1,593,531	\$ 1,812,972	\$ 2,065,371	\$ 2,343,023	\$ 2,648,475	\$ 2,984,547	
EQUITY											
BEGINNING BOND DEBT	20,313,000										
BEGINNING OTHER DEBT		0	0	0	0	0	0	0	0	0	0
TOTAL SOURCES	20,505,226	693,264	1,119,093	1,374,976	1,593,531	1,812,972	2,065,371	2,343,023	2,648,475	2,984,547	
CASH USES											
CAPITAL EXPENDITURES	18,880,172	16,084,396	848,461	809,550	809,679	1,186,039	810,484	811,169	812,049	813,128	
CASH INTEREST PAYMENTS	1,625,040	2,334,047	3,159,572	3,386,951	3,613,393	3,858,143	4,099,079	4,324,555	4,544,590	4,756,312	
DEBT REPAYMENTS (BORROWING)	0	-17,725,179	-2,887,940	-2,821,525	-2,839,541	-3,229,210	-2,844,192	-2,792,701	-2,708,163	-2,584,881	
TOTAL USES	20,505,212	693,264	1,119,093	1,374,976	1,593,531	1,812,972	2,065,371	2,343,023	2,648,475	2,984,547	
NET CASH	14	0	0	0	0	0	0	0	0	0	0
Revenue Bond 1 [Semi-Annual Payments/(Borrowing)]											
Beginning Bal.	20,313,000	20,313,000	38,038,179	40,928,120	43,747,645	46,587,185	49,416,395	52,260,588	55,114,288	58,000,000	
Payment (Borrowing)	0	-17,725,179	-2,887,940	-2,821,525	-2,839,541	-3,229,210	-2,844,192	-2,792,701	-2,708,163	-2,584,881	
(% Amortization)	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	
Ending Bal.	20,313,000	38,038,179	40,928,120	43,747,645	46,587,185	49,416,395	52,260,588	55,114,288	58,000,000	60,746,342	
Average Bal.	20,313,000	29,175,590	39,482,149	42,336,882	45,167,415	48,001,790	51,238,491	54,056,938	56,807,370	59,453,887	
Cash Interest Expense	1,625,040	2,334,047	3,159,572	3,386,951	3,613,393	3,858,143	4,099,079	4,324,555	4,544,590	4,756,312	
RATE	8.00%	8.00%	8.00%	8.00%	8.00%	8.00%	8.00%	8.00%	8.00%	8.00%	
TOTAL ENDING DEBT OUTSTANDING	20,313,000	38,038,179	40,928,120	43,747,645	46,587,185	49,416,395	52,260,588	55,114,288	58,000,000	60,746,342	
TOTAL INTEREST	1,625,040	2,334,047	3,159,572	3,386,951	3,613,393	3,858,143	4,099,079	4,324,555	4,544,590	4,756,312	

Exhibit J

Full Service Network Scenario II (Video and Data Services)

SUMMARY OF FINANCIAL PERFORMANCE OF A HYBRID FIBER COAX NETWORK IN A COMPETITIVE ENVIRONMENT

Summary	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10	Total
Customer Information											
Ending Homes Passed by Net	23,282	46,614	47,546	46,497	49,487	50,456	51,486	52,495	53,545	54,616	
Ending Video Subs	1,771	3,915	4,395	4,892	5,408	5,942	6,495	7,068	7,661	8,275	
Ending Large Data Ports in Service	25	72	130	199	280	372	477	595	727	873	
Ending Small Data Subs	262	1,244	2,005	2,796	3,618	4,471	5,357	6,277	7,231	8,221	
Ending Residential Telephone Subs	-	-	-	-	-	-	-	-	-	-	
Ending Business Telephone Subs	-	-	-	-	-	-	-	-	-	-	
Market Share to City Net											
Residential Video	13%	14%	15%	16%	17%	18%	19%	20%	21%	21%	
Business Video	14%	17%	20%	22%	25%	27%	30%	32%	34%	36%	
Residential and Small Data Users	15%	18%	19%	19%	19%	20%	20%	20%	20%	20%	
Commercial and Large Data Users	2%	4%	6%	7%	8%	8%	9%	9%	10%	10%	
Residential Telephone	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	
Business Telephone	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	
Revenues											
Entertainment Revenues											
Basic Video Services	\$ 287,167	\$ 881,984	\$ 1,326,743	\$ 1,527,500	\$ 1,745,150	\$ 1,980,890	\$ 2,235,990	\$ 2,511,806	\$ 2,809,780	\$ 3,131,445	\$ 18,418,456
Total Premium Rev.	\$ 31,430	\$ 107,001	\$ 165,377	\$ 195,042	\$ 228,289	\$ 265,496	\$ 307,074	\$ 353,474	\$ 405,194	\$ 462,776	\$ 2,521,153
Total Movie PPV Rev.	\$ 31,037	\$ 105,151	\$ 161,728	\$ 189,812	\$ 221,090	\$ 255,875	\$ 294,510	\$ 337,368	\$ 384,852	\$ 437,409	\$ 2,418,830
Total Event PPV Rev.	\$ 11,747	\$ 41,391	\$ 66,145	\$ 84,387	\$ 103,711	\$ 126,844	\$ 153,801	\$ 185,893	\$ 223,748	\$ 266,322	\$ 1,268,990
Total HSN/QVC Rev.	\$ 38,240	\$ 126,393	\$ 189,659	\$ 217,164	\$ 246,779	\$ 278,640	\$ 312,869	\$ 349,678	\$ 389,168	\$ 431,527	\$ 2,580,136
Total Interactive Revenue	\$ 88,397	\$ 306,785	\$ 483,361	\$ 581,134	\$ 693,404	\$ 822,074	\$ 969,276	\$ 1,137,404	\$ 1,329,144	\$ 1,547,505	\$ 7,958,485
Total Game Rev.	\$ 6,548	\$ 23,833	\$ 39,383	\$ 49,659	\$ 62,143	\$ 77,268	\$ 95,548	\$ 117,591	\$ 144,117	\$ 175,979	\$ 792,068
Total Other Rev.	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Set-top Revenue	\$ 22,918	\$ 73,856	\$ 108,053	\$ 120,630	\$ 133,854	\$ 147,137	\$ 161,092	\$ 175,532	\$ 190,471	\$ 205,923	\$ 1,339,265
Total Entertainment Rev.	\$ 497,483	\$ 1,666,995	\$ 2,542,449	\$ 2,965,327	\$ 3,434,221	\$ 3,954,024	\$ 4,530,180	\$ 5,168,746	\$ 5,878,473	\$ 6,660,885	\$ 37,298,783
Data Services											
Total Small Data User Revenue	\$ 33,169	\$ 169,023	\$ 405,346	\$ 597,274	\$ 798,237	\$ 1,010,163	\$ 1,234,968	\$ 1,474,568	\$ 1,730,898	\$ 2,005,913	\$ 9,478,558
Total Large Data User Revenue	\$ 3,146	\$ 9,889	\$ 19,126	\$ 28,174	\$ 40,639	\$ 52,975	\$ 66,849	\$ 81,772	\$ 98,463	\$ 116,476	\$ 518,510
Total Data Revenue	\$ 36,315	\$ 198,913	\$ 424,473	\$ 628,448	\$ 838,876	\$ 1,063,138	\$ 1,301,817	\$ 1,556,340	\$ 1,829,359	\$ 2,122,389	\$ 9,998,067
Telephone Services											
Business Telephone Rev.	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Residential Telephone Rev.	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Telephone Revenue	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Revenue	\$ 533,799	\$ 1,866,907	\$ 2,966,922	\$ 3,591,775	\$ 4,273,097	\$ 5,017,162	\$ 5,831,997	\$ 6,725,086	\$ 7,705,831	\$ 8,783,275	\$ 47,294,850

Exhibit J

Full Service Network Scenario II (Video and Data Services)

SUMMARY OF FINANCIAL PERFORMANCE OF A HYBRID FIBER COAX NETWORK IN A COMPETITIVE ENVIRONMENT

Summary	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10	Total
Assumed Operating Margins											
Basic Video Services(Includes all network overhead)	30.0%	35.0%	40.0%	45.0%	45.0%	45.0%	45.0%	45.0%	45.0%	45.0%	
Premium Services	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%	
Movie PPV (NVOD)	33.0%	38.0%	38.0%	38.0%	38.0%	38.0%	38.0%	38.0%	38.0%	38.0%	
Event PPV	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	
HSN/QVC Shopping Services	30.0%	30.0%	30.0%	30.0%	30.0%	30.0%	30.0%	30.0%	30.0%	30.0%	
Interactive Services	35.0%	35.0%	35.0%	35.0%	35.0%	35.0%	35.0%	35.0%	35.0%	35.0%	
Traditional Game Services	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	
Other Entertainment Services	80.0%	80.0%	80.0%	80.0%	80.0%	80.0%	80.0%	80.0%	80.0%	80.0%	
Entertainment Equipment Rental (excludes the deprec.)	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%	
Large Data User Services	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%	
Small Data Services	20.0%	20.0%	20.0%	20.0%	20.0%	20.0%	20.0%	20.0%	20.0%	20.0%	
Residential Telephone Services	20.0%	20.0%	20.0%	20.0%	20.0%	20.0%	20.0%	20.0%	20.0%	20.0%	
Business Telephone Services	25.0%	25.0%	25.0%	25.0%	25.0%	25.0%	25.0%	25.0%	25.0%	25.0%	
Demand Side Man. Services											
Other Services											
Operating Expenses											
Basic Video Services	\$ 187,017	\$ 573,290	\$ 796,046	\$ 840,125	\$ 959,833	\$ 1,089,489	\$ 1,229,795	\$ 1,381,493	\$ 1,545,379	\$ 1,722,295	\$ 10,324,761
Premium Services	\$ 18,858	\$ 64,201	\$ 99,226	\$ 117,025	\$ 136,974	\$ 159,238	\$ 184,244	\$ 212,085	\$ 243,116	\$ 277,666	\$ 1,512,692
Movie PPV (NVOD)	\$ 20,795	\$ 65,194	\$ 109,271	\$ 117,684	\$ 137,076	\$ 158,643	\$ 182,598	\$ 209,167	\$ 238,608	\$ 271,194	\$ 1,501,227
Event PPV	\$ 7,870	\$ 26,035	\$ 42,250	\$ 52,320	\$ 64,301	\$ 78,519	\$ 95,357	\$ 115,254	\$ 138,724	\$ 166,359	\$ 786,989
HSN/QVC Shopping Services	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Interactive Services	\$ 61,878	\$ 214,749	\$ 338,353	\$ 406,793	\$ 485,383	\$ 575,452	\$ 678,483	\$ 796,183	\$ 930,401	\$ 1,083,254	\$ 5,570,938
Traditional Game Services	\$ 4,258	\$ 15,492	\$ 25,599	\$ 32,278	\$ 40,393	\$ 50,224	\$ 62,106	\$ 76,434	\$ 93,876	\$ 114,386	\$ 514,844
Other Entertainment Services	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Entertainment Equipment Rental	\$ 4,584	\$ 14,771	\$ 21,611	\$ 24,128	\$ 26,731	\$ 29,427	\$ 32,218	\$ 35,108	\$ 38,094	\$ 41,185	\$ 287,653
Large Data User Services	\$ 1,573	\$ 4,945	\$ 9,563	\$ 14,587	\$ 20,319	\$ 26,487	\$ 33,425	\$ 40,886	\$ 49,231	\$ 58,238	\$ 518,510
Small Data Services	\$ 19,902	\$ 113,414	\$ 243,208	\$ 358,364	\$ 478,942	\$ 608,098	\$ 740,981	\$ 884,741	\$ 1,038,538	\$ 1,203,548	\$ 5,887,735
Residential Telephone Services	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Business Telephone Services	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Demand Side Man. Services	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Other Services	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Operating Expenses	\$ 326,732	\$ 1,092,090	\$ 1,676,127	\$ 1,963,302	\$ 2,349,951	\$ 2,773,638	\$ 3,239,214	\$ 3,751,349	\$ 4,315,767	\$ 4,938,124	\$ 26,426,285

Exhibit J

Full Service Network Scenario II (Video and Data Services)

SUMMARY OF FINANCIAL PERFORMANCE OF A HYBRID FIBER COAX NETWORK IN A COMPETITIVE ENVIRONMENT

Summary	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10	Total
Operating Income											
Basic Video Services	\$ 80,150	\$ 308,695	\$ 530,697	\$ 687,375	\$ 785,318	\$ 891,400	\$ 1,006,166	\$ 1,130,313	\$ 1,264,401	\$ 1,409,150	\$ 1,409,150
Premium Services	\$ 12,572	\$ 42,801	\$ 66,151	\$ 76,017	\$ 91,316	\$ 106,198	\$ 122,829	\$ 141,390	\$ 162,078	\$ 185,110	\$ 185,110
Movie PPV (NVOD)	\$ 10,242	\$ 39,957	\$ 61,457	\$ 72,129	\$ 84,014	\$ 97,233	\$ 111,914	\$ 128,199	\$ 146,244	\$ 166,215	\$ 166,215
Event PPV	\$ 3,877	\$ 15,957	\$ 25,895	\$ 32,067	\$ 39,410	\$ 48,125	\$ 58,444	\$ 70,640	\$ 85,024	\$ 101,962	\$ 101,962
HSN/QVC Shopping Services	\$ 38,240	\$ 128,393	\$ 189,659	\$ 217,164	\$ 246,779	\$ 278,640	\$ 312,889	\$ 349,678	\$ 389,168	\$ 431,527	\$ 431,527
Interactive Services	\$ 26,519	\$ 92,035	\$ 145,008	\$ 174,340	\$ 208,021	\$ 246,622	\$ 290,783	\$ 341,221	\$ 398,743	\$ 464,252	\$ 464,252
Traditional Game Services	\$ 2,292	\$ 8,342	\$ 13,784	\$ 17,391	\$ 21,750	\$ 27,044	\$ 33,442	\$ 41,157	\$ 50,441	\$ 61,592	\$ 61,592
Other Entertainment Services	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Entertainment Equipment Rental	\$ 18,334	\$ 59,084	\$ 86,442	\$ 96,504	\$ 106,923	\$ 117,710	\$ 128,873	\$ 140,426	\$ 152,377	\$ 164,738	\$ 164,738
Large Data User Services	\$ 1,573	\$ 4,945	\$ 9,563	\$ 14,587	\$ 20,319	\$ 26,487	\$ 33,425	\$ 40,866	\$ 49,231	\$ 58,238	\$ 58,238
Small Data Services	\$ 13,268	\$ 75,609	\$ 162,138	\$ 236,910	\$ 319,295	\$ 404,065	\$ 493,987	\$ 589,827	\$ 692,358	\$ 802,365	\$ 802,365
Residential Telephone Services	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Business Telephone Services	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Demand Side Man. Services	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Other Services	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Operating Income (EBIDAT)	\$ 207,066	\$ 773,818	\$ 1,290,795	\$ 1,628,472	\$ 1,923,146	\$ 2,243,524	\$ 2,592,782	\$ 2,973,737	\$ 3,390,065	\$ 3,845,151	\$ 20,868,556
Capital Expenditures											
Distribution Network	\$ 16,027,401	\$ 16,368,693	\$ 1,176,632	\$ 1,104,607	\$ 1,075,347	\$ 1,050,551	\$ 1,029,775	\$ 1,012,617	\$ 998,720	\$ 987,765	\$ 40,834,307
Headend (Central Office)	\$ 3,272,977	\$ 233,325	\$ 8,860	\$ 10,000	\$ 10,000	\$ 386,050	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 3,961,212
Total Capital Expenditures	\$ 19,300,378	\$ 16,602,018	\$ 1,185,492	\$ 1,114,607	\$ 1,085,347	\$ 1,436,602	\$ 1,039,775	\$ 1,022,617	\$ 1,008,720	\$ 997,765	\$ 44,795,520
Cumulative Capital Expenditures	\$ 19,300,378	\$ 35,902,396	\$ 37,090,088	\$ 38,204,695	\$ 39,290,042	\$ 40,726,644	\$ 41,766,418	\$ 42,789,035	\$ 43,797,755	\$ 44,795,520	\$ 44,795,520
Capital Investment/Homes Passed	\$ 829	\$ 770	\$ 780	\$ 788	\$ 794	\$ 807	\$ 812	\$ 815	\$ 818	\$ 820	\$ 820
Capital Investment/Ending Subscriber	\$ 10,786	\$ 8,776	\$ 7,906	\$ 7,189	\$ 6,593	\$ 6,144	\$ 5,704	\$ 5,321	\$ 4,985	\$ 4,687	\$ 4,687
Free Cash Before Cash Interest	\$ -19,093,311.22	\$ -15,828,200.55	\$ 103,102.34	\$ 513,865.76	\$ 837,796.77	\$ 806,922.65	\$ 1,553,007.74	\$ 1,951,120.18	\$ 2,381,344.60	\$ 2,847,385.81	\$ -
Free Cash After Cash Interest	\$ (19,093,311)	\$ (15,828,201)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Cash Interest	\$ 1,660,288	\$ 2,388,975	\$ 3,243,269	\$ 3,487,834	\$ 3,722,168	\$ 3,963,818	\$ 4,195,806	\$ 4,399,451	\$ 4,585,553	\$ 4,749,818	\$ 4,749,818
CASH AVAILABLE FOR PRINCIPAL PAYMENTS	\$ (20,753,599)	\$ (18,217,176)	\$ (3,140,166)	\$ (2,973,968)	\$ (2,884,369)	\$ (3,156,895)	\$ (2,642,798)	\$ (2,448,331)	\$ (2,204,208)	\$ (1,902,432)	\$ (1,902,432)
Bond Principal Payments (Borrowing)	\$ (20,753,600)	\$ (18,217,176)	\$ (3,140,166)	\$ (2,973,968)	\$ (2,884,369)	\$ (3,156,895)	\$ (2,642,798)	\$ (2,448,331)	\$ (2,204,208)	\$ (1,902,432)	\$ (1,902,432)
Elec. Utility Debt Payments (Borrowing)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Equity Invested	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
NET CASH FLOW	\$ 1	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 0	\$ 0	\$ 0
NPV of Free Cash Flow after Debt and Sale of Asset	\$ (18,597,878)										

Exhibit J

Full Service Network Scenario II (Video and Data Services)

SUMMARY OF FINANCIAL PERFORMANCE OF A HYBRID FIBER COAX NETWORK IN A COMPETITIVE ENVIRONMENT

Summary	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10	Total
CASH SOURCES											
OPERATING CASH FLOW	\$ 207,066	\$ 773,818	\$ 1,290,795	\$ 1,628,472	\$ 1,923,146	\$ 2,243,524	\$ 2,592,782	\$ 2,973,737	\$ 3,390,065	\$ 3,845,151	
EQUITY											
BEGINNING BOND DEBT	20,753,600										
BEGINNING OTHER DEBT		0	0	0	0	0	0	0	0	0	0
TOTAL SOURCES	20,960,666	773,818	1,290,795	1,628,472	1,923,146	2,243,524	2,592,782	2,973,737	3,390,065	3,845,151	
CASH USES											
CAPITAL EXPENDITURES	19,300,378	16,602,018	1,187,892	1,114,607	1,085,347	1,436,602	1,039,775	1,022,617	1,008,720	997,765	
CASH INTEREST PAYMENTS	1,660,288	2,388,975	3,243,269	3,487,834	3,722,168	3,963,818	4,195,806	4,399,451	4,585,553	4,749,818	
DEBT REPAYMENTS (BORROWING)	0	-18,217,176	-3,140,166	-2,973,988	-2,884,369	-3,156,895	-2,642,798	-2,448,331	-2,204,208	-1,902,432	
TOTAL USES	20,960,666	773,818	1,290,795	1,628,472	1,923,146	2,243,524	2,592,782	2,973,737	3,390,065	3,845,151	
NET CASH	1	0	0	0	0	0	0	0	0	0	
Revenue Bond 1 [Semi-Annual Payments/(Borrowing)]											
Beginning Bal.	20,753,600	20,753,600	38,970,776	42,110,942	45,084,910	47,969,279	51,126,175	53,768,973	56,217,304	58,421,512	
Payment (Borrowing)	0	-18,217,176	-3,140,166	-2,973,988	-2,884,369	-3,156,895	-2,642,798	-2,448,331	-2,204,208	-1,902,432	
(% Amortization)	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	
Ending Bal.	20,753,600	38,970,776	42,110,942	45,084,910	47,969,279	51,126,175	53,768,973	56,217,304	58,421,512	60,323,944	
Average Bal.	20,753,600	29,862,188	40,540,859	43,597,926	46,527,095	49,547,727	52,447,574	54,993,138	57,319,408	59,372,728	
Cash Interest Expense	1,660,288	2,388,975	3,243,269	3,487,834	3,722,168	3,963,818	4,195,806	4,399,451	4,585,553	4,749,818	
RATE	8.00%	8.00%	8.00%	8.00%	8.00%	8.00%	8.00%	8.00%	8.00%	8.00%	
TOTAL ENDING DEBT OUTSTANDING	20,753,600	38,970,776	42,110,942	45,084,910	47,969,279	51,126,175	53,768,973	56,217,304	58,421,512	60,323,944	
TOTAL INTEREST	1,660,288	2,388,975	3,243,269	3,487,834	3,722,168	3,963,818	4,195,806	4,399,451	4,585,553	4,749,818	

Exhibit J

Full Service Network Scenario III (Video, Data and Voice Services)

SUMMARY OF FINANCIAL PERFORMANCE OF A HYBRID FIBER COAX NETWORK IN A COMPETITIVE ENVIRONMENT

Summary	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10	Total
Customer Information											
Ending Homes Passed by Net	23,282	46,614	47,546	48,497	49,467	50,456	51,468	52,495	53,545	54,616	
Ending Video Subs	1,771	3,915	4,395	4,892	5,408	5,942	6,495	7,068	7,661	8,275	
Ending Large Data Ports in Service	25	72	130	199	280	372	477	595	727	873	
Ending Small Data Subs	262	1,244	2,005	2,796	3,618	4,471	5,357	6,277	7,231	8,221	
Ending Residential Telephone Subs	1,397	3,263	3,804	4,365	4,947	5,550	6,176	6,824	7,496	8,192	
Ending Business Telephone Subs	20	24	27	31	35	40	44	48	53	57	
Market Share to City Net											
Residential Video	13%	14%	15%	16%	17%	18%	19%	20%	21%	21%	
Business Video	14%	17%	20%	22%	25%	27%	30%	32%	34%	36%	
Residential and Small Data Users	15%	18%	19%	19%	18%	20%	20%	20%	20%	20%	
Commercial and Large Data Users	2%	4%	6%	7%	8%	8%	9%	9%	10%	10%	
Residential Telephone	6%	7%	8%	9%	10%	11%	12%	13%	14%	15%	
Business Telephone	4%	5%	5%	6%	7%	7%	8%	9%	9%	10%	
Revenues											
Entertainment Revenues											
Basic Video Services	\$ 267,167	\$ 881,984	\$ 1,326,743	\$ 1,527,500	\$ 1,745,150	\$ 1,980,890	\$ 2,235,990	\$ 2,511,806	\$ 2,809,780	\$ 3,131,445	\$ 18,418,456
Total Premium Rev.	\$ 31,430	\$ 107,001	\$ 165,377	\$ 195,042	\$ 228,289	\$ 265,496	\$ 307,074	\$ 353,474	\$ 405,194	\$ 462,776	\$ 2,521,153
Total Movie PPV Rev.	\$ 31,037	\$ 105,151	\$ 161,728	\$ 189,812	\$ 221,090	\$ 255,875	\$ 294,510	\$ 337,366	\$ 384,852	\$ 437,409	\$ 2,416,830
Total Event PPV Rev.	\$ 11,747	\$ 41,991	\$ 68,145	\$ 84,387	\$ 103,711	\$ 126,644	\$ 153,801	\$ 185,883	\$ 223,748	\$ 268,322	\$ 1,268,390
Total HSN/QVC Rev.	\$ 38,240	\$ 126,993	\$ 189,659	\$ 217,164	\$ 246,779	\$ 278,640	\$ 312,869	\$ 349,678	\$ 389,168	\$ 431,527	\$ 2,590,198
Total Interactive Revenue	\$ 88,397	\$ 306,785	\$ 483,361	\$ 581,134	\$ 693,404	\$ 822,074	\$ 969,276	\$ 1,137,404	\$ 1,329,144	\$ 1,547,505	\$ 7,958,485
Total Game Rev.	\$ 6,548	\$ 23,833	\$ 39,383	\$ 49,659	\$ 62,143	\$ 77,268	\$ 95,548	\$ 117,591	\$ 144,117	\$ 175,979	\$ 792,068
Total Other Rev.	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Set-top Revenue	\$ 22,918	\$ 73,856	\$ 108,053	\$ 120,630	\$ 133,654	\$ 147,137	\$ 161,092	\$ 175,532	\$ 190,471	\$ 205,923	\$ 1,339,265
Total Entertainment Rev.	\$ 497,463	\$ 1,666,995	\$ 2,542,449	\$ 2,965,327	\$ 3,434,221	\$ 3,954,024	\$ 4,530,180	\$ 5,168,746	\$ 5,876,473	\$ 6,660,885	\$ 37,296,783
Data Services											
Total Small Data User Revenue	\$ 33,169	\$ 189,023	\$ 405,346	\$ 597,274	\$ 798,237	\$ 1,010,163	\$ 1,234,988	\$ 1,474,568	\$ 1,730,898	\$ 2,005,913	\$ 9,479,558
Total Large Data User Revenue	\$ 3,146	\$ 9,889	\$ 19,126	\$ 29,174	\$ 40,639	\$ 52,975	\$ 66,849	\$ 81,772	\$ 98,463	\$ 116,478	\$ 518,510
Total Data Revenue	\$ 36,315	\$ 198,913	\$ 424,473	\$ 626,448	\$ 838,876	\$ 1,063,138	\$ 1,301,817	\$ 1,556,340	\$ 1,829,359	\$ 2,122,389	\$ 9,998,067
Telephone Services											
Business Telephone Rev.	\$ 102,661	\$ 220,483	\$ 252,348	\$ 283,884	\$ 315,170	\$ 346,283	\$ 377,302	\$ 408,307	\$ 439,379	\$ 470,600	\$ 3,216,418
Residential Telephone Rev.	\$ 276,039	\$ 948,171	\$ 1,480,886	\$ 1,763,323	\$ 2,071,081	\$ 2,408,137	\$ 2,770,758	\$ 3,167,317	\$ 3,598,409	\$ 4,068,851	\$ 22,548,951
Total Telephone Revenue	\$ 378,700	\$ 1,168,654	\$ 1,733,234	\$ 2,047,208	\$ 2,386,231	\$ 2,752,419	\$ 3,148,059	\$ 3,575,624	\$ 4,037,788	\$ 4,537,451	\$ 25,765,369
Total Revenue	\$ 912,459	\$ 3,034,562	\$ 4,700,156	\$ 5,638,982	\$ 6,659,328	\$ 7,769,581	\$ 8,980,056	\$ 10,300,710	\$ 11,743,620	\$ 13,320,726	\$ 73,060,219

Exhibit J

Full Service Network Scenario III (Video, Data and Voice Services)

SUMMARY OF FINANCIAL PERFORMANCE OF A HYBRID FIBER COAX NETWORK IN A COMPETITIVE ENVIRONMENT

Summary	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10	Total
Assumed Operating Margins											
Basic Video Services(Includes all network overhead)	30.0%	35.0%	40.0%	45.0%	45.0%	45.0%	45.0%	45.0%	45.0%	45.0%	45.0%
Premium Services	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%
Movie PPV (NVOD)	33.0%	38.0%	38.0%	38.0%	38.0%	38.0%	38.0%	38.0%	38.0%	38.0%	38.0%
Event PPV	33.0%	38.0%	38.0%	38.0%	38.0%	38.0%	38.0%	38.0%	38.0%	38.0%	38.0%
HSN/QVC Shopping Services	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%
Interactive Services	30.0%	30.0%	30.0%	30.0%	30.0%	30.0%	30.0%	30.0%	30.0%	30.0%	30.0%
Traditional Game Services	35.0%	35.0%	35.0%	35.0%	35.0%	35.0%	35.0%	35.0%	35.0%	35.0%	35.0%
Other Entertainment Services	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
Entertainment Equipment Rental (excludes the deprec.)	80.0%	80.0%	80.0%	80.0%	80.0%	80.0%	80.0%	80.0%	80.0%	80.0%	80.0%
Large Data User Services	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%
Small Data Services	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%
Residential Telephone Services	20.0%	20.0%	20.0%	20.0%	20.0%	20.0%	20.0%	20.0%	20.0%	20.0%	20.0%
Business Telephone Services	20.0%	20.0%	20.0%	20.0%	20.0%	20.0%	20.0%	20.0%	20.0%	20.0%	20.0%
Demand Side Man. Services	25.0%	25.0%	25.0%	25.0%	25.0%	25.0%	25.0%	25.0%	25.0%	25.0%	25.0%
Other Services	25.0%	25.0%	25.0%	25.0%	25.0%	25.0%	25.0%	25.0%	25.0%	25.0%	25.0%
Operating Expenses											
Basic Video Services	\$ 187,017	\$ 573,290	\$ 796,046	\$ 840,125	\$ 959,833	\$ 1,089,489	\$ 1,229,795	\$ 1,381,493	\$ 1,545,379	\$ 1,722,295	\$ 10,324,761
Premium Services	\$ 18,858	\$ 64,201	\$ 99,226	\$ 117,025	\$ 136,974	\$ 159,298	\$ 184,244	\$ 212,085	\$ 243,116	\$ 277,666	\$ 1,512,692
Movie PPV (NVOD)	\$ 20,795	\$ 65,194	\$ 100,271	\$ 117,684	\$ 137,076	\$ 158,643	\$ 182,596	\$ 209,167	\$ 236,608	\$ 271,194	\$ 1,501,227
Event PPV	\$ 7,870	\$ 26,035	\$ 42,250	\$ 52,320	\$ 64,301	\$ 78,519	\$ 95,357	\$ 115,254	\$ 138,724	\$ 166,359	\$ 786,989
HSN/QVC Shopping Services	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Interactive Services	\$ 61,078	\$ 214,749	\$ 338,353	\$ 406,793	\$ 485,383	\$ 575,452	\$ 678,493	\$ 796,163	\$ 930,401	\$ 1,083,254	\$ 5,570,939
Traditional Game Services	\$ 4,256	\$ 15,492	\$ 25,599	\$ 32,278	\$ 40,393	\$ 50,224	\$ 62,108	\$ 76,434	\$ 93,676	\$ 114,386	\$ 514,844
Other Entertainment Services	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Entertainment Equipment Rental	\$ 4,584	\$ 14,771	\$ 21,611	\$ 24,126	\$ 26,731	\$ 29,427	\$ 32,218	\$ 35,106	\$ 38,094	\$ 41,185	\$ 287,853
Large Data User Services	\$ 1,573	\$ 4,945	\$ 9,563	\$ 14,587	\$ 20,319	\$ 26,497	\$ 33,425	\$ 40,888	\$ 49,231	\$ 58,238	\$ 318,510
Small Data Services	\$ 19,902	\$ 113,414	\$ 243,208	\$ 358,364	\$ 478,942	\$ 608,098	\$ 740,981	\$ 884,741	\$ 1,038,538	\$ 1,203,548	\$ 5,687,735
Residential Telephone Services	\$ 220,832	\$ 758,537	\$ 1,184,709	\$ 1,410,658	\$ 1,656,849	\$ 1,924,909	\$ 2,216,606	\$ 2,533,853	\$ 2,878,727	\$ 3,253,481	\$ 18,039,161
Business Telephone Services	\$ 82,129	\$ 176,386	\$ 201,879	\$ 227,108	\$ 220,619	\$ 242,398	\$ 264,111	\$ 285,815	\$ 307,588	\$ 329,420	\$ 2,337,430
Demand Side Man. Services	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Other Services	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Operating Expenses	\$ 629,693	\$ 2,027,013	\$ 3,062,714	\$ 3,601,069	\$ 4,227,419	\$ 4,940,945	\$ 5,719,932	\$ 6,571,018	\$ 7,502,060	\$ 8,521,025	\$ 46,802,885

Exhibit J

Full Service Network Scenario III (Video, Data and Voice Services)

3/1/98

SUMMARY OF FINANCIAL PERFORMANCE OF A HYBRID FIBER COAX NETWORK IN A COMPETITIVE ENVIRONMENT

	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10	Total
Operating Income											
Basic Video Services	\$ 80,150	\$ 308,695	\$ 530,697	\$ 687,375	\$ 785,318	\$ 891,400	\$ 1,008,198	\$ 1,130,313	\$ 1,264,401	\$ 1,409,150	\$ 10,915,010
Premium Services	\$ 12,572	\$ 42,801	\$ 66,151	\$ 78,017	\$ 91,316	\$ 108,198	\$ 122,829	\$ 141,390	\$ 162,078	\$ 185,110	\$ 1,341,000
Movie PPV (NVOD)	\$ 10,242	\$ 39,957	\$ 61,457	\$ 72,129	\$ 84,014	\$ 97,233	\$ 111,914	\$ 128,199	\$ 148,244	\$ 166,215	\$ 1,210,000
Event PPV	\$ 3,877	\$ 15,957	\$ 25,895	\$ 32,067	\$ 39,410	\$ 48,125	\$ 58,444	\$ 70,640	\$ 85,024	\$ 101,992	\$ 730,000
HSN/QVC Shopping Services	\$ 38,240	\$ 126,393	\$ 189,659	\$ 217,164	\$ 246,779	\$ 278,640	\$ 312,889	\$ 349,878	\$ 389,188	\$ 431,527	\$ 3,300,000
Interactive Services	\$ 26,519	\$ 92,035	\$ 145,008	\$ 174,340	\$ 208,021	\$ 246,822	\$ 290,783	\$ 341,221	\$ 398,743	\$ 484,252	\$ 3,500,000
Traditional Game Services	\$ 2,292	\$ 8,342	\$ 13,784	\$ 17,381	\$ 21,750	\$ 27,044	\$ 33,442	\$ 41,157	\$ 50,441	\$ 61,592	\$ 450,000
Other Entertainment Services	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Entertainment Equipment Rental	\$ 18,334	\$ 59,094	\$ 86,442	\$ 96,504	\$ 108,923	\$ 117,710	\$ 128,873	\$ 140,426	\$ 152,377	\$ 164,738	\$ 1,200,000
Large Data User Services	\$ 1,573	\$ 4,945	\$ 9,563	\$ 14,587	\$ 20,319	\$ 26,487	\$ 33,425	\$ 40,888	\$ 49,231	\$ 58,238	\$ 450,000
Small Data Services	\$ 13,268	\$ 75,609	\$ 162,138	\$ 238,910	\$ 319,295	\$ 404,085	\$ 493,987	\$ 589,827	\$ 692,358	\$ 802,365	\$ 5,500,000
Residential Telephone Services	\$ 55,208	\$ 189,634	\$ 296,177	\$ 352,665	\$ 414,212	\$ 481,227	\$ 554,152	\$ 633,483	\$ 719,682	\$ 813,370	\$ 6,000,000
Business Telephone Services	\$ 20,532	\$ 44,097	\$ 50,470	\$ 56,777	\$ 64,551	\$ 73,885	\$ 84,191	\$ 95,191	\$ 107,314	\$ 120,180	\$ 800,000
Demand Side Man. Services	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Other Services	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Operating Income (EBIDAT)	\$ 282,806	\$ 1,007,549	\$ 1,637,442	\$ 2,037,914	\$ 2,431,909	\$ 2,828,636	\$ 3,260,124	\$ 3,729,692	\$ 4,241,560	\$ 4,799,701	\$ 26,257,333
Capital Expenditures											
Distribution Network	\$ 19,338,124	\$ 19,796,261	\$ 1,468,573	\$ 1,413,023	\$ 1,390,822	\$ 1,373,294	\$ 1,360,000	\$ 1,350,546	\$ 1,344,591	\$ 1,341,790	\$ 12,500,000
Headend (Central Office)	\$ 4,906,733	\$ 793,305	\$ 30,124	\$ 34,000	\$ 34,000	\$ 410,050	\$ 34,000	\$ 34,000	\$ 34,000	\$ 34,000	\$ 2,500,000
Total Capital Expenditures	\$ 24,244,857	\$ 20,589,566	\$ 1,498,697	\$ 1,447,023	\$ 1,424,822	\$ 1,783,344	\$ 1,394,000	\$ 1,384,546	\$ 1,378,591	\$ 1,375,790	\$ 15,000,000
Cumulative Capital Expenditures	\$ 24,244,857	\$ 44,834,423	\$ 46,331,120	\$ 47,778,143	\$ 49,202,965	\$ 50,986,309	\$ 52,380,309	\$ 53,764,855	\$ 55,143,436	\$ 56,519,226	\$ 450,000,000
Capital Investment/Homes Passed	\$ 1,041	\$ 962	\$ 974	\$ 985	\$ 995	\$ 1,011	\$ 1,018	\$ 1,024	\$ 1,030	\$ 1,035	\$ 10,000,000
Capital Investment/Ending Subscriber	\$ 11,231	\$ 9,083	\$ 8,172	\$ 7,423	\$ 6,804	\$ 6,329	\$ 5,878	\$ 5,488	\$ 5,147	\$ 4,846	\$ 40,000,000
Free Cash Before Cash Interest	\$ (23,962,050.50)	\$ (19,582,017.79)	\$ (140,744.84)	\$ (590,890.58)	\$ (1,007,087.14)	\$ (1,045,292.25)	\$ (1,888,124.23)	\$ (2,345,145.96)	\$ (2,862,978.41)	\$ (3,423,911.16)	\$ (20,000,000)
CASH AVAILABLE FOR PRINCIPAL PAYMENTS	\$ 2,083,656	\$ 2,986,392	\$ 4,045,311	\$ 4,351,936	\$ 4,648,015	\$ 4,949,834	\$ 5,241,011	\$ 5,502,292	\$ 5,743,811	\$ 5,960,508	\$ 45,000,000
Bond Principal Payments (Borrowing)	\$ (26,045,706)	\$ (22,568,410)	\$ (3,904,567)	\$ (3,761,045)	\$ (3,640,328)	\$ (3,904,541)	\$ (3,374,887)	\$ (3,157,146)	\$ (2,880,832)	\$ (2,536,597)	\$ (20,000,000)
Elec. Utility Debt Payments (Borrowing)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Equity Invested	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
NET CASH FLOW	\$ (23,962,050.50)	\$ (19,582,017.79)	\$ (140,744.84)	\$ (590,890.58)	\$ (1,007,087.14)	\$ (1,045,292.25)	\$ (1,888,124.23)	\$ (2,345,145.96)	\$ (2,862,978.41)	\$ (3,423,911.16)	\$ (20,000,000)
NPV of Free Cash Flow after Debt and Sale of Asset	\$ (520,871,163)										

Exhibit J

Full Service Network Scenario III (Video, Data and Voice Services)

SUMMARY OF FINANCIAL PERFORMANCE OF A HYBRID FIBER COAX NETWORK IN A COMPETITIVE ENVIRONMENT

Summary	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10	Total
CASH SOURCES											
OPERATING CASH FLOW	\$ 282,806	\$ 1,007,549	\$ 1,637,442	\$ 2,037,914	\$ 2,431,909	\$ 2,828,636	\$ 3,260,124	\$ 3,729,692	\$ 4,241,560	\$ 4,769,701	
EQUITY	28,045,700										
BEGINNING BOND DEBT		0	0	0	0	0	0	0	0	0	0
BEGINNING OTHER DEBT											
TOTAL SOURCES	26,328,506	1,007,549	1,637,442	2,037,914	2,431,909	2,828,636	3,260,124	3,729,692	4,241,560	4,769,701	
CASH USES											
CAPITAL EXPENDITURES	24,244,857	20,589,566	1,496,697	1,447,023	1,424,822	1,783,344	1,394,000	1,384,546	1,379,581	1,375,790	
CASH INTEREST PAYMENTS	2,083,656	2,986,392	4,045,311	4,351,936	4,648,015	4,949,834	5,241,011	5,502,292	5,743,811	5,980,508	
DEBT REPAYMENTS (BORROWING)	0	-22,568,410	-3,904,567	-3,761,045	-3,640,928	-3,904,541	-3,374,887	-3,157,146	-2,880,832	-2,536,597	
TOTAL USES	26,328,513	1,007,549	1,637,442	2,037,914	2,431,909	2,828,636	3,260,124	3,729,692	4,241,560	4,769,701	
NET CASH	-6	0	0	0	0	0	0	0	0	0	
Revenue Bond 1 (Semi-Annual Payments/(Borrowing))											
Beginning Bal.	26,045,700	26,045,700	48,614,110	52,518,677	56,279,722	59,920,650	63,825,191	67,200,078	70,357,224	73,238,056	
Payment (Borrowing)	0	-22,568,410	-3,904,567	-3,761,045	-3,640,928	-3,904,541	-3,374,887	-3,157,146	-2,880,832	-2,536,597	
(% Amortization)	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	
Ending Bal.	26,045,700	48,614,110	52,518,677	56,279,722	59,920,650	63,825,191	67,200,078	70,357,224	73,238,056	75,774,653	
Average Bal.	26,045,700	37,329,905	50,566,394	54,399,200	58,100,186	61,872,921	65,512,835	68,778,651	71,797,640	74,506,354	
Cash Interest Expense	2,083,656	2,986,392	4,045,311	4,351,936	4,648,015	4,949,834	5,241,011	5,502,292	5,743,811	5,960,508	
RATE	8.00%	8.00%	8.00%	8.00%	8.00%	8.00%	8.00%	8.00%	8.00%	8.00%	
TOTAL ENDING DEBT OUTSTANDING	26,045,700	48,614,110	52,518,677	56,279,722	59,920,650	63,825,191	67,200,078	70,357,224	73,238,056	75,774,653	
TOTAL INTEREST	2,083,656	2,986,392	4,045,311	4,351,936	4,648,015	4,949,834	5,241,011	5,502,292	5,743,811	5,960,508	

FULL SERVICE NETWORK ATTACHMENT 1a

ASSUMPTIONS AS TO MARKET SHARE BY WIRELINE, MICROWAVE AND SATELLITE NETWORKS

Total Market Penetration Percentage of Homes Passed	Calendar Year	Fiscal Year	City	Basic & Tier Video: Res. Market Share					Independent Cap Co's
				Network	Cable Co's	Telcos	DBS Co's	MMDS Co's	
53.2%	1998	0	0.0%	94.4%	0.0%	0.0%	5.6%	0.0%	0.0%
60.0%	1999	1	12.5%	80.0%	0.0%	0.0%	5.8%	1.7%	0.0%
61.1%	2000	2	13.6%	77.1%	0.0%	0.0%	6.9%	2.4%	0.0%
62.2%	2001	3	14.7%	74.3%	0.0%	0.0%	7.9%	3.0%	0.0%
63.3%	2002	4	15.8%	71.6%	0.0%	0.0%	8.9%	3.7%	0.0%
64.4%	2003	5	16.8%	69.0%	0.0%	0.0%	9.9%	4.3%	0.0%
65.6%	2004	6	17.8%	66.4%	0.0%	0.0%	10.8%	4.9%	0.0%
66.7%	2005	7	18.8%	64.0%	0.0%	0.0%	11.8%	5.5%	0.0%
67.8%	2006	8	19.7%	61.6%	0.0%	0.0%	12.6%	6.1%	0.0%
68.9%	2007	9	20.6%	59.4%	0.0%	0.0%	13.5%	6.6%	0.0%
70.0%	2008	10	21.4%	57.1%	0.0%	0.0%	14.3%	7.1%	0.0%
Growth Factor			1.0%	-2.5%	0.0%	0.0%	0.9%	0.6%	0.0%

Total Market Percentage of Homes Passed	Calendar Year	Fiscal Year	City	Basic & Tier Video: Bus. Market Share					Independent Cap Co's
				Network	Cable Co's	Telcos	DBS Co's	MMDS Co's	
28.0%	1998	0	0.0%	100.0%	0.0%	0.0%	0.0%	0.0%	0.0%
35.0%	1999	1	14.29%	82.86%	0.0%	0.0%	2.86%	0.0%	0.0%
35.6%	2000	2	17.03%	78.75%	0.0%	0.0%	4.06%	0.16%	0.0%
36.1%	2001	3	19.69%	74.77%	0.0%	0.0%	5.23%	0.31%	0.0%
36.7%	2002	4	22.27%	70.91%	0.0%	0.0%	6.36%	0.45%	0.0%
37.2%	2003	5	24.78%	67.16%	0.0%	0.0%	7.46%	0.60%	0.0%
37.8%	2004	6	27.21%	63.53%	0.0%	0.0%	8.53%	0.74%	0.0%
38.3%	2005	7	29.57%	60.00%	0.0%	0.0%	9.57%	0.87%	0.0%
38.9%	2006	8	31.86%	56.57%	0.0%	0.0%	10.57%	1.00%	0.0%
39.4%	2007	9	34.08%	53.24%	0.0%	0.0%	11.55%	1.13%	0.0%
40.0%	2008	10	36.25%	50.00%	0.0%	0.0%	12.50%	1.25%	0.0%
Growth Factor			2.44%	-3.65%	0.00%	0.00%	1.07%	0.14%	0.00%

**Exhibit J
FULL SERVICE NETWORK ATTACHMENT 1a (continued)**

Total Market		Home Digital Audio Services										Independent
Percentage of Homes Passed		Market Share										Cap Co's
Calendar Year	Fiscal Year	City										Cap Co's
		Network	Cable Co's	Telcos	DBS Co's	MMDS Co's						
1998	0	0.00%	100.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
1999	1	9.09%	63.64%	18.18%	9.09%	9.09%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
2000	2	16.13%	53.23%	20.97%	9.68%	9.68%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
2001	3	20.81%	46.31%	22.82%	10.07%	10.07%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
2002	4	24.14%	41.38%	24.14%	10.34%	10.34%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
2003	5	26.63%	37.69%	25.13%	10.55%	10.55%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
2004	6	28.57%	34.82%	25.89%	10.71%	10.71%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
2005	7	30.12%	32.53%	26.51%	10.84%	10.84%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
2006	8	31.39%	30.66%	27.01%	10.95%	10.95%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
2007	9	32.44%	29.10%	27.42%	11.04%	11.04%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
2008	10	33.33%	27.78%	27.78%	11.11%	11.11%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Growth Factor		2.46%	-3.63%	0.97%	0.20%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%

Total Market		Business Digital Audio										Independent
Percentage of Bus. Passed		Market Share										Cap Co's
Calendar Year	Fiscal Year	City										Cap Co's
		Network	Cable Co's	Telcos	DBS Co's	MMDS Co's						
1998	0	0.00%	100.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
1999	1	37.50%	37.50%	25.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
2000	2	44.44%	30.56%	25.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
2001	3	46.76%	28.24%	25.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
2002	4	47.92%	27.08%	25.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
2003	5	48.61%	26.39%	25.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
2004	6	49.07%	25.93%	25.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
2005	7	49.40%	25.60%	25.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
2006	8	49.65%	25.35%	25.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
2007	9	49.85%	25.15%	25.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
2008	10	50.00%	25.00%	25.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Growth Factor		1.03%	-1.03%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%

FULL SERVICE NETWORK ATTACHMENT 1b

High Speed Data to Homes/Lower Service Only

Total Market Percentage of Homes Passed	Calendar Year	Fiscal Year	Market Share					Independent Cap Co's
			City Network	Cable Co's	Telcos	DBS Co's	MMDS Co's	
0.0%	1998	0	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
5.0%	1999	1	14.90%	40.00%	40.00%	5.10%	0.00%	0.00%
10.0%	2000	2	17.73%	34.44%	40.00%	7.82%	0.00%	0.00%
15.0%	2001	3	18.68%	32.59%	40.00%	8.73%	0.00%	0.00%
20.0%	2002	4	19.15%	31.67%	40.00%	9.18%	0.00%	0.00%
25.0%	2003	5	19.43%	31.11%	40.00%	9.46%	0.00%	0.00%
30.0%	2004	6	19.62%	30.74%	40.00%	9.64%	0.00%	0.00%
35.0%	2005	7	19.76%	30.48%	40.00%	9.77%	0.00%	0.00%
40.0%	2006	8	19.86%	30.28%	40.00%	9.86%	0.00%	0.00%
45.0%	2007	9	19.94%	30.12%	40.00%	9.94%	0.00%	0.00%
50.0%	2008	10	20.00%	30.00%	40.00%	10.00%	0.00%	0.00%
Growth Factor			0.42%	-0.82%	0.00%	0.40%	0.00%	0.00%

Business HS Data Services

Total Market Percentage of Bus. Passed	Calendar Year	Fiscal Year	Market Share					Independent Cap Co's
			City Network	Cable Co's	Telcos	DBS Co's	MMDS Co's	
23.0%	1998	0	0.00%	0.00%	78.26%	0.00%	0.00%	21.74%
25.0%	1999	1	2.00%	10.00%	60.00%	4.00%	0.00%	24.00%
30.6%	2000	2	4.18%	13.64%	52.73%	6.55%	0.00%	22.91%
36.1%	2001	3	5.69%	16.15%	47.69%	8.31%	0.00%	22.15%
41.7%	2002	4	6.80%	18.00%	44.00%	9.60%	0.00%	21.60%
47.2%	2003	5	7.65%	19.41%	41.18%	10.59%	0.00%	21.18%
52.8%	2004	6	8.32%	20.53%	38.95%	11.37%	0.00%	20.84%
58.3%	2005	7	8.86%	21.43%	37.14%	12.00%	0.00%	20.57%
63.9%	2006	8	9.30%	22.17%	35.65%	12.52%	0.00%	20.35%
69.4%	2007	9	9.68%	22.80%	34.40%	12.96%	0.00%	20.16%
75.0%	2008	10	10.00%	23.33%	33.33%	13.33%	0.00%	20.00%
Growth Factor			0.82%	1.37%	-2.74%	0.96%	0.00%	-0.41%

**Exhibit J
FULL SERVICE NETWORK ATTACHMENT 1c**

Total Market		Residential Telephone Market Share											
Percentage of Homes Passed	Calendar Year	Fiscal Year	City Network	Cable Co's	Telcos	DBS Co's	MMDS Co's	Independent Cap Co's					
	Year	Year	0	1	2	3	4	5	6	7	8	9	10
100.0%	1998	0	0.00%	0.00%	100.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
100.0%	1999	1	6.00%	0.00%	89.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	5.00%
100.0%	2000	2	7.00%	1.11%	84.67%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	7.22%
100.0%	2001	3	8.00%	2.22%	80.33%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	9.44%
100.0%	2002	4	9.00%	3.33%	76.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	11.67%
100.0%	2003	5	10.00%	4.44%	71.67%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	13.89%
100.0%	2004	6	11.00%	5.56%	67.33%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	16.11%
100.0%	2005	7	12.00%	6.67%	63.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	18.33%
100.0%	2006	8	13.00%	7.78%	58.67%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	20.56%
100.0%	2007	9	14.00%	8.89%	54.33%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	22.78%
100.0%	2008	10	15.00%	10.00%	50.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	25.00%
	Growth Factor		1.00%	1.11%	-4.33%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	2.22%

Total Market		Business Telephone Market Share											
Percentage of Business Lines	Calendar Year	Fiscal Year	City Network	Cable Co's	Telcos	DBS Co's	MMDS Co's	Independent Cap Co's					
	Year	Year	0	1	2	3	4	5	6	7	8	9	10
100.0%	1998	0	0.00%	0.00%	90.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	10.00%
100.0%	1999	1	4.00%	1.00%	83.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	12.00%
100.0%	2000	2	4.67%	2.56%	79.33%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	13.44%
100.0%	2001	3	5.33%	4.11%	75.67%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	14.89%
100.0%	2002	4	6.00%	5.67%	72.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	16.33%
100.0%	2003	5	6.67%	7.22%	68.33%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	17.78%
100.0%	2004	6	7.33%	8.78%	64.67%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	19.22%
100.0%	2005	7	8.00%	10.33%	61.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	20.67%
100.0%	2006	8	8.67%	11.89%	57.33%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	22.11%
100.0%	2007	9	9.33%	13.44%	53.67%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	23.56%
100.0%	2008	10	10.00%	15.00%	50.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	25.00%
	Growth Factor		0.67%	1.56%	-3.67%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	1.44%

Exhibit J

Explanation of Risk and Assumptions of Full Service Network Model

The following is an explanation of risk allocation and a summary of assumptions necessary to understand the feasibility analysis of the Full Service Model.

RISK

General Risk

- General Risk is accounted for in the body of each projected business segment. For example, if the telephony business is expected to have a greater competitive challenge than data service the specific penetrations would reflect the difference.

Political Risk

- Change in regulatory authority to own/operate a telecommunications network
- Change in local political will to own/operate a telecommunications network

Competition Risk

- Change in business environment that might cause telco competition via xDSL or new broadband network
- Successful Open Video System launch of fully competitive entertainment, data, telephony, or other service
- Service quality of existing providers to improve enough to meet customer demands and make competing service untenable
- Change in the direction of various network providers to compete for the here-to-for underserved markets, for example a change of Competitive Local Exchange Carrier strategy to attack all telecom business segments
- Improvement in Direct Broadcast Service (DBS) system, eliminating all competitive advantage of wire line price advantage

Exhibit J

MODEL ASSUMPTIONS

General Methodology

- Revenue is derived in all models by using a standard rate times volume formula. Approximate current rates applicable in the market are accepted and increased by inflation factors, as indicated below for each line of business.
- Existing rates for major services, like basic residential and business telephone service and cable service have not been significantly reduced by the effect of price competition. This assumption may overstate revenues derived from each projected customer. In the interest of determining if a Full Service Model will be supported in Santa Monica, we accepted the aggressive assumption.
- Market Share and unit count of each service, see Page 1 of each scenario
- Operating Margins earned from each service, see Page 2 of each scenario
- Business segments are assumed to be offered in the following additive order :
 - Entertainment video services
 - High speed data services
 - Telephone services
- Each of these business segments will offer service to residents and commercial customers.

Market Potential

Share Allocations and Competitors

- Video entertainment Attachment 1a
- High speed data Attachment 1b
- Telephone Attachment 1c

Network

General

- It is assumed that the network is a star configuration with one headend. It is assumed that each fiber node covers 500 homes, resulting in 47 initial nodes. The Hybrid Fiber Network is designed to offer cable, data, telephone and interactive services.
- The model assumes the network is designed to provide service to all businesses and residences located within the City. A traditional cable network, in contrast, is generally designed on the assumption that it will eventually provide service to 100% of the homes in the franchise area, but often not designed to provide service to businesses.
- It is assumed the network will pass 47,000 homes by the end of year two. Based on 131 estimated miles of underground plant, the City's average density is 359 homes per mile, which is extraordinarily high.
- It is assumed the household growth rate will average 2% annually for the term of the projection.

Construction Period

- It is assumed that the network is built in two years and is capable of providing all services to approximately one-half of the homes passed by the end of the first year.

Exhibit J

Lines of Business

Entertainment

-	Assumed monthly rates and annual rate increases:		
	Basic cable service	\$ 25.00	3%
	Pay TV service	\$ 10.00	3%
	Pay Per View movies	\$ 3.95	0%
	Pay Per View events(by event)	\$ 14.95	3%
	Home Shopping	\$ 3.65	3%
	Interactive suite of services	\$ 22.50	5%
	Video games	\$ 25.00	5%
	Set top rental (rate reduction)	\$ 5.83	5%

Data Service

-	Assumed monthly rates and annual rate increases:		
	Small Data Subs		
	Limited Service	\$ 24.72	3%
	Full Service	\$ 38.72	3%
	Large Data Ports		
	Each Port Cost	\$ 14.72	3%

Telephone Service

-	It is assumed that the network will not originate and terminate intra-lata toll calls without going outside the network because of its size. It is assumed that Centrex is not offered by the network, but the network can access the points of presence for the major long distance carriers without using PacBell's network.		
-	Assumed monthly rates and annual rate increases:		
	Residential		
	Average Basic Service	\$ 19.95	2.5%
	Call waiting	\$ 2.95	2.5%
	Voice Mail	\$ 3.95	2.5%
	Caller ID	\$ 3.95	2.5%
	Call Blocking	\$ 4.95	2.5%
	Commercial		
	Basic Service/MBL	\$ 15.50	0%
	Orig. Access Revenue/	\$ 36.00	-2%
	Term. Access Revenue/	\$ 36.00	-5%
	800 Service	\$ 15.00	-5%
	ISDN Service	\$ 22.85	0%
	Call waiting	\$ 4.95	0%
	Voice Mail	\$ 5.95	0%
	Caller ID	\$ 3.95	0%
	Dedicated Line Service	\$ 4.95	0%

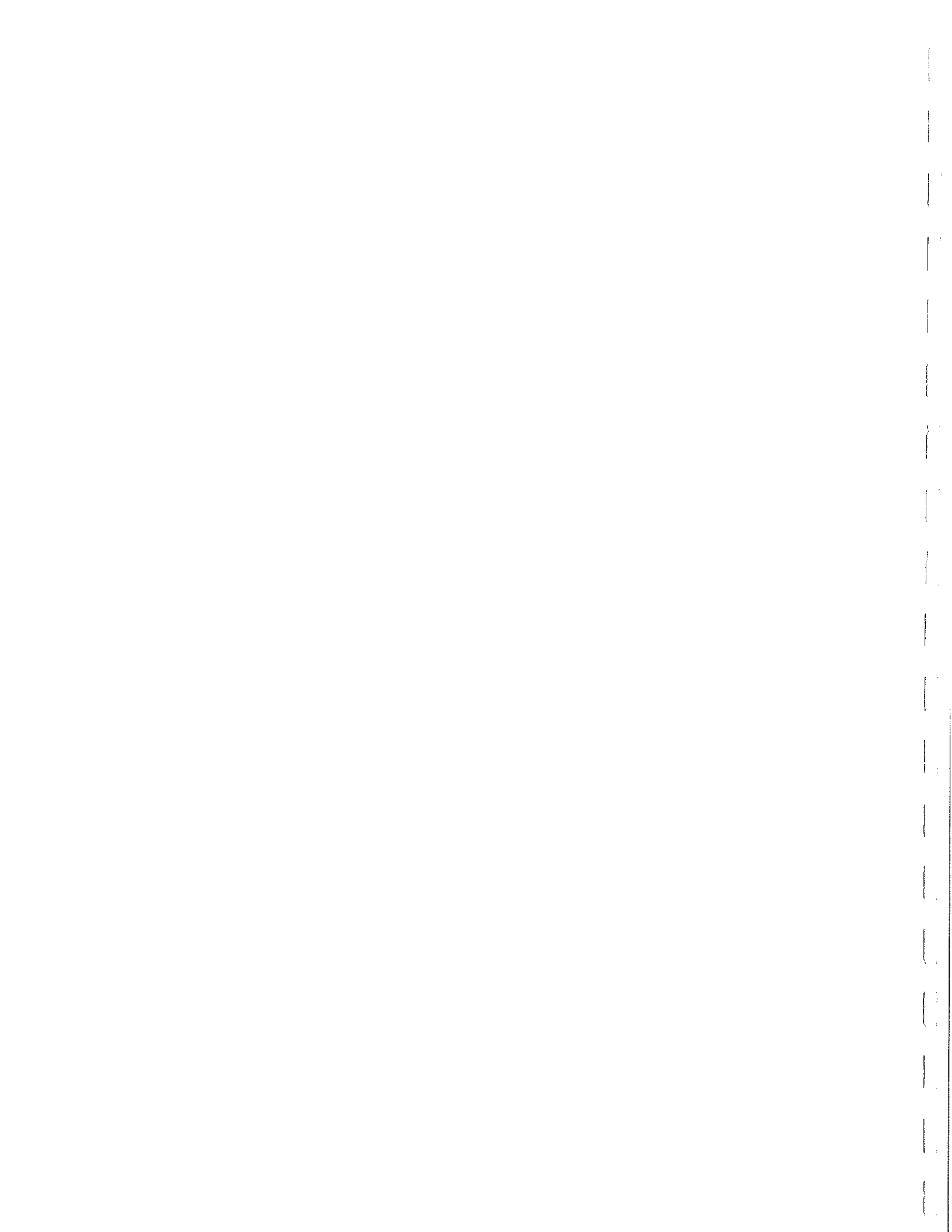


EXHIBIT K

MAPS:

- . City Business Clusters
- . Multimedia Firm Locations
- . Recommended Network-Initial
Phase



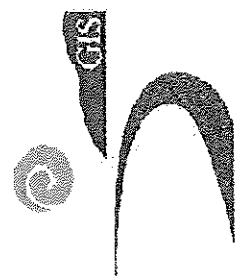
MEDIA CONNECTIONS GROUP



Major Business Locations

Business Type

- AB
- AD
- AF
- BU
- CG
- CR
- MF
- PR
- RE
- RT
- SM
- ITT
- W-1

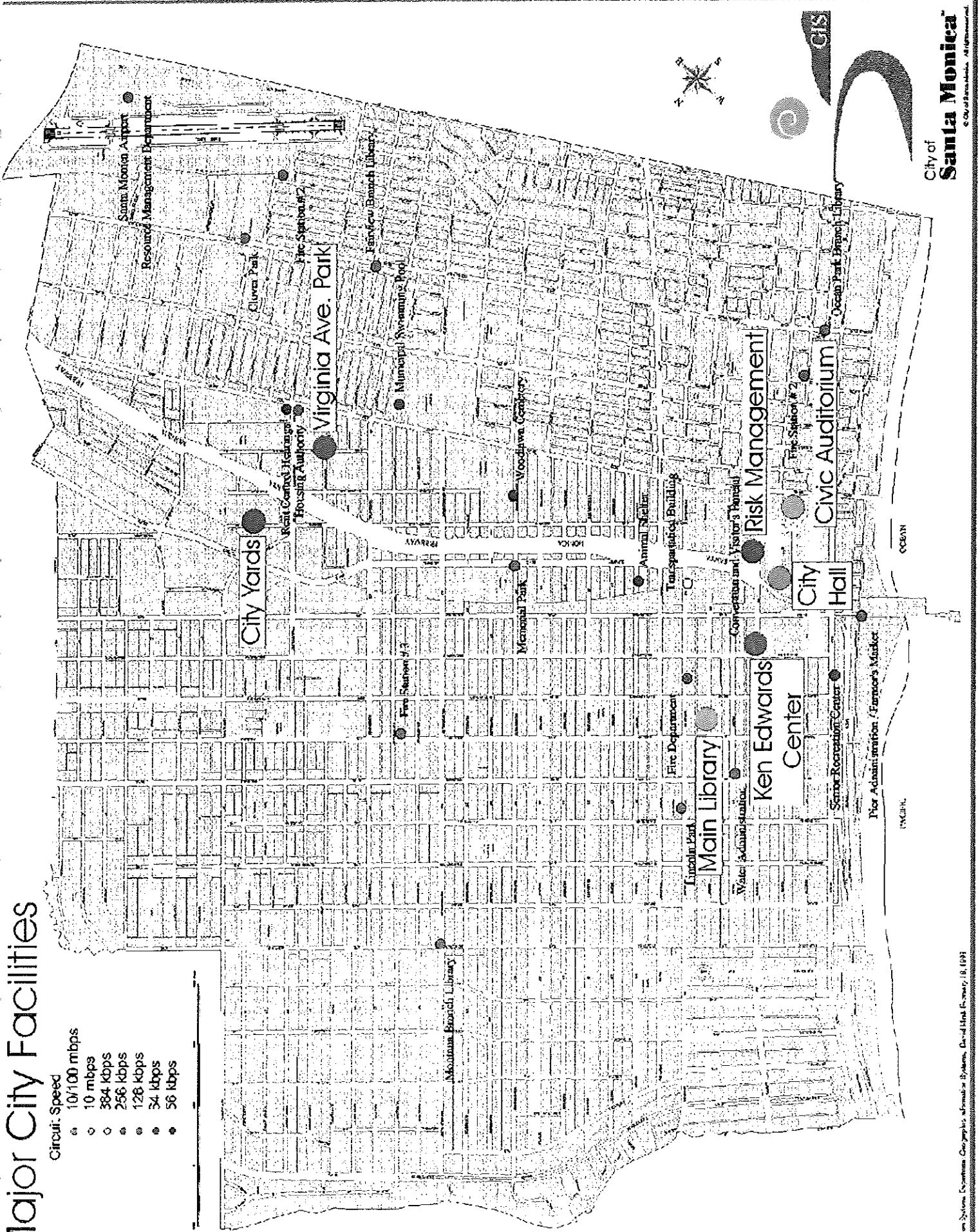


City of
Santa Monica
3000 Wilshire Boulevard, Santa Monica, CA 90404

Major City Facilities

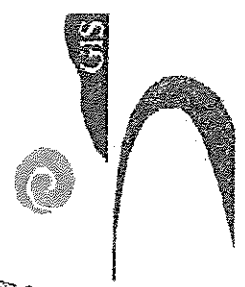
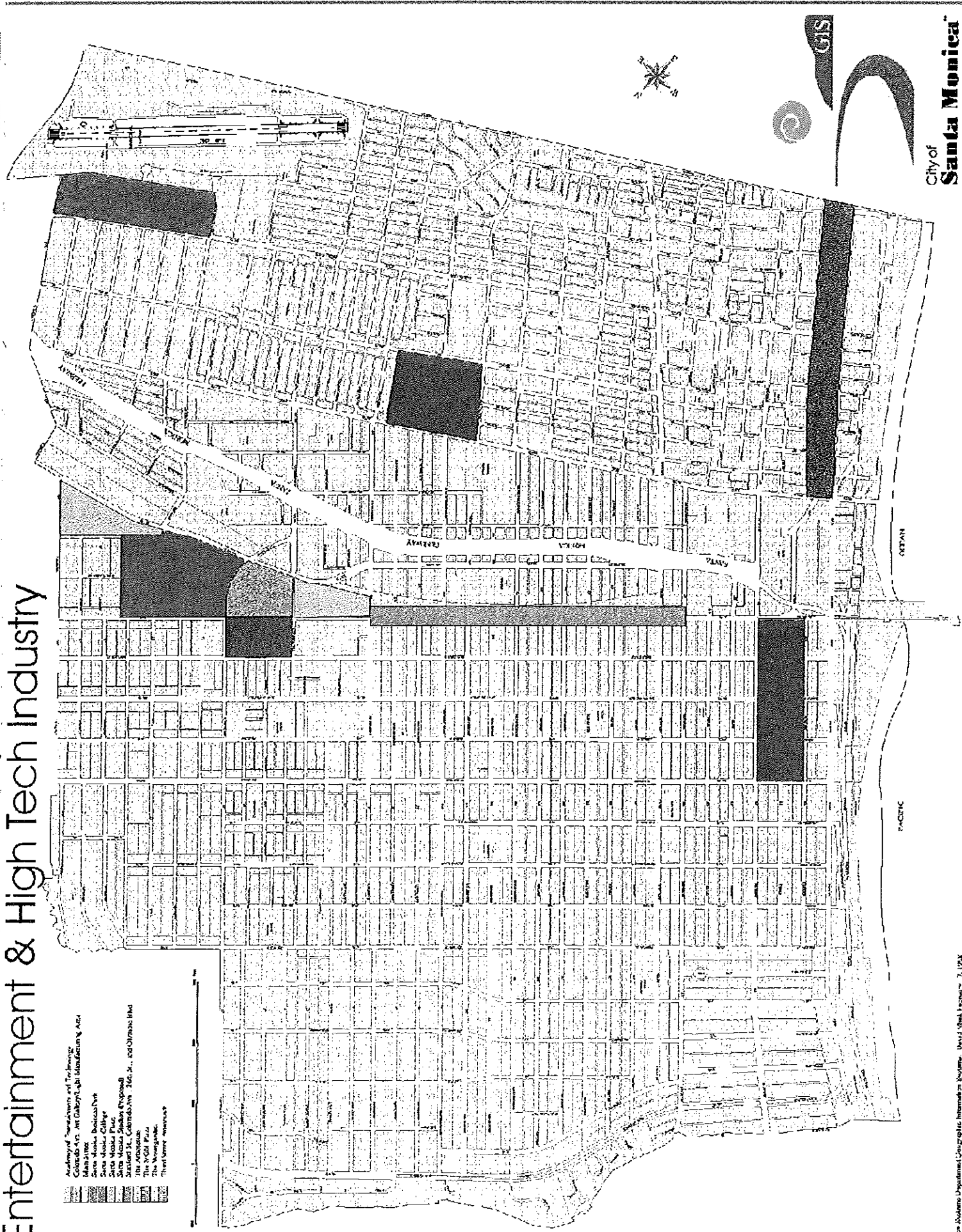
Circuit Speed

- 10/100 mbps
- 10 mbps
- 384 kbps
- 256 kbps
- 128 kbps
- 34 kbps
- 56 kbps



Entertainment & High Tech Industry

- Academy of Television Arts and Sciences
- Colorado Art and Gallery Lab, Manufacturing & Art
- Manhattan
- Seven Muses, Boutique Park
- Seven Muses, Gallery
- Seven Muses, Studios
- Seven Muses, Studios (Proposed)
- David M. Corbett, 166 S. 1st Street
- ITC Animation
- The NGM Plaza
- The Montage
- Thorn Street, "Reserve"



City of
Santa Monica
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Municipal Fiber Network

Legend:

-  City Facilities
-  Phase I
-  Phase II
-  Phase III
-  Phase III Construct Only
-  School District
-  College Facilities



Phase I

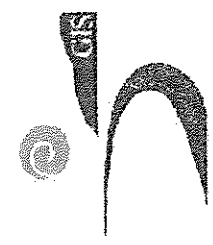
- City Hall
- Civic Auditorium
- City Yards
- Santa Monica College
- College Academy
- School District High School

Phase II

- Pier Offices
- Main Library
- Fire Headquarters
- Transportation Building
- Ken Edwards Center
- Water Administration
- Proposed Public Safety Building

Phase III

- Fire Station #3
- Financial/Risk Management
- College Madison School



City of
Santa Monica

