

**AMENDED AND RESTATED BYLAWS OF
CENTRAL CALIFORNIA JOINT CABLE/FISHERIES
LIAISON COMMITTEE
a California Nonprofit Mutual Benefit Corporation**

**ARTICLE I
NAME AND PURPOSE**

Section 1.01. **Name.** The name of this corporation is the Central California Joint Cable/Fisheries Liaison Committee (the Corporation).

Section 1.02. **Purpose.** The Corporation is a nonprofit mutual benefit corporation organized under the California Nonprofit Mutual Benefit Corporation Law. The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under such law. The specific purposes of the Corporation are to facilitate inter-industry communication, coordination and cooperation between the commercial fishing industry of Central California and undersea fiberoptic telecommunications companies operating in California. In the context of these general purposes, the Corporation shall establish policies and procedures which have as their goal the improvement of the business conditions of such fishing and cable industries and the furtherance of their common business interests. This Corporation is not organized for the private gain of any person.

**ARTICLE II
OFFICES**

Section 2.01. **Principal Office.** The principal office of the Corporation for the transaction of its business is located at 525 Harbor Street, Morro Bay, California 93442. The Board of Directors may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary in these Bylaws opposite this Section, or this Section may be amended to state the new location.

Section 2.02. **Other Offices.** The Corporation may also have offices at such other places within or without the State of California where it is qualified to do business, as its business may require and as the Board of Directors may from time to time by resolution designate.

**ARTICLE III
MEMBERS**

Section 3.01. **General.** This Corporation shall have no voting members within the meaning of the California Nonprofit Corporation Law. All rights which would vest in members under the California Nonprofit Corporation Law instead shall vest in the Board of Directors. The Corporations Board of Directors may, in its discretion, admit

individuals to one or more classes of nonvoting members; the class or classes shall have such rights and obligations as the Board finds appropriate.

ARTICLE IV BOARD OF DIRECTORS

Section 4.01. **Management.** Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to the Articles of Incorporation and these Bylaws, the business, property, and affairs of the Corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 4.02. **Number, Election and Term of Office.** The Board of Directors shall consist of ten directors as follows:

(a) Four directors (each a Trawl Fishing Industry Director and collectively, the Trawl Fishing Industry Directors) were appointed by the incorporator of the Corporation from among the active member of the central California commercial fishing industry (the Fishing Industry), each of whom was conducting business in Port San Luis or Morro Bay at the time of his or her appointment: John Doherty, Jody Giannini, B.J. Johnson, and Randy Larsen. Two of the initially-appointed Fishing Industry Directors, Giannini and Johnson, shall serve until July 2002, and Doherty and Larsen shall serve until July 2003.

(i) On July 16, 2002, and annually on the third Monday of July thereafter, two Trawl Fishing Industry Directors shall be elected, each of whom shall serve for a term of two years and until a successor director has been elected and qualified, with no limitation on the number of terms a Trawl Fishing Industry Director may serve. Not later than 30 days prior to the election, the Board of Directors shall cause to be distributed to eligible voters ballots for the election of Trawl Fishing Industry Directors. The ballots shall bear the name of any qualified candidate nominated by an eligible voter and the names of two nominees proposed by the Trawl Fishing Industry Directors. Write in votes for qualified candidates shall be permitted. Eligible voters shall be permitted to vote for no more than two candidates. The ballots will be private and will not disclose the name of the voter. The ballots will be tallied by an accounting firm retained for this purpose by the Board. The two candidates receiving the greatest number of votes shall be elected.

(ii) To qualify as a candidate, an individual must be an active member of the Fishing Industry, and must be conducting business in San Luis Obispo County at the time of his or her nomination.

(iii) To be eligible to vote, an individual must be a signatory to the Agreement between the Cable Companies (as defined in Section 4.02(b), below) and the

Fishermen, an active member of the Fishing Industry engaged in bottom trawl fishing, and conducting business in San Luis Obispo County 30 days prior to the election. Any individual who is an owner of a vessel engaged in catching fish with gear meeting the Fish & Game Code definition of trawl gear in motion on the bottom shall be considered to be engaged in trawl fishing. A vessel that is owned by a resident of San Luis Obispo County or any vessel on which property tax is paid to San Luis Obispo County shall be considered to be conducting business in San Luis Obispo County. The Board of Directors shall adopt additional rules and procedures consistent with this Section 4.02(a) for the nomination of candidates and the conduct of the elections.

(b) Four directors shall be designated by the undersea fiberoptic telecommunications industry (each, a Cable Industry Director and collectively, the Cable Industry Directors). Each of MFS Globenet, Inc., AT&T Corp and PAC Landing Corp. / PC Landing Corp. jointly (each a Cable Company and collectively the Cable Companies) shall appoint one Cable Industry Director. Each of the Cable Industry Directors shall serve for two years until a successor director has been designated and qualified, with no limitation on the number of terms a Cable Industry Director may serve. Any replacement or alternate directors for each Cable Industry Director shall be appointed by the respective Cable Company that previously appointed such vacating director.

Notwithstanding anything to the contrary herein:

Until such time as a fourth Cable Company shall become party to that certain Interim Agreement, dated as of July 22, 1999 (as amended, the Agreement), or the Final Agreement replacing the Interim Agreement, the fourth Cable Industry Director shall be appointed to serve for a one year term only, such appointment to be made as follows: (A) during the balance of calendar year 2004 the fourth Cable Industry Director shall be appointed by AT&T Corp. (B) during calendar year 2005 the fourth Cable Industry Director shall be appointed by PAC Landing Corp. / PC Landing Corp.; (C) during calendar year 2006 , the fourth Cable Industry Director shall be appointed by MFS Globenet Inc.; and (D) during any succeeding calendar years, the appointment of the fourth Cable Industry Director shall be made by AT&T Corp., PAC Landing Corp. / PC Landing Corp., and MFS Globenet on a rotating basis in succession and in the order listed.

A Cable Company may be removed from the committee if:

(1) Contributions to the Improvement and Administrative Funds are unpaid for a period in excess of sixty (60) days; and (2) the Board of Directors removes the Director of the Cable Company from the Board of Directors pursuant to section 7222 of the California Corporations Code.

(c) One director shall be designated by the Morro Bay Commercial Fishermen s Organization and one director shall be designated by the Port San Luis Commercial Fishermen s Association. These directors shall be known collectively as the Association Directors.

Section 4.03. **Resignation and Removal of Directors.** Except as provided below, any director may resign by giving written notice to the Chairman of the Board or to the Secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. Except on notice to the California Attorney General, no director may resign if the Corporation is left without a duly designated director or directors. A director may be removed as provided in Section 7222 of the Corporations Code.

Section 4.04. **Vacancies.** A vacancy on the Board of Directors shall occur in the event of (a) the death, resignation or removal of any director or (b) the declaration by resolution of the Board of a vacancy in the office of a director who has been convicted of a felony, or declared of unsound mind by a court order. Vacancies among the Trawl Fishing Industry Directors may be filled by the alternate directors, or if such alternate directors are not available, by the majority vote of the remaining Trawl Fishing Industry Directors at any regular meeting or special meeting for the remainder of the directors term. Vacancies among the Cable Industry Directors shall be filled by appointment by the Cable Companies by a method mutually acceptable to the Cable Companies. A vacancy among the Association Directors shall be filled by appointment by the affected Association.

ARTICLE V MEETINGS OF THE BOARD OF DIRECTORS

Section 5.01. Annual Meeting.

(a) Regular meetings of the Board of Directors shall be held annually at a time and a place decided by the Board of Directors. It shall be the duty of the Corporations Committee Liaison Officer (as defined below) or his or her designee to cause a written notice of any regular meeting of the Board of Directors to be mailed to each director at least 30 days preceding any such meeting. The purpose for which the meeting has been called need not be stated, unless otherwise required by statute or these Bylaws. The written notice shall be deemed to be delivered when deposited in the United States mail, addressed to each director at his or her address as it appears on the records of the Corporation.

(b) Meetings of directors shall be presided over by the Chairman of the Board or, in his or her absence, by a chairman chosen by a majority of the directors present. The Secretary of the Corporation or, in his or her absence, any director appointed by the presiding officer shall act as Secretary of the Board of Directors.

Section 5.02. **Special Meetings of the Board of Directors.** Special meetings of the Board of Directors may be called upon the request of any director, specifying the general nature of the business proposed to be transacted, and submitted to the Chairman of the Board or the Secretary of the Corporation. The officer receiving the request shall cause notice to be given to the directors, stating that a meeting will be held at a specified

time and date, provided, however, that the meeting date shall be at least thirty-five (35) and no more than ninety (90) days after receipt of the request. Such notice shall be given to each director by (a) personal delivery of written notice, (b) first-class mail, postage prepaid, (c) telephone, (d) facsimile, (e) electronic mail or (f) other electronic means, at least forty-eight (48) hours before the time set for the meeting. If the notice is not given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice. The notice provisions of this Section 5.02 may be waived by unanimous agreement of the directors. To the extent practicable, Special Meetings of the Board of Directors shall be open to the public and announced to the public in advance.

Section 5.03. Meeting by Conference Call. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which all directors participating may simultaneously hear each other during the meeting.

Section 5.04. Action Without a Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all directors consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved Board action. All such consents shall be filed with the minutes of the proceedings of the Board.

Section 5.05. Quorum.

(a) Seven members of the Board of Directors shall constitute a quorum necessary for the transaction of business at any meeting of the Board.

(b) In the absence of a quorum, no business shall be transacted, and the only motion which the chair shall entertain is a motion to adjourn, provided, however, that a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

(c) Every act or decision done or made by a vote of six (6) directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, and hence of the Corporation, unless the Articles of Incorporation or these Bylaws require a greater number or otherwise provide.

(d) Notwithstanding paragraph (c), no action (1) amending the Agreement between Cable Companies and Fishermen, (2) approving the expenditure of funds for any purpose, (3) relating to personnel, or (4) relating to service contracts shall be adopted without the affirmative votes of at least eight (8) directors.

(e) Notwithstanding paragraphs (a), (b) and (c), when a claim or other matter before the Committee involves or affects only one or more bottom trawl vessels, the Association Directors shall have no vote on the claim or matter. When a claim or other matter before the Committee involves or affects only one or more vessels not

engaged in bottom trawl fishing, the Trawl Fishing Industry Directors shall have no vote on the claim or matter. A majority of the directors eligible to vote shall constitute a quorum necessary for the transaction of business on the matters described in this paragraph. Any act or decision on such matters done or made by a majority of directors eligible to vote is the act of the Board of Directors and hence of the Corporation.

Section 5.06. **Adjournment.** A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of the time and place shall be given, in the manner specified in Section 5.02 for giving notice of special meetings, to the directors who were not present at the time of the adjournment.

Section 5.07. **Committees.** The Board of Directors shall sit as a committee-of-the whole, provided, however, that the Board of Directors may appoint *ad hoc* committees from its membership, for the purpose of providing the Board of Directors with advice on matters coming before it. Meetings of committees of the Board of Directors need not be open to the public or announced to the public in advance.

Section 5.08. **Deadlock.** In the event that the directors are evenly split upon a measure coming before the Board of Directors which requires only a majority vote for action, then the deadlock shall be resolved with the assistance of a designated mediator mutually agreeable to the parties and appointed to serve as mediator, and who shall continue serving as mediator until replaced by a majority of the directors.

Section 5.09. **Compensation, Reimbursement.** Directors may receive such compensation, if any, for their services as directors or officers, and such reimbursement of expenses as the Board may determine by resolution to be just and reasonable as to the Corporation at the time the resolution is adopted.

Section 5.10. **Duties of the Directors.** A director shall perform the duties of a director, including, duties as a member of any committee of the Board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the Corporation and with such care including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Duties of the directors shall include, but not be limited to:

(a) To perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation, or by these Bylaws.

(b) To employ such officers, agents, and employees as may be authorized from time to time by the vote or written consent of the majority of the directors.

(c) To supervise all officers, agents and employees of the Corporation to assure that their duties are properly performed.

(d) To register their addresses with the Secretary, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

Section 5.11. **Open to the Public.** Regular Meetings of the Board of Directors shall be open to the public and announced to the public, and to the Fishing Industry of Morro Bay and Port San Luis in particular, at least fourteen (14) days in advance. Each Regular Meeting shall afford a reasonable opportunity for members of the public to address the Board of Directors. Meeting notices shall be published in a newspaper of general circulation in San Luis Obispo County, and posted in at least one appropriate location in both Morro Bay and Port San Luis so as to provide reasonable notice to the members of the Fishing Industry. The notice shall contain the date, time and location of the meeting, and a general statement of the agenda of the meeting. The Board of Directors may, however meet in executive session during an otherwise public meeting to participate in the dispute resolution process regarding a gear claim or cable damage claim or to address pending or threatened litigation or personnel matters.

ARTICLE VI OFFICERS

Section 6.01. **Officers.** The Board of Directors shall select as officers of the Corporation: a President (who shall be referred to as the Chairman of the Board), Secretary, Chief Financial Officer and Committee Liaison Officer. The officers shall serve one-year terms with no limitation on the number of consecutive terms an officer may serve, and any number of offices may be held by the same person.

Section 6.02. Responsibilities of the Officers.

(a) **Chairman of the Board.** The Chairman of the Board shall preside at Board meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time. The Chairman of the Board shall also be the general manager of the Corporation and shall supervise, direct, and control the Corporations activities, affairs and officers.

(b) **Secretary.** The Secretary shall keep or cause to be kept, at the Corporations principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings and actions of the board and of committees of the Board. The minutes of the meetings shall include the time and place that the meeting was held; whether the meeting was annual or special, and if special, how authorized; the notice given; and the names of the persons present at Board and committee meetings. The Secretary shall keep or cause to be kept, at the Corporations principal California office, the Articles of Incorporation and Bylaws, as amended from time to time. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers

and perform such other duties as the Board and the Bylaws may require.

(c) **Chief Financial Officer.** The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporations properties and transactions. The Chief Financial Officer shall send or cause to be given to the Directors such financial statements and reports as are required by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any director at all reasonable times, and such inspection may be made in person or by an agent or attorney of any director.

The Chief Financial Officer shall (i) deposit or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate; (ii) disburse the Corporations funds as the Board may order; (iii) render to the Chairman of the Board and the Board when requested an account of all the transactions of the Chief Financial Officer and of the financial condition of the Corporation; and (iv) have all the powers and perform such duties as the Board or the Bylaws may require.

(d) **Committee Liaison Officer.** The Board of Directors also shall select a committee liaison officer (the Committee Liaison Officer) and determine his or her compensation. The Committee Liaison Officer may be an independent contractor. The Committee Liaison Officer shall be the liaison between the Committee and the local community and the commercial fishing industry. The Committee Liaison Officer shall be the principal staff support for the Committee and shall, subject to direction and oversight from the Board, perform any functions and undertake any activities deemed necessary and appropriate by the Board. The Committee Liaison Officer shall have, subject to the advance approval of the Board, the authority to employ and discharge Corporation staff and to act in accordance with the annual budget approved by the Board.

Section 6.03. **Execution of Certain Documents.** Subject to the general internal control policies and procedures and the resolutions of the Board of Directors, the Committee Liaison Officer is authorized on behalf of the Corporation to (a) sign contracts and other official corporate documents, (b) sign orders for the payment of money from the Corporations accounts, and (c) endorse instruments for deposit in the Corporations accounts. Notwithstanding this authority, the Board of Directors shall approve all contracts and obligations for the payment of money from the Corporations accounts in excess of five thousand dollars.

Section 6.04. **Removal and Resignation.** Officers shall serve at the pleasure of the Board of Directors. Any officer may be removed, either with or without cause, by a majority vote of the directors then in office. An officer may resign at any time by giving notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of receipt of such notice and at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.05. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or any other cause, shall be filled in the manner prescribed in these Bylaws for regular appointments to such office.

ARTICLE VII INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 7.01. **Limitations on the Rights of Directors.** No director shall have any vested right, interest, or privilege of, in, or to the assets, functions, or affairs of the Corporation.

Section 7.02. **Liability Insurance.** The Corporation continuously shall maintain nonprofit association liability insurance with limits sufficient to protect its directors and professional staff from actions, suits or proceedings arising from their activities on behalf of or in furtherance of the Corporation's business.

Section 7.03. **Indemnification for Liability.** To the fullest extent permitted or mandated by law, the Corporation shall indemnify, and pay, advance or reimburse the reasonable expenses incurred by any director, officer, employee or agent of the Corporation for and against any liability or expense, including counsel fees, arising out of or in connection with any proceeding in which such director, officer, employee or agent is a party because of, in connection with, or by reason of, acts or omissions in, or reasonably believed by such party to have been done in good faith and furtherance of, or under the color of, the parties official capacity with respect to the Corporation, and, further, with respect to any proceeding by or in the right of the Corporation, not involving the parties willful misconduct or a knowing violation of criminal law, provided, however, the Corporation shall not indemnify any director, officer, employee or agent who is adjudged liable to the Corporation or is adjudged liable on the basis that personal benefit was improperly received by him therefrom. The extent of indemnification for liability shall in no event be greater than the coverage provided by the Corporations liability insurance policy.

ARTICLE VIII EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

Section 8.01. **Execution of Instruments.** The Board of Directors, except as otherwise expressly provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances, provided, however, that such contract or delivery is expressly authorized by the Articles of Incorporation or Bylaws.

Section 8.02. **Checks and Notes.** Except as otherwise specifically determined by resolution of the Board of Directors, as provided in Section 8.01, or as otherwise required by law, by the Articles of Incorporation, or by these Bylaws, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Corporation shall be signed by the Chief Financial Officer and countersigned by the Chairman of the Board.

Section 8.03. **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 8.04. **Disposition of Assets.** On liquidation or dissolution of the Corporation, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be used for a purpose mutually agreed upon by the directors and consistent with the general purposes of the Corporation, and shall not inure to the benefit of any private person or individual, or to any officer or director of the Corporation.

ARTICLE IX BYLAWS

Section 9.01. **Adoption, Amendment, and Repeal.** These Bylaws may be adopted, amended, or repealed, in whole or in part, by the vote of three quarters of the directors then in office.

Section 9.02. **Certification and Inspection.** The original or a copy of the Bylaws, as amended or otherwise altered to date, certified by the Secretary of the Corporation, shall be recorded and kept in a book which shall be kept in the principal office of the Corporation, and such book shall be open to inspection by the directors at all reasonable times during office hours.

ARTICLE X REPORTS, FISCAL YEAR, INSIGNIA, AND SEAL

Section 10.01. **Annual Report and Financial Statement.** The Chairman of the Board shall cause a written annual report, including a financial statement, to be prepared and submitted to the directors no later than 120 days after the close of the Corporation's fiscal year. The report shall summarize the Corporation's activities for the preceding year and activities projected for the forthcoming year; the financial statement shall consist of a balance sheet as of the close of business of the Corporation's fiscal year, contain a summary of receipts and disbursements, be prepared in such manner and form as is sanctioned by sound accounting practices, and be certified by a certified public accountant selected by the Board.

Section 10.02. **Fiscal Year.** The fiscal year of the Corporation shall be the calendar year.

Section 10.03. **Insignia and Seal.** The Board of Directors may adopt, use, alter, or cancel a Corporation insignia or seal, or both, and by rule shall prescribe the time, manner, and place in which such insignia may be worn or used.

Section 10.04. **Directors Right to Inspect.** Every director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary, if any. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

ARTICLE XI CONSTRUCTION

Section 11.01. Unless the context otherwise requires, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing:

(a) The present tense includes the past and future tenses, and the future tense includes the present.

(b) The masculine gender includes the feminine and neuter.

(c) The singular number includes the plural, and the plural number includes the singular.

(d) The word shall is mandatory and the word may is permissive.

(e) The words Directors and Board as used in these Bylaws in relation to any power or duty requiring collective action, mean Board of Directors.

Certificate of Secretary

I, Christopher Kubiak, do hereby certify:

1. That I am the duly elected and acting Secretary of Central California Joint Cable/Fisheries Liaison Committee, a California nonprofit mutual benefit corporation.

2. That the foregoing Bylaws, consisting of eleven (11) pages, constitute the Bylaws of said Corporation as duly adopted, by unanimous vote of the Directors, dated March 29, 2001.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 29th day of March, 2001, at Morro Bay, California.

_____/s/_____

Name: Christopher Kubiak

Title: Secretary