

Generic Requirements Participation Agreement (GRPA)

Attachment B

Telcordia Technical Forum (TTF) Procedures to Develop Proposed Generic Requirements

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This Attachment B is appended to the Generic Requirements Participation Agreement by and between Telcordia Technologies, Inc. and [COMPANY FULL LEGAL NAME](#)

1.1 TELCORDIA TECHNICAL FORUM

1.1.1 Telcordia Technical Forum Formation. A Telcordia Technical Forum (TTF) is formed by Telcordia for the purpose of providing all interested parties the opportunity to participate with Telcordia in Telcordia development of certain proposed generic requirement(s) (GRs) as set forth in a Proposal, pursuant to the procedures described here and applicable guidelines, agreements, and Telcordia publications (the “process”).

1.1.2 Telcordia Technical Forum Responsibilities. A TTF is responsible for (Note: These responsibilities are meant to identify the range of activities of the TTF. They do not absolve Telcordia or any of the members of the TTF of any of the responsibilities set forth in the Generic Requirements Participation Agreement.):

- a) Understanding and implementing the scope statement for the TTF based upon and limited by the Proposal and the process.
- b) Timely completion of all TTF and related member activities relating to the proposed GR(s) development project. This will include prioritizing the work to be done by the TTF or any groups it may appoint.
- c) Appointing Ad Hoc Groups (AHGs) of TTF members as needed to address single issues that are narrow in scope for a definite period of time, subject to the same guidelines and rules of conduct as the TTF itself.
- d) Overseeing work and progress of AHGs.
- e) Collecting information from or submitting information to non-TTF members including companies, agencies, industry groups, etc. as needed by the TTF.

1.1.3 Telcordia Technical Forum Officer. The officer (Chair) of the TTF is appointed by Telcordia.

1.1.4 Telcordia Technical Forum Membership.

1.1.4.1 Membership Qualifications and Responsibilities. The TTF membership consists of entities or persons who have agreed with Telcordia to fund and participate in the development of the proposed GR(s) and who continue to satisfy the terms and conditions of those agreements. The TTF and the generic requirements being developed are intended to promote open competition. Accordingly, members of a TTF and their respective representatives must agree to abide by the Antitrust Guidelines attached to these Procedures in their activities relating to the TTF and the generic requirements under development, and to conduct their TTF business in accordance with these procedures.

1.1.4.2 Application for TTF Membership. Applicants must apply for TTF membership through Telcordia and acceptance by Applicant and Telcordia of the applicable Agreement under the

Proposal governing the generic requirements work in question is a prerequisite of membership in the related TTF.

1.1.4.3 Member Representatives. Each TTF member must notify the TTF Chairman in writing of its principal representative and (optional) alternate representative to each TTF. Changes in representation must be reported to the TTF Chairman in writing. A TTF member may have a reasonable number of other attendees participating on the member’s behalf if they are identified by the member to the TTF chair in writing in advance of the meeting and registered to attend that meeting. Each attendee must agree to follow the guidelines, procedures, terms and conditions applicable to the work of the TTF, including, when appropriate, the security rules applicable to visitors to Telcordia premises. Each member and its representatives, alternates and other attendees, agree to act in good faith and to perform TTF-related activities in a timely fashion so as to avoid unnecessary delay or causing untimely completion of the scheduled proposed generic requirements.

1.1.4.4 Voting Status. To maintain voting membership status, the member must continue to satisfy the terms and conditions of the agreement establishing its funding and participation in the TTF.

1.1.5 Telcordia Technical Forum Meetings

1.1.5.1 TTF Meeting Schedule. Meetings (which may be held by conference calls or other arrangements, as appropriate) will be scheduled to perform the work of the TTF. A schedule for future meetings and their locations or other arrangements will be presented by Telcordia at each meeting for review and comments. The location of or other arrangements for each meeting shall be confirmed at or prior to the previous meeting.

1.1.5.2 Meeting Notice and Agendas. Meeting notices and agendas are prepared by the TTF Chairman and sent to the primary and alternate representatives of each member at least 30 days prior to the meetings.

1.1.5.3 Attendance. The attendees and voting members represented are recorded at each meeting. At any meeting, each voting member is represented by a designated Representative or a designated Alternate. A third party can represent the voting member only if a directive in writing has been presented. TTF members should identify any such additional TTF participants in writing prior to a meeting so that they can be registered to attend TTF meetings. Their presence shall be recorded at the meetings they attend.

1.1.5.4 Quorum. Fifty-one percent (51%) of the members of the Telcordia Technical Forum shall constitute a quorum for the transaction of business of the TTF at a meeting.

1.1.6 Telcordia Technical Forum Voting

1.1.6.1 Voting. The TTF chair may conduct a TTF vote at a meeting or by letter ballot or, with the agreement of the TTF, by other means. The Chair has no vote.

1.1.6.2 Voting at a Meeting. Voting may be conducted during the course of a meeting as a draft proposed generic requirements document is being developed. If the principal representative is not present, a previously designated alternate representative will be permitted to vote. A member may also be represented by a third party, if specifically designated by the member in writing provided to the TTF chair in advance of the meeting. Each member paying the specified fee (or that fee, less the small business discount for qualifying members) on the Work described in the Proposal and who is otherwise in compliance with this Agreement shall have one vote. Issues brought to such a vote will be decided by a majority-in-interest vote of all members participating in the meeting.

1.1.6.3 Voting by Letter Ballot. Letter ballots may be used for matters requiring additional review.

1.1.6.4 Process for Dispute Resolution On the Draft Proposed Generic Requirements Document. Unless otherwise unanimously agreed to by the TTF membership at the first meeting, it is agreed by all funding participants under these procedures that should any technical dispute arise between Telcordia and any funding participant relating to any draft proposed generic requirements document that has been developed within the purview of the TTF, which is not resolved either by escalation within Telcordia and the disputing entity or by discussion within the TTF itself, the issue or issues presented by the disputant(s) shall be presented by the disputant(s) to the other members of the TTF at a meeting or by letter as the chair may determine, and a vote shall be taken. The technical issue in dispute shall, for purposes of the proposed generic requirements being developed for the TTF, be resolved by a majority-in-interest vote of all members participating in the meeting or letter ballot. For issues resolved by a majority-in-interest vote, a funding participant whose interests are significantly affected may: 1) propose that the TTF reconsider the technical issue or 2) at or after such time as a draft containing the disputed item is complete and the disputed item has been accepted by a majority interest vote of the members for inclusion in the final GR document, invoke its right to file a timely dispute as provided for by FCC Order(s) pursuant to the Telecommunications Act of 1996.

1.1.6.5 Member Comments in the TTF Proposed Generic Requirements. A TTF member within 15 days of being notified of the results of a meeting to resolve letter ballot comments may request in writing that its comments be published in their entirety with the proposed generic requirements at the requesting member's expense and subject to the requesting member's agreement to indemnify Telcordia and all other TTF members and hold them harmless from any liability of any kind to third parties which they may incur by reason of the publication of the requesting member's comments. Unless the comments are known to Telcordia or the TTF to be defamatory, intentionally misleading or in violation of legal obligations, the requesting member's comments, identified as such, will then be published at its expense, along with the proposed generic requirements.

1.1.7 Telcordia Technical Forum Meeting Minutes

1.1.7.1 Contents of Minutes. The required contents of minutes are as follows:

- a) Date(s), location, Chairman, and hour of opening and adjournment
- b) Attendance list
- c) List of voting members represented
- d) Agenda as approved by the TTF

- e) TTF approval of previous minutes
- f) Reports and summary of all conclusions reached, significant actions taken, and future action items established. It is helpful in the case of extended discussions to include in the minutes a brief summary of major points made both for and against the proposed action. Individual remarks or detailed transcripts need not be recorded unless specifically requested by the author.
- g) Each motion seconded and not withdrawn, maker of the motion, and the voting results.
- h) Any statement or activity specifically requested to be recorded by the Chairman or a participant.
- i) Results of Ad Hoc Group activities reported at the meeting and actions taken relative to this report.
- j) Results reported at the meeting with regard to communications with others outside the TTF to gather information or transmit information.
- k) Future TTF meeting schedule.

1.1.7.2 Distribution of Minutes. TTF Chair distributes minutes of meetings to the TTF roster.

1.1.8 TTF Chair Responsibilities. The major responsibilities of a TTF Chair are:

- a) Provide overall management of the TTF and associated work programs.
- b) Schedule, plan and preside over meetings of the TTF. Distribute TTF meeting notices and agendas.
- c) Establish communications with external organizations where appropriate.
- d) Coordinate processing of TTF documents for comment and approval (e.g., draft proposed generic requirements).
- e) Be responsible for timely reconciliation and documentation of concerns and comments on roll call votes and letter ballots including dispute resolution processes per Section 1.1.6.4.
- f) Advise the TTF membership that: 1) Early disclosure of patents which may be essential for use of proposed generic requirements under development is encouraged; and 2) Disclosures made of such patents may not be exhaustive of all patents that may be essential for the use of proposed generic requirement under development, and that neither Telcordia, the TTF nor the TTF Chair ensure the accuracy or completeness of any disclosure or whether any disclosure is of a patent that in fact may be essential for the use of generic requirements under development.
- g) Record in the minutes of the relevant TTF meeting a statement that: 1) The foregoing advice in 1.1.8.f was provided; 2) An opportunity was provided for TTF members to identify or disclose patents that the TTF member believes may be essential for the use of that standard, and 3) Any responses that were given.
- h) Prepare minutes of meetings and send them within 3 weeks after the meeting to the TTF roster.
- i) Utilize the TTF membership roster for establishing quorum requirements at TTF meetings.
- j) Number all TTF documents and maintain a log.
- k) Include a reproducible copy of each numbered TTF document is placed in the TTF file.
- l) Reproduce and distribute to members other TTF documents in addition to agendas and minutes as requested.
- m) Maintain the TTF voting membership and roster.

- n) Administer the processing of letter ballots. This will include preparation, distribution, tallying and reporting results, tracking the activities for the reconciliation of concerns, preparation and distribution of TTF decisions on the resolution of comments on the draft text for proposed generic requirements and reporting the final results.
- o) Maintain a file of all TTF numbered documents.
- p) Provide for the editing of draft proposed generic requirements for submission to Telcordia publication. This includes incorporation of member comments provided per Section 1.1.6.5.
- q) To the extent necessary for TTF discussion of technical issues in the development of the generic requirements and without violation of any confidentiality agreements which may apply, the chair shall advise TTF members of requests for interpretation or definition related to generic requirements approved by the TTF and responses provided.
- r) Advise members of the dissolution of the TTF upon completion of the Deliverable or Deliverables described in the Proposal, by the delivery by Telcordia of the text of a proposed set of generic requirements and, if necessary, appropriate issue list reports for its publication process, a declaration by the chair of the dissolution of the TTF by reason of its apparent inability to reach a conclusion or resolution necessary to proceed with the work contemplated under the Proposal, or due to such other cause or causes as may be contemplated under the Proposal, the applicable procedures or guidelines, or the Agreement governing this work.
- s) Discuss in a timely manner, any project or schedule changes, with TTF Participants.
- t) If TTF uses the website to provide status information, keep web information up-to-date.
- u) Review contents of GRPA Attachments B and C with TTF participants at the first TTF meeting
- v) If the TTF participants wish to provide feedback on the specific TTF, a copy of a GR Participation survey is located on the GR Forecast Website at <http://www.telcordia.com/services/genericreq/grmatrix.html>.

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