



CENTRAL STATION ALARM ASSOCIATION (CSAA) 2005 ANNUAL MEETING

OCTOBER 21-OCTOBER 26, 2005

THE JW MARRIOTT IHLANI RESORT & SPA, KO OLINA, O'AHU, HAWAII

All sessions are held in the hotel unless otherwise noted. Events are subject to change without notice.

WELCOME TO CSAA's 2005 Annual Meeting



Steve Doyle

Aloha! I would like to invite you to attend the 2005 Annual Meeting. I believe that this will be one of the most successful meetings yet and here are some reasons why:

Education, education, education: If you have ever contemplated purchasing a company or accounts, this meeting will provide you with unparalleled financial and legal information on "How to do an Acquisition."

From an analysis on the current mergers and acquisition climate, to forecasting the private equity investment atmosphere, to contracts, letters of intent, to due diligence. The meeting will also feature presentations on emerging technologies, NFPA issues, as well as presentations by the leadership of the main public safety organizations.

Great networking activities: Great golf and tennis tournaments, as well as free afternoons will allow you to network with your industry peers.

Location, location, location: The meeting is on the beautiful island of O'ahu and the hotel is a convenient car ride from all the sights.

The \$225-245 hotel rate: You may never be able to stay in this great hotel for such an amazing rate.

The USO show on the Mighty Mo! An "over-the-top" event with cocktails and dinner on the USS Missouri and a WW II-style USO Show.

The "Spa Experience:" The hotel boasts one of the most unique spas, plunge pools, and workout facilities anywhere in Hawaii. Feed your mind and rest your spirit at our meeting.

See you in O'ahu!

Steve Doyle
CSAA Executive Vice President

FRIDAY, OCTOBER 21, 2005

5:30pm – 9:30pm Board of Directors Reception & Dinner
SPONSOR: Alert Alarm of Hawaii
Board of Directors and spouses/guests only.

SATURDAY, OCTOBER 22, 2005

7:00am Fun Run
Join your fellow runners for this early morning fun run on the beautifully landscaped grounds of Ko Olina.

8:00am – 11:30am Optional Tour: Diamond Head Crater Summit Nature Walk (see page 8 for information)

9:00am – 5:00pm Registration Desk Open

9:00am – 10:00am Committee Meetings
Joint Membership & UL Promotion Board
Standards Committee
Bylaws Committee

10:00am – 11:00am Committee Meetings
Public Sector Liaison
Marketing & Communications
Insurance Liaison

11:00am – 12:00pm Committee Meetings
Joint Education & Legal Affairs
Nominating

4:30pm – 5:00pm Executive Committee Meeting

5:00pm – 6:00pm New Members/CSAA Board of Directors Welcoming Reception

6:00pm – 8:00pm Opening Reception
Suggested Attire: Ladies – nice slacks, skirt or dress; Men – slacks, shirt, no jacket. Function will be on the Lagoon Lawn





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SUNDAY, OCTOBER 23, 2005

- 11:00am – 4:00pm** Registration Desk Open
- 12:00pm – 5:00pm** Board of Directors Meeting & Luncheon
- 12:30pm – 4:30pm** Optional Tour: Dolphin Snorkel Sail (see page 8 for information)
- 6:00pm – 10:00pm** CSAA Public Sector Liaison Committee (PSLC) and AHJ Reception and Dinner (By invitation only)
SPONSORS: Vector Security and DMP

MONDAY, OCTOBER 24, 2005

- 7:30am – 8:00am** Continental Breakfast
- 8:00am – 12:00pm** Registration Desk Open
- 8:00am – 9:30am** CSAA General Business Meeting (CSAA Members only, please!)
- 8:00am – 9:30am** AHJ Representative Meeting (AHJ Guest Representatives only, please!)
- 8:30am – 10:30am** Spouse Hospitality
- 9:30am – 10:15am** Opening Keynote Presentation

Mary Grace, CEO, *eSmart Technologies*

The solution to secure countries, protect people, property & money, and the future technology for a secure world will require the implementation of new secure technologies, ID, Bank and Access cards and systems.

This presentation will explore the latest biometric verification security system technology.

- 10:30am – 11:15am** Family Business Dynamics and Succession Planning

Carl Tannenbaum, Partner, *Tannenbaum & Chanin, LLP*

Almost all businesses in the alarm industry are family-owned and operated. In order to survive, they must overcome tensions that frequently accompany family involvement in the business. Since family and business values are basically different, conflict between the two is inevitable. Finding an appropriate balance is very elusive, especially in parent-child and sibling relationships. Family strategic planning is necessary to reduce the risk of implosion of both the family and the business. Professional consultants and an Advisory Board or Working Board are extremely important in assisting the family in avoiding or recovering from individual crises. Successful succession – do you intend to continue active involvement in the business (full or part-time)

until you are forced by other factors to leave or will you exit gracefully? Who will be the successor? How will you make the hard decisions, implement your decisions and transition the family members to obtain the result you desire? Succession planning with your professional advisors is the key.

- 11:15am – 12:00pm** Emerging Technologies

Lou Fiore, President, *L.T. Fiore*

This session will present an update to last year's presentation on what new technologies with possible application to the security industry are on the horizon.

- 11:30am – 1:30pm** Spouse Activity & Luncheon

- 12:00pm – 12:30pm** Insurance Industry Update

Ron Thornton, President, *Inland Marine Underwriters Assoc.*

- 12:30pm – 2:30pm** Board of Directors and AHJ Roundtable & Discussion: "Building a Public/Private Partnership" (By invitation only)

Moderator: **John A. Murphy**, President, *Vector Security*

Panelists: **Ted Kamatchus**, First Vice President, *National Sheriffs' Assoc.*; **William Killen**, First Vice President, *International Assoc. of Fire Chiefs*; **Russell B. Laine**, First Vice President, *International Chiefs of Police*; and **Wanda McCarley**, President-Elect, *APCO International*

- 5:30pm – 10:00pm** A World War II Evening On-Board the U.S.S. Missouri

Climb aboard the Battleship Missouri and experience a backward glance at America's history. The "Mighty Mo" was the last battleship built by the U.S. Navy, and it is the most celebrated. This evening you'll have a chance to tour the historic ship and engage in her interactive exhibits before sitting down to a dinner on her decks catered by James Beard Award winning chef Glenn Chu. Following dinner you'll enjoy a recreation of a World War II U.S.O. Show on the Missouri's Fantail. This will be an incredible Red, White & Blue evening overlooking Pearl Harbor that you won't forget. (See page 5 for more information.)

Important Security Notes:

All guests must arrive via pre-arranged transportation – rental cars and taxi cabs will not be allowed. Once at the USS Missouri, the motorcoaches may not leave the secured premises. No fanny packs, diaper bags, back packs, camera bags, purses, luggage, shopping bags, large cameras, or umbrellas will be allowed. Inspectors will be on the grounds of the Ihalani Hotel when the buses are boarded for the ride to the USS Missouri and these items will not be allowed on the bus. To make boarding easier, if you need to carry personal items, please bring them in a clear plastic bag for easy inspection.

A World War II Evening On-Board the U.S.S. Missouri
Monday, October 24, 2005
5:30-10:00PM

Climb aboard the Battleship Missouri and experience a backward glance at America's history.

Affectionately nicknamed the "Mighty Mo", the Missouri was the last "battle-ship class" ship ever built in the United States. Her keel was laid at the New York Navy Yard on January 6, 1941, nearly 11 months before Pearl Harbor was bombed. In January 1945, she joined the Pacific Fleet and shot down her first Japanese plane during the invasion of Iwo Jima. In March 1945, she participated in the battle of Okinawa firing 180 rounds from her 16 inch guns. On August 15, 1945, three years, eight months after the fateful day at Pearl Harbor the Japanese surrendered and the "Instrument of Surrender" was signed on September 2, 1945 on the 01 deck level of the Missouri, anchored in Tokyo Bay, near the city of Yokohama, Japan.

From September 15, 1950 through March 29, 1951, the Missouri played a vital part in the success of the Korean War, relentlessly bombarding military targets along the coast of both North and South Korea. The Missouri was decommissioned on February 26, 1955, but in early 1984, she was recommissioned to return to active duty. During the summer of 1990, the Missouri participated in the First Persian Gulf War launching the first of 28 Tomahawk missiles toward Baghdad.

Now, once again decommissioned, the USS Missouri is located in the heart of Pearl Harbor's historic Battleship Row and serves as a living museum.

During the evening, you'll have a chance to tour the Missouri and learn the history and experience of life aboard this historic battleship. Award Winning Chef Glenn Chu will serve up his famous Eurasian Cuisine for your on-deck dining pleasure. Then sit back and feel the rhythm, as you watch and listen to a 40s era U.S.O. Show on the Fantail.

The incredible venue of the U.S.S. Missouri, the fabulous feast by Chef Glenn Chu and the U.S.O. show will ensure a once-in-a-lifetime event!



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TUESDAY, OCTOBER 25, 2005

- 7:30am – 8:00am Continental Breakfast
- 8:00am – 11:00am Registration Desk Open
- 8:00am – 10:00am AICC & Industry Updates: NFPA 730/731; APCO/CSAA Alarm Data Interchange Project

Moderator: **Lou Fiore**, President, *L.T. Fiore*
Panelists: TBA

A presentation on topics such as VoIP, Reciprocity Legislation, the AMPS Cellular Sunset Clause, NFPA 72, NFPA 730/731, the APCO/CSAA Data Project, and CSAA Standards activity.

The session will feature speakers from key AICC and standards activities.

- 8:30am – 10:30am Spouse Hospitality
- 10:15am – 11:15am Alarm Industry & AHJs Issues: Working Together

Moderator: **John A. Murphy**, President, *Vector Security*

Panelists: **Ted Sexton**, President, *National Sheriffs' Assoc.*; **Robert DiPoli**, President, *International Assoc. of Fire Chiefs*; **Ronald Ruecker**, President, *Interna-*

tional Chiefs of Police; and **Greg Ballentine**, President, *APCO International*

- 11:15am – 12:15pm **CYA (Cover Your Assets): Avoid the Current Employment Litigation Wave**

Deborah P. Koeffler, Partner, EEOC/Labor, *Mitchell Silberberg & Knupp LLP*

Business and Legal Reports Inc. reports that one in five businesses acknowledge being audited by the Department of Labor for wage-and-hour violations. Investigations and law suits are triggered when former and current employees file complaints, or an industry or type of job is targeted for investigation. The number of employers hit by legal claims rises considerably when claims for gender, pregnancy, sexual harassment, age, disability, race and national origin claims are factored in.

Lawsuits can have a major impact on a company's bottom line; wage/hour cases usually are brought on behalf of all of a company's similar current and former employees, with several years of back pay and interest, attorneys' fees (yours and theirs), and penalties at stake. The law is often counter-intuitive. "Everybody does it this way" may mean a whole industry is wrong. The law encourages lawsuits by requiring the employer to pay the victorious attorneys their fees. Learn what is expected and what you should do proactively.

ROSTER OF SPEAKERS



Jeff Gorelick



Mary Grace



Deborah P. Koeffler



Lou Fiore



John Mack



John A. Murphy



Alan Pepper



Eric Pritchard



Ron Thornton



Carl Tannenbaum



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1:00pm – 5:30pm CSAA Golf Tournament at the Ko Olina Golf Club
SPONSOR: Honeywell Security

WEDNESDAY, OCTOBER 26, 2005

7:30am – 8:00am Continental Breakfast

8:00am – 9:00am Contracts Update

Alan Pepper, Partner, *Mitchell Silberberg & Knupp LLP*
Recent changes in both law and technology, such as client privacy, new false alarm ordinances, alarm visual verification, the expanding use of video, the Internet, and DSL, VoIP and other communication technologies may require that you update your existing alarm contracts.

This presentation will provide you with guidelines and examples of current contract requirements for both residential and commercial systems.

8:30am – 10:30am Spouse Hospitality

9:00am – 10:00am Mergers & Acquisitions in 2005 and Beyond

John E. Mack, III, Founder & CEO, *USBX* and **Matthew Rogers**, Managing Director, *USBX*
USBX Advisory Services LLC, an NASD-licensed investment bank based in Santa Monica, California, will review the year's acquisition and financing activity in the security industry and will highlight the trends they anticipate going forward.

This review will include detailed analysis of private equity investments and the criteria these funds use to evaluate transactions,

together with up-to-date analysis on the acquisition activity of the major corporations participating in the security industry.

10:00am – 11:00am Letters of Intent

Eric Pritchard, Partner, *Tannenbaum & Chanin, LLP*
From the lawyer's perspective, few topics engender more misunderstanding in the minds of buyers and sellers than the use of a letter of intent. Learn more about when and how to use LOIs. We'll cover a wide-ranging list of topics. When can the seller force the buyer to complete the transaction? Must the seller close under all circumstances? What advantages do buyers have in using a letter of intent? When should sellers enter into LOIs? At what stage should each of the parties engage counsel? The program will include a wide-ranging discussion of these and many of the most important considerations when negotiating, drafting and executing letters of intent.

11:00am – 12:00pm Due Diligence

Jeff Gorelick, Partner, *Reed Smith*

1:30pm – 5:00pm CSAA Tennis Tournament
SPONSOR: System Sensor

6:00pm – 7:00pm President's Reception

7:00pm – 10:00pm "Ho'Ohanohano (Ceremony, Glorify, Honor):" President's Dinner Dance & Stan Lott Award Presentation

Suggested Attire: Function will be in an open-air pavillion. Suggested attire: Tropical Color. Ladies: Colorful dress, pantsuit or sarong; Men: Colorful shirt or Hawaiian Aloha shirt. Jacket not required.

