

CHECK HERE IF ADDITIONAL PAGES ARE ATTACHED

604 Pages

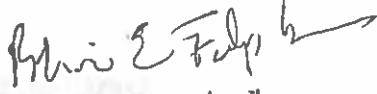
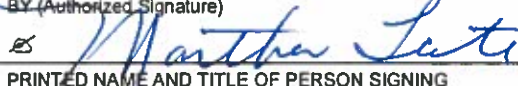

AGREEMENT NUMBER	AMENDMENT NUMBER
IFB STPD 12-001-A, C3-A-12-10-TS-09	1
REGISTRATION NUMBER	

1. This Agreement is entered into between the State Agency and Contractor named below:  
 STATE AGENCY'S NAME  
 Department of Technology  
 CONTRACTOR'S NAME  
 Integra Telecom Holdings, Inc., by and through its wholly-owned subsidiary Electric Lightwave LLC - dba Integra Telecom
2. The term of this Agreement is 11/15/2013 through 6/30/2018
3. The maximum amount of this agreement after this amendment is: \$0.00
4. The parties mutually agree to this amendment as follows. All actions noted below are by this reference made a part of the Agreement and incorporated herein:
  - A. This amendment incorporates the following changes, Subject CALNET 3, IFB STPD 12-001-A Category 1: Voice and Data Services, Subcategory 1.2 MPLS, VPN and Converged VoIP (Integra):
    - 1) To correct the Term of CALNET 3 Subcategory 1.2 to begin November 15, 2013 and shall end no later than June 30, 2018 with two (2) one-year (1) options to extend.
    - 2) To correct (State) signature on original STD 213 A dated (November 15, 2013) from Gregg Fukuhara – Statewide Technology Procurement Division (STPD), to Steve Rushing – Statewide Telecommunications and Network Division (STND)

Continued on the next page.

This Agreement is effective upon the start date, or California Department of Technology approval, whichever is later. All other terms and conditions of the original agreement shall remain the same.

IN WITNESS WHEREOF, this Agreement has been executed by the parties hereto.

<b>CONTRACTOR</b>		CALIFORNIA DEPARTMENT OF TECHNOLOGY Use Only   3/25/14
CONTRACTOR'S NAME (If other than an individual, state whether a corporation, partnership, etc ) Integra Telecom Holdings, Inc., by and through its wholly-owned subsidiary Electric Lightwave LLC - dba Integra Telecom		
BY (Authorized Signature) 	DATE SIGNED (Do not type) 3/5/14	
PRINTED NAME AND TITLE OF PERSON SIGNING Martha Tate, Vice President, Wholesale and GES		
ADDRESS 1705 15 <sup>th</sup> Street, Suite 300, Denver, CO 80202		
<b>STATE OF CALIFORNIA</b>		
AGENCY NAME Department of Technology		
BY (Authorized Signature) 	DATE SIGNED (Do not type) 3/6/14	
PRINTED NAME AND TITLE OF PERSON SIGNING Steve Rushing, Deputy Director, Office of Technology Services - STND		
ADDRESS P.O. Box 1810, MS Y-13, Rancho Cordova, CA 95741-1810		
		<input type="checkbox"/> Exempt per:

**Continuation**  
**STD 213 A Standard Agreement Amendment,**  
**CALNET 3,**  
**Amendment #1 (C3-A-12-10-TS-09) Integra**

- 3) Revision to Volume 2 – Response to Unique Subcategory Requirements, SOW Technical Requirements Response:  
All CMO accepted and agreed to changes to the BAFO attached. (See the attached Integra Amendment Summary document and the attached Integra – SOW Technical Requirements Response, for details of this Amendment).
- 4) Revision to Volume 3 - Cost Information, SOW Catalog A With Costs:  
All CMO accepted and agreed to changes to the BAFO attached. (See the attached Integra Amendment Summary document and the attached Integra – SOW Catalog A with Costs for complete details of this Amendment).
- B. This amendment incorporates the following changes, Subject CALNET 3, IFB STPD 12-001-A Category 1: Voice and Data Services, Subcategory 1.3 Standalone VoIP Telephony (Integra):**
- 1) To correct the Term of CALNET 3 Subcategory 1.3 to begin November 15, 2013 and shall end no later than June 30, 2018 with two (2) one-year (1) options to extend.
- 2) Revision to Volume 2 – Response to Unique Subcategory Requirements, SOW Technical Requirements Response:  
All CMO accepted and agreed to changes to the BAFO attached. (See the attached Integra Amendment Summary document and the attached Integra – SOW Technical Requirements Response, for details of this Amendment).
- 3) Revision to Volume 3 - Cost Information, SOW Catalog A With Costs:  
All CMO accepted and agreed to changes to the BAFO attached. (See the attached Integra Amendment Summary document and the attached Integra – SOW Catalog A with Costs for complete details of this Amendment).
- C. IFB STPD 12-001-A, Volume # 1 Response to Common Requirements, Part 1 - General Instructions have been amended with the following changes:**
- 1) The IFB Cover Page Title has been edited with the following description;

**STATEMENT OF WORK (SOW),**  
**VOLUME #1, RESPONSE TO COMMON REQUIREMENTS,**  
**PART 1 – GENERAL INSTRUCTIONS**  
**Amendment #1**

**Rev. February 21, 2014**

**Continuation**  
**STD 213 A Standard Agreement Amendment,**  
**CALNET 3,**  
**Amendment #1 (C3-A-12-10-TS-09) Integra**

- 2) Volume #1, Response to Common Requirements, has new footer information to reflect Amendment #1 and the revision date to the document.
- 3) Volume #1, Part 1 - General Instructions, edited page 73, **6. ATTACHMENTS** a description has been added for **Attachment #11 - Individual Price Reduction Notification (IPRN)**.
- 4) Volume #1, Part 1, General Instructions, Inserted an Intentional Blank Page on Pages 86 and 93.
- 5) Volume #1, Part 1, General Instructions, inserted Attachment #11 - Individual Price Reduction Notification (IPRN) form to pages 87 – 92
- 6) Volume #1, Table of Contents in Part 1 - General Instructions, page vi, has been edited to reflect the new pagination as a result of inserting a blank page to pages 86 and 93, and inserting Attachment #11 to pages 87 – 92.
- 7) Volume #1 Response to Common Requirements, The Part 2 – Bidders Response has moved from pages 86 – 91 to pages 94 – 96
- 8) The Volume #1, Table of Contents in Part 1 – General Instructions, page vi, has been edited to reflect the new pagination to Part 2 - Bidders Response, pages 94 – 96.

March 4, 2014

Harry Wortman  
Contracts Management – STND  
California Department of Technology  
P.O. Box 1810, MS-Y-13  
Rancho Cordova, California 95741-1810

**Re: Attestation of Authority**

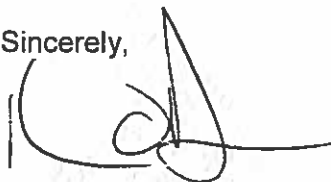
Dear Mr. Wortman:

I am Chief Executive Officer of Integra Telecom, Inc., who, by and through its wholly-owned subsidiaries ("Integra") provides services to CALNET 3 participants pursuant to certain awards issued under CALNET 3.

I hereby affirm that Martha Tate, Vice President of Wholesale Sales for Integra, has been authorized and empowered through enactment of Integra's Authority Policy and within the delegation thereunder to execute and deliver contracts and other documents in the name of Integra, including documents related to Integra's obligations under CALNET 3 bids or awards.

Please contact Ted Gilliam, Associate General Counsel, at 503-453-8402 if you should have any questions about this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Kevin O'Hara".

Kevin O'Hara  
Chief Executive Officer

## DELEGATION FORM

I, Kevin O'Hara, Chief Executive Officer and President, hereby delegate the following authority:

Contract execution

Other, please describe: All contracts related to the State of California, Calnet 3

To the following people:

Name: Martha Tate Title: Vice President, Wholesale and Government Sales

Name: Joseph Harding Title: Chief Marketing Officer

Types of Contracts or other authority delegated (be specific, i.e., vendor, term of Contract, monthly cost, etc.). If not applicable, write N/A. All Calnet 3 Contracts

Identify time period to which delegation applies. N/A. This delegation shall apply until revoked.

Dollar Amount of authority assigned to delegate: \$

Justification for delegation:

Calnet 3 Contracts were previously signed by Ken Smith, who is no longer employed by Integra.

I represent that I have the authority described above and that it is within my authority to delegate that authority as described in this Delegation Form.

My delegate and I understand that the Spending Limit designated by the Company on the Spending Authority Matrix shall not change and that amounts in excess of my delegate's Spending Limit must be approved by me or an employee of the Company with proper authority.

Signed  \_\_\_\_\_

Date 3/5/14 \_\_\_\_\_

Kevin O'Hara  
Chief Executive Officer and President

**CALNET 3, IFB STPD 12-001A, C3-A-12-10-TS-09****Category 1: Voice and Data Services  
Amendment #1 Summary Document by  
INTEGRA TELECOM  
March 3, 2014**

The State of California, Department of Technology ("State") and Integra Telecom Holdings, Inc., by and through its wholly-owned subsidiary Electric Lightwave LLC-d/b/a Integra Telecom ("Contractor") mutually agree to this amendment of IFB STPD 12-001-A, C3-A-12-10-TS-09, Category 1: Voice and Data Services as follows:

**Subcategory 1.2 - MPLS, VPN and Converged VoIP Telephony, Volume #2 – Response to Unique Subcategory Requirements, SOW Technical Response**

- **Front Cover; page 1**
  - Updated cover title to include contract number and Amendment #1 reference
- **Table of Contents; page 2**
  - Table of Contents repagination
- **Header; pages 1 - 259**
  - Updated to include contract number C3-A-12-10-TS-09
- **Footer; pages 1 - 259**
  - Updated to include Amendment #1 and revision date
- **Section 1.2.2.7 MPLS Technical Requirements; pages 66-75**
  - Item 1 – removed last sentence
  - Item 3 – removed 2<sup>nd</sup> to the last sentence
  - Item 9 – removed last sentence
  - Item 28 – removed last sentence
- **Table 1.2.3.2.4b Unsolicited Converged VoIP Service Features; page 172**
  - Removed handset upgrade in unsolicited offerings – Item 1 (Product Identifier 128007)
  - Modified Feature Names and Descriptions for expansion modules and camera upgrade in unsolicited offerings and updated line item numbers – Items 1 – 3 (Product Identifiers 128008 – 128010)
- **Section 1.2.3.3.1 Converged VoIP Site Survivability Network; page 177**
  - Modified description in first paragraph
- **Table 1.2.3.3b Unsolicited Converged VoIP Features; page 182**
  - Removed ATA device in unsolicited offerings – Item 1 (Product Identifier 129007)
- **Table 1.2.3.4.5b Unsolicited Converged VoIP International Offnet Calling; pages 186-189**
  - Moved country locations from Feature Name to Feature Description in unsolicited offerings – Items 1- 4 (Product Identifiers 131014, 131614, 131015, 131615)
- **Section 1.2.5.8 SIP Calling Plans; Page 215**
  - Updated section and table reference
- **Table 1.2.5.7.a SIP Calling Plans; page 217**
  - Modified product description – Item 5 (Product Identifier 134005)
- **Table 1.2.5.9b Unsolicited SIP Trunk International Offnet Calling; page 220-223**

- Moved country locations from Feature Name to Feature Description in unsolicited offerings – Items 1-4 (Product Identifiers 135014, 135614, 135015, 135615)
- **Table 1.2.8.2b Unsolicited Extended Demarcation Wiring Services; page 233**
  - Removed all nine (9) cabling services in unsolicited offerings – Items 1-9 (Product Identifiers 136010 – 136018)
- **Section 1.2.8.3 Service Related Hourly Support; page 235**
  - Corrected references to specific sections, worksheets, and tables
- **Table 1.2.8.3 Service Related Hourly Support; page 235**
  - Corrected reference to Table 1.2.8.3
- **Catalog A without costs; page 259**
  - Removed Catalog A without costs from Volume 2

### **Subcategory 1.2 - MPLS, VPN and Converged VoIP Telephony, Volume #3- Cost Information, SOW Catalog A:**

- **Front Cover; page 1**
  - Updated cover title to include contract number and Amendment #1 reference
- **Header; pages 1 - 73**
  - Updated to include contract number C3-A-12-10-TS-09
- **Footer; pages 1 - 73**
  - Updated to include Amendment #1 and revision date
- **Table 1.2.3.2.4 Converged VoIP Service Features; page 40**
  - Removed handset upgrade as an unsolicited offering – Item 7 (Product Identifier 128007)
  - Modified Feature Names and Descriptions for expansion module upgrades and camera in unsolicited offerings – Items 7 - 9 (for Product IDs 128008, 128009, and 128010)
  - Renumbered line items for unsolicited offerings - Items 7 - 9 (for Product IDs 128008, 128009, and 128010)
- **Table 1.2.3.3 Converged VoIP Features; page 43**
  - Removed ATA device feature in unsolicited offerings – Item 7 (Product Identifier 129006)
- **Table 1.2.3.4.5 Converged VoIP International Offnet Calling; page 50-52**
  - Moved country locations from Feature Name to Feature Description in unsolicited offerings – Items 1-4 (Product Identifiers 131614, 135614, 135015, 135615)
- **Table 1.2.5.9 SIP Trunk International Offnet Calling; page 62-65**
  - Moved country locations from Feature Name to Feature Description unsolicited offerings – Items 1- 4 (Product Identifiers 135014, 135614, 135015, 135615)
- **Table 1.2.8.2 Extended Demarcation Wiring Services; page 72**
  - Removed all nine (9) station cabling features in unsolicited offerings – Items 1- 9 (Product Identifiers 136010 – 136018)

### **Subcategory 1.3 - Standalone VoIP Telephony, Volume #2 – Response to Unique Subcategory Requirements, SOW Technical Response**

- **Front Cover; page 1**
  - Updated cover title to include contract number and Amendment #1 reference

- **Table of Contents; page 2**
  - Table of Contents repagination
- **Header; pages 1 - 139**
  - Updated to include contract number C3-A-12-10-TS-09
- **Footer; pages 1 - 139**
  - Updated to include Amendment #1 and revision date
- **Section 1.3.2.2 Standalone VoIP Service; page 51**
  - Replaced the word “converged” with “standalone”
- **Table 1.3.2.2.4b Standalone VoIP Handset Service Packages; page 65**
  - Removed all seven (7) expansion modules and camera in unsolicited offerings - Items 1-7 (Product Identifiers 151013-151019)
- **Section 1.3.2.3.1 Standalone VoIP Survivability Network Failure ; page 69**
  - Removed reference to an optional gateway and removed “at the MPOP”
- **Table 1.3.2.3b Standalone VoIP Features; page 76**
  - Removed ATA device in unsolicited offerings – Item 1 (Product Identifier 152008)
  - Renumbered line item and Product Identifier for standalone VoIP equipment cabinet in unsolicited offerings – Item 1 (Product Identifier 152008)
- **Table 1.3.3.2.b Unsolicited Extended Demarcation Wiring Services; page 115**
  - Deleted blank items 1 and 2
- **Catalog A without costs; page 139**
  - Removed Catalog A without costs from Volume 2

**Subcategory 1.3 - Standalone VoIP Telephony, Volume #3 - Cost Information, SOW Catalog A:**

- **Front Cover; page 1**
  - Updated cover title to include contract number and Amendment #1 reference
- **Header; pages 1 - 26**
  - Updated to include contract number C3-A-12-10-TS-09
- **Footer; pages 1 - 26**
  - Updated to include Amendment #1 and revision date
- **Table 1.3.2.2.4 Standalone VoIP Handset Service Packages; page 6**
  - Removed all four (4) expansion module features in unsolicited offerings - Items 13-16 (Product Identifiers 151013 – 151016)
- **Table 1.3.2.3 Standalone VoIP Features; page 8**
  - Removed ATA device feature in unsolicited offerings - Item 8 (Product Identifier 152008)
  - Standalone VoIP Equipment Cabinet renumbered as Item 8 with Product Identifier of 152008
- **Table 1.3.2.4.5 Standalone VoIP International Offnet Long Distance Calling; page 15-17**
  - Removed various city-specific termination locations in unsolicited offerings – Items 1-4 (Product Identifiers 154014, 154614, 154015, 154615)
- **Table 1.3.3.2 Extended Demarcation Wiring Services; page 25**
  - Remove all nine (9) station cabling features in unsolicited offerings – Items 1-9 (Product Identifiers 137010 – 137018)