Commonwealth of Pennsylvania

Office of Administration and Department of Corrections

Section 1 – Coin/Card Public Payphone Services

RFP No. 2005-081-011

13 October 2005, 1:00 p.m. ET

Technical Proposal

Submitted to:
Bureau of Infrastructure and Operations
Network Administration
1 Technology Park
Harrisburg, PA 17110-2913
Attn: Georgia A. Baer, Contract Administrator

Submitted by:
MCI Government Markets
1945 Old Gallows Rd.
Vienna, VA 22182

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Tab 1 – Letter of Transmittal

The Letter of Transmittal must state that the proposal will remain valid until the contract is fully executed by the Commonwealth. The contents of the proposal of the selected Contractor will become a contractual obligation if a contract is executed. An official authorized to bind the Contractor to its provisions must sign proposals.

MCI Response:

MCI has read, understands and has complied on the following page with the requested Letter of Transmittal. This letter is signed by Jerry A. Edgerton Sr. Vice President of MCI's Government Division. Mr. Edgerton is an official with MCI and is authorized to bind the company.

Jerry A. Edgerton
Senior Vice President
Government Markets

1945 Old Gallows Road
Suite 400
Vienna, VA 22182
Telephone 703 343 6900
Fax 703 343 6902
jerry.edgerton@mci.com

MCI

October 13, 2005

Commonwealth of Pennsylvania
Governors Office of Budget and Administration
Bureau of Infrastructure and Operations – Network Administration
Ms. Georgia A. Baer
1 Technology Park
Harrisburg, PA 17110-2913

Ref: MCI Response to Section 1 RFP # 2005-081-011 for Coin/Card Public Payphone Services

Dear Mrs. Baer:

MCI Communications Services, Inc. ("MCI"), on behalf of itself and its affiliates and successors, is pleased to submit the attached proposal response to the Commonwealth of Pennsylvania's Section 1 of RFP #2005-081-011 for Coin/Card Public Payphone Serivces.

MCI's proposal is valid until a contract has been fully executed by the Commonwealth. MCI also understands that the contents of the MCI's proposal will become a contractual obligation if a contract is executed.

We believe the character of MCI can be seen in the three fundamental attributes that account for our success: hard work, perseverance, and most of all, listening to our customers. This dedication is reflected in the company's drive to offer innovative solutions in partnership with our customers. By submitting this proposal, we declare our capability and commitment to performing the very highest quality work on the PA DOC Coin/Card Public Payphone Service.

In selecting the MCI Team, the Commonwealth of Pennsylvania will gain a proven workforce of highly qualified, MCI led professionals who understand the Commonwealth's mission and who possess demonstrated capabilities in creating and maintaining superior Public Payphone Services.

If you have any questions regarding the enclosed proposal, please feel free to contact Mr. Keith Eismann, Sr. Manager, Department of Corrections Line of Business. His contact information follows:

Phone #:	(210) 484-3177
Email Address:	keith.r.eismann@MCI.com
Address:	MCI 20855 Stone Oak Parkway San Antonio, TX 78258

Sincerely,

Jerry A. Edgerton
Senior Vice President, Government Markets

Tab 2 – Mandatory Requirements

To be eligible for evaluation, the mandatory requirements in Part 3 of this RFP MUST be addressed in this section by indicating ACCEPTANCE of each. NONACCEPTANCE OF ANY OF THE MANDATORY REQUIREMENTS, OR MODIFICATION OR THE PLACING OF CONDITIONS ON ACCEPTANCE OF ANY OF THE MANDATORY REQUIREMENTS, IN WHOLE OR IN PART, WILL RESULT IN IMMEDIATE DISQUALIFICATION. THEREFORE, IF YOU CANNOT ACCEPT ALL OF THEMANDATORY REQUIREMENTS, YOUR PROPOSAL WILL BE IMMEDIATELY DISQUALIFIED.

If there are any conflicts between the answers to the mandatories and any answers in any other section of the proposal, the answers in the mandatories section will take precedence in any contract that may be entered into as a result of this RFP.

MCI Response: MCI has read understands and has complied.

In the attached form MCI has noted its compliance with each of the mandatory requirements of the RFP.

Part 3
Mandatory Requirements

1.3-1. Mandatory Requirements:

To be eligible for evaluation, each of the following mandatory requirements MUST be addressed in this section by indicating ACCEPTANCE of each. NONACCEPTANCE OF ANY OF THE MANDATORY REQUIREMENTS, OR MODIFICATION OR THE PLACING OF CONDITIONS ON ACCEPTANCE OF ANY OF THE MANDATORY REQUIREMENTS, IN WHOLE OR IN PART, WILL RESULT IN IMMEDIATE DISQUALIFICATION. THEREFORE, IF YOU CANNOT ACCEPT ALL OF THE MANDATORY REQUIREMENTS, YOUR PROPOSAL WILL BE IMMEDIATELY DISQUALIFIED.

If there are any conflicts between the answers to the mandatories in this section, and any answers in any other section of your proposal, the answers in this section will take precedence in any contract that may be entered into as a result of this RFP.

MCI Response:

Yes	No	
X		1. The Contractor has read and understands the terms and conditions of this RFP and the proposal is made in accordance with the requirements contained herein.
X		2. The Contractor understands and acknowledges that all information provided by, and representations made by, the Contractor in its proposal are material and important and will be relied upon by Office of Administration in the evaluation of the proposals and award of the contract. Any misstatement shall be treated as fraudulent concealment from Commonwealth of Pennsylvania of the true facts relating to the submission of the proposal. A misrepresentation shall be punishable under Section 4904 of Title 18 P.C.S.A.
X		3. The commissions in the Commission Section of this proposal have been arrived at independently and without consultation, communication, or agreement with any other competing Contractor.
X		4. The commissions in the proposal have not been disclosed to any other firm or person who is a proposer or a potential proposer and they shall not be disclosed before the proposal receipt date and time.
X		5. No attempt has been made or shall be made to induce any firm or person to refrain from submitting a proposal or to submit a proposal with lower commissions, or to submit any intentionally low or noncompetitive proposal or any other form of complementary proposal.

Yes	No	
X		6. The proposal is made in good faith and not pursuant to any agreement or discussion with, or inducement from any firm or person to submit a complementary or other noncompetitive proposal.
X		7. The Contractor, its affiliates, subsidiaries, officers, directors, and employees are not currently under investigation by any governmental agency and have not in the last four years been found in conflict with or found liable for any act prohibited by State or Federal law in any jurisdiction, involving conspiracy or collusion with respect to bidding on any public contract, except as disclosed by the Contractor in its proposal.
X		8. The Contractor acknowledges that if it is currently under suspension or debarment, its proposal may not be considered. In addition, if the Contractor enters into any subcontracts under the contract with subcontractor who are currently suspended or debarred by the Commonwealth or federal government or who become suspended or debarred by the Commonwealth or federal government during the term of the contract or any extensions or renewals thereof, the Commonwealth may, in its sole discretion, require the Contractor to terminate such subcontracts.
X		9. The Contractor agrees that no costs for preparing any contract will be charged to the Commonwealth for the response to this RFP. (Part 1.1-6)
X		10. Do you agree that your signed proposal arrives at the Department of Correction's Central office Building, by the time, date, and at the location specified in the RFP cover letter, that it will be immediately disqualified? (Part 1.1-9)
X		11. Do you agree that your proposal will remain valid until a contract is fully executed by the Commonwealth? (Part 1.1-10)
X		12. Do you agree not to sell or use lists of pay telephone numbers, names, addresses, or other privileged information for any purpose, except as outlined in the RFP?
X		13. Has the Commission Data been bound, SEALED, identified as "Commission Data" and kept separate from the Technical Portion and Disadvantaged Business Submittal Portion of your proposal? (Part 1-23)

Yes	No	
X		14. Has the Disadvantaged Business Submittal data been bound, sealed, identified as "Disadvantaged Business Submittal" and kept separate from the Technical Portion and Commission Portion of your proposal?
X		15. Do you certify that you do not owe any tax liability or other amount to the Commonwealth?
X		16. Do you agree that you will authorize the Commonwealth to offset any state and local tax liabilities of the Contractor or of any of its subsidiaries, as well as, any other amount due to the Commonwealth from the Contractor, against any payment due to the Contractor under this or any other contract with the Commonwealth?

Tab 3 – Management Summary

The Commonwealth of Pennsylvania is seeking a Contractor to perform the tasks and services outlined in Part 5 of this RFP. Through their proposal, Contractors must demonstrate their expertise in providing these services. In this Tab, the Contractor must:

1. Provide a description of the Contractors understanding of the purpose of this RFP.

MCI Response: MCI has read, understands and complies by providing the following description of MCI's understanding of the purpose of this RFP.

MCI understands that the Commonwealth is seeking both payphone and inmate phone services, and that it is the preference of the Commonwealth to award one contract to a single proposer. Therefore, MCI's proposal includes providing all RFP required services for both the public payphone and inmate phone service.

MCI understands that the Commonwealth is seeking an innovative solution for the provision of these services and the RFP sets out the minimum requirements related to both systems. MCI's proposal includes innovative solutions in the area of both public payphones and inmate phones, including value added services that are not available from any other contractor that will provide the Commonwealth a proposal under this RFP.

MCI believes that based on its experience and the experience of its support subcontractors, its proposal to the Commonwealth for inmate telephone services either meets, exceed, or expands upon all of the Commonwealths objectives listed above

Public Payphone Services

MCI understands and provides a solution to the Commonwealth to ensure that highly-reliable, extensively available, public telephone service is provided to its citizens, taxpayers, tourists, visitors, and others who want to place a call from a Commonwealth-owned or leased property. That such public payphone services are for all coin/card telephones located on Commonwealth-owned or leased property for agencies under the Governor's jurisdiction as well as other governmental agencies not under the Governor's jurisdiction, if they so elect to use this contract.

In addition, MCI's proposal for payphone telephone services was created taking into account the Commonwealth of Pennsylvania's three (3) major public payphone service objectives:

1. To ensure the provision of high-quality service for the users of public telephone service at Commonwealth locations.

2. To maximize the economic return to the Commonwealth and its agencies from the coin/card pay telephones while recognizing the Contractor costs of providing the services.

3. To provide dependable, well-maintained public coin/card telephone service to Commonwealth clients, consumers, and general telephone users at Commonwealth locations.

MCI believes that based on its experience and the experience of its support subcontractors, its proposal to the Commonwealth for public payphone services either meets, exceed, or expands upon all of the Commonwealths objectives listed above.

2. Present a summary of its proposal that includes an overview of the approach to completing the tasks identified in Part 5.

MCI Response: MCI has read, understands and provides the following summary of its proposal.

MCI has read the RFP, understands the requirements of the Commonwealth and provides a fully compliant proposal. The following is an overview of MCI's approach to completing the tasks required by the Commonwealth for the public payphone services.

MCI will serve as the prime contractor and direct the activities of our team to provide the services and products required for the Commonwealth's Public Telephone Service Program. The primary MCI point of contact for all aspects of the program will the MCI's dedicated full time Program Manager. The MCI Program Manager will provide day-to-day communications with the Commonwealth's public payphone entities. In addition, he/she will provide direction and oversight of our subcontractor and its resources in order to assure that all program requirements are met or exceeded.

MCI and PTS together will perform all aspects of installation, removal, polling, coin collection, billing, etc. PTS public payphone technicians will perform all preventative and remedial maintenance. Furthermore, the fact that MCI and PTS enjoy a successful history working together ensures the Commonwealth will have program continuity while we apply the individual strengths of each corporation to fulfill contract requirements and provide superior customer service.

3. Present a description of how the staff resources required by this RFP will be provided. Include timeframes for providing these resources.

MCI Response: MCI has read, understands, and provides the following information in response to this requirement.

All required staff resources for MCI and its subcontractor, PTS, to support MCI's proposal to the Commonwealth are in place today, except for MCI's public payphone Program Manager.

PTS, MCI's subcontractor providing all aspects of the public payphone service requirement for the Commonwealth, currently provides necessary payphone support services to some of the Commonwealth's phones today. Resources used by PTS in support of the Commonwealth, as well as other public payphone customers of PTS, will be used to support all of today's the Commonwealths payphones contained in the RFP as they are transitioned to MCI.

The MCI Program Manager will be dedicated to the Commonwealths and will be your single point of contact for all aspects of the public payphone services. In addition, the MCI Program Manager will provided oversight of all aspects of PTS resource performance. The MCI Program Manager will be hired upon award of the public payphone portion of this RFP and is expected to be in place within 60-120 days.

4. Explain how the project will be administered from a corporate level.

MCI Response: MCI has read, understands, and provides the following information in response to this requirement.

All aspects of MCI performance relating to the Commonwealth's public payphone program will be lead by Mr. Steve Viefhaus, Department of Corrections Line of Business Director. Mr. Viefhaus has overall administration and management authority for the successful implementation and on going performance of the Commonwealths project covered by this RFP. The Department of Correction Line of Business is part of MCI's Government Markets, State and Locale Enterprise Solutions organization.

The following is a list of MCI's management-level positions providing oversight and corporate level administration of the proposed services. Each of these management-

level positions has direct responsibility for the administration of performance of the resulting contract:

Mr. Steve Viefhaus
Director
Department of Corrections Line of Business
Phone: (636) 793-3457
E-Mail: steve.veifhaus@mci.com

Mr. Viefhaus provides overall organizational strategic management and directives to meet Line of Business and company goals and objectives. For the Commonwealth contract, Mr. Viefhaus will provide executive level support, oversight and guidance of all MCI operational, account, and field services resources supporting the Commonwealth. In addition Mr. Viefhaus will be the Commonwealths point of contact for any necessary executive level escalations. Mr. Viefhaus has been with MCI for approximately 25 years and has been supporting the MCI Department of Corrections line of business since its inception in 1989.

Mr. Keith Eismann
Sr. Manager
Department of Corrections Line of Business
Phone: (210) 484-3177
E-Mail: keith.r.eismann@mci.com

Mr. Eismann is the Senior Manager for MCI's Department of Corrections Line of Business with national responsible for sales and contract management. Mr. Eismann will provide oversight and direction to the Commonwealth's MCI assigned Account Team to insure positive customer relations, contract compliance, and day-to-day account management. In addition, Mr. Eismann will be responsible for meeting the business requirements of the contract and interacting with Commonwealth operations staff. Mr. Eismann's experience in and knowledge of the market is highly regarded as he has supported this Line of Business for the past 11 years. His understanding of the industry and management skills allows him the ability to effectively manage MCI's Department of Corrections Customer base, including public payphones.

Mr. Patrick Pline
Sr. Operations Manager, Eastern Region
Department of Corrections Line of Business
Phone: (518) 433-4019
E-Mail: patrick.pline@mci.com

Mr. Pline is the Senior Regional Operations Manager for MCI's Department of Corrections Line of Business, responsible for the Commonwealth of Pennsylvania. For the Commonwealth Mr. Pline responsibilities will include management oversight of the

day-to-day activities of MCI's Program Manager dedicated to supporting the Commonwealth. In addition Mr. Pline is responsible for overall project and program management, and Commonwealth's contact for escalations. For over 10 years Mr. Pline has supported MCI's offender calling services programs field operations activities for Eastern US regional customers, including related public payphones.

5. Explain how the prime Contractor plans to monitor and evaluate the performance of subcontractors (if used) and Contractor personnel.

MCI Response: MCI has read, understands, and provides the following information in response to this requirement.

During the implementation period of this contract, MCI will be monitoring, evaluating, and providing feedback to PTS on their performance practically daily. This feedback is part of MCI's standard implementation process and procedures.

After implementation and for the first year, MCI will meet with the Commonwealth every six months, or any other period of time deemed necessary, to obtain feedback on the performance of MCI and PTS. Each meeting with the Commonwealth will be followed by a meeting with PTS to review the Commonwealths feedback and MCI comments and feedback to assure that PTS's performance meets or exceeds the MCI and Commonwealth contractual requirements as well as any other subcontract requirements between MCI and the applicable subcontractor.

6. Explain the prime Contractor's experience and ability to assemble the best qualified consortium of service providers/subcontractors that can provide innovative and cost effective solutions which meet or exceed the requirements of this RFP.

MCI Response: MCI has read, understands, and provides the following information in response to this requirement.

MCI has a long term relationship with PTS; over ten (12) years. PTS has been providing various aspects supporting between 2,500 and 5,000 public payphones for MCI in support of its public payphone contract with the State of California. We have established a long term relationship with PTS to assure MCI's commitment to service and customer satisfaction. MCI has brought into the MCI team the most qualified and knowledgeable contractor available to support the Commonwealth. MCI knows how to provide public telephone services to a state – we have done it for over twelve (12) years for the State of

California, as well as providing various aspects of public payphone under MCI's numerous other departments of corrections contracts. Based on MCI's experience with PTS and its team, we will not using the Commonwealth as a testing board to see if we can provide quality service to state-wide located public telephones. In short, MCI has chosen a long time team member and highly qualified subcontractor in PTS to meet the Commonwealth's requirements.

7. Explain the Contractor's ability to effectively control and manage the strategic and operational aspects of a consortium of service providers/subcontractors which will allow the prime contractor to commit to liquidate damages.

MCI Response: MCI has read, understands, and provides the following information in response to this requirement.

MCI has a long term relationship with PTS; over ten (12) years. PTS has been providing various aspects supporting between 2,500 and 5,000 public payphones for MCI in support of its public payphone contract with the State of California. We have established a long term relationship with PTS to assure MCI's commitment to service and customer satisfaction. MCI has brought into the MCI team the most qualified and knowledgeable contractor available to support the Commonwealth. MCI knows how to provide public telephone services to a state – we have done it for over twelve (12) years for the State of California, as well as providing various aspects of public payphone under MCI's numerous other departments of corrections contracts. Based on MCI's experience with PTS and its team, we will not using the Commonwealth as a testing board to see if we can provide quality service to state-wide located public telephones. In short, MCI has chosen a long time team member and highly qualified subcontractor in PTS to meet the Commonwealth's requirements.

First and foremost, MCI as the prime contractor and as part of its standard pubic payphone is the Commonwealth's single point of contact for any aspect of the pay telephone service solution. The Commonwealth will not be required to contact any other entity directly for any aspect of pay telephone services.

Second, MCI's dedicated full time public payphone Program Manager and MCI's Regional Operations Manager will have contact and escalation information for every level of PTS. MCI and PTS has worked successfully with each other in the past, and MCI will escalate quickly and with resolve if contractually committed to timeframes are in jeopardy of being exceeded.

Finally, MCI's and PTS's upper management provide active oversight of any potential problem that cannot be readily resolved at lower levels.

8. Explain how the prime Contractor will work as a team with their subcontractor on this contract.

MCI Response: MCI has read, understands, and provides the following information in response to this requirement.

MCI has a long term relationship with PTS; over ten (12) years. PTS has been providing various aspects supporting between 2,500 and 5,000 public payphones for MCI in support of its public payphone contract with the State of California. We have established a long term relationship with PTS to assure MCI's commitment to service and customer satisfaction. MCI has brought into the MCI team the most qualified and knowledgeable contractor available to support the Commonwealth. MCI knows how to provide public telephone services to a state – we have done it for over twelve (12) years for the State of California, as well as providing various aspects of public payphone under MCI's numerous other departments of corrections contracts. Based on MCI's experience with PTS and its team, we will not using the Commonwealth as a testing board to see if we can provide quality service to state-wide located public telephones. In short, MCI has chosen a long time team member and highly qualified subcontractor in PTS to meet the Commonwealth's requirements.

First and foremost, MCI as the prime contractor and as part of its standard pubic payphone is the Commonwealth's single point of contact for any aspect of the pay telephone service solution. The Commonwealth will not be required to contact any other entity directly for any aspect of pay telephone services.

Second, MCI's dedicated full time public payphone Program Manager and MCI's Regional Operations Manager will have contact and escalation information for every level of PTS. MCI and PTS has worked successfully with each other in the past, and MCI will escalate quickly and with resolve if contractually committed to timeframes are in jeopardy of being exceeded.

Finally, MCI's and PTS's upper management provide active oversight of any potential problem that cannot be readily resolved at lower levels.

9. Does the prime Contractor typically manage a consortium of contractors to compete for services pertaining to this RFP? Provide examples.

MCI Response: MCI has read, understands, and provides the following information in response to this requirement.

MCI has a long term relationship with PTS; over ten (12) years. PTS has been providing various aspects supporting between 2,500 and 5,000 public payphones for MCI in support of its public payphone contract with the State of California. We have established a long term relationship with PTS to assure MCI's commitment to service and customer satisfaction. MCI has brought into the MCI team the most qualified and knowledgeable contractor available to support the Commonwealth. MCI knows how to provide public telephone services to a state – we have done it for over twelve (12) years for the State of California, as well as providing various aspects of public payphone under MCI's numerous other departments of corrections contracts. Based on MCI's experience with PTS and its team, we will not using the Commonwealth as a testing board to see if we can provide quality service to state-wide located public telephones. In short, MCI has chosen a long time team member and highly qualified subcontractor in PTS to meet the Commonwealth's requirements.

10. Provide the name, title, telephone number, FAX number, mailing address, e-mail address, and work hours of a person who will be available to answer any questions concerning its proposal.

MCI Response: MCI has read, understands, and provides the following information in response to this requirement.

The following individual will be able to answer any questions concerning MCI's proposal to the Commonwealth of Pennsylvania:

Mr. Keith Eismann
Phone: 210-484-3177
Fax: 210-484-5208

MCI
Attn: Mr. Keith Eismann
20855 Stone Oak Parkway
San Antonio, TX 78258

Mr. Eismann is available to be contacted anytime from 8am to 6pm, Central Standard Time. Mr. Eismann is also available anytime via is cell number (210) 385-2350.

Tab 4 – Corporate Background and Experience

It is critical to the Commonwealth that the Contractor has a considerable amount of experience in providing telephone services. This TAB allows the Contractor to present the qualifications of the corporation, and its staff and those of the proposed subcontractors, (if any), relative to the services requested in this RFP. In this TAB, the Contractor must:

1. Describe the proposed Contractor structure, if any, and describe the responsibilities and role of each subcontractor.

MCI Response: MCI has read, understands and provides the following information as required by this RFP requirement.

MCI is proposing as the prime contractor for any contract resulting from this RFP, and will be the Commonwealths single point of contact for all coin/card Public Payphone program equipment and services, and for meeting all RFP requirements. As the prime contract, MCI will be using two (1) subcontractor in a support role: Jaroth Incorporated D/B/A pacific Telemanagement Services ("PTS"). MCI will manage all aspects of equipment and services to be provided by PTS in meeting the RFP requirements.

Jaroth Incorporated d/b/a Pacific Telemanagement Services ("PTS")

For this RFP, PTS will be subcontracted to provide turn-key Coin/Card Public PayPhone Service for all coin/card public payphones to include full time technical staff, installing, moving, removing, collecting, counting coins from and repairing the phones. The service provided will involve a number of people on a part-time basis at both PTS and PTS' subcontractors.

The following is the organizational reporting structure and subcontractor reporting relationship of MCI and PTS that will support the contract.

Sr. Executive Management	Mr. Steve Viefhaus Director	Mr. Michael Rossi Executive Director of Business Management
Sr. Sales and Contract Oversight	Mr. Keith Eismann Sr. Sales Manager	Mr. Stuart Seiler Director of Business Management
Sr. Implementation and Operational	Mr. Patrick Pline Sr. Regional Operations	Mr. Tony Zumbo General Manager

Oversight	Manager	
PA Public Payphone Operational Support	MCI Program Manager	Mr. Michael Keane Project Manager
Other	Installation Support Team	Field Support Technicians

2. For each subcontractor, the following data must be provided:

a. Contract Information:

Provide the following information for the **prime Contractor:**

Complete company name, address and telephone number.

Federal identification number.

State in which company is incorporated.

Description of company's organization, including organization charts, and indicates company offers by name, where applicable.

Principal type of business.

Total number of years in the principal business.

Number of years in the telecommunications business.

Total full time work force assigned to contract functions.

Total full time telephone system and services work force located in where you are proposing to serve.

MCI Response: MCI has read, understands and has provided in the pages to follow response to each of the items 1 through 9 listed above.

Requirement and MCI Response
1. Complete company name, address and telephone number
MCI Communication Services, Inc. 22001 Loudoun Parkway Ashburn, VA 20147 Phone: (703) 886-5900

2. Federal identification number.
MCI Communications Services, Inc.'s Federal Identification Number is 47-0751768.
3. State in which company is incorporated.
MCI Communications Services, Inc. is a corporation incorporated in the State of Delaware.
4. Description of company's organization, including organization charts, and indicates company offers by name, where applicable.
MCI is a public traded company with multiple organizational layers and divisions. MCI's operations are organized into three distinct business units defined by their respective customer bases: Enterprise Markets, US Sales & Service and International & Wholesale Markets. Under US Sales & Service is the Government Markets Division and its State and Local Enterprise Solutions organization. The Commonwealths program is supporting by State and Local Enterprises Department of Corrections Line of Business. MCI has provided the Department of Corrections relational reporting structure supporting the Commonwealth in our response to Nr. 1 above. However, the following information is provided on the MCI President and CEO, his Executive Team, and the MCI Board of Directors.

Michael Capellas

President and Chief Executive Officer (CEO)

MCI

22001 Loudoun Parkway

Ashburn, VA 20147

Phone: (703) 886-5900

Michael D. Capellas, a 30-year veteran of the information technology business, is president and CEO of MCI, a leading global communications provider, delivering converged communications and innovative solutions for consumers and customers ranging from small businesses to governments to the elite members of the Fortune 500.

Prior to joining MCI in December 2002, Capellas, 50, was president of Hewlett-Packard Company. Previously, he was the chairman and CEO of Compaq, having joined the company in 1998 as chief information officer and also serving as chief operating officer before being named CEO in July 1999.

MCI Executive Team

Robert T. Blakely

Executive Vice President and Chief Financial Officer (CFO)

MCI

22001 Loudoun Parkway

Ashburn, VA 20147

Robert T. Blakely, Ph.D., is Executive Vice President and Chief Financial Officer of MCI. He is the former founder and president of the investment firm Performance Enhancement Group Inc. Previously Blakely has served as CFO of prestigious companies such as Lyondell Chemical Company, Tenneco Inc., and U.S. Synthetic Fuels Corporation.

Fred M. Briggs

President, MCI Operations and Technology

As president of MCI's Operations and Technology global organization, Fred Briggs oversees one of the largest facilities based communications networks in the world. Briggs is responsible for the complete engineering and operation of MCI's seamless global voice, data and IP networks which span more than 2,600 cities in 140 countries touching six continents.

Daniel Casaccia

Executive Vice President for Human Resources

In this capacity, Casaccia leads MCI's HR operations and defines its HR policies for the company's employees worldwide. His organization assists employees as they navigate human resources programs including compensation and benefits, training and development and corporate HR policies.

Johathan Crane

Executive Vice President of Strategy and Corporate Developement

In that role, Crane is responsible for guiding the company's strategic ventures and alliances, identifying strategic opportunities and technologies to help MCI build its business.

Daniel E. Crawford

Acting President, International and Wholesale

In that capacity, Crawford leads MCI's efforts to leverage its global reach and capabilities to meet the dynamic and growing opportunities to provide converged data, voice and internet services around the world.

Elizabeth Hackenson

Executive Vice President and Chief Information Officer (CIO)

In that capacity she provides technology vision and leadership for developing and implementing IT initiatives to provide MCI a competitive edge in the ever-evolving telecom marketplace.

Nancy Higgins

Executive Vice President of Ethics and Business Conduct

Ms. Higgins reports to the Office of the Chief Executive and the MCI Board of Directors and is responsible for corporate wide ethics and business conduct.

Wane Huyard

President, U. S. Sales and Service

Mr. Huyard is responsible for leading MCI's efforts in Enterprise, commercial and consumer markets. He is also responsible for companywide product development and marketing. Previously President of MCI Mass Markets, the 20-year MCI veteran was a force behind Mass Markets' most compelling product achievements, including The Neighborhood, America's first nationwide all-distance consumer phone service.

Anastasia Kelly

Executive Vice President and General Counsel

In her capacity as the company's chief legal officer, Kelly leads MCI's domestic and international legal, regulatory, and legislative efforts. Prior to joining MCI, Kelly was senior vice president and general counsel of Sears, Roebuck and Co., where she was responsible for developing and implementing the corporate legal policy and strategy for that $40 billion retail and financial services company.

Grace Chen Trent

Senior Vice President of Communications and Chief of Staff to the CEO

Ms. Chen Trent is responsible for Corporate Communications, Employee Communications, Community Relations, the MCI Foundation, and the Office of the CEO. She joined MCI from Compaq Computer Corporation, which merged with Hewlett-Packard in 2001.

MCI Board of Directors

Nicholas deBelleville Katzenbach

Chairman, Board of Directors

MCI

22001 Loudoun Parkway

Ashburn, VA 20147

Katzenbach served as deputy U.S. Attorney General under President John F. Kennedy, as U.S. Attorney General (1964-66), and as under-Secretary of State under President Lyndon B. Johnson. From then until retirement, he served as General Counsel to the I.B.M. Corporation.

Katzenbach served in the U.S. Air Force from 1941 to 1945. He received a B.A. from Princeton in 1945 and an LLB from Yale in 1947, followed by a Rhodes scholarship in Oxford, England. He received Honorary Degrees from Princeton, Rutgers, Bard, Brandeis, Northeastern, Georgetown, Seton Hall, Bridgeport, Tufts, Ohio Northern, and Miami Universities. He practiced law in New Jersey and New York, and taught law first at Yale Law School and then at the University of Chicago Law School.

He has published (with Morton A. Kaplan) The Political Foundations of International Law (1961), as well as many articles for professional journals. He is active in the American Bar Association and other legal organizations.

Among his many honors and distinctions are the Woodrow Wilson Award, Princeton University, 1966; Distinguished Service Award, Yale Law School, 1969; and Citation of Merit, Yale Law School, 1992.

Dennis Beresford

Ernst & Young Executive

Professor of Accounting, The University of Georgia

Beresford is a member of the faculty at the University of Georgia's Terry College of Business and a two-term chairman of the Financial Accounting Standards Board. Beresford joined the Terry College of Business as an executive professor in July 1997.

Beresford served two five-year terms (1987 to 1997) as chairman of the FASB, the body responsible for setting the accounting standards U.S. corporations follow when issuing financial statements to the public. Prior to the FASB, Beresford spent 26 years with Ernst & Young, where he served as national director for accounting standards.

Beresford has served as a consultant to audit committees of public companies and has provided expert witness services to several corporations and accounting firms. He also is a director of Kimberly-Clark Corporation and Legg Mason, Inc.

In February 2002, Beresford provided expert testimony before the Senate Banking Committee on how accounting practices and federal regulations might be changed to prevent a recurrence of the questionable accounting practices that contributed to the collapse of Enron and Arthur Andersen.

Michael Capellas

President and CEO, MCI

Michael D. Capellas, a 30-year veteran of the information technology business, is president and CEO of MCI, a leading global communications provider, delivering converged communications and innovative solutions for consumers and customers ranging from small businesses to governments to the elite members of the Fortune 500.

Prior to joining MCI in December 2002, Capellas, 50, was president of Hewlett-Packard Company. Previously, he was the chairman and CEO of Compaq, having joined the company in 1998 as chief information officer and also serving as chief operating officer before being named CEO in July 1999.

W. Grant Gregory, Chairman

Gregory & Hoenemeyer, Merchant Bankers

Gregory, chairman and co-founder of Gregory & Hoenemeyer, Merchant Bankers, has served as chairman of audit, governance and nominating, Special Independent Directors and compensation committees for a number of NYSE member companies. He spent 24 years at Touche Ross & Co., serving from 1982 to 1986 as chairman. While at Touche Ross, Gregory became an internationally acclaimed authority on tax policy and economic development and participated in a number of M&A transactions and restructurings. In the mid-1980's, he served as a member of the U.S. Trade Representative's advisory committee on international trade in services.

Gregory graduated with distinction from the University of Nebraska in 1964, where he was later awarded an Honorary Doctorate of Humane Letters, as well as the Builder Award, the University's highest non-academic recognition. Gregory completed advanced management studies at New York University and Harvard University's Graduate School of Business, and attended the Air Force War College.

Judith Haberkorn

retired President, Bell Atlantic, Consumer Sales & Service

As one of the first women recruited in 1968 to participate in AT&T's executive management-training program, Haberkorn's telecommunications career has been marked by several accomplishments. Prior to her retirement in June 2000, Haberkorn was appointed in 1998 president of Bell Atlantic Consumer Sales & Service, managing a 20,000-employee team, covering 13 states and the District of Columbia.

Haberkorn was appointed an officer of NYNEX Corporation in 1990, where she served as vice president of Materials Management for the company's Telesector Resources Group. Prior to that, she became the first female general manager of Special Services in 1988, responsible for providing telecommunications services to New England's largest corporate customers. Later that same year, she was named general manager of Access Markets, Marketing and Technology, leading a billion-dollar business unit that provided the largest and most profitable customers with a range of regional, national and international telecommunications access services.

Haberkorn is a member of several prominent national and international business groups and is a member of the visiting committee of the Harvard Business School. She is chair emerita for the Committee of 200. She holds a bachelor's degree from Briarcliff College in New York and completed Harvard Business School's Advanced Management Program.

Laurence E. Harris

Counsel, Patton Boggs LLP

Harris joined Patton Boggs in 2001 and concentrates his practice on legislative, regulatory, international, and business issues. Prior to joining Patton Boggs, Harris was senior vice president and general counsel of Teligent, an international telecommunications company. In this position, he developed and maintained the company's political relationships with the White House, Congress, and state and federal regulators. He also oversaw international development activities.

From 1992 to 1996, Harris was senior vice president for law and public policy for MCI. In this capacity, he was responsible for MCI's federal and state regulatory relationships, and was responsible for MCI's political relationships with the White House, Congress, and state and federal regulators.

From 1982 to 1992, Harris served as president and chief executive officer for International Telecom Systems, Inc. and CRICO Communications, and president and chief operating officer of Metromedia Telecommunications. Prior to Metromedia, Harris was chief of the FCC's Mass Media Bureau.

From 1972 to 1982, Harris served as a vice president of law and public policy for MCI, managing corporate relations for the Federal Communications Commission (FCC) and the office of Telecommunications Policy at the White House.

Harris was a Lieutenant in the U.S. Navy, serving in the destroyer fleet. He was admitted to the Pennsylvania Bar and is a member of the board of the Georgetown University Law School, his alma mater. His undergraduate degree is from Columbia University.

Eric Holder

former Deputy Attorney General of the United States

Eric Holder, currently a partner at Covington & Burling, is the former Deputy Attorney General of the United States and U.S. Attorney for the District of Columbia. Confirmed in 1993 as the first African-American to serve as the U.S. Attorney for the District of Columbia, Holder, among other accomplishments, created a Domestic Violence Unit, implemented a community prosecution project for safer neighborhoods, and supported a renewed enforcement emphasis on hate crimes.

In 1997, President Clinton appointed Holder to serve as Deputy Attorney General, the number-two position in the United States Department of Justice. In his role, Holder supervised all of the Department's litigation, enforcement, and administrative components in both civil and criminal matters.

As Deputy Attorney General, Holder was at that time the highest-ranking African-American person in law enforcement in the history of the United States. He held the title until the transition to the Bush Administration and briefly served under President George W. Bush as Acting Attorney General pending the confirmation of Attorney General John Ashcroft.

A graduate of Columbia College and Columbia Law, Holder began his legal career in 1976 at the Department of Justice as part of the Attorney General's Honors Program, where he was assigned to the newly formed Public Integrity Section. He investigated and prosecuted official corruption on local, state, and federal levels. In 1988, President Ronald Reagan nominated Holder to become an Associate Judge of the Superior Court of the District of Columbia. The Senate confirmed Holder later that year and during his five-year term, he presided over hundreds of civil and criminal trials.

Mark Neporent

Chief Operating Officer, General Counsel and

Senior Managing Director, Cerberus Capital Management, LP

Since April 1998, Mr. Neporent has served as chief operating officer, general counsel and senior managing director of Cerberus Capital Management, LP, a multi-billion dollar investment management firm. He previously worked as a partner at Schulte Roth & Zabel LLP, in New York, in the Business Reorganization and Finance Group. Mr. Neporent began his legal career with Otterbourg, Steindler, Houston & Rosen, PC, as an associate in the Creditors' Rights Department.

Mr. Neporent was admitted to the New York State Bar in 1983 and the Connecticut Bar in 1982. He is a trustee of the Association of Bankruptcy Professionals (1990-1996) and the Committee on Bankruptcy and Corporate Reorganization, for the Association of the Bar of the City of NY (1994-1997). He is a member of the New York State Bar Association and the American Bar Association. He received his Bachelors Degree from Lehigh University in 1979, and his law degree from the Syracuse University College of Law, cum laude, in 1982.

C.B. Rogers, Jr.

Former Chairman and Chief Executive Officer, Equifax

Rogers served as Chairman of the Board and Chief Executive Officer of Equifax from October1989 through October 1995. From 1995 to 1999 he served as its Chairman.

Prior to his joining Equifax, Rogers held numerous executive positions over thirty-three years with IBM. Rogers was the first President of IBM's General Systems Division, and was subsequently elected IBM Senior Vice President and head of IBM's U.S. marketing and services operations as Group Executive of the Information Systems Group, which encompassed its seven domestic divisions. Prior to his retirement, Rogers was IBM Senior Vice President for Corporate Staff Operations and a member of IBM's management committee.

Rogers has been active in community affairs in Atlanta, serving as Chairman of the Board of the Woodruff Arts Center, President-elect of Atlanta Chamber of Commerce, and the Piedmont Hospital Foundation. In 1998, he served as one of the original members of the organizing committee, which raised funds to bring the 1996 Summer Olympics to Atlanta.

Rogers is a graduate of Gettysburg College, where he was awarded an Honorary Doctor of Laws Degree and an M.B.A. from George Washington University.

Rogers has served on a number of corporate boards including Sears, Roebuck and Company, Teleport Communications Group, Morgan Stanley Dean Witter, Oxford Industries, Briggs and Stratton, Lainer Worldwide, Datagistics and ChoicePoint, where he was its founding Chairman.

Rogers has been active in corporate governance affairs and served as Chairman of the Sullivan Advisory Group, a non-profit organization dedicated to good corporate governance.

5. Principle type of business.

MCI is the United States' second largest long distance company for residential and enterprise/business customers. MCI owns, operates, monitors and maintains one of the largest communications networks in the world. MCI Long Distance delivers calls worldwide via MCI's intelligent network. Our network facilities are throughout North America, Latin America, Europe, Africa, and the Asia-Pacific region, in more than 140 countries and over 2,800 cities. Our 98,000-mile fiber optic network is designed to support the largest array of data communications and voice products in the world. In addition, MCI Local Service carries calls that begin and end within your local calling area. Features include operator services, directory assistance, 911 service, and more. MCI has more than 120 local switches and 9,000 miles of fiber-optic cable, serving more than 90 metropolitan areas across the U.S.

6. Total numbers of years in the principle business.

MCI was founded in 1968. MCI Communications Services, Inc. (f/k/a MCI WORLDCOM Communications, Inc.) was first incorporated on January 3, 1992, under the name WorldCom Technologies, Inc. WorldCom Technologies, Inc. became MCI WORLDCOM Communications, Inc. in 1999. MCI WORLDCOM Communications, Inc. became MCI Communications Services, Inc. on June 1, 2005.
7. Number of years in the telecommunications business.
MCI was founded in 1968. MCI Communications Services, Inc. (f/k/a MCI WORLDCOM Communications, Inc.) was first incorporated on January 3, 1992, under the name WorldCom Technologies, Inc. WorldCom Technologies, Inc. became MCI WORLDCOM Communications, Inc. in 1999. MCI WORLDCOM Communications, Inc. became MCI Communications Services, Inc. on June 1, 2005.
8. Total full time workforce assigned to contract functions.
The Department of Corrections Line of Business has over 150 full time employees, all performing various tasks to meet the contract functions of all its department of corrections and public payphone customers. These same employees will work to support the Commonwealths program.
9. Total full time telephone system and service work force located in where you are proposing to serve.
MCI's proposal includes dedicated full time in-state Program Manager to support the Commonwealth's public telephone program. In addition, MCI's subcontractor, PTS, will utilized full time non-dedicated personnel as required to meet all program requirements – total number of such personnel are to be determined based on the actual number of public pay telephones required to be supported at any given time.

b. Contract Information for Subcontractors: Contractors must submit with their proposals a list of all subcontractors that are expected to be used under the Contract and the activities to be accomplished by the subcontractors under the Contract.

If **subcontractors** are proposed in this bid, answer the following for each:

Complete subcontractor name and address.

Federal identification or social security number. State in which incorporate, if applicable.

Type business.

Total years in the business for which the Sub is being proposed in this bid.

Number of years in the telecommunications business.

Provide a financial statement or company annual report for each of the latest year.

How many projects similar to the functions proposed in this bid have been worked on in the past three (3) years.

Provide as many as possible but no less than three (3) references for the project described in number 7 above. Include at least the following information:

Company name

Address

Type of business

Description of the element(s) of the project being assigned.

Identify any subcontractor(s) and its role in these studies or projects.

A brief description of the system or hardware to be installed.

Contract person and alternate:

Name

Title

Phone number

Address

Hours available

Total full time work force assigned to projects related to project on this bid.

Total full time work force located in the Commonwealth being proposed by the response to this bid.

MCI Response:

MCI has read, understands and provides the following information as required by this RFP requirement.

MCI is proposing as the prime contractor for any contract resulting from this RFP, and will be the Commonwealths single point of contact for all coin/card public payphone program equipment and services, and for meeting all RFP requirements. As the prime contract, MCI will be using Jaroth Incorporated d/b/a Pacific Telemanagement Services ("PTS") in a support role. MCI will manage all aspects of equipment and services to be provided by PTS.

Jaroth Incorporated d/b/a Pacific Telemanagement Services ("PTS")

Requirement and MCI Response Relating to Pacific Telemanagement Services (PTS)
1. Complete company name and address.
Below is the company name and the address of the primary PTS business contact for the proposed services: Jaroth Incorporated d/b/a Pacific Telemanagement Services ("PTS") Attn: Stu Seiler 3207 Northwood Drive Highland Village, TX 75077
2. Federal identification or social security number. State in which incorporated, if applicable.
Jaroth Incorporated's federal identification number is 94-3017874.
3. Type of business
Pacific Telemanagement Services provides all aspects of public payphone services as a prime and subcontractor to both public and private entities. .
4. Total years in the business for which the Sub is being proposed in this bid
Pacific Telemanagement Services has been in the business for which MCI is proposing in this bid for seventeen (17) years.
5. Number of years in the telecommunications business.
Pacific Telemanagement Services has been in the telecommunications business for seventeen (17) years.
6. Provide a financial statement or company annual report for each of the latest year.

Jeroth Incorporated's consolidated balance sheet and income statement for 2004 is provided at the end of this table.
7. How many projects similar to the functions proposed in this bid have been worked on in the past three (3) years.
In the past three years, Pacific Telemanagement Services has worked on twelve (12) projects with functions similar to those in this RFP
8. Provide as many as possible but no less than three (3) references for the project description in number 7 above. Include at least the following information: **a. Company name** **b. Address** **c. Type of Business** **d. Description of the element(s) of the project being assigned.** **e. Identify any subcontractor(s) and its role in these studies or projects.** **f. A brief description of the system or hardware to be installed.** **g. Contract person and alternate:** **i. Name** **ii. Title** **iii. Phone Number** **iv. Address** **v. Hours available** **h. Total full time work force assigned to projects related to project on this bid.** **i. Total full time work force located in the Commonwealth being proposed by the response to this bid.**

The following Pacific Telemanagement Services references are provided. Additional references are available upon request.

Reference 1 – State of California, Public Access Telephone Services Contract

MCI, Inc.
11080 White Rock Road, Suite 100G
Rancho Cordova, CA 95670

PTS provides installation, adds/moves/changes, maintenance services, phone polling, coin collection, dial around processing, and reporting to MCI in support of its contract with the State of California. This provides pay telephone support for over 100 state and local agencies, and other pubic entities and covers over 2500 public payphones located throughout the state.

Contact Person
Mr. Ken McNeil, MCI Operations Manager
(916) 779-1937

Reference 2 – 7-Eleven, Inc.

7-Eleven, Inc.
2711 North Haskell
Dallas, TX 75204

7-Eleven is the world's largest operator, franchisor and licensor of convenience stores. Worldwide, they have almost 28,000 stores with almost 6,000 in the US. This account has 5 subcontractors that provide labor for installation, moves, removals, coin collection, coin counting, maintenance and repair; 1) Coin Mach, 2) Coin-Tel Services, 3) Interstate Telecommunications Inc., 4) National Telecoin and 5) Paracom Inc.

The Contractor currently provides 1,620 Public Payphones to over 1,000 7-Eleven stores under a subcontract with Verizon. These public payphones are generally outdoor, with pedestals and enclosures. The installations have Protel Coinphones that are being polled with ExpressNet software.

Contact Person:
John Dyer, Category Manager
(214) 828-7856

Reference 3 – Cracker Barrel Restaurants

Cracker Barrel Restaurants c/o T&M Management Services
P.O. Box 557
Hermitage, TN 37128

Cracker Barrel owns/operates a chain of 535 restaurants/stores in 41 states throughout the US. This account has 5 subcontractors that provide labor for installation, moves, removals, coin collection, coin counting, maintenance and repair; 1) Coin Mach, 2) Coin-Tel Services, 3) Interstate Telecommunications Inc., 4) National Telecoin and 5) Paracom Inc. The Contractor currently provides 392 Public Coinphones for Cracker Barrel Restaurants under a subcontract through Verizon. The installations have Protel Coinphones that are being polled with ExpressNet software.

Contact Person:
Melissa Cox, President of T&M Management
(615) 847-4721