



**COMMUNITY TELECOMMUNICATIONS NETWORK /
WAYNE STATE UNIVERSITY
REQUEST FOR PROPOSAL FOR LEASE OF
EBS EXCESS CHANNEL CAPACITY AND BRS CHANNELS
FOR ADVANCED WIRELESS TELECOMMUNICATION SERVICES
2005**

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**Wayne State University
Purchasing Department**

August 26, 2005



Purchasing Department
Detroit, Michigan 48202
(313) 577-3734
FAX (313) 577-3747

Finance and Facilities Management

August 26, 2005

ATTN: _____

Community Telecommunications Network and Wayne State University (CTN & WSU) invite you to participate in the Request for Proposal process for the Lease of EBS / BRS Channel Capacity For Advanced Wireless Telecommunication Services. The Contracts are expected to commence in December, 2005.

We have the bid information package complete with the Request for Proposal and complete specifications available for downloading from the University Purchasing Web Site at http://www.wayne.edu/wsupurch/Adv_bid/Adv_bid.html (include capitalization and underscores) as of August 26, 2005. When visiting the Web Site, click on the "Technology" link in green. Copies of the RFP will not be available at the pre-proposal meeting. If you are interested in participating in this process, it is **recommended** that you and/or responsible representatives of your organization attend our pre-proposal meeting to be held:

September 9, 2005 at 10:30 a.m.
Wayne State University
Student Center Building
5221 Gullen Mall Avenue, Hilberry B (2nd floor)
Detroit, MI 48202

For your convenience. A map of the University and appropriate parking lots can be downloaded and printed from: <http://www.parking.wayne.edu/page9.html> . Guest parking is available in any of the University student and guest lots for \$3.50 (change is dispensed in quarters). Due to time constraints, Bidder / Lessees are encouraged to avoid parking at meters on the street (especially blue "handicapped" meters). Please confirm your attendance at the **recommended** pre-proposal meeting by faxing Appendix 2 to Ms. Pat Milewski at (313-577-8277) or by calling her at (313) 577-3749 no later than noon on September 8, 2005.

We hope to see you at the **recommended** meeting on September 9, 2005. If you do download your copy in advance, please bring your copy of this Request for Proposal for reference during the meeting, along with your business cards. Should you have any questions or concerns about this invitation, please contact me at (313) 577-3733, or in my absence, Kenneth Doherty at (313) 577-3756. Thank you for your interest in doing business with CTN & WSU.

Sincerely,

Joan M. Gossman, C.P.M., A.P.P.
Director of Purchasing
Enc.



Finance and Facilities Management

Purchasing Department
Detroit, Michigan 48202
(313) 577-3734

FAX (313) 577-3747

**September 9, 2005 – 10:30 a.m. Recommended Pre-Proposal Meeting
Request for Proposal For Lease of EBS / BRS Channel Capacity - 2005**

AGENDA

I. Welcome and Introductions

- A. Community Telecommunications Network and Wayne State University Representatives
- B. Bidder / Lessee Representatives
- C. Sign in Sheet- be sure to include your fax number and email address (LEGIBLY) on the sign in sheet
- D. Pass your business cards to: Joan Gossman

II. Brief Overview of the Community Telecommunications Network and Wayne State University

III. Purpose and Intent of The RFP

- A. Detailed review of the RFP and the requirements for a qualified response.
- B. Review of all pertinent dates and forms that are REQUIRED for a qualified response.

IV. Bidder / Lessee Questions/Concerns/Issues

- A. Questions that can be answered directly by the appropriate person in this meeting will be answered and both question and answer will be recorded in the minutes of the meeting.
- B. Questions that need to be researched will be answered in the minutes of the meeting.
- C. Minutes will be emailed to all participants of the meeting within a reasonable amount of time. (be sure to include your email address/addresses on the sign in sheet)
- D. Questions and concerns that come up after this meeting are to be addressed to the Purchasing Department only. Discussion with other University or CTN members is strictly prohibited and could lead to disqualification from further consideration. All questions and answers will be recorded and emailed to all parties attending the Pre-Proposal Meeting or otherwise demonstrating an intent to participate in the RFP process.

V. Proposal Due Date- September 30, 2005 - 4:00 p.m.

VI. Final Comments

VII. Adjourn

**REQUEST FOR PROPOSAL AND SPECIFICATIONS
LEASE OF EBS / BRS CHANNEL CAPACITY
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SCHEDULES TO BE SUBMITTED WITH Bidder / Lessee PROPOSAL

- Schedules A1, Proposal Certification
- Schedules A2, Non-Collusion Affidavit
- Schedule B, *(DELETED)*
- Schedules C, Royalties Schedule
- Schedule D, Summary Questionnaire

APPENDICES

- Appendix 1, Wayne State University Map *(to be downloaded separately)*
- Appendix 2, Registration/Intent Form

EXHIBITS TO BE SUBMITTED WITH Bidder / Lessee PROPOSAL(S)

- Exhibit 1, Exceptions/Restrictions (if any)
- Exhibit 2, Profile/Experience//Resume's/References
- Exhibit 3, Bidder / Lessee Action/Implementation Plan
- Exhibit 4, Sample Management Reports

NOTE

Proposals may be subject to public review after contracts have been awarded. Bidders responding to this request for proposal are cautioned not to include any proprietary information as part of their proposal. Unless such proprietary information is carefully identified as such in writing, and CTN & WSU accept, in writing, the information as proprietary.

I. INTRODUCTION

- A. The Community Telecommunications Network, Inc. (CTN) is a Michigan not-for-profit corporation, qualified under Section 501(c)(3) of the Internal Revenue Code, with six member institutions. Member institutions hold licenses for a total of 16 of the 20 Educational Broadband Service (EBS) channels (all but the A group) in the Metropolitan Detroit market. The members are as follows; Detroit Educational Television Foundation, Detroit Public Schools, Macomb Intermediate School District, Oakland Schools, Wayne Regional Educational Service Agency, and Wayne State University.

Wayne State University (WSU) is a public university located in the heart of Metropolitan Detroit. In addition to the EBS channels noted above, WSU holds the commercial license for the Broadband Radio Service (BRS) channels E1, E2, E3 and E4.

- B. The Purchasing Department (PD) of WSU is soliciting proposals from prospective organizations, hereafter referred to as Bidder / Lessee(s), who are interested in the Lease of EBS / BRS Channel Capacity. This is a request for proposals to lease excess capacity (as defined by the regulations of the Federal Communications Commission) on 16 (sixteen) Educational Broadband Service (EBS)ⁱ and to lease 4 (four) Broadband Radio Service (BRS) channels in Metropolitan Detroit for the provision of advanced wireless communication services. The EBS channels are being offered by CTN and the BRS channels by WSU.

This Request For Proposal (RFP) outlines basic requirements as specified in the Scope of Work section of the RFP (Section IV). Proposals submitted are to be in accordance with the outline and specifications contained herein and are to remain in effect a minimum of 120 days from the date of submission. A statement to this effect should be contained in the Bidder / Lessee's cover letter.

It is CTN & WSU's intent to establish long-term relationships with Bidder/Lessee(s) consistent with FCC regulations. At present, we envision a lease period of fifteen (15) years commencing around December 2005 and ending around December 2020, assuming this can be done consistent with FCC regulations.

Bidder / Lessee(s) selected shall have an excellent track record and shall provide CTN & WSU with top priority commitment.

- C. CTN & WSU reserve the right to accept, reject, modify, and/or negotiate any and all proposals received in conjunction with the Request for Proposal. We reserve the right to waive any defect or informality in the Proposals on the basis of what we consider to be in our best interests. Any proposal which we determine to be incomplete, conditional, obscure, or has irregularities of any kind, may be rejected. We reserve the right to award to the firm, or firms, which in our sole judgment, will best serve our long-term interests.
- D. This Request for Proposal (RFP) in no manner obligates CTN & WSU to the eventual signing of an agreement, until confirmed by written agreement, and may be terminated by CTN & WSU without penalty or obligation at any time prior to the signing of an agreement.
- E. Expenses for developing and presenting proposals shall be the entire responsibility of the Bidder / Lessee and shall not be chargeable to CTN & WSU. All supporting documentation and manuals submitted with this proposal will become the property of CTN & WSU unless otherwise requested by the Bidder / Lessee, in writing, at the time of submission, and agreed to, in writing, by CTN & WSU.

ⁱ 5% of EBS channel capacity is to be retained by the CTN Member Institutions as required by FCC regulations.

- F. All questions concerning this Request for Proposal are to be directed to Joan Gossman, Director of Purchasing at (313) 577-3733, Fax (313) 577-3747 or Email ad3817@wayne.edu or in her absence to Kenneth Doherty, C.P.M. Associate Director, at (313) 577-3756, Email, ac0578@wayne.edu. Under no circumstances may a Bidder / Lessee contact other individuals at CTN & WSU, to discuss any aspect of this RFP, unless expressly authorized by the WSU Purchasing Department to do so.

II. INFORMATION FOR Bidder / Lessee

A. General

This RFP contains requests for information. Bidder / Lessees, however, in responding to this RFP, are encouraged to provide any additional information they believe relevant.

Bidder / Lessees are encouraged to examine all sections of this RFP carefully, in that the degree of interrelationship between sections is high. Clause headings appearing in this RFP have been inserted for convenience and ready reference. They do not purport to define, limit or extend the scope of intent of the respective clauses.

Whenever the terms "must" "shall" "will" "is required" or "are required" are used in the RFP, the subject being referred to is to be a required feature of this RFP.

In those cases where mandatory requirements are stated, material failure to meet those requirements could result in disqualification of the Bidder / Lessee's response. Any deviation or exception from RFP specifications must be clearly identified by the Bidder / Lessee in its proposal, specifically under the category "Restricted Services" as Bidder / Lessee's Exhibit 1. Otherwise, check the box indicating "None" on the Proposal Certification Schedule A1.

B. Recommended Pre-Proposal Meeting

Attendance at a pre-proposal meeting on **September 9, 2005 at 10:30 a.m.**, in the Student Center Building, located at 5221 Gullen Mall Avenue - Hilberry B (2nd floor), Detroit, MI 48202, is **recommended** as a condition for submitting a quotation. Pre-registration for the meeting is to be made on or before noon - September 8, 2005. Please complete and fax Appendix 2 to the attention of Ms. Pat Milewski at (313) 577-8277 to make your reservation, or call her at (313) 577-3749 to confirm your attendance.

During this meeting, we will answer any questions you may have to clarify any ambiguities in this Request for Proposal. Answers to questions that cannot be addressed during this meeting will be e-mailed to all Bidder / Lessees and posted on the web site at **http://www.wayne.edu/wsupurch/Adv_bid/Adv_bid.html** as soon as they are obtained. Please bring your business cards with e-mail addresses to the PRE-BID meeting.

C. Calendar of Events

<u>Activity</u>	<u>Responsibility</u>	<u>Date</u>
Formal Release of RFP – Lease of EBS / BRS Channel Capacity 2005	Purchasing (PD)	August 26, 2005
Recommended Pre-Proposal Meeting to be held in the WSU Student Center Building, 5221 Gullen Mall Avenue – Hilberry B (2nd floor), Detroit, MI 48202	PD/Evaluation Team (ET) / Bidder / Lessees	September 9, 2005 10:30 a.m.
Deadline for Proposal-related questions	Bidder / Lessees	September 22, 2005
Delivery of Proposals to Wayne State University, Academic/Administration Bldg., Purchasing Department, 5700 Cass Avenue, 4 th Floor, Suite 4200, Detroit, MI 48202	Bidder / Lessees	September 30, 2005 by 4:00 p.m.
Evaluation of Proposals	ET/PD	October, 2005
Presentations by Selected Bidder / Lessees	ET/PD	October, 2005
Announcement of Selected Bidder / Lessee(s)	PD	November, 2005
Contract Commencement	Bidder / Lessee(s)	December, 2005

CTN & WSU will make every effort to adhere to the above schedule. It is subject, however, to time extensions at CTN & WSU's discretion.

D. Examination of the Request for Proposal

Before submitting proposals, each Bidder / Lessee will be held to have examined the CTN & WSU requirements outlined in the Scope of Work specified herein, and satisfied itself as to the existing conditions under which it will be obligated to perform in accordance with specifications of this RFP.

E. Delivery of Proposals

An original, clearly marked as such, plus seven copies (8 total) of concise proposals in notebook form with supporting documentation shall be delivered in a sealed container to the WSU Purchasing Department. The specific format for responses is detailed in **Section II G** (below). Proposals and **Schedule C, Royalties Schedule** must be signed and the authority of the individual signing must be stated thereon. For the Bidder / Lessee's convenience, the Royalties Schedule and Appendices are available for downloading from the University Purchasing Web Site at http://www.wayne.edu/wsupurch/Adv_bid/Adv_bid.html as of August 26, 2005. When visiting the Web Site, click on the "**Technology**" link in green. All responses are to be addressed to:

**ATTN.: Joan Gossman, Director of Purchasing
RFP - Lease of EBS / BRS Channel Capacity 2005
Wayne State University
Purchasing Department**

**5700 Cass Avenue, 4th Floor – Suite 4200
Detroit, MI 48202**

Deadline for receipt of proposals by the Purchasing Department is **4:00 p.m. on September 30, 2005**. Date and time will be stamped on the proposals by the Purchasing Department. Proposals received after that time will not be accepted. Bidder / Lessees submitting proposals after the due date and time will be required to retrieve the unopened proposals.

F. Proposal Format

Proposals are to be submitted as a booklet or in notebook form with appropriate indices. Each proposal should be prepared simply and economically, providing a straightforward concise description of the Bidder / Lessee's approach and ability to meet CTN & WSU'S needs as stated in this RFP. Bidder / Lessees are to adhere to the following format:

Section 1:	Introduction and Executive Summary
Section 2:	Response to General Requirements
Section 3:	Response to Business Plan Requirements
Section 4:	Response to Technical Plan Requirements
Section 5:	Response to Implementation and Support Plan Requirements
Section 6:	Financial Proposal
Section 7:	Additional Information

Excel spreadsheets to be provided electronically and in print

Schedules are provided in this package:

Schedule A1	- Proposal Certification
Schedule A2	- Non Collusion Affidavit
Schedule B	- <i>(DELETED)</i>
Schedule C	- Royalties Schedule
Schedule D	- Bidder / Lessee Questions

Exhibits are created by Bidder / Lessees as needed:

Exhibit 1	- Exceptions/Restrictions; if any (Section II H)
Exhibit 2	- Experience/References (Section II I)

G. Proposal Evaluation

1. CTN & WSU reserve the right to accept, reject, modify, and/or negotiate any and all proposals received in conjunction with the Request for Proposal. Proposals will be judged based upon the business, technical, implementation plans, financial proposals and other supporting documentation. Particular criteria include, but are not limited to, the following:

- Backhaul and Internet Backbone connection solutions
- Business Plan – short term/long term
- Company experience
- Company financial health
- Cost of equipment and services to consumers
- Cost of discounted equipment and services for our students, faculty, staff and service communities

- Engineering resources, experience and plans
- Financing
- How CTN & WSU services will grow as overall system services grow
- Other assets of importance to success
- Partners (equipment, service, content)
- Past performance
- Performance representations
- Personnel
- Projected Revenues for Company and Share to CTN & WSU
- Quality of Business Plan
- References
- Resources and expertise to be brought to bear specifically on the CTN & WSU service area
- Risk
- Royalty payments
- Support Plan for system and customers
- Technology Plan
- Type of services to be provided
- Timeline for service provision throughout service area
- Tower Space and other essential resources
- Vision

NOTE: Evaluation criteria are in alphabetical order and are not stated in order of preference.

2. Bidder / Lessee proposals will be evaluated by an evaluation team consisting of members of CTN & WSU'S Purchasing Department and other units. A preliminary screening will be used to identify competitive Bidder / Lessees who have met the mandatory requirements. The Purchasing Department may subsequently request selected Bidder / Lessees to make a presentation at a set time and date. Final consideration, evaluation, and recommendation may be made at this point. However, CTN & WSU reserve the right to take additional time for reference review, site visits and/or proposal negotiations.
3. To qualify for evaluation, a Bidder / Lessee's proposal must be responsive and must have been submitted on time and must materially satisfy all mandatory requirements identified throughout the RFP. To be considered responsive, a proposal must be reasonable and substantially conform to all of the specified requirements in the RFP in the sole judgment of CTN & WSU. Any deviation from requirements indicated herein must be stated in the proposal specifically under the category "Restricted Services", and clearly identified as **Exhibit 1**. Otherwise it will be considered that proposals are in strict compliance with all requirements, and any successful Bidder / Lessee will be held responsible for such compliance.
4. If there are portions of any proposal CTN & WSU finds unacceptable or otherwise in need of clarification or revision, CTN & WSU reserve the right to seek clarification or revision as needed from any or all Bidder / Lessees. Should the outcome of evaluations result in a recommendation, any resultant contract shall be subject to the approval of CTN & WSU's legal counsel and be approved and signed by the appropriate CTN & WSU representatives.
5. After notification of acceptance of proposal and the signing of a resultant contract or agreement, the successful Bidder / Lessee will be expected to take all necessary steps to establish and provide Lease of EBS / BRS Channel Capacity commencing in December, 2005.

H. Bidder / Lessee Profile, Experience, and References

1. Bidder / Lessee Profile

Bidder / Lessee is required to provide both financial and organizational data that demonstrate the size, scope and capability of the Company to handle CTN & WSU'S requirements as specified in this RFP. Annual reports and banking and credit references must be included in your response.

Bidder / Lessee is required to identify all organizational components and other Companies or Organizations with which it is affiliated. Include component and other company addresses. Explain any company relationships that could be construed to be a conflict of interest in doing business with CTN & WSU now or in the future. Indicate any significant past or pending lawsuits or claims against the Bidder / Lessee.

Bidder / Lessee is required to identify all organizational components and other Companies or Organizations with which it is affiliated. Include component and other company addresses. Explain any company relationships that could be construed to be a conflict of interest in doing business with CTN & WSU now or in the future. Indicate any significant past or pending lawsuits or claims against the Bidder / Lessee.

Bidder / Lessee must submit independently audited financial statements (**one copy only**) including its statement of financial position, statement of operations, and statement of cash flows for at least the past three years. Include most recently available interim statements. Such financial information will be treated in strict confidence. Financial information should be submitted, under separate cover, directly to:

Joan M. Gossman, C.P.M., Wayne State University
RFP - Lease of EBS / BRS Channel Capacity 2005
 Purchasing Department
 5700 Cass Avenue, 4th Floor – Suite 4200
 Detroit, MI 48202

Bidder / Lessees who would like their financial statements returned to them must include a self addressed envelope marked "Confidential" with their financial statement.

2. Experience

Any successful Bidder / Lessee shall be an organization that has an excellent record as an external provider of the services in the type and scope detailed in this RFP. Accordingly, Bidder / Lessees are to state in their proposals their qualifications to meet the RFP specifications in terms of past and current experience with the same or similar requirements. This information should be provided in the Bidder / Lessee's **Exhibit 2** of their proposal.

3. Reference Information

Bidder / Lessees are to furnish a minimum of three (3) qualified references to support their proposals. References are to be from organizations that are not part of the Bidder / Lessee's organization and that closely parallel the needs stated in this RFP. References are to be from organizations that have leased channel capacity to the Bidder / Lessee.

The references supplied should include the name and address of the organization, the name(s), titles, and the telephone numbers and e-mail of the persons to be contacted.

III. GENERAL REQUIREMENTS AND GUIDELINES

A. Terms and Conditions

The Proposal response must include a formal copy of any Bidder / Lessee's terms and conditions applicable to this transaction. Evaluation and acceptance and/or modification of these terms and conditions by CTN & WSU General Counsel is essential prior to the award of a contract or agreement. In the event the Bidder / Lessee does not supply terms and conditions with their proposal, CTN & WSU'S terms and conditions will govern this transaction.

B. Governing Law (Michigan)

Bidder / Lessee agrees that, in the event of a dispute, laws of the State of Michigan will prevail.

C. (Deleted)

D. Non-Discrimination

The parties agree that in the performance of any contract they shall not discriminate in any manner on the basis of race, creed, color, national origin, age, religion, sex, sexual orientation, marital status or handicap protected by law. Such action shall include, but is not limited to the following: employment, upgrading, demotion, transfer, recruitment or recruitment advertising; layoff or termination; rates of pay or other forms of compensation. By submitting a proposal, Bidder / Lessees certify that they will conform to the provisions of the Federal Civil Rights Action of 1964, as amended.

E. Immigration Reform and Control Act of 1986

By submitting a proposal, the Bidder / Lessees certify that they do not and will not during the performance of this contract employ illegal alien workers or otherwise violate the provisions of the federal Immigration Reform and Control Act of 1986.

F. Debarment Status

By submitting a proposal, Bidder / Lessees certify that they are not currently debarred from submitting bids on public contracts nor are they an agent of any person or entity that is currently debarred from submitting bids on contracts.

G. Indemnification and Hold Harmless

The Bidder / Lessee shall defend, indemnify and hold harmless CTN & WSU, its officers, employees and agents, against any and all liability of whatever nature which may arise directly or indirectly by reason of the Bidder / Lessee's performance under this Agreement.

H. (Deleted)

I. (Deleted)

J. (Deleted)

K. Joint or Partnering Bids/Proposals

A joint bid/proposal, submitted by two or more Bidder / Lessees proposing to participate jointly in performance of proposed work may be submitted. To be considered responsive, any such joint

bid/proposal must respond to all the requirements of this RFP/ However, a single Bidder / Lessee must be clearly identified as the “Primary Bidder / Lessee” who will assume primary responsibility for performance of all other joint Bidder / Lessees and all subcontracts to every level. The Primary Bidder / Lessee must identify themselves as such and submit the proposal under their company name and signature. If a contract is awarded in response to a joint bid/proposal, the Primary Bidder / Lessee must execute the contract and all Partner Bidder / Lessees must verify in writing that the Primary Bidder / Lessee is authorized to represent them in all matters relating to the contract. CTN & WSU assumes no responsibility or obligation for the relationship among joint contractors.

L. Non-Assignment

The agreement shall be between CTN & WSU and the Bidder / Lessee and the Bidder / Lessee shall neither assign nor delegate the agreement, its rights or obligations, or any of its terms without the express written permission of CTN & WSU.

M. Royalties Schedule , Schedule C

Bidder / Lessee is to quote its rates for the products and services in accordance with specifications set forth in this Request for Proposal. Rates and other requested data must be stated on or in the exact format of **Schedule C, Royalties Schedule**. For the Bidder / Lessee's convenience, Schedule C is available for downloading from the University Purchasing Web Site at http://www.wayne.edu/wsupurch/Adv_bid/Adv_bid.html as of August 26, 2005. When visiting the Web Site, click on the "**Technology**" link in green.

Please Note: You must respond using Schedule C. Failure to do so will result in disqualification of your Proposal. Bidder / Lessee shall be responsible for all errors and omissions.

N. Lease Term

It is CTN & WSU's intent to establish long-term relationships with Bidder/Lessees consistent with FCC regulations. At present, we envision a lease period of fifteen (15) years commencing around December 2005 and ending around December 2020, assuming this can be done consistent with FCC regulations.

Bidder / Lessee must complete Schedule D. All questions will be utilized as part of the evaluation process.

O. Summary Questionnaire, Schedule D.

P. Civil Rights Requirements

All Bidder / Lessees must be in compliance with the directives of the United States of America and the Michigan Department of Civil Rights.

Q. (DELETED)

R. Non-Collusion Clause

The non-collusion affidavit found in Schedule A.2 must be executed as a part of the Bidder / Lessee's proposal.

S. Entire Agreement

An agreement, when fully executed, shall supersede any and all prior and existing agreements, either oral or in writing, and will contain all the covenants and agreements between the parties with respect to the subject matter of this agreement. Any amendment or modification to this agreement must be in writing and signed by the parties hereto.

T. Severability

It is understood and agreed that if any part, term, or provision of this agreement is by the courts held to be illegal or in conflict with any law of the State of Michigan or the United States of America including, but not limited to, the policies, rules, and regulations of the Federal Communications Commission, the validity of the remaining portions or provisions shall be construed and enforced as if the Agreement did not contain the particular part, term, or provision held to be invalid.

U. (DELETED)

V. Publicity

Bidder / Lessees must refrain from giving any reference to this project, whether in the form of press releases, brochures, photographic coverage, or verbal announcements, without specific written approval from CTN & WSU.

W. Independent Contractor

The Bidder / Lessee agrees that in all respects its relationship with CTN & WSU will be that of an independent contractor, and that it will not act or represent that it is acting as an agent of CTN & WSU or incur any obligation on the part of CTN & WSU without written authority of CTN & WSU.

X. Confidentiality

Proposals could be subject to public review after the contracts have been awarded. Bidder / Lessees responding to this proposal are cautioned not to include any proprietary information as part of their proposal unless such proprietary information is carefully identified as such in writing, and CTN & WSU accepts, in writing, the information as proprietary.

Y. (DELETED)

Z. (DELETED)

AA. (DELETED)

AB. (DELETED)

IV. SCOPE OF WORK

This is a request for proposals to lease excess capacity (as defined by the regulations of the Federal Communications Commission) on 16 (sixteen) Educational Broadband Service (EBS)ⁱⁱ and to lease 4 (four) Broadband Radio Service (BRS) channels in Metropolitan Detroit for the provision of advanced

ⁱⁱ 5% of EBS channel capacity is to be retained by CTN member institutions as required by FCC regulations.

wireless communication services. The EBS channels are being offered by the Community Telecommunications Network, Inc. (CTN) and the BRS channels by Wayne State University.

All twenty channels (16 EBS and 4 BRS) are licensed by the FCC in the 2.5 - 2.7 GHz band. Their service area is centered at the Greater Media Motower in Royal Oak Township, Michigan, with Geographic Service Areas (GSA) that cover approximately 2 million households in the Metropolitan Detroit areaⁱⁱⁱ.

Background Information

The Community Telecommunications Network, Inc. (CTN) is a Michigan not-for-profit corporation, qualified under Section 501(c)(3) of the Internal Revenue Code, with six member institutions. Member institutions hold licenses for a total of 16 of the 20 Educational Broadband Service (EBS) channels (all but the A group) in the Metropolitan Detroit market. The members and the pre-transition licenses are as follows:

Detroit Educational TV Foundation	D2, D3, D4, G2
Detroit Public Schools	C2, C3
Macomb Intermediate School District	B3, B4
Oakland Schools	G3, G4
Wayne Regional Educational Service Agency	C1, C4
Wayne State University	B1, B2, D1, G1

Wayne State University (WSU) is a public university located in the heart of Metropolitan Detroit. In addition to the EBS channels noted above, WSU holds the commercial license for the Broadband Radio Service (BRS) channels E1, E2, E3 and E4.

Short History

Some CTN members have used their EBS (formerly ITFS, Instructional Television Fixed Services) channels since the 1960's. In 1989, CTN was established in part to provide joint broadcast operations for all its members reaching over 500,000 homes and hundreds of receive sites in schools, libraries, community centers, and corporations.

CTN has a history of innovation. It has operated one of the foremost instructional television services in the country. In 1994, CTN leased the excess capacity from all of its members and sublet capacity to a wireless cable TV operator, Eastern Cable. That sublease agreement was subsequently transferred to People's Choice Television, and then to the current holder, Speedchoice of Detroit -- a wholly owned subsidiary of Sprint. Speedchoice launched first generation fixed wireless Internet services in the late 1990's on CTN channels and those services continue today. The sublease agreement with Speedchoice expires on December 1, 2005, as does Speedchoice's right of first refusal with respect to a new sublease agreement with a third party.

WSU's BRS channels also are currently leased to Speedchoice of Detroit, coterminous with CTN's lease to Speedchoice of EBS channel capacity. Thus, WSU's lease of the BRS channels also expires December 1, 2005, as does Speedchoice's right of first refusal with respect to a new sublease agreement with a third party.

Objective

Education is the first priority for CTN and WSU (hereinafter "CTN & WSU") and anytime/anywhere education depends upon reliable, high-speed network access. However, current wire-line Internet services are not available to all of CTN & WSU's students, faculty, staff and service communities because of cost

ⁱⁱⁱ GSAs do vary for some of the channels. Bidders are responsible for determining their own numbers.

or geographic constraints. What services are available are generally limited -- they are fixed and often not capable of true high-speed service.

Current wireless technologies are also limited. WiFi (802.11) is limited to scattered hotspots with short transmission range. Current cellular/PCS telephone data services are limited by speed and by cost.

Therefore, CTN & WSU wish to lease spectrum to one or more qualified and experienced telecommunications operators to launch advanced fixed and mobile wireless services that, in addition to serving Detroit and its surrounding areas, will facilitate anytime, anywhere education for its students, faculty, staff and service communities.

Requirements

CTN & WSU are very aware of the number of barriers to successful launch and continued delivery of new services. Therefore, Bidders must present business, technology, and implementation and support plans in addition to their financial proposal. They must also provide corporate financial statements, resumes of key individuals, references and other documentation to show their ability to perform as promised.

It is possible that elements of any proposal may be considered confidential by the Bidder. In such cases, the Bidder is to label such material confidential and will be considered as such if accepted by CTN & WSU in writing.

General Requirements

Bidders are invited to lease all excess capacity on the EBS channels and all capacity on the BRS channels. Bidders may, in addition or as an alternate proposal, seek to lease select channels or channel groups. In the latter case, Bidders must indicate how much bandwidth they desire, in which portions of the spectrum (lower-band, mid-band, and upper band segments), and any contiguity requirements. Specific channels or channel groups may be specified.

Bidders are responsible for all of their own costs related to this RFP including, but not limited to, proposal preparation, travel, oral presentations, engineering and legal work to verify licenses and geographic service areas, and follow-up site visits.

Bidders must be mindful of the following as they prepare their proposals:

The CTN & WSU EBS/BRS licenses must be protected. Therefore, Lessees will be responsible – subject to CTN & WSU oversight and approval – for the preparation, filing and prosecution of all FCC applications, notices, reports and the like, and all related fees and costs, including CTN & WSU's legal, engineering and related expenses. Lessees must obtain CTN & WSU approvals prior to making any filing affecting the CTN & WSU licenses.

Lessees will also assume all costs, including but not limited to, equipment, tower space, permits, taxes, and insurance.

Lessees will provide the same services on the retained EBS capacity (for CTN use) as they do on the leased capacity. These services will be provided free of charge to CTN along with an agreed upon amount of free equipment.

Lessees will provide the best^{iv} discounts for services and equipment to CTN, its members and constituents.

Lessees will be responsible for resolving any issues regarding transition proponents and neighboring licensees in the United States and Canada and for covering all associated costs.

Lessees will also assume any attorney, engineering or related fees incurred by CTN & WSU in negotiating royalty agreements resulting from this RFP process.

Lessees will not receive services from CTN & WSU. The agreements resulting from this RFP will be royalty agreements under which Lessees will receive only the use of spectrum.

Business Plan Requirements

Bidders are to present their vision of the future and the communication services they expect to provide. They are to present their own plans for deploying advanced wireless communication services, both fixed and mobile, and the extent to which they see the 2.5GHz band being integrated with the AWS band or other bands. At a minimum, Bidders must address the following questions:

1. What services are to be provided with this spectrum? Eg., mobile broadband data services with VoIP? High-speed data service to businesses? Broadband services to underserved areas?
2. Are the services fixed (external antenna), nomadic (modem), portable (PC card or built in), or mobile (portable and transfers from cell to cell)?
3. How are the services expected to develop over time?
4. When will the Bidder launch services in any major market, not just Metropolitan Detroit?
5. When will services be launched specifically in the CTN & WSU service area and how will these services be rolled out? (ie., all at once across the entire geography? Staged? If staged, when are different areas to expect service?)
6. Will all areas receive services? If not, which areas and why?
7. Will the services provided in the CTN & WSU service area extend to other service areas regionally or nationally with the same equipment? If so, where?
8. What data rates will be provided?
9. What is the expected cost to consumers?
10. What is the expected discounted cost to CTN & WSU constituents?
11. What is the expected market share over time?
12. How do the proposed services fit in with existing or planned services, if any, provided by the Bidder using this or other bands?

Technical Plan Requirements

Bidders must address in detail the technology they plan to deploy, what their network is expected to be, and the quality of service expected as a result. Bidders must also address how changes in both technology and standards will affect deployment.

At a minimum, Bidders must address the following questions:

1. What technology or technologies will be deployed?
2. Who are the manufacturers?
3. Has the Bidder already deployed this equipment elsewhere commercially? If so, where? Please describe the service, location, and number of subscribers.
4. Has the Bidder deployed a cellular service or a single cell service?
5. Has the Bidder conducted field trials with this equipment? If so, what were the results?

^{iv} Lessees must provide the equipment and services to CTN & WSU at or below the lowest net prices provided to any customer or any other party from whom it leases spectrum.

6. What are the performance characteristics of the technology as deployed? For example, what is the range? What is the building penetration (number of walls)? What problems have been encountered and how were these resolved?
7. Is the technology proprietary or based on standards? If the latter, what standard? Eg., 802.16d? 802.16e?
8. If proprietary technology will be used initially, will the Bidder migrate to standards-based technology? What impact, if any, will this have on customers and CTN & WSU?
9. If initial deployment is currently planned using WiMax (802.16e) and this standard is delayed or proven inadequate, what are the Bidder's alternate plans? Is other technology being explored currently?
10. What is the maximum transmission speed of the equipment?^v How is this expected to change over time?
11. What is the expected performance in areas with high buildings, trees, rolling terrain, or wide expanses of flatland?
12. What is the expected performance near the border with Canada or neighboring geographic service areas? Is there an expected falloff or dead zone?
13. What is the planned network architecture?
14. How will the Bidder handle growth as required speeds and amount of data transmitted increase over the years?
15. How will backhaul be provided?
16. How will the Bidder's network be connected to the Internet Backbone?
17. Does the architecture support mobility?
18. Is regional or national roaming capability built into the network?
19. What technical (eg., speed) or service (eg., number of CTN users in a particular cell) restrictions, if any, does the Bidder foresee providing services to CTN on its retained spectrum?

Bidders are to provide any other information that will help CTN & WSU understand the proposed technologies and Bidders' experience with those technologies.

Implementation and Support Service Plan Requirements

The business and technology plans address what is to be done using what equipment. The Implementation and Support Plan must discuss "how and when" services will be provided.

1. How long will it take to secure necessary tower sites to serve the CTN & WSU service area?
2. How does Canada affect service provision in the CTN & WSU service area?
3. What relationships does the Bidder have with Canadian authorities and Canadian communications companies and how will this resolve any problems?
4. How will the Bidder market customer equipment and services?
5. How will the Bidder provide customer support?
6. How will the Bidder design and build its network?
7. Does the Bidder have necessary engineering and technical personnel already on staff? If not, what are the Bidder's plans?
8. How will the Bidder support CTN & WSU customers who are using the reserved education spectrum?
9. How will the Bidder upgrade CTN & WSU and other customers when equipment changes over time?
10. What barriers to success has the Bidder identified and how will the Bidder address the challenges?

Financial Proposal Requirements

^v This is not to be confused with the service levels the Bidder envisions providing under the Business Model. For example, if a modem (or other customer equipment) and the system are capable of 6 Mbs, even though the business model may provide only 1 Mbs, that fact is of interest to CTN & WSU.

Bidders are to summarize, in a written narrative, the financial and other benefits and services they propose to provide CTN & WSU. Bidders must also use the standard spreadsheet format in Appendix A so that financial proposals can be analyzed and compared easily.

Bidders are to propose what equipment and services will be provided to CTN & WSU free of charge. Bidders must also describe how equipment will be upgraded and replaced over time and how services will grow over time as service capabilities of Bidder's system increases. CTN & WSU's services must keep pace with system improvements, not allowed to be frozen in the past.

Bidders are to provide a substantial up-front royalty payment upon contract signing, followed by monthly royalty payments. Bidders may provide two alternative monthly royalty payment schedules: one involving set monthly royalty payments, and one involving monthly royalty payments based upon a percentage of gross revenue with a guaranteed minimum payment.

The initial contract term will be 15 years with an optional 10 year renewal period. All Bidders are to follow this timeframe in preparing their financial proposals.

Bidders' proposals must include adjustments in the monthly royalty payments for inflation/COLAs.

If Bidder proposes revenue sharing, Bidder must maintain accurate records, certify them annually and allow CTN & WSU to audit them. Bidder must also have an annual audit by certified public accountants, a copy of which is to be sent to the CTN Board.

Bidders must provide reasonable estimates of revenue share by year.

Bidders are to propose performance guarantees that will be paid to CTN & WSU if milestones in the Business Plan are not met. Failure to meet a performance milestone may also result in lease termination. The FCC expects services to be provided using this spectrum in the near term. Failure to do so could mean the loss of CTN & WSU licenses.

Additional Requirements

Bidders are to provide the following information and any other documents that support their ability to succeed with their business plan.

- Description of the company and resources (legal, engineering, management, service) relevant to the services proposed in Bidder's proposal
- How long the company has been in business, and in particular, in wireless communications.
- How successful the company has been as evidenced by markets served, services provided, number of subscribers, market penetration, market share, profit and any other pertinent scale,
- Current financial statements,
- Resumes of key individuals,
- Information from and about all partners, whether financial, technology, equipment or service partners,
- References
- A list and a map (if available) of markets and services, offered and planned.,
- A list of sites CTN & WSU may visit to see current Bidder operations

V. **SUMMARY OF GENERAL MANDATORY REQUIREMENTS**

- A. Attendance at the **September 9, 2005 – 10:30 a.m.** Pre-Proposal Meeting and Site Visit on Campus is **recommended**. Pre-registration is required by September 8, 2005. Please fax your intention as indicated on Appendix 2.
- B. Original clearly marked as such plus seven copies (8 total) of the proposals are required.
- C. Proposals and Schedule C, Royalties Schedule must be signed and the signing authority stated thereon.
- D. Meet absolute deadline for delivery of proposals to the WSU Purchasing Department by **4:00 p.m., September 30, 2005**.
- E. Proposals remain in effect a minimum of 120 days. A statement to this effect must be contained in the Bidder / Lessee's cover letter.
- F. Any deviation from the RFP requirements must be stated in proposal, under "**Restricted Services**". Otherwise, proposal is held to be in strict compliance with the Request for Proposal.
- G. Bidder / Lessee profile, statement of experience, qualifications, comparative financial statements, and a minimum of three qualified references, are required information for the purpose of consideration in this RFP process.
- H. Bidder / Lessee's Quotation, **Schedule C**, is to be completed by Bidder / Lessee, signed and submitted with Proposal. **For the Bidder / Lessee's convenience, the Royalties Schedule and are available for downloading from the University Purchasing Web Site at http://www.wayne.edu/wsupurch/Adv_bid/Adv_bid.html Bidder / Lessees must include an electronic copy on disk with their proposal.**
- I. Summary Questionnaire; **Schedule D**, to be completed by Bidder / Lessee.
- J. Bidder / Lessee agrees to all general requirements and guidelines, additional general provisions, Bidder / Lessee service plan specifications, and all other specifications and terms specified in the RFP.
- K. Bidder / Lessee must complete the Proposal Certification and Non-Collusion Affidavit (Schedules A1 and A2) as specified, sign and have notarized and submit as a part of the proposal.
- L. *(DELETED)*.
- M. *(DELETED)*.

FAILURE TO MEET THE MANDATORY REQUIREMENTS MAY RESULT IN DISQUALIFICATION OF YOUR PROPOSAL.

PROPOSAL CERTIFICATION

Bidder / Lessee is to certify its proposal as to its compliance with the Request for Proposal specifications using the language as stated hereon.

RESPONSE TO CTN & WSU

REQUEST FOR PROPOSAL FOR

LEASE OF EBS / BRS CHANNEL CAPACITY

DATED: August 26, 2005

AND TO ANY AMENDMENTS, THERETO

The undersigned, duly authorized to represent the persons, firms and corporations joining and participating in the submission of this Proposal states that the Proposal contained herein is complete and is in strict compliance with the requirements of the subject Request for Proposal dated **August 26, 2005**, except as noted in Exhibit 1, the "Restricted Services/Exceptions to RFP" section of the Proposal. If there are no modifications, deviations or exceptions, state same as a part of the Proposal Certification Statement:

NONE. If there are, state YES

This Proposal will remain in effect for a period of 120 days.

Any notice required under the Agreement shall be personally delivered or mailed by first class or certified mail, with proper postage, prepaid, to the Subject Bidder / Lessee at the following address:

Company Name: _____

Address: _____

ATTN: _____

Tax Payer Identification _____

Submitted by: _____

Signature _____

Typed Name _____

(Title)

(Date)

NON-COLLUSION AFFIDAVIT
RFP –LEASE OF EBS / BRS CHANNEL CAPACITY - 2005

The undersigned, duly authorized to represent the persons, firms and corporations joining and participating in the submission of the foregoing Proposal (such persons, firms and corporations hereinafter being referred to as the "Bidder / Lessee"), being duly sworn, on his or her oath, states that to the best of his or her belief and knowledge no person, firm or corporation, nor any person duly representing the same joining and participating in the submission of the foregoing Proposal, has directly or indirectly entered into any agreement or arrangement with any other Bidder / Lessees, or with any official of CTN & WSU or any employee thereof, or any person, firm or corporation under contract with CTN & WSU whereby the Bidder / Lessee, in order to induce acceptance of the foregoing Proposal by said CTN & WSU, has paid or is to pay to any other Bidder / Lessee or to any of the aforementioned persons anything of value whatever, and that the Bidder / Lessee has not, directly or indirectly entered into any arrangement or agreement with any other Bidder / Lessee or Bidder / Lessees which tends to or does lessen or destroy free competition in the letting of the contract sought for by the foregoing Proposal.

The Bidder / Lessee hereby certifies that, except as explicitly set out in its bid submission, neither it, its officers, partners, owners, providers, representatives, employees and parties in interest, including the affiant, have in any way colluded, conspired, connived or agreed, directly or indirectly, with any other proposer, potential proposer, firm or person, in connection with this solicitation, to submit a collusive or sham bid, to refrain from bidding, to manipulate or ascertain the price(s) of other proposers or potential proposers, or to obtain through any unlawful act an advantage over other proposers or CTN & WSU.

The prices submitted herein have been arrived at in an entirely independent and lawful manner by the proposer without consultation with other proposers or potential proposers or foreknowledge of the prices to be submitted in response to this solicitation by other proposers or potential proposers on the part of the proposer, its officers, partners, owners, providers, representatives, employees or parties in interest, including the affiant.

CONFLICT OF INTEREST

The undersigned proposer and each person signing on behalf of the proposer certifies, and in the case of a sole proprietorship, partnership or corporation, each party thereto certifies as to its own organization, under penalty of perjury, that to the best of their knowledge and belief, no member of CTN & WSU, nor any employee, or person, whose salary is payable in whole or in part by CTN & WSU, has a direct or indirect financial interest in the award of this Proposal, or in the services to which this Proposal relates, or in any of the profits, real or potential, thereof, except as noted otherwise herein.

Signature _____

Company Name _____

Date _____

Subscribed and sworn to before me this

_____ day of _____, 2005.

Notary Public in and for the County of _____, State of

_____. My commission expires: _____

SCHEDULES C

ROYALTIES SCHEDULE;

**Download from the web site at
http://www.wayne.edu/wsupurch/Adv_bid/Adv_bid.html**

Schedule D - Summary Questionnaire

YES ALTERNATIVE

- | | | |
|---|-------------------|-------|
| 1. (Deleted) | _____ | _____ |
| 2. Have you provided three (3) references with specific contact names and phone numbers? | _____ | _____ |
| 3. Did you attend the RECOMMENDED Pre-Proposal meetings on September 9, 2005? | _____ | _____ |
| 4. (Deleted) | | |
| 5. Did your company provide the required non- collusion affidavit, notarized as indicated? | _____ | _____ |
| 6. Did your company complete and provide the Summary Royalties Schedule C along with supporting worksheets? | _____ | _____ |
| 7. (Deleted) | | |
| 8. Did your company provide a description of all services proposed? | _____ | _____ |
| 9. Please <u>complete</u> the following questions: | | |
| Total number of employees in your company | _____ | |
| Total years in business with this company name | _____ | |
| 10. Did your company provide financial reports under separate cover to the Director of Purchasing? | _____ | _____ |
| 11. (Deleted) | | |
| 12. Are there any conflicts of interest in doing business with CTN & WSU? | ___ Yes
___ No | |
| 13. Did your company provide any “restrictions in services”, as Exhibit 1 of your Proposal? | ___ Yes
___ No | |

APPENDIX 1

(Wayne State University Campus Map)

See web site:

<http://campusmap.wayne.edu/>

**REGISTRATION/INTENT FORM
LEASE OF EBS / BRS CHANNEL CAPACITY - 2005 – J.G.**

Please use this form to indicate your attendance at our Recommended Pre-proposal meeting and/or your intent to submit a proposal for the services listed. Please type or print the information requested below, then fax to Wayne State University, **attention Ms. Pat Milewski at (313) 577-8277 by Monday, September 8, 2005 at noon.**

Bidder / Lessee Name: _____

Bidder / Lessee Address: _____

Contact Person: _____

Telephone: (_____) _____

Fax: (_____) _____

E-mail _____

YES _____ I will be attending the Recommended Pre-proposal meeting on **September 9, 2005 at 10:30 a.m.**

**Location: Wayne State University
Student Center Building
5221 Gullen Mall Avenue, Hilberry B (2nd floor)
Detroit, MI 48202**

Time: 10:30 a.m.

NO _____ I will not participate in the Recommended Preproposal meeting on September 9, 2005, but I intend to submit a proposal.

NO _____ I will not participate in the Request for Proposal process and will not be present at the meeting.

I understand that this will not affect our status as a potential supplier to CTN & WSU.

