

4.4.4 Audit/Inspection of Records, Monitoring and Reporting Requirements

The awarded contractor must permit State, Federal Government, or any other duly authorized agent of a governmental agency to audit, inspect, examine, excerpt, copy and/or transcribe contractor's records during the term of the contract and for a period of three (3) years following the termination of contract or final payment, whichever is later, to assure compliance with the contract terms, or to evaluate the contractor's performance. The contractor shall also permit these same described entities to monitor all activities conducted by the contractor pursuant to the terms of the contract. As the monitoring agency may in its sole discretion deem necessary or appropriate, such monitoring may consist of internal evaluation procedures, examination of program data, special analyses, on-site check, or any other reasonable procedure.

The successful Offeror may also have a performance review conducted of its program at the Department of Regulatory Agencies' determination. This performance review and any financial audit will be at the Offeror's expense.

The Department of Regulatory Agencies reserves the right to require the awarded contractor to have a financial audit conducted during the term of the contract. If this is required, the audit must be carried out by one of the major accounting firms, preferably one that does not currently conduct the contractor's fiscal audits. A complete copy of the audit including the management letter must be provided to the Department of Regulatory Agencies within five working days of its completion. The Department of Regulatory Agencies will negotiate directly with the contractor regarding any exceptions or findings from the audit.

The awarded contractor shall provide financial statements, including balance sheets and income statements to the Department of Regulatory Agencies on a semi-annual and annual basis to account for the monies received and spent pursuant to the contract. The awarded contractor shall provide any further financial data requested by the Board or its authorized agent.

4.4.5 Contract Acceptance

Offeror shall list any exception that it has to the provisions, terms and conditions in the State of Colorado Model Contract, which is attached as Appendix C.

4.4.6 SUB-CONTRACTORS

Planned use of sub-contractors shall be clearly explained in the proposal, including terms of any subcontract. However, the prime Offeror shall be responsible for contract performance whether or not sub-contractors are used. Current employees of the State of Colorado may not participate as sub-contractors of the award. The only contact with the State will be the prime Offeror.

4.4.7 COMPLIANCE

All Offerors will submit positive statements with respect to their willingness to comply with all work requirements described in this RFP and with the general contract requirements and the terms and conditions specified this section of the RFP. The TRS must meet all requirements necessary for certification by the FCC; therefore, if any of the following requirements conflict with current FCC certification requirements, the FCC requirements shall prevail. All Offerors will clearly describe and explain any proposed deviations from or changes to the RFP or contract requirements for consideration by the State in the appropriate section of the proposal and in the

transmittal letter The State reserves the right to reject any proposal including such deviations or changes.

4.4.8 OWNERSHIP

All reports, documentation, and material developed or acquired by the contractor, as a direct requirement specified in the contract, shall become the property of the State of Colorado. The contractor shall agree and understand that all discussions with the contractor and all information gained by the contractor as a result of the contractor's performance under the contract shall be confidential and that no reports, documentation, or material prepared as required by the contract shall be released to the public without the prior written consent of the State. Upon expiration, termination, or cancellation of the contract, all documents, data, reports, supplies, equipment, and accomplishments prepared, furnished or completed by the contractor pursuant to the terms of the contract shall become the property of the State.

4.4.9 EMPLOYMENT OF STATE PERSONNEL

The Offeror shall not knowingly engage on a full time, part time or other basis during the period of the contract, any individual involved in preparation of this RFP, or the selection and/or award of the resulting contract.

4.4.10 TRANSITION REQUIREMENTS

- 4.4.10.1 Upon award of the contract, the Offeror shall work with the Colorado Public Utilities Commission and any other organizations designated by the Colorado Public Utilities Commission to insure an orderly transition of services and responsibilities under the contract and to ensure the continuity of those services required by the Colorado Public Utilities Commission.
- 4.4.10.2 Upon expiration, termination, or cancellation of the contract, the Offeror shall assist the Colorado Public Utilities Commission to ensure an orderly transfer of responsibility and/or the continuity of those services required under the terms of the contract to an organization designated by the Colorado Public Utilities Commission, if requested in writing.
- 4.4.10.3 The Offeror shall deliver, FOB destination, all records, documentation, reports, data, recommendations, or printing elements, etc., which were required to be produced under the terms of the contract to the Colorado Public Utilities Commission and/or to the Colorado Public Utilities Commission's designee within seven (7) days after receipt of the written request in a format and condition that are acceptable to the Colorado Public Utilities Commission.
- 4.4.10.4 The Offeror shall agree to continue providing any part or all of the services in accordance with the terms and conditions, requirements and specifications of the contract for a period not to exceed 150 calendar days after the expiration, termination or cancellation date of the contract for a price not to exceed those prices set forth in the contract.
- 4.4.10.5 The Offeror shall discontinue providing service or accepting new assignments under the terms of the contract, on the date specified by the Colorado Public Utilities Commission, in order to ensure the completion of such service prior to the expiration of the contract.
- 4.4.10.6 The Offeror shall make arrangements to transfer all toll-free telephone numbers used to provide intrastate relay services within Colorado to any subsequent contractor providing TRS as directed by the Colorado Public Utilities Commission.

4.4.11 PAYMENT

After the close of each month, the Offeror shall submit an invoice to the State Relay Administrator (SRA) for the previous month's work. Such invoice shall be delivered to the SRA by the 15th of the month. The SRA and/or the CO PUC Staff will review the monthly invoice and if it is determined that the invoice is erroneous, shall notify the Offeror of the error and request a correct copy. The State cannot process payment on an erroneous invoice. The Offeror must submit a true and correct copy of the monthly invoice before payment can be authorized. The State will make payment within forty-five (45) days of receipt of said invoice. Total reimbursement shall not exceed the total fixed bid per minute price submitted to and accepted by the State along with any other reimbursable charges.

4.4.12 RECORDS MAINTENANCE

The Offeror shall maintain its records of TRS operations so as to permit review and determination of such operations. Such records shall be made available during normal business hours for inspection by the Colorado Public Utilities Commission or its designee. The Offeror shall maintain a complete file of all records, documents, communications and other materials which pertain to the operation of the service or the delivery of services under this agreement.

4.4.13 AUDIT REQUIREMENTS

The State is using a competitive bid process through issuance of this RFP as the primary mechanism to ensure it pays a fair price and receives excellent TRS. The State has not conducted a formal audit of its relay vendor since the inception of its relay program and does not envision a specific need to do so in the future. If reason exists for concern, a State audit would likely focus upon performance issues, including service quality, billing accuracies and/or financial stability of the vendor. The Offeror shall make all requested financial information available to the State for audit on request, including: salaries and benefits associated with both operators and managerial employees, local exchange access charges, operating expenses, building rent and utilities, equipment depreciation, corporate overhead allocations, outside consultants and temporary help and account management. The Offeror shall also make all telecommunications hardware, software and procedures available for audit by an engineer sent by the State to check that calls and their duration are being accounted properly in billings and sent to the State.

As noted in section 4.1.1.6, the Colorado Public Utilities Commission reserves the right to contract an independent entity to conduct a random proficiency audit.

4.4.14 IDENTIFICATION OF POSSIBLE ONEROUS PROVISIONS OF THIS RFP

In issuing this RFP, the State does not anticipate that it has added any requirements beyond those already required for FCC certification or part of a State's basic relay service that should add significantly to the cost per minute charged by a relay vendor. If an Offeror agrees that there are no such requirements, it should so state. Alternatively, Offerors should identify any such requirement and an estimate of the cost per minute that would have to be charged to meet it.

4.4.15 **Financial & Organizational Strength**

- 4.4.15.1 Successful Offeror, together with any subcontractors, must demonstrate that they have the financial resources to perform all requirements of this RFP. Provide information on the financial strength of your organization, and include a copy of your audited (as applicable to your company's organizational structure) financial statements from the last three (3) years, or, if the Offeror has not been in business for three (3) years, since the business began.
- 4.4.15.2 Please explain how your company's business plan financially supports the awarded outsource examination contract in light of your organization's growth in the coming years.
- 4.4.15.3 Provide evidence of general liability insurance coverage and specific insurance you carry that covers professional and examination losses, e.g. professional liability or errors and omissions insurance (see Sample Contract, Exhibit A for requirements of State).

4.5 Cost

This section of the proposal must contain the Offeror's fixed price per call session minute. Pricing per call session minute must include all costs associated with the provisions of the proposed services. Cost must include the costs of both traditional TRS and captioned telephone TRS. The offer must indicate one firm fixed price for both traditional TRS and captioned telephone TRS.

Section 5 – Response Format & Proposal Instructions

5.1 Submission and General Instructions

Proposals must be received on or before the date and time indicated in the Schedule of Activities, or as modified on the BIDS system. It is the responsibility of the Offeror to ensure that the DORA Procurement Office receives the proposal on or before the proposal opening date and time, regardless of the delivery method used. Late proposals will not be accepted. Offerors are cautioned that daily mail may not be received prior to 4:00 p.m.; therefore, if proposal is not hand delivered, Offeror should ensure proposal is received by mail or delivery service the prior day.

Submit one (1) original and Five (5) copies of the proposal, as well as an electronic copy in Microsoft Word and/or Excel or other software specified. The proposal package shall be delivered or sent by mail to:

Department of Regulatory Agencies
Procurement Office
1560 Broadway, Suite 1550
Denver, Colorado 80202
Attention: Tammy Baca
RFP-SGA-12-02- CO TRS

The proposal must be signed in ink, preferable in blue ink, by an officer of the Offeror who is legally authorized to bind the Offeror to the proposal. Proposals that are determined to be at a variance with this requirement may not be accepted. A proposal signature page has been provided.

Proposals must be submitted and sealed in a package with an appropriate label affixed. The label must show the following information:

Offeror's Name
RFP-No., RFP Title
Proposal Due Date and Time

Offerors must segregate the portion of the proposal responding to the pricing and funding proposal so the technical proposal can be evaluated without consideration of the price or funding model.

Offerors must fill out and return with the proposal the Vendor Disclosure Statement posted on the BIDS page.

The State desires and encourages that proposals be submitted on recycled paper, printed on both sides. While the appearance of proposals and professional presentation is important, the use of non-recyclable or non-recycled glossy paper is discouraged.

5.2 Page Limit

Unnecessarily elaborate proposals are not desired. Font size for basic narrative descriptions must be no smaller than 12 characters per inch. Indexes, tables of contents, lists of figures/tables, and glossary of terms will not be counted toward the overall page count. Allowance will be made for tabular or graphical presentations and screen prints, whether incorporated in the text of the technical description or attached as separate exhibits. Textual explanations of screen prints or graphic materials, standard commercial brochures or descriptions, or other standard product documentation that are attached in appendices or exhibits will not be counted against page limitation. However, evaluators cannot be expected to comprehend all material in exhibits whose content and relevance to the proposal description are not clearly integrated into the technical discussion.

5.3 Response Format

5.3.1 Executive Summary

Condense and highlight the contents of the proposal. The summary should provide the reader with an overall understanding of the proposal and Offeror's approach.

5.3.2 Technical Component

- A. Restate each requirement and describe how you will address the deliverables set forth in Sections 4.1 through 4.3. Identify the Section number of each requirement. Indicate in detail the scope of services included in your proposal and identify any items requested by the State that are not included in your proposal. (Note. Section 4.1.4 will be addressed below in 5.3.5)

5.3.3 Management and Experience Component

- A. Restate each requirement and describe how you will address the deliverables set forth in Section 4.4. Identify the Section number of each requirement. Indicate in detail the scope of services included in your proposal and identify any items requested by the State that are not included in your proposal.
- B. Indicate key personnel who will be assigned to the project and describe their experience. Explain how you will ensure that equally qualified persons are assigned to the project if these individuals leave the project. The state expects that the awarded Offeror will continue to make the key project personnel available through the life of the contract as long as they remain in Offeror's employ. The state reserves the right to approve any replacement personnel.
- C. The Offeror's proposal shall include evidence that it has the knowledge, skills, abilities and experience in the areas identified by the requirements in Section 4, Statement of Work.
- D. Please return Appendix D, the "Company Experience and Demonstrated Capability (CEDC)" form (attached at the end of this RFP) with your proposal.

The following Offeror qualifications are required to ensure effective TRS services:

- Demonstrated success of at least three years within the past five year time period in providing similar services required in this solicitation on a statewide or national basis

The State reserves the right to contact jurisdictions where Offeror's have had or currently has contracts with providing the same or similar services.

5.3.4 Cost

The Offeror shall provide a fixed cost for each year (initial contract term of three years) for the work proposed in response to Section 4.5.

5.3.5 Value Added

Offeror shall provide detail on any additional services it proposes to the State at no additional cost pursuant to Section 4.1.4.

Section 6 – Evaluation and Award Selection Process

This section supplements paragraph 1.5, "Scope of RFP/Basis of Award" in the Colorado Solicitation Instructions/Terms and Conditions that are available through the link on the BIDS solicitation page.

6.1 Evaluation Factors

The evaluation factors, in decreasing order of importance are:

- The technical proposal (Section 4.1 through 4.3), including
 - Soundness of Offeror's approach to the Scope of Work defined in Section 4,
 - Required commitment of state personnel, including reasonableness to accomplish objectives, secondary impact to existing programs.

- The management proposal (Section 4.4) including:
 - The Offeror's experience, qualifications, and key personnel, and the extent to which the qualifications, experience, and past performance are likely to foster successful, on-time performance.
 - The extent to which Offeror agrees to Colorado's basic contract terms and required Special Provisions without seeking exceptions.

- The Cost proposal (Section 4.5)

- The Value Added proposal (Section 4.1.4)

6.2 Award Methodology

An Evaluation Committee will evaluate the merits of proposals received in accordance with the evaluation factors stated in Section 6.1 of this RFP and identify the proposal that is most advantageous to the state. While numeric evaluations may be used in some aspects of the process to identify strengths and weaknesses of proposals, and to establish a ranking, the final decision will be a business decision by the State and will not be based on a numerical score. A Decision Memorandum will document the basis for the award decision.

Failure of the Offeror to provide any information requested in this RFP may result in disqualification of the proposal. This responsibility belongs to the Offeror.

Offerors should not assume that they will have an opportunity for oral presentations or revisions of proposals, so they should submit their most favorable proposals as their initial proposal. If award is not made on receipt of initial proposals, Offerors in the competitive range (those most responsive to the requirements and reasonably susceptible of being selected for award) may be provided an opportunity to make an oral presentation. The oral presentation may be held for the purpose of clarification and to ensure full understanding of and responsiveness to solicitation requirements.

If proposal revisions are permitted after oral presentations and discussions, a date will be established in writing by the State for submission of best and final offers. Offerors will not be provided an opportunity for comprehensive proposal revisions.

The apparently successful Offeror may be required to submit for the most current reported period and a reasonable number of previous years (in order of preference) an audited financial statement, a financial statement reviewed by a certified public accountant, a third-party prepared financial statement if an audited or reviewed statement is not available, or another financial statement prepared in the routine

course of the Offeror's business, in order to assist the State in making its determination of Offeror responsibility in accordance with CRS 24-103-401.

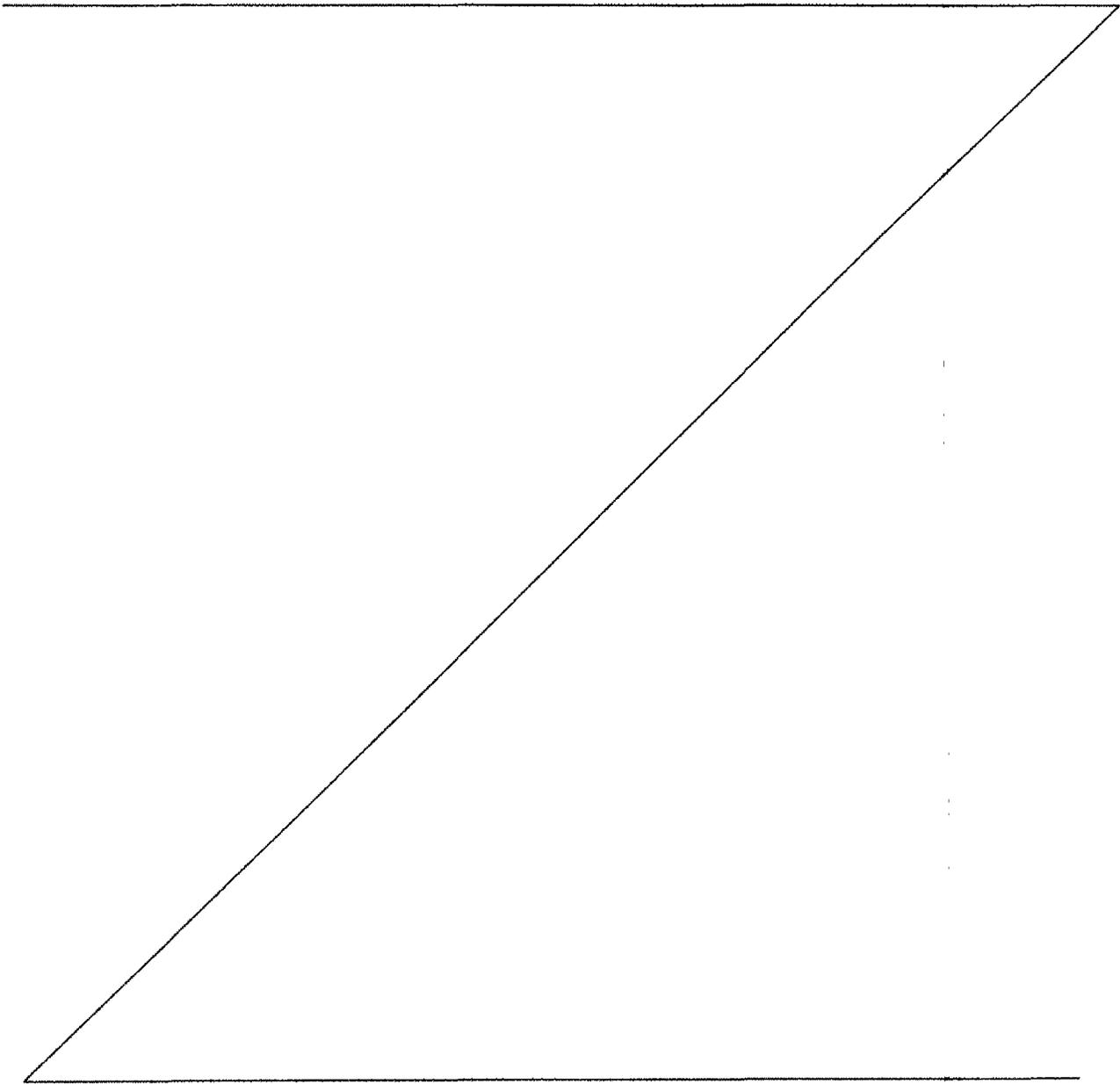


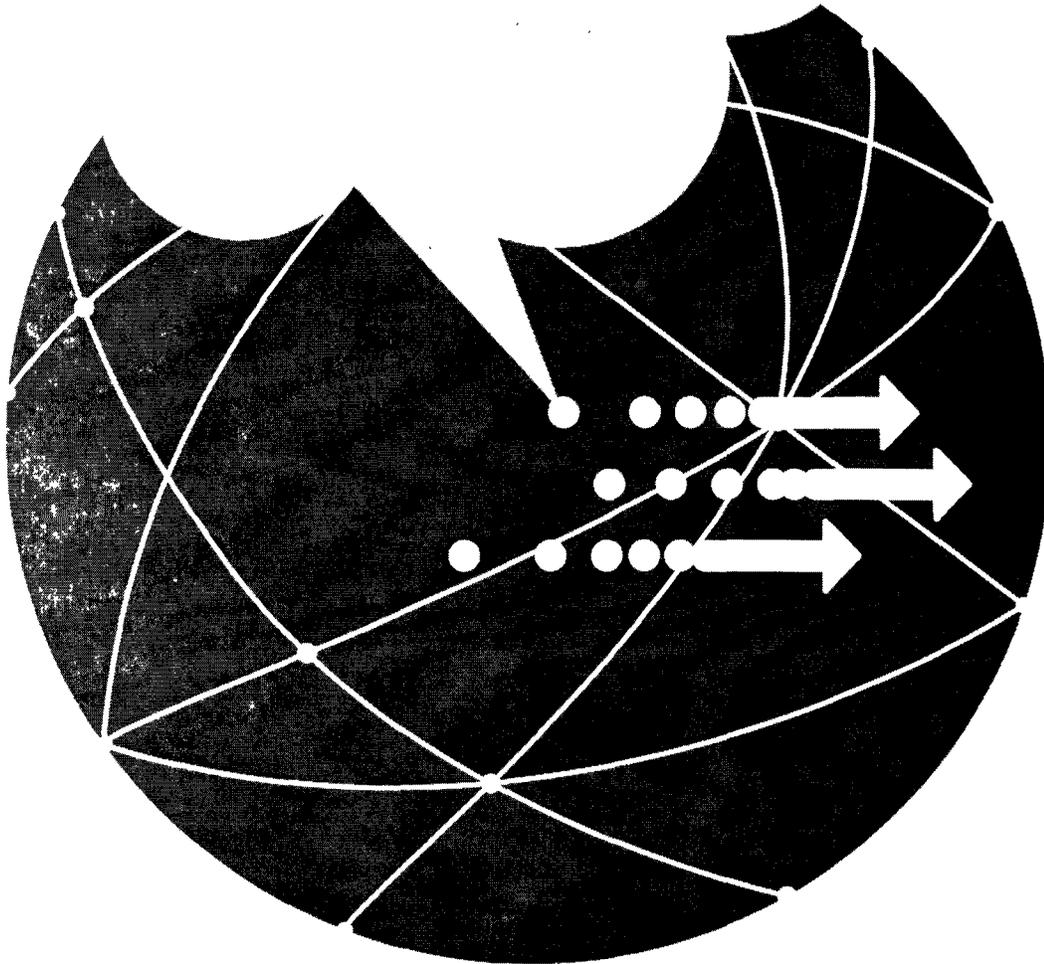


Exhibit D

COPY OF AT&T RESPONSE TO THE COLORADO TRS RFP



AT&T Response to Colorado's
RFP for Telecommunications
Relay Services



Rethink Possible





Gregory P. Smith
208 S Akard St., Room 923
Dallas, TX 75202

Office: 214-757-7995
Cell: 210-215-8888
gsmith@att.com

January 3, 2012

Department of Regulatory Agencies
Procurement Office
1560 Broadway, Suite 1550
Denver, CO 80202
Attention: Tammy Baca

Dear Ms. Baca:

AT&T Corp. is pleased to respond to Colorado's Request for Proposal for Telecommunications Relay Service (TRS). In our submission, AT&T has crafted a dynamic offering for the state and the citizens of Colorado. In the following pages, you will see AT&T is offering an unbeatable combination of service and technology

- **Unparalleled Service.** AT&T brings you the most highly skilled and experienced Communications Assistant (CA) force in the industry. Our seasoned management team shares a deep heritage and passion for dedicated and professional service. We are ready, willing and dedicated to serve your state with the outstanding level of service you would expect from an industry leader.
- **Simplified sourcing.** AT&T offers robust support and available Network Management Services for your Relay service. With our comprehensive scope of services, AT&T can deliver the benefits of efficiency, streamlined coordination, common methods and processes, and responsive personnel. AT&T Relay Services also provides a dedicated internal technical team with more than 100 years of collective Relay experience. Our AT&T experts are the same individuals that the FCC often calls upon when seeking feedback regarding complicated industry issues.
- **Investing in Colorado.** In 2010, we employed more than 2,103 people in your state, with a payroll exceeding \$140 million. We spent more than \$1.2 billion on goods and services purchased from Colorado suppliers, supporting jobs and economic activity in your state. Our Colorado operations generated more than \$75 million in local and state taxes helping to support vital programs. AT&T and its employees contributed more than \$685,000 through giving programs in your state. Additionally, our employees and retirees donated more than 16,500 hours of personal time on community outreach programs worth more than \$350,000. Between 2008 and 2010, we invested more than \$375 million on wireless and wired networks in Colorado.

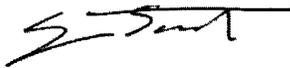
We are pleased to present our proposal in response to your specific and detailed requirements. We are confident that all Colorado Relay users will be able to take advantage of the latest features and enhancements that will keep Colorado Relay Service in the forefront of the Relay industry. We're committed to performing our very best with the same focus on customer care, reliability, stability and competitive offerings that has led to our earned title of the Most Admired Telecommunications Company

in America over and over again. AT&T will commit premier resources to your state to ensure the success of this vital service for your Relay users. We offer solid experience and the best financial stability available.

AT&T Corp. is a wholly owned subsidiary of AT&T, Inc. The Federal Tax Identification numbers are 13-492-4710 and 43-1301883, respectively.

AT&T appreciates the opportunity to respond to this RFP. We're confident that our solution meets and exceeds your requirements and expectations for Telecommunications Relay Services.

Sincerely,

A handwritten signature in black ink, appearing to read "G. Smith", with a long horizontal stroke extending to the right.

Gregory P. Smith
Director – Market Development, Customer Information Services
AT&T Services, Inc.



Building RELAY *ionships*

AT&T's Response to Colorado's RFP No. RFP-SGA-12-02 CO TRS for Telecommunications Relay Services

January 3, 2012

Sidney Minnick, Jr.
Senior Marketing Manager
Customer Information Services
AT&T Operations, Inc.
311 S. Akard, Room 21-10
Dallas, TX 75202
214-464-6858 (Ofc)
214-534-2591 (Cell)
sidney_minnick.jr@att.com



Proposal Validity Period—The information and pricing contained in this proposal is valid for a period of ninety (90) days from the date written on the proposal cover page unless rescinded or extended in writing by AT&T Corp.

Providers of Service—Subsidiaries and affiliates of AT&T Inc. provide products and services under the AT&T brand. AT&T Corp., an AT&T company, is the proposer for itself and on behalf of its service-providing affiliates:

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Executive Summary

AT&T

Rethink Possible.

For more than 24 years – longer than any other relay provider in the industry – AT&T has been connecting relay users with their world. During this time, we have consistently provided innovative, reliable, high-quality relay services and excellent customer service. Today, our commitment to be the best relay provider continues as it did when we handled our first call in January 1987. In the last twelve months, we have invested over \$1,000,000 in upgrading our relay switches. In 2012, we will deploy a brand new state of the art Communications Assistant (“CA”) workstation.

This investment along with the most experienced CAs in the industry supported by the renown team of dedicated relay engineers and developers will bring Colorado a relay service that is not only the most advanced but most feature rich. For example, we’ve expanded our Speech to Speech service to allow callers to use video to communicate with the CA. We’ve also enhanced and added new features to our customer profiles for deaf/blind users and Speech to Speech users.

Our relay service is the only one that has Upfront Automation (UFA), a patented feature, which allows both TTY users and voice callers to directly enter the number they wish to call without having to provide it to the CA. This allows callers to spend less time communicating with the CA and more time communicating with the person they are calling. While there are many advantages to using UFA, our relay platform still allows those users who prefer to communicate with the CA to do so.

Through our relationship with Ultratec, Inc., the leading provider of Captioned Telephone Services, we’ll also offer your state a CapTel® service that meets and exceeds your requirements. CapTel technology was developed by Ultratec. In 2002, Ultratec licensed its CapTel, Inc. (“CTI”) to perform call center work for CapTel service. CTI continually demonstrates its ability to adapt to improvements in CapTel technology and to implement state-of-the-art technology in providing the service. Our relationship with Ultratec has spanned the time that that we have been in the relay business.



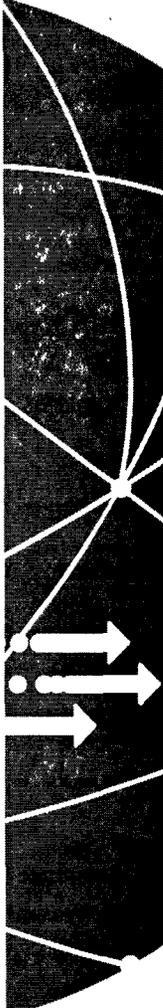
Through our two financially strong and technological savvy companies, we will provide a captioned telephone service from two well-staffed fully redundant call centers located in Madison and Milwaukee Wisconsin.

We are committed to bringing Floridians a high quality relay service that meets and exceeds all of your requirements and complies with all of the requirements set forth by the Federal Communications Commission (FCC).

The table below highlights the features and services AT&T will provide the citizens of Colorado:

AT&T Meets All Key Features and Services for Colorado!

Colorado TRS Essentials	AT&T meets or exceeds:	Colorado TRS Essentials	AT&T meets or exceeds:
Relay Experience	YES	ASA/P.01 Standards	YES
\$0.07/Min. Flat rate for Long Distance Calls	YES	Customer Profiles and Database	YES
Meet all FCC Standards and Regulations	YES	English and Spanish	YES
Provide all necessary resources for TRS & CTS	YES	Disaster Recovery	YES
Equipment, Software, and Circuits	YES	Reports	YES
Functionally Equivalent Technology	YES	Use current CapTel provider	YES
Experienced Outreach Manager	YES	Business Continuity	YES
Redundant System/Disaster Recovery	YES	Emergency Call Procedures	YES
System Failure Announcements	YES	True caller ID	YES
Multiple Calls with no Time Limits	YES	Carrier of Choice	YES
Uninterruptible Power	YES	Complaint Process and Logs	YES
Call Blockage	YES	Specialized Initial/Ongoing CA Training	YES
24/7/365 Operation	YES	CA Skills in Articulate Communications for transcribing.	YES
Consumer Input Capability	YES	Code of Ethics	YES
Confidentiality	YES	Pledge of Confidentiality	YES
Outreach and Education	YES	State Website	YES
Billing Standards	YES	Specialized Personnel	YES
Dynamic Call Routing	YES	Voice mail and Interactive Menus	YES
Backup and Contingency System	YES	Message Retrieval	YES
Meet Service Start date - YES			





Functional Equivalency:

AT&T will provide CTS service that is **Functionally Equivalent** to what a voice user experiences.

The relay platform used by AT&T is the most functionally equivalent in the relay industry today. No other current relay provider's platform matches AT&T in terms of functional equivalence. Our team of engineers and developers are solely dedicated to supporting the relay organization which allows them "live and breathe relay."

Our Relay Services platform is very functionally equivalent to the telecommunications network used by those who do not use the relay. We continue to make advancements that make the differences between relay and non-relay less significant i.e. the use of SS7 technology.

We realize you desire to provide the most cost-effective and efficient relay service possible. We've worked tirelessly to achieve this goal in all of our states and will do the same in Colorado. WE believe you'll find AT&T's relay service to be very cost efficient, and a service that is very functional and equivalent to standard telecommunication services.

Personnel:

We have nearly 400 AT&T employees dedicated to our Relay Service. Most of these are our 366 Communication Assistants (CAs) and center managers. We support them with Technical Staff, Operations Staff, and Marketing Staff. Our CAs are AT&T employees, not outsourced, and are a Union-supported workforce.

Our CAs' average length of service is 15 years in Relay; several CAs and managers have served AT&T customers for more than 30 years.

Our CAs receive unsolicited commendations from our Relay callers that substantiate these individuals as the best of the best for customer assistance. We've included one testimonial here, and you will see additional commendations throughout our response.

Our CAs personify the customer-oriented perspective that we encourage in every AT&T employee.

AT&T brings you the most highly skilled and experienced Communications Assistant (CA) force in the industry. Our seasoned management team shares a deep heritage and passion for dedicated and professional service. We are ready, willing and dedicated to serve your state with the outstanding level of service you would expect from an industry leader.



AT&T offers robust support and available Network Management Services for your Relay service. With our comprehensive scope of services, AT&T can deliver the benefits of efficiency, streamlined coordination, common methods and processes, and responsive personnel. AT&T Relay Services also provides a dedicated internal technical team with more than 100 years of collective Relay experience. Our AT&T experts are the same individuals that the FCC often calls upon when seeking feedback regarding complicated industry issues.

AT&T Relay is supported by an extensive team of experienced legal and regulatory managers. Our legal and regulatory team meets regularly with the AT&T Relay team to ensure that our call handling procedures are compliant with all state and federal requirements and that we are kept informed of any changes to regulations and requirements. In addition, we are required on an annual basis to certify through our compliance to all state and federal rules/statutes, and requirements.

24/7/365 Operation:

The state's TRS and CapTel service provided by AT&T will be accessible and operational twenty-four (24) hours a day, seven (7) days a week, and three hundred and sixty-five (365) days a year. AT&T was the first to offer and provide a statewide Relay Service that was available 24 hours a day and 7 days a week. AT&T is proud of providing relay services for more than 24 years around the clock. No other provider equals this record. We set the benchmark that other relay providers followed.

Compliance:

All relay services provided by AT&T are fully **compliant** with all state and federal requirements. We exceed the requirements iterated in FCC 64.601-64.604. Our strong track record, substantiated during the past two decades in the Relay Service industry, demonstrates our skill and reliability at implementing requirements in advance of new mandates and without the need to request waivers from the FCC. Colorado can be assured that all necessary telecommunications equipment, software and transmission circuits shall continue to meet or exceed FCC and state performance standards.

AT&T Relay is supported by an extensive team of experienced legal and regulatory managers. Our legal and regulatory team meets regularly with the AT&T Relay team to ensure that our call handling procedures are compliant with all state and federal requirements and that we are kept informed of any changes to regulations and



requirements. In addition, we are required on an annual basis to certify through our compliance to all state and federal rules/statutes, and requirements.

Our Relay Services frequently serve as “early adapters” that help set the standard for other providers. All Relay Services provided by AT&T are fully compliant with all state and federal requirements. Our strong track record, substantiated during the past two decades in the Relay Service industry, demonstrates our skill and reliability at implementing requirements in advance of new mandates and without the need to request waivers from the FCC.

AT&T’s active involvement with several national organizations and industry groups allows us to anticipate and plan for new features and changing federal requirements. The following table shows just a few examples of the many times when AT&T was first to implement innovations – or FCC regulations prior to the date required.

AT&T Ahead of the Curve in Relay Service	
First Provider to Offer enhanced TTY modalities such as TurboCode®	
First Provider to Implement Interrupt Capability on Web-based Relay	
First Provider to enroll all of its state contracts in the Telephone Service Priority Program in 2005	
First Provider to trial and offer Relay Captioned Conference in 2002	
First Provider to implement True Caller ID across all its state contracts in 2001	
First Provider to demonstrate Internet Relay in 2000	
First Provider to complete provisioning of 711 Abbreviated Dialing in all its state contracts	
First Provider to offer and provide Spanish Relay in 1993	
First Provider to implement the first state-wide TRS program in 1987	

With our comprehensive scope of services, AT&T is positioned to and will deliver the benefits of efficiency, streamlined coordination, common methods and processes, and compatible personnel to exceed your requirements for the envisioned environment for TRS and CTS.





Network Reliability:

We bring solid network services experience that enables us to best serve you. **Gartner, Inc., a noted industry analyst, put AT&T in the Leaders quadrant for Network Service Providers for every region.** In these uncertain economic times, some telecommunications providers are troubled with so many performance and financial issues that they no longer are invited to participate on large federal government bids. You can rely on AT&T, however, to support you with resources, performance, and stability that position us at the top of our industry.

Relay Service, itself, was originally developed by AT&T Bell Labs with the same standards for reliability and performance as our main network services. Redundancy was a core driver in the initial design of the AT&T Special Network Applications Platform (SNAP) for Relay Service.

AT&T has been serving the hearing and speech loss relay community longer than any other relay provider. Our experience cannot be matched by any other company. Additionally, our dedicated engineering and development staff has always been at the forefront of technical innovation raising the standards for providing functional equivalence. Anything offered or provided by AT&T in terms of alternative technologies will meet or exceed equivalent TRS standards.

AT&T conducts ongoing research and development for emerging technology at AT&T Labs and conducts pilot programs with customers who wish to participate. This is one of the benefits of Colorado selecting a provider that is a nationally recognized company not in Relay alone, but also in broadband, wireless, mobile devices, and Internet products. Most of the emerging Relay Services will be Internet and mobility-centric, and these are additional areas where AT&T excels. We successfully beta-tested IM (Instant Messaging) Relay at our Virginia Relay Center and anticipate this will be a model for future pilot programs in emerging technology. We'll keep the OTA advised on pilot programs through ongoing communication with our AT&T Program Manager.

AT&T has a long history of maintaining a most responsive network design. AT&T Network Services continues this tradition with networks that are redundant and have the ability to self-correct and self-heal when failures occur. As a matter of fact, AT&T was the first telecommunications company to adopt both the Grade-of-Service (GoS) and the Quality-of-Service (QoS) as key performance metrics.



In over 24 years of service, AT&T Relay has never experienced a customer-affecting service issue or complaint due to network blocking. No other provider can match this record of performance.

Relay Service, itself, was originally developed by AT&T Bell Labs with the same standards for reliability and performance as our main network services. AT&T has been a provider of state-wide relay service for more than 24 years. No other relay provider equals this record. We were the first telecommunications company to establish a 24 hour/7 days a week service under a state funded program in State of California back in January 1987. We set the benchmark that other relay providers followed.

Financial and Community Strength:

As the largest telecommunications company in the United States and one of the largest in the world, AT&T has vast experience working with all sectors of business—including state governments and their agencies. We combine this experience with talent, commitment, and strength to bring you a comprehensive solution for TRS. We bring you excellence in significant aspects that are the hallmark of a trusted provider.

In these uncertain economic times, some telecommunications providers are troubled with so many performance and financial issues that they no longer are invited to participate on large federal government bids. You can rely on AT&T, however, to support you with resources, performance, and stability that position us at the top of our industry.

AT&T is a leading provider of telecommunications services and solutions. We are committed to providing the highest quality of service to our customers.

Dallas, Texas, October 20, 2011

AT&T Inc. (NYSE:T) today reported third-quarter results, highlighted by solid earnings and free cash flow, continued strong mobile broadband growth and sequential growth in wireline business revenues.

"Mobile broadband growth continues to be robust, execution was strong across the business, and we delivered another solid quarter," said Randall Stephenson, AT&T chairman and chief executive officer.

"Smartphones, connected devices and tablets all posted impressive gains. Our first LTE 4G markets are up and running with terrific speeds. And we continue to work toward a successful completion of our planned T-Mobile USA merger. The next waves in the mobile Internet revolution represent tremendous growth potential, and we are laying the groundwork required for that future."



Third-Quarter Financial Results

For the quarter ended September 30, 2011, AT&T's consolidated revenues totaled \$31.5 billion, down \$103 million, or 0.3 percent, versus the year-carrier quarter.

Compared with results for the third quarter of 2010, AT&T's operating income margin was 19.8 percent, compared to 17.2 percent; operating expenses were \$25.2 billion versus \$26.2 billion; and operating income was \$6.2 billion, up from \$5.4 billion.

Third-quarter 2011 net income attributable to AT&T totaled \$3.6 billion, or \$0.61 per diluted share. These results compare with reported net income attributable to AT&T of \$12.3 billion, or \$2.07 per diluted share, in the third quarter of 2010, which included one-time gains from a tax settlement and the sale of Sterling Commerce. Excluding one-time gains, earnings were \$0.54 in the third quarter a year ago.

Third-quarter 2011 cash from operating activities totaled \$10.4 billion, and capital expenditures totaled \$5.3 billion. Free cash flow — cash from operating activities minus capital expenditures — totaled \$5.1 billion.

Compared with results for the first nine months of 2010, year to date through the third quarter, cash from operating activities totaled \$27.2 billion versus \$25.4 billion; capital expenditures totaled \$14.7 billion compared to \$13.7 billion; and free cash flow totaled \$12.4 billion versus \$11.6 billion.



**Community Impact
Making a Difference in the Community**

AT&T is more than just a company that provides relay services. We are also a member of your community.

Corporate social responsibility is integral to AT&T's culture; we continually engage in initiatives that enrich and strengthen our communities. Thanks to these efforts, we contributed over \$685,000 through corporate-, employee- and AT&T Foundation-giving programs in 2010. Other ways we are investing in Colorado include but are not limited to:

The following is a summary of our investment in the great state of Colorado.

Employment



We have more than 2,103 AT&T employees in Colorado. Our payroll represented more than \$140 million in 2010. We operate 28 company-owned retail locations in the state.

Building for tomorrow

Between 2008 and 2010, AT&T invested approximately \$375 million on its wireless and wired networks in Colorado.

Local Support

In 2009, AT&T operations in Colorado generated more than \$75 million in local and state taxes. These taxes, paid by AT&T or our customers, help support vital programs.

Spending Where We Live

AT&T spent more than \$1.2 billion on goods and services purchased from suppliers based in your state in 2010. This spending supports jobs and economic activity in Colorado.

People Power

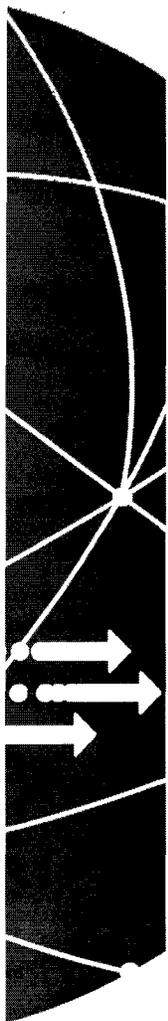
Each year, our employees and retirees work to enhance their communities by taking part as AT&T Pioneers and voluntary efforts. In 2010, AT&T employees and retirees in Colorado donated more than 16,500 hours of personal time to community outreach activities – worth more than \$350,000.

Environmental Impact

We strive to minimize our environmental impact in ways that are relevant to our business and important to the communities we serve. Finding cleaner methods of powering our fleet is an important step we can take in this area, and we plan to invest up to \$565 million over 10 years to deploy more fuel-efficient vehicles in our fleet. We currently have 6 alternative-fuel vehicles in Colorado. And in 2010, we invested over \$529,000 in 23 energy-efficiency projects in the state, resulting in an expected 2.1 million kilowatt hours of annualized energy savings.

Giving Back

For more than 25 years, the AT&T Foundation has been committed to advancing education, strengthening communities and improving lives. In 2009, AT&T and its





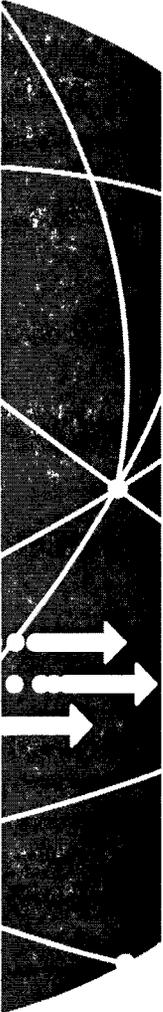
employees contributed more than \$685,000 through corporate, employee, and AT&T Foundation giving programs in Colorado.

In 2008, we launched AT&T Aspire, a \$100 million philanthropic program to help strengthen student success and workforce readiness. As part of this commitment, last year we awarded 7 single or multi-year grants in Colorado, valued at \$153,000. We also provided the opportunity for 140 students in your state to job shadow our employees, giving them the chance to see first-hand the skills they need for future success.

Add It UP

AT&T Investment in Colorado	
2010 PAYROLL	\$140,000,000
2009* TAXES	\$75,000,000
2010 GOODS & SERVICES	\$1,200,000,000
2010 GIVING	\$685,000
2010 VOLUNTEER HOURS	\$ 350,000
2010 ENERGY EFFICIENCY	\$529,051
2010 GRANTS	\$153,000
2008-2010 NETWORK INVESTMENT	\$375,000,000
AT&T'S TOTAL COLORADO INVESTMENT	\$1,791,717,051

*Most recent data available





AT&T appreciates the opportunity to respond to this RFP. We're confident that our solution meets and exceeds your requirements and expectations for Telecommunications Relay Services.

With our comprehensive scope of services, AT&T can deliver the benefits of efficiency, streamlined coordination, common methods and processes, and responsive personnel, with solid experience and the best financial stability available.

