SOLE SOURCE DETERMINATION

The Purchasing Division has been requested to approve a sole source purchase for the commodity or service described below. Pursuant to West Virginia Code 5A-3-10c, the Purchasing Division is attempting to determine whether the commodity or service is a sole source procurement. If you believe your company meets the required experience and qualification criteria stated below, please e-mail the Purchasing Division at team@wvadmin.gov to express your interest in the project. Please forward any and all information that will support your company's compliance with required qualification and eligibility criteria along with any other pertinent information relative to this project to the Purchasing Division no later than 7/14/2006.

Requisition Number: BPH60354

Department/Agency: WV DHHR/BPH/STECS

Detailed Description of Project: See attached documentation

Proposed Sole Source Vendor: Motorola

Specific Eligibility Criteria: See attached documentation

Specific Qualification Criteria: See attached documentation

Exhibit C

System Description and Equipment List

System Description

The West Virginia Department of Health and Human Resources, State Trauma & Emergency Care System (WV-STECS) (WVIRP) has requested a proposal to upgrade the existing WVIRP radio system and increase the number of remote sites. To fulfill this request, Motorola is proposing to upgrade the existing master site from ASTRO 25 SE Release 6.5 to ASTRO 25 Release 7.1. The proposed remote sites allow the State to expand the radio system by adding Release 7.1 ASTRO 25 Repeater Sites. The existing WV-IRP remote sites will be upgraded to Release 7.1 as part of the proposed upgrade.

This system description document consists of the following sections:

1. Master Site Upgrade
   - 1.1. Zone Controller
   - 1.2. Cooperative WAN Routing
   - 1.3. Database Conversion
   - 1.4. Network Management Servers
2. ASTRO 25 Repeater Site (Remote Site)
   - 2.1. Proposed Expansion Sites
   - 2.2. Upgrade of Existing Sites

1. Master Site Upgrade

1.1 Zone Controller

The MZC 5000 Zone Controller will replace the existing release 6.5 zone controller. The MZC 5000 Zone Controller provides system call processing and mobility management, and is the heart of the wide area communications system. The MZC 5000 is proposed in a redundant configuration providing the reliability required for mission critical communications. The MZC 5000 interfaces via Ethernet to the Ethernet LAN switch, and is provided access to the packet switched network via the redundantly configured Core Routers. The Motorola MZC 5000 Zone Controller incorporates Sun Netra 240 hardware, which provides adaptability to technology enhancements, and better planning of future communication needs and migration.

1.2 Cooperative WAN Routing

Cooperative WAN Routing (CWR) is the 2nd generation network transport design of the ASTRO 25 Infrastructure. It allows scalability from a single site to multiple zones by eliminating the Nortel Passport 7480 WAN Switch. The Cooperative WAN Routing architecture

interfaces directly with the Site links (RF, Console, and Network Management) as well as the Inter zone links, if present. The new architecture enables a scalable solution from single site/simulcast subsystem to Multi-Zone with up to 100 sites per zone. CWR significantly reduces downtime during upgrades over the Nortel Switch since the equipment within the CWR solution is connected and configured in a redundant method.

1.3 Database Conversion

During the upgrade, Motorola's Upgrade Operations (UO) team will provide services to convert all databases from Release 6.5 compatibility to Release 7.1 compatibility.

1.4 Network Management Servers

The proposed upgrade replaces the existing Network Management Servers. All upgraded servers utilize the Sun Netra 240 hardware. The following servers will be upgraded:

- **Zone Database Server (ZDS)**: User configuration information entered into the User Configuration Server (UCS) is replicated to the ZDS in each zone. The ZDS is responsible for transferring the necessary configuration information to the zone controller within the zone. This transfer is called database export. This export occurs at regular intervals, but it can also be done manually, and as a response to changes to the database. The zone controller uses the exported database to fulfill its mobility management and call processing duties. Communication between the ZDS and the UCS is not strictly one-way. The zone database server also updates the UCS database with site information.
- **Zone Statistics Server (ZSS)**: This server provides data storage for statistics data. Each zone contains one ZSS for statistics that are stored locally. Statistics such as the number of Calls, Push-To-Talks, and Busies are accumulated over preset time intervals. Data can be accumulated over a 1 hour interval and retained up to 10 days, or can be accumulated monthly and retained for 1 year.
- **Air Traffic Router (ATR) Server**: The ATR manages all non-call processing processes. The Radio Applications Programming Interface (RAPI) process is located on the Air Traffic Router (ATR) server that is co-located on the same Local Area Network as the Zone Controller. RAPI is the zone level interface protocol to the Zone Controller for call processing related operations such as radio control (Radio Control Management), mobility services (Radio Affiliation) and call logging (Air Traffic Information Access) information. RAPI broadcasts call-logging information for use by some Network Management applications or other third party applications. The Zone Controller and ATR are connected by a reliable TCP link. Having to support a simple interface allows the Zone Controller to focus on real-time call processing.
- **Fault Server (FullVision) (FVS)**: FullVision is a fault management tool that provides a single interface for monitoring alarms and alerts generated by the radio system infrastructure and the LAN/WAN equipment. The FullVision Integrated Network

Manager (INM) is based on Hewlett-Packard's OpenView™ Network Node Manager (NNM) software application. Hewlett-Packard's OpenView™ is a standard network management software application that uses SNMP over Internet Protocol (IP) to communicate with the elements it manages.

- **User Configuration Server (UCS)**: The User Configuration Server (UCS) allows the System Administrator to configure subscribers, Talkgroups, and security information at a system level. The UCS provides a single point of entry for system wide configuration parameters. Changes to the UCS automatically propagate throughout the system. The UCS is accessible from any properly authorized user from any NM Client in the system. The user configurable parameters are automatically downloaded to the appropriate zone controllers after each new entry and updated.

2. ASTRO 25 Repeater Site (Remote Site)

The proposed upgrade and site expansion will upgrade all existing ASTRO 25 Repeater Sites to Release 7.1. Additional ASTRO 25 Repeater Sites will be added to the system as required by WV-IRP's needs.

2.1 Proposed Expansion Sites

Release 7.1 ASTRO 25 Repeater Sites will consist of the following:

- (6) UHF Quantar repeaters
- (2) PSC9600 controllers
- (1) Site router
- (2) Switches
- (2) Four channel combiners
- (1) Multi-coupler amplifier
- (2) Transmit antenna networks (line, connectors, antennas, surge protectors)
- (1) Receive antenna network (line, connectors, antenna, surge protector)

2.2 Upgrade of Existing Sites

The existing remote sites will be upgraded to ASTRO 25 Release 7.1. All repeater, controller, switch, and router software will be upgraded to Release 7.1 compatibility.

WVIRP Upgrade Equipment list

Master Site

Quantity	Nomenclature
1	MZC 5000 ZONE CONTROLLER
1	ZONE DATABASE SERVER
1	FAULT SERVER
1	AIR TRAFFIC ROUTER SERVER
1	ZONE STATISTICS SERVER
1	USER CONFIGURATION SERVER
1	COOPERATIVE WAN SWITCHING AND ROUTING CENTER
	MASTER SITE UPGRADE SOFTWARE AND LICENSES
	GOLD ELITE AND AEB UPGRADE SOFTWARE AND LICENSES

Existing Remote Site Upgrade

64	ASTRO 25 SITE REPEATER UPGRADE
22	PSC9600 SITE CONTROLLER UPGRADE
	REMOTE SITE UPGRADE SOFTWARE AND LICENSES

Expansion Remote Site (per site)

2	PSC9600 SITE CONTROLLER
1	S2500 ROUTER
2	HP PROCURVE SWITCH 2626B
6	QUANTAR ASTRO 25 SITE REPEATER
2	4 PORT UHF COMBINER
2	TRANSMIT ANTENNA NETWORK
1	UHF RECEIVE MULTICOUPLER AMPLIFIER
1	RECEIVE ANTENNA NETWORK
2	SEVEN FOOT RACK

Exhibit D

Statement of Work

Service Terms and Conditions

Warranty

Statement of Work – Master Site Upgrade

Overview

To facilitate smooth upgrade to West Virginia State Trauma and Emergency Care System (WV-STECS (WVIRP) systems, Motorola created the Network Infrastructure Operations (NIO) team. The NIO team is a consortium of internal Motorola business operations. This includes Upgrade Operations (UO), the Customer's Center for Systems Integration (CCSi), the System Support Center (SSC) and the Technical Support Organization (TSO) located in Schaumburg, Illinois.

The Upgrade Operations team was designed to address the need for systems support for Customers who are interested in upgrading their system, be it at the component level or for migration of their existing system from one technology (or platform) to another. The UO process crosses multiple functional groups within NIO to successfully execute an Upgrade project.

The Customer Center for Systems Integration was developed to address the System Implementation process in the most efficient and cost effective manner by incorporating the integration of all system components as part of the manufacturing operation. Motorola redesigned its manufacturing process to include system integration before shipments. During staging, specialized technical teams work with the factory, product group, development personnel, and the Motorola Field Team to verify system operation and functionality before the system is approved and shipped to the Customer.

The System Support Center is our technical support center. All incoming calls to the SSC are logged, assigned a case number and then are routed to either UO or Technical Consulting, as appropriate. The SSC is the Motorola "front-end" contact point for all Upgrade requests, as well as any issues that arise during the Field Implementation phase. SSC personnel are responsible for ensuring all cases are handled in a timely manner with a resolution implemented to achieve Total Customer Satisfaction.

The Technical Support Organization is also a technical support operation. This highly skilled and knowledgeable group of System Technologists, Engineers, and Program Managers are responsible for fulfilling all product software loads otherwise known as software "patches" (product specific warranty). The TSO assists to resolve problems that may occur during the Upgrade process.

Upgrade Implementation Plan

Motorola will create a specific Upgrade Implementation Plan (UIP) for each WV-STECS (WVIRP) system to be upgraded. Components of the UIP include:

- Master Site Software/Hardware
- Control Center Software
- Operator Position Software

- Remote Site Software

Motorola and WV-STECS (WVIRP) will agree on both a service and support plan to be in place during and after the Upgrade Implementation.

Pre-Upgrade Feature Review

Motorola and WV-STECS (WVIRP) will review the operational functionality of the system in place compared to the Upgraded system components and determine any impacts/changes in operational capability. Motorola and WV-STECS (WVIRP) will jointly communicate, in writing, any identified impacts to the user community.

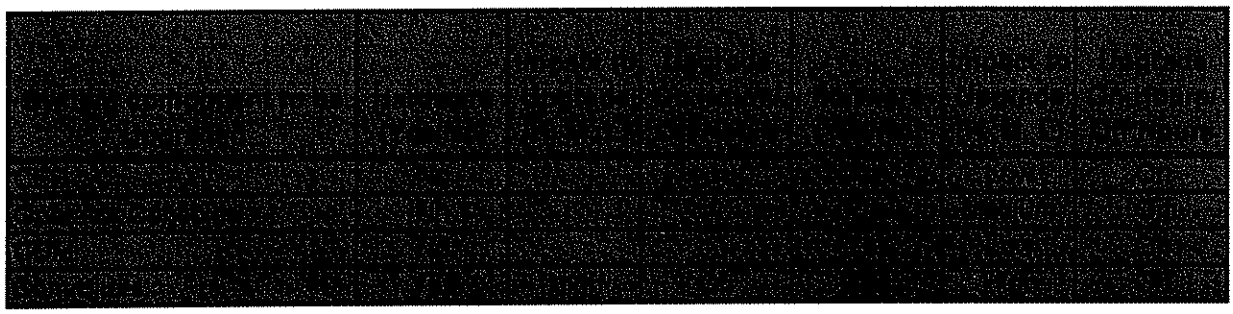
Customer Requested Acceptance Date

Motorola and WV-STECS (WVIRP) will work together to determine the on-site Upgrade work schedule. This will include start times that impact system operation and a scheduled completion date based on the Customer Requested Acceptance Date (CRAD).

It is understood that any emergency situations, which may arise, could delay the Upgrade of the system if WV-STECS (WVIRP) determines this is needed. In an event that a delay is required, the system Upgrade process can be resumed at a time agreed upon by the Motorola Field Team, Upgrade Operations Team, and WV-STECS (WVIRP).

Impact/Estimated Down Time

To minimize the impact to WV-STECS (WVIRP) operations that depend on the radio system, the majority of the Upgrade work will be done during off peak traffic hours as determined by WV-STECS (WVIRP) and Motorola. A time estimate of worst case expectations will be developed based on the system to be Upgraded and specified in the Upgrade Implementation Plan (UIP).



Fallback Plan

If a problem is encountered by the Upgrade team during the Upgrade process and it appears that the equipment Upgrade will not be completed within the specified time indicated on the Upgrade Impact Time Line, Motorola and WV-STECS (WVIRP) will analyze the current Upgrade status. At that time, the Upgrade team, at WV-STECS (WVIRP)'s discretion, will convert the system to the original configuration.

If the Fallback Plan is implemented Motorola will then diagnose the Upgrade problem encountered to determine if it can quickly be resolved. Once the problem is resolved, the system Upgrade process can be resumed at a time agreed upon by Motorola and WV-STECS (WVIRP).

Implementation Deliverables

Interconnect Materials and Cabling

Motorola will provide the interconnect materials as listed in the Engineering equipment list necessary to support the Upgrade or migration requirements (e.g. Patch Panels, Interconnect Cables, Connectors/Adapters, etc.). All cables are cut to length and labeled on both ends with To/From designators per the agreed upon site floor plan and equipment racking diagrams.

Not included:

Power: Additional or customized power wiring or cabling ARE NOT supplied as part of the System Upgrade Implementation.

HVAC: Additional HVAC requirements ARE NOT supplied as part of the System Upgrade Implementation.

Grounding and R-56: Additional work required to bring the site up to current Motorola R-56 standards ARE NOT supplied as part of the System Upgrade Implementation.

These items can be quoted separately as per WV-STECS (WVIRP)'s request.

Pre-configuration and Test Tasks

Motorola will perform the following tasks as part of the pre-configuration and test:

- Pre-configuration and Test of Upgrade Kits: All Fixed Network Equipment (FNE) Upgrade Kits may be preconfigured and tested by Motorola prior to shipment to WV-STECS (WVIRP). This will help to insure the quality of the Upgrade components in addition to reducing the field implementation time.
- Load/Test Application Software: When applicable, all Application Software purchased as part of the Upgrade will be loaded, validated, and tested by Motorola.

Prior to the Upgrade, WV-STECS (WVIRP) will verify and correct all effected databases to reflect accurate and current information. Examples: SmartZone databases and CDM database. Motorola will restore databases to pre-Upgrade configurations if there are problems during the Upgrade. Changes in fleet maps, operator screens, and overall system configurations are not included as part of the upgrade.

Functional Verification

The Upgrade Functional Verification is a recommended series of checks used to establish baseline functionality of the system before and after the Upgrade. Because these checks are conducted on a live system, all are designed as non-intrusive and will remain transparent to the system users. Therefore, there are no checks that put the system into site trunking, failsoft, or cause an impact on user operation.

Final System Acceptance and Post System Upgrade Implementation Support

Please refer to the Upgrade Implementation Plan (UIP) for the specific Upgrade technology in question for corresponding stability periods. Within 24 hours of completion of the Upgrade

Motorola and WV-STECS (WVIRP) will formulate a final system punch list noting any and all open issues. These issues will be scheduled for resolution within a mutually agreed upon time period. Based on this successful event, Motorola and WV-STECS (WVIRP) will sign a Final Acceptance Certificate noting the agreed upon outstanding punch list items. Upon the completion of this milestone, the level of Service will revert back to the pre-installation Service level agreement in place prior to the System Upgrade. In the event an undocumented problem (i.e. not on the Upgrade punch-list) occurs after the Upgrade is complete (stability period(s) have ended) WV-STECS (WVIRP) and/or the Motorola Field System Integration Team is required to call the Motorola System Support Center (SSC) to report the problem. SSC will handle the characterization and tracking of the customer issue to resolution.

Project Managers

The Motorola Project Manager's (PM) primary responsibility is the successful implementation and optimization of the system. The PM will serve as the primary liaison to WV-STECS (WVIRP) for the project. The PM will track the progress of the project and take proactive measures to insure that the project proceeds as planned. The PM will determine if changes to the project scope or deliverables are required or requested and will provide the required Change Orders to WV-STECS (WVIRP) as appropriate.
If is available to act as Project Manager when the work pertaining to this Agreement is being done, then Motorola will assign as Project Manager. If is not available or does not accept such assignment, then Motorola is under no obligation to WV-STECS (WVIRP) to hire as Project Manager, and will assign an equally qualified individual to act as Project Manager.

Lead Engineer

The Lead Engineer will lead the engineering and design personnel assigned to the project. The engineering team is responsible for the technical integration of all the sub-systems into the defined System and will be responsible for the following:

- Work with the subcontractor's engineers and review their specifications and products.
- Develop the acceptance test plans.
- Direct the technical integration and testing of the systems to insure compliance with agreed upon overall system design.
- Defining final system design and assuring the technical integrity of the system design.
- Performing systems acceptance testing.

will serve as engineer in an advisory capacity for the duration of work to be done in the furtherance of this Agreement, contingent upon the fact that is employed by Motorola.

System Technologist

The System Technologist (ST) is a highly experienced and trained individual specializing in the optimization and trouble shooting of large two-way RF communication systems. The ST will perform the optimization process and will work with the local Motorola Service Technicians.

Additionally, this individual will work with the Motorola PM and WV-STECS (WVIRP) representative in deciding upon the best configuration for, and then programming of, the system parameters. The ST will perform the following activities:

- Participate in the testing of the system.
- Perform the optimization of all fixed network equipment.
- Work with engineering to perform the Acceptance Testing
- Assist in the development of the system cut-over plan

Statement of Work – Repeater Sites

Overview

This document, known as the System Integration Statement of Work (SOW), describes the deliverables to be furnished to the West Virginia State Trauma and Emergency Care System (WV-STECS (WVIRP)) and other state agencies or political subdivisions and the tasks to be performed by Motorola, its subcontractors, and WV-STECS (WVIRP) to implement the solution described in this proposal. It contains information that describes the most current understanding of the work required by both parties to provide a successful implementation.

It is understood that this SOW may be revised during contract negotiations or during Contract Design Review (CDR), and in some instances any other Change Orders that may occur during the execution of the project. If there are changes to the Scope of Work, then these changes must be reflected in this SOW, before becoming binding on either party. This SOW will be an Exhibit to the Contract negotiated between Motorola and WV-STECS (WVIRP). After contract award, changes to the SOW will be made through a formal contract Change Order process as set forth in the Contract.

Project Management

Project management is the application of knowledge, skills, tools, and techniques to address our customer's contractual requirements. To this end there are nine practices, key to project management, highly interrelated, with each as important as the others. These nine key practices are identified and further described as:

- Scope management
- Schedule and Time management
- Cost management
- Quality management
- Risk management
- Contracts and Procurement management
- Resources management
- Communications management
- Integration Management (System Implementation)

Scope Management

Scope management is the process of maintaining control of the project in terms of the aims, goals, and objectives of WV-STECS (WVIRP). During the planning process, Motorola strives to ensure that the project scope includes all the work required and only that work required to satisfy the contractual requirements of the project. Motorola's understanding of the Scope of Work is defined in this System Integration Statement of Work.

Schedule and Time Management

Upon contract award, the Motorola Project Manager will provide a project schedule which identifies Motorola's projected timeline for completing the required tasks to successfully implement the WV-STECS (WVIRP) communication system.

This schedule will be directed toward achieving an operational system, predicated on the contract execution date. In order to assure timely completion both Motorola and WV-STECS (WVIRP) must work towards compliance with all interim milestones. Motorola will closely coordinate the schedule with WV-STECS (WVIRP) to adjust, compensate for and take corrective actions as required by any schedule changes.

Motorola will work together with WV-STECS (WVIRP) to identify all project responsibilities for the successful completion of the project. Upon completion of the agreed upon final schedule, it will be incorporated as part of the final contract.

Cost Management

During the execution of a project of this scope, contract change requirements may arise from time to time to accommodate changes in scope. Upon execution of the final contract, a formal Change Order / Contract Amendment procedure will become effective. Either party may request changes within the general scope of the contract. If a requested change causes an increase or decrease in the cost or time required to perform the contract, Motorola and WV-STECS (WVIRP) will agree to an equitable adjustment of the Contract Price, Performance Schedule, or both, and will reflect such adjustment in a Change Order. Neither party is obligated to perform requested changes unless both parties execute a written Change Order.

Quality Management

It is the policy of Motorola to produce and provide products and services of the highest quality, which are responsive to the needs of our customers. Motorola has a well-established reputation for designing and developing high quality products and systems, on schedule, and within budget. Motorola adheres to the International Standards Organizations (ISO) quality standards.

All work will be performed consistent with high quality commercial practice and in accordance with Motorola's Quality Standards for Fixed Equipment Installations and all applicable manufacturer installation and maintenance manuals.

Risk Management

One of the major tasks of project management is to mitigate risk to our customers, to Motorola, our subcontractors, the environment and the public. No project is entirely without risk, but purchasing from Motorola reduces the risk by bringing the benefit of our experience in implementing radio systems. Potential problems have been faced and overcome in the past, and

can be planned for and avoided. Motorola has a process that allows us to address these issues and develop a system implementation plan that is both workable from a time and cost standpoint while minimizing the risk to all parties.

Subcontracts and Procurement Management

Motorola has extensive experience in managing programs with many large subcontracted efforts. Motorola routinely employs teams of subcontractors as integral members of our system integration teams and has established policies and procedures to manage their efforts. Early in the proposal phase, Motorola established the groundwork that will enable a rapid execution of subcontracts with each of our team members. Motorola's subcontracts clearly define the tasks to be performed and the Project Schedule required from our subcontractors in accordance with our prime contract.

Resource Management

Motorola believes that the success of any project depends upon obtaining and applying the best resources to every aspect of the project through organizational planning, staff acquisition, and team development. Our staffing approach brings together a team of specialists, subcontractors, engineers, and project management personnel under the direction of a Project Manager. This philosophy also pervades our selection of, suppliers, facilities, tools and staff. By integrating our subcontractor's management and staff with the Motorola team, we are able to utilize the best-qualified personnel for every task, regardless of company affiliation. The team selections are based upon individual skill, prior experience, and qualifications.

Project Managers

The Motorola Project Manager's (PM) primary responsibility is the successful implementation and optimization of the system. The PM will serve as the primary liaison to WV-STECS (WVIRP) for the project. The PM will track the progress of the project and take proactive measures to insure that the project proceeds as planned. The PM will determine if changes to the project scope or deliverables are required or requested and will provide the required Change Orders to WV-STECS (WVIRP) as appropriate.

If is available to act as Project Manager when the work pertaining to this Agreement is being done, then Motorola will assign as Project Manager. If is not available or does not accept such assignment, then Motorola is under no obligation to WV-STECS (WVIRP) to hire as Project Manager, and will assign an equally qualified individual to act as Project Manager.

Lead Engineer

The Lead Engineer will lead the engineering and design personnel assigned to the project. The engineering team is responsible for the technical integration of all the sub-systems into the defined System and will be responsible for the following:

- Work with the subcontractor's engineers and review their specifications and products.
- Develop the acceptance test plans.
- Direct the technical integration and testing of the systems to insure compliance with agreed upon overall system design.
- Defining final system design and assuring the technical integrity of the system design.
- Performing systems acceptance testing.

will serve as engineer in an advisory capacity for the duration of work to be done in the furtherance of this Agreement, contingent upon the fact that is employed by Motorola.

System Technologist

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- Participate in the testing of the system.
- Perform the optimization of all fixed network equipment.
- Work with engineering to perform the Acceptance Testing
- Assist in the development of the system cut-over plan

Subcontractors

The Project Manager will coordinate the activities of the various subcontractors to assure cost-effective performance and resolution of technical interface issues during design as opposed to during integration activities.

The Motorola Project Manager will be the single authority for subcontract actions and reporting and will have the full responsibility for quality performance, schedules, and cost control. We will use a straightforward procedure for managing and controlling work assignments to subcontractors.

Subcontractors will be selected for this project based on their experience and many have worked for Motorola on numerous projects. Each subcontractor will assign a lead manager who will be responsible for its company's performance. These managers will report directly to Motorola's Project Managers on contractual issues and to the System Engineer on specific technical

assignments. All subcontractors will submit as-needed progress reports to Motorola describing progress, level of effort, and anticipated problems, which will be integrated into the project tracking systems. The subcontractor's weekly progress reports will serve as Motorola's primary mechanism for ensuring that they remain on track to deliver their promised results.

Local Motorola Service Center

Motorola will utilize a Motorola Service Shops (MSS) to provide field installation, and warranty support. The MSS facility personnel will also be fully involved in the system implementation, integration and cutover. This assures that the Service personnel are fully trained on and understand the system in order to provide effective system maintenance after acceptance of the system.

Correspondence and Approvals

WV-STECS (WVIRP) will respond to all Motorola submittals, letters, and or written requests within 10 calendar days of receipt. Responses rejecting submittals, requests or letters will contain detailed reasoning behind such rejection referencing the contract section or item number affected.

Status Reports

Motorola will be responsible for delivering status reports to WV-STECS (WVIRP) Project Manager. These reports will be provided as agreed to during the Contract Design Review and will include the following information:

- Overall project status compared to scheduled events
- Tasks completed over the last 30 days
- Tasks to be completed over the next 30 days
- Schedule and/or deliverable issues
- Schedule update
- Customer satisfaction issues
- Change order issues

Project Status Meetings

The Motorola Project Manager, or his designee, will attend all project status meetings with WV-STECS (WVIRP) as determined during the Contract Design Review meeting. Motorola will record the meeting minutes as related to the system proposed herein and supply this information to WV-STECS (WVIRP) Project Manager within five (5) working days. The general agenda will include the following:

- Overall project status compared to the Project Schedule
- Product or service related issues that may impact the Project Schedule
- Current status of action items and responsibilities in accordance to the Project Schedule
- Any miscellaneous concerns of either WV-STECS (WVIRP) or Motorola

Progress Milestone Submittal

During the course of the project, Motorola will submit to WV-STECS (WVIRP) milestone completion documentation. This documentation will be submitted in accordance with the milestone schedule. WV-STECS (WVIRP)'s approval of this milestone will signify confirmation that the work associated with the scheduled task has been completed.

System Implementation Work Plan

An effective work plan must be established to ensure not only a timely and orderly implementation, but also one that optimizes system effectiveness. This section outlines the System Integration processes that Motorola will incorporate throughout system implementation to ensure WV-STECS (WVIRP) users a smooth and efficient transition to the new communication system.

Motorola has developed the implementation plan contained herein, for most efficient utilization of resources and earliest possible completion of the project.

Motorola's process for the integration of WV-STECS (WVIRP)'s Communications System will ensure that the implementation adheres to the highest quality and process standards. Several of the steps of this System Integration process parallel and complement the Motorola Project Management Team activities previously discussed.

The major phases of the Motorola System Integration process are:

- Contract / Project Initiation
- Design Review
- Order Processing
- Manufacturing
- Installation
- System Optimization
- Acceptance Testing
- Project Finalization

The above listed steps are described in detail in the following subsections below. By following these steps within the proven system integration process, and applying the previously described Project Management Team arrangement, Motorola can monitor and control all aspects of the implementation to ensure successful on-time completion, Six Sigma quality and Total Customer Satisfaction.

Kickoff Meeting / Contract Design Review

After the contract award, Motorola will hold a combined Kick-off and Contract Design Review (CDR) of the proposed radio system design. This meeting will clarify the system design, identify any special product requirements and their impact on system implementation, and refine the system implementation plan. A discussion of the cutover plan and methods to document a detailed procedure for cutover will begin at this meeting. This meeting will also introduce all

members of the Motorola's Implementation Team and establish the point of contact with WV-STECS (WVIRP)'s project team. Finally, this meeting will allow the team leaders to assign an initial list of project tasks to appropriate team members.
Motorola will provide the following documents to WV-STECS (WVIRP) for its review and approval.

- Contract Schedule
- Preliminary Site Layout Drawings
- Rack Elevation Drawings
- System Block Diagrams
- System Design Specifications (SDS)
- Equipment List
- Acceptance Test Procedure

After approval of the submitted design during the CDR, the implementation process will begin with a project kickoff meeting.

Ordering and Manufacturing

After the kickoff meeting and contract design review, Motorola will process orders for equipment and start equipment manufacturing. The manufacturing facility will test each subsystem from its base kit or module level up to the complete subsystem. In addition to the individual tests applied to all units shipped, Motorola's Product Quality Engineering Department performs additional tests on periodic samples.

Site Acquisition

WV-STECS (WVIRP) is solely responsible for site acquisition for all proposed owned or leased sites; the acquisition process should include acquiring clear land title, site lease, shared use agreement, and/or zoning approvals. WV-STECS (WVIRP) will be responsible for all lease costs including recurring payments from the date of lease signing. Motorola's proposal assumes that WV-STECS (WVIRP) will help support all zoning and permitting needed to allow for timely development of the tower and site build-out. Delays due to zoning variances and permitting requirements will be cause for extension of the schedule on a day-for-day basis. Any additional work to comply with special zoning requirements for tower sites (disguised towers, landscaping etc.) will be handled through the Change Order process.

Construction Permits

Motorola will be responsible to obtain the required local building permits for work provided in this proposal. Permits required for work other than provided in Motorola's proposal and/or work being performed at sites by WV-STECS (WVIRP), will be WV-STECS (WVIRP)'s responsibility.
WV-STECS (WVIRP) shall be responsible for all zoning issues, including but not limited to, permits, waivers, easements, right of way clearances, FAA clearances, EPA/DEP requirements, or any other requirements of local, State, or Federal regulations with regard to the permission to develop these sites. Motorola will provide a price proposal for these services if WV-STECS (WVIRP) so requests during negotiations.

Frequency Licensing and Interference

As mandated by the FCC, WV-STECS (WVIRP), as the licensee, has the ultimate responsibility for providing all required radio licensing or licensing modifications for the system prior to system staging. This responsibility includes the APCO frequency coordination applications forms and submittals, the Federal Communications Commission license applications, and any associated fees. If the proper number of channels for the RF and/or traffic plan cannot be licensed by WV-STECS (WVIRP), Motorola will work with the WV-STECS (WVIRP) on a system redesign. Should a system redesign be required any additional cost will be accommodated via the Change Order process. Motorola assumes no liability for inadequate frequency availability or frequency licensing issues.

Motorola will also work with WV-STECS (WVIRP) to identify mutual radio interference between the new communication system and any other existing radio systems. Motorola is not responsible for issues outside of its immediate control. Such issues include, but are not restricted to, improper frequency coordination by others and non-compliant operation of other radios. Motorola is not responsible for co-channel interference due to errors in frequency coordination by APCO or any other unlisted frequencies or the improper design, installation, or operation of systems installed or operated by others. If for any reason, any of the proposed sites cannot be utilized, due to reasons beyond the control of Motorola, the costs associated with site changes and/or delays; including, but not limited to, re-engineering, frequency re-licensing, site zoning, site permitting, schedule delays, site abnormalities, re-mobilization, etc. will be addressed through the Change Order process.

Site Access

WV-STECS (WVIRP) shall provide free and open access to all County owned or leased sites, as defined in this proposal. Access must be available 24 hours a day during the course of this project. This includes, but is not limited to, the following:

- Provide escort at no charge, if escorts are required at any particular site. The availability of such escort shall not be unreasonably withheld.
- Arrange site permission and provide keys to all the locks at sites.
- Issue temporary identification cards to Motorola personnel, if required for access to County facilities.

Site Construction and Development:

WV-STECS (WVIRP) is responsible for the Tower, Building and Transport Networks. During the manufacturing and staging process WV-STECS (WVIRP) site preparation should be underway so that the sites will be ready for installation when the equipment ships from the Motorola staging facility.

WV-STECS (WVIRP) Site Responsibilities:

Motorola's scope and pricing for these sites is based on the understanding that the tasks listed below will be performed by WV-STECS (WVIRP).

- Installation and testing of RF Antenna & Lines contained in the equipment list included in this proposal.
- Supply adequately sized electrical service, backup power (UPS, generator, batteries etc.) including the installation of conduit, circuit breakers, outlets, etc. at each equipment location. Provide AC power (dedicated 20A A. C. outlets - simplex with ground) for each major piece of equipment. WV-STECS (WVIRP)'s electrician will provide these circuits to the Motorola provided surge suppression device in each rack. WV-STECS (WVIRP) will be responsible for any associated electrical service and wiring (conduit, circuit breakers, etc.).
- Provide floor space and desk space for the supplied equipment under this proposal.
- Provide adequate HVAC, grounding, lighting, and cable routing and surge protection per Motorola's R56 installation standards. Ceiling and cable tray heights in the equipment rooms should be such as to accommodate 7.5 foot equipment racks.
- Relocate existing equipment, if required, to provide space as required for the installation of Motorola supplied equipment.
- Provide a master ground bus bar and grounding system of 5 ohms or less, to be used on all fixed equipment supplied under this proposal. Supply grounding tie point within ten feet from the supplied Motorola equipment.
- Provide obstruction free area for the cable run between the demarcation point and the communications equipment.
- Provide and supply wall penetrations and conduit where required for control cables and/or antenna cables.
- Resolve any environmental issues including, but not limited to asbestos, structural integrity of the site and other building risks.
- Any work required to resolve any environmental and / or hazardous material issues will be handled through the change order process.
- Supply all permits as agreed per contract.
- Supply interior building cable trays and wire supports.
- Secure site lease/ownership, zoning, permits, easements, power and telco connections.
- Any upgrade of the antenna support structure necessary to accommodate new antennas.
- Review and approve site designs within 7 calendar days of submission by Motorola

Site audits will be conducted by Motorola upon completion of the equipment installation. Motorola will provide an audit report identifying any deficiencies that does not meet the Recommended Motorola R56 standards.

Motorola will begin work with mutual agreement by WV-STECS (WVIRP) and Motorola, that the site is deemed ready, and released by WV-STECS (WVIRP), according to the Project Schedule. At a minimum, Site Ready shall consist of adequate room in an existing building or shelter to accommodate the equipment to be installed, electrical service and internal distribution in place as defined above.

WV-STECS (WVIRP) will be responsible for all usage costs of power, and generator fueling both during the construction/installation effort and on an ongoing basis.

Should the site location or scope change from what is noted above, the Motorola shall review the changes and make proper pricing and scope adjustments, if required.

Delivery to the Field and Inventory

All equipment, whether staged or not, will be delivered to WV-STECS (WVIRP) sites or specific County storage locations. Access to WV-STECS (WVIRP) sites by Motorola and its subcontractor personnel will be arranged by WV-STECS (WVIRP) prior to the delivery dates.

Microwave and Leased Lines Installation

Motorola's proposal is based on the premise that WV-STECS (WVIRP) will provide all required transport networks to connect all the proposed sites for the integrated system. During implementation, Motorola will provide WV-STECS (WVIRP) with notices of readiness of sites to receive the communications links. Motorola will also provide WV-STECS (WVIRP) with a schedule of dates by which Motorola will require the communications links to be installed at the sites in order to stay on schedule for implementing the system. Motorola will work closely with the WV-STECS (WVIRP) Project Manager to ensure the appropriate timing for the procurement of these communication links.

Fixed Equipment Installation

Motorola will be responsible for the installation of all fixed equipment contained in the equipment list per the agreed to floor plans, at the sites where the physical facility improvement is complete and the site is ready for installation. All equipment will be properly secured to the floor and installed in a neat and professional manner, employing a standard of workmanship consistent with its own R56 installation standards and in compliance with applicable National Electrical Code (NEC), EIA, Federal Aviation Administration (FAA), and FCC standards and regulations.

For installation of the fixed equipment at the various sites, Motorola will furnish all cables for power, audio, control, and radio transmission to connect the Motorola supplied equipment to the power panels or receptacles and the audio/control line connection point. All cabling will be properly connected and terminated per Motorola's installation quality standards and clearly labeled at both ends. All associated punch blocks connections will also be properly labeled. All cabling and punch block connections will be recorded into the final system as-built documentation. All cabling associated with computer equipment will be shielded and grounded per the manufacturer's specifications. Cables for computer terminals will provide a minimum of five feet of slack to allow for slight adjustments in positioning of the equipment (if requested). All additional cabling will be neatly coiled and secured with cable ties.

All Motorola provided equipment will be properly grounded to the site's grounding system. All cabinets, racks, enclosures, telephone circuit surge protectors, and transmission line surge protectors provided by Motorola will be connected to the single point ground plate. Ground connections will be connected using approved split bolt or clamp connections. All painted surfaces where ground connections will be made, will be scraped and dissimilar metal connections treated with an anti-oxidant compound.

To minimize interference, all cabling will be grouped by category and run separately. Cable categories will consist of Control cabling (power, data), RF and ground. All cables will be run and secured neatly in cable tray, under elevated flooring, conduit, or by other appropriate means. Any cuts in computer flooring will be dressed with a protective grommet to avoid sharp edges. All sawdust and metal shavings will be vacuumed from beneath the computer flooring. Entry holes placed in cabinets will have grommets installed to protect the cables from damage. Any wiring connections terminating at punch blocks will utilize appropriate bridging clips for cross connections.

During field installation of the equipment, any required changes to the installation will be noted and assembled with the final 'as-built' documentation of the system. The as-built documents will be provided at the end of the project along with the maintenance and operator manuals. Upon completion of installation, Motorola will perform final site quality audits to verify proper physical installation and operational configurations of each individual site.

Two Way Radio Site Equipment Installation: at the remote sites, Place and secure all previously staged and racked equipment in pre-designated site locations. Bolt equipment racks in place at each site according to a pre-approved equipment layout drawing.

- Ground all required equipment to the building grounding systems.
- Install lightning arrestors on transmission line near bulk head feed through plate, install coaxial cables between the transmitter combiner, receiver multicoupler and the lightning arrestors for receive and transmit antennas.
- Connect audio and control cables from Motorola supplied equipment and demarcations to WV-STECS (WVIRP) provided demarcation blocks for network interfaces.
- Apply operating power as required and check transmitter RF power and VSWR.

System Programming and Optimization

Upon completion of the installation process, the RF equipment will be powered up, and then optimized under the direction of the Project Manager. Motorola and its subcontractors will optimize each subsystem individually. Audio and data levels will be checked to verify factory settings. Radio equipment will have forward and reflected power checked after connection to the antenna systems to verify that they meet the FCC requirements and are within tolerances. Communication interfaces between devices will be verified for proper operation. Features and functionality will be tested to ensure that they are functioning according to the manufacturer's specifications and per the final configuration established during system staging.

Functional and Site Acceptance Test Plan (ATP)

Upon completion of the fixed-end equipment optimization Functional Acceptance Testing of the fixed equipment at the site(s) will begin as per the Acceptance Test Plan (ATP) as agreed to in the Contract Design Review. The ATP specifies the standards and tests to which Motorola or its authorized subcontractors will adhere. Motorola will conduct a Functional Acceptance Test to verify the operational functionality and features of the system as a whole. In the event that any

task fails in the initial test, that particular task will be retested when Motorola determines that corrective action has been taken. All issues that arise during the acceptance test are to be fully documented and resolved before the subsystem is considered ready for integration into the system. Motorola will document the results of this acceptance test and these results will be available for review by WV-STECS (WVIRP).

WV-STECS (WVIRP) representatives are welcome to be present during the testing period to witness each of the tests.

System Acceptance/ Punch list

System Acceptance will occur upon the installation, optimization, and successful completion of the Functional Acceptance Tests, or upon "beneficial use," whichever occurs first. "Beneficial use" means use of the system or subsystem for operational purposes, other than for training or testing. If WV-STECS (WVIRP) commences beneficial use of the system prior to system acceptance, final acceptance for said system or subsystem will have occurred. The warranty period shall commence upon the date of System Acceptance or beneficial use, whichever occurs first.

During acceptance testing, a 'punch-list' will be generated noting any corrections that may be required to be made prior to Final Project Acceptance. A resolution to each punch list item will be mutually agreed to and a time frame for satisfactory completion will be listed. When punch-list items have been resolved, and the final documentation delivered, WV-STECS (WVIRP) and Motorola will execute Final Project Acceptance.

"As-Built" Documentation

Motorola will provide as-built site manuals - one for each of the remote site(s) plus two (2) copies of system manual for WV-STECS (WVIRP). The documentation provided will be appropriate to the scope and complexity of the particular system installation or upgrade performed, as determined by Motorola engineering.

Final Project Acceptance

After successful completion of system testing and acceptance of the system, Motorola will conduct acceptance meetings to verify with WV-STECS (WVIRP) that all contract deliverables have been satisfied and also review the Managed Services Support Plan. These meetings will allow WV-STECS (WVIRP) an opportunity to discuss any final issues or address any questions associated with the closeout of the System Implementation Phase. Reviewing the Managed Service Plan will provide the opportunity for WV-STECS (WVIRP) to review the level of support supplied, the procedures that need to be followed, and who to call when questions or concerns arise.

WV-STECS (WVIRP) will grant Final Project Acceptance to Motorola when all contractual commitments of Motorola have been completed.

Summary

Motorola will apply its exceptional qualifications, proven processes and experienced team to ensure WV-STECS (WVIRP) successful system implementation. Motorola is excited to have the opportunity to serve the needs of WV-STECS (WVIRP). Using proven techniques and processes conducted by highly skilled professionals, Motorola plans on proving our commitment to the total satisfaction of WV-STECS (WVIRP).

Change Order No. __

This Change Order No. __ ("Change Order") to Contract No._____ (the "Agreement") dated _____, between Motorola, Inc. and _____ is made and entered into as the last date signed below ("Effective Date").

1. This Change Order is an integral part of the Agreement. If there are any inconsistencies between the provisions of this Change Order and the provisions of the Agreement, the provisions of this Change Order shall prevail.

2. This Change Order includes and is limited to the following:

3. The Contract Price will be adjusted as follows:

Original Contract Price	
Previous Change Order Amounts Nos. 1 through _	
This Change Order No. __	
Adjusted Contract Price	

4. The Contract Completion Date will be adjusted as follows:

Original Schedule Completion Date	
Previous Schedule Changes	
This Schedule Change	
Adjusted Schedule Completion Date	

5. Except as specifically stated in this Change Order, the Agreement and previous Change Orders are in all other respects ratified, confirmed and continue in full force and effect.

6. Payments will be made upon receipt of Motorola's invoice in the amount of _____.

In Witness Whereof, the parties have executed this Change Order as of the Effective Date set forth below.

MOTOROLA INC.

By: _____
(Signature)

Name: _____
(Print - Block Letters)

Title: _____

Date: _____

CUSTOMER:

By: _____
(Signature)

Name: _____
(Print - Block Letters)

Title: _____

Date: _____

WARRANTY SERVICES

Introduction

Motorola places great emphasis on ensuring that communications systems, such as WVIRP has meets high standards for design, manufacture, and performance. To enhance the value of the communications system being acquired, Motorola offers tailored warranty and post-warranty services.

Enhanced System Support Warranty

Motorola offers the most comprehensive and sophisticated all inclusive warranty and service support program available in the radio communications industry today. It is called Motorola Enhanced System Support (ESS). The ESS plan is the method by which Motorola delivers a combination of services to provide full operational support of your ASTRO system. By combining our system services into a comprehensive and cohesive program, Motorola is able to effectively deliver technical support, diagnostic assistance, and restoration services in a thorough and responsive manner. ESS services are included as part of your first year System Support Plan beginning during the warranty period which is 12 months from acceptance date for a period not to exceed 18 months from shipment per our standard warranty. The terms and conditions are outlined within the Communication Systems Agreement within this proposal. ESS services cover all system infrastructure equipment.

Dispatch Services

The Call Center Operation (CCO) at Motorola's System Support Center (SSC) is your single point of contact for service issues. A phone call to this operation's toll free 800- phone number initiates an electronic Customer service request (known as a "Case") and begins the service response process to the appropriate degree required. If a technician is required to respond to an issue for resolution, the CCO identifies the appropriate technician and tracks their response to the on-site point of failure. They track the technician's progress in effecting the repair and restoration, and notify the appropriate Customer representative of the status. In the event that a System Engineer, a 3rd party vendor technician or other system specialist is required, the CCO escalates the case to the appropriate level and assigns the required personnel. Once the case has been resolved the CCO will contact the WVIRP to advise that the issue has been resolved and that the case is ready to be closed with your concurrence. This service provides you with quick responsive within 2-hour service and allows you to follow the progress of an issue from inception to resolution.

Technical Support

Motorola's Technical Support was created to insure that WVIRP is provided the answers to their technical issues. Motorola's Technical Support Operation is manned 24 hours per day, 365 days

a year to field all levels of calls. This operation is staffed with technologists who specialize in the diagnosis and resolution of system performance issues by telephone. A Case is created on each issue and is followed to resolution, with escalation if necessary. Because of the Center's proximity to the factory engineers, the highest level of technical support is available.

Network Monitoring Services

Motorola's basic Network Monitoring Operation monitors specific elements of the system for events and alarms. When events or alarms are detected, they are forwarded to Motorola's System Support Center using system-specific monitoring tools. The System Support Center is staffed with trained technologists, who acknowledge the event, run available diagnostic routines, and initiate an appropriate response. Many system issues may be resolved remotely through these services. In the event that field resources are required, they are alerted to specific elements of the problem, and informed as to what spares, and/or boards to have on hand for replacement. This provides the most efficient response and least amount of downtime to your system. Reports are sent monthly about system performance. Network Monitoring Operation (NMO) will be one of the main conduits in meeting your requirement for 2-hour response both on hardware and software. Their goal is to be seamless to the point that you are aware of problems only after the fact.

Network Security Services

Motorola provides a suite of network security products and services in order to fulfill customer needs to prevent, detect, and respond to security incidents. These include Pre-Tested Anti-Virus Subscription, and 24x7 Security Management Services such as Anti-Virus Management, and Network Barrier Management. Other services, such as policy design, vulnerability assessments, and emergency response are other security activities that must be performed on the system.

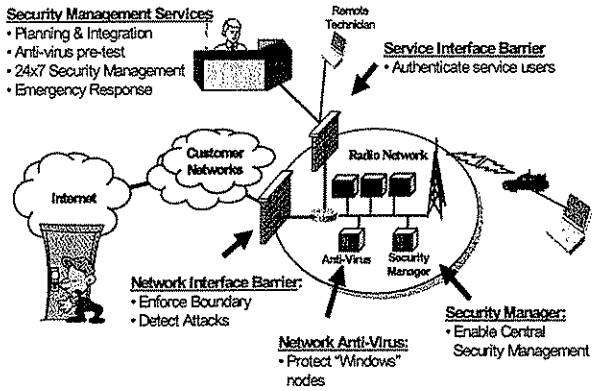

Figure 2: Radio Network Security Services

Security Equipment Maintenance

This service includes ongoing technical support and annual software maintenance on the security enforcing equipment. Consistent with and incremental to the basic System Software Agreement (SSA), Motorola will periodically test and release updates to security enforcing product software platforms.

Pre-tested Anti-virus Subscription

Communication networks will require that the anti-virus definitions be updated on a regular basis. This service ensures that anti-virus protections do not mistakenly interfere with mission critical radio system functionality. To safeguard system availability, Motorola will obtain anti-virus definitions from the commercial supplier, and pre-test them on a dedicated, ASTRO radio system with the standard supported configurations prior to making an update available to customers. Motorola will electronically provide access for regular updates to subscribing customers.

Board/FRU Replacement and/or Repair

In your Public Safety environment it is critical that the system be operating reliably. Spares or Field Replaceable Unit's (FRU's) are a major component in insuring that availability. Motorola offers two alternatives or a combination of both to meet your board repair needs. The two board replacement programs are 1) boards supplied directly from the SSC overnight (Infrastructure Repair Service w/Advanced Replacement) or 2) boards that are kept at a location that is easily accessible to the Shop and/or your personnel (On site Infrastructure Repair) or 3) a combination of both. During ESS warranty these boards are covered by the Advance Replacement service and will be utilized along with your critical spares. Each alternative is described below.

Infrastructure Repair Service w/Advance Replacement

Infrastructure Repair with Advanced Replacement from the SSC can provide a field replacement unit (FRU) in advance of and in exchange for WVIRP's malfunctioning component from Infrastructure Depot Operation's (IDO's) inventory. (FRUs are subject to availability). Advanced Replacement FRUs are shipped overnight with high priority. Under this plan, these boards then become the property of WVIRP and the malfunctioning boards (FRU's) are not returned.

On-Site Infrastructure Response

In this event the Motorola Local Service Provider must remove a malfunctioning board/unit at the site location. Then the Motorola Local Service Provider will contact the System Support Center's Call Center to request a return authorization (RA) number. The Motorola MSS will remove the malfunctioning board/unit and ship to the SSC for repair.

Upon receipt of malfunctioning equipment, the SSC will fully system test and repair malfunctioning Motorola manufactured boards/units down to the component level utilizing automated test equipment. A system test is performed to ensure that all software and hardware is set to the current WVIRP configuration. If the unit is not manufactured by Motorola, the unit may be returned to the Original Equipment Manufacturer (OEM) for repair.

Once repaired boards will be then be returned to the field and placed back into the spares/FRU inventory.

Local Authorized Motorola Service Center

Motorola has the most comprehensive service organization in the Land Mobile Industry. Since 1947, we have been building a unique service team, national in scope, but local in its ability to respond to the diverse needs of customer like WVIRP. A very key part of this overall team is Motorola's local authorized Service Provider who provides services on a 24X7 basis. The Motorola Service Center to be utilized has intimate knowledge of your system having gained that over the past year. With a highly trained technical staff they will continue to provide superior service and support to the WVIRP. The service will consist of the following two elements:

On-Site Infrastructure

On-Site Infrastructure Response provides for on-site technician response as determined by pre-defined severity levels and response times in order to restore the system. Technicians are dispatched by SSC's Call Center Operations (as described under Dispatch Service) to perform first echelon service, provide information to WVIRP regarding system condition, remove failed components for repair, and reinstall new or reconditioned components. On-Site Infrastructure Response requires Dispatch Service support.

On-Site Infrastructure Response provides for response as determined by pre-defined severity levels and response times. Severity 1 issues are dispatched twenty four (24) hours a day, three hundred sixty five (365) days a year including holidays. Motorola's on-site response time goal is 2 hours or less for Severity 1 events as based on your requirements.

System Survey and Analysis

Motorola's System Survey and Analysis service will provide WVIRP with an operational test and alignment of the fixed equipment to insure that it continues to meet the original manufacturer's specifications. This service will be performed annually in conjunction with a prearranged schedule with the WVIRP. When possible, this service will be performed during normal working hours with the intent to minimize any disruption of service to users. If the service must be performed after hours, a quote will be provided. System documentation will be updated based on this information. The list of documented parameters will be determined by agreement with WVIRP. All equipment provided as a part of the system will be included.

Parts and Equipment Availability

Motorola intends to provide service support and replacement equipment and parts for the proposed solution for a period described. This includes an on-going review of system components for availability and replacement. Motorola will use commercially reasonable efforts to provide replacement parts for Motorola manufactured subscriber equipment for five (5) years and for Motorola manufactured fixed infrastructure equipment for seven (7) years from the date of last manufacture. Motorola reserves the right to supply either assemblies or piece parts thereby ensuring that Customer maintains mission critical communications through this time period.

Software Subscription Agreement/Upgrade Assurance Plan

In order to keep WVIRP's system operating with current functionality and to prolong the useful life of the system, Motorola offers a software subscription agreement. The Software Subscription Agreement (SSA) is the basic offering. The Software Subscription License Agreement covers the cost of the software enhancements and upgrades. The equipment, audits, upgrade design, software/hardware installation and security monitoring required for the SSA upgrade would all be purchased separately. What is not included in either plan is the Plant 911 system which has its own software program.

Under ESS, WVIRP is entitled to one Enhancement Release during the 12-month period of the ESS/warranty. WVIRP is entitled to install this upgrade as soon as it becomes available but, it is recommended that this be done just prior to the expiration of the ESS warranty to bring the system software up to the same release.

Under the software subscription program, Motorola will provide periodic bulletins which describe available Software Enhancement Releases or Core Releases. Enhancement Releases provide minor software performance enhancements and bug fixes, while Core Releases provide major upgrades to the system software version. As a subscriber, WVIRP may order any available Enhancement Release or Core Release, and they will be provided without separate charge (excluding the cost of options not already part of WVIRP's system).

Software Upgrade Design includes design services for Enhancement Releases. Motorola will review System audit data along with an equipment list to insure there will be no Software incompatibilities between equipment that is not being upgraded versus equipment which is being upgraded with an Enhancement Release. Motorola will identify additional equipment and engineering that is required as a result of the upgrade and will recommend a plan for installation.

Motorola recommends that WVIRP carefully review the information in the periodic bulletins. Further, Motorola generally recommends that WVIRP install all Core Releases and periodically install Enhancement Releases. These releases may require additional hardware, software services, and engineering services which are not included in the price of the Software Subscription Agreement (SSA). Your Customer Support Manager (CSM) will be

invaluable in assisting WVIRP in accessing the Motorola resources available to help in migrating these new releases.

Two major services available in the migration process are the System Audit and the Infrastructure Software Installation. Both are described below:

System Audit

A System Audit provides the technical resources to gather system configuration information. Depending on the specific requirements for the audit, information such as software versions, hardware versions, model and serial numbers, equipment distribution and system layout/architecture is gathered and retained by Motorola. Motorola will provide a copy of the audit data to WVIRP.

Infrastructure Software Installation

Infrastructure Software Installation provides the technical resources to install and activate upgrades provided through the Software Subscription Agreement. Installation is included for one (1) Enhancement Release per year during the ESS/warranty period. Subscriber software installation or reprogramming is excluded from Infrastructure Software Installation under the SSA.

Warranty Start - Customer Support Plan

Upon system acceptance WVIRP will be provided with a Project Transition Certificate which officially transitions the project from implementation to warranty. At the same time your Motorola Customer Support Manager, will provide you with a Customer Support Plan (CSP) that has been discussed and agreed upon with you regarding your specific requests and responsibilities during the subsequent 12 months (the ESS warranty period). All of the service products described above will be outlined and the CSP will be your "directory" of services during ESS warranty. Also included will be specifics on escalation in event of special problems, and any special information required especially for WVIRP such as access to sites, response time requirements, severity level definitions, parts department access information, if needed, hardware/software information and contact information for the many and varied resources available to the WVIRP.

Summary

No matter the size or complexity of your network you can turn to Motorola. We are your reliable, committed resource offering a total Services portfolio tailored to your specific needs and supporting the entire lifecycle of your network.