Scope of Services

This contract is awarded in response to City of Manhattan Beach's (COMB) Request for Proposal (RFP) for the "Installation of a new Telecommunications Platform". The RFP, Packet Fusion, Inc.'s RFP response, the City's Agreement for Professional Services and written addendum are incorporated into this contract (by reference) as indicative of the required scope of work for the contract, and as a material inducement for COMB to enter into the contract. Packet Fusion, Inc. is sometimes referred to herein as "Packet Fusion", "Vendor", "PFI", "we", "us", "our" and/or "ours". City of Manhattan Beach is sometimes referred to herein as "Customer", "you" or "COMB".

Notes

This Scope of Work will not be able to capture every action item, deliverable or responsibility of each party. If an action item is not listed in the SoW but is reasonably required in order to meet the requirements and specifications of the RFP, it will be assumed to be included at no extra charge and the responsibility of Vendor if it relates to the hardware, software or services being provided by Packet Fusion, Inc. If an action item is not listed and is solely related to the inner workings of Customer's LAN/WAN, IT network, or business processes, it will be assumed to be delivered by the Customer (but with Vendor support and consultation).

Please refer to all of Section 12 "Implementation Requirements", of our RFP response, for Packet Fusion's compliance and exceptions to the required Implementation Requirements as this provides several pertinent components of a successful implementation.

Notes

Due to the fact that the following items were not spelled out (did not or were not explicitly including all the options that the City selected and that Packet Fusion has included in our final bid price for this agreement) in our initial RFP response (Section 12 RFP response, etc. and testing Installation Project Plan, etc.), we would like to make the following addition.

To clarify, PFI will provide the same level of training (both end user and administrator) and same level of pre-cutover testing for the options as it will provide for the base system, including:

- *Enterprise Contact Center (ECC) with 20 concurrent agents and 5 concurrent supervisors*
- *All Call Recording (5 for Police)*
- *On-Demand Call Recording (all stations)*
- *SA100 Conference Server to provide Instant Messaging / Presence (400 users)*
- *Add on web conferencing / screen sharing to SA100 Conference Server (10 simultaneous users)*
- *FAX Server (4 port)*
- *Professional Communicator "Soft Phone" (22 user licenses)*
- *Upgrade to full color display phones (model 485G) - already included in the final bid.*

12 - IMPLEMENTATION RI

Please also refer to the Excel Workbook (Installation Project Plan Acceptance Cutsheet) included for detailed check lists.

Installation Project Plan Acceptance Cut

Description of Work to be performed: Implementation of Telephony Solution

ShoreTel

The ShoreGear voice switches provided by Vendor will provide all the call control intelligence, via flash memory, for all the internet protocol (IP) phones at each location. In the remote locations requiring survivability, we are proposing ShoreGear switches with local PSTN trunking/connectivity in the event of a WAN failure. The remote locations will have a child relationship to the parent "City Hall" in that should a ShoreGear switch fail anywhere within your network, the IP phones associated with that switch would automatically fail over to the N+1 redundant SG switch in the "City Hall" along with the voicemail failing up to the Distributed Voice Server/Services server at either Public Safety or the Geo-Redundant site and then fail up again to the ShoreWare Director site at the City Hall site ShoreWare Directory for 2 layers of redundancy/resiliency on voicemail and 1 layer of redundancy/resiliency for the phones

We have included all required servers for a turnkey solution, but the Customer may choose to place these items in their existing VMWare environment for the obvious benefits and to save money. The items which can be placed in VMWare are so noted below:

In the City Hall – Headquarters – we will deploy:

3 - ShoreGear 90 switches – IP phone registration *(includes 1 for System-Wide N+1 Redundancy - (can be placed in customer provided VMWare))*
2 - ShoreGear T1K switches – PRI termination
3 - ShoreGear 24A – Analog Stations + Fax + OPX Lines + Paging & 6 Party Conf. Calling
9 – IP 655 with extended mics
8 – BB24's – receptionist button box
107 – IP 485G's

131 – Extension and Voicemail Boxes
28 - Extension Only licenses
131 – Personal Communicator
12 – Professional Communicator
1 – Operator Communicator
1 – SMART 1500VA UPS with BTRY
1 – Server for the ShoreWare Director - (can be placed in customer provided VMWare)
6 – Sites with OPX's are handled with the above hardware and software
Connect all existing analog devices and trunks

In the City Yard, we will deploy:

1 - ShoreGear 90V switches – IP phone registration
1 – IP 655 with extended mics
4 – BB24's – receptionist button box
48 – IP 485G's
49 – Extension and Voicemail Boxes
2 - Extension Only licenses
1 – Additional Site License

49 – Personal Communicator
1 – SMART 750VA UPS
Connect all existing analog devices and trunks

In the Public Safety Facility, we will deploy:

2 - ShoreGear 90 switches – IP phone registration
1 - ShoreGear T1K switches – PRI termination
1 - ShoreGear 24A – Analog Stations + Paging
6 – IP 655 with extended mics
5 – BB24's – receptionist button box
1 – 930D DECT Phone Starter Kit
4 – IP 420's
117 – IP 485G's
128 – Extension and Voicemail Boxes
25 - Extension Only licenses
1 – Additional Site License
128 – Personal Communicator
1 – SMART 1500VA UPS with BTRY
1 – Server for the Distributed Voice Server/Services (DVS) - (can be placed in customer provided VMWare)
Connect all existing analog devices and trunks

In Joslyn, we will deploy:

1 - ShoreGear 50V switches – IP phone registration
7 – IP 485G's
7 – Extension and Voicemail Boxes
1 – Additional Site License
7 – Personal Communicator
1 – SMART 750VA UPS
Connect all existing analog devices and trunks

In Dial-A-Ride, we will deploy:

1 - ShoreGear 50V switches – IP phone registration
4 – IP 485G's
4 – Extension and Voicemail Boxes
1 – Additional Site License
4 – Personal Communicator
1 – SMART 750VA UPS
Connect all existing analog devices and trunks

In the Fire Station 2, we will deploy:

1 - ShoreGear 50V switches – IP phone registration
7 – IP 485G's
7 – Extension and Voicemail Boxes
2 - Extension Only licenses
1 – Additional Site License
7 – Personal Communicator
1 – SMART 750VA UPS
Connect all existing analog devices and trunks

In Manhattan Heights, we will deploy:

1 - ShoreGear 50V switches – IP phone registration
3 – IP 485G's

1 – 930D DECT Phone Starter Kit
4 – Extension and Voicemail Boxes
2 - Extension Only licenses
1 – Additional Site License
4 – Personal Communicator
1 – SMART 750VA UPS
Connect all existing analog devices and trunks

In Cultural Arts, we will deploy:

1 - ShoreGear 50V switches – IP phone registration
4 – IP 485G's
4 – Extension and Voicemail Boxes
1 - Extension Only licenses
1 – Additional Site License
4 – Personal Communicator
1 – SMART 750VA UPS
Connect all existing analog devices and trunks

In Metlox, we will deploy:

1 - ShoreGear 30 switches – IP phone registration
1 – IP 485G's
1 – Extension and Voicemail Boxes
2 - Extension Only licenses
1 – Additional Site License
1 – Personal Communicator
1 – SMART 750VA UPS
Connect all existing analog devices and trunks

In OPX (6 sites), we will deploy:

Handled with the equipment and software deployed in City Hall

In the Spares, we will deploy:

2 – BB24's – receptionist button box
52 – IP 485G's
179 – Mailbox Only
10 – Professional Communicator

Enterprise Contact Center (ECC) - ShoreTel

Packet Fusion will also deploy the ECC in City Hall **or** a Geo-Redundant site to support the contact center agents. Packet Fusion has provided the required server for this, per the specifications provided. Customer may supply the required server or this can be placed in customer provided VMWare.

Unlimited – Programmed Agents with 20 Concurrent Logged-in Agents (base package actually includes 10 Concurrent Logged-in Agents)
Unlimited – Programmed Supervisors with 5 Concurrent Logged-in Supervisors
1 – ShoreTel Call Recorder with 5 simultaneous sessions
1 – ECC Director Server - (can be placed in customer provided VMWare)

Conference Bridge - ShoreTel

Packet Fusion will also deploy the Conference Bridge in City Hall. This will provide the engine for Instant Messaging (IM) for all users and will also provide 10 ports of web conferencing.

Fax Server – Multi-Tech

Packet Fusion will also deploy the Fax Server in City Hall. This will provide every user in the City with their own efax service by utilizing this 4 port fax server.

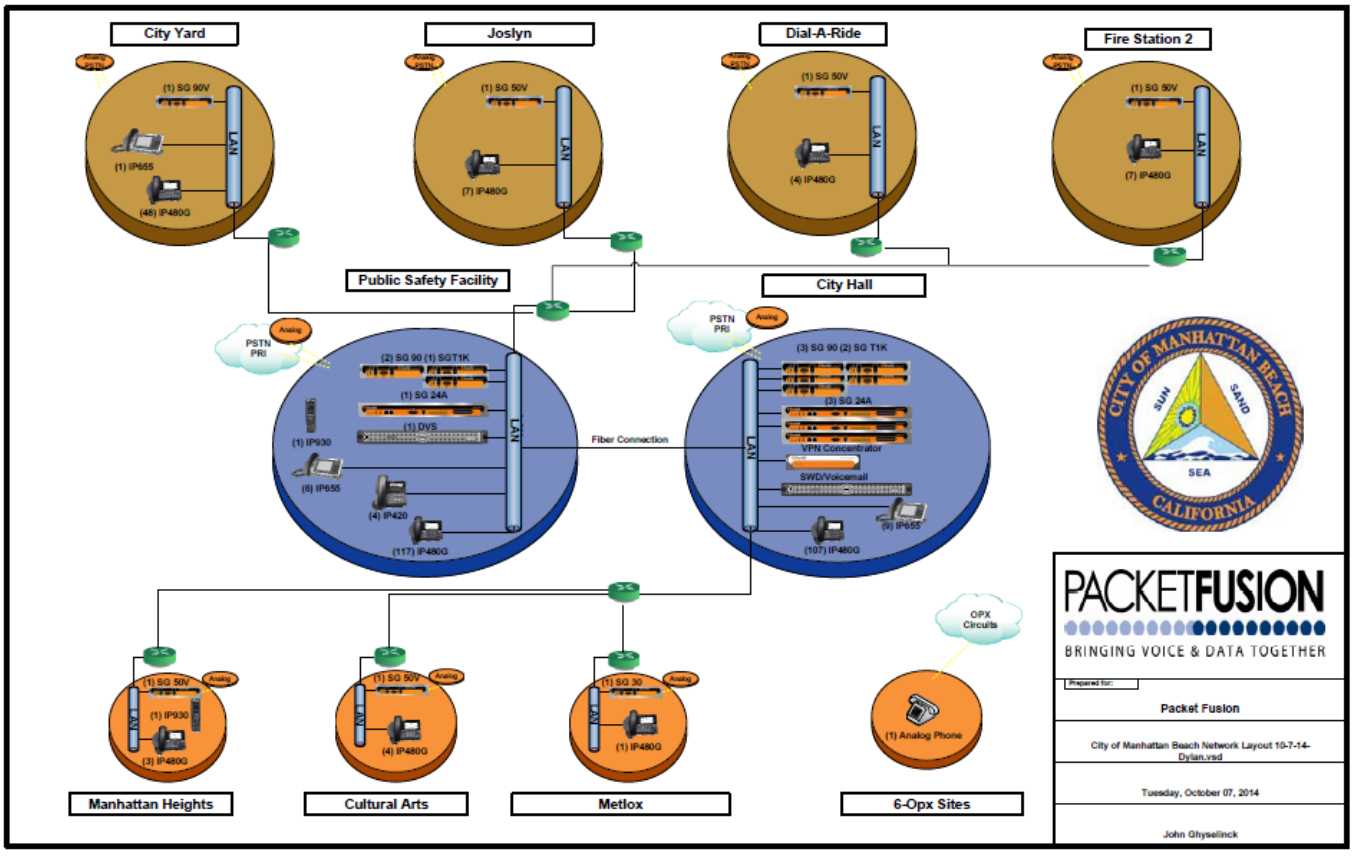
VoIP Readiness Assessment Test

Packet Fusion will perform a VoIP Readiness Assessment Test and provide the findings to the City for proper remediation, should any issues be discovered.

Below is a SAMPLE Phase 1 diagram of what the voice network will look like upon completion.

SAMPLE - City of Manhattan Beach Ntable_

SAMPLE - BTU Watt City of Manha



PACKETFUSION
BRINGING VOICE & DATA TOGETHER

Pre-installation Planning

Packet Fusion is responsible for conducting most pre-installation planning. The installation will be based on this information and any significant change after it is completed may result in additional charges.

Installation

TELEPHONY SYSTEM installation is limited to one (1) site per installation purchase. During the installation Packet Fusion shall perform the following tasks:

- Ensure that all resources read and understand COMB's Request for Proposal and PFI's Response as indicative of the required Scope of Work for the project.
- Conduct a kick off meeting at Customer's site to review the project and create a time line with associated tasks for all parties involved.
- Provide a project manager to oversee the installation and act as a liason between Customer, Customer's vendors working on the project and Packet Fusion.
- Produce a project plan with milestones and dates upon completion of the kick off meeting.
- Assist in ordering telco from the chosen vendor.
- Install chassis, modules, and software purchased.
- Consult and assist in the design of COMB's Network – local area network/metropolitan area network/wide area network (LAN/MAN/WAN) including IP architecture, virtual local area networks (VLANs), quality of service, resiliency, and recommended security stance. COMB will perform actual network configuration after design is complete.
- Delivery, setup, installation, and configuration of the hardware components and affiliated software for TELEPHONY SYSTEM. This includes mounting in a Customer-provided and installed rack or Customer provided and installed wallboard.
- Unbox phones, assemble wallmount kits and bases, flash phones (with the assistance of COMB) and layout phones in the appropriate locations (desks, wall, etc.)
- Provide the most current version of all software that ShoreTel offers.
- Install all optional features purchased (i.e. voicemail, voice mail upgrades, call center, IM engine, call recording, call accounting, e911, etc.)
- Configure TELEPHONY SYSTEM, extensions, dial plans, telco circuits and telephones.
- Provide VoIP "Readiness Assessment" test and report
- Program, label (using Customer-provided labeling plan), and test TELEPHONY SYSTEM telephones purchased at time of installation purchase.
- Provide link from Telco demark if within 10 feet of TELEPHONY SYSTEM location to TELEPHONY SYSTEM
- Verify TELEPHONY SYSTEM and configuration
- Utilize test plan to insure that all items installed and configured by Packet Fusion are properly working according to TELEPHONY SYSTEM specifications, and meet the stated requirements of COMB
- Provide end user and system administration training per the RFP
- Provide all documentation for TELEPHONY SYSTEM
- Provide a drawing indicating the logical layout of the installed TELEPHONY SYSTEM.
- Provide written documentation of the TELEPHONY SYSTEM configuration, dial plan, and extensions that were installed and configured by Packet Fusion.

Web Portal:

With your purchase, like all Packet Fusion customers, COMB will have a personalized Web Portal into the Packet Fusion corporate system. This will allow you to review and expedite all ongoing relations with Packet Fusion, such as placing and tracking service requests, placing orders for additional phones, reviewing account statements and links to support and reference material.

Project Management:

Packet Fusion adheres to a rigorous standard of project management for each of its contracted solutions. This entails the assignment of a Packet Fusion Project Manager to the installation of your system who will establish

milestones and coordinate all steps in the process. With this detail, COMB can be assured of a smooth, trouble-free and on-time completion of your transition to a new phone system.

Customer Requirements

During or prior to the installation, Customer or its representative shall perform the following tasks:

- Provide a liaison to manage Customer's participation in the installation and be available to support the project. This person will serve as a primary contact between Customer and Packet Fusion to assist in the execution and training associated with the project.
- Provide virtual private network (VPN) access to give Packet Fusion access to the TELEPHONY SYSTEM for remote system installation and configuration.
- Provide all required connectivity to the public switched telephone network.
- Insure that all required electrical facilities are in place to support the TELEPHONY SYSTEM installation and ongoing functionality.
- Provide assistance as reasonably required to define the procedures to handle Customer interactions.
- Identify up to 4 staff members to be trained in solution use. All of these agents must be reasonably available for ongoing "over-the-shoulder" training in Customer's facility where the solution is installed.
- Allow Packet Fusion reasonable access to the TELEPHONY SYSTEM components ("Components") during the term of this installation.
- Provide a script for each voice-greeting file to be recorded.
- Have a facility available for installation of the TELEPHONY SYSTEM. This facility will be suitable to provide a secure location for the Components, with adequate floor/rack space, power, ventilation, and voice and data network connectivity.
- Have all required outside telephone lines installed with connectivity to the facility.
- Have any required equipment racks and/or cable management hardware in place at the facility. Customer will provide such items as needed to meet Customer's requirements.
- If 19 inch rack space is not used and wall mounting is required, then Customer will have the 3/4 inch plywood mounted to the wall location for the TELEPHONY SYSTEM installation.
- Provide all necessary hardware and software associated with the VMWare, should the Customer opt to utilize their existing environment.

Other Project Considerations

Customer must have all paperwork and signatures returned to Packet Fusion within a reasonably adequate timeframe to facilitate equipment procurement. The typical lead-time is approximately four to five weeks. Cutover and service impacting work is quoted to be done when Customer can be without phone service for 1 to 2 hours. Proposed cutover date is to be determined.

Exclusions

The following are specifically excluded:

- Any and all cabling unless expressly included (patchcords and analog cross-connects are included and will be provided by Packet Fusion).
- All aspects relating to ordering, installation, or testing of circuits from dial tone provider. However, Packet Fusion will provide acceptance testing of the new circuits onto the ShoreTel system.
- Adds, moves or changes occurring after the installation is complete.
- Any obligation to provide installation services of future upgrades to any hardware or software, other than to correct defects of the installation.

This is all-exclusive contract price, subject to a lower adjustment, shall not exceed $314,255.58 for a term of one (1) year, unless additions are mutually agreed upon.

City of Manhattan Beach

Signature:_____ Purchase Order #:_____

Printed Name:_____ Date:_____

Title:_____ Project Name:_____

Packet Fusion, Inc.

Signature:_____ Purchase Order #:_____

Printed Name:_____ Date:_____

Title:_____