REQUEST FOR PROPOSALS

FOR

TELECOMMUNICATIONS SERVICES AND INTERNET ACCESS

REQUESTED BY:

EDISON SCHOOLS, INC.

Vivian Louie 521 FIFTH AVENUE, 11TH FLOOR NEW YORK, NY 10175 DECEMBER 12, 2003

> Phone 212 389-6088 Fax 212 419-1722

I. Introduction

Edison Schools Consortium, on behalf of 90 schools nationwide and Edison Schools' corporate offices, is issuing an RFP for telecommunications services and Internet access. These services include: long distance, frame-relay or other high-speed service and Internet access.

The Purpose of the RFP

The purpose of the Request for Proposals (RFP) is to enable the Edison Schools Consortium (Edison) to make a purchasing decision for telecommunication services and Internet access. Edison intends to acquire the most cost-effective, highest quality services available for all of the schools it represents.

Note that Edison will be applying for Universal Service (E-rate) discounts to help support the cost of the eligible services that are the subject of this RFP. Therefore, the successful provider must agree to cooperate fully and in a timely manner with any and all requests for information that Edison needs to secure the E-rate discounts to which it is entitled, whether such requests come from (a) Edison or an authorized representative of Edison, (b) the Schools and Libraries Division of the Universal Service Administrative Company ("SLD"), or (c) any other official agency or entity.

Additional requirements connected with E-rate include the following:

- At Edison's discretion, BIDDER shall either (a) apply the approved E-rate discount to all services and/or products approved for funding and invoice the Universal Service Administrative Company for the balance or (b) remit to the District the E-rate discounted amount pursuant to the Billed Entity Application Reimbursement Process or any other reimbursement process in effect.
- If the Universal Service Administrative Company (USAC) refuses to pay an invoice for E-rate supported services that the Bidder has provided to Edison because the Bidder missed a USAC invoice filing deadline or was negligent in some other respect, Edison shall not be liable to the Bidder for the amount of the invoice that USAC has refused to pay.
- When Bidder submits an invoice to USAC for E-rate supported services, it shall simultaneously send a copy of that invoice to Edison.

Note further that the services that are the subject of this RFP are mostly eligible for E-rate support. Some of the services, however, are not. Therefore, where applicable, service providers MUST provide separate price quotes for eligible and ineligible services. For example, Edison may not receive E-rate discounts on telecommunications services that the service provider delivers to Edison's corporate offices for Edison's corporate use. Such services are ineligible and must be quoted separately. (For additional information, see "Billing" section below.)

The Project's Scope

Edison recognizes that an innovative solution or a fully managed end-to-end service may require incidental or even a substantial amount of hardware and/or software to implement. Service providers must clearly identify such hardware/software items and include them in the proposal.

On premise equipment. If the service provider's proposal includes provisioning equipment at a school site to provide the service, that fact MUST be specifically noted. In addition, the service provider must quote separately and in detail any monthly and one-time charges associated with the provisioning, managing, and maintaining of such on-premise hardware and/or software.

Blanket bids covering all services (long distance, frame-relay service or other high speed service, and Multiple T1 Internet access) are expected. Service providers bidding on services separately must indicate that in their response.

Background

Currently the Edison network consists of 90 schools, which include elementary, middle and high schools, as well as Edison Schools Headquarters and associated offices. A complete list of Edison Schools and office locations is provided in Attachment I. Because of contractual issues this list is subject to change.

Current Network Description:

Each school has a T1 carrying frame relay services. Each school has 128k CIR with capability to burst to T1 speed. Three of the sites have 3mb Internet access and one site has 6mb Internet access

The Edison Schools Data Network is based on a regional hub site design (See Attachment II). The regional sites are:

- New York
 Edison Schools Inc
 521 5th Ave
 New York, NY 10175
- Chicago Edison Schools Inc 8800 Bronx Avenue Skokie, IL 60077
- Colorado Wyatt Edison Charter 3620 Franklin Street Denver, CO 80205

Each regional site contains a 4.5MB data circuit with the exception of the New York site, which contains a 6.0MB data circuit. The regional hubs are interconnected with a frame relay PVC creating a fully meshed network between the regional sites. This provides a measure of backup for the schools connecting to the Internet and the New York site (where intranet and business services are hosted). Each regional site contains a Cisco 3640 Router which connects to a service provider 3660 router. The 3660 router provides CSU/DSU services to the Edison Router.

Each Edison School and corporate office contains a T1 Data Line, which connects to the Frame Relay Network. Each Frame Relay circuit has a minimum 128K CIR and each circuit has the capability to burst to the full T1. The majority of schools contain a Cisco 2621 or 2610 router. These routers are connected to a service provider 3810 router. The 3810 router provides the site with CSU/DSU services to the Edison Router. Several Edison Schools contain Bay AN routers which are also attached the service provider Cisco 3810 that provides CSU/DSU services.

The Edison regional sites all have a separate connection to the Internet. The Chicago, Texas and Colorado sites contain a 3MB Internet circuit and the New York site contains a 6MB Internet circuit. To connect to the Internet, each school connects to the regional site, which provides firewall and filtering services, which are managed by Edison. A diagram showing the Internet access is shown in Attachment II.

Objectives

Edison has clear objectives in mind. Because Edison will be submitting a consortium application for E-rate support that will cover all eligible school sites listed herein, billing services must be tailored to accurately reflect eligible and ineligible charges for each school, as required by the E-rate program's rules and regulations. (See details in billing section below).

Each service provider submitting a bid must provide a copy of their Service Level Agreements (SLAs) for the data, voice and Internet access networks. SLAs must be at a minimum of 99.9% network availability for each of the networks provider will be bidding however, voice networks must be 99.99% available.

Each company submitting a bid MUST BE an eligible telecommunications carrier (common carrier) as the Federal Communications Commission defines that term for purposes of the universal service (E-rate) program. There are NO EXCEPTIONS to this requirement (unless the company is bidding *only* on Internet Access, which is discouraged).

Billing

Edison will require customized billing for all services. The service provider will be required to submit all invoices to the Edison headquarters. The services provided (voice, data, and Internet) MUST BE separately itemized on the invoice. An additional requirement includes a complete invoice for each school listed in the Attachment, as well as separate billing for Edison's corporate offices and for any other location that is now or may later be found to be ineligible for E-rate-supported services.

Invoices must be submitted to Edison on a monthly basis. Payment terms must be indicated in the proposal. The service provider must also provide a contact person for all billing inquires and discrepancies.

Evaluation Process

Edison will award the contract to the lowest-cost, responsible service provider. To select this service provider price will be the main consideration; however, Edison will apply the best value concept. Criteria will include, but are not limited to:

- The ability, capacity, and skill of the service provider to provide the services required.
- Prompt and on-time delivery of supplies, services, or equipment without delay or interference.
- The service provider's character, integrity, reputation, judgment, experience, and efficiency.
- Available maintenance and repair for services offered.
- A solution that is functional but is also flexible enough to offer alternatives and future opportunities.
- A solution that can interface and integrate with existing systems and equipment.

Service providers will be asked to provide existing customer contacts and references.

II. Rules Governing Proposal

Address and Delivery of Proposal

Proposals must be submitted to:

Vivian Louie Edison Schools Inc. 521 5th Avenue, 11th Floor New York, NY 10175

Deadlines for Proposal

Service providers must submit proposals by January 13, 2004.

Policy on Late Proposals

All proposals must be submitted by the date listed above. Proposals submitted after this date will not be accepted.

Number of Copies and Proposal Response Format

All bids must be submitted in triplicate and should contain:

- The name of the company,
- The Company SPIN number,
- The contact person,
- The company mailing address, phone number,
- The fax number and the e-mail address of the contact person.

Acceptance of Alternate or Multiple Proposals

When submitting a proposal, service providers automatically agree to the terms, conditions, provisions and requirements in this RFP. Proposals must comply fully with all conditions and requirements. Edison may reject conditional proposals and proposals that differ from the specifications or consider them non-responsive.

Contact Names for Inquiries or Additional Information

All questions on this RFP should be directed to:

Vivian Louie

Phone: 212-389-6088 Fax: 212-419-1722

E-mail: telecomrfp@edisonschools.com.

III: Terms and Conditions

The Project Timeline

Edison's acceptance of a bid constitutes a legally binding obligation on behalf of both parties to do business w/the other and to complete final negotiations in good faith. Service providers submitting bids understand and agree that time is of the essence for completing final contract negotiations. Therefore, the successful bidder will enter into contract discussions as soon as practical immediately following the award and acceptance of the proposal. Implementation of the contract will begin on July 1, 2004. Multi-year contracts will be considered.

The proposal will contain a schedule of activities and describe each phase of the project. Activities should include, but are not limited to the following:

- Delivery of equipment to facilities
- Beginning of on-site installation

- Testing interval
- Helpdesk coordination
- Cutover to new system
- Acceptance

Documentation

All proposals must include a complete model number and a technical specification brochure for each type of equipment proposed. This includes dimensions, power consumed, operating environment, pictures, and other documentation that fully describes all items subject to bid.

IV. Service provider Qualifications

Service provider Profile/Company History

Provide a brief history of your company's experience in telecommunications. Include details on management, sales, installation, and maintenance structure.

Financial Stability

The service provider must certify that they have no less than five years experience in providing the type and quantity of services required in this bid. The service provider must further provide proof of financial stability including data from their most recent fiscal year and revenue figures.

Organizational Chart

The service provider must submit an organizational chart indicating all individuals (name, title, address, and telephone number) responsible for marketing, engineering, installing, and servicing the design and implementation of the proposed services.

References

Please list at least five references who have been successfully using your long distance, frame-relay or proposed solution and Internet access services for at least one year. Please provide the school/district name, address, contact name, and telephone number.

Service providers are responsible for the accuracy of the reference information submitted.

V. Technical Specifications

Long distance service

Currently each school has long distance service. Schools access the PSTN (public telephone network) via various regional carriers and/or the frame-relay T1 circuit, which also carries their data.

Edison would like a proposal to provide long distance services to all schools named herein in addition to Edison Corporate offices.

Audio Conferencing Service

Currently, Edison Corporate office uses Audio Conferencing. Edison would like a proposal to provide audio conferencing services. This proposal is not considered a service that is eligible for e-rate reimbursement. The proposal should include services for reservationless toll free calling, web meeting reservationless conference calls, operator assistance calling, recording, play back, international calling (to the United Kingdom), and special feature calling, such as auditorium, Q&A session, listen only mode. The proposal should be based on a MARC of 45,000 minutes.

Internet access

The current network design includes 3 x 3mb and 1 x 6mb Internet circuits. Locations include:

- New York, New York
- Denver, Colorado
- Skokie, Illinois

It is Edison's intent to reduce the number of Internet sites. It is required that a 9 Mb circuit be provided in New York location and 6 MB for Skokie, Illinois.

- Service provider proposals must include same or equivalent solutions providing current (or better) levels of redundancy and bandwidth for all sites.
- Service provider may provide pricing for both managed and unmanaged service.
- Service provider must be able to provide backup domain services to the Internet.

Frame-Relay service

Currently each site has a minimum bandwidth of 128k CIR (committed information rate), and the ability to burst to T1 bandwidth. Schools are connected to one of three hub site locations. These hub site locations are: Denver, Colorado; Skokie, Illinois and New York, New York. It is Edison's intent to reduce the number of hub sites to two. These sites are Skokie, Illinois and New York, New York.

Each hub site is currently connected to the other in a fully meshed configuration. The hub site connections have a minimum of 256k CIR (committed information rate).

Service provider proposals must include same or equivalent solutions providing current (or better) levels of redundancy and bandwidth for all sites.

Alternate Proposed Solution

Edison will review any proposed changes to the existing network that will:

• Provide frame-relay or VPN based solution.

- The VPN solution must provide the capability of blocking Internet Access from each site. It is Edison's intent to maintain internet connectivity from the central locations, Skokie and New York.
- The VPN solution must be a secure solution. Schools MUST be protected from accessing the internet from the school and also protected from unauthorized access from the internet.
- Provide same or increased level of bandwidth to each school and corporate site without an increase in cost to Edison.
- Provide potential backup solution to current or proposed network. This cost
 MUST be listed separately. It is Edison's understanding that there may be an
 additional cost for the backup and Edison will evaluate whether the solution will
 be added to the service.

Changes to the existing network will require that the service provider, provide a detailed listing of all costs which will include Management of the proposed network, access and/or line charges, equipment (i.e., CSU/DSU or any other equipment required for solution). In addition, Edison has provided in the current and proposed network drawings, a complete view of the current CPE equipment in use. It is required that if a VPN solution is recommended, the Service Provider must provide recommendations for additional CPE equipment requirements.

- Appendix A shows a complete list of all the Edison Sites
- Appendix B shows current and proposed network drawings

VI. Implementation and Testing

Implementation

Service provider must provide a milestone chart for each major phase (component) of the overall implementation project. Use a week-by-week gradient. Phases include:

- Prepare and sign contract
- Complete network design
- Complete order of services and equipment
- Install equipment and services
- Cutover to new network
- Test services and equipment
- Turn project over for acceptance
- Establish ongoing maintenance
- Commence service July 1, 2004

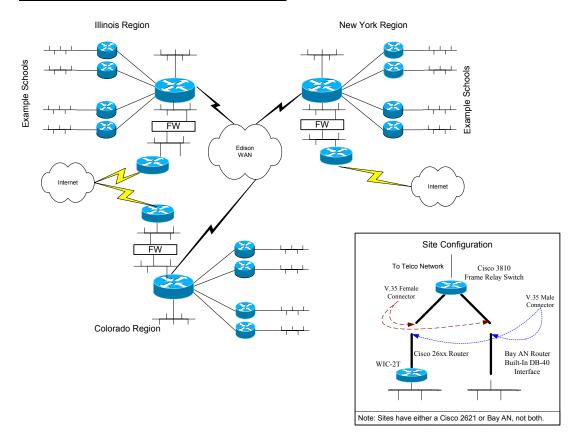
Appendix A – Edison Site List

.	Propos ed	Exi stin g Re				0.		
Site ID	Region	gio n	Site Name	Address	City	St ate	Zip	Phone #
7	IL	СО	Roosevelt-Edison Charter School	205 South Byron Drive	Colorado Springs	C O	809 10	719-380- 0176
128	IL	СО	Feaster-Edison Charter School	670 Flower St.	Chula Vista	CA	919 10	619-422- 4780
129	IL	со	Emerson-Edison Junior Academy	4220 East Pikes Peak Ave.	Colorado Springs	C O	809 09	719-570- 7824
200	IL	СО	Academy-Edison Elementary School	3475 Hampton Park Drive 1210 Shetler	Colorado Springs	C O	809 20 945	719-264- 1520 707-259-
216	IL	СО	Phillips-Edison Partnership School	Ave.	Napa	CA	59 941	8425 415-285-
226	IL	СО	Edison Charter Academy	3531 22nd Street 1500 East	San Francisco	CA	14 917	0527 626-918-
231	IL	СО	San Jose-Edison Academy	Francisquito Ave.	West Covina	CA	91 943	1230 650-329-
234	IL	СО	Edison Brentwood Academy	2086 Clarke Ave.	East Palo Alto	CA	03 943	2877 650-473-
235	IL	СО	Edison McNair Academy Chicago International Charter School	2033 Pulgas Ave.	East Palo Alto	CA	03 606	9247 773-238-
317	IL	СО	- Longwood Campus	1309 W. 95th St 1819 W.	Chicago	IL	43 616	5350 309-692-
318	IL	СО	Northmoor-Edison School	Northmoor Road 807 W. Columbia	Peoria	IL	03 616	9738 309-682-
319	IL	СО	Franklin-Edison School	Terrace 1616 S. Fruit	Peoria	IL	06 937	7283 559-498-
332	IL	CO	Edison-Bethune Charter Academy	Ave.	Fresno	CA	06	0711
352	IL	СО	Westport Edison Middle Academy	300 East 39th	Kansas City	M O	641 11	816-561- 5713
353	IL	СО	Westport Edison Senior Academy	315 East 39th	Kansas City	M O	641 11	816-561- 3014
354	IL	СО	Allen-Edison Village School	706 West 42nd 1027 Marquette	Kansas City	M O	641 11 528	816-561- 4640 319-322-
359	IL	СО	Jefferson-Edison Elementary School	Street 1101 South 15th	Davenport	IA	04 627	7562 217-525-
446	IL	CO	Feitshans-Edison	St. 2503 N.	Springfield	IL	03 616	3036 309-682-
448	IL	CO	Loucks Edison Junior Academy	University 2801 Ft. Sumter	Peoria	IL	04 890	5043 70279904
545	IL	CO	Cahlan Elementary School	Drive 1300 Pauline	Las Vegas	NV	30 890	06 70279978
546	IL	СО	Crestwood Elementary School	Way	Las Vegas	NV	14 890	84 70279931
547	IL	СО	Lincoln Elementary	3010 Berg Street	Las Vegas	NV	30 891	26 70279988
548	IL	СО	Ann Lynch Elementary	4850 Kell 931 Franklin	Las Vegas	NV	15 891	95 70279979
549	IL	СО	John S. Park Elementary School	Avenue	Las Vegas	NV	04 891	49 70279971
550	IL	CO	Ronnow Elementary	1100 Lena Street 2050 Sapphire	Las Vegas	NV	01 891	64 70279931
551	IL	СО	Charles I. West Middle School	Stone Avenue	Las Vegas	NV	06	26
623	IL	СО	Derrick Thomas Academy	201 East Armour Boulevard	Kansas City	M O	641 11	81675388 56

900								
03 900	IL	CO	Peoria AMFU					
04	IL	CO	Colorado Springs - Roosevelt AMFU	3501 Minnesota			485	810-760-
123	IL	IL	Williams-Edison Partnership School	Road	Flint	MI	06	7019 810-760-
124	IL	IL	Garfield-Edison Partnership School	301 East McClellan Rd.	Flint	MI	485 05	7013
404			Manhaum Iumian Apadamu	201 W. Saint	Destable	M	558	218-723-
131	IL 	IL 	Washburn Junior Academy Detroit-Edison Public School	Andrews St.	Duluth	N	03 482	0020 313-833-
211	IL	IL	Academy Edison-Oakland Public School	950 Selden 22111 Woodward	Detroit	MI	01 482	8653 248-582-
313	IL	IL	Academy	Ave. 21605 West	Ferndale	MI	20 482	8196 313-541-
314	IL	IL	YMCA Service Learning Academy Flint Northwestern Community High	Seven Mile Rd. G-2138	Detroit	MI	19 485	7656 810-760-
316	IL	IL	School Edison Partnership	Carpenter Rd.	Flint	MI	07	6809
322	IL	IL	The Dayton Academy	4401 Dayton- Liberty Road	Dayton	О Н	454 18	937-262- 4091
433	IL	IL	Meek Milton Primary School	1771 Henry Ruff	Inkster	MI	481 41	734-326- 6809
				-			481	734-721-
434	IL 	IL 	Baylor Woodson Elementary School	28865 Carlysle	Inkster	MI	41 481	7968 734-467-
435	IL	IL	Inkster High School	3250 Middlebelt	Inkster	MI	41 481	8793 734-326-
436	IL	IL	Blanchette Middle School	29193 Beech St.	Inkster	MI	41	8452
437	IL	IL	Dayton View Academy	1416 West Riverview Ave.	Dayton	O H	454 07	937-567- 9446
443	IL	IL	Milwaukee Academy of Science	2200 West Kilbourn St.	Milwaukee	WI	532 33	414-933- 1914
539	IL	IL	Rolling Acres Edison	5617 N. Merrimac Drive	Peoria	IL	616 14	30969344 23
543	IL	IL	Milwaukee Urban League Academy of Business & Economics	3814 North Avenue	Milwaukee	WI	532	41444422 91
			Jeremiah Gray-Edison Elementary	6548 Orinco			462 27	31778943
601	IL NO	IL 	School Alexan Floreschem Ochsol	Avenue 3200 Dickinson	Indianapolis	IN DA	191	09 21595208
603	NY	IL	Alcorn Elementary School	St.	Philadelphia	PA	46 191	53 21595285
605	NY	IL	Barratt Middle School	1599 Wharton St.	Philadelphia	PA	46 191	83 21522744
607	NY	IL	Gillespie Middle School	1801 Pike St. 5601 Christian	Philadelphia	PA	40 191	09 21547138
608	NY	IL	Harrity Elementary School	St. 1500 W. Ontario	Philadelphia	PA	43 191	07 21522787
610	NY	IL	Kenderton Elementary School	St. 3300 North 3rd	Philadelphia	PA	40 191	78 21529188
614	NY	IL	Munoz-Marin Elementary School	St. 600 E. Thompson	Philadelphia	PA	40 191	45 21529151
615	NY	IL	Penn Treaty Middle School	St.	Philadelphia	PA	25 191	72 21522771
616	NY	IL	Potter-Thomas Elementary School	3001 N. 6th St.	Philadelphia	PA	33	96
617	NY	IL	Shaw Middle School	5400 Warrington Ave.	Philadelphia	PA	191 43	21572722 48
618	NY	IL	Stetson Middle School	3200 B St.	Philadelphia	PA	191 34	21529141
620	NY	IL	Sulzberger Middle School	4725 Fairmount Ave.	Philadelphia	PA	191 39	21587880 06
621	NY	IL	Tilden Middle School	6601 Elmwood Ave.	Philadelphia	PA	191 42	21549261 28
651	NY	IL	Rosa Parks - Edison Elementary	7575 Wellingshire Blvd	Indianapolis	IN	462 17	31785957 50
				3017 North 13th		М	631	31424111
652	IL	IL	Confluence	Street	St. Louis	0	07	15

8	NY	NY	Henry E. S. Reeves Elementary School	2005 NW 111 St.	Miami	FL	331 67	305-953- 7251
13	NY	NY	Seven Hills Charter School	51 Gage St. 1345 Potomac	Worcester	M A	160 5 200	508-753- 7318 202-547-
229	NY	NY	Edison Friendship - Chamberlain	Ave. S.E.	Washington	DC	03	4554
233	NY	NY	Edison Friendship - Woodridge	2959 Carlton Ave N.E.	Washington	DC	200	202-635- 6481
301	NY	NY	Friendship-Edison Public Charter School	725 19th Street NE	Washington	DC	200 02	202-399- 6157
400	NY	NY	Thomas A. Edison Charter School	2300 North Locust Street	Wilmington	DE	198 02	302-778- 2232
401	NY	NY	Friendship Edison Public Charter School - Carter G. Woodson Campus	4100 Minnesota Ave NE	Washington	DC	200 19	202-396- 8229
402	NY	NY	Schomburg Charter School	508 Grand St.	Jersey City	NJ	730	201-451 1770
407	NY	NY	New Covenant Charter School	174 3rd St.	Albany	NY	122	518-626- 9916
408	NY	NY	The Charter School of Science & Technology	690 St. Paul St.	Rochester	NY	146 05	716-454- 3215
410	NY	NY	Lincoln-Edison Charter School	559 W. King St.	York	PA	174 04	717-699- 1613
411	NY	NY	The Renaissance Academy-Edison Charter School	1500 Townshipline Road	Phoenixville	PA	194 60	610-983- 4096
412	NY	NY	Charles R. Drew Charter School	187 Wesley Ave.	Atlanta	GA	303 07	404-687- 0480
451	NY	NY	Furman L. Templeton Elementary School	1200 N. Pennsylvania Ave.	Baltimore	M D	212 17	410-545- 7839
431	INT	INT	SCHOOL	Ave.	Daillinore			
452	NY	NY	Gilmor Elementary School	1311 N. Gilmor	Baltimore	M D	212 17	410-462 6770
453	NY	NY	Montebello Elementary School	2040 E. 32 nd St.	Baltimore	M D	212 18	410-396- 6126
			·				119	63136966
510	NY	NY	The Riverhead Charter School The Charter School for Applied	3685 Route 25 2303 Kenmore	Calverton	NY	33 142	87 71687697
512	NY	NY	Technologies Stepping Stone Academy Charter	Avenue 909 East Ferry	Buffalo	NY	07 142	58 71689557
513	NY	NY	School	Street	Buffalo	NY	11	66
604	NY	NY	Anderson Elementary School	1034 S. 60th St.	Philadelphia	PA	191 43	21547129
606	NY	NY	Comegys Elementary School	5100 Greenway Ave.	Philadelphia	PA	191 43	21572723 29
609	NY	NY	Kelley Elementary School	1601 N. 28th St.	Philadelphia	PA	191 21	21568451 79
611	NY	NY	Locke Elementary School	4550 Haverford Ave.	Philadelphia	PA	191 39	21582357 21
612	NY	NY	Ludlow Elementary School	550 W. Master St.	Philadelphia	PA	191 22	21568454 85
613	NY	NY	Morton-McMichael Elementary School	3543 Fairmount Ave.	Philadelphia	PA	191 04	21538635 49
619	NY	NY	Stoddart-Fleisher Middle School	540 N. 13th St.	Philadelphia	PA	191 23	21535173 77
622	NY	NY	Waring Elementary School	1801-27 Green St.	Philadelphia	PA	191 30	21568454 79
900	NY	NY	Edison Schools - Knoxville Office					
900 02	NY	NY	Lanter Warehouse					
900 11	NY	NY	Delaware AMFU					

Appendix B - Current Network Design



Appendix B: Proposed Network

