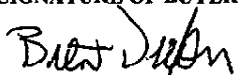
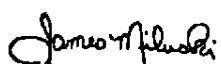




NOTICE OF AWARD

State Of Missouri
Office Of Administration
Division Of Purchasing And Materials Management
PO Box 809
Jefferson City, MO 65102-0809
<http://www.oa.mo.gov/purch>

SOLICITATION NUMBER B2Z11019	CONTRACT TITLE Offender Telephone System
CONTRACT NUMBER C211019001	CONTRACT PERIOD June 28, 2011 Through June 27, 2016
REQUISITION NUMBER NR 300 31501000001	VENDOR NUMBER 7527221440 1
CONTRACTOR NAME AND ADDRESS Securus Technologies, Inc. 14651 Dallas Parkway, 6 th Floor Dallas, TX 75254	STATE AGENCY'S NAME AND ADDRESS Office of Administration, Information Technology Services Division Various Correctional Institutions Throughout the State of Missouri
ACCEPTED BY THE STATE OF MISSOURI AS FOLLOWS: The proposal submitted by Securus Technologies, Inc. in response to B2Z11019 is accepted in its entirety including their response to Best and Final Offer #001 and the email clarification from Steven Cadwell of Securus Technologies dated May 26, 2011.	
BUYER Brent Dixon	BUYER CONTACT INFORMATION Email: brent.dixon@oa.mo.gov Phone: (573) 751-4903 Fax: (573) 526-9816
SIGNATURE OF BUYER 	DATE 06/28/11
DIRECTOR OF PURCHASING AND MATERIALS MANAGEMENT  James Miluski	



STATE OF MISSOURI
 OFFICE OF ADMINISTRATION
 DIVISION OF PURCHASING AND MATERIALS MANAGEMENT (DPMM)
 REQUEST FOR BEST AND FINAL OFFER (BAFO)
 FOR REQUEST FOR PROPOSAL (RFP)

BAFO REQUEST NO.: B2Z11019
 RFP NO.: B2Z11019
 TITLE: OFFENDER TELEPHONE SYSTEM
 ISSUE DATE: 03/01/11

REQ NO.: NR 300 31501000001
 BUYER: Brent Dixon
 PHONE NO.: (573) 751-4903
 E-MAIL: brent.dixon@oa.mo.gov

BAFO RESPONSE SHOULD BE RETURNED BY: 04/08/11 AT 5:00 PM CENTRAL TIME

MAILING INSTRUCTIONS: Print or type RFP Number and Return Due Date on the lower left hand corner of the envelope or package. Sealed BAFOs should be in DPMM office (301 W High Street, Room 630) by the return date and time.

RETURN PROPOSAL TO: (U.S. Mail) DPMM PO BOX 809 JEFFERSON CITY MO 65102-0809
 or (Courier Service) DPMM 301 WEST HIGH STREET, RM 630 JEFFERSON CITY MO 65101-1517

CONTRACT PERIOD: DATE OF AWARD THROUGH FIVE YEARS

DELIVER SUPPLIES/SERVICES FOB (Free On Board) DESTINATION TO THE FOLLOWING ADDRESS:

VARIOUS CORRECTIONAL INSTITUTIONS
 THROUGHOUT THE STATE OF MISSOURI
 OFFICE OF ADMINISTRATION, INFORMATION TECHNOLOGY SERVICES DIVISION

The offeror hereby declares understanding, agreement and certification of compliance to provide the items and/or services, at the prices quoted, in accordance with all terms and conditions, requirements, and specifications of the original RFP as modified by any previously issued RFP amendments and by this and any previously issued BAFO requests. The offeror agrees that the language of the original RFP as modified by any previously issued RFP amendments and by this and any previously issued BAFO requests shall govern in the event of a conflict with his/hcr proposal. The offeror further agrees that upon receipt of an authorized purchase order from the Division of Purchasing and Materials Management or when a Notice of Award is signed and issued by an authorized official of the State of Missouri, a binding contract shall exist between the offeror and the State of Missouri.

SIGNATURE REQUIRED

DOING BUSINESS AS (DBA) NAME Securus Technologies, Inc.		LEGAL NAME OF ENTITY/INDIVIDUAL FILED WITH IRS FOR THIS TAX ID NO. Securus Technologies, Inc.	
MAILING ADDRESS 14651 Dallas Parkway, 6 th Floor CITY, STATE, ZIP CODE Dallas, Texas 75254		IRS FORM 1099 MAILING ADDRESS 14651 Dallas Parkway, 6 th Floor CITY, STATE, ZIP CODE Dallas, Texas 75254	
CONTACT PERSON Robert E. Pickens		EMAIL ADDRESS bpickens@securustech.net	
PHONE NUMBER 972-277-0300		FAX NUMBER 972-277-0514	
TAXPAYER ID NUMBER (TIN) 75-2722144	TAXPAYER ID (TIN) TYPE (CHECK ONE) <input checked="" type="checkbox"/> FEIN <input type="checkbox"/> SSN	VENDOR NUMBER (IF KNOWN)	
VENDOR TAX FILING TYPE WITH IRS (CHECK ONE) <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Individual <input type="checkbox"/> State/Local Government <input type="checkbox"/> Partnership <input type="checkbox"/> Sole Proprietor <input type="checkbox"/> IRS Tax Exempt			
AUTHORIZED SIGNATURE 		DATE April 8, 2011	
PRINTED NAME Robert E. Pickens		TITLE Chief Operating Officer	

Dixon, Brent

From: Steven Cadwell [scadwell@securustech.net]
Sent: Thursday, May 26, 2011 12:27 PM
To: Dixon, Brent
Subject: Securus Spanish Speaking call center Services SECURUS:0284000135
Attachments: image001.gif

Mr. Dixon/Brent,

All English calls are handled in the United States by SECURUS employees. Most Spanish calls are handled in the United States by Securus Spanish speaking employees. Based on communication quality and effectiveness as measured by Securus "Customer Value Survey" scores, Securus does outsource between four (4) and seven (7) percent of Spanish calls (based on recent call volume data) to Mexico. We have detailed tracking and metrics regarding both domestic and international call centers and can show that the satisfaction from customers supported by Mexico is as high as domestic calls. The Spanish handled call volume varies monthly as does overall call volume and at its peak is about seven (7) percent of total call volume and on average is four (4) percent.

Please don't hesitate to contact me if I can be of further assistance.

Steve

*Steven C. Cadwell
Sr. Account Executive - DOC
West Region
805-581-0003 Office
805-814-1484 Cell
www.securustech.net*

"Leave a trail of genius"

SECURUS
TECHNOLOGICAL SERVICES

Dixon, Brent

From: Steven Cadwell [scadwell@securustech.net]
Sent: Thursday, May 26, 2011 12:27 PM
To: Dixon, Brent
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Steve

Steven C. Cadwell
Sr. Account Executive - DOC
West Region
805-581-0003 Office
805-814-1484 Cell
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"Leave a trail of genius"

SECURUS
TECHNOLOGY

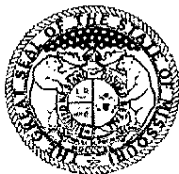
TITLE: OFFENDER TELEPHONE SYSTEM

CONTRACT PERIOD: DATE OF AWARD THROUGH FIVE YEARS

Prospective offerors are hereby notified of the following revisions to the RFP:

1. REVISED paragraph 2.11.1 b
2. REVISED paragraph 2.11.1 j
3. REVISED paragraph 2.11.4
4. REVISED paragraph 2.11.8
5. ADDED paragraph 3.20.2 a
6. REVISED Exhibit A, Section A.1
7. REVISED Exhibit A, Section A.3
8. REVISED Exhibit A, Section A.5
9. ADDED Exhibit C, Section C.1 7

Jeremiah W. (Jay) Nixon
Governor



Kelvin Simmons
Commissioner

State of Missouri
OFFICE OF ADMINISTRATION
Division of Purchasing and Materials Management
301 West High Street, Room 630
Post Office Box 809
Jefferson City, Missouri 65102-0809
(573) 751-2387 FAX: (573) 526-9815
TTD: 800-735-2966 Voice: 800-735-2466
<http://www.oa.mo.gov/purch>

James Miluski
Director

March 31, 2011

Securus Technologies, Inc.
Attn: Robert Pickens
14651 Dallas Parkway, 6th Floor
Dallas, TX 75254

SENT VIA EMAIL: bpickens@securustech.net

Dear Mr. Pickens:

In accordance with paragraph 4.2.2 of RFP B2Z11019 for an offender telephone system for the Department of Corrections/ITSD, this letter shall constitute an official request by the State of Missouri to enter into competitive negotiations with your company. Included with this letter are two attachments.

The first attachment is the Best and Final Offer (BAFO) Request List and it includes a listing of areas identified in your proposal as areas requiring clarifications, and areas of deficiency which may not comply with the requirements of the RFP. The list also includes a request for specific responses to identified RFP paragraphs.

The second attachment is a complete copy of the RFP, including revisions to the RFP as a result of the BAFO. It includes a Best and Final Offer (BAFO) Form as the cover page.

Your detailed BAFO response needs to include the BAFO Form, completed and signed by an authorized representative of your organization. In addition, your detailed BAFO response should address each area identified on the BAFO Request List using the same numbering outline as the list. However, please be advised that it is not necessary for you to resubmit your entire proposal. Only the signed BAFO Form, your response to the BAFO Response List, and any portions of your proposal that are being revised as a result of this request for a Best and Final Offer need to be submitted.

In your response to this Best and Final Offer, you may make any modification, addition, or deletion deemed necessary to your proposal. However, please understand that the State of Missouri is under no obligation to advise you of concerns regarding your proposal and makes no claim related thereto. Your response to this BAFO request is your final opportunity to ensure that (1) all mandatory requirements of the RFP have been met, (2) all RFP requirements are adequately described since all areas of the proposal are subject to evaluation, and (3) this is your best offer, including a reduction or other change to pricing.

You are requested to respond to this BAFO request by submitting a written, sealed "Best and Final Offer" BY 5:00 PM CENTRAL TIME ON Thursday, April 6, 2011 to:

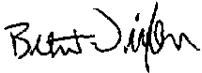
Attention: Brent Dixon
Division of Purchasing and Materials Management
301 West High Street, Truman Building, Room 630
Jefferson City, MO 65101

The outside of the packet containing the BAFO response needs to state, "BAFO for B2Z11019" on the lower left corner. Please include the original plus six (6) copies (for a total of seven (7) documents) of your response. Faxed or e-mailed responses are not acceptable.

You are reminded that pursuant to section 610.021, RSMo, proposal documents including any best and final offer documents are considered closed records and shall not be divulged in any manner until after a contract is executed or all proposals are rejected. Furthermore, you and your agents (including subcontractors, employees, consultants, or anyone else acting on their behalf) must direct all questions or comments regarding the RFP, the evaluation, etc. to me, as the buyer of record. Neither you nor your agents may contact any other state employee regarding any of these matters during the negotiation and evaluation process. Inappropriate contacts or release of information about your proposal or BAFO are grounds for suspension and/or exclusion from specific procurements.

If you have any questions regarding this BAFO request, please contact me at (573) 751-4903 or e-mail me at brent.dixon@oa.mo.gov. I sincerely appreciate your efforts in working with the State of Missouri to ensure a thorough evaluation of your proposal.

Sincerely,



Brent Dixon (Buyer)

c: Evaluation Team
RFP B2Z11019

Attachments: Best and Final Offer Request List
RFP including BAFO form

SECURUS TECHNOLOGIES, INC.

BEST AND FINAL OFFER REQUEST LIST

BAFO NO. 001 FOR RFP B2Z11019

1. IDENTIFIED DEFICIENCIES AND CLARIFICATION:

- 1.1 Securus Technologies labeled each of the screen prints and images included in their proposal as *proprietary and confidential information*. However, the State of Missouri does not consider the material to be confidential pursuant to section 610.021 RSMo as specified in RFP paragraph 4.1.5. Consequently unless you can provide adequate explanation of what qualifies the material to be held as confidential pursuant to the provisions of section 610.021 RSMo, then pursuant to RFP paragraph 4.1.5, the screen prints and images will be considered an open record like the rest of Securus Technologies' proposal. Securus Technology should provide acknowledgement that their proposal will be public record.

2. OFFEROR RESPONSE TO CHANGED REQUIREMENTS:

- 2.1 The enclosed BAFO contains additional revisions deemed necessary as a result of the responses received. As a result of the revisions, the offeror shall acknowledge compliance with all requirement changes in the accompanying RFP attachment (as revised by this BAFO request) and submit any response revisions that are necessitated by the requirement changes. The offeror may change, add information, and/or modify any part of their response.

Note: Offerors are reminded that their response to this Best and Final Offer must meet full compliance with the mandatory requirements, terms, conditions, and provisions of the RFP. Failure to do so will result in rejection of the offeror's response.

ORIGINAL

**An RFP Solution Presented
Expressly for**

**Office of Administration,
Information Technology Services Division,
Missouri Department of Corrections**

**BAFO RFP No.: B2Z11019
Offender Telephone System**

Presented to:

Brent Dixon

Division of Purchasing and Materials Management

301 West High Street, Room 630

Jefferson City, Mo 65101-1517

(573) 751-4903

Presented by:

Securus Technologies, Inc.,

14651 Dallas Parkway, Ste. 600

Dallas, TX 75254



Securus' Best and Final Offer response was produced to ensure the highest level of recycled materials possible.

As requested in the original RFP, Securus has printed on recycled paper using the front and back of the pages. We have also bound our response with reusable materials, eliminating the use of plastic or vinyl binding.



SECURUSTM
TECHNOLOGIES
connecting what mattersTM

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Transmittal Letter

Mr. Brent Dixon, Buyer
State of Missouri Office of Administration
Division of Purchasing and Materials Management (DPMM)
PO Box 809
301 West High Street, Room 630
Jefferson City, Missouri 65101-1517

April 8, 2011

Re: RFP No. B2Z11019 for an Offender Telephone System

Dear Mr. Dixon,

Securus is pleased to have the opportunity to provide our response to your request to enter into competitive negotiations and to provide additional information in areas identified in our proposal that require clarifications, and to address areas of deficiency in the RFP. We have also carefully reviewed the BAFO changes to the RFP and have provided a direct response to each.

Securus believes our response to both the Securus BAFO request list and the revised RFP as a result of the BAFO includes the necessary and required changes. In the event that any additional clarification or information is required by the State, Securus is prepared to respond immediately as required.

Securus looks forward to additional discussions with the State and the opportunity to demonstrate our proposed technologies when appropriate.

Please do not hesitate to contact me directly or Steven Cadwell at any time you require additional information from Securus. Mr. Cadwell can be reached by telephone (805) 814-1484 or by email at scadwell@securustech.net.

Sincerely,



Robert E. Pickens, Chief Operating Officer
Securus Technologies, Inc.
14651 N Dallas Parkway, Suite 600
Dallas, Texas 75254
972-277-0300
bpickens@securustech.net



Missouri DOC BAFO RFP No. B2Z11019 for an Offender Telephone System

© 2011 Securus Technologies, Inc. All rights reserved.

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Best and Final Offer Request List

IDENTIFIED DEFICIENCIES AND CLARIFICATION:

- 1.1 Securus Technologies labeled each of the screen prints and images included in their proposal as proprietary and confidential information. However, the State of Missouri does not consider the material to be confidential pursuant to section 610.021 RSMo as specified in RFP paragraph 4.1.5. Consequently unless you can provide adequate explanation of what qualifies the material to be held as confidential pursuant to the provisions of section 610.021 RSMo, then pursuant to RFP paragraph 4.1.5, the screen prints and images will be considered an open record like the rest of Securus Technologies' proposal. Securus Technology should provide acknowledgement that their proposal will be public record.

Securus has read, agrees, and complies.

Securus understands and acknowledges that the screen prints and images will be considered an open record and its proposal will be public record. Upon further consideration, Securus concurs that the material previously identified as confidential pursuant to section 610.021 as specified in paragraph 4.1.5 is not considered confidential for the purposes of this RFP. Securus understands that the screen prints and images will be considered an open record like the rest of Securus' proposal.

OFFEROR RESPONSE TO CHANGED REQUIREMENTS:

- 2.1 The enclosed BAFO contains additional revisions deemed necessary as a result of the responses received. As a result of the revisions, the offeror shall acknowledge compliance with all requirement changes in the accompanying RFP attachment (as revised by this BAFO request) and submit any response revisions that are necessitated by the requirement changes. The offeror may change, add information, and/or modify any part of their response.

Note: Offerors are reminded that their response to this Best and Final Offer must meet full compliance with the mandatory requirements, terms, conditions, and provisions of the RFP. Failure to do so will result in rejection of the offeror's response.

Securus has read, agrees, and complies.

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BAFO Revised Requirements

2.11 Workstation Requirements:

2.11.1 The workstations provided with the offender telephone system must be a corporate class laptop that meets the following minimum requirements:

a. 15" Widescreen WXGA screen;

REVISED PER BAFO #001

b. CPU with Intel Core i5 Processor or AMD Processor Equivalent;

c. Memory with 4 GB RAM;

d. Hard Drive with 80 GB;

e. Sound Card;

f. DVD+/-RW;

g. Integrated Wireless Solution 802.11 b/g/n;

h. Microsoft Windows 7 Professional;

i. Microsoft Office 2007 Professional Software; and

REVISED PER BAFO #001

j. Five (5) year, on-site, next-business day warranty.

✓ **Securus has read, agrees, and complies.**

Securus is in full compliance with the mandatory requirements, terms, conditions, and provisions of the RFP and BAFO #001.

Securus will provide 20 corporate class laptops to the state agency that meets the following specifications as detailed above:

- 15" Widescreen WXGA screen
- CPU with Intel Core i5 Processor
- Memory with 4 GB RAM
- Hard Drive with 80 GB
- Sound Card
- DVD+/-RW
- Integrated Wireless Solution 802.11 b/g/n



BAFO Revised Requirements

- Microsoft Windows 7 Professional
- Microsoft Office 2007 Professional Software
- Five year, on-site, next-business day warranty

Our proposed workstation features the Latitude E6510 Laptop. The laptop is designed for easy mobile collaboration and enhanced productivity, the Dell Latitude E6510 laptop features advancements in manageability, durability, and security that can empower IT. Whether you are working in the office or anywhere, Latitude™ E6510 laptops can simplify productivity by providing for easy access as to the Securus SCP OTS. Features include the following:

- **Easy Global Collaboration** – The latest wireless options let you connect with colleagues from virtually anywhere. A light-sensitive Webcam and noise-reducing, speech-enhancing microphone can be paired with speakers for an optimal video conference experience.
- **Smart Controls** – An intuitive, gesture-enabled touchpad and vibrant backlit keyboard option let you work smartly and comfortably in virtually any situation.
- **Power to Do More** – With Intel® Core™ i5 and up to quad-core Intel® Core™ i7 with Intel® Turbo Boost Technology processor options, along with next-generation discrete graphics options, you can have a performance boost to stay on top of business.
- **Always on Capability** – Use Dell Latitude ON™ technology to access your e-mail, calendar and contacts without needing to boot up, and enjoy the added benefit of idle battery life that can extend for days, not just hours, on select platforms³.

Our proposed workstation configuration is presented in the following table.

Corporate Class Laptop Configuration

Component	Description
Base Unit	Latitude E6510 Notebook (224-8070)
Processor	Intel Core i5-520M Dual Core 2.40GHz 3MB for M6510 (317-3585)
Memory	4.0GB, DDR3-1333 SDRAM, 2 DIMM for Latitude (317-3590)
Keyboard	Internal English Keyboard for Latitude E (330-0836)
Keyboard	Documentation (English) Latitude E-Family/Mobile Precision (330-1652)
Wireless Keyboard and Mouse	Keyboard + Mouse (Nausicaa) (2.4 GHz RF, with USB dongle) (330-1824)
Monitor	DELL E1909WDD 19 Inch Widescreen Flat Panel, Display Port Connection, OptiPlex Workstation and Latitude (320-7366)

BAFO Revised Requirements

Component	Description
Video Card	Intel HD Graphics for Latitude D6510 (320-8805)
Hard Drive	160GB Hard Drive 9.5MM, 5400RPM, Dell Latitude E (342-0477)
Floppy Disk Drive	15.6" HD (1366 x 768) Anti-Glare LED Display for Latitude E6510 (320-8809)
Operating System	Genuine Windows 7 Professional, 32-bit, no media, Latitude, English (421-1643)
Operating System	Genuine Windows 7 Label, Latitude, Vostro and Mobile Precision Notebooks (330-6322)
Mouse	Slate Silver, Mobile Broadband Ready, Dell Latitude E6510 (313-9913)
Modem	No Modem for Latitude E6410, E6510, Precision M4500 (318-0227)
TBU	90W 3-Pin, AC Adapter for Latitude E-Family (330-0876)
TBU	US - 3-FT, 3-Pin Flat E-Family Power Cord for Latitude E-Family (330-0879)
CD-ROM or DVD-ROM Drive	8X DVD+/-RW for Latitude E-Family (313-6513)
CD-ROM or DVD-ROM Drive	Roxio Creator Starter, No Media, Dell OptiPlex, Latitude and Precision Workstation (421-4539)
CD-ROM or DVD-ROM Drive	Cyberlink Power DVD 9.5, No Media, Dell OptiPlex, Latitude and Precision Workstation (421-4370)
Sound Card	Noise Cancelling Digital Array Microphone for Latitude E6510 (313-9310)
Wireless Headset	Plantronics CS50 Wireless Headset (A1262546) or alternate option of Plantronics 590 Wireless Headphones or similar
External Speakers	Dell AX210 USB Powered Multimedia Speakers
Processor Cable	Intel WiFi Link 6200 (802.11a/g/n 2X2) 1/2 MiniCard for VPRO Latitude E/Mobile Precision (430-0755)
Documentation Diskette	Intel vPro Technology Advanced Management Features for Latitude E6510 (330-9702)
Bundled Software	Adobe Acrobat 9.0 English and French, BND, Dell OptiPlex Precision, and Latitude (410-1862)
Bundled Software	Microsoft Office Professional for Latitude, OptiPlex, Precision (420-6712)
Factory Installed Software	No Resource DVD for Dell Optiplex, Latitude, Precision (313-3673)



BAFO Revised Requirements

Component	Description
Software Disk Two	Latitude On Reader for Latitude Notebooks (421-9856)
Feature	6-cell (60Wh) Primary Battery for Latitude (312-7412)
Feature	Nylon 15.6 Carry Case for Latitude and Precision Notebooks (313-9945)

REVISED PER BAFO #001

2.11.4 The workstations must include wireless *over-the-ears* headphones and external speakers.

✓ Securus has read, agrees, and complies.

Securus is in full compliance with the mandatory requirements, terms, conditions, and provisions of the RFP and BAFO #001.

Securus confirms our original submission, which included wireless over the ear headset (Plantronics CS50) and proposes to offer an alternative solution of the Plantronics 590 over the ears headphones to enhance our original offer.

Original Submission – Plantronics CS50 Wireless Headset

Securus can provide the Plantronics CS50 Wireless Headset and Dell AX210 USB Powered Stereo External Speakers.

The Plantronics CS50 Wireless Office Headset System brings the ultimate in mobility and hands free conversations to your phone. The CS50 gives you eight hours of talk time and the wireless convenience to roam up to 300 feet with secure conversations. Taking or ending a call is as simple as pressing a button with the optional Plantronics HL10 Lifter.



Alternate Submission – Plantronics 590 Wireless Headphones (or similar)

As an alternate solution to the originally offered Plantronics CS50, Securus can provide the Plantronics 590 Wireless (over-the-ears) Headphones. These Bluetooth headphones use multipoint technology to function as both a stereo headset for high fidelity listening, as well as a communications headset for use with mobile phones and other voice-enabled devices. The headset includes a telescopic voice tube with an omnidirectional microphone for clear voice communications.



Its extended range capabilities provide users with great mobile freedom and enables them to listen to music or have conversations up to 33 feet away from their laptop, music device or cell phone. The Pulsar 590 has a familiar headband wearing style with pivoting ear cushions that provide all-day wearing comfort.

External Speakers

We will also provide Dell AX210 USB Powered Stereo External Speakers. These speakers offer a true upgrade in audio quality, speaker aesthetics, and functionality. This product has been tested and validated on Dell systems.



REVISED PER BAFO #001 AND BAFO #001

2.11.8 *All workstations must include state-approved software for remote desktop access, monitoring, and control. The remote desktop access, monitoring, and control software must allow an authorized user to see the screens of several computers connected to the local area network simultaneously as well as have remote control access to a user's PC.*

Securus has read, agrees, and complies.

Securus is in full compliance with the mandatory requirements, terms, conditions, and provisions of the RFP and BAFO #001.

Securus will provide workstations with state-approved software for remote desktop access, monitoring and control. The remote desktop access, monitoring, and control software will allow authorized users to see the screens of several computers connected to the local area network simultaneously as well as have remote control access to a user's PC.

3.20.2 The contractor shall transfer the call recording and detail data from the contractor provided storage devices in an electronic format acceptable to the state agency within sixty (60) days of the conclusion of the contract.

REVISED PER BAFO #001

a. The contractor must provide the state agency with all intelligence collecting technology utilized by the contractor's staff to filter calls to enhance the investigative ability of the state agency's staff.

Securus has read, agrees, and complies.

Securus is in full compliance with the mandatory requirements, terms, conditions, and provisions of the RFP and BAFO #001.

Securus will provide the state agency with all intelligence collecting technology utilized by the contractor's staff to filter calls to enhance the investigative ability of the state agency's staff as long as the state agency is the entity utilizing this technology.

BAFO Revised Requirements

EXHIBIT A COST (PRICING SECTION)

REVISED PER BAFO #001

REVISED PER AMENDMENTS #001, #003, AND #004

The offeror shall provide firm, fixed pricing for the offender telephone system pursuant to all mandatory requirements herein, including furnishing, installing, providing any necessary hardware and software, monitoring, maintaining at each of the institutions referenced in Attachment #1. All costs associated with providing the required services, including all travel and expenses to be incurred by contractor staff, must be included. Prices shall not include commissions to be paid to the State of Missouri. All per minute prices must be a whole number (i.e. fractions of cents, \$0.075, must not be proposed).

- A.1** Collect, Pre-paid and Debit Calls: The offeror must state the firm, fixed rates per minute for a collect, pre-paid, and debit call. The rates proposed for debit calls shall be inclusive of any and all local, state, and federal taxes/fees. Pre-paid calls shall include all set up fees for all offender calls, exclusive of any and all local, state, and federal fees/taxes (i.e. local, state, and federal taxes/fees may be passed on to the customer in addition to the offender's per minute prices.) Collect calls shall include all set up fees for all offender calls, exclusive of any and all local, state, and federal fees/taxes (i.e. local, state, and federal taxes/fees may be passed on to the customer in addition to the offender's per minute prices and set-up charge.) The offeror should identify all applicable taxes/fees in response to Exhibit C. *The offeror shall not charge called parties and/or offenders discretionary fees in addition to the per-minute rate for collect, pre-paid, and debit calls; local, state, and federal fees/taxes; and the set-up charge per collect calls.*

Line Item	Description	Unit of Measure	Firm Fixed Price
001	Collect, Pre-paid, and Debit Call	Minute	\$0.05
002	Set-up Charge per Collect Call	Call	\$1.00

Securus has read, agrees, and complies.

Securus is in full compliance with the mandatory requirements, terms, conditions, and provisions of the RFP and BAFO #001.

Securus confirms that we will not charge called parties or offenders any discretionary fees in addition to the per-minute rate for collect, pre-paid, and debit calls; local, state, and federal fees/taxes; and the set-up charge per collect calls.

The Securus proposed rates results in a reduction in calling rates by 50%, provides Huber programming services, Word Spotting technology, PREA Hot Line and Officer Check-In capabilities and at the same time, through the optional services pricing, creates a technology fund for the Missouri Department of Corrections.

BAFO Revised Requirements

- A.3** International Calls: The offeror must propose rates for international calls. The offeror shall provide their proposed international callings rates below. *International calls shall include all set up fees for all offender calls, exclusive of any and all local, state, federal, and international fees/taxes (i.e. local, state, federal, and international taxes/fees may be passed on to the customer in addition to the offender's per minute prices and set-up charge.)* The state reserves the right to subjectively evaluate the offeror's proposed pricing for international calls as part of the Proposed Method of Performance, Solution Functionality, and Expertise of Personnel. *The offeror shall not charge called parties and/or offenders discretionary fees in addition to the per minute rate for international calls; local, state, federal, and international fees/taxes; and the set-up charge per collect calls.*

Line Item	Description	Unit of Measure	Firm Fixed Price
005	International Call	Minute	\$0.50
006	Set Up Charge for International Call	Call	\$0.50

- Securus has read, agrees, and complies.

Securus is in full compliance with the mandatory requirements, terms, conditions, and provisions of the RFP and BAFO #001.

Securus confirms that we will not charge called parties and or offenders any discretionary fees in addition to the per-minute rate for collect, pre-paid, and debit calls; local, state, and federal fees/taxes; and the set-up charge per collect calls.

- A.5** Coin Payphone Calls: The offeror must state the firm, fixed rates per minute for calls made on a coin payphone. The rates proposed for calls made on a coin payphone shall be inclusive of any and all local, state, and federal taxes/fees. *The offeror may charge additional fees for international call connection and the use of operator- serviced calls.* The offeror should identify all applicable taxes/fees in response to Exhibit C. The per minute rate shall be the same regardless of type of payment (e.g. coins, credit cards, and bank debit cards). The state reserves the right to subjectively evaluate the offeror's proposed pricing for coin payphone calls as part of the Proposed Method of Performance, Solution Functionality, and Expertise of Personnel.

Line Item	Description	Unit of Measure	Firm Fixed Price
008	Call Made on Coin Payphone	Minute	\$0.50

- Securus has read, agrees, and complies.

BAFO Revised Requirements

Securus is in full compliance with the mandatory requirements, terms, conditions, and provisions of the RFP and BAFO #001.

Securus acknowledges that we have the option to charge additional fees for international call connection and the use of operator- serviced calls from coin payphones.

EXHIBIT C PROPOSED METHOD OF PERFORMANCE, SOLUTION FUNCTIONALITY, AND EXPERTISE OF PERSONNEL

C.1 FUNCTIONAL AND TECHNICAL CAPABILITIES AND PROPOSED METHOD OF PERFORMANCE:

ADDED PER AMENDMENT #004

6. *The offeror should indicate whether the proposed coin operated payphones accept credit cards and bank debit cards.*

Securus has read, agrees, and complies.

Securus is in full compliance with the mandatory requirements, terms, conditions, and provisions of the RFP and BAFO #001.

Securus agrees to provide coin operated payphones that accept credit cards and bank debit cards.

ADDED PER BAFO #001

7. *The offeror should indicate if the proposed system will include the ability to obtain and store call records from the current system if such records are accessible.*

Securus has read, agrees, and complies.

Securus is in full compliance with the mandatory requirements, terms, conditions, and provisions of the RFP and BAFO #001.

Securus will include the ability to obtain and store call records from the current system if such records are accessible by Securus.

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Page 1 of 1

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Rick Jordan
Securus Technologies, Inc
14651 DALLAS PARKWAY
SUITE 600
DALLAS, TX 75254

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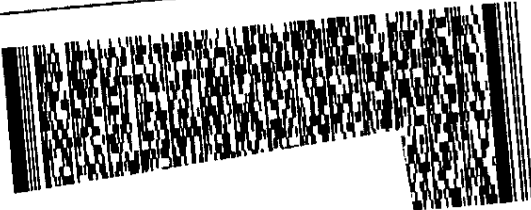
Brent Dixon
DPMM
301 W HIGH ST RM 630

JEFFERSON CITY, MO 65101

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TO:
Brent Dixon

ORIGINAL

**An RFP Solution Presented
Expressly for**

**Office of Administration, Information Technology
Services Division,
Missouri Department of Corrections**

**RFP No.: B2Z11019
Offender Telephone System**

March 9, 2011

Presented to:

Brent Dixon
DPMM

301 West High Street, Room 630
Jefferson City, Mo 65101-1517
(573) 751-4903

Presented by:

Securus Technologies, Inc.,
14651 Dallas Parkway, Ste. 600
Dallas, TX 75254



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STATE OF MISSOURI
 OFFICE OF ADMINISTRATION
 DIVISION OF PURCHASING AND MATERIALS MANAGEMENT (DPMM)
 REQUEST FOR PROPOSAL (RFP)

AMENDMENT NO.: 004
 RFP NO.: B2Z11019
 TITLE: OFFENDER TELEPHONE SYSTEM
 ISSUE DATE: 03/01/11

REQ NO.: NR 300 31501000001
 BUYER: Brent Dixon
 PHONE NO.: (573) 751-4903
 E-MAIL: brent.dixon@oa.mo.gov

RETURN PROPOSAL NO LATER THAN: 03/09/11 AT 2:00 PM CENTRAL TIME

MAILING INSTRUCTIONS: Print or type RFP Number and Return Due Date on the lower left hand corner of the envelope or package. Delivered sealed proposals must be in DPMM office (301 W High Street, Room 630) by the return date and time.

	(U.S. Mail)	or	(Courier Service)
RETURN PROPOSAL TO:	DPMM		DPMM
	PO BOX 809		301 WEST HIGH STREET, RM 630
	JEFFERSON CITY MO 65102-0809		JEFFERSON CITY MO 65101-1517

CONTRACT PERIOD: DATE OF AWARD THROUGH FIVE YEARS

DELIVER SUPPLIES/SERVICES FOB (Free On Board) DESTINATION TO THE FOLLOWING ADDRESS:

VARIOUS CORRECTIONAL INSTITUTIONS
 THROUGHOUT THE STATE OF MISSOURI
 OFFICE OF ADMINISTRATION, INFORMATION TECHNOLOGY SERVICES DIVISION

The offeror hereby declares understanding, agreement and certification of compliance to provide the items and/or services, at the prices quoted, in accordance with all requirements and specifications contained herein and the Terms and Conditions Request for Proposal (Revised 01/20/10). The offeror further agrees that the language of this RFP shall govern in the event of a conflict with his/her proposal. The offeror further agrees that upon receipt of an authorized purchase order from the Division of Purchasing and Materials Management or when a Notice of Award is signed and issued by an authorized official of the State of Missouri, a binding contract shall exist between the offeror and the State of Missouri.

SIGNATURE REQUIRED

DOING BUSINESS AS (DBA) NAME Securus Technologies, Inc.
MAILING ADDRESS 14651 Dallas Parkway, 6 th Floor
CITY, STATE, ZIP CODE Dallas, Texas 75254

LEGAL NAME OF ENTITY/INDIVIDUAL FILED WITH IRS FOR THIS TAX ID NO. Securus Technologies, Inc.
IRS FORM 1099 MAILING ADDRESS 14651 Dallas Parkway, 6 th Floor
CITY, STATE, ZIP CODE Dallas, Texas 75254

CONTACT PERSON Robert E. Pickens		EMAIL ADDRESS bpickens@securustech.net	
PHONE NUMBER 972-277-0300		FAX NUMBER 972-277-0514	
TAXPAYER ID NUMBER (TIN) 75-2722144	TAXPAYER ID (TIN) TYPE (CHECK ONE) <input checked="" type="checkbox"/> FEIN <input type="checkbox"/> SSN	VENDOR NUMBER (IF KNOWN)	
VENDOR TAX FILING TYPE WITH IRS (CHECK ONE) <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Individual <input type="checkbox"/> State/Local Government <input type="checkbox"/> Partnership <input type="checkbox"/> Sole Proprietor <input type="checkbox"/> IRS Tax Exempt			
AUTHORIZED SIGNATURE 		DATE March 9, 2011	
PRINTED NAME Robert E. Pickens		TITLE Chief Operating Officer	

TITLE: OFFENDER TELEPHONE SYSTEM

CONTRACT PERIOD: DATE OF AWARD THROUGH FIVE YEARS

Prospective offerors are hereby notified of the following revisions to the RFP:

1. REVISED paragraph 2.1.13
2. ADDED paragraph 4.3.9
3. REVISED Exhibit A, Section A.4
4. ADDED Exhibit A, Section A.5
5. ADDED Exhibit C, Section C.1 6.

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- Appendix G: Customer Acceptance Checklist
- Appendix H: Securus Certified Financial Statement

Transmittal Letter

March 9, 2011

Mr. Brent Dixon
Buyer
State of Missouri Office of Administration
Division of Purchasing and Materials Management (DPMM)
PO Box 809
301 West High Street, Room 630
Jefferson City, Missouri 65101-1517

Re: RFP No. B2Z11019 for an Offender Telephone System

Dear Mr. Dixon,

Securus Technologies, Inc. (hereinafter referred to as "Securus"), appreciates the opportunity to submit our response to RFP# B2Z11019. Our teams have been speaking with key contacts within the Missouri Department of Corrections over the course of the last year prior to the release of the Request for Proposal (RFP) and we are pleased to offer this customized proposal for your review and consideration.

The Securus Team is uniquely qualified to present this response as our team is comprised of individuals that have past experience in your existing offender calling system's operation and have completed extensive due diligence in your current operating environment. Our team has visited your sites, met with executive level and administrative personnel throughout your facilities and met with key partners such as Huber & Associates, Guarded Exchange LLC, and ShawnTech Communications, Inc. We believe we have a keen understanding of your environment and your needs.

Securus hopes that you find our response best meets the immediate and long-term goals of the Missouri Department of Corrections. We have carefully created this proposal with your explicit requirements in mind but also with an eye towards adding new and innovative technologies over the course of the proposed five-year agreement. We have created new partnerships to deliver creative solutions to the state agency in the areas of investigative tools, programming, and cell detection.

Our solution is offered at no cost to the state agency, and is a fully "turnkey," highly reliable enterprise hosted system that ensures the protection of the public and provides robust investigative tools to facilitate law enforcement efforts. We also included the required integration

Transmittal Letter

interfaces to Huber & Associates so your existing trust and banking systems can continue to run uninterrupted over the course of the agreement. We have contracted with ShawnTech Communications to minimize disruption during cutover to a new system. Moreover, we have contracted with Guarded Exchange LLC to provide call monitoring resources and new technology to scan calls.

Our proposal includes industry leading hosted network architecture with the Secure Call Platform (SCP) as the cornerstone in the delivery of offender call processing with a comprehensive suite of security and investigative tools, including real-time remote call forwarding detection. This architecture has recently been selected through a competitive bidding process by Texas Department of Criminal Justice, and the Florida Department of Corrections. Each selected Securus for their offender telephone system and the system has been successfully deployed on time and as promised.

By selecting Securus, the state agency is partnering with a company who develops its own software, builds its own systems and is responsible for the maintenance of its equipment. Securus has more than 70 patents underlying its technology with the largest and most experienced staff of developers and engineers of any company in the industry. Friends and family will be offered very low calling rates and receive the very best service in the industry through our Dallas, Texas, based customer care center managed and staffed by Securus personnel. All customer calls will be handled by Securus directly and not outsourced to overseas or domestic call center providers. This is a very significant differentiator in our industry. By owning our own call center, Securus can provide high quality, live, customer service that eliminates calls to state agency personnel from frustrated family members or advocacy groups.

The approach Securus has taken in responding to this request for a turnkey fully operational and reliable system, is to present a proposal that meets or exceed all of the RFP requirements, establishes fair and balanced call pricing with due consideration to the need for new investigative capabilities, and the need to deploy new technology over the course of the agreement. We look forward to a detailed discussion with the Missouri Department of Corrections and the evaluation team specifically, to discuss the detail of our plan.

The proposed Securus SCP calling platform architecture is configured vastly different than your current PCS/GTL system. Similar to your existing system, our enterprise SCP has the advantage of eliminating complex call systems on-site at your locations and replacing them with state-of-art IAD units that facilitate communication through our Secure Call Network. But different from your existing system, the Securus SCP OTS is continually updated and can be integrated with new investigative technology that will dramatically increase the efficiency of investigators time spent reviewing calls. You can count on your investigators spending less time listening to calls of little value and more time listening to pre-screened, high content calls that have actionable information.

The centralized hosted data environment offered by Securus enables the state agency to have access to a greater amount of data, more quickly perform searches, safeguard the data in a more secure location, and more efficiently meet all of the investigative requirements of the state agency. While this is not an "outsourced solution", our centralized enterprise system is consistent with the States movement to the new Enterprise Resource Information Management Strategy.

The efficiency of having call records instantly available to our billing division, Securus Correctional Billing Services, enables Securus to provide superior service and billing alternatives to friends and family delivered through our Dallas metro-based customer care support center that is staffed and managed by Securus employees.

We sincerely thank you for this opportunity to offer our proposal and look forward to participating in the next steps of the procurement process.

Sincerely,



Robert E. Pickens,
Chief Operating Officer
Securus Technologies, Inc.
14651 N. Dallas Parkway, Suite 600
Dallas, Texas 75254
972-277-0300
bpickens@securustech.net

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Executive Summary

The offender telephone industry is currently undergoing a transformation that will impact the Missouri Department of Corrections (state agency) for years to come. Companies are merging, new companies are entering the space, and existing companies are forging new partnerships. The choice you are about to make is critical and your ability to separate the reality from the hype will determine the service and technology that will be deployed in your facilities for the next five years or more. It will also determine whom you will collaborate with for the next five years. Your current vendor has merged with another company. Make no mistake, it is no longer the company you chose five years ago. One can argue that the best way to predict the next five years is to look at the last five years.

During the past five years, Securus has stood the test of time and met the challenges of the evolving industry. No, we have not been perfect; however, we have stayed steadfast in our determination to build a company based on quality customer service for friends and families and to deliver new technologies for our clients that provides features for corrections officers designed, in part, to save lives. That's right, our Securus Call Platform includes more than 450 distinct features many of which are specifically designed to enhance the safety and security of the public and your staff. Examples of our features include the following:

- Covert Alert feature with barge-in capability so that investigators can take immediate action when threatening activity is detected; no matter where the officer may be at the time of the activity.
- Officer Check In feature that times and documents officers' arrival at key check points within the facility and provides a notification when the officer does not arrive at the required location in time.
- Three-way call detection. Securus holds the patents on every major method of detecting three-way calling in the market today. No other vendor comes close to Securus in reliability and performance in this important area of security.
- Patented, real time remote call forward detection is a standard feature that identifies when a called party has forwarded the number dialed by the offender to another number. No other vendor has the real time capability to block the call if desired by MODOC. This feature also allows for the call to complete and be "flagged" in the system for investigative purposes.
- Interagency sharing of records. We record more than one million calls per day and have over 63% of our customers on the same system that we are proposing to MODOC. Because the proposed SCP calling platform is a centralized web based service, sharing of investigative data is as easy as a click of a mouse. Many of the surrounding Counties in Missouri are on the SCP platform. In fact, over 100 Missouri jails and prisons are

Executive Summary

currently using Securus technology. With the appropriate approvals, call detail records, recordings, and data from other counties and/or from other Securus customers can be made available to your investigators.

- Investigative software that analyzes and filters call recordings by scanning the call with sophisticated software and then sending the call to trained call monitors who listen to the call to confirm and expand the initial indications by the software. If the call meets predetermined parameters, set by your Office of Inspector, the call is forwarded to investigators with the initial call notes. Additionally, when combined with the Securus SCP OTS Word Spotting feature and the optional JLG investigative biometric, investigators spend more time listening to actionable calls and less time listening to "false positives." Our JLG Technology option provided by Securus will also scan recorded calls for indications that the PIN owner who established the call is no longer on the call or the call has been joined by an offender previously enrolled in the voice biometric service at the Missouri Department of Corrections.
- Key Word Spotting feature that will scan calls for key words from a library that has been established by law enforcement personnel from a broad spectrum of facilities; and is routinely updated.

Over the course of the recent past, we have also been busy building partnerships and alliances that deliver the tools and technology that our clients are demanding. Specifically for this proposal, we have created a partnership with Guarded Exchange LLC to provide new investigative call center and call analysis software that will guarantee a minimum of five percent of all calls are listened to and analyzed for suspected criminal behavior. But better yet, we have combined our SCP features such as three-way calling detection, remote call forward detection and key word spotting to the Guarded Exchange technology to enhance the probability of identifying suspected conduct that may suggest escape plans; introduction of drugs; potential assaults, the use of cell phones, and other violent crimes on staff.

We have also formed a strong strategic partnership with Huber & Associates to ensure that the interfaces being used today to facilitate banking and commissary operations through the phone system and kiosks remains safely in place after the transition to our SCP OTS. We have also anticipated the need for additional programming services as the need for interfaces and ancillary services increase over the course of the agreement so, we have included an annual stipend for programming services so you have a funding mechanism for this very important activity.

Securus has teamed with ShawnTech Communications to provide maintenance and service support for phones, workstations and associated wiring. We know that the ShawnTech technicians have the proper security clearances and they know the standard procedures and are familiar with your facilities. By partnering with ShawnTech, we can maintain the integrity of the existing service program by retaining the service personnel and their experience. We will also enhance the service capabilities of ShawnTech by providing new interfaces into our HEAT trouble reporting system that will automatically notify the technician of a service request and begin the measurement of performance so we meet and exceed your service requirements.

Our goal is to provide the Missouri Department of Corrections with simply the best offender calling platform in the business, the best service and the most sophisticated investigative platform in the industry. Moreover, we will do this by customizing our total solution to your specific needs by partnering with the key partners identified above to make certain we address the specific operating requirements of your department.

We have also been concentrating on providing the industry's best service for family and friends who receive calls from offenders. In addition to the specific features designed to enhance the security and safety of your staff and the partnerships created, Securus has added the following enhancements to our customer service platform:

- Invested over \$2M in a Dallas based call center that is staffed by Securus employees and is available 24 hours per day, 365 days per year with trained and highly motivated Securus employees.
- Implemented a new and highly customized IVR system that allows callers to our customer service center to find answers quickly and still reach a live operator.
- Continued our investment in our centralized SCP calling platform by developing new features such as a new offender managed PAN system that eliminates any use of staff resources to confirm PANs and uses and IVR to confirm the billed number address of a requested number. The automated system also calls requested PAN number owners to gain acceptance of offender calling before the offender can make calls to that number.
- Hired and trained over 30 new account managers and account executives to ensure more face to face time with customers and to better understand our existing and future client's needs.
- Redesigned our account coverage to make certain that all customers get local contacts and much more frequent interaction with our account teams. In fact, we have proposed a customized account team structure that has been designed to ensure that you have an experienced, knowledgeable contact any time of the day or night. We understand your requirement for proactive, creative discussions with key departmental contacts. We know it is imperative that we meet with you frequently and that you can contact us anytime to discuss issues, concerns or ideas. The Securus Senior Account Executive will lead this team and will draw from his past experience with the Missouri Department of Corrections.

All of these changes, and there are many more, can be compared to what other competitors in the industry have done and are doing to determine which companies are long term providers. Who knew five years ago that PCS would be purchased by GTL? Who knew one year ago that Keefe would purchase ICS? Could there be more mergers and acquisitions in the near future? Most certainly! However, Securus knows where it is going and we know we will continue to invest in our people, our technology and our partnerships. It is for this reason that in the following pages you will find a proposal that includes a solid centralized offender telephone system calling platform that is currently utilized in over 63% of our current customer base of over 2,400 clients, processes over 1 million calls per day, and is continually updated at least three times per year. You will also find that we have proposed a portfolio of services provided by our partners including new and creative

Executive Summary

investigative tools, cellular detection capabilities and new call monitoring capabilities that will offload your investigative staff from listening to nonproductive calls.

Securus has also proposed an account management structure that is designed to ensure that you have immediate access to key personnel and we are available whenever you need us. We also know that we must be proactive in our communication with MODOC and our partners. You will find that Securus is committed to the future of our technology and our people. While we may invest in other companies that can add or address unique customer needs, Securus will continue to invest in providing innovative technologies for our clients.

Project Overview

The foundation of the Securus proposal is the Securus Secure Call Platform (SCP). This offender telephone system is a centralized offender calling platform that processes collect, AdvanceConnect (Friends and Family prepaid), and offender debit calls. The SCP system includes a simple user interface, called S-Gate that is accessible from any computer with internet access. Moreover, our proposal includes all the required workstations and network connections required for all investigative and administrative users at no cost to the state agency.

Offender telephones will be connected by a private AT&T MPLS network that will transport all calls to the SCP central processing system and on to the terminating called party. Each call will be recorded and monitored, with the exception of privileged calls. Calls will be immediately available for monitoring during the conversation or recorded conversations can be listened to at any time after the call. Investigators will also have the option to barge-in to a live call when necessary.

The Securus SCP will provide authorized users with easy access to over 450 features that range from a robust reporting capability that can run reports on offender phone usage, attempted calls to blocked numbers, multiple calls to a single number, three way call attempts and call forwarding activity. Users will also be able to set up covert alerts, enable PIN numbers, enroll offenders into voice biometrics, identify users of the system, run a key word search, burn a call to a CD or set the phone usage parameters for a specific facility or phones. The system is flexible, easy to use and easy to understand.

Our system is backed up by multiple call processing centers and the network is continuously monitored by Securus and AT&T using the latest in network monitoring tools. Our Dallas based Network Operations Center is staffed 24 hours per day, 365 days per week and continually pings the network and components to ensure that if there is trouble brewing, we know it before you do and we take action. Very little equipment on site at your facilities makes service less disruptive for your staff and the equipment we do have on site is easily changed out in the event of a storm or part failure. In the event of the need for service, Securus has contracted with **ShawnTech Communications** to provide onsite maintenance and service.

Our proposal includes a key strategic partnership with **Huber & Associates** to provide critical interfaces to existing banking processes and to provide PIN administration as well as assist the state agency as needed with reports or administrative assistance.

We also have created a partnership with **Guarded Exchange LLC** who will provide call center resources and technology that will not only achieve the State's monitoring goal but will result in investigators only having to listen to calls that have been prescreened for targeted activity or actions. We think of it as delivering only the calls that the investigators **should** listen to as opposed to having to listen to **all** calls to achieve the 5% goal. We believe you will find this unique amongst all bidders. We have also proposed to add additional investigative resources in Jefferson City, as an option, to help the MO DOC investigators with follow up on the expected increase in activity associated with actionable leads coming from the monitoring and listening to 5% of the calls.

Call Monitoring Goal

We think of it as delivering only the calls that the investigators **should** listen to as opposed to having to listen to **all** calls to achieve the 5% goal. We believe you will find this unique amongst all bidders.

Proposal Strategy

The Securus strategy in developing our response to this RFP was first to anticipate that the RFP would be released and to do all we could to understand your existing operating environment by speaking with people within the state agency prior to its release. We had the unique advantage of having two key people on our staff whom were directly involved in the last two state agency RFPs that were release for the offender phone system. As a result, these people were very familiar with the state agency operating environment and had built relationships with key state agency contacts who worked with us to provide additional insight and identify key areas where we could offer assistance. With this experience at hand, we knew that the state agency would be seeking a vendor that was able to dedicate knowledgeable people to be the key interface with key state agency contacts. We knew it was not enough just to assign an account manager to the account but instead dedicate an experienced manager to the account that would be available any time to discuss issues, identify concerns or to escalate problems.

We also knew that while the state agency needed to choose the best offender calling system for your operating environment, the winning vendor would have to form strategic partnerships that would ensure that key interfaces into existing processes and systems would remain and there would be no disruption when cutting over to a new offender telephone system. As a result, our strategic partnership with Huber & Associates is critical to our value proposition to the state agency. However, we also were aware that Huber & Associates had to offer the interfaces to all vendors. Using our experience from previous state agency RFPs combined with careful consideration of new technologies, we forged a new and innovative partnership with Huber & Associates that not only consists of the baseline required interfaces, but also adds additional new services that only Huber & Associates in concert with Securus can offer.

We think of our partnership as a part of a larger mechanism that has its main driver being the state agency. Each component, or partner, is dependent on the larger component or "cog" but it is the customer that drives the entire machine. That is, while Securus is the Prime and our commitment and responsibility is to the State of Missouri Department of Corrections, we understand that Huber & Associates represents a critical component of the successful operation of the state agency. An

Executive Summary

illustration of our proposal strategy as it represents the relationship between Securus, Huber & Associates, and Missouri Department of Corrections can be seen in the following figure

The Securus Solution Team



Promise: *Securus has done their "homework" and understands the importance of the relationship Huber & Associates has with the Missouri Department of Corrections. As such, we have met with Huber & Associates to identify existing requirements and to propose new solutions.*

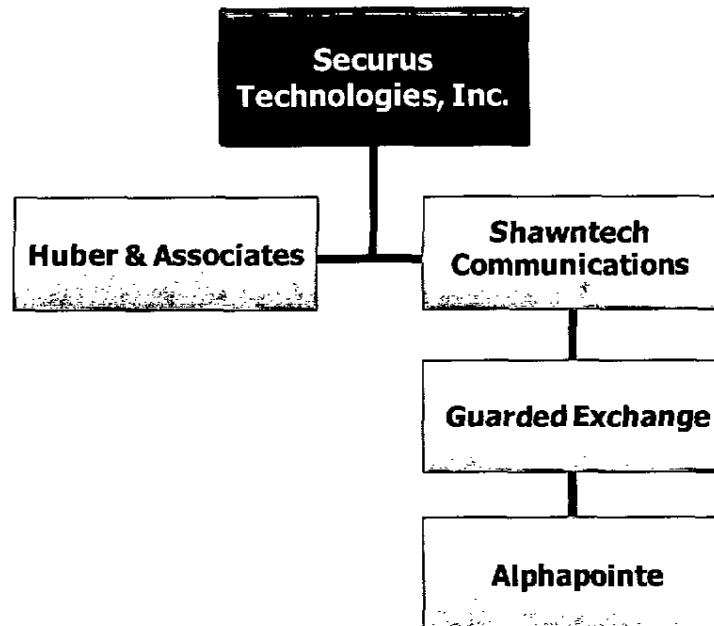
Securus has created a team of professionals that understands the importance of keeping the state agency at the center of our value proposition. What began as a vendor relationship developed into a creative partnership through a mutual interest in providing the state agency with an offender communications and an investigative platform that utilizes existing interfaces and new and creative solutions that deploy new technologies. The team was put together understanding that your existing environment is not "broken," but fully capable of taking advantage of new technologies. It soon became clear that there were natural synergies in play when combining the resources of Securus with those of Huber & Associates. We discovered that what Huber & Associates can contribute is a local presence with local knowledge, a suite of existing capabilities and talents and, a first class facility that could be used to meet more needs of the state agency. Securus on the other hand, is eager to invest in solutions for the state agency, has a rock solid offender calling platform

and has the experience and talent in the department of corrections market to identify and spec out new services that would address "pain points" currently existing within MO DOC.

Once Huber & Associates were able to visit our Dallas offices and meet our executive team and Securus had the chance to meet with Huber at their Jefferson City location, the opportunities began to reveal themselves. The two companies worked through the Statement of Work that was provided by Huber to all vendors on behalf of the state agency. We then worked through the process of identifying additional innovative solutions where the two companies could champion new solutions such as providing a funding vehicle for program management services provided by Huber & Associates, throughout the life of the contract that could be used by the Missouri Department of Corrections to create interfaces or new software. These new interfaces and software would be complimentary to providing offender communications or investigative technologies.

As we worked through the process of assessing the specific RFP requirements, identifying the value adds that each could bring to the table and identifying other partners that could address key requirement, a more comprehensive partnership picture began to emerge and we identified creative new solutions for the state agency.

Key Partnerships



Promise: Securus will source key partnerships with new and existing vendors that ensure existing interfaces and functionality are not lost and that new interfaces and value added services can be provided as required throughout the contract period.

Executive Summary

Securus understood that the state agency required a solution that would guarantee that five percent of all calls were listened to and that technology was deployed to identify actionable calls for investigators. Prior to the RFP release Securus met with Guarded Exchange as a part of our normal pre-RFP due diligence and was aware of their technology and plans to deploy a call monitoring center. What was not obvious at the time was that it would serve the state agency the best if part of the call monitoring resources and the manager of the group were located in Jefferson City. As a result of our partnership with Huber & Associates and our mutual commitment to the state agency, the parties agreed to locate some of the resources at the Huber & Associates facility in Jefferson City to meet RFP specifications.

Furthermore, Securus recognizes the importance of partnering with organizations that meet specific business criteria such as Women Business Enterprise (WBE), Minority Business Enterprise (MBE) and Blind and Sheltered Workshop. Securus is fully committed to these opportunities to partner with these organizations and is fortunate enough to have experience in working with both Huber & Associates (WBE) and ShawnTech Communications (MBE). Both organizations contribute high levels of skill, experience and value to our proposal. And, we are very pleased to add to our team Alphapointe that will employ people from a group of Jefferson City area residents that have over an 85 percent unemployment rate but who will add high value to our value proposition!

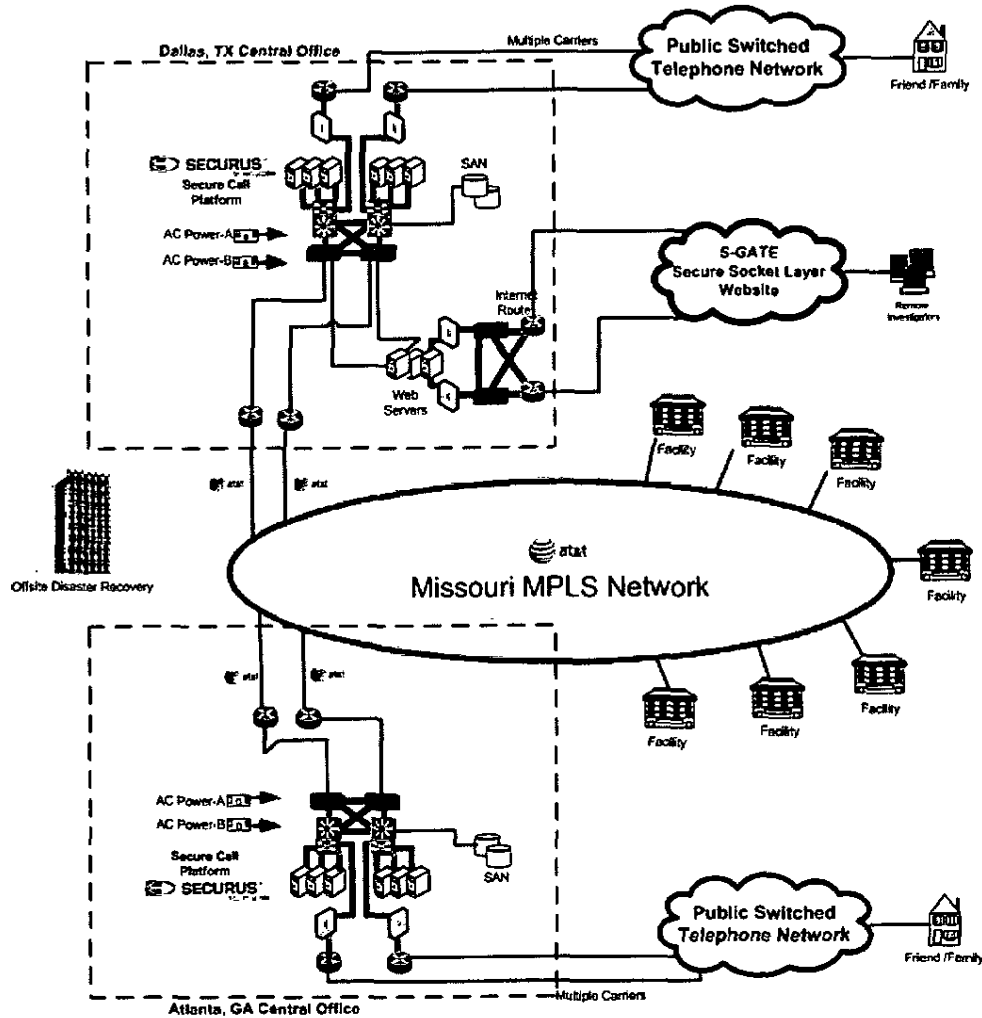
Securus has created a teaming approach to ensure that all of the requirements of the RFP have been met and that we utilize Women Business Enterprise (WBE), Minority Business Enterprise (MBE) and Blind/Sheltered Workshop partners to help achieve the goals of the state and to strengthen our response. We have signed Teaming Agreements and Statements of Work for each entity and have presented the appropriate documentation in our response. Within this partnership, in which Securus serves as the Prime and the other entities are subcontractors or partners, are the resources and technologies that are required to exceed the requirements of this RFP. Additionally, this teaming approach has the benefit of providing economic benefit to the State of Missouri and creating over 50 new jobs for Missouri residents in and around the Jefferson City area. In fact, we estimate that with this partnership arrangement Securus will be facilitating over \$7,000,000 in new economic stimulus for the State of Missouri.

Technical Solution

Promise: *The Securus SCP will provide the state agency with the best in industry centralized calling platform including patented three-way calling, patented real time call forwarding detection and fully integrated trust banking and commissary services through Huber & Associates.*

SCP Centralized Network Configuration

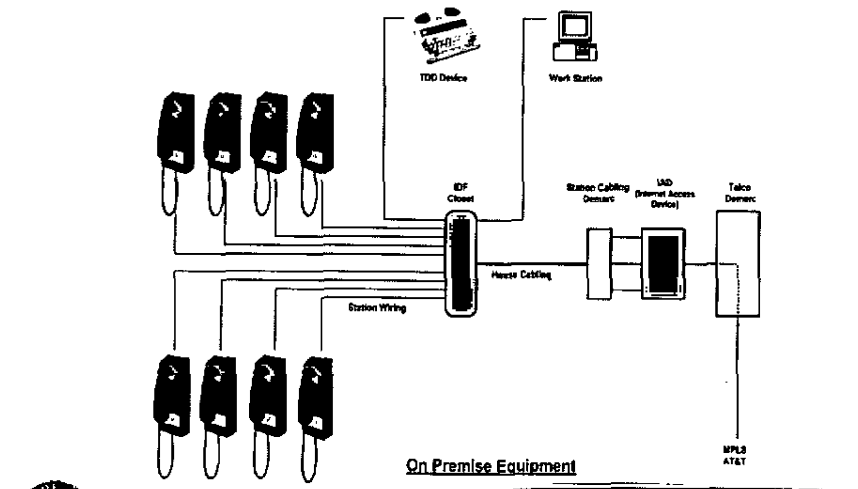
Proprietary and Confidential



SCP On Premise Configuration

Proprietary and Confidential

On Premise Configuration of Securus SCP



The proposed Securus SCP offender telephone system is a centralized call processing and recording system that provides the state agency with over 450 features that assist corrections officers and administrators in recording, monitoring, investigating and reporting on offenders at all times. The SCP system, as depicted above, includes an on premise configuration working in concert with a centralize network platform. The on premise configuration will consist of offender phones distributed throughout the facility in locations that provide the best safety for corrections officers and staff and, at the same time, promote offender calling. The phones are connected through a standard two-wire telephone configuration and will utilize existing facility wiring where available.

Carrier-Class Data Center

This designation enables Securus to receive network and call processing information before, during, and after a call... *not available to most other offender calling platform providers.*

TDD and TTY devices will be provided as required and all phones will be connected in the standard facility phone room to telephone grade wiring blocks. Connections will then be established to Internet Access Devices (IADs) which will be then connected to a Telco demark point. The demarcation point will be connected to the Securus private MPLS network where calls will be transported to our centralized call platform for processing, recording, storage and completion.

The Securus SCP centralized main data center is a carrier-class data center that is not unlike large Telco offices throughout the country. As a result of this classification, the Securus data center has Telco grade facility service, which provides unique benefits to our clients. Those benefits include security, redundancy, diversity, and system backup capabilities not found in other offender calling platforms. Significantly, the carrier class designation of our datacenter enables Securus to receive network information and call processing information before, during and after a call that is not available to most other offender calling platform providers and becomes critical information to investigators in the form of accurate remote call forwarding and three way calling detection capabilities.

The Securus SCP offender telephone system data center also includes our storage area network functionality (SAN), access to our user interface (S-Gate), call processing and recording capability and connectivity to the public switched network for completion of all calls. Our data center also provides data to and from our back office services such as billing, customer service, and technical support functions.

The final component to our technical solution is our customer billing function. This Dallas based business unit is called Securus Correctional Billing Services (SCBS) and is designed to provide the following billing services:

- Direct Billing
- LEC Billing
- Offender debit
- Web based billing services

By deploying our own billing services entity Securus can provide the ability to have collect offender calls billed to the called party's home phone bill through traditional collect billing when necessary and bill others with invoicing directly from Securus. This direct invoicing is especially helpful to attorneys, bail bondsmen, or families that no longer have a local phone line and now use only cell phones.

Offender debit funding from family and friends is an optional service offering. This would give family and friends the option to place funds directly into the offender telephone account through Securus by identifying the offenders ID number. Securus would quickly place the funds directly into the offenders debit account and make the necessary changes at the facility level.

Family and friends can use our easy access Website for self service purposes. Here, they have options such as:

- Requesting a calling guide

Executive Summary

- Identifying payment methods or remaining balance on a pre-paid account
- Finding out in advance how much a collect call will cost from an offender

The system will operate with little involvement of the state agency staff and instead will become a resource when administrators need to know who used the phones, when they were used, what was done with each phone and how many times an individual completed or attempted calls. Investigators will find the system easily accessible from any remote location through a secure website so that their investigations are not hampered by having to access a workstation at a facility and the system will notify them when a specific call or incident is taking place.

Installation and Maintenance

Promise: Securus will install the proposed SCP system within the timeframes provided in the Securus implementation plan and the system will be installed with offender debit available at time of install.

Installation

The Securus installation plan provided in this response will ensure that the SCP offender telephone system will be installed within 120 days at all locations. Installation means that the SCP offender phone system is fully operational and that the designated state agency site contact has signed off that the system is fully operational and that all training has been completed for efficient and effective use of the system.

The installation will be completed by Securus personnel in concert with ShawnTech and will follow the proposed implementation and program management plan submitted with the Securus response. The Securus installation strategy will be to first assess whether or not the existing phone lines in the facilities are adequate for our phone installations. Careful consideration will be given to making certain that the noise quality, voice quality, and functionality of the phone line is adequate for the Securus SCP and selected features (such as PIN verification and three way call detection). Once it is determined that the phone lines are adequate for the SCP platform, the phone connections and the associated wiring in the telephone room will be checked for existing or potential problems. Any issues will be immediately corrected by the Securus installation team.

At the same time the phone lines are being checked on site, the Securus centralized calling platform will be programmed with the specific feature functionality that you have chosen and that provides the best operating environment for the state agency. Call prompts, network connectivity, call storage length, phone on-off parameters, PAN lists, global block lists, and all other optional or variable functionality will be loaded into the platform. All functionality will be checked before deploying.

Prior to the installation of the phone and the programming of the centralized offender calling system, the private data network will have been configured and put into place. This network will connect each of your facilities with MPLS private circuits provided (and monitored) by AT&T. AT&T is our private MPLS network provider for virtually all of our over 1,400 jails and prisons on SCP and we have built redundant monitoring systems between our two companies to affect continuous monitoring of the network end to end.

Securus will pay particular attention to engineering each network component to be able to accommodate the anticipated volume of calling from offenders as well as the need for investigators to access call recordings from remote locations. **Our experience and understanding of your operating environment has taught us to be very diligent about providing adequate network in the event that offender calling volumes rise significantly so that investigators will never have problems accessing offender call recordings from any location at any time of the day or night.**

The implementation plan calls for full installation to be complete within 120 days from start of project. There are over 1,100 tasks and subtasks already identified in our plan however, none is more important than the final sign off by the Missouri Department of Corrections. We have identified the professional project manager that will lead this important installation and we have assigned an integration manager to focus solely on the important tasks associated with the integration points between Securus and Huber & Associates, ShawnTech Communications, and Guarded Exchange LLC.

We have included a strategy and tactical actions that are dedicated to working with the incumbent provider to ensure a smooth and non-compromising transition from your existing platform to the Securus SCP. Our plan includes elements of the activities that our partners will be undertaking to ensure that we are all on the same timeline and that we can deliver on our promises. We are ready.

State Agency Facing Management Structure

Account Management

Technical Service



Friends and Family Service

Facility Maintenance

Executive Summary

Promise: *Securus will provide a better level of account management and customer service than you are receiving today from your current provider.*

Securus understands that the state agency requires an account team that is available, knowledgeable, accessible, and proactive. It is for this reason that we have proposed the state agency Solutions Team. This team consists of account management, technical services, friends and family service, and facility maintenance. Each component will have a designated point of contact with the Senior Account Executive as the lead. This experienced professional will report to the state agency and will source any person from the team when required; including any partner that is required. Contact numbers will be provided for each member of the team and they will be accessible at any time. Monthly meetings will be held (face to face or conference call) to review issues, review opportunities, and discuss challenges. The state agency Solutions Team will be charged with providing face to face and indirect account management to the state agency. Their success will be measured by customer opinion surveys as well as direct interviews with key state agency staff by Securus managers.

On a quarterly basis, the team will meet with the state agency for the purpose of trend analysis, presentation of new technologies and to address escalated issues. The team will consist of representatives from each partner that is providing service with Securus as Prime, chairing the meetings. Each quarterly meeting will end with a grade provided by the state agency of the performance to date of the team. This grade will reflect the performance of the team as opposed to the overall company performance.

To supplement the account team, all traditional support channels provided for our clients will be available to the state agency and, all channels will be provided with an account briefing that identifies the state agency's unique operating environment and will inform the functional areas of the key state agency contacts they can expect to be working with throughout the contract period. These channels will include our Securus Technical Support Group for our facility contacts and our Securus Correctional Billing Services customer service for family and friends. **Our technical support services will be fully integrated with our partners so that you will have only one number to call for service and one number to call for family and friends customer service.**

The overall goal of the account team is to provide the state agency with a better level of service than they are currently receiving from PCS/GTL, to provide dedicated access to specific individuals who are accountable for account satisfaction, and to provide a higher level of response to the state agency than would normally be expected. It should be noted that this includes access through the account team to Securus strategic partners as well as other vendors that are providing products or services to the state agency under this agreement. As the prime contractor, Securus will be responsible for sourcing all partners at the meeting and will take accountability for the action items assigned to partners as a part of this contract.

Why Securus?

The Missouri Department of Corrections must peer into the future and make a decision that makes sense for not only today, based upon the RFP requirement, but also for the duration of the five year contract. Over the course of the last five years, the offender telephone industry landscape has

changed dramatically. You can expect the same change over the course of the next five years. So how does one look into the future and make the best informed decision today in face of all this change?

Securus believes that looking back over the course of the last five years helps predict the next five years. Securus has maintained a focus on the development of our offender calling platform with an eye towards offering new and innovative features and functionality that are meaningful to our clients and responsive to the challenging budgetary and operational environment you face every day. Over the course of the last five years we have introduced:

- The industry's best centralized offender telephone system that currently processes over 1 million calls per day and bills 1.3 Billion minutes of use per year from over 1,400 jails and prisons throughout the United States
- Innovative new investigative tools including PIN security biometrics, JLG investigative voice biometrics, patented three-way calling and real time remote call forwarding detection, CDR and voice recording records analysis in concert with partners
- Highly effective integration methods such as web services that guarantees we can integrate with any vendor at the highest level of technology at no expense to our facility customers
- New facility efficiency solutions that include Automated Information Services that offload our client from having to answer the same questions from the public over and over again; offender debit that allows family and friends to deposit funds directly into offenders accounts, Prepaid Calling Card machines and multiple payment options for family and friends
- Call completion efficiencies that are guaranteed to increase call completions so offenders are less frustrated and calls can be completed to cell phones, if approved by the state agency
- Services specifically targeted to increasing the safety and protection of facility staff including covert alert with barge-in and word spotting that identifies key words or phrases
- Insulation from technology stagnation by providing upgrades to our calling platform at least three times per year
- U.S based customer call center available 24x7x365 and staffed by Securus employees who are regularly measured based upon their ability to solve problems on the first call

In addition to the above, over the course of the last five years Securus has refined our management teams. This includes at the very top of the organization and we have invested in more customer facing people to make certain we keep in contact and stay ahead of every issue and opportunity.

So, how does the **future** look since we have reviewed the past?

One of the ways to evaluate what Securus will be in the future is to consider the commitment we have made in our response. Most certainly, we could not make the commitments if we could not deliver. We have promised to:

Executive Summary

1. Have done our homework to understand your unique operating environment and to make sure we understand the technical interfaces required so your operation continues uncompromised.
2. Source key partnerships with new and existing vendors that will deliver capabilities beyond the basic offender telephone system
3. Provide the very best centralized calling platform in the industry that is robust enough for your call volume and still have room to grow
4. Install the Securus SCP OTS and all of the related services within the timeframes provided; including offender debit and monitoring and listening to five (5%) percent of all calls
5. Provide a better level of account management and customer service than you and family and friends are presently receiving

But perhaps our CEO, Mr. Rick Smith says it best:

"We will provide the best customer service, the best calling platform, and the best economics to the Missouri Department of Corrections. You have my word."

– Rick Smith, CEO, Securus Technologies, Inc.



**STATE OF MISSOURI
OFFICE OF ADMINISTRATION
DIVISION OF PURCHASING AND MATERIALS MANAGEMENT (DPMM)
REQUEST FOR PROPOSAL (RFP)**

AMENDMENT NO.: 003
RFP NO.: B2Z11019
TITLE: OFFENDER TELEPHONE SYSTEM
ISSUE DATE: 02/23/11

REQ NO.: NR 300 31501000001
BUYER: Brent Dixon
PHONE NO.: (573) 751-4903
E-MAIL: brent.dixon@oa.mo.gov

RETURN PROPOSAL NO LATER THAN: 03/09/11 AT 2:00 PM CENTRAL TIME

MAILING INSTRUCTIONS: Print or type RFP Number and Return Due Date on the lower left hand corner of the envelope or package. Delivered sealed proposals must be in DPMM office (301 W High Street, Room 630) by the return date and time.

	(U.S. Mail)	or	(Courier Service)
RETURN PROPOSAL TO:	DPMM		DPMM
	PO BOX 809		301 WEST HIGH STREET, RM 630
	JEFFERSON CITY MO 65102-0809		JEFFERSON CITY MO 65101-1517

CONTRACT PERIOD: DATE OF AWARD THROUGH FIVE YEARS

DELIVER SUPPLIES/SERVICES FOB (Free On Board) DESTINATION TO THE FOLLOWING ADDRESS:

**VARIOUS CORRECTIONAL INSTITUTIONS
THROUGHOUT THE STATE OF MISSOURI
OFFICE OF ADMINISTRATION, INFORMATION TECHNOLOGY SERVICES DIVISION**

The offeror hereby declares understanding, agreement and certification of compliance to provide the items and/or services, at the prices quoted, in accordance with all requirements and specifications contained herein and the Terms and Conditions Request for Proposal (Revised 01/20/10). The offeror further agrees that the language of this RFP shall govern in the event of a conflict with his/her proposal. The offeror further agrees that upon receipt of an authorized purchase order from the Division of Purchasing and Materials Management or when a Notice of Award is signed and issued by an authorized official of the State of Missouri, a binding contract shall exist between the offeror and the State of Missouri.

SIGNATURE REQUIRED

DOING BUSINESS AS (DBA) NAME Securus Technologies, Inc.
MAILING ADDRESS 14651 Dallas Parkway, 6 th Floor CITY, STATE, ZIP CODE Dallas, Texas 75254

LEGAL NAME OF ENTITY/INDIVIDUAL FILED WITH IRS FOR THIS TAX ID NO. Securus Technologies, Inc.
IRS FORM 1099 MAILING ADDRESS 14651 Dallas Parkway, 6 th Floor CITY, STATE, ZIP CODE Dallas, Texas 75254

CONTACT PERSON Robert E. Pickens		EMAIL ADDRESS bpickens@securustech.net	
PHONE NUMBER 972-277-0300		FAX NUMBER 972-277-0514	
TAXPAYER ID NUMBER (TIN) 75-2722144	TAXPAYER ID (TIN) TYPE (CHECK ONE) <input checked="" type="checkbox"/> FEIN <input type="checkbox"/> SSN	VENDOR NUMBER (IF KNOWN)	
VENDOR TAX FILING TYPE WITH IRS (CHECK ONE) <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Individual <input type="checkbox"/> State/Local Government <input type="checkbox"/> Partnership <input type="checkbox"/> Sole Proprietor <input type="checkbox"/> IRS Tax Exempt			
AUTHORIZED SIGNATURE 		DATE March 9, 2011	
PRINTED NAME Robert E. Pickens		TITLE Chief Operating Officer	

TITLE: OFFENDER TELEPHONE SYSTEM

CONTRACT PERIOD: DATE OF AWARD THROUGH FIVE YEARS

Prospective offerors are hereby notified of the following revisions to the RFP:

6. Changed Closing Date:
 - As Stated: Return bid no later than 02/25/11 at 2:00 pm
 - Change to: Return bid no later than 03/09/11 at 2:00 pm
7. REVISED paragraph 2.2.13
8. REVISED paragraph 2.4.4
1. REVISED paragraph Exhibit A, Section A.1