STATE OF CALIFORNIA

STANDARD AGREEMENT AMENDMENT

STD. 213 A (Rev 6/03)

☑ CHECK HERE IF ADDITIONAL PAGES ARE ATTACHED 6 Pages

AGREEMENT NUMBER	AMENDMENT NUMBER
IWTS RFP DGS 3037	3
REGISTRATION NUMBER	
1760080589986.X3	

1. This Agreement is entered into between the State Agency and Contractor named below:

   STATE AGENCY'S NAME
   DEPARTMENT OF TECHNOLOGY SERVICES

   CONTRACTOR'S NAME
   Global Tel*Link Corporation

2. The term of this Agreement is February 1, 2005 through January 31, 2011

3. The maximum amount of this Agreement after this amendment is: $N/A, Concession Revenue

4. The parties mutually agree to this amendment as follows. All actions noted below are by this reference made a part of the Agreement and incorporated herein:

   a. Consistent with the original solicitation and resulting Agreement, extend the contract term date two (2) years;
   b. Reduce concession fees In accordance with SB No. 81 Chapter 175, effective September 1, 2007; and
   c. Notwithstanding Section 5 – Administrative Requirements and Section 7 – Pricing Proposal of IWTS RFP DGS 3037, Amendment No.3 incorporates the following new requirements as attached (ATTACHMENT 1- 2 PAGES, and ATTACHMENT 7-A PRICING WORKBOOK- 4 PAGES).

This Agreement is effective upon the start date, or DGS approval, whichever is later.

All other terms and conditions shall remain the same.

IN WITNESS WHEREOF, this Agreement has been executed by the parties hereto.

CONTRACTOR

CONTRACTOR'S NAME *(If other than an individual, state whether a corporation, partnership, etc.)*
Global Tel*Link Corporation

BY *(Authorized Signature)* ✍

DATE SIGNED *(Do not type)* 4-20-08

PRINTED NAME AND TITLE OF PERSON SIGNING
Jeffery B. Haidinger, President, Services

ADDRESS
12021 Sunset Hills Road, Suite 100, Reston, VA 20191

STATE OF CALIFORNIA

AGENCY NAME
Department of Technology Services

BY *(Authorized Signature)* ✍

DATE SIGNED *(Do not type)* 4/23/08

PRINTED NAME AND TITLE OF PERSON SIGNING
M. Scruggs, Chief, Administrative Services Branch

ADDRESS
P.O. Box 1810, Rancho Cordova, CA 95741-1810

CALIFORNIA Department of General Services Use Only

RLD 5/1/08 GENERAL SERVICES LEGAL SERVICES

DEPARTMENT OF GENERAL SERVICES PROCUREMENT DIVISION
5/2/08 APPROVED
BY
DATE

☐ Exempt per:

I. CONCESSION FEE PAYMENTS

Unappropriated yearly revenue shall be remitted to the State General Fund unless otherwise accounted for by the Agency and the Department of Finance, and shall be dispersed in twelve (12) equal monthly payments for each year based on the annual unappropriated yearly revenue amounts set forth on the schedule below.

ANNUAL UNAPPROPRIATED YEARLY REVENUE AMOUNTS

Fiscal Year	Annual unappropriated yearly revenue amounts
2007-2008	$19,500,000
2008-2009	$13,000,000
2009-2010	$6,500,000
2010-2011+	$0

II. PRICING ELEMENTS

Call Minute Volume review will take place annually, on February 1. Reduced rates' start date (if applicable) will be July 1 of the same year. GTL will provide retroactive credit to customers to reflect the rate reduction, if reduced rates are not implemented by GTL on or prior to July 1.

Per call surcharge will remain fixed, regardless of any changes in call minutes or number of calls, until June 30, 2009. Per call surcharges effective July 1, 2009 thru Jan 31, 2011 are indicated in IWTS Amended Attachment 7-A Pricing Workbook.

III. CONCESSION FEE REDUCTION CALCULATION

Low volume concession payment is based on the total call minute volume reduction from the Baseline Call Volume (as shown in Amended Attachment 7-A Pricing Workbook) and the prior year's call volume. Three examples are described below:

- Fiscal Year 2007-08 call volume decreases by 5%: In this case the yearly concession fee of $19.5million would be reduced by 5%. The concession fee would be $18,500,000 ($19.5million * .95).
- Fiscal Year 2008-09 call volume decreases by 6%: In this case the yearly concession fee of $13million would be reduced by 6%. The concession fee would be $12,220,000 ($13million * .94).
- Fiscal Year 2008-09 call volume decreases by 4%: In this case the yearly concession fee of $13million would remain unchanged, since the percentage reduction was less than 5%.

IV. RATE REDUCTION

Rates are reduced in accordance with Senate Bill No. 81 Chapter 175, effective September 1, 2007. New rates are reflected in the amended IWTS ATTACHMENT 7-A Pricing Workbook.

INMATE/WARD TELEPHONE SYSTEM (IWTS) CONTRACT
ATTACHMENT 7-A
PRICING WORKBOOK

Service Level 1	Previous Contract's Collect Call Charges (Note 1)		IWTS Collect Call Charges 4/1/05 thru 8/31/07 (Note 2)		BIDDER QUOTES: Baseline Collect Call Charges 9/1/07 thru 6/30/08 (Note 3)		BIDDER QUOTES: High Volume Rate Per Minute (Note 4)			
Call Type	Surcharge	Rate Per Minute	Surcharge	Rate Per Minute	Surcharge	Rate Per Minute	5%	10%	15%	20%
Baseline Call Volume	None		109,092,885		109,092,885		114,547,529	120,002,174	125,456,818	130,911,462
Local	$0.50	$0.05	$0.50	$0.05	$0.50	$0.035	$0.031	$0.028	$0.024	$0.021
Intralata	$0.50	$0.05	$0.50	$0.05	$0.50	$0.035	$0.031	$0.028	$0.024	$0.021
Interlata	$0.50	$0.05	$0.50	$0.05	$0.50	$0.035	$0.031	$0.028	$0.024	$0.021
Interstate	$3.95	$0.89	$3.95	$0.89	$3.95	$0.692	$0.649	$0.605	$0.562	$0.518
International	Foreign PTT Billed and Collected									

Service Level 2	Previous Contract's Collect Call Charges (Note 1)		IWTS Collect Call Charges 4/1/05 thru 8/31/07 (Note 2)		BIDDER QUOTES: Baseline Collect Call Charges 9/1/07 thru 6/30/08 (Note 3)		BIDDER QUOTES: High Volume Rate Per Minute (Note 4)			
Call Type	Surcharge	Rate Per Minute	Surcharge	Rate Per Minute	Surcharge	Rate Per Minute	5%	10%	15%	20%
Baseline Call Volume	None		109,092,885		109,092,885		114,547,529	120,002,174	125,456,818	130,911,462
Local	$1.50	$0.15	$1.50	$0.15	$1.50	$0.107	$0.097	$0.088	$0.078	$0.069
Intralata	$1.50	$0.15	$1.50	$0.15	$1.50	$0.107	$0.097	$0.088	$0.078	$0.069
Interlata	$2.00	$0.28	$2.00	$0.22	$2.00	$0.159	$0.145	$0.133	$0.119	$0.106
Interstate	$3.95	$0.89	$3.95	$0.89	$3.95	$0.700	$0.658	$0.616	$0.574	$0.532
International	Foreign PTT Billed and Collected									

Note 1 - Surcharge and Rates were used as the baseline for bidder's pricing for the IWTS Request for Proposal procurement in 2004.

Note 2 - Surcharge and Rates included in Attachment 7-A that became part of the IWTS Contract with charges' negotiated effective date of April 1, 2005.

Note 3 - Baseline Rate Per Minute is Bidder's rate based on the Baseline Call Volume. New Domestic Rates based upon requirements included in Senate Bill 81 signed by the Governor on August 24, 2007. The Charges negotiated shall have an effective date of September 1, 2007. GTL will implement these charges after the Amendment is signed. For the period between September 1, 2007 and the date the Amendment is signed, GTL shall provide a retroactive credit to end users, as described below, within 120 days from the date the Amendment is signed.

(1) For end users who received collect calls from inmates or wards housed within CDCR facilities and the calls were billed by the Local Exchange Carrier (LEC) or GTL Direct Remit, GTL will provide a one-time retroactive billing credit. The credit will be less the LEC billing fee.

(2) For end users who no longer have phone service by the method (LEC, GTL Direct Remit) through which the original collect calls were billed, GTL will provide a credit in the form of a check to the end user. The end user will need to contact GTL by phone at (866-533-1706) and provide documentation to support that a credit is due. The credit will be less direct postage and handling expenses. End users will have 100 days from the date the Amendment is signed to contact GTL.

Note 4 - High Volume Rate Per Minute is bidder's rates based on a 5%, 10%, 15%, or 20% increase in Baseline Call Volume.

INMATE/WARD TELEPHONE SYSTEM (IWTS) CONTRACT
ATTACHMENT 7-A
PRICING WORKBOOK

Service Level 1	Previous Contract's Collect Call Charges (Note 1)		IWTS Collect Call Charges 4/1/05 thru 8/31/07 (Note 2)		BIDDER QUOTES					
					Baseline Collect Call Charges 7/1/08 thru 6/30/09		High Volume Rate Per Minute (Note 3)			
Call Type	Surcharge	Rate Per Minute	Surcharge	Rate Per Minute	Surcharge	Rate Per Minute	5%	10%	15%	20%
Baseline Call Volume	None		109,092,845		109,092,885		114,547,529	120,002,174	125,456,818	130,911,462
Local	$0.50	$0.05	$0.50	$0.05	$0.50	$0.019	$0.016	$0.014	$0.011	$0.008
Intralata	$0.50	$0.05	$0.50	$0.05	$0.50	$0.019	$0.016	$0.014	$0.011	$0.008
Interlata	$0.50	$0.05	$0.50	$0.05	$0.50	$0.019	$0.016	$0.014	$0.011	$0.008
Interstate	$3.95	$0.89	$3.95	$0.89	$3.95	$0.494	$0.459	$0.423	$0.387	$0.352
International	Foreign PTT Billed and Collected									

Service Level 2	Previous Contract's Collect Call Charges (Note 1)		IWTS Collect Call Charges 4/1/05 thru 8/31/07 (Note 2)		BIDDER QUOTES					
					Baseline Collect Call Charges 7/1/08 thru 6/30/09		High Volume Rate Per Minute (Note 3)			
Call Type	Surcharge	Rate Per Minute	Surcharge	Rate Per Minute	Surcharge	Rate Per Minute	5%	10%	15%	20%
Baseline Call Volume	None		109,092,845		109,092,885		114,547,529	120,002,174	125,456,818	130,911,462
Local	$1.50	$0.15	$1.50	$0.15	$1.50	$0.063	$0.055	$0.048	$0.040	$0.032
Intralata	$1.50	$0.15	$1.50	$0.15	$1.50	$0.063	$0.055	$0.048	$0.040	$0.032
Interlata	$2.00	$0.28	$2.00	$0.22	$2.00	$0.100	$0.089	$0.078	$0.067	$0.056
Interstate	$3.95	$0.89	$3.95	$0.89	$3.95	$0.509	$0.475	$0.440	$0.407	$0.373
International	Foreign PTT Billed and Collected									

Note 1 - Surcharge and Rates were used as the baseline for bidder's pricing for the IWTS Request for Proposal procurement in 2004.
Note 2 - Surcharge and Rates included in Attachment 7-A that became part of the IWTS Contract with charges' negotiated effective date of April 1, 2005.
Note 3 - High Volume Rate Per Minute is Bidder's rates based on a 5%, 10%, 15%, or 20% increase in Baseline Call Volume.

Service Level 1	Previous Contract's Collect Call Charges (Note 1)		IWTS Collect Call Charges 4/1/05 thru 8/31/07 (Note 2)		BIDDER QUOTES					
					Baseline Collect Call Charges 7/1/09 thru 6/30/10		High Volume Rate Per Minute (Note 3)			
Call Type	Surcharge	Rate Per Minute	Surcharge	Rate Per Minute	Surcharge	Rate Per Minute	5%	10%	15%	20%
Baseline Call Volume	None		109,092,885		109,092,885		114,547,529	120,002,174	125,456,818	130,911,462
Local	$0.50	$0.05	$0.50	$0.05	$0.270	$0.027	$0.025	$0.022	$0.020	$0.018
Intralata	$0.50	$0.05	$0.50	$0.05	$0.270	$0.027	$0.025	$0.022	$0.020	$0.018
Interlata	$0.50	$0.05	$0.50	$0.05	$0.270	$0.027	$0.025	$0.022	$0.020	$0.018
Interstate	$3.95	$0.89	$3.95	$0.89	$2.120	$0.479	$0.452	$0.424	$0.396	$0.369
International	Foreign PTT Billed and Collected									

Service Level 2	Previous Contract's Collect Call Charges (Note 1)		IWTS Collect Call Charges 4/1/05 thru 8/31/07 (Note 2)		BIDDER QUOTES					
					Baseline Collect Call Charges 7/1/09 thru 6/30/10		High Volume Rate Per Minute (Note 3)			
Call Type	Surcharge	Rate Per Minute	Surcharge	Rate Per Minute	Surcharge	Rate Per Minute	5%	10%	15%	20%
Baseline Call Volume	None		109,092,885		109,092,885		114,547,529	120,002,174	125,456,818	130,911,462
Local	$1.50	$0.15	$1.50	$0.15	$0.81	$0.081	$0.075	$0.069	$0.063	$0.057
Intralata	$1.50	$0.15	$1.50	$0.15	$0.81	$0.081	$0.075	$0.069	$0.063	$0.057
Interlata	$2.00	$0.28	$2.00	$0.22	$1.08	$0.118	$0.109	$0.101	$0.092	$0.084
Interstate	$3.95	$0.89	$3.95	$0.89	$2.12	$0.479	$0.451	$0.426	$0.399	$0.373
International	Foreign PTT Billed and Collected									

Note 1 - Surcharge and Rates were used as the baseline for bidder's pricing for the IWTS Request for Proposal procurement in 2004.
Note 2 - Surcharge and Rates included in Attachment 7-A that became part of the IWTS Contract with charges' negotiated effective date of April 1, 2005.
Note 3 - High Volume Rate Per Minute is Bidder's rates based on a 5%, 10%, 15%, or 20% increase in Baseline Call Volume.

Service Level 1	Previous Contract's Collect Call Charges (Note 1)		IWTS Collect Call Charges 4/1/05 thru 8/31/07 (Note 2)		BIDDER QUOTES: Baseline Collect Call Charges 7/1/10 thru 1/31/11		BIDDER QUOTES: High Volume Rate Per Minute (Note 3)			
Call Type	Surcharge	Rate Per Minute	Surcharge	Rate Per Minute	Surcharge	Rate Per Minute	5%	10%	15%	20%
Baseline Call Volume	None		109,092,845		109,092,885		114,547,529	120,002,174	125,456,818	130,911,462
Local	$0.50	$0.05	$0.50	$0.05	$0.19	$0.019	$0.018	$0.016	$0.015	$0.013
Intralata	$0.50	$0.05	$0.50	$0.05	$0.19	$0.019	$0.018	$0.016	$0.015	$0.013
Interlata	$0.50	$0.05	$0.50	$0.05	$0.19	$0.019	$0.018	$0.016	$0.015	$0.013
Interstate	$3.95	$0.89	$3.95	$0.89	$1.52	$0.342	$0.322	$0.302	$0.282	$0.262
International	Foreign PTT Billed and Collected									

Service Level 2	Previous Contract's Collect Call Charges (Note 1)		IWTS Collect Call Charges 4/1/05 thru 8/31/07 (Note 2)		BIDDER QUOTES: Baseline Collect Call Charges 7/1/10 thru 1/31/11		BIDDER QUOTES: High Volume Rate Per Minute (Note 3)			
Call Type	Surcharge	Rate Per Minute	Surcharge	Rate Per Minute	Surcharge	Rate Per Minute	5%	10%	15%	20%
Baseline Call Volume	None		109,092,885		109,092,885		114,547,529	120,002,174	125,456,818	130,911,462
Local	$1.50	$0.15	$1.50	$0.15	$0.58	$0.058	$0.053	$0.049	$0.045	$0.040
Intralata	$1.50	$0.15	$1.50	$0.15	$0.58	$0.058	$0.053	$0.049	$0.045	$0.040
Interlata	$2.00	$0.28	$2.00	$0.22	$0.77	$0.084	$0.078	$0.072	$0.066	$0.060
Interstate	$3.95	$0.89	$3.95	$0.89	$1.52	$0.342	$0.323	$0.304	$0.285	$0.265
International	Foreign PTT Billed and Collected									

Note 1 - Surcharge and Rates were used as the baseline for bidder's pricing for the IWTS Request for Proposal procurement in 2004.
Note 2 - Surcharge and Rates included in Attachment 7-A that became part of the IWTS Contract with charges' negotiated effective date of April 1, 2005.
Note 3 - High Volume Rate Per Minute is Bidder's rates based on a 5%, 10%, 15%, or 20% increase in Baseline Call Volume.